

**THIRD SUPPLEMENT DATED 4 APRIL 2012
TO THE BASE PROSPECTUS DATED 25 MAY 2011**

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 25 May 2011 (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*) and which was granted a visa no. 11-183 on 25 May 2011, the first supplement dated 19 October 2011 (the *First Supplement*), which was granted a visa no. 11.475 on 19 October 2011, and with the second supplement dated 15 November 2011 (the *Second Supplement*) (together hereinafter the *Supplements*) which was granted a visa no. 11-529 on 15 November 2011.

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 incorporating by reference the audited annual financial statements of the Issuer.

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.

This Third Supplement will be published on the websites of (a) the AMF (www.amf-france.org) and (b) the Issuer (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. 12-149 on 4 April 2012. 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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DOCUMENTS INCORPORATED BY REFERENCE

The section "Documents incorporated by reference", on page 6, is cancelled and replaced as follows:

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

- the “*SG SCF – Rapport des commissaires aux comptes sur les comptes annuels – Exercice clos le 31 décembre 2011*” (the “**2011 Auditors’ Report**”) and the “*Etats Financiers au 31 décembre 2011*” (the “**2011 Annual Accounts**”) (both in the French language) (together, the “**2011 Financial Statements**”); and
- the “*SG SCF – Rapport des commissaires aux comptes sur les comptes annuels – Exercice clos le 31 décembre 2010*” (the “**2010 Auditors’ Report**”) and the “*Etats Financiers au 31 décembre 2010*” (the “**2010 Annual Accounts**”) (both in the French language) (together, the “**2010 Financial Statements**”).

Any document incorporated by reference in this Base Prospectus may be obtained, without charge upon request, at the principal office of the Issuer and the Paying Agent(s) set out at the end of this Base Prospectus during normal business hours 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), (b) the Issuer (www.investisseur.socgen.com), and (c) www.info-financiere.fr.

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.

The section “Cross-reference list” is cancelled and replaced as follows:

Cross-reference list

INFORMATION INCORPORATED BY REFERENCE (Annex IX of the European Regulation 809/2004/EC)	REFERENCE
11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
11.1 Historical financial information	
	2011 Financial Statements
- Balance sheet	Section entitled “Bilan au 31 décembre 2011” of the 2011 Annual Accounts
- Profit and loss account	Section entitled “Compte de résultat au 31 décembre 2011” of the 2011 Annual Accounts
- Off Balance sheet	Section entitled “Hors-bilan au 31 décembre 2011” of the 2011 Annual Accounts
- Notes relating to the above	Section entitled “Annexe aux comptes sociaux” and “Notes aux Etats Financiers” of the 2011 Annual Accounts
- Auditor’s report relating to the above	2011 Auditors’ Report
	2010 Financial Statements
- Balance sheet	Section entitled “Bilan au 31 décembre 2010” of the 2010 Annual Accounts
- Profit and loss account	Section entitled “Compte de résultat au 31 décembre 2010” of the 2010 Annual Accounts
- Off Balance sheet	Section entitled “Hors-bilan au 31 décembre 2010” of the 2010 Annual Accounts
- Notes relating to the above	Section entitled “Annexe aux comptes sociaux” and “Notes aux Etats Financiers” of the 2010 Annual Accounts
- Auditor's report relating to the above	2010 Auditors' Report

Person assuming responsibility for the Supplement to the Base Prospectus

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.

Paris, 4 April 2012,

On behalf of Issuer

Société Générale SCF

Vincent Robillard

Deputy Chief Executive Officer (*Directeur général délégué*)