SOCIETE GENERALE

Third Supplement dated 19th October 2009
to the BASE PROSPECTUS dated 6th May 2009

SOCIÉTÉ GÉNÉRALE EFFEKTEN GMBH
(incorporated with limited liability under the laws of the Federal Republic of Germany)

as Issuer

(acting in its own name but for the account of Société Générale)

and

SOCIÉTÉ GÉNÉRALE
(incorporated with limited liability under the laws of France)

as Guarantor

Debt Issuance Programme for the Issue of Notes and Certificates

This third Supplement (the "**Supplement**") to the base prospectus dated 6th May 2009 in its version after the first supplement dated 16th July 2009 and the second supplement dated 19th August 2009 (together the "**Base Prospectus**") constitutes a supplement pursuant to Sec. 16 para. 1 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*) and is prepared in connection with the Debt Issuance Programme (the "**Programme**") established by Société Générale Effekten GmbH (the "**Issuer**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Issuer and the Guarantor accept responsibility for the information contained in this Supplement. To the best of their knowledge (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.

Pursuant to Sec. 16 para. 3 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*), investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right, exercisable within two working days after the publication of the supplement, to withdraw their corresponding declarations, provided that the relevant contract has not yet been fulfilled. The withdrawal does not have to state any reason and has to be declared in text form to the person to which the relevant investor has declared the offer to purchase the offered securities. To comply with the time limit, dispatch in good time is sufficient.

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I. IMPORTANT NOTICE

The purchase of securities which have been issued under this Supplement in connection with the Base Prospectus involves various risks which may have a negative effect on the performance of the Securities. Prior to an investment in the Securities, potential investors are advised to read the relevant Final Terms, the relevant Consolidated Conditions (if any), this Supplement and the Base Prospectus completely and to consult, if necessary, legal, tax and other advisers. If one or more of the risks occur, this may result in material and sustained decreases in the price of the Securities or, in the worst case, in a total loss of the capital invested by the investor.

The Securities described in this Supplement and the Base Prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") but are nevertheless subject to certain requirements under U.S. tax law. Apart from certain exceptions, the Securities may not be offered, sold or delivered within the United States of America or to a U.S. person.

II. REASONS FOR THE SUPPLEMENT

Société Générale has published a press release dated 6th October 2009 with regard to a EUR 4.8 billion capital increase with preferential subscription rights.

For these reasons, Société Générale and Société Générale Effekten GmbH hereby announce the following amendments to the Base Prospectus.

III. AMENDMENTS TO THE BASE PROSPECTUS

Amendments to the Description of Société Générale

On page 247 of the Base Prospectus after the section "E. Second Update to the 2009 Registration Document" the following new section shall be inserted:

"F. Press Release dated 6th October 2009 with regard to a EUR 4.8 billion capital increase with preferential subscription rights

Société Générale has published the following press release on 6th October 2009 with regard to a EUR 4.8 billion capital increase with preferential subscription rights."

After the previous insertion the information which is attached to this Supplement as Appendix shall be inserted.

APPENDIX

Société Générale Press Release dated 6th October 2009 with regard to a EUR 4.8 billion capital increase with preferential subscription rights

(This appendix is attached with its original paging)

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Press Release

Paris, 6 October 2009

Société Générale announces a EUR 4.8 billion capital increase with preferential subscription rights

NOT TO BE DISTRIBUTED IN THE UNITED STATES, CANADA, JAPAN IN SWITZERLAND AND AUSTRALIA

Société Générale announces today a EUR 4.8 billion capital increase with shareholders' preferential subscription rights.

This transaction will allow Société Générale to repay the Preference Shares (B shares) and Undated Deeply-Subordinated Securities ("TSSDI") subscribed by the French State (Société de Prise de Participation de l'Etat, "SPPE") and to increase the level and reinforce the quality of its solvency ratios. Moreover, it will enable Société Générale to seize potential external growth opportunities.

The bank further reaffirms all of the commitments made vis-à-vis public authorities with respect to the credit grants for financing the economy and the application of the G20 guidelines, notably with regards to compensation policy.

The objectives of the capital increase are the following:

- Repay or repurchase immediately after the delivery and settlement of this capital increase, all of the instruments issued to the Société de Prise de Participation de l'Etat (SPPE) for a cumulative subscription price of EUR 3.4 billion ; these instruments consist of:
  - all of the B shares issued by the company to the SPPE on 28 May 2009 for a subscription price of EUR 1.7 billion[1]
  - all of the TSSDI issued by the company to the SPPE on 12 December 2008 for a total subscription price of EUR 1.7 billion[1]
- Reinforce Core Tier One capital in the Group's solvency ratios and fund targeted acquisitions; in this regard, the Group has commenced a process to acquire the remaining 20% minority interest in Crédit du Nord currently held by Dexia.

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[1] 45,045,045 B shares with a nominal value of EUR 1.25 per share. The amount of the repayment or the repurchase might differ from the subscription price given the terms and conditions of repayment or repurchase of each instrument.

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A French corporation with share capital of EUR 812,925,836
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Taking into account this capital increase, the repayment of instruments held by the SPPE and the acquisition of an additional 20% stake in Crédit du Nord, the Group's *Core Tier One* ratio on a pro forma basis as of 30 June 2009 would be c. 8.0% and the *Tier One* ratio would be 9.7%.

These transactions should have a neutral impact on earnings per share in 2010.

Recent Events and Outlook

Société Générale benefits from a balanced and diversified business portfolio supported by leading positions in France and abroad in markets with high growth potential and by its Corporate and Investment Banking business. The new management team is determined to implement the Group's long-term development strategy and to improve profitability in a sustainable manner through targeted acquisitions in International Retail Banking and Private Banking.

- Retail Banking in France has benefited from a growth dynamic demonstrated by consistent gains of market shares. Moreover, it should experience a stabilization of the cost of risk in the upcoming financial quarters.
- Due to the strong growth potential in emerging markets and the Group's strong positions in these regions, the prospects for the Company's international networks remain favorable. Despite the increase in the cost of risk, the profitability of this business remains satisfactory. The Group has taken the necessary measures in Russia to limit the effects of the economic downturn and its medium-term growth objectives remain unchanged.
- The development of specialized Financial Services continues by optimizing synergies with the Group's international networks.
- The Group entered into a strategic alliance with the Crédit Agricole group this year with respect to the Asset Management business. As a result of Private Banking's resilience, Société Générale is ready to take advantage of opportunities relating to targeted acquisitions to reinforce this business's growth potential. SG Securities Services is currently working on the improvement of its operational efficiency.
- Corporate and Investment Banking posted record operating results for the first six months of 2009 through reinforced customer coverage and significant market gains in all of its activities. Optimizing the division's profits and improving its risk profile is one of the Group's largest undertakings.

Moreover, Société Générale continues to optimize its operating model. The expected positive impact on the gross operating income (revenues and costs gains) directly related to the measures identified so far amounts to an estimated EUR 430 million in 2009 and approximately EUR 1 billion in 2010 (all things being equal). The transformation of the Group's operating model will be continued through the streamlining of procedures and the development of synergies.

The Group anticipates a future pay-out ratio of 35% to 40% of its net income.

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Outlook for the third quarter of 2009

On the basis of the information available to the Company on the date of this press release, the business and operating income for the third quarter of 2009, for each of the group's core businesses, do not significantly differ from that of the first six months while reflecting usual seasonal phenomena. The retail network in France, however, is benefiting from a business dynamic that should lead to growth in net banking income for 2009 of close to 2% (excluding effects of the PEL/CEL provision and the capital gain from the sale of the shareholding in VISA).

As a result of the tightening of credit spreads observed during the third quarter, the Company should record for the period negative accounting impacts (evolution of the valuation of the Mark to Market of credit default swaps covering the corporate credit portfolio and the re-evaluation of the Company's financial liabilities) nonetheless reduced by more than one half in relation to those recorded during the previous quarter.

Furthermore, in relation to the risk exposure associated with Corporate and Investment Banking, the Company expects to record negative elements moderately higher than those recorded during the second quarter, of which over half from cost of risk on the reclassified assets.

Société Générale
Société Générale is one of the largest financial services groups in the euro-zone. The Group employs 163,000 people worldwide in three key businesses:

- Retail Banking & Financial Services: Société Générale serves more than 30 million individual customers worldwide.
- Global Investment Management & Services: Société Générale is one of the largest banks in the euro-zone in terms of assets under custody (EUR 2 906 billion, June 2009) and under management (EUR 333 billion, June 2009).
- Corporate & Investment Banking: Société Générale tailors solutions for its clients across sectors by capitalising on its worldwide expertise in investment banking, global finance, and global markets.

Société Générale is included in 3 socially-responsible investment indexes: FTSE4Good, ASPI and Ethibel.
www.societegenerale.com

Frankfurt am Main, 19.10.2009

ISSUER

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