



**SUPPLEMENT DATED 17 JUNE 2014
TO THE BASE PROSPECTUS DATED 24 JULY 2013**

SOCIÉTÉ GÉNÉRALE

as Guarantor
(incorporated in France)

and

SG ISSUER
as Issuer
(incorporated in Luxembourg)

**SGA SOCIÉTÉ GÉNÉRALE
ACCEPTANCE N.V.**
as Issuer
(incorporated in Curaçao)

**SOCIÉTÉ GÉNÉRALE EFFEKTEN
GMBH**
as Issuer
(incorporated in Germany)

Warrants Issuance Programme

This supplement (hereinafter this "**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 Warrants Issuance Programme Base Prospectus dated 24 July 2013 (hereinafter the "**Base Prospectus**") and approved by the *Commission de Surveillance du Secteur Financier* (hereinafter the "**CSSF**") on 24 July 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**)).

The purpose of this Supplement is to:

- (i) incorporate by reference the first update to the 2014 Registration Document of Société Générale;
- (ii) incorporate by reference the English version of the audited annual financial statements of SG Issuer for the financial year ended 31 December 2013;
- (iii) incorporate by reference the press release "Keeping the pace of transformation to deliver sustainable growth and profitability" published by Société Générale on 13 May 2014; and
- (iv) amend relevant sections of the Base Prospectus accordingly.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus and the supplements thereto dated 20 August 2013, 20 September 2013, 16 October 2013, 12 November 2013, 3 December 2013, 3 March 2014 and 8 April 2014 (together, the "**Prior Supplements**" and each a "**Prior Supplement**").

Full information on the Issuers and the Warrants is only available on the basis of the combination of the Base Prospectus, the Prior Supplements 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 Warrants 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 8 April 2014.

In accordance with Article 13.2 of the Prospectus Act 2005, investors who have agreed before this Supplement is published to purchase or subscribe for Warrants to which this Supplement relates have the right, exercisable within a time-limit of two business days after the publication of this Supplement (no later than 19 June 2014) to withdraw their acceptances.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents which has 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:

1 - the English translation of the first update to the 2014 Registration Document of Société Générale, the French version of which was filed with the AMF on 7 May 2014 under No D 14-0115-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 84 and (iii) the cross-reference table, pages 86-89 ((i), (ii) and (iii) together hereinafter, the **2014 First Update Excluded Sections**, and the English translation of the first update to the 2014 Registration Document without the 2014 First Update Excluded Sections, hereinafter the **First Update to the 2014 Registration Document**).

To the extent that the First Update to the 2014 Registration Document itself incorporates documents by reference, such documents together with the 2014 First Update Excluded Sections shall not be deemed incorporated by reference herein as they are not relevant for the investor. Any reference to the First Update to the 2014 Registration Document shall be deemed to exclude the 2014 First Update Excluded Sections.

CROSS REFERENCE LIST RELATING TO SOCIÉTÉ GÉNÉRALE

REFERENCES TO PAGES BELOW ARE TO THOSE OF THE FIRST UPDATE TO THE 2014 REGISTRATION DOCUMENT.

Annex XI of Commission Regulation (EC) N°809/2004 of 29 April 2004		First Update to the 2014 Registration Document
3.	RISK FACTORS	
3.1.	Prominent disclosure of risk factors that may affect the issuer's ability to fulfil its obligations under the securities to investors in a section headed "Risk Factors".	67-73; Appendix 1
5.	BUSINESS OVERVIEW	
5.1.	<u>Principal activities</u>	3-5
5.1.1.	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed;	3-5
5.1.2.	An indication of any significant new products and/or activities;	3-5
9.	ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES	
9.1.	Names, business addresses and functions in the Issuer of the members of the administrative, management or supervisory bodies, and an indication of the principal activities performed by them outside the Issuer where these are significant with respect to the Issuer.	42-43

11.	FINANCIAL, INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER	
	Pro forma financial information (**)	6-15
11.5.	INTERIM AND OTHER FINANCIAL INFORMATION	16-41
	Balance sheet	33
	Income statement	32
	Accounting principles	31
11.6.	LEGAL AND ARBITRATION PROCEEDINGS	73

(**) The information entitled "pro forma" in the First Update of the 2014 Registration Document is not pro forma financial information for the purposes of point 20.2 of Annex I to be read in accordance with Annex II of the Commission Regulation (EC) No 809/2004 dated 29 April 2004.

The information incorporated by reference that is not included in any of the cross-reference lists above is considered as additional information and is not required by the relevant schedules of the Regulation (EC) 809/2004.

2 - the English version of the audited annual financial statements for the financial year ended 31 December 2013 prepared in accordance with IFRS, the related appendix and notes of SG Issuer (hereinafter the **2013 SGIS IFRS Audited Financial Statements**).

To the extent that the 2013 SGIS IFRS Audited Financial Statements itself incorporates documents by reference, such documents shall not be deemed incorporated by reference herein as they are not relevant for the investor.

CROSS REFERENCE LIST RELATING TO SG ISSUER

References to pages below are to those of 2013 SGIS IFRS Audited Financial Statements.

SG Issuer audited annual financial statements for the financial year ended 31 December 2013 prepared in accordance with IFRS, the related notes and the statutory auditor's reports	2013 SGIS IFRS Audited Financial Statements
Balance sheet	9
Income statement	8
Cash flow statement	11
Statement in change in equity	10
Notes to the financial statements	12-34
Accounting principles	13
Report of the <i>Réviseur d'Entreprises agréé</i>	6-7

The information incorporated by reference that is not included in any of the cross-reference lists above, 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/ Pages 11-12 – Section headed "Summary":

Element B.12: Selected historical key financial information regarding the Issuer

The following statement is deleted:

"[The following selected financial information of SG Issuer for 2012 has been derived from the audited annual financial statements of SG Issuer for the financial year ended 2012:]".

The table relating to the selected historical key financial information regarding SG Issuer is deleted and replaced by the following table:

(in K€)	December 31, 2013 (audited)	December 31, 2012 (audited)
	(000)	(000)
Operating Revenues	109 588	6 805
Profit from operations	482	5 233
Profit from continuing operations	482	5 233
Total Assets	22 049 619	361 269

The statements regarding material adverse change in the prospects of the Issuer are deleted and replaced by the following statements:

Material adverse change in the prospects of the Issuer since the date of its last published audited financial statements
Not applicable. There has been no material adverse change in the prospects of [SG Issuer] [SGA Société Générale Acceptance N.V.] [Société Générale Effekten GmbH] since the date of its last published audited financial statements dated 31 December 2013.

The statements regarding significant change in the financial or trading position of the Issuer are deleted and replaced by the following statements:

Significant changes in the financial or trading position subsequent to the period covered by the historical financial information
Not applicable. There has been no significant change in [SG Issuer] [SGA Société Générale Acceptance N.V.] [Société Générale Effekten GmbH]'s financial or trading position since the date of its last published financial statements dated 31 December 2013.

2/ Pages 14-15 – Section headed "Summary":

Element B.19 B.12: Selected historical key financial information regarding the Guarantor

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

	Quarter 1 – 2014	Year ended 2013	Quarter 1 – 2013	Year ended 2012 (*)
Results (in EUR M)				
Net Banking Income	5,676	22,433(**)	4,981 (**)	23,110

Operating income	1,134	2,336(**)	83 (**)	2,757
Net income before non controlling interests	389	2,394(**)	462 (**)	1,224
Net income	315	2,044(**)	364 (**)	790
<i>French Retail Banking</i>	323	1,196(**)	267 (**)	1,291
<i>International Retail Banking & Financial Services</i>	(284)	983(**)	256 (**)	617
<i>Global Banking and Investor Solutions</i>	481	1,206(**)	567 (**)	761
<i>Corporate Centre</i>	(205)	(1,341) (**)	727 (**)	(1,879)
Activity (in EUR bn)				
Total assets and liabilities	1,265.8	1,235.3(**)	1,246.3	1,250.9
Customer loans	318.6	333.5(**)	349.6	350.2
Customer deposits	315.8	344.7(**)	336.4	337.2
Equity (in billions of euros)				
Group shareholders' equity	51.1	51.0(**)	49.9	49.3
Total consolidated equity	54.1	54.1(**)	NC	53.6

(*) 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.

(**) 2013 data adjusted following the retrospective implementation of IFRS 10 and 11 on January 1st, 2014.

The statements regarding material adverse change in the prospects of the Guarantor are deleted and replaced by the following statements:

Material adverse change in the prospects of the Guarantor since the date of its last published audited financial statements
Not applicable. There has been no material adverse change in the prospects of Société Générale since the date of its last published audited financial statements.

The statements regarding significant change in the financial or trading position of the Guarantor are deleted and replaced by the following statements:

Significant changes in the financial or trading position subsequent to the period covered by the historical financial information
Not applicable. There has been no significant change in Société Générale's financial or trading position since the date of its last published financial statements dated 31 March 2014.

3/ Page 804 – Section headed "General Information":

In sub-section 5, the paragraph following the heading "5. TREND INFORMATION" is deleted and replaced as follows:

"There has been no material adverse change in the prospects of Société Générale, SG Issuer, SGA Société Générale Acceptance N.V. and Société Générale Effekten GmbH since the date of their last published audited financial statements."

In sub-section 6, the paragraph following the heading "6. SIGNIFICANT CHANGE IN THE ISSUER'S FINANCIAL OR TRADING POSITION" is deleted and replaced as follows:

"There has been no significant change in the financial or trading position of (i) Société Générale and its consolidated subsidiaries (taken as a whole) subsequent to the period covered by the historical financial information and (ii) SG Issuer, SGA Société Générale Acceptance N.V. and Société Générale Effekten GmbH subsequent to the period covered by the historical financial information."

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 and the document incorporated by reference will also be available on the website of:

- the Luxembourg Stock Exchange (www.bourse.lu) and
- the Issuers (www.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.