



**SUPPLEMENT DATED 25 FEBRUARY 2014
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:

- to incorporate by reference the press release “2013 activity and results regulated information” published by Société Générale on 12 February 2014 containing quarter four report and unaudited results for 2013 and,
- to amend the summary accordingly.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus and the supplements dated 31 May 2013, 23 July 2013, 8 August 2013, 12 September 2013, 9 October 2013, 15 November 2013, 10 January 2014 and 22 January 2014.

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 supplements dated 31 May 2013, 23 July 2013, 8 August 2013, 12 September 2013, 9 October 2013, 15 November 2013, 10 January 2014, 22 January 2014 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 present supplement.

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 27 February 2014) to withdraw their acceptances.

DOCUMENT INCORPORATED BY REFERENCE

The following document which has been previously published or is published simultaneously with this Supplement and has been filed with the CSSF shall be deemed to be incorporated by reference into, and to form part of, this Supplement:

- the English version of the press release “2013 activity and results regulated information” published by Société Générale on 12 February 2014.

**CROSS REFERENCE LIST
RELATING TO SOCIÉTÉ GÉNÉRALE**

References to pages below are to those of press release.

Press release dated 12 February 2014 – 2013 fourth quarter results and 2013 annual results	All pages
Consolidated balance sheet	21
Consolidated income statement	20
Methodology	22-26

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.

AMENDMENT TO THE BASE PROSPECTUS

1/ Summary

Element B.12 in Section B “Issuers and Guarantor” of the Summary of the Programme on page 23 of the Base Prospectus is modified as follow:

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

	Year ended 2013 (currently being audited)	Year ended 2012*
Results (in EUR M)		
Net Banking Income	22,831	23,110
Operating income	2,380	2,737
Net income before non controlling interests	2,525	1,224
Net income	2,175	790
<i>French retail Banking</i>	1,164	1,291
<i>International Retail Banking & Financial Services</i>	1,020	617
<i>Global Banking and Investor Solutions</i>	1,337	761
<i>Corporate Centre</i>	(1,346)	(1,879)
Activity (in EUR bn)		
Total assets and liabilities	1,235.3	1,250.9
Customer loans	333.5	350.2
Customer deposits	344.7	337.2
Equity (in billions of euros)		
Group shareholders' equity	51.0	49.3
Total consolidated equity	54.1	53.6

* The data for the 2012 financial year have been restated due to the implementation of the revised IAS 19, resulting in the publication of adjusted data of the previous financial year.

- Element "Significant changes in the 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 [Société Générale and its consolidated subsidiaries (taken as a whole) since the date of its last published financial statements dated 31 December 2013] [SG Issuer] [SGA Société Générale Acceptance N.V.] [SG Option Europe] since the date of its last published financial statements dated 30 June 2013.

2/ General Information

Sub-section 6 of Section "General Information" on page 812 of the Base Prospectus 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) since the date of its last published financial statements dated 31 December 2013 and (ii) SGA Société Générale Acceptance N.V., SG Option Europe and SG Issuer since the date of their last published financial statements dated 30 June 2013.

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.

RESPONSIBILITY

Each Issuer and the Guarantor accept responsibility for the information contained in or incorporate into 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 or incorporate into this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.