

**THIRD SUPPLEMENT DATED 10 APRIL 2014  
TO THE BASE PROSPECTUS DATED 29 MAY 2013**

**SOCIÉTÉ GÉNÉRALE SCF**  
**€15,000,000,000**  
**EURO MEDIUM TERM NOTE PROGRAMME**  
for the issue of *Obligations Foncières*

This third supplement (the *Third Supplement*) is supplemental to, and should be read in conjunction with, the base prospectus dated 29 May 2013 (the *Base Prospectus*) which has been prepared by Société Générale SCF (the *Issuer*) with respect to its €15,000,000,000 Euro Medium Term Note Programme (the *Programme*) which was granted visa n°13-250 on 29 May 2013, the first supplement (the *First Supplement*) dated 15 October 2013 which was granted visa n°13-548 on 15 October 2013, the second supplement (the *Second Supplement*) dated 23 January 2014 which was granted visa n°14-022.

The Issuer has prepared this Third 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 purposes of updating the section referring to the documents incorporated by reference in the Base Prospectus.

The Base Prospectus, as supplemented pursuant to this Third 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 Third Supplement.

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

Save as disclosed in this Third 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 Third 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 Third Supplement is published, have the right, according to Article 212-25 II of the *Règlement Général* of the AMF, to withdraw their acceptances within a time limit of minimum two working days after the publication of this Third Supplement (i.e., no later than 14 April 2014).

This Third Supplement will be published on the websites of (a) the AMF ([www.amf-france.org](http://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 Third 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 Third Supplement is governed by French law.



*Autorité des marchés financiers*

In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement Général*) of the *Autorité des marchés financiers* (AMF), in particular Articles 212-31 to 212-33, the AMF has granted to this Supplement to the Base Prospectus the *visa* No. 14-141 on 10 April 2014. This document may only be used for the purposes of a financial transaction if completed by Final Terms. It was prepared by the Issuer and its signatories assume responsibility for it. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the *visa* was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This *visa* has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.

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## 1. DOCUMENTS INCORPORATED BY REFERENCE

The section “DOCUMENTS INCOPORATED BY REFERENCE” on pages 6 to 7 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 SCF – Exercice clos le 31 décembre 2013 – Rapport des commissaires aux comptes sur les comptes annuels*” (the **2013 Auditors’ Report**) and the “*Société Générale SCF – Comptes annuels 31/12/2013*” (the **2013 Annual Accounts**) (both in the French language) (together, the **2013 Financial Statements**);
- the “*Société Générale SCF – Exercice clos le 31 décembre 2012 – Rapport des commissaires aux comptes sur les comptes annuels*” (the **2012 Auditors’ Report**) and the “*Société Générale SCF – Comptes annuels 31/12/2012*” (the **2012 Annual Accounts**) (both in the French language) (together, the **2012 Financial Statements**);

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](http://www.amf-france.org)) and (b) the Issuer ([www.investisseur.socgen.com](http://www.investisseur.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.”

### CROSS-REFERENCE LIST

INFORMATION INCORPORATED BY REFERENCE (Annex IX of the European Regulation 809/2004/EC)	REFERENCE
<b>FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>	
<b>11.1 Historical financial information</b>	
	<b>2013 Financial Statements</b>
- <b>Balance and Off Balance sheet</b>	Section entitled "Bilan et Hors Bilan" of the 2013 Annual Accounts
- <b>Profit and loss account</b>	Section entitled "Compte de résultat" of the 2013 Annual Accounts
<b>Accounting principales relating to the above</b>	Section entitled "Annexe" of the 2013 Annual Accounts
- <b>Notes relating to the above</b>	Sections entitled "Informations sur Bilan et Compte de Résultat" and "Engagements Financiers et Autres Informations" of the 2013 Annual Accounts
- <b>Auditor's report relating to the above</b>	2013 Auditors' Report
	<b>2012 Financial Statements</b>
- <b>Balance and Off Balance sheet</b>	Section entitled "Bilan et Hors Bilan" of the 2012 Annual Accounts
- <b>Profit and loss account</b>	Section entitled "Compte de résultat" of the 2012 Annual Accounts
<b>Accounting principales relating to the above</b>	Section entitled "Annexe" of the 2012 Annual Accounts
- <b>Notes relating to the above</b>	Sections entitled "Annexe", "Informations sur Bilan et Compte de Résultat" and "Engagements Financiers et Autres Informations" of the 2012 Annual Accounts
- <b>Auditor's report relating to the above</b>	2012 Auditors' Report

## **PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS THIRD SUPPLEMENT**

I declare, after taking all reasonable measures for this purpose and to the best of my knowledge, that the information contained in this Supplement to the Base Prospectus is in accordance with the facts and that it makes no omission likely to affect its import.

The historical financial data for the year 2013, included incorporated by reference has been discussed in the statutory auditors' report which contains one remark on the financial statements for 2013 found on page 3 of the said document.

Paris, 10 April 2014,

*On behalf of Issuer*

**Société Générale SCF**

Vincent ROBILLARD

Deputy Chief Executive Officer (*Directeur Général Délégué*)