



**SUPPLEMENT DATED 31 MAY 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 First Update to the 2013 Registration Document (as defined hereinafter) of Société Générale and to make amendments described hereinafter to several sections of the Base Prospectus. In particular, the amendments made to the sections entitled “*Terms and Conditions of the English Law Notes and the Uncertificated Notes*” and “*Terms and Conditions of the French Law Notes*”, respectively, shall only apply to Final Terms, the date of which falls on or after the approval of this supplement.”

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus.

Full information on the Issuers and the offer of any Notes is only available on the basis of the combination of the Base Prospectus 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 Base Prospectus dated 29 April 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 4 June 2013) to withdraw their acceptances.

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 translation of the first 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 10 May 2013 under No D 13-0101-A01, 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 79 and (iii) the cross-reference table, pages 81 - 82 ((i), (ii) and (iii) together hereinafter, the **2013 First 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**).

CROSS REFERENCE LIST RELATING TO SOCIÉTÉ GÉNÉRALE

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

RISK FACTORS

Prominent disclosure of risk factors that may affect the issuer's 36-42
ability to fulfill its obligations under the securities to investors in a
section headed "Risk Factors".

BUSINESS OVERVIEW

Principal activities: 3

ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT

Names, business addresses and functions in the Issuer of the 5-6
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.

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

Interim financial information 43-70

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.

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);
- the Issuers (<http://prospectus.socgen.com>) via the following path:

DOCUMENTS -> SG REGISTRATION -> 2013

- Société Générale Group (www.societegenerale.com).

AMENDMENTS TO THE BASE PROSPECTUS

1/ 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, The Netherlands, Norway, Portugal, Spain, Sweden and United Kingdom, as specified in the applicable Final Terms; and”

2/ Page 134 – Section headed “**FORM OF FINAL TERMS**”:

The item “**Reference Rate**” of the paragraph 14(v) (*Manner in which the Rate of Interest and Interest Amount is to be determined*) shall be deleted and replaced as follows:

[If Screen Rate Determination as per Condition 3.2.3.2:

- **Reference Rate:** [EURIBOR] [USD-LIBOR] [GBP-LIBOR] [CHF-LIBOR] [USD-CMS] [EUR-CMS] [AUD-BBSW] [CAD-CADOR] [NIBOR] [STIBOR] [SHIBOR] [month / year]

[If the Rate of Interest is determined by linear interpolation in respect of an interest period (as per Condition 3.2.3.2), insert the relevant interest period(s) and the relevant two rates used for such determination]

The item “**Floating Rate Option**” of the paragraph 14(v) (*Manner in which the Rate of Interest and Interest Amount is to be determined*) shall be deleted and replaced as follows:

[If ISDA Determination as per Condition 3.2.3.1:

- **Floating Rate Option:** [●]

[If the Rate of Interest is determined by linear interpolation in respect of an interest period (as per Condition 3.2.3.1), insert the relevant interest period(s) and the relevant two rates used for such determination]

3/ Page 184 – Section headed “**TERMS AND CONDITIONS OF THE ENGLISH LAW NOTES AND UNCERTIFICATED NOTES**”:

The following paragraph shall be added at the end of such Condition 3.2.3.1:

“In the applicable Final Terms, when the paragraph “*Floating Rate Option*” specifies that the rate is determined by linear interpolation, in respect of an Interest Period, the Rate of Interest for such Interest Period shall be calculated by the Calculation Agent by straight line linear interpolation by reference to two rates based on the relevant Floating Rate Option, one of which shall be determined as if the maturity were the period of time for which rates are available of next shorter length before the length of the relevant Interest Period and the other of which shall be determined as if the maturity were the period of time for which rates are available of next longer length after the length of the relevant Interest Period.”

4/ Page 185 – Section headed “**TERMS AND CONDITIONS OF THE ENGLISH LAW NOTES AND UNCERTIFICATED NOTES**”:2

The following paragraph shall be added at the end of such Condition 3.2.3.2:

“In the applicable Final Terms, when the paragraph “*Reference Rate*” specifies that the rate is determined by linear interpolation, in respect of an Interest Period, the Rate of Interest for such Interest Period shall be calculated by the Calculation Agent by straight line linear interpolation by reference to two rates based on the relevant Reference Rate, one of which shall be determined as if the Designated Maturity were the period of time for which rates are available of next shorter length before the length of the relevant Interest Period and the other of which shall be determined as if the Designated Maturity were the period of time for which rates are available of next longer length after the length of the relevant Interest Period.”

5/ Page 240 – Section headed “**TERMS AND CONDITIONS OF THE FRENCH LAW NOTES**”:

The following paragraph shall be added at the end of such Condition 3.2.3.1:

“In the applicable Final Terms, when the paragraph “*Floating Rate Option*” specifies that the rate is determined by linear interpolation, in respect of an Interest Period, the Rate of Interest for such Interest Period shall be calculated by the Calculation Agent by straight line linear interpolation by reference to two rates based on the relevant Floating Rate Option, one of which shall be determined as if the maturity were the period of time for which rates are available of next shorter length before the length of the relevant Interest Period and the other of which shall be determined as if the maturity were the period of time for which rates are available of next longer length after the length of the relevant Interest Period.”

6/ Page 241 – Section headed “**TERMS AND CONDITIONS OF THE FRENCH LAW NOTES**”:

The following paragraph shall be added at the end of such Condition 3.2.3.2:

“In the applicable Final Terms, when the paragraph “*Reference Rate*” specifies that the rate is determined by linear interpolation, in respect of an Interest Period, the Rate of Interest for such Interest Period shall be calculated by the Calculation Agent by straight line linear interpolation by reference to two rates based on the relevant Reference Rate, one of which shall be determined as if the Designated Maturity were the period of time for which rates are available of next shorter length before the length of the relevant Interest Period and the other of which shall be determined as if the Designated Maturity were the period of time for which rates are available of next longer length after the length of the relevant Interest Period.”

7/ Page 386 – Section headed “**TAXATION**”:

A new sub-section 3.16 is added and set out as follows:

“3.16 Ireland

The following is a summary of the principal Irish withholding tax consequences of ownership of the Notes for individuals who are resident and ordinarily resident in Ireland for tax purposes and for companies that are resident in Ireland for tax purposes. It is based on the laws and practice of the Revenue Commissioners currently in force in Ireland as in effect on the date of this Base Prospectus and may be subject to change. The statements in this summary are based on the understanding that the Notes will be treated as debt for Irish tax purposes. It deals with Noteholders who beneficially own their Notes as an investment. Particular rules not discussed below may apply to certain classes of taxpayers holding Notes, including dealers in Notes and trusts. The summary does not constitute tax or legal advice and the comments below are of a general nature only. Prospective investors in the Notes should consult their professional advisers on the tax implications of the purchase, holding, redemption or sale of the Notes and the receipt of payments thereon under any laws applicable to them.

3.16.1 Irish Withholding Tax

Tax at the standard rate of income tax (currently 20 per cent.) is required to be withheld from payments of Irish source interest. The Issuer will not be obliged to withhold Irish income tax from payments of interest on the Notes so long as such payments do not constitute Irish source income. Interest paid on the Notes should not be treated as having an Irish source unless:

- (i) the Issuer is resident in Ireland for tax purposes; or
- (ii) the Issuer has a branch or permanent establishment in Ireland, the assets or income of which is used to fund the payments on the Notes; or
- (iii) the Issuer is not resident in Ireland for tax purposes but the register for the Notes is maintained in Ireland or (if the Notes are in bearer form) the Notes are physically held in Ireland.

It is anticipated that, (i) the Issuer is not and will not be resident in Ireland for tax purposes; (ii) the Issuer will not have a branch or permanent establishment in Ireland; (iii) that bearer Notes will not be physically located in Ireland; and (iv) the Issuer will not maintain a register of any registered Notes in Ireland.

3.16.2 Encashment Tax

In certain circumstances, Irish tax will be required to be withheld at the standard rate of income tax (currently 20 per cent.) from any interest paid on Notes issued by a company not resident in Ireland, where such interest is collected or realised by a bank or encashment agent in Ireland on behalf of any Noteholder who is Irish resident. Encashment tax does not apply where the Noteholder is not resident in Ireland and has made a declaration in the prescribed form to the encashment agent or bank.”

3/ Page 810 – Section headed “**GENERAL INFORMATION**”:

The sub-section 3 entitled “**NOTIFICATION**” 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, 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.”

RESPONSIBILITY

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