

**SUPPLEMENT DATED 27 OCTOBER 2015
TO THE BASE PROSPECTUS DATED 31 JULY 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)

**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 31 July 2015 (hereinafter the **Base Prospectus**) and approved by the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on 31 July 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**)).

The purpose of this Supplement is:

- to incorporate by reference the Interim Financial Statements of SG Issuer, SGA Société Générale Acceptance N.V. and Société Générale Effekten GmbH;
- to amend the summary and certain sections of the Base Prospectus relating to the description of SG Issuer, SGA Société Générale Acceptance N.V. and Société Générale Effekten GmbH; and
- to amend certain provisions of the Additional Terms and Conditions for SGI Index Linked Warrants.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus and the supplement thereto dated 21 September 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 21 September 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, 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 29 October 2015) to withdraw their acceptances.

DOCUMENTS 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:

- the English translation of the Statutory auditor's review report on the interim financial statements of SG Issuer, for the period from 1 January 2015 to 30 June 2015 (hereinafter **the 2015 SG Issuer Interim Financial Statements**);

- the English translation of the Statutory auditor's review report on the interim financial statements of SGA Société Générale Acceptance N.V., for the period from 1 January 2015 to 30 June 2015 (hereinafter **the 2015 SGA Interim Financial Statements**);

- the English translation of the Statutory auditor's review report on the interim financial statements of Société Générale Effekten GmbH, for the period from 1 January 2015 to 30 June 2015 (hereinafter **the 2015 SGE Interim Financial Statements**).

CROSS REFERENCE LIST RELATING TO THE 2015 SG ISSUER INTERIM FINANCIAL STATEMENTS

References to pages below are to those of the English translation of the Statutory auditor's review report on the interim financial statements of SG Issuer:

SG Issuer	2015 SG Issuer Interim Financial Statements
Balance sheet	11
Income statement	10
Cash-flow statement	13
Notes to the financial statements	14-35
Accounting principles	16-23
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CROSS REFERENCE LIST RELATING TO THE 2015 SGA INTERIM FINANCIAL STATEMENTS

Unless otherwise stated, references to pages below are to those of the English translation of the Statutory auditor's review report on the interim financial statements of SGA Société Générale Acceptance N.V.:

SGA Société Générale Acceptance N.V.	2015 SGA Interim Financial Statements
Balance sheet	3-5
Income statement	6-7
Cash-flow statement	33

Notes to the financial statements	9-32
Accounting principles	9-13
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**CROSS REFERENCE LIST
RELATING TO THE 2015 SGE INTERIM FINANCIAL STATEMENTS**

Unless otherwise stated, references to pages below are to those of the English translation of the Statutory auditor's review report on the interim financial statements of Société Générale Effekten GmbH:

Société Générale Effekten GMBH	2015 SGE Interim Financial Statements
Balance sheet	Appendix 2
Income statement	Appendix 3
Cash-flow statement	Appendix 5
Notes to the financial statements	Appendix 4
Accounting principles	Appendix 4

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

AMENDMENTS TO THE BASE PROSPECTUS

1/ Summary

Element B.12 in Section B “Issuer[s] [and Guarantor]” of the Summary, on page 15 of the Base Prospectus, is modified as follows:

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

(in K€)	Quarter 2 – 2015 (non audited)	31 December 2014 (audited)	Quarter 2 – 2014 (non audited)	31 December 2013 (audited)
Operating Revenues	47 313	110 027	60 795	109 588
Profit from operations	195	209	193	482
Profit from continuing operations	195	209	193	482
Total Assets	29 129 601	23 567 256	33 747 468	21 349 619

- The table relating to the selected historical key financial information regarding SGA Société Générale Acceptance N.V. is deleted and replaced by the following table:

(in K\$)	Quarter 2 – 2015 (non audited)	31 December 2014 (audited)	Quarter 2 – 2014 (non audited)	31 December 2013 (audited)
Net banking income	0	688	0	0
Net result	(1)	688	0	0
Total assets	29 240 495	31 779 757	36 525 837	45 827 253
Net inflows (outflow) in cash and cash equivalents	(37)	(51)	(10)	0

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

(in EUR)	Quarter 2 – 2015 (non audited)	December 31, 2014 (audited)	Quarter 2 – 2014 (non audited)	December 31, 2013 (audited)
	(000)	(000)	(000)	(000)
Operating revenues	60,7	103	54	98
Profit from operations	0	0	0	0
Profit from continuing operations	0	0	0	0
Basic and diluted earnings per share	0	0	0	0
Total assets	28,304,156	22,304,156	22,760,052	21,851,346
Dividends declared per share	0	0	0	0

- 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 Issuer’s financial or trading position since 30 June 2015.

2/ Description of SG Issuer

Sub-section 2 of Section “Description of SG Issuer” on page 1095 of the Base Prospectus is deleted and replaced by the following table:

(in K€)	Quarter 2 – 2015 (non audited)	31 December 2014 (audited)	Quarter 2 – 2014 (non audited)	31 December 2013 (audited)
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Operating Revenues	47 313	110 027	60 795	109 588
Profit from operations	195	209	193	482
Profit from continuing operations	195	209	193	482
Total Assets	29 129 601	23 567 256	33 747 468	21 349 619

Sub-section 11.4 of Section “Description of SG Issuer” on page 1099 of the Base Prospectus is deleted and replaced as follows:

"Since the date of its last audited financial statements, SG Issuer has published interim financial statements for the period from 1 January 2015 to 30 June 2015."

Sub-section 11.6 of Section “Description of SG Issuer” on page 1099 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 30 June 2015."

3/ Description of SGA Société Générale Acceptance N.V.

Sub-section 2 of Section “Description of SGA Société Générale Acceptance N.V.” on page 1101 of the Base Prospectus is deleted and replaced by the following table:

(in K\$)	Quarter 2 – 2015 (non audited)	31 December 2014 (audited)	Quarter 2 – 2014 (non audited)	31 December 2013 (audited)
Net banking income	0	688	0	0
Net result	(1)	688	0	0
Total assets	29 240 495	31 779 757	36 525 837	45 827 253
Net inflows (outflow) in cash and cash equivalents	(37)	(51)	(10)	0

Sub-section 11.4 of Section “Description of SGA Société Générale Acceptance N.V.” on page 1104 of the Base Prospectus is deleted and replaced as follows:

"Since the date of its last audited financial statements, SGA Société Générale Acceptance N.V. has published interim financial statements for the period from 1 January 2015 to 30 June 2015."

Sub-section 11.6 of Section “Description of SGA Société Générale Acceptance N.V.” on page 1104 of the Base Prospectus is deleted and replaced as follows:

"There has been no significant change in the financial or trading position of SGA Société Générale Acceptance N.V. since 30 June 2015."

4/ Description of Société Générale Effekten GMBH

Sub-section 2 of Section “Description of Société Générale Effekten GMBH” on page 1106 of the Base Prospectus is deleted and replaced by the following table:

(in EUR)	Quarter 2 – 2015 (non audited)	December 31, 2014 (audited)	Quarter 2 – 2014 (non audited)	December 31, 2013 (audited)
	(000)	(000)	(000)	(000)
Operating revenues	60,7	103	54	98
Profit from operations	0	0	0	0
Profit from continuing operations	0	0	0	0
Basic and diluted earnings per share	0	0	0	0
Total assets	28,304,156	22,304,156	22,760,052	21,851,346
Dividends declared per share	0	0	0	0

Sub-section 11.4 of Section “Description of Société Générale Effekten GMBH” on page 1110 of the Base Prospectus is deleted and replaced as follows:

"Since the date of its last audited financial statements, Société Générale Effekten GmbH has published interim financial statements for the period from 1 January 2015 to 30 June 2015."

Sub-section 11.6 of Section “Description of SGA Société Générale Acceptance N.V.” on page 1110 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 Effekten GmbH since 30 June 2015."

5/ Modifications to the Additional Terms and Conditions for SGI Index Linked Warrants

a) Page 625 to 626 – Condition 3.3.1 (Hedging Disruption and Increased Cost of Hedging and consequences) of the Additional Terms and Conditions for SGI Index Linked Warrants.

The definition of “Increased Cost of Hedging” shall be amended as follows (removal is highlighted by using the strikethrough format and insertion is highlighted by using the font color red):

Increased Cost of Hedging means, in respect of Warrants that have one or more SGI Index(ices) as Underlying(s), that Société Générale or any of its affiliates would incur a materially increased (as compared with circumstances existing on the date(s) on which Société Générale or any of its affiliates enters into the Hedge Positions in respect of the Warrants) amount of tax, duty, expense or fee (other than brokerage commissions) or costs specified in the Index Rules to (a) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction(s) or asset(s) it deems necessary to hedge the equity price risk of entering into and performing its obligations with respect to the Warrants or (b) freely realize, recover or remit the proceeds of its Hedge Positions.

In case of the occurrence of a Hedging Disruption or an Increased Cost of Hedging relating to a SGI Index (the **Affected Underlying**), the Calculation Agent may:

- A. consider such event as an event triggering an early termination of the Warrants (hereafter, an **Early Termination Event**). In that case, the Issuer shall terminate its obligations under the Warrants and pay or deliver, as the case may be, as soon as possible after the Early Termination Event, (i) in the case of Cash Settled Warrants an amount equal to the Early Termination Settlement Amount on the basis of Market Value as defined in Condition 5.9 of the General Terms and Conditions or (ii) in the case of Physical Delivery Warrants, subject to payment of the Exercise Price divided, if applicable, by the Parity, the Early Termination Physical Delivery Amount determined in accordance with Condition 5.9 of the General Terms and Conditions; or
- B. replace the Affected Underlying by a new underlying which is representative of the same economic or geographic sector and which will be a Similar Index; or
- C. apply the Monetisation until the Expiration Date (as defined above);

or, but only in the case of Increased Cost of Hedging;

- D. in the case of Cash Settled Warrants, deduct: (a) from the Optional Early Settlement Amount, Event-linked Early Settlement Amount, Early Trigger Level Settlement Amount or the Early Termination Settlement Amount (if any) due under the Warrants, as the case may be, on the payment date of the Optional Early Settlement Amount, Event-linked Early Settlement Amount, Early Trigger Level Settlement Amount or Early Termination Settlement Amount (if any); and (b) in the absence of any Optional Early Settlement Amount, Event-linked Early Settlement Amount, Early Trigger Level Settlement Amount or Early Termination Settlement Amount in respect of the Warrants, from the Cash Settlement Amount due on the Settlement Date, in each case after the occurrence of the Increased Cost of Hedging, the amount of any new, or any increase of, any tax, duty, expense, ~~or~~ fee **or costs specified in the Index Rules**, that triggered the occurrence of the Increased Cost of Hedging incurred by Societe Generale or any of its affiliates in relation to the Hedge Positions hedging the payment obligations of the Issuer under the Warrants, such amount to be apportioned pro rata amongst the outstanding Warrants (such reduction being the **Reduction Amount** and the result of such deduction being floored at zero); or
- E. in the case of Physical Delivery Warrants, any Physical Delivery Amount, Event-Linked Early Settlement Price, Early Termination Physical Delivery Amount or Early Trigger Level Physical Delivery Amount which is calculated in connection with the Warrants shall be reduced by the Reduction Amount (subject to a floor of zero).

DOCUMENTS AVAILABLE

Copies of this Supplement and of the documents 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 documents incorporated by reference will be published on the website of:

- the Luxembourg Stock Exchange (www.bourse.lu) and
- the Issuers (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 by reference into this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.