



**SUPPLEMENT DATED 13 AUGUST 2014
TO THE BASE PROSPECTUS DATED 23 JULY 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*)

**SOCIÉTÉ GÉNÉRALE EFFEKTEN
GMBH**

as Issuer
(*incorporated in Germany*)

Warrants Issuance Programme

This supplement (hereinafter this "**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 Warrants Issuance Programme Base Prospectus dated 23 July 2014 (hereinafter the "**Base Prospectus**") and approved by the *Commission de Surveillance du Secteur Financier* (hereinafter the "**CSSF**") on 23 July 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**)).

The purpose of this Supplement is to (i) incorporate by reference the Second Update to the 2014 Registration Document of Société Générale and the supplements to the warrants issuance programme base prospectus dated 24 July 2013, dated 20 August 2013, 16 October 2013, 12 November 2013, 3 December 2013 and 3 March 2014, (ii) amend the Summary accordingly and (iii) make minor amendments to various sections of the Base Prospectus, as set out in detail below (together, the "**Modifications**"). The Modifications are effective from (and including) the date of this Supplement and apply only in respect of Warrants the Final Terms relating to which are signed or issued on or after the date of this Supplement.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus.

Full information on the Issuers and the Warrants is only available on the basis of the combination of the Base Prospectus 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 Warrants 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 Base Prospectus dated 23 July 2014.

In accordance with Article 13.2 of the Prospectus Act 2005, investors who have agreed before this Supplement is published to purchase or subscribe for Warrants to which this Supplement relates 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 documents which have been previously published or are published simultaneously with this Supplement and have been filed with the CSSF shall be deemed to be incorporated by reference into, and to form part of, this Supplement:

- the supplements to the warrants issuance programme base prospectus dated 24 July 2013, dated 20 August 2013, 16 October 2013, 12 November 2013, 3 December 2013 and 3 March 2014; and

- 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 142-147 ((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 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 Base 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
3.	RISK FACTORS	
3.1.	Prominent disclosure of risk factors that may affect the issuer's ability to fulfil its obligations under the securities to investors in a section headed "Risk Factors".	66-82
5.	BUSINESS OVERVIEW	
5.1.	<u>Principal activities</u>	4-61
5.1.1.	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed;	4-61
5.1.2.	An indication of any significant new products and/or activities;	4-61
9.	ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES	
9.1.	Names, business addresses and functions in the Issuer of the members of the administrative, management or supervisory bodies, and an indication of the principal activities performed by them outside the Issuer where these are significant with respect to the Issuer.	62-65

11.	FINANCIAL, INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER	
11.5.	INTERIM AND OTHER FINANCIAL INFORMATION	13-37; 83-125
	Balance sheet	85-86
	Income statement	87
	Cash Flow Statements	91
	Accounting principles	92-125

The information incorporated by reference that is not included in the cross-reference list above 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/ Pages 13 to 15 – Section headed "SUMMARY"

Element B.12 (Selected historical key financial information regarding the issuer) on pages 13 to 15 is amended as follows:

- the table and related notes containing the selected historical key financial information of Société Générale is replaced in its entirety with the following table and related notes:

	Half Year – 2014 (***)	Year ended 2013	Half Year – 2013 (***)	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>	<i>659</i>	<i>1,196(**)</i>	<i>597(**)</i>	<i>1,291</i>
<i>International Retail Banking & Financial Services</i>	<i>34</i>	<i>983(**)</i>	<i>498(**)</i>	<i>617</i>
<i>Global Banking and Investor Solutions</i>	<i>1,066</i>	<i>1,206(**)</i>	<i>1,024(**)</i>	<i>761</i>
<i>Corporate Centre</i>	<i>(414)</i>	<i>(1,341) (**)</i>	<i>(800)(**)</i>	<i>(1,879)</i>
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.

(**) the financial information relating to the first half of 2013 and 2014 is unaudited.

- The statement in the Element "Significant changes in the Issuer's financial or trading position subsequent to the period covered by the historical financial information" is deleted and replaced by the following statement:

Significant changes in the Issuer's financial or trading position subsequent to the period covered by the historical financial information
There has been no significant change in the Issuer's financial or trading position subsequent to [31 December 2013][30 June 2014].

2/ Pages 109 and 113 – Section headed "DOCUMENTS INCORPORATED BY REFERENCE"

Paragraph 1.5 (Documents incorporated by reference relating to Previous Base Prospectuses) on page 109 shall be replaced in its entirety with the following revised wording:

"1.5 Documents incorporated by reference relating to Previous Base Prospectuses

The expression "Previous Base Prospectus" means the warrants issuance programme base prospectus dated 24 July 2013 (the "2013 Base Prospectus") as amended by the supplements dated 20 August 2013, 16 October 2013, 12 November 2013, 3 December 2013 and 3 March 2014. The supplements referred to above, to the extent that they contain changes to the terms and conditions of the Warrants (as set out in the 2013 Base Prospectus), are incorporated by reference together with the 2013 Base Prospectus.

The cross reference table in relation to the Previous Base Prospectus appears in the paragraph 2.5 below."

The cross reference table in paragraph 2.5 (*Cross reference tables relating to Previous Base Prospectus*) on page 113 shall be replaced in its entirety with the following revised table:

Previous Base Prospectus	Section heading	Pages
2013 Base Prospectus		
Base prospectus dated 24 July 2013	Terms and conditions	141-194
	Additional terms and conditions	195-728
Supplement dated 20 August 2013	Additional terms and conditions	5-6
Supplement dated 16 October 2013	Additional terms and conditions	2
Supplement dated 12 November 2013	Additional terms and conditions	2-4
Supplement dated 3 December 2013	Terms and conditions	6-7
	Additional terms and conditions	8-11
Supplement dated 3 March 2014	Terms and conditions	5-7
	Additional terms and conditions	7-20

3/ Pages 121 and 127 – Section headed "FORM OF FINAL TERMS"

The first sentence of the first paragraph under the heading "PART A – CONTRACTUAL TERMS" on page 121 shall be replaced in its entirety with the following revised wording:

"Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth under the heading "Terms and Conditions of the Warrants" [and][specify other] [in the base prospectus dated 23 July 2014] [and] [in the base prospectus dated 24 July 2013] [as amended by the supplement[s] thereto dated [20 August 2013][,][and][16 October 2013][,][and][12 November 2013][,][and][3 December 2013][and][3 March 2014] [, which are incorporated by reference in the base prospectus dated 23 July 2014 and to which the Warrants shall be subject] [(which constitutes a **Base Prospectus** for the purposes of article 5.4 of the Prospectus Directive 2003/71/EC) (the **Prospectus Directive**) as amended (which includes the amendments made by Directive 2010/73/EU (the **2010 PD Amending Directive**) to the extent that such amendments have been implemented in a Member State)]."

Paragraph 17 (Final Settlement Price) at the top of page 127 shall be replaced in its entirety with the following revised wording:

17.	Final Settlement Price:	<p>[Replicate relevant formula from] [Specify] [Condition [3.1.1.2] [3.1.2.2] [3.1.3.2] [3.1.4.2] [3.2.1.2] [3.2.2.2] [3.2.3.2] [3.3.1.2] of the Additional Terms and Conditions relating to One-Delta, Fixed Leverage and Turbo Warrants] [Condition [3.1.1.3] [3.1.2.3] [3.2.1.3] [3.2.2.3] [3.2.3.3] [3.2.4.3] [3.3.1.3] [3.3.2.3] [3.3.3.3] [3.3.4.3] [3.3.5.3] [3.3.6.3] [3.3.7.3] [3.3.8.3] [3.3.9.3] [3.3.10.3] [3.3.11.3] [3.3.12.3] [3.3.13.3] [3.3.14.3] [3.3.15.3] [3.3.16.3] [3.3.17.3] [3.3.18.3] [3.3.19.3] [3.3.20.3] [3.3.21.3] [3.3.22.3] [3.3.23.3] [3.3.24.3] [3.3.25.3] [3.3.26.3] [3.3.27.3] [3.3.28.3] [3.3.29.3] [3.3.30.3] [3.3.31.3] [3.3.32.3] [3.5.1.3] [3.5.2.3] [3.5.4.3] [3.5.5.3] [3.5.6.3] [3.6.1.3] [3.6.2.3] [3.6.3.3] [3.6.4.3] [3.6.5.3] [3.6.6.3] [3.6.7.3] [3.6.8.3] [3.6.9.3] [3.6.10.3] [3.7.1.3] [3.7.2.3] [3.7.3.3] [3.7.4.3] [3.7.5.3] [3.7.6.3] [3.7.7.3] [3.7.8.3] [3.7.9.3] [3.7.10.3] [3.7.11.3] [3.8.1.3] [3.8.2.3] [3.8.3.3] [3.8.4.3] [3.9.1.3] [3.9.2.3] [3.9.3.3] [3.10.1.3] [3.10.2.3] [3.11.1.3] [3.11.2.3] [3.11.3.3] [3.11.4.3] [3.11.5.3] [3.11.6.3] [3.11.7.3] of the Additional Terms and Conditions relating to Formulae]</p>
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4/ Page 162 – Section headed "TERMS AND CONDITIONS OF THE WARRANTS"

The existing paragraph commencing with "Any issue of EUI Warrants" shall be replaced in its entirety with the following revised wording:

"Any issue of EUI Warrants (as defined in Condition 1.3 of the General Terms and Conditions) will have the benefit of an EUI agency agreement dated 24 July 2013 and amended and restated on 1 August 2014 (the **EUI Agency Agreement**, which expression shall be construed as a reference to any such agreement as the same may be amended, supplemented or restated from time to time) between the Issuers, the Guarantor and the agent, which shall be designated in the applicable Final Terms in respect of EUI Warrants (the **EUI Agent**)."

5/ Page 917 – Section headed "DESCRIPTION OF SOCIÉTÉ GÉNÉRALE"

The existing paragraph in sub-section 9.2 shall be replaced in its entirety with the following revised wording:

"There has been no significant change in the financial or trading position of Société Générale and its consolidated subsidiaries (taken as a whole) since 30 June 2014."

DOCUMENTS AVAILABLE

Copies of this Supplement 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 and the documents incorporated by reference will also be available on the website of:

- the Luxembourg Stock Exchange (www.bourse.lu) and
- the Issuers (www.prospectus.socgen.com).

RESPONSIBILITY

Each Issuer and the Guarantor accept responsibility for the information contained in 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 this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.