



**SUPPLEMENT DATED 8 February 2018
TO THE BASE PROSPECTUS DATED 27 OCTOBER 2017**

SOCIÉTÉ GÉNÉRALE

as Issuer and Guarantor

(incorporated in France)

and

SG ISSUER

as Issuer

(incorporated in Luxembourg)

SOCIÉTÉ GÉNÉRALE

EFFEKTEN GMBH

as Issuer

(incorporated in Germany)

Leveraged Products Issuance Programme

This supplement (hereinafter the **Supplement**) constitutes a supplement for the purposes of Article 13.1 of the Luxembourg act dated 10 July 2005 on prospectuses for securities (hereinafter the **Prospectus Act 2005**) to the Leveraged Products Issuance Programme base prospectus dated 27 October 2017 (hereinafter the **Base Prospectus**) and approved by (a) the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on 27 October 2017 in accordance with Article 7 of the Prospectus Act 2005 implementing Article 13 of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC (the **Prospectus Directive**) as amended (which includes the amendments made by Directive 2010/73/EU (the **2010 PD Amending Directive**)) and (b) by the SIX Swiss Exchange Ltd (**SIX Swiss Exchange**) pursuant to its listing rules.

The purpose of this Supplement is to:

- amend Element B.12 of the Summary and the German version of the Summary ("*Zusammenfassung*") accordingly to include key financial information for Société Générale Effekten GmbH for the six months ended 30 June 2017 and to reflect the key financial information as of 31 December 2016 and 31 December 2015 according to IFRS accounting standards;
- amend Element B.13 of the summary and the German version of the Summary ("*Zusammenfassung*") accordingly to reflect the reorganisation of Société Effekten GmbH;
- amend the section "Documents Incorporated by Reference" to incorporate the 2016 Annual Financial Statements of Société Générale Effekten GmbH prepared in accordance with IFRS and the 2017 Interim Financial Statements of Société Générale Effekten GmbH prepared in accordance with IFRS;
- amend the section "Form of Final Terms";
- add a further Paying Agent;
- amend the section "Description of Société Générale Effekten GmbH" to reflect the reorganisation of Société Effekten GmbH and the conversion of its accounting standards from the provisions of the German Commercial Code ("*HGB*") to IFRS; and

- amend the section "General Information" to incorporate the 2016 Annual Financial Statements of Société Générale Effekten GmbH prepared in accordance with IFRS and the 2017 Interim Financial Statements of Société Générale Effekten GmbH prepared in accordance with IFRS.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus, the first supplement dated 30 November 2017 and the second supplement dated 18 January 2018.

Full information on the Issuers and the offer of any Notes is only available on the basis of the combination of the Base Prospectus, the first supplement dated 30 November 2017, the second supplement dated 18 January 2018 and this Supplement.

Unless otherwise defined in this Supplement, terms used herein shall be deemed to be defined as such for the purposes of the relevant Terms and Conditions of the Notes set forth in the Base Prospectus.

To the extent that there is any inconsistency between (i) any statement in this Supplement and (ii) any other statement in the Base Prospectus, the statements in (i) above will prevail.

In accordance with Article 13.2 of the Prospectus Act 2005, investors, who have already agreed to purchase or subscribe for the securities before this Supplement is published, have the right, exercisable within a time-limit of two business days after the publication of this Supplement (no later than 12 February 2018) to withdraw their acceptances.

The amendments included in this supplement shall only apply to final terms, the date of which falls on or after the approval of this supplement.

AMENDMENTS TO THE BASE PROSPECTUS

I. CHANGES IN THE SUMMARY

- (i) In the section "Summary", Element B.12 (*Selected historical key financial information regarding the issuers*) on page 12, the following table relating to the selected historical key information with regard to Société Générale Effekten GmbH is added below the existing table:

"Assets:

<i>(in euro thousands)</i>	30 June 2017 (unaudited)	31 December 2016 (audited)	31 December 2015 (audited)
Financial assets at fair value through profit or loss	16,230,522	12,795,502	24,697,311
Available-for-sale financial assets	73,488	-	-
Derivative financial assets held for trading purposes	131	-	-
Loans to and receivables from banks	138,550	2,891	581
Loans to and receivables from customers	3,577,025	-	-
Receivables under finance leases	415,998	-	-
Tax assets	11,752	5	67
Other assets	139,909	465,607	159,158
Property, plant and equipment and intangible assets	411,236	-	-
Goodwill	73,754	-	-
Total	21,072,365	13,264,005	24,857,117

Liability and Equity

<i>(in euro thousands)</i>	30 June 2017 (unaudited)	31 December 2016 (audited)	31 December 2015 (audited)
Financial liabilities at fair value through profit or loss	16,226,085	12,798,762	24,679,436
Liabilities to banks	3,567,842	407,365	-
Liabilities to customers	2,354	-	-
Securitized liabilities	1,057,656	-	-
Tax liabilities	45,491	44	-
Other liabilities	104,664	56,319	176,273

Provisions	17,324	500	406
Total liabilities	21,021,416	13,262,990	24,856,115
EQUITY			
Subscribed capital	26	26	26
Profit carried forward	1,138	1,093	991
Consolidated reserves	32,914	(157)	(117)
Period profit or loss	16,102	54	103
Subtotal	50,180	1,016	1,003
Other comprehensive income	208	-	-
Subtotal equity (Group share)	50,388	-	-
Non-controlling interests	561	-	-
Total equity	50,949	1,016	1,003
Total	21,072,365	13,264,005	24,857,117

- (ii) In the section "Summary", Element B.13 (*Recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency*) on page 13, is modified by adding the text printed in blue and underlined as follows:

[If the Issuer is Société Générale or SG Issuer:

Not applicable. There has been no recent event particular to the Issuer which is to a material extent relevant to the evaluation of the Issuer's solvency.]

[If the Issuer is SG Effekten GmbH:

By completion of the Share Purchase Agreement on 1 January 2017, Société Générale Effekten GmbH, Frankfurt am Main, acquired the shares of Société Générale Securities Services GmbH, Unterföhring, including its subsidiaries, as well as the shares of ALD Lease Finanz GmbH, Hamburg. Since then, Société Générale Effekten GmbH is the holding company of both entities and is obliged to prepare its financial statements in accordance with IFRS.]

II. CHANGES IN THE GERMAN VERSION OF THE SUMMARY (*Zusammenfassung*)

- (i) In the section "*Summary*", Element B.12 (*Ausgewählte wesentliche historische Finanzinformationen über den Emittenten*) on page 34, the following table relating to the selected historical key information with regard to Société Générale Effekten GmbH is added below the existing table:

"Aktiva:

(in TEUR)	30.06.2017 (ungeprüft)	31.12.2016 (geprüft)	31.12.2015 (geprüft)
Erfolgswirksam zum Fair Value angesetzte finanzielle Vermögenswerte	16.230.522	12.795.502	24.697.311
Zur Veräußerung verfügbare finanzielle Vermögenswerte	73.488	-	-
Zu Sicherungszwecken gehaltene derivative Finanzinstrumente	131	-	-
Kredite und Forderungen an Kreditinstitute	138.550	2.891	581
Kredite und Forderungen an Kunden	3.577.025	-	-
Forderungen aus Finanzierungsleasing	415.998	-	-
Steueransprüche	11.752	5	67
Sonstige Vermögenswerte	139.909	465.607	159.158
Sachanlagen und immaterielle Vermögenswerte	411.236	-	-
Geschäfts- oder Firmenwert	73.754	-	-
Summe	21.072.365	13.264.005	24.857.117

Passiva

(in TEUR)	30.06.2017 (ungeprüft)	31.12.2016 (geprüft)	31.12.2015 (geprüft)
Erfolgswirksam zum Fair Value angesetzte finanzielle Verbindlichkeiten	16.226.085	12.798.762	24.679.436
Verbindlichkeiten gegenüber Kreditinstituten	3.567.842	407.365	-
Verbindlichkeiten gegenüber Kunden	2.354	-	-
Verbriefte Verbindlichkeiten	1.057.656	-	-
Steuerschulden	45.491	44	-
Sonstige Verbindlichkeiten	104.664	56.319	176.273

Rückstellungen	17.324	500	406
Summe Verbindlichkeiten	21.021.416	13.262.990	24.856.115
EIGENKAPITAL			
Gezeichnetes Kapital	26	26	26
Gewinnvortrag	1.138	1.093	991
Konzernrücklagen	32.914	(157)	(117)
Ergebnis des Geschäftsjahres	16.102	54	103
Zwischensumme	50.180	1.016	1.003
Sonstiges Ergebnis	208	-	-
Zwischensumme Eigenkapital (Anteil der Gruppe)	50.388	-	-
Anteile ohne beherrschenden Einfluss	561	-	-
Summe Eigenkapital	50.949	1.016	1.003
Summe	21.072.365	13.264.005	24.857.117

"

- (ii) In the section "Summary", Element B.13 (*Ereignisse aus der jüngsten Zeit der Geschäftstätigkeit des Emittenten, die für die Bewertung seiner Zahlungsfähigkeit in hohem Maße relevant sind*) on page 34, is modified by adding the text [printed in blue](#) and underlined as follows:

["\[Falls die Emittentin die Société Générale oder die SG Issuer ist:](#)

Nicht anwendbar. Es sind in jüngster Zeit in der Geschäftstätigkeit der Emittentin keine Ereignisse eingetreten, die in erheblichem Maße für die Bewertung der Solvenz der Emittentin relevant sind.]

[\[Falls die Emittentin die SG Effekten GmbH ist:](#)

[Mit Vollzug des Kaufvertrags am 01. Januar 2017 hat die Société Générale Effekten GmbH, Frankfurt am Main, die Anteile der Société Générale Securities Services GmbH, Unterföhring, einschließlich ihrer Tochtergesellschaften, sowie der ALD Lease Finanz GmbH, Hamburg, erworben. Seitdem ist die Société Générale Effekten GmbH Muttergesellschaft dieser beiden Gesellschaften und ist angehalten, ihre Bilanzen gemäß den IFRS Rechnungslegungsstandards zu erstellen.\]"](#)

III. CHANGES IN THE SECTION “GENERAL DESCRIPTION OF THE PROGRAMME”

In the section “GENERAL DESCRIPTION OF THE PROGRAMME” on pages 97 et seqq., item “1. PARTIES TO THE PROGRAMME” the section relating to the Paying Agents on page 97 is modified by adding the terms printed in blue and underlined and deleting the terms printed in ~~red and strikethrough~~:

“Paying Agents

Societe Generale Bank & Trust (for Leveraged Products cleared with of Euroclear, Clearstream, Luxembourg), Computershare Investor Services PLC (for ~~Leveraged Products~~ EUI issued as Warrants cleared with of Euroclear UK & Ireland Limited), Computershare Investor Services (Jersey) Limited (for EUI issued as Notes cleared with of Euroclear UK & Ireland Limited), Sucursal en España (for Leveraged Products cleared with Iberclear), Société Générale (for German Law Leveraged Products), Société Générale Securities Services S.p.A. (for Uncertificated Italian Securities) and/or any such additional or successor paying agent appointed in accordance with English Law Condition 10 or German Law Condition 10, as the case may be.”

IV. CHANGES IN SECTION "DOCUMENTS INCORPORATED BY REFERENCE"

- (i) In sub-section 1.3 "Documents incorporated by reference relating to Société Générale Effekten GmbH" on page 109, item 1.3.3 is added as follows:

"1.3.3 2016 Annual Financial Statements according to IFRS

The expression "**2016 Annual Financial Statements according to IFRS**" means the English version of the audited annual financial statements of Société Générale Effekten GmbH for the financial year ended 31 December 2016 prepared in accordance with international financial reporting standards (IFRS), the related appendix and notes and the free translation into the English language of the statutory auditors' report for such year.

The cross reference table in relation to the 2016 Annual Financial Statements according to IFRS appears in the paragraph 2.3.3 below."

- (ii) In sub-section 1.3 "Documents incorporated by reference relating to Société Générale Effekten GmbH" on page 109, item 1.3.4 is added as follows:

"1.3.4 2017 Interim Financial Statements

The expression "**2017 Interim Financial Statements**" means the translation into English version of the non-audited interim financial statements of Société Générale Effekten GmbH for the period from 1 January 2017 to 30 June 2017 prepared in accordance with international financial reporting standards (IFRS), the related appendix and notes and the statutory auditor's report for each year.

The cross reference table in relation to the 2017 Interim Financial Statements appears in paragraph 2.3.4 below."

- (iii) In sub-section 2.3 "Cross reference tables relating to Société Générale Effekten GmbH", a sub-paragraph 2.3.3 "2016 Annual Financial Statements according to IFRS" is added, as follows on page 112:

"2016 Annual Financial Statements according to IFRS

Income statement	3
Statement of comprehensive income	4
Statement of financial position – assets	5
Statement of financial position – liabilities and equity	6
Statement of changes in equity	7-8
Statement of cash flows	9-10

- (iv) In sub-section 2.3 "Cross reference tables relating to Société Générale Effekten GmbH", a sub-paragraph 2.3.4 "2017 Interim Financial Statements" is added, as follows on page 112:

"2017 Interim Financial Statements

Consolidated interim financial statements	4
Consolidated statement of financial position - assets	4
Consolidated statement of financial position – liabilities and equity	5
Consolidated income statement	6
Consolidated statement of comprehensive income	7
Consolidated statement of changes in equity	8
Consolidated statement of cashflows	9-10

V. CHANGES IN SECTION "FORM OF LEVERAGED PRODUCTS"

In the section "Form of Leveraged Products", the first paragraph of item "3.2 EUI Securities" on page 117 et seq. is modified by adding the text printed in blue and underlined:

"The EUI Securities are participating securities for the purposes of the Uncertificated Securities Regulations 2001, including any modification or re-enactment thereof for the time being in force (the **Regulations**). Title to the EUI Securities is recorded on the relevant Operator register of corporate securities. Computershare Investor Services PLC (in the case of EUI Securities issued as Warrants) and Computershare Investor Services (Jersey) Limited (in the case of EUI Securities issued as Notes), respectively, as "**EUI Agent**" acting on behalf of the Issuer shall, in relation to the EUI Securities, maintain a record of uncertificated corporate securities in accordance with the records of Euroclear UK & Ireland Limited (EUI or CREST) (formerly known as CRESTCo Limited) (the **Record**) and shall procure that the Record is regularly updated to reflect the Operator register of corporate securities in accordance with the rules and practices from time to time of the Operator. Subject to this requirement, (i) each person who is for the time being shown in the Record as the holder of a particular number of EUI Securities shall be treated by the Issuer and the EUI Agent as the holder of such number of EUI Securities for all purposes (and the expression EUI Security Holder and related expressions shall be construed accordingly), and (ii) neither the Issuer, the Guarantor nor the EUI Agent shall be liable in respect of any act or thing done or omitted to be done by it or on its behalf in reliance upon the assumption that the particulars entered in the Record which the EUI Agent maintains are in accordance with particulars entered in the Operator register of corporate securities relating to the EUI Securities. For the avoidance of doubt, in the event of any differences in information

contained in the Record and the register of EUI Securities in registered form kept at the Issuer's registered office, the register kept at the Issuer's registered office shall prevail for Luxembourg law purposes."

VI. CHANGES IN SECTION "FORM OF FINAL TERMS"

In the section "Form of Final Terms", item 23 (iv) on page 143 is modified by adding the text printed in blue and underlined and deleting the text printed in ~~red and strikethrough~~:

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	(iv) Reverse Split Settlement Date <u>Amount</u>:	<i>[Specify Reverse Split Settlement Date <u>Amount</u> for the purposes of Condition 5.4 of the General Terms and Conditions</i>	(iv) Reverse-Split-Abwicklungstag<u>beta</u>g:	<i>[Reverse-Split-Abwicklungstag<u>beta</u>g für die Zwecke von Bedingung 5.4 der Allgemeinen Emissionsbedingungen angeben]</i>
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VII. CHANGES IN SECTION "DESCRIPTION OF SOCIÉTÉ GÉNÉRALE EFFEKTEN GMBH"

- (i) In sub-section 5 "Organisational Structure" on page 502, the first sentence is deleted and replaced by the following text:

"By completion of the Share Purchase Agreement on 1 January 2017, Société Générale Effekten GmbH, Frankfurt am Main, acquired the shares of Société Générale Securities Services GmbH, Unterföhring, including its subsidiaries, as well as the shares of ALD Lease Finanz GmbH, Hamburg. Since then, Société Générale Effekten GmbH is the holding company of both entities and is obliged to prepare its financial statements in accordance with IFRS."

- (ii) In sub-section 11.3 "Auditing of historical financial information" on page 504, the text is deleted and replaced by the following text:

"For the financial year ended on 31 December 2015, the accounts were audited, without qualification, in accordance with IDW Auditing Standard.

For the financial year ended on 31 December 2016, the accounts were audited, without qualification, in accordance with IFRS, which also include comparative figures for the financial year 2015 in accordance with international financial reporting standards (**IFRS**).

Société Générale Effekten GmbH converted its accounting standards from HGB to IFRS as of 1 January 2017."

- (iii) In sub-section 11.4 "Interim and other financial information" on page 504, the text is deleted and replaced by the following text:

"Since the date of its last audited financial statements, Société Générale Effekten GmbH has published interim financial statements as of 30 June 2017 in accordance with with IFRS."

VIII. CHANGES IN SECTION "GENERAL INFORMATION"

In sub-section 6 "AVAILABILITY OF DOCUMENTS" letter (d) on page 579 is deleted and replaced by the following:

"(d) the audited annual financial statements for the financial years ended 31 December 2015, the 31 December 2016 of Société Générale Effekten GmbH together with the notes and the statutory auditors' reports and the audited financial statements for the financial year ended 31 December 2016 of Société Générale Effekten GmbH prepared in accordance with IFRS and the unaudited interim financial statements of Société Générale Effekten GmbH for the period from 1 January 2017 to 30 June 2017 prepared in accordance with IFRS;"

IX. CHANGES IN SECTION "FOOTBALL FIELD"

In section "FOOTBALL FIELD" on pages 581 et seqq., the sub-section "Paying Agents" on page 582 is modified by adding the terms printed in [blue and underlined](#) and deleting the terms printed in ~~red and strikethrough~~:

"SOCIÉTÉ GÉNÉRALE (for German Law Leveraged Products ~~acceptance for clearance through Euroclear France~~)

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SOCIÉTÉ GÉNÉRALE, SUCURSAL EN ESPAÑA (for Spanish Leveraged Products)

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COMPUTERSHARE INVESTOR SERVICES PLC (for EUI Securities [issued as Warrants](#))

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[COMPUTERSHARE INVESTOR SERVICES \(JERSEY\) LIMITED](#) (for EUI Securities issued as Notes)

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Finland

SOCIÉTÉ GÉNÉRALE SECURITIES SERVICES S.P.A. (for Uncertificated Italian Securities)
Via Benigno Crespi, 2
20159 Milan
Italy

DOCUMENTS AVAILABLE

Copies of this Supplement and the document incorporated by reference can be obtained, without charge, from the head office of each Issuer and the specified office of each of the Paying Agents, in each case, at the address given at the end of the Base Prospectus.

This Supplement and the document incorporated by reference will be published on the websites of:

- the Luxembourg Stock Exchange (www.bourse.lu) and
- the Issuers (<http://prospectus.socgen.com>)

RESPONSIBILITY

To the best of the knowledge and belief of each Issuer and the Guarantor (each having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information and, save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in or incorporated into the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus and any other previously approved supplements to the Base Prospectus.

Each Issuer and the Guarantor accept responsibility accordingly for the information contained in this Supplement.