SOCIETE GENERALE

SUPPLEMENT DATED 19 JANUARY 2016
TO THE BASE PROSPECTUS DATED 26 OCTOBER 2015

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 26 October 2015 (hereinafter the **Base Prospectus**) and approved by (a) the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on 26 October 2015 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 update Societe Generale's description with the information contained in the press release dated 22 December 2015 regarding the disclosure of Societe Generale's prudential capital requirements, published under regulated information;
- to correct the financial information relating to Societe Generale due to a specification of the scope of the accountable principles used; and
- to correct some formal mistakes in the Terms and Conditions of the English Law Notes and the Uncertificated Notes and in the Terms and Conditions of the French Law Notes.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus and the first supplement dated 4 December 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 first supplement dated 4 December 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 January 2016) to withdraw their acceptances.

AMENDMENTS TO THE BASE PROSPECTUS

I. SUMMARY

Historical financial information

Sub-Section B.12 (Selected historical key financial information regarding the issuer), in Section B (Issuer[s] [and Guarantor]) of the Summary on pages 7 and 8 of the Base Prospectus, is modified as follows:

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

	9 months 2015 30.09.2015 (non audited)	**Year ended 2014 (audited, except as mentioned otherwise (*))**	**9 months 2014 30.09.2014 (non audited) (*)**	**Year ended 2013 (audited)** (1)
Results (*in millions of euros*)				
Net Banking Income	19,586	**23,561(*)**	**17,432 (*)**	22,433
Operating income	5,134	4,557 (*)	3,546 (*)	2,336
Net income	3,662	2,978 (*)	2,355 (*)	2,394
Group Net income	3,345	2,679 (*)	2,130 (*)	2,044
French retail Banking	1,102	1,204 (*)	956 (*)	1,196
International Retail Banking & Financial Services	793	370 (*)	302 (*)	983
Global Banking and Investor Solutions	1,533	1,909 (*)	1,487 (*)	1,206
Corporate Centre	(83)	(804) (*)	(615) (*)	(1,341)
Net cost of risk	(1,908)	(2,967)	(2061)	(4,050)

Cost/income ratio (2)	65.7%	68% (*)	66.5% (*)	67.0%
ROE after tax (3)	9.0%	5.3%	5.8%	4.1%
Tier 1 Ratio	13.2%	12.6 %	13.0%	11.8%
Activity (*in billions of euros*)				
Total assets and liabilities	1,351.8	1,308.2	1,291.7	1,214.2
Customer loans	379.4	344.4	348.0	332.7
Customer deposits	373.2	349.7	340.0	334.2
Equity (*in billions of euros*)				
Group shareholders' equity	57.9	55.2	55.0	50.9
Total consolidated equity	61.5	58.8	57.7	54.0
Cash flow statements (*in millions of euros*)				
Net inflow (outflow) in cash and cash equivalent	N/A	(10,183)	N/A	(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 collective provisions for litigation issues, non-economic items, PEL/CEL provision and adjusted for the effect of the implementation of the IFRIC 21 standard, as well as the goodwill write-down on the Russian activities and the badwill recognised on the consolidation of Newedge in 2014. Annualised calculation, ROE in absolute terms of 9.0% in 9M 15 and 5.8% in 9M 14.*

(*) 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.

In Sub-Section B.12 (Selected historical key financial information regarding the issuer), Section B (Issuer[s] [and Guarantor]) of the Summary on pages 7 and 8 of the Base Prospectus, is modified as follows:

- The sub-paragraph "*No material adverse change in the prospects of the issuer since the date of its last published audited financial statements*" shall be completed by the following:

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

- The sub-paragraph "*Significant changes in the issuer's financial or trading position subsequent to the period covered by the historical financial information"* shall be deleted and replaced by the following:

[*If the Issuer is SG Issuer or SG Option Europe or SGA Société Générale Acceptance N.V:*

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

[*If the Issuer is Société Générale*:

There has been no significant change in the financial or trading position of the Issuer since 30 September 2015 with the exception of the initial public offering of Amundi announced by press release on 11 November 2015.]

II. GENERAL INFORMATION

1. <u>Changes in the Description of Société Générale</u>

In Section "Description of Société Générale", a paragraph 9.3 "Recent Developments" shall be added to Sub-Section 9 "FINANCIAL INFORMATION CONCERNING SOCIETE GENERALE'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES" on page 982 as follows:

"Societe Generale discloses its prudential capital requirements by the following press release of 22 December 2015:

SOCIETE GENERALE

PRESS RELEASE

Paris, December 22nd 2015

SOCIETE GENERALE DISCLOSES PRUDENTIAL CAPITAL REQUIREMENTS

Under Pillar 2, following the results of the Supervisory Review and Evaluation Process (SREP) performed by the European Central Bank (ECB), Societe Generale is required to meet on a consolidated basis a transitional Common Equity Tier 1 (CET1) ratio of 9.5%[1] as of January 1st 2016. The G-SIB buffer required by the Financial Stability Board (FSB) to be applied on top of this SREP ratio is equal to 0.25% for Societe Generale from January 1st 2016 and will be increased by 0.25% per annum thereafter, ultimately reaching 1% in 2019. The prudential capital requirement of Societe Generale is therefore 9.75% as of January 1st 2016.

As of September 30th 2015, Societe Generale's transitional CET1 ratio on a consolidated basis was equal to 11.1% (pro forma for current earnings, net of dividends), which does not take into account an additional 24 basis points from the disposal of the Group's stake in Amundi in the fourth quarter of 2015. Therefore, Societe Generale's capital position is very solid, with the total deduction of goodwill and deferred tax assets, and a limited benefit from the Danish compromise (around 15 basis points). It is comfortably above the minimum regulatory requirements and as such does not trigger any restriction or limitation in dividend payout, coupons or variable compensation of the relevant staff.

Going forward, the Group will keep up its policy of progressively and steadily strengthening its CET 1 ratio, with the aim of maintaining a 100-150 basis points management buffer above the regulatory requirements resulting from Basel rules.

1 Including capital conservation buffer

PRESS RELATIONS

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Societe Generale

Societe Generale is one of the largest European financial services groups. Based on a diversified universal banking model, the Group combines financial solidity with a strategy of sustainable growth, and aims to be the reference for relationship banking, recognised on its markets, close to clients, chosen for the quality and commitment of its teams.

Societe Generale has been playing a vital role in the economy for 150 years. With more than 148,000 employees, based in 76 countries, we accompany 30 million clients throughout the world on a daily basis. Societe Generale's teams offer advice and services to individual, corporate and institutional customers in three core businesses:

- **Retail banking in France** with the Societe Generale branch network, Credit du Nord and Boursorama, offering a comprehensive range of multichannel financial services on the leading edge of digital innovation;
- **International retail banking, financial services and insurance** with a presence in emerging economies and leading specialised businesses;
- **Corporate and investment banking, private banking, asset management and securities services**, with recognised expertise, top international rankings and integrated solutions.

Societe Generale is included in the main socially responsible investment indices: DJSI (World and Europe), FTSE4Good (Global and Europe), Euronext Vigeo (Global, Europe, Eurozone and France), ESI Excellence (Europe) from Ethibel and 4 of the STOXX ESG Leaders indices.

For more information, you can follow us on twitter @societegenerale or visit our website www.societegenerale.com.

2. <u>Changes in the Terms and Conditions of the English Law Notes and the Uncertificated Notes</u>

(i) In section "Terms and Conditions of the English Law Notes and the Uncertificated Notes", in the sub-section 5 "REDEMPTION AND PURCHASE", the last sentence of condition 5.3 "Redemption for regulatory reasons" on page 255 is modified as follows :

The terms in bold have been added in order to enhance the consistency of the sentence with the dispositions of conditions 5.2 and 5.9:

"Upon redemption of the Notes pursuant to this Condition 5.3, each Noteholder will be entitled to receive an early redemption amount (the **Early Redemption Amount**) determined in accordance with Condition 5.9 **together (if appropriate) with accrued interest to (but excluding or, in respect of Uncertificated Swedish Notes, and including) the date of redemption**."

(ii) In section "Terms and Conditions of the English Law Notes and the Uncertificated Notes", in the sub-section 5 "REDEMPTION AND PURCHASE", the condition 5.9 "Early Redemption Amounts", on pages 261 and 262 is deleted and replaced with the following only in order to correct cross-references and to modify the form of the clause:

"5.9 Early Redemption

For the purpose of Condition 5.2, Condition 5.3 and Condition 8, the Notes will be redeemed at the Early Redemption Amount calculated as follows:

(1) in the case of Notes with a Final Redemption Amount equal to the Issue Price, at the Final Redemption Amount thereof; or

(2) in the case of Notes (other than Zero Coupon Notes) with a Final Redemption Amount which is or may be less or greater than the Issue Price or which is payable in a Specified Currency other than that in which the Notes are denominated, at the amount determined and calculated pursuant the provisions of Condition 5.1, at their nominal amount; or

(3) at the Physical Delivery Amount specified in the applicable Final Terms, in the case of Physical Delivery Notes; or

(4) in the case of Zero Coupon Notes, at the Amortised Face Amount; or

(5) if Market Value is specified in the applicable Final Terms as the Early Redemption Amount,

    (i) at an amount determined by the Calculation Agent, which, on the due date for the redemption of the Note, shall represent the fair market value of the Notes and shall have the effect (after taking into account the costs of unwinding any hedging arrangements entered into in respect of the Notes) of preserving for the Noteholders the economic equivalent of the obligations of the Issuer to make the payments in respect of the Notes which would, but for such early redemption, have fallen due after the relevant early redemption date; or
    (ii) in case of Italian Certificates only, at an amount determined in good faith and in a commercially reasonable manner by the Calculation Agent to be the fair market value of the Certificates immediately prior (and ignoring the circumstances leading) to such early termination; or

(6) in the case of Preference Share Linked Notes and Warrant Linked Notes, the Early Redemption Amount will be determined and calculated in accordance with the Additional Terms and Conditions for Preference Share Linked Notes and the Additional Terms and Conditions for Warrant Linked Notes or at an amount specified in the applicable Final Terms, as the case may be.

For the avoidance of doubt, for the purpose of calculating the Market Value following an Event of Default pursuant to Condition 8 only, in determining the fair market value of the Notes, no account shall be taken of the creditworthiness of:

- the Issuer, who shall be deemed to be able to perform fully its obligations in respect of the Notes; or
- the Guarantor, which shall be deemed to be able to perform fully its obligations in respect of the Guarantee.

In respect of Notes bearing interest, notwithstanding the last sentence of Condition 5.2.1 and 5.3, the tenth line of Condition 5.2.2 and the first paragraph of Condition 8, the Early Redemption Amount, as determined by the Calculation Agent in accordance with this paragraph shall include any accrued interest to (but excluding or, in respect of Uncertificated Swedish Notes, and including) the relevant early redemption date and apart from any such interest included in the Early Redemption Amount, no interest, accrued or otherwise, or any other amount whatsoever will be payable by the Issuer or, as the case may be, the Guarantor in respect of such redemption. Where such calculation is to be made for a period of less than a full year, it shall be made on the basis of the Day Count Fraction, if applicable, as specified in the applicable Final Terms."

3. <u>Changes in the Terms and Conditions of the English Law Notes and the Uncertificated Notes</u>

(i) In section "Terms and Conditions of the French Law Notes", in the sub-section 5 "REDEMPTION AND PURCHASE", the last sentence of condition 5.3 "Redemption for regulatory reasons" on page 309 is modified as follows :

The terms in bold have been added in order to enhance the consistency of the sentence with the dispositions of conditions 5.2 and 5.9:

"Upon redemption of the Notes pursuant to this Condition 5.3, each Noteholder will be entitled to receive an early redemption amount (the **Early Redemption Amount**) determined in accordance with Condition 5.9 **together (if appropriate) with accrued interest to the date of redemption**."

(ii) In section "Terms and Conditions of the French Law Notes", in the sub-section 5 "REDEMPTION AND PURCHASE", the condition 5.9 "Early Redemption Amounts", on pages 313 and 314 is deleted and replaced with the following only in order to correct cross-references and to modify the form of the clause:

"5.9 Early Redemption

For the purpose of Condition 5.2, Condition 5.3 and Condition 8, the Notes will be redeemed at the Early Redemption Amount calculated as follows:

(1) in the case of Notes with a Final Redemption Amount equal to the Issue Price, at the Final Redemption Amount thereof; or

(2) in the case of Notes (other than Zero Coupon Notes) with a Final Redemption Amount which is or may be less or greater than the Issue Price or which is payable in a Specified Currency other than that in which the Notes are denominated, at the amount determined and calculated pursuant the provisions of Condition 5.1, at their nominal amount; or

(3) at the Physical Delivery Amount specified in the applicable Final Terms, in the case of Physical Delivery Notes; or

(4) in the case of Zero Coupon Notes, at the Amortised Face Amount; or

(5) if Market Value is specified in the applicable Final Terms as the Early Redemption Amount, at an amount determined by the Calculation Agent, which, on the due date for the redemption of the Note, shall represent the fair market value of the Notes and shall have the effect (after taking into account the costs of unwinding any hedging arrangements entered into in respect of the Notes) of preserving for the Noteholders the economic equivalent of the obligations of the Issuer to make the payments in respect of the Notes which would, but for such early redemption, have fallen due after the relevant early redemption date.

For the avoidance of doubt, for the purpose of calculating the Market Value following an Event of Default pursuant to Condition 8 only, in determining the fair market value of the Notes, no account shall be taken of the creditworthiness of:

- the Issuer, who shall be deemed to be able to perform fully its obligations in respect of the Notes; or
- the Guarantor, which shall be deemed to be able to perform fully its obligations in respect of the Guarantee.

In respect of Notes bearing interest, notwithstanding the last sentence of Condition 5.2.1 and 5.3, the ninth line of Condition 5.2.2 and the first paragraph of Condition 8, the Early Redemption Amount, as determined by the Calculation Agent in accordance with this paragraph shall include any accrued interest to (but excluding) the relevant early redemption date and apart from any such interest included in the Early Redemption Amount, no interest, accrued or otherwise, or any other amount whatsoever will be payable by the Issuer or, as the case may be, the Guarantor in respect of such redemption. Where such calculation is to be made for a period of less than a full year, it shall be made on the basis of the Day Count Fraction, if applicable, as specified in the applicable Final Terms."

DOCUMENTS AVAILABLE

Copies of this Supplement 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 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.