



**SUPPLEMENT DATED 20 AUGUST 2013
TO THE BASE PROSPECTUS DATED 24 JULY 2013**

SOCIÉTÉ GÉNÉRALE

as 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 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 Warrants Issuance Programme Base Prospectus dated 24 July 2013 (hereinafter the **Base Prospectus**) and approved by the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on 24 July 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**)).

The purpose of this Supplement is to:

- (a) incorporate by reference the second update to the 2013 Registration Document of Société Générale (as defined hereinafter); and
- (b) modify, as set out in further detail below, certain provisions of the Additional Terms and Conditions relating to One Delta, Fixed Leverage and Turbo Warrants, as set out on pages 195 to 275 (each inclusive) of the Base Prospectus and related provisions in the Base Prospectus User Guide.

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

Full information on the Issuers and the offer of any 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 24 July 2013.

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 22 August 2013) to withdraw their acceptances.

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 will be published on the website of:

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

AMENDMENTS TO THE BASE PROSPECTUS

1/ Page 14 – Section headed "SUMMARY OF THE PROGRAMME":

In Element B.19 B.12:

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

	Half year 2013	Year ended 2012 (*)	Half year 2012 (*)	Year ended 2011
Results (in EUR M)				
Net Banking Income	11,321	23,110	12,583	25,636
Operating income	1,433	2,757	2,548	4,270
Net income before non controlling interests	1,532	1,224	1,411	2,788
Net income	1,319	790	1,171	2,385
<i>French Networks</i>	575	1,291	686	1,428
<i>International Retail Banking</i>	138	(51)	(186)	325
<i>Corporate and Investment Banking</i>	868	1,053	482	635
<i>Specialised Financial Services and Insurance</i>	389	674	330	297
<i>Private Banking, Global Investment Management and Services</i>	157	(293)	(48)	171
<i>Corporate Centre</i>	(808)	(1,884)	(93)	(471)
Activity (in EUR bn)				
Total assets and liabilities	1,254.1	1,250.9	1,246.7	1,181.4
Customer loans	341.2	350.2	360.5	367.5
Customer deposits	350.0	337.2	348.5	340.2
Equity (in billions of euros)				
Group shareholders' equity	49.4	49.3	48.7	47.1
Total consolidated equity	53.3	53.6	52.9	51.1

(*)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.

- the statement relating to the significant changes in the financial or trading position subsequent to the period covered by the historical financial information is deleted in its entirety and replaced by the following statement:

"There have been no significant changes in the financial or trading position of Société Générale and its consolidated subsidiaries (taken as a whole) since the date of its last published financial statements dated 30 June 2012"

In Element B.19 B.17:

- the statement relating to the credit ratings assigned to the Guarantor or its debt securities is deleted in its entirety and replaced by the following statement:

"Société Générale is rated A2 by Moody's France S.A.S., A by Standard & Poor's Credit Market Services France S.A.S., A by Fitch France S.A.S. and AA (low) by DBRS Ratings Limited.

Moody's France S.A.S., Standard & Poor's Credit Market Services France S.A.S., Fitch France S.A.S and DBRS Ratings Limited are, as at the date of the Base Prospectus, established in the European Union and are registered under Regulation (EC) No 1060/2009 (as amended) (the **CRA Regulation**) and are included in the list of registered credit rating agencies published at the website of the European Securities and Markets Authority (www.esma.europa.eu)."

2/ Page 95 – Section headed "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 version of the second update to the *document de référence* 2013 of Société Générale, the French version of which was filed with the *Autorité des marchés financiers* (hereinafter the **AMF**) on 2 August 2013 under No D 13-0101-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 128 and (iii) the cross-reference table, pages 130-131 ((i), (ii) and (iii) together hereinafter, the **2013 Second Update Excluded Sections**, and the English version of the second update to the *document de référence* 2013 of Société Générale without the 2013 Second Update Excluded Sections, hereinafter the **Second Update to the 2013 Registration Document**).

The Second Update to the 2013 Registration Document (pages 30 and 99) contains references to the credit rating of Société Générale issued by DBRS Ratings Limited, Fitch France S.A.S., Moody's France S.A.S. and Standard & Poor's Credit Market Services France S.A.S.

As at the date of this Supplement, each of DBRS Ratings Limited, Fitch France S.A.S, Moody's France S.A.S. and Standard & Poor's Credit Market Services France S.A.S. is established in the European Union and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council dated 16 September 2009, as amended by Regulation (EU) No 513/2011 of the European Parliament and of the Council dated 11 May 2011 and is included in the list of registered credit rating agencies published at the website of the European Securities and Markets Authority (www.esma.europa.eu).

3/ Pages 97 to 98 – Section headed "CROSS REFERENCE LIST RELATING TO SOCIÉTÉ GÉNÉRALE":

- the table relating to the cross reference list relating to Société Générale is deleted in its entirety and replaced by the following table:

CROSS REFERENCE LIST RELATING TO SOCIÉTÉ GÉNÉRALE

References to pages below are to those of the 2012 Registration Document and the 2013 Registration Document, respectively.

Annex XI of Commission Regulation (EC) N°809/2004 of 29 April 2004	2012 Registration Document	2013 Registration Document	First Update to the 2013 Registration Document	Second Update to the 2013 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 " <i>Risk Factors</i> ".	(*)	69; 103-117; 198-265	36-42, Appendix 1	41-50
4.	INFORMATION ABOUT THE ISSUER				
4.1	<u>History and development of the issuer</u>	(*)	2; 33	N/A	N/A
4.1.1.	the legal and commercial name of the issuer;	(*)	33		
4.1.2.	the place of registration of the issuer and its registration number;	(*)	33		
4.1.3.	the date of incorporation and the length of life of the Issuer, except where indefinite;	(*)	33		
4.1.4.	the domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, and the address and telephone number of its registered office (or principal place of business if different from its registered office).	(*)	33		
5.	BUSINESS OVERVIEW				
5.1.	<u>Principal activities</u>	(*)	6-17; 64-66	3	4; 7-38
5.1.1.	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed;	(*)	6-17	N/A	N/A
5.1.2.	An indication of any significant new products and/or activities;	(*)	64-66	N/A	N/A
5.1.3.	<u>Principal markets</u>	(*)	381-384	N/A	N/A
5.1.4.	The basis for any statements in the registration document made by the issuer regarding its competitive position.	(*)	6-17		
6.	ORGANISATIONAL STRUCTURE				
6.1.	If the issuer is part of a group, a brief description of the group and of the issuer's position within it.	(*)	3; 38-39	N/A	8
6.2.	Whether the issuer is dependent on other entities within the group	(*)	43-61; 375-381; 434-444	N/A	8; 63
7.	TREND INFORMATION				
7.2.	Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for at least the current financial year.	(*)	68-69	N/A	N/A
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	(*)	76-102	5-6	40

	significant with respect to the Issuer.				
9.2.	Administrative, Management, and Supervisory bodies conflicts of interests.	(*)	90	N/A	N/A
10.	MAJOR SHAREHOLDERS				
10.1.	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom, and describe the nature of such control, and describe the measures in place to ensure that such control is not abused.	(*)	29;34	N/A	6
11.	FINANCIAL, INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER				
11.1.	Historical financial information	246-362; 365-425	270-384; 387-445; 469	N/A	N/A
11.2.	Financial statements	246-362; 365-425	270-384; 387-445	N/A	51-88
	Consolidated balance sheet	246-247	270-271	N/A	52-53
	Consolidated income statement	248	272	N/A	54
	Cash flow statements	253	277	N/A	58
	Changes in shareholders' equity	250-252	274-276	N/A	56-57
	Notes to the consolidated financial statements	254-362	278-384	N/A	59-88
11.3.	Auditing of the historical annual financial information	363-364;	134; 385-386; 446-447	N/A	N/A
11.4.	Age of latest financial information	246; 365	270; 387	43-70	51
11.6.	Legal and arbitration proceedings	(*)	259-261	N/A	N/A

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 Prospectus Regulation.

4/ Page 83 – User Guide, section headed "CASE STUDY #6: TURBO – Quanto":

In the section of the User Guide headed "*CASE STUDY #6: TURBO – Quanto*", the formula for determining the value of Exercise Price(i) in paragraph 4 is deleted in its entirety and replaced with the following formula:

$$\text{Exercise Price (i)} = \text{Price(i-1)} \times (1 + \% \text{FinancingRateA(i-1)})^{\text{ACT(i-1;i)} / 365} + (\text{Exercise Price(i-1)} - \text{Price(i-1)}) \times (1 + \% \text{FinancingRateB(i-1)})^{\text{ACT(i-1;i)} / 365} + \% \text{QuantoRate(i-1)} - 70\% \times \text{Dist(i)}$$

5/ Page 261 – Condition 3.3.0.2.1.1 of the Additional Terms and Conditions relating to One Delta, Fixed Leverage and Turbo Warrants:

The definition of "Exercise Price(i)" in Condition 3.3.0.2.1.1 of the Additional Terms and Conditions relating to One Delta, Fixed Leverage and Turbo Warrants is deleted in its entirety and replaced with the following definition:

Exercise Price (i)	<p>The Exercise Price (i) in respect of any Valuation Date(i) is determined in accordance with the following:</p> <p>On Valuation Date(0):</p> <p>Exercise Price (0) = ExercisePriceInitial</p>
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	<p>For each subsequent Valuation Date(i), Exercise Price(i) shall be determined in accordance with the following formula:</p> $\text{Exercise Price (i)} = \text{Exercise Price(i-1)} \times (1 + \% \text{FinancingRate(i-1)} - \% \text{RepoRate(i)})^{\text{ACT(i-1;i)/DayCountBasis}} - \% \text{DistRate(i)} \times \text{Dist(i)}$ <p>If Valuation Date(i) is the Final Valuation Date or an Early Expiration Event has occurred on such date, Exercise Price(i) will be converted into the Settlement Currency by the Calculation Agent using the latest available spot exchange rate as of the FXSourceFixingTime1 as published on the Valuation Date immediately preceding Valuation Date(i) by the FXSource1. If no such rate is available on the Valuation Date immediately preceding such Valuation Date(i), such rate shall be the first available spot exchange rate as of the FXSourceFixingTime1 to convert Exercise Price(i) into the Settlement Currency following such day, as published by the FXSource1, or any successor service or page used by the Calculation Agent for the purposes of ascertaining such rate.</p>
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6/ Page 263 – Condition 3.3.0.2.2 of the Additional Terms and Conditions relating to One Delta, Fixed Leverage and Turbo Warrants:

The first sentence of Condition 3.3.0.2.2 of the Additional Terms and Conditions relating to One Delta, Fixed Leverage and Turbo Warrants and the definition of Exercise Price(i) therein is deleted in its entirety and replaced with the following:

If the applicable Final Terms specify that "*Exercise Price Adjustment with Foreign Exchange Guarantee*" is applicable, the following provisions apply:

3.3.0.2.2.1 Exercise Price:

Exercise Price (i)	<p>The Exercise Price (i) in respect of any Valuation Date(i) is determined in accordance with the following formulae:</p> <p>On Valuation Date(0):</p> $\text{Exercise Price (0)} = \text{ExercisePriceInitial}$ <p>For each subsequent Valuation Date(i), Exercise Price(i) shall be determined in accordance with the following formula:</p> $\text{Exercise Price (i)} = \text{Price(i-1)} \times (1 + \% \text{FinancingRateA(i-1)} - \% \text{RepoRate(i)})^{\text{ACT(i-1;i)/DayCountBasis}} + (\text{Exercise Price(i-1)} - \text{Price(i-1)}) \times (1 + \% \text{FinancingRateB(i-1)})^{\text{ACT(i-1;i)/DayCountBasis}} + \% \text{QuantoRate(i-1)} - \% \text{DistRate(i)} \times \text{Dist(i)}$
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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.