

**SECOND SUPPLEMENT DATED 14 OCTOBER 2015
TO THE BASE PROSPECTUS DATED 16 MARCH 2015**

**SOCIÉTÉ GÉNÉRALE SFH
€ 25,000,000,000
Euro Medium Term Note Programme
for the issue of obligations de financement de l'habitat**

This second supplement (the *Second Supplement*) is supplemental to, and should be read in conjunction with, the base prospectus dated 16 March 2015 which was granted visa n°15-092 on 16 March 2015 (the *Base Prospectus*), prepared by Société Générale SFH (the *Issuer*) with respect to its € 25,000,000,000 Euro Medium Term Note Programme (the *Programme*), and with the First Supplement dated 28 April 2015, which was granted visa n°15-171 on 28 April 2015.

The Issuer has prepared this Second Supplement pursuant to article 16.1 of the Directive 2003/71/EC of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading, as amended pursuant to Directive 2010/73/EC of 24 November 2010 (the *Prospectus Directive*) and article 212-25 of the *Règlement Général* (the *AMF General Regulations*) of the *Autorité des marchés financiers* (the *AMF*) for the purpose of updating the Base Prospectus with the half year financial statements of the Issuer.

The Base Prospectus, as supplemented pursuant to this Second Supplement, constitutes a base prospectus for the purpose of the Prospectus Directive.

Terms defined in the Base Prospectus have the same meaning when used in this Second Supplement.

Application has been made to the AMF in France for approval of this Second Supplement, in its capacity as competent authority pursuant to article 212-2 of the AMF General Regulations.

Save as disclosed in this Second Supplement, no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Second Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statements in (a) above will prevail.

To the extent applicable, and provided that the conditions of article 212-25, I of the AMF General Regulations are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Second Supplement is published, have the right, according to Article 212-25 II of the AMF General Regulations, to withdraw their acceptances within a time limit of minimum two working days after the publication of this Second Supplement (no later than 16 October 2015).

This Second Supplement will be published on the websites of (a) the AMF (www.amf-france.org) and (b) the Issuer (<http://prospectus.socgen.com>). For so long as any Notes may be issued pursuant to the Base Prospectus, copies of this Second Supplement will also, when published, be available free of charge during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), at the registered office of the Issuer and at the specified office of the Paying Agent(s).

This Second Supplement is governed by French law.



In accordance with articles L. 412-1 and L. 621-8 of the French Monetary and Financial Code and with the AMF General Regulations, in particular articles 212-31 to 212-33, the AMF has granted to this Second Supplement visa n° 15-530 on 14 October 2015. This Second Supplement was prepared by the Issuer and its signatories assume responsibility for it.

The visa, in accordance with article L. 621-8-1-I of the French Monetary and Financial Code, has been granted by the AMF after the AMF has examined of whether the document is complete and understandable, and the information it contains is consistent. It does not imply that the AMF has approved the interest of the operation, nor that the AMF has verified the accounting and financial data set out herein.

In accordance with article 212-32 of the AMF General Regulations, any issuance or admission to trading of Notes on the basis of this Base Prospectus will be subject to prior publication of the final terms and conditions of the Notes to be issued.

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1. AMENDEMENT TO THE BASE PROSPECTUS

1.1 SUMMARY OF THE PROGRAMME

In section “*SUMMARY OF THE PROGRAMME*” on page 9 of the Base Prospectus is the subparagraph headed “*B.12 Selected Financial information*” is deleted and restated as follows:

Comparative Financial Data (in euro):

Income Statement	30/06/2015 <i>limited review</i>	31/12/2014 <i>audited</i>	30/06/2014 <i>limited review</i>	31/12/2013 <i>audited</i>	30/06/2013 <i>limited review</i>	31/12/2012 <i>audited</i>
Net banking income	18,937,001	39,485,335	17,364,464	67,910,508	27,544,579	49,270,232
Gross operating income	15,318,499	32,906,289	16,291,831	64,531,387	23,337,689	41,635,067
Net income	(5,946,207)	20,384,587	10,096,647	40,031,972	14,945,695	26,625,104
Balance Sheet						
Total balance sheet	19,672,627,589	19,328,640,314	19,891,424,765	19,899,690,899	21,324,279,843	21,375,580,742
Shareholders' equity	469,895,211	475,841,419	465,553,079	455,456,432	430,370,155	415,424,460
Debt securities	18,570,391,033	18,668,819,874	19,083,541,433	19,145,694,065	20,574,224,925	20,634,883,600

Cash flow statements (in thousand euros):

	30/06/2015	31/12/2014	31/12/2013	31/12/2012
OPERATING ACTIVITIES				
Net cash flow used for operating activities	95,687	438,334	1,504,601	(686)
INVESTMENT ACTIVITIES				
Net cash flow used for investment activities	-	-	-	-
FINANCING ACTIVITIES				
Net cash flow from financing activities	(98,429)	(476,874)	(1,489,190)	27,200
TOTAL ACTIVITIES	(2,742)	(38,541)	15,412	26,514
NET CHANGE IN CASH POSITION	(2,742)	(38,541)	15,412	26,514
Cash position at start of year	8,885	47,425	32,014	5,499
Cash position at end of year	6,143	8,885	47,425	32,014
Net	(2,742)	(38,541)	15,412	26,514
Cash deposits at Banque de France	2	3	-	2
Due to banks on demand	6,141	8,882	47,425	32,011
TOTAL	6,143	8,885	47,425	32,014

The cash flow statement analyses changes in cash flow from operating activities, investing activities and financing activities between two financial periods. Financing activities represent bonds borrowings. The cash flow statement was established according to rules applicable to the regulation 91-01 of the Committee of the banking regulations applicable to credit institutions, as well as to accounting principles generally admitted in the French banking profession.

There has been no material adverse change in the prospects of the Issuer since the last published annual audited accounts.

There has been no significant change in the financial or trading position of the Issuer since the end of the last financial period for which financial statements have been published.

1.2 RESUME DU PROGRAMME

In section “*RESUME DU PROGRAMME*” on page 24 of the Base Prospectus, the sub-paragraph headed “*B.12 Information financière historique*” is deleted and restated as follows:

Données financières comparées (en euro):

Compte de résultat	30/06/2015 <i>Revue limitée</i>	31/12/2014 <i>audités</i>	30/06/2014 <i>Revue limitée</i>	31/12/2013 <i>audités</i>	30/06/2013 <i>Revue limitée</i>	31/12/2012 <i>audités</i>
Produit net bancaire	18.937.001	39.485.335	17.364.464	67.910.508	27.544.579	49.270.232
Résultat brut d'exploitation	15.318.499	32.906.289	16.291.831	64.531.387	23.337.689	41.635.067
Résultat net	(5.946.207)	20.384.987	10.096.647	40.031.972	14.945.695	26.625.104
Bilan						
Total du bilan consolidé	19.672.627.589	19.328.640.314	19.891.424.765	19.899.690.899	21.324.279.843	21.375.580.742
Fonds propres	469.895.211	475.841.419	465.553.079	455.456.432	430.370.155	415.424.460
Titres de créance	18.570.391.033	18.668.819.874	19.083.541.433	19.145.694.065	20.574.224.925	20.634.883.600

Flux de trésorerie (en milliers d'euros) :

	30/06/2015	31/12/2014	31/12/2013	31/12/2012
ACTIVITES D'EXPLOITATION				
Trésorerie nette utilisée par les activités d'exploitation	95.687	438.334	1.504.601	(686)
ACTIVITES D'INVESTISSEMENT				
Trésorerie nette utilisée par les activités d'investissement	-	-	-	-
ACTIVITES DE FINANCEMENT				
Trésorerie nette due aux activités de financement	(98.429)	(476.874)	(1.489.190)	27.200
TOTAL ACTIVITES	(2.742)	(38.541)	15.412	26.514
VARIATION DE LA TRESORERIE NETTE				
Trésorerie à l'ouverture	8.885	47.425	32.014	5.499
Trésorerie à la clôture	6.143	8.885	47.425	32.014
Net	(2.742)	(38.541)	15.412	26.514
Caisse et banques centrales	2	3	-	2
Opérations à vue avec les établissements de crédit	6.141	8.882	47.425	32.011
TOTAL	6.143	8.885	47.425	32.014

Le tableau des flux de trésorerie analyse l'évolution des flux de trésorerie provenant des activités d'exploitation, des activités d'investissement et des activités de financement entre deux exercices financiers. Les activités de financement représentent les emprunts obligataires. Le tableau des flux de trésorerie a été établi conformément aux règles applicables au règlement 91-01 du Comité de la réglementation bancaire applicable aux établissements de crédit, ainsi qu'aux principes comptables généralement admis dans la profession bancaire française.

Il n'y a eu aucun changement significatif défavorable dans les perspectives de l'Émetteur depuis la date de publication des derniers états financiers annuels vérifiés et publiés.

Il n'est survenu aucun changement significatif dans la situation financière ou commerciale de l'Émetteur depuis la fin de la période couverte par les derniers états financiers publiés.

1.3 DOCUMENTS INCORPORATED BY REFERENCE

The section “**DOCUMENTS INCORPORATED BY REFERENCE**” on page 34, of the Base Prospectus, is deleted and restated as follows:

“This Base Prospectus shall be read and construed in conjunction with the following documents which have been previously and simultaneously published and filed with the AMF and which are incorporated in, and shall be deemed to form part of, this Base Prospectus:

- the “*Société Générale SFH – Etat Financiers au 30 juin 2015 – Rapport d’examen limité des commissaires aux comptes sur les comptes intermédiaires*” (the **2015 Half-Year Auditors’ Report**) (both in the French language);
- the “*Société Générale SFH – Exercice clos le 31 décembre 2014 – Rapport des commissaires aux comptes sur les comptes annuels*” (the **2014 Auditors’ Report**) and the “*Société Générale SFH – Comptes annuels 31/12/2014*” (the **2014 Annual Accounts**) (both in the French language) (together, the **2014 Financial Statements**);
- the “*Société Générale SFH – Exercice clos le 31 décembre 2014 – Rapport des commissaires aux comptes sur les comptes annuels*” (the **2014 Auditors’ Report**) and the “*Société Générale SFH – Comptes annuels 31/12/2014*” (the **2014 Annual Accounts**) (both in the French language) (together, the **2014 Financial Statements**);
- the “*Société Générale SFH – Exercice clos le 31 décembre 2013 – Rapport des commissaires aux comptes sur les comptes annuels*” (the **2013 Auditors’ Report**) and the “*Société Générale SFH – Comptes annuels 31/12/2013*” (the **2013 Annual Accounts**) (both in the French language) (together, the **2013 Financial Statements**);
- the terms and conditions of the notes contained in the base prospectus of the Issuer dated 29 April 2011 (the **2011 EMTN Conditions**), the terms and conditions of the notes contained in the base prospectus of the Issuer dated 27 April 2012 (the **2012 EMTN Conditions**), the terms and conditions of the notes contained in the base prospectus of the Issuer dated 3 May 2013 (the **2013 EMTN Conditions**) and the terms and conditions of the notes contained in the base prospectus of the Issuer dated 13 May 2014 (the **2014 EMTN Conditions** together with the 2011 EMTN Conditions, the 2012 EMTN Conditions and the 2013 EMTN Conditions, the **EMTN Previous Conditions**) for the purpose only of further issue of Notes to be assimilated (*assimilées*) and form a single series with Notes already issued under the relevant EMTN Previous Conditions;

Any document incorporated by reference in this Base Prospectus may be obtained, without charge and upon request, at the principal office of the Issuer and the Paying Agent(s) as set out at the end of this Base Prospectus during normal business hours for so long as any of the Notes are outstanding. Such document will be published on the websites of (a) the AMF (www.amf-france.org) and (b) the Issuer (<http://prospectus.socgen.com>).

The information incorporated by reference in this Base Prospectus shall be read in connection with the cross reference list below. Any information not listed in the cross-reference list but included in the document incorporated by reference is given for information purposes only.”

1.4 CROSS-REFERENCE LIST

The section "**CROSS-REFERENCE LIST**" on pages 35 and 36 of the Base Prospectus is deleted and restated as follows:

**“Information incorporated by reference
(Annex IV of the European Regulation 809/2004/EC)**

Article No.	Narrative	2015 Half-year Financial Statements <i>(Non audited)</i>	2014 Financial Statements <i>(Audited)</i>	2014 Half-year Financial Statements <i>(Non audited)</i>	2013 Financial Statements <i>(Audited)</i>	2012 Financial Statements <i>(Audited)</i>
13	Financial information concerning the Issuer’s assets and liabilities, financial position and profit and losses					
13.1	Historical financial information	Sections entitled " <i>Bilan et Hors Bilan</i> ", " <i>Compte de résultat</i> ", " <i>Annexe</i> ", " <i>Informations sur le bilan et Compte de résultat</i> " et " <i>Engagements financiers et autres informations</i> " and 2015 Half-year Auditors’ Report	Sections entitled " <i>Bilan et Hors Bilan</i> ", " <i>Compte de résultat</i> ", " <i>Annexe</i> ", " <i>Informations sur le bilan et Compte de résultat</i> " et " <i>Engagements financiers et autres informations</i> " and 2014 Auditors’ Report	Sections entitled " <i>Bilan et Hors Bilan</i> ", " <i>Compte de résultat</i> ", " <i>Annexe</i> ", " <i>Informations sur le bilan et Compte de résultat</i> " et " <i>Engagements financiers et autres informations</i> " and 2014 Half-year Auditors’ Report	Sections entitled " <i>Bilan et Hors Bilan</i> ", " <i>Compte de résultat</i> ", " <i>Annexe</i> ", " <i>Informations sur le bilan et Compte de résultat</i> " et " <i>Engagements financiers et autres informations</i> " and 2013 Auditors’ Report	Sections entitled " <i>Bilan et Hors Bilan</i> ", " <i>Compte de résultat</i> ", " <i>Annexe</i> ", " <i>Informations sur le bilan et Compte de résultat</i> " et " <i>Engagements financiers et autres informations</i> " and 2012 Auditors’ Report
13.3	Auditing of historical annual financial information	-	2014 Auditors’ Report	-	2013 Auditors’ Report	2012 Auditors’ Report
13.5	Interim and other financial information					
13.5.1	Audited half-year financial results	Sections entitled " <i>Bilan et Hors Bilan</i> ", " <i>Compte de résultat</i> " and 2015 Half-year Auditors’ Report	-	Sections entitled " <i>Bilan et Hors Bilan</i> ", " <i>Compte de résultat</i> " and 2014 Half-year Auditors’ Report	-	-
13.5.2	Comparative statements	Sections entitled " <i>Bilan et Hors Bilan</i> ", " <i>Compte de résultat</i> "	-	Sections entitled " <i>Bilan et Hors Bilan</i> ", " <i>Compte de résultat</i> "	-	-

The EMTN Previous Conditions are incorporated by reference in this Base Prospectus for the purpose only of further issues of Notes to be assimilated (*assimilées*) and form a single series with Notes already issued under the relevant EMTN Previous Conditions.

Information incorporated by reference	Reference
<i>EMTN Previous Conditions</i>	
2011 EMTN Conditions	Pages 64 to 89
2012 EMTN Conditions	Pages 57 to 83
2013 EMTN Conditions	Pages 56 to 81
2014 EMTN Conditions	Pages 66 to 96

Non-incorporated parts of the base prospectus of the Issuer dated 29 April 2011, the base prospectus of the Issuer dated 27 April 2012, the base prospectus of the Issuer dated 3 May 2013 and the Base Prospectus of the Issuer dated 13 may 2014 are not relevant for investors. ”

1.5 FORM OF FINAL TERMS

1.5.1 In section headed “**FORM OF FINAL TERMS**” “Annex – Form of Issue Specific Summary” of the Base Prospectus, the sub-paragraph headed “**B.12 Selected financial information**” on page 148 is deleted and restated as follows:

Comparative Financial Data (in euro):

Income Statement	30/06/2015 <i>limited review</i>	31/12/2014 <i>audited</i>	30/06/2014 <i>limited review</i>	31/12/2013 <i>audited</i>	30/06/2013 <i>limited review</i>	31/12/2012 <i>audited</i>
Net banking income	18,937,001	39,485,335	17,364,464	67,910,508	27,544,579	49,270,232
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Net income	(5,946,207)	20,384,587	10,096,647	40,031,972	14,945,695	26,625,104
Balance Sheet						
Total balance sheet	19,672,627,589	19,328,640,314	19,891,424,765	19,899,690,899	21,324,279,843	21,375,580,742
Shareholders' equity	469,895,211	475,841,419	465,553,079	455,456,432	430,370,155	415,424,460
Debt securities	18,570,391,033	18,668,819,874	19,083,541,433	19,145,694,065	20,574,224,925	20,634,883,600

Cash flow statements (in thousand euros):

	30/06/2015	31/12/2014	31/12/2013	31/12/2012
OPERATING ACTIVITIES				
Net cash flow used for operating activities	95,687	438,334	1,504,601	(686)
INVESTMENT ACTIVITIES				
Net cash flow used for investment activities	-	-	-	-
FINANCING ACTIVITIES				
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The cash flow statement analyses changes in cash flow from operating activities, investing activities and financing activities between two financial periods. Financing activities represent bonds borrowings.

The cash flow statement was established according to rules applicable to the regulation 91-01 of the Committee of the banking regulations applicable to credit institutions, as well as to accounting principles generally admitted in the French banking profession.

There has been no material adverse change in the prospects of the Issuer since the last published annual audited accounts.

There has been no significant change in the financial or trading position of the Issuer since the end of the last financial period for which financial statements have been published.

1.5.2 In section headed “*FORM OF FINAL TERMS*” “Annex – Form of Issue Specific Summay” on page 160 of the Base Prospectus, the sub-paragraph headed “*B.12 Informations financières historiques*” is deleted and restated as follows :

Données financières comparées (en euro) :

Compte de résultat	30/06/2015 <i>Revue limitée</i>	31/12/2014 <i>audités</i>	30/06/2014 <i>Revue limitée</i>	31/12/2013 <i>audités</i>	30/06/2013 <i>Revue limitée</i>	31/12/2012 <i>audités</i>
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Flux de trésorerie (en milliers d'euros):

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Trésorerie à la clôture	6.143	8.885	47.425	32.014
Net	(2.742)	(38.541)	15.412	26.514
Caisse et banques centrales	2	3	-	2
Opérations à vue avec les établissements de crédit	6.141	8.882	47.425	32.011
TOTAL	6.143	8.885	47.425	32.014

Le tableau des flux de trésorerie analyse l'évolution des flux de trésorerie provenant des activités d'exploitation, des activités d'investissement et des activités de financement entre deux exercices financiers. Les activités de financement représentent les emprunts obligataires.

Le tableau des flux de trésorerie a été établi conformément aux règles applicables au règlement 91-01 du Comité de la réglementation bancaire applicable aux établissements de crédit, ainsi qu'aux principes comptables généralement admis dans la profession bancaire française.

Il n'y a eu aucun changement significatif défavorable dans les perspectives de l'Émetteur depuis la date de publication des derniers états financiers annuels vérifiés et publiés.

Il n'est survenu aucun changement significatif dans la situation financière ou commerciale de l'Émetteur depuis la fin de la période couverte par les derniers états financiers publiés.

2. PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS FIRST SUPPLEMENT

In the name of the Issuer

After having taken all reasonable measures in this regard, I hereby certify that the information contained or incorporated by reference in this Second Supplement is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

Paris, 14 October 2015 :

SOCIÉTÉ GÉNÉRALE SFH

17, cours Valmy
92800 PUTEAUX
France

Duly represented by Vincent ROBILLARD
in its capacity as Deputy Chief Executive Officer (*Directeur general délégué*) of the Issuer