



**SUPPLEMENT DATED 17 MARCH 2014
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 the 2014 Registration Document of Société Générale and,
- to amend the summary accordingly and,
- to make amendments to introduce specific provisions related to Liechtenstein as describe hereinafter.

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, 9 October 2013, 15 November 2013, 10 January 2014, 22 January 2014 and 25 February 2014.

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, 15 November 2013, 10 January 2014, 22 January 2014, 25 February 2014 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 March 2014) to withdraw their acceptances.

DOCUMENT INCORPORATED BY REFERENCE

The following document which has been previously published or is 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, this Supplement:

- 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 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
3.	RISK FACTORS

3.1.	Prominent disclosure of risk factors that may affect the issuer's ability to fulfil its obligations under the securities to investors in a section headed "Risk Factors".	56 ; 107-120 ; 124-213
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	Statutory auditor's report on the financial statements	434-435 (*)
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(*) The Issuer takes responsibility for the free translation of the statutory auditor's reports.

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.

AMENDMENT TO THE BASE PROSPECTUS

1/ Summary

Element B.12 in Section B "Issuers and Guarantor" of the Summary of the Programme on page 23 of the Base Prospectus is modified as follows:

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

	Year ended 2013 (audited accounts)	Year ended 2012* (audited accounts)
Results (in EUR M)		
Net Banking Income	22,831	23,110

Operating income	2,380	2,737
Net income before non controlling interests	2,525	1,224
Net income	2,175	790
<i>French retail Banking</i>	1,164	1,291
<i>International Retail Banking & Financial Services</i>	1,020	617
<i>Global Banking and Investor Solutions</i>	1,337	761
<i>Corporate Centre</i>	(1,346)	(1,879)
Activity (in EUR bn)		
Total assets and liabilities	1,235.3	1,250.9
Customer loans	333.5	350.2
Customer deposits	344.7	337.2
Equity (in billions of euros)		
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 IAS 19, resulting in the publication of adjusted data of the previous financial year.

Elements B.12 in Section B “Issuers and Guarantor” of the Summary of the Programme on page 25 of the Base Prospectus is modified as follows:

- Element “Material adverse change in the prospects of the Issuer since the date of its last published audited financial statements” is deleted and replaced as follows:

Not applicable. 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] [SG Issuer] [SGA Société Générale Acceptance N.V.] [SG Option Europe] since the date of its last audited financial statements dated 31 December 2012.

- Element “Significant changes in the financial or trading position subsequent to the period covered by the historical financial information” is deleted and replaced as follows:

Not applicable. There has been no significant change in the financial or trading position of [Société Générale and its consolidated subsidiaries (taken as a whole) since the date of its last published financial statements dated 31 December 2013] [SG Issuer] [SGA Société Générale Acceptance N.V.] [SG Option Europe] since the date of its last published financial statements dated 30 June 2013.

2/ General Information

Sub-section 3 of the section “General Information” entitled “NOTIFICATION” on page 810 of the Base Prospectus is deleted in its entirety and replaced by the following:

“Each Issuer has requested the CSSF to provide the competent authority of France, Austria, Belgium, Czech Republic, Denmark, Federal Republic of Germany, Finland, Ireland, Italy, *Liechtenstein*, The Netherlands, Norway, Portugal, Spain, Sweden and United Kingdom with a certificate of approval attesting that this Base Prospectus has been drawn up in accordance with the Prospectus Directive. The CSSF may also be requested to provide the competent authority of any other EEA State with a similar certificate of approval.”

Sub-section 5 of section “General Information” on page 812 of the Base Prospectus is deleted and replaced as follows:

There has been no material adverse change in the prospects of (i) Société Générale and its consolidated subsidiaries (taken as a whole) since the date of its last audited financial statements dated 31 December 2013 and (ii) SGA Société Générale Acceptance N.V., SG Option Europe and SG Issuer since the date of their last audited financial statements dated 31 December 2012.

Sub-section 6 of Section “General Information” on page 812 of the Base Prospectus is deleted and replaced as follows:

There has been no significant change in the financial or trading position of (i) Société Générale and its consolidated subsidiaries (taken as a whole) since the date of its last published financial statements dated 31 December 2013 and (ii) SGA Société Générale Acceptance N.V., SG Option Europe and SG Issuer since the date of their last published financial statements dated 30 June 2013.

3/ Pages 102-103 – Section headed “IMPORTANT INFORMATION RELATING TO NON-EXEMPT OFFERS OF NOTES”:

The last paragraph appearing in page 102 is deleted in its entirety and replaced by the following paragraph:

“(ii) only extends to the use of this Base Prospectus to make Non-exempt Offers of the relevant Tranche of Notes in France, Austria, Belgium, Czech Republic, Denmark, Federal Republic of Germany, Finland, Ireland, Italy, *Liechtenstein*, The Netherlands, Norway, Portugal, Spain, Sweden and United Kingdom, as specified in the applicable Final Terms; and”

4/ Page 735 – Section headed “TAXATION”:

A new sub-section 3.17 is added and set out as follows:

“3.17 Liechtenstein

There are no Liechtenstein taxes on the income from the securities withheld at source apart from the case specified below.

Under the Agreement of 7 December 2004 between the European Community and the Principality of Liechtenstein Providing for Measures Equivalent to Those Laid Down in the European Council Directive 2003/48/EC on Taxation of Savings Income in the Form of Interest Payments and the law

implementing this agreement, payments of interest or similar income made or ascribed by a paying agent established in Liechtenstein to or for the immediate benefit of an individual beneficial owner resident in an EU Member State will be subject to withholding tax unless the relevant recipient has adequately instructed the relevant paying agent to provide details of the relevant payments of interest or similar income to the fiscal authorities of his/her country of residence. Where withholding tax is applied, it will be levied at a rate of 35 per cent.

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.

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.