



**SUPPLEMENT DATED 19 AUGUST 2015
TO THE BASE PROSPECTUS DATED 28 OCTOBER 2014**

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)

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 2014 (hereinafter the **Base Prospectus**) and approved by (a) the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on 29 April 2014 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 2015 Registration Document of Société Générale ;to amend the summary accordingly;
- to amend the section relating to the description of Société Générale as Issuer.; and
- to amend one definition of the Additional Terms and Conditions for Commodity Linked Notes

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus, the supplement dated 6 November 2014, the supplement dated 19 November 2014, the supplement dated 18 December 2014 the supplement dated 23 January 2015, the supplement dated 26 February 2015, the supplement dated 19 March 2015, the supplement dated 9 June 2015 and the supplement dated 26 June 2015.

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 supplement dated 6 November 2014, the supplement dated 19 November 2014, the supplement dated 18 December 2014 the supplement dated 23 January 2015, the supplement dated 26 February 2015, the supplement dated 19 March 2015, the supplement dated 9 June 2015 and the supplement dated 26 June 2015 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 21 August 2015) to withdraw their acceptances.

DOCUMENTS INCORPORATED BY REFERENCE

The following document which have 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:

- the English translation of the second update to the 2015 Registration Document of Société Générale, the French version of which was filed with the *Autorité des marchés financiers* (hereinafter the **AMF**) on 6 August 2015 under No D. 15-0104-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 124 and (iii) the cross reference tables, pages 126-133 ; ((i), (ii) and (iii) together, being not relevant for investors, the “**2015 Second Update Excluded Sections**”, and the English translation of the second update to the 2015 Registration Document without the 2015 Second Update Excluded Sections, the “2015 Second Update Document”). To the extent that the 2015 Second Update Document itself incorporates documents by reference, such documents shall not be deemed incorporated by reference herein.

**CROSS REFERENCE LIST
RELATING TO SOCIÉTÉ GÉNÉRALE**

References to pages below are to those of the Second Update to the 2015 Registration Document of Société Générale.

| | |
|--|-------|
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(*) The interim financial information contained in the Second Update to the 2015 Registration Document of Société Générale has not been audited by the issuer's auditors.

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.

AMENDMENTS TO THE BASE PROSPECTUS

1/ Summary

i) Element B.12, in Section B “Issuer[s] [and Guarantor]” of the Summary on pages 7 to 9 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:

| | Quarter 2 – 2015 (non audited) | Year ended 2014 (audited, except as mentioned otherwise (*)) | Quarter 2 – 2014 (non audited) (*) | Year ended 2013 (audited) (1) |
|--|---|---|---|-------------------------------------|
| Results (in EUR M) | | | | |
| Net Banking Income | 13,222 | 23,561 | 11,556 | 22,433 |
| Operating income | 3,319 | 4,557 (*) | 2,232 (*) | 2,336 |
| Net income before non controlling interests | 2,421 | 2,978 (*) | 1,404 (*) | 2,394 |
| Net income | 2,219 | 2,679 (*) | 1,248 (*) | 2,044 |
| <i>French Retail Banking</i> | 692 | 1,204 (*) | 639 (*) | 1,196 |
| <i>International Retail Banking & Financial Services</i> | 451 | 370 (*) | (9) (*) | 983 |
| <i>Global Banking and Investor Solutions</i> | 1,213 | 1,909 (*) | 1,031 (*) | 1,206 |
| <i>Corporate Centre</i> | (137) | (804) (*) | (413) (*) | (1,341) |
| <i>Net cost of risk</i> | (1,337) | (2,967) | (1,419) | (4,050) |
| <i>Cost/income ratio (2)</i> | 64.8% | 68% (*) | 66.2% (*) | 67.0% |
| <i>ROE after tax (3)</i> | 9.1% | 5.3% | 5.1% | 4.1% |
| <i>Tier 1 Ratio</i> | 12.7% | 12.6% | 12.5% | 11.8% |
| Activity (in EUR bn) | | | | |
| Total assets and liabilities | 1,359.5 | 1,308.2 | 1,322.6 | 1,214.2 |
| Customer loans | 370.2 | 344.4 | 336.2 | 332.7 |
| Customer deposits | 377.2 | 349.7 | 341.8 | 334.2 |
| Equity (in billions of euros) | | | | |
| Group shareholders' equity | 56.1 | 55.2 | 53.3 | 50.9 |

| | | | | |
|---|--------|----------|----------|-------|
| Total consolidated equity | 59.6 | 58.8 | 55.9 | 54.0 |
| Cash flow statements (<i>in billions of euros</i>) | | | | |
| Net inflow (outflow) in cash and cash equivalents | 22,255 | (10,183) | (13,148) | (981) |

- (1) Items relating to the results for 2013 have been restated due to the implementation of IFRS 10 & 11.
- (2) Excluding the revaluation of own financial liabilities and DVA, PEL/CEL and 50% IFRIC 21.
- (3) Group ROE calculated excluding non-economic items, collective provision for litigation issues, PEL/CEL and adjusted for the effect of IFRIC 21. The adjustment relating to IFRIC 21 corrects, for each quarter, 25% of the taxes borne in their entirety in H1 in respect of the financial year. ROE in absolute terms in H1 14: 5.1%, in Q2 14: 9.3%.
- (*) Note that the data for the 2014 financial year have been restated, due to the implementation on January 1st, 2015 of the IFRIC 21 standard resulting in the publication of adjusted data for the previous financial year.

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

In case of Société Générale as issuer:

Not Applicable. There has been no significant change in the Issuer's financial or trading position since 30 June 2015.

- Element "No 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:

There has been no material adverse change in the prospects of the Issuer since 31 December 2014.

2/ Description of Société Générale

Sub-section 9.2 of Section "Description of Société Générale" on page 892 of the Base Prospectus is deleted and replaced as follows:

There has been no significant change in the financial or trading position of Société Générale and its consolidated subsidiaries (taken as a whole) since 30 June 2015.

3/ Modification of the Additional Terms and Conditions for Commodity Linked Notes:

The definition of "SI" contained in section "1. DEFINITIONS", paragraph "1.1. Commodity Reference Prices", on page 608 of the Base Prospectus, is deleted and replaced as follows:

SI for a date, means that day's LBMA Silver price per troy ounce of Silver for delivery in London through a member of the LBMA authorized to effect such delivery, stated in U.S. dollars, as calculated and administered by independent service provider(s) pursuant to an agreement with the LBMA, and published by the LBMA on its website at www.lbma.org.uk that displays prices effective on that date (as published on page "SLVRLND Index" of the Bloomberg terminal, or any relevant succeeding page, or any replacement page or website such as recommended by the LBMA).

DOCUMENTS AVAILABLE

Copies of this Supplement and the documents 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>)

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.