

**SECOND SUPPLEMENT DATED 24 OCTOBER 2012
TO THE BASE PROSPECTUS DATED 25 JUNE 2012**

**SGA SOCIETE GENERALE ACCEPTANCE N.V.
SOCIETE GENERALE EFFEKTEN GMBH
Securitised Derivatives Programme
irrevocably and unconditionally guaranteed by
SOCIETE GENERALE**

This Second Supplement (the **Second Supplement**) to the base prospectus dated 25 June 2012 (the **Base Prospectus**) constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **FSMA**) and is prepared in connection with the Securitised Derivatives Programme established by SGA Societe Generale Acceptance N.V. and Societe Generale Effekten GMBH (each an **Issuer** and, together, the **Issuers**) and irrevocably and unconditionally guaranteed by Societe Generale (the **Guarantor**). Terms defined in the Base Prospectus have the same meaning when used in this Second Supplement.

This Second Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and the first supplement thereto dated 7 September 2012.

The purpose of this Second Supplement is to:

- (a) incorporate by reference the 2012 interim financial statements of SGA Societe Generale Acceptance N.V. and related statutory auditor's review report; and
- (b) incorporate by reference the 2012 interim financial statements of Societe Generale Effekten GMBH.

To the extent that there is any inconsistency between (a) any statement in this Second Supplement or any statement incorporated by reference into the Base Prospectus by this Second Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Second Supplement, 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.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents which have previously been published or are published simultaneously with this Second Supplement and have been filed with, in the case of paragraphs (a) and (b) below, the *Commission de Surveillance du Secteur Financier*, and, in the case of paragraph (c) below, the *Bundesanstalt für Finanzdienstleistungsaufsicht*, shall be deemed to be incorporated by reference into, and form part of, this Second Supplement:

- (a) the English version of the unaudited interim financial statements of SGA Societe Generale Acceptance N.V. for the period from 1 January 2012 to 30 June 2012 prepared in accordance with IFRS and the related notes, except for pages 1 to 2 (inclusive) (hereinafter the **2012 SGA Interim Financial Statements Excluded Section**), and the English version of the unaudited interim financial statements of SGA Societe Generale Acceptance N.V. for the period from 1 January 2012 to 30 June

2012 without the 2012 SGA Interim Financial Statements Excluded Section, hereinafter the **2012 SGA Interim Financial Statements**);

- (b) the English translation of the statutory auditor's review report on the 2012 SGA Interim Financial Statements (hereinafter, the **SGA Review Report**); and
- (c) the English version of the unaudited interim financial statements of Societe Generale Effekten GMBH for the period from 1 January 2012 to 30 June 2012 prepared in accordance with the accounting regulations of the German Commercial Code (*Handelsgesetzbuch*, "HGB") and the supplementary provisions of the German Limited Liability Companies Act (*Gesetz betreffend die Gesellschaften mit Beschränkter Haftung*, "GmbHG") in compliance with German accepted accounting principles and the related notes, except for pages 1 to 6 (inclusive) (hereinafter the **2012 SGE Interim Financial Statements Excluded Section**, and the English version of the unaudited interim financial statements of Societe Generale Effekten GMBH for the period from 1 January 2012 to 30 June 2012 without the 2012 SGE Interim Financial Statements Excluded Section, hereinafter the **2012 SGE Interim Financial Statements**).

Any reference to the 2012 SGA Interim Financial Statements and the 2012 SGE Interim Financial Statements shall be deemed to exclude the 2012 SGA Interim Financial Statements Excluded Section and the 2012 SGE Interim Financial Statements Excluded Section, respectively, which are either not relevant for prospective investors or are covered elsewhere in this Second Supplement or the Base Prospectus.

The documents incorporated by reference in paragraphs (a) and (b) above are direct English translations of the original French version of such documents. In the event of discrepancy between the original French version and the English translation of the documents incorporated by reference in this Base Prospectus, the French version shall prevail.

The document incorporated by reference in paragraph (c) above is a direct English translation of the original German version of such document. In the event of discrepancy between the original German version and the English translation of the document incorporated by reference in this Base Prospectus, the German version shall prevail.

The cross-reference tables relating to SGA Societe Generale Acceptance N.V.'s and Societe Generale Effekten GMBH's 2012 interim financial statements for the period from 1 January 2012 to 30 June 2012 of the Issuers appear hereafter.

**CROSS-REFERENCE LIST RELATING TO THE INTERIM FINANCIAL STATEMENTS OF
SGA SOCIETE GENERALE ACCEPTANCE N.V.**

Unless otherwise stated, references to pages below are to those of the 2012 SGA Interim Financial Statements or the SGA Review Report, respectively.

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**CROSS-REFERENCE LIST RELATING TO THE INTERIM FINANCIAL STATEMENTS OF
SOCIETE GENERALE EFFEKTEN GMBH**

Unless otherwise stated, references to pages below are to those of the 2012 SGE Interim Financial Statements.

SOCIETE GENERALE EFFEKTEN GMBH interim financial statements for the period from 1 January 2012 to 30 June 2012 prepared in accordance with the accounting regulations of the German Commercial Code and the supplementary provisions of the German Limited Liability Companies Act in compliance with German accepted accounting principles and the related notes	7-14
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Copies of this Second Supplement and the documents incorporated by reference can be obtained, without charge, from the specified office of the relevant Issuer and the Agent, in each case at the address given at the end of the Base Prospectus.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Second Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Second Supplement.

In accordance with section 87Q(4) FSMA, investors who have agreed to purchase or subscribe for transferable securities before the Second Supplement is published have the right, exercisable before the end

of the period of two working days beginning with the working day after the date on which this Second Supplement was published, to withdraw their acceptances.

RESPONSIBILITY

Each of the Issuers and the Guarantor accept responsibility for the information contained in this Second Supplement. To the best of the knowledge and belief of each of the Issuers and the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in this Second Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.