



**SUPPLEMENT DATED 2 NOVEMBER 2017
TO THE BASE PROSPECTUS DATED 7 JULY 2017**

SOCIÉTÉ GÉNÉRALE

as Issuer and Guarantor
(incorporated in France)

and

SG ISSUER
as Issuer
(incorporated in Luxembourg)

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

Warrants 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, as amended (hereinafter the **Prospectus Act 2005**) to the Warrants Issuance Programme base prospectus dated 7 July 2017 (hereinafter the **Base Prospectus**) and approved by the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on 7 July 2017 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 half-year financial results of SG Issuer;
- amend the summary and the sections relating to the description of SG Issuer accordingly;
- amend the section "Risk Factors";
- amend the section "Form of Final Terms";
- amend the section "Additional Terms and Conditions for Fund Linked Warrants";
- amend the section "Additional Terms and Conditions for Credit Linked Warrants";
- amend the section "Additional Terms and Conditions for Bond Linked Warrants"; and
- amend the section "Additional Terms and Conditions for Commodity Linked Warrants" to correct certain errors;
- amend the composition of the board of directors and the supervisory board of SG Issuer in the section "Description of SG Issuer".

The amendments in relation to the relevant Terms and Conditions shall only apply to the Final Terms of Warrants, 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 and the supplement dated 14 August 2017.

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 14 August 2017 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.

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 6 November 2017) to withdraw their acceptances.

1. SUMMARY

Element B.12 (*Selected historical key financial information regarding the Issuer*), in Section B (*Issuer[s] [and Guarantor]*) of the Summary on pages 9 and 10 of the Base Prospectus, is modified as follows:

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

(in K€)	Year ended 31.12.2015 (audited)	Half year 30.06.2016 (unaudited)	Year ended 31.12.2016 (audited)	Half-year 30.06.2017 (unaudited)
Total Revenue	102,968	48,398	90,991	54,641
Profit before tax	380	118	525	21
Profit for the financial year	380	71	373	17
Total Assets	37,107,368	44,984,808	53,309,975	52,864,508

(ii) The sub-paragraph “Statement as no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements” on page 10 of the Base Prospectus shall remain unchanged and shall be read as follows in respect of SG Issuer and Société Générale Effekten GmbH:

“[If the Issuer is SG Issuer or Société Générale Effekten GmbH:

There has been no material adverse change in the prospects of the Issuer since 31 December 2016.]”

(iii) The sub-paragraph “Significant changes in the Issuer’s financial or trading position subsequent to the period covered by the historical financial information” on page 10 of the Base Prospectus shall be deleted and replaced by the following in respect of SG Issuer and Société Générale Effekten GmbH respectively:

“[If the Issuer is SG Issuer:

Not applicable. There has been no significant change in the financial or trading position of the Issuer since 30 June 2017.]”

[If the Issuer is Société Générale Effekten GmbH:

Not applicable. There has been no significant change in the financial or trading position of the Issuer since 31 December 2016.]”

2. DOCUMENTS INCORPORATED BY REFERENCE

(i) In the section “Documents Incorporated by the Reference”, in paragraph 1 “List of the documents incorporated by the reference”, in paragraph 1.2 “Documents incorporated by reference relating to SG Issuer”, a sub-paragraph 1.2.3 is added on page 132 of the Base Prospectus as follows:

“1.2.3 2017 Interim Financial Statements

The expression “**2017 Interim Financial Statements**” means the translation into English version of the non audited interim financial statements of SG Issuer for the period from 1 January 2017 to 30 June 2017 prepared in accordance with international financial reporting standards (IFRS), the related appendix and notes and the statutory auditor’s report for each year.

The cross reference table in relation to the 2017 Interim Financial Statements appears in paragraph 2.2.3 below.”

(ii) In the section “Documents Incorporated by the Reference”, in paragraph 2 “Cross reference tables of the documents incorporated by reference”, in paragraph 2.2 “Cross reference tables relating to SG Issuer” a sub-paragraph 2.2.3 is added on page 136 of the Base Prospectus as follows:

2.2.3 2017 Interim Financial Statements

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3. RISK FACTORS

The first paragraph of sub-section 5.5 “Risks relating to Credit Linked Warrants” on page 54 of the Base Prospectus shall be amended by inserting the terms in green and by deleting the terms which are strikethrough in red as follows:

“In the event of the occurrence of certain circumstances (which may include, amongst other things, Bankruptcy, Failure to Pay, Obligation Acceleration, Obligation Default, Governmental Intervention, Repudiation/Moratorium or Restructuring) in relation to a Reference Entity or, with respect to Basket Warrants and Tranche Warrants, Reference Entities, in each case as specified in the applicable Final Terms, the obligation of the relevant Issuer to pay or deliver, as the case may be, the Settlement Amount following exercise of the Warrants may be replaced by (i) an obligation to pay other amounts which are equal to either certain fixed amount(s) as specified in the applicable Final Terms or amounts calculated by reference to the value of the underlying asset(s) (which may, in each case, be less than the par value of the Warrants at the relevant time)and/or (ii) an obligation to deliver the underlying asset(s) and, in the case of both (i) and (ii), as reduced by Unwind Costs (including but not limited to costs, break funding charges, loss of funding, tax and ~~duties~~ ~~dutues~~) if specified as applicable in the applicable Final Terms.”

4. FORM OF FINAL TERMS

In Part A 27 (Credit Linked Warrants Provisions), paragraph (xix) (Tables) on page 167 of the Base Prospectus, the word “Status” in the fourth column of the first three tables shall be replaced with the word “Seniority”.

5. ADDITIONAL TERMS AND CONDITIONS FOR FUND LINKED WARRANTS

In sub-section 2 “Adjustments, Extraordinary Events and Consequences - Disruption Events and Consequences - Consequences of a Settlement Disruption Event”, the subparagraph 2.2 (W) on page 604 of the Base Prospectus shall be amended by inserting the term in green and by deleting the term which is strikethrough in red as follows:

“W. in the case of (~~NM~~) above only, replace the Fund Unit by the kind and number of units or other securities and property receivable on such conversion, split, consolidation, merger, sale or conveyance by a holder of Fund Units prior to such conversion, split, consolidation, merger, sale or conveyance for the purposes of determining the value of the Fund Unit and make any adjustment (if necessary) to the value of such Fund Unit; or”

6. ADDITIONAL TERMS AND CONDITIONS FOR CREDIT LINKED WARRANTS

- (i) In Part A “(2009 Definitions) and Part B (2014 Definitions)”, the subparagraph 1.1.7.2 (Change in Law) on page 616 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

“**Change in Law** has the meaning given to it in the Additional Terms and Conditions for Structured Warrants.”

- (ii) In Part D “Additional Provisions related to CDS Spread”, the definition of Reference Entity Spread on page 706 of the Base Prospectus shall be amended by deleting the term which is strikethrough in red as follows:

“**Reference Entity Spread** means, in accordance with the Quotation Method, the rate, expressed as a quoted spread, for the Reference CDS, determined by the Calculation Agent initially in accordance with the Reference Entity Spread Method specified in the applicable Final Terms, subject to the Switch Option.

For the avoidance of doubt, if the Calculation Agent observes or receives a quotation expressed with an upfront amount (the Upfront Quotation), it will convert such Upfront Quotation into a quoted spread by using the function QCDS in Bloomberg or any other calculation as the Calculation Agent may deem appropriate, ~~but~~ acting in good faith and in a commercially reasonable manner.”

7. ADDITIONAL TERMS AND CONDITIONS FOR BOND LINKED WARRANTS

In sub-section 3 “Definitions” a new definition of “Business Days” shall be inserted after the existing definition of “Bond Weighting” on page 720 of the Base Prospectus (by inserting the terms in green as follows):

“**Business Days** means the days specified in the applicable Final Terms. For the avoidance of doubt, it means, in respect of any city, any day on which commercial banks are open for general business (including dealings in foreign exchange and foreign currency deposits) in that city.”

8. ADDITIONAL TERMS AND CONDITIONS RELATING TO SECURED WARRANTS

On page 804, the definition of “Substitute Paying Agent” in Condition 1 “Definitions” shall be amended by inserting the terms in green and by deleting the terms which are strikethrough in red as follows:

“**Substitute Paying Agent** has the meaning given to it in Condition ~~4.10~~ 2.3.6.”

9. ADDITIONAL TERMS AND CONDITIONS FOR COMMODITY LINKED WARRANTS

- (i) On page 587, the definition of “Gold Intraday Price” in Condition 1.3. “Other definitions” shall be amended by inserting the terms in green and by deleting the terms which are strikethrough in red as follows:

“**Gold Intraday Price** means, for a date, any price per troy ounce at which Gold for delivery in London through a member of the LBMA authorized to effect such delivery, has been traded at any time during that date (unless otherwise provided for in the applicable Final Terms), stated in USD, available on page “XAU=EBS” (or any succeeding page) of the Reuters Monitor Money Rates Service or on page ~~“XAU-EBSF-Currency”~~ “XAU EBS Currency” of the Bloomberg terminal (or any relevant succeeding page).”

- (ii) On page 588, the definitions of “Palladium Intraday Price” and “Platinum Intraday Price” in Condition 1.3. “Other definitions” shall be amended by inserting the terms in green and by deleting the terms which are strikethrough in red as follows:

“**Palladium Intraday Price** means, for a date, any price per troy ounce gross at which Palladium for delivery in London through a member of the LPPM authorized to effect such delivery, has been traded at any time during that date (unless otherwise provided for in the

applicable Final Terms), stated in USD, available on page ~~"XPT=EBS"~~ "XPD=EBS" (or any succeeding page) of the Reuters Monitor Money Rates Service or on page ~~"XPT EBSF Currency"~~ "XPD EBS Currency" of the Bloomberg terminal (or any relevant succeeding page).

Platinum Intraday Price means, for a date, any price per troy ounce gross at which Platinum for delivery in London through a member of the LPPM authorized to effect such delivery, has been traded at any time during that date (unless otherwise provided for in the applicable Final Terms), stated in USD, available on page ~~"XPD=EBS"~~ "XPT=EBS" (or any succeeding page) of the Reuters Monitor Money Rates Service or on page ~~"XPD EBSF Currency"~~ "XPT EBS Currency" of the Bloomberg terminal (or any relevant succeeding page)."

- (iii) On page 588, the definition of "Silver Intraday Price" in Condition 1.3. "Other definitions" shall be amended by inserting the terms in green and by deleting the terms which are strikethrough in red as follows:

Silver Intraday Price means, for a date, any price per troy ounce at which Silver for delivery in London through a member of the LBMA authorized to effect such delivery, has been traded at any time during that date (unless otherwise provided for in the applicable Final Terms), stated in USD, available on page "XAG=EBS" of the Reuters Monitor Money Rates Service (or any succeeding page) or on page ~~"XAG EBSF Currency"~~ "XAG EBS Currency" of the Bloomberg terminal (or any relevant succeeding page)."

10. DESCRIPTION OF SG ISSUER

The section "Description of SG Issuer" on pages 831-836 of the Base Prospectus is modified as follows:

- (i) Sub-section 2 "Selected Financial Information" on page 831 of the Base Prospectus is deleted and replaced with the following paragraph:

Figures prepared in accordance with IFRS at 30 June 2017

(in K€)	Year ended 31.12.2015 (audited)	Half year 30.06.2016 (unaudited)	Year ended 31.12.2016 (audited)	Half-year 30.06.2017 (unaudited)
Total Revenue	102,968	48,398	90,991	54,641
Profit before tax	380	118	525	21
Profit for the financial year	380	71	373	17
Total Assets	37,107,368	44,984,808	53,309,975	52,864,508

- (ii) In sub-section 8 "Administrative, Management and Supervisory Bodies" on page 832 of the Base Prospectus, paragraph 8.1 shall be amended by inserting the terms in green and by deleting the terms which are strikethrough in red as follows:

8.1 Pursuant to its articles of association, SG Issuer is managed by a board of directors under the supervision of a supervisory board.

The members of the board of directors are Thierry Bodson, Sophie Robatche-Claive, ~~Laetitia Journe~~, Arnaud Serres, Alexandre Galliche, Yves Cacclin, ~~Youssef Tali Marc Augier~~, and Amaury de Beler (individually a "Director" and collectively the **Board of Directors**). Thierry Bodson, Sophie Robatche-Claive, ~~Laetitia Journe~~, Arnaud Serres, Alexandre Galliche, Yves

Cacclin, ~~Marc Augier~~Youssef Tali and Amaury de Beler hold full-time management positions within the Société Générale Group.

Name : Thierry Bodson

Address: 11, avenue Emile Reuter, L-2420 Luxembourg

Function within SG Issuer: Director

Activities performed outside SG Issuer: Vice President Corporate Financial Engineer within Société Générale Bank & Trust

Name: Sophie Robatche-Claive

Address: 17, cours Valmy, 92897 Paris la Défense 7, France

Function within SG Issuer: Director

Activities performed outside SG Issuer: Head of Issuances & OTC structuring – Europe – Cross Asset Solutions within Société Générale Global Banking & Investor Solutions.

~~**Name:** Laetitia Journe~~

~~**Address:** 17, cours Valmy, 92897 Paris la Défense 7, France~~

~~**Function within SG Issuer:** Director~~

~~**Activities performed outside SG Issuer:** Head of Trade Support for Cross Asset Solutions Business within Société Générale Global Banking & Investor Solutions – Head of value chain Issuance Products~~

Name: Arnaud Serres

Address: 17, cours Valmy, 92897 Paris la Défense 7, France

Function within SG Issuer: Director

Activities performed outside SG Issuer: Head of accounting certification of market transactions within the Product Control Group of Société Générale Global Banking & Investor Solutions

Name: Alexandre Galliche

Address: 11, avenue Emile Reuter, L-2420 Luxembourg

Function within SG Issuer: Director

Activities performed outside SG Issuer: Vice President Corporate Financial Engineer within Société Générale Bank & Trust.

Name: Yves Cacclin

Address: 11, avenue Emile Reuter, L-2420 Luxembourg

Function within SG Issuer: Director

Activities performed outside SG Issuer: ~~Director of structured finance and of Corporate Engineering~~Head of Commercial Banking, Structured Finance and Corporate Financial Engineering within Société Générale Bank & Trust.

~~**Name:** Marc Augier~~

~~**Address:** 11, avenue Emile Reuter, L-2420 Luxembourg~~

~~**Function within SG Issuer:** Director~~

~~**Activities performed outside SG Issuer:** Head of Corporate Engineering within Société Générale Bank & Trust.~~

Name: Amaury de Beler

Address: 11, avenue Emile Reuter, L-2420 Luxembourg

Function within SG Issuer: Director

Activities performed outside SG Issuer: Deputy CFO of Société Générale Bank & Trust

Name: Youssef Tali

Address: 17, cours Valmy, 92897 Paris la Défense 7, France

Function within SG Issuer: Director

Activities performed outside SG Issuer: Chief of Staff for Principal Capital Markets Operations within Société Générale Global Banking & Investor Solutions

The members of the supervisory board are Alban Romanet, Véronique de la Bachelerie, Jérôme Audran, Vincent Robillard and Didier Lallemand (the "**Supervisory Board**").

Véronique de la Bachelerie, Alban Romanet, Jérôme Audran, Vincent Robillard and Didier Lallemand currently hold full-time management positions within the Société Générale Group.

Name: Véronique de la Bachelerie

Address: 11, avenue Emile Reuter, L-2420 Luxembourg

Function within SG Issuer: Chairman of the Supervisory Board

Activities performed outside SG Issuer: Chief Executive Officer of Société Générale Bank & Trust

Name: Alban Romanet

Address: 11, avenue Emile Reuter, L-2420 Luxembourg

Function within SG Issuer: Member of the Supervisory Board

Activities performed outside SG Issuer: Director of Risks Division of Société Générale Bank & Trust

Name: Jérôme Audran

Address: 13-15 boulevard des Moulins MC 98000 Monaco ~~11, avenue Emile Reuter, L-2420 Luxembourg~~

Function within SG Issuer: Member of the Supervisory Board

Activities performed outside SG Issuer: ~~Head of Financial Management within Société Générale Bank & Trust~~ General Secretary within Société Générale Private Banking Monaco

Name: Vincent Robillard

Address: 17, cours Valmy, 92897 Paris la Défense 7, France

Function within SG Issuer: Member of the Supervisory Board

Activities performed outside SG Issuer: Head of Funding of Société Générale Group

Name: Didier Lallemand

Address: 17, cours Valmy, 92897 Paris la Défense 7, France

Function within SG Issuer: Member of the Supervisory Board

Activities performed outside SG Issuer: Chief Financial Officer of Global Banking & Investor Solutions”

- (iii) In sub-section 8 “Administrative, Management and Supervisory Bodies” on page 833 of the Base Prospectus, paragraph 8.2 shall be deleted and replaced with:

“8.2 As at the date of this Base Prospectus (as supplemented by the supplement dated 14 August 2017 and the supplement dated 2 November 2017), there are no conflicts of interest between any duties owed to SG Issuer by the members of its Board of Directors or the members of its Supervisory Board and their private interests and/or other duties.”

- (iv) Sub-section 11 “Financial Information concerning SG Issuer’s assets and liabilities, financial position and profits and losses” on page 834 of the Base Prospectus is modified as follows:

Paragraph 11.4 “Interim and other financial information” is deleted and replaced with the following:

“Since the date of its last audited financial statements, SG Issuer has published interim financial statements as of 30 June 2017.”

Paragraph 11.6 “Significant change in the financial or trading position” is deleted and replaced with the following:

“There has been no significant change in the financial or trading position of SG Issuer since 30 June 2017.”

DOCUMENTS AVAILABLE

Copies of this Supplement 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 websites of:

- the Luxembourg Stock Exchange (www.bourse.lu); and
- the Issuers (www.sglistedproducts.co.uk).

RESPONSIBILITY

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 and, save as disclosed in this Supplement, 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.

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