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First Supplement dated May 24, 2013
to the Offering Memorandum dated April 11, 2013

SOCIÉTÉ GÉNÉRALE
(as Issuer)

SOCIÉTÉ GÉNÉRALE, NEW YORK BRANCH
(as Guarantor)

FIRST SUPPLEMENT TO THE OFFERING MEMORANDUM

$6,000,000,000 U.S. Medium Term Notes Program

Unless otherwise specified in the applicable Offering Memorandum Supplement,
payment of all amounts due and payable or deliverable under the Notes is
irrevocably and unconditionally guaranteed pursuant to
a guarantee issued by
SOCIÉTÉ GÉNÉRALE, NEW YORK BRANCH

This first supplement ("**First Supplement**") and the information herein are incorporated by reference into the offering memorandum dated April 11, 2013 (the "**Offering Memorandum**") and form part of the Offering Memorandum. This First Supplement completes and modifies the Offering Memorandum and must be read in conjunction with the Offering Memorandum (and all documents incorporated by reference therein) and the relevant Offering Memorandum Supplement. Incorporation by reference of this First Supplement and the information herein means that the Issuer has disclosed important information to you by referring you to this First Supplement.

Complete information about the Issuer, the Program and the offer of any Notes is available only on the basis of the combination of the Offering Memorandum, the relevant Offering Memorandum Supplement and all supplements to the Offering Memorandum (including this First Supplement). Copies of the Offering Memorandum, the relevant Offering Memorandum Supplement and any supplements to the Offering Memorandum are available for consultation on the website http://usprogram.socgen.com.

Any statement or information, as applicable, in a document incorporated or deemed to be incorporated by reference in the Offering Memorandum shall be deemed to be modified or superseded to the extent that another statement or other information contained in any other subsequently published document that also is or is deemed to be incorporated by reference in the Offering Memorandum modifies or supersedes such earlier statement or information. Any statement or information so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Offering Memorandum.

To the extent that there is any inconsistency between (i) any statement or information in this First Supplement or any statement or information incorporated by reference into the Offering Memorandum by this First Supplement and (ii) any other earlier statement or information in or incorporated by reference into the Offering Memorandum, the statement or information, as applicable, in or incorporated by reference into the Offering Memorandum by this First Supplement shall prevail.

Capitalized terms used in this First Supplement, but not defined herein, shall have the meaning ascribed to them in the Offering Memorandum.

The Notes and the Guarantee have not been, and will not be, registered under the Securities Act of 1933, as amended (the "Securities Act") and, except as specified otherwise in the applicable Offering Memorandum Supplement, are being offered pursuant to the exemption from the registration requirements thereof contained in Section 3(a)(2) of the Securities Act.

Important Information

The Notes and the Guarantee may also, in conjunction with or independently from the exemption from registration provided by Section 3(a)(2) of the Securities Act, be offered and sold (i) in the United States, only to persons who are "Accredited Investors" (as defined in Rule 501 of Regulation D, as amended, under the Securities Act) in reliance on Section 4(2) of the Securities Act (the "Section 4(a)(2) Notes"), or (ii) in the United States, to "Qualified Institutional Buyers" (as defined in Rule 144A, as amended, under the Securities Act) in reliance on Rule 144A under the Securities Act ("Rule 144A Notes") or (iii) outside the United States, in reliance on Regulation S under the Securities Act ("Regulation S Notes"). The Section 4(a)(2) Notes, Rule 144A Notes or Regulation S Notes, as applicable, have not been, and will not be, registered under the Securities Act, or the state securities laws of any state of the United States or the securities laws of any other jurisdiction. The Section 4(a)(2) Notes, Rule 144A Notes or Regulation S Notes, as applicable, may not be offered, sold, pledged or otherwise transferred except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. Prospective purchasers are hereby notified that (i) the seller of the Section 4(a)(2) Notes may be relying on the exemption from provisions of Section 5 of the Securities Act contained in Section 4(a)(2) thereof and (ii) the seller of Rule 144A Notes may be relying on the exemption from provisions of Section 5 of the Securities Act provided by Rule 144A. For a description of certain restrictions on transfers and resales of the Section 4(a)(2) Notes, Rule 144A Notes and Regulation S Notes, see the section entitled "Notice to Investors" in the Offering Memorandum.

The Issuer has not been registered under the Investment Company Act of 1940, as amended.

None of the Securities and Exchange Commission (the "SEC"), any state securities commission or regulatory authority or any other United States, French or other regulatory authority has approved or disapproved of the Notes or the Guarantee or passed upon the accuracy or adequacy of this First Supplement, the Offering Memorandum or any applicable Offering Memorandum Supplement. Any representation to the contrary is a criminal offense in the United States. Under no circumstances shall this First Supplement, the Offering Memorandum and/or any applicable Offering Memorandum Supplement constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these Notes or the Guarantee, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to qualification under the securities laws of any such jurisdiction.

THE NOTES CONSTITUTE UNCONDITIONAL LIABILITIES OF THE ISSUER, AND THE GUARANTEE CONSTITUTES AN UNCONDITIONAL OBLIGATION OF THE GUARANTOR. THE NOTES AND THE GUARANTEE ARE NOT INSURED OR GUARANTEED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION, THE BANK INSURANCE FUND OR ANY U.S. OR FRENCH GOVERNMENTAL OR DEPOSIT INSURANCE AGENCY.

In making an investment decision, you must rely on your own examination of the Issuer, the Guarantor and the terms of the Notes, including the merits and risks involved. The contents of this First Supplement, the Offering Memorandum and any applicable Offering Memorandum Supplement are not to be construed as legal, business or tax advice. You should consult your own attorney, business advisor or tax advisor for legal, business or tax advice. THE TAX DISCUSSIONS CONTAINED IN ANY OF THE MATERIALS THAT YOU RECEIVE CANNOT BE USED BY YOU FOR PURPOSES OF AVOIDING PENALTIES THAT MAY BE ASSERTED AGAINST YOU UNDER THE U.S. INTERNAL REVENUE CODE.

Each purchaser of the Notes of any offering in any Notes Issue will be furnished a copy of this First Supplement, the Offering Memorandum and the Offering Memorandum Supplement related to such Notes and any other related amendments or supplements to this Offering Memorandum and the applicable Offering Memorandum Supplement. By receiving this First Supplement, the Offering Memorandum and the applicable Offering Memorandum Supplement you acknowledge that (i) you have been afforded an opportunity to request from the Issuer and the Guarantor and to review, and have received, all additional information you consider to be necessary to verify the accuracy and completeness of the information herein, (ii) you have not relied on any person other than the Issuer or the Guarantor in connection with your investigation of the accuracy of such information and (iii) except as provided pursuant to clause (i) above, no person has been authorized to give any information or to make any representation concerning the Notes of any Notes Issue other than those contained in this First Supplement, the Offering Memorandum or the applicable Offering Memorandum Supplement and, if given or made, such other information or representation should not be relied upon as having been authorized by the Issuer or the Guarantor.

This First Supplement, the Offering Memorandum and any Offering Memorandum Supplement have not been, and are not required to be, submitted to the French Financial Markets Authority (Autorité des marchés financiers) or any other competent authority for approval as a "prospectus" pursuant to EU Directive 2003/71/EC.

The distribution of this First Supplement, the Offering Memorandum and any Offering Memorandum Supplement and the offer and sale of the Notes may, in certain jurisdictions, be restricted by law. Each purchaser of the Notes must comply with all applicable laws and regulations in force in each jurisdiction in which it purchases, offers or sells the Notes or possesses or distributes this First Supplement, the Offering Memorandum or the Offering Memorandum Supplement, and must obtain any consent, approval or permission required for the purchase, offer or sale by it of the Notes under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes purchases, offers or sales. There are restrictions on the offer and sale of the Notes, and the circulation of documents relating thereto, in certain jurisdictions including without limitation the United States, the United Kingdom, France, Singapore, Hong Kong, Japan and the EEA, and to persons connected therewith. See the section entitled "Plan of Distribution and Conflicts of Interest" in the Offering Memorandum.

Table of Contents

Page

Important Information ii

Information Incorporated by Reference 1

Information Incorporated by Reference

The section “Information Incorporated by Reference” in the Offering Memorandum, as supplemented and amended from time to time, is modified as follows:

- The word “and” at the end of the fourth bullet point is deleted; and
- The following bullet point is inserted after the fourth bullet point:
    - the free English translation of the first update (*actualisation*) of the 2013 Registration Document, an original French version of which was filed with the AMF on May 10, 2013 under No D 13-0101-A01, 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. Frederic Oudea, Chairman and Chief Executive Officer of Societe Generale, page 79 and (iii) the cross-reference table, pages 81-82 ((i), (ii) and (iii) together, hereinafter, the 2013 First Update Excluded Sections, and the English translation of the first update (*actualisation*) of the 2013 Registration Document without the 2013 First Update Excluded Sections, hereinafter the “**First Update of the 2013 Registration Document**”); and