



*Commission de Surveillance
du Secteur Financier*

**Certificate of Approval of a Prospectus
in accordance with the Luxembourg Law on Prospectuses for Securities
(transposing Articles 17 and 18 of Directive 2003/71/EC)**

To:

Finanzmarktaufsicht (FMA) (Austria)
Autorité des services et marchés financiers (FSMA) (Belgium)
Bulgarian Financial Supervision Commission (Bulgaria)
Cyprus Securities & Exchange Commission (CSEC) (Cyprus)
Finanstilsynet (Denmark)
Finanssivalvonta (Finland)
Autorité des Marchés Financiers (AMF) (France)
Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)
Hellenic Capital Market Commission (CMC) (Greece)
Hungarian Financial Supervisory Authority (PSZAF) (Hungary)
Central Bank of Ireland (Ireland)
Commissione Nazionale per le Società e la Borsa (Consob) (Italy)
FMA Finanzmarktaufsicht Liechtenstein (Principality of Liechtenstein)
The Financial Supervisory Authority of Norway (Norway)
Comissão do Mercado de Valores Mobiliários (CMVM) (Portugal)
Romanian National Securities Commission (CNVM) (Romania)
The Financial Market Authority / Úrad pre finančný trh (ÚFT) (Slovak Republic)
Securities Market Agency (Slovenia)
Comisión Nacional del Mercado de Valores (CNMV) (Spain)
Finansinspektionen (FI) (Sweden)
Czech National Bank (CNB) (The Czech Republic)
Autoriteit Financiële Markten (AFM) (The Netherlands)
Financial Services Authority (FSA) (United Kingdom)

From:

Commission de Surveillance du Secteur Financier

We hereby certify that the Prospectus detailed below has been drawn up in accordance with the Luxembourg Law on Prospectuses for Securities transposing Directive 2003/71/EC and was approved by us on 26 June 2012.

Name of Issuer(s):

SG ISSUER S.A.

Registered Office(s)/Seat(s):

Luxembourg, Grand Duchy of Luxembourg

Type of Securities:

EUR 5,000,000,000 Debt Instruments Issuance Programme

References to the annexes of Commission Regulation (EC) N° 809/2004 according to which the Prospectus was drawn up:

IV, V, VI, XI, XII, XIII

Guarantor(s) (if any):

SOCIÉTÉ GÉNÉRALE

We note that the approved document has been fully drawn up in English and also fully drawn up in French.

Attachment(s):

Prospectus

Translations of the summary

Ref.: C-12562

Luxembourg, 4 July 2012

Commission de Surveillance du Secteur Financier

