



**SUPPLEMENT DATED 8 August 2023
PURSUANT TO THE BASE PROSPECTUS DATED 9 November 2022**

SOCIÉTÉ GÉNÉRALE
as Issuer
(incorporated in France)

Debt Instruments Issuance Programme

This supplement dated 8 August 2023 (the **Supplement**) constitutes a supplement for the purposes of Article 23(1) of the Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**) to the Debt Instruments Issuance Programme prospectus dated 9 November 2022 (the **Base Prospectus**).

The purpose of this Supplement is

- incorporate by reference the English version of the Second Amendment to the Registration Document of Societe Generale, the French version of which was filed with the AMF on 4 August 2023 and amend the sections “Risk Factors”, “Documents Incorporated by Reference”, “Description of Societe Generale” and “General Information” of the Base Prospectus accordingly.

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

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus, the first supplement to the Base Prospectus dated 18 January 2023, the second supplement to the Base Prospectus dated 13 February 2023, the third supplement to the Base Prospectus dated 17 March 2023, the fourth supplement to the Base Prospectus dated 16 May 2023 and the first supplement to specific Final Terms dated 15 February 2023 (the “**Previous Supplements**”).

Full information on the Issuer 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 23(2) of the Prospectus Regulation, 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 working days after the publication of this Supplement (no later than 10 August 2023) to withdraw their acceptances. The recipient of the withdrawal is the relevant seller of the security. If Societe Generale was the counterparty of the purchase transaction, the withdrawal shall be addressed to Societe Generale, Frankfurt branch, Neue Mainzer Strasse 46-50, 60311 Frankfurt am Main, Federal Republic of Germany. The withdrawal does not have to contain any justification and shall be declared to the recipient in text form.

I. SECTION “RISK FACTORS”

In the section “RISK FACTORS”, on pages 8 to 16 of the Base Prospectus, subsection 1. “RISKS RELATING TO THE GROUP” on page 8, shall be modified as follows, with the provision added in [blue and underlined](#) and deleted in ~~red and strikethrough~~ as follows:

1. RISKS RELATING TO THE GROUP

1.1 Risks related to the macroeconomic, geopolitical, market and regulatory environments

These risks are detailed on pages 163 to 167 of the 2023 Universal Registration Document incorporated by reference [and on pages 55 to 58 of the Second Amendment to the 2023 Universal Registration Document](#) (see Section “Documents Incorporated by Reference”).

1.2 Credit and counterparty credit risks

These risks are detailed on pages 168 to 169 of the 2023 Universal Registration Document incorporated by reference [and on page 58 of the Second Amendment to the 2023 Universal Registration Document](#) (see Section “Documents Incorporated by Reference”).

1.3 Market and structural risks

These risks are detailed on pages 169 to 170 of the 2023 Universal Registration Document incorporated by reference [and on pages 58 to 60 of the Second Amendment to the 2023 Universal Registration Document](#) (see Section “Documents Incorporated by Reference”).

1.4 Liquidity and funding risks

These risks are detailed on page 171 of the 2023 Universal Registration Document incorporated by reference [and on page 60 of the Second Amendment to the 2023 Universal Registration Document](#) (see Section “Documents Incorporated by Reference”).

1.5 ~~Operational risks~~ [Extra-financial risks \(including operational risks risk of inappropriate conduct\)](#) and model risks

These risks are detailed on pages 171 to 174 of the 2023 Universal Registration Document incorporated by reference [and on pages 60 to 61 of the Second Amendment to the 2023 Universal Registration Document](#) (see Section “Documents Incorporated by Reference”).

1.6 Risks related to insurance activities

These risks are detailed on page 174 of the 2023 Universal Registration Document incorporated by reference (see Section “Documents Incorporated by Reference”).

1.7 [Risk on long-term leasing activities](#)

[This risk is detailed on pages 61 to 62 of the Second Amendment to the 2023 Universal Registration Document \(see Section “Documents Incorporated by Reference”\).](#)

II. SECTION “DOCUMENTS INCORPORATED BY REFERENCE”

- (i) In section “DOCUMENTS INCORPORATED BY REFERENCE”, on pages 35 to 40 of the Base Prospectus, subsection “1. LIST OF THE DOCUMENTS INCORPORATED BY REFERENCE” on page 35 of the Base Prospectus, shall be modified as follows, with the provision added in [blue and underlined](#) and deleted in ~~red and strikethrough~~ as follows:

“1. LIST OF DOCUMENTS INCORPORATED BY REFERENCE

The following documents, which have previously been published or are published simultaneously with this Base Prospectus and have been filed with the CSSF, shall be incorporated by reference into, and form part of, this Base Prospectus:

- (a) the previous Base Prospectus (i.e. its Terms and Conditions and Form of Final Terms) which means the 8 April 2022 Base Prospectus (the **Previous Base Prospectus**).
- (b) documents mentioned in section 1.1.1 to 1.1.8 ~~9~~ below.

Where the Form of Final Terms that appears in a Previous Base Prospectus is incorporated by reference in this Base Prospectus, the introduction paragraph of such previous Form of Final

Terms is no longer valid and the introduction paragraph of the Form of Final Terms as set out in this Base Prospectus must be used.

The documents incorporated by reference in paragraph 1.1 below are direct and accurate translations into English of the original version of such documents issued in French. Societe Generale as Issuer accepts responsibility for such translations.

Copies of the documents incorporated by reference into this Base Prospectus can be obtained from the office of Societe Generale and the specified office of the Principal Paying Agent and the specified office of each of the Paying Agents, in each case at the address given at the end of this Base Prospectus.

The documents incorporated by reference hereinto are available on the Luxembourg Stock Exchange website (<http://www.luxse.com>).

- (ii) In the section “DOCUMENTS INCORPORATED BY REFERENCE”, on pages 35 to 40 of the Base Prospectus, sub-section “1.1 Documents incorporated by reference relating to Societe Generale” on page 35 of the Base Prospectus, Paragraph “1.1.9 Second Amendment to the 2023 Universal Registration Document” is added as follows:

“1.1.9 Second Amendment to the 2023 Universal Registration Document

The expression "**Second Amendment to the 2023 Universal Registration Document**" means the English version of the *Deuxième amendement du Document d'enregistrement universel 2023 of Societe Generale*, the French version of which was submitted to the AMF on 4 August 2023 under no. D.23-0089-A02 except for (i) the cover page containing the AMF textbox, (ii) the statement of the person responsible for the universal registration document and the annual financial report made by Mr. Slawomir Krupa, Chief Executive Officer of Societe Generale, on page 243 and (iii) the cross reference tables, on pages 245 to 248.

The cross reference table in relation to the Second Amendment to the 2023 Universal Registration Document appears in the paragraph 2.8 below.

The Second Amendment to the 2023 Universal Registration Document is available on the Societe Generale website <https://www.societegenerale.com/sites/default/files/documents/2023-08/Societe-Generale-URD-2nd-amendment-04-08-2023.pdf>

- (iii) In the section “DOCUMENTS INCORPORATED BY REFERENCE”, on pages 35 to 40 of the Base Prospectus, sub-section “CROSS REFERENCE TABLES OF THE DOCUMENTS INCORPORATED BY REFERENCE” on pages 37 to 40 of the Base Prospectus, paragraph 2.8 “Second Amendment to the 2023 Universal Registration Document” is added as follows:

“2.8 Second Amendment to the 2023 Universal Registration Document

Commission Delegated Regulation (EU) No 2019/980	Second Amendment to the 2023 Universal Registration Document
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Commission Delegated Regulation (EU) No 2019/980	Second Amendment to the 2023 Universal Registration Document
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III. SECTION "DESCRIPTION OF SOCIETE GENERALE"

- (i) In the section "DESCRIPTION OF SOCIETE GENERALE", on pages 315 to 316 of the Base Prospectus, Paragraph 5 "TREND INFORMATION" on page 315 of the Base Prospectus shall be modified as follows, with the provision added in blue and underlined and deleted in ~~red and strikethrough~~ as follows:

"5. TREND INFORMATION

Save as disclosed on pages 16 to 17 and 65 to 66 of the 2023 Universal Registration Document, ~~and~~ on pages 3 to 5 and page 31 of the First Amendment to the 2023 Universal Registration Document and on pages 3 to 5 and page 43 of the Second Amendment to the 2023 Universal Registration Document there has been no material adverse change in the prospects of Societe Generale and its consolidated subsidiaries (taken as a whole) since 31 December 2022.

For information on any known trends regarding Societe Generale, please refer to pages 16 to 17 and 65 to 77 of the 2023 Universal Registration Document, ~~and~~ to pages 3 to 5 and to page 31 of the First Amendment to the 2023 Universal Registration Document and to pages 3 to 5 and page 43 of the Second Amendment to the 2023 Universal Registration Document incorporated by reference herein."

- (ii) In the section "DESCRIPTION OF SOCIETE GENERALE", on pages 315 to 316 of the Base Prospectus, in Paragraph 9 "FINANCIAL INFORMATION CONCERNING SOCIETE GENERALE'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES", the item 9.1 "Legal and arbitration proceedings" on page 316 shall be modified as follows, with the provision added in blue and underlined and deleted in ~~red and strikethrough~~ as follows:

"9.1 Legal and arbitration proceedings

Save as disclosed on pages 270 and 623 to 651 of the 2023 Universal Registration Document, ~~and~~ on pages 41 to 44 of the First Amendment to the 2023 Universal Registration Document and

[on pages 198 to 202 of the Second Amendment to the 2023 Universal Registration Document](#) for a period covering the last twelve months, there has been no governmental, legal or arbitration proceedings relating to claims or amounts which are material in the context of the issue of Notes thereunder to which Societe Generale is a party nor, to the best of the knowledge and belief of Societe Generale, are there any pending or threatened governmental, legal or arbitration proceedings relating to such claims or amounts which are material in the context of the issue of Notes thereunder which would in either case jeopardise the Issuer's ability to discharge its obligations in respect of the Notes.

See also paragraphs 1.1.[89](#) and 2.[78](#) in the section "Documents Incorporated by Reference" of this Base Prospectus."

- (iii) In section "DESCRIPTION OF SOCIETE GENERALE", on page 315 - 316 of the Base Prospectus, paragraph 9.2 "Significant change in the financial position" on page 316 of the Base Prospectus, shall be modified as follows, with the provision added in [blue and underlined](#) and deleted in ~~red and strikethrough~~ as follows:

"9.2 Significant change in the financial position

There has been no significant change in the financial position or performance of Societe Generale and its consolidated subsidiaries (taken as a whole) since ~~31 March 2023~~ [30 June 2023](#)."

IV. SECTION "GENERAL INFORMATION"

In the section "GENERAL INFORMATION", on pages 330 to 332 of the Base Prospectus, the Paragraph 5 (b) in sub-section "5. AVAILABILITY OF DOCUMENTS" on page 331 shall be modified as follows, with the provision added in [blue and underlined](#) and deleted in ~~red and strikethrough~~ as follows:

"(b) the 2021 Universal Registration Document, the 2022 Universal Registration Document, the First Amendment to the 2022 Universal Registration Document, ~~and~~ the Second Amendment to the 2022 Universal Registration Document, ~~and~~ the Third Amendment to the 2022 Universal Registration Document, ~~and~~ the Press Release regarding Quarterly Financial Information ~~and~~, the 2023 Universal Registration Document, ~~and~~ the First Amendment to the 2023 Universal Registration Document [and the Second Amendment to the 2023 Universal Registration Document](#)."

DOCUMENTS AVAILABLE

Copies of this Supplement can be obtained, without charge, from the head office of the Issuer and the specified office 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 Issuer (<http://prospectus.socgen.com>) and on the website of the Luxembourg Stock Exchange (<http://www.luxse.com>).

RESPONSIBILITY

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

Accordingly, the Issuer accepts responsibility for the information contained in this Supplement.