



Société Générale's contribution to CESR call for evidence on possible guidelines for the consistent implementation of the proposed Commission regulation on prospectus.

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The Société Générale Group is the fifth leading banking group in the euro zone and the eighth French company in terms of market capitalisation. The Group has over 88,000 employees. Its business portfolio is based on three core activities:

- Retail banking,
- Asset management,
- Corporate banking and investment banking.

Société Générale has followed with great interest and welcomes the work done on the Prospectus directive, towards unified information requirements for issuers and investors. Société Générale nevertheless agrees with CESR that there is still room for interpretation and thus for divergence in implementation of levels 1 and 2 of this directive and welcomes its initiative to give further level 3 guidance on remaining issues.

We agree with CESR that the extent to which information is to be given may somehow be difficult to ascertain. The example given by CESR with this respect is topic, and should be extended to other schedules. For example, we consider that clarification would be welcome in the following areas :

In the Registration Document (Selected Financial Information, Investments, Risk Factors, Trend Information, Profit Forecast or Estimates, Administrative, management, and supervisory bodies conflicts of Interests, Material Contracts, Third Party information and statement by experts)

In the Securities Notes related to Debt securities and for Derivative securities :

- Interest of natural and legal persons involved in the issue/offer.

We may consider that other issues should be clarified at level 3, when CESR publishes its consultation in June.

As level 3 guidelines, we also think that CESR should reflect on the way to help issuers determine the extent to which an issue has to be considered as a standard one, therefore leading to the greatest degree of certainty in terms of information to be given by the issuer, or a "complex" one, and then allowing the competent authority of the Home member State to ask for other information as the information contained in the proposed level 2 regulation, and why not agree on the content of such additional information.

This would certainly be helpful for both issuers in giving them more certainty and regulators in harmonising practices.