



**SUPPLEMENT DATED 8 APRIL 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 incorporate by reference the 2014 Registration Document of Société Générale;
- to incorporate by reference the English version of the audited annual financial statements of SGA Société Générale Acceptance N.V. for the financial year ended 31 December 2013;
- to incorporate by reference the English version of the audited annual financial statements of Société Générale Effekten GmbH for the financial year ended 31 December 2013; and
- to amend the summary accordingly.

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 and 3 March 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 3 March 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 10 April 2014) to withdraw their acceptances.

## DOCUMENTS INCORPORATED BY REFERENCE

The following documents which has been previously published or are published simultaneously with this Supplement and have been filed with the CSSF shall be deemed to be incorporated by reference into, and to form part of, this Supplement:

1 - the English version of the 2014 registration document of Société Générale, the French version of which was filed with the *Autorité des marchés financiers* (hereinafter the **AMF**) on 4 March 2014 under No D. 14-0115, except for (i) the inside cover page containing the AMF visa and the related textbox, (ii) the statement of the person responsible for the registration document and the annual financial report made by Mr. Frédéric Oudéa, Chairman and Chief Executive Officer of Société Générale, page 464 and (iii) the cross reference table, pages 468-475 ((i), (ii) and (iii) together hereinafter, the **2014 Excluded Sections**, and the English version of the 2014 registration document of Société Générale without the 2014 Excluded Sections, hereinafter the **2014 Registration Document**).

To the extent that the 2014 Registration Document itself incorporates documents by reference, such documents together with the 2014 Excluded Sections shall not be deemed incorporated by reference herein as they are not relevant for the investor. Any reference to the 2014 Registration Document shall be deemed to exclude the 2014 Excluded Sections.

## CROSS REFERENCE LIST RELATING TO SOCIÉTÉ GÉNÉRALE

REFERENCES TO PAGES BELOW ARE TO THOSE OF THE 2014 REGISTRATION DOCUMENT.

Annex XI of Commission Regulation (EC) N°809/2004 of 29 April 2004		2014 Registration Document
<b>3.</b>	<b>RISK FACTORS</b>	
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<b>4.1.4.</b>	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	448

	office).	
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<b>5.1.3.</b>	<b><u>Principal markets</u></b>	5-22 ; 372-375
<b>5.1.4.</b>	The basis for any statements in the registration document made by the issuer regarding its competitive position.	Not applicable
<b>6.</b>	<b>ORGANISATIONAL STRUCTURE</b>	
<b>6.1.</b>	If the issuer is part of a group, a brief description of the group and of the issuer's position within it.	5 ; 22-23
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<b>9.</b>	<b>ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES</b>	
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<b>10.</b>	<b>MAJOR SHAREHOLDERS</b>	
<b>10.1.</b>	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.	444-445; 449
<b>11.</b>	<b>FINANCIAL, INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER</b>	
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(\*) The Issuer takes responsibility for the free translation of the statutory auditor's reports.

2 - the English version of the audited annual financial statements for the financial year ended 31 December 2013 prepared in accordance with IFRS, the related appendix and notes and the free English language translation of the statutory auditor's report of SGA Société Générale Acceptance N.V. (hereinafter the **2013 SGA IFRS Audited Financial Statements**).

To the extent that the 2013 SGA IFRS Audited Financial Statements itself incorporates documents by reference, such documents shall not be deemed incorporated by reference herein as they are not relevant for the investor.

**CROSS REFERENCE LIST  
RELATING TO SOCIÉTÉ GÉNÉRALE ACCEPTANCE N.V.**

References to pages below are to those of 2013 SGA IFRS Audited Financial Statements.

<b>Société Générale Acceptance N.V. audited annual financial statements for the financial year ended 31 December 2013 prepared in accordance with IFRS, the related notes and the statutory auditor's reports</b>	2013 SGA IFRS Audited Financial Statements
Balance sheet	3-4
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Cash flow statement	7
Notes to the financial statements	15-25
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Free English language translation of the statutory auditor's report	See the introductory pages of the 2013 SGA IFRS Audited Financial Statements

3 - the English version of the audited annual financial statements for the financial year ended 31 December 2013 prepared in accordance with IDW Auditing Standard, the related appendix and notes and the free English language translation of the statutory auditor's report of Société Générale Effekten GmbH (hereinafter the **2013 SGE IDW AUS Audited Financial Statements**).

To the extent that the 2013 SGE IDW AUS Audited Financial Statements itself incorporates documents by reference, such documents shall not be deemed incorporated by reference herein as they are not relevant for the investor.

**CROSS REFERENCE LIST  
RELATING TO SOCIÉTÉ GÉNÉRALE EFFEKTEN GMBH**

References to pages below are to those of 2013 SGE IDW AUS Audited Financial Statements.

<b>Société Générale Effekten GmbH audited annual financial</b>	2013 SGE IDW AUS Audited
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<b>statements for the financial year ended 31 December 2013 prepared in accordance with IDW Auditing Standards, the related notes and the statutory auditor's reports</b>	Financial Statements
Balance sheet	Appendix 1.2
Income statement	Appendix 1.3
Cash flow statement	Appendix 1.5
Notes to the financial statements	Appendix 1.4
Accounting principles	IDW Auditing Standard
Free English language translation of the statutory auditor 's report	14-15

The information incorporated by reference that is not included in any of the cross-reference lists above, is considered as additional information and is not required by the relevant schedules of the Regulation (EC) 809/2004.

#### AMENDMENTS TO THE BASE PROSPECTUS

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

Element B.12: Selected historical key financial information regarding the Issuer.

The table relating to the selected historical key financial information regarding SGA Société Générale Acceptance N.V. is deleted and replaced by the following table:

<b>(in USD)</b>	<b>December 31, 2013</b>	<b>June 30, 2013</b>	<b>December 31, 2012</b>
	<b>(000)</b>	<b>(000)</b>	<b>(000)</b>
<b>Net banking income</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Net result</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total assets</b>	<b>45,827,253</b>	<b>51,892,803</b>	<b>59,567,540</b>
<b>Euro Medium Term Warrants and bonds</b>	<b>40,963,853</b>	<b>47,956,944</b>	<b>54,673,341</b>
<b>Financial Instruments (Warrants)</b>	<b>3,812,549</b>	<b>2,975,928</b>	<b>4,014,772</b>

The table relating to the selected historical key financial information regarding Société Générale Effekten GmbH is deleted and replaced by the following table:

<b>(in EUR)</b>	<b>December 31, 2013 (audited) (000)</b>	<b>June 30, 2013 (000)</b>	<b>December 31, 2012 (audited) (000)</b>
<b>Operating revenues</b>	<b>98</b>	<b>55</b>	<b>215</b>
<b>Profit from operations</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Profit from continuing operations</b>	<b>0</b>	<b>0</b>	<b>0</b>

<b>Basic and diluted earnings per share</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total assets</b>	<b>21,851,346</b>	<b>22,522,679</b>	<b>30,434,004</b>
<b>Dividends declared per share</b>	<b>0</b>	<b>0</b>	<b>0</b>

The statements regarding material adverse change in the prospects of the Issuer are deleted and replaced by the following statements:

<b>Material adverse change in the prospects of the Issuer since the date of its last published audited financial statements</b>
Not applicable because there has been no material adverse change in the prospects of [SG Issuer] [SGA Société Générale Acceptance N.V.] [Société Générale Effekten GmbH] and its consolidated subsidiaries (taken as a whole) since the date of its last audited financial statements dated [31 December 2012] [31 December 2013].

The statements regarding significant change in the financial or trading position of the Issuer are deleted and replaced by the following statements:

<b>Significant changes in the financial or trading position subsequent to the period covered by the historical financial information</b>
Not applicable because there have been no significant changes in the financial or trading position of [SG Issuer] [SGA Société Générale Acceptance N.V.] [Société Générale Effekten GmbH] [Société Générale and its consolidated subsidiaries (taken as a whole)] since the date of its last published financial statements dated [30 June 2013] [31 December 2013].

Element B.19 B.12: Selected historical key financial information regarding the Guarantor.

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

	<b>Year ended 2013 (audited accounts)</b>	<b>Year ended 2012* (audited accounts)</b>
<b>Results (in EUR M)</b>		
Net Banking Income	22,831	23,110
Operating income	2,380	2,737
	2,525	
Net income before non controlling interests		1,224
Net income	2,175	790
<i>French retail Banking</i>	1,164	1,291
<i>International Retail Banking &amp; Financial Services</i>	1,020	617
	1,337	
<i>Global Banking and Investor Solutions</i>		761
<i>Corporate Centre</i>	(1,346)	(1,879)
<b>Activity (in EUR bn)</b>		
Total assets and liabilities	1,235.3	1,250.9
Customer loans	333.5	350.2
Customer deposits	344.7	337.2
<b>Equity (in billions of euros)</b>		
Group shareholders' equity	51.0	49.3
Total consolidated equity	54.1	53.6

\* The data for the 2012 financial year have been restated due to the implementation of the revised IAS19, resulting in the publication of adjusted data of the previous financial year.

The statements regarding material adverse change in the prospects of the Guarantor are deleted and replaced by the following statements:

<b>Material adverse change in the prospects of the Guarantor since the date of its last published audited financial statements</b>
Not applicable because there has been no material adverse change in the prospects of Société Générale and its consolidated subsidiaries (taken as a whole) since the date of its last audited financial statements dated 31 December 2013.

## **DOCUMENTS AVAILABLE**

Copies of this Supplement and the document incorporated by reference 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 and the document incorporated by reference will also be available on the website of:

- the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and
- the Issuers ([www.sglistedproducts.co.uk](http://www.sglistedproducts.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.