

**THIRD SUPPLEMENT DATED 10 APRIL 2013  
TO THE BASE PROSPECTUS DATED 25 MAY 2012**

**SOCIETE GENERALE 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 2012 (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 with the First Supplement dated 5 October 2012 (the *First Supplement*) and the Second Supplement dated 20 December 2012 (the *Second Supplement*) which were respectively granted visa no. 12-229 on 25 May 2012, visa no. 12-474 on 5 October 2012 and visa No. 12-617 on 20 December 2012.

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 and updating the taxation section contained 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.

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. 13-151 on 10 April 2013. 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 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**);
- the “*Société Générale SCF – Exercice clos le 31 décembre 2011 – Rapport des commissaires aux comptes sur les comptes annuels*” (the **2011 Auditors’ Report**) and the “*Société Générale SCF – Comptes annuels 31/12/2011*” (the **2011 Annual Accounts**) (both in the French language) (together, the **2011 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>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
	<b>2011 Financial Statements</b>
- <b>Balance sheet</b>	Section entitled "Bilan au 31 décembre 2011" of the 2011 Annual Accounts
- <b>Profit and loss account</b>	Section entitled "Compte de résultat au 31 décembre 2011" of the 2011 Annual Accounts
- <b>Off Balance sheet</b>	Section entitled "Hors-bilan au 31 décembre 2011" of the 2011 Annual Accounts
- <b>Notes relating to the above</b>	Section entitled "Annexe aux comptes sociaux" and "Notes aux Etats Financiers" of the 2011 Annual Accounts
- <b>Auditor's report relating to the above</b>	2011 Auditors' Report

## 2. UPDATE OF THE TAXATION SECTION OF THE BASE PROSPECTUS

The subsection "French withholding tax" in the section "French taxation" on page 94 is deleted and restated as follows:

### “French Withholding Tax

#### Notes issued as from 1 March 2010

Following the introduction of the French "*loi de finances rectificative pour 2009 n° 3*" (no. 2009-1674 dated 30 December 2009) (the "**Law**"), payments of interest and other revenues made by the Issuer with respect to the Notes will not be subject to the withholding tax set out under Article 125 A III of the French *Code général des impôts* unless such payments are made outside France in a non-cooperative State or territory (*Etat ou territoire non coopératif*) within the meaning of Article 238-0 A of the French *Code général des impôts* (a "**Non-Cooperative State**"). If such payments under the Notes are made in a Non-Cooperative State, a 75% withholding tax will be applicable (subject to certain exceptions and to the more favourable provisions of any applicable double tax treaty) by virtue of Article 125 A III of the French *Code général des impôts*.

Notwithstanding the foregoing, the Law provides that the 75% withholding tax will not apply in respect the issue of the Notes if the Issuer can prove that the principal purpose and effect of such issue of Notes were not that of allowing the payments of interest or other revenues to be made in a Non-Cooperative State (the "**Exception**"). Pursuant to official guidelines issued by the French tax authorities under the references BOI-INT-DG-20-50-20120912, no. 990, BOI-RPPM-RCM-30-10-20-50-20120912, no. 70, and BOI-ANNX-000366-20120912, no. 90, an issue of notes will benefit from the Exception without the issuer having to provide any proof of the purpose and effect of such issue of the notes if such notes are:

- (i) offered by means of a public offer within the meaning of Article L.411-1 of the French *Code monétaire et financier* or pursuant to an equivalent offer in a State other than a Non-Cooperative State. For this purpose, an "equivalent offer" means any offer requiring the registration or submission of an offer document by or with a foreign securities market authority; or
- (ii) admitted to trading on a regulated market or on a French or foreign multilateral securities trading system provided that such market or system is not located in a Non-Cooperative State, and the operation of such market is carried out by a market operator or an investment services provider, or by such other similar foreign entity, provided further that such market operator, investment services provider or entity is not located in a Non-Cooperative State; or
- (iii) admitted, at the time of their issue, to the operations of a central depository or of a securities clearing and delivery and payments systems operator within the meaning of Article L.561-2 of the French *Code monétaire et financier*, or of one or more similar foreign depositories or operators provided that such depository or operator is not located in a Non-Cooperative State.

Furthermore, pursuant to Article 238 A of the French *Code général des impôts*, interest and other revenues on such Notes are not deductible from the Issuer's taxable income if they are paid or accrued to persons domiciled or established in a Non-Cooperative State or paid in such a Non-Cooperative State. Under certain conditions, any such non-deductible interest and other revenues may be recharacterised as constructive dividends pursuant to Article 109 *et seq.* of the French *Code général des impôts*, in which case such non-deductible interest and other revenues may be subject to the withholding tax set out under Article 119 *bis* 2 of the French *Code général des impôts*, at a rate of 30% or 75%.

However, neither the non-deductibility set out under Article 238 A of the French *Code général des impôts*, nor the withholding tax set out under article 119 *bis* 2 of the same *code* will apply in respect of the Notes solely by reason of the relevant payments being made to persons domiciled or established in a Non-Cooperative State or paid in such a Non-Cooperative State if the Issuer can prove that it can benefit from the Exception and that the relevant interest or revenues relate to genuine transactions and are not in an abnormal or exaggerated amount. Pursuant to the official guidelines issued by the French tax authorities under the references BOI-INT-DG-20-50-20120912, no. 550, BOI-ANNX-000364-20120912, no. 20 and BOI-ANNX-000366-20120912, no. 90, the issue of the Notes will

benefit from the Exception without the Issuer having to provide any proof of the purpose and effect of the issue of the Notes if the Notes satisfy one of the three above-mentioned conditions.

**Notes which are assimilated (*assimilées*) with Notes issued before 1 March 2010**

Payments of interest and other revenues with respect to (i) Notes issued (or deemed issued) outside France as provided under Article 131 *quater* of the French *Code général des impôts*, before 1 March 2010 and (ii) Notes which are consolidated (*assimilables* for the purpose of French law) and form a single series with such Notes, will continue to be exempt from the withholding tax set out under Article 125 A III of the French *Code général des impôts*.

Notes issued before 1 March 2010, whether denominated in Euro or in any other currency, and constituting *obligations* under French law, or *titres de créances négociables* within the meaning of the official guidelines issued by the French tax authorities under the reference BOI-RPPM-RCM-30-10-30-30-20120912, or other debt securities issued under French or foreign law and considered by the French tax authorities as falling into similar categories, are deemed to be issued outside the Republic of France for the purpose of Article 131 *quater* of the French *Code général des impôts*, in accordance with the official guidelines issued by the French tax authorities under the reference BOI-RPPM-RCM-30-10-30-30-20120912.

Furthermore, neither the non-deductibility set-out under Article 238 A of the French *Code général des impôts*, nor the withholding tax set out under article 119 *bis* 2 of the same code will apply in respect of the Notes which are assimilated (*assimilées*) with Notes issued before 1 March 2010 solely by reason of the relevant payments being made to persons domiciled or established in a Non-Cooperative State or paid in such a Non-Cooperative State if one of the conditions mentioned under paragraphs (i), (ii) and (iii) above is satisfied the Issuer can prove that the relevant interest or revenues relate to genuine transactions and are not in an abnormal or exaggerated amount.

The tax regime applicable to Notes which do not satisfy the conditions mentioned hereinabove will be set out in the relevant Final Terms.”

**3. 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.

Paris, 9 April 2013,

*On behalf of Issuer*

**Société Générale SCF**

Stéphane LANDON

Chairman of the board of directors and Chief Executive Officer (*Président directeur général*)