

**FIRST SUPPLEMENT DATED 03 OCTOBER 2017
TO THE BASE PROSPECTUS DATED 19 JUNE 2017**

**SOCIÉTÉ GÉNÉRALE SCF
€ 15,000,000,000
Euro Medium Term Note Programme
for the issue of *Obligations Foncières***

This first supplement (the *First Supplement*) is supplemental to, and should be read in conjunction with, the base prospectus dated 19 June 2017 which was granted visa n°17-277 on 19 June 2017 (the *Base Prospectus*), prepared by Société Générale SCF (the *Issuer*) with respect to its €15,000,000,000 Euro Medium Term Note Programme (the *Programme*).

The Issuer has prepared this First Supplement pursuant to article 16.1 of the Directive 2003/71/EC of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading, as amended pursuant to Directive 2010/73/EC of 24 November 2010 (the *Prospectus Directive*) and article 212-25 of the *Règlement Général* (the *AMF General Regulations*) of the *Autorité des marchés financiers* (the *AMF*) for the purpose of:

- updating the Base Prospectus with the 2017 half year financial statements of the Issuer;
- adding a risk factor relating to the Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 (the *Benchmark Regulation*);
- updating the Cover ratio, as of 30 June 2017;
- updating the board of directors of the Issuer.

The Base Prospectus, as supplemented pursuant to this First Supplement, constitutes a base prospectus for the purpose of the Prospectus Directive. Terms defined in the Base Prospectus have the same meaning when used in this First Supplement.

Application has been made to the AMF in France for approval of this First Supplement, in its capacity as competent authority pursuant to article 212-2 of the AMF General Regulations.

Save as disclosed in this First Supplement, no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this First Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statements in (a) above will prevail.

To the extent applicable, and provided that the conditions of article 212-25, I of the AMF General Regulations are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this First Supplement is published, have the right, according to Article 212-25 II of the AMF General Regulations, to withdraw their acceptances within a time limit of minimum two (2) working days after the publication of this First Supplement (no later than 05 October 2017).

This First Supplement will be published on the websites of (a) the AMF (www.amf-france.org) and (b) the Issuer (<http://prospectus.socgen.com>). For so long as any Notes may be issued pursuant to the Base Prospectus, copies of this First Supplement will also, when published, be available free of charge during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), at the registered office of the Issuer and at the specified office of the Paying Agent(s).

This First Supplement is governed by French law.

In accordance with articles L. 412-1 and L. 621-8 of the French Monetary and Financial Code and with the AMF General Regulations, in particular articles 212-31 to 212-33, the AMF has granted to this First Supplement visa n° 17-529 on 03 October 2017. This First Supplement was prepared by the Issuer and its signatories assume responsibility for it.

The visa, in accordance with article L. 621-8-1-I of the French Monetary and Financial Code, has been granted by the AMF after the AMF has examined of whether the document is complete and understandable, and the information it contains is consistent. It does not imply that the AMF has approved the interest of the operation, nor that the AMF has verified the accounting and financial data set out herein.

In accordance with article 212-32 of the AMF General Regulations, any issuance or admission to trading of Notes on the basis of this Base Prospectus will be subject to prior publication of the final terms and conditions of the Notes to be issued.

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1. AMENDMENT TO THE BASE PROSPECTUS

1.1 SUMMARY OF THE PROGRAMME

In section “**SUMMARY OF THE PROGRAMME**” on pages 7 and 8 of the Base Prospectus, the sub-paragraph headed “**B.12 Selected Financial information**” is deleted and restated as follows:

Income Statement	30/06/2017	31/12/2016	30/06/2016	31/12/2015
	(Non audited*)	(Audited)	(Non audited*)	(Audited)
Net banking income	6,925	16,672	9,067	18,634
Gross operating income	5,128	12,292	6,352	13,938
Net income	3,290	7,906	4,003	8,462
Balance Sheet				
Total balance sheet	7,814,616	8,685,480	9,868,879	10,015,264
Shareholders' equity	233,817	230,527	226,624	222,621
Debt securities	7,565,039	8,432,623	9,619,382	9,759,471

* Half Year Limited Review Auditor's Report on half year financial information.

Cash flows (in thousands of EUR)

	30/06/2017	31/12/2016	30/06/2016	31/12/2015
	(Non audited)	(Audited)	(Non audited)	(Audited)
Net cash flow from operating activities	865,834	1,105,307	137,373	363,437
Net cash flow relating to investment activities	-	-	-	-
Net cash flow relating to financing activities	(867,662)	(1,326,761)	(140,090)	(143,462)
Changes in net cash	(1,827)	(221,454)	(2,717)	219,975
Total	6,174	8,002	226,739	229,456

* Half Year Limited Review Auditor's Report.

There has been no material adverse change in the prospects of the Issuer since the last published annual audited accounts.

There has been no significant change in the financial or trading position of the Issuer since the end of the last financial period for which financial statements on 30 June 2017 have been published.

1.2 RESUME DU PROGRAMME

In section “**RESUME DU PROGRAMME**” on page 19 of the Base Prospectus, the sub-paragraph headed “**B.12 Information financière historique**” is deleted and restated as follows:

B.12 Informations financières historiques	<u>Données financières comparées (en milliers d'euros) :</u>				
	Compte de résultat	30/06/2017 <i>(Non audité*)</i>	31/12/2016 <i>(Audité)</i>	30/06/2016 <i>(Non audité*)</i>	31/12/2015 <i>(Audité)</i>
	Produit net bancaire	6 925	16 672	9 067	18 634
	Résultat d'exploitation brut	5 128	12 292	6 352	13 938
	Résultat net	3 290	7 906	4 003	8 462
	Bilan				
	Total du bilan	7 814 616	8 685 480	9 868 879	10,015,264
	Fonds propres	233 817	230 527	226 624	222 621
	Dettes représentées par un titre	7 565 039	8 432 623	9 619 382	9 759 471
	*Rapport d'examen limité des commissaires aux comptes.				
<u>Flux de trésorerie (en milliers d'euros) :</u>					
	30/06/2017 <i>(Non audité*)</i>	31/12/2016 <i>(Audité)</i>	30/06/2016 <i>(Non audité*)</i>	31/12/2015 <i>(Audité)</i>	
Flux de trésorerie nette pour les activités d'exploitation	865 834	1 105 307	137 373	363 437	
Flux de trésorerie nette pour les activités d'investissement	-	-	-	-	
Flux de trésorerie nette pour les activités de financement	(867 662)	(1 326 761)	(140 090)	(143 462)	
Variation de la trésorerie nette	(1 827)	(221 454)	(2 717)	219 975	
Total	6 174	8 002	226 739	229 456	
*Rapport d'examen limité des commissaires aux comptes.					
« Il n'y a eu aucun changement significatif défavorable dans les perspectives de l'Émetteur depuis la date de publication des derniers états financiers annuels vérifiés et publiés.					
Il n'est survenu aucun changement significatif dans la situation financière ou commerciale de l'Émetteur depuis la fin de la période couverte par les derniers états financiers au 30 juin 2017 publiés.					
»					

1.3 RISK FACTOR

In Section “**RISK FACTOR RELATING TO THE NOTES**”, paragraph B. “**RISKS RELATED TO THE STRUCTURE OF A PARTICULAR ISSUE OF NOTES**” on page 46 of the Base Prospectus, the following paragraph is added:

“Risk relating to the new Benchmark Regulation

The Regulation (EU) 2016/2011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds (the **Benchmark Regulation**) was published in the Official Journal of the European Union on 29 June 2016 and entered into force on 30 June 2016. It applies across the European Union from 1 January 2018, with the exception of certain provisions (specified in article 59) that began to apply from 30 June 2016 and certain provisions which amend Regulation (EU) No 596/2014 on market abuse (the **Market Abuse Regulation**) and therefore became effective on the date of entry into force of the Market Abuse Regulation, 3 July 2016.

The purpose of the Benchmark Regulation is to regulate the risk of manipulating the value of indices and to reduce the risk of conflicts of interests arising. It aims at improving the quality (integrity and accuracy) of the input data and the transparency of the methodologies used by administrators and at improving governance and controls of both administrators' and contributors' activities.

The Benchmark Regulation will apply to "contributors", "administrators" and "users" of "benchmarks" in the EU, and will, among other things, (i) require benchmark administrators to be authorised or registered by the competent authority (or, if non-EU-based, to be subject to an equivalent regime or otherwise recognised or endorsed) and to comply with requirements in relation to the administration of "benchmarks" and (ii) ban the use of "benchmarks" of unauthorised administrators. The scope of the Benchmark Regulation is wide and will apply to many interest rate indices, as well as equity, commodity and foreign exchange rate indices and other indices (including "proprietary" indices or strategies) which are referenced in certain financial instruments where used to determine the amount payable under or the value or performance of certain financial instruments traded on a trading venue or via a systematic internaliser, financial contracts and investment funds.

In order to provide a proportionate response to the risks that different benchmarks pose, the Benchmark Regulation distinguishes different types of "benchmark" depending on quantitative and qualitative criteria and subjects these different types of benchmarks to more or less stringent requirements.

The Benchmark Regulation could have a material impact on any Notes traded on a trading venue or via a “systematic internaliser” linked to a "benchmark" index, including in any of the following circumstances:

- (i) an index which is a "benchmark" could not be used as such if its administrator does not obtain the required authorisation, registration or if it is based in a non-EU jurisdiction, the equivalence conditions or recognitions and the Notes could be adjusted, redeemed prior to maturity or otherwise impacted in accordance with the applicable Terms and Conditions of the Notes; and
- (ii) the methodology or other terms of the "benchmark" could be changed in order to comply with the terms of the Benchmark Regulation, and such changes could have the effect of reducing or increasing the level or affecting the volatility of the published level, and could lead to adjustments pursuant to the Terms and Conditions of the Notes.

The Benchmark Regulation (and further guidance in relation to it) could increase the costs and risks of administering or otherwise participating in the setting of a "benchmark" and complying with any such regulations or requirements.

Such factors may have the effect of discouraging market participants from continuing to administer or contribute to certain "benchmarks", trigger changes in the rules or methodologies used in certain "benchmarks" or lead to the disappearance of certain "benchmarks". The disappearance of a "benchmark" or changes in the manner of administration of a "benchmark" could result in adjustments to the Notes in accordance with the Terms and Conditions of the Notes, including early redemption of the Notes. Any such consequence could have a material adverse effect on the value of and return on the Notes."

1.4 DOCUMENTS INCORPORATED BY REFERENCE

In section "**DOCUMENTS INCORPORATED BY REFERENCE**" on page 48, of the Base Prospectus, a new paragraph is added:

- "the "**Société Générale SCF – Rapport financier semestriel 2017**" including (i) the "**Société Générale SCF – Rapport de gestion semestriel présenté par le conseil d'administration du mercredi 13 septembre 2017**" (the "**2017 Half Year Board Report**"); (ii) *Société Générale SCF—Etats Financiers au 30/06/2017*", including the "*Société Générale SCF Tableau des Flux de Trésorerie*" which contains the non-audited cash flow statements of the Issuer for the period ended 30 June 2017 (the "**2017 Half Year Accounts**"); the (iii) "*Société Générale SCF – Rapport d'examen limité des Commissaires aux Comptes sur l'information financière semestrielle – 30 juin 2017*" (the "**2017 Half Year Limited Review Auditors' Report**"); and (iv) the "*Déclaration des personnes physiques qui assument la responsabilité du rapport semestriel 2017*" all in French language (together, the "**2017 Half Year Financial Information**") ;"

1.5 CROSS-REFERENCE LIST

The section “**CROSS-REFERENCE LIST**” on page 49 of the Base Prospectus is deleted and restated as follows:

INFORMATION INCORPORATED BY REFERENCE	REFERENCE
(Annex IV of the European Regulation 809/2004/EC, as amended)	
13. FINANCIAL INFORMATION CONCERNING THE ISSUER’S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
13.1 Historical Financial Information	
2017 Half Year Financial Information	
Balance sheet and off balance sheet	Pages 21 to 23 of the Half Year Financial Information
Profit and Loss Account	Pages 25 to 26 of the 2017 Half Year Financial Information
Notes (<i>Annexes</i>)	Pages 28 to 58 of the 2017 Half Year Financial Information
Cash Flow Statements	Page 59 of the 2017 Half Year Financial Information
Statutory Auditor’s Report	Pages 62 to 63 of the 2017 Half Year Financial Information
2017 Half Year Board Report	Pages 5 to 16 of the 2017 Half Year Financial Information
2016 Financial Statements	
Balance sheet and off balance sheet	Pages 4 to 6 of the 2016 Annual Accounts
Profit and Loss Account	Pages 8 and 9 of the 2016 Annual Accounts
Notes (<i>Annexes</i>)	Pages 11 to 38 of the 2016 Annual Accounts
Cash Flow Statements	Pages 39 to 40 of the 2016 Annual Accounts
Statutory Auditor’s Report	Pages 1 and 2 of the 2016 Auditors’ Report
Annual Report 2016	Page 1 to 20 of Société Générale SCF – Rapport de gestion présenté par le conseil d’administration à l’assemblée générale annuelle du 17 mai 2017
2015 Financial Statements	
Balance sheet and off balance sheet	Pages 2 and 3 of the 2015 Annual Accounts
Profit and Loss Account	Page 5 of the 2015 Annual Accounts
Notes (<i>Annexes</i>)	Pages 7 to 33 of the 2015 Annual Accounts
Cash Flow Statements	Page 34 of the 2015 Annual Accounts
Statutory Auditors’ Report	Pages 1 and 2 of the 2015 Auditors' Report

1.6 SUMMARY OF THE LEGISLATION AND REGULATIONS RELATING TO SOCIÉTÉS DE CREDIT FONCIER

In section “*SUMMARY OF THE LEGISLATION AND REGULATIONS RELATING TO SOCIÉTÉS DE CREDIT FONCIER*”, on page 62 of the Base Prospectus, the fourth paragraph of the sub-section headed “Cover Ratio” is amended as follows :

“This cover ratio is published quarterly (on 31 March, 30 June, 30 September and 31 December) by the Issuer, and the most updated cover ratio is available for viewing on the website of the Issuer (<http://www.societegenerale.com/fr/mesurer-notre-performance/investisseurs/investisseurs-dette>). The latest cover ratio certified by the specific controller of the Issuer as of 30.06.2017 was 145.59 %.”

1.7 DESCRIPTION OF THE ISSUER

In section “*DESCRIPTION OF THE ISSUER*” sub-section “*Management of the Issuer and compliance with the corporate governance regulations*”, on page 68 of the Base Prospectus, the table rating to” Names, business address and functions of the members of the board of directors and principal activities performed by them outside the Issuer” in is amended as follows:

Names	Business Address	Function	Principal activities performed outside the Issuer
Stéphane Landon	17, cours Valmy - 92800 Puteaux	Chief executive officer (<i>directeur général</i>) and director (<i>administrateur</i>)	Head of Group Treasury and ALM of Société Générale group
Vincent Robillard	17, cours Valmy - 92800 Puteaux	Deputy chief executive officer (<i>directeur général délégué</i>) and director (<i>administrateur</i>)	Head of Funding of Société Générale group
Claire Dumas	17, cours Valmy - 92800 Puteaux	Chairman of the Board (<i>Président du conseil d'administration</i>) and Director (<i>administrateur</i>)	Chief Financial Officer of the retail bank of Société Générale in France
Thierry Samin	17, cours Valmy - 92800 Puteaux	Director (<i>administrateur</i>)	Head of Financial and Banking Regulations of Société Générale group
Philippe Rucheton	17, cours Valmy - 92800 Puteaux	Independent Director (<i>administrateur indépendant</i>)	Independent Director
Thierry Garcia	17, cours Valmy - 92800 Puteaux	Director (<i>administrateur</i>)	Chief Accounting Officer of Société Générale Group
Agathe Zinzindouhoue	17, cours Valmy - 92800 Puteaux	Director (<i>administrateur</i>)	Head of Global Risk Measurement Department
Nicolas Cosson	17, cours Valmy - 92800 Puteaux	Director (<i>administrateur</i>)	Deputy Head of Group Strategy of Société Générale

1.8 FINANCIAL INFORMATION OF THE ISSUER

In section “**FINANCIAL INFORMATION OF THE ISSUER**” on 71 of the Base Prospectus, paragraphs headed “**Comparative Financial Data**” and “**Cash Flow Statement**” are amended as follows:

“The financial statements of Société Générale SCF have been prepared in accordance with general accounting principles applicable in France to credit institution. The method adopted for valuing items recorded in the accounting records is historical cost.

Comparative Financial Data (in thousands of EUR)

Income Statement	30/06/2017 <i>(Non audited*)</i>	31/12/2016 <i>(Audited)</i>	30/06/2016 <i>(Non audited*)</i>	31/12/2015 <i>(Audited)</i>
Net banking income	6,925	16,672	9,067	18,634
Gross operating income	5,128	12,292	6,352	13,938
Net income	3,290	7,906	4,003	8,462
Balance Sheet				
Total balance sheet	7,814,616	8,685,480	9,868,879	10,015,264
Shareholders' equity	233,817	230,527	226,624	222,621
Debt securities	7,565,039	8,432,623	9,619,382	9,759,471

* Half Year Limited Review Auditor's Report.

There has been no material adverse change in the prospects of the Issuer since the last published annual audited accounts.

There has been no significant change in the financial or trading position of the Issuer since the end of the last financial period for which financial statements on 30 June 2017 have been published.

Cash Flow Statement (in thousands of EUR)

	30/06/2017 <i>(Non audited*)</i>	31/12/2016 <i>(Audited)</i>	30/06/2016 <i>(Non audited*)</i>	31/12/2015 <i>(Audited)</i>
Net cash flow from operating activities	865,834	1,105,307	137,373	363,437
Net cash flow relating to investment activities	-	-	-	-
Net cash flow relating to financing activities	(867,662)	(1,326,761)	(140,090)	(143,462)
Changes in net cash	(1,827)	(221,454)	(2,717)	219,975
Total	6,174	8,002	226,739	229,456

* Half Year Limited Review Auditor's Report.

The cash flow statement analyses changes in cash flow from operating activities, investing activities and financing activities between two financial periods. Financing activities represent bonds borrowings.

The cash flow statement was established according to rules applicable to the regulation 2014-07 CRBF applicable to credit institutions, as well as to accounting principles generally admitted in the French banking profession.”

1.9 FORM OF FINAL TERMS

1.9.1 In section “**FORM OF FINAL TERMS**” “**Annex – Form of Issue Specific Summary**” of the Base Prospectus, the sub-paragraph headed “**B.12 Selected financial information**” on page 119 is deleted and restated as follows:

Income Statement	30/06/2017	31/12/2016	30/06/2016	31/12/2015
	(Non audited*)	(Audited)	(Non audited*)	(Audited)
Net banking income	6,925	16,672	9,067	18,634
Gross operating income	5,128	12,292	6,352	13,938
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* Half Year Limited Review Auditor's Report.

Cash flows (in thousands of EUR)

	30/06/2017	31/12/2016	30/06/2016	31/12/2015
	(Non audited*)	(Audited)	(Non audited*)	(Audited)
Net cash flow from operating activities	865,834	1,105,307	137,373	363,437
Net cash flow relating to investment activities	-	-	-	-
Net cash flow relating to financing activities	(867,662)	(1,326,761)	(140,090)	(143,462)
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There has been no significant change in the financial or trading position of the Issuer since the end of the last financial period for which financial statements on 30 June 2017 have been published.

1.9.2 In section headed “**FORM OF FINAL TERMS**” “**Annex – Form of Issue Specific Summary**” on page 130 of the Base Prospectus, the sub-paragraph headed “**B.12 Informations financières historiques**” is deleted and restated as follows:

B.12 Informations financières historiques	Données financières comparées (<i>en milliers d'euros</i>):																																								
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Variation de la trésorerie nette	(1 827)	(221,454)	(2 717)	219 975																																					
Total	6 174	8 002	226 739	229 456																																					
* Rapport d'examen limité des commissaires aux comptes.																																									
« Il n'y a eu aucun changement significatif défavorable dans les perspectives de l'Émetteur depuis la date de publication des derniers états financiers annuels vérifiés et publiés.																																									
Il n'est survenu aucun changement significatif dans la situation financière ou commerciale de l'Émetteur depuis la fin de la période couverte par les derniers états financiers au 30 juin 2017 publiés. »																																									

1.10 GENERAL INFORMATION

In section “*GENERAL INFORMATION*” on page 148 of the Base Prospectus the sub-paragraph (3), (4) and (5) are amended as follows:

- (3) “Except as disclosed in this Base Prospectus, there has been no material adverse change in the prospects of the Issuer since 30 June 2017.”
- (4) “Except as disclosed in this Base Prospectus, there has been no significant change in the financial or trading position of the Issuer since 30 June 2017.”
- (5) “There have been no recent events which the Issuer considers material to the investors since 30 June 2017.”

2. PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS FIRST SUPPLEMENT

In the name of the Issuer

After having taken all reasonable measures in this regard, I hereby certify that the information contained or incorporated by reference in this First Supplement is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

Paris, 03 October 2017 :

SOCIÉTÉ GÉNÉRALE SCF

17, cours Valmy
92800 PUTEAUX
France

Duly represented by Vincent Robillard
in its capacity, as Deputy Chief Executive Officer (*Directeur généra délégué*) of the Issuer