

**FIRST SUPPLEMENT DATED 29 JULY 2013  
TO THE BASE PROSPECTUS DATED 3 MAY 2013**

**SOCIÉTÉ GÉNÉRALE SFH**  
**€25,000,000,000**  
**Euro Medium Term Note Programme**  
**for the issue of obligations de financement de l'habitat**

This first supplement (the *First Supplement*) is supplemental to, and should be read in conjunction with, the base prospectus dated 3 May 2013 (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 which was granted visa n° 13-203 on 3 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 (i) creating a new section "Recent Developments" and (ii) updating the sections referring to (a) the terms and conditions of the notes and (b) the form of final terms.

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 two working days after the publication of this First Supplement (i.e., no later than 31 July 2013).

This First 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 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.



*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 First Supplement visa n° 13-430 on 29 July 2013. This First 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. NEW SECTION

The following new section is added between the sections “Description of the Issuer” and “Financial Information of the Issuer”:

### “Recent Developments

Following the rating downgrade of France announced on 12 July 2013, Fitch Ratings has launched a review of French banks’ ratings, and has announced on 17 July 2013 the downgrade of the long-term unsecured debt rating of Societe Generale from A+ to A and the downgrade of the short-term unsecured debt rating of Société Générale from F1+ to F1.

Fitch Ratings is established in the European Union and is registered pursuant to the Regulation (EC) N° 1060/2009 of the European Parliament and of the Council of 16 September 2009 (as amended by Regulation (EU) N° 513/2011, the **CRA Regulation**).

The latest update of the list of registered credit rating agencies is published on the website of the European Securities and Markets Authority (ESMA) (<http://www.esma.europa.eu/>).

Reference is made to the section “Relationship between Societe Generale SFH and Societe Generale” (pages 50 to 55). Further to the downgrade by Fitch Ratings of the short-term unsecured debt rating of Societe Generale to F1 from F1+, a Pre-Maturity Rating Downgrade Event has occurred. Accordingly, Societe Generale will fund the Cash Collateral Account in the manner required in the section ‘Relationship between Societe Generale SFH and Societe Generale’.

## 2. UPDATED SECTIONS

### 2.1 TERMS AND CONDITIONS OF THE NOTES

Condition 5(c)(iii) (“Rate of Interest for Floating Rate Notes”) shall be amended as follows:

- (a) On page 66, the following paragraph is added at the end of clause (A) (“FBF Determination for Floating Rate Notes”):

“In the applicable Final Terms, when the paragraph ‘Floating Rate’ specifies that the rate is determined by linear interpolation, in respect of an Interest Period, the Rate of Interest for such Interest Period shall be calculated by the Calculation Agent by straight line linear interpolation by reference to two rates based on the relevant Floating Rate, one of which shall be determined as if the maturity were the period of time (for which rates are available) next shorter than the length of the relevant Interest Period, and the other of which shall be determined as if the maturity were the period of time (for which rates are available) next longer than the length of the relevant Interest Period.”

- (b) On page 67, the following paragraph is added at the end of clause (B) (“ISDA Determination for Floating Rate Notes”):

“In the applicable Final Terms, when the paragraph ‘Floating Rate Option’ specifies that the rate is determined by linear interpolation, in respect of an Interest Period, the Rate of Interest for such Interest Period shall be calculated by the Calculation Agent by straight line linear

interpolation by reference to two rates based on the relevant Floating Rate Option, one of which shall be determined as if the Designated Maturity were the period of time (for which rates are available) next shorter than the length of the relevant Interest Period, and the other of which shall be determined as if the Designated Maturity were the period of time (for which rates are available) next longer than the length of the relevant Interest Period.”

- (c) On page 68, the following paragraph is added at the end of clause (C) (“Screen Rate Determination for Floating Rate Notes”):

“In the applicable Final Terms, when the paragraph ‘Relevant Rate’ specifies that the rate is determined by linear interpolation, in respect of an Interest Period, the Rate of Interest for such Interest Period shall be calculated by the Calculation Agent by straight line linear interpolation by reference to two rates based on the relevant Relevant Rate, one of which shall be determined as if the maturity were the period of time (for which rates are available) next shorter than the length of the relevant Interest Period, and the other of which shall be determined as if the maturity were the period of time (for which rates are available) next longer than the length of the relevant Interest Period.”

## 2.2 FINAL TERMS

On pages 88-89, paragraph 15 (“Floating Rate Notes Provision”) shall be amended as follows:

- (a) In paragraph 15 (viii) (“FBF Determination”), the item “Floating Rate (*Taux Variable*)” shall be deleted and replaced with the following item:

Floating Rate (*Taux Variable*): [●]

*[If the Rate of Interest is determined by linear interpolation in respect of an interest period (as per Condition 5(c)(iii)(A), insert the relevant interest period(s) and the relevant two rates used for such determination]*

- (b) In paragraph 15 (ix) (“ISDA Determination”), the item “Floating Rate Option” shall be deleted and replaced with the following item:

Floating Rate Option: [●]

*[If the Rate of Interest is determined by linear interpolation in respect of an interest period (as per Condition 5(c)(iii)(B), insert the relevant interest period(s) and the relevant two rates used for such determination]*

- (c) In paragraph 15 (x) (“Screen Rate Determination”), the item “Relevant Rate” shall be deleted and replaced with the following item:

Relevant Rate: [●] [Either EURIBOR, EONIA or LIBOR]

*[If the Rate of Interest is determined by linear interpolation in respect of an interest period (as per Condition 5(c)(iii)(C),*

*insert the relevant interest period(s) and the relevant two rates used for such determination]*

Person responsible for the information given in this First 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 First Supplement is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

Paris, 29 July 2013

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