

**SECOND SUPPLEMENT DATED 3 OCTOBRE 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 second supplement (the *Second 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 and with the first supplement dated 29 July 2013 (the *First Supplement*) which was granted visa n°13-430 on 29 July 2013.

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 updating the section referring to the documents incorporated by reference in the Base Prospectus.

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 two working days after the publication of this Second Supplement (i.e., no later than 7 October 2013).

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° 13-526 on 3 October 2013. 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.

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1. DOCUMENTS INCORPORATED BY REFERENCE

The section "DOCUMENTS INCORPORATED BY REFERENCE" on page 7-8 is deleted and restated as follows:

"DOCUMENTS INCORPORATED BY REFERENCE"

This Base Prospectus shall be read and construed in conjunction with the following documents which have been previously or 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 2013 – Rapport d'examen limité des commissaires aux comptes sur les comptes intermédiaires*" (the **2013 Auditors' Limited Review Report**) and the "*Société Générale SFH – Etats Financiers au 30 juin 2013*" (the **2013 Half-Year Accounts**) (both in the French language) (together, the **2013 Half-Year Financial Statements**);
- the "*Société Générale SFH – Exercice clos le 31 décembre 2012 – Rapport des commissaires aux comptes sur les comptes annuels*" (the **2012 Auditors' Report**) and the "*Société Générale SFH – Comptes annuels 31/12/2012*" (the **2012 Annual Accounts**) (both in the French language) (together, the **2012 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 terms and conditions of the notes contained in the base prospectus of the Issuer dated 29 April 2011 (the "**2011 EMTN Conditions**") and the terms and conditions of the notes contained in the base prospectus of the Issuer dated 27 April 2012 (the "**2012 EMTN Conditions**" together with the 2011 EMTN Conditions, the "**EMTN Previous 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 relevant EMTN Previous Conditions;

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>2013 Half-Year Financial Statements</i>	
Balance sheet	Section entitled “ <i>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
Off Balance sheet	Section entitled “ <i>Hors-bilan</i> ” of the 2013 Half-Year Accounts
Notes relating to the above	Section entitled “ <i>Annexes</i> ” of the 2013 Half-Year Accounts
Auditor's report relating to the above	2013 Auditors' Limited Review Report
<i>2012 Financial Statements</i>	
Balance sheet	Section entitled “ <i>Bilan</i> ” of the 2012 Annual Accounts
Profit and loss account	Section entitled “ <i>Compte de résultat</i> ” of 2012 Annual Accounts
Off Balance sheet	Section entitled “ <i>Hors-bilan</i> ” of 2012 Annual Accounts
Notes relating to the above	Section entitled “ <i>Annexes</i> ” of the 2012 Annual Accounts
Auditor's report relating to the above	2012 Auditors' 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

The EMTN Previous 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 relevant EMTN Previous Conditions.

Information incorporated by reference	Reference
<i>EMTN Previous Conditions</i>	
2011 Previous Conditions	Pages 64 to 89
2012 Previous Conditions	Pages 57 to 83

Non-incorporated parts of the base prospectus of the Issuer dated 29 April 2011 and the base prospectus of the Issuer dated 27 April 2012 are not relevant for investors.”

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, 3 October 2013

SOCIÉTÉ GÉNÉRALE SFH
17, cours Valmy
92800 PUTEAUX
France

Duly represented by Stéphane Landon
in its capacity as Chief Executive Officer and Director of the Issuer