

**THIRD SUPPLEMENT DATED 5 OCTOBER 2012
TO THE BASE PROSPECTUS DATED 27 APRIL 2012**

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 27 April 2012 (the *Base Prospectus*), prepared by Société Générale SFH (the *Issuer*) with respect to its €25,000,000,000 Euro Medium Term Note Programme (the *Programme*), with the first supplement dated 23 July 2012 (the *First Supplement*) and with the second supplement dated 19 September 2012 (the *Second Supplement*), which were respectively granted visa n° 12-188 on 27 April 2012, visa n° 12-375 on 23 July 2012 and visa n° 12-453 on 19 September 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 all sections referring to, in particular, (i) the documents incorporated by reference in the Base Prospectus and (ii) the recent developments.

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 (<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° 12-475 on 5 October 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 SECTIONS

1.1 DOCUMENTS INCORPORATED BY REFERENCE

The section “DOCUMENTS INCOPORATED BY REFERENCE” on pages 7 to 9 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 SFH – Période du 1^{er} janvier au 30 juin 2012 – Rapport d’examen limité des commissaires aux comptes sur les comptes intermédiaires*” (the **2012 Auditors’ limited review Report**) and the “*Société Générale SFH – Comptes semestriels au 30/06/2012*” (both in the French language) (the **2012 Half-year Accounts**) (together, the **2012 Half-year Financial Statements**);
- the “*Société Générale SFH – Exercice clos le 31 décembre 2011 – Rapport des commissaires aux comptes sur les comptes annuels*” (the **2011 Auditors’ Report**) and the “*Société Générale SFH – Comptes annuels 31/12/2011*” (the **2011 Annual Accounts**) (both in the French language) (together, the **2011 Financial Statements**);
- the “*Société Générale SFH – Exercice clos le 31 décembre 2010 – Rapport des commissaires aux comptes sur les comptes annuels*” (the **2010 Auditors’ Report**) and the “*Société Générale SFH – Comptes annuels 31/12/2010*” (the **2010 Annual Accounts**) (both in the French language) (together, the **2010 Financial Statements**); and
- the FCT Base Prospectus (as updated on 26 April 2012 and which was granted by the AMF a visa n°12-07 on 26 April 2012).

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) and (b) the Issuer (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	Reference
Historical financial information concerning the assets and liabilities of the Issuer, its financial position and its profits and losses	
<i>2012 Half-year Financial Statements</i>	
Balance sheet relating to the above	2012 Half-year Accounts pages 1 and 2
Income statement relating to the above	2012 Half-year Accounts pages 3 and 4
Off-balance sheet relating to the above	2012 Half-year Accounts page 5
Accounting principles relating to the above	2012 Half-year Accounts pages 7 to 10
Notes relating to the above	2012 Half-year Accounts pages 6 and 11 to 28
Auditors' limited review report relating to the above	2012 Auditors' limited review report
<i>2011 Financial Statements</i>	
Balance sheet	Section entitled " <i>Bilan Actif</i> " and " <i>Bilan Passif</i> " of the 2011 Annual Accounts
Profit and loss account	Section entitled " <i>Compte de résultat (partie 1)</i> " and " <i>Compte de résultat (partie 2)</i> " of the 2011 Annual Accounts
Off Balance sheet	Section entitled " <i>Hors-bilan</i> " of the 2011 Annual Accounts
Notes relating to the above	Section entitled " <i>Annexes</i> " of the 2011 Annual Accounts
Auditor's report relating to the above	2011 Auditors' Report
<i>2010 Financial Statements</i>	
Balance sheet	Section entitled " <i>Bilan</i> " of the 2010 Annual Accounts
Profit and loss account	Section entitled " <i>Compte de résultat</i> " of 2010 Annual Accounts
Off Balance sheet	Section entitled " <i>Hors-bilan</i> " of 2010 Annual Accounts
Notes relating to the above	Section entitled " <i>Annexes</i> " of the 2010 Annual Accounts
Auditor's report relating to the above	2010 Auditors' Report

Information incorporated by reference	Reference
Information concerning the FCT, the FCT Notes and the FCT Programme	
<i>FCT Programme</i>	
General description of the FCT Programme	Section entitled "General description of the Programme" on pages 9 to 29 of the FCT Base Prospectus
Description of the parties involved in the FCT Programme	Section entitled "Description of the other relevant entities" on pages 92 to 108 of the FCT Base Prospectus
Risk factors relating to the FCT Programme (in particular, relating to the FCT and the FCT Notes)	Section entitled "Risk Factors" on pages 31 to 43 of the FCT Base Prospectus
Description of the main documents of the FCT Programme	Sections entitled "General description of the Programme – The Programme Documents" on pages 17 to 24 of the FCT Base Prospectus, "Description of the Facility Agreement" on pages 130 to 136 of the FCT Base Prospectus, "Description of the Collateral Agreement" on pages 137 to 145 of the FCT Base Prospectus
<i>FCT</i>	
Legal framework applicable to the FCT	Section entitled "General description of the Issuer" on pages 88 to 90 of the FCT Base Prospectus
Description of the FCT's assets	Sections entitled "Description of the assets of the Issuer" on pages 109 to 120 of the FCT Base Prospectus and "Origination of the Home Loans" on pages 128 to 129 of the FCT Base Prospectus
Information relating to the monitoring of the FCT's assets	Section entitled "Asset monitoring" on pages 151 to 154 of the FCT Base Prospectus
Information relating to the operation of the FCT (including in relation to the priority of payments under the FCT Regulations)	Section entitled "Operation of the Issuer" on pages 121 to 127 of the FCT Base Prospectus
Information relating to the liquidation of the FCT	Sections entitled "General Description of the Issuer" - Duration" on page 88 of the FCT Base Prospectus
<i>FCT Notes</i>	
Description of the FCT Notes	Sections entitled "General Description of the Programme - The Programme" on pages 11 to 17 of the FCT Base Prospectus and "Terms and Conditions of the Notes" on pages 45 to 68 of the FCT Base Prospectus

Information incorporated by reference	Reference
Terms and conditions of the FCT Notes	Section entitled "Terms and Conditions of the Notes" on pages 45 to 68 of the FCT Base Prospectus
Final terms of the FCT Notes	Section entitled "Form of Final Terms" on pages 71 to 87 of the FCT Base Prospectus
Description of the use of proceeds of the FCT Notes by the FCT	Section entitled "Use of Proceeds" on page 44 of the FCT Base Prospectus

1.2 RECENT DEVELOPMENTS

The section “RECENT DEVELOPMENTS” on page 51 is completed as follows:

“By a decision of the Board of Directors dated 26 June 2012, Mr Michel Bine has replaced Mrs Danielle Sindzingre as Director and Frédéric Mion has resigned from his function of Director and has not been replaced as of the date of this Supplement. On the same date, Bertrand Badré has replaced Arnaud Jaquemin as legal representative of Société Générale, Director of the Issuer.

On 29 June 2012, the composition of the share capital has been modified. From this date, Société Générale owns 99.99% of the share capital of the Issuer and the remainder is owned by other entities of the Société Générale Group which each hold one share of the Issuer share capital.”

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, 5 October 2012

SOCIÉTÉ GÉNÉRALE SFH
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92800 PUTEAUX
France

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