



**SUPPLEMENT DATED 2 DECEMBER 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 (the **Supplement**) constitutes a supplement for the purposes of Article 13.1 of the Luxembourg act dated 10 July 2005 on prospectuses for securities (the **Prospectus Act 2005**) to the Debt Instruments Issuance Programme prospectus dated 6 July 2016 (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 pursuant to its listing rules.

The purpose of this Supplement is to:

- correct the section "Documents incorporated by reference" in order to simplify the readability of the information contained in the documents incorporated by reference regarding SG Issuer and SG Option Europe;
- correct the section "Additional terms and conditions for Preference Share Linked Notes" by adding a definition of the "Scheduled Maturity Date" in accordance with the reference made in the Final Terms;
- update the section "Description of Société Générale" with the information contained in the press release dated 23 September 2016 "Societe Generale's position following the ruling of the Versailles Court Of Appeal" and
- update the section "Description of Société Générale" with the information contained in the press release dated 1 December 2016 "Disclosure of new regulatory capital requirements as from 1<sup>st</sup> January 2017".

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, the fourth supplement dated 18 October 2016 and the fifth supplement dated 16 November 2016 (the **Previous Supplements**).

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 Previous Supplements 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 6 December 2016) to withdraw their acceptances.

## AMENDMENTS TO THE BASE PROSPECTUS

### GENERAL INFORMATION

#### 1. Changes in the section “Documents incorporated by reference”

(i) Changes in the sub-section “LIST OF THE DOCUMENTS INCORPORATED BY REFERENCE”

On page 128, in the sub-section 1.2 “Documents incorporated by reference relating to SG Issuer”, the following paragraph is added as an introduction to this sub-section:

“To the extent that each of the documents incorporated by reference relating to SG Issuer incorporates itself documents by reference, such documents shall not be deemed incorporated by reference herein.”

On page 128, in the sub-section 1.3 “Documents incorporated by reference relating to SG Option Europe”, the following paragraph is added as an introduction to this sub-section:

“To the extent that each of the documents incorporated by reference relating to SG Option Europe incorporates itself documents by reference, such documents shall not be deemed incorporated by reference herein.”

(ii) Changes in the sub-section “CROSS REFERENCE TABLES OF THE DOCUMENTS INCORPORATED BY REFERENCE”

On page 129, the second paragraph of this sub-section is deleted in its entirety.

Therefore, the opening paragraphs to this sub-section shall therefore be read as follows without the paragraph strikethrough in green:

“The non-incorporated parts and the non-incorporated documents referred to above are not incorporated by reference as they are not relevant for an investor pursuant to article 28.4 of Commission Regulation (EC) No 809/2004 of 29 April 2004 (as amended).

~~For the avoidance of doubt, the documents incorporated by reference in the 2015 Registration Document, the 2016 Registration Document, the First Update to the 2016 Registration Document, the 2014 Annual Financial Statements and the 2015 Annual Financial Statements of SG Issuer, the 2014 Annual Financial Statements and the 2015 Annual Financial Statements of SG Option Europe and the Previous Base Prospectuses are not incorporated by reference in this Base Prospectus and are not relevant for the investors.~~

References to pages appearing in each of the cross-reference tables are to those of each document incorporated by reference.”

#### 2. Changes in the section “Additional Terms and Conditions for Preference Share Linked Notes”

(i) *In the section “Additional Terms and Conditions for Preference Share Linked Notes”, in the subsection 1 “Definitions”, the definition of “Maturity Date” on page 829 is deleted and replaced as follows:*

“**Maturity Date** means the Scheduled Maturity Date, provided that:

- (i) if (a) Preference Share Automatic Early Redemption is applicable in relation to the Preference Shares, and (b) a Preference Share Automatic Early Redemption Event occurs, the Maturity Date shall be the day that is five Business Days immediately before the automatic early redemption date for the

redemption of the Preference Shares corresponding to the valuation date on which the Preference Share Automatic Early Redemption Event has occurred under the terms and conditions of the Preference Shares, as determined by the Calculation Agent, and,

(ii) if the Valuation Date(1) is to be delayed pursuant to the provisions of the Valuation Date(1) definition below, the Maturity Date shall be delayed to five Business Days following Valuation Date(1)."

(ii) *In the section "Additional Terms and Conditions for Preference Share Linked Notes", in the subsection 1 "Definitions", a new definition of "Scheduled Maturity Date" is added in the alphabetic order of this subsection on page 830 as follows:*

**"Scheduled Maturity Date** means the date specified as such in the Final Terms."

### **3. Changes in the section "Description of Société Générale"**

In Section "Description of Société Générale", in Sub-Section 9 "FINANCIAL INFORMATION CONCERNING SOCIETE GENERALE'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES" on page 924 at the end of the paragraph 9.3 "Recent Events", two paragraphs shall be added as follows:

"Societe Generale discloses its position following the ruling of the Versailles Court of Appeal in the following press release dated 23 September 2016.



## PRESS RELEASE

London, September 23<sup>rd</sup> 2016

### **SOCIETE GENERALE'S POSITION FOLLOWING THE RULING OF THE VERSAILLES COURT OF APPEAL**

Societe Generale is satisfied with the judgment made by the Versailles Court of Appeal, which recognises Jerome Kerviel's civil liability.

This ruling follows on from Jerome Kerviel's definitive sentencing to five years' imprisonment, in particular for having committed the crimes of forgery and breach of trust.

The Versailles Court of Appeal rejects Jerome Kerviel's application for an expert determination of the damage suffered by Societe Generale, and therefore confirms that the net losses suffered by the Bank as a result of his criminal conduct amount to €4.9 billion. After having recalled the manner in which Jerome Kerviel entered into his fraudulent trading positions, the court appeal approved in clear terms the manner in which the positions were unwound by the Bank after they had been discovered.

By ordering Jerome Kerviel to pay 1 million euros in compensation for the harm caused by his

criminal conduct, the court made a realistic decision with regard to his capacity to reimburse.

This judgment has no impact on Societe Generale's tax situation.

#### PRESS RELATIONS

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PARIS

#### Societe Generale

Societe Generale is one of the largest European financial services groups. Based on a diversified universal banking model, the Group combines financial solidity with a strategy of sustainable growth, and aims to be the reference for relationship banking, recognised on its markets, close to clients, chosen for the quality and commitment of its teams.

Societe Generale has been playing a vital role in the economy for 150 years. With more than 145,000 employees, based in 66 countries, we accompany 31 million clients throughout the world on a daily basis. Societe Generale's teams offer advice and services to individual, corporate and institutional customers in three core businesses:

- **Retail banking in France** with the Societe Generale branch network, Credit du Nord and Boursorama, offering a comprehensive range of omnichannel financial services on the leading edge of digital innovation;
- **International retail banking, insurance and financial services to corporates** with a presence in developing economies and leading specialised businesses;
- **Corporate and investment banking, private banking, asset management and securities services**, with recognized expertise, top international rankings and integrated solutions.

Societe Generale is included in the main socially responsible investment indices: DJSI (World and Europe), FTSE4Good (Global and Europe), Euronext Vigeo (Europe, Eurozone and France), ESI Excellence (Europe) from Ethibel and 4 of the STOXX ESG Leaders indices.

For more information, you can follow us on twitter [@societegenerale](https://twitter.com/societegenerale) or visit our website [www.societegenerale.com](http://www.societegenerale.com).”

“Societe Generale discloses new regulatory capital requirements as from 1<sup>st</sup> January 2017 in a press release dated 1 December 2016.



## PRESS RELEASE

**Disclosure of new regulatory capital requirements as from 1<sup>st</sup> January 2017**

The European Central Bank confirmed the **level of additional requirement in respect of Pillar 2** (P2R or “Pillar 2 Requirement”) for Societe Generale, which will come into force as from 1st January 2017. This level has been set at 1.50%.

Taking into account the combined regulatory buffers (excluding the counter-cyclical buffer), the phased- in CET1 ratio level that would trigger the Maximum Distributable Amount mechanism in 2017 would be 7.75%, down -200bp vs. 2016, and subsequently gradually increase, all other things being equal, to 9.50% as from 1st January 2019.

The regulatory CET1 phased-in ratio, amounting to 11.6% at end-September 2016, gives the Group comfortable room for manoeuvre to meet these new requirements.

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A FRENCH CORPORATION WITH SHARE CAPITAL OF EUR 1,009,380,011.25 - 552 120 222 RCS PARIS.

## **DOCUMENTS AVAILABLE**

Copies of this Supplement 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 each Base Prospectus.

This Supplement will be published on the website of:

- the Luxembourg Stock Exchange ([www.bourse.lu](http://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 each Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus and the Previous Supplements. Each Issuer and the Guarantor accept responsibility accordingly for the information contained in this Supplement.