



GROUP

€650,000,000

SG Capital Trust III

5.419% Noncumulative Trust Preferred Securities
representing a corresponding amount of
5.419% Noncumulative Class B Company Preferred Securities of

SG Preferred Capital III, L.L.C.

a wholly-owned subsidiary of and benefiting from a Support Agreement issued by

Société Générale

The 5.419% Noncumulative Trust Preferred Securities (the “Trust Preferred Securities”), each with a liquidation amount of €1,000, comprising preferred beneficial interests in SG Capital Trust III, a Delaware statutory trust (the “Trust”), represent a corresponding amount of 5.419% Noncumulative Class B Company Preferred Securities (the “Class B Company Preferred Securities”), each with a liquidation preference of €1,000, comprising preferred limited liability interests in SG Preferred Capital III, L.L.C., a Delaware limited liability company (the “Company”). The Trust will pass through dividends on the Class B Company Preferred Securities as distributions on the Trust Preferred Securities. See “Description of the Trust Preferred Securities - Distributions”. Dividends on the Class B Company Preferred Securities will be payable from November 10, 2003, on a noncumulative basis, annually in arrear on November 10 of each year, at a fixed rate per annum on the liquidation preference equal to 5.419%, commencing on November 10, 2004 and ending on November 10, 2013 (the “First Call Date”), and thereafter quarterly in arrear on February 10, May 10, August 10 and November 10 of each year, at a variable rate per annum on the liquidation preference equal to 1.95% above three-month EURIBOR (as defined herein). See “Description of the Class B Company Preferred Securities – Dividends”.

The Trust will pass through redemption proceeds on the Class B Company Preferred Securities to redeem a corresponding amount of Trust Preferred Securities. See “Description of the Trust Preferred Securities - Redemption of Trust Preferred Securities”. The Class B Company Preferred Securities are not redeemable prior to the First Call Date, except (in whole only) upon the occurrence of a Tax Event, an Investment Company Act Event or a Capital Disqualification Event (each as defined herein). See “Description of the Class B Company Preferred Securities - Redemption”.

Under a Support Agreement, Société Générale (the “Bank”) will contribute additional funds to the Company as necessary to meet dividend, redemption and liquidation obligations arising under the Class B Company Preferred Securities. All payment obligations of the Bank under the Support Agreement will be subordinated obligations ranking behind the claims of the holders of Senior Indebtedness (as defined herein) of the Bank and before the claims of holders of Bank Ordinary Shares (as defined herein). See “Description of the Support Agreement”.

Application has been made to list the Trust Preferred Securities on the Luxembourg Stock Exchange.

See “Investment Considerations” beginning on page 26 for certain information relevant to an investment in the Trust Preferred Securities.

The Trust Preferred Securities are being offered and sold only outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act of 1933, as amended (the “Securities Act”), and are not transferable except in accordance with the restrictions described under “Notice to Purchasers”.

The Trust Preferred Securities are expected to be assigned on issue a rating of A by Standard & Poor’s Rating Services, a division of The McGraw Hill Companies, Inc., A2 by Moody’s Investors Service Inc. and A+ by Fitch Ratings. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the relevant rating organization.

Offering price: 100% of €1,000 per Trust Preferred Security, plus accrued dividends, if any, from the date of initial issuance.

The Trust Preferred Securities will initially be represented by a temporary global certificate (the “Temporary Global Certificate”), which will be deposited on or about November 10, 2003 with Société Générale Bank & Trust S.A., as common depositary for (a) Clearstream Banking *société anonyme*, Luxembourg (“Clearstream, Luxembourg”) and (b) Euroclear Bank S.A./N.V., as operator of the Euroclear System (“Euroclear”). The Temporary Global Certificate is exchangeable for interests in a permanent global certificate (the “Permanent Global Certificate”) on or after the date which is 40 days after the later of the date of offering or closing of the Trust Preferred Securities upon certification of non-U.S. beneficial ownership. The Trust Preferred Securities will not initially be issued in definitive form.

Joint Lead Manager and Sole Bookrunner

SG Corporate & Investment Banking

Joint Lead Manager

Merrill Lynch International

Senior Co-Lead Manager

Barclays Capital

Co-Lead Managers

Credit Suisse First Boston

JP Morgan

Lehman Brothers

The date of this Offering Circular is November 7, 2003.

The 2002 Annual Report of the Bank in the English language (the “2002 Annual Report”) and the 2003 Interim Report of the Bank in the English language (the “2003 Interim Report”), are incorporated by reference into this Offering Circular. The 2003 Interim Report includes unaudited consolidated financial statements of the Bank for the six-month periods ended June 30, 2003 and June 30, 2002. Copies of the 2002 Annual Report, the 2003 Interim Report and other documents referred to in this Offering Circular may be obtained from the Bank as described in “The Société Générale Group - Group Financial Information” and will be available free of charge at the specified office of the Paying Agent in Luxembourg.

The Trust, the Company and the Bank, having made all reasonable inquiries, confirm that the information contained in this Offering Circular with regard to the Trust, the Company, the Bank and its subsidiaries, the Class B Company Preferred Securities and the Trust Preferred Securities is true and accurate in all material respects, that the opinions and intentions expressed herein are honestly held, and that there are no other facts the omission of which would make this Offering Circular as a whole or any of such information or the expression of any such opinions or intentions misleading. Each of the Bank, the Trust and the Company accepts responsibility accordingly.

No person has been authorized to give any information or to make any representations other than those contained in this Offering Circular, and, if given or made, such information or representations must not be relied upon as having been authorized by any of the Trust, the Company, the Bank or the Initial Purchasers (as defined herein). This Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy any securities other than the securities to which it relates. Neither the delivery of this Offering Circular nor any sale hereunder shall create, under any circumstances, any implication that there has been no change in the affairs of the Bank, the Trust or the Company since the date hereof or that the information contained herein is correct as of any time subsequent to its date.

Prospective investors should be aware that a Non-United States Holder (as defined herein) of Trust Preferred Securities or Class B Company Preferred Securities generally will be required to furnish certifications as to their non-United States status (which may be made by delivering a properly completed IRS Form W-8BEN or other applicable W-8 form, if such a form has not already been provided by the Non-United States Holder) in order to avoid 30% United States federal withholding tax in respect of income derived by the Company from United States sources.

INVESTORS SHOULD SATISFY THEMSELVES THAT THEY UNDERSTAND ALL THE RISKS ASSOCIATED WITH MAKING INVESTMENTS IN THE TRUST PREFERRED SECURITIES AND THE CLASS B COMPANY PREFERRED SECURITIES. IF A PROSPECTIVE INVESTOR HAS ANY DOUBT WHATSOEVER AS TO THE RISKS INVOLVED IN INVESTING IN THE TRUST PREFERRED SECURITIES AND THE CLASS B COMPANY PREFERRED SECURITIES, HE SHOULD CONSULT HIS PROFESSIONAL ADVISORS.

This Offering Circular has been prepared by the Bank, the Trust and the Company for use by the Initial Purchasers in making offers and sales of the Trust Preferred Securities outside the United States to non-U.S. Persons in reliance on Regulation S under the Securities Act.

Each purchaser of the Trust Preferred Securities offered hereby will be deemed to have represented and agreed that such purchaser understands that the Trust Preferred Securities and the Class B Company Preferred Securities have not been registered under the Securities Act and may not be offered, sold or delivered in the United States or to, or for the account or benefit of, any U.S. Person, unless the Trust Preferred Securities and the Class B Company Preferred Securities are registered under the Securities Act or an exemption from the registration requirements thereof is available. The Trust Preferred Securities will bear a legend to that effect, unless the Bank, the Trust and the Company determine otherwise in compliance with applicable law (terms used above that are defined in Regulation S are used above as therein defined).

Any employee benefit plan subject to the fiduciary responsibility provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), may not purchase either the Trust Preferred Securities or the Class B Company Preferred Securities.

EACH PURCHASER OF THE TRUST PREFERRED SECURITIES MUST COMPLY WITH ALL APPLICABLE LAWS AND REGULATIONS IN FORCE IN ANY JURISDICTION IN WHICH IT PURCHASES, OFFERS OR SELLS THE TRUST PREFERRED SECURITIES OR POSSESSES OR DISTRIBUTES THIS OFFERING CIRCULAR AND MUST OBTAIN ANY CONSENT, APPROVAL

OR PERMISSION REQUIRED BY IT FOR THE PURCHASE, OFFER OR SALE BY IT OF THE TRUST PREFERRED SECURITIES UNDER THE LAWS AND REGULATIONS IN FORCE IN ANY JURISDICTION TO WHICH IT IS SUBJECT OR IN WHICH IT MAKES SUCH PURCHASES, OFFERS OR SALES, AND NONE OF THE TRUST, THE COMPANY, THE BANK OR THE INITIAL PURCHASERS SHALL HAVE ANY RESPONSIBILITY THEREFOR.

The securities offered hereby have not been approved or recommended by the United States Securities and Exchange Commission or any state securities commission. Furthermore, the foregoing authorities have not reviewed this Offering Circular or confirmed the accuracy or determined the adequacy of this Offering Circular. Any representation to the contrary is a criminal offense.

The securities offered hereby have not been approved or recommended by the French banking commission (the "*Commission bancaire*"). Furthermore, the *Commission bancaire* has not reviewed this Offering Circular or confirmed the accuracy or determined the adequacy of this Offering Circular.

This Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy the Trust Preferred Securities in any jurisdiction in which such offer or solicitation is unlawful. There are restrictions on the offer and sale of the Trust Preferred Securities offered hereby in the United Kingdom. All applicable provisions of the Financial Services and Markets Act 2000 and the Public Offers of Securities Regulations 1995 (as amended) must be complied with, with respect to anything done by any person in relation to the Trust Preferred Securities in, from or otherwise involving the United Kingdom. For a further description of certain restrictions on the offering and sale of the Trust Preferred Securities and on the distribution of this Offering Circular, see "Plan of Distribution" and "Notice to Purchasers".

This Offering Circular contains certain forward-looking statements (as such term is defined in the Section 27A of the Securities Act, as amended, and Section 21E of the Securities Exchange Act, as amended) and information relating to the Bank and its consolidated subsidiaries and affiliates (the "Group") that is based on the beliefs of the management of the Group, as well as assumptions made by and information currently available to the management of the Group. When used in this Offering Circular, the words "estimate," "project," "believe," "anticipate," "intend," "expect" and similar expressions are intended to identify forward-looking statements. Such statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Group, or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: general economic and business conditions; competition; changes in technology; changes in business strategy; indebtedness of the Bank; quality of management, business abilities and judgment of the Bank's personnel; the availability, terms and deployment of capital; and various other factors referenced in this Offering Circular. Readers are cautioned not to place undue reliance on such forward-looking statements, which, unless they speak to an earlier date, speak only as of the date of this Offering Circular. The Bank does not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances occurring after the date of this Offering Circular.

IN CONNECTION WITH THIS ISSUE, SOCIÉTÉ GÉNÉRALE OR ANY PERSON ACTING ON ITS BEHALF MAY OVER-ALLOT OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE TRUST PREFERRED SECURITIES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL FOR A LIMITED PERIOD AFTER THE ISSUE DATE. HOWEVER THERE IS NO OBLIGATION ON THE PART OF SOCIÉTÉ GÉNÉRALE OR ANY AGENT ACTING FOR IT TO DO THIS. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME AND MUST BE BROUGHT TO AN END AFTER A LIMITED PERIOD.

Notwithstanding anything to the contrary herein, prospective investors may disclose to any person, without limitation of any kind, the United States federal income tax structure and treatment of the transactions described in this Offering Circular, and may provide to such person any materials (including tax opinions and other tax analysis) pertaining to such tax structure and treatment, except to the extent that non-disclosure is reasonably necessary to comply with the securities laws.

This Offering Circular may only be used for the purpose for which it has been published.

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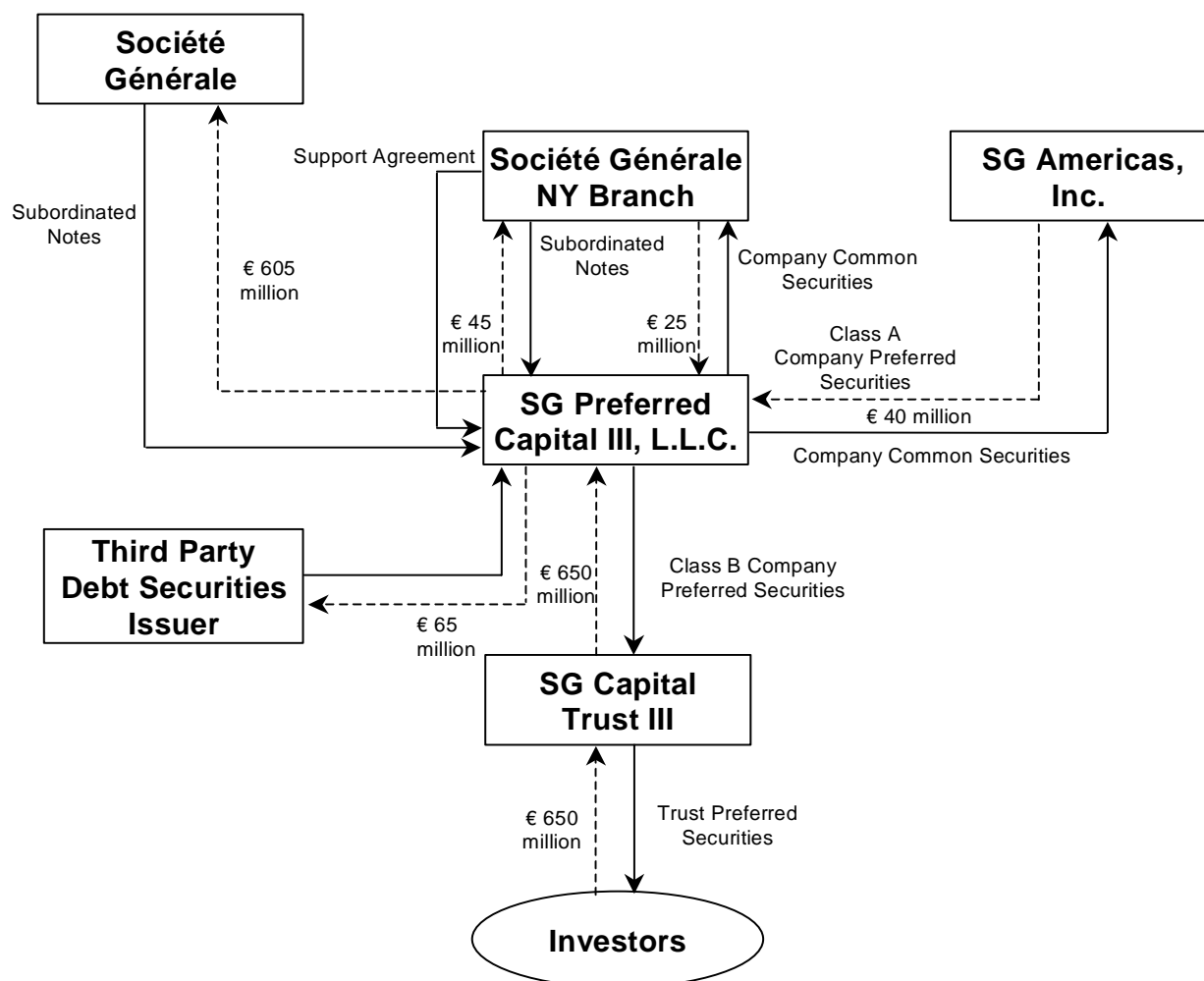
OFFERING CIRCULAR SUMMARY

The following summary is qualified in its entirety by the detailed information appearing elsewhere in this Offering Circular. See “Glossary” commencing at page 92 for the definitions of certain terms used in this Offering Circular. The offering by SG Capital Trust III of its 5.419% Noncumulative Trust Preferred Securities, liquidation amount €1,000 per security, and the related issuance to SG Capital Trust III by SG Preferred Capital III, L.L.C. of its 5.419% Noncumulative Class B Company Preferred Securities, liquidation preference €1,000 per security, are referred to herein as the “Offering”.

Introduction

The 5.419% Noncumulative Trust Preferred Securities (the “Trust Preferred Securities”) are being issued by SG Capital Trust III (the “Trust”) and the 5.419% Noncumulative Class B Company Preferred Securities (the “Class B Company Preferred Securities”) are being issued by SG Preferred Capital III, L.L.C. (the “Company”) in a financing transaction that raises capital for the Bank. The Bank intends to treat the Class B Company Preferred Securities as consolidated Tier 1 capital of the Bank under relevant regulatory capital guidelines of the French *Commission bancaire*.

The following diagram outlines the relationship among investors in Trust Preferred Securities, the Trust, the Company and the Bank following completion of the Offering:



Under (i) a Support Agreement to be entered into between the Bank acting through its New York Branch, and the Company, (the “Support Agreement”), on the Issue Date and (ii) the Amended and Restated Limited Liability Company Agreement of the Company to be entered into on the Issue Date (the “Company Agreement”), if the Bank declares or pays a dividend on any Bank Ordinary Shares or pays a discretionary dividend that it is not otherwise required to pay on any Bank Parity Securities, then (a) dividends will become mandatorily payable for a designated number of Dividend Payment Dates on the Class B Company Preferred Securities, and (b) the Bank will be obligated to ensure that the Company has sufficient funds available to pay such mandatory dividends. Additionally, under the Support Agreement, (x) the Bank will be obligated to ensure that the Company has sufficient funds to pay the redemption price on the Class B Company Preferred Securities as to which a redemption notice has been properly given and (y) the Bank will agree to pay to the Company if the Company is liquidated an amount that, generally described, will entitle holders of Class B Company Preferred Securities to substantially the same claim to liquidating distributions that they would have had if the Class B Company Preferred Securities had been issued directly by the Bank, if such issuance of preferred shares were permitted under applicable law. Accordingly, an investment in the Trust Preferred Securities is intended to provide holders with rights to dividends that are similar to, and with rights to liquidation preference that are substantially the same as, but no greater than, those to which holders would be entitled if they had purchased preferred shares issued directly by the Bank that have financial terms that are equivalent to the financial terms of the Class B

Company Preferred Securities, if such issuance of preferred shares were permitted under applicable law.

The Trust

The Trust is a Delaware statutory trust formed on October 17, 2003. The Trust was formed for the sole purpose of (i) issuing the Trust Preferred Securities representing a corresponding amount of Class B Company Preferred Securities to be held by the Trust, (ii) holding the Class B Company Preferred Securities and (iii) performing functions necessary or incidental thereto. The Trust cannot issue other equity securities or any debt securities or engage in any other activities. The Class B Company Preferred Securities will be the only assets of the Trust. The Trust will be treated as a grantor trust for United States federal income tax purposes, with the result that holders of the Trust Preferred Securities will be treated as beneficial owners of the Class B Company Preferred Securities for United States federal income tax purposes.

The Company

The Company is a Delaware limited liability company formed on October 15, 2003. The Company was formed for the sole purpose of (i) issuing Class A Company Preferred Securities, Class B Company Preferred Securities and the Company Common Securities, (ii) acquiring and holding subordinated notes (the “Subordinated Notes”) issued by the Bank (including through its New York Branch) and other Eligible Investments issued by the Bank or one of its subsidiaries and (iii) performing functions necessary or incidental thereto. In addition, the Company may acquire, hold and manage Third Party Debt Securities. The Bank will own directly (initially through its New York Branch) and subject to the prior approval of the *Secrétariat général de la Commission bancaire*, indirectly, through one or more of its subsidiaries (initially, SG Americas, Inc.), all of the Company Common Securities as described below. The Bank, initially through its New York Branch and, subject to the prior approval of the *Secrétariat général de la Commission bancaire*, through one or more of its subsidiaries will own all of the Class A Company Preferred Securities. The Subordinated Notes and other Eligible Investments owned by the Company from time to time will generate net income that will be distributed by the Company (i) to the Trust as holder of the Class B Company Preferred Securities (and consequently will be passed through by the Trust to holders of the Trust Preferred Securities), and (ii) to the Bank, and SG Americas, Inc., as holders of the Company Common Securities. If certain events relating to the bankruptcy, deficiency in the capital, or liquidation of the Bank occur, the Company will distribute all of its assets to the holders of Class A Company Preferred Securities other than the Company’s rights under the Support Agreement. The Company will be treated as a partnership for United States federal income tax purposes.

The Bank, directly (initially through its New York Branch) and subject to the prior approval of the *Secrétariat général de la Commission bancaire*, indirectly through one or more of its subsidiaries, (initially, SG Americas, Inc.), is purchasing all of the common limited liability company interests in the Company (the “Company Common Securities”), representing 100% of the voting rights in the Company (subject to the limited rights of holders of the Class B Company Preferred Securities to nominate the Independent Directors and other rights as described herein). The Company Common Securities are being purchased for an aggregate purchase price of €65,000,000.

The Company will be managed by a Board of Directors initially having five members, one of whom will be an individual who is not, and has not been during the preceding three years, an officer or employee of the Bank or any affiliate of the Bank (other than SocGen Real Estate Company L.L.C., SG Preferred Capital I, L.L.C. and SG Preferred Capital II, L.L.C.) and who does not own Bank Ordinary Shares having a fair value of €500,000 or more (an “Independent Director”). Under certain circumstances described under “The Offering - Voting Rights”, holders of Class B Company Preferred Securities will have the right to elect two additional directors, and each additional director so elected shall be deemed to be an Independent Director irrespective of whether he or she meets the financial test described above.

The Bank

The Bank and its consolidated subsidiaries and affiliates comprise the Société Générale Group (the “Group”). At June 30, 2003, the Group had total assets of €527.6 billion, total customer loans of €186.2 billion, total customer deposits of €195.9 billion and total stockholders’ equity of €15.9 billion. At June 30, 2003, the Bank had a market capitalization on the Paris Stock Exchange of approximately €23.7 billion, the 9th largest on the Paris Stock Exchange, and approximately 300,000 shareholders.

The purpose of the Bank is to engage in banking, finance and credit operations in France and outside France with all persons, corporate entities, and public and local authorities, in accordance with the regulations applicable to *Etablissements de Crédit* (Credit Institutions). Its extensive network of domestic and international branches, agencies and other offices, which at the end of September 2003 consisted of approximately 2,700 offices in France, serve the Group’s customers.

The Offering

For a more complete description of the Trust Preferred Securities, the Class B Company Preferred Securities, the Class A Company Preferred Securities, the Support Agreement and the Subordinated Notes, see “Description of the Trust Preferred Securities”, “Description of the Class B Company Preferred Securities”, “Description of Member Interests of the Company - Class A Company Preferred Securities”, “Description of the Support Agreement”, and “Description of the Subordinated Notes”.

Issuers:

As to the Trust Preferred Securities, SG Capital Trust III (the "Trust") is a Delaware statutory trust. The Trust was formed for the sole purpose of (i) issuing the Trust Preferred Securities representing a corresponding amount of Class B Company Preferred Securities to be held by the Trust, (ii) holding the Class B Company Preferred Securities and (iii) performing functions necessary or incidental thereto.

As to the Class B Company Preferred Securities, SG Preferred Capital III, L.L.C. (the "Company") is a Delaware limited liability company. The Company was formed for the sole purpose of (i) issuing the Class A Company Preferred Securities, the Class B Company Preferred Securities and the Company Common Securities, (ii) acquiring and holding the Subordinated Notes issued by the Bank (including through its New York Branch) and other Eligible Investments issued by the Bank or one of its subsidiaries and (iii) performing functions necessary or incidental thereto. In addition, the Company may acquire, hold and manage Third Party Debt Securities.

Securities Offered:

The Trust Preferred Securities represent a corresponding amount of the Class B Company Preferred Securities. The liquidation amount of each Trust Preferred Security is €1,000 and the aggregate liquidation amount of the Trust Preferred Securities is €650,000,000. The liquidation preference of each Class B Company Preferred Security is €1,000 and the aggregate liquidation preference of the Class B Company Preferred Securities is €650,000,000. The Class B Company Preferred Securities are non-voting except under certain circumstances as described in “Description of the Class B Company Preferred Securities – Voting Rights”.

The Trust Agreement will provide that, to the fullest extent permitted by law, without the need for any other action of any person, including the Trustee and any other holder of the Trust Preferred Securities, each holder of the Trust Preferred Securities shall be entitled to enforce in the name of the Trust, the Trust's rights under the Class B Company Preferred Securities represented by the Trust Preferred Securities held by such holder. Holders of Trust Preferred Securities may at any time following the expiration of the 40-day period beginning on November 10, 2003 (the "Issue Date"), upon written notice, withdraw from the Trust and hold

Other Securities of the Company:

directly a corresponding amount of underlying Class B Company Preferred Securities. It is expected that Class B Company Preferred Securities when withdrawn will be issued only in definitive form and that they will not be held through Euroclear or Clearstream, Luxembourg.

Company Common Securities: All of the Company Common Securities will be owned by the Bank, directly (initially through its New York Branch) and subject to the prior approval of the *Secrétariat général de la Commission bancaire*, indirectly, through one or more of its subsidiaries (initially, SG Americas, Inc.), for so long as the Class B Company Preferred Securities are outstanding. The Company Common Securities will be purchased for an aggregate purchase price of €65,000,000. The payment of dividends on the Company Common Securities will be subordinated to the payment of dividends on the Class B Company Preferred Securities, the Company Parity Preferred Securities (if any) and the Class A Company Preferred Securities, taken together.

Class A Company Preferred Securities: The Bank will purchase 100% of the Class A Company Preferred Securities for €1,000. For so long as the Class B Company Preferred Securities are outstanding, 100% of the Class A Company Preferred Securities will be held by the Bank (initially through its New York Branch) and, subject to the prior approval of the *Secrétariat général de la Commission bancaire*, through one or more of its subsidiaries. The Class A Company Preferred Securities are entitled to a distribution of all of the Company's assets if a Bankruptcy Event or Capital Deficiency Event occurs or if the Bank is liquidated. See "Distribution of Eligible Investments" below. In addition, the dividend preference of the Class B Company Preferred Securities will shift to the Class A Company Preferred Securities in the circumstances described under "Ranking—Dividends, Liquidation and Related Matters—Dividends." Except for the distributions described above, the holder of the Class A Company Preferred Securities is entitled to no distribution by the Company or claim in liquidation of the Company. The Class A Company Preferred Securities are non-voting.

Company Parity Preferred Securities. The Company will be precluded by the Company Agreement from issuing any equity interests in the Company of any class or series except for the Company Common Securities, the Class A Company Preferred Securities and the Class B Company Preferred Securities and limited liability company interests that (i) rank on a parity with the Class B Company Preferred Securities as to payment of dividends and rights upon dissolution, liquidation or winding up of the Company and (ii) benefit from undertakings by the Bank substantially identical to its undertakings in the Support Agreement for the benefit of holders of the Class B Company Preferred Securities ("Company Parity Preferred Securities"). Accordingly, the Company may issue Company Parity Preferred Securities which would rank *pari passu* with the Class B Company Preferred Securities whether issued as a new series or as additional shares of the Class B Company Preferred Securities, without any requirement that the approval of the holders

of the Class B Company Preferred Securities first be obtained, provided that the approval of a majority of the Independent Directors (or of the Independent Director if there is only one Independent Director) will be required for any issuance of Company Parity Preferred Securities.

Dividends:

General: Dividends on the Class B Company Preferred Securities received by the Trust will be passed through by the Trust as distributions on the Trust Preferred Securities upon their receipt by the Trust. Dividends on the Class B Company Preferred Securities will be payable from the date of initial issuance on a noncumulative basis, annually in arrear on November 10 of each year (i) at a fixed rate per annum on the liquidation preference equal to 5.419%, commencing on November 10, 2004 and ending on November 10, 2013 (the "First Call Date"), (calculated on an Actual/Actual (ISMA) Basis), and (ii) thereafter, quarterly in arrear on February 10, May 10, August 10 and November 10 of each year, at a variable rate per annum on the liquidation preference equal to 1.95% above three-month EURIBOR (calculated on an Actual/360 Basis) determined on the second TARGET Business Day immediately preceding the first day of the related Dividend Period (each a "Determination Date" for such Dividend Period). Each such date of payment is a "Dividend Payment Date" and each period from and including a Dividend Payment Date or the Issue Date as applicable, to but not including the next Dividend Payment Date, is a "Dividend Period"; *provided, however*, that if any Dividend Payment Date is not a Business Day, dividends will be payable on the next Business Day. Dividends on the Class B Company Preferred Securities will be mandatorily due and payable on a Dividend Payment Date and with respect to the related Dividend Period in the circumstances described under "- Mandatory Dividends" below. If dividends on the Class B Company Preferred Securities on a Dividend Payment Date are not mandatorily due and payable, then, if the Board of Directors delivers, on or before the tenth Business Day immediately preceding such Dividend Payment Date, a notice (a "Dividend Limitation Notice") to the Paying Agent and the holders of the Class B Company Preferred Securities and of the Trust Preferred Securities that the Company will not pay full dividends on such Dividend Payment Date or will pay less than full dividends on such Dividend Payment Date, dividends payable on the related Dividend Payment Date will be limited as provided in such Dividend Limitation Notice (see "- Dividend Limitation Notice" below).

Mandatory Dividends: The Company will be required to pay full dividends on the Class B Company Preferred Securities on each Dividend Payment Date occurring during the one-year period beginning on and including the date on which the Bank declares or pays a dividend on the Bank Ordinary Shares (other than a dividend consisting solely of additional Bank Ordinary Shares). There is no similar requirement to pay dividends on the Class B Company Preferred Securities when the Bank redeems, repurchases or otherwise acquires Bank Ordinary Shares.

Additionally, the Company will be required to pay dividends on the Class B Company Preferred Securities on each Dividend Payment

Date occurring during the one-year period beginning on and including the date on which the Bank declares or pays Discretionary Dividends (it being understood that, if a Discretionary Dividend is paid on the Class B Company Preferred Securities on a Dividend Payment Date, the Company shall not as a consequence be required to pay an additional dividend on the Class B Company Preferred Securities on the same Dividend Payment Date). There is no similar requirement to pay dividends on the Class B Company Preferred Securities when the Bank or a subsidiary of the Bank redeems, repurchases or otherwise acquires Bank Parity Securities. In order to calculate the amount of dividends required to be paid on the Class B Company Preferred Securities on a Dividend Payment Date pursuant to this paragraph:

- (i) prior to each Dividend Payment Date, the Company will calculate, with respect to each payment of a Discretionary Dividend paid on an Underlying Security during the one-year period ending on and including such Dividend Payment Date, the Notional Dividend Amount;
- (ii) the Company will then aggregate the Notional Dividend Amounts calculated pursuant to clause (i); and
- (iii) such aggregate of Notional Dividend Amounts pursuant to clause (ii) shall be the amount of dividends required to be paid under this paragraph on the Class B Company Preferred Securities on such Dividend Payment Date.

For purposes of the foregoing:

"Bank Ordinary Shares" means (i) the ordinary shares of the Bank and (ii) any other shares of the Bank's capital stock ranking junior to the Bank Parity Preferred Shares, where such other shares qualify as Tier 1 capital of the Bank on a consolidated basis under Applicable Banking Regulations.

"Bank Parity Guarantees" means the Bank's guarantees (whether through an agreement or instrument labelled as a guarantee, as a support agreement, or with some other name but with an effect similar to a guarantee or support agreement) of preferred securities or preferred or preference shares issued by any of its subsidiaries, if such guarantees or support agreements rank *pari passu* with or junior to the Bank's obligations under the Support Agreement. The term "Bank Parity Guarantees" includes the Support Agreement, dated as of September 3, 1997 and as amended from time to time, between the Bank and SocGen Real Estate Company L.L.C. relating to SocGen Real Estate Company L.L.C.'s 7.64% Noncumulative Preferred Securities, Series A, the Support Agreement, dated as of February 22, 2000 and as amended from time to time, between the Bank and SG Preferred Capital I, L.L.C. relating to SG Preferred Capital I, L.L.C.'s 7.875% Noncumulative Company Preferred Securities and the Exchange Support Agreement, dated as of November 27, 2001 and as amended from time to time, between the Bank and SG Preferred Capital II, L.L.C. relating to SG Preferred Capital II, L.L.C.'s Class B1 and Class B2 Noncumulative

Company Preferred Securities.

"Bank Parity Preferred Shares" means preferred or preference shares issued by the Bank or any other obligation of the Bank ranking *pari passu* with Bank Parity Guarantees.

"Bank Parity Securities" means the Bank Parity Preferred Shares, the Bank Parity Guarantees and any securities issued by a subsidiary of the Bank that are guaranteed by the Bank under a Bank Parity Guarantee.

"Discretionary Dividend" means any dividend paid on the Class B Company Preferred Securities or any class of Bank Parity Securities (other than a dividend consisting solely of Bank Ordinary Shares) that was not required to be paid solely as a result of a dividend or other payment having been made on the Class B Company Preferred Securities, any other class of Bank Parity Securities or any Bank Ordinary Shares. Dividends paid on a dividend payment date for the Class B Company Preferred Securities or any Bank Parity Securities may be partially Discretionary Dividends and partially dividends that are not Discretionary Dividends because they are required to be paid. The term "Discretionary Dividend" includes such dividends only to the extent not required to be paid. To the extent that a payment that would otherwise be a Discretionary Dividend on any class of Bank Parity Securities is not greater than the amount that would be a Mandatory Dividend Payment Amount if the Bank Parity Securities were Class B Company Preferred Securities, such amount shall not constitute a "Discretionary Dividend".

"Mandatory Dividend Payment Amount" means, as to a Mandatory Dividend Payment Date, the amount of dividends required to be paid on such Mandatory Dividend Payment Date as described in the first two paragraphs of this subsection.

"Mandatory Dividend Payment Date(s)" means each Dividend Payment Date on which some amount of dividends on the Class B Company Preferred Securities is required to be paid pursuant to one or more of the first two paragraphs of this subsection.

"Notional Dividend Amount" means, as to each calculation pursuant to clause (i) of the second paragraph of this subsection, an amount of dividends as to a current Dividend Payment Date on the Class B Company Preferred Securities representing the same proportion of full dividends as is represented by the related Discretionary Dividend on the related Underlying Security as a proportion of full dividends thereon on the related dividend payment date; provided that if a Discretionary Dividend is paid on more than one Underlying Security on the same date, then the proportion described above will be calculated with reference to the Underlying Security as to which the Discretionary Dividend represented the higher or highest, as applicable, proportion of full dividends thereon.

"Underlying Security" means, in connection with the calculation of the Notional Dividend Amount to be taken into account in determining the amount of dividends required to be paid on the

Class B Company Preferred Securities on a Dividend Payment Date because of a payment of Discretionary Dividends, the series or class of Bank Parity Securities or the Class B Company Preferred Securities, as applicable, as to which such Discretionary Dividends were paid.

If a Dividend Payment Date is a Mandatory Dividend Payment Date, the Company will be required to pay the Mandatory Dividend Payment Amount as dividends on such Mandatory Dividend Payment Date irrespective of whether (x) a Dividend Limitation Notice is delivered, (y) a Capital Deficiency Event has occurred or (z) interest is paid on the Subordinated Notes or other Eligible Investments.

Dividend Limitation Notice: On or before the tenth Business Day immediately preceding a Dividend Payment Date, the Board of Directors may give notice to the Paying Agent, the holders of the Class B Company Preferred Securities and the Trust Preferred Securities (a "Dividend Limitation Notice") that the Company will pay no dividends or less than full dividends on such Dividend Payment Date, in which case no dividends or less than full dividends shall become due and payable on such Dividend Payment Date as set forth in the applicable Dividend Limitation Notice. The Board of Directors may give a Dividend Limitation Notice in its sole discretion and for any reason, except that a Dividend Limitation Notice as to a Mandatory Dividend Payment Amount payable on a Mandatory Dividend Payment Date shall have no force or effect. Each Dividend Limitation Notice shall be given through the facilities of Euroclear and Clearstream, Luxembourg for so long as the Trust Preferred Securities clear through the facilities of Euroclear or Clearstream, Luxembourg. In case of the Class B Company Preferred Securities, such Dividend Limitation Notice shall be given in writing by mail to each registered holder of the Class B Company Preferred Securities (initially only the Trustee on behalf of the Trust), and in the case of the Trust Preferred Securities such Dividend Limitation Notice shall be given by mail and facsimile on behalf of the Trust to the Common Depositary for Euroclear and Clearstream, Luxembourg and, for so long as the Trust Preferred Securities are listed on the Luxembourg Stock Exchange and such exchange so requires, shall be published in a leading newspaper having general circulation in Luxembourg (which is expected to be the *Luxemburger Wort*) and another newspaper of daily circulation in the English language in Europe.

Distribution of Eligible Investments:

If a Bankruptcy Event or a Capital Deficiency Event occurs, then the Company Agreement will provide that all the Company's assets (see below) then held by the Company will be distributed by the Company to the Bank, as holder of the Class A Company Preferred Securities other than the Company's rights under the Support Agreement.

If the Bank is liquidated and, upon commencement of the related liquidation proceedings, all the Company's assets then held by the Company will be distributed by the Company to the Bank, as holder of the Class A Company Preferred Securities, other than the

**Support Agreement -
Undertakings as to
Dividends, Redemption
Price and Liquidation:**

Company's rights under the Support Agreement.

Any such distribution shall be mandatorily due and payable upon the occurrence of a Bankruptcy Event, a Capital Deficiency Event or in case of liquidation without any need for the Board of Directors to authorize such distribution. In any such event, the Company shall distribute all assets it then holds on the same day.

Under the Support Agreement, the Bank will agree that it will, at the direction of a majority of the Independent Directors (or of the Independent Director if there is only one Independent Director), contribute (or cause to be contributed) to the Company such additional funds as are necessary (after payment of all Company expenses and taxes) to enable the Company (i) to pay any dividends on the Class B Company Preferred Securities that are due and payable on any Mandatory Dividend Payment Date and (ii) to pay the redemption price on the Class B Company Preferred Securities on the redemption date specified in a properly given notice of redemption.

If the Company is liquidated, whether voluntarily or involuntarily and whether in connection with the bankruptcy or insolvency of the Company or otherwise, the Bank agrees pursuant to the Support Agreement to pay to the Company for each €1,000 of Class B Company Preferred Securities then outstanding the Liquidation Claim Amount.

The consideration for the undertakings and covenants granted by the Bank in the Support Agreement includes the facts that (i) the Company will purchase the Subordinated Notes with the proceeds of the issuance of the Class A Company Preferred Securities, the Class B Company Preferred Securities and the Company Common Securities, (ii) the dividend preference of the Class B Company Preferred Securities may at the election of the Board of Directors shift to the Class A Company Preferred Securities owned by the Bank on any Dividend Payment Date that is not a Mandatory Dividend Payment Date as described under "Description of the Class B Company Preferred Securities – Ranking – Dividends", (iii) if a Bankruptcy Event or a Capital Deficiency Event occurs, all the Company's assets then held by the Company will be distributed by the Company to the Bank, and (iv) upon commencement of liquidation proceedings with respect to the Bank, all the Company's assets then held by the Company, will be distributed by the Company to the Bank other than, in each case, the Company's rights under the Support Agreement.

**Other Covenants of the
Bank in the Support
Agreement:**

The Bank will make the following additional covenants in the Support Agreement in favor of the Company:

- (a) if the Company becomes obligated to pay Additional Amounts, the Bank will from time to time (i) contribute such additional capital to the Company as shall be necessary in order to ensure that the Company has sufficient funds available to it to pay such Additional Amounts and (ii) take such action as shall be necessary to cause the Company to

	<p>comply with its obligation to pay such Additional Amounts;</p> <p>(b) for so long as any of the Class B Company Preferred Securities are outstanding, the Bank will not issue any preferred or preference shares (or similar equity instruments) ranking senior to its obligations under the Support Agreement or give any guarantee or support undertaking in respect of any preferred securities or preferred or preference shares issued by any of its subsidiaries, if such guarantee or support undertaking would rank senior to the Support Agreement;</p> <p>(c) 100% of the Company Common Securities will be held directly by the Bank (initially through its New York Branch) and, subject to the prior approval of the <i>Secrétariat général de la Commission bancaire</i>, indirectly by one or more of its subsidiaries (initially SG Americas, Inc.), which are deemed to be a "company controlled by the parent company" under Rule 3a-5, as amended, of the United States Investment Company Act of 1940, as amended (the "1940 Act"); 100% of the Class A Company Preferred Securities will initially be held by the Bank (initially through its New York Branch) and, subject to the prior approval of the <i>Secrétariat général de la Commission bancaire</i>, through one or more of its subsidiaries.</p> <p>(d) the Bank will not permit, or take any action to cause, the liquidation, dissolution, winding up or termination of the Company, unless the Bank is itself in liquidation and the approval of the <i>Secrétariat général de la Commission bancaire</i> for such action has been received; and</p> <p>(e) the Bank will not assign its obligations under the Support Agreement, except in the case of a merger, consolidation or sale of substantially all of its assets, where the Bank is not the surviving entity.</p>
Ranking of Bank's Payment Obligations Under the Support Agreement, Third Party Beneficiaries:	<p>All payment obligations of the Bank under the Support Agreement will be subordinated obligations ranking behind the claims of the holders of Senior Indebtedness of the Bank and before the claims of holders of Bank Ordinary Shares.</p> <p>Holders of the Class B Company Preferred Securities and the Trust Preferred Securities will be third party beneficiaries of the Support Agreement, with the holders of a majority (by liquidation preference) of the Class B Company Preferred Securities (or the Trust Preferred Securities that represent such Class B Company Preferred Securities) having the right to bring suit and take other action at their discretion to enforce the Support Agreement (without the need for any other action of any person, including the Trustee or the Independent Directors).</p>
Additional Amounts:	<p>If at any time the Company or the Trust is required to withhold any taxes, duties or other governmental charges with respect to payment of dividends on the Class B Company Preferred Securities or</p>

distributions on the Trust Preferred Securities imposed or levied by France, the jurisdiction of residence of the issuer of any Eligible Investments then held by the Company, or the United States or any authority of any of those jurisdictions that has the power to tax (collectively, "Relevant Tax", and each such jurisdiction a "Relevant Jurisdiction"), the Company will be required to pay as additional amounts included in the dividends otherwise then due and payable such amounts as shall be required ("Additional Amounts") so that the net amount received by each holder of Class B Company Preferred Securities and Trust Preferred Securities after the withholding of any such Relevant Tax will not be less than the amount of dividends or distributions then otherwise due and payable. However, the Company will not be required to pay Additional Amounts if the Relevant Jurisdiction is France, the United States, a state thereof or the District of Columbia or the jurisdiction of residence of the issuer of Eligible Investments then held by the Company (or any political subdivision thereof), (i) to the extent that the Relevant Tax is imposed or levied because the holder of Trust Preferred Securities or Class B Company Preferred Securities (or the beneficial owner of such securities), in each case other than the Trust in the case of the Class B Company Preferred Securities, has some connection with the Relevant Jurisdiction, other than being a holder (or beneficial owner) of those securities, or (ii) to the extent that the Relevant Tax is imposed or levied because that holder (or beneficial owner) has not made a declaration of non-residence in, or other lack of connection with, the Relevant Jurisdiction or any similar claim for exemption, if the Company or its agent has given the beneficial owner or its nominee at least 60 days' prior written notice of and opportunity to make the declaration or claim; provided, however, that such notice shall not be required for any declaration requested of a holder (or beneficial owner) as of the Issue date. All references in this Offering Circular to distributions or payments upon redemption of Class B Company Preferred Securities or liquidation of the Company include all applicable Additional Amounts. Further the Company will not be required to pay Additional Amounts (i) where the Relevant Tax is imposed on a payment to an individual and is required to be made pursuant to Council Directive 2003/48/EC of 3 June 2003 on the taxation of savings income in the form of interest payments or any European Union Directive otherwise implementing the conclusions of the ECOFIN Council meeting of 26 and 27 November 2000 or any law implementing or complying with, or introduced in order to conform to, any such Directive; or (ii) where the Trust Preferred Securities or the Class B Company Preferred Securities are presented for payment by or on behalf of a holder who would have been able to avoid the Relevant Tax by presenting the relevant Trust Preferred Security to another Paying Agent in a Member State of the European Union.

Redemption:

Redemption proceeds received by the Trust on the Class B Company Preferred Securities will be contemporaneously passed through to redeem a corresponding amount of Trust Preferred Securities. The Class B Company Preferred Securities are not redeemable at the option of the holders at any time and are not redeemable at the option of the Company prior to the First Call Date, except in whole

upon the occurrence of a Tax Event, an Investment Company Act Event or a Capital Disqualification Event. On the First Call Date, and thereafter, on any Dividend Payment Date, the Class B Company Preferred Securities may be redeemed for cash at the option of the Company, in whole or in part.

The redemption price for such redemptions will be (i) 100% of the liquidation preference of the Class B Company Preferred Securities being redeemed, plus (ii) an amount equal to unpaid dividends, if any, thereon with respect to the current Dividend Period accrued on a daily basis through the date fixed for redemption, plus (iii) an amount equal to unpaid definitive dividends ("Definitive Dividends") for any prior Dividend Period, without interest and without accumulation of unpaid Nondefinitive Dividends ("Nondefinitive Dividends") for any prior Dividend Period (the "Base Redemption Price").

Upon the occurrence of a Tax Event, an Investment Company Act Event or a Capital Disqualification Event prior to the First Call Date, the Company will have the right, at any time before such date, to redeem the Class B Company Preferred Securities in whole (but not in part). The redemption price per Class B Company Preferred Security for such redemptions will be the greater of (i) the Make Whole Amount (see "Description of the Class B Company Preferred Securities – Redemption") and (ii) the Base Redemption Price.

Any redemption of Class B Company Preferred Securities is subject to compliance with applicable regulatory requirements, including the prior approval of the *Secrétariat général de la Commission bancaire*.

The Class B Company Preferred Securities will not be subject to any sinking fund or mandatory redemption.

**Ranking - Dividends,
Liquidation and Related
Matters:**

Dividends. The Class B Company Preferred Securities will rank senior to the Company Common Securities as to payment of dividends and, ordinarily, the holders of the Class A Company Preferred Securities will not be entitled to dividends. However, the dividend preference of the Class B Company Preferred Securities will at the option of the Board of Directors shift to the Class A Company Preferred Securities on a Dividend Payment Date that is not a Mandatory Dividend Payment Date to the extent that dividends are not then paid on the Class B Company Preferred Securities because a Dividend Limitation Notice has been delivered with respect to such Dividend Payment Date, with the consequence that amounts received by the Company on the Subordinated Notes and other Eligible Investments may be distributed as dividends to the Bank as holder of the Class A Company Preferred Securities instead of being paid to the holders of the Class B Company Preferred Securities with respect to the Class B Company Preferred Securities. The Board of Directors will have discretion as to whether full dividends, partial dividends or no dividends are paid on the Class B Company Preferred Securities on each Dividend Payment Date that is not a Mandatory Dividend Payment Date.

Circumstances Where Company May be Liquidated. If the Bank is liquidated, whether voluntarily or involuntarily (and whether in connection with the occurrence of a Bankruptcy Event or otherwise), the Company will be liquidated. The holders of the Company Common Securities, will agree in the Company Agreement that, for so long as the Class B Company Preferred Securities are outstanding, such holders will not cause the Company to liquidate unless the Bank is also liquidating. Under the Company Agreement and applicable law, holders of Trust Preferred Securities or Class B Company Preferred Securities will not have the ability to force or initiate commencement of a liquidation of the Company unless the Bank is also liquidating. The Company will be precluded in the Company Agreement from incurring any indebtedness and, accordingly, does not anticipate having creditors in the ordinary course of business who could initiate the commencement of an involuntary bankruptcy proceeding. In the event that the liquidation of the Company is commenced, the Trust will be dissolved and will distribute to the holders of Trust Preferred Securities, after satisfaction of claims of creditors of the Trust, if any, as required by law, the Class B Company Preferred Securities held by the Trust. Accordingly, it is expected that investors will receive liquidating distributions only in connection with a concurrent liquidation of the Bank and the Company.

Liquidation Preference. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the Company, after satisfaction of liabilities to creditors, if any, the holders of the Class B Company Preferred Securities will be entitled to receive out of assets of the Company available for distribution in liquidation, before any liquidating distribution is made on the Company Common Securities, liquidating distributions in respect of the Class B Company Preferred Securities equal to the "Liquidation Claim Amount". That amount, for each €1,000 liquidation preference of Class B Company Preferred Securities, is equal to (i) €1,000 plus (ii) an amount equal to unpaid dividends, if any, thereon with respect to the current Dividend Period accrued on a daily basis through the date of liquidation, plus (iii) an amount equal to unpaid definitive dividends for any prior Dividend Period, but without interest and without accumulation of unpaid nondefinitive dividends for any prior Dividend Period and including any Additional Amounts required to be paid.

In a liquidation of the Company that is concurrent with a liquidation of the Bank, the Company's only assets available for making liquidating distributions on the Class B Company Preferred Securities will be amounts realized by the Company pursuant to the undertakings and covenants of the Bank in the Support Agreement. Notwithstanding (and as a limitation on) the foregoing, the Company Agreement will provide that in a liquidation of the Company that is concurrent with a liquidation of the Bank, holders of Class B Company Preferred Securities may not receive pursuant to the Support Agreement an amount exceeding the amount to which such holders would have been entitled had they instead owned Bank Parity Preferred Shares having liquidation preference and dividend rights equal to the distribution rights of the Class B Company

Preferred Securities.

Eligible Investments:

The Company's initial investment policies (the Company's "Investment Policies") will be established pursuant to the Company Agreement under the oversight of the Board of Directors. Under the Investment Policies, the Company may only hold or invest in (i) the Subordinated Notes or other subordinated debt securities that are issued by the Bank (including through any branch) and that have the same ranking in a liquidation of the Bank as the Subordinated Notes, (ii) other debt securities of the Bank or any subsidiary of the Bank (provided that any debt security issued by the Bank ranks *pari passu* with or senior to the Subordinated Notes (or its equivalent if the Subordinated Notes are not then outstanding) and any debt security issued by a subsidiary of the Bank, which benefits from a guarantee of the Bank that ranks *pari passu* with or senior to its obligations under the Subordinated Notes (or its equivalent if the Subordinated Notes are not then outstanding), and (iii) Third-Party Debt Securities (together the "Eligible Investments"). The Investment Policies require that the Company at all times own in any event, as Eligible Investments, subject to the occurrence of distributions to Class A Company Preferred Securities, unsecured debt securities issued by the Bank (i) having a principal amount at least equal to the aggregate liquidation amount of the Class B Company Preferred Securities and (ii) that have substantially the same subordination provisions as the Subordinated Notes. For purposes of the foregoing, "Third-Party Debt Securities" means U.S. Government securities (as defined under the 1940 Act), and other OECD Government securities so long as such assets will not require the Company to be registered as an investment company under the 1940 Act.

Subordinated Notes:

The Company will apply the proceeds of the Class A Company Preferred Securities, the Class B Company Preferred Securities and the Company Common Securities to purchase newly-issued subordinated notes (the "Subordinated Notes") issued by the Bank (including through its New York Branch) and other Eligible Investments. The Company will be prohibited by the Company Agreement from selling the Subordinated Notes.

The Subordinated Notes will consist of (i) dated unsecured subordinated obligations of the Bank maturing on November 10, 2023, ranking *pari passu* without any preference among themselves and *pari passu* with any other unsecured subordinated obligations of the Bank with the exception of any *prêts participatifs* granted to the Bank and any *titres participatifs* issued by the Bank, which rank junior to the Subordinated Notes; (ii) undated unsecured subordinated obligations of the Bank, ranking *pari passu* without any preference among themselves and *pari passu* with any other unsecured subordinated obligations of the Bank with the exception of any *prêts participatifs* granted to the Bank and any *titres participatifs* issued by the Bank, which rank junior to the Subordinated Notes; and (iii) undated unsecured subordinated obligations of the Bank, acting through its New York Branch, ranking *pari passu* without any preference among themselves and *pari passu* with any other unsecured subordinated obligations of the Bank with the exception of any *prêts participatifs* granted to the

Bank and any *titres participatifs* issued by the Bank, which rank junior to the Subordinated Notes.

The Subordinated Notes maturing on November 10, 2023 will have an aggregate principal amount of €390,000,000. Interest on the dated Subordinated Note will be payable from the date of initial issuance semi-annually in arrear on May 10 and November 10 of each year for the Interest Period then ending at a fixed rate per annum on the principal amount from time to time outstanding equal to 5.373%, commencing on May 10, 2004, and ending on November 10, 2023 (calculated on Actual/Actual (ISMA) Basis). Each date on which interest is so payable is an "Interest Payment Date" and the period from and including an Interest Payment Date, or the date of initial issuance as applicable, to but not including the next succeeding Interest Payment Date is an "Interest Period"; *provided, however*, that if any Interest Payment Date is not a Business Day, interest will be payable on the next Business Day.

The undated Subordinated Notes issued by the Bank and by its New York Branch will have an aggregate principal amount of respectively €215,000,000 and €45,000,000. Interest on the undated Subordinated Notes will be payable from the date of initial issuance (i) annually in arrear on November 10 of each year for the Interest Period then ending at a fixed rate per annum on the principal amount from time to time outstanding equal to 5.423%, commencing on November 10, 2004, and ending on November 10, 2014 (calculated on an Actual/Actual (ISMA) Basis) (ii) thereafter, on each February 10, May 10, August 10 and November 10, at a variable rate per annum on the liquidation preference equal to 2.00% above three-month EURIBOR (calculated on an Actual/360 Basis) determined on the second TARGET Business Day immediately preceding the first day of the related Interest Period (each a "Determination Date" for such Interest Period). Each date on which interest is so payable is an "Interest Payment Date" and the period from and including an Interest Payment Date, or the date of initial issuance as applicable, to but not including the next succeeding Interest Payment Date is an "Interest Period"; *provided, however*, that if any Interest Payment Date is not a Business Day, interest will be payable on the next Business Day.

With respect to the undated Subordinated Notes, if no dividend is paid or declared by the Bank on the Ordinary Shares of the Bank, the Bank may defer the payment of interests. Such unpaid deferred interest shall constitute arrears of interest. The undated Subordinated Notes will be redeemable at the option of the Bank on the Interest Payment Date occurring in November 2014 or on any Interest Payment Date thereafter, in whole or in part, subject to compliance with applicable regulatory requirements, including the prior approval of the *Secrétariat général de la Commission bancaire*.

The Subordinated Notes maturing on November 10, 2023 will not be redeemable at the option of the Bank or the Company.

With respect to the dated and undated Subordinated Notes, the

Company Agreement provides that the Company may sell such Subordinated Notes to the Bank (or an affiliate of the Bank) on arm's length terms, subject to compliance with applicable regulatory requirements, including the prior approval of the *Secrétariat général de la Commission bancaire*.

If the Bank fails to pay an instalment of interest when due or repay principal in a winding-up or otherwise of the Bank, the only remedies available to the Company will be to bring suit for the amount of interest and/or principal not paid when due.

The Subordinated Notes will not be subject to acceleration as a result of a failure of the Bank to pay an instalment of interest when due.

The Company's Investment Policies will require that the Company maintain its assets in a manner that will not require the Company to be registered as an investment company under the 1940 Act and that will not give rise to a Capital Disqualification Event or a Tax Event.

No Indebtedness:

The Company will be prohibited by the Company Agreement from incurring indebtedness for borrowed money.

Independent Directors:

The Company Agreement will provide that, for so long as any Class B Company Preferred Securities or Company Parity Preferred Securities are outstanding, certain actions by the Company must be approved by both a majority of the Board of Directors as a whole and by a majority of the Independent Directors (or by the Independent Director if there is only one Independent Director). The actions that require approval by the Independent Directors consist of only those listed thereafter: (i) the issuance of additional Company Parity Preferred Securities, (ii) the amendment or modification of the Investment Policies, (iii) to the fullest extent permitted by law, any liquidation, dissolution or termination of the Company without a concurrent liquidation of the Bank, (iv) the conversion of the Company into another type of entity or (v) the consolidation or merger of the Company with or into any other entity, the consolidation or merger of any other entity with or into the Company or the sale of all or substantially all of the assets of the Company (except as required by the Company Agreement). Additionally, a majority of the Independent Directors (or the Independent Director if there is only one Independent Director), acting alone and without the vote or consent of the other members of the Board of Directors, but subject to the rights of holders of the Class B Company Preferred Securities as described under "Description of the Support Agreement–Ranking of Bank's Payment Obligations Under the Support Agreement" and "Description of the Support Agreement–Third Party Beneficiaries", have the right on behalf of the Company to enforce the Support Agreement. The Independent Directors will be under a duty to consider the interest of the Company as a whole as to all matters other than enforcement of the Support Agreement and, in connection with decisions involving enforcement of the Support Agreement, shall be required to consider only the interest of holders of the Class B Company Preferred Securities.

Voting Rights:	<p>Class A Company Preferred Securities and Class B Company Preferred Securities will be non-voting; however, if full dividends are not paid on any Dividend Payment Date, the holders of the Class B Company Preferred Securities shall have the right to elect two persons of their choosing as additional directors (up to a maximum total of two additional Independent Directors). Each person so elected shall be deemed to be an Independent Director. Such right may be exercised by the holders of a majority (by liquidation preference) of the Class B Company Preferred Securities exercised by written consent or at a meeting called for such purpose (which the Company Agreement will provide shall be called at the request of any holder of the Class B Company Preferred Securities), and shall continue until full dividends have been paid on the Class B Company Preferred Securities for a one-year period. Any vacancy in the office of an Independent Director during such period may be filled only by holders of the Class B Company Preferred Securities voting as set forth above.</p>
Form and Denomination:	<p>The Trust Preferred Securities will be issued in denominations of €1,000 liquidation amount and integral multiples thereof. The Trust Preferred Securities will be initially evidenced by a temporary global certificate, in fully registered form, deposited with Société Générale Bank & Trust, S.A. as common depositary, and registered in the name of a common nominee, for Euroclear and Clearstream, Luxembourg, on the Issue Date. No payments with respect to a holder's beneficial interest in the temporary global certificate will be made to the holder thereof without a certification by or on behalf of such holder that it is not a U.S. Person. Not earlier than 40 days after the Issue Date, upon certification of non-U.S. beneficial ownership, a beneficial interest in the temporary global certificate may be transferred to a beneficial interest in a permanent global certificate. Interests in the permanent global certificate will be exchangeable in whole but not in part for definitive Trust Preferred Securities only if (i) the Trust Preferred Securities become ineligible for clearance and settlement through Euroclear and Clearstream, Luxembourg and (ii) the Company and the Trust are not able, after using reasonable efforts, to arrange for clearance and settlement of the Trust Preferred Securities through a successor clearing system; <i>provided</i>, that interests in the permanent global certificate will be exchangeable in whole or in part for definitive Class B Company Preferred Securities as set forth under "Securities Offered" above.</p>
Use of Proceeds:	<p>The Trust will apply the proceeds of the Offering to acquire the Class B Company Preferred Securities from the Company. The Company will use the proceeds from the issuance of the Class B Company Preferred Securities to the Trust, together with proceeds received from the sale of the Class A Company Preferred Securities and the Company Common Securities to the Bank, to purchase the Subordinated Notes and other Eligible Investments. The Bank will use the net proceeds of the issuance of the Subordinated Notes for general corporate purposes.</p>
ERISA Considerations:	<p>No Trust Preferred Securities or Class B Company Preferred Securities, if applicable, may be purchased or transferred to (i) an "employee benefit plan that is subject to the fiduciary responsibility</p>

provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), (ii) a "plan" within the meaning of Section 4975 of the Internal Revenue Code of 1986, as amended (the "Code"), (iii) a person whose underlying assets include plan assets by reason of Department of Labor Regulation Section 2510.3-101 or otherwise, or (iv) a governmental plan that is subject to any federal, state or local law that is substantially similar to the provisions of Section 406 of ERISA or Section 4975 of the Code. Each Initial Purchaser, and each subsequent transferee of a Trust Preferred Security or Class B Company Preferred Security by its purchase or acquisition of any such Trust Preferred Security or Class B Company Preferred Security, is deemed to represent that it is not a Plan.

Resale Restrictions:

The Company has not been registered as an investment company under the 1940 Act and the Class B Company Preferred Securities and Trust Preferred Securities have not been registered under the Securities Act and may not be offered, sold, pledged or otherwise transferred except in off-shore transactions outside the United States in reliance on Regulation S as described under "Notice to Purchasers".

Tax Considerations:

For United States federal income tax purposes, the Company will be treated as a partnership, and holders of the Trust Preferred Securities and Class B Company Preferred Securities will be allocated a distributive share of the items of income, gain, loss or deduction of the Company for each taxable year (or other period). The Company expects that some of its income will be derived from sources within the United States. In order to avoid the imposition of 30% United States federal withholding tax in respect of their distributive shares of such income, Non-United States Holders (as defined herein) generally will need to furnish certifications as to their non-United States status in accordance with the requirements of United States federal income tax law. Such certifications may be made by a Non-United States Holder by delivering a properly completed IRS Form W-8BEN or other applicable W-8 form, if such a form has not already been provided by the Non-United States Holder. In the absence of the required certification, a paying agent may deduct the 30% United States federal withholding tax from all distributions made to a Non-United States Holder, regardless of source, in the event that the paying agent is unable to adequately determine the amount of United States source income of the Company. In such case, the Non-United States Holder may apply to the IRS for a refund to the extent that the amount withheld exceeds the Non-United States Holder's actual United States federal income tax liability.

For a discussion of the principal United States federal income tax and French tax considerations applicable to an investment in Trust Preferred Securities or Class B Company Preferred Securities, see "Taxation" below.

Ratings:

The Trust Preferred Securities are expected to be assigned on issue a rating of A by Standard & Poor Rating Services, a division of The McGraw Hill Companies, Inc., A2 by Moody's Investors Service

Inc. and A+ by Fitch Ratings.

Governing Law:

The Company Agreement, the Trust Agreement, the Class A Company Preferred Securities and Class B Company Preferred Securities and the Trust Preferred Securities will be governed by the laws of the State of Delaware, United States of America. The Support Agreement and the Subordinated Notes will be governed by the laws of the State of New York, United States of America.

Listing:

Application has been made to list the Trust Preferred Securities on the Luxembourg Stock Exchange.

INVESTMENT CONSIDERATIONS

Prospective investors should carefully consider the following information in conjunction with the other information contained in this Offering Circular before purchasing any Trust Preferred Securities in the Offering.

Risk Associated with Financial Condition of the Bank

An investment in the Trust Preferred Securities is intended to provide holders with rights to dividends that are similar to, and with rights to liquidation preference that are substantially the same as, but no greater than, those to which holders would be entitled if they had purchased preferred shares issued directly by the Bank that have financial terms that are equivalent to the financial terms of the Class B Company Preferred Securities, if such issuance of preferred shares were permitted under applicable law.

The ability of the Trust to make payments on the Trust Preferred Securities is dependent upon the ability of the Bank to meet its obligations under the Subordinated Notes and the Support Agreement. The Bank may defer payment of interest on the Subordinated Notes under certain circumstances. The Bank's obligations under the Support Agreement are subordinated obligations of the Bank ranking behind the claims of holders of Senior Indebtedness of the Bank and before the claims of holders of Bank Ordinary Shares. Accordingly, if the Bank's financial condition were to deteriorate, the Company and the holders of the Trust Preferred Securities could suffer direct and materially adverse consequences, including suspension of noncumulative dividends on the Class B Company Preferred Securities (and consequently the pass through of such dividends on the Trust Preferred Securities) and, if the Bank were liquidated (whether voluntarily or involuntarily and whether in connection with the occurrence of a Bankruptcy Event or otherwise), loss by holders of the Trust Preferred Securities of their entire investment.

Restrictions on Payment of Dividends

For so long as the mandatory dividend provisions do not apply, dividends on the Class B Company Preferred Securities are discretionary. The Board of Directors may give a Dividend Limitation Notice in its sole discretion and for any reason as to any Dividend Payment Date that is not a Mandatory Dividend Payment Date, causing the Company to pay no dividends or less than full dividends on the Class B Company Preferred Securities. Dividends on the Trust Preferred Securities are not cumulative. If no dividends or less than full dividends on the Class B Company Preferred Securities are paid on any Dividend Payment Date that is not a Mandatory Dividend Payment Date, the Trust as holder of the Class B Company Preferred Securities (and, accordingly, investors in the Trust Preferred Securities) will not be entitled to receive such dividends whether or not funds are or subsequently become available.

Dividend Shift to Class A Company Preferred Securities

The Company Agreement will provide that the dividend preference of the Class B Company Preferred Securities will at the Board of Director's option shift to the Class A Company Preferred Securities on a Dividend Payment Date that is not a Mandatory Dividend Payment Date, to the extent that dividends are not then paid on the Class B Company Preferred Securities because a Dividend Limitation Notice has been delivered and the mandatory dividend provisions do not apply. If this occurs, any payment received by the Company on the Subordinated Notes and other Eligible Investments may be distributed as dividends to the Bank as holder of Class A Company Preferred Securities instead of being distributed as dividends on the Class B Company Preferred Securities.

Liquidation of the Bank

In the event the Bank is liquidated, whether voluntarily or involuntarily due to the occurrence of a Bankruptcy Event or otherwise, the Company will be liquidated and the Trust will be dissolved and will distribute to the holders of Trust Preferred Securities the Class B Company Preferred Securities held by the Trust after satisfaction of claims of the creditors of the Trust, if any. Upon the liquidation of the Bank, and commencement of the related liquidation proceedings, the Company will distribute all of its assets to the Bank as holder of Class A Company Preferred Securities, other than the Company's rights under the Support Agreement. Any such distribution shall be mandatorily due and payable without any need for the Board of Directors to authorize such distribution. In any such event, the Company shall distribute all the assets it then holds on the same day. In such event, the Company's only assets available for making liquidating distributions on the Class B Company Preferred Securities will be amounts realized by the Company pursuant to the undertakings and covenants of the Bank in the Support Agreement equal to the Liquidation Claim Amount. All payment obligations of the Bank under the Support Agreement are subordinated obligations ranking behind the claims of the holders of Senior Indebtedness of the Bank and before the claims of holders of Bank Ordinary Shares. Holders of Class B Company Preferred Securities may not receive, pursuant to the Support Agreement, an amount exceeding the amount to which such holders would have been entitled had they instead owned preferred shares issued by the Bank having liquidation preference and dividend rights equal to the distribution rights of the Class B Company Preferred Securities. In the event that the Bank has insufficient assets to satisfy all of its claims in concurrent liquidation of the Company and the Bank, the investors may receive less than €1,000 in liquidating distributions per Trust Preferred Security.

Redemption upon Occurrence of a Tax Event, Investment Company Act Event or Capital Disqualification Event

The Company will have the right, upon the occurrence of a Tax Event, an Investment Company Act Event or a Capital Disqualification Event, to redeem the outstanding Class B Company Preferred Securities prior to the First Call Date in whole but not in part, at a redemption price equal to the greater of the Base Redemption Price and the Make-Whole Amount. The Trust Preferred Securities will be redeemed if the Class B Company Preferred Securities are redeemed. See "Description of the Class B Company Preferred Securities - Redemption". There can be no assurance that holders of the Class B Company Preferred Securities will be able to reinvest the amounts received upon redemption at a rate that will provide the same return as their investment in the Class B Company Preferred Securities.

No Operating History

The Company and the Trust are both newly formed entities with no operating history and no revenues to date.

No Voting Rights

The Class B Company Preferred Securities will be non-voting, subject to the limited exceptions described under "Description of the Class B Company Preferred Securities - Voting Rights", "The Company - Management of the Company - Independent Directors" and "Description of the Class B Company Preferred Securities - Amendment and Termination of Company Agreement".

Market Prices for the Trust Preferred Securities or the Class B Company Preferred Securities

There can be no assurance as to the market prices for the Trust Preferred Securities. Accordingly, the Trust Preferred Securities may trade at a discount to the price at which they are purchased. In addition, because the Bank's obligation to make payments under the Support Agreement is limited to the extent of the underlying payment obligations of the Class B Company

Preferred Securities, the market price for these securities may be more volatile than the market price of the securities that do not reflect these limitations.

Relationship with the Bank and its Affiliates; Conflicts of Interest

The Bank is involved in virtually every aspect of the Company's existence. The Bank will own directly (initially through its New York Branch) and subject to the prior approval of the *Secrétariat général de la Commission bancaire*, indirectly by one or more of its subsidiaries (initially, SG Americas, Inc.), all of the Company Common Securities. As the holder of all of the outstanding voting securities of the Company, the Bank will have sole responsibility for the management and administration of the Company, subject to the provisions of the Company Agreement. For example, the Bank through the Board of Directors, in its sole discretion will have the right to prohibit or limit the payment of dividends on the Class B Company Preferred Securities (subject to the mandatory dividend provisions) by delivering a Dividend Limitation Notice. There may be circumstances where the Bank will determine that it is in the best interest of the Bank that no dividends or less than full dividends be paid on the Class B Company Preferred Securities notwithstanding that it may be in the best interest of holders of Class B Company Preferred Securities that full dividends be paid. Similarly, decisions with respect to enforcement of the Subordinated Notes or any other Eligible Investments and actions to be taken by the Company upon a Failure of Payment by the Bank thereunder will be made by the Board of Directors, which will be controlled by the Bank, as holder of the Company Common Securities. Accordingly, there can be no assurance that under any circumstances enforcement action will be taken by the Company with respect to a Failure of Payment under the Subordinated Notes or any other Eligible Investments.

No Prior Market for Trust Preferred Securities; Resale Restrictions

The Company has not been registered as an investment company under the 1940 Act, and the offer and sale of the Trust Preferred Securities and the Class B Company Preferred Securities have not been registered under the Securities Act and will be subject to significant restrictions on resale. See "Notice to Purchasers". Although application has been made to list the Trust Preferred Securities on the Luxembourg Stock Exchange there is no existing market for the Trust Preferred Securities, and there can be no assurance that any market will develop for the Trust Preferred Securities or as to what price holders of the Trust Preferred Securities will be able to sell their Trust Preferred Securities. Although Société Générale informed the Trust, the Company and the Bank that it intends to make a market in the Trust Preferred Securities, it is not obligated to do so, and any such market-making activity will be subject to the limits imposed by applicable law and may be interrupted or discontinued at any time.

Structural Subordination

The Bank is both an operating company and a holding company. To the extent that the Bank is a holding company, it is dependent upon dividends or other intercompany transfers of funds from its subsidiaries to meet its obligations and pay dividends. The ability of the Bank's subsidiaries to pay dividends to the Bank will be limited by the obligations of the subsidiaries and may be restricted by, among other things, applicable corporate and other laws and regulations and agreements of the subsidiaries. The holders of the Trust Preferred Securities therefore will be effectively subordinated to the obligations of and to the interests in the direct and indirect subsidiaries of the Bank, as well as to the creditors of the Bank.

THE COMPANY

The Company is a Delaware limited liability company formed on October 15, 2003. The Company was formed for the sole purpose of (i) issuing the Class B Company Preferred Securities, the Class A Company Preferred Securities and the Company Common Securities (ii) acquiring and holding the Subordinated Notes issued by the Bank (including through its New York Branch) and other Eligible Investments issued by the Bank or one of its subsidiaries and (iii) performing functions necessary or incidental thereto. In addition, the Company may acquire, hold and manage Third Party Debt Securities. The Company was formed on October 15, 2003 with the filing of its certificate of formation with the Secretary of State of the State of Delaware and the entering into by the Bank of the Limited Liability Company Agreement of the Company. The Company will be continued pursuant to an Amended and Restated Limited Liability Company Agreement of the Company (the “Company Agreement”) to be dated as of the Issue Date between the New York Branch of the Bank and SG Americas, Inc. as holders of the Company Common Securities, the New York Branch of the Bank as holder of the Class A Company Preferred Securities, and the Trust as holder of the Class B Company Preferred Securities. The Company will be treated as a partnership for United States federal income tax purposes.

The Bank intends to treat the Class B Company Preferred Securities as Tier 1 capital for purposes of the consolidated risk-based capital guidelines of the *Commission bancaire*.

The Bank, directly (initially through its New York Branch) and subject to the prior approval of the *Secrétariat général de la Commission bancaire*, indirectly, through one or more of its subsidiaries (initially, SG Americas, Inc.), owns all of the Company Common Securities, representing 100% of the voting rights in the Company (subject to the limited rights of holders of the Class B Company Preferred Securities to nominate the Independent Directors and other rights as described herein). The Company Common Securities are being purchased for an aggregate purchase price of €65,000,000.

The Company will covenant to maintain “SG” as part of its name for as long as any Trust Preferred Securities remain outstanding, unless because of a merger or other business combination involving the Bank or a change by the Bank of its own name, inclusion of “SG” as part of the Company’s name is no longer appropriate.

For a further description of the operations of the Company, see “-Business and Strategy of the Company”, “- Management of the Company” and “Investment Considerations”.

The principal executive offices of the Company are located at 1221 Avenue of the Americas, New York, New York 10020, United States.

Business and Strategy of the Company

General

The Subordinated Notes and other Eligible Investments owned by the Company from time to time will generate net income for distribution by the Company to the Trust as holder of the Class B Company Preferred Securities (and consequently for pass through by the Trust to holders of the Trust Preferred Securities) and to the Bank as holder of the Company Common Securities. The Company will acquire Subordinated Notes having an aggregate principal amount of €650,000,000 from the Bank. Although the Company may issue additional preferred securities that are Company Parity Preferred Securities without the consent of holders of the Class B Company Preferred Securities, it will require the approval of a majority of the Independent Directors (or of the Independent Director if there is only one Independent Director) for any issuance of Company Parity Securities. The Company has no present intention to do so.

Dividends

The Company currently expects to pay an aggregate amount of dividends with respect to the outstanding Class B Company Preferred Securities and the Company Common Securities equal to approximately 100% of the interest received by the Company on the Subordinated Notes and other Eligible Investments.

The Company Agreement will provide that dividends with respect to Class B Company Preferred Securities will be payable out of the interest received by the Company on the Subordinated Notes and other Eligible Investments and out of amounts contributed by the Bank to the Company pursuant to the Support Agreement. Under the Delaware Limited Liability Company Act, the Company may not make dividend or other distributions on the Class B Company Preferred Securities, Class A Company Preferred Securities or the Company Common Securities if, after giving effect to the distributions, the Company's liabilities would exceed the fair value of its assets.

The Company generally has no obligation to pay dividends on the Class B Company Preferred Securities. However, the Company will be required to pay the Mandatory Dividend Payment Amount on Mandatory Dividend Payment Dates. See "Description of the Class B Company Preferred Securities - Dividends - Mandatory Dividends".

Investment Policies

The Company's initial investment policies (the "Investment Policies") will be established pursuant to the Company Agreement under the oversight of the Board of Directors. Under the Investment Policies, the Company may only hold or invest in (i) the Subordinated Notes or other subordinated debt securities that are issued by the Bank (including through any branch) and that have the same ranking in a liquidation of the Bank as the Subordinated Notes, (ii) other debt securities of the Bank or any subsidiary of the Bank provided that any debt security issued by the Bank ranks *pari passu* with or senior to the Subordinated Notes (or its equivalent if the Subordinated Notes are not then outstanding) and any debt security issued by a subsidiary of the Bank, which benefits from a guarantee of the Bank that ranks *pari passu* with or senior to its obligations under the Subordinated Notes (or its equivalent if the Subordinated Notes are not then outstanding), (iii) Third-Party Debt Securities, (together the "Eligible Investments"). The Investment Policies require that the Company at all times own in any event, as Eligible Investments, subject to the occurrence of distributions to Class A Company Preferred Securities, unsecured debt securities issued by the Bank (i) having a principal amount at least equal to the aggregate liquidation amount of the Class B Company Preferred Securities and (ii) that have substantially the same subordination provisions as the Subordinated Notes. For purposes of the foregoing, "Third-Party Debt Securities" means U.S. Government securities (as defined under the 1940 Act), and other OECD Government securities so long as such assets will not require the Company to be registered as an investment company under the 1940 Act.

The Company's Investment Policies require that the Company maintain its assets in a manner that will not require the Company to be registered as an investment company under the 1940 Act and that will not give rise to a Capital Disqualification Event or a Tax Event.

The Investment Policies may be amended only by the affirmative vote of both a majority of the entire Board of Directors and a majority of the Independent Directors (or the Independent Director if there is only one Independent Director). The Company will be prohibited by the Company Agreement from selling the Subordinated Notes, except to the Bank (or an affiliate of the Bank) on arm's length terms, subject to compliance with applicable regulatory requirements, including the approval of the *Secrétariat général de la Commission bancaire*. If the Bank were to redeem or repurchase the Subordinated Notes, the proceeds of such redemption or repurchase would be required to be invested in accordance with the Company's Investment Policies as they exist at the time of such event.

No Indebtedness

The Company will be prohibited by the Company Agreement from incurring indebtedness for borrowed money.

Employees and Administration Agreement

Prior to issuing the Class B Company Preferred Securities, the Company and the Bank through the New York Branch will enter into an Administration Agreement pursuant to which the New York Branch of the Bank will provide (or cause to be provided) certain accounting, legal, tax and other support services to the Company, assist the Company in maintaining compliance with all pertinent U.S. local, state and federal laws and provide necessary administrative, record keeping and secretarial services to the Company. Under the Administration Agreement, the Company will agree to reimburse the provider of such services from time to time for the value of services provided by such provider to the Company on an arm's-length basis.

The Company will maintain limited liability company records and audited financial statements that are separate from those of the Bank or any of its affiliates. None of the officers, employees or directors of the Company will have any direct or indirect pecuniary interest in any security to be acquired or disposed of by the Company or in any transaction in which the Company has an interest. The Company's first set of accounts will be in respect of the period from October 15, 2003 to December 31, 2003.

Legal Proceedings

The Company is not the subject of any litigation. None of the Company, the Bank or any of its affiliates is currently involved in nor, to the Company's knowledge, currently threatened with any litigation with respect to the Class B Company Preferred Securities, the Subordinated Notes or any aspect of the Company's operations.

Management of the Company

Directors and Executive Officers

The Company Agreement provides that the Board of Directors will at all times be composed of no less than five nor more than seven members, at least one of whom will be an Independent Director. Initially the Board of Directors will be composed of five members, one of whom is the Independent Director. The directors will be designated as "managers" of the Company within the meaning of the Delaware Limited Liability Company Act. The directors will serve until their successors are duly elected and qualified. There is no current intention to alter the number of directors comprising the Board of Directors except if additional Independent Directors are elected as described under "- Independent Directors". The Company will have three officers at issuance of the Class B Company Preferred Securities. It is currently anticipated that all of the officers of the Company will also be officers or employee of the Bank or its affiliates.

The persons who are directors and executive officers of the Company are as follows:

<u>Name</u>	<u>Position and Offices Held</u>
Philippe Aymerich.....	Director
Jean-Didier Reigner.....	Director and President
Mark Kaplan	Director and Secretary
Hervé de Kerdrel	Director
Douglas Johnson	Director
Steve DeCicco.....	Treasurer

Each of the initial directors (other than the Independent Director) and officers of the Company are individuals who are officers or employees of the Bank. The initial Independent Director is Douglas Johnson who is a Director.

Independent Directors

Under the Company Agreement an “Independent Director” is an individual who is not and has not been during the preceding three years, an officer or employee of the Bank or an affiliate of the Bank (other than SocGen Real Estate Company, L.L.C., SG Preferred Capital I, L.L.C. and SG Preferred Capital II, L.L.C.) and who does not own ordinary shares of the Bank having a fair value of €500,000 or more (an “Independent Director”) and includes any directors elected by holders of the Class B Company Preferred Securities, whether or not they meet the test described above.

Under the Company Agreement, each Independent Director, in determining whether any proposed action requiring his approval is in the best interests of the Company (i) as to matters relating to the Support Agreement, will consider only the interests of the holders of the Class B Company Preferred Securities and (ii) as to all other matters, will consider the interests of holders of the Company Common Securities, the Class A Company Preferred Securities, the Class B Company Preferred Securities and Company Parity Preferred Securities, if any.

The Company Agreement will provide that, for so long as any Class B Company Preferred Securities or Company Parity Preferred Securities are outstanding, certain actions by the Company must be approved by both a majority of the Board of Directors as a whole and by a majority of the Independent Directors (or by the Independent Director if there is only one Independent Director). The actions that require approval by the Independent Directors include (i) the issuance of additional Company Parity Preferred Securities, (ii) the amendment or modification of the Investment Policies, (iii) to the fullest extent permitted by law, any liquidation, dissolution or termination of the Company without a concurrent liquidation of the Bank, (iv) the conversion of the Company into another type of entity, or (v) the consolidation or merger of the Company with or into any other entity, the consolidation or merger of any other entity with or into the Company or the sale of all or substantially all of the assets of the Company (except as required by the Company Agreement). Additionally, a majority of the Independent Directors (or the Independent Director if there is only one Independent Director), acting alone and without the vote or consent of the other members of the Board of Directors, but subject to the rights of holders of the Class B Company Preferred Securities as described under “Description of the Support Agreement” and “Description of the Support Agreement Third Party Beneficiaries”, have the right on behalf of the Company to enforce the Support Agreement. The Independent Directors will be under a duty to consider the interest of the Company as a whole as to all matters other than enforcement of the Support Agreement and, in connection with decisions involving enforcement of the Support Agreement, shall be required to consider only the interest of holders of the Class B Company Preferred Securities.

If full dividends are not paid on any Dividend Payment Date, the holders of the Class B Company Preferred Securities shall have the right to elect two persons of their choosing as additional directors (up to a maximum total of two additional Independent Directors). Each person so elected shall be deemed to be an Independent Director irrespective of whether he or she meets the financial test described above. Such right may be exercised by the holders of a majority (by liquidation preference) of the Class B Company Preferred Securities at a meeting called for such purpose (which the Company Agreement will provide shall be called at the request of any holder of the Class B Company Preferred Securities), and shall continue until full dividends have been paid on the Class B Company Preferred Securities for a one-year period. Any vacancy in the office of an Independent Director during such period may be filled only by holders of the Class B Company Preferred Securities voting as set forth above.

Compensation of Directors and Officers

The Company intends to pay the initial Independent Director a fee for his services as a director of the Company equal to \$5,000 or such other amount as may be approved by the directors, plus reimbursement of expenses for attendance at each meeting of the Board of Directors.

Limitations on Liability of Directors and Officers

The Company Agreement will provide that the Company's directors have no personal liability to the Company or its security holders for monetary damages (i) for voting not to take enforcement action with respect to the Subordinated Notes and other Eligible Investments owned by the Company, or (ii) at any time for breach of any such director's fiduciary duty (if any) except for such director's gross negligence or willful misconduct. The Company Agreement will provide that the Company will indemnify any director or officer of the Company for any liability and related expenses (including reasonable counsel's fees) arising out of such director's or officer's status as a director or officer of the Company, except for liability determined by a court of competent jurisdiction to have arisen out of such director's or officer's gross negligence or willful misconduct. The Company Agreement will provide that the right to indemnification is a contract right and set forth certain procedural and evidentiary standards applicable to the enforcement of a claim. The Company Agreement will provide that the Company may purchase and maintain insurance to protect any director or officer against any liability asserted against him or her, or incurred by him or her, arising out of his or her status as such.

THE TRUST

The Trust is a statutory trust created under the Delaware Statutory Trust Act pursuant to the filing of a certificate of trust with the Delaware Secretary of State on October 17, 2003. The Trust will continue its existence from and after the Issue Date pursuant to the Amended and Restated Trust Agreement (the “Trust Agreement”) to be entered into between the Company, as grantor, and Wachovia Trust Company, National Association, as trustee (the “Trustee”).

The Trust was formed for the sole purpose of (i) issuing Trust Preferred Securities representing a corresponding amount of Class B Company Preferred Securities to be held by the Trust, (ii) holding the Class B Company Preferred Securities, and (iii) performing functions necessary or incidental thereto. The Trust cannot issue other equity securities or any debt securities or engage in any other activities. The Class B Company Preferred Securities will be the only assets of the Trust.

The Trust will be treated as a grantor trust for United States federal income tax purposes, with the result that holders of Trust Preferred Securities will be treated as beneficial owners of Class B Company Preferred Securities for United States federal income tax purposes.

All expenses and liabilities of the Trust will be paid by the Bank, provided that if the Trustee of the Trust incurs fees, charges or expenses at the request of a holder of Trust Preferred Securities or other person for which the Trust is not otherwise liable under the Trust Agreement, such holder or other person will be liable for such fees, charges and expenses.

The principal executive offices of the Trust are located at c/o Wachovia Trust Company, National Association One Rodney Square, 1st floor, 920 King Street, Wilmington, DE 19801.

THE SOCIÉTÉ GÉNÉRALE GROUP

Introduction

The Group is a major international banking and financial services group based in France, and the Bank, one of France's leading banks, represents its most important constituent entity.

The purpose of the Bank is to engage in banking, finance and credit operations in France and outside France with all persons, corporate entities, and public and local authorities in accordance with the regulations applicable to *Etablissements de Crédit* (Credit Institutions). Its extensive network of domestic and international branches, agencies and other offices, which at the end of September 2003 consisted of approximately 2,700 offices in France, serve the Group's customers.

At June 30, 2003, the Group had total assets of €527.6 billion, total customer loans of €186.2 billion, and total customer deposits of €195.9 billion. At June 30, 2003, Group shareholders' equity was €15.9 billion. At June 30, 2003, the Bank had a market capitalization on the Paris Stock Exchange of approximately €23.7 billion, the 9th largest on the Paris Stock Exchange, and approximately 300,000 shareholders. The Group employed, at June 30, 2003, approximately 89,600 employees, including more than 39,000 outside France.

The Bank was incorporated in France in 1864 and nationalized in 1945. The Bank returned to the private sector in July 1987 as a *société anonyme* under the laws of the Republic of France. The Bank's existence has been extended to December 31, 2047.

The Bank, whose identification number is no 552 120 222 R.C.S. Paris, has its registered office at 29, boulevard Haussmann, 75009 Paris, France, and its telephone number is (33-1) 42.14.20.00.

The Group's Business

As described in Société Générale's 2002 annual report, the Group is engaged in a broad range of banking and other financial services activities both in France and abroad through its three operating divisions: Retail Banking and financial services, Asset Management and Private Banking, and Corporate and Investment Banking.

Retail Banking and financial services

Retail Banking provides full retail banking services in France through the Bank's and Crédit du Nord's large domestic branch networks and abroad through various subsidiaries mainly located in Eastern Europe, the Mediterranean basin and Africa. The Group is the leading non-mutual retail banking group in France. The Retail Banking Division contributed €2.8 billion to the Group's 2002 gross operating income of €4.0 billion. Retail Banking engages in deposit-taking and lending activities with, and offers various financial products to, individuals, small and medium-sized companies, sole proprietorships, not-for-profit organizations and local governments. At year-end 2002 the Bank had 14.7 million individual customers. The Group is a major European player in financial services for businesses and individuals and posts a continuous growth in retail banking outside France.

Asset Management and Private Banking

The Asset Management and Private Banking division is the third largest euro-zone bank in asset management. It had €269 billion in assets under management at year-end 2002. Asset

Management and Private Banking contributed €0.4 billion to the Group's gross operating income in 2002. Société Générale Asset Management ("SGAM"), a wholly-owned subsidiary of the Bank, is the primary operating subsidiary for the Group's third-party asset management business. SGAM is one of Europe's leading investment managers, with more than €232 billion in assets under management at the end of 2002. The Private Banking division offers private banking services through offices in 25 cities worldwide, including the creation of SG Private Banking Japan in Tokyo. At year-end 2002 the Private Banking division managed €37 billion in assets.

During the first semester of 2003, the Private Banking division pursued its strategy of selective development in Europe and Asia. On July 8, 2003, the Group acquired *Compagnie Bancaire de Genève*, which manages over €8 billion in assets. This acquisition will be consolidated in the Group's financial statements in the third quarter of 2003. At the same time, this business line continued to develop its platform in Asia, which accounted for 16% of assets under management at end-June 2003 compared with 13% at end-June 2002.

Corporate and Investment Banking

Corporate and Investment Banking is the third largest corporate and investment bank in the Euro-zone, providing commercial and investment banking, and capital markets services to corporate customers, institutional investors and other financial institutions in 45 countries. This division targets the needs of large businesses, providing commercial banking and credit services (including export and international trade finance), merger and acquisition advice, financial structuring and transaction services, capital markets, sales and distribution services. Corporate and Investment Banking contributed €1.3 billion to the Group's gross operating income in 2002.

Strategy

The Group's development strategy in France and abroad is focused along three main axis:

Continued Commercial Development

The Group's strategy is based on a continued commercial development through organic and external growth. In France, the Group continues to focus on new segments such as young graduates or "mass affluent" customers by offering a wide range of products and services.

Additionally, the Group aims to continue developing its operations in Central and Eastern Europe through acquisitions and partnerships, which will enable it to offer new customers retail banking, asset management and investment banking services.

The creation of a multi-channel bank with Groupama is an example of the implementation of the Bank's partnership strategy.

The Group continues to be committed to improving customer service and has accordingly adapted its structure by creating the new "Corporate & Institutions" division.

Reduction in the breakeven point

Reducing costs and improving productivity remains a top priority for the Group. The Group has implemented new productivity enhancement programs, (such as the "4D" program, which will allow it to optimise its retail banking distribution network) and aims at harnessing the synergies linked to the full integration of recent acquisitions.

Furthermore, in order to adapt its Investment Banking platform to a difficult environment, the Group began restructuring its Cash equity and M&A activities in 2001 and continued throughout 2002.

Continued efforts to improve the risk profile

The Group continues to allocate capital to those businesses that offer the best revenue flow while reducing the Group's risk profile. This goal is being achieved by a better selection of the transactions undertaken, a series of internal control tools, improvement of risk management and maintaining a conservative provisioning policy.

These principles are being applied through the Group's three core businesses.

In **Retail Banking** the Group centers its growth strategy on three main areas: French Networks, Financial Services and Retail Banking outside France. The Group's Financial Services group was reinforced with the acquisition in 2002 of Hertz Lease, Ford Motor Company's car leasing and fleet management.

During 2002 the Group acquired a controlling stake in *Eqdom*, a credit card company in Morocco, and a controlling stake in *Union Internationale de Banques*, a retail bank in Tunisia.

In **Asset Management and Private Banking** the Group aims to consolidate its presence in Europe, the United States and Japan, through acquisitions and partnerships. The Group launched SG Private Banking in Japan and is developing its business in China through the setting up of a partnership with *Baostel*, a Chinese asset management company, in Shanghai. On July 8, 2003 the Bank acquired *Compagnie Bancaire de Genève* in Switzerland to continue its Private Banking expansion.

The strategy in **Corporate and Investment Banking** is based on achieving targeted profitable growth through the development of its Euro bond market, value-added financing activities, equity derivative products and fixed income securities.

Group Financial Information

The 2002 Annual Report, the 2003 Interim Report and the press release, related to Q1 and Q2, 2003, containing results for the first six months of 2003 (the "June 30, 2003 Financial Information"), are incorporated by reference into this Offering Circular, and copies of these materials may be obtained from the Bank directly or through the Group's website at www.socgen.com.

The Bank will provide, without charge, to each person, upon the oral or written request of such person, a copy of this Offering Circular and any or all of the documents, which are referred to herein. Written or oral requests for such documents should be directed to the Bank at the following address and telephone number:

Société Générale
DEVL/INV
Tour Société Générale
17, cours Valmy
92987 Paris la Défense Cedex

Telephone number: (33) 01.42.14.47.72 /01.42.14.00.22

Such documents, together with the 2002 Annual Report, the 2003 Interim Report, will also be available free of charge from the Luxembourg office of Société Générale Bank & Trust S.A., at 11, avenue Emile Reuter, 2420 Luxembourg, Luxembourg, telephone number (352) 47.93.11.3 12.

The Bank's financial year runs from January 1 to December 31. The Bank's financial statements as of September 30, 2003 are not yet available as of the date of this Offering Circular. However, at the meeting of the Board of Directors of the Bank on July 31, 2003, the Board reviewed the Group's activity for the second quarter of 2003 and reported as follows:

Activity and Income Highlights of 1st half of 2003

The Group improved its performance across the board in relation to 2002:

Net Income for the Group increased by 32.8% compared to the same period in 2002.

Retail Banking in France continued to deliver sustained growth and a high level of profitability over the first six months of 2003. New mortgage and consumer credit loans were up 27% and 17% respectively when compared with 2002, while loans to businesses were up 4%.

Overall, French networks net banking income rose by 3.1% when compared to 2002, with net interest income up by 2.7% and fee and commission income increasing by 2.5%.

This strong commercial performance, coupled with a tight control of operating expenses and a low level of risk provisioning, was reflected in a 7% increase in earnings over the first six months of 2003 and a ROE of 19%.

Retail Banking outside France currently serves over 5.3 million customers compared to 4.3 million in the first half of 2002 due to a continuous organic growth, which added close to 500,000 new clients over 12 months. The division saw, during the first half of 2003, a rapid development of its business and posted a strong profitability.

Client growth has been especially strong in Egypt and Romania. During the first semester of 2003 *Union Internationale de Banques* in Tunisia and *S.S.B.* in Ghana were incorporated into the Group's consolidated financial statements. The *Komerční Banka* in Czech Republic successfully developed its client-oriented strategy while maintaining a close control on risk and costs.

In *Financial Services*, the first half of 2003 was marked by the integration of Hertz Lease into the Group's consolidated financial statements. During the first six months, Financial Services registered outstanding operational results, including a 3.5% revenue increase when compared to the same period in 2002 on a like-for-like basis. Costs were reduced by 1% as a consequence of a rigorous cost control policy implemented.

Risk premiums showed a small increase due to necessary provisions recorded for specific consumer credit loans. Net income for Financial Services increased 29% when compared to the first semester of 2002.

Asset Management and Private Banking registered satisfactory sales performances with a net inflow of new money amounting to €4.6 billion. At June 30, 2003, total assets under management stood at €272.7 billion compared with €289 billion, a 6% decline due essentially to exchange rate impact and stock market trends.

In *Asset Management*, assets decreased to €236 billion from €251 billion at the end of June 2002. Inflow of money amounted to €2.9 billion during the first half of 2003. In an environment marked by bearish markets, Asset Management operating income decreased by 21% compared to first half 2002 when adjusted for change in Group structure and at constant exchange rates.

Private Banking revenues remained stable when adjusted for changes, in Group structure and at constant exchange rates, while operating expenses increased by 2%, particularly, due

to the strengthening of the Japan and Belgium subsidiaries. Accordingly, the gross operating income fell by 3% when adjusted for changes in Group structure and at constant exchange rates. Assets under Management amounted to €36.8 billion at end June 2003. The recently acquired *Compagnie Bancaire de Genève*, which will be consolidated in third quarter 2003, has more than €8 billion of assets under management.

Corporate and Investment Banking, posted a 45% increase in net results due to a favorable business environment, and achieved an exceptional level of profitability with a 28% ROE compared to a 19.7% ROE, during the first half of 2002.

Net banking income rose by 9% between the first half of 2002 and the first half of 2003 on a like-for-like basis thanks to favorable interest rates. Due to cost control measures implemented in the Equity and Advisory activities and the strict recruitment control, operating expenses declined by 2% when adjusted for changes in Group structure and at constant exchange rates. Attributable net income stood at €511 million and ROE reached a remarkable 28%.

Highlights of 3rd quarter of 2003

Net Income for the Group reached €670 million in the third quarter of 2003 compared to €146 million over the same period in 2002. Net Income for the first nine months of 2003 reached €1.848 billion, a 79% increase from the same period in 2002.

Retail Banking in France continued to show strong performance with Société Générale and Crédit du Nord networks posting remarkable performances, thus confirming their position as the leading non-mutual retail banking group in France. The development strategy of these two networks, focuses on a combined customer relationship effectiveness and productivity, is underpinned by the development of the multi-channel banking platform. The average number of products by current account increased to 7.4 in the third quarter of 2003 from 7.0 over the same period in 2002. At the same time, the customer base continued to show a steady growth, with the number of current accounts rising by 2.6% year-on-year.

Net banking income rose by 6.3% in the third quarter mainly due to a 10.9% increase in service commissions. Net interest income increased by 5.5% over the third quarter of 2003 compared with the first quarter of 2002 due to strong performance in customer deposits and loans and the maintenance of margins. Net banking income for the first nine months rose by 4.2%.

Due to a drop in the cost/income ratio to 68.5% in the third quarter of 2003 and a low cost of risk, operating income for the third quarter reached €358 million, an 11.9% increase when compared to the same period in 2002. Operating income for the first nine months of 2003 increased by 7.4% when compared to the first three quarters of 2002.

Retail Banking outside France, which covers operations in 25 countries, continued its rapid development. Net banking income for the third quarter increased by 8% when adjusted for changes in the Group structure and at constant exchange rates, when compared to the same period in 2002.

Operating expenses increased by 4% when adjusted for changes in Group structure and at constant exchange rates, compared to the third quarter of 2002. This increase reflects the restructuring measures adopted following acquisitions, especially at Komerční Banka in the Czech Republic, as well as significant investment in the development of the distribution networks.

The business line's net income increased by 24% due to a tight reign on costs and a strong risk control policy, and by 11% over the first nine months of 2003, when compared to the same period in 2002. Third quarter's ROE reached 34.9% and 31.7% for the first nine months of 2003.

Financial Services' revenue increased by 3% for the third quarter of 2003 when compared to the same period in 2002, when adjusted for changes in the Group structure and at constant exchange rates, while operating income increased by 6% when compared to the third quarter of 2002.

Financial Services contributed to 13% of the Group's operating income for the third quarter, as well as for the first nine months of 2003. Specialized financing which is a business line of Financial Services posted mixed results with sound resilience shown by those activities working with business customers in a persistently sluggish European environment and dynamic growth on the consumer credit side. Life Insurance business posted a 46% increase in written premiums in France when compared to the third quarter of 2002, and a 10% increase for the first nine months of 2003.

Asset Management and Private Banking registered a €3.5 billion net inflow of new money in the third quarter and €8.1 billion over the first nine months of 2003. At September 30, 2003 total assets under management reached €281.5 billion, - excluding assets of customers managed directly by the French networks (€63 billion) as well as assets managed by Lyxor Asset Management (€25.3 billion), which is part of the Equity and Advisory division, a €9 billion increase when compared to June 30, 2003.

Asset Management registered a €1.9 billion asset net inflow during the third quarter of 2003. During this period TCW, SG Asset Management's U.S. subsidiary, closed down its low-margin activities as part of the rationalization of its activities, resulting in a €4.6 billion outflow. Net banking income increased by 6% compared to the third quarter of 2002 when adjusted for changes in the Group structure and at constant exchange rates.

Despite restructuring costs in the United Kingdom, operating expenses increased by 2% when adjusted for changes in the Group structure and at constant exchange rates, while gross operating income reached €79 million, a 14% increase when compared to the same period in 2002.

Private Banking's net banking income reported an 8% increase during the third quarter of 2003 when adjusted for changes in the Group structure and at constant exchange rates. These figures include *Compagnie Bancaire de Genève*, acquired in July 2003. The business line continued to show growth in sales for the third quarter of 2003, registering a €1.6 billion net inflow in Asia and Europe.

Net inflow for the first nine months of the year reached €3.3 billion, representing 7% of total assets under management at September 30th 2003, which amount to (€44.5 billion) at September 30, 2003, (excluding €63 billion of assets held by customers managed directly by French networks). Including *Compagnie Bancaire de Genève*, Private Banking reported a net income of €20 million for the third quarter of 2003.

Corporate and Investment Banking posted strong results for the third quarter of 2003. Net income for the quarter reached €281 million having an after tax ROE of 30.3%, despite allocating €100 million to a general credit risk reserve. These strong results were principally attributable to Corporate Banking and Fixed Income, which continued to show strong performances, as well as record activities presented by the Equity and Advisory businesses.

Client-driven revenues accounted for two-thirds of total net banking income. The business line's productivity has been bolstered by the cost control policies implemented and by the restructuring measures implemented in 2001 and 2002. Cost/income ratio for the first nine months of 2003 stood at 61.5%, a 10-point reduction when compared to the same period in 2002.

The Corporate Banking and Fixed Income division posted an after tax 19.9% ROE for the third quarter of 2003 compared to a 12.5% ROE for the same period in 2002. Revenues increased by 13% when adjusted for changes in the Group structure and at constant exchange rates. This

division continued to show a strong commercial development, notably achieving a market share of over 5% on the corporate primary bond market in Europe over the first nine months of the year.

Equity and Advisory divisions posted net income of €117 million for the third quarter of 2003. The equity derivatives business was boosted by the sale of structured and listed products in Asia and Europe, while arbitrage and volatility trading also showed strong revenues, without increasing market risk exposure. These results include the figures from Constellation Financial Management, which was acquired during the second quarter of 2003.

Auditors

In accordance with French law, the Bank is required to have two statutory auditors (*commissaires aux comptes*) and two substitute statutory auditors.

At year-end 2002 the statutory auditors were:

- Cabinet Ernst & Young Audit (represented by Christian Mouillon), 4, rue Auber, 75009 Paris (France).
- Barbier, Frinault & Autres (represented by Philippe Peuch-Lestrade and Isabelle Santenac), 41, rue Ibry, 92576 Neuilly-sur-Seine (France).

Pursuant to the merger between Arthur Andersen and Ernst & Young in France, the general meeting of shareholders held in April 2003, appointed Deloitte Touche Tahmatsu as the second auditor. This general meeting of shareholders also appointed M. Alain Pons as substitute statutory auditor.

The substitute statutory auditors are currently:

- M. Gabriel Galet
- M. Alain Pons

Report of the Statutory Auditors on the 2002 Consolidated Financial Statements

(Free translation of the French original)

To the shareholders of Société Générale.

In our capacity as statutory auditors, we have audited the accompanying consolidated accounts of Société Générale; presented in euros, in accordance with French accounting principles as of December 31, 2002.

These consolidated accounts are the responsibility of the company's management. Our responsibility is to express an opinion on these accounts based on our audit.

We conducted our audit in accordance with French professional standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated accounts are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated accounts. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated account presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated accounts present fairly, in all material respects, the financial position of the Group as of December 31, 2002 and the results of the Group's operations

included in the consolidation for the year then ended, in accordance with French accounting principles.

We have also reviewed the information relating to the Group contained in the Board of Directors' report. We have nothing to report with respect to the fairness of such information and its consistency with the consolidated accounts.

Neuilly-sur-Seine and Paris, March 5, 2003

The statutory auditors

BARBIER FRINAULT & AUTRES

ERNST & YOUNG AUDIT

Philippe Peuch-Lestrade

Christian Mouillon

Isabelle Santenac

Extract from the Bank's Consolidated Financial Statements

The following financial information for the year ending December 31, 2001 is extracted from the 2002 Annual Report and the following financial information for the year ending December 31, 2002 and for the six-month periods ending June 30, 2002 and June 30, 2003 is extracted from the 2003 Interim Report, which together with the 2002 Annual Report, are incorporated by reference into this Offering Circular. Reference should be made to the notes to the financial statements included in the 2002 Annual Report and in the 2003 Interim Report for a proper understanding of the following summary financial information.

CONSOLIDATED BALANCE SHEET

ASSETS

	June 30		December 31	
	2003	2002	2002	2001
	<i>(in millions of euros)</i>			
Cash, due from central banks and post office accounts	8,069	7,690	5,090	6,979
Due from banks	65,729	69,285	54,354	63,548
Customer loans ***	186,208	**189,852	**184,818	*182,738
Lease financing and similar agreements	17,771	**16,995	17,351	*16,634
Treasury notes and similar securities	30,329	35,651	28,010	38,648
Bonds and other debt securities	68,279	56,264	65,295	52,361
Shares and other equity securities	37,535	51,182	34,852	37,588
Treasury stock (Short term investment portfolio)	166	168	167	N/A
Investments of insurance companies	39,613	36,461	37,257	35,361
Investments in non-consolidated subsidiaries and affiliates, and other long-term equity investments	5,882	6,613	6,267	6,479
Investments in subsidiaries and affiliates accounted for by the equity method	534	698	591	701
Tangible and intangible fixed assets	7,409	**5,787	5,740	*5,781
Goodwill	2,138	2,334	2,154	2,462
Accruals, other accounts receivable and other assets	57,902	51,979	59,495	63,219
Total	527,564	530,959	501,441	512,499

OFF-BALANCE SHEET ITEMS

Loan commitments granted	84,827	88,844	82,154	99,603
Guarantee commitments granted	52,556	33,611	48,046	35,439
Commitments granted on securities	31,264	20,700	7,206	6,359
Foreign exchange transactions	403,859	382,412	349,409	342,685
Forward financial instrument commitments	6,684,408	5,313,733	5,187,753	5,290,456
Insurance commitments granted	322	372	342	348

LIABILITIES AND SHAREHOLDERS' EQUITY

Due to central banks and post office accounts	1,871	1,123	1,478	1,847
Due to banks	73,147	88,657	69,239	85,124
Customer deposits	195,933	195,363	196,085	200,316
Securitized debt payable	89,044	71,171	77,877	62,974
Underwriting reserves of insurance companies	38,271	35,213	35,760	34,134
Accruals, other accounts payable and other liabilities	95,395	106,968	87,767	95,280
Negative goodwill	—	—	—	7
Provisions for general risks and commitments***	2,716	2,276	**2,523	2,396

Subordinated debt	11,597	10,602	11,199	10,483
General reserve for banking risks	331	246	207	366
Preferred shares	1,572	1,728	1,668	1,890
Minority interests	1,825	1,907	1,904	1,932
Shareholders' equity				
Common stock	547	537	538	539
Additional paid-in capital	4,105	3,812	3,819	3,980
Treasury stock	(1,037)	(787)	(924)	(1,162)
Retained earnings	11,069	11,256	10,904	10,239
Net income	1,178	887	1,397	2,154
Sub-total	15,862	15,705	15,734	15,750
Total	527,564	530,959	501,441	512,499

OFF-BALANCE SHEET ITEMS

Loan commitments received	4,130	4,815	3,739	3,765
Guarantee commitments received	31,958	30,550	33,723	33,029
Commitments received on securities	33,938	23,316	7,185	8,279
Foreign exchange transactions	405,808	383,249	351,801	344,428
Insurance commitments received	162	122	140	117

(The accompanying notes are an integral part of the consolidated financial statements).

* Amounts restated in relation to those given in 2000 and 2001 annual reports.

** Amounts restated in relation to those given in 2002 half-yearly and annual reports.

*** As of January 1st, 2003, all sectoral provisions that cannot be assigned to a single non-performing loan have been grouped in a specific account. These provisions were previously booked according to the type of risks covered. They were charged against the assets side on the balance sheet in the amount of € 176 millions or were carried on the liabilities side of the balance sheet in the amount of € 101 millions (€ 71 millions on off-balance sheet items for commitments with customers and € 30 millions on provisions for risks and commitments).

The financial statements as December 31, 2002 were restated accordingly for the purpose of comparison.

CONSOLIDATED INCOME STATEMENT

	June 30		December 31	
	2003	2002	2002	2001
	<i>(in millions of euros)</i>			
Net interest income from:				
Transactions with banks	34	(237)	(1,224)	(1,318)
Transactions with customers	2,019	2,078	4,224	3,073
Bonds and other debt securities	894	710	1,291	1,545
Other interest and similar revenues	87	97	102	552
Net income from lease financing and similar agreements	724	693	1,374	1,234
Sub-total	3,758	3,341	5,767	5,086
Dividend income	192	155	291	211
Dividends paid on preferred shares	(58)	(69)	(131)	(109)
Net interest and similar income	3,892	3,427	5,927	5,188
Net fee income	2,386	**2,627	**4,993	4,916
Net income from financial transactions	1,247	1,308	3,263	3,258
Other net operating income	330	194	390	512
<i>Gross margin of insurance business</i>	N/D	N/D	51	136
<i>Net income from other activities</i>	N/D	N/D	99	146
Net banking income	7,855	7,556	14,573	13,874
Personnel expenses	(3,149)	** (3,256)	** (6,179)	(5,805)
Other operating expenses	(1,707)	(1,807)	(3,669)	(3,698)
Depreciation and amortization	(315)	(322)	(678)	(601)
Total operating expenses	(5,171)	(5,385)	(10,526)	(10,104)
Gross operating income	2,684	2,171	4,047	3,770
Cost of risk	(707)	(573)	(1,301)	(1,067)
Operating income	1,977	1,598	2,746	2,703
Net income from companies accounted for by the equity method	22	2	48	(18)
Net income from long-term investments	127	(64)	(299)	474
Earnings before exceptional items and tax	2,126	1,536	2,495	3,159
Exceptional items	(26)	(124)	(170)	(17)
Income tax	(577)	(404)	(649)	(739)
Amortization of goodwill	(100)	(101)	(184)	(76)
Allowance/Reversal from the General Reserve for Banking Risks	(124)	120	159	-
Net income before minority interests	1,299	1,027	1,651	2,327
Minority interests	(121)	(140)	(254)	(173)
Net income	1,178	887	1,397	2,154
Earnings per share in euros*	2.88	2.16	3.41	5.35
Diluted earning per share in euros*	2.86	2.16	3.41	5.35

(The accompanying notes are an integral part of consolidated financial statements)

* Earnings per share (EPS) are calculated on the basis of the average number of outstanding shares over the financial year, after deducting treasury stock from shareholders' equity.

Diluted EPS also takes into account the existence of stock options that have been awarded but not yet exercised.

** Amounts restated in relation to those given in 2002 half yearly and annual reports.

N/D: Figures not disclosed on an interim basis.

Capital Adequacy

At June 30, 2003, the Group's total risk-based capital ratio was 11.33% and its Tier 1 risk-based capital ratio was 8.13%. The total risk-based capital ratio represents the ratio of total capital (Tier 1 capital plus supplementary capital) to risk-weighted assets (which consists of both balance and off-balance sheet credit risk equivalents as well as market risks). Tier 1 capital essentially consists of Group shareholders' equity (after taking into account the appropriation of net income), the fund for general banking risks, minority interests (after the appropriation of net income) and preferred securities, less prudential deductions. Supplementary capital includes, among other things, certain qualifying subordinated debt and a portion of general loan loss reserves. The Tier 1 risk-based capital ratio represents the ratio of Tier 1 capital to risk-weighted assets. The Bank believes it is well capitalized and expects to maintain its capital ratios well in excess of any specified minimum levels that may result in the event of regulatory intervention by the *Commission bancaire*.

Dividend History

The payment of full dividends by the Company on the Class B Company Preferred Securities during the one-year period beginning on and including the date on which the Bank declares or pays a dividend on any Bank Ordinary Shares, including the ordinary shares of the Bank, will be mandatory. Since its privatization, the Bank has paid dividends annually. For the last five years, the net dividends paid were as follows:

Net Dividends	2002 €	2001 €	2000 €	1999 €	1998 €
	2.10	2.10	2.10	1.55	0.94

Between 1998 and 2002, the dividend paid by the Société Générale Group rose by 22% per year on average. The Group's aim is to raise the payout ratio in relation to the average of recent years and to set it at a level close to 45%.

Board of Directors and Management

Pursuant to the Bank's *Statuts* (or bylaws), the business affairs of the Bank are administered by the Board of Directors, which is composed of at least 9 and no more than 15 Directors elected by the shareholders and 3 Directors elected by the employees of the Bank. The Directors elected by the shareholders are appointed for a maximum term of 4 years. The Directors representing the employees are elected in compliance with the *Statuts* and in compliance with the provisions of the French commercial code. The directors representing the employees are appointed for a term of 3 years.

The Board of Directors elects a Chairman from among its members and sets the duration of its term of office, which may not exceed that of his term of office as Director. The General Management of the Bank 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 chooses between the two general management structures. The Board of Directors sets the duration of the Chief Executive Officer's term, which may not exceed that of the dissociation of functions of Chairman and Chief Executive Officer nor, where applicable, the term of his Directorship. 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 of Chief Executive Officer "délégué".

The Board of Directors of the Bank as at September 30, 2003 is as follows:

<u>Director's Name</u>	<u>Position</u>
Daniel Bouton	Chairman and Chief Executive Officer, Société Générale
Philippe Citerne	Chief Executive Officer, Société Générale
Marc Viénot	Honorary Chairman, Société Générale
Euan Baird	Chairman of the Board of Directors, Rolls Royce
Jean Azéma	Chief Executive Officer, Groupama
Jacques Calvet	Company Director
Yves Cannac	Member of Conseil économique et social
Robert A. Day	Chairman and Chief Executive Officer, The TCW Group Inc.
Antoine Jeancourt Galignani	Chairman GECINA
Meij Life Insurance	Represented by Kenjiro Hata
Patrick Ricard	Chairman and Chief Executive Officer, Pernod-Ricard
Elie Cohen	Professor, University Paris-Dauphine
Elisabeth Lulin	Chief Executive Officer, Paradigmes et caetera
Anthony Wyand	Company Director
Gérard Baude	Director elected by employees of the Bank
Marc Sonnet	Director elected by employees of the Bank

The Executive Committee of the Bank as at September 30, 2003 is as follows:

Daniel Bouton, Chairman and Chief Executive Officer

Philippe Citerne, Chief Executive Officer

Didier Alix , Chief Executive Officer Retail Banking

Jean-Pierre Mustier, Chief Executive Officer SG Corporate and Investment Banking

Philippe Collas, Chief Executive Officer of Asset Management, Chairman and Chief Executive Officer, SG Asset Management

Alain Py, Chairman and Chief Executive Officer Credit du Nord

Frédéric Oudéa, Senior Executive Vice-President, Group Chief Financial Officer

Christian Schricke, Senior Executive, Vice-President, Corporate Secretary

Bernard de Talancé, Senior Executive, Vice-President Corporate Resources and Human Relations

Members of the Executive Committee for subjects within their domains :

René Querret, Senior Executive Vice-President, Group Chief Information Officer

Hervé Saint-Sauveur, Senior Advisor to the Chairman and Chief Executive Officer

Members attending the meetings of the Executive Committee

Didier Hauguel, Head of Group Risk Management

Hugues Le Bret, Head of Group Communications

Retail Banking

Didier Alix, Chief Executive Officer

Pierre Mathé, Global Head of Private Banking

Alain Closier, Global Head of Banking Services

Christian Poirier, Head of Strategy and Marketing

Jean Louis Mattei, Head of International Retail Banking

Jean-Jacques Ogier, Head of Retail Banking France

Jean-François Gautier, Head of Specialized Financial Services

Corporate and Investment Banking

Jean-Pierre Mustier, Chief Executive Officer

Jean-Pierre Lesage, Chief Financial Officer

Kim Fennebresque, Global Head of Investment Banking

Jacques Bouhet, Deputy Head of Corporate and Investment Banking

Christophe Mianné, Global Head of Equity Derivatives

Marc Breillout, Global Head of Debt Finance

Jean-François Sammarcelli, Head of Corporate and Institutions

Yves-Claude Abescat, Head of Investment Banking for Mid Caps

Asset Management

Philippe Collas, Chief Executive Officer

Catherine Théry, Chief Executive Officer

Support Divisions

Bernard de Talancé, Senior Executive Vice-President, Corporate Resources and Human Relations

René Querret, Group Chief Information Officer

Inès Mercereau, Head of Corporate Strategy

Christian Schricke, Senior Executive Vice President, Corporate Strategy

Philippe Miecret, Head of Group Internal Audit

Hugues Le Bret, Head of Group Communication

Frédéric Oudéa, Senior Executive Vice-President, Group Chief Financial Officer

Didier Hauguel, Head of Group Risk Management

Censeurs

One or two censeurs (advisors to the Board) may be appointed for a maximum term of 4 years by the Board of Directors on the proposal of the Chairman. The censeurs are entitled to attend all meetings of the Board of Directors on the proposal of the Chairman.

General Meetings of Shareholders

The annual general meeting of shareholders is convened and held in accordance with French law.

As a credit institution, the Bank is required by Article 8 of Decree no 84-708 of July 24, 1984 to submit its annual financial statements at the general meeting of shareholders before May 31, of each year, unless otherwise authorized by the *Commission bancaire*.

USE OF PROCEEDS

The Trust will apply the proceeds of the Offering to acquire the Class B Company Preferred Securities from the Company. The Company will use the proceeds from the issuance of the Class B Company Preferred Securities to the Trust, together with proceeds received from the sale of the Class A Company Preferred Securities and Company Common Securities to the Bank and SG Americas, Inc., to purchase the Subordinated Notes and other Eligible Investments.

The Bank intends to use the net proceeds of €643,000,000 received from the Company upon the issuance and sale of the Subordinated Notes for general business purposes. The Bank will pay all the expenses relating to the Offering in an approximate amount of €7,000,000.

CAPITALIZATION OF SOCIÉTÉ GÉNÉRALE

The total capitalization of the Trust as adjusted to give effect to this Offering and the use of proceeds therefrom is €650,000,000. Upon consummation of the Offering, the authorized and issued capital stock of the Trust will consist of 650,000 Trust Preferred Securities, liquidation amount €1,000 per security, and no outstanding debt.

The total capitalization of the Company as adjusted to give effect to this Offering and the use of proceeds therefrom is €715,001,000. Upon consummation of the Offering, the authorized and issued capital stock of the Company will consist of 65,000 Company Common Securities of par value €1,000 each, 1,000 Class A Company Preferred Securities of par value €1 each, and 650,000 Class B Company Preferred Securities, liquidation preference €1,000 per security and no outstanding debt.

The following table sets forth the consolidated capitalization of Société Générale in accordance with French generally accepted accounting practices, both actual and as adjusted to give effect to the Offering.

	June 30, 2003 (euro millions) (unaudited)	June 30, 2003 (As adjusted) (euro millions) (unaudited)
Medium and long-term debt (2, 3)		
- denominated in Euros	3,669	3,669
- denominated in other currencies (4)	1,183	1,183
SUB TOTAL	4,852	4,852
Long-term subordinated debt		
- denominated in Euros	7,403	7,403
- denominated in other currencies (4)	2,490	2,490
SUB TOTAL	9,893	9,893
Term savings certificates		
- denominated in Euros	146	146
- denominated in other currencies (4)	753	753
SUB TOTAL	899	899
TOTAL	15,644	15,644
Shareholders' equity and undated subordinated loans and capital notes		
- Undated subordinated capital notes (5)	1,664	1,664
- Undated subordinated loans (6)	39	39
- Preferred Shares	1,572	2,222
- Capital Stock	547	547
- Reserves and unappropriated earnings	15,315(1)	15,315(1)
- Minority interests	1,825	1,825
TOTAL	20,962	21,612
TOTAL CAPITALIZATION	36,606	37,256

- (1) These figures include the 2002 net income (dividends excluded) as approved by the Board of Directors of April 23, 2002. At December 31, 2002, Société Générale's fully paid-up capital stock amounted to 537,712,831 euros and was made up of 430,170,265 shares with a nominal value of €1.25.
- (2) In accordance with French bank regulatory practice, the Bank debt is classified depending on its initial term to maturity as short-term (less than one year), medium-term (one to seven years) and long-term (more than seven years). Medium- and long-term debt of the bank, other than its long-term subordinated debt and undated subordinated capital notes, ranks equally with deposits.
- (3) Includes only debt in the form of debt securities (*obligations*). In addition to debt securities, Société Générale regularly sells to its customers term savings certificates (*bons de caisse*), most of which mature in five years, and certificates of deposit in varying maturities. These instruments have maturities similar to medium- and long-term unsubordinated debt and rank equally with such debt and deposits.
- (4) Principal amounts of debt denominated in foreign currencies have been translated to Euros at the indicative exchange rates for such currencies released by the Banque de France on June 30, 2003.

Rate of conversion: 30/06/2003

Exchange Rate AUD:	1.71160
Exchange Rate USD:	1.14270
Exchange Rate JPY:	137.32000
Exchange Rate HKD:	8.91100
Exchange Rate GBP:	0.69320
Exchange Rate CAD:	1.55060
Exchange Rate CHF:	1.55440
Exchange Rate ZAR:	8.54220
Exchange Rate DKK:	7.42990

- (5) Société Générale issued in 1985 €69,657,004, in 1986 USD247,800,000, in 1993 GBP100,000,000, in 1994, JPY15,000,000,000 in 1996, GBP100,000,000, USD310,000,000, AUD65,000,000, JPY10,000,000,000, and in 1997, USD400,000,000, €228,673,525 and in 2000, €500,000,000 Undated Subordinated Floating Rate Notes. The issues of notes have no fixed maturity date (although they may be redeemed at the option of Société Générale), and Société Générale may defer payment of interest on either issue in any year during which Société Générale does not declare a dividend. The issues of notes become due and payable upon any liquidation of Société Générale, after all unsubordinated creditors have been paid in full.
- (6) Société Générale issued in 1993 €6,806,704 Undated Subordinated loan. The loan has no fixed maturity date, although it may be redeemed at the option of Société Générale.

Except as set forth below, there has been no material change in the capitalization of Société Générale since June 30, 2003.

- July 1, 2003, €1,091,000 floating rate and due July 1, 2009;
- July 2, 2003, \$58,930,000 floating rate and due July, 2, 2012;

- July 28, 2003, ¥639,012,000 5.5% interest rate and due January 28, 2004;
- August 28, 2003, ¥586,920,000 5% interest rate and due May 25, 2004;
- August 28, 2003, ¥2,000,160,000 floating rate and due August 26, 2005;
- September 29, 2003, ¥750,024,000 5.5% interest rate and due March 29, 2004;
- October 13, 2003, €120,000,000 fixed rate and due October 13, 2015.

At July 16, 2003, the fully paid capital of Société Générale amounted to €547,086,336.25 divided into 437,669,069 ordinary shares having a nominal value of €1.25 each.

DESCRIPTION OF THE SUPPORT AGREEMENT

At or prior to the issuance of the Trust Preferred Securities and the Class B Company Preferred Securities, the Bank, through its New York Branch, and the Company will execute the Support Agreement, a copy of which will be provided to prospective investors in the Trust Preferred Securities upon request to the Bank. See “The Société Générale Group - Group Financial Information”. The following is a summary of certain provisions of the Support Agreement and is qualified in its entirety by reference to the terms and provisions of the Support Agreement.

Support of Dividends

In the Support Agreement, the Bank will agree that it will, at the direction of a majority of the Independent Directors (or of the Independent Director if there is only one Independent Director), contribute (or cause to be contributed) to the Company such additional funds as are necessary after payment of all Company expenses and taxes to enable the Company (i) to pay any dividends on the Class B Company Preferred Securities that are due and payable on any Mandatory Dividend Payment Date and take such steps as are necessary to procure payment by the Company to the holders of the Class B Company Preferred Securities of dividends that are due and payable on any Mandatory Dividend Payment Date and (ii) to pay the redemption price on the Class B Company Preferred Securities on the redemption date specified in a properly given notice of redemption (in each case including any Additional Amounts that are required to be paid as discussed under “Description of the Class B Company Preferred Securities - Dividends - Additional Amounts”).

See “Description of the Class B Company Preferred Securities - Dividends - Mandatory Dividends” describing circumstances where dividends are mandatorily due and payable.

Claim in Liquidation of the Bank

The Bank will agree in the Support Agreement that if the Company is liquidated, whether voluntarily or involuntarily and whether in connection with the bankruptcy or insolvency of the Company or otherwise, the Bank will contribute (or cause to be contributed) to the Company such additional funds as are necessary to enable the Company to pay for each €1,000 of the liquidation preference of the Class B Company Preferred Securities then outstanding an amount (the “Liquidation Claim Amount”) equal to (i) €1,000, plus (ii) unpaid dividends, if any, thereon with respect to the current Dividend Period accrued on a daily basis to the date of liquidation, plus (iii) unpaid definitive dividends for any prior Dividend Period, but without interest and without accumulation of unpaid nondefinitive dividends for any prior Dividend Period, and including any Additional Amounts required to be paid.

Notwithstanding (and as a limitation on) the foregoing, the Company Agreement will provide that, in a liquidation of the Company that is concurrent with a liquidation of the Bank, holders of Class B Company Preferred Securities may not receive an amount exceeding the amount to which such holders would have been entitled had they instead owned Bank Parity Preferred Shares having the same liquidation preference and dividend rights as the Class B Company Preferred Securities if such Bank Parity Securities were permitted under applicable law.

Ranking of Bank’s Payment Obligations

All payment obligations of the Bank under the Support Agreement will be subordinated obligations ranking behind the claims of the holders of Senior Indebtedness of the Bank and before the claims of holders of Bank Ordinary Shares. According to French bankruptcy law, in case of *redressement judiciaire* and/or in case of *liquidation judiciaire*, it would be necessary to file a proof of claim against the Bank under the Support Agreement.

As used herein, “Senior Indebtedness of the Bank” means all deposits and other liabilities of the Bank (including those in respect of bonds, notes and debentures, whether senior or subordinated, instruments constituting “upper Tier 2” capital of the Bank on a consolidated basis under Applicable Banking Regulations, and *prêts participatifs* granted to the Bank and *titres participatifs* issued by the Bank), other than (i) liabilities of the Bank under the Support Agreement, and (ii) other *pari passu* claims. For purposes of the foregoing, “other *pari passu* claims” means claims of creditors of the Bank which are subordinated so as to rank *pari passu* with the claim of the Company in respect of the Support Agreement.

Third Party Beneficiaries

Holders of the Class B Company Preferred Securities and the Trust Preferred Securities will be third party beneficiaries of the Support Agreement, with the holders of a majority (by liquidation preference) of the Class B Company Preferred Securities (or the Trust Preferred Securities that represent such Class B Company Preferred Securities) having the right to bring suit and take other action at their discretion to enforce the Support Agreement (without the need for any other action of any person, including the Trustee or the Independent Directors).

Other Provisions

The Bank will make the following additional covenants in the Support Agreement in favor of the Company: (i) if the Company becomes obligated to pay Additional Amounts, the Bank will from time to time (x) contribute such additional capital to the Company as shall be necessary in order to ensure that the Company has sufficient funds available to it to pay such Additional Amounts and (y) take such action as shall be necessary to cause the Company to comply with its obligation to pay such Additional Amounts; (ii) for so long as any of the Class B Company Preferred Securities are outstanding, the Bank will not issue any preferred or preference shares (or similar equity instruments) ranking senior to its obligations under the Support Agreement or give any guarantee or support undertaking in respect of any preferred securities or preferred or preference shares issued by any of its subsidiaries, if such guarantee or support undertaking would rank senior to the Support Agreement; (iii) 100% of the Company Common Securities will be held directly by the Bank (initially through its New York Branch) and, subject to the prior approval of the *Secrétariat général de la Commission bancaire*, indirectly by one or more of its subsidiaries (initially SG Americas, Inc.) which are deemed to be a “company controlled by the parent company” under Rule 3a-5, of the United States Investment Company Act of 1940, as amended; (iv) 100% of the Class A Company Preferred Securities will be held by the Bank (initially through its New York Branch) and subject to the prior approval of the *Secrétariat général de la Commission bancaire*, through one or more of its subsidiaries; (v) the Bank will not permit, or take any action to cause, the liquidation, dissolution, winding up or termination of the Company, unless the Bank is itself in liquidation and the approval of the *Secrétariat général de la Commission bancaire* for such action has been received; and (vi) the Bank will not assign its obligations under the Support Agreement, except in the case of a merger, consolidation or sale of substantially all of its assets, where the Bank is not the surviving entity.

Consideration for the Bank’s Undertakings and Covenants

The consideration for the undertakings and covenants granted by the Bank in the Support Agreement includes the facts that (i) the Company will purchase the Subordinated Notes with the proceeds of the issuance of the Class A Company Preferred Securities, Class B Company Preferred Securities and Company Common Securities; (ii) the dividend preference of the Class B Company Preferred Securities may at the election of the Board of Directors shift to the Class A Company Preferred Securities owned by the Bank on any Dividend Payment Date that is not a Mandatory Dividend Payment Date as described under “Description of the Class B Company Preferred Securities - Ranking - Dividends”; (iii) if a Bankruptcy Event or a Capital Deficiency Event occurs, all the Company’s assets then held by the Company will be distributed by the Company to the Bank as holder of the Class A Company Preferred Securities; and (iv) upon commencement of

liquidation proceedings with respect to the Bank, all the Company's assets then held by the Company will be distributed by the Company to the Bank, as holder of the Class A Company Preferred Securities, other than, in each case, the Company's rights under the Support Agreement. Any such distribution shall be mandatorily due and payable upon the occurrence of a Bankruptcy Event, a Capital Deficiency Event or in case of liquidation without any need for the Board of Directors to authorize such distribution. In any such event, the Company shall distribute all the assets it then holds on the same day.

Governing Law

The Support Agreement will be governed by and construed in accordance with the laws of the State of New York.

DESCRIPTION OF THE TRUST PREFERRED SECURITIES

The following is a summary of certain provisions of the Trust Preferred Securities and the Trust Agreement and is qualified in its entirety by reference to the terms and provisions of the Trust Agreement. A copy of the Trust Agreement is available to prospective investors upon request to the Bank. See “The Société Générale Group - Group Financial Information”.

General

The Trust Preferred Securities will be issued by the Trust pursuant to the Trust Agreement. The aggregate liquidation amount of the Trust Preferred Securities is €650,000,000. Each Trust Preferred Security represents a corresponding amount of the Class B Company Preferred Securities. The Trust is a statutory trust created under the Delaware Statutory Trust Act. The Trustee will hold the Class B Company Preferred Securities deposited in the Trust for the benefit of the holders of the Trust Preferred Securities. The Trust Agreement provides that, to the fullest extent permitted by law, without the need for any other action of any person, including the Trustee and any other holder of Trust Preferred Securities, each holder of Trust Preferred Securities shall be entitled to enforce in the name of the Trust the Trust’s rights under the corresponding amount of Class B Company Preferred Securities represented by the Trust Preferred Securities held by such holder. Trust Preferred Securities may be exchanged for the underlying Class B Company Preferred Securities at the option of holders as described under “-Withdrawal of Class B Company Preferred Securities”. The funds of the Trust available for distribution to the holders of the Trust Preferred Securities will be limited solely to payments received by the Trust from the Company as dividends or redemption payments on the Class B Company Preferred Securities, which payments will be passed through upon receipt by the Trust to the holders of the Trust Preferred Securities. *Consequently, if the Company does not pay any dividend or redemption amount on the Class B Company Preferred Securities, the Trust will not have sufficient funds to make the related distribution or redemption payment on the Trust Preferred Securities.*

Application has been made to list the Trust Preferred Securities on the Luxembourg Stock Exchange.

The Trust Preferred Securities have not been registered under the Securities Act and may not be sold or otherwise transferred except in transactions in compliance with Regulation S. Each purchaser will be deemed to have read, and to have made the representations contained in “Notice to Investors”.

Distributions

Dividends on the Class B Company Preferred Securities received by the Trust will be passed through by the Trust as distributions on the Trust Preferred Securities upon their receipt by the Trust. See “Description of the Class B Company Preferred Securities - Dividends”. Accordingly, when, as and if dividends are paid on the Class B Company Preferred Securities, distributions on the Trust Preferred Securities will be payable (i) annually in arrear on the dividend payment dates regularly scheduled to occur on November 10 of each year (or if such day is not a Business Day, the next Business Day), commencing on November 10, 2004 and ending on the First Call Date, and (ii) thereafter quarterly on February 10, May 10, August 10 and November 10 of each year (each a “Dividend Payment Date”).

If (and to the extent) the Trust receives any payments representing a periodic dividend payment or a redemption payment on the Class B Company Preferred Securities, the Trust will distribute such amounts to the holders of the Trust Preferred Securities in proportion to their liquidation amounts (subject to the provisions described below under “- Redemption of Trust

Preferred Securities” in the case of a partial redemption of Class B Company Preferred Securities and Trust Preferred Securities). Each periodic distribution on the Trust Preferred Securities will be payable to the holders of record as they appear on the securities register of the Trust on the corresponding record date. The record dates for the Trust Preferred Securities will be the fifteenth day (whether or not a Business Day) prior to the relevant periodic distribution date. However, the Trust is not obligated to make any dividend distribution to the extent that it does not receive any dividend payments on the Class B Company Preferred Securities. Dividends will not be cumulative. See “Description of the Class B Company Preferred Securities - Dividends - Dividend Limitation Notice” with respect to the consequences of a Dividend Limitation Notice being given and the manner in which notice thereof will be given to holders of Trust Preferred Securities and Class B Company Preferred Securities.

Additional Amounts

See “Description of the Class B Company Preferred Securities - Dividends - Additional Amounts” with respect to the obligation of the Company to pay Additional Amounts if the Company or the Trust is required to withhold any Relevant Taxes.

However, the Company will not be required to pay Additional Amounts if the Relevant Jurisdiction is France, the United States or a state thereof or the District of Columbia, (i) to the extent that the Relevant Tax is imposed or levied because the holder of Trust Preferred Securities or Class B Company Preferred Securities (or the beneficial owner of such securities), in each case other than the Trust in the case of the Class B Company Preferred Securities, has some connection with the Relevant Jurisdiction, other than merely being a holder (or beneficial owner) of those securities, or (ii) to the extent that the Relevant Tax is imposed or levied because that holder (or beneficial owner) has not made a declaration of non-residence in, or other lack of connection with, the Relevant Jurisdiction or any similar claim for exemption, if the Company or its agent has given the beneficial owner or its nominee at least 60 days’ prior written notice of, and opportunity to make, the declaration or claim; provided, however, that such notice shall not be required for any declaration requested of holder (or beneficial owner) as of the Issue Date. Further the Company will not be required to Additional Amounts (i) where the Relevant Tax is imposed on a payment to an individual and is required to be made pursuant to Council Directive 2003/48/EC of 3 June 2003 on the taxation of savings income in the form of interest payments or any European Union Directive otherwise implementing the conclusions of the ECOFIN Council meeting of 26 and 27 November 2000 or any law implementing or complying with, or introduced in order to conform to, any such Directive; or (ii) where the Trust Preferred Securities or the Class B Company Preferred Securities are presented for payment by or on behalf of a holder who would have been able to avoid the Relevant Tax by presenting the relevant Trust Preferred Security to another Paying Agent in a Member State of the European Union.

Redemption of Trust Preferred Securities

The Trust Preferred Securities will be subject to redemption only upon redemption of the Class B Company Preferred Securities. If the Company shall elect to redeem the Class B Company Preferred Securities in accordance with the Company Agreement, as described under “Description of the Class B Company Preferred Securities - Redemption”, the Company shall give the Trustee and the Paying Agent not less than 30 nor more than 60 calendar days’ prior notice thereof. The Paying Agent will mail the notice of redemption not less than 20 calendar days prior to the date fixed for redemption of the Class B Company Preferred Securities to the holders of the Trust Preferred Securities and publish a notice to such effect in one English language daily newspaper of general circulation in Europe and so long as the Trust Preferred Securities are listed on the Luxembourg Stock Exchange and the rules of such Exchange so require, in a daily newspaper of general circulation in Luxembourg (which is expected to be the *Luxemburger Wort*).

On the date of redemption of the Class B Company Preferred Securities, provided that the Company shall have deposited with the Paying Agent on behalf of the Trust the aggregate amount payable upon redemption of all Class B Company Preferred Securities held by the Trust to be redeemed, the Paying Agent on behalf of the Trust shall redeem an equal amount of Trust Preferred Securities at the same redemption price at which such Class B Company Preferred Securities are being redeemed. In the event that fewer than all the outstanding Trust Preferred Securities are redeemed, the Trust Preferred Securities to be redeemed (in increments of €1,000) shall be selected by lot or *pro rata* or other equitable method determined by the Trustee, provided that such method satisfies any requirements of any securities exchange on which the Trust Preferred Securities may then be listed and, if the Trust Preferred Securities are then evidenced by a permanent global certificate, any requirements of the Common Depositary, Euroclear or Clearstream, Luxembourg. The Company shall promptly notify the Registrar and Transfer Agent for the Trust Preferred Securities in writing of the Trust Preferred Securities selected for redemption. The Trust Agreement provides that the Company will, in the event of a partial redemption of the Class B Company Preferred Securities which would result in a delisting of the Trust Preferred Securities from any securities exchange on which the Trust Preferred Securities are then listed, redeem the Class B Company Preferred Securities in whole.

Effect of Liquidation of the Company

In the event a liquidation of the Company is commenced, the Trust will be dissolved, after satisfaction of creditors of the Trust, if any, as required by applicable law and after distributing to the holders of the Trust Preferred Securities the corresponding amount of Class B Company Preferred Securities represented by such Trust Preferred Securities. Thereupon, the Trust will be terminated and the Class B Company Preferred Securities will be distributed to the holders of Trust Preferred Securities who will thereafter be direct holders of the specific Class B Company Preferred Securities distributed to them. The Class B Company Preferred Securities will not be listed on any stock exchange and will not be eligible to be held through Euroclear or Clearstream, Luxembourg.

Withdrawal of Class B Company Preferred Securities

After the exchange of the temporary global certificate for the permanent global certificate described under “-Denomination, Form and Exchange” below, any beneficial owner of Trust Preferred Securities may withdraw all, but not less than all, of the Class B Company Preferred Securities represented by such Trust Preferred Securities by providing (i) a written notice to the Trustee, with evidence of beneficial ownership in form satisfactory to the Trustee and (ii) certification as to the beneficial ownership by non-U.S. persons (as defined in Regulation S). This notice shall also be deemed to be the beneficial owner’s agreement to be subject to the terms of the Company Agreement applicable to the rights of holders of Class B Company Preferred Securities.

Within a reasonable period after such request has been properly made, the Trustee shall instruct the Common Depositary to reduce the Trust Preferred Securities represented by the permanent global certificate held by the Common Depositary by the amount (by liquidation amount) of Trust Preferred Securities to be so withdrawn by the withdrawing owner, the Company shall issue to the withdrawing owner a certificate representing the amount (by liquidation preference) of Class B Company Preferred Securities so withdrawn and the Trustee shall reduce the number of Class B Company Preferred Securities represented by the permanent global certificate held by the Trust accordingly. It is expected that withdrawn Class B Company Preferred Securities will only be issued in definitive fully-registered form and will not be eligible to be held through Euroclear or Clearstream, Luxembourg. Holders of withdrawn Class B Company Preferred Securities will thereafter receive an annual Form K- 1 instead of the Form 1099 that is received by holders of Trust Preferred Securities. See “Taxation – United States Federal Income Tax”.

Any holder of Class B Company Preferred Securities may redeposit withdrawn Class B Company Preferred Securities by delivery to the Trustee of a certificate or certificates for the

Class B Company Preferred Securities to be deposited, properly endorsed or accompanied, if required by the Trustee, by a properly executed instrument of transfer or endorsement in form satisfactory to the Trustee and in compliance with the terms of the Company Agreement, together with all such certifications as may be required by the Trustee in its sole discretion and in accordance with the provisions of the Trust Agreement. Within a reasonable period after such deposit is properly made, the Trustee shall instruct the Common Depositary to increase the number of Trust Preferred Securities represented by the permanent global certificate held by the Common Depositary accordingly.

Any certificated Company Preferred Security issued in exchange for an interest in a permanent global certificate will bear the legend restricting transfer that is borne by the permanent global certificate.

Voting Rights

Class B Company Preferred Securities are non-voting, except as indicated in “Description of the Class B Company Preferred Securities – Voting Rights”. If at any time the holders of the Class B Company Preferred Securities shall be entitled to vote pursuant to the terms of the Company Agreement, the Trustee shall notify the holders of the Trust Preferred Securities of such right, request specific direction of each holder of a Trust Preferred Security as to the vote with respect to the Class B Company Preferred Securities represented by such Trust Preferred Security, and the Trustee shall vote only in accordance with such specific direction.

Upon receipt of notice of any meeting at which the holders of Class B Company Preferred Securities are entitled to vote, the Trustee shall, as soon as practicable thereafter, mail to the holders of Trust Preferred Securities a notice, and publish a notice to such effect in one English language daily newspaper of general circulation in Europe and so long as the Trust Preferred Securities are listed on the Luxembourg Stock Exchange and the rules of such Exchange so require, in a daily newspaper of general circulation in Luxembourg (which is expected to be the *Luxemburger Wort*) which notice shall be provided by the Company and shall contain (i) such information as is contained in such notice of meeting, (ii) a statement that the holders of Trust Preferred Securities will be entitled, subject to any applicable provision of law, to direct the Trustee as to the exercise of the voting rights pertaining to the number of Class B Company Preferred Securities represented by their respective Trust Preferred Securities, and (iii) a brief statement as to the manner in which such specific directions may be given. Upon the written direction of a holder of a Trust Preferred Security, the Trustee shall vote or cause to be voted a number of Class B Company Preferred Securities represented by such Trust Preferred Security in accordance with the instructions set forth in such direction. In the absence of specific instructions from the holder of a Trust Preferred Security, the Trustee will abstain from voting to the extent of the Class B Company Preferred Securities represented by such Trust Preferred Security. Neither the Bank nor any affiliate of the Bank will be entitled to vote any Trust Preferred Securities that it holds.

Denomination, Form and Exchange

The Trust Preferred Securities will be issued in denominations of €1,000 liquidation amount and integral multiples thereof.

The Trust Preferred Securities will be evidenced initially by a temporary global certificate, in fully registered form, which will be deposited with Société Générale Bank & Trust S.A. (“SGBT”) as the common depositary (the “Common Depositary”), and registered in the name of SGBT, as common nominee (the “Common Nominee”), for Euroclear and for Clearstream, Luxembourg, on or about the Issue Date.

No payments with respect to a holder's beneficial interest in the temporary global certificate will be made to the holder thereof without a certification by or on behalf of such holder that it is not a U.S. Person.

Not earlier than 40 days after the Issue Date, upon receipt by the Transfer Agent of certifications of beneficial ownership by Non-U.S. Holders, the Trust will exchange the temporary global certificate for a permanent global certificate, in fully registered form, delivered to the Common Depositary on the date (the “Exchange Date”) that is the later of (i) the date which is 40 days (subject to extension as described in the proviso below) after the later of (x) the commencement of the offering of the Trust Preferred Securities and (y) the Issue Date, and (ii) the date on which the distribution of the Trust Preferred Securities has been completed. The Trust may, in its sole discretion, extend the Exchange Date for such period of time as the Company may deem necessary in order to ensure that the issuance and sale of the Trust Preferred Securities is exempt from registration under the Securities Act by virtue of Regulation S thereunder.

Interests in the permanent global certificate will be exchangeable in whole or in part for definitive Class B Company Preferred Securities as set forth under “- Withdrawal of Class B Company Preferred Securities” above. Interests in the permanent global certificate will also be exchangeable in whole but not in part for definitive Trust Preferred Securities only if: (i) the Trust Preferred Securities become ineligible for clearance and settlement through Euroclear and Clearstream, Luxembourg; and (ii) the Company and the Trust are not able, after using reasonable efforts, to arrange for clearance and settlement of the Trust Preferred Securities through a successor clearing system; *provided*, that interests in the permanent global certificate will be exchangeable in whole or in part for definitive Class B Company Preferred Securities as set forth under “Securities Offered” above.

Transfers and Issue of Definitive Trust Preferred Securities

Definitive Trust Preferred Securities may be transferred upon the surrender of such definitive Trust Preferred Securities, together with the form of transfer endorsed thereon duly completed and executed, at the specified office of the Transfer Agent and/or at the offices of the Paying Agent in Luxembourg. The initial Transfer Agent is Wachovia Trust Company, National Association, and the initial Paying Agent in Luxembourg is SGBT. In the case of a transfer of part only of a definitive Trust Preferred Security, a new definitive Trust Preferred Security in respect of the balance not transferred will be issued to the transferor within seven Business Days of receipt of such form of transfer, by uninsured post at the risk of the holder to the address of the holder appearing in the Register. Each new definitive Trust Preferred Security to be issued upon a transfer of a definitive Trust Preferred Security will, within seven Business Days of receipt of such form of transfer, be sent by uninsured post at the risk of the holder entitled to the definitive Trust Preferred Security to such address as may be specified in such form of transfer.

Registration of transfer of definitive Trust Preferred Securities will be effected without charge by or on behalf of the Trust by the Transfer Agent, but upon payment (or the giving of such indemnity as the Transfer Agent may require) in respect of any tax or other governmental charges which may be imposed in relation to it.

No holder of a definitive Trust Preferred Security may require the transfer of a Trust Preferred Security to be registered during the period of 15 days ending on the due date for any payment of principal on the Trust Preferred Securities.

All transfers of definitive Trust Preferred Securities and entries on the Register will be made subject to the provisions concerning transfers of Trust Preferred Securities set out in the Registrar and Transfer Agency Agreement relating to the Trust Preferred Securities, a copy of which is available to prospective investors upon request to the Bank. See “The Société Générale Group - Group Financial Information”. The regulations may be changed by the Trust with the prior written approval of the Trustee.

Payments and Paying Agents

Payments in respect of the Trust Preferred Securities shall be made to the address of the holder entitled thereto as such address shall appear on the Register. The Common Nominee shall be the registered holder in the case of Trust Preferred Securities evidenced by the global certificate. Payments made to the Common Nominee shall be made by wire transfer, and Euroclear or Clearstream, Luxembourg as applicable will credit the relevant accounts of their participants on the applicable Dividend Payment Dates or redemption dates. Payments in respect of Trust Preferred Securities not evidenced by a global certificate shall be made by wire transfer, direct deposit or check mailed to the address of the holder entitled thereto as such address shall appear on the securities register. The paying agent (the “Paying Agent”) shall initially be SGBT and any co-paying agent chosen by SGBT and acceptable to the Company. The Paying Agent shall be permitted to resign as Paying Agent upon 30 days’ written notice to the Trustee and the Company. In the event that SGBT shall no longer be the Paying Agent, the Company shall appoint a successor (which shall be a bank or trust company acceptable to the Trustee) to act as Paying Agent, provided that the Company will ensure that it maintains a Paying Agent in a Member State of the European Union that will not be obliged to withhold or deduct for or on account of tax pursuant to Council Directive 2003/48/EC of 3 June 2003 on the taxation of savings income in the form of interest payments or any European Union Directive otherwise implementing the conclusions of the ECOFIN Council meeting of 26 and 27 November 2000 or any law implementing or complying with, or introduced in order to conform to, any such Directive. For as long as any of the Trust Preferred Securities remain outstanding, the Trust shall maintain a paying agent in Luxembourg.

Registrar and Transfer Agent

Wachovia Trust Company, National Association, will act as Registrar and Transfer Agent for the Trust Preferred Securities.

Registration of transfers of Trust Preferred Securities will be effected without charge by or on behalf of the Trust, but upon payment (or the giving of such indemnity as the Transfer Agent may require) of any tax or other governmental charges that may be imposed in connection with any transfer or exchange. The Trust will not be required to register or cause to be registered the transfer of Trust Preferred Securities after such Trust Preferred Securities have been called for redemption.

Amendment and Termination of Trust Agreement

The Company and the Trustee may, at any time and from time to time, enter into one or more agreements supplemental to the Trust Agreement without the consent of the holders of the Trust Preferred Securities: (i) to evidence the succession of another entity to the Company and the assumption by any such successor of the covenants of the Company in the Trust Agreement; (ii) to add to the covenants of the Company for the benefit of the holders of the Trust Preferred Securities, or to surrender any right or power therein conferred upon the Company; (iii) to correct or supplement any provision in the Trust Agreement which may be defective or inconsistent with any other provision therein or to make any other provisions with respect to matters or questions arising under the Trust Agreement, provided that any such action shall not materially adversely affect the interests of the holders of Trust Preferred Securities; or (iv) to cure any ambiguity or correct any manifest error. Any other amendment of the Trust Agreement must be approved by holders of a majority of the Trust Preferred Securities.

The Trust Agreement will terminate upon the earliest to occur of the redemption of all of the Trust Preferred Securities, a final distribution in respect of the Class B Company Preferred Securities and delivery of such distribution to the holders of the Trust Preferred Securities, withdrawal of all of the Class B Company Preferred Securities from the Trust (as described under “- Withdrawal of Class B Company Preferred Securities” above) or dissolution of the Trust. In addition, the Company may instruct the Trustee to dissolve the Trust and distribute the Class B Company Preferred

Securities on a *pro rata* basis to the holders of Trust Preferred Securities if (i) the Trust, at any time, is subject to United States federal income tax with respect to its ownership of the Class B Company Preferred Securities, (ii) the Trust is subject to more than a *de minimis* amount of other taxes, duties or governmental charges, or (iii) the Trust is or will be considered an “investment company” which is required to be registered under the 1940 Act on or after the date of the issuance of the Trust Preferred Securities. The Class B Company Preferred Securities will not be listed on any stock exchange and will not be eligible to be held through Euroclear or Clearstream, Luxembourg.

The Trustee shall notify the Paying Agent of any such amendment or termination of the Trust Agreement within a reasonable period of time.

Expenses of the Trust

All charges or expenses of the Trust, including the charges and expenses of the Trustee, will be paid by the Bank; provided that, if the Trustee incurs fees, charges or expenses, for which it is not otherwise liable under the Trust Agreement, at the request of a holder of Trust Preferred Securities or other person, such holder or other person will be liable for such fees, charges and expenses.

Expenses of the Paying Agent, Transfer Agent and Registrar

If the Paying Agent, Transfer Agent or Registrar incurs fees, charges or expenses, for which it is not otherwise liable under the Paying Agency Agreement or the Registrar and Transfer Agency Agreement, at the request of a holder of Trust Preferred Securities or other person, such holder or person will be liable for such fees, charges or expenses.

Resignation and Removal of the Trustee

The Trust shall at all times have a Trustee which is a bank or trust company that has its principal place of business in the State of Delaware having a combined capital and surplus of U.S.\$50,000,000. If the Trustee ceases to be eligible, it will resign.

The Trustee may at any time resign as trustee under the Trust Agreement by notice of its election to do so delivered to the Company, such resignation to take effect upon the appointment of a qualified successor trustee and its acceptance of such appointment. The Trustee may at any time be removed by the Company by notice of such removal delivered to the Trustee, such removal to take effect upon the appointment of such successor trustee and its acceptance of such appointment.

In case at any time the Trustee shall resign or be removed, the Company shall, within 45 days after the delivery of the notice of resignation or removal, as the case may be, appoint a successor trustee, which shall be a bank or trust company, or an affiliate of a bank or trust company, having its principal office in the State of Delaware and having a combined capital and surplus of at least U.S.\$50,000,000.

Notices

Notices to the holders of the Trust Preferred Securities will be given by delivery of the relevant notice to Euroclear, Clearstream, Luxembourg and any other relevant securities clearing system for communication by each of them to entitled participants, and so long as the Trust Preferred Securities are listed on one or more stock exchanges and the rules of such stock exchange(s) so require, notices shall also be published in such manner as the rules of such stock exchange(s) may require. In addition, notices will be published in one English language daily newspaper of general circulation in Europe and so long as the Trust Preferred Securities are listed on the Luxembourg Stock Exchange and the rules of such Exchange so require, in a daily newspaper of general circulation in Luxembourg (which is expected to be the *Luxemburger Wort*).

Governing Law

The Trust Agreement and the Trust Preferred Securities are governed by, and shall be construed in accordance with, the laws of the State of Delaware.

DESCRIPTION OF THE CLASS B COMPANY PREFERRED SECURITIES

The following is a summary of certain provisions of the Class B Company Preferred Securities, and is qualified in its entirety by reference to the terms and provisions of the Company Agreement. A copy of the Company Agreement is available to prospective investors upon request to the Bank. See “Société Générale - Group Financial Information”.

General

The Class B Company Preferred Securities are preferred limited liability company interests in the Company, the terms of which are set forth in the Company Agreement. When issued, the Class B Company Preferred Securities will be validly issued, and, subject to certain obligations, which may arise under the Delaware Limited Liability Company Act, no additional payments will be required pursuant to the Delaware Limited Liability Company Act for such securities to represent limited liability company interests in the Company. The holders of the Class B Company Preferred Securities will have no preemptive rights with respect to any limited liability company interests in the Company or any other securities of the Company convertible into or carrying rights or options to purchase any such securities. The Class B Company Preferred Securities will not be convertible into the Company Common Securities or any other class or series of limited liability company interests in the Company and will not be subject to any sinking fund or other obligation of the Company for their repurchase or retirement. The Class B Company Preferred Securities will be issued in definitive form only in denominations of €1,000 and integral multiples thereof. The aggregate liquidation preference of the Class B Company Preferred Securities is €650,000,000. The Company will be precluded by the Company Agreement from issuing any equity interests in the Company of any class or series except for the Company Common Securities, the Class A Company Preferred Securities, the Class B Company Preferred Securities and the Company Parity Preferred Securities. Accordingly, the Company may not issue any equity securities that rank senior to the Class B Company Preferred Securities. The Company may issue Company Parity Preferred Securities, whether as a new series or as additional shares of the Class B Company Preferred Securities, without any requirement that the approval of the holders of the Class B Company Preferred Securities first be obtained; provided that the approval of a majority of the Independent Directors (or the Independent Director if there is only one Independent Director) will be required for any issuance of Company Parity Preferred Securities.

Dividends

Dividends on the Class B Company Preferred Securities will be payable from the date of initial issuance on a noncumulative basis, annually in arrear on November 10 of each year (or, if any such day is not a Business Day, the next Business Day without any additional interest or other payment in respect of such delay), (i) at a fixed rate per annum on the liquidation preference equal to 5.419%, commencing on November 10, 2004 and ending on the First Call Date (calculated on an Actual/Actual (ISMA) Basis), and (ii) thereafter, on each February 10, May 10, August 10 and November 10, at a variable rate per annum on the liquidation preference equal to 1.95% above three-month EURIBOR (calculated on an Actual/ 360 Basis) determined on the second TARGET Business Day immediately preceding the first day of the related Dividend Period (each a “Determination Date” for such Dividend Period).

Each such date of payment is a “Dividend Payment Date” and each period from and including a Dividend Payment Date, or the Issue Date as applicable, to but not including the next Dividend Payment Date, is a “Dividend Period”; *provided, however*, that if any Dividend Payment Date is not a Business Day, dividends will be payable on the next Business Day.

Dividends on the Class B Company Preferred Securities will be mandatorily due and payable on a Dividend Payment Date and with respect to the related Dividend Period in the

circumstances described under “- Mandatory Dividends” below. If dividends on the Class B Company Preferred Securities on a Dividend Payment Date are not mandatorily due and payable, then, if the Board of Directors delivers, on or before the tenth Business Day immediately preceding such Dividend Payment Date, a notice (a “Dividend Limitation Notice”) to the Paying Agent and the holders of Class B Company Preferred Securities that the Company will not pay full dividends on such Dividend Payment Date or will pay less than full dividends on such Dividend Payment Date, then dividends payable on the related Dividend Payment Date will be limited as provided in such Dividend Limitation Notice (see “- Dividend Limitation Notice”, below).

EURIBOR, with respect to a Determination Date, means the rate (expressed as a percentage per annum) for deposits in euro for a three-month period commencing on the second TARGET Business Day (as defined below) immediately following such Determination Date that appears on Telerate Page 248 (as defined below) as of 11:00 a.m. (Brussels time) on such Determination Date. If such rate does not appear on Telerate Page 248, EURIBOR will be determined by the Calculation Agent (as defined below) on the basis of the rates at which deposits in euro are offered to prime banks in the Euro-zone interbank market for a three-month period commencing on the second TARGET Business Day immediately following that Determination Date and in a principal amount equal to an amount of not less than €1,000,000 that is representative for a single transaction in the Euro-zone interbank market at such time by four major banks in the Euro-zone interbank market selected by the Calculation Agent at approximately 11:00 a.m., Brussels time, on such Determination Date.

The Calculation Agent will request the principal Euro-zone office of each of such banks to provide a quotation of its rate. If at least two such quotations are provided, EURIBOR in respect of that Determination Date will be the arithmetic mean of such quotations. If fewer than two quotations are provided, EURIBOR in respect of that Determination Date will be the arithmetic mean of the rates quoted by three major lending banks in the Euro-zone selected by the Calculation Agent at approximately 11:00 a.m. (Brussels time), on the first day of the relevant Dividend Period (the “Reset Date”) for loans in euro to leading European banks for a three-month period commencing on that Reset Date and in a principal amount equal to an amount of not less than €1,000,000 that is representative for a single transaction in such market at such time; *provided, however*, that if the banks selected as aforesaid by the Calculation Agent are not quoting as mentioned in this sentence, EURIBOR for the applicable period will be the same as EURIBOR as determined on the previous Determination Date.

As used herein:

“*Calculation Agent*” means Société Générale, acting through its New York Branch.

“*Determination Date*” for a Dividend Period means the second TARGET Business Day prior to the first day of such Dividend Period.

“*Euro-zone*” means the region comprised of member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended from time to time.

“*TARGET Business Day*” means a day on which the Trans-European Automated Real Time Gross Settlement Express Transfer System (“TARGET”) is operating.

“*Telerate Page 248*” means the display designated as “Page 248” on the Bridge/Telerate Service (or such other page as may replace Page 248 on that service or such other service or services as may be nominated by the European Banking Federation as the information vendor for the purpose of displaying Euro-Zone interbank offered rates for euro deposits).

All percentages resulting from any calculations on the Class B Company Preferred Securities will be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with five one-millionths of a percentage point rounded upward (e.g., 9.876545% (or .09876545) being rounded to 9.87655% (or .0987655)), and all euro amounts used in or resulting from such calculation will be rounded to the nearest .001 euro (with 0.005 being rounded upward).

Mandatory Dividends

The Company will be required to pay full dividends on the Class B Company Preferred Securities on each Dividend Payment Date occurring during the one-year period beginning on and including the date on which the Bank declares or pays a dividend on the Bank Ordinary Shares (other than a dividend consisting solely of additional Bank Ordinary Shares). There is no similar requirement to pay dividends on the Class B Company Preferred Securities when the Bank redeems, repurchases or otherwise acquires Bank Ordinary Shares.

Additionally, the Company will be required to pay dividends on the Class B Company Preferred Securities on each Dividend Payment Date occurring during the one-year period beginning on and including the date on which the Bank declares or pays Discretionary Dividends (it being understood that, if a Discretionary Dividend is paid on the Class B Company Preferred Securities on a Dividend Payment Date, the Company shall not as a consequence be required to pay an additional dividend on the Class B Company Preferred Securities on the same Dividend Payment Date). There is no similar requirement to pay dividends on the Class B Company Preferred Securities when the Bank or a subsidiary of the Bank redeems, repurchases or otherwise acquires Bank Parity Securities. In order to calculate the amount of dividends required to be paid on the Class B Company Preferred Securities on a Dividend Payment Date pursuant to this paragraph: (i) prior to each Dividend Payment Date, the Company will calculate, with respect to each payment of a Discretionary Dividend paid on an Underlying Security during the one-year period ending on and including such Dividend Payment Date, the Notional Dividend Amount; (ii) the Company will then aggregate the Notional Dividend Amounts calculated pursuant to clause (i); and (iii) such aggregate of Notional Dividend Amounts pursuant to clause (ii) shall be the amount of dividends required to be paid under this paragraph on the Class B Company Preferred Securities on such Dividend Payment Date.

If a Dividend Payment Date is a Mandatory Dividend Payment Date, the Company will be required to pay the Mandatory Dividend Payment Amount as dividends on such Mandatory Dividend Payment Date irrespective of whether (x) a Dividend Limitation Notice is delivered, (y) a Capital Deficiency Event has occurred or (z) interest is paid on the Subordinated Notes or other Eligible Investments.

For purposes of the foregoing:

“*Bank Ordinary Shares*” means (i) the ordinary shares of the Bank and (ii) any other shares of the Bank’s capital stock ranking junior to the Bank Parity Preferred Shares, where such other shares qualify as Tier 1 capital of the Bank on a consolidated basis under Applicable Banking Regulations.

“*Bank Parity Guarantees*” means the Bank’s guarantees (whether through an agreement or instrument labeled as a guarantee, as a support agreement, or with some other name but with an effect similar to a guarantee or support agreement) of preferred securities or preferred or preference shares issued by any of its subsidiaries, if such guarantees rank *pari passu* with or junior to the Bank’s obligations under the Support Agreement. The term “Bank Parity Guarantees” includes the Support Agreement, dated as of September 3, 1997 and as amended from time to time, between the Bank and SocGen Real Estate Company L.L.C. relating to SocGen Real Estate Company L.L.C.’s 7.64% Noncumulative Preferred Securities, Series A, the Support Agreement dated as of February 22, 2000 and as amended from time to time, between the Bank and SG Preferred Capital I, L.L.C. relating to SG Preferred Capital I, L.L.C.’s 7.875% Noncumulative Company Preferred Securities and the

Exchange Support Agreement, dated as of November 27, 2001 and as amended from time to time, between the Bank and SG Preferred Capital II, L.L.C. relating to SG Preferred Capital II, L.L.C.'s Class B1 and Class B2 Noncumulative Company Preferred Securities.

“Bank Parity Preferred Shares” means preferred or preference shares issued by the Bank or any obligation of the Bank ranking *pari passu* with the Bank Parity Guarantees.

“Bank Parity Securities” means the Bank Parity Preferred Shares, the Bank Parity Guarantees and any securities issued by a subsidiary of the Bank that are guaranteed by the Bank under a Bank Parity Guarantee.

“Discretionary Dividend” means any dividend paid on the Class B Company Preferred Securities or any class of Bank Parity Securities (other than a dividend consisting solely of Bank Ordinary Shares) that was not required to be paid solely as a result of a dividend or other payment having been made on the Class B Company Preferred Securities, any other class of Bank Parity Securities or any Bank Ordinary Shares. Dividends paid on a dividend payment date for the Class B Company Preferred Securities or any Bank Parity Securities may be partially Discretionary Dividends and partially dividends that are not Discretionary Dividends because they are required to be paid. The term *“Discretionary Dividend”* includes such dividends only to the extent not required to be paid. To the extent that a payment that would otherwise be a Discretionary Dividend on any class of Bank Parity Securities is not greater than the amount that would be a Mandatory Dividend Amount if the Bank Parity Securities were Class B Company Preferred Securities, such amount shall not constitute a *“Discretionary Dividend”*.

“Mandatory Dividend Payment Amount” means, as to a Mandatory Dividend Payment Date, the amount of dividends required to be paid on such Mandatory Dividend Payment Date as described in the first two paragraphs of this subsection.

“Mandatory Dividend Payment Date (s)” means each Dividend Payment Date on which some amount of dividends on the Class B Company Preferred Securities is required to be paid pursuant to one or more of the first two paragraphs of this subsection.

“Notional Dividend Amount” means, as to each calculation pursuant to clause (i) of the second paragraph of this subsection, an amount of dividends as to a current Dividend Payment Date on the Class B Company Preferred Securities representing the same proportion of full dividends as is represented by the related Discretionary Dividend on the related Underlying Security as a proportion of full dividends thereon on the related dividend payment date; provided that if a Discretionary Dividend is paid on more than one Underlying Security on the same date, then the proportion described above will be calculated with reference to the Underlying Security as to which the Discretionary Dividend represented the higher or highest, as applicable, proportion of full dividends thereon.

“Underlying Security” means, in connection with the calculation of the Notional Dividend Amount to be taken into account in determining the amount of dividends required to be paid on the Class B Company Preferred Securities on a Dividend Payment Date because of a payment of Discretionary Dividends, the series or class of Bank Parity Securities or the Class B Company Preferred Securities, as applicable, as to which such Discretionary Dividends were paid.

Dividend Limitation Notice

On or before the tenth Business Day immediately preceding a Dividend Payment Date, the Board of Directors may give notice to the Paying Agent and the holders of the Class B Company Preferred Securities and the Trust Preferred Securities (a *“Dividend Limitation Notice”*) that the Company will pay no dividends or less than full dividends on such Dividend Payment Date, in which case no dividends or less than full dividends shall become due and payable on such Dividend

Payment Date as set forth in the applicable Dividend Limitation Notice. The Board of Directors may give a Dividend Limitation Notice in its sole discretion and for any reason, except that a Dividend Limitation Notice as to a Mandatory Dividend Payment Amount payable on a Mandatory Dividend Payment Date shall have no force and effect.

Each Dividend Limitation Notice shall be given through the facilities of Euroclear and Clearstream, Luxembourg for so long as the Trust Preferred Securities clear through the facilities of Euroclear or Clearstream, Luxembourg. In the case of the Class B Company Preferred Securities such Dividend Limitation Notice shall be given in writing by mail to each registered holder of the Class B Company Preferred Securities (initially only the Trustee on behalf of the Trust), in the case of the Trust Preferred Securities such Dividend Limitation Notice shall be given by mail and facsimile on behalf of the Trust to the Common Depositary for Euroclear and Clearstream, Luxembourg, and, for so long as the Trust Preferred Securities or the Class B Company Preferred Securities are listed on the Luxembourg Stock Exchange and such exchange so requires, shall be published in a leading newspaper having general circulation in Luxembourg (which is expected to be the *Luxemburger Wort*) and another newspaper of daily circulation in the English language in Europe.

Additional Amounts

If at any time the Company or the Trust is required to withhold any taxes, duties or other governmental charges with respect to payment of dividends on the Class B Company Preferred Securities or distributions on the Trust Preferred Securities (collectively, “Relevant Tax”) imposed or levied by France, the United States of America or the jurisdiction of residence of the issuer of any Eligible Investments then held by the Company or by the jurisdiction in which the branch or other office of the Bank through which any Eligible Investment then held by the Company is located, or any authority of or in any of those jurisdictions that has the power to tax (a “Relevant Jurisdiction”), the Company will be required to pay as additional amounts (“Additional Amounts”) included in the dividends otherwise then due and payable such amounts as shall be required so that the net amount received by each holder of Class B Company Preferred Securities and Trust Preferred Securities after the withholding of any such Relevant Tax will not be less than the amount of dividends or distributions then otherwise due and payable. However, the Company will not be required to pay Additional Amounts if the Relevant Jurisdiction is France, the United States, a state thereof or the District of Columbia or the jurisdiction of residence of the issuer of Eligible Investments then held by the Company (or any political subdivision thereof), (i) to the extent that the Relevant Tax is imposed or levied because the holder of Trust Preferred Securities or Class B Company Preferred Securities (or the beneficial owner of such securities), in each case other than the Trust in the case of the Class B Company Preferred Securities, has some connection with the Relevant Jurisdiction, other than merely being a holder (or beneficial holder) of those securities, or (ii) to the extent that the Relevant Tax is imposed or levied because that holder (or beneficial owner) has not made a declaration of non-residence in, or other lack of connection with, the Relevant Jurisdiction or any similar claim for exemption, if the Company or its agent has given the beneficial owner or its nominee at least 60 days’ prior written notice of, and opportunity to make, the declaration or claim; provided, however, that such notice shall not be required for any declaration requested of a holder (or beneficial owner) as of the Issue Date. Further the Company will not be required to pay Additional Amounts (i) where the Relevant Tax is imposed on a payment to an individual and is required to be made pursuant to Council Directive 2003/48/EC of 3 June 2003 on the taxation of savings income in the form of interest payments or any European Union Directive otherwise implementing the conclusions of the ECOFIN Council meeting of 26 and 27 November 2000 or any law implementing or complying with, or introduced in order to conform to, any such Directive; or (ii) where the Trust Preferred Securities or the Class B Company Preferred Securities are presented for payment by or on behalf of a holder who would have been able to avoid the Relevant Tax by presenting the relevant Trust Preferred Security to another Paying Agent in a Member State of the European Union.

Ranking

Dividends

The Class B Company Preferred Securities ordinarily will rank senior to the Company Common Securities as to payment of dividends and, ordinarily, the holders of Class A Company Preferred Securities will not be entitled to receive a dividend. However, the dividend preference of the Class B Company Preferred Securities will at the option of the Board of Directors shift to the Class A Company Preferred Securities on a Dividend Payment Date that is not a Mandatory Dividend Payment Date to the extent that dividends are not then paid on the Class B Company Preferred Securities because a Dividend Limitation Notice has been delivered with respect to such Dividend Payment Date (see “- Dividends”), with the consequence that amounts received by the Company on the Subordinated Notes and other Eligible Investments may be distributed as dividends to the Bank as holder of the Class A Company Preferred Securities instead of being paid to the holders of the Class B Company Preferred Securities with respect to the Class B Company Preferred Securities. The Board of Directors will have discretion as to whether full dividends, partial dividends or no dividends are paid on the Class B Company Preferred Securities on each Dividend Payment Date that is not a Mandatory Dividend Payment Date. See “- Dividends - Mandatory Dividends”.

If full dividends on the Class B Company Preferred Securities are paid on any Dividend Payment Date and, after giving effect to such payment, the Company has additional funds available for the payment of dividends, the Company, in its discretion, may apply such additional funds to pay dividends on the Company Common Securities.

Circumstances Where Company May be Liquidated

If the Bank is liquidated, whether voluntarily or involuntarily (and whether in connection with the occurrence of a Bankruptcy Event or otherwise), the Company will be liquidated. The holders of the Company Common Securities, will agree in the Company Agreement that, for so long as the Class B Company Preferred Securities are outstanding, such holders will not cause the Company to liquidate unless the Bank is also liquidating. Under the Company Agreement and applicable law, holders of Trust Preferred Securities or Class B Company Preferred Securities will not have the ability to force or initiate commencement of a liquidation of the Company unless the Bank is also liquidating. The Company will be precluded in the Company Agreement from incurring any indebtedness and, accordingly, does not anticipate having creditors in the ordinary course of business who could initiate the commencement of an involuntary bankruptcy proceeding. In the event that the liquidation of the Company is commenced, the Trust will be dissolved and will distribute to the holders of Trust Preferred Securities, after satisfaction of claims of creditors of the Trust, if any, as required by law, the Class B Company Preferred Securities held by the Trust. Accordingly, it is expected that investors will receive liquidating distributions only in connection with a concurrent liquidation of the Bank and the Company.

Liquidation Preference

In the event of any voluntary or involuntary dissolution, liquidation or winding up of the Company, after satisfaction of liabilities to creditors, if any, the holders of the Class B Company Preferred Securities will be entitled to receive out of assets of the Company available for distribution in liquidation, before any liquidating distribution is made on the Company Common Securities, liquidating distributions in respect of the Class B Company Preferred Securities equal to the “Liquidation Claim Amount”. That amount, for each €1,000 liquidation preference of Class B Company Preferred Securities, is equal to (i) €1,000, *plus* (ii) an amount equal to unpaid dividends, if any, thereon with respect to the current Dividend Period accrued on a daily basis through the date of liquidation, *plus* (iii) an amount equal to unpaid definitive dividends for any prior Dividend Period,

but without interest and without accumulation of unpaid nondefinitive dividends for any prior Dividend Period, and including any Additional Amounts required to be paid.

In a liquidation of the Company that is concurrent with a liquidation of the Bank, the Company's only assets available for making liquidating distributions on the Class B Company Preferred Securities will be amounts realized by the Company pursuant to the undertakings and covenants of the Bank in the Support Agreement. Notwithstanding (and as a limitation on) the foregoing, the Company Agreement will provide that, in a liquidation of the Company that is concurrent with a liquidation of the Bank, holders of Class B Company Preferred Securities may not receive pursuant to the Support Agreement an amount exceeding the amount to which such holders would have been entitled had they instead owned Bank Parity Preferred Shares having the same liquidation preference and dividend rights of the Class B Company Preferred Securities.

Voting Rights

Except as expressly required by applicable law, or except as indicated below or under “- Amendment and Termination of Company Agreement”, the holders of Class B Company Preferred Securities will not be entitled to vote. In the event the holders of Class B Company Preferred Securities are entitled to vote as indicated below, each €1,000 liquidation preference of Class B Company Preferred Securities shall be entitled to one vote on matters on which holders of Class B Company Preferred Securities are entitled to vote. The Bank or an affiliate of the Bank will not be entitled to vote any Class B Company Preferred Securities that they hold.

If full dividends are not paid on any Dividend Payment Date, the holders of the Class B Company Preferred Securities shall have the right to elect two persons of their choosing as additional directors (up to a maximum total of two additional Independent Directors). Each person so elected shall be deemed to be an Independent Director. Such right may be exercised by the holders of a majority (by liquidation preference) of the Class B Company Preferred Securities called for such purpose (which the Company Agreement will provide shall be called at the request of any holder of the Class B Company Preferred Securities), and shall continue until full dividends have been paid on the Class B Company Preferred Securities for a one-year period. Any vacancy in the office of an Independent Director during such period may be filled only by holders of the Class B Company Preferred Securities voting as set forth above.

Director Approval

The Company Agreement will provide that, for so long as any Class B Company Preferred Securities or Company Parity Preferred Securities are outstanding, certain actions by the Company must be approved by both a majority of the Board of Directors as a whole and by a majority of the Independent Directors (or by the Independent Director if there is only one Independent Director). See “The Company - Management of the Company - Independent Directors”.

Redemption

Redemption proceeds received by the Trust on the Class B Company Preferred Securities will be contemporaneously passed through to redeem a corresponding amount of Trust Preferred Securities. The Class B Company Preferred Securities are not redeemable at the option of the holders at any time and are not redeemable at the option of the Company prior to the First Call Date, except in whole (but not in part) upon the occurrence of a Tax Event, an Investment Company Act Event or a Capital Disqualification Event. The Class B Company Preferred Securities may be redeemed for cash at the option of the Company, in whole or in part, on any Dividend Payment Date, occurring on or after the First Call Date.

The redemption price for such redemptions will be an amount equal to (i) 100% of the liquidation preference of the Class B Company Preferred Securities being redeemed, *plus* (ii) an

amount equal to unpaid dividends, if any, thereon with respect to the current Dividend Period accrued on a daily basis through the date fixed for redemption, *plus* (iii) an amount equal to definitive dividends (“Definitive Dividends”) for any prior Dividend Period, without interest and without accumulation of unpaid nondefinitive dividends (“Nondefinitive Dividends”) for any prior Dividend Period (the “Base Redemption Price”).

The Company will also have the right at any time prior to the First Call Date, upon the occurrence of a Tax Event, an Investment Company Act Event or a Capital Disqualification Event, to redeem Class B Company Preferred Securities, in whole (but not in part) at a redemption price per security equal to the greater of (i) the Base Redemption Price and (ii) the Make Whole Amount (as defined below).

In the event that fewer than all the outstanding Class B Company Preferred Securities are to be redeemed, the securities to be redeemed shall be determined by lot or pro rata as may be determined by the Bank, as holder of the Company Common Securities, in its sole discretion to be equitable, provided that such method satisfies any applicable requirements of any securities exchange on which the Class B Company Preferred Securities may then be listed. The Company shall promptly notify the Registrar and Transfer Agent for the Class B Company Preferred Securities in writing of the securities selected for redemption and, in the case of any partial redemption, the liquidation preference thereof to be redeemed.

Any redemption of the Class B Company Preferred Securities is subject to the Company having given neither less than 30 nor more than 60 days’ notice of its intent to redeem the Class B Company Preferred Securities.

Any redemption of the Class B Company Preferred Securities is subject to compliance with applicable regulatory requirements, including the prior approval of the *Secrétariat général de la Commission bancaire*.

The Class B Company Preferred Securities will not be subject to any sinking fund or mandatory redemption.

As used herein:

“*Capital Disqualification Event*” means the determination by the Bank after consultation with the *Secrétariat général de la Commission bancaire* that the Class B Company Preferred Securities cannot be included in calculating the Tier 1 capital of the Bank on a consolidated basis under Applicable Banking Regulations.

“*Investment Company Act Event*” means the receipt by the Company of an opinion of a nationally recognized law firm in the United States experienced in such matters to the effect that there is more than an insubstantial risk that the Company or the Trust is or will be an “investment company” within the meaning of the 1940 Act.

“*Make Whole Amount*” means an amount, as determined by a Quotation Agent, equal to the present value of (i) 100% of the liquidation preference of the Class B Company Preferred Securities and (ii) scheduled annual noncumulative dividend payments from the Special Event Redemption Date (as defined below) to and including the First Call Date, plus any unpaid definitive dividends with respect to prior Dividend Periods, without interest and without accumulation of unpaid non-definitive dividends for any prior Dividend Period. The present values calculated in (i) and (ii) above shall be calculated by discounting the relevant amounts to the Special Event Redemption Date on an annual basis at the Adjusted Yield. For purposes of determining the Make Whole Amount:

“*Adjusted Yield*” means (a) the Bond Yield plus (b) 0.35%.

“*Bond Yield*” means the rate per annum equal to the annual yield to maturity of the Comparable Bond Issue, assuming a price equal to the Comparable Bond Price for the Calculation Date.

“*Calculation Date*” means the third TARGET Business Day prior to the Special Event Redemption Date.

“*Comparable Bond Issue*” means, with respect to any Special Event Redemption Date, the bond selected by the Quotation Agent that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Class B Company Preferred Securities from the Special Event Redemption Date to the First Call Date.

“*Comparable Bond Price*” means (a) the average of five Reference Bond Dealer Quotations, after excluding the highest and lowest such Reference Bond Dealer Quotations, or (b) if the Quotation Agent obtains fewer than five such Reference Bond Dealer Quotations, the average of all such Reference Bond Dealer Quotations.

“*Primary Bond Dealer*” means any credit institution or financial services institution that regularly deals in bonds and other debt securities.

“*Quotation Agent*” means Société Générale, and its successors, provided, however, that if the foregoing shall cease to be a Primary Bond Dealer, the Bank will be entitled to appoint another Quotation Agent that is a Primary Bond Dealer in the Euro-zone.

“*Reference Bond Dealer*” means either the Quotation Agent, or any other Primary Bond Dealer selected by the Quotation Agent after consultation with the Bank.

“*Reference Bond Dealer Quotations*” means the average, as determined by the Quotation Agent, of the bid and ask prices for the Comparable Bond Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Quotation Agent by such Reference Bond Dealer at 11:00 am (London time) on the Calculation Date.

“*Special Event Redemption Date*” means a redemption date for the Class B Company Preferred Securities that occurs before the First Call Date in connection with the occurrence of a Tax Event, an Investment Company Act Event or a Capital Disqualification Event.

“*Tax Event*” means the receipt by the Bank of an opinion of a nationally recognized law firm or other tax advisor (which may be an accounting firm) in France or the United States, as appropriate, experienced in such matters to the effect that, as a result of (i) any amendment to, clarification of, or change (including any announced prospective change) in, the laws or treaties (or any regulations thereunder) of the United States or France or any political subdivision or taxing authority thereof or therein affecting taxation, (ii) any Administrative Action or (iii) any amendment to, clarification of, or change in the official position or the interpretation of any Administrative Action or any interpretation or pronouncement that provides for a position with respect to any Administrative Action that differs from the theretofore generally accepted position, in each case, by any regulatory body, irrespective of the manner in which such amendment, clarification, change, interpretation or pronouncement is made known, which amendment, clarification, change or Administrative Action is effective or which interpretation pronouncement or decision is announced on or after the date of issuance of the Class B Company Preferred Securities, there is more than an insubstantial risk that (A) the Company or the Trust is or will be subject to more than a *de minimis* amount of additional taxes, duties or other governmental charges, (B) the Bank is or will be required to pay more than a *de minimis* additional amount in respect of any taxes, duties or other governmental charges with respect to payments of interest on the Subordinated Notes or (C) the Company is or will be required to

pay any additional amounts in respect of any taxes, duties or other governmental charges with respect to payments of dividends on the Class B Company Preferred Securities.

Registrar and Transfer Agent

Wachovia Trust Company, National Association, or another entity that the Bank may designate from time to time, will act as Registrar and Transfer Agent for the Class B Company Preferred Securities.

Registration of transfers of Class B Company Preferred Securities will be effected without charge by or on behalf of the Company, but upon payment of any tax or other governmental charges that may be imposed in connection with any transfer or exchange. The Company will not be required to register or cause to be registered the transfer of Class B Company Preferred Securities after such Class B Company Preferred Securities have been called for redemption.

See “Notice to Purchasers” and “Plan of Distribution” for certain restrictions on transfer.

Amendment and Termination of Company Agreement

The Bank may, at any time and from time to time, enter into one or more agreements supplemental to the Company Agreement without the consent of the holders of the Class B Company Preferred Securities: (i) to evidence the succession of another entity to the Bank and the assumption by any such successor of the covenants of the Bank in the Company Agreement; (ii) to add to the covenants of the Bank for the benefit of the holders of the Class B Company Preferred Securities, or to surrender any right or power therein conferred upon the Bank; (iii) to correct or supplement any provision in the Company Agreement which may be defective or inconsistent with any other provision therein or to make any other provisions with respect to matters or questions arising under the Company Agreement, provided that any such action shall not materially adversely affect the interests of the holders of the Class B Company Preferred Securities; or (iv) to cure any ambiguity or correct any manifest error. Any other amendment of the Company Agreement must be approved by holders of a majority of the Class B Company Preferred Securities.

The Company Agreement will terminate upon the earliest to occur of the redemption of all of the Class B Company Preferred Securities and the Company Parity Preferred Securities, a final distribution in respect of the Class B Company Preferred Securities and the Company Parity Preferred Securities and delivery of such distribution to the holders of the Class B Company Preferred Securities and the Company Parity Preferred Securities, respectively, or dissolution of the Company.

Expenses of the Company

All charges or expenses of the Company will be paid by the Bank; provided that, if the Company incurs fees, charges or expenses, for which it is not otherwise liable under the Company Agreement, at the request of a holder of Class B Company Preferred Securities or other person, such holder or other person will be liable for such fees, charges and expenses.

Notices

Notices to holders of the Class B Company Preferred Securities will be mailed by first-class mail, postage prepaid, to the holders’ addresses appearing in the Company’s records.

Governing Law

The Company Agreement and the Class B Company Preferred Securities are governed by, and shall be construed in accordance with, the laws of the State of Delaware.

DESCRIPTION OF THE SUBORDINATED NOTES

The following is a summary of certain provisions of the Subordinated Notes and is qualified in its entirety by reference to the terms and provisions of the Subordinated Notes. A copy of the form of the Subordinated Notes is available to prospective investors upon request to the Bank. See “The Société Générale Group - Group Financial Information”.

General

The Company will apply the proceeds of the Class A Company Preferred Securities, the Class B Company Preferred Securities and the Company Common Securities to purchase newly-issued subordinated notes (the “Subordinated Notes”) issued by the Bank (including through its New York Branch) and other Eligible Investments. The Company will be prohibited by the Company Agreement from selling the Subordinated Notes. The Subordinated Notes will consist of (i) dated, unsecured subordinated obligations of the Bank maturing on November 10, 2023, ranking *pari passu* without any preference among themselves and *pari passu* with any other unsecured subordinated obligations of the Bank with the exception of any *prêts participatifs* granted to the Bank and any *titres participatifs* issued by the Bank, which rank junior to the Subordinated Notes; (ii) undated unsecured subordinated obligations of the Bank, ranking *pari passu* without any preference among themselves and *pari passu* with any other unsecured subordinated obligations of the Bank with the exception of any *prêts participatifs* granted to the Bank and any *titres participatifs* issued by the Bank, which rank junior to the Subordinated Notes and of (iii) undated unsecured subordinated obligations of the Bank, acting through its New York Branch, ranking *pari passu* without any preference among themselves and *pari passu* with any other unsecured subordinated obligations of the Bank with the exception of any *prêts participatifs* granted to the Bank and any *titres participatifs* issued by the Bank, which rank junior to the Subordinated Notes.

The Subordinated Notes maturing on November 10, 2023 will have an aggregate principal amount of €390,000,000. Interest on the dated Subordinated Notes will be payable from the date of initial issuance semi-annually in arrear on May 10 and November 10 of each year for the Interest Period then ending at a fixed rate per annum on the principal amount from time to time, equal to 5.373% commencing on May 10, 2004, and ending on November 10, 2023 (calculated on an Actual/Actual (ISMA) Basis).

The undated Subordinated Notes issued by the Bank and by its New York Branch will have an aggregate principal amount respectively of €215,000,000 and €45,000,000. Interest on the undated Subordinated Notes will be payable from the date of initial issuance (i) annually in arrear on November 10 of each year for the Interest Period then ending at a fixed rate per annum on the principal amount from time to time equal to 5.423%, commencing on November 10, 2004 and ending on November 10, 2014 (calculated on an Actual/Actual (ISMA) Basis), (ii) thereafter on each February 10, May 10, August 10 and November 10 at a variable rate per annum on the liquidation preference equal to 2.00% above three-month EURIBOR (calculated on an Actual/360 Basis) determined on the second TARGET Business Day immediately preceding the first day of the related Interest Period (each a “Determination Date” for such Interest Period). If no dividend is paid or declared by the Bank on the Bank Ordinary Shares, the Bank may defer payment of interest on the undated Subordinated Notes. Such unpaid deferred interest shall constitute arrears of interest.

Each date on which interest is payable in respect of any Subordinated Note, is an “Interest Payment Date” and the period from and including an Interest Payment Date, or the date of initial issuance as applicable, to but not including the next succeeding Interest Payment Date is an “Interest Period” in each case for such Subordinated Note; *provided, however*, that if any Interest Payment Date is not a Business Day, interest will be payable on the next Business Day without any additional interest or other payment in respect of such delay.

Redemption

The undated Subordinated Notes will be redeemable at the option of the Bank (i) on the Interest Payment Date occurring in November 2014 or on any Interest Payment Date thereafter, in whole or in part, at a redemption price equal to 100% of their principal amount plus interest accrued but unpaid to the date fixed for redemption, and (ii) prior to the Interest Payment Date occurring in November 2014, in whole but not in part, if a Tax Event, an Investment Company Act Event or a Capital Disqualification Event occurs at a redemption price equal to the higher of (x) the redemption price that would otherwise apply as calculated pursuant to clause (i), above, and (y) a “Subordinated Note Make Whole Amount” (calculated in substantially the same manner as the Make Whole Amount with respect to the Class B Company Preferred Securities, read *mutatis mutandis* to reflect application of such provisions to the Subordinated Notes). Any redemption of the Subordinated Notes is subject to compliance with applicable regulatory requirements, including the prior approval of the *Secrétariat général de la Commission bancaire*.

With respect to the Subordinated Notes maturing on November 10, 2023, they will not be redeemable at the option of the Bank or the Company.

With respect to the dated and undated Subordinated Notes the Company Agreement provides that the Company may sell such Subordinated Notes to the Bank (or an affiliate of the Bank) on arm’s length terms, subject to compliance with applicable regulatory requirements, including the prior approval of the *Secrétariat général de la Commission bancaire*.

Additional Amounts

If the Bank is required to withhold any taxes, duties or other governmental charges with respect to any payment in respect of the Subordinated Notes, the Bank will pay such additional amounts as shall be required so that the amount received by the Company thereunder shall not be reduced as a result of any such additional taxes, duties or other governmental charges.

Failure of Payment

If the Bank fails to pay an instalment of interest when due or repay principal in a winding-up or otherwise of the Bank, the only remedies available to the Company will be to bring suit for the amount of interest and/or principal not paid when due.

Acceleration

The Subordinated Notes will not be subject to acceleration as a result of a failure of the Bank to pay an instalment of interest when due.

Liquidation

If the Bank is liquidated and if upon commencement of the related liquidation proceedings the Subordinated Notes are still outstanding, then all of the Company’s assets will be distributed by the Company to the Bank as holder of the Class A Company Preferred Securities, other than the Company’s rights under the Support Agreement.

Such distribution shall be mandatorily due and payable in case of liquidation without any need for the Board of Directors to authorize such distribution and the Company shall distribute all the assets it then holds on the same day to the Bank, as holder of the Class A Company Preferred Securities, other than the Company’s rights under the Support Agreement.

Transfer of the Subordinated Notes Prohibited

The Subordinated Notes will be represented by a single definitive note in bearer form. The Subordinated Notes may not be sold or otherwise transferred by the Company without the consent of the Bank.

Modification and Amendment of the Subordinated Notes

The Subordinated Notes may be modified or amended only by the written agreement of the Bank and the Company and subject to the prior approval of the *Secrétariat général de la Commission bancaire*.

Governing Law

The Subordinated Notes will be governed by, and construed in accordance with, the laws of the State of New York.

DESCRIPTION OF MEMBER INTERESTS OF THE COMPANY

The following summary of the terms of the member interests in the Company does not purport to be complete and is subject in all respects to the applicable provisions of the Delaware Limited Liability Company Act and the Company Agreement.

Company Common Securities

General

Upon consummation of the Offering, the Company will have outstanding Company Common Securities with an aggregate stated amount of €65,000,000, all of which will be held directly by the Bank, (initially through its New York Branch) and indirectly (initially through SG Americas, Inc.). The Bank has agreed with the Company in the Support Agreement that, so long as any Class B Company Preferred Securities are outstanding, it will maintain direct or indirect ownership of 100% of the outstanding Company Common Securities.

Dividends

The Company Common Securities ordinarily rank junior to the Class A Company Preferred Securities, Class B Company Preferred Securities and Company Parity Preferred Securities, if any, as to payment of dividends. Holders of Company Common Securities will only receive dividends out of interest payments received by the Company on the Subordinated Notes and other Eligible Investments, not required to be applied to fund dividends with respect to the Class B Company Preferred Securities or expenses of the Company. So long as the Class A Company Preferred Securities, Class B Company Preferred Securities or any Company Parity Preferred Securities are outstanding, no dividends or other distributions (including redemptions and purchases) may be made with respect to the Company Common Securities unless full dividends on the Class A Company Preferred Securities (under certain circumstances), Class B Company Preferred Securities and Company Parity Preferred Securities, if any, have been paid (except as otherwise described under “Description of the Class B Company Preferred Securities - Ranking - Liquidation Preference”). See “The Company - Business and Strategy of the Company - Dividends”.

Voting Rights

Subject to the limited rights of the holders of the Class B Company Preferred Securities and the Company Parity Preferred Securities, if any, all voting rights are vested in the Company Common Securities. The holders of Company Common Securities are entitled to vote in proportion to the stated amounts represented by their Company Common Securities.

Rights Upon Liquidation

In the event of the dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, after all debts and liabilities of the Company have been satisfied and there have been paid or set aside for the holders of the Class B Company Preferred Securities the full preferential amounts to which such holders are entitled, the holders of Company Common Securities will be entitled to all the Company’s assets then held by the Company, other than the Company’s rights under the Support Agreement.

Class A Company Preferred Securities

General

The Bank (initially through its New York Branch) will purchase 100% of the Class A Company Preferred Securities for €1,000. Subject to prior approval of the *Secrétariat général de la Commission bancaire*, the Class A Company Preferred Securities may be transferred by the Bank to one or more of its subsidiaries. All of the Class A Company Preferred Securities will be owned by the Bank for so long as the Class B Company Preferred Securities are outstanding.

Dividends

The dividend preference of the Class B Company Preferred Securities will, at the option of the Board of Directors, shift to the Class A Company Preferred Securities on a Dividend Payment Date that is not a Mandatory Dividend Payment Date to the extent that dividends are not then paid on the Class B Company Preferred Securities because a Dividend Limitation Notice has been delivered with respect to such Dividend Payment Date, with the consequence that amounts received by the Company on the Subordinated Notes and other Eligible Investments may be distributed as dividends to the Bank as holder of the Class A Company Preferred Securities instead of being paid to the holders of the Class B Company Preferred Securities with respect to the Class B Company Preferred Securities.

Distribution of Eligible Investments on a Bankruptcy Event, a Capital Deficiency Event or in liquidation

Upon the occurrence of a Bankruptcy Event, a Capital Deficiency Event, or the liquidation of the Bank, and commencement of the related liquidation proceedings, the Company will distribute all of its assets to the Bank as holder of Class A Company Preferred Securities, other than the Company's rights under the Support Agreement. Any such distribution shall be mandatorily due and payable without any need for the Company's Board of Directors to authorize such distribution. In any such event, the Company shall distribute all the assets it then holds on the same day.

No other Distributions

Except for the distribution described above, the holders of Class A Company Preferred Securities are entitled to no distribution by the Company or claim in the liquidation of the Company.

Voting Rights

The Class A Company Preferred Securities, except as otherwise required by the Delaware Limited Liability Company Act, will have no right or power to vote on any question or matter in any proceeding, or to be represented at, or to receive notice of, any meeting of members of the Company.

Company Parity Preferred Securities

The Company will be precluded by the Company Agreement from issuing any equity interests in the Company of any class or series except for the Company Common Securities, the Class A Company Preferred Securities and the Class B Company Preferred Securities except that the Company may issue additional limited liability company member interests that (i) rank on a parity with the Class B Company Preferred Securities as to payment of dividends and rights upon dissolution, liquidation or winding up of the Company, and (ii) benefit from undertakings by the Bank substantially identical to its undertakings in the Support Agreement for the benefit of holders of the Class B Company Preferred Securities. Accordingly, the Company may not issue any equity

securities that rank senior to the Class B Company Preferred Securities (“Company Parity Preferred Securities”). Accordingly, the Company may issue Company Parity Preferred Securities, whether as a new series or as additional shares of the Class B Company Preferred Securities, without any requirement that the approval of the holders of the Class B Company Preferred Securities first be obtained, provided that the approval of a majority of the Independent Directors (or the Independent Director if there is only one Independent Director), will be required for any issuance of Company Parity Preferred Securities.

Subject to certain obligations which may arise under the Delaware Act, no additional payments will be required pursuant to the Delaware Act for company preferred securities to represent limited liability company interests in the Company upon issuance against full payment of the purchase price therefore. The specific terms of a particular series of company preferred securities will be described in the Certificate of Designation (as defined in the Company Agreement) to be incorporated into the Company Agreement relating to that series, except in the case of the Class B Company Preferred Securities, the terms of which are being described in the Company Agreement.

Subject to limitations prescribed by Delaware law and the Company Agreement, the Board of Directors or, if then constituted, a duly authorized committee thereof is authorized to issue, from the authorized but unissued capital shares of the Company, Company Parity Preferred Securities in such series as the Board of Directors may determine and to establish, from time to time, the number or amount by aggregate liquidation preference of shares (if applicable) of securities to be included in any such series and to fix the designation and any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the securities of any such series, and such other subjects or matters as may be fixed by resolution adopted by a majority of the Board of Directors and a majority of the Independent Directors (or the Independent Director if there is only one Independent Director).

A Certificate of Designation relating to each series of company preferred securities will set forth the preferences and other terms of such series, including without limitation the following: (i) the title and stated value of such series, (ii) the number or amount by aggregate liquidation preference of securities of such series offered and the liquidation preference per share of such series, (iii) the dividend rate (s), period (s), and/or payment date(s) or method(s) of calculation thereof applicable to such series, (iv) whether such class or series of company preferred securities is cumulative or not and, if cumulative, the date from which dividends on such series shall accumulate, (v) the provisions for a sinking fund, if any, for such series, (vi) the provisions for redemption, if applicable, of such series, (vii) any voting rights of such series, (viii) the relative ranking and preferences of such series as to dividend rights and rights upon dissolution, liquidation or winding up of the affairs of the Company, (ix) any limitations on issuance of any series of company preferred securities ranking senior to or on a parity with such series of company preferred securities as to dividend rights and rights upon dissolution, liquidation or winding up of the affairs of the Company, (x) whether company preferred securities of such series will be eligible for issuance in book entry form, and (xi) any other specific terms, preferences, rights, limitations or restrictions of such series.

TAXATION

United States Federal Income Tax

The following is a summary of the principal United States federal income tax considerations to Non-United States Holders (as defined below) of the purchase, ownership and disposition of the Trust Preferred Securities and Class B Company Preferred Securities. This summary addresses only the tax consequences to a beneficial owner of Trust Preferred Securities or Class B Company Preferred Securities that acquires the Trust Preferred Securities or Class B Company Preferred Securities at the initial issue price in this Offering, and that, for United States federal tax purposes, is a foreign corporation, an estate that is not subject to United States federal income tax on its income without regard to the source thereof, or a trust if no court within the United States is able to exercise primary supervision over the administration of the trust or no United States person has the authority to control all substantial decisions of the trust (a “Non-United States Holder”). It does not address issues that would be relevant to individuals or to persons holding Trust Preferred Securities or Class B Company Preferred Securities other than as “capital assets” (generally property held for investment). This summary is based upon the Internal Revenue Code of 1986, as amended (the “Code”), Treasury regulations, Internal Revenue Service (“IRS”) rulings and pronouncements and judicial decisions as of the date hereof, all of which are subject to change (possibly with retroactive effect) and to different interpretations.

PROSPECTIVE INVESTORS ARE ADVISED TO CONSULT WITH THEIR OWN TAX ADVISORS AS TO THE UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE TRUST PREFERRED SECURITIES AND CLASS B COMPANY PREFERRED SECURITIES, AS WELL AS THE EFFECT OF ANY STATE, LOCAL OR FOREIGN TAX LAWS, BASED UPON THEIR PARTICULAR CIRCUMSTANCES.

United States Federal Income Taxation

Under current law and assuming compliance with the terms of the Trust Agreement, the Trust will be treated as a grantor trust and not as an association taxable as a corporation for United States federal income tax purposes. As a result, the Trust itself will not be subject to United States federal income tax and each beneficial owner of Trust Preferred Securities will be considered the beneficial owner of a corresponding amount of Class B Company Preferred Securities held by the Trust. An exchange of Trust Preferred Securities for a corresponding amount of Class B Company Preferred Securities represented by the Trust Preferred Securities, or of Class B Company Preferred Securities for Trust Preferred Securities with a corresponding amount equal to the liquidation amount of such Trust Preferred Securities, will not be a taxable event.

Under current law and assuming compliance with the Company Agreement and Investment Policies, the Company will be treated as a partnership and not as an association (or a publicly traded partnership) taxable as a corporation for United States federal income tax purposes. Accordingly, the Company itself will not be subject to United States federal income tax and each holder will be allocated a distributive share of the items of income, gain, loss and deduction of the Company for each taxable year (or other period), regardless of whether distributions are made to the holder.

The Company intends to operate so that it will not be engaged in a trade or business within the United States for United States federal income tax purposes and to invest in securities the income from which will be exempt from United States federal withholding tax in most cases, assuming compliance with information reporting and certification requirements under applicable United States Federal income tax law. Accordingly, subject to the discussion below, a Non-United

States Holder will not be subject to United States federal income tax, or withholding tax, on any income in respect of Trust Preferred Securities or Class B Company Preferred Securities, or on gain realized by the Non-United States Holder on the sale or exchange of Trust Preferred Securities or Class B Company Preferred Securities, unless such income or gain is effectively connected with the conduct by the Non-United States Holder of a trade or business within the United States.

The Company expects to derive some interest income from sources within the United States. In order to avoid the imposition of a 30% United States federal withholding tax in respect of its allocable share of such income, a Non-United States Holder generally will be required to comply with the certification requirements under section 871(h) or 881(c) of the Code and the Treasury Regulations thereunder. Under these certification requirements, either (1) the Non-United States Holder must provide its name and address, and certify, under penalties of perjury, that such Non-United States Holder is not a United States person or (2) the Non-United States Holder must hold its Trust Preferred Securities or Class B Company Preferred Securities through certain intermediaries and both the Non-United States Holder and the relevant intermediary must satisfy the certification requirements in accordance with applicable Treasury regulations. The required certification generally is effective only with respect to payments of interest made after the Non-United States Holder's issuance of the certification in the calendar year of its issuance and the two immediately succeeding calendar years. The required certification may be made by a Non-United States Holder by delivering a properly completed IRS Form W-8BEN, or other applicable W-8 form, if such a form has not already been provided by the Non-United States Holder. In the absence of the required certification, a paying agent may deduct the 30% United States federal withholding tax from all distributions made to a Non-United States Holder, regardless of source, in the event that the paying agent is unable to adequately determine the amount of United States source income of the Company. In such case, the Non-United States Holder may apply to the IRS for a refund to the extent that the amount withheld exceeds the Non-United States Holder's actual United States federal income tax liability. No Additional Amounts will be payable in respect of any such taxes that are withheld for failure to comply with the certification requirements under United States federal income tax law.

Information Returns and Holder Certification

Prior to March 31 each year, the Company will furnish each beneficial owner of Class B Company Preferred Securities that are not represented by Trust Preferred Securities (or, if such Class B Company Preferred Securities are held by a nominee or custodian that does not comply with the requirements described in the next paragraph, such nominee or custodian) with a copy of the relevant Schedule K-1 to the Company's annual tax return on IRS Form 1065, setting forth such beneficial owner's allocable share of the Company's income for the prior calendar year. Copies of each Schedule K-1 will be provided to the IRS. The Company will not furnish beneficial owners of Trust Preferred Securities with Schedules K-1. The Trust will, however, report to the IRS the amount of interest and/or dividend income allocated each year to each beneficial owner of Trust Preferred Securities, in accordance with applicable law.

Any person who holds Class B Company Preferred Securities as a nominee for another person is required to disclose to the Company (a) the name, address and taxpayer identification number, if any, of the nominee and each person for whom it holds Class B Company Preferred Securities; (b) whether each person for whom it holds Class B Company Preferred Securities is (i) a person who is not a United States person (as defined in U.S. Treasury regulations), (ii) a foreign government, an international organization or any wholly owned agency or instrumentality of either of the foregoing, or (iii) a tax-exempt entity; (c) the amount and description of Class B Company Preferred Securities held, acquired or transferred each year for each person for whom it holds Class B Company Preferred Securities and (d) unless the Company has given the nominee a written authorization to omit such information, certain other information regarding Class B Company Preferred Securities that it holds as nominee, including the methods of acquisition and costs thereof and net proceeds from transfers. Brokers and financial institutions that hold Class B Company Preferred Securities may be required to furnish additional information about themselves and any

Class B Company Preferred Securities they may hold for their own accounts. Penalties may be imposed for failure to comply with these requirements. These requirements do not apply to nominee holders of Trust Preferred Securities.

Backup Withholding

In general, the United States backup withholding tax (which currently is imposed at a 28% rate) will not apply to payments in respect of the Trust Preferred Securities or Class B Company Preferred Securities that are made to a Non-United States Holder (absent actual knowledge or reason to know that such holder is a United States person). In some cases, however, Non-United States Holders may be required to provide certification of non-United States status in order to establish an exemption from the United States backup withholding tax. A Non-United States Holder may establish an exemption for this purpose by furnishing IRS Form W-8BEN (or other applicable IRS Form W-8) in the manner described above. Non-United States Holders of Trust Preferred Securities or Class B Company Preferred Securities should consult their tax advisors regarding the application of United States backup withholding tax requirements based upon their particular situations, including the availability of an exemption, and the procedure for obtaining such an exemption.

French Taxation

The following is a summary of the principal French tax considerations to holders for the purchase, ownership and disposition of the Trust Preferred Securities and Class B Company Preferred Securities. This summary addresses only the tax consequences to holders that acquire as beneficial owners Trust Preferred Securities pursuant to the Offering at the initial offering price. It does not address issues that would be relevant to individuals. This summary is based upon the French Tax Code (*Code Général des Impôts*), French tax administration pronouncements and French case law, all of which are subject to change (possibly with retroactive effect).

THIS SUMMARY IS NOT EXHAUSTIVE, AND PROSPECTIVE INVESTORS ARE ADVISED TO CONSULT WITH THEIR OWN TAX ADVISORS AS TO THE FRENCH TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF TRUST PREFERRED SECURITIES AND CLASS B COMPANY PREFERRED SECURITIES, AS WELL AS THE EFFECT OF ANY FOREIGN TAX LAWS.

Under current law, and assuming compliance with the Company Agreement and the Trust Agreement, neither the Company nor the Trust will be subject to French income tax. The Company and the Trust are not resident in France for French income tax purposes, and do not intend to carry on any business in France through a permanent establishment, a permanent representative, or a “complete business cycle” (*cycle commercial complet d’activités*) within the meaning of French case law.

Holders who are not otherwise subject to French income tax will not become subject to French corporate income tax solely as a result of holding Trust Preferred Securities or Class B Company Preferred Securities.

No French withholding tax is payable in respect of (i) dividend payments by the Company on the Class B Company Preferred Securities, and (ii) dividend payments by the Trust on the Trust Preferred Securities.

Generally, a holder of a Trust Preferred Security or Company Preferred Security will be subject to French corporate taxes on income from or gains on the exchange or disposition of the Trust Preferred Security or Company Preferred Security if: (i) the holder is, or is deemed to be, a resident of France, or (ii) the Trust Preferred Security or Company Preferred Security are held in connection with a permanent establishment the holder has in France.

Other holders will not be subject to French taxes on income from or gains on the disposition of Trust Preferred Securities or Class B Company Preferred Securities.

No stamp duty or transfer taxes should be due in France upon the sale of Trust Preferred Securities or Class B Company Preferred Securities by a holder - whether French or foreign – unless, potentially, if a document is executed in France.

European Union Directive on the Taxation of Savings Income

The ECOFIN Council of the European Union has adopted a Directive on taxation of savings income in the form of interest payments (Council Directive 2003/48/EC). Subject to a number of important conditions being met, with effect from 1 January 2005 Member States will be required to provide to the tax or other relevant authorities of another Member State details of payments of interest or other similar income paid by a person within its jurisdiction to an individual resident in that other Member State, subject to the right of certain Member States (namely, Luxembourg, Belgium, and Austria) to opt instead for a withholding tax system pursuant to the Directive for a transitional period in relation to such payments, with withholding tax rates rising over time to 35%. Luxembourg, Belgium, and Austria have indicated that they will exercise this option. Any withholding tax levied pursuant to the Directive may be in addition to any domestic withholding tax levied by Member States.

NOTICE TO PURCHASERS

This Offering Circular has been prepared by the Bank, the Trust and the Company for use by the Initial Purchasers in making offers and sales of the Trust Preferred Securities outside the United States to non-U.S. Persons in reliance on Regulation S under the Securities Act.

Each purchaser of the Trust Preferred Securities offered hereby will be deemed to have represented and agreed that such purchaser understands that the Trust Preferred Securities and the Class B Company Preferred Securities have not been registered under the Securities Act and may not be offered, sold or delivered in the United States or to, or for the account or benefit of, any U.S. Person, unless the Trust Preferred Securities and the Class B Company Preferred Securities are registered under the Securities Act, or an exemption from the registration requirements thereof is available. The Trust Preferred Securities will bear a legend to that effect, unless the Bank, the Trust and the Company determine otherwise in compliance with applicable law (terms used above that are defined in Regulation S are used above as therein defined).

THE TRUST PREFERRED SECURITIES WILL INITIALLY BE REPRESENTED BY A TEMPORARY GLOBAL CERTIFICATE EXCHANGEABLE FOR INTEREST IN A PERMANENT GLOBAL CERTIFICATE ON OR AFTER THE DATE WHICH IS 40 DAYS AFTER THE LATER OF THE DATE OF OFFERING OR CLOSING OF THE TRUST PREFERRED SECURITIES UPON CERTIFICATION OF NON-U.S. BENEFICIAL OWNERSHIP.

Any employee benefit plan subject to the fiduciary responsibility provisions of ERISA may not purchase either the Trust Preferred Securities or the Class B Company Preferred Securities.

Each purchaser of the Trust Preferred Securities offered hereby will be deemed to have represented, warranted and agreed that: (1) it has not offered or sold and, prior to the expiry of a period of six months from the Issue Date, will not offer or sell any Trust Preferred Securities to persons in the United Kingdom except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or otherwise in circumstances which have not resulted in and will not result in an offer to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995; (2) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the “FSMA”)) received by it in connection with the issue or sale of any Trust Preferred Securities in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and (3) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Trust Preferred Securities in, from or otherwise involving the United Kingdom.

Each purchaser of the Trust Preferred Securities offered hereby will be deemed to have represented and agreed that, in connection with the Offering, it has not offered or sold and will not offer or sell, directly or indirectly, the Trust Preferred Securities to the public in the Republic of France, and has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in the Republic of France, this Offering Circular or any other offering material relating to the Trust Preferred Securities, and that such offers, sales and distributions have been and shall only be made in the Republic of France to qualified investors (*investisseurs qualifiés*), all as defined in and in accordance with article L.411-1 and L.411-2 of the *Code monétaire et financier* and *décret* no. 98-880 dated October 1, 1998, as described under “Plan of Distribution”.

Each purchaser of the Trust Preferred Securities offered hereby will be deemed to have represented and agreed that it will comply with all applicable laws and regulations in force in any jurisdiction in which it purchases, offers or sells the Trust Preferred Securities or possesses or distributes this Offering Circular or any offering material and will obtain any consent, approval or permission required by it for the purchase, offer or sale by it of the Trust Preferred Securities under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers or sales.

PLAN OF DISTRIBUTION

Subject to the terms and conditions stated in the purchase agreement (the “Purchase Agreement”) dated the date hereof, each of the initial purchasers below (collectively, the “Initial Purchasers”) has jointly and severally agreed to purchase, and the Trust has agreed to sell to such Initial Purchasers, the aggregate liquidation amount of Trust Preferred Securities set forth opposite the name of such Initial Purchasers.

Initial Purchasers	Amount of Trust Preferred Securities (by liquidation amount)
Société Générale.....	€523,250,000
Merrill Lynch International.....	€65,000,000
Barclays Bank PLC.....	€32,500,000
Credit Suisse First Boston (Europe) Limited.....	€9,750,000
J.P. Morgan Securities Ltd.	€9,750,000
Lehman Brothers International (Europe).....	€9,750,000
TOTAL.....	€650,000,000

The Purchase Agreement provides that the obligations of the Initial Purchasers to purchase the Trust Preferred Securities are subject to approval of certain legal matters by counsel and to certain other conditions. The Initial Purchasers must purchase all the Trust Preferred Securities if they purchase any of them.

The purchase price for the Trust Preferred Securities will be the initial offering price on the cover page of this Offering Circular (the “Offering Price”). The Trust will pay the Initial Purchasers a commission of €10 for each €1,000 liquidation amount of Trust Preferred Securities. Each Initial Purchaser proposes to offer Trust Preferred Securities at the Offering Price only in offshore transactions in reliance on Regulation S. Each purchaser of Trust Preferred Securities offered hereby in making its purchase will be deemed to have made certain representations, warranties and agreements as set forth under “Notice to Investors”. The Offering Price and other selling terms may from time to time be varied by the Initial Purchasers.

The Company has not been registered under the 1940 Act. The Trust Preferred Securities and the Class B Company Preferred Securities have not been and will not be registered under the Securities Act, and may not be offered, sold, pledged or otherwise transferred except in a transaction pursuant to Regulation S, as described under “Notice to Investors”.

Accordingly, each Initial Purchaser has agreed that, except as permitted by the Purchase Agreement and set forth in the “Notice to Investors”, it will not offer or sell the Trust Preferred Securities within the United States or to, or for the account or benefit of, U.S. persons (i) as part of its distribution at any time or (ii) otherwise until 40 days after the later of the commencement of the offering and the closing date, and it will have sent to each dealer to which it sells Trust Preferred Securities during the 40-day restricted period a confirmation or other notice setting forth the restrictions on offers and sales of the Trust Preferred Securities within the United States or to, or for the account or benefit of, U.S. persons.

Each Initial Purchaser has represented, warranted and agreed that: (1) it has not offered or sold and, prior to the expiry of a period of six months from the Issue Date, will not offer or sell any Trust Preferred Securities to persons in the United Kingdom except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or otherwise in circumstances which have not resulted in and will not result in an offer to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995; (2) it has only communicated or caused to be

communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the “FSMA”)) received by it in connection with the issue or sale of any Trust Preferred Securities in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and (3) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Trust Preferred Securities in, from or otherwise involving the United Kingdom.

This Offering Circular is not being distributed in the context of a public offering in the Republic of France within the meaning of Article L. 411-1 of the French Monetary and Financial Code (*Code monétaire et financier*) and thus the Offering Circular has not been and will not be submitted to the *Commission des Opérations de Bourse* for approval in France. The Trust Preferred Securities may only be issued, offered or sold, directly or indirectly, in the Republic of France in accordance with Articles L. 411-1 and seq. of the *Code monétaire et financier*. Where an issue, offer or sale of the Trust Preferred Securities is effected as an exception to the public offer rules (*appel public à l'épargne*) in the Republic of France by way of an offer or sale to qualified investors (*investisseurs qualifiés*) all as defined in, and in accordance with, Articles L. 411-1 and seq. of the *Code monétaire et financier* and *décret* no. 98-880 dated October 1, 1998, such qualified investors must be informed that:

- (i) they can only invest in the Trust Preferred Securities for their own account;
- (ii) the direct or indirect offer or sale, to the public in the Republic of France, of the Trust Preferred Securities so purchased can only be made in compliance with all applicable laws and regulations and in accordance with Articles L. 411-1 and seq. of the *Code monétaire et financier*; and
- (iii) if the offer or sale is made to a restricted circle of investors comprising 100 or more of such investors, the latter must provide a certification as to their personal relationship from a professional or family standpoint, with a member of the management of the Issuer.

Each of the Initial Purchaser and the Issuer has represented and agreed in the Purchase Agreement that, in connection with the Offering, it has not offered or sold and will not offer or sell, directly or indirectly, the Trust Preferred Securities to the public in the Republic of France, and has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in the Republic of France, this Offering Circular or any other offering material relating to the Trust Preferred Securities, and that such offers, sales and distributions have been and shall only be made in the Republic of France to (i) qualified investors (*investisseurs qualifiés*), acting for their own account, all as defined in and in accordance with Articles L. 411-1 and seq. of the *Code monétaire et financier* and *décret* no. 98-880 dated October 1, 1998.

Each Initial Purchaser has agreed that it will comply with all applicable laws and regulations in force in any jurisdiction in which it purchases, offers or sells the Trust Preferred Securities or possesses or distributes this Offering Circular or any offering material and will obtain any consent, approval or permission required by it for the purchase, offer or sale by it of the Trust Preferred Securities under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers or sales and none of the Bank, the Company, the Trust or the Initial Purchasers shall have any responsibility therefor.

None of the Bank, the Company, the Trust or the Initial Purchasers represents that the Trust Preferred Securities may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder or assumes any responsibility for facilitating such sale.

The Trust Preferred Securities are a new issue of securities with no established trading market. Application has been made to list the Trust Preferred Securities on the Luxembourg

Stock Exchange. However, no assurance can be given that an active trading market will develop or as to the liquidity of the Trust Preferred Securities. The Bank and the Company have been advised by Société Générale that it currently intends to make a market in Trust Preferred Securities. However, Société Générale is not obligated to do so and any such market making activity will be subject to the limits imposed by applicable law and may be interrupted or discontinued at any time without notice. Accordingly, no assurance can be given as to the liquidity of or the trading market for the Trust Preferred Securities. See “Investment Considerations - No Prior Market for Trust Preferred Securities; Resale Restrictions”.

The Bank, the Company and the Trust have agreed to indemnify the Initial Purchasers and certain other persons against certain liabilities, including liabilities under the Securities Act and to contribute to payments that the Initial Purchasers may be required to make in respect of any of those liabilities.

Purchasers of Trust Preferred Securities may be required to pay stamp taxes and other charges in accordance with the laws and practices of the country of purchase in addition to the Offering Price.

In connection with the issue, Société Générale or any person acting on its behalf may over-allot or effect transactions, with a view to supporting the market price of the Trust Preferred Securities at a level higher than that, which might otherwise prevail for a limited period after the Issue Date. However, there may be no obligation on Société Générale or any person acting for it to do so. Such stabilizing, if commenced, may be discontinued at any time and must be brought to an end after a limited period.

The Initial Purchasers are acting for the Bank, the Company and the Trust in connection with the offering of the Trust Preferred Securities and no-one else and will not be responsible to anyone other than the Bank, the Company and the Trust for providing the protections afforded to clients of the Initial Purchasers nor for providing advice in relation to the offering.

VALIDITY OF SECURITIES

Shearman & Sterling LLP will pass upon the validity of the Class B Company Preferred Securities, the Trust Preferred Securities and the Subordinated Notes for the Bank, the Company, the Trust and the Initial Purchasers. Shearman & Sterling LLP will rely upon the opinion of Mr. G. Gardella, *Directeur des Affaires Juridiques* of the Bank, as to matters of French law and the opinion of Richards, Layton & Finger as to certain matters of Delaware law. Shearman & Sterling LLP will opine as to certain United States tax considerations. Mr. F. Barrier, *Directeur des Affaires Fiscales* of the Bank, will opine as to certain French tax considerations.

GENERAL INFORMATION

Listing

Application has been made to list the Trust Preferred Securities on the Luxembourg Stock Exchange. A legal notice (*Notice Légale*) relating to the issue of the Trust Preferred Securities, the Trust Agreement and the Company Agreement of the Company have been filed with the Luxembourg trade and company register (*Registre du commerce et des sociétés, Luxembourg*), where such documents are available for inspection and where copies of such documents will be obtainable upon request. For listing purposes, the Trust Preferred Securities will be considered as debt instruments and will appear under the heading “*emprunts ordinaires*”.

Clearing Systems

The Trust Preferred Securities have been accepted for clearance by Clearstream, Luxembourg and Euroclear. The Common Code for the Trust Preferred Securities is 017920758 and the International Security Identification Number (ISIN) for the Trust Preferred Securities is XS0179207583.

Authorization

The issue of the Trust Preferred Securities was authorized by the Trust on November 7, 2003. The issue of the Class B Company Preferred Securities was authorized by the Company on November 7, 2003.

Documents

Copies of the Company Agreement, the Trust Agreement and the Support Agreement will, so long as any Trust Preferred Securities are outstanding, be available for inspection during usual business hours at the specified office of the Paying Agent in Luxembourg.

A copy of the English translation of the *Statuts* of the Bank will be available for inspection so long as any Trust Preferred Securities are outstanding at the specified office of the Paying Agent in Luxembourg.

For so long as the Trust Preferred Securities are listed on the Luxembourg Stock Exchange, copies of the audited consolidated and non-consolidated annual financial statements and the unaudited consolidated interim financial statements of the Bank, will be available in the English language, free of charge, at the specified office of the Paying Agent in Luxembourg. Neither the Company nor the Trust publish financial statements.

No Material Adverse Change

Except as disclosed in this Offering Circular, there has been no adverse change in the financial position of the Trust, the Company or the Bank since December 31, 2002 or their respective dates of establishment (being October 17, 2003 and October 15, 2003) in the case of the Trust and the Company, which is material in the context of the issue of the Trust Preferred Securities.

Litigation

The Trust and the Company are not involved in any litigation, arbitration or administrative proceedings relating to claims or amounts which are material in the context of the issues of the Trust Preferred Securities and the Class B Company Preferred Securities to which the

Trust or the Company is a party, nor, to the best of the knowledge and belief of the Trust or the Company, are there any threatened litigation, arbitration or administrative proceedings relating to claims or amounts which are material in the context of the issues of the Trust Preferred Securities and the Class B Company Preferred Securities which would in either case jeopardize their ability to discharge their respective obligations in respect of the present issues of the Trust Preferred Securities and the Class B Company Preferred Securities.

At the present time, there are no extraordinary circumstances or disputes that are liable to materially affect the Group's results and financial position, and whose consequences, estimated at December 31, 2002, have not been taken into account in the Group's financial statements.

Adequate provision was set up at the closing of the 2002 Group's financial statement for the consequences of the notifications of tax adjustments which could affect until 31st December 2002 the results of both Société Générale and its subsidiaries included in the consolidated financial statements. Adequate provision was set up as well for the tax adjustments concerning VAT, which were notified in December 2002.

On 19th January, 2000, High Risk Opportunities Hub Fund Ltd. (HRO), a hedge fund in receivership, represented by its receivers, commenced a lawsuit against Société Générale (and another bank), before the Supreme Court of the State of New York asserting two claims for breach of contract relating to a series of non-deliverable USD/Russian ruble foreign exchange transactions. On one cause of action, which has been dismissed by the court and potentially could be appealed, HRO seeks consequential damages of at least \$1 billion. On the second cause of action, with respect to which both HRO and Société Générale have moved for summary judgment, HRO seeks compensatory damages of more than \$190 million. In April 2003, Société Générale and HRO entered into a settlement agreement that is subject to the approval of the Grand Court of the Cayman Islands, which is presiding over HRO's bankruptcy proceedings. In July 2003, the Grand Court refused to approve the settlement with the understanding that it would reconsider the propriety of the settlement if additional supporting evidence were subsequently presented. HRO has sought to appeal that ruling and simultaneously is gathering additional evidence in support of another application for approval of the settlement. The settlement agreement between Société Générale and HRO remains in effect while HRO pursues its appeal. Société Générale has established provisions for this matter.

On November 27, 2000, a lawsuit was filed against SG Cowen Securities Corporation (SG Cowen) before the United States Court for the District of Massachusetts by the New England Teamsters and Trucking Industry Pension Fund, alleging that SG Cowen breached its fiduciary duties owed to the Fund. In September 2003, the parties reached a settlement that will resolve the case. The full amount of the settlement will be paid for by SG Cowen's insurance carriers. The parties expect to finalize the settlement agreement in the near future, and once SG Cowen makes the payments due under the agreement, the case will be dismissed.

At the end of 2001 and in the early 2002, a number of Société Générale managers and executives and the company itself, were placed under investigation in relation to a money laundering case under investigation in Paris.

Like other banks working in France, Société Générale is implicated either because some checks drawn on Société Générale and considered by investigators as corresponding to money laundering transactions were paid by the bank or because they were presented by Société Générale for payment to other French banks, in its capacity as correspondent bank for some foreign banks.

The investigators contest the absence of systematic verification of checks processed, as they have done for other banks previously placed under investigation. However, no evidence suggests that a Société Générale employee or department was knowingly involved in money laundering.

Moreover, no civil action for damages has been brought against either Société Générale or its employees.

By an order dated 2 October 2003, the investigating magistrate decided to bring the case for trial. However, the Paris Prosecutor has filed an appeal against this order. Therefore, the court of appeal will rule on the existence of charges of money laundering against Société Générale sufficient to justify arraignment of Société Générale before the “tribunal correctionnel”.

The question of the duties of banks with respect to verifying checks concerns all banking institutions in France, as well as the regulatory authorities. At the request of the French Banking Federation, a new regulation was adopted on April 26, 2002 by the Banking and Financial Regulation Committee. This regulation now imposes diligence duties to the banks regarding checks to fight against money laundering and terrorism financing.

In January 2002, Société Générale was informed that Frank Gruttadauria (Gruttadauria), a former employee of SG Cowen’s retail brokerage business that was sold in October 2000, had defrauded numerous customers and misappropriated their assets at various firms that had employed him, including SG Cowen. Gruttadauria has been convicted and sentenced in federal court in Ohio to a seven-year term of imprisonment for his crimes. Numerous former customers of SG Cowen have commenced or threatened to commence lawsuits and arbitrations against Société Générale and SG Cowen arising out of Gruttadauria’s fraudulent conduct. Société Générale and SG Cowen have reached settlements with many former customers and are attempting to resolve the remaining disputes with their former customers, but many lawsuits and arbitrations filed by former customers are ongoing. SG Cowen has reimbursed former customers for the out-of-pocket losses they incurred resulting from Gruttadauria’s misconduct.

In August 2003 SG Cowen entered into consent orders with the New York Stock Exchange (“NYSE”) and the U.S. Securities and Exchange Commission (“SEC”), under which SG Cowen was charged with failure to supervise Gruttadauria during the 27-month period he was employed by SG Cowen, and violations of the federal securities laws arising out of SG Cowen’s failure to maintain accurate and complete books and records during the same time period. Pursuant to the orders, SG Cowen agreed, among other things: to a censure imposed by the SEC; to pay a total of \$5 million in fines to the NYSE and the SEC; to undertake a review of certain firm policies, procedures, practices, and supervisory systems; and to participate in an expedited arbitration procedure to resolve the claims of former customers who choose to take advantage of the procedure.

In September 2003, SG Cowen was informed by the county prosecutor of Cuyahoga County, Ohio that the prosecutor is conducting an investigation into the Frank Gruttadauria matter, and evaluating whether SG Cowen and others have violated Ohio state laws. SG Cowen is cooperating with the investigation. Société Générale has established provisions for the matters arising out of Gruttadauria’s fraudulent conduct.

SG Cowen is one of several defendants named in lawsuits arising out of the accounting fraud that caused the collapse of Lernout & Hauspie Speech Products, N.V. (“L&H”), a former client of SG Cowen. In one lawsuit pending in federal court in Boston, the former owners of Dragon Systems, Inc. allege that SG Cowen violated federal securities and state laws by making material misrepresentations to the plaintiffs while SG Cowen was advising L&H in connection with its acquisition of Dragon and published materially misleading research on L&H. Discovery is under way in that case. In another lawsuit pending in the same court, the Trustee of the Dictaphone Litigation Trust alleges that SG Cowen made material misrepresentations to Dictaphone while SG Cowen was a financial advisor to L&H on its acquisition of Dictaphone, and published materially misleading research on L&H, in violation of various federal and state laws. SG Cowen has not yet responded to the amended complaint filed in that lawsuit. In another L&H lawsuit pending in federal court in New Jersey, short-sellers of L&H stock allege that SG Cowen participated in a scheme to artificially inflate L&H’s stock price through allegedly false and misleading research reports

published by SG Cowen, in violation of federal securities laws and state laws. SG Cowen's motion to dismiss the complaint is pending. Société Générale has established reserves for these matters.

ERISA Considerations

No Trust Preferred Security or Class B Company Preferred Securities, if applicable, may be purchased or transferred to: (i) an "employee benefit plan" that is subject to the fiduciary responsibility provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), (ii) a "plan" within the meaning of Section 4975 of the Code, (iii) a person whose underlying assets include plan assets by reason of Department of Labor Regulation Section 2510.3-101 or otherwise, or (iv) a governmental plan that is subject to any federal, state or local law that is substantially similar to the provisions of Section 406 of ERISA or Section 4975 of the Code. Each Initial Purchaser, and each subsequent transferee of a Trust Preferred Security or Company Preferred Security by its purchase or acquisition of any such Trust Preferred Security or Company Preferred Security, is deemed to represent that it is not a plan.

Resale Restrictions

The Company has not been registered as an investment company under the 1940 Act and the Class B Company Preferred Securities and Trust Preferred Securities have not been registered under the Securities Act and may not be offered, sold, pledged or otherwise transferred except in off-shore transactions outside the United States in reliance on Regulation S as described under "Notice to Purchasers".

Governing Law

The Company Agreement, the Company Common Securities, the Class A Company Preferred Securities, the Class B Company Preferred Securities, the Trust Agreement and the Trust Preferred Securities will be governed by the laws of the State of Delaware, United States of America, without regard to any conflicts of laws principles thereof that would require the application of the laws of a jurisdiction other than the State of Delaware. The Support Agreement and the Subordinated Notes will be governed by the laws of the State of New York, United States of America, without regard to any conflicts of laws principles thereof that would require the application of the laws of a jurisdiction other than the State of New York.

GLOSSARY

"1940 Act" means the U.S. Investment Company Act of 1940, as amended.

"2002 Annual Report" means the 2002 Annual Report of the Bank.

"2003 Interim Report" means the 2003 Interim Report of the Bank.

"Actual/Actual (ISMA) Basis" means the actual number of days in the Calculation Period, from and including the date from which the dividend begin to accrue to but excluding the date on which such dividend falls due, divided by the number of days in the Calculation Period in which the relevant period falls (including the first such day but excluding the last day).

"Actual/360 Basis" means the actual number of days in the Calculation Period divided by 360.

"Additional Amounts" has the meaning set forth under "Description of the Class B Company Preferred Securities – Dividends – Additional Amounts".

"Administration Agreement" means the Administration Agreement between the Bank and the Company described under "The Company – Business and Strategy of the Company – Employees and Administration Agreement".

"Administrative Action" means any judicial decision, official administrative pronouncement, published or private ruling, regulatory procedure, notice or announcement (including any notice or announcement of intent to adopt such procedures or regulations) by any legislative body, court, governmental authority or regulatory body having appropriate jurisdiction.

"Applicable Banking Regulations" means at any time the capital adequacy regulations then in effect of the *Commission bancaire* or other regulatory authority in France (or if the Bank becomes domiciled in a jurisdiction other than France, such other jurisdiction) having primary bank supervisory authority with respect to the Bank.

"Bank" means Société Générale, a *société anonyme*, or limited liability banking corporation, organized under the laws of the Republic of France.

"Bank Ordinary Shares" has the meaning set forth under "Description of the Class B Company Preferred Securities – Dividends – Mandatory Dividends".

"Bank Parity Guarantees" has the meaning set forth under "Description of the Class B Company Preferred Securities – Dividends – Mandatory Dividends".

"Bank Parity Preferred Shares" has the meaning set forth under "Description of the Class B Company Preferred Securities – Dividends – Mandatory Dividends".

"Bank Parity Securities" has the meaning set forth under "Description of the Class B Company Preferred Securities – Dividends – Mandatory Dividends".

"Bankruptcy Event" means the occurrence of either of the following events: (i) the entering of a judgment initiating bankruptcy proceedings (*redressement judiciaire or liquidation judiciaire*) in respect of the Bank under French law, or (ii) the notification by the *Commission bancaire*, in its sole discretion, to the Bank and the Company that it has determined, in view of the

deteriorating financial condition of the Bank, that the foregoing clause (i) would apply in the near term.

"*Base Redemption Price*" has the meaning set forth under "Description of the Class B Company Preferred Securities – Redemption".

"*Board of Directors*" means the board of directors of the Company.

"*Business Day*" means a day (i) which is a TARGET Business Day and (ii) on which banks are open for business in New York, New York, U.S.A., Wilmington, Delaware, U.S.A., and in case of payments by the Luxembourg Paying Agent, Luxembourg.

"*Calculation Agent*" means Société Générale, acting through its New York Branch.

"*Calculation Period*" means a Dividend Period or Interest Period, as applicable.

"*Capital Deficiency Event*" means the occurrence of either of the following events: (i) a decline in the total risk-based capital ratio of the Bank and its consolidated subsidiaries and affiliates, calculated in accordance with the Applicable Banking Regulations, to below the minimum percentage required by the *Secrétariat général de la Commission bancaire* according to the Applicable Banking Regulations (currently 8.00%), or (ii) the notification by the *Secrétariat général de la Commission bancaire*, in its sole discretion, to the Bank and the Company that it has determined, in view of the deteriorating financial condition of the Bank, that the foregoing clause (i) would apply in the near term.

"*Capital Disqualification Event*" means the determination by the Bank after consultation with the *Secrétariat général de la Commission bancaire* that the Class B Company Preferred Securities cannot be included in calculating the Tier 1 capital of the Bank on a consolidated basis under Applicable Banking Regulations.

"*Clearstream, Luxembourg*" means Clearstream, Banking *société anonyme*, Luxembourg or its successor.

"*Code*" means the Internal Revenue Code of 1986, as amended.

"*Commission bancaire*" means the French banking commission or any successor that administers the Applicable Banking Regulations.

"*Common Depositary*" means the common depositary for Euroclear and Clearstream, Luxembourg, which initially will be SGBT.

"*Common Nominee*" means the common nominee for Euroclear and Clearstream, Luxembourg, which initially will be SGBT.

"*Company*" means SG Preferred Capital III, L.L.C., a Delaware limited liability company.

"*Company Agreement*" means the Amended and Restated Limited Liability Company Agreement of SG Preferred Capital III, L.L.C., as amended and restated as of the Issue Date.

"*Company Common Securities*" means the common limited liability company interests in the Company.

"*Company Parity Preferred Securities*" has the meaning set forth under "Description of Member Interests of the Company – Company Parity Preferred Securities".

"Class A Company Preferred Securities" has the meaning set forth under "Description of Member Interest of the Company – Class A Company Preferred Securities".

"Class B Company Preferred Securities" means the 5.419% Noncumulative Class B Company Preferred Securities, liquidation preference €1,000 per security and aggregate liquidation preference €650,000,000 offered by the Company.

"Definitive Dividends" means, as to a Dividend Payment Date and related Dividend Period, dividends that are due and payable because such dividends are with respect to a Mandatory Dividend Payment Amount or no dividend limitation notice was delivered.

"Delaware Limited Liability Company Act" means the Delaware Limited Liability Company Act, 6 Del. C. § 18-101, *et seq.*, as amended from time to time.

"Delaware Statutory Trust Act" means the Delaware Statutory Trust Act, 12 Del. C. § 3801, *et seq.*, as amended from time to time.

"Determination Date" for a Dividend Period or Interest Period (as applicable) means two TARGET Business Days immediately preceding the first day of such Dividend Period or Interest Period (as applicable).

"Discretionary Dividend" has the meaning set forth under "Description of the Class B Company Preferred Securities – Dividends – Mandatory Dividends".

"Dividend Limitation Notice" has the meaning set forth under "Description of the Class B Company Preferred Securities – Dividends – Dividend Limitation Notice".

"Dividend Payment Date" means each November 10 commencing November 10, 2004 and ending November 10, 2013 and thereafter, each February 10, May 10, August 10 and November 10 (or, if any such day is not a Business Day, the next following Business Day).

"Dividend Period" means the period from and including a Dividend Payment Date (or the Issue Date) to but not including the next following Dividend Payment Date.

"dividends" means, when used with respect to Class B Company Preferred Securities, distributions on the Class B Company Preferred Securities described under "Description of the Class B Company Preferred Securities – Dividends" and includes, as to any Dividend Payment Date, Additional Amounts calculated as though full dividends were paid on the Class B Company Preferred Securities.

"Eligible Investments" has the meaning set forth under "The Company – Business and Strategy of the Company – Investment Policies".

"EURIBOR" has the meaning set forth under "Description of Class B Company Preferred Securities – Dividends".

"ERISA" means the U.S. Employee Retirement Income Security Act of 1974, as amended.

"Euroclear" means the Euroclear Bank S.A./N.V., as operator of the Euroclear System, or its successor.

"Exchange Date" has the meaning set forth under "Description of the Trust Preferred Securities – Denomination, Form and Exchange".

"Failure of Payment" or *"Failure"* means, when used with respect to the Subordinated Notes, the failure of the Bank to make a payment when due of an instalment of interest on the Subordinated Notes or repay principal on a winding up or otherwise of the Bank.

"First Call Date" means the Dividend Payment Date occurring on November 10, 2013.

"Group" means the Bank and its consolidated subsidiaries and affiliates.

"Glossary" means this list of definitions in certain terms used in this Offering Circular.

"Independent Director" has the meaning set forth under "The Company – Management of the Company – Independent Directors".

"Initial Purchasers" has the meaning set forth under "Plan of Distribution".

"Interest Payment Date" has the meaning set forth under "Description of the Subordinated Notes – General".

"Interest Period" has the meaning set forth under "Description of the Subordinated Notes – General".

"Investment Company Act Event" means the receipt by the Company of an opinion of a nationally recognized law firm in the United States experienced in such matters to the effect that there is more than an insubstantial risk that the Company or the Trust is or will be an "investment company" within the meaning of the 1940 Act.

"Investment Policies" means the Company's initial investment policies established pursuant to the Company Agreement.

"IRS" means the U.S. Internal Revenue Service.

"Issue" means the issue by the Trust of the Trust Preferred Securities and the related issuance to the Trust by the Company of its Class B Company Preferred Securities.

"Issue Date" means the date of first issuance of the Class B Company Preferred Securities and the Trust Preferred Securities, expected to be on or about November 10, 2003.

"Issue Price" means the initial purchase price of the Trust Preferred Securities as set forth on the cover page of this Offering Circular.

"liquidation amount" means the liquidation amount of each of the Trust Preferred Securities (*i.e.*, €1,000).

"Liquidation Claim Amount" has the meaning set forth under "Description of the Class B Company Preferred Securities – Ranking – Liquidation Preference" and "Description of the Support Agreement – Claim in Liquidation of the Bank".

"liquidation preference" means the liquidation amount of each of the Class B Company Preferred Securities (*i.e.*, €1,000).

"Make-Whole Amount" has the meaning set forth under "Description of the Class B Company Preferred Securities – Redemption".

"Mandatory Dividend Payment Amount" has the meaning set forth in "Description of the Class B Company Preferred Securities – Dividends – Mandatory Dividends".

"Mandatory Dividend Payment Date" has the meaning set forth in "Description of the Class B Company Preferred Securities – Dividends – Mandatory Dividends".

"Non-U.S. Holder" or *"Non-United States Holder"* means a beneficial owner of Trust Preferred Securities or Class B Company Preferred Securities that, for United States federal income tax purposes, is a foreign corporation, an estate that is not subject to United States federal income tax on its income without regard to the source thereof, or a trust if no court within the United States is able to exercise primary supervision over the administration of the trust or no United States person has the authority to control all substantial decisions of the trust.

"Nondefinitive Dividends" means, as to a Dividend Payment Date and related Dividend Period, the portion of any such dividends that are not due and payable because a Dividend Limitation Notice was delivered.

"Notional Dividend Amount" has the meaning set forth under "Description of the Class B Company Preferred Securities – Dividends – Mandatory Dividends".

"Offering" means the offering by the Trust of the Trust Preferred Securities and the related issuance by the Company, to the Trust and to the Bank, respectively, of its Class B Company Preferred Securities, Class A Company Preferred Securities and Company Common Securities.

"Offering Circular" means this Offering Circular, as the same may be supplemented or amended.

"Offering Price" means the initial purchase price of the Trust Preferred Securities as set forth on the cover page of this Offering Circular.

"Paying Agency Agreement" means the Paying Agency Agreement entered into among the Trust, the Company and the Paying Agent.

"Paying Agent" means the paying agent with respect to the Trust Preferred Securities and the Class B Company Preferred Securities, which will initially be SGBT.

"Purchase Agreement" means the purchase agreement by and among the Company, the Bank, the Trust and the Initial Purchasers.

"Quotation Agent" has the meaning set forth in "Description of the Class B Company Preferred Securities – Redemption".

"Redemption Payments" means as relevant the Base Redemption Price or the Make-Whole Amount received by the Trust on the Class B Company Preferred Securities.

"Registrar" means the registrar with respect to the Trust Preferred Securities and the Class B Company Preferred Securities, which will initially be Wachovia Trust Company, National Association.

"Registrar and Transfer Agency Agreement" means the Registrar and Transfer Agency Agreement entered into among the Trust, Registrar and Transfer Agent.

"Regulation S" means Regulation S under the Securities Act.

"Relevant Jurisdiction" has the meaning set forth under "Description of the Class B Company Preferred Securities – Dividends – Additional Amounts".

"Relevant Tax" has the meaning set forth under "Description of the Class B Company Preferred Securities – Dividends – Additional Amounts".

"Securities" means the Trust Preferred Securities, the Class B Company Preferred Securities and the Subordinated Notes.

"Securities Act" means the U.S. Securities Act of 1933, as amended.

"Senior Indebtedness of the Bank" has the meaning set forth in "Description of the Support Agreement – Ranking of Bank's Payment Obligations".

"SGBT" means Société Générale Bank & Trust S.A., a *société anonyme*, or limited liability banking corporation organized under the laws of the Grand-Duchy of Luxembourg.

"Subordinated Note Make Whole Amount" has the meaning set forth in "Description of the Subordinated Notes – Redemption".

"Subordinated Notes" means the Subordinated Notes issued by the Bank as described under "Description of the Subordinated Notes".

"Support Agreement" means the Support Agreement between the Bank acting through its New York Branch and the Company, expected to be entered into on the Issue Date, in which the Bank will make certain agreements in favor of the Company, including those described under "Description of the Support Agreement – Support of Dividends" and "Description of the Support Agreement – Other Provisions".

"TARGET Business Day" means a day on which TARGET (the Trans-European Automated Real-time Gross settlement Express Transfer) System is open for business.

"Tax Event" means the receipt by the Bank of an opinion of a nationally recognized law firm or other tax advisor (which may be an accounting firm) in France or the United States, as appropriate, experienced in such matters to the effect that, as a result of (i) any amendment to, clarification of, or change (including any announced prospective change) in, the laws or treaties (or any regulations thereunder) of the United States or France or any political subdivision or taxing authority thereof or therein affecting taxation, (ii) any Administrative Action or (iii) any amendment to, clarification of, or change in the official position or the interpretation of any Administrative Action or any interpretation or pronouncement that provides for a position with respect to any Administrative Action that differs from the theretofore generally accepted position, in each case, by any regulatory body, irrespective of the manner in which such amendment, clarification, change, interpretation or pronouncement is made known, which amendment, clarification, change or Administrative Action is effective or which interpretation pronouncement or decision is announced on or after the date of issuance of the Class B Company Preferred Securities, there is more than an insubstantial risk that (A) the Company or the Trust is or will be subject to more than a *de minimis* amount of additional taxes, duties or other governmental charges, (B) the Bank is or will be required to pay more than a *de minimis* additional amount in respect of any taxes, duties or other governmental charges with respect to payments of interest on the Subordinated Notes or (C) the Company is or will be required to pay any additional amounts in respect of any taxes, duties or other governmental charges with respect to payments of dividends on the Class B Company Preferred Securities.

"Third Party Debt Securities" means U.S. Government securities (as defined under the 1940 Act), and other OECD Government securities so long as such assets will not require the Company to be registered as an investment company under the 1940 Act.

"Transfer Agent" means the transfer agent with respect to the Trust Preferred Securities and the Class B Company Preferred Securities, which will initially be Wachovia Trust Company, National Association.

"Treasury Regulations" means the income tax regulations promulgated under the Code.

"Trust" means SG Capital Trust III, a Delaware statutory trust.

"Trust Agreement" means the Amended and Restated Trust Agreement to be entered into between the Company, as grantor, and the Trustee, as amended and restated as of the date of issuance of Trust Preferred Securities.

"Trust Preferred Securities" means the 5.419% Noncumulative Trust Preferred Securities, liquidation amount €1,000 per security and aggregate liquidation amount €650,000,000, offered by the Trust, representing an equal amount of Noncumulative Class B Company Preferred Securities.

"Trustee" means Wachovia Trust Company, National Association, or its successor as trustee under the Trust Agreement.

"Underlying Security" has the meaning assigned to such term under "Description of the Class B Company Preferred Securities – Dividends – Mandatory Dividends".

"United States" means the United States of America, its territories and possessions, any state of the United States, and the District of Columbia.

"U.S. Holder" means a beneficial owner of Trust Preferred Securities or Class B Company Preferred Securities that, for United States federal income tax purposes, is (i) an individual citizen or resident of the United States, (ii) a corporation organized in or under the laws of the United States or any state thereof or the District of Columbia, (iii) an estate the income of which is subject to United States federal income tax regardless of source or (iv) a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust.

"U.S. Person" means, unless otherwise specified, (i) any natural person resident in the United States, (ii) any company or corporation organized or incorporated under the laws of the United States, (iii) any estate of which any executor or administrator is a U.S. person, (iv) any trust of which any trustee is a U.S. person, (v) any agency or branch of a foreign entity located in the United States, (vi) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person, (vii) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States and (viii) any company or corporation if: (A) organized or incorporated under the laws of any foreign jurisdiction; and (B) formed by a U.S. person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the Securities Act) who are not natural persons, estates or trusts.

"Wilmington Business Day" means a day on which the banks are open for business in Wilmington, Delaware, United States.

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