



**SUPPLEMENT DATED 13 AUGUST 2014
TO THE BASE PROSPECTUS DATED 29 APRIL 2014**

SOCIÉTÉ GÉNÉRALE

as Issuer and Guarantor
(incorporated in France)

and

SG ISSUER
as Issuer
(incorporated in Luxembourg)

**SGA SOCIÉTÉ GÉNÉRALE
ACCEPTANCE N.V.**
as Issuer
(incorporated in Curaçao)

SG OPTION EUROPE
as Issuer
(incorporated in France)

Debt Instruments Issuance Programme

This supplement (hereinafter the **Supplement**) constitutes a supplement for the purposes of Article 13.1 of the Luxembourg act dated 10 July 2005 on prospectuses for securities (hereinafter the **Prospectus Act 2005**) to the Debt Instruments Issuance Programme Prospectus dated 29 April 2014 (hereinafter the **Base Prospectus**) and approved by (a) the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on 29 April 2014 in accordance with Article 7 of the Prospectus Act 2005 implementing Article 13 of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC (the **Prospectus Directive**) as amended (which includes the amendments made by Directive 2010/73/EU (the **2010 PD Amending Directive**)) and (b) by the SIX Swiss Exchange Ltd (**SIX Swiss Exchange**) pursuant to its listing rules.

The purpose of this Supplement is:

- to incorporate by reference the Second Update to the 2014 Registration Document of Société Générale and,
- to amend the summary accordingly and,
- to make amendments described hereinafter to several sections of the Base Prospectus.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus and the supplements dated 4 June 2014 and 24 June 2014.

Full information on the Issuers and the offer of any Notes is only available on the basis of the combination of the Base Prospectus, the supplement dated 4 June 2014, the supplement dated 24 June 2014 and this Supplement.

Unless otherwise defined in this Supplement, terms used herein shall be deemed to be defined as such for the purposes of the relevant Terms and Conditions of the Notes set forth in the Base Prospectus.

To the extent that there is any inconsistency between (i) any statement in this Supplement and (ii) any other statement in the Base Prospectus, the statements in (i) above will prevail.

To the best of the knowledge and belief of each Issuer and the Guarantor, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the present supplement.

In accordance with Article 13.2 of the Prospectus Act 2005, investors who have already agreed to purchase or subscribe for the securities before this Supplement is published have the right, exercisable within a time-limit of two business days after the publication of this Supplement (no later than 18 August 2014) to withdraw their acceptances.

DOCUMENTS INCORPORATED BY REFERENCE

The following document which has been previously published or is published simultaneously with this Supplement and has been filed with the CSSF shall be deemed to be incorporated by reference into, and to form part of, this Supplement:

- the English translation of the second update to the 2014 registration document of Société Générale, the French version of which was filed with the *Autorité des marchés financiers* (hereinafter the **AMF**) on 4 August 2014 under No D. 14-0115-A02, except for (i) the inside cover page containing the AMF visa and the related textbox, (ii) the statement of the person responsible for updating the registration document made by Mr. Frédéric Oudéa, Chairman and Chief Executive Officer of Société Générale, page 140 and (iii) the cross reference table, pages 142-148 ((i), (ii) and (iii) together hereinafter, the **2014 Second Update Excluded Sections**, and the English version of the second update to the 2014 registration document of Société Générale without the 2014 Second Update Excluded Sections, hereinafter the **Second Update to the 2014 Registration Document**).

To the extent that the Second Update to the 2014 Registration Document itself incorporates documents by reference, such documents shall not be deemed incorporated by reference herein as they are not relevant for the investor. Any reference to the Second Update to the 2014 Registration Document shall be deemed to exclude the 2014 Second Update Excluded Sections. The parts that are not incorporated by reference are either not relevant for the investor or covered in another part of the prospectus.

**CROSS REFERENCE LIST
RELATING TO SOCIÉTÉ GÉNÉRALE**

References to pages below are to those of the Second Update to the 2014 Registration Document of Société Générale.

Annex XI of Commission Regulation (EC) N°809/2004 of 29 April 2004		Second Update to the 2014 Registration Document
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The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the Regulation (EC) 809/2004.

AMENDMENTS TO THE BASE PROSPECTUS

1/ Summary

i) Element B.12 in Section B “Issuer[s] [and Guarantor]” of the Summary of the Programme on page 7 of the Base Prospectus is modified as follows:

- The table relating to the selected historical key financial information regarding Société Générale is deleted and replaced by the following table:

	Half Year – 2014 (Unaudited)	Year ended 2013	Half Year – 2013 (Unaudited)	Year ended 2012 (*)
Results (in EUR M)				
Net Banking Income	11,569	22,433(**)	11,101(**)	23,110
Operating income	2,378	2,336(**)	1,405(**)	2,757
Net income before non controlling interests	1,504	2,394(**)	1,532(**)	1,224
Net income	1,345	2,044(**)	1,319(**)	790
<i>French Retail Banking</i>	659	1,196(**)	597(**)	1,291
<i>International Retail Banking & Financial Services</i>	34	983(**)	498(**)	617
<i>Global Banking and Investor Solutions</i>	1,066	1,206(**)	1,024(**)	761
<i>Corporate Centre</i>	(414)	(1,341)(**)	(800)(**)	(1,879)
Activity (in EUR bn)				
Total assets and liabilities	1,322.6	1,214.2 (**)	1,254.1	1,250.9
Customer loans	336.2	332.7 (**)	341.2	350.2
Customer deposits	341.8	334.2(**)	350.0	337.2
Equity (in billions of euros)				
Group shareholders' equity	53.3	50.9(**)	49.4	49.3
Total consolidated equity	56.0	54.0(**)	53.3	53.6

(*) Items relating to the results for 2012 have been restated due to the implementation of IAS (International Accounting Standard) 19: the change in accounting method involves the adjustment of data for the previous year.

(**) 2013 data adjusted following the retrospective implementation of IFRS 10 and 11 on January 1st, 2014.

ii) Element B.12 in Section B “Issuer[s] [and Guarantor]” of the Summary of the Programme on page 9 of the Base Prospectus is modified as follows:

- Element “Significant changes in the financial or trading position subsequent to the period covered by the historical financial information” is deleted and replaced as follows:

Not Applicable. There has been no significant change in the Issuer’s financial or trading position subsequent to the period covered by the historical financial information.

2/ Description of Société Générale

Sub-section 9.2 of Section “Description of Société Générale” on page 841 of the Base Prospectus is deleted and replaced as follows:

There has been no significant change in the financial or trading position of Société Générale and its consolidated subsidiaries (taken as a whole) subsequent to the period covered by the historical financial information.

3/ On page 321, paragraph “OPTION 3 : [European] [American] Knock-In feature” is deleted and replaced as follows (removal are highlighted by using the strikethrough format and the insertion with the Front Colour Red):

OPTION 3: ~~[European]~~ ~~[American]~~ Knock-In feature

Scenario 1:

If on ~~Valuation Date~~(RVD(T)), [a European] [an American] Knock-In Event has [not] occurred, then:

Final Redemption Amount = Specified Denomination x Product Formula(T)

Product Formula(T) = ConstantRedemptionLevel_FRA_1 + Coupon_FRA + Max(FinalFloor_1 ; Min(FinalCap_1 ; FinalParticipation_1 x (ReferenceFormula_Final_1(T) – FinalStrike)))

Scenario 2:

If on ~~Valuation Date~~(RVD(T)), [a European] [an American] Knock-In Event has [not] occurred, then:

If settlement by way of cash:

Final Redemption Amount = Specified Denomination x Product Formula(T)

Product Formula(T) = ConstantRedemptionLevel_FRA_2 + Max(FinalFloor_2 ; Min(FinalCap_2 ; FinalParticipation_2 x (ReferenceFormula_Final_2(T) – FinalStrike)))

4/ In the section entitled “DEFINITIONS” of the “Additional Terms and Conditions for Credit Linked Notes” on page 738, the definition “*Standard Unwind Costs*” is deleted and replaced as follows (removal are highlighted by using the strikethrough format and the insertion with the Front Colour Red):

Standard Unwind Costs means in respect of each Note, an amount, subject to a minimum of zero, determined by the Calculation Agent equal to the sum of (without duplication) all costs,

expenses (including break funding charges and loss of funding, which, for the avoidance of doubt, represents the loss of future interest amounts to be received under the funding arrangement(s) entered into in relation to the Notes), tax and duties incurred directly or indirectly by Société Générale or any of its Affiliates in relation to the occurrence of a Credit Event Determination Date and the related partial or total termination, settlement or re-establishment of any Hedge Position, such amount to be apportioned pro rata amongst the outstanding Notes.

5/ In the section entitled “DEFINITIONS” of the “Additional Terms and Conditions for Commodity Linked Notes” on page 573, the following definitions are deleted and replaced as follows (removal are highlighted by using the strikethrough format and the insertion with the Front Colour Red):

- (i) On page 574 - 575:
- **GL** for a date means the settlement price per metric ton of the gas oil on the ICE of the First Nearby Month Futures Contract **(denominated ICE Gas Oil Futures Contract beyond the January 2015 contract month, and renamed ICE Gas Oil Low Sulphur Futures Contract with changes in its specification for February 2015 and later contract month)** subject to Roll Adjustment 1 (unless otherwise provided for in the applicable Final Terms), stated in USD, as determined and made public by the ICE for that date (available on page "QS1 Comdty" for a First Nearby Month Futures Contract and "QS2 Comdty" for a Second Nearby Month Futures Contract of the Bloomberg terminal and on page "SETT" of the Reuters Monitor Money Rates Service, or any relevant succeeding page).
 - **GO** for a date, means the afternoon (unless otherwise provided for in the applicable Final Terms) Gold fixing price per troy ounce of Gold for delivery in London through a member of the LBMA authorized to effect such delivery, stated in USD, as determined and made public by the London **Bullion** Market for that date (available on the page "GOLDLNPM index" of the Bloomberg terminal and on page "GOFO" of the Reuters Monitor Money Rates Service, or any relevant succeeding page).
 - **HO** for a date means the settlement price per US Gallon of the **New York Harbor ULSD (« Ultra Low Sulfur Diesel (ULSD) »)** on the NYMEX of the First Nearby Month Futures Contract (unless otherwise provided for in the applicable Final Terms), stated in USD, as determined and made public by the NYMEX for that date (available on page "HO1 Comdty" of the Bloomberg terminal and on page "SETT" of the Reuters Monitor Money Rates Service, or any relevant succeeding page).
 - **KC** for a date means the settlement price per pound of Arabica Coffee on the ICE of the First Nearby Month Futures Contract subject to Roll Adjustment 2 (unless otherwise provided for in the applicable Final Terms), stated in U.S cents, as determined and made public by the ICE for that date (available on page "KC1 Comdty" for a First Nearby Month Futures Contract and "KC2 Comdty" for a Second Nearby Month Futures Contract of the Bloomberg terminal and on page "**KCc1**" for a First Nearby Month Futures Contract and "**KCc2**" for a Second Nearby Month Futures Contract of the Reuters Monitor Money Rates Service, or any relevant succeeding page).
 - On page 575, the following definition is inserted:
GOC for a date, means the settlement price per troy ounce of Gold on the COMEX of the Selected Futures Contract (unless otherwise provided for in the applicable Final Terms), stated in USD, as determined and made public by the COMEX for that date (available on page "GC1 Comdty" of the Bloomberg terminal and on page "0#GC:" of the Reuters Monitor Money Rates Service, or any relevant succeeding page); provided that :
 - (i) **Selected Futures Contract means, for such date, the next expiring Futures Contract among February, April, June, August and December Futures Contract.**
 - (i) **If such date falls on or after the first notice date of any of Selected Futures Contracts Futures Contract, the relevant Futures Contract for such date will be the second next to expire Futures Contract among February, April, June, August and December Futures Contract.**
- (ii) On page 576-577:

- **SI for a date**, means the London Silver price per troy ounce of Silver for delivery in London through a member of the LBMA authorized to effect such delivery (unless otherwise provided for in the applicable Final Terms), stated in U.S. cents, as calculated and administered by independent service provider(s) pursuant to an agreement with the LBMA, and published by the LBMA on its website at www.lbma.org.uk that displays prices effective on that date (available on page "LDNXAG=" of the Reuters Monitor Money Rates Service or any replacement page as advised by LBMA, or any succeeding page)
- **SIC for a date**, means the settlement price per troy ounce of Silver on the COMEX of the Selected Futures Contract (unless otherwise provided for in the applicable Final Terms), stated in U.S cents, as determined and made public by the COMEX for that date (available on page "SI1 Comdty" of the Bloomberg terminal and on page "0#SI:" of the Reuters Monitor Money Rates Service, or any relevant succeeding page); provided that:
 - (i) **Selected Futures Contract** means, for such date, the next expiring Futures Contract among March, May, July, September and December Futures Contracts.
 - (ii) If such date falls on or after the first notice date of the Selected Futures Contract, the relevant Futures Contract for such date will be the second next to expire Futures Contract among March, May, July, September and December Futures Contracts.
- (iii) On page 578, the previous definitions of "London Gold Market" and "London Silver Market" are deleted and replaced by the following single definition of "London Bullion Market" :
 - **London Bullion Market** means the market in London on which members of the LBMA, amongst other things, quote prices for the buying and selling of Gold and Silver.
- (iv) On page 579:
 - **Aluminium Intraday Price** means, for a date, any price per tonne at which the 3 month rolling high grade primary aluminium has been traded at any time during that date on the LME (unless otherwise provided for in the applicable Final Terms), stated in USD, available on the page "LMAHDS03 Comdty" of the Bloomberg terminal and on page "MAL3=LX" of the Reuters Monitor Money Rates Service (or any relevant succeeding page).
 - **Brent blend crude oil Intraday Price** means, for a date, any price per barrel at which the Brent blend crude oil has been traded at any time during that date on the ICE of the First Nearby Month Futures Contract subject to Roll Adjustment 1 (unless otherwise provided for in the applicable Final Terms), stated in USD, available on the page "CO1 Comdty" for a First Nearby Month Futures Contract and on page "CO2 Comdty" for a Second Nearby Month Futures Contract of the Bloomberg terminal and on page "**COc1" for a First Nearby Month Futures Contract and on page "COc2" for a Second Nearby Month Futures Contract**" of the Reuters Monitor Money Rates Service (or any relevant succeeding page).
 - **Copper Grade A Intraday Price** means, for a date, any price per tonne at which 3 month rolling copper Grade A has been traded at any time during that date on the LME (unless otherwise provided for in the applicable Final Terms), stated in USD, available on page "LMCADS03 Comdty" of the Bloomberg terminal and on page "MCU3=LX" of the Reuters Monitor Money Rates Service (or any relevant succeeding page).
- (v) On page 580:
 - **Gas oil Intraday Price** means, for a date, any price per metric ton at which the gas oil has been traded at any time during that date on the ICE of the First Nearby Month Futures Contract (**denominated ICE Gas Oil Futures Contract beyond the January 2015 contract month, and renamed ICE Gas Oil Low Sulphur Futures Contract with changes in its specification for February 2015 and later contract**

month) subject to Roll Adjustment 1 (unless otherwise provided for in the applicable Final Terms), stated in USD, available on page "QS1 Comdty" for a First Nearby Month Futures Contract and "QS2 Comdty" for a Second Nearby Month Futures Contract of the Bloomberg terminal and on page "**LGQc1**" for a **First Nearby Month Futures Contract** and "**LGQc2**" pour un Contrat à Terme pour la deuxième Echéance Cotée of the Reuters Monitor Money Rates Service (or any relevant succeeding page).

- **New York Harbor ULSD Intraday Price** means, for a date, any price per US Gallon at which **the New York Harbor ULSD** has been traded at any time during that date on the NYMEX of the First Nearby Month Futures Contract (unless otherwise provided for in the applicable Final Terms), stated in USD, available on page "HO1 Comdty" of the Bloomberg terminal and on page "**HOc1**" of the Reuters Monitor Money Rates Service (or any relevant succeeding page).
- **Natural gas Intraday Price** means, for a date, any price per MMBTU at which the natural gas has been traded at any time during that date on the NYMEX of the Henry Hub Natural Gas of the First Nearby Month Futures Contract (unless otherwise provided for in the applicable Final Terms), stated in USD, available on page "NG1 Comdty" of the Bloomberg terminal and on page "**NGc1**" of the Reuters Monitor Money Rates Service (or any relevant succeeding page).

- On page 580, the following definition is inserted:

Gold COMEX Intraday Price means, for a date, any price per troy ounce at which Gold has been traded at any time during that date on the COMEX of the Selected Futures Contract (unless otherwise provided for in the applicable Final Terms), stated in USD, as determined and made public by the COMEX for that date (available on page "GC1 Comdty" of the Bloomberg terminal and on page "0#GC:" of the Reuters Monitor Money Rates Service, or any relevant succeeding page); provided that :

- (i) **Selected Futures Contract** means for such date the next expiring Futures Contract among February, April, June, August and December Futures Contract.
- (ii) **If such date falls on or after the first notice date of any of Selected Futures Contracts Futures Contract, the relevant Futures Contract for such date will be the second next to expire Futures Contract among February, April, June, August and December Futures Contract.**

- (vi) On page 581:

- **Primary Nickel Intraday Price** means, for a date, any price per tonne at which 3 month rolling Primary Nickel has been traded at any time during that date on the LME (unless otherwise provided for in the applicable Final Terms), stated in USD, available on page "LMNIDS03 Comdty" of the Bloomberg terminal and on page "MNI3=**LX**" of the Reuters Monitor Money Rates Service (or any relevant succeeding page).
- **Reformulated gasoline blendstock Intraday Price** means, for a date, any price per US Gallon at which the reformulated gasoline blendstock for oxygen blending has been traded at any time during that date on the NYMEX of the First Nearby Month Futures Contract (unless otherwise provided for in the applicable Final Terms), stated in USD, available on page "XB1 Comdty" of the Bloomberg terminal and on page "**RBc1**" of the Reuters Monitor Money Rates Service (or any relevant succeeding page).
- **Silver Intraday Price:** means for a date, any price per troy ounce at which Silver for delivery in London through a member of the LBMA authorized to effect such delivery, has been traded at any time during that date (unless otherwise provided for in the applicable Final Terms), stated in USD, available on page "XAG=EBS" of the Reuters Monitor Money Rates Service (or any succeeding page) or on page "XAG EBSF Curncy" of the Bloomberg terminal (or any relevant succeeding page).
- **Standard Lead Intraday Price** means, for a date, any price per tonne at which the 3 month rolling Standard Lead has been traded at any time during that date on the LME (unless otherwise provided for in the applicable Final Terms), available on page "LMPBDS03 Comdty" of the Bloomberg terminal and on page "MPB3=**LX**" of the Reuters Monitor Money Rates Service (or any relevant succeeding page).

- On page 581, the following definition is inserted:

Silver COMEX Intraday Price: means, for a date, any price per troy ounce at which Silver has been traded at any time during that date on the COMEX of the Selected Futures Contract (unless otherwise provided for in the applicable Final Terms), stated in U.S cents (available on page "SI1 Comdty" of the Bloomberg terminal and on page "0#SI:" of the Reuters Monitor Money Rates Service, or any relevant succeeding page); provided that

 - (i) Selected Futures Contract means for such date, the next expiring Futures Contract among March, May, July, September and December Futures Contracts.
 - (ii) If such date falls on or after the first notice date of the Selected Futures Contract, the relevant Futures Contract for such date will be the second next to expire Futures Contract among March, May, July, September and December Futures Contracts.

- (vii) On page 582:
 - **West Texas Intermediate light sweet crude oil Intraday Price** means, for a date, any price per barrel at which the West Texas Intermediate light sweet crude oil has been traded at any time during that date on the NYMEX of the First Nearby Month Futures Contract (unless otherwise provided for in the applicable Final Terms), stated in USD, available on page "CL1 Comdty" of the Bloomberg terminal and on page "CLc1" of the Reuters Monitor Money Rates Service (or any relevant succeeding page).

 - **Zinc Intraday Price** means, for a date, any price per tonne at which 3 month rolling Special High Grade Zinc has been traded at any time during that date on the LME (unless otherwise provided for in the applicable Final Terms), stated in USD, available on page "LMZSDS03 Comdty" of the Bloomberg terminal and on page "MZN3=~~LX~~" of the Reuters Monitor Money Rates Service (or any relevant succeeding page).

DOCUMENTS AVAILABLE

Copies of this Supplement and the documents incorporated by reference can be obtained, without charge, from the head office of each Issuer and the specified office of each of the Paying Agents, in each case, at the address given at the end of the Base Prospectus.

This Supplement will be published on the website of:

- the Luxembourg Stock Exchange (www.bourse.lu) and
- the Issuers (<http://prospectus.socgen.com>) via one of the following paths:

SOCIÉTÉ GÉNÉRALE -> Debt Issuance Program -> 2014 -> Supplement 2014;

RESPONSIBILITY

Each Issuer and the Guarantor accept responsibility for the information contained in or incorporate into this Supplement.

To the best of the knowledge and belief of each Issuer and the Guarantor (each having taken all reasonable care to ensure that such is the case), the information contained in or incorporate into this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.