



**SUPPLEMENT DATED 12 February 2024
PURSUANT TO THE BASE PROSPECTUS DATED 25 October 2023**

SOCIÉTÉ GÉNÉRALE
as Issuer
(incorporated in France)

Debt Instruments Issuance Programme

This supplement dated 12 February 2024 (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 25 October 2023 (the **Base Prospectus**).

The purpose of this Supplement is

- to incorporate by reference the unaudited financial statements for the year ended 31 December 2023 (the **"2023 Consolidated Financial Statements"**) and the press release entitled *"4th quarter and full-year 2023 Results"* published by the Issuer on 08 February 2024 and amend the sections "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 and the first supplement dated 9 November 2023 (the **Previous Supplement**).

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 Supplement 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 three¹ working days after the publication of this Supplement (no later than 15 February 2024) 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.

¹ The Issuer has extended the withdrawal period from two (pursuant to Article 23(2) sentence 1 of the Prospectus Regulation) to three working days (pursuant to Article 23(2) sentence 2 of the Prospectus Regulation)

I. SECTION “DOCUMENTS INCORPORATED BY REFERENCE”

- (i) In the section “DOCUMENTS INCORPORATED BY REFERENCE”, in 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 Prospectuses (i.e. ~~its~~ their Terms and Conditions and Form of Final Terms) which means the 8 April 2022 and the 9 November 2022 Base Prospectus (the **Previous Base Prospectuses**). The supplements to the Previous Base Prospectuses which are incorporate by reference are listed in section 2.6 below, and

(b) documents mentioned in sections 1.1.1 to 1.1.~~6~~ 8 below.

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*”, in subsection “*1.1 Documents incorporated by reference relating to Societe Generale*” 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:

“1.1 Documents incorporated by reference relating to Societe Generale

To the extent that each of the documents incorporated by reference relating to Societe Generale incorporates itself documents by reference, such documents shall not be deemed incorporated by reference herein. Any reference to documents incorporated by reference relating to Societe Generale shall be deemed to exclude the parts referred to in (i), (ii) and (iii) in sections 1.1.1 to 1.1.~~6~~ 8 below.”

- (iii) In the section “DOCUMENTS INCORPORATED BY REFERENCE”, in subsection “1.1 Documents incorporated by reference relating to Societe Generale”, paragraph “1.1.7 2023 Consolidated Financial Statements” is added on page 36 of the Base Prospectus as follows:

“1.1.7 2023 Consolidated Financial Statements

The expression “2023 Consolidated Financial Statements” means the English version of the unaudited consolidated financial statements of Societe Generale dated as of 8 February 2024 for the period from 1 January 2023 to 31 December 2023 prepared in accordance with international financial reporting standards (IFRS), which contain non-misleading figures substantially consistent with the final figures to be published in the next annual audited financial statements.

The cross reference table in relation to the 2023 Consolidated Financial Statements published by the Issuer on 8 February 2024 appears in paragraph 2.8 below.

The 2023 Consolidated Financial Statements are available on the Societe Generale website https://www.societegenerale.com/sites/default/files/resultats_publication/en/2024-02/q4-2023-Financial-statements_EN.pdf

- (iv) In the section “DOCUMENTS INCORPORATED BY REFERENCE”, in subsection “1.1 Documents incorporated by reference relating to Societe Generale”, paragraph “1.1.8 Press Release published by the Issuer on 8 February 2024” is added on page 36 of the Base Prospectus as follows:

“1.1.8 Press Release regarding Q4 2023 Financial Results

The expression "Press Release regarding Q4 2023 Financial Results" means the English version of the "4th quarter and full-year 2023 Results" published by the Issuer on 8 February 2024 regarding the fourth quarter and full year 2023 results of Société Générale, which (a) have not been audited, and (b) contains non-misleading figures substantially consistent with the final figures to be published in the next annual audited financial statements

The cross reference table in relation to the Press Release regarding Q4 2023 Financial Results appears in paragraph 2.9 below.

The Press Release regarding Q4 2023 Financial Results is available on the Societe Generale website https://www.societegenerale.com/sites/default/files/resultats_publication/en/2024-02/q4-2023-Press-release_EN.pdf

- (v) In the section “DOCUMENTS INCORPORATED BY REFERENCE”, in subsection “CROSS REFERENCE TABLES OF THE DOCUMENTS INCORPORATED BY REFERENCE”, paragraph “2.8 2023 Consolidated Financial Statements” is added on page 42 as follows:

“2.8 2023 Consolidated Financial Statements

Commission Delegated Regulation (EU) No 2019/980	31.12.2023 Consolidated Financial Statements
1. Consolidated Financial Statements	
Consolidated Balance Sheet - Assets	1
Consolidated Balance Sheet - Liabilities	2
Consolidated Income Statement	3
Statement of Net Income and Unrealised or Deferred Gains and Losses	4
Changes in Shareholders' Equity	5
Cash Flow Statement	6
2. Notes to the Consolidated Financial Statements	7 – 280”

- (vi) In the section “DOCUMENTS INCORPORATED BY REFERENCE”, in subsection “CROSS REFERENCE TABLES OF THE DOCUMENTS INCORPORATED BY REFERENCE”, paragraph “2.9 Press Release regarding Q4 2023 Financial Results” is added on page 42 as follows:

“2.9 Press Release regarding Q4 2023 Financial Results

Commission Delegated Regulation (EU) No 2019/980	Press Release regarding Q4 2023 Financial Results
INFORMATION ABOUT THE ISSUER	
Any recent events particular to the Issuer and which are to a material extent relevant to an evaluation of the issuer’s solvency.	1 - 22
FINANCIAL INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER	
Significant changes in the Issuer’s financial position	1 – 22”

II. SECTION “DESCRIPTION OF SOCIETE GENERALE”

- (i) In section “DESCRIPTION OF SOCIETE GENERALE”, paragraph “9.2 *Significant change in the financial position*” on page 328 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 ~~30~~ September-December 2023.”

- (ii) In section “DESCRIPTION OF SOCIETE GENERALE”, paragraph “9.3 *Recent Events*” on page 328 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 Recent Events

Save as disclosed in this Base Prospectus (as supplemented), there have been no recent events which the Issuer considers material to the investors since the publication of the ~~press release entitled “A rock-solid and sustainable top-tier European Bank” on 18 September 2023.~~ 2023 Consolidated Financial Statements and the Press Release regarding Q4 2023 Financial Results on 8 February 2024.

III. SECTION “GENERAL INFORMATION”

In the section “*GENERAL INFORMATION*”, in subsection 5. “AVAILABILITY OF DOCUMENTS” on page 343 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. AVAILABILITY OF DOCUMENTS

“(b) the 2022 Universal Registration Document, the 2023 Universal Registration Document, First Amendment to the 2023 Universal Registration Document, the Second Amendment to the 2023 Universal Registration Document, the Press Release published by the Issuer on 18 September 2023, ~~and~~ the Third Amendment to the 2023 Universal Registration Document, [the 2023 Consolidated Financial Statements and the Press release regarding Q4 2023 Financial Results.](#)”

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.