



**SUPPLEMENT DATED 13 February 2023
PURSUANT TO THE BASE PROSPECTUS DATED 9 November 2022**

SOCIÉTÉ GÉNÉRALE
as Issuer
(incorporated in France)

Debt Instruments Issuance Programme

This supplement dated 13 February 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

- to incorporate by reference the press release “*4th quarter and full-year 2022 Results*” published by the Issuer on 8 February 2023 and amend the sections “Documents Incorporated by Reference”, “Description of Societe Generale” and “General Information” of the Base Prospectus accordingly.
- to replace the website <http://www.bourse.lu> with the website <http://www.luxse.com> in the sections “Documents Incorporated by Reference”, “Form of Final Terms”, “Terms and Conditions of the German Law Notes”, “Terms and Conditions of the English Law Notes”, “Terms and Conditions of the French Law Notes” and “General Information”.

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 18 January 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 two working days after the publication of this Supplement (no later than 15 February 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 “DOCUMENTS INCORPORATED BY REFERENCE”

- (i) In section “DOCUMENTS INCORPORATED BY REFERENCE”, on pages 35 - 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 1.1.5 ~~6~~ 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.bourse.lu> ~~www.luxse.com~~).

- (ii) In section “DOCUMENTS INCORPORATED BY REFERENCE”, on pages 35 - 40 of the Base Prospectus, subsection “1.1 Documents incorporated by reference relating to Societe Generale” on page 35 of the Base Prospectus, paragraph 1.1.6 “Press Release regarding Quarterly Financial Information” is added as follows:

“1.1.6 Press Release regarding Quarterly Financial Information:

The expression “Press Release regarding Quarterly Financial Information” means the press release entitled “*4th quarter and full-year 2022 Results*” published by the Issuer on 8 February 2023 regarding the fourth quarter and full year 2022 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 Quarterly Financial Information appears in paragraph 2.6 below.

The Press Release regarding Quarterly Financial Information is available on:

https://www.societegenerale.com/sites/default/files/documents/2023-02/Societe-Generale_PR_Q4-and-FY-2022.pdf.”

- (iii) In section “DOCUMENTS INCORPORATED BY REFERENCE”, on pages 35 - 40 of the Base Prospectus, subsection “CROSS REFERENCE TABLES OF THE DOCUMENTS INCORPORATED BY REFERENCE”, on pages 37 - 40 of the Base Prospectus, paragraph 2.6 “Press release regarding Quarterly Financial Information” is added on page 40 as follows:

“2.6 Press Release regarding Quarterly Financial Information

Commission Delegated Regulation (EU) No 2019/980	Press release regarding Quarterly Financial Information
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 - 24
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 – 23”

II. SECTION “FORM OF FINAL TERMS / MUSTER DER ENDGÜLTIGEN BEDINGUNGEN”

In section “FORM OF FINAL TERMS / MUSTER DER ENDGÜLTIGEN BEDINGUNGEN”, on pages 43 – 81 of the Base Prospectus, “PART A – CONTRACTUAL TERMS / TEIL A – VERTRAGLICHE BEDINGUNGEN” on page 49 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:

<p>“Copies of the Base Prospectus, any Supplement(s) and these Final Terms are available for inspection from the head office of the Issuer, the specified offices of the Paying Agents and, in the case of Notes admitted to trading on the Regulated Market or on the Euro MTF of the Luxembourg Stock Exchange, on the website of the Luxembourg Stock Exchange (http://www.bourse.lu www.luxse.com) and, in the case of Non-exempt Offers, on the website of the Issuer (http://prospectus.socgen.com).”</p>	<p>„Exemplare des Basisprospekts, etwaiger Nachträge und dieser Endgültigen Bedingungen können am Sitz der Emittentin, in den angegebenen Geschäftsstellen der Zahlstellen und – im Fall von Schuldverschreibungen, die zum Handel am Regulierten Markt oder dem Euro MTF der Luxemburger Wertpapierbörse zugelassen sind – auf der Website der Luxemburger Wertpapierbörse (http://www.bourse.lu www.luxse.com) und – im Fall von Nicht befreiten Angeboten – auf der Website der Emittentin (http://prospectus.socgen.com) eingesehen werden.“</p>
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III. SECTION “TERMS AND CONDITIONS OF THE GERMAN LAW NOTES / EMISSIONSBEDINGUNGEN DER DEUTSCHRECHTLICHEN SCHULDVERSCHREIBUNGEN”

- (i) In section “TERMS AND CONDITIONS OF THE GERMAN LAW NOTES / EMISSIONSBEDINGUNGEN DER DEUTSCHRECHTLICHEN SCHULDVERSCHREIBUNGEN”, on pages 82 – 199 of the Base Prospectus, the following paragraph on page 87 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:

<p>“Copies of the Agency Agreement and the Swiss Paying Agency Agreement (where applicable) are available for inspection during normal business hours from the head office of the Issuer and from the specified office of each of the Paying Agents. Copies of the applicable Final Terms are available for viewing at http://www.bourse.lu <u>www.luxse.com</u> and copies may be obtained from the head office of the Issuer and the specified office of each of the Paying Agents save that, if this Note is (i) an Exempt Offer Note (as defined below) or (ii) an Exempted Swiss Public Offer Note, the applicable Final Terms will only be obtainable by a Noteholder holding one or more such Notes and such Noteholder must produce evidence satisfactory to the Issuer and the relevant Paying Agent as to its holding of such Notes and identity (unless otherwise made available publicly by the Issuer). The Noteholders are deemed to have notice of, and are entitled to the benefit of, all the provisions of the Agency Agreement, the Swiss Paying Agency Agreement (where applicable) and the applicable Final Terms. The statements in the Conditions include summaries of, and are subject to, the detailed provisions of the Agency Agreement and, if applicable, the Swiss Paying Agency Agreement.</p>	<p>Abschriften des Verwaltungsstellenvertrags und des Schweizer Zahlstellenvertrags (sofern anwendbar) sind zu üblichen Geschäftszeiten am Sitz der Emittentin und in den angegebenen Geschäftsstellen der einzelnen Zahlstellen erhältlich. Exemplare der anwendbaren Endgültigen Bedingungen können unter <u>http://www.bourse.lu</u> www.luxse.com eingesehen werden und sind am Sitz der Emittentin und in der angegebenen Geschäftsstelle der einzelnen Zahlstellen erhältlich; abweichend hiervon sind für den Fall, dass es sich bei dieser Schuldverschreibung um (i) eine Schuldverschreibung eines Befreiten Angebots (wie nachstehend definiert) handelt oder (ii) eine Schuldverschreibung eines Befreiten Öffentlichen Schweizer Angebots, können die anwendbaren Endgültigen Bedingungen ausschließlich von Schuldverschreibungsinhabern, die eine oder mehrere der betreffenden Schuldverschreibungen halten, bezogen werden und muss der betreffende Schuldverschreibungsinhaber der Emittentin bzw. der maßgeblichen Zahlstelle zufriedenstellende Nachweise über seinen Bestand an entsprechenden Schuldverschreibungen und seine Identität vorlegen (sofern diese nicht anderweitig von der Emittentin öffentlich zugänglich gemacht wurden). Alle Bestimmungen des Verwaltungsstellenvertrags, des Schweizer Zahlstellenvertrags (sofern anwendbar) und der anwendbaren Endgültigen Bedingungen gelten als den Schuldverschreibungsinhabern bekannt und wirken zu deren Gunsten. Die Angaben in den Bedingungen beinhalten Zusammenfassungen der ausführlichen Bestimmungen des Verwaltungsstellenvertrags und gegebenenfalls des Schweizer Zahlstellenvertrags und unterliegen diesen.“</p>
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- (ii) In section “TERMS AND CONDITIONS OF THE GERMAN LAW NOTES / EMISSIONSBEDINGUNGEN DER DEUTSCHRECHTLICHEN SCHULDVERSCHREIBUNGEN”, on pages 82 – 199 of the Base Prospectus, paragraph 13 “NOTICES”, item 13.1.1 on page 189 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:

<p>“13.1.1</p>	<p>All notices regarding the Notes shall be deemed to be validly given if published in a leading daily newspaper of general circulation in Europe provided that so long as such Notes are listed on any regulated market or stock exchange(s) or are admitted to trading by a relevant authority the Issuer shall instead ensure that notices are duly published in a manner which complies with the rules and regulations of such regulated market, stock exchange(s) or relevant authority.</p> <p>Any such notice will be deemed to have been given (i) on the date of the first publication or, where required to be published in more than one newspaper, on the date of the first publication in all required newspaper(s) (which, in the case of the Luxembourg Stock Exchange, is expected to be the <i>Luxemburger Wort</i> (or the <i>Tageblatt</i>)) or (ii) in the case of publication on a website, on the date on which such notice is first posted on the relevant website (which, in the case of the Luxembourg Stock Exchange, shall be http://www.bourse.lu www.luxse.com and in the case of SIX Swiss Exchange, shall be www.six-swiss-exchange.com (where notices are currently published under the address http://www.six-swiss-exchange.com/news/official_notices/search_en.html).</p>	<p>Alle Mitteilungen bezüglich der Schuldverschreibungen gelten als rechtswirksam abgegeben, wenn sie in einer führenden Tageszeitung mit allgemeiner Verbreitung in Europa veröffentlicht werden; dies gilt mit der Maßgabe, dass, solange die betreffenden Schuldverschreibungen an einem regulierten Markt oder einer oder mehreren Wertpapierbörse(n) notiert sind oder durch eine zuständige Behörde zum Handel zugelassen sind, die Emittentin stattdessen dafür Sorge zu tragen hat, dass Mitteilungen ordnungsgemäß in einer Weise veröffentlicht werden, die im Einklang mit den Regeln und Vorschriften dieses regulierten Marktes, dieser Wertpapierbörse(n) bzw. dieser zuständigen Behörde stehen.</p> <p>Entsprechende Mitteilungen gelten (i) an dem Tag der ersten Veröffentlichung oder, falls ihre Veröffentlichung in mehreren Tageszeitungen erforderlich ist, an dem Tag ihrer erstmaligen Veröffentlichung in allen erforderlichen Tageszeitungen (im Falle der Luxemburger Wertpapierbörse voraussichtlich dem <i>Luxemburger Wort</i> (oder dem <i>Tageblatt</i>), oder (ii) im Fall einer Veröffentlichung auf einer Website an dem Tag, an dem die Mitteilung erstmals auf der maßgeblichen Website eingestellt wird (im Falle der Luxemburger Wertpapierbörse auf http://www.bourse.lu www.luxse.com und im Falle der SIX Swiss Exchange auf http://www.six-swiss-exchange.com (hier werden Mitteilungen aktuell unter der Adresse http://www.six-swiss-exchange.com/news/official_notices/search_en.html veröffentlicht) als abgegeben.“</p>
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IV. SECTION “TERMS AND CONDITIONS OF THE ENGLISH LAW NOTES”

- (i) In section “TERMS AND CONDITIONS OF THE ENGLISH LAW NOTES”, on pages 200 – 259 of the Base Prospectus, the following paragraph on page 202 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:

“Copies of the Agency Agreement, the Swiss Paying Agency Agreement (where applicable), the EUI Agency Agreement (where applicable) and the Deed of Covenant (defined below) are available for inspection during normal business hours from the head office of the Issuer and from the specified office of each of the Paying Agents. Copies of the applicable Final Terms are available for viewing at <http://www.bourse.lu>www.luxse.com and copies may be obtained from the head office of the Issuer and the specified office of each of the Paying Agents save that, if this Note is (i) an Exempt Offer Note (as defined below) or (ii) an Exempted Swiss Public Offer Note, the applicable Final Terms will only be obtainable by a Noteholder holding one or more such Notes and such Noteholder must produce evidence satisfactory to the Issuer, the relevant Paying Agent as to its holding of such Notes and identity. (unless otherwise made available publicly by the Issuer). The Noteholders are deemed to have notice of, and are entitled to the benefit of, all the provisions of the Agency Agreement, the Swiss Paying Agency Agreement (where applicable), the EUI Agency Agreement (where applicable) the Deed of Covenant and the applicable Final Terms. The statements in the Conditions include summaries of, and are subject to, the detailed provisions of the Agency Agreement and, if applicable, the Swiss Paying Agency Agreement and the EUI Agency Agreement.”

- (i) In section “TERMS AND CONDITIONS OF THE ENGLISH LAW NOTES”, on pages 200 – 259 of the Base Prospectus, paragraph 13 “NOTICES”, item 13.1.1 on page 254 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:

“13.1.1 All notices regarding the Notes shall be deemed to be validly given if published in a leading daily newspaper of general circulation in Europe provided that so long as such Notes are listed on any regulated market or stock exchange(s) or are admitted to trading by a relevant authority the Issuer shall instead ensure that notices are duly published in a manner which complies with the rules and regulations of such regulated market, stock exchange(s) or relevant authority. Any such notice will be deemed to have been given (i) on the date of the first publication or, where required to be published in more than one newspaper, on the date of the first publication in all required newspaper(s) (which, in the case of the Luxembourg Stock Exchange, is expected to be the Luxemburger Wort (or the Tageblatt)) or (ii) in the case of publication on a website, on the date on which such notice is first posted on the relevant website (which, in the case of the Luxembourg Stock Exchange, shall be (<http://www.bourse.lu>www.luxse.com) and in the case of SIX Swiss Exchange, shall be <http://www.six-swiss-exchange.com> (where notices are currently published under the address http://www.six-swiss-exchange.com/news/official_notices/search_en.html).

V. SECTION “TERMS AND CONDITIONS OF THE FRENCHLAW NOTES”

- (i) In section “TERMS AND CONDITIONS OF THE FRENCH LAW NOTES”, on pages 260 – 314 of the Base Prospectus, the following paragraph on page 261 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:

“Copies of the French Law Agency Agreement and the Swiss Paying Agency Agreement (where applicable are available for inspection during normal business hours from the head office of the Issuer and from the specified office of each of the Paying Agents. Copies of the applicable Final Terms are available for viewing at <http://www.bourse.luwww.luxse.com> and copies may be obtained from the head office the Issuer and the specified office of each of the Paying Agents save that, if this Note is (i) an Exempt Offer Note (as defined below) or (ii) an Exempted Swiss Public Offer Note, the applicable Final Terms will only be obtainable by a Noteholder holding one or more such Notes and such Noteholder must produce evidence satisfactory to the Issuer or, as the case may be, the relevant Paying Agent as to its holding of such Notes and identity (unless otherwise made available publicly by the Issuer). The Noteholders are deemed to have notice of, and are entitled to the benefit of, all the provisions of the French Law Agency Agreement, the Swiss Paying Agency Agreement (where applicable) and the applicable Final Terms. The statements in the Conditions include summaries of, and are subject to, the detailed provisions of the French Law Agency Agreement and, the Swiss Paying Agency Agreement (where applicable)”.

- (ii) In section “TERMS AND CONDITIONS OF THE FRENCH LAW NOTES”, on pages 260 – 314 of the Base Prospectus, paragraph 13 “NOTICES”, item 13.1.1 on page 306 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:

“13.1.1 Subject as provided in Condition 13.1.4, all notices regarding Notes shall be deemed to be validly given if published in a leading daily newspaper of general circulation in Europe provided that so long as such Notes are listed on any Regulated Market or stock exchange(s) or are admitted to trading by a relevant authority the Issuer shall instead ensure that notices are duly published in a manner which complies with the rules and regulations of such Regulated Market, stock exchange(s) or relevant authority. Any such notice will be deemed to have been given (i) on the date of the first publication or, where required to be published in more than one newspaper, on the date of the first publication in all required newspaper(s) (which, in the case of the Luxembourg Stock Exchange, is expected to be the Luxemburger Wort (or the Tageblatt)) or (ii) in the case of publication on a website, on the date on which such notice is first posted on the relevant website (which, in the case of the Luxembourg Stock Exchange, shall be <http://www.bourse.luwww.luxse.com>)”.

VI. SECTION “DESCRIPTION OF SOCIETE GENERALE”

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 ~~30-September~~ 31 December 2022.”

VII. SECTION “GENERAL INFORMATION”

In the section “GENERAL INFORMATION”, on pages 331 to 332 of the Base Prospectus subsection 5. “AVAILABILITY OF DOCUMENTS” on page 331 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

- (i) (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.
- (ii) In addition, this Base Prospectus, documents incorporated by reference herein and any Final Terms relating to Notes admitted to trading on the Luxembourg Stock Exchange's main market as aforementioned will be published on the Issuer's website(s) and on the internet site of the Luxembourg Stock Exchange at ~~http://www.bourse.lu~~ www.luxse.com and will be available at least 10 years after their publication on these websites.”

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.