



## 90% Protected S&P 500 Note

August 9<sup>th</sup>, 2010

SPX Index / 5-YEAR

**SGA Société Générale Acceptance N.V.**

These terms and conditions are indicative and may change with market fluctuations. All investors acknowledge that they are sophisticated investors and that they are purchasing the Euro Medium Term Note on a private placement basis. Investors are deemed to be aware of any applicable law regarding the sale of the Euro Medium Term Note in their country of residence. SG assumes no fiduciary responsibility or liability for any consequences financial or otherwise arising from the subscription or acquisition of this instrument. Investors should make their own appraisal of the risks and should consult their own legal, financial, tax, accounting and other professional advisors in this respect prior to any subscription or acquisition.



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## Indicative Terms & Conditions as of August 9<sup>th</sup>, 2010

<b>Name</b>	90% Protected S&P 500 Notes (the "Notes")	
<b>Type</b>	Euro Medium Term Notes	
<b>ISIN / Common Code</b>	[TBD]	
<b>Issuer</b>	SGA Société Générale Acceptance N.V. ("SGA")	
<b>Issuer Guarantor</b>	Société Générale ("SG"), SG is rated A+ by Standard and Poor's Rating Services / Aa2 by Moody's Investor Services Inc. The guarantee provided by the Guarantor relates only to payments due under the Notes. Neither the Guarantor nor any other party is guaranteeing a return of principal or any payments with respect to secondary market transactions.	
<b>Denomination Currency</b>	US Dollar ("USD")	
<b>Issue Size</b>	USD [TBD]	
<b>Denomination</b>	USD [TBD]	
<b>Issue Price</b>	100%	
<b>Trade Date</b>	August 13 <sup>th</sup> , 2010	
<b>Strike Date ("SD")</b>	August 13 <sup>th</sup> , 2010 (Trade Date)	
<b>Issue Date</b>	August 25 <sup>th</sup> , 2010 (Trade Date + 8 Business Days)	
<b>Valuation Date</b>	August 25 <sup>th</sup> , 2015	
<b>Maturity Date</b>	September 1 <sup>st</sup> , 2015 (Valuation Date + 5 Business Days)	
<b>Underlying Index</b>	S&P 500® (Bloomberg Code: SPX <Index> )	
<b>Initial Index Level</b>	The closing price of Underlying Index on the Strike Date [TBD]	
<b>Settlement</b>	Clearstream / Euroclear	
<b>Calculation Agent</b>	Société Générale	
<b>Secondary Market</b>	SG intends to maintain a secondary market from Issue Date up to the Maturity Date of the Notes. Quotes will be published on Bloomberg<SGNY>, Reuters<SGENY0> and the Internet with a maximum bid-offer spread of 1.0%. The Secondary Market is subject to certain conditions, please see the complete Offering Memorandum for details.	
<b>Averaging Date(k) with k from 1 to 12</b>	Averaging Date(1): September 25 <sup>th</sup> , 2014	Averaging Date(7): March 25 <sup>th</sup> , 2015
	Averaging Date(2): October 27 <sup>th</sup> , 2014	Averaging Date(8): April 27 <sup>th</sup> , 2015
	Averaging Date(3): November 25 <sup>th</sup> , 2014	Averaging Date(9): May 26 <sup>th</sup> , 2015
	Averaging Date(4): December 29 <sup>th</sup> , 2014	Averaging Date(10): June 25 <sup>th</sup> , 2015
	Averaging Date(5): January 26 <sup>th</sup> , 2015	Averaging Date(11): July 27 <sup>th</sup> , 2015
	Averaging Date(6): February 25 <sup>th</sup> , 2015	Averaging Date(12): August 25 <sup>th</sup> , 2015
<b>Final Index Level</b>	It is equal to the arithmetic average of the closing levels of the Index on each of the 12 Averaging Dates (k). $\text{Final Index Level} = \frac{1}{12} \sum_{k=1}^{12} \text{Index Closing Levels on Averaging Dates (k)}$	
<b>Index Performance</b>	The performance of Underlying Index from the Strike Date to the Valuation Date, expressed as a percentage, and calculated as the quotient of (a) the Final Index Level minus the Initial Index Level divided by (b) the Initial Index Level.  $\text{Index Performance} = (\text{Final Index Level} - \text{Initial Index Level}) / \text{Initial Index Level}$	

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<b>Participation Rate</b>	100%
<b>Cap</b>	51%
<b>Redemption at Maturity</b>	On Maturity Date, each holder of the Note is entitled to receive per Note:  Denomination x [90% + MAX (0% ; Participation Rate x MIN(Index Performance, Cap))]
<b>TEFRA Rules</b>	TEFRA D
<b>Selling Restrictions</b>	Regulation S – Category 2

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**Important information**

The terms and conditions are indicative and may change with market fluctuations.

Prior to any investment in the product described herein, investors should make their own appraisal of the risks from a legal, tax and accounting perspective, without relying exclusively on the information with which they were provided, by consulting, if they deem it necessary, their own advisors in these matters or any other professional advisors. Subject to compliance with legal and regulatory requirements, Société Générale may not be held responsible for the financial or other consequences that may arise from the investment in this product.

This product may be subject to restrictions with regard to certain persons or in certain countries under national regulations applicable to such persons or in said countries. It is each investor's responsibility to ascertain that it is authorised to invest in this product. By investing in this product, each investor certifies that it is duly authorised to do so.

For the products benefiting from a guarantee by Société Générale or by any other entity of Société Générale group (hereinafter referred to as the "Guarantor"), the due and punctual payment by the principal debtor of the obligation of any sums due in respect of these products is guaranteed by the Guarantor according to the terms and subject to the conditions set forth in a guarantee available from the Guarantor's office on request. Consequently, the investor bears a credit risk on the Guarantor.

Insofar as payments are due by Société Générale (or any successor) in its capacity as counterparty, debt issuer, depositary bank or guarantor, investors are exposed to a credit risk on Société Générale (or such successor). In the case where payments are due, for any reason, by an entity other than Société Générale and Société Générale does not act as guarantor, investors are exposed to a credit risk on such entity. In the specific cases of credit derivative transactions and credit linked notes, investors will also be exposed to the credit risk on the reference entity(ies).

For products whose payment or redemption formula include a protection or a guarantee of the capital, such protection or guarantee of the capital is only assured on maturity date. Thus, the price of such products can, during the course of their life, be lower than the level of this protection or guarantee of the capital. Furthermore, the attention of investors is drawn to the fact that this protection or guarantee of the capital implies that Société Générale and/or any of its subsidiaries enters into hedging transactions, the unwinding of which, in the event of a repurchase or redemption of such products before the maturity date, can have an impact on the liquidity of such products and have an effect on the market price of such products (in particular, on the "bid offer" spread that Société Générale may propose from time to time, under normal market conditions, for the repurchase of such products). Société Générale and/or its subsidiaries cannot assume any responsibility for such consequences and for their impact on the investment.

If, for a given product, the protection or the guarantee of the capital at its maturity date depends on certain market conditions being met, such as, for example, conditions relating to the performance of the underlying, investors should be aware that such protection or guarantee of the capital shall only apply on the maturity date, if such market conditions are met in accordance with terms and conditions of the product. In a worst case scenario, investors could sustain an entire loss of their investment.

For products which are not capital guaranteed, the redemption value of such products may be inferior to the amount initially invested. In a worst case scenario, investors could sustain an entire loss of their investment.

Certain products offered by Société Générale may include embedded leverage. As a result, the value of such products is likely to reflect, in an enhanced way, the variation of the value of the underlying(s).

The attention of investors is drawn to the fact that, until the maturity date of the product, the price of the product can be subject to an important volatility due to the evolution of market parameters, including the price of the underlying instrument(s) and the interest rates. Investors should be aware that in certain circumstances, the price of the product may be substantially less than the amount initially invested.

The fluctuations in the marked-to-market value of certain products may oblige the investor to make provisions or resell in whole or in part these products before maturity, in order to enable the investor to comply with its contractual or regulatory obligations. As a consequence, the investor may have to liquidate these products under unfavourable market conditions. This risk will be even higher if these products include a leverage.

For certain products, there is no liquid market on which such products can be easily traded, and this may have a material adverse effect on the price at which such products might be sold. Although there is no undertaking from Société Générale to buy back such products or propose prices during the life of such products, Société Générale may contractually commit to do so under normal market conditions. In such a case, the execution of this commitment shall depend on the liquidity conditions of the underlying and the price of such products will include the hedging and/ or unwinding costs generated by such a buy back for Société Générale. Those costs will highly depend on market conditions at such time.

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The documents relating to this product will provide for methods of adjustment or substitution in order to take into account the consequences on this product of extraordinary events which may affect one or several of the underlying instruments on which it is based or, as the case may be, the early termination of this product.

When simulated performance or past performance are displayed, the figures relating thereto refer to past periods and are not a reliable indicator of future results. When future performance is displayed, the figures relating to future performance are a forecast which is not a reliable indicator of future results. Furthermore, where past performance or simulated past performance rely on figures denominated in a currency other than that of the country of residence of an investor, the return for such investor may increase or decrease as a result of currency fluctuations. Finally, when simulated performance or performance (whether past or future) are displayed, the potential return may also be reduced by the effect of commissions, fees or other charges.

The underlyings of certain products are not authorized to be marketed in the country of residence of the investor. The attention of investors is drawn to the fact that the subscription or the purchase of these products **IN NO WAY CONSTITUTES AN OFFER TO SUBSCRIBE TO THE UNDERLYING PRODUCT THAT MAY NOT BE AUTHORISED TO BE MARKETED IN THE COUNTRY OF RESIDENCE OF THE INVESTOR.**

The product may not be offered to the public in countries that are not listed in the “public offering” section of this document. Any investor in the product is therefore invited to refer to that section in order to determine whether the product may be offered to the public in the country where he is located.

If France is not indicated in the “public offering” section of this document, the product shall not be allowed to be offered to the public in France. As a consequence, no prospectus will be approved by the Autorité des Marchés Financiers for the product. The persons or entities listed in article L. 411-2 II 2° of the French financial monetary and financial code (the “Code”) will only be able to invest in the product for their own account in France in compliance with the provisions of articles D. 411-1, D. 411-2, D. 734-1, D. 744-1, D. 754-1 and D. 764-1 of the Code; the direct or indirect offer or sale to the public in France of the product will only be able to be made in compliance with the provisions of articles L. 411-1, L. 411-2, L. 412-1 and L. 621-8 to L. 621-8-3 of the Code.

For any country of the European Economic Area not indicated in the “public offering” section of this document, no prospectus has been approved in that country by the local regulator and the product may not be distributed in that country by way of an offer of securities to the public, as defined in Article 2.1 (d) of the directive 2003/71 (the “Directive”), save in those circumstances (commonly called “private placement”) set out in Article 3.2 of the Directive.

For any country outside of the European Economic Area not indicated in the “public offering” section of this document, no prospectus has been approved in that country by the local regulator and the product can not be distributed in that country by way of an offer of securities to the public.

If, under the Markets in Financial Instruments Directive (MiFID) 2004/39/CE and/or any other laws and regulations, any person (the “Interested Party”) is required to disclose to prospective investors in the product any remuneration that Société Générale pays to, or receives from, such Interested Party in respect of the product, the Interested Party shall be responsible for compliance with such laws and regulations.

The accuracy, completeness or relevance of the information which has been drawn from external sources is not guaranteed although it is drawn from sources believed to be reliable. Société Générale shall not assume any liability in this respect.

Any capitalized term not otherwise defined herein shall have the meaning assigned to such term in the prospectus.

The redemption value of the product described herein may be inferior to the amount initially invested. In a worst case scenario, investors could sustain the loss of their entire investment.

This document does not constitute an offer for sale of securities in the United States and the product will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The product can be neither offered nor transferred in the United States without being registered or being exempted from registration under the Securities Act. The product is offered only outside the United States in compliance with Regulation S promulgated under the Securities Act ( “Regulation S”) to a selected group of investors only in “Offshore Transactions” with “Non-U.S. Persons” (each as defined in Regulation S). The product may be reoffered and sold only to “Non-U.S. Persons” in “Offshore Transactions” pursuant to the resale provisions of Regulation S. No person is obligated or intends to register the product under the Securities Act or any state securities laws in the United States.

#### **RISK DISCLOSURES**

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Société Générale does not act as guarantor, investors are exposed to a credit risk on such entity. In the specific case of credit derivative transactions and credit linked notes, investors will also be exposed to the credit risk on the reference entity(ies).

The price of the product described herein can, during the course of its life, be lower than this protection or guarantee of the capital, the latter being solely applicable on the maturity date. Furthermore, this protection or guarantee of the capital implies that Société Générale and/or any of its subsidiaries enters into hedging transactions, the unwinding of which, in the event of a repurchase or redemption of the product described herein before the maturity date, can have an impact on the liquidity of this product and have an effect on the market price of this product (in particular, on the "bid offer" spread that Société Générale may propose from time to time, under normal market conditions, for the repurchase of this product). Société Générale and/or its subsidiaries cannot assume any responsibility for such consequences and for their impact on the investment.

**Index Disclaimer**

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