

**FIRST SUPPLEMENT DATED 24 OCTOBER 2014  
TO THE BASE PROSPECTUS DATED 10 JUNE 2014**

**SOCIÉTÉ GÉNÉRALE SCF  
€ 15,000,000,000  
Euro Medium Term Note Programme  
for the issue of *Obligations Foncières***

This first supplement (the *First Supplement*) is supplemental to, and should be read in conjunction with, the base prospectus dated 10 June 2014 (the *Base Prospectus*), 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° 14-285 on 10 June 2014.

The Issuer has prepared this First 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 section referring to the documents incorporated by reference in the Base Prospectus.

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

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

Save as disclosed in this First 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 First 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 First 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 First Supplement no later than 28 October 2014.

This First 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 First 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 First 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 First Supplement visa n° 14-570 on 24 October 2014. This First 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. DOCUMENTS INCORPORATED BY REFERENCE

The section “DOCUMENTS INCORPORATED 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 – Etat Financiers au 30 juin 2014 – Rapport d’examen limité des commissaires aux comptes sur les comptes intermédiaires*” (the **2014 Half-Year Auditors’ Report**) (in the French language);
- 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>2014 Half-Year Auditors' Report</b>
- <b>Balance and Off Balance sheet</b>	Section entitled "Bilan et Hors Bilan" of the 2014 Half-Year Auditors' Report
- <b>Profit and loss account</b>	Section entitled "Compte de résultat" of the 2014 Half-Year Auditors' Report
- <b>Accounting principles relating to the above</b>	Section entitled "Annexe" of the 2014 Half-Year Auditors' Report
- <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 2014 Half-Year Auditors' Report
- <b>Auditor's report relating to the above</b>	2014 Half-Year Auditors' Report
	<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 principles relating to the above</b>	Section entitled "Annexe" of the 2013 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 2013 Annual Accounts
- <b>Auditor's report relating to the above</b>	2013 Auditors' Report
	<b>2012 Financial Statements</b>

<b>INFORMATION INCORPORATED BY REFERENCE</b> (Annex IX of the European Regulation 809/2004/EC)	<b>REFERENCE</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 principles 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

The 2012 EMTN Conditions and the 2013 EMTN 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 2012 EMTN Conditions and the 2013 EMTN Conditions.

<b>Information incorporated by reference</b>	<b>Reference</b>
<b>2013 Previous Conditions (visa AMF n° 13-250)</b>	Pages 46 to 70
<b>2012 Previous Conditions (visa AMF n° 12-229)</b>	Pages 49 to 72

Non-incorporated parts of the base prospectuses of the Issuer dated 29 May 2013 and 25 May 2012 are not relevant for investors.

**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 First Supplement is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

The 2013 Statutory Auditors' Report on the annual accounts for the year ended 31 December 2013, incorporated by reference in this Base Prospectus, contains an observation on page 2 of such report.

Paris, 24 October 2014

**SOCIÉTÉ GÉNÉRALE SCF**  
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France

Duly represented by Stéphane Landon  
in its capacity as Chairman of the board of directors and Chief Executive Officer (*Président-directeur général*) of the Issuer