



**SUPPLEMENT DATED 15 NOVEMBER 2013
TO THE BASE PROSPECTUS DATED 29 APRIL 2013**

SOCIÉTÉ GÉNÉRALE

as Issuer and Guarantor
(incorporated in France)

and

SG ISSUER
as Issuer
(incorporated in Luxembourg)

**SGA SOCIÉTÉ GÉNÉRALE
ACCEPTANCE N.V.**
as Issuer
(incorporated in Curaçao)

SG OPTION EUROPE
as Issuer
(incorporated in France)

**€ 125.000.000.000
Debt Instruments 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 Debt Instruments Issuance Programme Prospectus dated 29 April 2013 (hereinafter the **Base Prospectus**) and approved by (a) the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on 29 April 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**)) and (b) by the SIX Swiss Exchange Ltd (**SIX Swiss Exchange**) pursuant to its listing rules.

The purpose of this Supplement is to incorporate by reference (i) the third update to the 2013 Registration Document of Société Générale (as defined hereinafter), (ii) the 2013 SGIS Interim Financial Statements (as defined hereinafter), the 2013 SGA Interim Financial Statements (as defined hereinafter) and the 2013 SGOE Interim Financial Statements and to update the Base Prospectus following the change of Head Office address of SG Issuer.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus and the supplements dated 31 May 2013, 23 July 2013, 8 August 2013, 12 September 2013 and 9 October 2013.

Full information on the Issuers and the offer of any Notes is only available on the basis of the combination of the Base Prospectus, the supplements dated 31 May 2013, 23 July 2013, 8 August 2013, 12 September 2013, 9 October 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 Notes 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 present supplement.

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 19 November 2013) to withdraw their acceptances.

RECENT EVENT

Following a resolution of the Management Board of SG Issuer dated 4 November 2013, the Head Office of SG Issuer has changed from 15, boulevard du Prince Henri L-1724 Luxembourg, Luxembourg to 33, boulevard du Prince Henri L-1724 Luxembourg, Luxembourg.

AMENDMENTS TO THE BASE PROSPECTUS

1/ Change in the Head Office address of SG Issuer

Section 11. "Recent Developments" on page 721 of the Base Prospectus is completed as follows:

Following a resolution of the Management Board of SG Issuer dated 4 November 2013, the Head Office of SG Issuer has changed from 15, boulevard du Prince Henri L-1724 Luxembourg, Luxembourg to 33, boulevard du Prince Henri L-1724 Luxembourg, Luxembourg.

All Reference in the Base Prospectus of the Head office of SG Issuer being 15, boulevard du Prince Henri L-1724 Luxembourg, Luxembourg shall be read as being 33, boulevard du Prince Henri L-1724 Luxembourg, Luxembourg.

2/ Page 21 – Section headed "SUMMARY OF THE PROGRAMME":

1.1/ Element B.12, page 23:

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

	June 30, 2013	December 31, 2012 (audited)	June 30, 2012	December 31, 2011 (audited)
Operating Revenues	31 483	6 805	1 294	19 835
Profit from operations	212	5 233	1 303	5 573
Profit from continuing operations	212	5 233	1303	5 573
Total	10 048 496	447 087	-	69 028

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

(in K\$)	June 30, 2013	December 31, 2012	June 30, 2012	December 31, 2011
Net banking income	0	0	0	0
Net result	0	0	0	0
Total assets	51 892 803	59 567 540	57 073 842	61 623 112
Euro Medium Term Notes and bonds	47 956 944	54 673 341	52 632 771	56 800 082
Financial Instruments (Warrants)	2 975 928	4 014 772	3 390 998	3 858 431

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

(in .€ 000)	June 30, 2013	December 31, 2012	June 30, 2012	December 31, 2011
Operating revenues	17 791	153 077	121 423	163 208
Profit from operations	- 2 874	74 129	63 744	80 094
Profit from continuing operations	-6 914	116 083	96 794	119 803
Basic and diluted earnings per share	-7	182	157	197
Total assets	79 941 152	86 092 976	74 879 591	69 757 161
Dividends declared per share (1)	0	0	197	197

- 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 [SG Issuer] [SGA Société Générale Acceptance N.V.] [SG Option Europe] [Société Générale and its consolidated subsidiaries (taken as a whole)] since the date of its last published financial statements dated 30 June 2013”

3/ Page 104 – Section headed “DOCUMENTS INCORPORATED BY REFERENCE”:

DOCUMENTS INCORPORATED BY REFERENCE

The following document which have been previously published or are 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 the Base Prospectus:

- The English translation of the third 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 8 November 2013 under No D 13-0101-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 made by Mr. Frédéric Oudéa, Chairman and Chief Executive Officer of Société Générale, page 47 and (iii) the cross-reference table, pages 49 ((i), (ii) and (iii) together hereinafter, the **2013 Second Update Excluded Sections**, and the English translation of the first update to the *document de référence* 2013 of Société Générale without the 2013 First Update Excluded Sections, hereinafter the **First Update to the 2013 Registration Document**).
- The English version of the Interim Financial Information and Report of the *Réviseur d'entreprises agréé* on review of interim financial information of SG Issuer, for the period from 1 January 2013 to 30 June 2013 (hereinafter the **2013 SGIS Interim Financial Statements**);
- The English translation of the Statutory auditor's review report on the IFRS interim financial statements of SGA Société Générale Acceptance N.V , for the period from 1 January 2013 to 30 June 2013 (hereinafter the **2013 SGA Interim Financial Statements**);
- The English translation of the Statutory auditor's review report on the interim financial statements of SG Option Europe, for the period from 1 January 2013 to 30 June 2013 (hereinafter the **2013 SGOE Interim Financial Statements**).

CROSS REFERENCE LIST RELATING TO SOCIÉTÉ GÉNÉRALE

References to pages below are to those of the Third Update to the 2013 Registration Document.

FINANCIAL, INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER

quarterly financial information

13-46

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.

CROSS REFERENCE LISTS RELATING TO FINANCIAL STATEMENTS OF SG ISSUER, SGA SOCIÉTÉ GÉNÉRALE ACCEPTANCE N.V. AND SG OPTION EUROPE

References to pages below are to those of the Interim Financial Information and Report of the *Réviseur d'entreprises agréé* on review of interim financial information:

SG Issuer	2013 SGIS Interim Financial Statements
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Balance sheet	9
Income statement	8
Cash-flow statement	11
Notes to the financial statements	12-25
Accounting principles	13-21
Report of the <i>Réviseur d'Entreprises agréé</i>	7

Unless otherwise stated, references to pages below are to those of the English translation of the Statutory auditor's review report on the IFRS interim financial statements of SGA Société Générale Acceptance N.V, and of the English translation of the Statutory auditor's review report on the interim financial statements of SG Option Europe:

SGA Société Générale Acceptance N.V.	2013 SGA Interim Financial Statements
Balance sheet	3-4
Income statement	5-6
Cash-flow statement	7
Notes to the financial statements	15-20
Accounting principles	9-12
SG Option Europe	2013 SGOE Interim Financial Statements
Balance sheet	2-3
Income statement	5
Cash-flow statement	46
Notes to the financial statements	7-47
Accounting principles	7

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 will be published on the website of:

- the Luxembourg Stock Exchange (www.bourse.lu) and
- the Issuers (<http://prospectus.socgen.com>) via one of the following paths:

SOCIÉTÉ GÉNÉRALE -> Debt Issuance Program -> 2013 -> Supplement 2013;
 SG ISSUER -> 2013 -> Supplement 2013;
 SGA -> 2013 -> Supplement 2013;
 SG OPTION EUROPE -> 2013 -> Supplement 2013.

The documents incorporated by reference into this Supplement are also made available for consultation on the website of:

- the Luxembourg Stock Exchange (www.bourse.lu);
- Société Générale Group (www.societegenerale.com).
- the Issuers (<http://prospectus.socgen.com>) via the following path:

DOCUMENTS -> SG REGISTRATION -> 2013

DOCUMENTS -> SGA DOCUMENTS -> 2013

DOCUMENTS -> SGIS DOCUMENTS -> 2013

DOCUMENTS -> SGOE DOCUMENTS -> 2013

RESPONSIBILITY

Each Issuer and the Guarantor accept responsibility for the information contained in or incorporate into 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 or incorporate into this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.