



**SUPPLEMENT DATED 10 JANUARY 2014
TO THE BASE PROSPECTUS DATED 29 APRIL 2013**

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)

**€ 125.000.000.000
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 2013 (hereinafter the **Base Prospectus**) and approved by (a) the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on 29 April 2013 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

- (i) to introduce, in the Terms and Conditions of the English Law Notes and in the Terms and Conditions of the French Law Notes, a limited recourse provision against SG Issuer, SGA Société Générale Acceptance N.V. and SG Option Europe and the related Risk Factor, as further described below and,
- (ii) to correct a material mistake in the definition of Foreign Exchange Rate in the Additional Terms and Conditions for Foreign Exchange Rate Link Notes .

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus and the supplements dated 31 May 2013, 23 July 2013, 8 August 2013, 12 September 2013, 9 October 2013 and 15 November 2013.

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 supplements dated 31 May 2013 , 23 July 2013 , 8 August 2013, 12 September 2013, 9 October 2013, 15 November 2013 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 14 January 2014) to withdraw their acceptances.

AMENDMENTS TO THE BASE PROSPECTUS

1/ Page 39 of the Base Prospectus, section “Risk Factors”, paragraph 2.2.2 is deleted in its entirety and replaced as follows:

Each holder of a Note or Notes issued by SG Issuer, SGA Société Générale Acceptance N.V. and SG Option Europe is deemed to have acknowledged and undertaken, on its acquisition of such Note(s), that, in the event of a payment default by SG Issuer, SGA Société Générale Acceptance N.V. or SG Option Europe, as the case may be, of principal of (and premium, if any), interest or any other amount in respect thereof (including, without limitation, any Final Redemption Amount(s)) on any such Note(s) whenever such payment falls due (such payment defaults, **Defaulted Payments**), such holder shall not institute any proceeding, judicial or otherwise, or otherwise assert a claim against SG Issuer, SGA Société Générale Acceptance N.V. or SG Option Europe, as the case may be, to enforce such Defaulted Payments and waives all rights to institute such proceedings or make such claims in respect of such Defaulted Payments against the relevant Issuer.

As a consequence prospective investors in Notes issued by SG Issuer, SGA Société Générale Acceptance N.V. and SG Option Europe should note that in case of Defaulted Payments the entitlement of the Noteholders will be limited to the sums obtained by making a claim under the Guarantee, and the relevant provisions of the Guarantee, and in relation with Secured Notes only, from the sums obtained following enforcement of the relevant Pledge Agreement (*See “Risk Factors – Additional Risks Associated with Secured Notes – Shortfall on Realisation of Collateral Assets and Limited Recourse of Noteholders” below*).

Holders of Notes issued by SG Issuer which are not Secured Notes should also note that the Collateral Assets contained in a Collateral Pool will not be available to satisfy amounts due to them in respect of their Notes.

2/ Page 229 of the Base Prospectus, section Terms and Conditions of the English Law Notes, after Condition 18 a new Condition 19 is inserted as follows:

19 Limited Recourse against SG Issuer, SGA Société Générale Acceptance N.V. and SG Option Europe

Each holder of a Note or Notes issued by SG Issuer, SGA Société Générale Acceptance N.V. and SG Option Europe is deemed to have acknowledged and undertaken, on its acquisition of such Note(s), that, in the event of a payment default by issued by SG Issuer, SGA Société Générale Acceptance N.V. or SG Option Europe, as the case may be, of principal of (and premium, if any), interest or any other amount in respect thereof (including, without limitation, any Final Redemption Amount(s)) on any such Note(s) whenever such payment falls due (such payment defaults, **Defaulted Payments**), such holder shall not institute any proceeding, judicial or otherwise, or otherwise assert a claim against SG Issuer, SGA Société Générale Acceptance N.V. or SG Option Europe, as the case may be, to enforce such Defaulted Payments and waives all rights to institute such proceedings or make such claims in respect of such Defaulted Payments against the Issuer.

For the avoidance of doubt:

Such acknowledgement, undertaking and waiver are without prejudice to the holder's rights under the Guarantee and do not alter or impair the Guarantor's obligations under the relevant guarantee;

Accordingly each holder shall continue to have the right to institute any proceeding, judicial or otherwise, or otherwise assert a claim against the Guarantor to enforce any obligation due under the relevant guarantee, including without limitation in respect of any Defaulted Payments; and

Such acknowledgement, undertaking and waiver do not alter or impair the rights of the Noteholders to require the enforcement of the Pledge Agreement pursuant to the provisions of the Additional Terms and Conditions relating to Secured Notes.

3/ Page 272 of the Base Prospectus, section Terms and Conditions of the French Law Notes, after Condition 16 a new Condition 17 is inserted as follows:

17 Limited Recourse against SG Issuer, SGA Société Générale Acceptance N.V. and SG Option Europe

Each holder of a Note or Notes issued by SG Issuer, SGA Société Générale Acceptance N.V. and SG Option Europe is deemed to have acknowledged and undertaken, on its acquisition of such Note(s), that, in the event of a payment default by issued by SG Issuer, SGA Société Générale Acceptance N.V. or SG Option Europe, as the case may be, of principal of (and premium, if any), interest or any other amount in respect thereof (including, without limitation, any Final Redemption Amount(s)) on any such Note(s) whenever such payment falls due (such payment defaults, **Defaulted Payments**), such holder shall not institute any proceeding, judicial or otherwise, or otherwise assert a claim against SG Issuer, SGA Société Générale Acceptance N.V. or SG Option Europe, as the case may be, to enforce such Defaulted Payments and waives all rights to institute such proceedings or make such claims in respect of such Defaulted Payments against the Issuer.

For the avoidance of doubt:

Such acknowledgement, undertaking and waiver are without prejudice to the holder's rights under the Guarantee and do not alter or impair the Guarantor's obligations under the relevant guarantee;

Accordingly each holder shall continue to have the right to institute any proceeding, judicial or otherwise, or otherwise assert a claim against the Guarantor to enforce any obligation due under the relevant guarantee, including without limitation in respect of any Defaulted Payments; and

Such acknowledgement, undertaking and waiver do not alter or impair the rights of the Noteholders to require the enforcement of the Pledge Agreement pursuant to the provisions of the Additional Terms and Conditions relating to Secured Notes.

4/ Page 566 of the Base Prospectus, section 1. “Definitions” of the Additional Terms and Conditions for Foreign Exchange Rate Linked Notes, the definition of Foreign Exchange Rate is modified as follows:

the second sentence, “For the avoidance of doubt, an exchange rate expressed as X/Y means the number of units (or part units) of X for which one unit of Y can be exchanged.” is replaced by the following sentence “For the avoidance of doubt, an exchange rate expressed as X/Y means the number of units (or part units) of Y for which one unit of X.”

As a consequence, the definition of Foreign Exchange Rate on page 566 of the Base Prospectus should now be read as follows:

Foreign Exchange Rate means any exchange rate expressed as X/Y (X and Y are currencies) and specified as Underlying in the applicable Final Terms. For the avoidance of doubt, an exchange rate expressed as X/Y means the number of units (or part units) of Y for which one unit of X can be exchanged.

DOCUMENTS AVAILABLE

Copies of this Supplement e 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 -> 2013 -> Supplement 2013;
SG ISSUER -> 2013 -> Supplement 2013;
SGA -> 2013 -> Supplement 2013;
SG OPTION EUROPE -> 2013 -> Supplement 2013.

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.