



**SUPPLEMENT DATED 24 JUNE 2014
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 amend relevant sections of the Base Prospectus in connection with the passporting of the Warrants Issuance Programme (the "**Programme**") into Ireland for the purposes of listing certain Warrants issued under the Programme on the Irish Stock Exchange (together, the "**Irish Passporting Modifications**"). The Irish Passporting Modifications are effective from (and including) the date of this Supplement and apply only in respect of Warrants the Final Terms relating to which are signed or issued on or after the date of this Supplement.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus and the supplements thereto dated 20 August 2013, 20 September 2013, 16 October 2013, 12 November 2013, 3 December 2013, 3 March 2014, 8 April 2014 and 17 June 2014 (together, the "**Prior Supplements**" and each a "**Prior Supplement**").

Full information on the Issuers and the Warrants is only available on the basis of the combination of the Base Prospectus, the Prior Supplements 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 17 June 2014.

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 26 June 2014) to withdraw their acceptances.

AMENDMENTS TO THE BASE PROSPECTUS

1/ Page 9 – Section headed "SUMMARY OF THE PROGRAMME":

Element A.2: Consent to the use of the Base Prospectus.

Existing sub-paragraph (iii) should be amended by the addition of the word "[Ireland]" after the word "[Finland]".

2/ Page 94 – Section headed "IMPORTANT INFORMATION RELATING TO NON-EXEMPT OFFERS OF WARRANTS

Sub-paragraph (ii) at the top of the page shall be amended by the addition of the word "Ireland" after the word "Finland" in the second line.

The existing paragraph commencing "The only Relevant Member States which may," shall be amended in two places by the addition of the word "Ireland" after the word "Finland" in the third line and after the word "Finland" in the fourth line.

3/ Page 108 – Section headed "FORM OF FINAL TERMS"

The second paragraph commencing "A summary of the Warrants" shall be replaced in its entirety with the following revised wording:

"A summary of the Warrants (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. Copies of the Base Prospectus, any Supplement(s) and these Final Terms are available for inspection from the head office of the Issuer, the Guarantor, the specified offices of the Paying Agents and, in the case of Warrants admitted to trading on the Regulated Market of the Luxembourg Stock Exchange, on the website of the Luxembourg Stock Exchange (www.bourse.lu) and, in the case of Warrants offered to the public or admitted to trading on (i) the Regulated Market of the Luxembourg Stock Exchange on the website of the Issuers (www.sgbourse.fr), (ii) a Regulated Market in France on the website of the Issuers (www.sgbourse.fr), (iii) a Regulated Market in the United Kingdom or Ireland on the website of the Issuers (www.listedproducts.co.uk), (iv) a Regulated Market in Sweden on the website of the Issuers (www.listedproducts.societegenerale.se), (v) a Regulated Market in Spain on the website of the Issuers (www.es.warrants.com) and (vi) a Regulated Market in Italy on the website of the Issuers (www.warrants.it)."

4/ Page 796 – Sub-paragraph 2.5 of the section headed "TAXATION"

The following new sub-paragraph 2.5 (*Ireland*) should be added after sub-paragraph 2.4.3 (*Stamp Duty and Stamp Duty Reserve Tax (SDRT)*):

"2.5 Ireland

No Irish withholding tax will be deducted from payments on the issue, exercise, sale or other disposition of the Warrants."

5/ Page 801 – Sub-paragraph 2.6 of the section headed "SUBSCRIPTION, SALE AND TRANSFER RESTRICTIONS"

The following new sub-paragraph 2.6 (*Italy*) should be added after sub-paragraph 2.5 (*United Kingdom*):

"2.6 Ireland

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (i) it will not underwrite the issue of, or place Warrants in Ireland otherwise than in conformity with the provisions of the European Communities (Markets in Financial Instruments) Regulations 2007 (Nos. 1 to 3), and any codes of conduct or rules issued in connection therewith and any conditions, requirements or other enactments imposed or approved by the Central Bank of Ireland, and the provisions of the Irish Investor Compensation Act 1998;

- (ii) it will not underwrite the issue of, or place Warrants otherwise than in conformity with the provisions of the Irish Central Bank Acts 1942 – 2013 and any codes of practice made under section 117(1) of the Irish Central Bank Act 1989;
- (iii) it will not underwrite the issue of, or place, or do anything in Ireland in respect of Warrants otherwise than in conformity with the provisions of the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended) and any rules issued under section 51 of the Irish Investment Funds, Companies and Miscellaneous Provisions Act 2005, by the Central Bank of Ireland;
- (iv) it will not underwrite the issue of, or place, or do anything in Ireland in respect of Warrants otherwise than in conformity with the provisions of the Market Abuse (Directive 2003/6/EC) Regulations 2005 (as amended) and any rules issued under section 34 of the Irish Investment Funds, Companies and Miscellaneous Provisions Act 2005 by the Central Bank of Ireland; and
- (v) it will ensure that no Warrants will be offered or sold in Ireland with a maturity of less than 12 months except in full compliance with Notice BSD C 01/02 issued by the Central Bank of Ireland.

6/ Page 802 – Sub-paragraph 3 of the section headed "GENERAL INFORMATION"

The existing wording should be amended by the addition of the word "Ireland" after the word "Finland" in the first line.

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.prospectus.socgen.com).

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.