

Société Générale

December 31, 2015

Independent report of one of the statutory auditors on the compliance of assets selected for the "Positive Impact Bond" with the Positive Impact Assessment Framework and the Climate benefits criteria and the allocation of funds raised under this bond

ERNST & YOUNG et Autres



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To the Chief Executive Officer,

In our capacity as statutory auditors of your company, we hereby present our report on the compliance of the selected assets, reported by Société Générale in the use of proceeds of the “Positive Impact Bond” and available on Société Générale’s website, with the Positive Impact Assessment Framework and the Climate benefits criteria and on the allocation of funds raised under this bond.

1. Reasonable assurance report on the compliance of assets selected for the “Positive Impact Bond” with the Positive Impact Assessment Framework and the Climate benefits criteria

Responsibility of the company

It is the responsibility of the company to establish the selection and monitoring criteria (hereafter “the Positive Impact Assessment Framework” and the Climate benefits criteria) and ensure their implementation.

Independence and quality control

Our independence is defined by regulatory requirements and the Code of Ethics of our profession. In addition, we have implemented a quality control system, including documented policies and procedures to ensure compliance with ethical standards, professional standards and applicable laws and regulations.



Responsibility of the statutory auditor

It is our role, based on our work to express a reasonable assurance as to whether the selected assets comply, in all material aspects, with the Positive Impact Assessment Framework and the Climate benefits criteria.

We conducted the work described below in accordance with the international standard ISAE 3000 (International Standard on Assurance Engagements) and the professional standards applicable in France. To assist us in performing our work, we called on our experts in sustainable development, under the responsibility of Mr Eric Duvaud, partner.

Nature and scope of work

In order to be able to express our conclusion, we undertook the following work, between February and March 2016:

- We assessed the suitability of the Positive Impact Assessment Framework and the Climate benefits criteria regarding their relevance, completeness, clarity, neutrality and reliability, taking into consideration the "Green Bonds Principles" dated March 2015.¹
- We compared the list of selected assets in Société Générale's Positive Impact Bond reporting dated December 31, 2015 with the initial reporting dated October 31, 2015.
- For assets already verified based on the initial reporting dated October 31, 2015, we focused on assets categorised A and B in non-designated countries² by verifying the management of potential negative impacts according to the Positive Impact Assessment Framework.
- We verified the climate benefits of these assets in terms of CO₂ avoided, using the methodology developed by the European Investment Bank.³
- We verified the total installed capacity of the assets.

¹ The Green Bonds Principles and Governance Framework are available on the website of the ICMA (International Capital Market Association) <http://www.icmagroup.org>

² The assets are categorised by Société Générale according to internal procedures, in coherence with the Equator Principles. The definition of categories and the list of designated countries can be found on the Equator Principles website: <http://www.equator-principles.com>

³ The European Investment Bank developed methodologies for the assessment of project GHG emissions and emissions variations http://www.eib.org/attachments/strategies/eib_project_carbon_footprint_methodologies_en.pdf



Information on Société Générale's Positive Impact approach

As mentioned by Société Générale in the Positive Impact Assessment Framework and the Positive Impact Bond description available on Société Générale's website:

- To be eligible, assets must have a positive impact on at least one of the three pillars of sustainable development (environment, social and economic development) and provide an appropriate management of the potential negative impacts is implemented.
- Eligible assets belong to specific industries that have climate benefits (expressed as CO₂ emissions avoided), namely renewable energy and collective transports and infrastructure investments;
 - Renewable Energies: Investments in conception, construction and installation of renewable energy production units (Hydro, Geothermal, Wind, Solar, Biomass or from any other renewable source of energy).
 - Collective Transports & Infrastructure: Investments in conception, construction, development and maintenance of public collective transport and collective transport infrastructure.
- The selection of eligible assets is made by the Positive Impact Finance team according to internal procedures and is reviewed on a quarterly basis.
- Société Générale committed to replace, on a best efforts basis, loans that would be repaid early or no longer be eligible by other similar Positive Impact Finance assets.

Conclusion

In our opinion, the assets selected for the "Positive Impact Bond" comply, in all material aspects, with the Positive Impact Assessment Framework and the Climate benefits criteria.

2. Attestation on funds allocation

It is also our responsibility to express our conclusion on the funds allocated to the assets that were selected and on the consistency of the balance of the loans granted by your company based on the utilization of the proceeds of the issuance of the Positive Impact Bond with the accounting records for the financial year ended December 31, 2015.

In the context of our role of statutory auditors, we, with the co-statutory auditors, have audited the financial statements of your company for the year ended December 31, 2015. Our audit was conducted in accordance with professional standards applicable in France, and was planned and performed for the purpose of forming an opinion on the financial statements taken as a whole and not on any individual component of the accounts used to establish this information. Therefore, we did not perform any audit tests or sampling to this purpose and we do not express any opinion on these isolated elements.

Furthermore, we have not performed any procedures to identify events that may have occurred after our report on the financial statements of Société Générale which was issued on March 7, 2016.



Our engagement, which constitutes neither an audit nor a review, was performed in accordance with professional standards applicable in France. For the purpose of this attestation, our work consisted in verifying the consistency of the balance of the loans granted by your company based on the utilization of the proceeds of the issuance of the Positive Impact Bond with the accounting records for the financial year ended December 31, 2015.

On the basis of our work, we have no matters to report on the funds allocation and the consistency of the balance of the loans granted by your company with the accounting records for the financial year ended December 31, 2015.

Paris-La Défense, March 18, 2016

One of the statutory auditors
ERNST & YOUNG et Autres

Isabelle Santenac
Partner

Eric Duvaud
Partner, Sustainability Development