



**SUPPLEMENT DATED 3 DECEMBER 2018  
PURSUANT TO THE BASE PROSPECTUS DATED 20 JUNE 2018**

**SOCIÉTÉ  
GÉNÉRALE**  
as Issuer and  
Guarantor  
(incorporated in  
France)

and

**SG ISSUER**  
as Issuer  
(incorporated in Luxembourg)

and

**SG OPTION EUROPE**  
as Issuer  
(incorporated in France)

## **Debt Instruments Issuance Programme**

This supplement dated 3 December 2018 (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 20 June 2018 (the **Base Prospectus**) and approved by (a) the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on 20 June 2018 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:

- incorporate by reference the English version of the third update of the 2018 registration document of Société Générale published on 8 November 2018;
- incorporate by reference the English version of the 2018 interim financial statement of SGIS;
- incorporate by reference the English version the 2018 interim financial statements of SGOE, and
- amend the Summary and the sections “Description of Société Générale”, “Description of SG Issuer” and “Description of SG Option Europe” accordingly;
- update the section “Description of Société Générale” with the information contained in the press release dated 19 November 2018 “*SOCIÉTÉ GÉNÉRALE REACHES AGREEMENTS WITH U.S. AUTHORITIES TO RESOLVE U.S. ECONOMIC SANCTIONS AND AML INVESTIGATIONS*”;
- update the section “Description of SG Issuer” following changes in the composition of the board of director and supervisory board and following the change of SG Issuer registered office address;

- provide a correction to the Terms and Conditions for English Law Notes and to the Terms and Conditions for French law Notes;
- correct a wording in in the Additional Terms and Conditions for Structured Notes;
- correct a typographical mistake in the Additional Terms and Conditions for Structured Notes and in the Additional Terms and Conditions for Share Linked Notes and Depositary Receipts Linked Notes;
- and
- make some corrections to the Additional Terms and Conditions for Commodity Linked Notes.

Any websites included in the Prospectus are for information purposes only and do not form part of the Prospectus.

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.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus, the first supplement dated 24 August 2018 and the second supplement dated 10 September 2018 (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 Luxembourg Law, 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 5 December 2018) to withdraw their acceptances.

## I. SUMMARY

In the section “Summary”, in Element B.2 (“Domicile, legal form, legislation and country of incorporation” the paragraph relating to SG Issuer is deleted in its entirety and is replaced with the following on page 7:

<b>B.2</b>	<b>Domicile, legal form, legislation and country of incorporation</b>	[If the Issuer is SG Issuer. Domicile: <b>16, Boulevard Royal L-2449 Luxembourg.</b> Legal form: Public limited liability company ( <i>société anonyme</i> ). Legislation under which the Issuer operates: Luxembourg law. Country of incorporation: Luxembourg.]
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In the section “Summary”, Element B.12 (Selected historical key financial information regarding the issuer), shall be modified as follows:

- the table relating to the selected historical key information relating to Société Générale is deleted and replaced by the following table, on pages 9 and 10:

B.12	Selected historical key financial information regarding the Issuer		<b>Nine Months 30.09.2018 (unaudited)</b>	<b>Year 31.12.2017 (audited)</b>	<b>Nine Months 30.09.2017 (unaudited)</b>	<b>Year 31.12.2016 (audited)</b>
		<b>Results (in millions of euros)</b>				
		Net Banking Income	19,278	23,954	17,631	25,298
		Operating income	5,163	4,767	3,937	6,390
		Underlying Group Net income (1)	3,721	4,491	3,616	4,145
		Reported Group Net income	3,240	2,806	2,737	3,874
		<i>French retail Banking</i>	955	1,010	1,021	1,486
		<i>International Retail Banking &amp; Financial Services</i>	1,502	1,975	1,489	1,631
		<i>Global Banking and Investor Solutions</i>	1,018	1,566	1,219	1,803
		<i>Corporate Centre</i>	(235)	(1,745)	(992)	(1,046)
		<i>Core Businesses</i>	3,475	4,551	3,729	4,920
		Net cost of risk	(642)	(1,349)	(880)	(2,091)
		Underlying ROTE ** (1)	11.0%	9.6%	10.4%	9.3%
		Tier 1 Ratio **	13.7%	13.8%	14.3%	14.5%
		<b>Activity (in billions of euros)</b>				
		Total assets and liabilities	1,303.9	1,275.1	1,338.7	1,354.4
		Customer loans at amortised costs	433.9*	425.2	412.2	426.5
		Customer deposits	411.4*	410.6	396.7	421.0
		<b>Equity (in billions of euros)</b>				
		Shareholders' equity, Group Share	60.6	59.4	60.3	62.0
		Non-controlling interests	4.6	4.7	4.5	3.7
		<b>Cash flow statements (in millions of euros)</b>				
		Net inflow (outflow) in cash and cash equivalent	N/A	18,023	N/A	18,442

	<p>* The Group signed an agreement for the disposal of Euro Bank on November 5th, 2018. This entity's contributions to the Group's balance sheet include primarily EUR 2,797 million of customer loans, EUR 938 million of amounts due to banks and EUR 1,675 million of customer deposits. No unrealised loss is to be provisioned in the income statement as at September 30th, 2018.</p> <p>** These financial ratios are neither audited nor subjected to a limited review.</p> <p>(1) Adjusted for non-economic items (in Q3 17 and 9M 17), exceptional items and linearisation of IFRIC 21.</p> <p>As of 1/1/2018, the impact of the implementation of IFRS 9 amounts to -14 basis points on the fully-loaded Common Equity Tier 1 and to - 945 M EUR on Shareholders' equity, Group share.</p>
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- the table relating to the selected historical key information relating to SG Issuer is deleted and replaced by the following table, on page 10:

(in K€)	Half year 30.06.2018 (non audited)	Year ended 31.12.2017 (audited)	Half year 30.06.2017 (non audited)	Year ended 31.12.2016 (audited)
<b>Total Revenue</b>	29,760	92,353	54,641	90,991
<b>Profit before tax</b>	148	105	21	525
<b>Profit for the financial period/year</b>	126	78	17	373
<b>Total Assets</b>	49,149,860	48,026,909	52,864,508	53,309,975

- the table relating to the selected historical key information regarding SG Option Europe is deleted and replaced by the following table on page 10:

(in K €)	Half year 30.06.2018 (non audited)	Year ended 31.12.2017 (audited)	Half year 30.06.2017 (non audited)	Year ended 31.12.2016 (audited)
<b>Banking Income</b>	16,213	24,447	(3,085)	24,834
<b>Net Income</b>	5,091	7,406	(6,212)	1,583
<b>Operating Income</b>	8,253	8,685	(13,661)	(2,666)
<b>Total Assets</b>	37,164,589	28,843,022	33,099,737	32,789,277
<b>Dividends declared per share (in €)</b>	NA	30.48	NA	3.68

- 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 on page 11:

[If the Issuer is SG Issuer or SGOE:

Not Applicable. There has been no significant change in the financial or trading position of the Issuer since **30 June 2018**.]

[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 2018**.]

## II. GENERAL INFORMATION

### A. Changes to section “Documents Incorporated by Reference”

(i) In paragraph 1 “List of the documents incorporated by reference”, the following paragraphs are modified as follows:

- in paragraph 1.1 “Documents incorporated by reference relating to Société Générale”, a sub-paragraph 1.1.5 is added as follows on page 119:

#### **“1.1.5 Third Update to the 2018 Registration Document**

The expression “**Third Update to the 2018 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 9 November 2018 under No D. 18-0112-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 38 and (iii) the cross reference tables, pages 40 and 41.

The cross-reference table in relation to the Third Update to the 2018 Registration Document appears in the paragraph 2.1.5 below.”

- in paragraph 1 “List of the documents incorporated by reference”, in paragraph 1.2 “Documents incorporated by reference relating to SG Issuer” a sub-paragraph 1.2.3 is added on page 120 as follows:

#### **“1.2.3 2018 Interim Financial Statements**

The expression “**2018 Interim Financial Statements**” means the English version of the non-audited interim financial statements of SG Issuer for the period from 1 January 2018 to 30 June 2018 prepared in accordance with international financial reporting standards (IFRS), the related appendix and notes and report of the *Réviseur d’Entreprises agréé* on review of condensed interim financial information.

The cross-reference table in relation to the 2018 Interim Financial Statements appears in paragraph 2.2.3 below.”

- in paragraph 1 “List of the documents incorporated by reference”, in paragraph 1.3 “Documents incorporated by reference relating to SG Option Europe”, a sub-paragraph 1.3.3 is added on page 120 as follows:

**“1.3.3 2018 Interim Financial Statements**

The expression “**2018 Interim Financial Statements**” means the translation into English of the non-audited interim financial statements of SG Option Europe for the period from 1 January 2018 to 30 June 2018 prepared in accordance with French GAAP, the related appendix and notes and the free translation into English language of the statutory auditors’ review report for such year.

The cross-reference table in relation to the 2018 Interim Financial Statements appears in paragraph 2.3.3 below.”

(ii) In paragraph 2 “Cross reference tables of the documents incorporated by reference”, the following paragraphs are modified as follows:

- in paragraph 2.1 “Cross reference tables relating to Société Générale”, a sub-paragraph 2.1.5 “Third Update to the 2018 Registration Document” is added, as follows on page 123:

**2.1.5 Third Update to the 2018 Registration Document**

<b>Regulation EC 809/2004 of 29 April 2004</b>	<b>Third Update to the 2018 Registration Document</b>
<b>RISK FACTORS</b>	26; 32-37
<b>BUSINESS OVERVIEW</b>	
Principal activities	<b>8-25 ; 27-29</b>
<b>FINANCIAL INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER</b>	
Interim financial information	<b>3-25</b>
Legal and arbitration proceedings	<b>26; 36-37</b>
<b>MATERIAL CONTRACTS</b>	<b>31</b>

“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.”

- in paragraph 2.2 “Cross reference tables relating to SG Issuer” a sub-paragraph 2.2.3 is added as follows on page 124:

**2.2.3 2018 Interim Financial Statements**

Statement of financial position	16
Statement of comprehensive income	15
Statement of Cash-flows	18
Statement of changes in equity	17
Notes to the condensed interim financial information	19-47
Report of the <i>Réviseur d’Entreprises agréé</i> on review of condensed interim financial information	14

- in paragraph 2.3 “Cross reference tables relating to SG Option Europe” a sub-paragraph 2.3.3 is added as follows on page 124:

**2.3.3 2018 Interim Financial Statements**

Balance sheet	4-5
Income statement	8
Cash-flow statement French Gaap	48
Notes to the financial statements (including Accounting Principles)	11-49
Free English language translation of the statutory auditors’ review report	Cover pages 2-3

## B. Changes to section “Description of Société Générale”

- *In sub-section 9 “Financial information concerning Société Générale’s assets and liabilities, financial position and profits and losses”, the paragraph 9.1 is deleted and replaced with the following on page 752 where the words in green strikethrough are deleted and the words in underlined, bold and red are added:*

### “9.1 Legal and arbitration proceedings

Save as disclosed **in the Base Prospectus as supplemented by this Supplement**, on pages 232, 444 to 447 and 521 to 523 of the 2018 Registration Document ~~and~~ pages 36 to 37 of the First Update to the 2018 Registration Document, **pages 3-5; 55 and 158-163 of the Second Update to the 2018 Registration Document, and pages 26 ; and 36-37 of the Third Update to the 2018 Registration Document**, there are no legal or arbitration proceedings relating to claims or amounts during at least twelve months prior to the date of this Base Prospectus (including any such proceeding which are pending or threatened of which Société Générale is aware) which may, or have had in the recent past significant effects on Société Générale’s and/or the Group’s financial position or profitability.

See also paragraphs 1.1 and 2.1 in the section “Documents Incorporated by Reference” of this Base Prospectus.”

- *In sub-section 9 “Financial information concerning Société Générale’s assets and liabilities, financial position and profits and losses”, the paragraph 9.2 is deleted and replaced with the following on page 752:*

### “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 2018.**”

- *In section “Description of Société Générale”, in sub-section 9 “Financial information concerning Société Générale’s assets and liabilities, financial position and profits and losses”, the following press release is added at the end of paragraph 9.3 “Recent Events” on page 752:*

# PRESS RELEASE

Paris, November 19, 2018



## **SOCIÉTÉ GÉNÉRALE REACHES AGREEMENTS WITH U.S. AUTHORITIES TO RESOLVE U.S. ECONOMIC SANCTIONS AND AML INVESTIGATIONS**

- Société Générale has reached settlement agreements with certain U.S. authorities, resolving their investigations relating to certain U.S. dollar transactions processed by Société Générale involving countries, persons or entities that are the subject of U.S. economic sanctions and implicating New York State laws.
- Société Générale has agreed to pay penalties totaling approximately \$1.3 billion (€1.2 billion) to the U.S. Authorities. This amount is entirely covered by the provision for disputes booked in Société Générale's accounts. These agreements will not have an additional impact on the Bank's results for 2018.
- The Bank has signed deferred prosecution agreements with the U.S. Attorney's Office of the Southern District of New York ("SDNY") and the New York County District Attorney's Office, which provide that, following a three-year probation period, the Bank will not be prosecuted if it abides by the terms of the agreements, to which Société Générale is fully committed. The deferred prosecution agreement with SDNY will be subject to court approval in the United States.
- The Bank has also committed, beyond the extensive actions it has already taken to date, to enhance its compliance program to prevent and detect potential violations of U.S. economic sanctions regulations and New York state laws, and to enhance corporate oversight of its sanctions compliance program. The Bank has also agreed with the Board of Governors of the Federal Reserve System to retain an independent consultant that will evaluate the Bank's progress on the implementation of enhancements to its sanctions compliance program.
- In addition, the Bank has reached a separate agreement with the New York State Department of Financial Services relating to the Bank's anti-money-laundering compliance program in the New York Branch. The Bank has agreed to pay an additional penalty of \$95 million (€82 million) in connection with this agreement, which amount is likewise entirely covered by the provision for disputes booked in Société Générale's accounts.

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Société Générale has reached settlement agreements with the Office of Foreign Assets Control of the U.S. Department of the Treasury ("OFAC"), the U.S. Attorney's Office of the Southern District of New York ("SDNY"), the New York County District Attorney's Office ("DANY"), the Board of Governors of the Federal Reserve System and the Federal Reserve Bank of New York (together, the "Federal Reserve"), and the New York State Department of Financial Services ("DFS") (collectively, the "U.S. Authorities"), resolving their investigations relating to certain U.S. dollar transactions processed by Société Générale involving countries, persons, or entities that are the subject of U.S. economic sanctions and implicating New York State laws

The vast majority by value of the sanctions violations involved in the settlements related to Cuba, and stem from a single revolving credit facility extended in 2000. The remaining transactions involved other countries that are the target of U.S. economic sanctions, including Iran.

Under the terms of these agreements, Société Générale has agreed to pay penalties totaling approximately \$1.3 billion (€1.2 billion) to the U.S. Authorities, including \$53.9 million to OFAC, \$717.2 million to SDNY, \$162.8 million to DANY, \$81.3 million to the Federal Reserve, and \$325 million to DFS.

This amount is entirely covered by the provision for disputes booked in Société Générale's accounts. These agreements will not have an additional impact on the Bank's results for 2018.

The Bank has signed deferred prosecution agreements with SDNY and DANY, which provide that, following a three-year probation period, the Bank will not be prosecuted if it abides by the terms of the agreements, to which Société Générale is fully committed.

Société Générale received significant credit from the U.S. Authorities for its cooperation during the investigation. The Bank will continue to cooperate with the U.S. Authorities in the future, pursuant to the agreements.

The Bank has also committed to continue to enhance its compliance program to prevent and detect potential violations of U.S. economic sanctions laws and New York state laws. The Bank also agreed to enhance its oversight of its sanctions compliance program. The Bank has also agreed with the Federal Reserve to retain an independent consultant that will evaluate the Bank's progress on the implementation of enhancements to its sanctions compliance program.

In this regard, in recent years, the Bank has already taken several actions, which include:

- Disseminating enhanced policies related to complying with regulations regarding sanctions and embargoes to all employees, emphasizing their importance, and in parallel, initiating an ambitious training program in the matter.
- Recruiting additional compliance officers working on financial crime, at the Group level and in the relevant business lines, and reinforcing the centralized Group-level sanctions and embargoes alert management teams.
- Reorganizing the hierarchical structure of the teams responsible for sanctions and embargoes compliance, and enhancing escalation procedures.

These specific actions supplement important measures that the Bank has already taken regarding the organization and operation of its compliance program. Notably, they include a vast multi-year compliance transformation program, the implementation of a centralized and independent compliance role directly supervised by General Management, and the deployment of a worldwide "Culture & Conduct" program. The Bank is fully committed to complying with all remediation program requirements set forth in the agreements.

In addition, the Bank has agreed to a Consent Order with DFS relating to components of the Bank's anti-money-laundering ("AML") compliance program in the New York Branch. The Consent Order requires the Bank to pay a civil money penalty of \$95 million (€82 million) in light of deficiencies noted by DFS, which amount is likewise entirely covered by the provision for disputes booked in Société Générale's accounts. The Consent Order requires the Bank to continue a series of enhancements to its New York branch's AML compliance program. After a period of 18 months, an independent consultant will conduct an assessment of the Branch's progress on the implementation of its AML compliance program.

Frédéric Oudéa, Chief Executive Officer of Société Générale, stated: "We acknowledge and regret the shortcomings that were identified in these settlements, and have cooperated with the U.S. Authorities to resolve these matters. Société Générale has already taken a number of significant steps in recent years and dedicated substantial resources to enhance its sanctions and AML compliance programs. More broadly, these resolutions, following on the heels of the resolution of other investigations earlier this year, allow the Bank to close a chapter on our most important historical disputes. Looking to the future, we aim to be a trusted partner. Anchoring a culture of responsibility in the way we conduct and develop our activities is a priority of our 'Transform to Grow' strategic plan. We aim to meet the highest standards of compliance and ethics, in the best interest of our clients and of all of our stakeholders."

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## **Societe Generale**

Societe Generale is one of the leading European financial services groups. Based on a diversified and integrated banking model, the Group combines financial strength and proven expertise in innovation with a strategy of sustainable growth, aiming to be the trusted partner for its clients, committed to the positive transformations of society and the economy. Active in the real economy for over 150 years, with a solid position in Europe and connected to the rest of the world, Societe Generale has over 147,000 members of staff in 67 countries and supports on a daily basis 31 million individual clients, businesses and institutional investors around the world by offering a wide range of advisory services and tailored financial solutions. The Group is built on three complementary core businesses:

**French Retail Banking**, which encompasses the Societe Generale, Crédit du Nord and Boursorama brands. Each offers a full range of financial services with omnichannel products at the cutting edge of digital innovation;

**International Retail Banking, Insurance and Financial Services to Corporates**, with networks in Africa, Russia, Central and Eastern Europe and specialised businesses that are leaders in their markets;

**Global Banking and Investor Solutions**, which offers recognised expertise, key international locations and integrated solutions.

Societe Generale is included in the principal socially responsible investment indices: DJSI (World and Europe), FTSE4Good (Global and Europe), Euronext Vigeo (World, Europe and Eurozone), four of the STOXX ESG Leaders indices, and the MSCI Low Carbon Leaders Index.

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

Press contacts Paris:

Antoine Lhéritier \_ +33 (0)1 42 13 68 99 \_ [antoine.lheritier@socgen.com](mailto:antoine.lheritier@socgen.com)

Pascal Hénisse \_ +33(0)1 57 29 54 08 \_ [pascal.henisse@socgen.com](mailto:pascal.henisse@socgen.com)

Press contact New York:

Jim Galvin\_ +1 212 278 71 31\_ [jim.galvin@sgcib.com](mailto:jim.galvin@sgcib.com)

### C. Changes to Section “Description of SG Issuer”

- Sub-section 2 “Selected Financial Information” on page 753 is deleted and replaced with the following paragraph:

Figures prepared in accordance with IFRS at 30 June 2018.

(in K€)	Half year 30.06.2018 (non audited)	Year ended 31.12.2017 (audited)	Half year 30.06.2017 (non audited)	Year ended 31.12.2016 (audited)
<b>Total Revenue</b>	29,760	92,353	54,641	90,991
<b>Profit before tax</b>	148	105	21	525
<b>Profit for the financial period/year</b>	126	78	17	373
<b>Total Assets</b>	49,149,860	48,026,909	52,864,508	53,309,975

- Sub-section 3 “Information about SG Issuer”, paragraph 3.5 is deleted in its entirety and replaced with the following on page 753 following the change of SG Issuer registered office address:

“ 3.5 SG Issuer, whose registered office is located at **16, Boulevard Royal L-2449 Luxembourg**, is a public limited liability company (*société anonyme*) incorporated under the laws of Luxembourg. Its telephone number is + 352 27 85 44 40.”

- Sub-section 8 “Administrative, Management and Supervisory bodies”, paragraph 8.1 shall be modified as follows on pages 754 and 755 following changes in the composition of the board of directors and of the supervisory board.

In the below paragraph, the words in green strikethrough are deleted and the words in underlined, bold and red are added.

“ 8.1 Pursuant to its articles of association, SG Issuer is managed by a board of directors under the supervision of a supervisory board.

The members of the board of directors are ~~Sophie Robatche-Claive~~ **Laurent Weil**, Thierry Bodson, Yves Cacclin, Amaury de Beler, Alexandre Galliche, Estelle Stephan Jaspard and Noël Alison (individually a "Director" and collectively the **Board of Directors**).

~~Sophie Robatche-Claive~~, **Laurent Weil**, Thierry Bodson, Yves Cacclin, Amaury de Beler, Alexandre Galliche, Estelle Stephan Jaspard and Noël Alison hold full-time management positions within the Société Générale Group.

~~Name : Sophie Robatche-Claive~~

~~Address: 17, cours Valmy, 92897 Paris la Défense 7, France~~

~~Function within SG Issuer: Director~~

~~Activities performed outside SG Issuer: Managing Director, Head of the Structuring, Transactions documentation and Projects Team in Europe – within the Financial Engineering Department of the Global Market Activities of Société Générale Investment Bank.~~

**Name: Laurent Weil,**

**Address: 17, cours Valmy, 92897 Paris la Défense 7, France**

**Function within SG Issuer: Director**

**Activities performed outside SG Issuer: Head of the Structuring, Transactions documentation and Projects Team in Europe – within the Financial Engineering Department of the Global Market Activities of Société Générale Investment Bank.**

**Name:** Thierry Bodson

**Address:** 11, avenue Emile Reuter, L-2420 Luxembourg

**Function within SG Issuer:** Director

**Activities performed outside SG Issuer:** Corporate Engineer within Société Générale Bank & Trust

**Name:** Yves Cacclin

**Address:** 11, avenue Emile Reuter, L-2420 Luxembourg

**Function within SG Issuer:** Chairman of the Board of Directors

**Activities performed outside SG Issuer:** Head of Corporate and Investment banking in Société Générale Bank & Trust

**Name:** Amaury de Beler

**Address:** 11, avenue Emile Reuter, L-2420 Luxembourg

**Function within SG Issuer:** Director

**Activities performed outside SG Issuer:** Deputy CFO financial officer in Société Générale Bank & Trust

**Name :** Alexandre Galliche

**Address :** 11, avenue Emile Reuter, L-2420 Luxembourg

**Function within SG Issuer:** Director

**Activities performed outside SG Issuer:** Corporate Engineer within Société Générale Bank & Trust

**Name :** Estelle Stephan Jaspard

**Address :** 189 Rue d'Aubervilliers 75886 PARIS Cedex 18 FR

**Function within SG Issuer:** Director

**Activities performed outside SG Issuer:** Head of DFIN/MAR/NOR – Accounting Norms, Referentials & Schemes for Market activities within Societe Generale

**Name :** Noël Alison

**Address :** 17, cours Valmy, 92897 Paris la Défense 7, France

**Function within SG Issuer:** Director

**Activities performed outside SG Issuer:** Global Head of trade capture teams within Société Générale Global Banking & Investor Solutions

The members of the supervisory board are Olivier Freitas, Didier Lallemand, Vincent Robillard, Arnaud Jacquemin and Gregory Claudy (the "**Supervisory Board**").

Olivier Freitas, Didier Lallemand, Vincent Robillard and Arnaud Jacquemin currently hold full-time management positions within the Société Générale Group.

**Name :** Olivier Freitas

**Address :** 11, avenue Emile Reuter, L-2420 Luxembourg

**Function within SG Issuer:** Member of the Supervisory Board

**Activities performed outside SG Issuer:** Head of Structured Solutions and Leasing Luxembourg

**Name :** Didier Lallemand

**Address :** 17, cours Valmy, 92897 Paris la Défense 7, France

**Function within SG Issuer:** Member of the Supervisory Board

**Activities performed outside SG Issuer:** Chief Financial Officer of Global Banking & Investor Solutions".

**Name :** Vincent Robillard

**Address :** 17, cours Valmy, 92897 Paris la Défense 7, France

**Function within SG Issuer:** Member of the Supervisory Board

**Activities performed outside SG Issuer:** Head of Funding of Société Générale Group

**Name:** Arnaud Jacquemin

**Address:** 11, avenue Emile Reuter, L-2420 Luxembourg

**Function within SG Issuer:** ~~Member~~ **Chairman** of the Supervisory Board

**Activities performed outside SG Issuer:** Chief Executive Officer of Société Générale Bank & Trust

**Name:** Gregory Claudy

**Address:** 225a, rue du Burgknapp, B-6717 Heinstert

**Function within SG Issuer:** Member of the Supervisory Board

**Activities performed outside SG Issuer:** Non-Executive Director of Internaxx Bank S.A., Executive Director of Alitèr Sentio s.à.r.l., Executive Director of R Lease S.A."

- *Sub-Section 11 "Financial Information concerning SG Issuer's assets and liabilities, financial position and profits and losses" is modified as follows:*

The paragraph 11.4 "Interim and other financial information" on page 756 is deleted and replaced with the following:

"Since the date of its last audited financial statements, SG Issuer has published interim financial statements as of 30 June 2018."

The paragraph 11.6 "Significant change in the financial or trading position" on page 756 is deleted and replaced with the following:

"There has been no significant change in the financial or trading position of SG Issuer since 30 June 2018."

#### D. Changes to Section “Description of SG Option Europe”

- *Sub-section 2 “Selected Financial Information” on page 758 is deleted and replaced with the following paragraph:*

Figures prepared in accordance with French GAAP 30 June 2018.

(in K €)	Half year 30.06.2018 (non audited)	Year ended 31.12.2017 (audited)	Half year 30.06.2017 (non audited)	Year ended 31.12.2016 (audited)
<b>Banking Income</b>	16213	24,447	(3,085)	24,834
<b>Net Income</b>	5091	7,406	(6,212)	1,583
<b>Operating Income</b>	8253	8,685	(13,661)	(2,666)
<b>Total Assets</b>	37,164,589	28,843,022	33,099,737	32,789,277
<b>Dividends declared per share</b>	NA	30.48	NA	3.68

- *The paragraph 11.4 “Interim and other financial information” on page 761 is deleted and replaced with the following:*

“Since the date of its last audited financial statements, SG Option Europe has published interim financial statements as of 30 June 2018.”

- *The paragraph 11.6 “Significant change in the financial or trading position” on page 761 is deleted and replaced with the following:*

“There has been no significant change in the financial or trading position of SG Option Europe since 30 June 2018.”

**E. Changes to section “Terms and Conditions of the English Law Notes”**

*In Condition 3 “Interest”, in Condition 3.2.2 “Floating Coupon Amount”, the following sentence is added at the end of the last paragraph of Condition 3.2.3.1 “ISDA Determination” on page 213 as follows:*

***“If the Calculation Agent determines that an Administrator/Benchmark Event occurred, Condition 5.20 will apply.”***

**F. Changes to section “Terms and Conditions of the French Law Notes”**

*In Condition 3 “Interest”, in Condition 3.2.2 “Floating Coupon Amount”, the following sentence is added at the end of the last paragraph of Condition 3.2.3.1 “ISDA Determination” on page 278 as follows:*

***“If the Calculation Agent determines that an Administrator/Benchmark Event occurred, Condition 5.20 will apply.”***

**G. Changes to section “Additional Terms and Conditions for Structured Notes” and to section “Additional Terms and Conditions for Share Linked Notes and Depositary Receipts Linked Notes”**

*(i) In the Additional Terms and Conditions for Structured Notes, in Condition 4.2 “Consequences of Disrupted Day”, in the second paragraphs, the sub-paragraphs “(a)” and “(b)” on pages 459 and 460 are modified as follows where the words in green strikethrough have been deleted:*

*“ Provided however that,*

- (a) if a Scheduled Averaging Date is a Disrupted Day, the Averaging Date shall be postponed pursuant to the provisions above to the first succeeding Scheduled Trading Day that is not a Disrupted Day provided it is not also a Scheduled Averaging Date; if on the eighth Scheduled Trading Day following the Scheduled Averaging Date, a Scheduled Trading Day that is not a Disrupted Day nor another Scheduled Averaging Date has not occurred, then that eighth Scheduled Trading Day shall be deemed the Averaging Date (irrespective of whether that eighth Scheduled Trading Day is also a Scheduled Averaging Date), ~~and except in case the Underlying is a Depositary Receipt,~~ the Calculation Agent shall make on that day the determinations described in (B) above, and the good faith estimate of the value or level of the Underlying so calculated shall be deemed the Closing Price;
- (b) notwithstanding the foregoing, a Valuation Date or an Averaging Date (postponed as the case may be pursuant to the provisions above) shall occur not later than the fourth Business Day before the date of any payment to be made under the Notes on the basis of determinations made on such Valuation Date or Averaging Date; if a Valuation Date or an Averaging Date (postponed as the case may be pursuant to the provisions above) would fall after the fourth Business Day prior to the date of any payment to be made under the Notes on the basis of determinations made on such Valuation Date or Averaging Date, then that fourth Business Day shall be deemed the Valuation Date or Averaging Date and ~~except in case the Underlying is a Depositary Receipt,~~ the Calculation Agent shall make, on that day the determinations described in (B) above at the latest as of the Valuation Time on such fourth Business Day and the good faith

estimate of the value or level of the Underlying so calculated shall be deemed the Closing Price, “

(ii) Following a typographical mistake in the sections “Additional Terms and Conditions for Structured Notes” and “Additional Terms and Conditions for Share Linked Notes and Depository Receipts Linked Notes”.

*In the sections “Additional Terms and Conditions for Structured Notes” and “Additional Terms and Conditions for Share Linked Notes and Depository Receipts Linked Notes”, from pages 452 to 469:*

- Every occurrence of the terms *Depository Security*” or “*Depository Securities*” throughout the sub-mentioned sections are deleted and replaced with the terms “**Deposited Security**” or “**Deposited Securities**” as the case may be.
- Every occurrence of the terms “*Depository Receipt*” or “*Depository Receipts*” throughout the sub-mentioned sections are deleted and replaced with the terms “**Depository Receipt**” or “**Depository Receipts**” as the case may be.

(iii) In the “Additional Terms and Conditions for Share Linked Notes and Depository Receipts Linked Notes”.

- *in condition 3.1.2 “Extraordinary events and consequences”, the paragraph “C” of the definition of “Merger Event” on page 467 is modified as follows where the words in green strikethrough has been deleted and the words underlined, in bold and red added:*

“C. other take-over offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person to purchase or otherwise obtain 100 per cent. of the outstanding Shares or ~~Depository~~ **Deposited** Securities that results in a transfer of or an irrevocable commitment to transfer all or part of such Shares or ~~Depository~~ **Deposited** Securities (other than any of such Shares ~~or Deposited~~ **Securities** owned or controlled by the offeror); or”

#### **H. Changes to section “Additional Terms and Conditions for Commodity Linked Notes”**

(i) In the sub-section “Definitions”, the following definitions are modified:

- *On page 491, in paragraph 1.1 “Commodity Reference Prices”, the paragraph (b) of definition of “GOC” is modified as follows where the words in green strikethrough has been deleted and the words underlined, in bold and red added:*

“(b) if such date falls on or after the first notice date of ~~any of the~~ Selected ~~Futures Contracts~~ Futures Contract, the relevant Futures Contract for such date will be the second next to expire Futures Contract among February, April, June, August and December Futures Contract.”



- On page 498, in paragraph 1.3 “Other definitions”, the paragraph (ii) of definition of “Gold COMEX Intraday Price” is modified as follows where the words in green strikethrough has been deleted and the words underlined, in bold and red added:

- « (ii) If such date falls on or after the first notice date of ~~any of the~~ Selected ~~Futures Contracts~~ **Futures** Contract, the ~~relevant~~ **Relevant** Futures Contract for such date will be the second next to expire Futures Contract among February, April, June, August and December Futures Contract.”

- On page 502, in paragraph 1.3 “Other definitions”, the before last sentence of the definition of “Valuation Date” is modified as follows where the words in green strikethrough has been deleted and the words underlined, in bold and red added:

« With respect to ~~an~~ **a Commodity** Index, Valuation Date is subject to Index Business Day Adjustment. »

- On pages 495 and 496, in paragraph 1.3 “Other definitions”, the definition of “**Hedge Positions**” is deleted in its entirety.

(ii) In the paragraph “CHANGE IN LAW, HEDGING DISRUPTION, INCREASED COST OF HEDGING – AND CONSEQUENCES”.

- On page 506, the first line of the definition of “Change in Law” is modified as follows where the words underlined, in bold and red have been added:

“**Change in Law** means, with respect to Notes that have one or more Commodity(ies) **or one or more Commodity Indice(s)** as Underlying(s) that, on or after the first to occur of (a) the Issue Date and (b) the first Valuation Date of the Notes, due to (...)”.

- On page 506, the definition of “Hedge Position” is deleted in its entirety and replaced with the following definition where the words in green strikethrough has been deleted and the words underlined, in bold and red added;

“For the purpose hereof, **Hedge Position** means **(i)** one or more positions in or contracts related to commodities, over-the-counter or exchange-traded commodity derivative transactions, **one or more positions or contracts in securities, options, futures, derivatives, interest rate transactions or** foreign exchange transactions **(ii) securities lending/borrowing transactions, (iii) any cash deposits or cash borrowing and/or (iv) other instruments, or** arrangements, **assets or liabilities** (howsoever described) necessary to hedge, individually or on a portfolio basis or otherwise, the risks of Société Générale or any of its affiliates of (a) issuing and performing any of the obligations with respect to the Notes or (b) entering into and performing the obligations under ~~the~~ **any** agreement entered into ~~with the Issuer~~ in relation to the Notes or the Underlying(s) of the Notes.”

## **I. Changes to the contact details**

*Following the change of SG Issuer registered office address, the address of SG Issuer on page 859 shall be deleted and replaced with the following address:*

**SG Issuer  
16, Boulevard Royal  
L-2449 Luxembourg.**

## **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](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 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 the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus and the Previous Supplements.

Accordingly each Issuer and the Guarantor accept responsibility for the information contained in or incorporated into this Supplement.