

FORM OF FINAL TERMS

Final Terms dated 23 June 2014

SOCIÉTÉ GÉNÉRALE SCF

(the Issuer)

Issue of EUR 800,000,000 floating rate *obligations foncières* due 25 June 2028
constituting Series 37 Tranche 1 (the **Notes**)

under the € 15,000,000,000 Euro Medium Term Note Programme

Issue Price: 100 per cent.

SOCIÉTÉ GÉNÉRALE

(the Dealer)

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the base prospectus dated 10 June 2014 which received visa no. 14-285 from the *Autorité des marchés financiers* (the "AMF") on 10 June 2014 the "Base Prospectus") which constitutes a base prospectus for the purposes of the Directive 2003/71/EC of the European Parliament and of the Council dated 4 November 2003 (the "Prospectus Directive") as amended to the extent that such amendments have been implemented in a Member State of the European Economic Area).

This document constitutes the final terms of the Notes (the "Final Terms") 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 these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms are available for viewing on the websites of (a) the AMF (www.amf-france.org) and (b) the Issuer (<http://prospectus.socgen.com>) and during normal business hours at the registered office of the Issuer and at the specified office of the Paying Agent(s) where copies may be obtained.

1.	(i) Series Number:	37
	(ii) Tranche Number:	1
2.	Specified Currency or Currencies:	EURO (€)
3.	Aggregate Nominal Amount of Notes:	
	(i) Series:	€ 800,000,000
	(ii) Tranche:	€ 800,000,000
4.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
5.	Specified Denomination(s):	€ 100,000
6.	(i) Issue Date:	25 June 2014
	(ii) Interest Commencement Date:	Issue Date
7.	Maturity Date:	The Specified Interest Payment Date falling on or nearest to 25 June 2028
8.	Interest Basis:	EURIBOR 3 months + 0.39 per cent. Floating Rate (<i>further particulars specified below</i>)
9.	Redemption/Payment Basis:	Redemption at par
10.	Change of Interest Basis:	Not Applicable
11.	Call Option:	Applicable
12.	Date of corporate authorisations for issuance of Notes obtained:	Decision of the Board of Directors (<i>Conseil d'administration</i>) dated 19 March 2014 (i) approving the issuance programme of <i>obligations foncières</i> for a period of one year as from 19 March 2014 and (ii) granting authority to the CEO (<i>Directeur Général</i>) and the Deputy CEO (<i>Directeur Général Délégué</i>)

of the Issuer, acting jointly or separately, to decide the issue of *obligations foncières* within certain limits.

Decision of the Board of Directors (*Conseil d'administration*) dated 10 June 2014 authorising the quarterly programme of borrowings which benefit from the privilege referred to in Article L.513-4 (formerly Article L.515-15) of the French *Code monétaire et financier* up to € 1,500,000,000 for the second quarter 2014.

Decision of Mr. Stéphane Landon, Chief Executive Officer (*Directeur Général*) of the Issuer, dated 16 June 2014 approving the issue of the Notes.

13. Method of distribution: Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Notes Provisions: Not Applicable

15. Floating Rate Notes Provisions: Applicable

- (i) Interest Period(s): The period from (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date.
- (ii) Specified Interest Payment Dates: 25 September, 25 December, 25 March and 25 June of each year from and including 25 September 2014 to 25 June 2028, all such dates being subject to adjustment in accordance with the Business Day Convention specified below.
- (iii) First Interest Payment Date: The Specified Interest Payment Date falling on or nearest to 25 September 2014
- (v) Business Day Convention: Modified Following Business Day Convention
- (vi) Business Centre(s) (Condition 5(a)): TARGET 2
- (vii) Manner in which the Rate(s) of Interest is/are to be determined: Screen Rate Determination
- (viii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent): Not Applicable
- (ix) FBF Determination: Not Applicable

- (x) ISDA Determination: Not Applicable
- (xi) Screen Rate Determination: Applicable
- Relevant Rate: EURIBOR 3 months
 - Relevant Time: 11.00 a.m. (Brussels time)
 - Interest Determination Date(s): two (2) TARGET 2 Business Days prior to the start of the relevant Interest Period
 - Primary Source: Reuters Screen EURIBOR01 page
 - Reference Banks (if Primary Source is "Reference Banks"): Not Applicable
 - Relevant Financial Centre: Euro zone
 - Representative Amount: Not Applicable
 - Effective Date: Not Applicable
 - Specified Duration: Not Applicable
- (xii) Margin(s): + 0.39 per cent. *per annum*
- (xiii) Minimum Rate of Interest: Not Applicable
- (xiv) Maximum Rate of Interest: Not Applicable
- (xv) Day Count Fraction: Actual/360

16. Zero Coupon Notes Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 17. Call Option:** Applicable
- (i) Optional Redemption Date(s): Any time, subject to Notice Period of not less than 6 business days
 - (ii) Optional Redemption Amount(s) of each Note: € 100,000 per Note of € 100,000 Specified Denomination
- 18. Redemption by Instalments:** Not Applicable
- 19. Final Redemption Amount of each Note:** € 100,000 per Note of € 100,000 Specified Denomination

20. Early Redemption Amount:

Early Redemption Amount(s) of each Note payable on early redemption: € 100,000 per Note of € 100,000 Specified Denomination

GENERAL PROVISIONS APPLICABLE TO THE NOTES

21. Form of Notes: Dematerialised Notes

(i) Form of Dematerialised Notes: Bearer form (*au porteur*)

(ii) Registration Agent: Not Applicable

(iii) Temporary Global Certificate: Not Applicable

22. Financial Centre(s) or other special provisions relating to payment dates for the purposes of Condition 7(g): TARGET 2

Adjusted Payment Date (Condition 7(g)) : The next following business day unless it would thereby fall into the next calendar month, in which such event such date shall be brought forward to the immediately preceding business day

23. Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature): Not Applicable

24. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable

25. Redenomination, renominatisation and reconventioning provisions: Not Applicable

26. Consolidation provisions: Not Applicable

27. Masse (Condition 10): Contractual Masse shall apply.

Name and address of the Representative:

SCP SIMONIN - LE MAREC - GUERRIER
Huissiers de Justice Associés
54 rue Taitbout
75009 Paris

The Representative will receive a remuneration of € 500 per year (VAT excluded).

GENERAL

The aggregate principal amount of Notes issued has been translated into Euro at the rate

of [●] per cent. producing a sum of:

Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the Euro 15,000,000,000 Euro Medium Term Note Programme of SOCIÉTÉ GÉNÉRALE SCF.

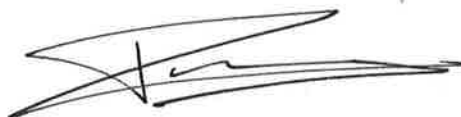
RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. Signed on behalf of SOCIÉTÉ GÉNÉRALE SCF:

By: Mr. Vincent Robillard, Deputy Chief Executive Officer (*Directeur Général Délégué*)

Duly authorised

Vincent Robillard
Directeur Général Délégué
SG SCF



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

- | | | |
|-------|---|---|
| (i) | Listing(s): | Euronext Paris |
| (ii) | Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 25 June 2014. |
| (iii) | Estimate of total expenses related to admission to trading: | €9,400 |
| (iv) | Additional publication of Base Prospectus and Final Terms: | The Base Prospectus is published on the website of (a) the AMF (www.amf-france.org) and (b) the Issuer (http://prospectus.socgen.com). These Final Terms will be published on the website of (a) the AMF (www.amf-france.org) and (b) the Issuer (http://prospectus.socgen.com) |

2. RATINGS

- | | |
|----------|--|
| Ratings: | The Notes are expected to be rated:
S & P: AA+
Moody's: Aaa |
| | Each of Standard and Poor's and Moody's is established in the European Union and is registered under European Regulation 1060/2009/EC of September 2009 on credit rating agencies, as amended (the <i>CRA Regulation</i>). |
| | Moody's is included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website (www.esma.europa.eu/page/List-registered-and-certified-CRAs) in accordance with the CRA Regulation. |

3. SPECIFIC CONTROLLER

The Specific Controller (*contrôleur spécifique*) of the Issuer has certified that the value of the assets of the Issuer will be greater than the value of its liabilities benefiting from the *privilège* defined in article L. 513-11 of the French Monetary and Financial Code, after settlement of this issue and of the issues which have been the subject of previous attestations.

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

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5. DISTRIBUTION

- | | | |
|------|------------------------------------|------------------|
| (i) | If syndicated, names of Managers: | Not Applicable |
| (ii) | Stabilising Manager(s) (if any): | Not Applicable |
| (i) | If non-syndicated, name of Dealer: | Société Générale |

(ii) U.S. selling restrictions:

The Notes have not been and will not be registered under the Securities Act, as amended, or the securities laws of any State or jurisdiction of the United States and may not be offered or sold, directly or indirectly within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to the registration requirements of the Securities Act. The Notes are being offered and sold outside the United States to non U.S. persons in reliance on Regulation S. Terms used in this paragraphs have the meaning given to them by Regulation S under the Securities Act.

TEFRA not Applicable

The Permanent Dealer has agreed that, except as permitted by the Dealer Agreement, it will not offer, sell or deliver the Notes, (i) as part of their distribution at any time and (ii) otherwise under forty (40) calendar days after the later of the commencement of the offering or the closing date, within the United States or to, or for the account or benefit of, U.S. persons, and it will have sent to each dealer to which it sells Notes during the distribution compliance period, as defined in Regulation S under the Securities Act, a confirmation or other notice setting forth the restrictions on offers and sales of the Notes within the United States or to, or for the account of benefit of, U.S. persons.

In addition, until forty (40) calendar days after the commencement of the offering of any identifiable Tranche, an offer or sale of Notes within the United States by a dealer that is not participating in the offering may violate the registration requirements of the Securities Act.1.

9. OPERATIONAL INFORMATION

ISIN Code: FR0011993765

Common Code: 107983937

Depositories:

- | | |
|--|-----|
| (i) Euroclear France to act as Central Depository | Yes |
| (ii) Common Depository for Euroclear Bank and Clearstream Banking, société anonyme | No |

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification

VR

number(s): Not Applicable

Delivery: Delivery against payment

Name and address of initial Paying Agents: **Fiscal Agent and Principal Paying Agent:**
Société Générale
SGSS/SBO/CIS/ISS
32 rue du Champ de Tir
CS 30812
44308 NANTES Cedex 3
France

Luxembourg Paying Agent:
Société Générale Bank & Trust
11, avenue Emile Reuter
L-2420 Luxembourg

Names and addresses of Calculation Agent: **Société Générale**
Tour Société Générale
17 Cours Valmy
92987 Paris la Défense Cedex
France

Names and addresses of additional Paying Agent(s) (if any): Not Applicable