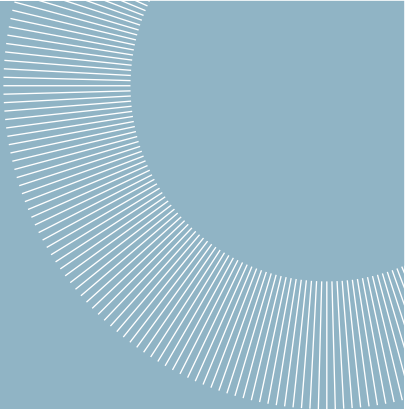


MARCH 2017

TAX CODE OF CONDUCT OF THE GROUP






Societe Generale first published a Tax Code of Conduct in November 2010. The Code describes the principles and general framework to guide the Group in its own tax affairs, including with Tax Authorities, as well as being applicable to its clients in their relations with the Group. The Code does not address rules that are applicable regarding the Anti-Money Laundering (AML) requirements.

The Code is approved by the Board of Directors of Societe Generale after a review by the Executive Committee. All staff must comply with this Code whose implementation is to preserve the reputation of Societe Generale group and reduce tax risks.



THE GROUP PRINCIPLES



Societe Generale ensures that the tax rules applicable to its business in accordance with international conventions and national laws are respected in all countries where the Group operates.

In its relations with its clients, Societe Generale ensures that they are informed of their tax obligations relating to transactions carried out with the Group and the Group complies with the reporting obligations, which are applicable as bookkeeper or in any other way.

In its relations with Tax Authorities, Societe Generale is committed to strictly respecting tax procedures and ensures that it maintains open and transparent relations, to maintain its reputation.

Societe Generale does not encourage or promote tax evasion for itself or its subsidiaries or for its clients.

Societe Generale has a tax policy in line with its strategy of sustainable profitability and refrains from any operation, whether for its own account or for its clients, whose main purpose or effect is tax motivated, unless this is consistent with the intention of the legislation.



Tax policy execution

The Tax department of Societe Generale group⁽¹⁾, SEGL/FIS, is responsible for the Group's tax policy which notably includes the management of all tax risks. This department is in charge of protecting the reputation of Societe Generale on all issues related to taxation. SEGL/FIS, as a support function reporting to the general Secretariat, is independent of the business lines. SEGL/FIS is supported in its mission by the tax network, integrated in some countries in the finance departments of the poles or business lines of Societe Generale.

According to the Group's governance procedures, SEGL/FIS must validate tax risk when it is a key element of products, operations or business decisions. This validation is performed by SEGL/FIS in the New Products Committees, by signing investment records or any other specific procedure. It can be supported by external consultants' opinions when the tax law is subject to interpretation.

Specific procedures are in place to ensure the technical validation of tax returns filed by Societe Generale under all taxes and all jurisdictions.

(1) Societe Generale is defined as the consolidated group plus all legal entities owned greater than 50% by Societe Generale.

MAIN PRINCIPLES

The main principles of the Code of Conduct are as follows:

- efficient tax management is legitimate insofar as it supports real commercial activity, which must be understood as having a substance in connection with the operations carried out. This principle must be interpreted as requiring a level of substance and adequate competence appreciated according to the nature of the real activity;
- consequently, operations essentially tax motivated are prohibited. Operations with an essentially tax purpose are operations or successions of transactions that are either fictitious or have no real economic or patrimonial motivation, that is to say substantial and justified. In this context, the objective of the transaction, whether it is economic or patrimonial, must be non-artificial, coherent, credible and consistent with the intentions of the legislator;
- the Group is committed to a strict policy with regard to tax havens. No establishment of the Group is authorized in a state or territory on the official French list of ETNCs (“États et Territoires Non Coopératifs” in French) and a specific monitoring is in place on the basis of an extended list of countries and territories. In addition, the Group’s entities located outside France must comply with any local list, if such a list exists, in addition to the official French list and the extended Societe Generale list.

BUSINESS LINES

The business lines are authorized to work with counterparties, distributors and customers resident or established in the ETNCs listed on the official French list, provided that:

- the Group is not subject to tax provisions penalizing ETNCs;
- the client's location is not directly linked to the transaction set up (pre-existing structure in place);
- the obligations of tax transparency towards any administration concerned are fully respected.

TRANSFER PRICING

The Group follows OECD transfer pricing standards. However, local constraints may require deviations from OECD methodologies; in which case, the local constraints must be documented.

TOWARDS ITS CLIENTS

Towards its clients, Societe Generale group does not encourage or facilitate the following:

- contraventions of tax laws or regulations;
- the introduction of operations essentially tax motivated, as defined by the Tax Code of Conduct, unless they are in accordance with the legislative intentions;
- operations whose effectiveness rests on the non-transmission of information to the tax authorities.



To comply with this Code,
all staff must notably:

IN THEIR RELATION WITH TAX AUTHORITIES

- Ensure that transactions comply with local tax laws as well as regulations and tax obligations.
- Ensure that tax returns and tax payments are made in compliance with all local laws.
- Maintain a professional and cooperative relationship with local tax authorities.
- Ensure that in case of litigation, all necessary information is transmitted transparently and in a complete manner in accordance with the legal provisions.
- Keep all tax records and establish tax reporting as required by the laws of the countries where Societe Generale is established or customers located.
- Ensure that all decisions are taken at the right hierarchical level and are properly documented to highlight the facts, conclusions and risks.

TO COMPLY WITH THIS CODE,
ALL STAFF MUST NOTABLY:

IN THEIR RELATION WITH CLIENTS

- ❶ Do not assist or encourage customers to violate tax laws or regulations.
- ❷ Do not facilitate or support operations with clients whose effectiveness is based on the non-transmission of information to the tax authorities.
- ❸ Do not implement or suggest operations essentially tax motivated, the latter being understood as artificial transactions or series of transactions, without real economic or patrimonial rationale, which means substantial and justified except if they are consistent with the intentions of the legislator.

Staff who has questions about the proper application of this Code should refer to their supervisor or directly to their dedicated contact in SEGL/FIS.



Code of Conduct related procedures

The Group's Tax Code of Conduct is a set of shared principles and applied throughout the Group, providing a reference point. It is approved by the Board of Directors and is public.

The Tax Code of Conduct is a Group document that must be applied by all entities of the Societe Generale group without alteration for specific local situations.

Code of Conduct sets minimum standards that should apply in all countries, even where the local tax regulation is more flexible.

If local technical rules or local tax authorities would allow a product or a transaction, which would be non compliant with one or more principles of the Group's Tax Code of Conduct, the product or transaction would not be validated. However, in specific situations

where only the tax benefit enables the implementation of a transaction but this is obtained in accordance with legislative intent, this tax benefit is considered to be acceptable in full compliance with the Tax Code of Conduct.

Amendments linked to local requirements: if the authorities or local regulator require amendments for which the Group agrees to adhere, they must be distinguished from the Group document in order to clearly identify the mentioned amendments. This situation is applicable in the UK where specific and stricter amendments have been compiled in an annex to the Group's document to ensure that the UK is compliant with HM Revenue & Customs "Code of Practice on Taxation for Banks".

