

APPLICABLE FINAL TERMS

Dated 16 October 2013

SGA SOCIÉTÉ GÉNÉRALE ACCEPTANCE N.V.

Multiple issuance of Index linked Warrants

(as more fully described in the 'Issue Specific Information Table' set out herein on page 2)

**Unconditionally and irrevocably guaranteed by Société Générale
under the €75,000,000,000
Warrants 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 Warrants" in the Base Prospectus dated 24 July 2013 which constitutes a base prospectus for the purposes of the Prospectus Directive 2003/71/EC) (the **Prospectus Directive**) as amended (which includes the amendments 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 in respect of each Issue of Warrants described herein for the purposes of Article 5.4 of the Prospectus Directive and Article 8.4 of the *loi relative aux prospectus pour valeurs mobilières* dated 10 July 2005, as amended, which implements the Prospectus Directive and must be read in conjunction with the Base Prospectus and the supplements to such Base Prospectus dated 20 August 2013 and 20 September 2013 and published prior to the Issue Date (as defined in the Issue Specific Information Table below) (the **Supplements**); provided, however, that to the extent any Supplement to such Base Prospectus (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 Warrants", such change(s) shall have no effect with respect to the Conditions of the Warrants to which these Final Terms relate. Full information on the Issuer, the Guarantor and the offer of the Warrants is only available on the basis of the combination of these Final Terms, the Base Prospectus and any Supplement(s).

A summary of the Warrants (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, the specified offices of the Paying Agents and, in the case of Warrants offered to the public or admitted to trading on a Regulated Market in the United Kingdom, on the website of the Issuers (www.sglistedproducts.co.uk).

These Final Terms relate to multiple issuances of Warrants, more particularly described in the "Issue Specific Information Table" below. References herein to "Warrants" shall be deemed to be references to each Issue of Warrants described in the Issue Specific Information Table and references to "Warrants" shall be construed accordingly.

ISSUE SPECIFIC INFORMATION TABLE

Issue	Underlying	Exercise Price	Expiration Date	Number of Warrants	Parity	Issue Price	Issue Date	ISIN Code	Sedol Code
A	S&P 500 Index	USD 1,550	21/03/2014	5,000,000	100	GBP 0.51	16/10/2013	CWN8141H4494	BFPC4M5
B	S&P 500 Index	USD 1,500	20/06/2014	5,000,000	100	GBP 0.59	16/10/2013	CWN8141H4643	BFPC4P8
C	S&P 500 Index	USD 1,600	20/06/2014	5,000,000	100	GBP 0.85	16/10/2013	CWN8141H4726	BFPC4Q9

1. **Date on which the Warrants become fungible:** Not applicable

2. (i) **Settlement Currency:** GBP
 (ii) **Currency conversion in accordance with Condition 1:** Applicable

3. **Number of Warrants:** See the Issue Specific Information Table.

4. **Issue Price:** See the Issue Specific Information Table.

5. **Issue Date:** See the Issue Specific Information Table.

6. **Notional Amount per Warrant:** 100 per cent

7. **Expiration Date (European Style Warrants)/ Exercise Period (American Style Warrants):** See the Issue Specific Information Table.

8. (i) **Settlement Date:** Five Business Days following the Expiration Date
 (ii) **Scheduled Settlement Date:** Not applicable

9. **Type of Warrants:** European

 The Warrants are Put Warrants

 The Warrants are Index Linked Warrants

 The Warrants are Formula-Linked Warrants.

 The provisions of the following Additional Terms and Conditions apply:

 Additional Terms and Conditions relating to Formulae and Additional Terms and Conditions for Index Linked Warrants.

 Such Additional Terms and Conditions contain,

amongst others, the provisions for determining any amount where calculation is impossible or impracticable.

10. Reference of the Product:

3.1.1 “Base Products”, as described in the Additional Terms and Conditions relating to Formulae.

With Event-linked Early Expiration set to “Not Applicable” as per Condition 1.2 of the Additional Terms and Conditions Relating to Formulae.

PROVISIONS RELATING TO SETTLEMENT

11. Type of Settlement:

The Warrants are Cash Settled Warrants.

12. Cash Settlement Amount:

As set out in Condition 5.1

13. Conversion Rate:

The applicable rate of exchange for determining the Cash Settlement Amount which is the rate published by the European Central Bank on the Valuation Date for conversion of any amount from the currency in which the Exercise Price is expressed as detailed in the “Issue Specific Information Table” for the relevant Warrant, into the Settlement Currency.

The Conversion Rates published by the European Central Bank are quoted against Euro and published on the Reuters pages ECB37.

If the currency in which Exercise Price is expressed as detailed in the “Issue Specific Information Table” is the same as the Settlement Currency, then the applicable Conversion Rate will be equal to 1.

14. Substitute Conversion Rate:

As set out in the Condition 5.1.1

15. Physical Delivery Warrant Provisions:

Not applicable

16. Parity:

See the Issue Specific Information Table.

17. Final Settlement Price:

Unless previously exercised or cancelled in accordance with the Conditions, the Final Settlement Price for each Warrant will be determined in accordance with the following provisions:

Final Settlement Price = Notional Amount x Product Formula(T)

Product Formula(T) = S(T)

- | | | |
|-----|--|--|
| 18. | Averaging Date(s): | Not applicable |
| 19. | Optional Early Expiration at the option of the Issuer: | Not applicable |
| 20. | Optional Early Expiration at the option of the Warrantholder: | Not applicable |
| 21. | Event-linked Early Expiration: | Not applicable – The provisions of Condition 3.1.1.2 (Event-linked Early Expiration shall be forced to be not applicable pursuant to Condition 1.2 of the Additional Terms and Conditions Relating to Formulae). |
| 22. | Trigger early settlement at the option of the Issuer: | Applicable as per Condition 5.8 |
| 23. | Early Trigger Level Settlement Amount(s) payable: | As per Condition 5.8 |
| 24. | Structured Amount Warrants: | Not applicable |

PROVISIONS RELATING TO EXERCISE

- | | | |
|-----|--|---|
| 25. | Exercise: | Automatic Exercise |
| | (i) Exercise Price: | See the Issue Specific Information Table. |
| | (ii) Minimum Exercise Number: | Not applicable |
| | (iii) Maximum Exercise Number: | Not applicable |
| | (iv) Units | Not applicable |
| 26. | Credit Linked Warrants Provisions | Not Applicable |
| 27. | Bond Linked Warrants Provisions | Not Applicable |

PROVISIONS APPLICABLE TO THE UNDERLYING(S) IF ANY

- | | | |
|-----|---------------------------|--|
| 28. | (i) Underlying(s): | In respect of each Issue of Warrants, see information relating to the relevant Underlying for the Warrant in the “Table of Information for each Underlying” set out below. |
|-----|---------------------------|--|

Issue	Index name	Reuters Code	Index Sponsor	Exchange	Web Site
-------	------------	--------------	---------------	----------	----------

A	S&P 500 Index	.SPX	Standard's & Poor's, a division of The McGraw-Hill Companies, Inc.	The New York Stock Exchange	www.us.spindices.com
B	S&P 500 Index	.SPX	Standard's & Poor's, a division of The McGraw-Hill Companies, Inc.	The New York Stock Exchange	www.us.spindices.com
C	S&P 500 Index	.SPX	Standard's & Poor's, a division of The McGraw-Hill Companies, Inc.	The New York Stock Exchange	www.us.spindices.com

(ii) Information relating to the past and future performances of the Underlying(s): Website: www.us.spindices.com

Reuters code: .SPX

(iii) Other information relating to the Underlying(s): Related Exchange: The Chicago Mercantile Exchange, The Chicago Board of Trade, The Chicago Board Options Exchange

DEFINITIONS

29. (i) Definitions relating to date(s): Applicable
- Valuation Date(T) means the Expiration Date
- (ii) Definitions relating to the Product: Applicable, subject to the provisions of the Additional Terms and Conditions relating to Formulae.
- S(T) means in respect of Valuation Date(T), the Closing Price with option "Daily Settlement Price" being applicable, as defined in the Additional Terms and Conditions for Index Linked Warrants.

GENERAL PROVISIONS APPLICABLE TO THE WARRANTS

30. Provisions applicable to payment date(s):
- Payment Business Day: Following Payment Business Day
 - Financial Centre(s): London
31. Events of Default: Applicable

32. **Minimum Trading Number:** One Warrant
33. **Form of the Warrants:**
- (i) **Form:** Dematerialised Uncertificated Warrants in book-entry form issued, cleared and settled through Euroclear UK & Ireland Limited (CREST). Direct CREST Settlement
34. **Date of corporate authorisation obtained for the issuance of Warrants:** As of 10/10/2013

Signed on behalf of the Issuer:

By:

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) **Listing:** London Stock Exchange
- (ii) **Admission to trading:** Application has been made for the Warrants to be admitted to trading on the London Stock Exchange with effect from the Issue Date
- There can be no assurance that the listing and trading of the Warrants will be approved with effect on the Issue Date or at all.
- (iii) **Estimate of total expenses related to admission to trading:** Not Applicable

2. RATINGS

Not applicable

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

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

4. ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) **Estimated net proceeds:** Not Applicable
- (ii) **Estimated total expenses:** Not Applicable

5. PERFORMANCE OF FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS

In respect of each Issue of Warrants, the further the Underlying is below the Exercise Price, the higher the value of the Warrant at expiration. If the Underlying is at or above the Exercise Price at expiration, the value of the Warrant is zero.

Prior to expiration, the value of each Issue of Warrants is affected by numerous factors, including changes in the value of the underlying asset, time to expiration, interest and exchange rates, changes in dividend or coupon payments as well as levels of market volatility. These may have a net positive or negative impact on the value of the Warrants.

6. OPERATIONAL INFORMATION

- (i) **Security identification code(s):**
- **ISIN code:** See the Issue Specific Information Table.

-	SEDOL:	See the Issue Specific Information Table.
(ii)	Clearing System(s):	Euroclear UK & Ireland
(iii)	Delivery:	Delivery against payment
(iv)	Calculation Agent:	Société Générale
(v)	Agent(s):	EUI Agent: Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS13 8AE United Kingdom

7. DISTRIBUTION

(i)	Method of distribution:	Non-syndicated
-	Dealer(s):	Société Générale
(ii)	Total commission and concession:	Not applicable
(iii)	Non-exempt Offer:	Not applicable
(iv)	General Consent:	Not applicable
(v)	Other conditions to consent:	Not applicable

8. PUBLIC OFFERS IN EUROPEAN ECONOMIC AREA

Not applicable

9. ADDITIONAL INFORMATION

-	Minimum investment in the Warrants:	Not Applicable
-	Minimum Trading Lot:	Not Applicable

SUMMARY OF THE PROGRAMME

Summaries are made up of disclosure requirements known as **Elements**. These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable". References in this summary to "the Issuer" are references to SG Issuer, SGA Société Générale Acceptance N.V. or Société Générale Effekten GmbH, as the case may be in the context of a particular issue of Warrants.

Section A – Introduction and warnings	
Element	
A.1	Warning
	This summary must be read as an introduction to the Base Prospectus. Any decision to invest in the Warrants should be based on a consideration of the Base Prospectus as a whole by the investor. 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. 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 Warrants.
A.2	Consent to the use of the Base Prospectus
	Not Applicable – The Issuer has not consented to the use of the Base Prospectus by any other person to resell or place any Warrants.

Section B – Issuers and Guarantor	
Element	
B.1	Legal and commercial name of the Issuer
	SGA Société Générale Acceptance N.V.
B.2	Domicile, legal form, legislation and country of incorporation
	SGA Société Générale Acceptance N.V. Domicile: Pietermaai 15, Curaçao. Legal form: Limited liability company. Legislation under which the Issuer operates: Curaçao law. Country of incorporation: Curaçao.

B.4b	Known trends affecting the Issuer and the industries in which it operates																														
	SGA Société Générale Acceptance N.V. expects business for the rest of this business year to continue as it has done so far over the course of 2013.																														
B.5	Description of the Issuer's group and the Issuer's position within the group																														
	SGA Société Générale Acceptance N.V. is a subsidiary of the Société Générale Group and has no subsidiaries.																														
B.9	Figure of profit forecast or estimate																														
	Not applicable. SGA Société Générale Acceptance N.V. 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 report does not include any qualification.																														
B.12	Selected historical key financial information regarding the Issuer																														
	SGA Société Générale Acceptance N.V. <table><tr><th>(in USD)</th><th>December 31, 2012</th><th>December 31, 2011</th></tr><tr><td>Net banking income</td><td>0</td><td>0</td></tr><tr><td></td><td></td><td></td></tr><tr><td>Net result</td><td>0</td><td>0</td></tr><tr><td></td><td></td><td></td></tr><tr><td>Total assets</td><td>59,567,540</td><td>61,623,112</td></tr><tr><td></td><td></td><td></td></tr><tr><td>Euro Medium Term Warrants and bonds</td><td>54,673,341</td><td>56,800,082</td></tr><tr><td></td><td></td><td></td></tr><tr><td>Financial Instruments (Warrants)</td><td>4,014,772</td><td>3,858,431</td></tr></table>	(in USD)	December 31, 2012	December 31, 2011	Net banking income	0	0				Net result	0	0				Total assets	59,567,540	61,623,112				Euro Medium Term Warrants and bonds	54,673,341	56,800,082				Financial Instruments (Warrants)	4,014,772	3,858,431
(in USD)	December 31, 2012	December 31, 2011																													
Net banking income	0	0																													
Net result	0	0																													
Total assets	59,567,540	61,623,112																													
Euro Medium Term Warrants and bonds	54,673,341	56,800,082																													
Financial Instruments (Warrants)	4,014,772	3,858,431																													
	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 SGA Société Générale Acceptance N.V. since the date of its last audited financial statements dated 31 December 2012.																														
	Significant changes in the financial or trading position subsequent to the period covered by the historical financial information																														
	There have been no significant changes in the financial or trading position of SGA Société Générale Acceptance N.V. since the date of its last published financial statements dated 30 June 2013.																														
B.13	Recent events particular to the Issuer which are to a material extent relevant to the																														

	evaluation of the Issuer's solvency
	There have been no recent events particular to SGA Société Générale Acceptance N.V. which are to a material extent relevant to the evaluation of the solvency of SGA Société Générale Acceptance N.V..
B.14	Statement as to whether the Issuer is dependent upon other entities within the group
	See Element B.5 above for a description of the position of SGA Société Générale Acceptance N.V. within the Group. SGA Société Générale Acceptance N.V. is not dependent upon other entities within the Group.
B.15	Issuer's principal activities
	The sole purpose of SGA Société Générale Acceptance N.V. is to issue warrants as well as structured products such as debt instruments, indebtedness and certificates. The funds are reinvested in securities and bonds or other interest-bearing securities. When SGA Société Générale Acceptance N.V. operates within the context of a structured issue, Société Générale bears the risk associated with this issue by endorsing this entire issue.
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
	SGA Société Générale Acceptance N.V. is a 100 per cent. owned subsidiary of Société Générale and is a fully consolidated subsidiary.
B.17	Credit ratings assigned to the Issuer or its debt securities
	SGA Société Générale Acceptance N.V. is not rated.
B.18	Nature and scope of the guarantee
	The due and punctual payment of any amounts due from SGA Société Générale Acceptance N.V. to Warrantholders will be unconditionally and irrevocably guaranteed by the Guarantor as provided in the Guarantee; provided that the Guarantee shall not apply to any Issue of Warrants issued on or after the date of the Guarantee by SGA Société Générale Acceptance N.V. to the extent that, at the issue date (the Issue Date) of such issue of Warrants, the product of the number of Warrants issued and their issue price (after taking account of any set-off, combination of accounts, netting or similar arrangement from time to time exercisable by the Issuer against any person to whom obligations are from time to time owed), when and as due (whether at maturity, by acceleration or other) converted into euro at the relevant spot rate of exchange on such Issue Date, is equal to an amount which exceeds €75,000,000,000.
B.19	Information about the guarantor as if it were the issuer of the same type of security that is subject of the guarantee
B.19 B.1	Legal and commercial name of the Guarantor
	Société Générale
B.19 B.2	Domicile, legal form, legislation and country of incorporation

	Société Générale Domicile: 29, boulevard Haussmann, 75009 Paris, France. Legal form: Public limited company (<i>société anonyme</i>). Legislation under which the Issuer operates: French law. Country of incorporation: France.																		
B.19 B.4b	Known trends affecting the Guarantor and the industries in which it operates																		
	Significant but uneven deterioration in the global economic environment; recommendation by the European Banking Authority to reach a Core Tier 1 of at least 9% under Basel 2.5 starting 30 June 2012; Vickers report in the United Kingdom suggesting ringfencing retail banking activities within universal banks (issue which the European Union will take up in 2012); other topics being monitored by the Financial Stability Council include harmonisation of accounting standards, compensation practices, functioning of OTC derivative markets, among others. In the US, the Dodd-Frank Act laid the foundation for systemic risk supervisions and oversight of certain activities of Corporate and Investment Banks; a tax on financial transactions has been introduced in 2012 in France and in 2013 in Italy. The European Commission has published a proposal for a Directive for a common tax on financial transactions in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia.																		
B.19 B.5	Description of the Guarantor's group and the Guarantor's position within the group																		
	Société Générale is the parent company of the Société Générale Group (the Group). The Société Générale Group offers advisory and other services to individual customers, companies and institutions as part of three main business lines: - Retail Banking in France under Société Générale, Crédit du Nord and Boursorama brands; - International Retail Banking, which is present in Central and Eastern Europe, Russia, the Mediterranean Basin, Sub-Saharan Africa, Asia and in the French Overseas territories; and - Corporate and Investment Banking with a broad range of expertise in investment banking, finance and market activities.																		
B.19 B.9	Figure of profit forecast or estimate																		
	Not applicable. Société Générale does not make any figure of profit forecast or estimate.																		
B.19 B.10	Nature of any qualifications in the audit report on the historical financial information																		
	Not applicable. The audit report does not include any qualification.																		
B.19 B.12	Selected historical key financial information regarding the Guarantor																		
	Société Générale <table> <tr> <th></th><th>Half year 2013</th><th>Year ended 2012 (*)</th><th>Half year 2012 (*)</th><th>Year ended 2011</th></tr> <tr> <td colspan="5">Results (in EUR M)</td></tr> <tr> <td>Net Banking Income</td><td>11,321</td><td>23,110</td><td>12,583</td><td>25,636</td></tr> </table>					Half year 2013	Year ended 2012 (*)	Half year 2012 (*)	Year ended 2011	Results (in EUR M)					Net Banking Income	11,321	23,110	12,583	25,636
	Half year 2013	Year ended 2012 (*)	Half year 2012 (*)	Year ended 2011															
Results (in EUR M)																			
Net Banking Income	11,321	23,110	12,583	25,636															

	Operating income	1,433	2,757	2,548	4,270
	Net income before non controlling interests	1,532	1,224	1,411	2,788
	Net income	1,319	790	1,171	2,385
	<i>French Networks</i>	575	1,291	686	1,428
	<i>International Retail Banking</i>	138	(51)	(186)	325
	<i>Corporate and Investment Banking</i>	868	1,053	482	635
	<i>Specialised Financial Services and Insurance</i>	389	674	330	297
	<i>Private Banking, Global Investment Management and Services</i>	157	(293)	(48)	171
	<i>Corporate Centre</i>	(808)	(1,884)	(93)	(471)
	Activity (in EUR bn)				
	Total assets and liabilities	1,254.1	1,250.9	1,246.7	1,181.4
	Customer loans	341.2	350.2	360.5	367.5
	Customer deposits	350.0	337.2	348.5	340.2
	Equity (in billions of euros)				
	Group shareholders' equity	49.4	49.3	48.7	47.1
	Total consolidated equity	53.3	53.6	52.9	51.1
	(*)Items relating to the results for 2012 have been restated due to the implementation of IAS (International Accounting Standard) 19: the change in accounting method involves the adjustment of data for the previous year.				
	Material adverse change in the prospects of the Guarantor since the date of its last published audited financial statements				
	There has been no material adverse change in the prospects of Société Générale and its consolidated subsidiaries (taken as a whole) since the date of its last audited financial statements dated 31 December 2012.				
	Significant changes in the financial or trading position subsequent to the period covered by the historical financial information				
	There have been no significant changes in the financial or trading position of Société Générale and its consolidated subsidiaries (taken as a whole) since the date of its last published financial statements dated 31 December 2012.				
B.19 B.13	Recent events particular to the Guarantor which are to a material extent relevant to the evaluation of the Guarantor's solvency				

	There have been no recent events particular to the Guarantor which are to a material extent relevant to the evaluation of the Guarantor's solvency.
B.19 B.14	Statement as to whether the Guarantor is dependent upon other entities within the group
	See Element B.19 B.5 above for the Guarantor's position 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.19 B.15	Guarantor's principal activities
	The purpose of Société Générale is, under the conditions determined by the laws and regulations applicable to credit institutions, to carry out with individuals and corporate entities, in France or abroad: • all banking transactions; • all transactions related to banking operations, including in particular, investment services or allied services as listed by Articles L. 321-1 and L. 321-2 of the French <i>Code monétaire et financier</i>; • all acquisitions of interests in other companies. Société Générale may also, on a regular basis, as defined in the conditions set by the French Financial and Banking Regulation Committee, engage in all transactions other than those mentioned above, including in particular insurance brokerage. Generally, Société Générale may carry out, on its own behalf, on behalf of a third-party or jointly, all financial, commercial, industrial, agricultural, movable property or real property transactions, directly or indirectly related to the abovementioned activities or likely to facilitate the accomplishment of such activities.
B.19 B.16	To the extent known to the Guarantor, whether the Guarantor is directly or indirectly owned or controlled and by whom, and nature of such control
	Société Générale is not owned or controlled by a parent company.
B.19 B.17	Credit ratings assigned to the Guarantor or its debt securities
	Société Générale is rated A2 by Moody's France S.A.S., A by Standard and Poor's Credit Market Services S.A.S. and A by Fitch France S.A.S and AA (low) by DBRS Ratings Limited.. Moody's France S.A.S., Standard & Poor's Credit Market Services France S.A.S., Fitch France S.A.S and DBRS Ratings Limited are, as at the date of the Base Prospectus, established in the European Union and are registered under Regulation (EC) No. 1060/2009 (as amended) (the CRA Regulation) and are included in the list of registered credit rating agencies published at the website of the European Securities and Markets Authority (www.esma.europa.eu).

Section C – Securities

Element

C.1	Type and the class of the securities being offered and/or admitted to trading, including any security identification number
-----	---

Issue	Underlying	Exercise Price	Expiration Date	Number of Warrants	Parity	Issue Price	Issue Date	ISIN Code	Sedol Code
A	S&P 500 Index	USD 1,550	21/03/2014	5,000,000	100	GBP 0.51	16/10/2013	CWN8141H4494	TBD
B	S&P 500 Index	USD 1,500	20/06/2014	5,000,000	100	GBP 0.59	16/10/2013	CWN8141H4643	TBD
C	S&P 500 Index	USD 1,600	20/06/2014	5,000,000	100	GBP 0.85	16/10/2013	CWN8141H4726	TBD

The Warrants are Index Linked Warrants.

Clearing System(s): Euroclear Uk & Ireland

ISIN code: See the Issue Specific Information Table For Each Issue of Warrants in C.1

C.2	Currency of the securities issue
------------	---

Settlement Currency or Currencies: GBP

C.5	Any restrictions on the free transferability of the securities
-----	--

There is no restriction on the free transferability of the Warrants, subject to selling and transfer restrictions which apply in certain jurisdictions (including, without limitation, the United States).

C.8	Rights attached to the securities, including ranking and limitations to those rights and procedures for the exercise of those rights.
-----	---

Ranking

Warrants will be direct, unconditional, unsecured and unsubordinated obligations of the Issuer and will rank *pari passu* without any preference among themselves and (subject to such exceptions as from time to time exist under applicable law) at least *pari passu* with all other outstanding direct, unconditional, unsecured and unsubordinated obligations of the Issuer, present and future.

Governing law

The Warrants and any non-contractual obligations arising out of or in connection with the Warrants will be governed by, and shall be construed in accordance with English law.

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 has been made for the Warrants to be admitted to trading on the regulated market of the London Stock Exchange
C.15	How the value of the investment is affected by the value of the underlying instrument(s)
	The amount (if any) payable in respect of the Warrants (and therefore the return (if any) that an investor realises on a Warrant will be determined by reference to, and will therefore depend on, the performance of the Underlying. See also Element C.18 below.
C.16	Expiration or maturity date of the derivative securities – the exercise date or final reference date
	The Expiration Date of the Warrants is specified in the Issue Specific Information Table For Each Issue of Warrants in C.1
C.17	Settlement procedure of the derivative securities
	Cash delivery
C.18	How the return on derivative securities takes place
	Each issue of Warrants specified in the Issue Specific Information Table will be settled in cash (Cash Settled Warrants) in an amount equal to the Cash Settlement Amount subject to payment of the Exercise Price divided by the Parity. The Cash Settlement Amount is an amount equal to the excess of the Exercise Price over the Final Settlement Price, then divided by the Parity where the Final Settlement Price is the Closing Price with option “Daily Settlement Price” being applicable, as defined in the Additional Terms and Conditions for Index Linked Warrants on the Exercise Date or on the Expiration Date. the Exercise Price is specified in the Issue Specific Information Table for each Issue of Warrants in C.1; Parity is specified in the Issue Specific Information Table For Each Issue of Warrants in C.1. The Warrants will be cancelled automatically if the number of outstanding Warrants falls below 10 per cent. of the number of Warrants outstanding on issue, whereupon the Warrants will be settled by payment of an amount based on the market value of the Warrants. "Early Trigger Level Settlement Amount" means the market value of the Warrants. "Early Trigger Level Settlement Price" means (i) the Exercise Price minus (ii) the Early Trigger Level Settlement Amount multiplied by the Parity.
C.19	Exercise price or final reference price of the underlying
	Final Settlement Price: is the Closing Price with option “Daily Settlement Price” being applicable, as defined in the Additional Terms and Conditions for Index Linked Warrants on the Exercise Date or on the Expiration Date. Exercise price: is specified in the Issue Specific Information Table for each Issue of Warrants in C.1;

C.20	Type of the underlying and where the information on the underlying can be found					
	Issue	Index name	Reuters Code	Index Sponsor	Exchange	Web Site
	A	S&P 500 Index	.SPX	Standard's & Poor's, a division of The McGraw-Hill Companies, Inc.	The New York Stock Exchange	www.us.spindices.com
	B	S&P 500 Index	.SPX	Standard's & Poor's, a division of The McGraw-Hill Companies, Inc.	The New York Stock Exchange	www.us.spindices.com
	C	S&P 500 Index	.SPX	Standard's & Poor's, a division of The McGraw-Hill Companies, Inc.	The New York Stock Exchange	www.us.spindices.com

Section D – Risks	
Element	
D.2	Key information on the key risks that are specific to the Issuer
	There are certain factors that may affect each of the Issuer's and the Guarantor's ability to fulfil its obligations with respect to Warrants issued under the Programme. These include factors which may impact the creditworthiness and/or the credit ratings (if applicable) of the Issuer and/or the Guarantor such as a change in the economic and/or political and/or financial environment. Furthermore, the Issuer and the Guarantor are subject to (and hence their ability to perform their obligations with respect to the Warrants and the Guarantee are potentially affected by): general operational risks, potential conflicts of interest in connection with the Warrants, market risk in connection with various financial markets, risks arising in connection with their investment portfolios, risks arising in connection with any potential non-compliance with legal, regulatory and tax requirements (including reputational risks), interest and exchange rate risk, liquidity risk, strategic risk, general business risk, risk related to their insurance activities, where applicable, risks related to their specialised finance activities and credit and counterparty risk (including country risk), and risks associated with their hedging and trading activity (or the hedging and trading activity of any of their affiliates), any of which could affect the value of the Warrants. Investors should also understand that there are risks associated with the lack of independence of the Issuer from the Guarantor.
D.3	Key information on the key risks that are specific to the securities
	Investors should be aware of the risks relating to the Warrants, which such risks depend on the particular features of the Warrants and include (i) Warrantholders will have no rights in respect of

	or recourse to the underlying, (ii) the Warrants may be subject to early settlement at the election of the Issuer, (iii) the market value of the Warrants may be difficult to determine and/or may be volatile, (iv) Warrantholders may lose of all or part of their investment and/or not realise any return on the Warrants due to the performance of the underlying and/or (a) due to the Warrants being payable in Great British Pound which gives rise to exchange risk in the event that this is not the investor's domestic currency, and (b) timely and ultimate payments in respect of the Warrants are dependent on the occurrence and the non-occurrence of events which are beyond the control of the Issuer and (if applicable) the Guarantor.
D.6	Important warning to the investor
	WARRANTS CAN BE VOLATILE AND/OR LEVERAGED INVESTMENTS. CERTAIN ISSUES OF WARRANTS MAY NOT BE SUITABLE INVESTMENTS FOR ALL INVESTORS. NO INVESTOR SHOULD PURCHASE A WARRANT UNLESS SUCH INVESTOR UNDERSTANDS, AND IS ABLE TO BEAR THE YIELD, MARKET LIQUIDITY, STRUCTURE, CANCELLATION, SETTLEMENT AND OTHER RISKS ASSOCIATED WITH THE WARRANT. INVESTORS COULD SUSTAIN AN ENTIRE LOSS OF THEIR INVESTMENT AND SHOULD THEREFORE REACH AN INVESTMENT DECISION ON THE WARRANTS ONLY AFTER CAREFUL CONSIDERATION WITH THEIR OWN ADVISERS AS TO THE SUITABILITY OF THE PURCHASE IN LIGHT OF THEIR PARTICULAR FINANCIAL CIRCUMSTANCES.

Section E – Offer	
Element	
E.2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks
	The net proceeds from each issue of Warrants will be applied for the general financing purposes of the Société Générale group of companies, which include making a profit.
E.3	Description of the terms and conditions of the offer
	Not applicable Public Offer Jurisdiction(s): Not applicable Offer Period: Not applicable Offer Price per Warrant: Not applicable Conditions to which the offer is subject: Not applicable Description of the application process: Not applicable Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not applicable

	Details of the minimum and/or maximum amount of application: Not applicable Details of the method and time limits for paying up and delivering the Warrants: Not applicable Manner and date in which results of the offer are to be made public: Not applicable Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not applicable Whether Issue(s) has/have been reserved for certain countries: Not applicable Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Not applicable Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not applicable <i>Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:</i> Not applicable
E.4	Description of any interest that is material to the issue/offer including conflicting interests
	Save for any fees payable to the Manager, so far as the Issuer is aware, no person involved in the issue of the Warrants 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

INDEX DISCLAIMER

The following does not form part of the Final Terms.

The product is not sponsored, endorsed, sold or promoted by Standard & Poor's ("S&P") or its third party licensors. Neither S&P nor its third party licensors makes any representation or warranty, express or implied, to the owners of the product or any member of the public regarding the advisability of investing in securities generally or in the product particularly or the ability of the S&P 500 (the "Index") to track general stock market performance. S&P's and its third party licensor's only relationship to licensee is the licensing of certain trademarks and trade names of S&P and the third party licensors and of the Index which is determined, composed and calculated by S&P or its third party licensors without regard to licensee or product. S&P and its third party licensors have no obligation to take the needs of licensee or the owners of the product into consideration in determining, composing or calculating the Index. Neither S&P nor its third party licensors is responsible for and has not participated in the determination of the prices and amount of the product or the timing of the issuance or sale of the product or in the determination or calculation of the equation by which the product is to be converted into cash. S&P has no obligation or liability in connection with the administration, marketing or trading of the product.

NEITHER S&P, ITS AFFILIATES NOR THEIR THIRD PARTY LICENSORS GUARANTEE THE ADEQUACY, ACCURACY, TIMELINESS OR COMPLETENESS OF THE INDEX OR ANY DATA INCLUDED THEREIN OR ANY COMMUNICATIONS, INCLUDING BUT NOT LIMITED TO, ORAL OR WRITTEN COMMUNICATIONS (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P, ITS AFFILIATES AND THEIR THIRD PARTY LICENSORS SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS OR DELAYS THEREIN. S&P MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE MARKS, THE INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P, ITS AFFILIATES OR THEIR THIRD PARTY LICENSORS BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE OR CONSEQUENTIAL DAMAGES, INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY OR OTHERWISE.