



**SUPPLEMENT DATED 23 JULY 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 (i) to inform that, following the rating downgrade of France announced last Friday July 12, Fitch Ratings has launched a review of French banks' ratings, and has announced on 17 July 2013 the downgrade of the long-term unsecured debt rating of Société Générale from A+ to A and (ii) to add selling restrictions relating to Taiwan.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus and the supplement dated 31 May 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 supplement dated 31 May 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 31 May 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 25 July 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.

AMENDMENTS TO THE BASE PROSPECTUS

1/ Page 27 – Section headed “SUMMARY OF THE PROGRAMME”:

In the Element B.17, the first sentence 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 and A by Fitch Ratings.]”

2/ Page 802 – Section headed “SUBSCRIPTION, SALE AND TRANSFER RESTRICTION”:

A new sub-section 2.11 is added and set out as follows:

“2.11 Taiwan

The Notes may be made available to investors in Taiwan through licensed Taiwan financial institutions as permitted under relevant Taiwan laws and regulations (collectively, **Permitted Sales**); or to Taiwan resident investors outside Taiwan for purchase by such investors outside Taiwan but may not, other than by Permitted Sales, be offered, sold or resold in Taiwan.”

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.