

**FIRST SUPPLEMENT DATED 15 OCTOBER 2013
TO THE BASE PROSPECTUS DATED 29 MAY 2013**

**SOCIETE GENERALE 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 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*) and which was granted a visa no. 13-250 on 29 May 2013.

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 purposes of updating all sections 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 *Règlement Général* of the AMF, to withdraw their acceptances within a time limit of minimum two working days after the publication of this First Supplement (i.e., no later than 17 October 2013).

This First 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 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.

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 – 548 on 15 October 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 — Période du 1^{er} janvier au 30 juin 2013 – Rapport d’examen limité des commissaires aux comptes sur les comptes intermédiaires*” (the **2013 Auditors’ limited review Report**) and the “*Société Générale SCF – Etats Financiers au 30 juin 2013*” (both in the French language) (the **2013 Half-year Accounts**) (together, the **2013 Half-year Financial Statements**);
- the “*Société Générale SCF – Rapport des commissaires aux comptes sur les comptes annuels - Exercice clos le 31 décembre 2012*” (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 – Rapport des commissaires aux comptes sur les comptes annuels - Exercice clos le 31 décembre 2011*” (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**”); and
- the terms and conditions of the notes contained in the base prospectus of the Issuer dated 25 May 2012 (the “**2012 EMTN 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 2012 EMTN Conditions.

Copies of documents incorporated by reference in this Base Prospectus and any Supplement can be obtained free of charge from the principal office of the Issuer and from the specified offices of the Paying Agent for the time being in Paris. This Base Prospectus (together with any Supplement to the Base Prospectus) will be published on the AMF’s website (being www.amf-france.org) and of the Issuer’s website (www.investisseur.socgen.com) and the documents incorporated by reference in this Base Prospectus will be published on the website 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.

Cross-reference list

INFORMATION INCORPORATED BY REFERENCE (Annex IX of the European Regulation 809/2004/EC)	REFERENCE
FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
	2013 Half-Year Financial Statements
- Balance and Off Balance sheet	Section entitled " <i>Bilan et Hors Bilan</i> " of the 2013 Half-Year Accounts
- Profit and loss account	Section entitled " <i>Compte de résultat</i> " of the 2013 Half-Year Accounts
- Accounting principles relating to the above	Section entitled " <i>Annexe</i> " of the 2013 Half-Year Accounts
- Notes relating to the above	Sections entitled " <i>Annexe</i> ", " <i>Informations sur Bilan et Compte de Résultat</i> " and " <i>Engagements Financiers et Autres Informations</i> " of the 2013 Half-Year accounts
- Auditor's report relating to the above	2013 Auditors' Limited Review Report
	2012 Financial Statements
- Balance and Off Balance sheet	Section entitled " <i>Bilan et Hors Bilan</i> " of the 2012 Annual Accounts
- Profit and loss account	Section entitled " <i>Compte de résultat</i> " of the 2012 Annual Accounts
- Accounting principles relating to the above	Section entitled " <i>Annexe</i> " of the 2012 Annual Accounts
- Notes relating to the above	Sections entitled " <i>Annexe</i> ", " <i>Informations sur Bilan et Compte de Résultat</i> " and " <i>Engagements Financiers et Autres Informations</i> " of the 2012 Annual Accounts
- Auditor's report relating to the above	2012 Auditors' Report
	2011 Financial Statements
- Balance sheet	Section entitled " <i>Bilan au 31 décembre 2011</i> " of the 2011 Annual Accounts
- Profit and loss account	Section entitled " <i>Compte de résultat au 31 décembre 2011</i> " of the 2011 Annual Accounts

- Off Balance sheet	Section entitled “ <i>Hors-bilan au 31 décembre 2011</i> ” of the 2011 Annual Accounts
- Notes relating to the above	Section entitled “ <i>Annexe aux comptes sociaux</i> ” and “ <i>Notes aux Etats Financiers</i> ” of the 2011 Annual Accounts
- Auditor’s report relating to the above	2011 Auditors’ Report

The 2012 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.

Information incorporated by reference	Reference
2012 Previous Conditions	Pages 49 to 72

Non-incorporated parts of the base prospectus of the Issuer dated 25 May 2012 are not relevant for investors.”

2. PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS FIRST 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, 15 October 2013,

On behalf of Issuer

Société Générale SCF

Vincent Robillard

Deputy Chief Executive Officer