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U.S. RESOLUTION PLAN 2013



Section 1: PUBLIC SECTION

1.1 Summary of U.S. Resolution Plan

A. Introduction

Societe Generale (SG) has developed a U.S. Resolution Plan as required by the final rule (Final Rule) issued pursuant to Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act). The Final Rule provides that a foreign banking organization that has \$50 billion or more in total consolidated assets, such as SG, is a “covered company” subject to the resolution plan requirements set forth in the Final Rule. A covered company, on an annual basis, must submit a resolution plan that provides for the covered company’s rapid and orderly resolution (as such term is defined in the Final Rule) in the event of the covered company’s material financial distress (as such term is defined in the Final Rule) or failure.

SG is one of the leading financial services groups in Europe. With its diversified universal banking model, SG combines financial solidity and a sustainable growth strategy with the ambition of being a relationship-focused bank with strong customer-driven relationships, a leader in its markets, and recognized for the quality and the commitment of its teams. SG has over 154,000 employees across 76 countries, who serve more than 32 million customers across the globe. SG conducts business globally through a number of business lines, including the Corporate and Investment Banking division (SGCIB), which operates through a network of branches complemented with subsidiaries in certain countries, and the Global Investment Management and Services division (GIMS).¹ The booking of certain SGCIB transactions, especially derivatives, is centralized in Paris.

SG’s operations in the U.S. are conducted largely within the SGCIB and GIMS business lines and through the following legal entities: SG’s New York Branch (SGNY); SG’s U.S. broker-dealer subsidiary, SG Americas Securities, LLC (SGAS); and Newedge USA, LLC (NUSA), a registered broker dealer, swap dealer and futures commission merchant in which SG holds a 50% ownership interest.² These entities employ approximately 2,700 employees.

¹ Effective September 2, 2013, SG merged its SGCIB and GIMS business lines into a new business line, Global Banking & Investor Solutions.

² On November 7, 2013, SG announced that it has entered into exclusive negotiations with Crédit Agricole Corporate & Investment Bank S.A. (CACIB) to acquire the additional 50% stake in Newedge Group S.A. (Newedge), which would bring its shareholding to 100%. The announced transaction is subject to reaching final agreement between the parties, the authorization of the relevant regulatory bodies and the consultation of the French workers councils.

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B. Material Entities

The Final Rule defines a material entity as “a subsidiary or foreign office of the covered company that is significant to the activities of a critical operation or core business line.” Consistent with this definition, SG designated the following material entities, three of which are operating entities engaged in external, client-facing businesses and one of which, SG Americas Operational Services, Inc. (SGAOS), provides operational infrastructure support:

Figure 1: Material Entities

Material Operating Entity	Entity Description
SGNY	New York Branch of SG The New York branch of SG is licensed by the New York Department of Financial Services (NYDFS). SG is a registered swap dealer, and SGNY is a swap firm and guaranteed introducing broker registered with the National Futures Association (NFA). Its primary activities are deposit raising, lending, foreign exchange, commodities and management of SG’s U.S. dollar (USD) funding position.
SGAS	Broker-Dealer and Primary Dealer SGAS is a Delaware limited liability company with its headquarters in New York. SGAS is a registered securities broker-dealer with the SEC, as well as a swap firm, introducing broker and commodity trading advisor registered with the NFA. Primary activities include SG’s U.S. Primary Dealer business and all U.S. cash equities and listed business activities. Clients include money managers, insurance companies, pension funds, hedge funds, depository institutions, corporations, trust banks, money market and mutual funds, and central banks.
NUSA	FCM, Swap Dealer and Broker-Dealer NUSA is a Delaware limited liability company with its headquarters in Chicago, IL. NUSA is a registered broker-dealer, swap dealer and futures commission merchant (FCM). NUSA is a 100% subsidiary of Newedge, which was formed on January 2, 2008 by a merger of Fimat Internationale Bank and Calyon Financial SNC and is a 50/50 joint venture between SG and CACIB. NUSA acts as an executing and clearing broker across a wide variety of asset classes, including futures, options on futures, currencies, cleared swaps, securities (including stocks, options and fixed income products) and as principal counterparty on over-the-counter (OTC) derivatives for currencies and commodities. NUSA is primarily self-clearing with respect to securities, cleared swaps and futures activities.
Material Service Entity	Entity Description
SGAOS	Support Services Company SGAOS is a Delaware company with its headquarters in Jersey City, NJ. SGAOS is a service company with no banking operations. It employs most of the staff that provides accounting and finance, human resources, information technology, and operations services to SG’s U.S. activities, primarily SGNY and SGAS.

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C. Core Business Lines

The Final Rule defines core business lines as “those business lines of the covered company, including associated operations, services, functions and support, that, in the view of the covered company, upon failure would result in a material loss of revenue, profit, or franchise value.” SG has identified the following core business lines, based on U.S. activity, consistent with this requirement:

Figure 2: Core Business Lines

Core Business Line	Description
Fixed Income and Currencies (FIC AMER)	FIC AMER offers a wide range of flow and derivative products. It provides SG’s large institutional investor, bank, broker-dealer and institutional hedge fund clients with personalized solutions to meet asset and liability management, risk management and revenue optimization needs. It also is designated as, and acts as, a U.S. Primary Dealer.
Global Equity Flow (GEF AMER)	GEF AMER provides SG’s large institutional investor, bank, broker-dealer and institutional hedge fund clients with cash and derivative equity execution across a wide range of products. It supports this activity by providing research and market intelligence for pre-trade, portfolio and investment creation and risk management and trade insight.
Newedge Futures Commission Merchant activity (NUSA FCM)	As a registered FCM, NUSA acts as an executing and clearing broker in U.S. and foreign futures and options on futures to its U.S. and foreign institutional clients, including hedge funds, commodity pools, commodity trading advisers, investment advisers, corporations, professional trading groups, banks and other broker-dealers and FCMs. NUSA is primarily self-clearing with respect to these activities. In connection with this business, NUSA also provides prime brokerage, correspondent clearing, capital introduction and direct market access services.

D. Summary Financial Information Regarding Assets, Liabilities, Capital and Major Funding Sources

The following SG summary financial information was prepared in accordance with International Financial Reporting Standards (IFRS) as adopted in the European Union (EU), as of and for the year ended December 31, 2012. This summary financial information was included in SG’s 2013 Registration Document, a French copy of which was filed with the AMF (French Securities Regulator) on March 4, 2013.

Figure 3: SG Key Figures (IFRS)

Key Figures (IFRS)	2012	2011
Results (in EUR millions)		
Net Banking Income	23,110	25,636
Group Net Income ³	774	2,385

³ Due to the implementation of certain IFRS accounting rules effective January 1, 2013, 2012 published Net Income results were restated as follows: Group Net Income: EUR 790 million; Corporate Center: EUR (1,884) million. Restated information was filed with the AMF on August 2, 2013.

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Key Figures (IFRS)	2012	2011
French Networks	1,291	1,428
International Retail Banking	(51)	325
Corporate and Investment Banking	1,053	635
Specialized Financial Services and Insurance	674	297
Private Banking, Global Investment Management and Services	(293)	171
Corporate Center	(1,900)	(471)
Activity (in EUR billions)		
Total assets and liabilities	1,251	1,181
Customer loans	350	368
Customer deposits	337	340
Assets under management	193	176
Equity (in EUR billions)		
Group shareholder's equity	50	47
Average headcount	154,009	159,616

Figure 4: SG Balance Sheet (IFRS)

ASSETS

<i>(in billions of euros)</i>	December 31, 2012	December 31, 2011
Cash, due from central banks	67.6	44.0
Financial assets at fair value through profit or loss	484.0	422.5
Hedging derivatives	15.9	12.6
Available-for-sale financial assets	127.7	124.7
Due from banks	77.2	86.5
Customer loans	350.2	367.5
Lease financing and similar agreements	28.7	29.3
Revaluation differences on portfolios hedged against interest rate risk	4.4	3.4
Held-to-maturity financial assets	1.2	1.5
Tax assets and other assets	59.7	61.0
Non-current assets held for sale	9.4	0.4
Deferred profit-sharing	0.0	2.2
Tangible, intangible fixed assets and other	24.7	25.8
Total	1,250.7	1,181.4

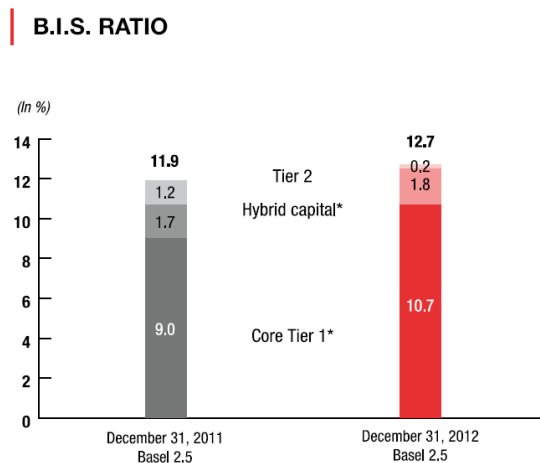
LIABILITIES

<i>(in billions of euros)</i>	December 31, 2012	December 31, 2011
Due to central banks	2.4	1.0
Financial liabilities at fair value through profit or loss	411.4	395.2
Hedging derivatives	14.0	12.9
Due to banks	122.0	111.3
Customer deposits	337.2	340.2
Securitized debt payables	135.7	108.6
Revaluation differences on portfolios hedged against interest rate risk	6.5	4.1
Tax liabilities and other liabilities	59.4	60.7
Non-current liabilities held for sale	7.3	0.3
Underwriting reserves of insurance companies	90.8	83.0
Provisions	2.8	2.5
Subordinated debt	7.1	10.5
Shareholders' equity	49.8	47.1
Non-controlling Interests	4.3	4.0
Total	1,250.7	1,181.4

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As of December 31, 2012, SG had a Basel 2.5 Core Tier 1 ratio of 10.7%. The following table illustrates this and certain other Basel Committee on Banking Supervision (Basel Committee) capital ratios as of December 31, 2012 and December 31, 2011:

Figure 5: SG Basel Committee Capital Ratios



During the 2012 financial year, the liquidity raised under the 2012 financing program amounted to EUR 26.7 billion in senior and subordinated debt. The refinancing sources break down as EUR 6.8 billion in public unsecured senior vanilla issues, EUR 2.7 billion in vanilla private placements, EUR 9.8 billion in structured private placements and EUR 5.1 billion in secured financing (EUR 0.7 billion via the CRH covered bond program, EUR 4.25 billion via the SG SFH covered bond program, and EUR 0.15 billion via the SG SCF covered bond program), EUR 1.2 billion in securitization and EUR 1.1 billion in subordinated Tier 2 debt.

On March 4, 2013, SG's long-term rating was A2 at Moody's, A+ at Fitch⁴ and A at Standard & Poor's.

E. Derivative and Hedging Activities

SG enters into derivative contracts to satisfy the needs of its clients, for trading purposes and to manage SG's exposure to market and credit risks resulting from its trading and market making activities. As part of SG's risk management policies, SG manages risks associated with derivatives on an aggregate basis.

SG uses derivatives to hedge interest rate, exchange rate, commodity, and equity exposures. Where derivatives are held for risk management purposes, and when transactions meet the required criteria for documentation and hedge effectiveness, SG applies fair value hedge accounting, or cash flow hedge accounting, as appropriate to the risks being hedged.

⁴ Group ratings changed during 2013: Fitch downgraded the Group long term rating from A+ to A on July 17, 2013, as a consequence of the downgrade of the sovereign rating of France. DBRS rated the Group AA(low) on May 31, 2013.

F. Memberships in Material Payment, Clearing and Settlement Systems

SG depends on a number of financial market utilities (FMUs) to execute financial transactions and provide financial services to its clients. These arrangements allow for greater risk management, operational efficiencies and risk reduction in the trading of financial instruments worldwide. The arrangements include payment systems, clearinghouses, securities depositories and central counterparties (CCP) among others.

SG's material memberships or participations in FMUs are set out in the table below:

Figure 6: Material FMU Memberships

System Name	System Type	Member Entity
Clearing House Interbank Payments System (CHIPS)	Payment	SGNY
Federal Reserve Wire Network (Fedwire)	Payment	SGNY and NUSA
Society for Worldwide Interbank Financial Telecommunication (SWIFT)	Payment	SGNY and NUSA
Chicago Mercantile Exchange Clearing House (CME)	Settlement and Clearing	NUSA
Depository Trust & Clearing Corporation (DTCC)	Settlement and Clearing	SGNY and SGAS
Government Securities Clearing Corporation (GSCC)	Settlement and Clearing	SGAS and NUSA
ICE Clear Europe	Settlement and Clearing	NUSA
ICE Clear U.S.	Settlement and Clearing	SGNY
LCH.Clearnet	Settlement and Clearing	NUSA
National Securities Clearing Corporation (NSCC)	Settlement and Clearing	SGAS
New York Portfolio Clearing	Settlement and Clearing	NUSA
Options Clearing Corporation (OCC) Settlement and Clearing	Settlement and Clearing	SGAS and NUSA

G. Description of Foreign Operations

SG is one of the leading financial services groups in Europe. With its diversified universal banking model, SG combines financial solidity and a sustainable growth strategy with the ambition of being the relationship-focused bank, a leader in its markets, close to its customers, and recognized for the quality and the commitment of its teams.

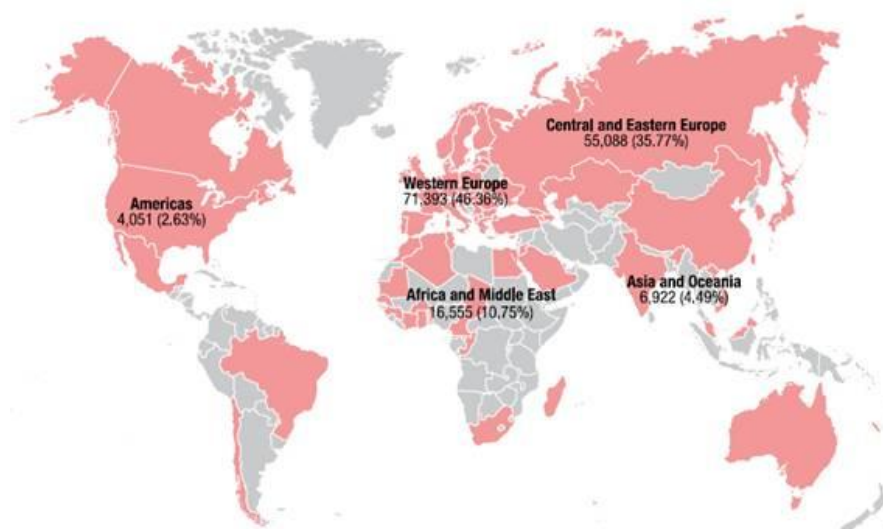
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SG has over 154,000 employees across 76 countries, who serve more than 32 million customers across the globe. SG's teams offer advisory and other services to individual customers, companies and institutions as part of three main business lines:

- Retail Banking in France under the SG, Crédit du Nord and Boursorama brands;
- International Retail Banking, which is conducted in Central and Eastern Europe, Russia, the Mediterranean Basin, Sub-Saharan Africa, Asia and in the French Overseas territories;
- Corporate and Investment Banking with its broad range of expertise in investment banking, finance and market activities.

SG is also a major participant in the businesses of Specialized Financial Services and Insurance, and Private Banking, Global Investment Management and Services.

Figure 7 : Global Presence of SG



H. Material Supervisory Authorities

SG's global operations, including its various offices, subsidiaries and affiliates, are subject to a significant body of rules and regulations that are a condition for authorization to conduct banking and financial services business. These apply to business operations and affect financial returns and include reserve and reporting requirements and prudential and conduct of business regulations. These requirements are set by the relevant central banks and regulatory authorities that supervise SG in the jurisdictions in which it operates. The requirements reflect global standards developed by, among others, the Basel Committee and the International Organization of Securities Commissions (IOSCO). They also reflect requirements derived from EU directives.

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SG is subject to the legislative and regulatory provisions relating to credit institutions, notably the articles of the French Monetary and Financial Code that apply to them. As a public limited company, SG is governed by the commercial laws of France, in particular articles L. 210-1 *et seq.* of the French Commercial Code, as well as its current by-laws.

SG is a credit institution authorized under French law to act as a bank. As such, it can carry out all banking transactions. It can also carry out all investment-related services or allied services, as listed by articles L. 321-1 and L. 321-2 of the French Monetary and Financial Code, except for operating a multilateral trading facility. In its capacity as an investment services provider, SG is subject to the regulations applicable to the same. It must comply with a number of prudential rules and is subject to the controls carried out by the French prudential supervision and resolution authority, the *Autorité de Contrôle Prudentiel et de Résolution* (ACPR).⁵ Its management and all employees are bound by rules governing professional secrecy, violation of which is punishable by French law. SG also acts as an insurance broker outside the U.S.

In the U.S., SG is subject to a comprehensive regulatory structure involving numerous statutes, rules and regulations, including the International Banking Act of 1978, the Bank Holding Company Act of 1956, as amended, the Foreign Bank Supervision Enhancement Act of 1991, the Financial Services Modernization Act of 1999 and the Dodd-Frank Act. Such laws cover the activities of SG, including its U.S. branches and agency and SG's nonbanking subsidiaries, as well as prudential restrictions, such as limits on extensions of credit by SGNY to affiliates. SG is a swap dealer regulated by the CFTC. SGNY is subject to extensive federal and state supervision and to examination by the Federal Reserve Bank of New York and the NYDFS.

SG's U.S. securities broker-dealer, investment advisory and investment banking operations, which are conducted in SGAS and NUSA, are subject to ongoing supervision and regulation by the SEC, the Financial Industry Regulatory Authority (FINRA), and other government agencies and self-regulatory organizations (SROs) as part of a comprehensive scheme of regulation of all aspects of the securities business under the U.S. federal and state securities laws.

Similarly, SG's U.S. commodity futures and options-related operations, which are conducted in NUSA, are subject to ongoing supervision and regulation by the U.S. Commodity Futures Trading Commission (CFTC), the NFA, the Chicago Mercantile Exchange and other SROs.

I. Principal Officers

The members of the SG Board of Directors as of December 31, 2012 are as follows:

⁵ In July 2013, the *Autorité de Contrôle Prudentiel* (ACP) was renamed the ACPR.

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Figure 8: SG Board of Directors

Name	Title
Frédéric OUDÉA	Chairman and Chief Executive Officer (CEO)
Anthony WYAND	Vice Chairman, Independent Director
Robert CASTAIGNE	Independent Director
Michel CICUREL	Independent Director
Yann DELABRIÈRE	Independent Director
Jean-Martin FOLZ	Independent Director
Kyra HAZOU	Independent Director
Jean-Bernard LÉVY	Independent Director
Ana Maria LLOPIS RIVAS	Independent Director
Élisabeth LULIN	Independent Director
Thierry MARTEL	Independent Director
Gianemilio OSCULATI	Independent Director
Nathalie RACHOU	Independent Director
France HOUSSAYE	Director elected by Employees
Béatrice LEPAGNOL	Director elected by Employees
Kenji MATSUO	Non-Voting Director

The SG Executive Committee is responsible for strategic management, under the authority of the Chairman and CEO. Its members as of December 31, 2012 are as follows:

Figure 9: SG Executive Committee

Name	Title
Frédéric OUDÉA	Chairman and CEO
Séverin CABANNES Jean-François SAMMARCELLI Bernardo SANCHEZ INCERA	Deputy CEOs
Bertrand BADRÉ	Group Chief Financial Officer
Caroline GUILLAUMIN	Head of Group Communication
Didier HAUGUEL	Head of Specialized Financial Services and Insurance, and Group Chief Country Officer for Russia
Edouard-Malo HENRY	Head of Group Human Resources
Françoise MERCADAL-DELASALLES	Group Head of Corporate Resources and Innovation
Benoît OTTENWALTER	Group Chief Risk Officer
Jean-Luc PARER	Head of International Retail Banking
Jacques RIPOLL	Head of Private Banking, Global Investment Management and Services
Patrick SUET	Corporate Secretary and Group Chief Compliance Officer
Didier VALET	Head of Corporate and Investment Banking

J. Resolution Planning Corporate Governance Structure and Processes Related to Resolution Planning

SG has developed a governance structure specific to resolution planning, which leverages the existing SG governance framework.

SG formed a U.S. resolution planning project team (Project Team) sponsored by the Chief Operating Officer (COO) of SG Americas (SG AMER) and led by a senior officer in the SG AMER COO's office. The team also included a senior lawyer from the Legal Department, and representatives from business lines, finance, operations, purchasing, risk and information technology. The Project Team determined the key components of the U.S. Resolution Plan, including analysis of core business lines and material legal entities, ensured consistency in the plan development and implementation, established timing expectations, provided guidance on plan content and escalated key issues and decisions to the U.S. Resolution Plan sponsor. To ensure completeness of the content and alignment to the guidance provided by the regulators, SG retained external legal counsel to review the U.S. Resolution Plan and provide legal and regulatory advice.

The project team worked closely with SG's Office of Resolution and Recovery Planning in Paris, both to contribute to the annual RRP submitted to the ACPR in Paris and to ensure consistency between the group RRP and the U.S. Resolution Plan. The RRP team is SG's main liaison to SG's Crisis Management Group, which, under the leadership of the ACPR, includes representatives from the Federal Reserve, the FDIC, and the NYDFS.

The SG Board of Directors is responsible for approving the U.S. Resolution Plan annually. As permitted by the Final Rule, the SG Board of Directors expressly delegated authority to the SG AMER CEO to approve the U.S. Resolution Plan before filing. The U.S. Resolution Plan was presented to the SG AMER CEO and the SG AMER Restricted Executive Committee. The SG AMER CEO approved the U.S. Resolution Plan for submission to the Federal Reserve and the FDIC.

SG is also reviewing the processes for continued development and maintenance of the U.S. Resolution Plan.

K. Description of Material Management Information Systems

SG uses a broad range of critical management information systems (MIS), which provide flexible client and business intelligence reporting, to compete at the highest level in an evolving business and regulatory climate. Key MIS generate multiple reports to support the business and senior management to monitor and manage the financial health, risks and operations of SG. Risk management, accounting, financial and regulatory reporting provide

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the basis for developing reports to assess material entities, critical operations and core businesses.

SG operates a Business Continuity Management program to facilitate business recovery planning and validation, and to execute expeditious and effective crisis response. This protects customers, shareholders and businesses from experiencing any major disruption and allows for recovery of data and information if needed, in a planned and controlled manner. A data repository has been developed to maintain critical information on all technology services used within the bank.

SG's MIS are designed to collect, maintain and report information in a timely manner. Policies and minimum standards apply to MIS required for business operations to ensure consistency in planning and implementation in a managed and secured manner.

Key MIS include:

- Market risk: Provide information to manage capital risks arising from financial market events, including the production of value-at-risk and other statistical indicators of risk.
- Finance: Provide information in support of product control, financial control, and regulatory reporting as well as shared data information, including the production of detailed profit and loss analysis and reporting, entity financial statements, and regulatory capital reporting.
- Counterparty risk: Provide information to manage the accounting and hedging of derivative credit risk, including the production of credit valuation adjustment and specialized risk capabilities for other product segments.
- Treasury & liquidity: Provide information to manage liquidity risk, and the liquidity, funding and capital allocation processes, including a wide range of funding considerations.
- Compliance: Provide information to manage risks arising from compliance with regulators around the globe, including anti-money laundering, sanctioning, surveillance and case management tools.
- Procurement: Provide information to manage global procurement information including contracts and vendors.
- Credit risk: Provide information to manage capital and risks arising from the creditworthiness of clients and trading partners, including trade capture and processing, eTrading, risk aggregation, marking, pricing and valuation services. Processes include document management and client on-boarding, including credit support and netting agreements.

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- Equity, fixed income and currencies, and commodities: Provide state-of-the-art risk platforms that produce consistent and aggregated snapshots of valuations, risk and profit and loss at regular intervals throughout the day and at end-of-day, including valuation and pricing services, trade booking, straight-through-processing, lifecycle management, corporate action processing and downstream settlements for all cash and derivative products.

L. Description of U.S. Resolution Strategy

Consistent with the requirements of the Final Rule, SG has prepared a strategic analysis consisting of U.S. resolution strategies for its material entities, core business lines, and critical operations in the event of the failure of SG and its material entities in a manner that does not pose risks to the financial stability of the United States.

This U.S. Resolution Plan assumes that SG experiences a single, large and adverse event that is idiosyncratic to SG during a time when the U.S. and global financial systems are not experiencing a system-wide financial panic or crisis. The idiosyncratic event creates widespread concerns from market participants about SG, which causes SG's material entities to experience a rapid runoff of their businesses for a 30-day period following the idiosyncratic event. After this 30-day period, SG, on a global consolidated basis, is further assumed to reach a point of non-viability. At the point of non-viability, SG enters into French resolution proceedings and the material entities, except for SGAOS, fail and enter their respective U.S. insolvency regimes. At that point, runoffs have significantly reduced the complexity and size of the material entities, core business lines and critical operations that must be resolved, leaving a much smaller set of assets and liabilities to be wound down. SGAOS, the material entity that provides services to SGNY and SGAS, would voluntarily enter liquidation proceedings at a later date.

Under the new French resolution law (the French Banking Act enacted July 26, 2013), the resolution approach to be applied to SG in France is determined by the ACPR, which can apply a broad range of resolution tools, including bail-in or reorganization in France. Nevertheless, as required by the Federal Reserve and the FDIC, the strategy described by this U.S. Resolution Plan illustrates all material entities failing and entering U.S. resolution proceedings.