

**SUPPLEMENT DATED 12 JUNE 2015  
TO THE BASE PROSPECTUS DATED 23 JULY 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)

**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, as amended (hereinafter the **Prospectus Act 2005**) to the Warrants Issuance Programme Base Prospectus dated 23 July 2014 (hereinafter the **Base Prospectus**) and approved by the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on 23 July 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**)).

The purpose of this Supplement is:

- to incorporate by reference the first update to the 2015 Registration Document of Société Générale,
- to incorporate by reference the financial statements and auditor's report for the year ended 31 December 2014 of SG Issuer, and
- to amend the summary and certain other 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 13 August 2014, 15 October 2014, 1 December 2014, 10 December 2014, 4 March 2015, 10 April 2015 and 5 May 2015.

Full information on the Issuers and the offer of any Warrants is only available on the basis of the combination of the Base Prospectus, the supplement dated 13 August 2014, the supplement dated 15 October 2014, the supplement dated 1 December 2014, the supplement dated 10 December 2014, the supplement dated 4 March 2015, the supplement dated 10 April 2015, the supplement dated 5 May 2015 and this Supplement.

Unless otherwise defined in this Supplement, terms used herein shall have the definitions given to such terms in 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 (supplemented as aforesaid), 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 (supplemented as aforesaid) 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 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 16 June 2015) to withdraw their acceptances.

## DOCUMENT INCORPORATED BY REFERENCE

The following documents 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:

1 - the English translation of the first 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 7 May 2015 under No D. 15-0104-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 65 and (iii) the cross reference table, pages 67-71 (hereinafter the **First Update to the 2015 Registration Document**) .

2 - the English version of the financial statements and statutory auditor's report for the year ended 31 December 2014 of SG Issuer.

## CROSS REFERENCE LIST RELATING TO SOCIÉTÉ GÉNÉRALE

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

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(\*) The interim financial information contained in the First 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.

### CROSS REFERENCE LIST RELATING TO SG ISSUER

References to pages below are to those of the financial statements and auditor's report for the year ended 31 December 2014 of SG Issuer.

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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 of the Programme

**a) Element B.12 in Section B "Issuer [and Guarantor]" of the Summary, on page 13 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 1 – 2015 (non audited)	Year ended 2014 (audited, except as mentioned otherwise (*))	Quarter 1 – 2014 (non audited)	Year ended 2013 (audited) (1)
<b>Results (in EUR M)</b>				
Net Banking Income	6,353	23, 561	5,656 (*)	22,433
Operating income	1,298	4, 557 (*)	916 (*)	2,336
Net income before non controlling interests	962	2, 978 (*)	239 (*)	2,394
Net income	868	2, 679 (*)	169 (*)	2,044
<i>French Retail Banking</i>	273	1, 204 (*)	291 (*)	1,196
<i>International Retail Banking &amp; Financial Services</i>	139	370 (*)	(343) (*)	983
<i>Global Banking and Investor</i>	522	1, 909 (*)	430 (*)	1,206

<i>Solutions</i>				
<i>Corporate Centre</i>	(66)	(804) (*)	(209) (*)	(1,341)
<i>Net cost of risk</i>	(613)	(2, 967)	(667) (*)	(4,050)
<i>Cost/income ratio (2)</i>	70%	68% (*)	72% (*)	67.0%
<i>ROE after tax (3)</i>	6.9%	5.3%	0.8% (*)	4.1%
<i>Tier 1 Ratio</i>	12.4%	12.6%	11.8%	11.8%
<b>Activity (in EUR bn)</b>				
Total assets and liabilities	1 428.8	1,308.2	1,265.8	1,214.2
Customer loans	346.9	344.4	318.6	332.7
Customer deposits	340.5	349.7	315.8	334.2
<b>Equity (in billions of euros)</b>				
Group shareholders' equity	57.2	55.2	51.1	50.9
Total consolidated equity	61.0	58.8	54.1	54.0
<b>Cash flow statements (in billions of euros)</b>				
Net inflow (outflow) in cash and cash equivalents	NC	(10,183)	NC	(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

(3) Group ROE calculated on the basis of average Group shareholders' equity under IFRS (including IAS 32-39 and IFRS 4), excluding unrealised capital losses and gains except for translation reserves, deeply subordinated notes, undated subordinated notes and after deduction of interest payable to holders of these notes.

(\*) Note that the data for the 2014 financial year have been restated, on 31.03.2015, 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.

- 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, 2014 (audited)	December 31, 2013 (audited)
<b>Operating Revenues</b>	110 027	109 588
<b>Profit from operations</b>	209	482
<b>Profit from continuing operations</b>	209	482
<b>Total Assets</b>	23 567 256	21 349 619

- Item "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.

- Item "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:

Not applicable. There has been no significant change in the financial or trading position of the Issuer since [31 December 2014] [31 March 2015].

## 2/ Description of Société Générale

a) Sub-section 1 "Statutory Auditors" of the section "Description of Société Générale" on page 916 of the Base Prospectus is deleted and replaced as follows:

For the financial years ended 31 December 2013 and 31 December 2014:

**Ernst & Young et Autres**

Member of the French *Compagnie nationale des commissaires aux comptes*

Represented by Isabelle Santenac,

1/2, place des Saisons, 92400 Courbevoie - Paris-La Défense 1, France

**Deloitte & Associés**

Member of the French *Compagnie nationale des commissaires aux comptes*

Represented by Jean-Marc Mickeler,

185, avenue Charles de Gaulle, 92524 Neuilly-sur-Seine Cedex, France.

Ernst & Young et Autres and Deloitte & Associés have no material interest in Société Générale.

**b) Sub-section 9.2 “Significant change in the financial or trading position” of the section “Description of Société Générale” on page 917 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 31 March 2015.

**3/ Description of SG Issuer**

**a) The first line of sub-section 1 “Statutory Auditors” of the section “Description of SG Issuer” on page 918 of the Base Prospectus is deleted and replaced as follows:**

“For the financial years ended 31 December 2013 and 31 December 2014:”

**b) Sub-section 2 “Selected Financial Information” of the section “Description of SG Issuer” on page 918 of the Base Prospectus is deleted and replaced as follows:**

(in K€)	December 31, 2014 (audited)	December 31, 2013 (audited)
Operating Revenues	110 027	109 588
Profit from operations	209	482
Profit from continuing operations	209	482
Total Assets	23 567 256	22 049 619

**c) Sub-section 6 “Trend information” of the section “Description of SG Issuer” on page 919 of the Base Prospectus is deleted and replaced as follows:**

“6.1 At the date of this Base Prospectus, there has been no material adverse change in the prospects of SG Issuer since 31 December 2014.

6.2 SG Issuer expects business for the rest of this business year to continue as it has done so far over the course of 2015.”

**d) Sub-section 11.4 “Interim and other financial information” of the section “Description of SG Issuer” on page 921 of the Base Prospectus is deleted and replaced as follows:**

“Since the date of its last audited financial statements, SG Issuer has not published interim financial statements.”

**e) Sub-section 11.6 “Significant change in the financial or trading position” of the section “Description of SG Issuer” on page 921 of the Base Prospectus is deleted and replaced as follows:**

“There has been no significant change in the financial or trading position of SG Issuer since 31 December 2014.”

## **DOCUMENTS AVAILABLE**

Copies of this Supplement and of 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 be published on the website of:

- the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and
- the Issuers ([www.sglistedproducts.co.uk](http://www.sglistedproducts.co.uk)).

## **RESPONSIBILITY**

Each Issuer and the Guarantor accept responsibility for the information contained in this Supplement.

To the best of the knowledge 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 into this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.