



**SUPPLEMENT DATED 24 AUGUST 2016
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 base 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 amend the section relating to On-Going Public Offers pursuant to the insertion of item 98 in the ESMA's "Questions and Answers" document on prospectus related issues. As the Issuers wish to continue using the final terms related to the initial base prospectus, the Issuers decided to include a prominent warning on the first page of the final terms of the series of Notes listed in the table of the Section "On-going Public Offers" of the Base Prospectus indicating the last day of the validity of the initial base prospectus and where the Base Prospectus is published.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus, the first supplement dated 9 August 2016 and the second supplement dated 12 August 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 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, only investors, who have already agreed to purchase or subscribe for the securities listed in the table of series of Notes in the Section “On-going Public Offers”, on page 96, 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 26 August 2016) to withdraw their acceptances.

AMENDMENTS TO TO THE SECTION “ON-GOING PUBLIC OFFERS” OF THE BASE PROSPECTUS

In the section “On-going Public Offers”, on page 96, a new paragraph is added, before the table of series of Notes, as follows:

“The following warning is deemed to appear on the first page of each final terms of the Series of Notes listed below:

“The base prospectus dated 26 October 2015 expires on 5 July 2016. The updated base prospectus and the subsequent base prospectuses will be available on <http://prospectus.socgen.com>.””

AMENDMENTS TO THE SECTION CROSS-REFERENCE TABLES OF THE DOCUMENTS INCORPORATED BY REFERENCE OF THE BASE PROSPECTUS

In the section “Cross-Reference tables of the documents incorporated by reference”, in paragraph 2.4 “Cross-reference tables relating to Previous Base Prospectuses”, the table on page 132 is deleted and replaced by the following:

Previous Base Prospectuses	Section	Pages
April 2013 Base Prospectus		
Base prospectus	Terms and conditions	166-272
	Additional terms and conditions	273-706
Supplement dated 31 May 2013	Terms and conditions	4
Supplement 10 January 2014	Terms and conditions	2-4
April 2014 Base Prospectus		
Base prospectus	Terms and conditions	182-294
	Additional terms and conditions	295-802
Supplement 4 June 2014	Additional terms and conditions	6-8
Supplement 24 June 2014	Additional terms and conditions	4-5
Supplement 13 August 2014	Additional terms and conditions	5-9
October 2014 Base Prospectus		
Base prospectus	Form of Final Terms	144-195
	Terms and conditions	196-312
	Additional terms and conditions	313-854
Supplement dated 6 November 2014	Terms and conditions	3
Supplement dated 18 December 2014	Additional terms and conditions	3
Supplement dated 23 January 2015	Additional terms and conditions	3-4

Supplement dated 19 March 2015	Additional terms and conditions	6-8
Supplement dated 9 June 2015	Terms and conditions of the English Law Notes and the Uncertificated Notes	9-10
	Additional terms and conditions relating to Formulae	11
	Additional terms and conditions for Structured Notes	12-13
Supplement dated 26 June 2015	Amendment made to the Supplement dated 9 June 2015	3
Supplement dated 19 August 2015	Additional terms and conditions for Commodity Linked Notes	5
October 2015 Base Prospectus		
Base prospectus	Form of Final Terms – European Economic Area	146-199
	Terms and conditions	209-328
	Additional terms and conditions	329-976
Supplement dated 4 December 2015	Form of Final Terms	9
	Additional terms and conditions for Index Linked Notes	9
	Additional terms and conditions for SGI Index Linked Notes	9-10
	Additional terms and conditions for Dividend Linked Notes	10
	Additional terms and conditions for Non Equity Security Linked Notes	11
	Additional terms and conditions for Warrant Linked Notes	12
	Technical Annex (SGI Indice "Pan Africa")	15-22
Supplement dated 19 January 2016	Terms and conditions of the English Law Notes and the Uncertificated Notes	7-8
	Terms and conditions of the French Law Notes	8-9
Supplement dated 12 April 2016	Additional terms and conditions for Portfolio Linked Notes	9-10

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 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 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 the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

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