



**SUPPLEMENT DATED 27 NOVEMBER 2017
TO THE BASE PROSPECTUS DATED 7 JULY 2017**

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 7 July 2017 (hereinafter the **Base Prospectus**) and approved by the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on 7 July 2017 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:

- amend Element B.12 of the Summary of the Base Prospectus to include key financial information for Société Générale for the nine months ended 30 September 2017;
- incorporate by reference the third update of the 2017 registration document of Société Générale in the Base Prospectus;
- update the section "Description of Société Générale" of the Base Prospectus; and
- amend the composition of the supervisory board of SG Issuer in the section "Description of SG Issuer" of the Base Prospectus accordingly.

The amendments in relation to the relevant Terms and Conditions shall only apply to the Final Terms of Warrants, the date of which falls on or after the approval of this Supplement.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus and the supplement dated 14 August 2017 and 2 November 2017.

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 supplement dated 14 August 2017, 2 November 2017 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 29 November 2017) to withdraw their acceptances.

1. SUMMARY

Element B.12 (*Selected historical key financial information regarding the Issuer*), in Section B (*Issuer[s] [and Guarantor]*) of the Summary on pages 9 and 10 of the Base Prospectus, is modified as follows:

- (i) The table relating to the selected historical key financial information regarding Société Générale is deleted and replaced by the following table:

	Nine Months 30.09.2017 (Unaudited)	Year ended 2016 (audited)	Nine Months 30.09.2016 (Unaudited)	Year ended 2015 (audited, except as mentioned otherwise*)
Results (<i>in millions of euros</i>)				
Net Banking Income	17,631	25,298	19,169	25,639
Operating income	3,937	6,390	5,145	5,681
Net income	3,191	4,338	3,835	4,395
Reported Group Net income	2,737	3,874	3,484	4,001
<i>French retail Banking</i>	988	1,486	1,084	1,441*
<i>International Retail Banking & Financial Services</i>	1,501	1,631	1,193	1,111*
<i>Global Banking and Investor Solutions</i>	1,198	1,803	1,371	1,850*
<i>Corporate Centre</i>	(950)	(1,046)	(164)	(401)*
Net cost of risk	(880)	(2,091)	(1,605)	(3,065)
Activity (<i>in billions of euros</i>)				
Total assets and liabilities	1,338.7	1,382.2	1,404.9.2	1,334.4
Customer loans	412.2	426.5	423.1	405.3
Customer deposits	396.7	421.0	406.0	379.6
Equity (<i>in billions of euros</i>)				
Group shareholders' equity	60.3	62.0	60.9	59.0
Non-controlling Interests	4.5	3.8	3.7	3.6
Cash flow statements (<i>in millions of euros</i>)				
Net inflow (outflow) in cash and cash equivalent	-	18,442	-	21,492

(*) Amounts restated (unaudited) relative to the financial statements published at 31 December 2015 due to adjustments of normative capital calculation method within business lines.

- (ii) The sub-paragraph “Statement as no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements” on page 10 of the Base Prospectus shall remain unchanged and shall be read as follows in respect of SG Issuer:

“If the Issuer is Société Générale:

There has been no material adverse change in the prospects of the Issuer since 31 December 2016.]

[If the Issuer is SG Issuer or Société Générale Effekten GmbH:

There has been no material adverse change in the prospects of the Issuer since 31 December 2016.]”

- (iii) The sub-paragraph “Significant changes in the Issuer’s financial or trading position subsequent to the period covered by the historical financial information” on page 10 of the Base Prospectus shall be deleted and replaced by the following:

“If the Issuer is Société Générale:

Not applicable. There has been no significant change in the financial or trading position of the Issuer since 30 September 2017.]”

[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 2017] [31 December 2016].]”

2. DOCUMENTS INCORPORATED BY REFERENCE

- (i) In the section “Documents Incorporated by the Reference”, in paragraph 1 “List of the documents incorporated by the reference”, in paragraph 1.1 “Documents incorporated by reference relating to Société Générale”, a sub-paragraph 1.1.5 is added on page 132 of the Base Prospectus as follows:

“1.1.5 Third Update to the 2017 Registration Document

The expression **“Third Update to the 2017 Registration Document”** means the English translation of the *Third actualisation du document de référence* of Société Générale, the French version of which was filed with AMF on 6 November 2017 under No D. 17-0139-A03, 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 and the annual financial report made by Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale, page 45 and (iii) the cross reference table, page 47-48.

The cross reference table in relation to the Third Update to the 2017 Registration Document appears in the paragraph 2.1.5 below.”

- (ii) In the section “Documents Incorporated by the Reference”, in paragraph 2 “Cross reference tables of the documents incorporated by reference”, in paragraph 2.1 “Cross reference tables relating to Société Générale” a sub-paragraph 2.1.5 is added on page 135 of the Base Prospectus as follows:

2.1.5 Third Update to the 2017 Registration Document

		Third Update to the 2017 Registration Document
3	RISK FACTORS	37-44
5	BUSINESS OVERVIEW	
5.1	Principal activities	3-31
9	ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT	
9.1	Board of Directors and senior management	32-36
11	FINANCIAL INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER	
11.6	Interim financial information	3-27
11.7	Legal and arbitration proceedings	42-44
12.	MATERIAL CONTRACTS	31

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 Regulation (EC) 809/2004.”

3. DESCRIPTION OF SOCIÉTÉ GÉNÉRALE

- (i) In Sub-section 9 “Financial information concerning Société Générale’s assets and liabilities, financial position and profits and losses”, the paragraph 9.1 is deleted and replaced with the following on page 829:

“9.1 Legal and arbitration proceedings

Save as disclosed on pages 237 and 423 to 426 of the 2017 Registration Document, page 63 of the First Update to the 2017 Registration Document and pages 60 and 112 to 114 of the Second Update to the 2017 Registration Document and pages 42 to 44 of the Third Update to the 2017 Registration Document, there are no governmental, legal or arbitration proceedings relating to claims or amounts during at least twelve months prior to the date of this Base Prospectus (including any such proceeding which are pending or threatened of which Société Générale is aware) which may, or have had in the recent past significant effects on Société Générale’s and/or the Group’s financial position or profitability.

See also paragraphs 1.1 and 2.1 in the “Documents Incorporated by Reference” of this Base Prospectus.”

- (ii) In Sub-section 9 “Financial information concerning Société Générale’s assets and liabilities, financial position and profits and losses”, the paragraph 9.2 is deleted and replaced with the following on page 829:

“9.2 Significant change in the financial or trading position

There has been no significant change in the financial or trading position of Société Générale and its consolidated subsidiaries (taken as a whole) since 30 September 2017.”

4. DESCRIPTION OF SG ISSUER

The section “Description of SG Issuer” on pages 831-836 of the Base Prospectus is modified as follows:

Sub-section 8.1 “Administrative, Management and Supervisory Bodies” on page 832 of the Base Prospectus is deleted and replaced with the following paragraph:

“8.1 Pursuant to its articles of association, SG Issuer is managed by a board of directors under the supervision of a supervisory board.

The members of the board of directors are Sophie Robatche-Claive, Thierry Bodson, Yves Cacclin, Amaury de Beler, Alexandre Galliche, Arnaud Serres and Youssef Tali (individually a “**Director**” and collectively the **Board of Directors**).

Sophie Robatche-Claive, Thierry Bodson, Yves Cacclin, Amaury de Beler, Alexandre Galliche, Arnaud Serres and Youssef Tali hold full-time management positions within the Société Générale Group.

Name: Sophie Robatche-Claive

Address: 17, cours Valmy, 92897 Paris la Défense 7, France

Function within SG Issuer: Director

Activities performed outside SG Issuer: Managing Director, Head of the Structuring, Transactions documentation and Projects Team in Europe – within the Financial Engineering Department of the Global Market Activities of Société Générale Investment Bank.

Name: Thierry Bodson

Address: 11, avenue Emile Reuter, L-2420 Luxembourg

Function within SG Issuer: Director

Activities performed outside SG Issuer: Corporate Engineer within Société Générale Bank & Trust

Name: Yves Cacclin

Address: 11, avenue Emile Reuter, L-2420 Luxembourg

Function within SG Issuer: Director

Activities performed outside SG Issuer: Head of Corporate and Investment banking in Société Générale Bank & Trust

Name: Amaury de Beler

Address: 11, avenue Emile Reuter, L-2420 Luxembourg

Function within SG Issuer: Director

Activities performed outside SG Issuer: Deputy CFO financial officer in Société Générale Bank & Trust

Name : Alexandre Galliche

Address : 11, avenue Emile Reuter, L-2420 Luxembourg

Function within SG Issuer: Director

Activities performed outside SG Issuer: Corporate Engineer within Société Générale Bank & Trust

Name: Arnaud Serres

Address: 17, cours Valmy, 92897 Paris la Défense 7, France

Function within SG Issuer: Director

Activities performed outside SG Issuer: Head of accounting certification of market transactions within the Product Control Group of Société Générale Global Banking & Investor Solutions

Name : Youssef Tali

Address : 17, cours Valmy, 92897 Paris la Défense 7, France

Function within SG Issuer: Director

Activities performed outside SG Issuer: Chief of Staff Trade Support Unit within Société Générale Global Banking & Investor Solutions

The members of the supervisory board are Olivier Freitas, Véronique de la Bachelerie, Didier Lallemand, Vincent Robillard and Alban Romanet (the "**Supervisory Board**").

Olivier Freitas, Véronique de la Bachelerie, Didier Lallemand, Vincent Robillard and Alban Romanet currently hold full-time management positions within the Société Générale Group.

Name : Olivier Freitas

Address : 11, avenue Emile Reuter, L-2420 Luxembourg

Function within SG Issuer: Member of the Supervisory Board

Activities performed outside SG Issuer: Head of Structured Solutions and Leasing Luxembourg

Name : Véronique de la Bachelerie

Address: 11, avenue Emile Reuter, L-2420 Luxembourg

Function within SG Issuer: Chairman of the Supervisory Board

Activities performed outside SG Issuer: Chief Executive Officer of Société Générale Bank & Trust

Name : Didier Lallemand

Address : 17, cours Valmy, 92897 Paris la Défense 7, France

Function within SG Issuer: Member of the Supervisory Board

Activities performed outside SG Issuer: Chief Financial Officer of Global Banking & Investor Solutions".

Name : Vincent Robillard

Address : 17, cours Valmy, 92897 Paris la Défense 7, France

Function within SG Issuer: Member of the Supervisory Board

Activities performed outside SG Issuer: Head of Funding of Société Générale Group

Name: Alban Romanet

Address: 11, avenue Emile Reuter, L-2420 Luxembourg

Function within SG Issuer: Member of the Supervisory Board

Activities performed outside SG Issuer: Director of Risks Division of Société Générale Bank & Trust

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 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 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.

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