



**SUPPLEMENT DATED 16 NOVEMBER 2016
PURSUANT TO THE BASE PROSPECTUS DATED 6 JULY 2016**

SOCIÉTÉ GÉNÉRALE

as Issuer and Guarantor
(incorporated in France)

and

SG ISSUER

as Issuer
(incorporated in Luxembourg)

SG OPTION EUROPE

as Issuer
(incorporated in France)

Debt Instruments 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 Debt Instruments Issuance Programme prospectus dated 6 July 2016 (hereinafter the **Base Prospectus**) and approved by (a) the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on 6 July 2016 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:

- incorporate by reference the third update dated 4 November 2016 to Societe Generale's 2016 registration document;
- amend the Summary of the Base Prospectus accordingly; and
- update the section "Description of Societe Generale" accordingly.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus, the first supplement dated 9 August 2016, the second supplement dated 12 August 2016, the third supplement dated 24 August 2016 and the fourth supplement dated 18 October 2016.

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 9 August 2016, the second supplement dated 12 August 2016, the third supplement dated 24 August 2016, the fourth supplement dated 18 October 2016 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 18 November 2016) to withdraw their acceptances.

AMENDMENTS TO THE BASE PROSPECTUS

I. SUMMARY

Historical financial information

- (i) In the section “**Summary**”, Element B.12 (Selected historical key financial information regarding the issuer), the table relating to the selected historical key information relating to Société Générale is deleted and replaced by the following table, on page 8:

	Nine Months 30.09.2016 (non audited)	Year ended 2015 (audited)	Nine Months 30.09.2015 (non audited)	Year ended 2014 (audited (*)
Results (in millions of euros)				
Net Banking Income	19,169	25,639	19,586	23,561
Operating income	5,145	5,681	5,134	4,557(*)
Net income	3,835	4,395	3,662	2,978(*)
Group Net income (1)	3,685	4,001	2,876	2,679 (*)
<i>French retail Banking</i>	1,084	1,417	1,120	1,204 (*)
<i>International Retail Banking & Financial Services</i>	1,193	1,077	819	370(*)
<i>Global Banking and Investor Solutions</i>	1,371	1,808	1,564	1,909 (*)
<i>Corporate Centre</i>	(164)	(301)	(158)	(804)(*)
Net cost of risk	(1,605)	(3,065)	(1,908)	(2,967)
Cost/income ratio	72.7%	68%	65.7%	68%(*)
ROE after tax	9.1%	7.9%	9.0%	5.3%
Tier 1 Ratio	14.3%	13.5%	13.2%	12.6%
Activity (in billions of euros)				
Total assets and liabilities	1,404.9	1,334.4	1,351.8	1,308.1(*)
Customer loans	423.1	405.3	379.4	370.4
Customer deposits	406.0	379.6	373.2	349.7
Equity (in billions of euros)				
Group shareholders' equity	60.9	59.0	57.9	55.2(*)
Non-controlling Interests	3.7	3.6	3.6	3.6
Cash flow statements (in millions of euros)				
Net inflow (outflow) in cash and cash equivalent	N/A	21,492	N/A	(10,183)

(1) Adjusted for revaluation of own financial liabilities and DVA

(*) Amounts restated relative to the financial statements published at 31 December 2014 according to the retrospective application of IFRIC 21.

(ii) *In the sub-paragraph of Element B.12 relating to Société Générale as Issuer shall be deleted and replaced by the following, on page 11,*

- The sub-paragraph “*Statement as no material adverse change in the prospects of the issuer since the date of its last published audited financial statements*” shall be deleted and replaced by the following:

[If the Issuer is Société Générale:

There has been no material adverse change in the prospects of the Issuer since 31 December 2015.”]

- The sub-paragraph “*Significant changes in the issuer’s financial or trading position subsequent to the period covered by the historical financial information*” shall be deleted and replaced by the following:

[If the Issuer is Société Générale:

Not Applicable. There has been no significant change in the financial or trading position of the Issuer since 30 September 2016.]

II. GENERAL INFORMATION

A. Modifications of the Documents Incorporated by Reference in relation to Société Générale

(i) *In Section “Documents Incorporated by Reference”, in the sub-section 1 “List of the documents incorporated by reference”, the paragraph 1.1 “Documents incorporated by reference relating to Société Générale” is modified by deleting the terms which are strikethrough in green below and by adding the terms which are in red and bold below as follows:*

*“To the extent that each of the documents incorporated by reference relating to Société Générale incorporates itself documents by reference, such documents shall not be deemed incorporated by reference herein. Any reference to documents incorporated by reference relating to Société Générale shall be deemed to exclude the parts referred to in (i), (ii) and (iii) in the paragraphs 1.1.1 to ~~1.1.4~~**1.1.5** below.”*

(ii) *In Section “Documents Incorporated by Reference”, in paragraph 1 “List of the documents incorporated by reference”, in paragraph 1.1 “Documents incorporated by reference relating to Société Générale”, a sub-paragraph 1.1.5 is added as follows, on page 128:*

“1.1.5 Third Update to the 2016 Registration Document

*The expression **Third Update to the 2016 Registration Document** means the English translation of the *troisième actualisation du document de référence* of Société Générale, the French version of which was filed with AMF on 04/11/2016 under No D.16-0115-A03, except for (i) the inside cover page containing the AMF visa and the related textbox, (ii) the statement of the person responsible for updating the registration document made by Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale, page 41 and (iii) the cross reference table, pages 43-44. The cross reference table in relation to the Third Update to the 2016 Registration Document appears in the paragraph 2.1.5 below.”*

(iii) *In Section “Documents Incorporated by Reference”, in paragraph 2 “Cross reference tables of the documents incorporated by reference”, in paragraph 2.1 “Cross reference tables relating to*

Société Générale”, a sub-paragraph 2.1.5 “Third Update to the 2016 Registration Document” is added, as follows on page 131:

	Third Update to the Registration Document
RISK FACTORS	31-40
BUSINESS OVERVIEW	
Principal activities	9-30
FINANCIAL INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER	
Interim financial information	3-27
Legal and arbitration proceedings	39-40

The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the Regulation (EC) 809/2004.

B. Modifications to the section « Description of Société Générale »

In sub-section 9 “*FINANCIAL INFORMATION CONCERNING SOCIETE GENERALE’S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES*” of the section “*Description of Société Générale*”, the paragraph 9.2 is deleted and replaced with the following on page 924:

“9.2 Significant change in the financial or trading position

There has been no significant change in the financial or trading position of Société Générale and its consolidated subsidiaries (taken as a whole) since 30 September 2016.”

DOCUMENTS AVAILABLE

Copies of this Supplement and the documents 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 will be published on the website 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 or incorporated into 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 or incorporated into this Supplement.