

NOTICE TO THE NOTEHOLDERS
Dated as of 23 July 2015

SG Issuer
(the "Issuer")

Issue of up to USD 100 000 000 Notes due 05/08/2025

Unconditionally and irrevocably guaranteed by Société Générale
under the
Debt Instruments Issuance Programme

Series 74478EN/15.8
Tranche 1
Isin Code: XS1212158965
(the "Notes")

We refer to the applicable Final Terms dated 06 July 2015 giving details of the Notes issued on 05 August 2015 as Series 74478EN/15.8, Tranche 1 pursuant to the Programme (the "**Final Terms**").

This Notice should be read in conjunction with the Debt Instruments Issuance Programme Prospectus dated 28 October 2014 (the "**Base Prospectus**"). Terms and expressions defined in the Final Terms shall have the same meanings when used herein except where the context requires otherwise or unless otherwise stated.

The Final Terms have been modified as provided by the amended and restated Final Terms attached hereto as Annex (modification of the Aggregate Nominal Amount).

The Amended version of the Final Terms dated as of 23 July 2015 (the "**Amended and Restated Final Terms**") of the above referenced Series of Notes has been delivered to the Clearing System.

The Issuer accepts responsibility for the information contained in this Notice.

Investors who have already agreed to purchase or subscribe for the securities before this Notice is published have the right, exercisable within a time-limit of two business days after the publication of this Notice (no later than 27 July 2015) to withdraw their acceptances.

Copies of the Amended and Restated Final Terms are available at the office of the Fiscal Agent (Societe Generale Bank&Trust, 11 avenue Emile Reuter, L-2420 Luxembourg).

ANNEX

AMENDED AND RESTATED FINAL TERMS

Amended as of 23/07/2015 (the initial date of these Final Terms is 06/07/2015) Dated ~~06/07/2015~~

Société Générale

Issue of up to USD 150 000 000~~100 000 000~~ Notes due 05/08/2025

under the
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 28 October 2014, 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 *loi luxembourgeoise relative aux prospectus pour valeurs mobilières* as amended, and must be read in conjunction with the Base Prospectus and the supplement(s) to such Base Prospectus dated 06/11/2014 and 19/11/2014 and 18/12/2014 and 23/01/2015 and 26/02/2015 and 19/03/2015 and 09/06/2015 and 26/06/2015 and any other supplement published prior to the Issue Date (as defined below) (the **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 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) 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>).

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|----|-------|--|---|
| 1. | (i) | Series Number: | 74478EN/15.8 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Notes become fungible: | Not Applicable |
| 2. | | Specified Currency: | USD |
| 3. | | Aggregate Nominal Amount: | |
| | (i) | - Tranche: | Up to USD <u>150 000 000</u> 100 000 000 |

	(ii)	- Series:	Up to USD 100 000 000 <u>150 000 000</u>
4.		Issue Price:	100% of the Aggregate Nominal Amount
5.		Specified Denomination:	USD 2 000
6.	(i)	Issue Date: (DD/MM/YYYY)	05/08/2015
	(ii)	Interest Commencement Date:	Issue Date
7.		Maturity Date: (DD/MM/YYYY)	05/08/2025
8.		Governing law:	English law
9.	(i)	Status of the Notes:	Unsecured
	(ii)	Date of corporate authorisation obtained for the issuance of Notes:	03/07/2015
	(iii)	Type of Structured Notes:	Not Applicable
	(iv)	Reference of the Product:	Not Applicable
10.		Interest Basis:	See section "PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE" below.
11.		Redemption/Payment Basis:	See section "PROVISIONS RELATING TO REDEMPTION" below.
12.		Issuer's/Noteholders' redemption option:	See section "PROVISIONS RELATING TO REDEMPTION" below.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13.		Fixed Rate Note Provisions:	Applicable as per Condition 3.1 of the General Terms and Conditions
	(i)	Rate(s) of Interest:	3% per annum payable annually in arrear
	(ii)	Specified Period(s) / Interest Payment Date(s): (DD/MM/YYYY)	05/08/2016 05/08/2017 05/08/2018 05/08/2019 05/08/2020 05/08/2021 05/08/2022 05/08/2023 05/08/2024 05/08/2025
	(iii)	Business Day Convention:	Following Business Day Convention (unadjusted)
	(iv)	Fixed Coupon Amount:	Unless previously redeemed, on each Interest Payment Date, the Issuer shall pay to the Noteholders, for each Note, an amount determined by the Calculation Agent as follows:

		Rate of Interest x Specified Denomination x Day Count Fraction
(v)	Day Count Fraction:	Actual/Actual
(vi)	Broken Amount(s):	In case of a long or short Interest Period (with regard to paragraph 13(ii) "Specified Period(s)/Interest Payment Date(s)" above), the amount of interest will be calculated in accordance with the formula specified in paragraph 13(iv) "Fixed Coupon Amount" above.
(vii)	Determination Date(s):	Not Applicable
14.	Floating Rate Note Provisions:	Not Applicable
15.	Structured Interest Note Provisions:	Not Applicable
16.	Zero Coupon Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Redemption at the option of the Issuer:	Applicable as per Condition 5.5 of the General Terms and Conditions
(i)	Optional Redemption Amount:	Unless previously redeemed, at the option of the Issuer, the Notes may be early redeemed on the Optional Redemption Date(i) (i from 1 to 7) in accordance with the following provisions in respect of each Note: Specified Denomination x 100%
(ii)	Optional Redemption Date(s) (i) (i from 1 to 7): (DD/MM/YYYY)	1: 05/08/2018 2: 05/08/2019 3: 05/08/2020 4: 05/08/2021 5: 05/08/2022 6: 05/08/2023 7: 05/08/2024
(iii)	Notice Period:	15 Business Days prior to the Optional Redemption Date
(iv)	Redemption in part:	Not Applicable
18.	Redemption at the option of the Noteholders:	Not Applicable
19.	Automatic Early Redemption:	Not Applicable
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: Final Redemption Amount = Specified Denomination x 100%
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 payable on Event of Default or, at the option of the Issuer, on redemption for taxation or regulatory reasons:	100% of Specified Denomination per Note

PROVISIONS APPLICABLE TO THE UNDERLYING(S) IF ANY

26.	(i)	Underlying(s):	Not Applicable
	(ii)	Information relating to the past and future performances of the Underlying(s) and volatility:	Not Applicable
	(iii)	Provisions relating, amongst others, to the Market Disruption Event(s) and/or Extraordinary Event(s) and/or Monetisation until the Maturity Date and/or any additional disruption event(s) as described in the relevant Additional Terms and Conditions for Structured Notes:	Not Applicable
	(iv)	Other information relating to the Underlying(s):	Not Applicable

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

27.	(i)	Definitions relating to date(s):	Not Applicable
	(ii)	Definitions relating to the Product:	Not Applicable

PROVISIONS RELATING TO SECURED NOTES

28.	Secured Notes Provisions:	Not Applicable
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GENERAL PROVISIONS APPLICABLE TO THE NOTES

29.	Provisions applicable to payment date(s):	
	- Payment Business Day:	Following Payment Business Day
	- Financial Centre(s):	New York
30.	Form of the Notes:	

(i)	Form:	Non-US Registered Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg
(ii)	New Global Note (NGN – bearer notes) / New Safekeeping Structure (NSS – registered notes):	No
31.	Redenomination:	Not Applicable
32.	Consolidation:	Applicable as per Condition 14.2 of the General Terms and Conditions
33.	Partly Paid Notes Provisions:	Not Applicable
34.	Instalment Notes Provisions:	Not Applicable
35.	Masse:	Not Applicable
36.	Dual Currency Note Provisions:	Not Applicable
37.	Additional Amount Provisions for Italian Certificates:	Not Applicable
38.	Interest Amount and/or the Redemption Amount switch at the option of the Issuer:	Not Applicable

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) **Listing:** Application will be made for the Notes to be listed on Borsa Italiana S.p.A (MOT - EuroMOT segment), a regulated market organized and managed by Borsa Italiana S.p.A.
- (ii) **Admission to trading:** Application will be made for the Notes to be admitted to trading on Borsa Italiana S.p.A (MOT - EuroMOT segment), a regulated market organized and managed by Borsa Italiana S.p.A." with effect from or as soon as practicable after the Issue Date.
- There can be no assurance that the listing and trading of the Notes will be approved with effect on the Issue Date or at all.**
- (iii) **Estimate of total expenses related to admission to trading:** Not Applicable
- (iv) **Information required for Notes to be listed on SIX Swiss Exchange:** Not Applicable

2. RATINGS

The Notes to be issued have not been rated.

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

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.

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.

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

- (i) **Reasons for the offer and use of proceeds:** The net proceeds from each issue of Notes will be applied for the general financing purposes of the Société Générale Group, which include making a profit.
- (ii) **Estimated net proceeds:** Not Applicable
- (iii) **Estimated total expenses:** Not Applicable

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

3.00%

The unified yield rate is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

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

Not Applicable

7. PERFORMANCE AND EFFECT ON VALUE OF INVESTMENT**(i) PERFORMANCE OF FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT** (*Structured Notes only*)

The possibility of an optional redemption by the Issuer, on a predetermined date, is likely to have a negative effect on the market value of the Notes. Potential investors should consider the reinvestment risk in light of other investments available at the time of the redemption.

Investment in Notes including fixed interest rate involves risks linked to the fluctuation of the market rates which could have negative effect on the value of these Notes.

During the lifetime of the Notes, the market value of these Notes may be lower than the invested capital.

Furthermore, an insolvency of the Issuer may cause a total loss of the invested capital.

The attention of the investors is drawn to the fact that they could sustain an entire or a partial loss of their investment.

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

Not Applicable

8. OPERATIONAL INFORMATION**(i) Security identification code(s):**

- **ISIN Code:** XS1212158965

- **Common Code:** 121215896

(ii) Clearing System(s): Euroclear Bank S.A/N.V. (**Euroclear**) / Clearstream Banking *société anonyme* (**Clearstream, Luxembourg**)

(iii) Delivery: Delivery against payment

(iv) Calculation Agent: Société Générale
Tour 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)	Eurosystem eligibility of the Notes:	No
(vii)	Address and contact details of Société Générale for all administrative communications relating to the Notes:	Société Générale Tour 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 Bank & Trust 11, avenue Emile Reuter 2420 Luxembourg Luxembourg
(ii)	Total commission and concession:	There is no commission and/or concession paid by the Issuer to the Dealer or the Managers. Société Générale shall pay to the person(s) mentioned below (each an " Interested Party ") the following remunerations for the services provided by such Interested Party to Société Générale in the capacity set out below: to each relevant distributor, an up-front remuneration of up to 3.50% of the amount of Notes effectively placed on the issue date.
(iii)	TEFRA rules:	Not Applicable
(iv)	Permanently Restricted Notes:	Yes
(v)	Non-exempt Offer:	A Non-exempt offer of the Notes may be made by the Dealer and any financial intermediaries to whom the Issuer gives a General Consent (the General Authorised Offerors) in the public offer jurisdiction(s) (Public Offer Jurisdiction(s)) during the offer period (Offer Period) as specified in the paragraph "Public Offers in European Economic Area" below.
	- Individual Consent / Name(s) and adresse(s) of any Initial Authorised Offeror:	Not Applicable
	- General Consent/ Other conditions to consent:	Applicable

10. PUBLIC OFFERS IN EUROPEAN ECONOMIC AREA

- Public Offer Jurisdiction(s):** Italy
- Offer Period:** From 08/07/2015 to 31/07/2015, save in case of early termination.
- The Offer Period for the Notes placed in Italy through “door-to-door selling” (pursuant to Article 30 of the Legislative Decree n. 58 dated 24.02.1998, as amended, the “Italian Financial Service Act”) shall be from and including 08/07/2015 to and including 24/07/2015, save in case of early termination.
- Pursuant to Article 30, paragraph 6, of the Italian Financial Act, the validity and enforceability of the subscriptions through “door-to-door selling” are suspended for a period of seven days from the date of the subscription. During such period, investors have the right to withdraw from the subscription without any charge or commissions, by means of communication to the distributor.
- The Notes can be placed in Italy by use of “distance marketing techniques” (“*tecniche di comunicazione a distanza*”) pursuant to article 32 of the Italian Financial Service Act and the implementing regulation issued by Consob. In case of use of distance marketing techniques the execution of the relevant subscription forms is performed through a “qualified electronic signature” system pursuant to article 1, paragraph 1, letter r) of Legislative Decree No. 82 of 7 March 2005 and compliant with the technical rules set forth by the Decree of the President of the Ministries’ Board of 22 February 2013, as subsequently amended (the “**Qualified Electronic Signature**”);
- Pursuant to article 21 of Legislative Decree No. 82 of 7 March 2005, the electronic document executed by means of the Qualified Electronic Signature ensures the identifiability of the author, the integrity and the inalterability of the document and has the same legal effectiveness of an handwritten executed document pursuant to article 2702 of the Italian civil code. The use of the Qualified Electronic Signature tool is presumed to be performed by the relative holder, unless the latter gives contrary evidence.
- Offer Price:** The Notes will be offered at the Issue Price of which up to a maximum of 3.50% is represented by distribution fee payable upfront by the Issuer to the distributors. The Issue Price is also 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 close the Offer Period prior to its stated expiry for any reason.
- 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.

	<p>In each case, a notice to the investors on the early termination or the withdrawal, as applicable, will be published on the website of the Issuer (http://prospectus.socgen.com).</p>
- Description of the application process:	<p>The distribution activity will be carried out in accordance with the financial intermediary's usual procedures. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription of the Notes.</p>
- Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	<p>Not Applicable</p>
- Details of the minimum and/or maximum amount of application:	<p>Minimum amount of application : USD 2 000 (i.e. 1 Note)</p>
- Details of the method and time limits for paying up and delivering the Notes:	<p>The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. 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.</p> <p>The settlement and the delivery of the securities will be executed through the Dealer mentioned above only for technical reasons. However, the Issuer will be the only offeror and as such will assume all the responsibilities in connection with the information contained in the Final Terms together with the Base Prospectus.</p>
- Manner and date in which results of the offer are to be made public:	<p>Publication on the website of the Issuer (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.</p>
- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	<p>Not Applicable</p>
- Whether tranche(s) has/have been reserved for certain countries:	<p>Not Applicable</p>
- Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	<p>Not Applicable</p>
- Amount of any	<p>Taxes charged in connection with the subscription, transfer,</p>

expenses and taxes specifically charged to the subscriber or purchaser:

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

11. ADDITIONAL INFORMATION

- **Minimum Investment in the Notes:** USD 2 000 (i.e. 1 Note)
- **Minimum Trading:** USD 2 000 (i.e. 1 Note)
- **Location where the Prospectus, any Supplements thereto and the Final Terms can be collected or inspected free of charge in Italy:** Société Générale,
Via Olona n.2, 20123 Milano
Italy

12. PUBLIC OFFERS IN OR FROM SWITZERLAND

Not Applicable

ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings		
A.1	Warning	<p>This summary must be read as an introduction to the Base Prospectus.</p> <p>Any decision to invest in the Notes should be based on a consideration of the Base Prospectus.</p> <p>Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled this summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of this Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes.</p>
A.2	Consent to the use of the Base Prospectus	<p>The Issuer consents to the use of this Base Prospectus in connection with a resale or placement of Notes in circumstances where a prospectus is required to be published under the Prospectus Directive (a Non-exempt Offer) subject to the following conditions:</p> <ul style="list-style-type: none"> - the consent is only valid during the offer period from 08/07/2015 to 31/07/2015 and, in respect of Notes placed in Italy through “door-to-door selling”, from 08/07/2015 to 24/07/2015 (the Offer Period); - the consent given by the Issuer for the use of the Base Prospectus to make the Non-exempt Offer is a general consent (a General Consent) in respect of any financial intermediary who published on its website that it will make the Non-exempt Offer of the Notes on the basis of the General Consent given by the Issuer and by such publication, any such financial intermediary (each a General Authorised Offeror) undertakes to comply with the following obligations: <ul style="list-style-type: none"> (a) it acts in accordance with all applicable laws, rules, regulations and guidance (including from any regulatory body) applicable to the Non-exempt Offer of the Notes in the Public Offer Jurisdiction, in particular the law implementing the Markets in Financial Instruments Directive (Directive 2004/39/EC) as amended from time to time (hereinafter the Rules) and makes sure that (i) any investment advice in the Notes by any person is appropriate, (ii) the information to potential investor including the information relating to any expenses (and any commissions or benefits of any kind) received or paid by this General Authorised Offeror under the offer of the Notes is fully and clearly disclosed; (b) it complies with the restrictions set out under the section headed “Subscription, Sale and Transfer Restrictions” in the Base Prospectus related to the Public Offer Jurisdiction as if it acted as a Dealer in the Public Offer Jurisdiction; (c) it complies with the Rules relating to anti-money laundering, anti-bribery and “know your customer” rules; it retains investor identification records for at least the minimum period required under applicable Rules, and shall, if so requested, make such records available to the relevant Issuer and/or the relevant Dealer or directly to the competent authorities with jurisdiction over the relevant Issuer and/or the relevant Dealer in order to enable the relevant Issuer and/or the relevant Dealer to comply with anti-money laundering, anti-bribery and “know your customer” rules applying to the relevant Issuer and/or the relevant Dealer; (d) it does not, directly or indirectly, cause the Issuer or the relevant Dealers to breach any Rule or any requirement to obtain or make any filing,

		<p>authorisation or consent in any jurisdiction;</p> <p>(e) it commits itself to indemnify the relevant Issuer, the Guarantor (if applicable) and the relevant Dealer, Société Générale and each of its affiliates for any damage, loss, expense, claim, request or loss and fees (including reasonably fees from law firms) incurred by one of its entities because of, or in relation with, the non-respect by this General Authorised Offeror of any of these obligations above;</p> <p>(f) it acknowledges that its commitment to respect the obligations above is governed by English law and agrees that any related dispute be brought before the English courts;</p> <p>Any General Authorised Offeror who wishes to use the Base Prospectus for a Non-Exempt Offer of Notes in accordance with this General Consent and the related conditions is required, during the time of the relevant Offer Period, to publish on its website that it uses the Base Prospectus for such Non-exempt Offer in accordance with this General Consent and the related conditions.</p> <p>- the consent only extends to the use of this Base Prospectus to make Non-exempt Offers of the Notes in Italy.</p> <p>The information relating to the conditions of the Non-exempt Offer shall be provided to the investors by any General Authorised Offeror where the offer will be made.</p>
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Section B – Issuer		
B.1	Legal and commercial name of the issuer	Société Générale (or the Issuer)
B.2	Domicile, legal form, legislation and country of incorporation	<p>Domicile: 29, boulevard Haussmann, 75009 Paris, France.</p> <p>Legal form: Public limited liability company (<i>société anonyme</i>).</p> <p>Legislation under which the Issuer operates: French law.</p> <p>Country of incorporation: France.</p>
B.4b	Known trends affecting the issuer and the industries in which it operates	<p>2014 was another challenging year for the economy, with global activity posting only moderate growth that varied by region. This trend is expected to carry over into 2015, which is shaping up to deliver a weaker-than-expected global economic recovery amid myriad uncertainties both on the geopolitical front and on the commodity and forex markets.</p> <p>The euro zone is struggling to return to more dynamic growth, thus slowing the reduction of public deficits. Interest rates should remain at record lows, but the deflationary risk should be kept under control by the intervention of the ECB which has announced the implementation of a more accommodative monetary policy and the use of its balance sheet to support growth. The depreciation of the euro and falling oil prices should help boost exports and stimulate domestic demand. The US economy should stay on a positive track and the Fed is expected to begin tightening its monetary policy mid-year. Emerging countries have entered a phase of more moderate growth, in particular China. Russia's economy is struggling with the consequences of the Ukrainian crisis coupled with the drop in commodity prices.</p> <p>From a regulatory standpoint, 2014 saw the implementation of the Banking Union. The European Central Bank took the helm of the Single Supervisory Mechanism, overseeing some 130 euro zone banks, with the aim of strengthening the banking system, restoring the confidence of economic operators, harmonising banking supervision rules and reducing the link between banks and their national authorities.</p> <p>In terms of regulatory ratios, the Group can already meet the new requirements.</p>

B.5	Description of the Issuer's group and the issuer's position within the group	<p>The Group offers a wide range of advisory services and tailored financial solutions to individual customers, large corporate and institutional investors. The Group relies on three complementary core businesses:</p> <ul style="list-style-type: none"> • French Retail Banking; • International Retail Banking, Financial Services and Insurance and • Corporate and Investment Banking, Private Banking, Asset and Wealth Management and Securities Services. <p>The Issuer is the parent company of the Société Générale Group.</p>																																																																																
B.9	Figure of profit forecast or estimate of the issuer	Not applicable. The Issuer does not make any figure of profit forecast or estimate.																																																																																
B.10	Nature of any qualifications in the audit report on the historical financial information	Not applicable. The audit reports do not include any qualification.																																																																																
B.12	Selected historical key financial information regarding the issuer	<table border="1"> <thead> <tr> <th></th> <th>Quarter 1 – 2015 (non audited)</th> <th>Year ended 2014 (audited, except as mentioned otherwise (*))</th> <th>Quarter 1 – 2014 (non audited)</th> <th>Year ended 2013 (audited) (1)</th> </tr> </thead> <tbody> <tr> <td>Results (in EUR M)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net Banking Income</td> <td>6,353</td> <td>23, 561</td> <td>5,656 (*)</td> <td>22,433</td> </tr> <tr> <td>Operating income</td> <td>1,298</td> <td>4, 557 (*)</td> <td>916 (*)</td> <td>2,336</td> </tr> <tr> <td>Net income before non controlling interests</td> <td>962</td> <td>2, 978 (*)</td> <td>239 (*)</td> <td>2,394</td> </tr> <tr> <td>Net income</td> <td>868</td> <td>2, 679 (*)</td> <td>169 (*)</td> <td>2,044</td> </tr> <tr> <td><i>French Retail Banking</i></td> <td>273</td> <td>1, 204 (*)</td> <td>291 (*)</td> <td>1,196</td> </tr> <tr> <td><i>International Retail Banking & Financial Services</i></td> <td>139</td> <td>370 (*)</td> <td>(343) (*)</td> <td>983</td> </tr> <tr> <td><i>Global Banking and Investor Solutions</i></td> <td>522</td> <td>1, 909 (*)</td> <td>430 (*)</td> <td>1,206</td> </tr> <tr> <td><i>Corporate Centre</i></td> <td>(66)</td> <td>(804) (*)</td> <td>(209) (*)</td> <td>(1,341)</td> </tr> <tr> <td><i>Net cost of risk</i></td> <td>(613)</td> <td>(2, 967)</td> <td>(667) (*)</td> <td>(4,050)</td> </tr> <tr> <td><i>Cost/income ratio (2)</i></td> <td>70%</td> <td>68% (*)</td> <td>72% (*)</td> <td>67.0%</td> </tr> <tr> <td><i>ROE after tax (3)</i></td> <td>6.9%</td> <td>5.3%</td> <td>0.8% (*)</td> <td>4.1%</td> </tr> <tr> <td><i>Tier 1 Ratio</i></td> <td>12.4%</td> <td>12.6%</td> <td>11.8%</td> <td>11.8%</td> </tr> <tr> <td>Activity (in EUR bn)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Total assets and liabilities</td> <td>1 428.8</td> <td>1,308.2</td> <td>1,265.8</td> <td>1,214.2</td> </tr> </tbody> </table>		Quarter 1 – 2015 (non audited)	Year ended 2014 (audited, except as mentioned otherwise (*))	Quarter 1 – 2014 (non audited)	Year ended 2013 (audited) (1)	Results (in EUR M)					Net Banking Income	6,353	23, 561	5,656 (*)	22,433	Operating income	1,298	4, 557 (*)	916 (*)	2,336	Net income before non controlling interests	962	2, 978 (*)	239 (*)	2,394	Net income	868	2, 679 (*)	169 (*)	2,044	<i>French Retail Banking</i>	273	1, 204 (*)	291 (*)	1,196	<i>International Retail Banking & Financial Services</i>	139	370 (*)	(343) (*)	983	<i>Global Banking and Investor Solutions</i>	522	1, 909 (*)	430 (*)	1,206	<i>Corporate Centre</i>	(66)	(804) (*)	(209) (*)	(1,341)	<i>Net cost of risk</i>	(613)	(2, 967)	(667) (*)	(4,050)	<i>Cost/income ratio (2)</i>	70%	68% (*)	72% (*)	67.0%	<i>ROE after tax (3)</i>	6.9%	5.3%	0.8% (*)	4.1%	<i>Tier 1 Ratio</i>	12.4%	12.6%	11.8%	11.8%	Activity (in EUR bn)					Total assets and liabilities	1 428.8	1,308.2	1,265.8	1,214.2
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	No Material adverse change in the prospects of the issuer since the date of its last published audited financial statements	There has been no material adverse change in the prospects of the Issuer since 31 December 2014.																																			
	Significant changes in the financial or trading position subsequent to the period covered by the historical financial information	Not Applicable. There has been no significant change in the Issuer's financial or trading position of the Issuer since 31 March 2015.																																			
B.13	Recent events particular to the issuer which are to a material extent relevant to the evaluation of the Issuer's solvency	Not Applicable. There has been no recent event particular to the Issuer which is to a material extent relevant to the evaluation of the Issuer's solvency.																																			
B.14	Statement as to whether the issuer	See Element B.5 above for the Issuers' position within the Group.																																			

	is dependent upon other entities within the group	Société Générale is the ultimate holding company of the Group. However, Société Générale operates its own business; it does not act as a simple holding company vis-à-vis its subsidiaries.
B.15	Description of the issuer's principal activities	See Element B.5 above .
B.16	To the extent known to the issuer, whether the issuer is directly or indirectly owned or controlled and by whom, and nature of such control	Not Applicable. To its knowledge, Société Générale is not owned or controlled, directly or indirectly (under French law) by another entity.
B.17	Credit ratings assigned to the issuer or its debt securities	Société Générale is rated AA (low) by DBRS, A by Fitch Ratings, A2 by Moody's Investors Services and A by Standard and Poor's.

Section C – Securities		
C.1	Type and the class of the securities being offered and/or admitted to trading, including any security identification number	The Notes are debt securities: ISIN code: XS1212158965 Common Code: 121215896
C.2	Currency of the securities issue	USD
C.5	Description of any restrictions on the free transferability of the securities	There is no restriction on the free transferability of the Notes, subject to selling and transfer restrictions which may apply in certain jurisdictions.
C.8	Rights attached to the securities, including ranking and limitations to those rights and procedures for the exercise of those rights	<p>Rights attached to the securities:</p> <p>Unless the Notes are previously redeemed, the Notes will entitle each holder of the Notes (a Noteholder) to receive a redemption amount at par on the maturity date and a potential yield on these Notes (see Element C.9).</p> <p>A Noteholder will be entitled to claim the immediate and due payment of any sum in case:</p> <ul style="list-style-type: none"> - the Issuer fails to pay or to perform its other obligations under the Notes

		<p>- of insolvency or bankruptcy proceeding(s) affecting the Issuer.</p> <p>The Noteholders' consent shall have to be obtained to amend the contractual terms of the Notes pursuant to the provisions of an agency agreement, made available to a Noteholder upon request to the Issuer.</p> <p>- The Issuer accepts the exclusive competence of the courts of England in benefit of the Noteholders in relation to any dispute against the Issuer but accepts that such Noteholders may bring their action before any other competent court.</p> <p>Ranking:</p> <p>The Notes will be direct, unconditional, unsecured and unsubordinated obligations of the Issuer and will rank equally with all other outstanding direct, unconditional, unsecured and unsubordinated obligations of the Issuer, present and future.</p> <p>Limitations to rights attached to the securities:</p> <ul style="list-style-type: none"> - the Issuer may redeem early the Notes on the basis of the specified denomination of these Notes for tax or regulatory reasons; - the rights to payment of principal and interest will be prescribed within a period of ten years (in the case of principal) and five years (in the case of interest) from the date on which the payment of these amounts has become due for the first time and has remained unpaid. <p>Taxation</p> <p>All payments in respect of Notes, Receipts and Coupons or under the Guarantee shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of any Tax Jurisdiction unless such withholding or deduction is required by law.</p> <p>In the event that any amounts are required to be deducted or withheld for, or on behalf of, any Tax Jurisdiction, the relevant Issuer or, as the case may be, the Guarantor shall (except in certain circumstances), to the fullest extent permitted by law, pay such additional amount as may be necessary, in order that each Noteholder, Receiptholder or Couponholder, after deduction or withholding of such taxes, duties, assessments or governmental charges, will receive the full amount then due and payable.</p> <p>Governing law</p> <p>The Notes 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.</p>
C.9	Rights attached to the securities, including ranking and limitations to those rights and procedures for the exercise of those rights: interest, yield, redemption and representative of Noteholders	<p>See Element C.8 above.</p> <p>Specified Denomination : USD 2 000</p> <p>Interest:</p> <p>Unless previously redeemed, the interest on the debt securities will take place as follows:</p> <p>Interest Commencement Date:</p> <p>Issue Date</p> <hr/> <p>Rate(s) of Interest: 3% per annum payable annually in arrear</p>

		<p>Specified Period(s) / Interest Payment Date(s): (DD/MM/YYYY)</p> <p>05/08/2016 05/08/2017 05/08/2018 05/08/2019 05/08/2020 05/08/2021 05/08/2022 05/08/2023 05/08/2024 05/08/2025</p> <p>Fixed Coupon Amount:</p> <p>Unless previously redeemed, on each Interest Payment Date, the Issuer shall pay to the Noteholders, for each Note, an amount determined by the Calculation Agent as follows:</p> <p style="text-align: right;">Rate of Interest x Specified Denomination x Day Count Fraction</p> <hr/> <p>Redemption:</p> <p>Final Redemption Amount:</p> <p>Unless previously redeemed, the Issuer shall redeem the Notes on the Maturity Date, in accordance with the following provisions in respect of each Note:</p> <p style="text-align: right;">Specified Denomination x 100%</p> <p>Maturity Date: (DD/MM/YYYY)</p> <p>The maturity date of the Notes will be 05/08/2025</p> <p>Yield:</p> <p>3.00%</p> <p>The unified yield rate is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.</p> <p>Optional Redemption Amount:</p> <p>Unless previously redeemed, at the option of the Issuer, the Notes may be early redeemed on the Optional Redemption Date(i) (i from 1 to 7) in accordance with the following provisions in respect of each Note:</p> <p style="text-align: right;">Specified Denomination x 100%</p> <p>Optional Redemption Date(s) (i) (i from 1 to 7): (DD/MM/YYYY)</p> <p>1: 05/08/2018 2: 05/08/2019 3: 05/08/2020 4: 05/08/2021 5: 05/08/2022 6: 05/08/2023 7 :05/08/2024</p> <hr/> <p>Representative of the Noteholders:</p> <p>Not Applicable. The Notes being governed by English law, there is no Representative of the Noteholders.</p>
C.10	Clear and comprehensive explanation to help investors	Not Applicable. The payment of interest is not linked to a derivative component.

	understand how the value of their investment is affected by the value of the underlying instrument(s), especially under the circumstances when the risks are most evident	
C.11	Whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with indication of the markets in question	Application will be made for the Notes to be admitted to trading on Borsa Italiana S.p.A (MOT - EuroMOT segment)

Section D – Risks		
D.2	Key information on the key risks that are specific to the issuer	<p>The Group is exposed to the risks inherent in its core businesses.</p> <p>The Group's risk management focuses on the following main categories of risks, any of which could materially adversely affect the Group's business, results of operations and financial condition:</p> <p>Credit and counterparty risk (including country risk): risk of losses arising from the inability of the Group's customers, issuers or other counterparties to meet their financial commitments. Credit risk includes counterparty risk linked to market transactions (replacement risk) and as well as securitisation activities.</p> <p>Market risk: risk of a loss of value on financial instruments arising from changes in market parameters, volatility of these parameters and correlations between them.</p> <p>Operational risks: risk of losses or sanctions due to inadequacies or failures in internal procedures or systems, human error or external events;</p> <p>Structural interest and exchange rate risk: risk of loss or of write-downs in the Group's assets arising from variations in interest or exchange rates.</p> <p>Liquidity risk: risk of the Group not being able to meet its cash or collateral requirements as they arise and at a reasonable cost.</p> <p>The Issuer and any of its subsidiaries and/or its affiliates, in connection with its other business activities, may possess or acquire material information about the underlying assets. Such activities and information may cause consequences adverse to Noteholders.</p> <p>The Issuer and any of its subsidiaries and/or its affiliates may act in other capacities with regard to the Notes, such as market maker, calculation agent or agent. Therefore, a potential conflict of interests may arise.</p>

		In connection with the offering of the Notes, the Issuer and/or its affiliates may enter into one or more hedging transaction(s) with respect to a reference asset(s) or related derivatives, which may affect the market price, liquidity or value of the Notes.
D.3	Key information on the key risks that are specific to the securities	<p>The possibility of an optional redemption by the Issuer, on a predetermined date, is likely to have a negative effect on the market value of the Notes. Potential investors should consider the reinvestment risk in light of other investments available at the time of the redemption.</p> <p>Investment in Fixed Rate Notes involves risks linked to the fluctuation of the market rates which could have negative effect on the value of these Notes.</p> <p>During the lifetime of the Notes, the market value of these Notes may be lower than the invested capital. Furthermore, an insolvency of the Issuer may cause a total loss of the invested capital.</p>

Section E – Offer		
E.2.b	Reasons for the offer and use of proceeds	The net proceeds from each issue of Notes will be applied for the general financing purposes of the Société Générale Group, which include making a profit.
E.3	Description of the terms and conditions of the offer	<p>Public Offer Jurisdiction(s): Italy</p> <p>Offer Period: From 08/07/2015 to 31/07/2015, save in case of early termination.</p> <p>The Offer Period for the Notes placed in Italy through “door-to-door selling” (pursuant to Article 30 of the Legislative Decree n. 58 dated 24.02.1998, as amended, the “Italian Financial Service Act”) shall be from and including 08/07/2015 to and including 24/07/2015, save in case of early termination.</p> <p>Pursuant to Article 30, paragraph 6, of the Italian Financial Act, the validity and enforceability of the subscriptions through “door-to-door selling” are suspended for a period of seven days from the date of the subscription. During such period, investors have the right to withdraw from the subscription without any charge or commissions, by means of communication to the distributor.</p> <p>The Notes can be placed in Italy by use of “distance marketing techniques” (“<i>tecniche di comunicazione a distanza</i>”) pursuant to article 32 of the Italian Financial Service Act and the implementing regulation issued by Consob. In case of use of distance marketing techniques the execution of the relevant subscription forms is performed through a “qualified electronic signature” system pursuant to article 1, paragraph 1, letter r) of Legislative Decree No. 82 of 7 March 2005 and compliant with the technical rules set forth by the Decree of the President of the Ministries’ Board of 22 February 2013, as subsequently amended (the “Qualified Electronic Signature”);</p> <p>Pursuant to article 21 of Legislative Decree No. 82 of 7 March 2005, the electronic document executed by means of the Qualified Electronic Signature ensures the identifiability of the author, the integrity and the inalterability of the document and has the same legal effectiveness of a handwritten executed document pursuant to article 2702 of the Italian civil code. The use of the Qualified Electronic Signature tool is presumed to be performed by the relative holder, unless the latter gives contrary evidence.</p> <p>Offer Price: The Notes will be offered at the Issue Price of which up to a maximum of 3,50% is represented by distribution fee payable upfront by the Issuer to the distributors. The Issue Price is also increased by fees, if any, as mentioned below.</p>

		<p>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.</p> <p>The Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason.</p> <p>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.</p> <p>In each case, a notice to the investors on the early termination or the withdrawal, as applicable, will be published on the website of the Issuer (http://prospectus.socgen.com).</p>
E.4	Description of any interest that is material to the issue/offer including conflicting interests	Save for any fees payable to the dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.
E.7	Estimated expenses charged to the investor by the Issuer or the offeror	Not Applicable. No expenses are charged to the investor by the Issuer or the offeror.

NOTA DI SINTESI SPECIFICA DELL'EMISSIONE

Sezione A - Introduzione e avvertenze		
A.1	Avvertenza	<p>La presente nota di sintesi deve essere letta come introduzione al Prospetto di Base.</p> <p>Qualsivoglia decisione da parte dell'investitore in merito all'investimento nelle Notes deve basarsi su una valutazione complessiva del Prospetto di Base.</p> <p>Qualora sia proposto un ricorso dinanzi all'autorità giudiziaria in merito alle informazioni contenute nel Prospetto di Base, il ricorrente potrebbe essere tenuto a sostenere i costi della traduzione del Prospetto di Base prima dell'inizio del procedimento, ai sensi della legislazione nazionale degli Stati Membri.</p> <p>Nessun soggetto che ha provveduto alla predisposizione della presente nota di sintesi, compresa l'eventuale traduzione, potrà essere ritenuto responsabile civilmente, salvo che questa risulti fuorviante, imprecisa o incoerente se letta congiuntamente alle altre parti del Prospetto di Base, o non offra, se letta congiuntamente alle altre parti del presente Prospetto di Base, informazioni essenziali volte ad agevolare la decisione dell'investitore di investire nelle Notes.</p>
A.2	Consenso all'utilizzo del Prospetto di Base	<p>L'Emittente acconsente all'utilizzo del presente Prospetto di Base in relazione alla rivendita o al collocamento delle Notes nel caso in cui sia richiesta la pubblicazione di un prospetto ai sensi delle Direttiva Prospetti (una "Offerta Non Esente") subordinatamente alle seguenti condizioni:</p> <p>- il consenso è valido solamente durante il periodo di offerta dal 08/07/2015 al 31/07/2015 (il Periodo di Offerta) e, rispetto ai Certificati collocati in Italia mediante offerta fuori sede, dal 08/07/2015 al 24/07/2015 (il Periodo di Offerta);</p> <p>- il consenso fornito dall'Emittente per l'utilizzo del Prospetto di Base ai fini dell'Offerta Non Esente è un consenso generale (un Consenso Generale) in relazione a qualunque intermediario finanziario che pubblichi sul proprio sito web la notizia che effettuerà l'Offerta Non Esente delle Notes sulla base del Consenso Generale espresso dall'Emittente e ai sensi di tale pubblicazione, tale intermediario finanziario (ciascuno, un Offerente Autorizzato Generale) si impegna a rispettare i seguenti obblighi:</p> <p>a) agire in conformità ad ogni legge, norma, regolamento e direttiva applicabili (ivi compresi quelli emessi da qualunque organo di vigilanza applicabile all'Offerta Non Esente delle Notes nell'ambito della Giurisdizione dell'Offerta Pubblica, in particolar modo la legge di attuazione della Direttiva sui Mercati in Strumenti Finanziari (Direttiva 2004/39/CE), come di volta in volta modificata (di seguito, le Normative), e accertarsi che (i) qualunque consulenza finanziaria relativa alle Notes da parte di qualunque soggetto sia adeguata, (ii) le informazioni fornite al potenziale investitore, comprese le informazioni relative ad</p>

		<p>eventuali costi (oltre che qualunque provvigione o beneficio di qualsivoglia natura) a favore o a carico dell'Offerente Autorizzato Generale ai sensi dell'offerta delle <i>Notes</i>, siano indicati in maniera chiara e completa;</p> <p>b) rispettare le restrizioni stabilite nella sezione "<i>Subscription, Sale and Transfer Restrictions</i>" del Prospetto di Base relativo alla Giurisdizione dell'Offerta Pubblica come se agisse in qualità di <i>Dealer</i> nella Giurisdizione dell'Offerta Pubblica;</p> <p>c) rispettare le Normative in materia di riciclaggio, corruzione e "<i>know your customer</i>"; conservare i dati identificativi dell'investitore per almeno il periodo minimo previsto dalle Normative applicabili e provvedere, laddove richiesto, a mettere tali dati a disposizione dell'Emittente e/o del <i>Dealer</i> rilevante o, direttamente, delle autorità competenti aventi giurisdizione sull'Emittente e/o sul <i>Dealer</i> rilevante, al fine di consentire a tale Emittente e/o Dealer di adempiere alle disposizioni in materia di riciclaggio, corruzione e "<i>know your customer</i>" ad esso applicabili.</p> <p>d) adoperarsi affinché l'Emittente o i relativi <i>Dealer</i> non violino alcuna Normativa od alcun obbligo in relazione all'ottenimento o all'effettuazione di qualunque deposito, autorizzazione o permesso in qualunque giurisdizione;</p> <p>e) impegnarsi a manlevare il relativo Emittente, il Garante (ove applicabile) e il relativo <i>Dealer</i>, Société Générale e ciascuna delle relative affiliate da ogni danno, perdita, costo, pretesa, richiesta o commissione (ivi comprese le ragionevoli spese legali) sostenute da una delle relative entità a seguito di o in relazione all'inosservanza di alcuno dei predetti obblighi da parte dell'Offerente Autorizzato Generale;</p> <p>f) dare atto che il proprio impegno all'osservanza dei predetti obblighi è disciplinato dal [diritto francese] [diritto inglese] e convenire che qualunque relativa controversia sia sottoposta ai tribunali inglesi;</p> <p>Qualunque Offerente Autorizzato Generale che intenda utilizzare il Prospetto di Base per un'Offerta Non Esente di <i>Notes</i> in conformità al presente Consenso Generale e alle relative condizioni è tenuto, durante il relativo Periodo di Offerta, a comunicare attraverso il proprio sito web che per tale Offerta Non Esente si avvarrà del Prospetto di Base in conformità al presente Consenso Generale e alle relative condizioni.</p> <p>- il consenso si applica esclusivamente all'utilizzo del presente Prospetto di Base ai fini delle Offerte Non Esenti di <i>Notes</i> in Italia.</p> <p>Le informazioni relative alle condizioni dell'Offerta Non Esente saranno fornite agli investitori da qualunque Offerente Autorizzato Generale nella giurisdizione in cui sarà effettuata l'offerta.</p>
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Sezione B – Emittente		
B.1	Ragione sociale e denominazione e commerciale dell'emittente	Société Générale (o l' Emittente)
B.2	Sede legale, forma giuridica, legislazione e paese di costituzione	<p>Sede legale: 29, boulevard Haussmann, 75009 Paris, France.</p> <p>Forma giuridica: Società per azioni a responsabilità limitata (<i>société anonyme</i>).</p> <p>Legislazione di riferimento dell'Emittente: diritto francese.</p> <p>Paese di costituzione: Francia.</p>
B.4b	Tendenze note suscettibili di influire sull'emittente e sui settori in cui opera	<p>Il 2014 è stato un altro anno difficile per l'economia, con le attività a livello globale che hanno fatto registrare solo una crescita moderata, diversa da regione a regione. Tale tendenza continuerà probabilmente anche nel 2015, anno che si sta preparando a offrire una ripresa a livello globale inferiore alle attese, tra mille incertezze sia di natura geopolitica che in termini di mercati delle materie prime e dei cambi.</p> <p>La zona Euro sta faticando a ritornare a una crescita più dinamica, rallentando così la riduzione del disavanzo pubblico. I tassi di interesse dovrebbero rimanere ai livelli minimi, ma il rischio di deflazione dovrebbe essere tenuto sotto controllo grazie all'intervento della BCE che ha annunciato l'adozione di una politica monetaria più accomodante e l'utilizzo del proprio bilancio per sostenere la crescita. Il deprezzamento dell'Euro e il calo dei prezzi del petrolio dovrebbero contribuire a migliorare le esportazioni e a stimolare la domanda interna. L'economia USA dovrebbe continuare a rimanere positiva e si prevede che la Fed avvierà le proprie attività di stretta monetaria verso metà anno. I paesi emergenti stanno vivendo una fase di crescita più moderata, specialmente per quanto riguarda la Cina. L'economia russa si trova ad affrontare le conseguenze della crisi in Ucraina e del crollo dei prezzi delle materie prime.</p> <p>Dal punto di vista normativo, il 2014 ha visto l'implementazione della Unione Bancaria. La Banca Centrale Europea ha assunto la guida del Sistema Unico di Vigilanza, controllando circa 130 banche della zona Euro, allo scopo di rafforzare il sistema bancario, ripristinare la fiducia degli operatori economici, armonizzare le norme di vigilanza bancaria e ridurre il collegamento tra banche e rispettive autorità nazionali.</p> <p>In termini di coefficienti normativi, il Gruppo è già in grado di soddisfare i nuovi requisiti.</p>
B.5	Descrizione del gruppo e della posizione dell'emittente all'interno del gruppo	<p>Il Gruppo offre una vasta gamma di servizi di consulenza e soluzioni finanziarie su misura destinate a clienti privati, grandi aziende e investitori istituzionali. Il Gruppo si basa su tre attività <i>core</i> complementari:</p> <ul style="list-style-type: none"> • attività di <i>Retail Banking</i> in Francia; • <i>International Retail Banking, Financial Services and Insurance</i>; e • <i>Corporate and Investment Banking, Private Banking, Asset and Wealth Management e Securities Services</i>. <p>L'Emittente è una controllata del Gruppo Société Générale e non ha alcuna società controllata.</p>
B.9	Previsioni o stime relative agli utili dell'emittente	Non Applicabile. L'Emittente non effettua alcuna previsione o stima in relazione agli utili.
B.10	Natura di	Non Applicabile. La relazione della società di revisione non contiene alcuna riserva.

	eventuali riserve espresse nella relazione della società di revisione in merito ai dati storico-finanziari					
B.12	Principali dati storico-finanziari selezionati relativi all'emittente		1	Esercizi	1	Esercizio
			Trimestre – 2015	o 2014	Trimes	2013
			(non	(certifica	tre –	(certificat
			certificat	to, salvo	2014	o) (1)
			o)	quanto	(non	
				altriment	certific	
				i	ato)	
				riportato		
				(*)		
	Risultati (in milioni di EUR)					
	Risultato netto delle attività bancarie	6,353	23,561	5,656 (*)	22,433	
	Reddito Operativo	1,298	4,557 (*)	916 (*)	2,336	
	Risultato netto prima delle partecipazioni di minoranza	962	2, 978 (*)	239 (*)	2,394	
	Risultato netto	868	2, 679 (*)	169 (*)	2,044	
	<i>Retail Banking in Francia,</i>	273	1, 204 (*)	291 (*)	1,196	
	<i>International Retail Banking & Financial Services</i>	139	370 (*)	(343) (*)	983	
	<i>Global Banking and Investor Solutions</i>	522	1, 909 (*)	430 (*)	1,206	
	<i>Corporate Centre</i>	(66)	(804) (*)	(209) (*)	(1,341)	

Costo netto del rischio	(613)	(2,967)	(667) (*)	(4,050)
Costo / profitto rapporto (2)	70%	68% (*)	72% (*)	67.0%
ROE netto delle tasse (3)	6.9%	5.3%	0.8% (*)	4.1%
Tier 1 Ratio	12.4%	12.6%	11.8%	11.8%
Attivo (in miliardi di EUR)				
Totale attivo e passivo	1,428.8	1,308.2	1,265.8	1,214.2
Finanziamenti a clienti	346.9	344.4	318.6	332.7
Depositi clienti	340.5	349.7	315.8	334.2
Patrimonio Netto (in miliardi di EUR)				
Patrimonio netto del Gruppo	57.2	55.2	51.1	50.9
Totale patrimonio netto consolidato	61.0	58.8	54.1	54.0
Prospetto dei Flussi di Cassa (in miliardi di EUR)				
Flussi di cassa e mezzi equivalenti in entrata/(in uscita)	NC	(10,183)	NC	(981)

(1) Le voci relative ai risultati per il 2013 sono stati riformulati in seguito all'implementazione di IFRS 10 e 11.

(2) escludendo la rivalutazione delle proprie passività finanziarie e DVA

(3) Gruppo ROE calcolato sulla base della media patrimonio netto di Gruppo in base agli IFRS (incluso IAS 32-39 e IFRS 4), escluse le minusvalenze non realizzate e le plusvalenze, ad eccezione per le riserve di traduzione, note profondamente subordinate, obbligazioni subordinate non datati e dopo deduzione di interessi passivi per i titolari di queste note.

(*) I dati per l'esercizio 2014 sono stati modificati, in data 31 marzo 2015, per riflettere l'implementazione, in data 1 gennaio 2015, dello standard IFRIC 21, che ha comportato la

		<i>pubblicazione di dati rettificati del precedente esercizio</i>
	Nessun cambiamento sostanzialmente pregiudizievole delle prospettive dell'emittente dalla data di pubblicazione dell'ultimo bilancio certificato	Dalla data del 31 dicembre 2014 non si è verificato alcun cambiamento sostanzialmente pregiudizievole in relazione alle prospettive dell'Emittente.
	Cambiamenti significativi relativi alla situazione finanziaria o commerciale dell'emittente successivi al periodo cui si riferiscono i dati storico-finanziari	Non Applicabile. Successivamente al 31 marzo 2015 non si è verificato alcun cambiamento rilevante in relazione alla situazione finanziaria o commerciale dell'Emittente.
B.13	Eventi recenti relativi all'emittente che rilevano, in misura sostanziale, ai fini della valutazione della solvibilità dell'emittente	Non Applicabile. Non si sono verificati eventi recenti relativi all'Emittente che rilevano, in misura sostanziale, ai fini della valutazione della solvibilità dell'Emittente.
B.14	Dichiarazione in ordine alla dipendenza dell'emittente da altre entità del gruppo	Per le informazioni sulla posizione dell'Emittente all'interno del Gruppo si rimanda all'Elemento B.5 che precede. Société Générale è la società che fa capo al Gruppo. Tuttavia, Société Générale gestisce le proprie attività; non agisce come una semplice società holding verso le sue controllate.
B.15	Descrizioni delle attività principali dell'emittente	Si rimanda all'Elemento B.5 che precede.

B.16	Per quanto a conoscenza dell'emittente, soggetto da cui l'emittente è controllato o partecipato, direttamente o indirettamente e, e descrizione della natura di tale controllo	Non applicabile. Per quanto sua conoscenza, Société Générale non è né posseduta né controllata, direttamente o indirettamente (al senso del diritto francese) da un'altra entità.
B.17	Valutazioni del merito di credito attribuite all'emittente o ai titoli di debito	Société Générale ha un rating AA (basso) assegnato da DBRS, A da Fitch Ratings, A2 da Moody's Investors Services e A da Standard and Poor's.

Sezione C – Strumenti finanziari		
C.1	Tipologia e classe dei titoli oggetto dell'offerta e/o ammessi alle contrattazioni, ivi compresi i rispettivi codici identificativi	<p>Le Notes sono titoli di debito.</p> <p>Codice ISIN: XS1212158965</p> <p>Codice <i>Common</i>: 121215896</p>
C.2	Valuta dei titoli oggetto di emissione	Dollaro americano (USD)
C.5	Descrizione di eventuali limitazioni alla libera trasferibilità dei titoli	Non sussiste alcuna limitazione alla libera trasferibilità delle Notes, ferme restando le restrizioni di vendita e trasferimento eventualmente in vigore in talune giurisdizioni.
C.8	Diritti connessi ai titoli, tra cui i relativi limiti e priorità, e le procedure per il relativo esercizio	<p>Diritti connessi ai titoli:</p> <p>Le Notes, salvo ove rimborsati in anticipo, daranno diritto a ciascun portatore delle Notes (un Portatore delle Notes) a ricevere un ammontare di rimborso alla pari alla data di scadenza e un potenziale rendimento su dette Notes (si rimanda all'Elemento C.9).</p> <p>Il Portatore delle Notes avrà diritto a pretendere l'immediato pagamento di qualunque importo nel caso in cui:</p>

		<p>- L'Emittente non paghi o non rispetti gli altri obblighi ai sensi delle Notes</p> <p>- risultino pendenti procedimenti di insolvenza o fallimento nei confronti dell'Emittente.</p> <p>La modifica dei termini contrattuali delle Notes richiede necessariamente il consenso dei Portatori delle Notes ai sensi delle disposizioni di un accordo di agenzia, reso disponibile ai Portatori delle Notes su richiesta dell'Emittente.</p> <p>- L'Emittente accetta la competenza esclusiva dei tribunali inglesi in favore dei Portatori delle Notes in relazione a qualunque controversia nei confronti dell'Emittente, e che tali Portatori delle Notes possano promuovere un'azione legale innanzi a qualunque altro tribunale competente.</p> <p>Priorità</p> <p>Le Notes sono obbligazioni dirette, incondizionate, non garantite e non subordinate dell'Emittente e saranno <i>pari passu</i> rispetto a tutte le altre obbligazioni dirette, incondizionate, non garantite e non subordinate dell'Emittente, presenti e future.</p> <p>Limiti ai diritti connessi ai titoli:</p> <p>- L'Emittente potrà rimborsare anticipatamente le Notes sulla base della Denominazione Specificata per motivi di natura fiscale o normativa.</p> <p>- i diritti al pagamento di capitale e interessi si prescriveranno entro un periodo di dieci anni (per quanto riguarda il capitale) e cinque anni (per quanto riguarda gli interessi) a decorrere dalla data in cui il pagamento di detti importi è divenuto per la prima volta esigibile e non sia stato onorato.</p> <p>Tassazione</p> <p>Tutti i pagamenti relativi alle Notes, alle Ricevute e alle Cedole o previsti ai sensi della Garanzia saranno effettuati senza ritenute o detrazioni in relazione a o in acconto a fronte di alcuna tassa, imposta, accertamento od onere governativo di qualunque natura imposti, esatti, riscossi, trattenuti o accertati, al presente o in futuro, da o per conto di qualunque Autorità Fiscale, salvo ove tale ritenuta o detrazione sia richiesta a norma di legge.</p> <p>Nel caso in cui sia necessario detrarre o trattenere qualunque importo in relazione a o per conto di qualunque Autorità Fiscale, il relativo Emittente o, a seconda dei casi, il Garante provvederà (salvo che in determinate circostanze), nella misura massima consentita dalla legge, a versare tale importo aggiuntivo ove necessario, in modo che ciascun Portatore delle Notes, Portatore delle Ricevute o Portatore delle Cedole percepisca, dopo la detrazione o ritenuta a fronte di tali tasse, imposte, accertamenti od oneri governativi, l'intero importo in quel momento dovuto ed esigibile.</p> <p>Legge applicabile</p> <p>Le Notes e qualsiasi altro obbligo extracontrattuale derivante da o relativo alle Notes saranno disciplinati da e interpretati in conformità al diritto inglese.</p>
C.9	Diritti relativi ai titoli, inclusi il grado di priorità e le limitazioni di tali diritti e le procedure per l'esercizio dei diritti:	<p>Si veda l'Elemento C.8 che precede.</p> <p>Denominazione Specificata: USD 2.000</p> <p>Interessi:</p> <p>Salvo che siano rimborsate in precedenza, gli interessi sulle Notes saranno applicati come segue:</p>

interesse, rendimento, rimborso e rappresentant e dei Portatori delle Notes	Data di avvio di maturazione degli interessi: (GG/MM/AAAA)	Data di Emissione
	Tasso(i) di interesse:	3% per anno da corrisondersi su base annuale in via posticipata
	Periodo(i) Specificato(i) / Data(e) di Pagamento Interessi) (GG/MM/AAAA)	05/08/2016 05/08/2017 05/08/2018 05/08/2019 05/08/2020 05/08/2021 05/08/2022 05/08/2023 05/08/2024 05/08/2025
	Importo della Cedola Fissa:	<p>Salvo che siano rimborsate in anticipo, in ciascuna Data di Pagamento Interessi, l'Emittente pagherà ai Portatori delle Notes, per ciascuna Note, un importo determinato dall'Agente di Calcolo come segue:</p> <p>Tasso di Interesse x Denominazione Specificata x Frazione Giorni di Calcolo</p>
	Rimborso: Importo di Rimborso Finale:	<p>Salvo in caso di rimborso anticipato, l'Emittente provvederà a rimborsare le Notes alla Data di Scadenza in conformità alle seguenti disposizioni in relazione a ciascuna delle Notes:</p> <p>Denominazione Specificata x 100%</p>
	Data di Scadenza: (GG/MM/AAAA)	05/08/2025
	Rendimento:	3,00% Il Tasso di rendimento unificato è calcolato alla Data di Emissione sulla base del Prezzo di Emissione. Non costituisce l'indicazione di un rendimento futuro.
Importo di Rimborso Opzionale:	Salvo in caso di rimborso anticipato, su facoltà dell' Emittente, le Notes possono essere rimborsate anticipatamente alla Data di Rimborso Opzionale(i) (i da 1 a 7), in conformità con le disposizioni seguenti rispetto ad ogni Note:	

		Date di Rimborso Opzionale(i) (i da 1 a 7): (GG/MM/AAAA):	Denominazione Specificata x 100% 1:05/08/2018 2:05/08/2019 3:05/08/2020 4:05/08/2021 5:05/08/2022 6:05/08/2023 7 :05/08/2024
		Rappresentante dei Portatori delle Notes:	Non Applicabile. Poiché le <i>Notes</i> sono disciplinate dal diritto inglese, non esiste alcun Rappresentante dei Portatori delle <i>Notes</i> .
C.10	Pagamento degli Interessi legati a (uno) strumento/i derivato/i: Spiegazione chiara e comprensibile che consenta agli investitori di comprendere come il valore del proprio investimento sia influenzato dal valore dello(gli) strumento(i) sottostante(i), specialmente nei casi in cui i rischi sono più evidenti	Non Applicabile. Il pagamento degli interessi non è correlato ad alcuna componente derivata.	
C.11	Se i titoli offerti sono o saranno oggetto di una domanda di ammissione alla negoziazione ai fini di ottenerne la distribuzione su un mercato regolamentato o in altri mercati equivalenti,	Sarà presentata domanda di ammissione alla negoziazione delle Notes sul mercato regolamentato MOT - segmento EuroMOT, organizzato e gestito da Borsa Italiana S.p.A..	

	con indicazione dei mercati in questione	
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Sezione D – Rischi		
D.2	Principali informazioni relative ai principali rischi specifici dell'emittente	<p>Il Gruppo è esposto ai rischi intrinseci della propria attività principale.</p> <p>La gestione del rischio del Gruppo è incentrata sulle seguenti categorie di rischi principali, i quali potrebbero avere effetti sostanzialmente pregiudizievoli sull'attività, sui risultati operativi e sulla situazione finanziaria del Gruppo:</p> <p>Rischio di credito e di controparte (ivi compreso il rischio paese): rischio di perdite generate dall'incapacità dei clienti, emittenti o altre controparti del Gruppo di adempiere ai propri impegni finanziari. Il rischio di credito comprende il rischio di controparte collegato alle operazioni di mercato (rischio di sostituzione) oltre alle attività di cartolarizzazione.</p> <p>Rischio di mercato: rischio di perdita di valore in relazione agli strumenti finanziari risultante da variazioni dei parametri di mercato, dalla volatilità di detti parametri e dalle correlazioni tra tali fattori.</p> <p>Rischi operativi: rischio di perdite o sanzioni a seguito di inadeguatezze o mancanze riscontrate nelle procedure o nei sistemi interni, errori umani o eventi esterni;</p> <p>Rischio strutturale di tasso di interesse e di cambio: rischio di perdite o deprezzamenti dell'attivo del Gruppo a seguito di variazioni dei tassi di interesse o dei cambi.</p> <p>Rischio liquidità: rischio che il Gruppo non sia in grado di soddisfare, al loro manifestarsi, le proprie esigenze di liquidità o di garanzia a costi ragionevoli.</p> <p>L'Emittente e qualunque delle rispettive controllate e/o affiliate, in relazione alle altre rispettive attività commerciali, potrebbero essere in possesso di, o acquisire, informazioni rilevanti in merito alle attività sottostanti. Tali attività e informazioni potrebbero comportare conseguenze negative per i Portatori delle Notes.</p> <p>L'Emittente e qualunque delle rispettive controllate e/o affiliate potrebbero operare in altre vesti in relazione alle Notes, ad esempio in qualità di <i>market maker</i>, agente per il calcolo o agente. Pertanto, potrebbero verificarsi potenziali conflitti di interesse.</p> <p>In relazione all'offerta delle Notes, l'Emittente e/o le rispettive affiliate potrebbe stipulare uno o più operazioni di copertura con riguardo a uno o più attività di riferimento o relativi derivati, suscettibili di incidere sul prezzo di mercato, sulla liquidità o sul valore delle Notes.</p>
D.3	Principali informazioni relative ai principali rischi specifici dei titoli	<p>La possibilità di un rimborso opzionale da parte dell'Emittente, a una data predeterminata, potrebbe avere un effetto negativo sul valore di mercato delle Notes. Gli investitori potenziali dovrebbero considerare il rischio di reinvestimento alla luce degli altri investimenti disponibili al momento del rimborso.</p>

		<p>L'investimento in Notes a Tasso Fisso comporta rischi correlati alle oscillazioni dei tassi di mercato, la qual cosa potrebbe incidere negativamente sul valore di tali Notes.</p> <p>Nel corso della loro vita, il valore di mercato di queste Notes può essere inferiore rispetto al capitale investito. Inoltre, in caso di insolvenza da parte dell'Emittente si potrebbe avere la perdita totale del capitale investito.</p>
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Sezione E – Offerta		
E.2b	Motivi dell'offerta e utilizzo dei proventi	I proventi netti di ciascuna emissione delle Notes saranno utilizzati ai fini del finanziamento generico del Gruppo Société Générale, ivi compreso ai fini del perseguimento del profitto.
E.3	Descrizione dei termini e delle condizioni dell'offerta	<p>Giurisdizione(i) dell'offerta pubblica: Italia</p> <p>Periodo di Offerta: dal 08/07/2015 al 31/07/2015, eccetto in caso di chiusura anticipata.</p> <p>Il Periodo di Offerta per i Certificati collocati in Italia mediante “vendita fuori sede” (ai sensi dell'articolo 30 del Decreto Legislativo No. 58 del 24.02.1998, come modificato, il “Testo Unico della Finanza”) sarà dal 08/07/2015 incluso al 24/07/2015 incluso, eccetto in caso di chiusura anticipata.</p> <p>Ai sensi dell'articolo 30, paragrafo 6, del Testo Unico della Finanza, la validità ed opponibilità delle sottoscrizioni mediante “offerta fuori sede” sono sospese per un periodo di sette giorni dalla data della sottoscrizione. Durante tale periodo, gli investitori hanno il diritto di revocare la propria sottoscrizione senza alcun costo o commissione, mediante comunicazione in tal senso al collocatore.</p> <p>Le Notes possono essere collocate in Italia tramite uso di “tecniche di comunicazione a distanza” ai sensi dell'articolo 32 del Testo Unico della Finanza e del regolamento di implementazione adottato dalla Consob. Nel caso di utilizzo di tecniche di comunicazione a distanza, l'esecuzione dei relativi moduli di sottoscrizione deve essere effettuata tramite un sistema di “firma elettronica qualificata” ai sensi del articolo 1, paragrafo 1, lettera r) del Decreto Legislativo No. 82 del 7 marzo 2005 ed in conformità alle regole tecniche stabilite dal Decreto Presidenziale del 22 febbraio 2013, e successive modifiche (la “Firma Elettronica Qualificata”).</p> <p>Ai sensi dell'articolo 21 del Decreto Legislativo No.82 del 7 marzo 2005, il documento elettronico sottoscritto mediante Firma Elettronica Qualificata assicura l'identificabilità dell'autore, l'integrità e l'inalterabilità del documento e ha la stessa efficacia legale di un documento manoscritto, ai sensi dell'articolo 2702 del codice civile italiano. L'utilizzo di una Firma Elettronica Qualificata si presume apposta dal titolare, salvo che quest'ultimo ne dia evidenza contraria.</p> <p>Prezzo di Offerta: Le Notes saranno offerti ad un Prezzo di Emissione di cui un massimo del 3,50% è rappresentato dalla commissione di</p>

		<p>collocamento pagabile in anticipo dall'Emittente ai collocatori. Il Prezzo di Emissione è inoltre maggiorato delle eventuali commissioni, se presenti, di seguito indicate.</p> <p>Condizioni a cui è soggetta l'offerta: L'offerta delle Notes è condizionata alla loro emissione e ad ogni ulteriore condizione di cui ai termini standard dell'attività degli intermediari finanziari, come notificata agli investitori da tali rilevanti intermediari finanziari.</p> <p>L'Emittente si riserva il diritto di chiudere il Periodo di Offerta prima della sua scadenza prevista per qualsiasi ragione.</p> <p>L'Emittente si riserva il diritto di ritirare l'offerta e cancellare l'emissione delle Notes per qualsiasi ragione in qualsiasi momento alla o prima della Data di Emissione. A scanso di equivoci, nel caso in cui un potenziale investitore abbia presentato una richiesta e l'Emittente eserciti tale diritto, nessun potenziale investitore avrà diritto di sottoscrivere o altrimenti acquistare le Notes.</p> <p>In ogni caso, sia di risoluzione anticipata o di recesso, dove applicabile, un avviso agli investitori sarà pubblicato sul sito web dell'Emittente (http://prospectus.socgen.com).</p>
E.4	Descrizione di qualunque interesse rilevante ai fini dell'emissione/offerta, ivi compresi i conflitti di interesse	<p>Fatte salve le eventuali commissioni spettanti al <i>Dealer</i>, per quanto a conoscenza dell'Emittente nessuno dei soggetti coinvolti nell'emissione delle Notes ha un interesse rilevante nell'offerta.</p>
E.7	Stima dei costi addebitati all'investitore dall'Emittente o dall'offerente	<p>Non Applicabile. All'investitore non sarà addebitato alcun costo da parte dell'Emittente.</p>