SOCIETE GENERALE

A French corporation with share capital of EUR 1,000,024,292.50
Registered office: 29 boulevard Haussmann - 75009 PARIS
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FIRST UPDATE

TO THE

2014 REGISTRATION DOCUMENT

Registration document filed with the AMF (French Securities Regulator) on March 4, 2014
under No. D.14-0115.

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

The AMF has conducted no verification of the content of this document. Only the French version of the Registration Document ("Document de Référence") has been controlled by the AMF.
The original update to the registration document was filed with the AMF (French Securities Regulator) on May 7, 2014, under the number D.14-0115-A01. It may be used to support a financial transaction if accompanied by a prospectus duly approved by the AMF. This document was produced by the issuer and is binding upon its signatory.

CONTENTS

UPDATE OF THE 2014 REGISTRATION DOCUMENT BY CHAPTER

Supplement to the table of key figures published on 4 March, 2014

Reminder of outstanding customer loans and deposits recorded in the Group's balance sheet.

KEY FIGURES

(in billions of euros)	**2013**	**2012**	**2011**	**2010**	**2009**
Customer loans	315	327	352	359	337
Customer deposits	320	305	289	310	279

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1.1 Recent press releases and events subsequent to the submission of the First update to the 2014 registration document

1.1.1 Press release dated 18 March, 2014 : Societe Generale announces its intention to increase its holding in the share capital of Boursorama

Societe Generale announces its intention to file a takeover offer targeting the shares of Boursorama, following the signature of a concerting shareholders agreement with Caixa Group.

Societe Generale and Caixa Group, as of today holders of 56% and 21% of the share capital of Boursorama respectively, have strengthened their cooperation and formalized their common strategic vision of online banking in France and in Europe through the signature on March, 17th 2014 of a concerting shareholders agreement with respect to Boursorama.

Following the signature of this new shareholders agreement, Societe Generale will file today with the French Financial markets authority ("AMF") a simplified takeover offer targeting the shares of Boursorama neither owned by Societe Generale nor Caixa Group, at an Offer price of 12 euros per share (the « Offer »).

The strengthening of Societe Generale in the capital of Boursorama, the leading online bank in France, is part of the Group's strategy to pursue its development in this market.

In accordance with the French stock market regulation, the Board of Directors of Boursorama will appoint an independent expert, who will prepare a report on the financial terms of the Offer proposed by Societe Generale. The conclusions of the independent expert's report, which will be included in the information note in response, will be presented in the form of a fairness opinion.

The indicative timetable of the Offer will be subject to review by the AMF and published at the date of filing of the draft information note prepared by Societe Generale.

The Offer, which is expected to open during the month of May 2014, will be followed by a squeeze out procedure (retrait obligatoire), should minority shareholders, excluding Caixa Group, hold less than 5% of Boursorama's share capital and voting rights following the tender offer.

1.1.2 Press release dated 31 March, 2014 : 2013 proforma quarterly series

See chapter 2, page 6.

1.1.3 Press release dated 11 April, 2014 : acquisition of 7% stake in Rosbank

Societe Generale announces the acquisition of 7 % of Rosbank‘s share capital from Interros group, raising its stake to 99.4 %, in line with its strategy of building up the Group’s stake in Rosbank.

This transaction has a limited impact of a few basis points on the Group’s Common Equity Tier 1 ratio. Societe Generale’s commitment to Russia is part of a long term vision based on the belief that economic ties between Europe and Russia will strengthen and that the Russian banking sector has a strong growth potential.

Rosbank’s credit outstandings represent approximately 3.5 % of Societe Generale group’s total credit outstandings as of December 31, 2013, and do not include exposure to Ukraine. In addition, Societe Generale Group reminds that its exposure to Ukraine is extremely limited.

1.1.4 Press release dated 7 May, 2014 : Societe Generale finalises the acquisition of Newedge

Societe Generale has finalised the acquisition of Credit Agricole’s 50% stake in the capital of Newedge, a derivatives brokerage subsidiary, thus bringing its ownership to 100%. As part of the deal, it has also sold 5% of the capital of Amundi to Credit Agricole, thus bringing Societe Generale’s stake in the company to 20%.

This acquisition will bring together the strengths of a major international banking group with those of a world leading derivatives broker. With the combination of Societe Generale’s activities and Newedge’s execution and clearing services (both on listed and OTC products), clients will benefit from a fully integrated market activities offering, including cross asset research, tailor-made investment and hedging solutions, in addition to a leading prime brokerage offer, a well recognized agency model and direct execution, across 85 markets worldwide.

“The finalisation of the acquisition of Newedge is a significant strategic initiative which will allow us to position ourselves as key player in the rapidly growing sector of post trade services for investors”, said Christophe Mianné, Deputy Head of Societe Generale’s Global Banking and Investor Solutions. “We will be able to offer our clients the best of both institutions: the financial guarantee and financing capacities of a leading bank, allied with Newedge’s leading market positions, in particular in prime brokerage and clearing services. We are thus strengthening our international presence, whilst positioning ourselves favorably in the new regulatory environment».

These transactions are expected to result in a moderate positive impact on the Group’s earnings and a negative impact of approximately 10 bps on the Group’s Basel 3 Core Tier One ratio in Q2 2014.

The completion of the project has been approved by the relevant regulatory authorities.

1.1.5 Press release dated 7 May, 2014 : First quarter 2014 results

See chapter 2, page 16.

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2 - Chapitre 2 : Group management report

2.1 2013 proforma quarterly series

Further to the coming into force of the new IFRS accounting rules (IFRS 10 « consolidated financial statements » and IFRS 11 « partnerships ») as from 1st January 2014, Societe Generale communicates profroma 2013 quarterly series restated for these changes.

The implementation of IFRS 10 has no incidence on the quarterly series.

With the coming into force of IFRS 11, certain subsidiaries previously consolidated with the proportionate consolidation method are now consolidated with the equity method, specifically:

- Within Global Banking and Investor Solutions, Newedge Group and Fortune Fund Management CO., LTD

- Within French retail Banking, Antarius (sub-consolidated by Credit du Nord) and certain subsidiaries of Sogeprom

Furthermore, further to Group reorganisation, Franfinance, previously reported in International Retail Banking and Financial Services is reported under French retail Banking as from 1st January 2014. The proforma quarterly series integrate this change.

Finally, the capital allocated to businesses has been adjusted to take into account the the implementation of the new « Basel 3 » regulation reflected in the CRR/CRD4 rules as from 1st January 2014. The capital allocated to businesses is based on the CRR/CRD4 rules, fully loaded. Capital allocation is based on 10% of businesses risk weighted assets (beginning of period), versus 9% until 31st December 2013. This change has no effect on the net banking income of businesses, as internal remuneration has been symmetrically adjusted. The amount of capital allocated to businesses according to new rules is also disclosed in the proforma quarterly series

These proforma quaterly series are available in Excel format on the Group Corporate website (www.societegenerale.com / Investors / Financial results).

- Séries trimestrielles pro-forma

(Euro million)	Q1 13	Q2 13	Q3 13	Q4 13	2013
Group					
Net banking income	**4,981**	**6,120**	**5,636**	**5,696**	**22,433**
Operating expenses	-3,971	-3,813	-3,858	-4,405	**-16,047**
Gross operating income	1,010	2,307	1,778	1,291	**6,386**
Net cost of risk	-927	-985	-1,093	-1,045	**-4,050**
Operating income	83	1,322	685	246	**2,336**
Net income from other assets	448	0	-7	134	**575**
Net income from companies accounted for by the equity method	50	46	45	-80	**61**
Impairment losses on goodwill	0	0	0	-50	**-50**
Income tax	-119	-298	-93	-18	**-528**
Net income	462	1,070	630	232	**2,394**
ow. Non controlling interests	98	115	96	41	**350**
Group net income	**364**	**955**	**534**	**191**	**2,044**
Average allocated capital	41,298	41,761	42,283	42,375	**41,929**
Group ROE Groupe (after tax)	2.8%	8.4%	4.3%	0.8%	**4.1%**
C/I ratio (excluding revaluation of own financial liabilities)	65.9%	62.8%	65.8%	72.5%	**66.8%**

(Euro million)	Q1 13	Q2 13	Q3 13	Q4 13	2013
French retail banking					
Net banking income	**2,070**	**2,119**	**2,086**	**2,161**	**8,437**
Operating expenses	-1,335	-1,322	-1,316	-1,385	**-5,358**
Gross operating income	735	798	770	776	**3,079**
Net cost of risk	-323	-295	-293	-346	**-1,258**
Operating income	412	502	477	430	**1,821**
Net income from other assets	-1	0	0	2	**2**
Net income from companies accounted for by the equity method	8	10	9	11	**37**
Income tax	-148	-181	-171	-156	**-656**
Net income	271	331	314	287	**1,203**
ow. Non controlling interests	4	1	0	2	**7**
Group net income	**267**	**329**	**314**	**286**	**1,196**
Average allocated capital	9,649	9,648	9,575	9,626	**9,625**
C/I ratio	64.5%	62.4%	63.1%	64.1%	**64.1%**

(Euro million)	**Q1 13**	**Q2 13**	**Q3 13**	**Q4 13**	**2013**
International retail Banking and Financial Services					
Net banking income	**1,932**	**1,929**	**1,911**	**1,990**	**7,762**
Operating expenses	-1,113	-1,095	-1,065	-1,094	**-4,367**
Gross operating income	819	834	845	897	**3,395**
Net cost of risk	-406	-409	-383	-636	**-1,835**
Operating income	413	425	462	260	**1,560**
Net income from other assets	3	-1	0	4	**6**
Net income from companies accounted for by the equity method	9	6	6	10	**31**
Impairment losses on goodwill	0	0	0	0	**0**
Income tax	-113	-116	-128	-81	**-438**
Net income	312	314	340	194	**1,160**
ow. Non controlling interests	56	72	58	-9	**177**
Group net income	**256**	**242**	**282**	**203**	**983**
Average allocated capital	10,938	10,510	10,380	10,220	**10,512**
C/I ratio	57.6%	56.8%	55.7%	55.0%	**56.3%**
ow. International Retail Banking					
Net banking income	**1,478**	**1,450**	**1,418**	**1,490**	**5,836**
Operating expenses	-869	-846	-823	-842	**-3,380**
Gross operating income	610	604	594	648	**2,456**
Net cost of risk	-377	-378	-356	-629	**-1,740**
Operating income	233	226	239	18	**716**
Net income from other assets	3	0	0	5	**7**
Net income from companies accounted for by the equity method	3	2	3	2	**9**
Impairment losses on goodwill	0	0	0	0	**0**
Income tax	-57	-54	-57	-6	**-174**
Net income	182	174	184	19	**558**
ow. Non controlling interests	57	65	62	-14	**170**
Group net income	**125**	**108**	**122**	**33**	**388**
Average allocated capital	7,118	6,655	6,543	6,420	**6,684**
C/I ratio	58.8%	58.3%	58.1%	56.5%	**57.9%**
ow. Financial Services to Businesses and Insurance					
Net banking income	**479**	**499**	**520**	**543**	**2,042**
Operating expenses	-232	-237	-238	-248	**-956**
Gross operating income	247	262	282	296	**1,086**
Net cost of risk	-24	-25	-28	-26	**-103**
Operating income	223	237	254	270	**983**
Net income from other assets	0	-1	0	0	**-1**
Net income from companies accounted for by the equity method	6	5	3	10	**25**
Impairment losses on goodwill	0	0	0	0	**0**
Income tax	-71	-75	-81	-84	**-311**
Net income	158	166	176	196	**696**
ow. Non controlling interests	2	2	2	2	**7**
Group net income	**157**	**164**	**175**	**194**	**689**
Average allocated capital	3,612	3,639	3,624	3,613	**3,622**
C/I ratio	48.5%	47.6%	45.8%	**45.6%**	**46.8%**

(Euro million)	**Q1 13**	**Q2 13**	**Q3 13**	**Q4 13**	**2013**
ow. Financial Services to businesses					
Net banking income	**297**	**314**	**332**	**348**	**1,292**
Operating expenses	-166	-168	-167	-175	**-676**
Gross operating income	131	146	166	173	**616**
Net cost of risk	-24	-25	-28	-26	**-103**
Operating income	107	121	138	147	**513**
Net income from other assets	0	-1	0	0	**-1**
Net income from companies accounted for by the equity method	6	5	3	10	**25**
Impairment losses on goodwill	0	0	0	0	**0**
Income tax	-34	-38	-44	-46	**-161**
Net income	80	87	98	112	**376**
ow. Non controlling interests	1	1	1	1	**5**
Group net income	**78**	**86**	**96**	**111**	**371**
Average allocated capital	2,157	2,149	2,122	2,096	**2,131**
C/I ratio	55.8%	53.5%	50.1%	50.4%	**52.3%**
ow. Insurance					
Net banking income	**182**	**185**	**187**	**195**	**750**
Operating expenses	-67	-69	-71	-72	**-280**
Gross operating income	116	116	116	123	**470**
Net cost of risk	0	0	0	0	**0**
Operating income	116	116	116	123	**470**
Net income from other assets	0	0	0	0	**0**
Net income from companies accounted for by the equity method	0	0	0	0	**0**
Impairment losses on goodwill	0	0	0	0	**0**
Income tax	-37	-37	-37	-39	**-150**
Net income	79	79	79	84	**320**
ow. Non controlling interests	0	0	0	1	**2**
Group net income	**78**	**78**	**78**	**83**	**318**
Average allocated capital	1,455	1,491	1,502	1,517	**1,491**
C/I ratio	36.6%	37.5%	38.2%	37.1%	**37.3%**
ow. Other					
Net banking income	**-26**	**-20**	**-27**	**-43**	**-116**
Operating expenses	-11	-12	-4	-4	**-31**
Gross operating income	-37	-32	-31	-47	**-147**
Net cost of risk	-5	-6	1	19	**8**
Operating income	-42	-38	-30	-28	**-139**
Net income from other assets	0	0	0	0	**0**
Net income from companies accounted for by the equity method	0	-1	0	-2	**-3**
Impairment losses on goodwill	0	0	0	0	**0**
Income tax	15	13	10	10	**48**
Net income	-28	-26	-20	-21	**-94**
ow. Non controlling interests	-3	5	-5	3	**0**
Group net income	**-25**	**-30**	**-15**	**-24**	**-94**
Average allocated capital	208	215	214	187	**206**
C/I ratio	n/s	n/s	n/s	n/s	**n/s**

(Euro million)	Q1 13	Q2 13	Q3 13	Q4 13	2013
Global Banking and Investor Solutions					
Net banking income	**2,266**	**2,093**	**2,076**	**1,947**	**8,382**
Operating expenses	-1,469	-1,352	-1,421	-1,831	**-6,073**
Gross operating income	797	741	655	115	**2,308**
Net cost of risk	-71	-185	-230	-60	**-546**
Operating income	726	556	425	55	**1,762**
Net income from other assets	5	0	0	-1	**4**
Net income from companies accounted for by the equity method	29	29	20	-110	**-32**
Impairment losses on goodwill	0	0	0	-50	**-50**
Income tax	-189	-124	-74	-76	**-462**
Net income	571	461	371	-181	**1,222**
ow. Non controlling interests	4	5	4	3	**16**
Group net income	**567**	**456**	**366**	**-184**	**1,206**
Average allocated capital	15,598	15,797	14,356	13,214	**14,742**
C/I ratio	65%	65%	68%	94%	**72%**
ow. Global markets					
Net banking income	**1,383**	**1,158**	**1,139**	**1,039**	**4,718**
o.w. Equities	*629*	*621*	*621*	*646*	***2,519***
o.w. Fixed income. Currencies and Commodities	*754*	*537*	*517*	*392*	***2,199***
Operating expenses	-790	-691	-760	-1,069	**-3,310**
Gross operating income	593	467	378	-30	**1,408**
Net cost of risk	4	-2	3	-4	**1**
Operating income	597	465	381	-34	**1,409**
Net income from other assets	0	0	0	0	**0**
Net income from companies accounted for by the equity method	0	0	0	0	**0**
Impairment losses on goodwill	0	0	0	0	**0**
Income tax	-171	-121	-89	-106	**-486**
Net income	426	344	292	-139	**923**
ow. Non controlling interests	4	3	4	2	**13**
Group net income	**423**	**341**	**288**	**-141**	**910**
Average allocated capital*	7,569	7,545	6,738	6,547	**7,100**
C/I ratio	57%	60%	67%	103%	**70%**
ow. Financing and Advisory					
Net banking income	**475**	**402**	**443**	**477**	**1,797**
Operating expenses	-308	-277	-286	-345	**-1,216**
Gross operating income	167	125	156	132	**581**
Net cost of risk	-43	-47	-61	13	**-138**
Operating income	124	78	96	145	**443**
Net income from other assets	3	0	0	0	**3**
Net income from companies accounted for by the equity method	0	0	0	0	**0**
Impairment losses on goodwill	0	0	0	0	**0**
Income tax	-19	-1	-4	10	**-14**
Net income	109	77	92	155	**432**
ow. Non controlling interests	0	1	0	1	**2**
Group net income	**109**	**76**	**92**	**154**	**430**
Average allocated capital	3,460	3,531	3,435	3,272	**3,425**
C/I ratio	65%	69%	65%	72%	**68%**

(Euro million)	Q1 13	Q2 13	Q3 13	Q4 13	2013
ow. Legacy Assets					
Net banking income	**-10**	**83**	**61**	**16**	**150**
Operating expenses	-18	-11	-22	-13	**-64**
Gross operating income	-28	72	39	3	**86**
Net cost of risk	-35	-132	-154	-62	**-382**
Operating income	-63	-60	-115	-58	**-296**
Net income from other assets	0	0	0	0	**0**
Net income from companies accounted for by the equity method	0	0	0	1	**1**
Impairment losses on goodwill	0	0	0	0	**0**
Income tax	18	17	33	16	**85**
Net income	-45	-42	-82	-41	**-210**
ow. Non controlling interests	0	0	0	0	**0**
Group net income	**-45**	**-42**	**-82**	**-41**	**-210**
Average allocated capital	2,711	2,472	1,978	1,116	**2,069**
C/I ratio	n/s	13%	37%	80%	**43%**
ow. Private Banking and Wealth Management					
Net banking income	**264**	**272**	**281**	**255**	**1,072**
ow. Lyxor	*50*	*38*	*47*	*52*	***186***
ow. Private Banking	*205*	*231*	*227*	*195*	***858***
ow. Other	*8*	*4*	*7*	*8*	***28***
Operating expenses	-206	-217	-201	-218	**-842**
Gross operating income	58	55	79	38	**230**
Net cost of risk	4	-5	-19	-7	**-27**
Operating income	62	50	61	30	**203**
Net income from other assets	0	0	0	0	**0**
Net income from companies accounted for by the equity method	28	30	23	33	**114**
Impairment losses on goodwill	0	0	0	0	**0**
Income tax	-14	-11	-14	-8	**-47**
Net income	76	69	70	56	**271**
ow. Non controlling interests	0	0	0	0	**0**
Group net income	**76**	**69**	**70**	**56**	**271**
Average allocated capital	1,023	1,005	1,006	1,004	**1,009**
C/I ratio	78%	80%	72%	85%	**79%**
ow. Brokerage and Securities Services					
Net banking income	**155**	**177**	**153**	**159**	**644**
Operating expenses	-148	-155	-151	-187	**-641**
Gross operating income	7	22	2	-28	**3**
Net cost of risk	-1	0	0	0	**0**
Operating income	6	23	2	-28	**3**
Net income from other assets	1	0	0	0	**1**
Net income from companies accounted for by the equity method	0	-1	-3	-144	**-148**
Impairment losses on goodwill	0	0	0	-50	**-50**
Income tax	-3	-8	-1	11	**0**
Net income	5	13	-2	-211	**-194**
ow. Non controlling interests	0	0	0	0	**1**
Group net income	**5**	**13**	**-2**	**-211**	**-195**
Average allocated capital	836	1,244	1,199	1,275	**1,139**
C/I ratio	96%	87%	99%	118%	**100%**

(Euro million)	**Q1 13**	**Q2 13**	**Q3 13**	**Q4 13**	**2013**
Corporate Centre					
Net banking income	**-1,287**	**-21**	**-437**	**-402**	**-2,147**
- ow. MtM of own financial liabilities	*-1,045*	*53*	*-223*	*-379*	***-1,594***
Operating expenses	-55	-44	-55	-95	**-249**
Gross operating income	-1,342	-65	-492	-497	**-2,396**
Net cost of risk	-127	-96	-186	-2	**-411**
Operating income	-1,469	-161	-679	-499	**-2,807**
Net income from other assets	441	1	-7	128	**563**
Net income from companies accounted for by the equity method	4	2	10	9	**26**
Impairment losses on goodwill	0	0	0	0	**0**
Income tax	331	123	280	294	**1,028**
Net income	-692	-36	-395	-68	**-1,191**
ow. Non controlling interests	34	38	33	45	**150**
Group net income	**-727**	**-73**	**-428**	**-113**	**-1,341**

2. Impact of the implementation of IFRS 11 on core businesses

2013	GBIS*		French Retail Banking	
	Newedge	*Fortune Fund Mgt*	*Sogeprom*	*Antarius*
Net banking income	-301	-28	-3	-46
Operating expenses	325	16	0	9
Net cost of risk	2	0	0	0
Net income from companies accounted for by the equity method	-148	8	3	23
Group Net Income	-131	0	0	0

** GBIS : Global Banking and Investor Solutions*

Q1 13	GBIS		French Retail Banking	
	Newedge	*Fortune Fund Mgt*	*Sogeprom*	*Antarius*
Net banking income	-89	-6	0	-11
Operating expenses	87	3	0	2
Net cost of risk	1	0	0	0
Net income from companies accounted for by the equity method	0	2	0	6
Group Net Income	0	0	0	0

Q2 13	GBIS		French Retail Banking	
	Newedge	*Fortune Fund Mgt*	*Sogeprom*	*Antarius*
Net banking income	-89	-7	-1	-12
Operating expenses	90	3	0	3
Net cost of risk	0	0	0	0
Net income from companies accounted for by the equity method	-1	3	1	6
Group Net Income	0	0	0	0

Q3 13	GBIS		French Retail Banking	
	Newedge	*Fortune Fund Mgt*	*Sogeprom*	*Antarius*
Net banking income	-72	-7	0	-11
Operating expenses	76	5	0	2
Net cost of risk	1	0	0	0
Net income from companies accounted for by the equity method	-3	1	0	6
Group Net Income	0	0	0	0

Q4 13	GBIS		French Retail Banking	
	Newedge	*Fortune Fund Mgt*	*Sogeprom*	*Antarius*
Net banking income	-52	-8	-2	-12
Operating expenses	72	5	0	3
Net cost of risk	0	0	0	0
Net income from companies accounted for by the equity method	-144	2	2	5
Group Net Income	-131	0	0	0

NB. With the coming into force of IFRS 11 « Partnerships » companies accounted for by the quity method have to be subject to an impairment test. Due to the retrosctive application of these rules, Societe Generale has included in the Q4 13 proforma results an impairment on Newedge Group, now reported with the equity method.

Newedge Group is reported with the results of the « Securities Services and Brokerage » business line and Fortune Fund Management with « Private Banking and Wealth Management ».

3. Impact of the transfer of Franfinance from International Retail Banking and Financial Services (IBFS) to French retail Banking

2013	French Retail Banking	IBFS	Corporate Centre
Net banking income	250	-250	0
Operating expenses	-100	100	0
Net cost of risk	-106	106	0
Operating Income	48	-48	0
Income tax	-16	11	4
Group Net Income	33	-37	4

Q1 13	French Retail Banking	IBFS	Corporate Centre
Net banking income	66	-66	0
Operating expenses	-27	27	0
Net cost of risk	-22	22	0
Operating Income	18	-18	0
Income tax	-6	4	2
Group Net Income	12	-14	2

Q2 13	French Retail Banking	IBFS	Corporate Centre
Net banking income	63	-63	0
Operating expenses	-27	27	0
Net cost of risk	-22	22	0
Operating Income	16	-16	0
Income tax	-5	3	2
Group Net Income	11	-13	2

Q3 13	French Retail Banking	IBFS	Corporate Centre
Net banking income	61	-61	0
Operating expenses	-25	25	0
Net cost of risk	-30	30	0
Operating Income	8	-8	0
Income tax	-2	2	0
Group Net Income	6	-6	0

Q4 13	French Retail Banking	IBFS	Corporate Centre
Net banking income	60	-60	0
Operating expenses	-22	22	0
Net cost of risk	-32	32	0
Operating Income	7	-7	0
Income tax	-2	2	0
Group Net Income	5	-5	0

2.2 First Quarter 2014 Results *(press release dated may 7, 2014) – Update of the 2014 registration document page 24 - 45*

Q1 14: GOOD OPERATING PERFORMANCES IN A STILL SLUGGISH ENVIRONMENT

- **Group revenues**: EUR 5.8bn, up +3.3% vs. Q1 13**

  Book net banking income: EUR 5.7bn, +18.8%* vs. Q1 13
- **Stable operating expenses*: +0.2%* vs. Q1 13**
- **Sharp decline in the cost of risk (65bp)(1): -27.1%* vs. Q1 13**
  - **Improvement in operating income** to EUR 1,287m in Q1 14 (vs. EUR 745m in Q1 13)**
- **Finalisation of the acquisition of Newedge Group**
- **Goodwill write-down on Russian activities: EUR -525m impact on Group net income, Group net income** reduced from EUR 941m to EUR 416m (EUR 798m in Q1 13)**
- **Book Group net income: EUR 315m**
- **Increase in the CET1 ratio to 10.1%**

EPS(2): EUR 0.30

*	When adjusted for changes in Group structure and at constant exchange rates. The variations for revenues excluding the effect of the revaluation of own financial liabilities disregard any currency impact of this revaluation.
**	Excluding non-economic items (revaluation of own financial liabilities for EUR -158m in Q1 14 and EUR -1,045m in Q1 13 in net banking income, or an impact on Group net income of respectively EUR -104m and EUR -685m; and DVA – *debt value adjustment* implemented following the application of IFRS 13 for EUR +5m in net banking income in Q1 14 and EUR +383m in Q1 13, or an impact on Group net income of respectively EUR +3m and EUR +251m).)

Items relating to financial data for 2013 have been restated due to the implementation of IFRS 10 and 11 which apply retrospectively as from January 1st, 2014.

(1) Excluding litigation issues, in basis points for assets at the beginning of the period.

(2) After deducting interest, net of tax effect, to be paid to holders of deeply subordinated notes and undated subordinated notes for Q1 14 (respectively EUR 84 million and EUR 2 million), and correction of the effect of capital gains/losses on partial buybacks recorded during the quarter (i.e. EUR +6 million in Q1 14). See methodology note No. 3. Excluding the revaluation of own financial liabilities, and DVA (*Debt Value Adjustment* on financial instruments as a result of the implementation of IFRS 13), earnings per share amounts to EUR 0.43, after deducting interest payable to holders of deeply subordinated notes and undated subordinated notes.

The Board of Directors of Societe Generale examined the results for Q1 2014 on May 6th, 2014.

In a generally still lacklustre environment, the Group achieved a good operating performance. The **Group's net banking income**, when restated for non-economic items (revaluation of own financial liabilities and debt value adjustment), amounted to EUR 5,829 million, up +3.3% vs. Q1 2013.

Commercial activity was buoyant in the first quarter of the year, especially in Retail Banking. In France, against the backdrop of a slow improvement in economic activity, the Group continued to win customers and deposit inflow remained strong. Revenues were stable vs. 2013 despite low interest rates and the decline in overdraft fees imposed by French banking law. In International Retail Banking & Financial Services, revenues rose +2.4%* vs. Q1 13 with, in particular, still healthy deposit inflow and solid performances by Financial Services to Corporates and Insurance. Revenues were resilient in Global Banking & Investor Solutions, with a moderate decline of -4.7%* vs. Q1 13, in a market environment characterised by low volumes in secondary fixed income activities.

Operating expenses were stable (+0.2%*) vs. Q1 13, testifying to the disciplined management of resources.

As anticipated, the **cost of risk** was substantially lower, with net provisions reduced by -27.1%* compared with the same period in 2013, and a commercial cost of risk of 65 basis points(1) vs. 75 basis points in Q1 2013.

Accordingly, the **Group's operating income** (excluding the revaluation of own financial liabilities and DVA) increased to EUR 1,287 million, vs. EUR 745 million in Q1 2013.

Q1 2014 was marked by the emergence of the crisis in Ukraine, with repercussions on the Russian economy, which experienced a sharp slowdown. The Group confirmed its long-term view of the potential of the Russian banking market and its commitment, with the purchase of minority interests amounting to 7% of Rosbank's capital on April 11th, 2014. At the same time, the decline in the rouble, growing uncertainty concerning the environment and delayed performances prompted the Group to write down goodwill on Russian activities, with a negative impact of EUR -525 million on Q1 14 Group net income. On May 13th, the Group will present its 3-year development strategy for Russia, which reinforces the capacity to achieve satisfactory profitability in 2016 in a scenario of gradually easing tensions. The Group also reiterates that Russia represents 3% of its global exposure and that it has no material exposure to Ukraine.

In Q1 14, the Group also pursued its strategy to optimise capital allocation, with the announcement of the disposal of its Private Banking activities in Asia. The acquisition of the entire Newedge Group was finalised on May 6th, 2014, all the regulatory authorisations having been obtained.

Group net income totalled EUR 315 million (vs. EUR 364 million in Q1 13). When restated for non-economic items**, Group net income amounted to EUR 416 million – and EUR 941 million before the goodwill write-down on Russian activities (the corresponding Group net income in Q1 13 was EUR 798 million and benefited from the capital gain on the disposal of the Egyptian subsidiary NSGB).

Finally, the Group provided further confirmation of the soundness of its balance sheet, with a Common Equity Tier 1 ratio of 10.1% (slightly higher) and a LCR ratio still well above 100%.

Commenting on the Group's results at end-March 2014, Frédéric Oudéa – Chairman and CEO – stated:

"In Q1 2014, Societe Generale provided further confirmation of the positive operating momentum of its activities, with solid revenues, stable costs and a lower cost of risk. French and International Retail Banking enjoyed buoyant activity, underpinned by strong deposit inflow, while Global Banking & Investor Solutions demonstrated the solidity of its commercial performance and its profitability in a sluggish environment. The capital ratio (Common Equity Tier 1 of 10.1%) and liquidity ratio are robust and well above regulatory requirements.

(1) Annualised, excluding litigation issues, in respect of assets at the beginning of the period and including operating leases. Also excluding legacy assets in 2013.

At a time when Societe Generale, founded on May 4th, 1864, is celebrating 150 years of serving the economy, the Group's new transformation and development phase is well under way. The Group will provide details of its strategic priorities and financial objectives for the next three years on May 13th".

1 - GROUP CONSOLIDATED RESULTS

In EUR m	Q1 13	Q1 14	Change Q1 vs. Q1
Net banking income	4,981	5,676	+14.0%
*On a like-for-like basis**			*+18.8%*
*Net banking income***	*5,643*	*5,829*	*+3.3%*
Operating expenses	(3,971)	(3,875)	-2.4%
*On a like-for-like basis**			*+0.2%*
Gross operating income	1,010	1,801	+78.3%
*On a like-for-like basis**			*+97.6%*
Net cost of risk	(927)	(667)	-28.0%
Operating income	83	1,134	x13.7
*On a like-for-like basis**			*NM*
Impairment losses on goodwill	0	(525)	NM
Reported Group net income	364	315	-13.3%
Group ROE (after tax)	2.8%	2.2%	

Net banking income

The Group's net banking income totalled EUR 5,676 million in Q1 14, up +14.0% vs. Q1 13, or EUR 5,829 million excluding non-economic items(1) (+3.3%).

For the record, Q1 13 revenues bore the expense of the initial application of IFRS 13, with a cost related to CVA(1) of around EUR -460 million. When restated for this additional factor in Q1 13 and Q1 14 (for EUR +52 million), revenues were slightly lower (-2.1%* excluding non-economic items).

- **French Retail Banking (RBDF)** revenues were stable vs. Q1 13. In a sluggish economic environment, they were underpinned by very strong deposit inflow, with healthy growth in digital banking activities, where Societe Generale confirmed its leadership position in France.

- In **International Retail Banking & Financial Services (IBFS)**, revenues were up +2.4%*. They were slightly lower in Europe (-3.7%*) and significantly higher in Russia (+8.3%*) as well as the rest of the world (+2.7%*) in International Retail Banking. Financial Services to Corporates (+13.9%*) and Insurance (+6.1%*) provided further confirmation of their dynamism.

- In **Global Banking & Investor Solutions (GBIS)**, good client-driven activity underpinned resilient revenues (-4.7%*), in an uncertain environment.

The accounting impact of the revaluation of the Group's own financial liabilities was EUR -158 million in Q1 14 (EUR -1,045 million in Q1 13), and represents the bulk of the Corporate Centre's net banking income. Adjustments related to DVA (see methodology note No. 8) totalled EUR +5 million in Q1 14 (EUR +383 million in Q1 13, the date IFRS 13 came into force) and are allocated mainly to Global Banking & Investor Solutions' revenues.

(1) See methodology note No. 8. CVA: *Credit Value Adjustment* implemented from January 1st, 2013 in accordance with the application of IFRS 13.

Operating expenses

The Group's operating expenses came to EUR -3,875 million in Q1 14 (EUR -3,971 million in Q1 13), down -2.4% (stable when adjusted for changes in Group structure and at constant exchange rates, +0.2%*). Efforts to control operating expenses were particularly noticeable in French Retail Banking (-0.4%*), with a moderate increase in International Retail Banking & Financial Services and Global Banking & Investor Solutions, reflecting the targeted investments in these businesses.

Operating income

The Group's gross operating income was sharply higher, at EUR 1,801 million in Q1 14 vs. EUR 1,010 million in Q1 13, primarily due to the effect of non-economic variations attributable to the revaluation of own financial liabilities.

Gross operating income rose +0.7%* in French Retail Banking and +1.5%* in IBFS, whereas the sluggish environment during the quarter adversely affected the gross operating income of GBIS (-15.2%*). If non-economic items and CVA are stripped out, the Group's gross operating income experienced a limited decline of -6.6%*.

The Group's **net cost of risk** amounted to EUR 667 million in Q1 14, down -27.1%* vs. Q1 13 which included EUR -100 million of collective provisions in respect of litigation risk.

The Group's **commercial cost of risk** (expressed as a fraction of outstanding loans) stood at 65[(1)] basis points in Q1 14, down -24 basis points vs. Q4 13, despite a still challenging economic environment.

- In **French Retail Banking**, it fell significantly to 51 basis points (vs. 74 basis points in Q4 13). The cost of risk declined consistently in both the Societe Generale and Crédit du Nord networks. The decline was significant, especially for business customers.
- At 138 basis points (vs. 201 basis points in Q4 13), **International Retail Banking & Financial Services'** cost of risk showed a marked decline, with mixed trends according to region. In Romania, after the substantial provisioning in Q4 13, the cost of risk declined significantly and started to return to normal. In the Czech Republic, the situation remained satisfactory. In Russia, the increased cost of risk in Q1 14 was focused on individual customers.
- **Global Banking & Investor Solutions'** cost of risk remained low at 18 basis points (vs. -2 basis points in Q4 13), confirming the quality of the loan portfolio.

The Group's gross NPL coverage ratio, excluding legacy assets, amounted to 59% at end-March 2014 (vs. 58% at end-December 2013).

The Group's **operating income** totalled EUR 1,134 million in Q1 14, vs. EUR 83 million in Q1 13. This variation can be explained principally by the impact of the revaluation of the Group's own financial liabilities (EUR -1,045 million in Q1 13), and litigation provisions (EUR -100 million in Q1 13), which had a more negative effect in 2013 than in 2014.

If non-economic items are stripped out, operating income was respectively EUR 1,287 million in Q1 14 and EUR 745 million in Q1 13.

French Retail Banking's operating income was up +23.1%*, benefiting from a policy to control operating expenses and a significant decline in the net cost of risk. IBFS also benefited from a significant decline in the net cost of risk, with operating income up +6.2%*, whereas Global Banking & Investor Solutions' operating income was down -13.8%*.

Overall, operating income excluding non-economic items and CVA rose +10.0%*, reflecting the good operating performance of the businesses (especially Retail Banking) and the controlled cost of risk.

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(1) Annualised rate, excluding litigation issues and legacy assets in 2013, in respect of assets at the beginning of the period and including operating leases. Cost of risk in Q1 13 of 68 basis points for RBDF, 134 basis points for IBFS and 15 basis points for GBIS.

Net income

After taking into account tax (the Group's effective tax rate was 23.9% in Q1 14 and 22.4% in Q1 13) and the contribution of non-controlling interests, Group net income totalled EUR 315 million in Q1 14 (EUR 364 million in Q1 13). It includes the total write-down (amounting to EUR -525 million) of the goodwill of International Retail Banking & Financial Services' activities in Russia, reducing Group net income excluding non-economic items by EUR 941 million to EUR 416 million, without a negative effect on prudential ratios. The write-down reflects the decline in Rouble/Euro exchange rate parities, the slowdown in the economy and an increase in Russia's risk premium in the current environment. The Group increased its stake in its Rosbank subsidiary during Q1 2014 and remains confident about its medium/long-term prospects in this country.

When corrected for non-economic items (revaluation of own financial liabilities and DVA), Group net income amounted to EUR 416 million in Q1 14 vs. EUR 798 million in Q1 13, which included the positive result of the disposal of the NSGB subsidiary, amounting to EUR +417 million.

The Group's ROE, excluding non-economic items but including the impact of the goodwill write-down, stood at 3.2% for Q1 14 (2.2% in absolute terms).

Earnings per share amounts to EUR 0.30 for Q1 14, after deducting interest payable to holders of deeply subordinated notes and undated subordinated notes(1). Excluding the revaluation of own financial liabilities and DVA, earnings per share amounts to EUR 0.43, after deducting interest payable to holders of deeply subordinated notes and undated subordinated notes(1).

(1) The interest, net of tax effect, payable to holders of deeply subordinated notes and undated subordinated notes amounts to respectively EUR -84 million and EUR -2 million for Q1 14, without an effect related to capital gains/losses on partial buybacks.

2 - THE GROUP'S FINANCIAL STRUCTURE

Group **shareholders' equity** totalled EUR 51.1 billion[(1)] at March 31st, 2014 and tangible net asset value per share was EUR 49.75 (corresponding to net asset value per share of EUR 56.61, including EUR 1.12 of unrealised capital gains).

The **consolidated balance sheet** totalled EUR 1,266 billion at March 31st, 2014 (EUR 1,214 billion at December 31st, 2013, an amount adjusted in relation to the published financial statements, after the retrospective implementation of IFRS 10 and 11). The net amount of **customer loans**, including lease financing, was EUR 342 billion (EUR -4 billion vs. December 31st, 2013). At the same time, **customer deposits** amounted to EUR 309 billion (EUR -5 billion vs. December 31st, 2013).

The Group's **funded balance sheet** (see methodology note No. 7) totalled EUR 623 billion at end-March 2014, down EUR -18 billion vs. December 31st, 2013, with a loan/deposit ratio of 104% (stable vs. December 31st, 2013). At end-April 2014, the Group had raised around EUR 9.4 billion, representing approximately 45% of its medium/long-term issuance programme for 2014, at an attractive cost (around 44 basis points above the 6-month mid-swap benchmark index at April 30th, 2014) with an average maturity (excluding subordinated debt) of 5 years. The Group's **liquid asset buffer** (see methodology note No. 7) totalled EUR 160 billion at March 31st, 2014 (vs. EUR 174 billion at December 31st, 2013), covering 136% of short-term financing requirements (including long-term debt arriving at maturity in less than one year).

The Group's **risk-weighted assets** amounted to EUR 345.4 billion at end-March 2014, vs. EUR 342.6 billion at end-December 2013 according to CRR/CRD4 rules. The increase can be explained principally by the application of tougher weightings. Retail Banking accounted for around 60% of the Group's risk-weighted assets at end-March. Global Markets (including legacy assets) accounted for 20% of the total. For the record, legacy assets account for around 1% of the Group's risk-weighted assets and, as such, have been reintegrated (as from January 1st, 2014) in the analyses relating to Global Banking & Investor Solutions.

At March 31st, 2014, the Group's **Common Equity Tier 1 ratio**[(2)] stood at 10.1%[(3)]. It was 8.7% at March 31st, 2013. The Tier 1 ratio was 11.8% (and 12.1% pro forma for the additional capital issue in April 2014), up +144 basis points vs. Q1 13. The Total Capital ratio amounted to 13.5% at end-March 2014 (13.7% pro forma), up +170 basis points vs. Q1 13.

The **leverage ratio** stood at 3.5% and 3.6% pro forma for the additional capital issue in April 2014[(2)].

The Group is rated by the rating agencies DBRS (long-term senior rating: AA – low – negative), FitchRatings (A – negative, outlook downgraded from "stable" to "negative" on March 26th, 2014 to anticipate the probable removal of the notch for government support in this agency's rating), Moody's (A2 – stable) and Standard & Poor's (A – negative, rating confirmed on April 29th, 2014).

(1) This figure includes notably (i) EUR 6.6 billion of deeply subordinated notes and (ii) EUR 0.4 billion of undated subordinated notes

(2) All the solvency/leverage ratios published are calculated according to CRR/CRD4 rules, without the benefit of transitional provisions (fully-loaded), unless indicated otherwise. 2013 data pro forma for applicable CRR/CRD4 rules.

(3) The phased-in ratio stood at 10.9% at March 31st, 2014.

3 - FRENCH RETAIL BANKING

In EUR m	**Q1 13**	**Q1 14**	**Change Q1 vs. Q1**
Net banking income	2,070	2,073	+0.1% *+0.0%(1)*
Operating expenses	(1,335)	(1,329)	-0.4%
Gross operating income	735	744	1.2% *+0.9%(1)*
Net cost of risk	(323)	(232)	-28.2%
Operating income	412	512	+24.2%
Group net income	267	323	+20.8%

(1) Excluding PEL/CEL

Despite a challenging macro-economic environment, **French Retail Banking** delivered a resilient commercial performance in Q1 14, again demonstrating the robustness of its franchise.

Outstanding balance sheet deposits rose +7.1% vs. Q1 13 to EUR 159.8 billion. By customer segment, deposit inflow was driven by the sharp rise in the business segment (+14.4%), and remained dynamic in the individual segment (+3.1%). By type of savings vehicle, the growth in deposits was driven by the inflow on term deposits and certificates of deposit (+14.8%). PEL (home ownership savings plan) outstandings were also sharply higher (+9.4%).

French Retail Banking remained fully committed to serving its customers and continued to actively support the economy, assisting both businesses and individuals with the financing of their projects. However, against a backdrop of economic uncertainty, financing demand remained weak, as testified by the decline in outstanding loans (-2.5% vs. Q1 13) to EUR 176.0 billion. Outstanding loans totalled EUR 78.6 billion for commercial and business customers and EUR 96.3 billion for individuals.

After the inclusion of Franfinance, the average loan/deposit ratio stood at 110% in Q1 14 vs. 121% for the same period in the previous year. Accordingly, the ratio improved by -11 points vs. Q1 13 and by -2 points vs. the previous quarter.

French Retail Banking revenues proved resilient, with net banking income of EUR 2,073 million, stable vs. Q1 13. The interest margin was slightly higher (+0.1%), excluding the PEL/CEL effect, than in Q1 13.

Operating expenses were down -0.4% vs. Q1 13, reflecting the effect of the cost-saving plans implemented.

French Retail Banking generated gross operating income of EUR 744 million, up +0.9% (excluding PEL/CEL effect) vs. Q1 13.

French Retail Banking's cost of risk was significantly lower at 51 basis points in Q1 14. It was 23 points lower than in the previous quarter.

French Retail Banking's contribution to Group net income totalled EUR 323 million, up +20.8% vs. Q1 13.

4 - INTERNATIONAL RETAIL BANKING & FINANCIAL SERVICES

The division's contribution to Group net income was a loss of EUR -284 million in Q1 14, including the goodwill write-down on Russian activities (EUR -525 million) due to the devaluation of the rouble, growing uncertainty and lagging performances in conjunction with the economic slowdown. When restated for this factor, the division's contribution to Group net income was EUR 241 million, up +8.4%* vs. Q1 13. The increase can be explained by higher revenues (+2.4%* vs. Q1 13 at EUR 1,818 million) coupled with costs that remained under control (+3.0%*) thanks to a decline in payroll costs. Accordingly, gross operating income totalled EUR 761 million, up +1.5%* over the same period. The cost of risk was -2.8%* lower in Q1 14 than in Q1 13, on the back of a reduction in Europe and especially Romania.

The financial results include in particular the following structure effects: the disposal of the Egyptian subsidiary NSGB in March 2013, and the increase in the Group's stake in its Russian subsidiary Rosbank to 92.4% in December 2013.

In EUR m	**Q1 13**	**Q1 14**	**Change Q1 vs. Q1**
Net banking income	1,932	1,818	-5.9%
*On a like-for-like basis**			*+2.4%*
Operating expenses	(1,113)	(1,057)	-5.0%
*On a like-for-like basis**			*+3.0%*
Gross operating income	819	761	-7.1%
*On a like-for-like basis**			*+1.5%*
Net cost of risk	(406)	(378)	-7.0%
Operating income	413	383	-7.3%
*On a like-for-like basis**			*+6.2%*
Impairment losses on goodwill	0	(525)	NM
Group net income	256	(284)	NM

4.1 International Retail Banking

The commercial performance in Q1 14 continued in the same vein as in 2013: International Retail Banking's outstanding loans rose slightly (+0.7%*) vs. Q1 13 to EUR 78.3 billion while deposit growth remained strong in all the regions where the Group operates (+8.9%* at EUR 69.0 billion).

The increase in outstanding loans reflects mixed trends: while growth was buoyant in Russia, the Czech Republic, Germany and Africa, outstandings were lower in Romania and other countries in Continental Europe.

International Retail Banking posted revenues of EUR 1,332 million (+0.4%*), gross operating income of EUR 527 million (-3.6%*) and a contribution to Group net income of EUR 83 million (-15.4%*) in Q1 14, before the goodwill write-down on Russian activities.

In Western Europe, where the Group has operations in France, Germany and Italy, essentially in consumer finance, outstanding loans were stable at EUR 13.6 billion. Outstandings rose +10.3%* in Germany vs. Q1 13, but declined -5.7%* in France. The region posted revenues of EUR 162 million, gross operating income of EUR 75 million and a contribution to Group net income of EUR 10 million in Q1 14.

In the Czech Republic, Komercni Banka (KB) delivered a solid commercial performance despite strong competition. Outstanding loans rose +3.0% in Q1 14 vs. Q1 13 (to EUR 17.4 billion), driven by the positive momentum for business customers and the growth in home loans and consumer loans. Over the same period, outstanding deposits remained healthy (+9.7%* at EUR 24.0 billion). Revenues were lower in Q1 14 (-1.8%* vs. Q1 13) at EUR 246 million, due primarily to the decline in deposit margins in 2013. The contribution to Group net income rose +1.7%* to EUR 49 million on the back of the lower cost of risk.

In Romania, despite the improvement in the economic environment, credit demand remained moderate, with companies adopting a “wait-and-see” attitude. This partially explains the decline in BRD’s outstanding loans (-9.8%* to EUR 6.4 billion). In the case of individual customers, demand related to the “Prima Casa” programme (government scheme to subsidise property loans to first-time buyers) held up well. Deposit inflow remained high in Q1 14, with outstandings increasing +7.1%* to EUR 7.8 billion. Against this backdrop of lower loan volumes and margin pressure, BRD’s revenues were down -11.8%* vs. Q1 13 at EUR 130 million and gross operating income came to EUR 52 million. BRD posted net income close to breakeven (EUR -2 million) in Q1 14 on the back of a sharp reduction in the cost of risk.

In the **other European countries,** the Group continued to enjoy strong deposit inflow in Q1 14 (outstandings up +10.0%* at EUR 9.1 billion), whereas outstanding loans fell slightly (-0.9%* to EUR 10.6 billion). Q1 revenues were down -4.8%* vs. Q1 13 (at EUR 153 million) and operating expenses were stable (at EUR 108 million). The contribution to Group net income came to EUR 1 million (vs. a loss of EUR -11 million in Q1 13).

In Russia, Societe Generale announced in April 2014 that it had acquired the Interros group’s shareholding (7%) in Rosbank, thus taking its stake in its subsidiary to 99.4%.
The Group maintained a satisfactory commercial momentum in Q1 14: outstanding loans were up +6.2%* vs. end-March 2013 (at EUR 12.5 billion, driven by the increase in the individual customer segment). Outstanding deposits enjoyed robust growth (+12.8%* to EUR 8.6 billion overall) over the same period. Against this backdrop, Rosbank’s loan/deposit ratio continued to improve (104% at end-March 2014 vs.112% in March 2013).
Net banking income rose +8.3%* to EUR 277 million in Q1 14, while costs remained under control (+4.4%*). Overall and on the back of the increase in the cost of risk, the contribution to Group net income was at breakeven before goodwill write-down of EUR -525 million.
All in all, the SG Russia[(1)] operation made a EUR 7 million contribution to Group net income in Q1 14 before goodwill write-down.

In the other regions where the Group operates, at end-March 2014, outstanding loans rose in Sub-Saharan Africa (+5.8%* vs. end-March 2013) and the Mediterranean Basin (+2.2%*), and totalled EUR 17.8 billion (+0.7%* vs. end-March 2013). Over the same period, outstanding deposits grew +6.7%*. At EUR 364 million, revenues increased +2.7%* vs. Q1 13, with controlled costs (+3.2%*). The contribution to Group net income totalled EUR 24 million (+2.8%*) vs. EUR 43 million in Q1 13, which included the contribution of the NSGB subsidiary in Egypt.

4.2 Insurance

The **Insurance** business enjoyed a healthy commercial momentum in Q1 14.

In life insurance savings, the Group experienced a good level of net inflow in Q1 14 (EUR +0.9 billion with a 2-point increase in the unit-linked component in Q1 14 to 12%). Outstandings rose +5.4%* vs. end-March 2013.

Personal Protection insurance continued to enjoy robust growth in France, driven primarily by payment protection insurance and health insurance. Property/Casualty insurance premiums were up +4.2% vs. Q1 13.

Net banking income rose +6.1%* vs. Q1 13 to EUR 192 million. The Insurance business’ contribution to Group net income increased +4.2%* to EUR 81 million in Q1 14.

(1) SG Russia’s result: contribution of Rosbank, Delta Credit Bank, Rusfinance Bank, Societe Generale Insurance, ALD automotive and their consolidated subsidiaries to the businesses’ results.

4.3 Financial Services to Corporates

Financial Services to Corporates continued to enjoy a strong momentum in Q1 14, with earnings up +29.5%* vs. Q1 13, representing a contribution to Group net income of EUR 100 million.

At end-March 2014, **Operational Vehicle Leasing and Fleet Management** posted very strong growth (+9%[1] vs. end-March 2013) in its fleet, which exceeded one million vehicles. This performance was underpinned by the successful development of its partnerships with car manufacturers and retail banking networks with, in particular in Q1 14, the signing of an agreement with BBVA. Accordingly, the business strengthened its leadership position both at European level and globally.

At end-March 2014, **Equipment Finance** posted a good level of new business, up +16% vs. Q1 13 (at constant exchange rates). It was particularly healthy in Germany, Italy and the United States. New business margins remained at a high level thanks to a selective origination policy. At end-March 2014, outstanding loans totalled EUR 15.1 billion (excluding factoring), down -2.6%* vs. end-March 2013.

In Q1 14, Financial Services to Corporates' revenues amounted to EUR 334 million, substantially higher than in Q1 13 (+13.9%*). Operating expenses remained under control at EUR 172 million (+4.9%*). Gross operating income rose +25.3%* to EUR 162 million. Over the same period, the net cost of risk was down -11.5%* at EUR 21 million. As a result, the contribution to Group net income increased +29.5%* to EUR 100 million in Q1 14 (vs. EUR 78 million in Q1 13).

[1] At constant structure

5 - GLOBAL BANKING & INVESTOR SOLUTIONS

The Global Banking & Investor Solutions division encompasses the following business lines:
(i) **Corporate and Investment Banking**,
(ii) **Asset and Wealth Management** (Amundi, Lyxor and SG Private Banking)
(iii) **Securities Services** (Societe Generale Securities & Services) **and Brokerage** (Newedge)

In EUR m	**Q1 13**	**Q1 14**	**ChangeQ1 vs. Q1**
Net banking income	2,266	2,127	-6.1%
*On a like-for-like basis**			*-4.7%*
Operating expenses	(1,469)	(1,465)	-0.3%
*On a like-for-like basis**			*+1.0%*
Gross operating income	797	662	-17.0%
*On a like-for-like basis**			*-15.2%*
Net cost of risk	(71)	(54)	-23.8%
Operating income	726	608	-16.3%
*On a like-for-like basis**			*-13.8%*
Group net income	567	481	-15.2%

Global Banking & Investor Solutions' revenues were -4.7%* lower than in Q1 13 (at EUR 2,127 million). Operating expenses were slightly higher (+1.0%* over the same period) at EUR -1,465 million and gross operating income was down -15.2%*.
With a limited net cost of risk of EUR -54 million, the division's contribution to Group net income totalled EUR 481 million (vs. EUR 567 million in Q1 13) resulting in a ROE of 15%.

5.1 Corporate and Investment Banking

Corporate and Investment Banking generated revenues of EUR 1,698 million in Q1 14 (down -6.8%* vs. Q1 13), the result of good client-driven earnings in an uncertain environment.

Operating expenses were stable (-0.2%* year-on-year) and amounted to EUR -1,103 million in Q1 14, despite continued selective investments in Corporate and Investment Banking's core businesses.

The **net cost of risk** remained low at EUR -53 million, down -28.7%* year-on-year.

SG CIB's contribution to **Group net income** totalled EUR 409 million, vs. EUR 486 million in Q1 13.

Global Markets

Global Markets posted revenues down -7.9%* at EUR 1,243 million in Q1 14. The business' contribution to Group net income amounted to EUR 316 million in Q1 14.

- At EUR 688 million, **Equity** activities' revenues were up +9.3% vs. Q1 13 against the backdrop of a positive market momentum favourable to cash and flow activities, particularly in Europe. SG CIB maintained its leadership position in equity derivatives, with a market share of 12.0% in warrants. Structured products continued to turn in a strong commercial performance in Q1 14. SG CIB again distinguished itself, winning numerous awards including the coveted award of "Best House in Europe for Structured retail products" by *StructuredRetailProducts.com, February 2014* - and was again ranked No. 1 "All Categories" in the *AsiaRisk interdealer rankings 2014 (March 2014).*

- At EUR 556 million, **Fixed Income, Currencies & Commodities** posted revenues down -25.3% vs. Q1 13 which represented a high comparison base, in a challenging market environment for rate activities which were hit by low volumes, tighter margins and continued macroeconomic uncertainty, both for flow and structured products. Client-driven activity remained buoyant for credit, which benefited from strong primary business in Europe, interest from US corporate clients and the expansion of flow activities in Asia. Emerging market activities posted resilient earnings, on the back of increased client-driven activity in Asia and despite a lacklustre performance in Eastern Europe. Forex products held up well. SG CIB was also named “No. 1 Best Overall Institution - Europe”, No. 1 “Commodity Dealer” and No. 1 “Energy, Base Metals & Coal Overall” in commodities by *Energy Risk (February 2014)*.

Financing & Advisory

At EUR 455 million, **Financing & Advisory** revenues were down -3.8%* vs. Q1 13. The business’ results were driven by the good performance of bond and equity issuance as testified by the IFR rankings (No. 2 in euro bonds, No. 1 in euro corporate bonds and No. 1 in EMEA equity and equity related issuances). Revenues for leveraged finance and acquisition finance were lower due to a selective approach in an aggressive market. The good results generated by natural resources financing also helped drive the business’ revenues, whereas structured financing’s results were in line with Q1 13.

SG CIB continued to participate in a number of emblematic transactions with major European clients in Q1 14. These included, in particular, EDF**,** which reopened the hybrid market in 2014 with a record issue of around USD 10 billion via 5 senior USD tranches and 4 hybrid tranches in three currencies (EUR, USD and GBP). The transaction includes notably a USD tranche with a 100-year maturity, which currently represents the largest century bond ever issued by a European corporate. SG CIB also acted as joint bookrunner for a convertible bond issue enabling Fresenius to raise EUR 500 million to finalise the financing for the acquisition of hospitals. SG CIB acted as Mandated Lead Arranger, Lender and Hedge Provider for a non-recourse mortgage loan refinancing a real estate portfolio of office properties owned by dedicated subsidiaries of Prime Office AG. SG CIB was also mandated by Liberty Global, the largest cable operator outside the US, to act as a Mandated Lead Arranger, Underwriter and Co-Dealer Bookrunner of the EUR 5.3 billion financing facilities to support the acquisition of Ziggo, the largest cable operator in the Netherlands.

5.2 Asset and Wealth Management

The revenues of the **Asset and Wealth Management** business line totalled EUR 261 million, up +2.6%* year-on-year. At EUR -204 million, operating expenses were up +3.5%*. The cost to income ratio was stable vs. Q1 13, at 78%.

The contribution to Group net income amounted to EUR 68 million in Q1 14, down -4.8%* vs. a Q1 13 which included a EUR 4 million risk provision write-back.

Private Banking

Private Banking posted good client-driven earnings in Q1 14, with an increase in the gross margin to 107 basis points(1). Revenues were up +5.0%* vs. Q1 13 (at EUR 207 million), driven primarily by the activities in France and the United Kingdom.

At EUR 114 billion at end-March, assets under management benefited from an excellent level of inflow of EUR +1.2 billion in Q1 14, with a positive inflow for all European operations, particularly in France and the United Kingdom. Moreover, the review of rules for the classification of assets under management resulted in the reclassification of EUR 7.4 billion of these assets in the “assets under administration” category. Finally, following the launch of the new private banking model in France, EUR 35 billion were included in Private Banking’s assets under management.

Moreover, as part of the refocusing of its activities on its European platforms, on March 17th, 2014, Societe Generale signed a sale agreement with DBS concerning its private banking activities in Asia, managed

(1) Assets under management of Private Banking in France included for one-third, in line with the sharing of revenues between RBDF and GBIS

from Singapore and Hong Kong and representing USD 12.6 billion of assets under management at end-December 2013.

Private Banking provided further confirmation of its expertise by being voted “Best Private Bank in Western Europe for Structured Products” for the 10th year running, by *Euromoney* magazine *(February 2014).*

Lyxor and Amundi

Lyxor recorded an increase in assets under management of EUR +4 billion in Q1 14, to EUR 84 billion**.** This was driven by a EUR +2.6 billion net inflow, which was particularly buoyant on ETFs, and a positive performance effect of EUR +1.0 billion. Lyxor’s revenues were down -3.4%* at EUR 48 million, representing a decline in the gross margin to 24 basis points vs. 28 basis points in Q1 13.

Amundi’s contribution to Group net income came to EUR 25 million in Q1 14 vs. EUR 26 million in Q1 13.

5.3 Securities Services and Brokerage

The business line’s contribution to Group net income amounted to EUR 4 million vs. EUR 5 million in Q1 13 while transformation plans and plans to increase competitiveness continued.

Securities Services

Assets under custody increased +2.9% to EUR 3,649 billion vs. end-December 2013. Assets under administration rose +3.0% over the same period to EUR 509 billion.

Revenues and operating expenses increased by respectively +4.5%* and +5.8%* in Q1 14.

SG Securities & Services’ brokerage and custody activities were also named No. 1 in Croatia, Romania, Russia and Serbia, No. 2 in Poland, Spain, the Czech Republic and Serbia by *Global Investor/ISF* magazine *(March 2014).*

Brokerage

Newedge’s **Brokerage** activity is currently being restructured. It was close to breakeven, with a contribution to Group net income of EUR -3 million.

6 - CORPORATE CENTRE

In EUR m	**Q1 13**	**Q1 14**	**Change Q1 vs. Q1**
Net banking income	(1,287)	(342)	+73.4%
*On a like-for-like basis**			*+73.8%*
Operating expenses	(55)	(24)	-56.0%
*On a like-for-like basis**			*-56.3%*
Gross operating income	(1,342)	(366)	+72.7%
*On a like-for-like basis**			*+73.1%*
Net cost of risk	(127)	(3)	-97.6%
Operating income	(692)	(182)	+73.8%
*On a like-for-like basis**			*+74.2%*
Group net income	(727)	(205)	+71.9%

The Corporate Centre includes:

- the Group's property portfolio,

- the banking and industrial equity portfolio,

- the Treasury function for the Group, certain costs related to cross-functional projects and certain costs incurred by the Group and not reinvoiced.

The **Corporate Centre's** revenues totalled EUR -342 million in Q1 14 (vs. EUR -1,287 million in Q1 13). They include in particular the revaluation of the Group's own financial liabilities amounting to EUR -158 million (vs. a total impact in Q1 13 of EUR -1,045 million).

Operating expenses amounted to EUR -24 million vs. EUR -55 million in Q1 13.

Gross operating income came to EUR -366 million in Q1 14. When restated for the revaluation of own financial liabilities (see methodology note No. 8), it amounted to EUR -208 million (vs. EUR -297 million in Q1 13) and can be explained principally by the additional financing cost for the surplus liquidity currently held by the Group. This is borne by the Corporate Centre which provides the Group's Treasury function.

The net cost of risk amounted to EUR -3 million in Q1 14, vs. EUR -127 million in Q1 13, which included an additional collective provision for litigation issues amounting to EUR -100 million.

The Corporate Centre posted no net gain on other assets in Q1 14, vs. EUR +441 million in Q1 13 (in respect of the disposal of NSGB and an adjustment on the disposal of TCW).

The Corporate Centre's contribution to Group net income was a loss of EUR -205 million in Q1 14, vs. EUR -727 million in Q1 13. When restated for the revaluation of own financial liabilities (see methodology note No. 8), it amounted to EUR -101 million (vs. EUR -42 million in Q1 13).

7 - CONCLUSION

During Q1 2014, Societe Generale continued with its transformation strategy and demonstrated the robustness of its customer-focused banking model. A good commercial performance, combined with rigorous discipline in controlling operating expenses and a decline in the net cost of risk, resulted in sharply higher operating income. The Group continued to reinforce the structure of its balance sheet and its prudential ratios, with a Common Equity Tier 1 ratio of 10.1% at end-March 2014. The Group will present its medium-term outlook on May 13th, during a day dedicated to the presentation of its strategy and financial objectives.

8 - 2014 FINANCIAL CALENDAR

2014 financial communication calendar

May 13th, 2014	Investor Day
May 20th, 2014	Annual General Meeting
May 27th, 2014	Detachment of the dividend(1)
May 30th, 2014	Payment of the dividend(1)
August 1st, 2014	Publication of second quarter 2014 results
November 6th, 2014	Publication of third quarter 2014 results

(1) *subject to approval by the Annual General Meeting on May 20th, 2014*

9 - APPENDIX 1: FINANCIAL DATA: *2013 data adjusted following the retrospective implementation of IFRS 10 and 11 on January 1st, 2014*

CONSOLIDATED INCOME STATEMENT (in EUR millions)	Q1 13	Q1 14	Change Q1 vs. Q1	
Net banking income	4,981	5,676	+14.0%	+18.8%*
Operating expenses	(3,971)	(3,875)	-2.4%	+0.2%*
Gross operating income	**1,010**	**1,801**	**+78.3%**	**+97.6%***
Net cost of risk	(927)	(667)	-28.0%	-27.1%*
Operating income	**83**	**1,134**	**x13.7**	**n/s**
Net profits or losses from other assets	448	(2)	NM	
Net income from companies accounted for by the equity method	50	53	+6.0%	
Impairment losses on goodwill	0	(525)	NM	
Income tax	(119)	(271)	x2.3	
Net income	**462**	**389**	**-15.7%**	
O.w. non controlling interests	98	74	-24.5%	
Group net income	**364**	**315**	**-13.3%**	**+2.9%***

*** When adjusted for changes in Group structure and at constant exchange rates**

NET INCOME AFTER TAX BY CORE BUSINESS (in EUR millions)	Q1 13	Q1 14	Change Q1 vs. Q1
French retail Banking	**267**	**323**	**20.8%**
International Retail Banking & Financial Services	**256**	**(284)**	**NM**
Global Banking and Investor Solutions	**567**	**481**	**-15.2%**
CORE BUSINESSES	**1,090**	**520**	**-52.3%**
Corporate Centre	**(727)**	**(205)**	**+71.9%**
GROUP	**364**	**315**	**-13.3%**

CONSOLIDATED BALANCE SHEET

Assets (in billions of euros)	March 31, 2014	December 31, 2013	% change
Cash, due from central banks	60.8	66.6	-9%
Financial assets measured at fair value through profit and loss	544.6	479.1	+14%
Hedging derivatives	12.7	11.5	+11%
Available-for-sale financial assets	132.3	130.2	+2%
Due from banks	75.3	75.4	-0%
Customer loans	318.6	332.7	-4%
Lease financing and similar agreements	27.3	27.7	-1%
Revaluation differences on portfolios hedged against interest rate risk	3.2	3.0	+4%
Held-to-maturity financial assets	4.1	1.0	x 4.1
Tax assets	7.2	7.3	-1%
Other assets	52.7	54.1	-3%
Non-current assets held for sale	1.9	0.1	x 16.3
Investments in subsidiaries and affiliates accounted for by equity method	3.1	2.8	+10%
Tangible and intangible fixed assets	17.6	17.6	-0%
Goodwill	4.4	5.0	-12%
Total	**1,265.8**	1,214.2	4%

Liabilities (in billions of euros)	March 31, 2014	December 31, 2013	% change
Due to central banks	9.0	3.6	x 2.5
Financial liabilities measured at fair value through profit and loss	492.2	425.8	+16%
Hedging derivatives	9.4	9.8	-4%
Due to banks	76.9	86.8	-11%
Customer deposits	315.8	334.2	-6%
Securitised debt payables	138.5	138.4	+0%
Revaluation differences on portfolios hedged against interest rate risk	5.1	3.7	+37%
Tax liabilities	1.9	1.6	+15%
Other liabilities	53.7	53.5	+0%
Non-current liabilities held for sale	3.2	0.0	NM
Underwriting reserves of insurance companies	94.6	91.5	+3%
Provisions	3.5	3.8	-8%
Subordinated debt	7.9	7.5	+5%
Shareholders' equity	51.1	50.9	+0%
Non controlling Interests	3.0	3.1	-4%
Total	**1,265.8**	**1,214.2**	4%

10 - APPENDIX 2: METHODOLOGY

1- The Group's consolidated results as at March 31st, 2014 were examined by the Board of Directors on May 6th, 2014.

The financial information presented in respect of Q1 2014 has been prepared in accordance with IFRS as adopted in the European Union and applicable at that date. This financial information does not constitute a set of financial statements for an interim period as defined by IAS 34 "Interim Financial Reporting" and has not been audited. Societe Generale's management intends to publish summarised interim consolidated financial statements for the six-month period ended June 30th, 2014.

Note that the data for the 2013 financial year have been restated due to the implementation of IFRS 10 and 11, resulting in the publication of adjusted data for the previous financial year. Similarly, these data will be published according to IAS 34 for the interim period from January 1st, 2014 to June 30th, 2014. As such, they have not been audited at March 31st, 2014.

For financial communication purposes, data relating to the subsidiary Lyxor were reclassified in 2013 within the Global Banking & Investor Solutions division in Asset and Wealth Management, this change only actually taking effect at the beginning of 2014.

2- Group ROE is calculated on the basis of average Group shareholders' equity under IFRS excluding (i) unrealised or deferred capital gains or losses booked directly under shareholders' equity excluding conversion reserves, (ii) deeply subordinated notes, (iii) undated subordinated notes recognised as shareholders' equity ("restated"), and deducting (iv) interest payable to holders of deeply subordinated notes and of the restated, undated subordinated notes. The net income used to calculate ROE is based on Group net income excluding interest, net of tax impact, to be paid to holders of deeply subordinated notes for the period and, since 2006, holders of deeply subordinated notes and restated, undated subordinated notes (EUR 84 million for 2014).
As from January 1st, 2014, the allocation of capital to the different businesses is based on 10% of risk-weighted assets at the beginning of the period, vs. 9% previously. The published quarterly data related to allocated capital have been adjusted accordingly. At the same time, the normative capital remuneration rate has been adjusted for a neutral combined effect on the businesses' historic revenues.

3- For the calculation of **earnings per share**, "Group net income for the period" is corrected (reduced in the case of a profit and increased in the case of a loss) for capital gains/losses recorded on partial buybacks (i.e. a EUR 6 million capital gain in Q1 14), interest, net of tax impact, to be paid to holders of:

(i) deeply subordinated notes (EUR -84 million in respect of Q1 14),

(ii) undated subordinated notes recognised as shareholders' equity (EUR -2 million in respect of Q1 14).

Earnings per share is therefore calculated as the ratio of corrected Group net income for the period to the average number of ordinary shares outstanding, excluding own shares and treasury shares but including (a) trading shares held by the Group and (b) shares held under the liquidity contract.

4- Net assets are comprised of Group shareholders' equity, excluding (i) deeply subordinated notes (EUR 6.6 billion), undated subordinated notes previously recognised as debt (EUR 0.4 billion) and (ii) interest payable to holders of deeply subordinated notes and undated subordinated notes, but reinstating the book value of trading shares held by the Group and shares held under the liquidity contract. **Tangible net assets** are corrected for net goodwill in the assets and goodwill under the equity method. In order to calculate Net Asset Value Per Share or Tangible Net Asset Value Per Share, the number of shares used to calculate book value per share is the number of shares issued at March 31st, 2014, excluding own shares and treasury shares but including (a) trading shares held by the Group and (b) shares held under the liquidity contract.

5- The Societe Generale Group's **Common Equity Tier 1 capital** is calculated in accordance with applicable CRR/CRD4 rules.

6- The Group's **ROTE** is calculated on the basis of tangible capital, i.e. excluding cumulative average book capital (Group share), average net goodwill in the assets and underlying average goodwill relating to shareholdings in companies accounted for by the equity method. The net income used to calculate ROTE is based on Group net income excluding interest, interest net of tax on deeply subordinated notes for the period (including issuance fees paid, for the period, to external parties and the discount charge related to the issue premium for deeply subordinated notes) and interest net of tax on undated subordinated notes recognised as shareholders' equity for the current period (including issuance fees paid, for the period, to external parties and the discount charge related to the issue premium for undated subordinated notes).

7- Funded balance sheet, loan/deposit ratio, liquidity reserve

The **funded balance** sheet gives a representation of the Group's balance sheet excluding the contribution of insurance subsidiaries and after netting derivatives, repurchase agreements and accruals.

The funded balance sheet at December 31st, 2013 has been adjusted retrospectively to take account of the implementation of IFRS 10 and 11.

At March 31st, 2014, the IFRS balance sheet excluding the assets and liabilities of insurance subsidiaries, after netting repurchase agreements and securities lending/borrowing, derivatives and accruals, has been restated to include:

a) the reclassification under customer deposits of SG Euro CT outstandings (included in customer repurchase agreements), as well as the share of issues placed by French Retail Banking networks (recorded in medium/long-term financing), and certain transactions carried out with counterparties equivalent to customer deposits (previously included in short-term financing). However, certain transactions equivalent to market resources are deducted from customer deposits and reintegrated in short-term financing. The net amount of transfers from

- medium/long-term financing to customer deposits amounted to EUR 7bn at December 31st, 2013 and EUR 10bn at March 31st, 2014
- short-term financing to customer deposits amounted to EUR 11bn at December 31st, 2013 and EUR 10bn at March 31st, 2014
- repurchase agreements to customer deposits amounted to EUR 3bn at December 31st, 2013 and EUR 2bn at March 31st, 2014

b) The balance of financing transactions has been allocated to medium/long-term resources and short-term resources based on the maturity of outstandings (more or less than one year). The initial maturity of loans has been used for debts represented by a security.

c) In assets, the item "customer loans" includes outstanding loans with customers, net of provisions and write-downs, including net lease financing outstandings and transactions at fair value through profit and loss, and excludes financial assets reclassified under loans and receivables in 2008 in accordance with the conditions stipulated by the amendments to IAS 39. These positions have been reclassified in their original lines.

d) The accounting item "due to central banks" in liabilities has been offset against the item "net central bank deposits" in assets.

Old presentation (data published in 2013):

In EUR bn	ASSETS	LIABILITIES	
	DEC. 13	DEC. 13	
Net Central bank deposits	63	100	Short term ressources
Interbank loans	45	9	Other
Client related trading assets	85	140	Medium/Long term ressources
Securities	59	*24*	*o.w. LT debt with a remaining maturity below 1 year***
Customer loans	354	340	Customer deposits
Long term assets	35	52	Equity
Total assets	641	641	Total liabilities

** Management information

2013 pro forma following the implementation of the new IFRS 10 and 11 standards:

In EUR bn	ASSETS	LIABILITIES	
	DEC. 13	DEC. 13	
Net Central bank deposits	63	96	Short term ressources
Interbank loans	31	1	Other
Client related trading assets	80	138	Medium/Long term ressources
Securities	59	*24*	*o.w. LT debt with a remaining maturity below 1 year***
Customer loans	357	338	Customer deposits
Long term assets	35	52	Equity
Total assets	625	625	Total liabilities

** Management information

At March 31st, 2014, the funded balance sheet was as follows:

In EUR bn	ASSETS	LIABILITIES	
	MAR 14	MAR 14	
Net Central bank deposits	58	94	Short term ressources
Interbank loans	33		
Client related trading assets	81	3	Other
Securities	60	133	Medium/Long term ressources
Customer loans	356	341	Customer deposits
Long term assets	35	52	Equity
Total assets	623	623	Total liabilities

The Group's **loan/deposit ratio** is calculated as the ratio between customer loans and customer deposits defined accordingly.

It amounted to 104% at March 31st, 2014 and 106% at December 31st, 2013 pro forma.

The **liquid asset buffer or liquidity reserve** includes

a) central bank cash balances, excluding mandatory reserves
b) liquid assets rapidly tradable in the market (High Quality Liquid Assets or HQLA), unencumbered net of haircuts
c) central bank eligible assets, unencumbered net of haircuts.

The implementation of IFRS 10 and 11 resulted in no variation in the liquidity reserve in respect of 2013. In Q1 14, the liquidity reserve included EUR 53 billion in respect of central bank deposits, EUR 75 billion of HQLA securities and EUR 32 billion of central bank eligible assets (respectively EUR 58 billion, EUR 70 billion and EUR 26 billion in Q1 13 and EUR 60 billion, EUR 78 billion and EUR 35 billion in Q4 13).

8 – Non-economic items and restatements

Non-economic items correspond to the revaluation of own financial liabilities and DVA. Details of these items, and other items that are restated, are given below for Q1 14 and Q1 13.

Q1 14	Net banking income	Operating expenses	Others	Cost of risk	Group net income	
Revaluation of own financial liabilities*	(158)				(104)	Corporate Centre
Accounting impact of DVA*	5				3	Group
Accounting impact of CVA (stock effect)	52				37	Group
Impairment & capital losses			(525)		(525)	International Retail Banking and Financial Services
TOTAL	(101)				(589)	Group

Q1 13	Net banking income	Operating expenses	Others	Cost of risk	Group net income	
Revaluation of own financial liabilities*	(1,045)				(685)	Corporate Centre
Accounting impact of DVA*	383				251	Group
Accounting impact of CVA (stock effect)	(463)				(307)	Group
Capital gain on NSGB disposal			417		377	Corporate Centre
TOTAL	(1,125)				(364)	Group

* Non-economic items

NB (1) The sum of values contained in the tables and analyses may differ slightly from the total reported due to rounding rules.

(2) All the information on the results for the period (notably: press release, downloadable data, presentation slides and supplement) is available on Societe Generale's website www.societegenerale.com in the "Investor" section.

11 - QUARTERLY SERIES

	Q1 13	Q2 13	Q3 13	Q4 13	2013	Q1 14
French retail Banking						
Net banking income	2,070	2,119	2,086	2,161	8,437	2,073
Operating expenses	-1,335	-1,322	-1,316	-1,385	-5,358	-1,329
Gross operating income	*735*	*798*	*770*	*776*	*3,079*	*744*
Net cost of risk	-323	-295	-293	-346	-1,258	-232
Operating income	*412*	*502*	*477*	*430*	*1,821*	*512*
Net income from other assets	-1	0	0	2	2	-5
Net income from companies accounted for by the equity method	8	10	9	11	37	10
Income tax	-148	-181	-171	-156	-656	-193
Net income	*271*	*331*	*314*	*287*	*1,203*	*324*
O.w. non controlling interests	4	1	0	2	7	1
Group net income	*267*	*329*	*314*	*286*	*1,196*	*323*
Average allocated capital	9,649	9,648	9,575	9,626	9,625	10,185

(in millions of euros)	**Q1 13**	**Q2 13**	**Q3 13**	**Q4 13**	**2013**	**Q1 14**
International Retail Banking & Financial Services						
Net banking income	1,932	1,929	1,911	1,990	7,762	1,818
Operating expenses	-1,113	-1,095	-1,065	-1,094	-4,367	-1,057
Gross operating income	*819*	*834*	*845*	*897*	*3,395*	*761*
Net cost of risk	-406	-409	-383	-636	-1,835	-378
Operating income	*413*	*425*	*462*	*260*	*1,560*	*383*
Net income from other assets	3	-1	0	4	6	3
Net income from companies accounted for by the equity method	9	6	6	10	31	8
Impairment losses on goodwill	0	0	0	0	0	-525
Income tax	-113	-116	-128	-81	-438	-106
Net income	*312*	*314*	*340*	*194*	*1,160*	*-237*
O.w. non controlling interests	56	72	58	-9	177	47
Group net income	*256*	*242*	*282*	*203*	*983*	*-284*
Average allocated capital	10,938	10,510	10,380	10,220	10,512	10,141

(in millions of euros)	Q1 13	Q2 13	Q3 13	Q4 13	2013	Q1 14
o.w. International Retail Banking						
Net banking income	1,478	1,450	1,418	1,490	5,836	1,332
Operating expenses	-869	-846	-823	-842	-3,380	-805
Gross operating income	*610*	*604*	*594*	*648*	*2,456*	*527*
Net cost of risk	-377	-378	-356	-629	-1,740	-367
Operating income	*233*	*226*	*239*	*18*	*716*	*160*
Net income from other assets	3	0	0	5	7	3
Net income from companies accounted for by the equity method	3	2	3	2	9	4
Impairment losses on goodwill	0	0	0	0	0	-525
Income tax	-57	-54	-57	-6	-174	-38
Net income	*182*	*174*	*184*	*19*	*558*	*-396*
O.w. non controlling interests	57	65	62	-14	170	47
Group net income	*125*	*108*	*122*	*33*	*388*	*-443*
Average allocated capital	7,118	6,655	6,543	6,420	6,684	6,537
o.w. Corporate Financial Services and Insurance						
Net banking income	479	499	520	543	2,042	526
Operating expenses	-232	-237	-238	-248	-956	-245
Gross operating income	247	262	282	296	1,086	281
Net cost of risk	-24	-25	-28	-26	-103	-21
Operating income	223	237	254	270	983	260
Net income from other assets	0	-1	0	0	-1	0
Net income from companies accounted for by the equity method	6	5	3	10	25	5
Impairment losses on goodwill	0	0	0	0	0	0
Income tax	-71	-75	-81	-84	-311	-82
Net income	158	166	176	196	696	183
O.w. non controlling interests	2	2	2	2	7	2
Group net income	157	164	175	194	689	181
Average allocated capital	3,612	3,639	3,624	3,613	3,622	3,457
o.w. Insurances						
Net banking income	182	185	187	195	750	192
Operating expenses	-67	-69	-71	-72	-280	-73
Gross operating income	116	116	116	123	470	119
Net cost of risk	0	0	0	0	0	0
Operating income	116	116	116	123	470	119
Net income from other assets	0	0	0	0	0	0
Net income from companies accounted for by the equity method	0	0	0	0	0	0
Impairment losses on goodwill	0	0	0	0	0	0
Income tax	-37	-37	-37	-39	-150	-38
Net income	79	79	79	84	320	81
O.w. non controlling interests	0	0	0	1	2	0
Group net income	78	78	78	83	318	81
Average allocated capital	1,455	1,491	1,502	1,517	1,491	1,529
o.w. Financial Services to Corporates						
Net banking income	297	314	332	348	1,292	334
Operating expenses	-166	-168	-167	-175	-676	-172
Gross operating income	131	146	166	173	616	162
Net cost of risk	-24	-25	-28	-26	-103	-21
Operating income	107	121	138	147	513	141
Net income from other assets	0	-1	0	0	-1	0
Net income from companies accounted for by the equity method	6	5	3	10	25	5
Impairment losses on goodwill	0	0	0	0	0	0
Income tax	-34	-38	-44	-46	-161	-44
Net income	80	87	98	112	376	102
O.w. non controlling interests	1	1	1	1	5	2
Group net income	78	86	96	111	371	100
Average allocated capital	2,157	2,149	2,122	2,096	2,131	1,928
o.w. other						
Net banking income	-26	-20	-27	-43	-116	-40
Operating expenses	-11	-12	-4	-4	-31	-7
Gross operating income	-37	-32	-31	-47	-147	-47
Net cost of risk	-5	-6	1	19	8	10
Operating income	-42	-38	-30	-28	-139	-37
Net income from other assets	0	0	0	0	0	0
Net income from companies accounted for by the equity method	0	-1	0	-2	-3	-1
Impairment losses on goodwill	0	0	0	0	0	0
Income tax	15	13	10	10	48	14
Net income	-28	-26	-20	-21	-94	-24
O.w. non controlling interests	-3	5	-5	3	0	-2
Group net income	-25	-30	-15	-24	-94	-22
Average allocated capital	208	215	214	187	206	146

Global Banking and Investor Solutions	*(in millions of euros)*	Q1 13	Q2 13	Q3 13	Q4 13	2013	Q1 14
	Net banking income	2,266	2,093	2,076	1,947	8,382	2,127
	Operating expenses	-1,469	-1,352	-1,421	-1,831	-6,073	-1,465
	Gross operating income	*797*	*741*	*655*	*115*	*2,308*	*662*
	Net cost of risk	-71	-185	-230	-60	-546	-54
	Operating income	*726*	*556*	*425*	*55*	*1,762*	*608*
	Net income from other assets	5	0	0	-1	4	0
	Net income from companies	29	29	20	-110	-32	25
	Impairment losses on goodwill	0	0	0	-50	-50	0
	Income tax	-189	-124	-74	-76	-462	-149
	Net income	*571*	*461*	*371*	*-181*	*1,222*	*484*
	O.w. non controlling interests	4	5	4	3	16	3
	Group net income	*567*	*456*	*366*	*-184*	*1,206*	*481*
	Average allocated capital	15,598	15,797	14,356	13,214	14,742	12,440
o.w. Global Markets							
	Net banking income	1,373	1,241	1,200	1,055	4,868	1,243
	o.w. Equities	629	621	621	646	2,519	688
	o.w. FICC	744	620	578	408	2,350	556
	Operating expenses	-808	-703	-783	-1,081	-3,374	-799
	Gross operating income	565	539	417	-27	1,494	444
	Net cost of risk	-31	-133	-151	-65	-381	-10
	Operating income	534	405	266	-92	1,113	434
	Net income from other assets	0	0	0	0	0	1
	Net income from companies	0	0	0	1	1	0
	Impairment losses on goodwill	0	0	0	0	0	0
	Income tax	-153	-104	-55	-90	-401	-116
	Net income	381	302	211	-181	713	319
	O.w. non controlling interests	4	3	4	2	13	3
	Group net income	378	298	206	-182	700	316
	Average allocated capital	10,280	10,017	8,717	7,662	9,169	7,149
o.w. Financing and Advisory							
	Net banking income	475	402	443	477	1,797	455
	Operating expenses	-308	-277	-286	-345	-1,216	-304
	Gross operating income	*167*	*125*	*156*	*132*	*581*	*151*
	Net cost of risk	-43	-47	-61	13	-138	-43
	Operating income	*124*	*78*	*96*	*145*	*443*	*108*
	Net income from other assets	3	0	0	0	3	0
	Net income from companies	0	0	0	0	0	0
	Impairment losses on goodwill	0	0	0	0	0	0
	Income tax	-19	-1	-4	10	-14	-14
	Net income	*109*	*77*	*92*	*155*	*432*	*94*
	O.w. non controlling interests	0	1	0	1	2	1
	Group net income	*109*	*76*	*92*	*154*	*430*	*93*
	Average allocated capital	3,460	3,531	3,435	3,272	3,425	3,480
o.w. Asset & Wealth Management							
	Net banking income	264	272	281	255	1,072	261
	o.w. Lyxor	*50*	*38*	*47*	*52*	*186*	*48*
	o.w. Private banking	*205*	*231*	*227*	*195*	*858*	*207*
	o.w. other	*8*	*4*	*7*	*8*	*28*	*6*
	Operating expenses	-206	-217	-201	-218	-842	-204
	Gross operating income	*58*	*55*	*79*	*38*	*230*	*57*
	Net cost of risk	4	-5	-19	-7	-27	-1
	Operating income	*62*	*50*	*61*	*30*	*203*	*56*
	Net income from other assets	0	0	0	0	0	0
	Net income from companies	28	30	23	33	114	27
	Impairment losses on goodwill	0	0	0	0	0	0
	Income tax	-14	-11	-14	-8	-47	-14
	Net income	*76*	*69*	*70*	*56*	*271*	*69*
	O.w. non controlling interests	0	0	0	0	0	1
	Group net income	*76*	*69*	*70*	*56*	*271*	*68*
	Average allocated capital	1,023	1,005	1,006	1,004	1,009	1,029
o.w. Securities Services and Brokerage							
	Net banking income	155	177	153	159	644	168
	Operating expenses	-148	-155	-151	-187	-641	-158
	Gross operating income	*7*	*22*	*2*	*-28*	*3*	*10*
	Net cost of risk	-1	0	0	0	0	0
	Operating income	*6*	*23*	*2*	*-28*	*3*	*10*
	Net income from other assets	1	0	0	0	1	-1
	Net income from companies	0	-1	-3	-144	-148	-2
	Impairment losses on goodwill	0	0	0	-50	-50	0
	Income tax	-3	-8	-1	11	0	-5
	Net income	*5*	*13*	*-2*	*-211*	*-194*	*2*
	O.w. non controlling interests	0	0	0	0	1	-2
	Group net income	*5*	*13*	*-2*	*-211*	*-195*	*4*
	Average allocated capital	836	1,244	1,199	1,275	1,139	781

(in millions of euros)	Q1 13	Q2 13	Q3 13	Q4 13	2013	Q1 14
Corporate Centre						
Net banking income	-1,287	-21	-437	-402	-2,147	-342
o.w. financial liabilities	-1,045	53	-223	-379	-1,594	-158
Operating expenses	-55	-44	-55	-95	-249	-24
Gross operating income	-1,342	-65	-492	-497	-2,396	-366
Net cost of risk	-127	-96	-186	-2	-411	-3
Operating income	-1,469	-161	-679	-499	-2,807	-369
Net income from other assets	441	1	-7	128	563	0
Net income from companies accounted for by the equity method	4	2	10	9	26	10
Impairment losses on goodwill	0	0	0	0	0	0
Income tax	331	123	280	294	1,028	177
Net income	-692	-36	-395	-68	-1,191	-182
O.w. non controlling interests	34	38	33	45	150	23
Group net income	-727	-73	-428	-113	-1,341	-205
Group						
Net banking income	4,981	6,120	5,636	5,696	22,433	5,676
Operating expenses	-3,971	-3,813	-3,858	-4,405	-16,047	-3,875
Gross operating income	*1,010*	*2,307*	*1,778*	*1,291*	*6,386*	*1,801*
Net cost of risk	-927	-985	-1,093	-1,045	-4,050	-667
Operating income	*83*	*1,322*	*685*	*246*	*2,336*	*1,134*
Net income from other assets	448	0	-7	134	575	-2
Net income from companies accounted for by the equity method	50	46	45	-80	61	53
Impairment losses on goodwill	0	0	0	-50	-50	-525
Income tax	-119	-298	-93	-18	-528	-271
Net income	*462*	*1,070*	*630*	*232*	*2,394*	*389*
O.w. non controlling interests	98	115	96	41	350	74
Group net income	*364*	*955*	*534*	*191*	*2,044*	*315*
Average allocated capital	41,298	41,761	42,283	42,375	41,929	42,274
Group ROE (after tax)	2.8%	8.4%	4.3%	2.1%	4.4%	2.2%
C/I ratio (excluding revaluation of own financial liabilities)	66%	63%	66%	73%	67%	66%

3 - Chapter 3 : Corporate Governance

3.1 Corporate Governance structure and main bodies

3.1.1 Board of Directors and General management

Press release dated 17 March, 2014 : PROPOSED RENEWAL AND APPOINTMENT OF DIRECTORS

The Board of Directors of Societe Generale has agreed on the resolutions which will be submitted to the ordinary and extraordinary Annual General Meeting of shareholders to be held on May 20th 2014.

Two resolutions relating to the appointment of directors will be proposed:

- The renewal of Mr. Robert CASTAIGNE's mandate as an independent Director for a further four-year term; Mr. CASTAIGNE is a member of the Board of Directors' Audit, Internal Control and Risk Committee;

- The appointment of Mr. Lorenzo SINI SMAGHI as an independent Director for a four-year term. He will be replacing Mr. Gianemilio OSCULATI who has been a Director of the Board since 2006 and whose mandate is coming to an end.

If these resolutions are approved at the Annual General Meeting, the Board of Directors will have 14 members, including 2 employee representative members, elected by the employees in March 2012 for a three-year term, and ten independent Directors. Its six female members would account for 42% of Directors, or 33% of Directors elected by shareholders, which is the scope of the law of January, 27 2011 promoting a balanced representation of men and women in Boards of Directors.

Biographies

Mr. Robert CASTAIGNE, born in 1946, has spent all his career at Total, first as an engineer and then in various functions. He served as Total's chief financial officer and as a member of its executive committee from 1994 unti12008. He is also a Director on the Boards of Sanofi and Vinci.

Mr. Lorenzo SINI SMAGHI, born in 1956, an Italian citizen and a French speaker (a graduate in Economies from the Catholic University of Louvain and from the Lycee Français in Brussels), has a large central banking experience, acquired both at the European Central Bank, where he sat on the Executive Board from 2005 until 2011, as well as at the Bank of Italy. Holding a PhD from the University of Chicago, he occupied various posts at the European Monetary Institute and at the Italian Ministry of Economy and Finance, where he was in charge of international financial relations between 1998 and 2005. He served as non-executive Chairman of SACE, the Italian credit agency, from 2001 until 2005. Mr. Lorenzo SINI SMAGHI has been working as SNAM non-executive Chairman since 2012 and was a non-executive Director of Morgan Stanley International between 2013 and 2014.

Press release dated 17 March, 2014 : appointments within the Group's senior management team

Societe Generale announces changes to the organisation of its senior management team as of September 1st, 2014.

The Board of Directors has taken note of Deputy Chief Executive Officer Jean-François Sammarcelli's decision to retire at the end of 2014.

To ensure that his succession takes place in the best possible conditions, he will step down from his position as Deputy Chief Executive Officer on September 1st, 2014, in order to become Advisor to the Chairman.

After consulting the Nomination and Corporate Governance Committee, the Board of Directors has approved the following organisation, on the recommendation of Frederic Oudea, Chairman and Chief Executive Officer of Societe Generale:

- The number of Deputy Chief Executives will be reduced to two;
- Bernardo Sanchez Incera will take over the supervision of the French retail banking business, in addition to the supervision of international retail banking and financial services. Furthermore, Bernardo Sanchez Incera will succeed Jean-François Sammarcelli as Chairman of the Board of Directors of Credit du Nord;
- Severin Cabannes will remain in his position as Deputy Chief Executive Officer with the same scope of supervision (Finance, Risk, Resources, Global Banking and Investor Solutions).

Laurent Goutard, Head of Societe Generale Retail Banking in France, will be appointed to the Group Executive Committee as of September 1st, 2014.

Commenting on these changes Frederic Oudea said: "I would like to congratulate Jean-François Sammarcelli on his exemplary career path and his remarkable contribution to the success of Societe Generale during his 40-year career at the Group. During that time, he has distinguished himself through his commitment to serving individual and corporate customers, in France and abroad, with great thoroughness, and a human approach. As Head of Societe Generale Retail Banking in France since 2005, and then as Deputy Chief Executive Officer, Jean-François Sammarcelli has played a key role in the Bank's development, and contributed to making its transformation process a success, which now enables us to begin a new chapter in our history at a time when the Bank is celebrating its 150th anniversary. To continue our transformation process, which will now focus on adapting our businesses to the new environment, I wanted to have a tighter senior management team by my side, around Severin Cabannes and Bernardo Sanchez Incera. Entrusting the supervision of all the retail banking activities in France and abroad to Bernardo Sanchez Incera will enable us to develop a global vision of trends in our retail banking business, while continuing to strengthen our relational model, in order to serve our customers, as well as to bolster our leadership in the digital and innovation fields."

3.2 Remuneration of Group senior Management

3.2.1 2014 Performance Share Plan For Employees

On the proposal of the Compensation Committee, the Board of Directors, at its meeting of March 13, 2014, granted performance shares to certain members of the staff, in application of the 20th resolution of the General Meeting of 22 May 2012. 6,082 employees were granted shares. The awards represent a total of 1,020,000 shares, and 0.13% of the share capital.

Chief Executive Officers or members of the Group Management Committee did not participate to the 2014 performance shares plan. Grantees, 2,343 women and 3,739 men, who belong to other categories of employees (including non managers), are based in about 75 countries. 37% of grantees work outside France.

The share awards are subject to the employees' continued presence throughout the vesting period and performance criteria. For beneficiaries of the plan, the performance condition is based on Societe Generale Group's net income. For Boursorama employees, the performance condition is based on Boursorama Group's net income.

There are two vesting periods according to whether the shares are granted to French tax residents or French tax non-residents, this status being assessed on the grant date. For the first group, the shares vest after two years. In accordance with French legislation, the shares may not be transferred or sold for two years following their vesting. For the second group, the shares vest after four years.

3.2.2 Remuneration policies and practices report

SUMMARY OF GROUP REPORT

The objective of the remuneration policy implemented by the Group is to attract, motivate and retain employees in the long term, while ensuring an appropriate management of risks and compliance. With respect to the Chief Executive Officers, it is furthermore aimed at rewarding the implementation of the Group's long-term strategy in the interests of its shareholders, its clients and its employees.

CORPORATE GOVERNANCE OF REMUNERATION POLICY

The governance applied by the Group ensures an exhaustive and independent review of the remuneration policy, through:

- an annual review of remuneration, which is coordinated by the Human Resources Division and involves the Bank's control functions, in successive stages of validation up to the level of General Management;
- an ultimate validation of this policy, including principles, budgets and individual allocations, by the Board of Directors after review by the Compensation Committee.

This remuneration policy has been established in compliance with relevant regulations, in particular the European CRD III Directive and its transposition in France via Regulation No. 97-02, for those staff members exerting a significant impact on the Group's risk profile (hereinafter "regulated population"). It is subject to regular review:

- externally by the various supervisory bodies;
- internally, through an independent review by the Internal Audit Division.

In addition, with respect to the Chief Executive Officers, it respects the recommendations of the AFEP-MEDEF Corporate Governance Code.

GROUP'S POLICY AND PRINCIPLES WITH REGARD TO REMUNERATION

The CRD IV, which was published on June 27, 2013 and applies from 2014, includes provisions for:

- A consistent definition of the regulated population, based on regulatory technical standards developed by the European Banking Authority (EBA);
- A cap on the variable component of remuneration, which cannot exceed the fixed component, with the possibility for the Annual General Shareholders' Meeting to approve a higher maximum ratio of up to 2:1 between variable and fixed components.

The Group has begun a progressive implementation of the CRD IV requirements, through:

- As of 2013, a new definition of the regulated population in line with the draft EBA technical standards and targeting staff who, as individuals, can exert a material risk impact;
- Requesting an approval from the May 2014 Annual General Meeting for a maximum ratio of 2:1 between variable and fixed components of remuneration for the members of the new regulated population;
- Undertaking an analysis of the remuneration structure for this population, with a view to the respect of the variable to fixed ratio.

The objective is to respect the new regulatory constraints and to align with the position adopted by the other major European banks, to continue to control our cost base and to preserve a sufficient level of flexibility on the total remuneration of the regulated population.
The measures implemented for 2013 will be adjusted for 2014 to take into account the definitive versions of the relevant regulatory technical standards and the French transposition texts of the CRD IV.

As such, the methodology for the identification of the regulated population was adjusted for 2013 in order to take into account the EBA draft regulatory technical standards (i.e. criteria based on level of responsibility, impact in terms of risk exposure and level of total remuneration), **combined with internal criteria which take into account the internal organisational structure of the Group**. On the basis of these criteria, **the regulated population for 2013 included 360 staff (in addition to the Chief Executive Officers)**, all identified due to their individual risk impact, comparable with the 404 individually regulated employees[1] in 2012. By way of reminder, the 2012 regulated population included 2 974 staff including, as well as the individually regulated staff, a significant number of staff identified collectively due to the nature of the activity exercised, but with no material impact on the risk profile at an individual level.

The approach adopted in terms of the determination and structure of variable remuneration for the regulated population is in continuity with that applied in previous years and remains compliant with the CRD IV requirements. The key principles of this policy are as follows:

- **The variable remuneration pools are determined by business line on the basis of:**
    - **the financial results** after taking into account the costs of risk, capital and liquidity, with the Finance Division ensuring that the **total amount of variable remuneration does not undermine the Group's capacity to meet its objectives in terms of capital requirements;**
    - **qualitative factors** such as market practices, conditions under which activities are carried out and risk management, through an independent appraisal process carried out by the Risk and Compliance Divisions for the Global Banking and Investor Solutions activities.

- **The allocations of individual variable components are correlated to a formalised annual individual appraisal that takes into consideration quantitative and qualitative objectives known to the employee**, with in addition an evaluation on risk management and compliance[2] carried out by by the Risk and Compliance Divisions.

- **A variable remuneration structure conform with regulations, including:**
    - **A non vested component** subject to continued employment, minimum performance conditions and appropriate risk and compliance management, which vests over three years on a pro-rata basis, with a

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[1] Individually regulated employees are those identified as exerting, individually, a significant impact on the risk profile of the Group.

[2] All reference in this report to compliance includes the notion of reputational risk.

deferral rate of **at least 40% and rising to more than 70% for the highest variable remunerations;**
- The award of **at least 50% in the form of Société Générale share equivalent instruments** (representing 50% of the vested component and 67% of the non vested component).

As a result, **the portion of variable remuneration that is immediately paid out in cash is capped at 30% and can be less than 15% for the highest variable remunerations**. The share indexed instruments, in addition, are subject to a retention period of at least 6 months.

The variable remuneration pool awarded to the regulated population with respect to 2013 was 216 M€ and total variable and fixed remuneration amounted to 301 M€. The average remuneration level by staff member is down compared to that of individually regulated staff in 2012, by -8% for the variable component and by -3% in terms of total fixed and variable remuneration. This compares to an increase of +8% in the Operating Income of the Global Banking and Investor Solutions division between 2012 and 2013, which comprises the majority of the regulated staff.
On the basis of a perimeter of 2 992 regulated staff identified under the methodology applicable in previous years, the average remuneration of this population in 2013 is down -7% in terms of the variable component and down -2% in terms of total fixed and variable remuneration compared to 2012.

CHIEF EXECUTIVE OFFICERS

The fixed salaries of the Chief Executive Officers, which reflect experience, responsibilities and market practices, are **unchanged compared to 2011**. **The fixed salary of the Chairman and Chief Executive Officer is 1 M€.**

The variable remuneration rewards performance during the year and the contribution of the **Chief Executive Officers** to the success of the Société Générale Group and is **based on the following criteria:**

> **for 60%, the extent to which quantitative goals are met:**
  - at Group level: gross operating income, cost/income ratio and earnings per share (EPS);
  - on the scope of supervision of each Deputy Chief Executive Officer: gross operating income, cost/income ratio and net income before tax.

> **for 40%, the achievement of individual qualitative objectives** such as strategy, balance sheet management, cost control, internal control and risk management, human resources management, social and environmental responsibility.

It is capped at 150% of fixed salary for the Chairman and Chief Executive Officer and at 120% for Deputy Chief Executive Officers.

The variable remuneration of the Chief Executive Officers for 2013 was determined based on the level of achievement of their objectives and in particular their contribution to the solid performance of the Group's activities, with a Group net income multiplied by 2.8 compared to 2012, to the completion of the balance sheet transformation and to the successful implementation of a simplified organisational structure, along with the launch of a cost reduction plan. **The variable remuneration awarded to the Chairman and Chief Executive Officer is 1 406 070 €.**
The structure of this variable remuneration respects the provisions of CRD III. **For all of the Chief Executive Officers, 80% is deferred in the form of Société Générale shares.**

The Chief Executive Officers also benefit from a **long term incentive plan,** which aligns their interest with those of the shareholders**.** This plan is subject to both internal and external (relative) performance conditions, with for 2013 awards, performance evaluated at the beginning of 2016 and 2017 and payment in March 2017 and March 2018.

The Chief Executive Officers are also subject to minimal holding requirements of Société Générale shares.
The Chairman and Chief Executive Officer has received no stock options since 2009. In addition, he does not benefit from any supplementary company pension scheme or any contractual severance payment.

PREAMBLE

This document was drafted in application of Articles 43.1 and 43.2 of Regulation No. 97-02 relative to the internal control of credit institutions and investment firms, as amended by the decree of 13 December 2010 which modified the regulatory requirements concerning the remuneration of staff whose activities are likely to have an impact on the risk profile of credit institutions and investment firms. Regulation 97-02 transposed into French law the provisions of the so-called “CRD III” European Directive 2010/76/EU of 24 November 2010.

PART 1. CORPORATE GOVERNANCE OF REMUNERATION POLICY

The Group’s remuneration policy is reviewed every year. It is defined by General Management, on a proposal of the Group Human Resources Division. The Board of Directors approves this policy, after examining the Compensation Committee’s recommendation.

The Group’s remuneration policy, in particular with regard to the categories of staff whose activities have a significant impact on the Group’s risk profile (hereinafter “regulated population”), is applied to Société Générale as well as the entities it controls, in France and throughout the world. The policy applied to the regulated population is adapted outside France in order to comply with local regulations. The Group’s rules are to be applied, except when local regulations are more stringent.

The definition of this policy draws on analysis of the market context and compensation surveys carried out by external consultants (i.e. Aon-Hewitt/MacLagan, Towers Watson, Mercer and PricewaterhouseCoopers), with regard to the categories of employees that belong to the regulated population.

1.1 The composition and the role of the Compensation Committee

The Compensation Committee is made up of four members, including three independent directors, who are not Chief Executive Officers or tied to the company or any of its subsidiaries by an employment contract. The presence of the Vice-Chairman of the Board of Directors on the committee facilitates cooperation with the Audit, Internal Control and Risk Committee, of which he is Chairman.

The Compensation Committee includes the following directors:

Jean-Martin FOLZ, Company Director: Independent Director, Chairman of the Compensation Committee and the Nomination and Corporate Governance Committee.

Michel CICUREL, Chairman of Michel Cicurel Consulting: Independent Director, Member of the Compensation Committee and the Nomination and Corporate Governance Committee.

Jean-Bernard LEVY, Chairman and Chief Executive Officer of Thalès: Independent Director, Member of the Compensation Committee and the Nomination and Corporate Governance Committee.

Anthony WYAND, Vice-Chairman of the Board of Directors: Chairman of the Audit, Internal Control and Risk Committee, Member of the Compensation Committee and the Nomination and Corporate Governance Committee.

The main missions of the Compensation Committee are defined in Section 3 on corporate governance of the 2014 **Registration Document** and cover, in particular, the following aspects:

> **review of the principles underlying the remuneration policy applied to Chief Executive Officers as well as their implementation and their annual evaluation;**
> **preparation of the decisions of the Board relating to the employee savings plan and the long-term incentive scheme offered to employees;**
> **annual review of the proposals put forward by General Management relating to the principles of the remuneration policy applicable in the Group and verification with General Management that they are effectively implemented; in particular, monitoring of the budgets allocated to the fixed salary increases for the forthcoming year and the variable remuneration pools for the previous financial year;**
> **it reviews every year the remuneration policy applied to the regulated population and verifies that General Management's report complies with the provisions of Regulation No. 97-02 and professional standards;**
> **annual review of the individual remuneration of the main Group heads of control functions, as well as that of staff with total remuneration above a threshold fixed by the Compensation Committee.**

The Compensation Committee reports its findings to the Board of Directors. It carries out the same tasks for the Group companies supervised by the French Prudential Supervisory Authority (hereinafter "ACPR") on a consolidated or sub-consolidated basis.

More specifically, the Compensation Committee met 7 times during the remuneration review process spanning the period 2013 - 2014. During these meetings, the Committee prepared the Board's decisions with respect to the following issues:

Chief Executive Officers	- Status and remuneration of Chief Executive Officers; - Appraisal of qualitative and quantitative performance with respect to 2013 of Chief Executive Officers and discussion with the other Directors of the Group - Review of annual objectives set with respect to 2014 for Chief Executive Officers proposed to the Board	April 2013 December 2013 January 2014 February 2014 March 2014
Regulation	- Verification that Group remuneration policies comply with regulations, in particular those covering the regulated population (payment structure and terms) - Review of changes in regulations with regard to remuneration and regulators' expectations	April 2013 July 2013 October 2013 December 2013 February 2014
Group remuneration policy	- Verification that remuneration policy is in line with the Company's risk management policy and the objectives set in terms of capital requirements - Review of the extent to which risks and compliance are taken into account and in the variable remuneration policy - Review of the extent to which regulated staff comply with risk management policies as well as professional standards - Proposal put to the Board with respect to performance share plans - Review of the fufillment of the performance conditions applicable to deferred remuneration and long term incentives of the Group	October 2013 December 2013 February 2014 March 2014
Employee shareholding	- Consideration of the terms and conditions of the share capital increase reserved for employees	July 2013 February 2014

1.2 Internal governance of remuneration within the Group

The annual process conducted to review individual situations (fixed salary plus, when relevant, variable remuneration and/or performance shares) is coordinated by the Group Human Resources Division following various validation stages at the level of subsidiaries/business lines, core business divisions, the Group Human Resources Division and General Management and, finally the Board upon the recommendation from the Group Compensation Committee. The validation stages cover policy and budgets as well as individual allocations, with the Group Human Resources Division ensuring the consistency of the overall process and documenting the various validation stages at Group level. Legal and regulatory obligations in force in entities in France and in entities and countries outside France are taken into account in this process.

Moreover, General Management has defined, in addition to the annual process conducted to review individual situations, a system for the governance and delegation of remuneration decisions which applies to the whole Group. Above certain thresholds and under certain conditions, decisions relating to remuneration, which can be taken in various situations of human resources management (recruitment, functional or geographical mobility, promotion, departure,…) require validation by the Group Human Resources Division or General Management. These delegation rules are notified to business divisions that subsequently apply them at their level.

1.3 The role of control functions

In compliance with the rules concerning bank remuneration policies and practices defined within the framework of the European CRD III Directive and transposed into French law via Regulation No. 97-02, control functions, including in particular the Risk Division, the Compliance Department and the Finance Division, are involved in the process of reviewing the Group's variable remunerations and, more specifically, those of the regulated population.

Control functions intervene in the following key stages:

- the Human Resources Division identifies the regulated population, both in terms of the covered perimeter of activities as well as covered positions, in cooperation with the Risk Division and the Compliance Department (cf. 2.2 hereafter);
- the Finance Division and the Risk Division validate the methodology used for setting variable remuneration pools, checking that the various kinds of risk have been taken into consideration, while the Finance Division furthermore checks that the total amount of variable remuneration does not hinder the Group's capacity to build up its capital base (cf. 2.3.1.1 hereafter);
- the Risk Division and the Compliance Department assess risk and compliance management by the sub-business lines of the Global Banking and Investor Solutions division (cf. 2.3.1.1 hereafter), and give their opinion about the manner in which regulated staff take these aspects into account (cf. 2.3.1.2), leading to an adjustment of variable remuneration pools and individual awards in consideration of these assessments ;
- the Finance Division and the Risk Division take part in the process of defining deferred remuneration schemes (structure, performance conditions and malus clauses) (cf. 2.3.2 and 2.3.3).

The independence of these control functions is guaranteed by direct reporting to the Group's General Management. Moreover, as with all Group support functions, these functions are compensated through variable remuneration pools determined according to the Group's overall performance, independently of the results of the activities they control. The allocation of these variable remuneration pools is based on the extent to which objectives specific to their function are met.

This governance system ensures that remuneration decisions are made independently and objectively. The process is reviewed *ex post* by the Internal Audit Division.

PART 2. GROUP REMUNERATION POLICIES AND PRINCIPLES

The aim of the Group's remuneration policy is to enhance the efficiency of remuneration as a tool for attracting and retaining employees who contribute to the long term success of the company while ensuring that employees manage risks in an appropriate manner and comply with regulations. This policy is based on principles common to the whole Group, which are then implemented by business line and geographic area in which the Group operates. This policy is consistent with the principles set out by regulators and French professional banking standards, and complies with local social, legal, and fiscal legislation.

Remuneration includes a fixed component that rewards the capacity to hold a position in a satisfactory manner through the employee displaying the required skills and, when relevant, a variable component that aims to reward collective and individual performance, depending on objectives defined at the beginning of the year and conditional on results, the context and also the behaviour used to meet said objectives, according to standards shared by the entire Group.

In continuity with the approach applied by the Group in prior years and in line with the recommendations of the Committee of European Banking Supervisors (CEBS), now become the European Banking Authority (EBA), several of the regulatory principles are applied to a much wider population than just the regulated population. As such, the methodology for determining the variable remuneration pools for all of the activities within the Global Banking and Investor Solutions division takes into account the profits of such activities after adjustments for risks, for the cost of capital and of liquidity. In addition, the variable component of remuneration, above a certain threshold, includes for all employees within the Global Banking and Investor Solutions division and within the Group's Central Functions (whether members of the regulated population or not) a deferred component in cash and in securities (shares or equivalent instruments) subject to continued employment and performance conditions.

The setting of fixed and variable components of remuneration also takes market practices into account.

Employees whose variable remuneration award is below a certain level may also benefit from a long term incentive award (LTI) in the form of performance shares. The pools of LTI are mainly dedicated to employees who have been identified as strategic talents, key resources and top performers.

The Group's remuneration policy is defined in a manner that avoids providing incentives that may result in situations of a conflict of interests between its employees and its clients. The governance principles and rules governing remuneration are set out in the Group's normative documentation concerning the management of conflicts of interest.

2.1 A Group remuneration policy in line with regulations and market practice

Assessments carried out internally and externally demonstrate that the Group's remuneration policy complies with regulatory constraints.

Internally, the Group's remuneration policy is reviewed regularly and independently by the Internal Audit Division.
The last review carried out during 2013 covered the remuneration policy applied for 2012 for the regulated population. This assessment followed a previous review during 2012 of the policy applied for 2010 and 2011 on the same perimeter.

The Internal Audit Division concluded that the Group's remuneration policy applied for the previous three financial years was in compliance with the CRD III requirements, in terms of the structure of variable remuneration, the way in which performance and risks are taken into account in the award of variable remuneration and the governance of the overall process. The recommendations set out further to this review concerned a strengthening of controls and documentation, in order to further secure the process of implementation of this policy. Some of the recommendations were implemented as of the 2013-2014 remuneration review exercise and the others will be implemented progressively.

In addition, the Group's remuneration policy is regularly reviewed by external supervisory bodies (ACPR, EBA, Federal Reserve,…).

The CRD IV, which was published on June 27, 2013 and applies from 2014, includes provisions for:

- A consistent definition of the regulated population, based on regulatory technical standards developed by the EBA, which were adopted by the European Commission on March 4, 2014;
- A cap on the variable component of remuneration, which cannot exceed the fixed component, with the

possibility for the Annual General Shareholders' Meeting to approve a higher maximum ratio of up to 2:1 between variable and fixed components;

> The possible award of a portion of the variable remuneration in the form of hybrid debt instruments.

The Group has begun a progressive implementation of the CRD IV requirements, through:

- As of 2013, a new definition of the regulated population in line with the draft EBA technical standards and targeting staff who, as individuals, can exert a material risk impact;
- Requesting an approval from the May 2014 Annual General Meeting for a maximum ratio of 2:1 between variable and fixed components of remuneration for the members of the new regulated population;
- Undertaking an analysis of the remuneration structure for this population, with a view to the respect of the variable to fixed ratio.

The objective is to respect the new regulatory constraints and to align with the position adopted by the other major European banks, to continue to control our cost base and to preserve a sufficient level of flexibility on the total remuneration of the regulated population.

The measures implemented for 2013 will be adjusted for 2014 to take into account the definitive published version of the EBA regulatory technical standards concerning the perimeter of the regulated population, the definitive standards and guidelines to be published by the European regulator concerning remuneration structure and the French transposition texts of the CRD IV.

2.2 Perimeter of the regulated population in 2013

In continuity with the previous financial years and in line with regulations, the regulated population covers all staff whose professional activities have a material impact on the Bank's risk profile, including employees exercising control functions.

Up until 2012, the methodology used to determine the perimeter concerned was based on a very broad identification process by activity and subsequently by position held, which permitted to identify at consolidated Group level a population including employees having at an individual level a material impact on the Group's risk profile, due to the managerial/decisional level of the position with regard to risk management and compliance, but also mainly staff members who have only collectively a material impact due to the level and type of risk of the activity (hereinafter "individually regulated" and "collectively regulated", respectively). Pursuant to Article 31-4 of Regulation No. 97-02 transposing the CRD III Directive into French legislation, a level of variable remuneration comparable to that of risk takers was also used as a criterion of inclusion in the perimeter of individually regulated employees.
For 2012 the identified population included 2 974 persons (in addition to the Chief Executive Officers), including 404 individually regulated staff.

By way of reminder, only individually regulated staff were subject to all of the regulatory provisions concerning the structure of the variable remuneration, whereas some of the rules governing the pay-out process for variable remuneration were adapted for collectively regulated employees in accordance with the proportionality principle.

In 2013, the methodology for the identification of the regulated population was adjusted for 2013 in order to take into account the EBA draft regulatory technical standards, **combined with internal criteria which take into account the internal organisational structure of the Group**. The identification criteria, established at the consolidated Group level are now based on:

- qualitative criteria linked to the function held and the level of responsibility;
- criteria based on impact in terms of risk exposure based on limits of authority for credit risk and market risk, within the thresholds fixed by the EBA;
- a level of total fixed and variable remuneration (including long term incentive awards (LTI))

The perimeter of the regulated population therefore includes:

- the Group's four Chief Executive Officers;
- all members of the Group executive Committee and management Committee, which inlcudes the heads of the main business lines and subsidiaries of the group, as well as the heads of control and support functions for the Group (finance, risks, compliance, legal and taxation, internal audit, human resources, information technology);
- staff with key responsibilities for control functions within the Group, who are not members of the committees mentioned above;
- within Global Banking and Investor Solutions, members of the executive committees of the business lines

and sub-business lines, heads of significant geographical locations and managers responsible for operational risks and support functions;
- staff having credit authorisations and/or responsible for market risk limits exceeding materiality thresholds at Group level and who are not already identified by the above criteria;
- staff for which the total remuneration for 2013 exceeds a threshold and who are not already identified by the above criteria, which concerns a limited number of profiles having essential skills for the development of certain Group activities and some key employees on the financial markets who achieved exceptional performance during the last financial year.

On the basis of the above criteria, the regulated population for 2013 comprised 360 staff members (in addition to the Chief Executive Officers), all identified due to their material risk impact as individuals, consistent with the 404 individually regulated staff identified in 2012.

The perimeter will be adjusted in 2014 to take into account the final EBA regulatory technical standards. The identified population is more generally reviewed every year to take into account changes in terms of internal organisation and remuneration levels.

2.3 2013 variable remuneration policy applied to the regulated population

Allocation of variable remuneration is not contractual, it depends on both individual and collective performance and takes into account previously defined quantitative and qualitative criteria. It also takes into account the economic, social, and competitive context. In order to avoid any conflicts of interest, variable remuneration is not directly or solely linked to the amount of Net Banking Income generated.
The criteria used to set variable remuneration pools, as well as their allocation, take into account all risks through quantitative and qualitative adjustments.

A significant portion is deferred over three years and subject to continued employment and performance conditions of the business line and/or activity concerned. As such, when performance conditions are not met, the deferred component of variable remuneration is partially or fully forfeited. Furthermore, any excessive risk taking or any behaviour deemed unacceptable by General Management may result in a reduction or total forfeiture of this deferred component.

2.3.1 The link between variable remuneration and performance and alignment of variable remuneration with (*ex ante*) risk

2.3.1.1 Determination of variable remuneration pools

The variable remuneration pools within **Global Banking and Investor Solutions** are calculated for the main Corporate and Investment Banking and Private Banking activities on the basis of the normalised net profit of the activity, in other words Net Banking Income after deduction of:

- liquidity costs,
- direct and indirect overheads,
- the cost of risk,
- the cost of capital.

The methodology used to take these items into account has been approved by the Group's Risk Division and Finance Division and then by the Board of Directors based on the recommendations of the Compensation Committee. It complies with the relevant regulatory requirements.

Variable remuneration pools are set by business line, at a global level, in order to ensure financial solidarity between the various activities and avoid conflicts of interest.

The setting of the overall pool, as well as its allocation to business lines, depends on the aforementioned quantitative factors but also on several qualitative factors.

These qualitative factors include:

- market practices in terms of remuneration;
- general conditions in the markets in which the results were generated;
- the stage of maturity of the activity;
- the independent assessment carried out by the Risk Division and the Compliance Department regarding

risk management and compliance. This assessment is carried out at the level of every sub-business line / entity within Global Banking and Investor Solutions. Every sub-business line / entity is assessed by the Risk Division with respect to the way it manages counterparty risks, market risks and operational risks and by the Compliance Department with respect to managing non-compliance risk. Thus, the assessment made by the Risk and Compliance experts on the collective management of risks has a weighting effect on the manner in which variable remuneration pools are allocated between sub-business lines / entities.

The final pool is adjusted by General Management, taking into account all of the above factors as well as events which may have impacted the performance of the business lines, while remaining within the amount obtained via the calculation of the normalised net profit.

Within Corporate and Investment Banking, part of the variable remuneration pool of each business line is allocated to a transversal pool that is used to finance variable remuneration for activities still in their development stage and support functions (operations, information technology,…).

With respect to control functions, variable remuneration pools are determined independently of the results of the business activities they control. They are set according to the Group's financial results.

For the Group's senior managers (Chief Executive Officers, Group Executive Committee and Group Management Committee), variable remuneration is not based on a collective pool but is determined individually on the basis of the Group's financial results, the results of the business activity they supervise, the extent to which they have met their qualitative and quantitative objectives and taking into account market practices as reported by remuneration surveys.

Moreover, the Finance Division includes the proposed variable remuneration pool in the budget forecasts that are used as a basis to forecast regulatory capital ratios. In this respect, variable remuneration is taken into account alongside other factors in capital planning and in terms of its adequacy with respect to the objectives set by the Bank. General Management reserves the right, at its sole discretion, to re-calibrate variable remuneration pools if they limit the Bank's capacity to maintain the level of capital required to meet the target ratios.

2.3.1.2 Individual allocation of variable remuneration

The individual allocations of variable remuneration components for the regulated population are, as for the entire Group, correlated with the annual individual performance appraisal that takes into account the extent to which quantitative and qualitative objectives have been met.

By consequence, there is no direct or automatic link between the financial results of an individual employee and his or her level of variable remuneration insofar as employees are assessed on their results, those of their activity and the way in which said results were achieved.

The objectives set are in accordance with the SMART method (the objectives are Specific, Measurable, Accessible, Realistic and fixed within a Timeframe). This means that the objectives are clearly identified and can be assessed by indicators that are known to the employee.

The qualitative objectives are tailored to the individual employee, in relation to the employee's professional activity and adapted to the position held. These objectives include the quality of risk management, the means and behaviours used to achieve results such as cooperation, teamwork and human ressources management. Such qualitative objectives are listed in a common reference document that is used throughout the Group.

In addition to the individual appraisal carried out by line managers, the Risk Division and the Compliance Department independently assess regulated employees and review in particular:

- risk awareness, technical expertise and management of risks, as well as respect of policies and procedures related to risk management;
- respect of regulations and internal procedures in terms of compliance, as well as the extent to which they are transparent *vis-à-vis* clients with respect to products and the associated risks;
- the quality of the interactions between the concerned staff and the Risk and Compliance Divisions (transparency, pro-activity, completeness of information,…).

The senior management of the relevant business divisions, General Management and the Group Human Resources Division take their conclusions into consideration when approving the overall variable remuneration pools and the way in which they are allocated at an individual level. The proposed individual awards are adjusted downwards in the event of a negative appraisal by the Risk and/or Compliance Division.

The process is documented by the Human Resources Division and its conclusions are submitted for approval to the Compensation Committee of Société Générale.

The employees concerned are informed that their position is considered regulated and are subject to specific objectives related to risk management and compliance.

In addition, the competitive context in the market place is taken into account by participating in remuneration surveys (carried out by type of business and geographic area), which provide insight into the remuneration levels practiced by the Bank's main competitors.

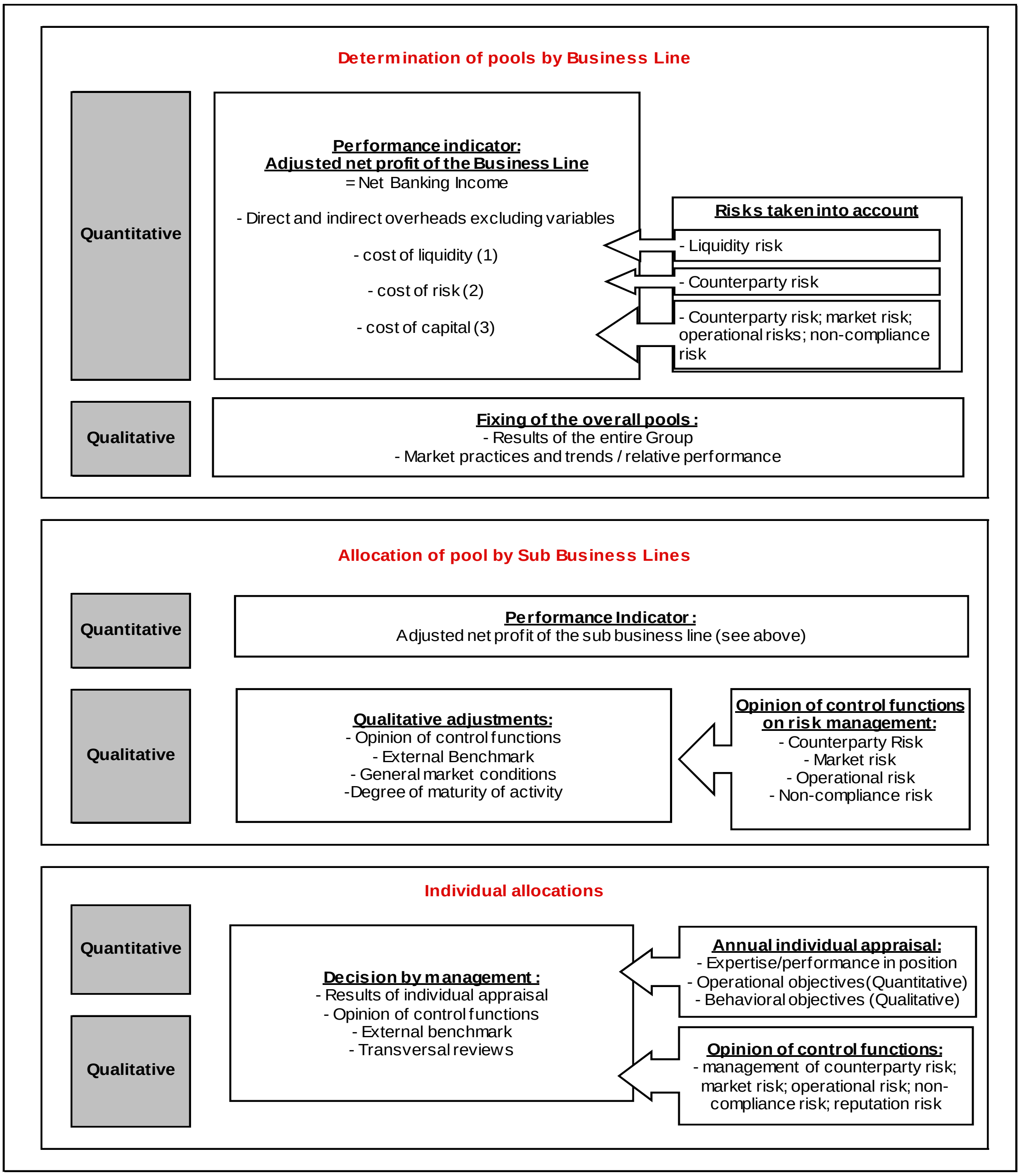
Lastly, the Group conducts transversal reviews across the different business lines for comparable job functions, to ensure consistency of remuneration between the various Group activities and to facilitate internal mobility.

2.3.2 The 2013 variable remuneration pool of the regulated population

The variable remuneration pool awarded to the regulated population with respect to 2013 was 216M € and total variable and fixed remuneration amounted to 301M €. This pool leads to an average remuneration level by staff member which is down compared to that of individually regulated staff in 2012, by -8% for the variable component and by -3% in terms of total fixed and variable remuneration. This compares to an increase of +8% in the Operating Income of the Global Banking and Investor Solutions division between 2012 and 2013, which comprises the majority of the regulated staff.

For information purposes, on the basis of a perimeter of 2 992 regulated staff identified under the methodology applicable in previous years, the average variable remuneration of this population in 2013 is down by -7% compared to 2012 and the total fixed and variable remuneration is down by -2%.

Taking into account performance and risks ex ante within Corporate and Investment Banking and Private Banking



(1) For financing activities: through the net interest margin
For the derivatives market instruments: through the Funding Value Adjustment (FVA)
In both cases, the Group's refinancing cost at market conditions is taken into account.
An additional charge is also taken into account to take into account liquidity requirements over a period of one month in stress conditions ("buffer").

(2) For financing activities : expected losses in 1 year on the portfolio + 10% of the accounting provisions for risks for the year.
For market activities, private banking, asset management and investor services: net cost of risk (accounting provisions for risks for the year under consideration)

(3) The cost of capital corresponds to the rate of return on capital employed, that is 12,45%, applied to regulatory capital under basel 3, that is [(10% * average Risk Weighed Assets/RWAs) + complementary own funds]. The RWA take into account counterparty, market and operational risks.

2.3.3 The payout process for variable remuneration

The variable remuneration awards for 2013 respect the payout rules set out in the relevant regulations.

The higher the level of the variable remuneration award, the higher the proportion of the non-vested component. This proportion is at least 40% and may rise above 70% for the highest variable remuneration levels. Indeed, since last year, the deferral rate has been increased to 100% for the portion of variable remuneration exceeding 2 M€, leading to a cap on the upfront cash payment.

In addition, more than 50% of variable remuneration is paid out in the form of Société Générale share indexed instruments (50% of the vested component and 2/3 of the non vested component).

Accordingly, the part paid immediately in cash cannot exceed 30%, and can be less than 15% for the highest variable remuneration levels.

Individual variable remuneration breaks down into four portions (cf. diagram):

- a vested, non-deferred component paid in cash in March of the year following the close of the financial year;
- a vested component deferred in the form of share indexed instruments, for which the final amount paid to the employee depends on the Société Générale share price at the end of the retention period;
- a non-vested deferred cash component (which is not indexed to the share price) conditional on the employee remaining in the Bank and dependent on the performance and risk alignment criteria described hereafter in 2.3.4;
- a non-vested component deferred in Société Générale share indexed instruments for which vesting is conditional on the employee remaining employed by the Bank and dependent on the conditions described in section 2.3.4 and the final value depending on the Société Générale share price at the end of the retention period.

The retention period is at least six months for instruments indexed to the Société Générale share price.

All employees receiving deferred variable remuneration are prohibited from using hedging or insurance strategies during both the vesting period and the retention period.

By way of reminder, the Group has ceased to grant stock options since 2011.

Structure of remuneration (excluding Chief Executive Officers)

		Variable remuneration				
			Definitive payment/allocation deferred over time			
Categories of employees	Fixed remuneration	Vested part		Non-vested part		
				40% to over 70% of variable remuneration		
- Group Senior Executives (Executive Committee and Group Management Committee) - Regulated employees	Fixed salary	Cash 50% upfront	Share equivalents (1) 50% deferred	Deferred cash 33% deferred component	Share equivalents (1) 33% deferred component	Shares equivalents (1) 33% deferred component
Date of availability/payment		*March 2014*	*March 2015**	*March 2015**	*October 2016**	*October 2017**
				% depends on level of variable		
- Other employees subject to Group deferral plan (2): Variable remuneration > 100 K€	Fixed salary	Cash 100% upfront		Deferred cash 33% deferred component	Share equivalents (1) 33% deferred component	Shares equivalents (1) 33% deferred component
Date of availability/payment		*March 2014*		*March 2015**	*October 2016**	*October 2017**

**Date of availability/payment, taking into account the post-vesting retention period (At least 6 months for share equivalents)*

(1) Share equivalents remain subject to the potential application of the malus clause during the retention period

(2) Employees in Global Banking and Investor Solutions and in the Group's Central Divisions

2.3.4 Performance conditions and risk alignment for deferred variable remuneration (*ex post*)

Vesting of the deferred remuneration component depends entirely on both (i) the fulfilment of a performance condition and (ii) appropriate management of risks and compliance.
Performance conditions are tailored according to the division and activity. If a minimum performance level is not met every year, deferred variable remuneration is partially or entirely forfeited (malus principle mentioned in Article 31.4 of Regulation No. 97-02).

Performance thresholds are set by the Finance Division and are approved by the Board of Directors.

Performance conditions are set according to the level of responsibility, and are increasingly demanding in line with the beneficiary's hierarchical level. Société Générale senior executives are subject to specific performance conditions, in line with the objectives set out in the Group's strategic plan.

The performance conditions applied to deferred remuneration, by managerial layer, are summarised in the following table:

Managerial layer		Vesting in March 2015	Vesting in March 2016	Vesting in March 2017
		Cash	Share equivalents with retention period	Share equivalents with retention period
Executive Committee	Business line	2014 operating income of perimeter under supervision	Annualised relative TSR (*) between 2013 and 2015	Annualised relative TSR (*) between 2013 and 2016
	Other Functions	GNI (*) 2014 Group + Core Tier One at 31/12/2014		
Management Committee	Business line	CIB (**): 2014 operating income PRIV (**): 2014 cost of risk Other: 2014 operating income of perimeter under supervision	CIB (**): 2015 operating income PRIV (**): 2015 cost of risk Other: 2015 operating income of perimeter under supervision	Annualised relative TSR (*) between 2013 and 2016
	Other Functions	GNI (*) 2014 Group + Core Tier One at 31/12/2014	GNI (*) 2015 Group + Core Tier One at 31/12/2015	
Other employees with a non-vested deferred component including regulated population	CIB, PRIV (**)	CIB (**): 2014 operating income PRIV (**): 2014 cost of risk	CIB (**): 2015 operating income PRIV (**): 2015 cost of risk	CIB (**): 2016 operating income PRIV (**): 2016 cost of risk
	Other business lines and Other Functions	GNI (*) 2014 Group	GNI (*) 2015 Group	GNI (*)2016 Group

(*) TSR: Total Shareholder Return / GNI: Group net income

(**) CIB: Corporate and Investment Banking / PRIV: Private Banking

Note: the panal of banks used to calculate the TSR relative to that of Société Générale includes: Crédit Suisse, Santander, Deutsche Bank, HSBC, UBS, BBVA, RBS, Unicredit, Barclays, BNP Paribas and Crédit Agricole.

In addition, any excessive risk taking or any behaviour deemed unacceptable by General Management may result in these deferred remuneration components being reduced or forfeited.

2.3.5 Policy concerning guaranteed remuneration

The awarding of guaranteed variable remuneration, in the context of an employee being hired is:

- strictly limited to one year (in compliance with Regulation n°97-02);
- subject to the terms of the deferral remuneration plan applicable for the given financial year.

2.3.6 Severance payments

Discretionary payments (i.e. payments in excess of severance payments set by law or a collective bargaining agreement due under the binding provisions of labour law), linked to the early termination of an employment contract or the early rescinding of a mandate, are not under any circumstances set contractually in advance (e.g. golden parachutes are strictly forbidden). They are determined at the time the employee leaves the Bank, by taking into account the beneficiary's performances, assessed in the light of the collective performances of the activity the employee belongs to as well as the performances of the Group as a whole.

PART 3. REMUNERATION OF CHIEF EXECUTIVE OFFICERS

3.1 Remuneration principles

The remuneration of Chief Executive Officers complies with the European "Capital Requirements Directive" (CRDIII) Directive of 24 November 2010, transposed in France via Regulation No. 97-02. It also respects the recommendations made by the AFEP-MEDEF Corporate Governance Code. Accordingly, the Board of Directors defines the remuneration of Chief Executive Officers, on a proposal of the Compensation Committee (cf. 1.1. above).

The Board of Directors sets remuneration principles of Chief Executive Officers by taking into account the business environment and competitive context:

- fixed remuneration rewards experience, responsibilities and takes into account market practices;

- annual variable remuneration rewards performances during the year and the contribution of Chief Executive Officers to the success of the Société Générale Group. It is assessed through two dimensions:
  - a quantitative component, which is capped at a maximum of 60% of annual variable remuneration. It is based on the achievement of objectives linked to the Group's annual intrinsic performance and that of the specific supervision scope of each Chief Executive Officer. It is based on reaching financial indicators set in the Group's budget targets. Results are restated for non-economic items related to the revaluation of Société Générale's own financial liabilities and the accounting impact of Group's loan portfolio hedges, in order to assess the Company's real performance;
  - a qualitative component, capped at a maximum of 40% of annual variable remuneration. It is based on the achievement of key objectives relating to the implementation of the Group's strategy and set at the beginning of the financial year.

  The pay-out structure of the variable remuneration combines short-term and long-term horizons with payments in cash and in shares or share equivalents. This approach aims to ensure sound risk management in the long term while aligning Chief Executive Officers with shareholders' interests.
  This payment structure of the variable component significantly linked the Group's performance and the variation in the Société Générale share price induces a high level of uncertainty.
  The Chairman and Chief Executive Officer does not receive any directors fees. For the Deputy Chief Executive Officers, where relevant, the variable remuneration paid is reduced by the amount of any directors fees received.
  In compliance with the **AFEP-MEDEF Corporate Governance Code**, it is capped as a percentage of annual fixed remuneration at 150% for the Chairman and **Chief Executive Officer** and at 120% for the Deputy **Chief Executive Officers**;

- the long-term incentive scheme is aimed at reinforcing the alignment of the Chief Executives Officers interests with those of shareholders and provides incentive to deliver long-term performance. Pursuant to the CRD III Directive and the AFEP-MEDEF Corporate Governance Code, its vesting depends on the Group's long-term performance.

3.2 Remuneration for 2013

The remuneration of the Chief Executive Officers for the 2013 financial year was set at the Board of Directors' meetings held in February 2014 and the relevant data were published on Société Générale's web site and are presented in the 2014 Registration Document. They are reported in Part 4.2 hereafter in compliance with Regulation No. 97-02.

3.2.1 Remuneration of the Chairman and Chief Executive Officer

The fixed remuneration of Frédéric Oudéa was revised on January 1st 2011 for the first time since his nomination as Chairman and Chief Executive Officer in May 2009 and since remains unchanged at 1 000 000 EUR per year.

His annual variable remuneration was set by the Board of Directors after assessing his performance for the year:

- > the quantitative component of variable remuneration awarded for the 2013 financial year was determined according to the achievement of the Group's budgeted objectives with regard to gross operating income, cost/income ratio and earnings per share. The achievement rate was 96%;
- > the qualitative component was assessed by taking into account pre-defined specific objectives. The Board judged that his performance was excellent and determined the achievement rate to be 90%. The Board considered that the Group had demonstrated in 2013 its capacity to adapt to a rapidly evolving environment, with a Group net income multiplied by 2,8, sound performance of the business activities, the completion of the balance sheet transformation, the successful implementation of a simplified organisational structure and the lauch of a cost reduction plan. The markets have indeed recognized these good results, with the Société Générale share representing one of the best performances in the banking sector.

On the basis of an overall achievement rate 94% for these objectives, the gross annual variable remuneration awarded to Mr Frédéric Oudéa for 2013 totals 1 406 070 EUR, of which 20% paid in cash in March 2014.

Mr. Oudéa	Reminder of gross variable remuneration awarded for previous financial years			Gross variable remuneration awarded for 2013 (4)
	2010 (1)	2011 (2)	2012 (3)	
Amounts awarded	1 196 820 €	682 770 €	1 194 600 €	1 406 070 € o/w 281 214 € paid in cash in March 2014

(1) The annual variable remuneration for 2010 broke down as follows: one half in cash and paid upfront in March 2011 and one half in the form of share equivalents.
(2) The annual variable remuneration for 2011 was fully deferred in share equivalents; no payment was made in 2012.
(3) The annual variable remuneration for 2012 was fully deferred in shares; no payment was made in 2013.
(4) The annual variable remuneration for 2013 was deferred by 80% in shares; only 20% was paid in cash in March 2014.

The pay-out structure of this variable remuneration is as follows:
- 40% is vested and is paid out half upfront in cash and half in shares available in March 2015;
- 60% is paid in shares and deferred over three years, with the vesting contingent on the fulfilment of two performance conditions assessed for the financial year preceding the vesting date of each instalment: Positive Group net income and a Core Tier One ratio above 8%. The latter condition is more demanding than that which applies in the event of payment of the variable remuneration in the form of subordinated debt instruments convertible into Core Tier One instruments (contingent convertible bonds or "CoCos"), for which the threshold ratio for conversion into Core Tier One or for write-down is generally lower.

Mr Frédéric Oudéa has not received any stock option since 2009.

The Chairman and Chief Executive Officer also receives compensation totalling EUR 300,000 per year to offset the loss, upon resignation from his employment contract, of all rights in his supplementary pension plan, accrued in his previous functions as an employee of the Group. It is fully subject to income tax and social security contributions. It is not taken into account when determining his variable remuneration component.

3.2.2 Remuneration of the Deputy Chief Executive Officers

The fixed remunerations of the Deputy Chief Executive Officers were set in March 2011, at 650 000 EUR for Messrs Cabannes and Sammarcelli and at 700 000 EUR for Mr Sanchez Incera and since remain unchanged.

Their annual variable remuneration was set by the Board of Directors after assessing their performance for the year:

- > the quantitative component of variable remuneration awarded for the 2013 financial year was determined based on:
  - the achievement of the Group's budget objectives in terms of gross operating income, cost/income ratio and earnings per share;
  - the fulfilment of budget objectives for each deputy Chief Executive Officer on their scope of

supervision in terms of gross operating income, cost/income ratio and net income before tax.

> the qualitative component was assessed by the Board based on the extent to which specific objectives for each Deputy Chief Executive Officer were met, in line with those set for the Chairman and Chief Executive Officer.

The gross annual variable remuneration of Mr Séverin Cabannes amounts to 705 120 EUR for an overall achievement rate of 90%, 704 964 EUR for Mr Jean-François Sammarcelli for an overall achievement rate of 90% and 619 718 for Mr Bernardo Sanchez Incera for an overall achievement rate of 74%.

The pay-out structure of these variable remuneration awards is identical to that of the Chairman and Chief Executive Officer's variable remuneration.

Deputy Chief Executive Officers		Reminder of gross variable remuneration awarded for previous financial years			Gross variable remuneration awarded for 2013 (3)
		2010 (1)	2011 (2)	2012 (3)	
Mr. Cabannes	Amounts awarded	665 281 €	310 144 €	670 176 €	705 120 € o/w 141 024 € paid in cash in March 2014
Mr. Sammarcelli	Amounts awarded	675 826 €	487 937 €	587 496 €	704 964 € o/w 140 993 € paid in cash in March 2014
Mr. Sanchez Incera	Amounts awarded	667 662 €	391 440 €	560 112 €	619 718 € o/w 123 944 € paid in cash in March 2014

(1) The annual variable remunerations for 2010 broke down as follows: one half in cash and paid upfront in March 2011 and one half in the form of share equivalents.
(2) The annual variable remunerations for 2011 were fully deferred in share equivalents; no payments were made in 2012.
(3) The annual variable remunerations for 2012 and for 2013 were deferred by 80% in shares; only 20% was paid in cash in March 2013 and March 2014, respectively.

3.3 Long term incentives awarded to the Chief Executive Officers in 2013

The Board decided to associate the Chief Executive Officers to the company's long-term growth and to align their interests with those of shareholders by setting up a fully conditional long-term incentive plan based on the value of the Societe Generale share over a period of three and four years. This plan will enable the Officers to obtain a certain number of shares or share equivalents depending on the internal and external (relative) performance of the Group.

Under the terms of the plan granted in May 2013, these shares will vest in two equal instalments in 3 and 4 years respectively, with an additional one year retention period, provided the following performance conditions are met:

- a condition based on the profitability of the Group measured for the financial year preceding the vesting of the shares, then, providing this first condition is met;
- a condition based on the return on investment in the Société Générale share (measured by the Total Shareholder Return (TSR)) relative to that of the following 11 European banks: Barclays, BBVA, BNP Paribas, Crédit Agricole, Crédit Suisse, Deutsche Bank, Intesa Sanpaolo, Nordea, Sandtander, UBS and Unicredit.

As such, Mr. Oudéa could receive an instalment in March 2017 and another in March 2018, of 18 750 shares or share equivalents if the performance is equivalent to his peers. For the Deputy Chief Executive Officers, each instalment would represent 12 500 shares or share equivalents.
If the TSR performance of Société Générale is amongst the top three of the peer group, Mr. Oudéa could be awarded 37 500 shares per instalment, that is a total of 75 000 shares. For the Deputy Chief Executive Officers, each instalment could represent 25 000 shares or share equivalents, that is a total of 50 000 shares.
Finally, if the performance is in the lower quartile of the peer group, the total award would be forfeited.
The final amounts awarded will depend on the level of performance achieved and on the value of the shares.

The accounting value is 481 875 € on average for each instalment for the Chairman and Chief Executive Officer and 321 250 € for the Deputy Chief Executive Officers.
The Board of Directors ensured that this plan respects the provisions of the AFEP-MEDEF Corporate Governance Code and those of Regulation 97-02 of the CRBF transposing the European CRDIII provisions on remuneration.

3.4 Requirements regarding the ownership and holding of Société Générale shares

Since 2002, the Group's Chief Executive Officers must hold a minimum number of Société Générale **shares** set at:

- 80,000 shares for the Chairman and Chief Executive Officer;
- 40,000 shares for the Deputy Chief Executive Officers.

This minimum must be reached by the end of a five-year mandate. As long as this is not the case, the Chief Executive Officers must retain 50% of the vested shares granted through Société Générale share plans as well as all shares acquired through the exercising of options after deducting the cost of financing the said option exercises and the corresponding taxes and social security charges.

The shares can be held directly or indirectly through the Group Savings Plan in the case of Chief Executive Officers who are former employees.
Furthermore, in accordance with the legislation in force, Chief Executive Officers are required to hold a proportion of the vested shares granted through Société Générale share plans or from exercising the options awarded under stock option plans in a registered account until the end of their mandates. With regard to shares, this proportion has been set by the Board at 20% of vested shares from each grant and, for options, at 40% of the capital gains made on exercising the options, net of tax and any other mandatory deductions and minus any capital gains used to finance the acquisition of these shares.

Chief Executive Officers are therefore required to hold a significant and increasing number of shares. They are strictly forbidden from hedging their shares or their options throughout the vesting and retention period.
Each year, Chief Executive Officers must provide the Board of Directors with all the necessary information to ensure that these obligations are met in full.

3.5 The principles for determining annual variable remuneration for 2014

For 2014, the Board has decided to maintain the principles of the annual variable remuneration defined for 2013.
The criteria for determining variable remuneration will continue to be based on:

- for 60% of variable remuneration, quantitative objectives based on the financial performance of the Group;
- for 40% of variable remuneration, individual qualitative objectives related to the implementation of Group's stategy.

Given the evolving regulatory framework, the Board of Directors reserves the right to review some of these principles in order to ensure compliance with the applicable regulations.

3.6 Complementary information relative to Mr Frédéric Oudéa's mandate

- As Mr Frédéric Oudéa has terminated his employment contract, he does not benefit from any supplementary company pension scheme.

- Moreover, he does not benefit from any contractual severance payment ("golden parachute").

- Lastly, should his position as Chairman and Chief Executive Officer be terminated, Mr Frederic Oudéa would be bound by a non-compete clause that would prohibit him from accepting a position in a credit institution or insurance company listed in France or outside France as well as an unlisted credit institution in France. In exchange, he could continue to receive his fixed remuneration. Both parties would however be entitled to waive this clause. The length of this non-compete clause is 18 months. By consequence, the payment that could potentially be made should he leave the Group would be lower than the 2-year ceiling recommended by the AFEP-MEDEF Corporate Governance Code.

PART 4. INFORMATION ABOUT REMUNERATION FOR FINANCIAL YEAR 2013

4.1 The regulated population (individuals whose professional activities have a material impact on the risk profile of the company) excluding Chief Executive Officers

Remuneration awarded for the financial year:

	Number of beneficiaries	Total remuneration in €m	Total amount of fixed remuneration in €m	Total amount of variable remuneration in €m *
Group Total	360	301	85	216
Executive Committee	9	12	3	9
Market activities	194	179	43	136
Financing and Advisory	82	64	20	44
Global Banking and Investor Solutions -	21	16	5	11
Other activities and Central Group	54	31	14	17
*o/w	-	-	-	*46*
* *o/w*	-	-	-	*171*

(1) Payable in four instalments between March 2015 and October 2017, o/w €44 million in March 2015

(2) Based on the value at award date

* o/w **Payment or conditional award in cash** in €m	* o/w award in shares or equivalent instruments in €m (2)
88	128

(2) Based on the value at award

The above amounts break down in the following manner:

Cash in €m		Shares or equivalent instruments in €m	
Upfront	Deferred		
Vested	Non vested	Vested (3)	Non vested
46	42	44	84

(3) Still subject to the potential application of the malus clause during the retention period

Summary of the relevant deferred variable plans by instalment and by vehicle:

Instalment	2011	2012	2013	2014	2015	2016	2017
2010 Plan	50% Cash 50% Share Equiv.	50% Cash 50% Share Equiv.	France : Shares Outside France : Share Equiv.	Cash			
2011 Plan		50% Cash 50% Share Equiv.	Cash	France : Shares Outside France : Share Equiv.	Share Equiv.		
2012 Plan			50% Cash 50% Share Equiv.	Cash	Share Equiv.	Share Equiv.	
2013 Plan				50% Cash 50% Share Equiv.	Cash	Share Equiv.	Share Equiv.

Share Equiv. : Société Générale Share Equivalents are paid out in their cash value after at least a 6 month retention period
Shares: Société Générale performance shares w ith a vesting period of at least 2 years follow ed by a retention period of 2 years for residents of France

Outstanding deferred variable remuneration

The amount of outstanding deferred remuneration corresponds this year to the outstanding deferred variable remuneration awarded with respect to 2013, 2012, 2011 and 2010.

Amounts of conditional deferred remuneration in €m (1)

With respect to 2013 financial year	With respect to prior financial years
171	125

(1) Expressed as value at award date

All outstanding deferred variable remuneration is exposed to possible explicit adjustments (performance conditions and clause concerning appropriate risk management) and/or implicit adjustments (indexed to share price).

Deferred variable remuneration paid out or reduced through performance adjustments for the financial year:

Year of award	Amount of deferred remuneration vested in €m - Value at award	Amount of deferred remuneration reduced through performance adjustments	Amount of deferred remuneration vested in €m - Value at time of vesting/of payment
2012	82	0	89
2011	29	0	55
2010	56	0	56

The difference between the amount of deferred variable remuneration in value at award and in value at the time of vesting/payment is due to the variation of the SG share value.

Sign-on and severance payments made during the financial year:

Total amount of severance payments made and number of beneficiaries		Sign-on payments made and number of beneficiaries	
Amount paid out in €m (1)	Number of beneficiaries	Amount paid out in €m	Number of beneficiaries
9	8	0,4	3

(1) The highest individual payment made during 2013 was 1.77 M€.

Severance awards:

Amount of severance payments awarded during the financial year	
Total amount	Number of beneficiaries
0	0
Highest such award	
0	

4.2. Chief Executive Officers

Chief Executive Officers in the 2013 financial year were Messrs Oudéa, Cabannes, Sammarcelli and Sanchez Incera.

The remuneration of Chief Executive Officers was subject to a specific disclosure following the Board of Directors meeting held on 11 February 2014 that approved the variable remuneration awards for 2013.

Remuneration awarded for the financial year:

Number of beneficiaries	Total remuneration in €m	Total fixed remuneration in €m	Total variable remuneration in €m*
4	6.4	3	3.4

Notes:

In addition to these amounts, Mr Oudéa received € 0.3m in compensation of loss of rights in the company supplementary pension plan.

These amounts do not include the long term incentives awarded in May 2013 for which the value at award is € 2.9m.

*o/w Vested component paid or delivered in €m	*o/w Conditional deferred component in €m (1)
0,7	2,7

* o/w **payment** or conditional award in cash in €m	*o/w allocation in shares or equivalent instruments in €m (1)
0,7	2,7

(1) Expressed as value at award date

Outstanding deferred variable remuneration
The amount of outstanding deferred remuneration corresponds this year to the outstanding deferred variable remuneration awarded with respect to 2013, 2012 and 2011.

Amounts of conditional deferred remuneration in €m [1]

With respect to 2013 financial year	With respect to prior financial years
5.6	6.5

(1) Expressed as value at award date
Note: These amounts include the long term incentives awarded during 2012 and 2013.

Deferred conditional remuneration paid out or reduced through performance adjustments for the financial year:

This information is disclosed by award year from 2009.

Year of award	Amount of deferred remuneration vested in €m - Value at award	Amount of deferred remuneration reduced through performance adjustments	Amount of deferred remuneration vested in €m - Value at time of vesting/of payment
2012	0.8	0	1.1
2011	0,4	0	0,6
2010 (1)	0	0	0
2009	0	0	0

(1) Furthermore, Chief Executive Officers were awarded 92 302 performance shares which were forfeited in March 2013, due to the performance condition not being met.

Sign-on and severance payments made during the financial year:

Total amount of severance payments made and number of beneficiaries		Sign-on payments made and number of beneficiaries	
Amount paid out in €m	*3.2.2.1.1 Number of beneficiaries*	Amount paid out in €m	*3.2.2.1.2 Number of beneficiaries*
0	0	0	0

Severance awards:

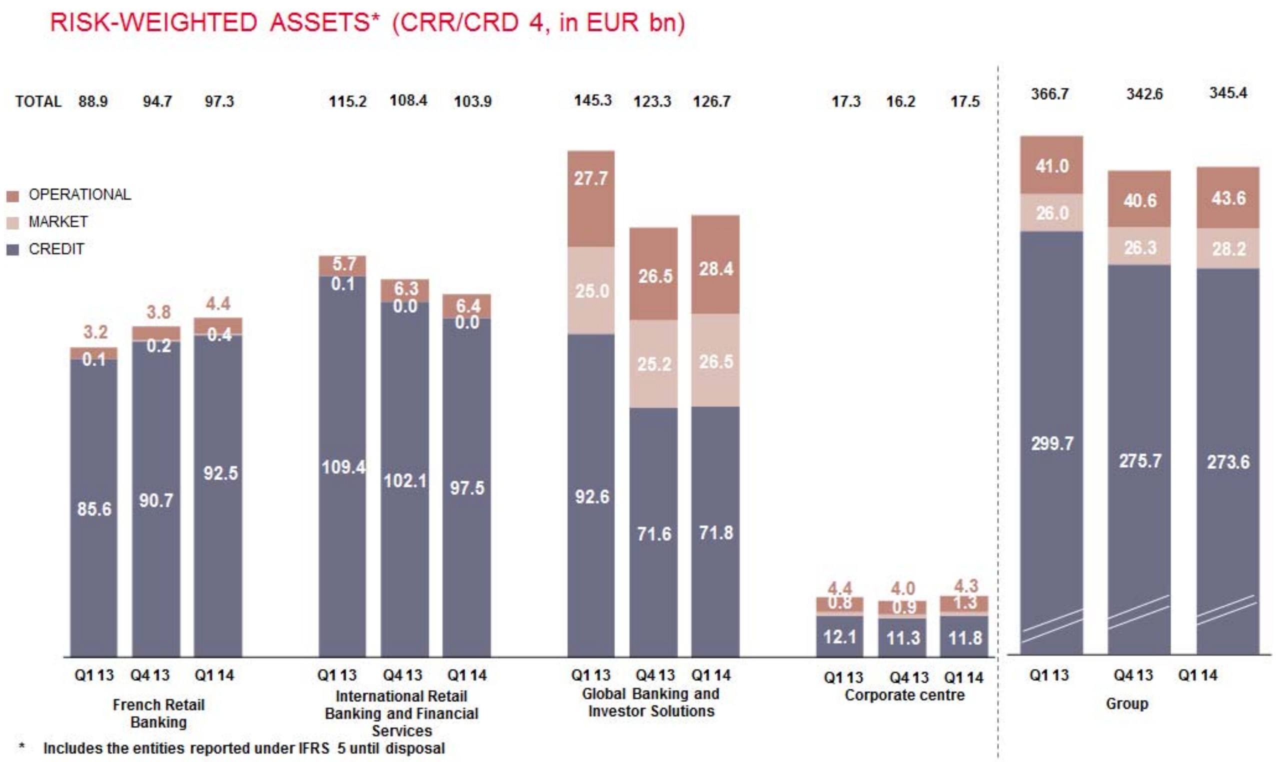
Amount of severance payments awarded during the financial year	
Total amount	Number of beneficiaries
0	0
Highest such award	
0	

4.1 Regulatory ratios

4.1.1 Prudential ratio management

During Q1 2014, Societe Generale issued USD 1 billion of Tier 2 capital on 17 January, 2014. The Group also issued EUR 1 billion of Additional Tier 1 capital on 28 March, 2014 with an issue date of 7 April, 2014.
Over this same period, the Group redeemed, on the first call date, the Tier 2 subordinated notes issue implemented in March 2004 for EUR 248.6 million.

4.1.2 Extract from the presentation dated May 7, 2014: First quarter 2014 results (and supplements) – update of the pages 125 to 145 of the 2014 Registration document



CRR/CRD4 PRUDENTIAL CAPITAL RATIOS

In EUR bn	31 Dec.13	31 Mar.14
Shareholder equity group share	**51.0**	**51.1**
Deeply subordinated notes*	(6.6)	(6.6)
Undated subordinated notes*	(0.4)	(0.4)
Dividend to be paid & interest on subordinated notes	(0.9)	(1.1)
Goodwill and intangibles	(7.4)	(6.8)
Non controlling interests	2.8	2.6
Deductions and other prudential adjustments**	(4.3)	(4.0)
Common Equity Tier One capital	**34.3**	**34.9**
Additional Tier 1 capital	6.0	6.0
Tier 1 capital	**40.3**	**40.8**
Tier 2 capital	5.7	5.6
Total Capital (Tier 1 and Tier 2)	**46.0**	**46.5**
RWA	**342.6**	**345.4**
Common Equity Tier 1 ratio	**10.0%**	**10.1%**
Tier 1 ratio	**11.8%**	**11.8%**
Total Capital ratio	**13.4%**	**13.5%**

Ratios based on the CRR/CDR4 rules as published on 26th June 2013, including Danish compromise for insurance
*** Excluding issue premiums on deeply subordinated notes and on undated subordinated notes**
**** Fully loaded deductions**
NB. The ratios above do not take into account the AT1issuance of April 2014

CRR LEVERAGE RATIO

CRR Leverage ratio(1)

In EUR bn	31 Mar.14
Tier 1 capital	**40.8**
Total IFRS Balance sheet	1,266
Adjustement related to derivatives exposures	(49)
Adjustement related to securities financing transactions *	(180)
Off-balance sheet (loan and guarantee commitments)	128
Technical and prudential adjustments (Tier 1 capital prudential deductions)	9
Leverage exposure	**1,174**
CRR leverage ratio	**3.5%**

(1) Fully loaded proforma based on CRR rules as published on 26th June 2013
NB. The ratios above do not take into account the AT1issuance of April 2014
*** Securities financing transactions : repos, reverse repos, securities lending and borrowing and other similar transactions**
The figures reported above do not reflect new rules published by the Basel committee in January 2014. These new rules have no significant impact on the ratio.

4.2 Risk factors *(update of the 2014 Registration document page 130)*

11. The Group is subject to extensive supervisory and regulatory regimes in the countries in which it operates and changes in these regimes could have a significant effect on the Group's business.

The Group is subject to extensive regulation and supervision in all jurisdictions in which it operates. The rules applicable to banks seek principally to limit their risk exposure, preserve their stability and financial solidity and protect depositors, creditors and investors. The rules applicable to financial services providers govern, among other things, the sale, placement and marketing of financial instruments. The banking entities of the Group must also comply with requirements as to capital adequacy and liquidity in the countries in which they operate. Compliance with these rules and regulations requires significant resources. Non-compliance with applicable laws and regulations could lead to fines, damage to the Group's reputation, forced suspension of its operations or the withdrawal of operating licenses.

Since the onset of the financial crisis, a variety of measures have been proposed, discussed and adopted by numerous national and international legislative and regulatory bodies, as well as other entities. Certain of these measures have already been implemented, while others are still under discussion. It therefore remains difficult to accurately estimate the future impacts or, in some cases, to evaluate the likely consequences of these measures.

In particular, the Basel 3 reforms are being implemented in the European Union through the Capital Requirements Regulation (CRR) and Capital Requirements Directive 4 (CRD4) which came into effect on 1 January 2014, with certain requirements being phased in over a period of time, until 2019. Basel 3 is an international regulatory framework to strengthen capital and liquidity regulations with the goal of promoting a more resilient banking sector. Recommendations and measures addressing systemic risk exposure of global banks, including additional loss absorbency requirements, were adopted by the Basel Committee and by the Financial Stability Board, which was established following the G20 London summit in 2009. Societe Generale, among other global banks, has been named by the Financial Stability Board as a "systemically important financial institution" and as a result will be subject to additional capital buffer requirements. Specific rules related to the application of these measures have not yet been fully defined at the European level.

The ECB announced in October 2013 that it would commence a comprehensive assessment, including stress tests and an asset quality review, of certain large European banks, including the Group. The findings from this assessment, expected to be published in October 2014, may result in recommendations for additional supervisory measures, steps to increase capital ratios and other corrective actions affecting the Group and the banking sector generally. In addition, from November 2014, Societe Generale, along with all other significant financial institutions in the Eurozone, will fall under the direct supervision of the European Central Bank through implementation of the planned "Single Supervision Mechanism". It is not yet possible to assess the impact of such measures, if any, on the Group; however, the prospect of such recommendations and the implementation of additional measures may be a source of additional uncertainty and volatility in the financial markets.

In France, the banking law of July 26, 2013 requires, among other things:

(i) that banks whose balance sheet exceeds a certain threshold must develop and communicate to the Autorité de Contrôle Prudentiel et de Résolution (ACPR - French Prudential and Resolution Supervisory Authority) a preventive recovery plan outlining expected recovery measures in case of significant deterioration of their financial situation. This law expands the powers of the Prudential Supervision and Resolution Authority over these institutions in times of financial difficulty, in particular by allowing it to transfer shares or business lines to a bridge bank, or apply a write down or conversion to capital instruments as well as to subordinated debts. However, the ACPR's powers will be superseded by a European Resolution Authority starting January 1, 2016 (which will act in close cooperation with the national authority).

Moreover, the European Directive establishing a framework for the recovery and resolution of credit institutions and investment firms was adopted on April 15, 2014. It must be transposed into French Law before December 31, 2014 and will be applicable from January 1, 2015. Bail-in (i.e. write down or conversion into shares) of senior debts of an institution under resolution will enter into force on January 1, 2016 at the latest, regardless of the issue date of the debt. This may have an impact on the price of debt instruments.

(ii) the separation or ring-fencing of market activities considered "speculative" (i.e., not useful for the purpose of financing the economy) undertaken by financial institutions. Only activities undertaken by banks for their proprietary accounts fall within this obligation.

By 1 July 2014, all institutions subject to the separation obligation must have identified the relevant activities to be separated and eventually transferred to a dedicated subsidiary. The actual transfer of such activities must occur no later than 1 July 2015.

(iii) greater transparency concerning activities in non-cooperative tax countries, as well as the limitation of certain bank charges.

These reforms could impact the Group and its structure in ways that cannot currently be estimated.

The Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank"), enacted in the United States in 2010, will affect the Group and some of its businesses. Dodd-Frank calls for significant structural reforms affecting the financial services industry, including non-US banks, by addressing, in particular, systemic risk oversight, bank capital standards, the orderly liquidation of failing systemically significant financial institutions, over-the-counter derivatives, and the ability of banking entities to engage in proprietary trading activities and sponsor and invest in hedge funds and private equity funds (which was the subject of the final "Volcker rule" adopted in December 2013 by the Federal Reserve and other financial regulators in the United States). While certain provisions of Dodd-Frank were effective immediately on enactment, other provisions are subject to transition periods and a lengthy rulemaking process, or benefit from significant delays in their application, making it difficult at this time to assess the overall impact (including extraterritorial impacts) any final rules could have on the Group or on the financial services industry as a whole.

The European Market Infrastructure Regulation (EMIR) published in 2012 places new constraints on derivatives market participants in order to improve the stability and transparency of this market. Specifically, the EMIR requires the use of central counterparties for products deemed sufficiently liquid and standardised, the reporting of all derivative products transactions to a trade repository, and the implementation of risk mitigation procedures (e.g., exchange of collateral) for OTC derivatives not cleared by central counterparties. Some of these measures are already in effect, while others are expected come into force in 2015, making it difficult to accurately estimate their impact.

In Europe, the regulation of employee compensation, including rules related to bonuses and other incentive-based compensation, clawback requirements and deferred payments may increase the Group's proportion of fixed compensation costs relative to variable costs and may reduce its ability to recruit or retain key employees, either of which could adversely affect its profitability.

Finally, additional reforms are being considered that seek to further reduce the risks to the stability of the financial system posed by the default of systemically important banks. For example, in October 2013 the Basel Trading Book Group published a consultation paper (Fundamental Review of Trading Book) proposing revised methods for calculating capital requirements in evaluating market risks. This and other proposals for banking sector reform may have a significant impact on the Group, particularly in term of the cost of capital allocated to each type of banking activity, although it is too early to estimate their impact at this time.

4.3 Provisioning of doubtful loans *(update of the 2014 Registration document pages 160)*

DOUBTFUL LOANS*

In EUR bn	31/12/2012	31/12/2013	31/03/2014
Gross book outstandings*	**417.6**	**416.7**	**415.4**
Doubtful loans	*23.8*	*24.9*	*24.9*
Collateral relating to doubtful loans	*6.1*	*7.3*	*6.4*
Provisionable commitments	**17.7**	**17.5**	**18.5**
Net non performing loans ratio (Provisionable commitments / Gross book outstandings)	*4.2%*	*4.2%*	*4.5%*
Gross non performing loans ratio (Doubtful loans / Gross book outstandings)	*5.7%*	*6.0%*	*6.0%*
Specific provisions	**12.7**	**13.3**	**13.5**
Portfolio-based provisions	**1.1**	**1.2**	**1.3**
Gross doubtful loans coverage ratio (Overall provisions / Doubtful loans)	*58%*	*58%*	*59%*
Legacy Assets Gross book outstandings	*6.7*	*5.3*	*5.2*
Doutful loans	*3.4*	*3.0*	*3.0*
Non performing loan ratio	*50%*	*56%*	*57%*
Specific Provisions	*2.3*	*2.5*	*2.5*
Gross doubtful loans coverage ratio	*68%*	*84%*	*84%*

* Excluding Legacy Assets. Customer loans, deposits at banks and loans due from banks leasing and lease assets.

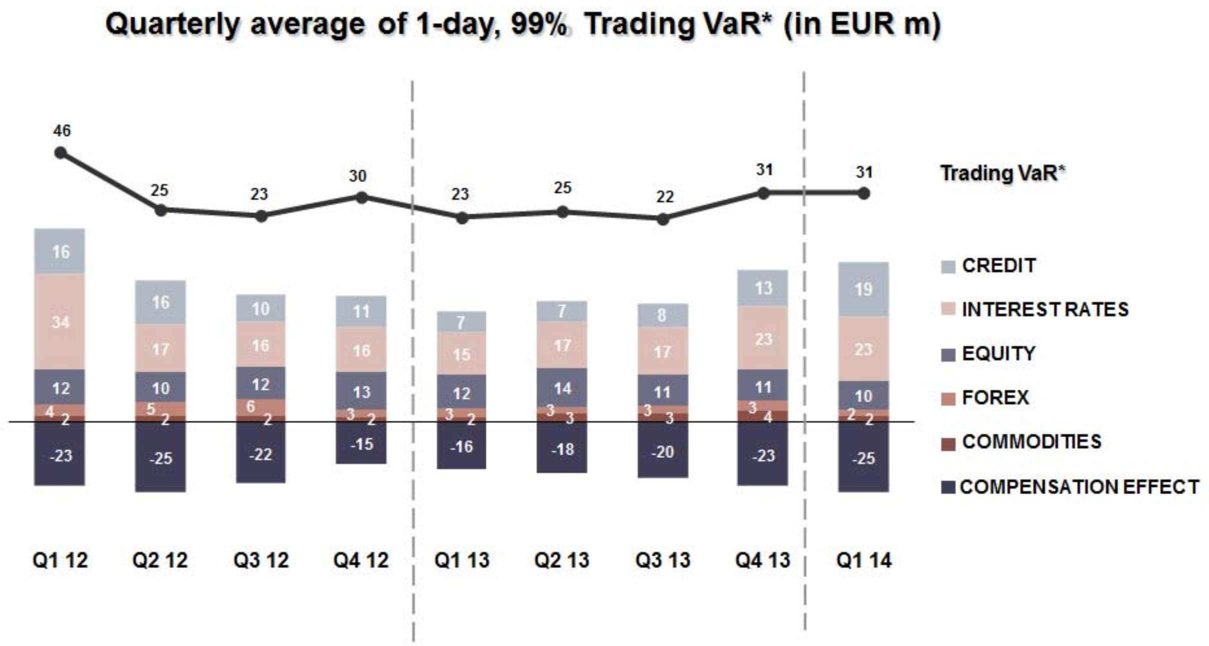
4.4 Addendum to the pillar 3 included in the registration document published on 4 March 2014: credit risks

The addendum to the pillar 3 is presented in Appendix 1 of the present update of the 2014 Registration Document, page 90.

4.5 Change in trading VaR - update of the 2014 Registration document pages 177

Quarterly average 99% Value at Risk (VaR), a composite indicator used to monitor the bank's daily risk exposure, notably for its trading activities, in millions of euros:

CHANGE IN TRADING VAR*



* Trading VaR: measurement over one year (i.e. 260 scenarii) of the greatest risk obtained after elimination of 1% of the most unfavourable occurrences. A reallocation of some Fixed Income and Forex products was implemented in Q3 12 in the VaR breakdown by risk factor, with restatement of the historical data. This reallocation doest not represent a change in the VaR model, and has no impact on the Group's overall Trading VaR level.

Since January 1, 2008, the parameters for credit VaR have excluded positions on hybrid CDOs, which are now accounted for prudentially in the banking book.

4.6 Capital requirements by market risk factor - (Addendum of the 2014 Registration document page 180)

	Minimum capital requirements		Risk weighted assets	
In EUR m	31.12.2013	31.12.2012	31.12.2013	31.12.2012
Risk assessed for currency positions	820	415	10,249	5,188
Risk related to credit	764	1,160	9,549	14,496
Risk assessed for commodities	20	34	245	422
Risk assessed for ownership interests	202	279	2,522	3,484
Risk related to interest rates	298	404	3,731	5,046
Total	**2,104**	**2,291**	**26,295**	**28,637**

4.7 Legal risks *(update of the 2014 Registration document pages 202 to 204)*

- On 24 October 2012 the Court of Appeal of Paris confirmed the first judgment delivered on 5 October 2010, finding J. Kerviel guilty of breach of trust, fraudulent insertion of data into a computer system, forgery and use of forged documents. J. Kerviel was sentenced to serve a prison sentence of five years two years of which are suspended, and was ordered to pay EUR 4.9 billion as compensation for the financial loss suffered by the bank. On 19 March 2014, the Supreme Court definitively confirmed the criminal liability of J. Kerviel. This decision puts an end to the criminal proceedings. On the civil front, the Supreme Court has departed from its traditional case law regarding the compensation of victims of criminal offences against property. The case will now be heard by the Versailles Court of Appeal before which the case was remanded.

- Societe Generale Algeria (SGA) and several of its branch managers have been prosecuted for breach of Algerian laws on exchange rates and capital transfers with other countries. The defendants are accused of having failed to make complete or accurate statements to the Bank of Algeria on movements of capital in connection with exports or imports made by clients of SGA. The events were discovered during investigations by the Bank of Algeria who subsequently filed claims. Sentences were delivered by the court of appeal against SGA and its employees in some proceedings while charges were dropped in other ones. All the proceedings went to the Supreme Court. To date, six cases have been terminated in favor of SGA and thirteen remain pending for a cumulative amount of EUR 107.97 million.

- On 22 May 2013, the ACPR launched disciplinary proceedings against Societe Generale in relation to the resources and procedures deployed by it pursuant to the legal requirements relating to the “right to a bank account” (“Droit au compte”). On 11 April 2014, the ACPR sanctions commission imposed the following sanctions on Société Générale: a fine of EUR 2 million, a reprimand, and the publication of the decision. Société Générale has two months to refer this decision to the *Conseil d’Etat*.

- On 7 March 2014, the Libyan Investment Authority (LIA) brought proceedings against Societe Generale before the High Court of England regarding the conditions pursuant to which LIA entered into certain investments with the Societe Generale group. LIA alleges that Societe Generale and other parties who participated in the conclusion of the investments committed acts amounting to corruption. Societe Generale intends to firmly refute such allegations and any claim tending to qu*estion the law*fulness of these investments. Also, on 8 April 2014, the Attorney General for the Eastern District of New York served Société Générale with a subpoena requesting the production of documents relating to various entities and individuals, including the LIA.

  Société Générale and other banks have been named as defendant in several putative class actions in the United States courts. The plaintiffs allege that the defendants manipulated the price of gold on the London market. Société Générale intends to defend these proceedings vigorously.

4.8 Table 29 update, page 189 of the registration document

This update is presented in page 21 in the appendix 1 of the present update.

5 - Chapter 7 : Share, Share capital and legal information

5.1 Information on the share capital

5.1.1 Free Shares Plan granted to employees

Within the "Free Shares Plan granted to employees" decided by the Board of Directors on November 2, 2010, 1,303,272 shares were vested under the second section of the plan and granted to 54,303 beneficiaries on March 31, 2014.

Consequently, the share capital was increased to EUR 1,000,024,292.50, divided into 800,019,434 shares.

5.1.2 Ongoing operation: capital increase reserved for employees

The Board of Directors decided to implement a capital increase reserved for employees, representing a maximum of EUR 18,293,290 corresponding to the issue of 14,634,632 shares to be subscribed to in cash. The subscription period will be open from 16 May to 30 May, 2014. The capital increase is expected to come into effect on 11 July, 2014. The GESOP information document is available on Societe Generale's website www.societegenerale.com. The capital increase shall be implemented only to the extent of the shares subscribed.

5.2 By-laws

(Updated on March 31, 2014)

Type of company – Name – Registered Office – Purpose

Article 1

The Company, named Societe Generale, is a public limited company (société anonyme) incorporated by deed approved by the Decree of May 4, 1864, and is approved as a bank.

The duration of Societe Generale, previously fixed at 50 years with effect from January 1, 1899, was then extended by 99 years with effect from January 1, 1949.

Under the legislative and regulatory provisions relating to credit institutions, notably the articles of the French Monetary and Financial Code that apply to them, the Company is subject to the commercial laws, in particular articles L. 210-1 and following of the French Commercial Code, as well as by the current By-laws.

Article 2

Societe Generale's registered office is at 29, boulevard Haussmann, Paris (9e).

In accordance with current legislative and regulatory provisions it may be transferred to any other location.

Article 3

The purpose of Societe Generale 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 Monetary and Financial Code;

- all acquisitions of interests in other companies.

Societe Generale 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, Societe Generale 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.

Capital – Shares

Article 4

4.1. Share capital

The share capital amounts to EUR 1,000,024,292.50. This is divided into 800,019,434 shares each having a nominal value of EUR 1.25 and fully paid up.

4.2. Capital increase and reduction

The capital may be increased, reduced or divided into shares of different nominal value on the decision of the competent General Meeting or Meetings.

Any capital reduction motivated by losses shall be shared between shareholders in proportion to their share of the capital.

Article 5

Unless otherwise provided by legislative and regulatory provisions, all shares have the same rights.

All shares which make up or which will make up the share capital will be given equal rank as regards taxes. Consequently, all taxes which, for whatever reason, may become payable on certain shares following capital reimbursement, either during the life of the Company or during its liquidation, shall be divided between all the shares making up the capital on such reimbursement(s) so that, while allowing for the nominal and non-amortised value of the shares and for their respective rights, all present or future shares shall entitle their owners to the same effective advantages and to the right to receive the same net sum.

Whenever it is necessary to possess a certain number of shares in order to exercise a right, it is incumbent on shareholders who own fewer shares than the total number required to assemble the necessary number of shares.

Article 6

6.1. Form and transfer of shares

The shares may, in accordance with the holder's wishes, be registered or bearer shares and shall be freely negotiable, unless otherwise stipulated by law.

6.2. Statutory thresholds

Any shareholder acting on his own or jointly, who comes to hold directly or indirectly at least 1.5% of the capital or voting rights, must inform the Company within fifteen days of the time at which he exceeds this threshold, and must also indicate in his declaration the number of shares he holds in the share capital. Mutual fund management companies must provide this information based on the total number of shares held in the Company by the funds they manage. Beyond the initial 1.5%, shareholders are obliged to notify the Company, under the aforementioned conditions, whenever their holding of capital or voting rights exceeds an additional 0.50%.

Failure to comply with this requirement will be penalised in accordance with legal provisions on this matter, at the request of one or more shareholders with at least a 5% holding in the Company's capital or voting rights. The said request will be duly recorded in the minutes of the General Meeting.

Any shareholder acting on his own or jointly, is also required to inform the Company within fifteen days if the percentage of his capital or voting rights falls below each of the thresholds described in paragraph 2 above.

6.3. Identification of shareholders

The Company can at any time, in accordance with current legislative and regulatory provisions, request that the organisation responsible for securities clearing provide information relating to the shares granting the right to vote in its General Meetings, either immediately or in the long term, as well as information about the holders of these shares.

6.4. Shareholders' rights

The rights of shareholders shall comply with applicable legislative and regulatory provisions, subject to the specific provisions of the current by-laws.

Board of Directors

Article 7

I – DIRECTORS

The Company is administered by a Board of Directors made up of two categories of Directors:

1. Directors appointed by the Ordinary General Meeting of Shareholders

There are at least nine of these Directors and thirteen at the most.

The term of office of Directors appointed by the Ordinary General Meeting shall expire four years after the approval of the current article. This provision does not apply to Directors in office at the time of this approval.

When, in application of current legislative and regulatory provisions, a Director is appointed to replace another, then his term of office shall not exceed the term of office remaining to be served by his predecessor.

Each Director must hold at least six hundred shares.

2. Directors elected by employees

The status and the methods of electing these Directors are laid down by Articles L. 225-27 to L. 225-34 of the French Commercial Code, as well as by these By-laws.

There are two such Directors, one to represent the executives and one to represent all other Company employees.

In any event, their number may not exceed one-third of the Directors appointed by the General Meeting.

Their term of office is three years.

Regardless of the appointment procedure, the duties of a Director cease at the end of the Ordinary General Meeting called to approve the financial statements of the previous fiscal year and held during the year in which his term of office expires.

Directors may be re-elected, as long as they meet the legal provisions, particularly with regard to age.

II – METHODS OF ELECTING DIRECTORS ELECTED BY EMPLOYEES

For each seat to be filled, the voting procedure is that set forth by law.

The first Directors elected by employees will begin their term of office during the Board of Directors' Meeting held after publication of the full results of the first elections.

Subsequent Directors shall take up office upon expiry of the outgoing Directors' terms of office.

If, under any circumstances and for any reason whatsoever, there shall remain in office less than the statutory number of Directors before the normal end of the term of office of such Directors, vacant seats shall remain vacant until the end of the term of office and the Board shall continue to meet and take decisions validly until that date.

Elections shall be organised every three years so that a second vote may take place at the latest fifteen days before the normal end of the term of office of outgoing Directors.

For both the first and second ballot, the following deadlines should be adhered to:

- posting of the date of the election at least eight weeks before the polling date;
- posting of the lists of the electors at least six weeks before the polling date;
- registration of candidates at least five weeks before the polling date;
- posting of lists of candidates at least four weeks before the polling date;
- sending of documents required for postal voting at least three weeks before the polling date.

The candidatures or lists of candidates other than those entered by a representative trade union should be accompanied by a document including the names and signatures of the one hundred employees presenting the candidates.

Polling takes place the same day, at the work place, and during working hours. Nevertheless, the following may vote by post:

- employees not present on the day of polling;
- employees working abroad;
- employees of a department or office, or seconded to a subsidiary in France, not having a polling station, or who cannot vote in another office.

Each polling station consists of three elective members, the Chairman being the oldest one among them. The Chairman is responsible for seeing that voting operations proceed correctly.

Votes are counted in each polling station, and immediately after the closing of the polls; the report is drawn up as soon as the counting has been completed.

Results are immediately sent to the Head Office of Societe Generale, where a centralised results station will be set up with a view to drafting the summary report and announcing the results.

Methods of polling not specified by Articles L. 225-27 to L. 225-34 of the French Commercial Code or these By-laws are settled up by the General Management after consulting with the representative trade unions.

These methods may include electronic voting, whose organisation may deviate from the practical organisation of the election described herein.

III – NON-VOTING DIRECTORS

On the proposal of the Chairman, the Board of Directors may appoint one or two Non-Voting Directors.

Non-Voting Directors are convened and attend Board of Directors' meetings in a consultative capacity.

They are appointed for a period not exceeding four years and the Board can renew their terms of office or terminate them at any time.

They may be selected from among shareholders or non-shareholders, and receive an annual remuneration determined by the Board of Directors.

Article 8

The Board of Directors determines the Company's strategy and ensures its implementation. Subject to the powers expressly attributed to the General Meeting and within the scope of the corporate purpose, it considers all matters that affect the Company's operations and settles by its decisions matters that concern it.

It carries out all the controls and verifications it deems appropriate. The Chairman or Chief Executive Officer is required to furnish each director with all documents required to carry out their function.

Article 9

The Board of Directors elects a Chairman from among its natural person members, determines his remuneration and sets the duration of his term of office, which may not exceed that of his term of office as Director.

No member of 70 years of age or more shall be appointed Chairman. If the Chairman in office reaches the age of 70, his duties shall cease after the next Ordinary General Meeting called to approve the financial statements of the preceding fiscal year.

The Chairman organises and manages the work of the Board of Directors and reports on its activities to the General Meeting. He ensures that the Company's bodies operate correctly and in particular ensures that the Directors are able to fulfil their functions.

Article 10

The Board of Directors meets as often as is required by the interests of the Company, upon convocation by the Chairman, either at the registered office or in any other place indicated in the Notice of Meeting. The Board examines the items placed on the agenda.

It shall also meet when at least one-third of Board members or the Chief Executive Officer submits a request for a meeting with a specific agenda to the Chairman.

If the Chairman is unable to attend, the Board of Directors can be convened either by one-third of its members, or by the Chief Executive Officer or a Deputy Chief Executive Officer, provided they are members of the Board.

Unless specifically provided for, Directors are called to meetings by letter or by any other means. In any event, the Board may always deliberate validly if all its members are present or represented.

Article 11

Board meetings are chaired by the Chairman of the Board of Directors or, in his absence, by a Director designated for this purpose at the beginning of the meeting.

Each Director may give his proxy to another Director, but a Director may act as proxy for only one other Director and a proxy can only be given for one specific meeting of the Board.

In all cases, deliberations of the Board are valid only if at least half the members are present.

The Chief Executive Officer attends meetings of the Board.

One or several delegates of the Central Works Council attend Board meetings, under the conditions laid down by the legislation in force.

At the request of the Chairman of the Board of Directors, members of the General Management, the Statutory Auditors or other persons outside the Company with specific expertise relating to the items on the agenda may attend all or part of a Board meeting.

Resolutions are adopted by a majority vote of the Directors present or represented. In the event of a tie, the Chairman holds a casting vote.

A member of the Management appointed by the Chairman serves as Secretary of the Board.

Minutes are prepared and copies or extracts certified and delivered in accordance with the law.

Article 12

Members of the Board may receive Director's fees in the form of a global sum set by the General Meeting distributed by the Board among its members as it sees fit.

General Management

Article 13

The General Management of the Company is the responsibility of either the Chairman of the Board of Directors, or any other individual appointed by the Board of Directors to act as Chief Executive Officer.

The Board of Directors may choose between the two general management structures, and its decision is only valid if:

- the agenda with respect to this choice is sent to members at least 15 days before the date of the Board Meeting,
- at least two-thirds of Directors are present or represented.

Shareholders and third-parties shall be informed of this decision in accordance with the regulations in force.

When the Chairman of the Board of Directors assumes responsibility for the general management of the Company, the following provisions relating to the Chief Executive Officer shall be applicable to him.

The Chief Executive Officer shall be granted exhaustive powers to act on behalf of the Company in all matters. He shall exercise these powers within the scope of the Company's purpose and subject to those powers expressly assigned by law to meetings of shareholders and the Board of Directors. He shall represent the company vis-à-vis third-parties.

The Board of Directors sets the remuneration and the duration of the Chief Executive Officer's term, which may not exceed that of the dissociation of the functions of Chairman and Chief Executive Officer nor, where applicable, that of his term as Director.

No person aged 70 or more may be appointed Chief Executive Officer. If the Chief Executive Officer in office reaches 70 years of age, his functions shall end at the end of the next Ordinary General Meeting called to approve the financial statements of the preceding fiscal year.

On recommendation by the Chief Executive Officer, the Board of Directors can appoint up to five persons to assist the Chief Executive Officer, who shall have the title Deputy Chief Executive Officer.

In agreement with the Chief Executive Officer, the Board of Directors determines the extent and duration of the powers granted to Deputy Chief Executive Officers. The Board of Directors sets their remuneration. With respect to third-parties, Deputy Chief Executive Officers have the same powers as the Chief Executive Officer.

Shareholders' Meeting

Article 14

General Meetings are comprised of all shareholders.

The General Meeting is called and deliberates as provided for by the legal and regulatory provisions in force.

It meets at the Company's head office or in any other place in mainland France indicated in the Notice to attend the General Meeting.

Such meetings are chaired by the Chairman of the Board or, in his absence, by a Director appointed for this purpose by the Chairman of the Board.

Regardless of the number of shares held, all shareholders whose shares are registered under the terms and at a date set forth by decree have the right, upon proof of their identity and status as a shareholder, to participate in the General Meetings. They may, as provided for by the legal and regulatory provisions in force, personally attend the General Meetings, vote remotely or appoint a proxy.

The intermediary registered on behalf of shareholders may participate in the General Meetings, as provided for by the legal and regulatory provisions in force.

In order for the ballots to be counted, they must be received by the Company at least two days before the General Meeting is held, unless otherwise specified in the Notice of Meeting or required by the regulations in force.

Shareholders may participate in General Meetings by videoconference or any other means of telecommunication, when stipulated in the Notice of Meeting and subject to the conditions provided therein.

The General Meeting may be publicly broadcast by means of electronic communication subject to the approval and under the terms set by the Board of Directors. Notice will be given in the preliminary Notice of Meeting and/or Notice to attend the Meeting.

Double voting rights, in relation to the share of capital stock they represent, are allocated to all those shares which are fully paid up and which have been registered in the name of the same shareholder for at least two years as from January 1, 1993. Double voting rights are also allocated to new registered shares that may be allocated free of charge to a shareholder in respect of the shares with double voting rights already held by him, in the case of a capital increase by incorporation of reserves, earnings, or additional paid-in capital.

The number of votes at General Meetings to be used by one shareholder, either personally or by a proxy, may not exceed 15% of total voting rights at the date of the Meeting.

This 15% limit does not apply to the Chairman or any other proxy with respect to the total number of voting rights they hold on a personal basis and in their capacity as proxy, provided that each shareholder for which they act as proxy complies with the rule stipulated in the previous paragraph.

For the purposes of applying this limit, shares held by a single shareholder include shares held indirectly or jointly in accordance with the conditions described in Articles L. 233-7 and following of the French Commercial Code.

This limit ceases to apply when a shareholder acquires – either directly or indirectly or jointly with another shareholder – more than 50.01% of the Company’s voting rights following a public offering.

In all General Meetings, the voting right attached to shares that include a usufructuary right, is exercised by the usufructuary.

Special Meetings

Article 15

When different categories of shares exist, the Special Meetings of the Shareholders of such categories of shares are convened and deliberate as provided by the applicable legislative and regulatory provisions and Article 14 herein.

Statutory Auditors

Article 16

The Statutory Auditors are appointed and carry out their duties according to the applicable statutory and regulatory provisions.

Annual Financial Statements

Article 17

The financial year starts on January 1 and ends on December 31.

The Board of Directors prepares the financial statements for the year under the conditions fixed by the applicable laws and regulations.

All other documents prescribed by the applicable laws and regulations are also drawn up.

Article 18

The results for the year are determined in accordance with the applicable legal and regulatory provisions.

At least 5% of the profits for the year, less any previous losses, must be set aside to form a reserve fund required by law until the said fund reaches 10% of the capital.

The net income available after this deduction, increased by any net income brought forward, constitutes the profits available for distribution, to be successively allocated to ordinary, extraordinary or special reserves or to be carried forward in those amounts which the General Meeting may deem useful, upon the recommendation of the Board of Directors.

The remaining is then allocated to the Shareholders in proportion of their participation in the share capital.

The General Meeting may also resolve to distribute amounts from available reserves.

The General Meeting approving the annual financial statements may, with regard to the whole or part of the dividend or interim dividend, grant each shareholder the option to choose between payment of the dividend or interim dividend in cash or in shares in accordance with the conditions fixed by the laws in force. A shareholder who exercise this option must do so for all of the dividends or interim dividends attached to their shares.

Except in cases of a reduction in capital, no distribution may be made to shareholders if the Shareholders' equity of the Company is or may subsequently become less than the minimum capital and reserves that may not be distributed by law or under the Company's By-laws.

Forum selection clause

Article 19

Any dispute arising during the life of the Company or during its liquidation, between the Company and its shareholders or among the Shareholders themselves, related to Company matters, shall be brought solely before the courts with jurisdiction over the Company's registered office.

Dissolution

Article 20

In the event that Societe Generale is wound up and unless otherwise provided for by law, the General Meeting determines the method of liquidation, appoints the liquidators on the proposal of the Board of Directors and continues to exercise its assigned powers during the said liquidation until completion thereof.

The net assets remaining after repayment of the nominal value of the shares are distributed among the shareholders, in proportion to their share of the capital.

6 - Chapter 8 : Person responsible for the registration document

6.1 Person responsible for updating the Registration Document

Mr. Frédéric OUDEA, Chairman and Chief Executive Officer of Societe Generale

6.2 Statement of the person responsible for updating the Registration Document

I hereby certify, having taken all reasonable measures to this effect and to the best of my knowledge, that the information contained in the present update of the 2014 Registration Document is in accordance with the facts and that it makes no omission likely to affect its import.

I have received a completion letter from the Statutory Auditors, stating that they have verified the information contained in the present update about the Group's financial position and accounts and that they have read the 2014 Registration Document and its update A-01 in their entirety.

The historical financial information presented in the 2014 Registration Document has been discussed in the Statutory Auditors' reports found on pages 376 to 377 and 434 to 435 of the 2014 Registration Document, and those enclosed for reference purposes for the financial years 2011 and 2012, found on pages 363 to 364 and 426 to 427 of the 2012 Registration Document and on pages 385 to 386 and 446 to 447 of the 2013 Registration Document. The Statutory Auditors' reports on the 2013 consolidated financial statements and on the 2012 parent company financial statements contain observations.

Paris, May 7, 2014

Mr. Frédéric OUDEA

Chairman and Chief Executive Officer of Societe Generale

6.3 Persons responsible for the audit of the financial statements

STATUTORY AUDITORS

Name:: Société Ernst & Young et Autres
represented by Ms. Isabelle Santenac

Address:: 1/2, place des Saisons
92400 Courbevoie – Paris-La Défense 1

Date of appointment: May 22, 2012

Term of office: six financial years

End of current term of office: at the close of the Ordinary General Meeting which will approve the financial statements for the year ended December 31, 2017.

Name:: Société Deloitte et Associés
represented by Mr. Jean-Marc Mickeler

Address:: 185, avenue Charles de Gaulle
92524 Neuilly-sur-Seine Cedex

Date of first appointment: April 18, 2003

Date of renewal: May 22, 2012

Term of office: six financial years

End of current term of office: at the close of the Ordinary General Meeting which will approve the financial statements for the year ended December 31, 2017.

SUBSTITUTE STATUTORY AUDITORS

Name:: Société Picarle et Associés

Address:: 1/2, place des Saisons
92400 Courbevoie – Paris-La Défense 1

Date of appointment: May 22, 2012

Term of office: six financial years

Name: Société BEAS

Address: 7-9 Villa Houssay
92200 Neuilly-sur-Seine

Date of nomination: May 22, 2012

Term of office: six financial years

Ernst & Young et Autres and Deloitte et Associés are registered as Statutory Auditors with the Compagnie régionale des Commissaires aux comptes de Versailles.

7 - Chapter 9 : Cross-reference table

7.1 Cross-reference table of the update to the registration document

Subject		*2014 Registration Document*	*First Update*
1.	PERSONS RESPONSIBLE FOR THE REGISTRATION DOCUMENT	464	84
2.	STATUTORY AUDITORS	436; 465	85
3.	SELECTED FINANCIAL INFORMATION		
3.1.	Selected historical financial information on the issuer for each financial year	Key figures p.5	
3.2.	Selected financial information for interim periods	NA	
4.	RISK FACTORS		67-71 ; Appendix 1
5.	INFORMATION ABOUT THE ISSUER		
5.1.	History and development of the Company	4 ; 448	
5.2.	Investments	54	4
6.	BUSINESS OVERVIEW		
6.1.	Principal activities	5; 46-48	3-5
6.2.	Principal markets	5-22; 372-375	
6.3.	Exceptional factors	NA	
6.4.	Dependence of the issuer on patents or licences, industrial, commercial or financial contracts or new manufacturing processes	NA	
6.5.	The basis for statements made by the issuer regarding its competitive position	Contents	Contents
7.	ORGANISATIONAL STRUCTURE		
7.1.	Brief description of the Group	5; 22-23	
7.2.	List of significant subsidiaries	27-45; 366-371; 424-433	
8.	PROPERTY, PLANT AND EQUIPMENT		
8.1.	Material tangible fixed assets (existing or planned)	55; 3226	
8.2.	Environmental issues that may affect the issuer's utilisation of the tangible fixed assets	216-261	
9.	OPERATING AND FINANCIAL REVIEW		
9.1.	Financial condition	49-53	
9.2.	Operating results	24-45	16-41
10.	CAPITAL RESOURCES		
10.1.	Information on the issuer's capital resources	266-272	
10.2.	Sources and amounts of the issuer's cash flow	273	
10.3.	Information on the issuer's borrowing requirements and funding structure	51-53	
10.4.	Information regarding any restrictions for the use of capital resources that have materially affected, or could materially affect, the issuer's operations	449	
10.5.	Information regarding the anticipated sources of funds needed to fulfil commitments referred to in items 5.2.3 and 8.1	52-53; 55	
11.	RESEARCH AND DEVELOPMENT, PATENTS AND LICENCES	NA	
12.	TREND INFORMATION	57-58	
13.	PROFIT FORECASTS OR ESTIMATES	NA	
14.	ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND GENERAL MANAGEMENT		
14.1.	Board of Directors and General Management	60-81	42-43
14.2.	Administrative bodies' and General Management's conflicts of interests	69	

Subject		2014 Registration Document	First Update
15.	REMUNERATION AND BENEFITS		
15.1.	Amount of remuneration paid and benefits in kind	82-104	44-66
15.2.	Total amounts set aside or accrued by the issuer to provide pension, retirement or similar benefits	365	
16.	BOARD PRACTICES		
16.1.	Date of expiration of the current term of office	61-66	
16.2.	Members of the administrative bodies' service contracts with the issuer	NA	
16.3.	Information about the issuer's Audit Committee and Remuneration Committee	77-79	
16.4.	Statement as to whether or not the issuer complies with the corporate governance regime	71	
17.	EMPLOYEES		
17.1.	Number of employees	234-246	
17.2.	Shareholdings and stock options awarded to directors	61-66 ; 82-104	
17.3.	Arrangements for involving employees in the capital of the issuer	243	
18.	MAJOR SHAREHOLDERS		
18.1.	Shareholders owning more than 5% of capital or voting rights	444-445	
18.2.	Different voting rights held by the major shareholders	444-445 ; 449	
18.3.	Control of the issuer	444-445	
18.4.	Arrangements known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer	NA	
19.	RELATED PARTY TRANSACTIONS	105-106 ; 365 ; 424-433	
20.	FINANCIAL INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER		
20.1.	Historical financial information	266-375 ; 380-433 ; 469	
20.2.	Pro forma financial information	NA	6-15
20.3.	Financial statements	266-375 ; 380-433	
20.4.	Auditing of historical annual financial information	121-122 ; 376-377 ; 434-435	
20.5.	Age of latest financial information	266 ;380	
20.6.	Interim financial information	NA	16-41
20.7.	Dividend policy	438-441	
20.8.	Legal and arbitration proceedings	202-204	
20.9.	Significant changes in the issuer's financial or trading position	56	
21.	ADDITIONAL INFORMATION		74
21.1.	Share capital	442-449	74-83
21.2.	Memorandum and by-laws	450-454	
22.	MATERIAL CONTRACTS	55	
23.	THIRD-PARTY INFORMATION AND STATEMENTS BY EXPERTS AND DECLARATIONS OF ANY INTEREST	NA	
24.	DOCUMENTS ON DISPLAY	449	
25.	INFORMATION ON HOLDINGS	22-23 ; 366-371 ; 424-433	

7.2 cross reference table of Pillar 3 report

CRD Disclosure Requirements	*Registration document*	*First Update*
Scope of consolidation		
(a) Name of the consolidating entity; (b) Differences between accounting and prudential accounting, brief description of the entities that are: (i) fully consolidated; (ii) proportionally consolidated; (iii) deducted from capital; or (iv) neither consolidated nor deducted; (c) Practical or legal impediments to the prompt transfer of capital or other commitments of the parent to its subsidiaries; (d) The aggregate amount of the gap and the names of subsidiaries whose capital falls short of requirements; and (e) Where applicable, the circumstances of making use of the provisions laid down in Articles 69 and 70.	(a) p. 448 (b) Summary descriptions of subsidiaries: note 46 to the financial statements; Scope changes: Chapter 4, table 1 to 3 (i) and (ii) Chapter 4, section 3, table 1. (iii) deducted companies: insurance companies: chapter 4, section 3, table 6, companies consolidated using the equity method: chapter 4, section 3, table 1 (iv) Other subsidiaries excluded; chapter 4, section 3, table 3 (c) (d) (e) Information not published for confidentiality reasons.	
Capital		
(a) Summary information regarding the composition of capital. (b) Reconciliation of accounting and prudential capital. (c) The total amount of additional capital. (d) Deductions. (e) Total eligible capital.	All information contained in chapter 4, section 3 of this Registration Document, page 140. (a) Description and tables page 142 and following (b) Table 6 (c) Tables 4 and 5 (d) Tables 6 and 8 ables 4, 5, 6 and details on Tier 2 issuance available in note 16 to the parent company's financial statements, page 406; note 28 page 344.	Section 4.1.1 Prudential ratio management
Securitisation		
›escription of Group's securitisation activity. 'he nature of other risks including liquidity risk inherent in securitised assets. :isks in terms of seniority of tranches held and the re-securitisation processes. :oles of the establishment in the securitisation process. ‹dditional information related to (d). escription of processes in place to monitor credit and market risk. 'ortfolio hedging principles. ‹pproaches to calculating risk weighted exposure amounts. ype of vehicles used for securitisation .ccounting methods Ise of rating agencies ›escription of IAA models Qualitative explanations 'or both the banking book and the trading book, information by type of exposure: (i) total securitisation outstandings (standard and synthetic securitisation) and securitisation for which the Group is the sponsor; (ii) positions held on the balance sheet and off balance sheet commitments (iii) positions held on outstandings awaiting securitisation (iv)securitised facilities subject to the early amortisation treatment (v) securitisations deducted from capital or risk-weighted at 1,250%; (vi) Summary of securitisation activity over past financial year; (o) For both the banking trading activity: (i) total amount of securitisation held of acquired and related capital needs; (ii) Amount of re-securitisations and classification based on quality of counterparties. (p) Information on outstandings in arrears 'or the trading portfolio, total securitised exposures subject to capital requirements for market risk, broken down by synthetic and standard securitisations by type of exposure.	All required information contained in chapter 4, section 5, p. 161 and following, barring exceptions below: ȷ) Credit and market risks monitored in accordance with Group rules and procedures (See chapter 4, sections 4 and 6, respectively p. 151 and 174) (n) (iv) Not applicable.	

CRD Disclosure Requirements	Registration document	First Update
Remuneration		
	The complete remuneration report will be published with the first update of the Registration Document. Information on the Remuneration Committee and general principles governing the link between risk and remuneration are described on pages 79 and 110.	Section 3.2.2 Remuneration policies and practices report
Market risk		
(a) For each portfolio covered: (i) the characteristics of the models used; (ii) for the capital charges in accordance with points 5a and 5l of Annex V to Directive 2006/49/EC, the methodologies used and the risks measured through the use of an internal model to determine liquidity horizons, the methodologies used to achieve a capital assessment that is consistent with the required soundness standard and the approach used in the valuation of the model; (iii) a description of stress testing; (iv) a description of the approaches used for back-testing and validating models. (b) the review scope of the competent authority. (c) a description of the extent and methodologies for compliance with the requirements set out in Part B of Annex VII to Directive 2006/49/EC. (d) the highest, the lowest and the mean of VaR at close of period, stressed VaR, IRC and CRM. (e) Average liquidity horizon used under an internal model for each sub-portfolio covered, in accordance with points 5a and 5l of Annex V to Directive 2006/49/EC. (f) Comparison between VAR and daily result.	All required information is contained in section 6 of Chapter 4 of this Registration Document, page 174 and following, except where mentioned to the contrary. The following information is not described in this chapter: - The breakdown by risk factor of capital charges using internal models (the breakdown of VaR by risk factor before netting effect having nevertheless been prodide, p. 177); - The descriptions by portfolio of methodologies used for i) internal models, ii) stress tests, and iii) backtesting, insofar as the general principles of these models, which applies to all asset classes and to sub-portfolios, are already covered in a general description.	Integration of trading VaR by risk type. Update of trading VaR. *Section4.5*
IRB Approach		
	Detailed information regarding the IRB approach will be published in March, and included in the first update of the Registration Document. The information summarising the approach related to credit risk are included in Chapter 4 of this Registration Document.	Appendix 1 : Addendum to the pillar 3 included in the registration document published on 4 March 2014 : credit risks
Equity risk		
(c) for credit institutions calculating the risk-weighted exposure amounts in accordance with Articles 84 to 89, 8% of weighted exposures for each of the exposure categories pursuant to Article 86. For exposures to retail customers, this requirement applies to each exposure category to which all correlations set out in Annex VII, part 1, points 10 to 13, correspond. For equity exposures, this requirement applies: i) to each approach set out in Annex VII, part 1, points 17 to 26; ii) to exposures to listed equities, to private equity exposures belonging to a sufficiently-diversified portfolio, and to other exposures; iii) to exposures subject to a transitional prudential framework in terms of capital requirements; and iv) to exposures subject to a grandfather clause in terms of capital requirements; d) minimum capital requirements calculated in accordance with Article 75, points b) and c); and e) minimum requirements of capital calculated in accordance with Article 103 to 105, which were published separately.	Information available in Chapter 4 – Other risks – equity risks, p. 205.	

Appendix 1 : Addendum to the pillar 3 included in the registration document published on 4 March 2014 : credit risks

ADDENDUM TO THE PILLAR 3 REPORT INCLUDED IN THE REGISTRATION DOCUMENT PUBLISHED ON 4 MARCH 2014 : CREDIT RISKS

DISCLOSURES AS AT 31 DECEMBER 2013

BUILDING TOGETHER

TEAM SPIRIT SOCIETE GENERALE

CELEBRATING 150 YEARS

CREDIT RISK: ADDITIONAL QUANTITATIVE DISCLOSURES

The additional quantitative disclosures in the following tables enhance the section 4 Credit Risk of the chapter 4 Risks Capital adequacy of the Registration Document (filed on March 4, 2014), under the Pillar 3 of Basel 2 regulation.

These tables set forth detailed information on the bank's global credit risk, notably with regard to total exposure, exposure at default and risk-weighted assets.

In these tables, the key variables are the following:

- Exposure is defined as all assets (e.g. loans, receivables, accruals, etc.) associated with market or customer transactions, recorded on and off-balance sheet.
- Exposure at default (EAD) is defined as exposure of the Group in case of a counterparty default (value exposure at risk). It includes on and off-balance sheet exposure. Off balance sheet exposures are converted to a balance sheet equivalent with internal or regulatory conversion factors (such as assumption of drawing…);
- Probability of default (PD): probability of a counterpart facing the bank of defaulting within one year;
- Loss given ratio (LGD): relation between the loss incurred through exposure to a defaulting counterparty and the amount of the exposure at the time of default;
- Expected Loss (EL), which is the potential loss incurred, taking into account the quality of the transaction's structuring and any risk mitigation measures such as collateral. Under the AIRB method, the following equation summarises the relation between these variables: EL = EAD x PD x LGD (except for defaulted exposures);
- Risk weighted-assets (RWA): their calculation compute the exposures and the level of risk associated, which depends on the debtors' credit quality assessed under Basel 2 rules.

The EAD's breakdown by exposure class is before the risk mitigation effect in all the tables with the exception of the geographic breakdown tables (tables 11,12, 22) that are after the risk mitigation effect. This is compliant with the methodology set by EBA in its transparency exercise in December 2013.

Note that equity investments, shares and others assets which are not bonds are excluded from tables in this chapter. The residual value risk is excluded.

In the tables below, Societe Generale's credit risk exposures are presented according to their obligor category defined in the regulation of "exposure class", valuation approaches (Standard or IRB) and geographical region:

Table 1: **Exposure class**

Sovereign:	Claims or contingent claims on central governments, regional governments, local authorities or public sector entities as well as on multilateral development banks and international organisations.
Institutions:	Claims or contingent claims on regulated credit institutions, as well as on governments, local authorities and other public sector entities that do not qualify as sovereign counterparties.
Corporate:	Claims or contingent claims on corporates, which include all exposures not covered in the portfolios defined above. In addition, small/medium-sized enterprises are included in this category as a sub-portfolio, and defined as entities with total annual sales below EUR 50m.
Retail:	Claims or contingent claims on an individual or individuals, or on a small or medium-sized entity, provided in the latter case that the total amount owed to the credit institution does not exceed EUR 1m. Retail exposure is further broken down into residential mortgages, revolving credit and other forms of credit to individuals, the remainder relating to exposures to very small entities and self-employed.
Securitisation:	Claims relating to securitisation transactions.

THE GROUP'S INTERNAL RATING SCALE

The following table presents Societe Generale's internal rating scale and the corresponding scales of the main External Credit Assessment Institutions, as well as the corresponding mean estimated probability of default.

Table 2: **Societe Generale's internal rating scale and corresponding scales of rating agencies**

Counterparty internal rating	DBRS	FitchRatings	Moody's	S&P	1 year probability of default
1	AAA	AAA	Aaa	AAA	0.01%
2	AA high to AA low	AA+ to AA-	Aa1 to Aa3	AA+ to AA-	0.02%
3	A high to A low	A+ to A-	A1 to A3	A+ to A-	0.04%
4	BBB high to BBB low	BBB+ to BBB-	Baa1 to Baa3	BBB+ to BBB-	0.30%
5	BB high to BB low	BB+ to BB-	Ba1 to Ba3	BB+ to BB-	2.16%
6	B high to B low	B+ to B-	B1 to B3	B+ to B-	7.93%
7	CCC high to CCC low	CCC+ to CCC-	Caa1 to Caa3	CCC+ to CCC-	20.67%
8,9 and 10	CC and below	CC and below	Ca and below	CC and below	100.00%

SCOPE OF APPLICATION OF CAPITAL EVALUATION METHODS

In December 2007, Societe Generale obtained authorisation from its supervisory authorities to apply the internal ratings (IRB) method for most of its exposures – this is the most advanced method for calculating capital requirements in respect of credit risk.

The Group will selectively transition to the IRB method for some of its activities and exposures that currently use the standard approach. These transitions will have a marginal impact on the Group's regulatory capital.

The following table presents the scope of application of the Standard and IRB approaches for the Group:

Table 3: **Scope of application of the IRB and Standard approaches for the Group**

	IRB Approach	Standard Approach
French Retail Banking	Majority of portfolios	Some retail customer portfolios including those of the Sogelease subsidiary
International Retail Banking and Financial Services	Komercni Banka (Czech Republic), the subsidiaries Franfinance Particuliers, CGI, Fiditalia and GEFA	The other subsidiaries
Global Banking and Investor Solutions	Majority of Corporate and Investment Banking portfolios As for Private Banking, Securities Services and Brokerage mainly the following subsidiaries : SG Hambros, SGBT Luxembourg, SGBT Monaco, SG Private Banking Suisse	As for Private Banking, Securities Services and Brokerage most of Institutions and Corporates' portfolios
Corporate Center	Majority of portfolios	-

Table 4: Summary of quantitative credit and counterparty risk disclosures

As at 31 December 2013, 83% of the exposure at default (EAD) was treated with the IRB method.

The overall decrease of the exposure lies within a scope effect (disposal of the Egyptian subsidiary NSGB at Q1 13), continued sales of legacy assets and foreign exchange effect.

Table 5: Credit risk exposure, exposure at default (EAD) and risk-weighted assets (RWA) by approach and exposure class

Global portfolio *(In EUR m)* **31 December 2013**	IRB approach			Standard approach			Total			Average [(1)]	
	Exposure	EAD	RWA	Exposure	EAD	RWA	Exposure	EAD	RWA	Exposure	RWA
Exposure Class											
Sovereign	143,150	141,264	5,027	1,883	1,888	553	145,032	143,153	5,580	147,877	5,547
Institutions	66,115	53,166	8,509	18,770	8,184	3,261	84,884	61,350	11,770	87,967	12,558
Corporates	272,988	200,433	88,035	71,131	49,328	47,877	344,119	249,761	135,912	354,895	137,186
Retail	129,357	129,449	28,825	59,277	51,425	33,185	188,634	180,873	62,010	190,289	59,437
Securitisation	15,667	14,988	2,141	215	215	269	15,882	15,203	2,410	17,186	3,146
TOTAL	**627,277**	**539,300**	**132,538**	**151,275**	**111,039**	**85,145**	**778,552**	**650,339**	**217,683**	**798,213**	**217,875**

(1) The average exposure and RWA are determined by aggregating the total gross exposure and RWA at the end of the last four quarters and dividing the result by 4.

Global portfolio *(In EUR m)* **31 December 2012**	IRB approach			Standard approach			Total			Average [(1)]	
	Exposure	EAD	RWA	Exposure	EAD	RWA	Exposure	EAD	RWA	Exposure	RWA
Exposure Class											
Sovereign	147,904	141,722	6,599	1,813	1,780	603	149,717	143,502	7,202	150,195	7,191
Institutions	98,452	61,975	9,542	17,758	9,715	3,895	116,209	71,690	13,438	132,383	14,993
Corporates	295,895	207,799	87,874	86,738	58,769	56,382	382,634	266,569	144,255	400,055	152,027
Retail	132,971	132,607	24,469	60,634	52,087	33,969	193,605	184,693	58,438	194,876	57,565
Securitisation	18,578	17,992	3,677	812	807	496	19,390	18,800	4,173	21,088	4,619
TOTAL	**693,800**	**562,096**	**132,162**	**167,755**	**123,159**	**95,345**	**861,555**	**685,254**	**227,506**	**898,597**	**236,395**

(1) The average exposure and RWA are determined by aggregating the total gross exposure and RWA at the end of the last four quarters and dividing the result by 4.

Table 6: Retail credit risk exposure, exposure at default (EAD) and risk-weighted assets (RWA) by approach and exposure class

Global portfolio *(In EUR m)* **31 December 2013**	IRB approach			Standard approach			Total			Average [1]	
	Exposure	EAD	RWA	Exposure	EAD	RWA	Exposure	EAD	RWA	Exposure	RWA
Exposure Class											
Residential mortgages	78,284	78,231	11,372	15,902	15,409	5,551	94,187	93,641	16,923	94,833	15,373
Revolving credits	7,383	5,935	2,643	5,607	2,961	2,245	12,991	8,896	4,888	13,093	4,706
Other credits to individuals	28,169	29,357	8,195	27,409	24,139	18,460	55,578	53,496	26,654	56,057	26,584
Other - small entities or self employed	15,521	15,925	6,615	10,358	8,915	6,930	25,879	24,840	13,545	26,306	12,774
TOTAL	**129,357**	**129,449**	**28,825**	**59,277**	**51,424**	**33,185**	**188,634**	**180,873**	**62,010**	**190,289**	**59,437**

(1) The average exposure and RWA are determined by aggregating the total gross exposure and RWA at the end of the last four quarters and dividing the result by 4.

Global portfolio *(In EUR m)* **31 December 2012**	IRB approach			Standard approach			Total			Average [1]	
	Exposure	EAD	RWA	Exposure	EAD	RWA	Exposure	EAD	RWA	Exposure	RWA
Exposure Class											
Residential mortgages	80,317	80,298	9,218	14,770	14,266	5,056	95,087	94,564	14,274	94,520	13,099
Revolving credits	8,299	6,723	2,611	5,386	2,963	2,249	13,685	9,686	4,860	14,054	4,808
Other credits to individuals	29,032	29,785	7,577	28,427	24,709	18,879	57,459	54,494	26,456	58,589	26,710
Other - small entities or self employed	15,323	15,800	5,063	12,051	10,150	7,784	27,373	25,950	12,848	27,713	12,948
TOTAL	**132,971**	**132,607**	**24,469**	**60,634**	**52,087**	**33,969**	**193,605**	**184,693**	**58,438**	**194,876**	**57,565**

(1) The average exposure and RWA are determined by aggregating the total gross exposure and RWA at the end of the last four quarters and dividing the result by 4.

Breakdown of credit risk

Table 7: Credit and counterparty risk exposure by approach and exposure class

Exposure class *(In EUR m)* **31 December 2013**	IRB			Standard			Total		
	Credit risk	Counterparty risk	Total	Credit risk	Counterparty risk	Total	Credit risk	Counterparty risk	Total
Sovereign	135,052	8,098	143,150	1,857	26	1,883	136,909	8,124	145,032
Institutions	53,045	13,070	66,115	18,035	734	18,770	71,080	13,804	84,884
Corporates	242,766	30,222	272,988	70,104	1,027	71,131	312,870	31,249	344,119
Retail	129,310	47	129,357	59,269	8	59,277	188,578	56	188,634
Securitisation	15,419	248	15,667	215	0	215	15,634	248	15,882
TOTAL	**575,591**	**51,686**	**627,277**	**149,479**	**1,795**	**151,275**	**725,071**	**53,481**	**778,552**

Exposure class *(In EUR m)* **31 December 2012**	IRB			Standard			Total		
	Credit risk	Counterparty risk	Total	Credit risk	Counterparty risk	Total	Credit risk	Counterparty risk	Total
Sovereign	143,157	4,747	147,904	1,644	169	1,813	144,801	4,916	149,717
Institutions	78,553	19,898	98,452	16,897	861	17,758	95,450	20,760	116,209
Corporates	263,535	32,360	295,895	84,900	1,839	86,738	348,434	34,199	382,634
Retail	132,883	88	132,971	60,630	4	60,634	193,513	92	193,605
Securitisation	18,178	400	18,578	606	206	812	18,784	606	19,390
TOTAL	**636,306**	**57,494**	**693,800**	**164,676**	**3,079**	**167,755**	**800,982**	**60,573**	**861,555**

Table 8: **Credit and counterparty exposure at default (EAD) by approach and exposure class**

Exposure class *(In EUR m)* **31 December 2013**	IRB			Standard			Total		
	Credit risk	Counterparty risk	Total	Credit risk	Counterparty risk	Total	Credit risk	Counterparty risk	Total
Sovereign	133,167	8,098	141,264	1,862	26	1,888	135,029	8,124	143,153
Institutions	40,134	13,032	53,166	7,449	734	8,184	47,583	13,767	61,350
Corporates	170,210	30,222	200,433	48,301	1,027	49,328	218,512	31,249	249,761
Retail	129,401	47	129,449	51,416	8	51,425	180,817	56	180,873
Securitisation	14,740	248	14,988	215	0	215	14,955	248	15,203
TOTAL	**487,652**	**51,648**	**539,300**	**109,244**	**1,795**	**111,039**	**596,895**	**53,444**	**650,339**

Exposure class *(In EUR m)* **31 December 2012**	IRB			Standard			Total		
	Credit risk	Counterparty risk	Total	Credit risk	Counterparty risk	Total	Credit risk	Counterparty risk	Total
Sovereign	136,975	4,747	141,722	1,611	169	1,780	138,586	4,916	143,502
Institutions	42,175	19,800	61,975	8,854	861	9,715	51,029	20,661	71,690
Corporates	175,439	32,360	207,799	57,070	1,699	58,769	232,509	34,059	266,569
Retail	132,518	88	132,607	52,083	4	52,087	184,602	92	184,693
Securitisation	17,592	400	17,992	601	206	807	18,193	606	18,800
TOTAL	**504,700**	**57,396**	**562,096**	**120,220**	**2,939**	**123,159**	**624,920**	**60,335**	**685,254**

The counterparty risk definition can be found page 153 of the Registration Document.

The decrease of the counterparty risk in 2013 is mainly explained by the extension to the most complex derivative products of the use of an internal model to determine the EEPE's (Expected Effective Positive Exposure) indicator which serves as the basis for calculating EAD.

The EAD relative to the counterparty risk has been calculated since June 2012 on the basis of this new indicator for the simplest products. As at 31 December 2013, this method is used for 90% of transactions.

Guarantees and Collateral

The following table is a complement to the section of the Registration document relative to Guarantees and collateral page 154.

Table 9: **On and off-balance sheet personal guarantees (including credit derivatives) and collateral by exposure class**

	31 December 2013		31 December 2012	
In EUR m	Personal guarantees	Collateral	Personal guarantees	Collateral
Sovereign	4,769	413	4,817	455
Institutions	3,244	1,575	3,644	815
Corporates	18,519	36,194	19,981	40,280
Retail	53,803	37,952	53,856	38,937
Total	**80,336**	**76,134**	**82,298**	**80,489**

Table 10: **Corporate credit exposure at default (EAD) by industry sector**

EAD *(In EUR m)*	**Corporate - 31 December 2013**		**Corporate - 31 December 2012**	
	EAD	**Breakdown in %**	**EAD**	**Breakdown in %**
Finance & insurance	43,917	17.6%	39,468	14.8%
Real estate	22,451	9.0%	22,358	8.4%
Public administration	227	0.1%	365	0.1%
Food & agriculture	11,327	4.5%	13,206	5.0%
Consumer goods	5,549	2.2%	6,966	2.6%
Chemicals, rubber, plastics	4,749	1.9%	5,537	2.1%
Retail trade	12,696	5.1%	13,965	5.2%
Wholesale trade	21,490	8.6%	23,027	8.6%
Construction	10,539	4.2%	12,445	4.7%
Transport equip. Manuf.	2,195	0.9%	2,733	1.0%
Education and Associations	1,179	0.5%	1,275	0.5%
Hotels and catering	4,070	1.6%	4,987	1.9%
Automobiles	4,161	1.7%	4,567	1.7%
Machinery and equipment	8,382	3.4%	9,399	3.5%
Forestry, paper	1,475	0.6%	1,742	0.7%
Metals, minerals	9,069	3.6%	11,730	4.4%
Media	2,533	1.0%	2,343	0.9%
Oil and Gas	15,784	6.3%	15,275	5.7%
Health , social services	2,372	0.9%	2,496	0.9%
Business services (including conglomerates)	21,953	8.8%	23,995	9.0%
Collective services	17,565	7.0%	20,077	7.5%
Personal & domectic services	180	0.1%	206	0.1%
Telecoms	5,910	2.4%	8,029	3.0%
Transport & logistics	19,984	8.0%	20,378	7.6%
TOTAL	**249,761**	**100%**	**266,569**	**100%**

The Group's Corporate portfolio (Large Corporates, SMEs and Specialised Financing) is highly diversified in terms of sectors.

Only the Finance and Insurance sector accounts for more than 10% of the portfolio.

The Group's exposure to its ten largest corporate counterparties accounts for 6% of this portfolio.

For further details on the management of concentration risk please refer to the Registration Document pages 131, 151,154 and 300.

The EAD's breakdown by exposure class in table 11 and 12 is after the risk mitigation effect. This is compliant with the methodology set by EBA in its transparency exercise in December 2013 (amounts adjusted with respect to Pillar 3 as at 31 December 2012).

At 31 December 2013, 86% of the Group's on and off-balance sheet exposure was concentrated in the major industrialised countries. Almost half of the overall amount of outstanding loans was to French customers (26% exposure to non-retail portfolio and 20% to retail portfolio). Almost two-thirds of the Group's total exposure was concentrated in Western Europe inc. France (more than 80% for Retail).

The sovereign exposure amount is stable overall over the year, the change in the breakdown by country is due to the Group's liquidity management.

The strong decrease exposure to Africa and Middle East is mainly explained by the disposal of the Egyptian subsidiary (NSGB) during Q1 13.

The growth of the exposure to Asia is based on the development of the Group's activity in China.

Table 11: **Exposure at default (EAD) by geographic region and main countries and by exposure class**

EAD *(In EUR m)* **31 December 2013**	Sovereign	Institutions	Corporates	Retail	Securitisation	Total	Breakdown in %
France	33,247	26,337	104,273	128,893	4,187	**296,937**	45.7%
United Kingdom	495	4,626	9,671	1,614	158	**16,564**	2.5%
Germany	5,784	2,223	9,509	7,241	14	**24,770**	3.8%
Switzerland	6,903	826	5,992	932	8	**14,660**	2.3%
Italy	1,285	1,135	7,745	4,982	145	**15,293**	2.4%
Luxembourg	4,816	281	6,468	1,503	250	**13,317**	2.0%
Spain	1,113	2,950	6,451	46	184	**10,745**	1.7%
Other Western European countries	4,207	4,200	14,500	1,440	1,307	**25,654**	3.9%
Czech Republic	8,942	1,808	8,357	8,704	0	**27,811**	4.3%
Romania	3,363	321	3,103	4,186	0	**10,973**	1.7%
Other Eastern European countries EU	1,639	1,092	4,769	3,946	1	**11,446**	1.8%
Russia	2,171	1,193	8,556	9,453	0	**21,373**	3.3%
Other Eastern European countries excluding EU	2,193	394	4,389	2,547	0	**9,522**	1.5%
The United States	55,755	4,831	22,976	90	8,124	**91,777**	14.1%
Other countries of North America	635	404	1,517	0	236	**2,792**	0.4%
Latin America and Carribbean	351	431	3,416	609	375	**5,182**	0.8%
Africa and Middle East	5,011	1,773	13,613	4,430	77	**24,904**	3.8%
Asia-Pacific	5,243	6,523	14,458	259	137	**26,619**	4.1%
TOTAL	**143,153**	**61,350**	**249,761**	**180,873**	**15,203**	**650,339**	**100.0%**

EAD *(In EUR m)* **31 December 2012**	Sovereign	Institutions	Corporates	Retail	Securitisation	Total	Breakdown in %
France	50,692	29,706	112,196	131,309	5,804	**329,707**	48.1%
United Kingdom	11,561	5,347	9,209	1,421	213	**27,751**	4.0%
Germany	3,852	3,318	10,692	6,788	15	**24,666**	3.6%
Switzerland	11,609	1,005	6,442	945	0	**20,001**	2.9%
Italy	1,582	1,923	8,206	4,719	144	**16,573**	2.4%
Luxembourg	6,550	401	4,903	1,278	235	**13,366**	2.0%
Spain	1,451	2,542	7,630	50	314	**11,986**	1.7%
Other Western European countries	2,722	5,520	17,637	1,676	2,173	**29,728**	4.3%
Czech Republic	6,085	1,966	9,160	9,278	1	**26,490**	3.9%
Romania	2,981	283	4,069	4,278	0	**11,612**	1.7%
Other Eastern European countries EU	1,560	962	5,729	3,899	0	**12,149**	1.8%
Russia	1,676	1,590	7,198	9,569	0	**20,033**	2.9%
Other Eastern European countries excluding EU	1,994	529	4,777	2,359	1	**9,660**	1.4%
The United States	24,728	9,670	22,650	108	9,178	**66,335**	9.7%
Other countries of North America	906	487	1,998	0	231	**3,622**	0.5%
Latin America and Carribbean	675	235	4,513	973	12	**6,408**	0.9%
Africa and Middle East	8,183	1,771	17,304	5,377	77	**32,712**	4.8%
Asia-Pacific	4,694	4,435	12,257	667	402	**22,455**	3.3%
TOTAL	**143,502**	**71,690**	**266,569**	**184,693**	**18,800**	**685,254**	**100.0%**

Table 12 : retail exposure at default (EAD) by geographic region and main countries

EAD *(In EUR m)* **31 December 2013**	Residential mortgages	Revolving credits	Others credits to individuals	Others - small entities or self employed	Total	Breakdown in %
France	76,442	7,187	29,392	15,872	**128,893**	71.3%
Germany	10	141	3,439	3,651	**7,241**	4.0%
Italy	0	136	3,682	1,163	**4,982**	2.8%
Other Western European countries	1,292	0	2,465	1,778	**5,535**	3.1%
Czech Republic	6,517	366	998	823	**8,704**	4.8%
Romania	1,647	325	1,875	339	**4,186**	2.3%
Other Eastern European countries EU	1,665	72	1,867	341	**3,946**	2.2%
Russia	3,278	648	5,526	0	**9,453**	5.2%
Other Eastern European countries excluding EU	993	21	1,247	286	**2,547**	1.4%
North America	90	0	0	0	**90**	0.0%
Latin America and Carribbean	0	0	600	8	**609**	0.3%
Africa and Middle East	1,637	0	2,369	423	**4,430**	2.4%
Asia-Pacific	67	0	34	157	**259**	0.1%
TOTAL	**93,640**	**8,896**	**53,496**	**24,841**	**180,873**	**100%**

EAD *(In EUR m)* **31 December 2012**	Residential mortgages	Revolving credits	Others credits to individuals	Others - small entities or self employed	Total	Breakdown in %
France	78,250	7,753	29,190	16,117	**131,309**	71%
Germany	16	99	3,016	3,657	**6,788**	4%
Italy	0	185	3,331	1,203	**4,719**	3%
Other Western European countries	1,094	2	2,179	2,094	**5,370**	3%
Czech Republic	6,695	528	1,123	932	**9,278**	5%
Romania	1,372	310	2,155	441	**4,278**	2%
Other Eastern European countries EU	1,510	80	1,973	335	**3,899**	2%
Russia	3,049	707	5,813	0	**9,569**	5%
Other Eastern European countries excluding EU	841	21	1,248	249	**2,359**	1%
North America	108	0	0	0	**108**	0%
Latin America and Carribbean	0	0	973	0	**973**	1%
Africa and Middle East	1,551	0	3,019	807	**5,377**	3%
Asia-Pacific	79	0	474	115	**667**	0%
TOTAL	**94,564**	**9,686**	**54,494**	**25,950**	**184,693**	**100%**

Table 13: Under the IRB approach for non-retail customers: credit risk exposure by residual maturity and exposure class

Exposure in EUR m 31 December 2013	Maturity analysis				
	< 1 year	1 to 5 years	5 to 10 years	> 10 years	Total
Sovereign	73,161	35,824	27,154	7,011	143,150
Institutions	21,052	27,380	5,124	12,559	66,115
Corporates	72,041	150,351	24,687	25,910	272,988
Securitisation	9,511	284	866	5,006	15,667
TOTAL	**175,766**	**213,838**	**57,830**	**50,486**	**497,920**

Exposure in EUR m 31 December 2012	Maturity analysis				
	< 1 year	1 to 5 years	5 to 10 years	> 10 years	Total
Sovereign	67,663	46,366	25,006	8,868	147,904
Institutions	22,018	54,388	6,613	15,433	98,452
Corporates	80,325	162,964	26,189	26,418	295,895
Securitisation	9,111	2,654	972	5,841	18,578
TOTAL	**179,118**	**266,371**	**58,780**	**56,559**	**560,829**

About 80% of the total credit risk's exposure had a maturity less than five years as at 31 December 2013.

Global credit risk by rating

The breakdown by rating of the Societe Generale Group's Corporates exposure demonstrates the sound quality of the portfolio. At 31 December 2013, 75% of EAD (excluding defaulted exposure) under the IRB method had an investment grade rating. Transactions with non-investment grade counterparties are often backed by guarantees and collateral in order to mitigate the risk incurred.

Table 14: Under the IRB approach: credit risk exposure by exposure class and internal rating (excluding defaulted exposure)

(In EUR m) 31 December 2013	Internal obligor rating	Gross exposure	On-balance-sheet exposure	Off-balance sheet exposure	Average CCF (Off-balance sheet)	EAD	RWA	Average LGD	Average PD	Average RW*	Expected Loss
Sovereign	1	107,887	104,347	3,540	62%	106,539	7	0%	0.00%	0%	0
	2	14,220	13,159	1,061	98%	14,201	468	15%	0.01%	3%	0
	3	6,408	5,537	871	95%	6,364	441	18%	0.05%	7%	1
	4	9,707	8,235	1,472	78%	9,360	1,712	14%	0.23%	18%	4
	5	3,239	2,975	264	73%	3,167	1,551	28%	1.30%	49%	13
	6	1,428	1,134	293	73%	1,349	675	17%	4.60%	50%	14
	7	95	75	20	99%	95	149	33%	12.81%	157%	5
Sub-total		**142,984**	**135,462**	**7,523**	**75%**	**141,074**	**5,003**	**4%**	**0.10%**	**4%**	**37**
Institutions	1	11,387	9,826	1,561	54%	10,675	308	5%	0.03%	3%	0
	2	9,516	6,276	3,240	60%	8,189	467	22%	0.03%	6%	0
	3	28,864	13,516	15,347	49%	19,387	1,432	21%	0.04%	7%	2
	4	10,822	6,336	4,486	80%	10,073	3,159	30%	0.25%	31%	8
	5	4,227	2,018	2,209	77%	3,704	2,309	27%	1.61%	62%	17
	6	709	452	257	71%	535	470	27%	5.19%	88%	9
	7	277	130	146	70%	233	291	28%	13.90%	125%	10
Sub-total		**65,802**	**38,555**	**27,247**	**58%**	**52,794**	**8,436**	**20%**	**0.30%**	**16%**	**46**
Corporates	1	3,500	2,511	990	100%	3,203	386	67%	0.03%	11%	1
	2	32,799	14,214	18,584	42%	20,293	2,889	38%	0.03%	14%	2
	3	57,013	25,634	31,378	59%	41,358	6,489	35%	0.05%	16%	7
	4	88,767	34,453	54,314	48%	60,507	20,913	30%	0.29%	35%	53
	5	56,575	33,543	23,032	51%	43,672	31,492	28%	1.83%	71%	238
	6	18,325	11,720	6,604	53%	15,079	14,589	27%	6.11%	97%	271
	7	3,284	2,517	768	70%	3,105	4,976	31%	18.55%	160%	193
Sub-total		**260,263**	**124,592**	**135,670**	**52%**	**187,217**	**81,734**	**32%**	**1.33%**	**43%**	**765**
Retail	1	1,893	1,454	439	98%	2,376	248	100%	0.03%	10%	1
	2	2,395	2,220	175	101%	2,402	236	100%	0.03%	10%	1
	3	21,670	20,874	796	99%	22,303	704	20%	0.05%	3%	2
	4	40,954	38,350	2,604	59%	39,882	4,384	17%	0.26%	11%	21
	5	37,673	34,596	3,077	84%	37,193	9,330	19%	1.33%	25%	111
	6	13,842	13,203	638	109%	14,128	6,035	23%	5.46%	43%	186
	7	4,231	4,144	86	23%	4,462	3,646	28%	26.35%	82%	316
Sub-total		**122,657**	**114,841**	**7,815**	**80%**	**122,746**	**24,583**	**23%**	**2.08%**	**20%**	**638**
Corporate in IRB slotting		1,973	469	1,504	55%	1,299	776			60%	4
Receivables		2,886	2,864	22	-	3,019	1,933			64%	44
TOTAL		**596,564**	**416,783**	**179,782**	**55%**	**508,149**	**122,466**	**21%**	**1.06%**	**24%**	**1,534**

* *with consideration of the floor of PD*

(In EUR m) **31 December 2012**	Internal obligor rating	Gross exposure	On-balance-sheet exposure	Off-balance sheet exposure	Average CCF (Off-balance sheet)	EAD	RWA	Average LGD	Average PD	Average RW*	Expected Loss
Sovereign	1	111,543	106,726	4,817	34%	107,145	2	0%	0%	0%	0
	2	11,659	11,252	407	95%	11,516	439	15%	0%	4%	0
	3	7,435	6,479	956	95%	7,218	518	20%	0%	7%	1
	4	9,402	6,881	2,520	76%	8,790	1,516	14%	0%	17%	3
	5	5,746	5,696	50	89%	5,124	2,907	26%	2%	57%	25
	6	1,762	1,365	398	70%	1,564	962	25%	3%	62%	16
	7	173	173	0	75%	173	176	21%	15%	102%	6
Sub-total		**147,719**	**138,571**	**9,148**	**56%**	**141,531**	**6,520**	**4%**	**0.1%**	**5%**	**51**
Institutions	1	12,598	10,475	2,124	67%	11,786	338	5%	0%	3%	0
	2	17,836	8,168	9,668	40%	9,767	583	15%	0%	6%	0
	3	46,517	29,514	17,003	68%	24,947	2,118	21%	0%	8%	2
	4	14,941	8,135	6,805	80%	10,905	3,091	27%	0%	29%	7
	5	4,999	3,073	1,926	69%	3,407	2,248	29%	2%	66%	18
	6	660	405	255	67%	449	493	33%	6%	110%	9
	7	582	140	441	57%	390	597	28%	14%	153%	20
Sub-total		**98,132**	**59,912**	**38,220**	**63%**	**61,650**	**9,469**	**19%**	**0.3%**	**15%**	**56**
Corporates	1	4,786	3,499	1,287	76%	4,335	663	68%	0%	15%	0
	2	35,203	10,398	24,804	37%	17,244	2,643	42%	0%	15%	4
	3	62,462	21,584	40,878	52%	40,012	6,095	35%	0%	15%	6
	4	92,057	37,550	54,508	50%	63,363	20,929	28%	0%	33%	54
	5	62,735	38,341	24,393	55%	48,649	32,797	28%	2%	68%	240
	6	18,155	11,973	6,182	57%	15,079	14,645	27%	6%	97%	279
	7	3,482	2,459	1,022	89%	3,329	3,893	24%	16%	117%	145
Sub-total		**278,880**	**125,805**	**153,074**	**51%**	**192,011**	**81,665**	**32%**	**1.3%**	**43%**	**728**
Retail	1	1,700	1,297	403	99%	2,134	222	100%	0%	10%	0
	2	2,164	2,004	160	100%	2,161	212	100%	0%	10%	1
	3	22,672	21,827	845	101%	22,929	614	18%	0%	3%	2
	4	45,752	42,257	3,495	69%	44,736	4,154	17%	0%	9%	24
	5	35,158	32,143	3,015	89%	34,871	7,420	19%	1%	21%	105
	6	15,840	15,129	711	80%	15,908	6,030	21%	6%	38%	203
	7	3,458	3,359	98	73%	3,606	2,660	28%	29%	74%	280
Sub-total		**126,744**	**118,017**	**8,727**	**82%**	**126,346**	**21,311**	**21%**	**2.0%**	**17%**	**615**
Corporate in IRB slotting		2,511	453	2,058	55%	1,595	917	-	-	57%	4
Receivables		2,469	2,446	24	-	2,692	1,680	-	-	62%	24
TOTAL		**656,456**	**445,204**	**211,251**	**55%**	**525,825**	**121,563**	**20%**	**1.0%**	**23%**	**1,478**

* *with consideration of the floor of PD*

Table 15: Under the IRB approach for retail customers: credit risk exposure by exposure class and internal rating (excluding defaulted exposure)

(In EUR m) **31 December 2013**	Internal obligor rating	Gross exposure	On-balance-sheet exposure	Off-balance sheet exposure	Average CCF (Off-balance sheet)	EAD	RWA	Average LGD	Average PD	Average RW*	Expected Loss
Residential mortgage	1	226	220	7	100%	226	22	100%	0.03%	10%	0
	2	2,171	2,101	70	99%	2,170	212	100%	0.03%	10%	1
	3	18,168	17,758	410	100%	18,168	438	14%	0.06%	2%	1
	4	29,077	28,693	384	94%	29,056	2,633	14%	0.20%	9%	10
	5	20,229	19,834	395	93%	20,202	3,899	14%	0.81%	19%	26
	6	5,777	5,717	60	98%	5,776	1,735	14%	3.28%	30%	26
	7	995	988	7	95%	994	897	16%	19.70%	90%	31
Sub-total		**76,642**	**75,310**	**1,332**	**100%**	**76,591**	**9,836**	**17%**	**0.81%**	**13%**	**94**
Revolving credit	1	0	0	0	0%	0	0	0%	0.00%	0%	0
	2	0	0	0	0%	0	0	0%	0.00%	0%	0
	3	140	24	116	100%	227	5	54%	0.06%	2%	0
	4	1,950	156	1,793	37%	824	65	43%	0.30%	8%	1
	5	2,558	594	1,964	73%	2,033	579	44%	1.79%	28%	17
	6	1,370	994	377	109%	1,404	827	39%	7.03%	59%	35
	7	613	561	52	0%	703	784	40%	26.85%	112%	68
Sub-total		**6,631**	**2,329**	**4,302**	**61%**	**5,191**	**2,260**	**42%**	**6.29%**	**44%**	**121**
Other credit to individuals	1	1,666	1,234	432	98%	2,149	225	100%	0.03%	10%	1
	2	225	119	105	103%	232	24	100%	0.03%	10%	0
	3	3,357	3,087	270	97%	3,903	260	50%	0.04%	7%	1
	4	5,875	5,562	313	115%	5,925	1,016	24%	0.36%	17%	6
	5	9,491	8,961	530	112%	9,554	3,266	24%	1.84%	34%	44
	6	3,550	3,468	82	134%	3,576	1,745	29%	6.42%	49%	66
	7	1,385	1,375	10	132%	1,388	854	25%	33.19%	61%	109
Sub-total		**25,550**	**23,806**	**1,743**	**107%**	**26,727**	**7,391**	**35%**	**3.33%**	**28%**	**226**
Very small business or self-employed	1	0	0	0	0%	0	0	-	-	-	0
	2	0	0	0	0%	0	0	-	-	-	0
	3	5	5	1	105%	5	0	14%	0.05%	3%	0
	4	4,051	3,938	113	123%	4,078	671	21%	0.51%	16%	4
	5	5,395	5,207	188	105%	5,405	1,586	21%	2.19%	29%	25
	6	3,145	3,026	119	100%	3,372	1,728	23%	7.51%	51%	59
	7	1,238	1,221	17	0%	1,377	1,111	32%	24.01%	81%	109
Sub-total		**13,834**	**13,396**	**438**	**100%**	**14,237**	**5,096**	**23%**	**5.08%**	**36%**	**197**
TOTAL		**122,657**	**114,841**	**7,815**	**80%**	**122,746**	**24,583**	**23%**	**2.08%**	**20%**	**638**

* *with consideration of the floor of PD*

(In EUR m) **31 December 2012**	Internal obligor rating	Gross exposure	On-balance-sheet exposure	Off-balance sheet exposure	Average CCF (Off-balance sheet)	EAD	RWA	Average LGD	Average PD	Average RW*	Expected Loss
Residential mortgage	1	218	209	9	100%	218	21	100%	0%	10%	0
	2	2,009	1,920	89	100%	2,007	196	100%	0%	10%	1
	3	18,824	18,296	527	100%	18,824	412	13%	0%	2%	1
	4	31,981	31,420	561	100%	31,973	2,440	14%	0%	8%	12
	5	18,682	18,249	433	100%	18,674	2,742	13%	1%	15%	20
	6	6,771	6,674	97	100%	6,773	1,847	13%	4%	27%	30
	7	437	431	6	100%	438	349	17%	19%	80%	15
Sub-total		**78,923**	**77,200**	**1,723**	**100%**	**78,906**	**8,006**	**16%**	**1%**	**10%**	**79**
Revolving credit	1	0	0	0	-	0	0	0%	0%	0%	0
	2	0	0	0	-	0	0	0%	0%	0%	0
	3	132	27	105	100%	265	3	51%	0%	1%	0
	4	2,743	228	2,515	54%	1,595	113	45%	0%	7%	2
	5	2,619	681	1,938	80%	2,230	613	42%	2%	28%	18
	6	1,464	1,061	403	61%	1,308	830	37%	8%	63%	40
	7	545	485	60	86%	536	523	34%	32%	98%	52
Sub-total		**7,503**	**2,482**	**5,022**	**66%**	**5,934**	**2,083**	**41%**	**5%**	**35%**	**113**
Other credit to individuals	1	1,482	1,088	395	99%	1,916	200	100%	0%	10%	0
	2	155	83	71	100%	155	16	100%	0%	10%	0
	3	3,712	3,500	212	103%	3,835	199	40%	0%	5%	0
	4	6,990	6,680	309	118%	7,081	1,078	24%	0%	15%	7
	5	8,612	8,182	430	110%	8,658	2,659	24%	2%	31%	40
	6	4,132	4,039	93	117%	4,148	1,823	27%	6%	44%	71
	7	1,466	1,454	12	112%	1 469	975	27%	33%	66%	128
Sub-total		**26,548**	**25,026**	**1,523**	**108%**	**27,263**	**6,950**	**32%**	**3%**	**25%**	**247**
Very small business or self-employed	1	0	0	0	-	0	0	14%	0%	1%	0
	2	0	0	0	-	0	0	9%	0%	1%	0
	3	5	5	1	-	5	0	13%	0%	2%	0
	4	4,038	3,929	109	100%	4,087	522	17%	1%	13%	3
	5	5,244	5,031	213	100%	5,308	1,406	20%	2%	26%	27
	6	3,474	3,356	118	100%	3,679	1,530	23%	7%	42%	62
	7	1,009	990	19	-	1,163	813	29%	26%	70%	86
Sub-total		**13,770**	**13,310**	**460**	**100%**	**14,243**	**4,272**	**21%**	**5%**	**30%**	**177**
TOTAL		**126,744**	**118,017**	**8,727**	**82%**	**126,346**	**21,311**	**21%**	**2%**	**17%**	**615**

* *with consideration of the floor of PD*

Table 16: Under the standard approach: credit risk exposure by exposure class and external rating

In EUR m 31 December 2013	External Rating	Credit exposure		
		Gross exposure	EAD	RWA
Sovereign	AAA to AA-	1,233	1,246	0
	A+ to A-	0	0	0
	BBB+ to BBB-	180	180	90
	BB+ to B-	426	419	419
	<B-	0	0	0
	Without external rating	43	43	43
Sub-total		**1,882**	**1,888**	**552**
Institutions	AAA to AA-	16,398	6,009	1,153
	A+ to A-	165	142	71
	BBB+ to B-	2,145	2,012	2,012
	<B-	1	1	1
	Without external rating	0	7	6
Sub-total		**18,709**	**8,171**	**3,244**
Corporates	AAA to AA-	6,770	1,703	325
	A+ to A-	2,188	2,063	1,056
	BBB+ to BB-	9,765	7,590	7,536
	<BB-	1,162	1,090	1,586
	Without external rating	44,762	34,020	33,878
Sub-total		**64,647**	**46,467**	**44,381**
Retail	Without external rating	54,146	49,332	30,711
TOTAL		**139,384**	**105,858**	**78,888**

In EUR m 31 December 2012	External Rating	Credit exposure		
		Gross exposure	EAD	RWA
Sovereign	AAA to AA-	1,125	1,096	0
	A+ to A-	2	2	0
	BBB+ to BBB-	155	155	77
	BB+ to B-	462	459	459
	<B-	0	0	0
	Without external rating	69	69	65
Sub-total		**1,813**	**1,780**	**602**
Institutions	AAA to AA-	14,864	6,997	1,355
	A+ to A-	379	369	184
	BBB+ to B-	2,438	2,304	2,302
	<B-	-	-	-
	Without external rating	28	27	27
Sub-total		**17,709**	**9,696**	**3,869**
Corporates	AAA to AA-	15,381	2,030	353
	A+ to A-	1,866	1,608	847
	BBB+ to BB-	12,793	11,730	11,606
	<BB-	1,218	1,131	1,696
	Without external rating	49,419	39,378	38,282
Sub-total		**80,677**	**55,876**	**52,784**
Retail	Without external rating	55,180	49,986	31,599
TOTAL		**155,378**	**117,338**	**88,853**

Counterparty risk

The counterparty risk definition can be found page 153 of the Registration Document.

The ten most important counterparties in terms of counterparty risk account for 24% of the Group's total exposure to counterparty risk. Counterparty risk is mainly concentrated in the major industrialised countries and in counterparties with an investment grade rating.

Table 17: **Counterparty risk exposure by exposure class**

Exposure class *(In EUR m)*	Counterparty Risk 31 December 2013		Counterparty Risk 31 December 2012	
	EAD	RWA	EAD	RWA
Sovereign	8,124	309	4,916	354
Institutions	13,767	2,647	20,661	3,707
Corporates	31,249	10,925	34,059	13,125
Retail	56	9	92	13
Securitisation	248	22	606	134
TOTAL	**53,444**	**13,912**	**60,335**	**17,333**

Table 18: **Counterparty risk exposure at default (EAD) by geographic region and main countries (which exposure is above EUR 1 bn)**

Counterparty risk *(In EUR m)*	EAD 31 December 2013	EAD 31 December 2012
France	12,537	14,926
United Kingdom	4,601	4,851
Germany	2,903	3,516
Spain	2,408	2,519
Netherlands[1]	ND	1,562
Other Western European countries [1]	8,470	8,163
Czech Republic [2]	3,966	ND
Other Eastern European countries EU [2]	496	2,257
Eastern Europe excluding EU	653	531
The United States	9,250	14,101
Other countries of North America	1,065	1,291
Latin America and Carribbean	899	1,576
Africa and Middle East	1,855	1,796
Asia-Pacific	4,342	3,246
TOTAL	**53,444**	**60,335**

(1) In 2013, total of Other Western European countries includes The Netherlands
(2) In 2012, total of Other Eastern European countries EU includes Czech Republic

The decrease of the counterparty risk in 2013 is mainly explained by the extension to the most complex derivative products of the use of an internal model to determine the EEPE's (Expected Effective Positive Exposure) indicator.

Table 19: **Under the IRB approach: counterparty risk exposure at default (EAD) by internal rating**

Counterparty risk - IRB *(In EUR m)*	**EAD 31 December 2013**	**EAD 31 December 2012**
Internal obligor rating		
1	3,020	3,168
2	15,663	12,955
3	17,132	20,549
4	9,445	10,291
5	4,574	5,610
6	1,298	1,650
7	346	747
8 to 10	209	2,426
TOTAL	**51,686**	**57,396**

Unimpaired past due exposures, impaired exposures, impairments and expected losses

The definitions relative to the tables 20 to 23 can be found pages 152-153 and 302-303 of the Registration Document.

Table 20: **Breakdown of unimpaired past due exposures by exposure class**

	31 December 2013		**31 December 2012**	
(Unimpaired exposure in EUR m)	**Total**	**O.w. past due of less than 31 days in %**	**Total**	**O.w. past due of less than 31 days in %**
Sovereign	97	69%	45	10%
Institutions	285	84%	71	39%
Corporates	2,558	57%	2,395	50%
Retail	3,920	66%	4,242	64%
Securitisation	-	-	-	-
TOTAL	**6,860**	**63%**	**6,752**	**58%**

Table 21: **Impaired on-balance sheet exposures and impairments by exposure class and cost of risk**

(In EUR m) **31 December 2013**	Impaired exposure			Specific impairment	Impairment for groups of homogeneous assets 2013	Cost of risk 2013
	Standard	IRB	Total	Total		
Sovereign	1	58	59	70		
Institutions	66	83	150	111		
Corporates	5,847	6,958	12,806	7,465		
Retail	5,058	6,872	11,930	5,587		
Securitisation	0	2,785	2,785	2,535		
TOTAL	**10,972**	**16,757**	**27,729**	**15,767**	**1,212**	**4,052**

(In EUR m) **31 December 2012**	Impaired exposure			Specific impairment	Impairment for groups of homogeneous assets 2012	Cost of risk 2012
	Standard	IRB	Total	Total		
Sovereign	0	101	102	65		
Institutions	72	209	282	104		
Corporates	5,560	6,817	12,377	7,001		
Retail	5,268	6,016	11,284	5,240		
Securitisation	0	3,090	3,090	2,364		
TOTAL	**10,900**	**16,235**	**27,135**	**14,773**	**1,133**	**3,935**

Table 22: **Impaired on balance sheet exposures and impairments by approach and by geographic region and main countries**

(In EUR m) 31 December 2013	Impaired exposure			Specific impairment		
	Standard	IRB	Total	Standard	IRB	Total
France	2,638	9,422	12,060	1,536	4,000	5,536
Germany	165	360	525	89	60	149
Switzerland	15	14	29	4	1	5
Italy	663	474	1,136	261	294	555
United Kingdom	29	172	201	29	40	69
Spain	20	723	742	15	226	242
Luxembourg	8	72	81	7	48	54
Other Western European countries	154	401	555	94	191	284
Czech Republic	199	729	928	161	433	594
Romania	2,046	21	2,067	1,246	6	1,252
Other Eastern European countries EU	836	17	853	547	17	564
Russia	1,800	101	1,901	1,346	14	1,360
Other Eastern European countries excluding EU	651	423	1,074	431	411	842
The United States	46	3,042	3,089	2	2,500	2,503
Other countries of North America	0	2	2	0	2	2
Latin America and Carribbean	82	65	147	59	54	113
Africa and Middle East	1,564	195	1,759	1,296	174	1,470
Asia-Pacific	55	525	580	9	165	174
TOTAL	**10,972**	**16,757**	**27,729**	**7,132**	**8,635**	**15,767**

(In EUR m) 31 December 2012	Impaired exposure			Specific impairment		
	Standard	IRB	Total	Standard	IRB	Total
France	2,474	8,192	10,666	1,413	3,566	4,979
Germany	158	446	604	89	73	162
Switzerland	18	50	68	3	1	4
Italy	624	475	1,099	225	211	437
United Kingdom	13	225	238	11	65	76
Spain	19	431	450	17	125	142
Luxembourg	9	32	41	6	50	56
Other Western European countries	162	520	682	93	185	279
Czech Republic	203	800	1,003	169	442	611
Romania	1,798	33	1,831	839	6	845
Other Eastern European countries EU	1,032	18	1,051	702	17	719
Russia	1,986	17	2,003	1,434	15	1,449
Other Eastern European countries except EU	472	569	1,041	338	565	903
The United States	88	3,402	3,490	48	2,294	2,342
Other countries of North America	0	4	4	0	2	2
Latin America and Carribbean	113	94	207	83	76	159
Africa and Middle East	1,700	255	1,955	1,259	175	1,434
Asia-Pacific	31	672	702	14	161	174
TOTAL	**10,900**	**16,235**	**27,135**	**6,744**	**8,029**	**14,773**

Table 23: Impaired on-balance sheet exposures by industry sector

(In EUR m)	31 December 2013		31 December 2012	
	Impaired exposure	%	Impaired exposure	%
Finance & insurance	3,192	12%	3,596	13%
Real Estate	1,815	7%	1,613	6%
Public administration	52	0%	88	0%
Food & agriculture	456	2%	383	1%
Consumer goods	788	3%	537	2%
Chemicals, rubber and plastics	160	1%	181	1%
Retail trade	813	3%	664	2%
Wholesale trade	1,558	6%	1,603	6%
Construction	1,168	4%	850	3%
Transport equip. Manuf.	56	0%	136	1%
Education and Associations	53	0%	53	0%
Hotels & Catering	316	1%	295	1%
Automobiles	156	1%	152	1%
Machinery and equipment	331	1%	286	1%
Forestry, paper	278	1%	185	1%
Metals, minerals	662	2%	718	3%
Media	198	1%	203	1%
Oil and Gas	62	0%	270	1%
Health, social services	89	0%	78	0%
Business services (including conglomerates)	913	3%	974	4%
Collective services	187	1%	277	1%
Personal and domestic services	24	0%	31	0%
Telecom	126	0%	7	0%
Transport & logistics	1,255	5%	1,491	5%
Retail	11,940	43%	11,298	42%
Others	1,079	4%	1,164	4%
TOTAL	**27,729**	**100%**	**27,135**	**100%**

Table 24: Under the IRB approach: expected losses (EL) on a one-year horizon by exposure class (excluding defaulted exposures)

(In EUR m)	Expected losses (excluding defaulted exposures)	
31 December 2013	31 December 2013	31 December 2012
Sovereign	38	50
Institutions	47	55
Corporates	793	763
Retail	638	609
Securitisation	1	0
TOTAL	**1,517**	**1,479**

The EL/EAD ratio stood at 0.29% at 31 December 2013, almost stable comparing with 31 December 2012 (0.28%). The ratio is calculated on sovereign, banking, institutions, corporate and retail portfolios.

EL and actual losses are not comparable insofar as the parameters of the expected loss calculation (PD, LGD, EAD) provide estimations throughout the cycle, whereas the actual loss presents a piece of accounting information pertaining to a particular year.

Erratum : The RUB and RON lines in the table below were inverted for 2013 in the Registration document filed with the Autorité des Marchés Financiers (AMF) on 4 March 2014, (Chapter 4, section 8, page 189)

TABLE 29: FOREIGN EXCHANGE TRANSACTIONS

	31.12.2013				31.12.2012*			
(In millions of euros)	Assets	Liabilities	Currencies bought, not yet received	Currencies sold, not yet delivered	Assets	Liabilities	Currencies bought, not yet received	Currencies sold, not yet delivered
EUR	759,501	798,551	18,745	17,329	775,855	812,717	20,499	14,189
USD	274,042	235,627	44,610	42,048	238,438	210,808	30,975	35,509
GBP	45,940	33,880	3,179	7,667	50,243	51,228	4,144	3,231
JPY	41,283	43,911	9,847	8,458	36,984	36,260	6,705	5,844
AUD	4,307	4,168	6,232	4,887	6,549	6,527	2,154	1,626
CZK	27,335	29,064	157	403	29,107	30,361	91	331
RUB	15,752	13,567	84	150	18,230	14,697	205	414
RON	4,762	6,515	221	96	5,588	6,279	124	96
Other currencies	62,340	69,979	10,620	11,318	89,895	82,012	15,812	9,085
TOTAL	**1,235,262**	**1,235,262**	**93,695**	**92,356**	**1,250,889**	**1,250,889**	**80,709**	**70,325**

* Amounts restated with regard to financial statements published in 2012, further to the coming into force of the amendments in the standard IAS 19 which apply in retrospect.