

**THIRD SUPPLEMENT DATED 16 FEBRUARY 2012  
TO THE BASE PROSPECTUS DATED 29 APRIL 2011**

**SOCIÉTÉ GÉNÉRALE SFH**

**€25,000,000,000**

**Euro Medium Term Note Programme  
for the issue of obligations de financement de l'habitat**

This third supplement (the *Third Supplement*) is supplemental to, and should be read in conjunction with, the base prospectus dated 29 April 2011 (the *Base Prospectus*), the first supplement dated 3 November 2011 (the *First Supplement*) and the second supplement dated 24 November 2011 (the *Second Supplement*) prepared by Société Générale SFH (the *Issuer*) with respect to its €25,000,000,000 Euro Medium Term Note Programme (the *Programme*) and which were respectively granted visa n°11-136 on 29 April 2011, visa n° 11-503 on 3 November 2011 and visa n°11-544 on 24 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 updating all sections referring to miscellaneous issues.

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 ([prospectus.socgen.com](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.



*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 Third Supplement visa n°12-073 on 16 February 2012. This Third 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. UPDATED SECTION**

The first paragraph of the section 1.5 (b) Miscellaneous appearing in the First Supplement dated 3 November 2011 to the Base Prospectus dated 29 April 2011 as follows :

“Pursuant to the Management and Servicing Agreement, Société Générale and Société Générale SFH have entered into a funding arrangement in order to invest the cash of the Issuer, in accordance with article L. 515-17 of the French Monetary and Financial Code, up to an amount of €374,000,000”.

is amended and replaced by:

“Pursuant to the Management and Servicing Agreement, Société Générale and Société Générale SFH have entered into a funding arrangement in order to invest the cash of the Issuer, in accordance with article L. 515-17 of the French Monetary and Financial Code, up to an amount of €24,000,000”.

**2. PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS THIRD 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 Third Supplement is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

Paris, 16 February 2012

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Duly represented by Vincent Robillard  
in its capacity as Deputy Chief Executive Officer (*Directeur général délégué*) of the Issuer