



**Second Supplement dated 16 August 2012**

**to the Base Prospectus dated 20 June 2012**

**CODEIS SECURITIES SA**

**as Issuer**

*(a public limited liability company (société anonyme) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 26, boulevard Grande-Duchesse Charlotte, L-1330 Luxembourg and registered with the Luxembourg trade and companies register under number B.136.823 subject to the Luxembourg act dated 22 March 2004 on securitisation (the Securitisation Act 2004))*

**SOCIETE GENERALE**

**as Guarantor**

*(incorporated with limited liability in France)*

**€100,000,000,000 Limited Recourse Notes Programme**

This second supplement (hereinafter the **Second Supplement**) constitutes a supplement for the purposes of Articles 13.1 and 39.1 of the Luxembourg act dated 10 July 2005 on prospectuses for securities (hereinafter the **Prospectus Act 2005**) to the base prospectus dated 20 June 2012 (hereinafter the **Base Prospectus**) and to the first supplement dated 29 June 2012 (the **First Supplement**) and approved by the *Commission de surveillance du secteur financier* (hereinafter the **CSSF**) in accordance with (i) Article 7 of the Prospectus Act 2005 implementing Article 13 of 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 **PD 2010 Amending Directive**) to the extent that such amendments have been implemented in a Member State of the European Economic Area); and (ii) the relevant annex(es) of the Commission Regulation (EC) N° 809/2004 of 29 April 2004 (the **Regulation**), respectively.

This Second Supplement completes, modifies and must be read in conjunction with the Base Prospectus and the First Supplement (the First Supplement and the Second Supplement, together hereinafter the **Supplements**).

Full information about the Issuer, the Guarantor and the offer of any Notes is only available on the basis of the combination of the Base Prospectus and the Supplements.

Unless otherwise defined in this Second Supplement, terms used herein shall be deemed to be defined as such for the purposes of the 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 Second Supplement or any statement incorporated by reference into the Base Prospectus by this Second Supplement (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (i) above will prevail.

To the best of the knowledge and belief of each of the Issuer and the Guarantor, 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.

In accordance with Article 13.2 and Article 39.2 of the Prospectus Act 2005, investors who have already agreed to purchase or subscribe for the securities before this Second Supplement is published shall have the right, exercisable within a time-limit which shall not be shorter than two (2) working days (no later than 20 August 2012) after its publication, to withdraw their acceptances.

## DOCUMENT INCORPORATED BY REFERENCE

The English translation of the second update to the *document de référence* 2012 of Societe Generale (which contains, among others, the unaudited interim financial statements for the period from 1 January 2012 to 30 June 2012), the French version of which was filed with the *Autorité des marchés financiers* (hereinafter the **AMF**) on 3 August 2012 under No D 12-0125-A02, 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, Chairman and Chief Executive Officer of Societe Generale, page 134 and (iii) the cross-reference table, pages 136-137 ((i), (ii) and (iii) together hereinafter, the **2012 Second Update Excluded Sections**, and the English version of the second update to the *document de référence* 2012 of Societe Generale without the 2012 Second Update Excluded Sections, hereinafter the **Second Update to the 2012 Registration Document**).

For the avoidance of doubt, the 2012 Second Update Excluded Sections are not relevant for investors and are not incorporated by reference into this Third Supplement pursuant to article 28.4 of the Regulation.

To the extent that the Second Update to the 2012 Registration Document itself incorporates documents by reference, such documents shall not be deemed incorporated by reference herein as they are not relevant for an investor.

Any reference to the Second Update to the 2012 Registration Document shall be deemed to exclude the 2012 Second Update Excluded Sections.

### CROSS REFERENCE TABLE FOR SOCIETE GENERALE

References to pages below are to those of the Second Update to the 2012 Registration Document.

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Information contained in the document incorporated by reference other than information listed in the table above is for information purposes only.

## **AMENDMENTS**

The following amendments to the Base Prospectus are hereby made by way of this Second Supplement:

### **1) Form of Final Terms**

Page 85 – The subparagraph 16(viii) (Margin(s)) is deleted in its entirety and replaced by the following:

**Margin(s):** [Plus (+) / Minus (-)] [●] per cent. per annum

### **2) Terms and Conditions of the Notes**

Page 170 – The last paragraph of the Condition 6(k) (*Interpretation of Principal and Interest*) is deleted in its entirety and replaced by the following.

“In the case of Physical Delivery Notes, references in these Terms and Conditions to principal and/or interest and Physical Delivery Amount(s) shall mean such amount less any expenses, fees, stamp duty, levies or other amounts including, but not limited to, any taxes or duties arising from the delivery or transfer of Underlying Assets payable on or in respect of the relevant Physical Delivery Amount(s).”

### **3) Technical Annex Table of Contents**

Page 207 – the title of Part 1-I of A) Equity Technical Annex is deleted and replaced as follows: “Common definitions and provisions for Shares, ADR, Indices and Dividends”.

### **4) Equity Technical Annex**

Page 209 – The title of Part 1-I is deleted and replaced as follows: “Common definitions and provisions for Shares, ADR, Indices and Dividends”.

Page 233 – *Part 2-V.1 “Hedging Disruption, Increased Cost of Hedging and Insolvency Filing”*: the definition of “Increased Cost of Hedging” is deleted in its entirety and replaced by the following definition:

“**Increased Cost of Hedging** means:

(i) in respect of Notes that have one or more Share(s), Index(ices), ADR(s) and/or Dividend(s) as Underlying(s), that the Hedge Counterparty would incur a materially increased (as compared with circumstances existing on the date(s) on which the Hedge Counterparty enters into the Hedge Positions in respect of the Securities) amount of tax, duty, expense, or fee (other than brokerage commissions) to (a) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction(s) or asset(s) it deems necessary to hedge the equity price risk of entering into and performing its obligations with respect to the Notes or (b) freely realize, recover or remit the proceeds of its Hedge Positions; or

(ii) in respect of Notes that have one or more SGI Index(ices) as Underlying(s), that the Hedge Counterparty would incur a materially increased (as compared with circumstances existing on the date(s) on which the Hedge Counterparty enters into the Hedge Positions in respect of the Notes) amount of tax, duty, expense, fee (other than brokerage commissions) or costs specified in the Index Rules to (a) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction(s) or asset(s) it deems necessary to hedge the equity price risk of entering into and performing its obligations with respect to the Notes or (b) freely realize, recover or remit the proceeds of its Hedge Positions.”

### **5) Taxation**

Page 355 – A new paragraph entitled “Other taxes” shall be added after the paragraph “EU Savings Directive”, the text of which is set out as follows:

**“Other taxes**

The *Loi de Finance Rectificative* (Law rectifying the Finance Act) for 2012 dated 14 March 2012 established the financial transactions tax (“FTT”), which is set out in Article 235 *ter* ZD of the French Tax Code. The Notes are in principle exempt from the FTT. However, for Equity Linked Notes with redemption by physical delivery of the Underlying Assets, if such Notes create an obligation of the physical delivery of underlying shares (i.e except for shares newly issued and provided that the issuers of such shares are within the scope of the FTT), this delivery would constitute an acquisition within the scope of the FTT. The rate of the FTT is 0.2%. The FTT applies to all operations within its scope as of 1 August 2012. The entities liable for FTT are investment services providers, whether they are French or foreign. The issuers falling in the scope of the FTT are French companies listed on French or foreign regulated market whose market capitalisation exceeds one billion euros on 1 January 2012 or 1 December of the year preceding the current year as of 1 January 2013.”

**AVAILABILITY OF DOCUMENTS**

Copies of this Second Supplement can be obtained, free of charge, from the head office of the 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 Second Supplement will also be published on the website of (i) the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and (ii) the Issuer (<http://prospectus.socgen.com>). In addition, the document incorporated by reference will be available from the principal office of Societe Generale Bank & Trust in Luxembourg for Notes listed on the Luxembourg Stock Exchange and available for viewing on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

**RESPONSIBILITY**

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Second Supplement. To the best of the knowledge and belief of each of the Issuer and the Guarantor (each having taken all reasonable care to ensure that such is the case), the information contained in this Second Supplement is in accordance with the facts and does not omit anything likely to affect its import. To the best of the knowledge and belief of each of the Issuer and the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in, or incorporated by reference into, this Second Supplement is in accordance with the facts and does not omit anything likely to affect its import.