

**SECOND SUPPLEMENT DATED 19 SEPTEMBER 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 second supplement (the *Second 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*) and with the first supplement dated 23 July 2012 (the *First Supplement*), which were respectively granted visa n° 12-188 on 27 April 2012 and visa n° 12-375 on 23 July 2012.

The Issuer has prepared this Second 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 creating a new section entitled "Recent Development".

The Base Prospectus, as supplemented pursuant to this Second 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 Second Supplement.

Application has been made to the AMF in France for approval of this Second Supplement, in its capacity as competent authority pursuant to article 212-2 of the AMF General Regulations.

Save as disclosed in this Second 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 Second 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 Second 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 Second Supplement.

This Second 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 Second 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 Second 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 Second Supplement visa n° 12-453 on 19 September 2012. This Second 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.

TABLE OF CONTENTS

SECTION	PAGE
1. RECENT DEVELOPMENTS.....	3
2. PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS SECOND SUPPLEMENT	4

1. RECENT DEVELOPMENTS

A new section entitled “RECENT DEVELOPMENTS” is created on page 51, after the section “DESCRIPTION OF THE ISSUER”, and completed as follows:

“Fitch Ratings has published on 14 September 2012 a press release announcing that it has assigned Negative Outlooks to the AAA covered bond ratings of Societe Generale SFH’s.”

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

Paris, 19 September 2012

SOCIÉTÉ GÉNÉRALE SFH
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France

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