



**SUPPLEMENT DATED 16 OCTOBER 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 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 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 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.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus, the supplement dated 20 August 2013 and the supplement dated 20 September 2013.

Full information on the Issuers and the Warrants is only available on the basis of the combination of the Base Prospectus, the supplement dated 20 August 2013, the supplement dated 20 September 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 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 supplement dated 20 September 2013.

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 October 2013) to withdraw their acceptances.

AMENDMENTS TO THE BASE PROSPECTUS

Page 264 – Condition 3.3.1.1 of the Additional Terms and Conditions relating to One Delta, Fixed Leverage and Turbo Warrants:

The definition of "Early Expiration Event" in Condition 3.3.1.1 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:

Early Expiration Event is deemed to have occurred, if on any Valuation Date(i), and on any Calculation Time (v), Price(i,v) is [lower than] [higher than] [or equal to] StopLossLevelCurrent(i) (even if such Valuation Date(i) is subject to a Market Disruption Event):

$$\text{Early Settlement Price}(i) = \text{UnderlyingPrice_ESP}(RVD(i)) / \text{FX}(RVD(i))$$

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 also be available on the website of:

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

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.