



**SUPPLEMENT DATED 8 AUGUST 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 the second update to the 2013 Registration Document of Société Générale (as defined hereinafter).

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus and the supplements dated 31 May 2013 and 23 July 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 and 23 July 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 supplement dated 23 July 2013.

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 12 August 2013) to withdraw their acceptances.

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 document incorporated by reference into this Supplement is 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

AMENDMENTS TO THE BASE PROSPECTUS

1/ Page 21 – Section headed “SUMMARY OF THE PROGRAMME”:

1.1/ Element B.12:

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

	Half year 2013	Year ended 2012 (*)	Half year 2012 (*)	Year ended 2011
Results (in EUR M)				
Net Banking Income	11,321	23,110	12,583	25,636
Operating income	1,433	2,757	2,548	4,270
Net income before non controlling interests	1,532	1,224	1,411	2,788
Net income	1,319	790	1,171	2,385
<i>French Networks</i>	575	1,291	686	1,428
<i>International Retail Banking</i>	138	(51)	(186)	325
<i>Corporate and Investment Banking</i>	868	1,053	482	635
<i>Specialised Financial Services and Insurance</i>	389	674	330	297
<i>Private Banking, Global Investment Management and Services</i>	157	(293)	(48)	171

<i>Corporate Centre</i>	(808)	(1,884)	(93)	(471)
Activity (in EUR bn)				
Total assets and liabilities	1,254.1	1,250.9	1,246.7	1,181.4
Customer loans	341.2	350.2	360.5	367.5
Customer deposits	350.0	337.2	348.5	340.2
Equity (in billions of euros)				
Group shareholders' equity	49.4	49.3	48.7	47.1
Total consolidated equity	53.3	53.6	52.9	51.1

(**Items relating to the results for 2012 have been restated due to the implementation of IAS (International Accounting Standard) 19: the change in accounting method involves the adjustment of data for the previous year.*

- 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 since the date of its last published financial statements dated 31 December 2012] [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”

1.2/ Element B.17:

The first sentence, amended through the supplement dated 23 July 2013, is deleted in its entirety and replaced by the following sentence:

“[Société Générale is rated A2 by Moody’s Investors Services, A by Standard and Poor’s, A by Fitch Ratings and AA (low) by DBRS.]”

2/ Page 104 – Section headed “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, this Supplement:

The English version of the second 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 2 August 2013 under No D 13-0101-A02, 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 128 and (iii) the cross-reference table, pages 130-131 ((i), (ii) and (iii) together hereinafter, the **2013 Second Update Excluded Sections**, and the English version of the second update to the *document de référence* 2013 of Société Générale without the 2013 Second Update Excluded Sections, hereinafter the **Second Update to the 2013 Registration Document**).

The Second Update to the 2013 Registration Document (pages 30 and 99) contains references to the credit rating of Société Générale issued by DBRS, Fitch France S.A.S., Moody’s France S.A.S. and Standard & Poor’s Credit Market Services S.A.S.

As at the date of this Supplement, each of DBRS, Fitch France S.A.S., Moody’s France S.A.S. and Standard & Poor’s Credit Market Services S.A.S. is established in the European Union and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council dated 16 September 2009, as amended by Regulation (EU) No 513/2011 of the European Parliament and of the Council dated 11 May 2011 and is included

in the list of registered credit rating agencies published at the website of the European Securities and Markets Authority (www.esma.europa.eu).

CROSS REFERENCE LIST RELATING TO SOCIÉTÉ GÉNÉRALE

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

RISK FACTORS	
Prominent disclosure of risk factors that may affect the issuer's ability to fulfill its obligations under the securities to investors in a section headed "Risk Factors".	41-50
BUSINESS OVERVIEW	
Principal activities	4; 7-38
ORGANISATIONAL STRUCTURE	
If the issuer is part of a group, a brief description of the group and of the issuer's position within it.	8
Whether the issuer is dependent on other entities within the group	8; 63
ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT	
Names, business addresses and functions in the Issuer of the members of the administrative, management, and supervisory bodies, and an indication of the principal activities performed by them outside the Issuer where these are significant with respect to that Issuer.	40
MAJOR SHAREHOLDERS	
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.	6
FINANCIAL, INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER	
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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.

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.