



**SUPPLEMENT DATED 21 OCTOBER 2016
TO THE BASE PROSPECTUS DATED 20 JULY 2016**

SOCIÉTÉ GÉNÉRALE

as Issuer and Guarantor
(incorporated in France)

and

SG ISSUER
as Issuer
(incorporated in Luxembourg)

**SOCIÉTÉ GÉNÉRALE
EFFEKTEN GMBH**
as Issuer
(incorporated in Germany)

Warrants 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, as amended (hereinafter the **Prospectus Act 2005**) to the Warrants Issuance Programme base prospectus dated 20 July 2016 (hereinafter the **Base Prospectus**) and approved by the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on 20 July 2016 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:

- incorporate by reference the half-year financial results of SG Issuer;
- incorporate by reference the half-year financial results of Société Générale Effekten GmbH;
- amend the summary and the sections relating to the description of SG Issuer and Société Générale Effekten GmbH accordingly;
- amend a risk factor in section “Risk Factors” in order to correct an inaccuracy;
- amend section “Documents Incorporated by Reference” in order to correct an typographical mistakes;
- amend the section “Form of Final Terms” in order to correct some references; and
- amend the section “Subscription, Sale and Transfer Restrictions” in order to correct an error in the selling restrictions applicable to the Dealers.

This Supplement amends, completes and must be read in conjunction with the Base Prospectus, the first supplement dated 16 August 2016 and the second supplement dated 30 August 2016.

Full information on the Issuers and the offer of any Warrants is only available on the basis of the combination of the Base Prospectus, the first supplement dated 16 August 2016, the second supplement dated 30 August 2016 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.

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 25 October 2016) to withdraw their acceptances.

AMENDMENTS TO THE BASE PROSPECTUS

I. SUMMARY

- (i) In the section “**Summary**” on page 10 of the Base Prospectus, Element B.12 (Selected historical key financial information regarding the issuer), the tables relating to the selected historical key information relating to SG Issuer and Société Générale Effekten GmbH shall be deleted and replaced by the following tables:

[If the Issuer is SG Issuer:

(in K€)	30 June 2016 (non audited)	31 December 2015 (audited)	30 June 2015 (non audited)	31 December 2014 (audited)
Total Revenue	48 398	102 968	47 313	110 027
Profit before tax	118	380	195	209
Profit for the financial period/year	71	380	195	209
Total Assets	44 984 808	37 107 368	29 129 601	23 567 256

]

[If the Issuer is Société Générale Effekten GmbH:

(in K€)	30 June 2016 (non audited)	31 December 2015 (audited)	30 June 2015 (non audited)	31 December 2014 (audited)
Operating Revenues	51,3	130	60,7	103
Profit from operations	0	0	0	0
Profit from continuing	0	0	0	0

operations				
Basic and diluted earnings per share	0	0	0	0
Total Assets	24,121,695	28,967,799	28,719,372	22,304,156
Dividends declared per share	0	0	0	0

]

In the sub-paragraph of Element B.12 “Significant changes in the Issuer’s financial or trading position subsequent to the period covered by the historical financial information” on page 12 of the Base Prospectus, the paragraph relating to SG Issuer and Société Générale Effekten GmbH as Issuers shall be deleted and replaced by the following:

[If the Issuer is SG Issuer or Société Générale Effekten GmbH: Not applicable. There has been no significant change in the financial or trading position of the Issuer since 30 June 2016.]

II. RISK FACTORS

In sub-section 5 “General, market and other risks”, the fourth paragraph of risk factor 5.1.12 “French law and European legislation regarding the resolution of financial institutions may require the write-down or conversion to equity of the Warrants or other resolution measures if the Issuer is deemed to meet the conditions for resolution” on page 71 is amended by removing the last sentence set out below:

“The terms and conditions of the Warrants and the Guarantee contain provisions giving effect to the Bail-in Tool.”

The remaining provisions of the risk factor shall remain unchanged.

III. DOCUMENTS INCORPORATED BY REFERENCE

(i) In sub-section 1 “List of the documents incorporated by reference”, the second paragraph on page 154 is amended as follows (deletion in strikethrough green and insertion in red bold):

“The documents incorporated by reference in paragraphs 1.1, ~~1.2 and 1.3~~ below are direct and accurate translations into English of the original version of such documents issued in French. ~~Each relevant~~ **Société Générale as** Issuer accepts responsibility for such translations.”

(ii) In sub-section 1 “List of the documents incorporated by reference”, paragraphs 1.2.1 “2014 Annual Financial Statement” and 1.2.2 “2015 Annual Financial Statement” on page 155 are amended as follows (deletion in strikethrough green):

“1.2.1 2014 Annual Financial Statement

The expression “2014 Annual Financial Statements” means the English version of the audited annual financial statements of SG Issuer for the financial year ended 31 December 2014 prepared in accordance with international financial reporting standards (IFRS), the related appendix and notes and the statutory auditor’s report for each year, ~~each issued in French.~~

The cross reference table in relation to the 2014 Annual Financial Statements appears in the paragraph 2.2.1 below.

1.2.2 2015 Annual Financial Statements

The expression "**2015 Annual Financial Statements**" means the English version of the audited annual financial statements of SG Issuer for the financial year ended 31 December 2015 prepared in accordance with international financial reporting standards (IFRS), the related appendix and notes and the statutory auditor's report for each year, ~~each issued in French.~~

The cross reference table in relation to the 2015 Annual Financial Statements appears in the paragraph 2.2.2 below."

(iii) In sub-section 1 "List of the documents incorporated by reference", paragraph 1.2 "Documents incorporated by reference relating to SG Issuer", a new sub-paragraph 1.2.3 shall be added on page 155 as follows:

1.2.3 2016 Interim Financial Statements

The expression "**2016 Interim Financial Statements**" means the English version of the non audited interim financial statements of SG Issuer for the period from 1 January 2016 to 30 June 2016 prepared in accordance with international financial reporting standards (IFRS), the related appendix and notes and the statutory auditor's report for such year.

The cross reference table in relation to the 2016 Interim Financial Statements appears in the paragraph 2.2.3 below.

(iv) In sub-section 1 "List of the documents incorporated by reference", paragraph 1.3 "Documents incorporated by reference relating to Société Générale Effekten GmbH", a new sub-paragraph 1.3.3 shall be added on page 155 as follows:

1.3.3 2016 Interim Financial Statements

The expression "**2016 Interim Financial Statements**" means the English version of the non audited interim financial statements of Société Générale Effekten GmbH for the period from 1 January 2016 to 30 June 2016 prepared in accordance with German accepted accounting principles, the related appendix and notes and the statutory auditor's report for such year, each published in French.

The cross reference table in relation to the 2016 Interim Financial Statements appears in the paragraph 2.3.3 below.

(v) In sub-section 2 "Cross reference tables of the documents incorporated by reference", the second paragraph on page 156 is amended as follows (deletion in strikethrough green and insertion in red bold):

"For the avoidance of doubt, the documents incorporated by reference in the 2015 Registration Document, the 2016 Registration Document, the First Update to the 2016 Registration Document, **the Second Update to 2016 Registration Document**, the 2014 Annual Financial Statements, ~~and~~ the 2015 Annual Financial Statements **and the 2016 Interim Financial Statements** of SG Issuer, the 2014 Annual Financial Statements, ~~and~~ the 2015 Annual Financial Statements **and the 2016 Interim Financial Statements** of Société Générale Effekten GmbH and the Previous Base Prospectuses are not incorporated by reference in this Base Prospectus and are not relevant for the investors."

(vi) In sub-section 2 “Cross reference tables of the documents incorporated by reference”, paragraph 2.2 “Cross reference tables relating to SG Issuer”, a new sub-paragraph 2.2.3 “**2016 Interim Financial Statements**” shall be added on page 159 as follows:

2.2.3 2016 Interim Financial Statements

Balance sheet	14
Income statement	13
Cash-flow statement	16
Statement of changes in equity	15
Notes to the financial statements (including Accounting principles)	17- 42
Report of the <i>Réviseur d’Entreprises agréé</i> on review of condensed interim financial information	12

(vii) In sub-section 2 “Cross reference tables of the documents incorporated by reference”, paragraph 2.3 “Cross reference tables relating to Société Générale Effekten GmbH”, a new sub-paragraph 2.3.3 “**2016 Interim Financial Statements**” shall be added on page 159 as follows:

2.3.3 2016 Interim Financial Statements

Balance sheet	Annex 1
Income statement	Annex 2
Cash-flow statement	Appendix 5
Notes to the financial statements	Appendix 3
Accounting principles	Appendix 3

IV. FORM OF FINAL TERMS

In Part A “Contractual Terms”, item 16 “Physical Delivery Warrant Provisions”:

(i) sub-item (i) “Deliverable Asset(s)” on page 176 shall be amended as follows (deletion in strikethrough green and insertion in red bold):

“[[Market Value] [Nominal Amount] [Other] as set out in Condition [*English law*: 4.11] [*French law*: 4.6] of the General Terms and Conditions] [*Specify*]

[See paragraph **2830**(i) "Underlying(s)" ~~below~~] [*in respect of Credit Linked Warrants where Alternative Physical Settlement does not apply*: Specified Deliverable Obligation(s)] [*in respect of Credit Linked Warrants where Alternative Physical Settlement applies*: Alternative Physical Delivery Amount]”

(ii) first paragraph of sub-item (v) “Method of transfer of Deliverable Asset(s) in respect of Physical Delivery Amount or in respect of the Alternative Physical Delivery Amount (if other than Delivery)” on page 176 shall be amended as follows (deletion in strikethrough green and insertion in red bold):

“[As per Condition [*English law*: 4.14²] [*French law*: 4.6⁷] of the General Terms and Conditions, subject to Condition [*English law*: 4.14] [*French law*: 4.9] of the General Terms and Conditions]

V. DESCRIPTION OF SG ISSUER

(i) Sub-section 2 “Selected financial information” on page 1098 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

Figures prepared in accordance with IFRS at 30 June 2016

(in K€)	30 June 2016 (non audited)	31 December 2015 (audited)	30 June 2015 (non audited)	31 December 2014 (audited)
Total Revenue	48 398	102 968	47 313	110 027
Profit before tax	118	380	195	209
Profit for the financial period/year	71	380	195	209
Total Assets	44 984 808	37 107 368	29 129 601	23 567 256

(ii) In sub-section 11 “Financial information concerning SG Issuer’s assets and liabilities, financial position and profits and losses” on page 1101 of the Base Prospectus:

- The paragraph 11.4 shall be deleted in its entirety and replaced with the following:

“Since the date of its last audited financial statements, SG Issuer has published interim financial statements as of 30 June 2016.”

- The paragraph 11.6 shall be deleted in its entirety and replaced with the following:

“There has been no significant change in the financial or trading position of SG Issuer since 30 June 2016.”

VI. DESCRIPTION OF SOCIETE GENERALE EFFEKTEN GMBH

(i) Sub-section 2 “Selected financial information” on page 1104 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

Figures prepared in accordance with German accepted accounting principles at 30 June 2016

(in K€)	30 June 2016 (non audited)	31 December 2015 (audited)	30 June 2015 (non audited)	31 December 2014 (audited)
Operating Revenues	51,3	130	60,7	103
Profit from operations	0	0	0	0
Profit from continuing operations	0	0	0	0
Basic and diluted earnings per share	0	0	0	0

Total Assets	24,121,695	28,967,799	28,719,372	22,304,156
Dividends declared per share	0	0	0	0

(ii) In sub-section 11 "Financial information concerning Société Générale Effekten GmbH's assets and liabilities, financial position and profits and losses" on page 1106 of the Base Prospectus

- The paragraph 11.4 shall be deleted in its entirety and replaced with the following:

"Since the date of its last audited financial statements, Société Générale Effekten GmbH has published interim financial statements as of 30 June 2016."

- The paragraph 11.6 shall be deleted in its entirety and replaced with the following:

"There has been no significant change in the financial or trading position of Société Générale Effekten GmbH since 30 June 2016."

VII. SUBSCRIPTION, SALE AND TRANSFER RESTRICTIONS

Paragraph 3.11 "General" of sub-section 3 "Selling Restrictions: Jurisdictions within the EEA" on page 1208 is deleted in its entirety and the introductory paragraph of section "Subscription, Sale and Transfer Restrictions" is amended by inserting the words in red and bold as set out below:

"The Dealers have in a programme agreement dated on or about 6 July 2016 (the **Programme Agreement**, which expression includes the same as it may be updated or supplemented from time to time), agreed with the Issuers and the Guarantor a basis upon which they (or any one of them) may from time to time agree to purchase Warrants. Any such agreement will extend to those matters stated under "*Form of the Warrants*" and in the Terms and Conditions of the Warrants above. In the Programme Agreement, the Issuers have jointly and severally agreed to reimburse the Dealers for certain of their expenses in connection with the establishment and any future update of the Programme and the issue of Warrants under the Programme and to indemnify the Dealers against certain liabilities incurred by them in connection therewith.

Each Dealer has agreed, and each further Dealer appointed under the Programme and each other Purchaser will be required to agree, that it will (to the best of its knowledge and belief) comply with all applicable securities laws and regulations in force in any jurisdiction in which it purchases, offers, sells or delivers Warrants or possesses or distributes the Base Prospectus or any offering material, and will obtain any consent, approval or permission required by it for the purchase, offer, sale or delivery by it of Warrants under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers, sales or deliveries, and none of the Issuers, the Guarantor or any other Dealer shall have any responsibility therefor.

None the Issuers, the Guarantor or any of the Dealers represents that Warrants may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such sale.

The following selling restrictions may be modified by the relevant Issuer and the relevant Purchaser(s) following a change in the relevant law, regulation or directive and in certain other circumstances as may be agreed between the relevant Issuer and the relevant Purchaser(s).

Any such modification will be set out in the syndication agreement (if applicable) in respect of the Issue to which it is related or in a Supplement to this Base Prospectus.”

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 websites of:

- the Luxembourg Stock Exchange (www.bourse.lu); and
- the Issuers (www.sglistedproducts.co.uk).

RESPONSIBILITY

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 incorporated into this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information and, save as disclosed in this Supplement, 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 and any other supplements approved before this Supplement.

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