



**SUPPLEMENT DATED 17 March 2023
PURSUANT TO THE BASE PROSPECTUS DATED 9 November 2022**

SOCIÉTÉ GÉNÉRALE
as Issuer
(incorporated in France)

Debt Instruments Issuance Programme

This supplement dated 17 March 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 Document d'Enregistrement Universel 2023 of Societe Generale, the French version of which was filed with the AMF on 13 March 2023 and amend the sections "Risk Factors", "Documents Incorporated by Reference", "Description of Societe Generale" and "General Information" of the Base Prospectus accordingly; and
- Correct some provisions in the sections "Supplement to the Base Prospectus", "Form of Final Terms / Muster der Endgültigen Bedingungen" and "Terms and Conditions of the German Law Notes / Emissionsbedingungen der Deutschrechtlichen Schuldverschreibungen".

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

The amendments included in this Supplement shall only apply to final terms, the date of which falls on or after the approval of this Supplement.

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 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 21 March 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, the sub-section “1. RISKS RELATING TO THE GROUP” on page 8 of the Base Prospectus, is deleted and replaced 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 (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 (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 (see Section “*Documents Incorporated by Reference*”).

1.4 Operational risks (including 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 (see Section “*Documents Incorporated by Reference*”).

1.5 Liquidity and funding risks

These risks are detailed on page 171 of the 2023 Universal Registration Document incorporated by reference (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*”).

II. 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.~~6~~[7](#) 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 “1.1.7 2023 Universal Registration Document” is added as follows:

“1.1.7 2023 Universal Registration Document

The expression “2023 Universal Registration Document” means the English version of the *Document d’enregistrement universel 2023 of Societe Generale*, the French version of which was submitted to the AMF on 13 March 2023 under no. D. 23-0089 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. Frédéric Oudéa, Chief Executive Officer of Societe Generale, on page 674 and (iii) the cross reference tables, on pages 675 to 683.

The cross reference table in relation to the 2023 Universal Registration Document appears in the paragraph 2.6 below.

The 2023 Universal Registration Document is available on the Societe Generale website https://www.societegenerale.com/sites/default/files/documents/2023-03/2023-Universal-Registration-Document_EN.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 2.6 “Press release regarding Quarterly Financial Information” is deleted and replaced as follows:

“2.6 2023 Universal Registration Document

Commission Delegated Regulation (EU) No 2019/980	2023 Universal Registration Document
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Commission Delegated Regulation (EU) No 2019/980	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, the first sentence of Paragraph 1 “STATUTORY AUDITORS” on page 315 of the Base Prospectus shall be modified as follows, with the provision added blue and underlined and deleted in ~~red and strikethrough~~ as follows:

“For the financial years ended 31 December 2020~~1~~ and 31 December 2021~~2~~”

- (ii) 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 deleted and replaced as follows:

“5. TREND INFORMATION

Save as disclosed on pages 16 to 17 and 65 to 66 of 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 incorporated by reference herein.”

- (iii) 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 is deleted and replaced as follows:

“9.1 Legal and arbitration proceedings

Save as disclosed on pages 270 and 623 to 651 of 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 1.1.7 and 2.6 in the section “Documents Incorporated by Reference” of this Base Prospectus.”

- (iv) 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 deleted and replaced 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 December 2022.”

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.](#)

V. SECTION “SUPPLEMENT TO THE BASE PROSPECTUS”

In the section “SUPPLEMENT TO THE BASE PROSPECTUS”, on page 42 of the Base Prospectus, the last paragraph shall be modified as follows, with the provision added in [blue and underlined](#) and deleted in ~~red and strikethrough~~ as follows:

“In the case of Notes subject to a Non-exempt Offer to the public, in accordance with Article 23(2) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for Notes before any Supplement is published have the right, exercisable within ~~three~~ [two](#) working days after the publication of this Supplement, to withdraw their acceptances.”

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

- (i) In the section “FORM OF FINAL TERMS / MUSTER DER ENDGÜLTIGEN BEDINGUNGEN”, on pages 43 to 81 of the Base Prospectus, in the sub-section “EACH PURCHASER MUST BE AWARE THAT: / JEDER KÄUFER MUSS SICH BEWUSST SEIN, DASS:” the fourth Bullet Point on pages 46 to 47 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>“• Any significant new factor in the Updated Financial Statements which currently does not form part of the Prospectus will be subject to a supplement to this Base Prospectus pursuant to Article 23 of the Prospectus Regulation. In the case of Notes subject to a Non-exempt Offer to the public, in accordance with Article 23(2) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for Notes before any Supplement is published have the right, exercisable within three two working days after the publication of this Supplement, to withdraw their acceptances.”</p>	<p>„• Jeder wesentliche neue Umstand im Aktualisierten Finanzbericht, der derzeit nicht Bestandteil des Basisprospekts ist, wird Gegenstand eines Nachtrags zu diesem Basisprospekt gemäß Artikel 23 der Prospektverordnung sein. Im Falle von Schuldverschreibungen, die Gegenstand eines nicht befreiten öffentlichen Angebots sind, haben Anleger, die bereits vor der Veröffentlichung eines Nachtrags dem Kauf oder der Zeichnung von Schuldverschreibungen zugestimmt haben, gemäß Artikel 23(2) der Prospektverordnung das Recht, ihre Zusagen innerhalb von drei zwei Werktagen nach der Veröffentlichung dieses Nachtrags zu widerrufen.“</p>
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- (ii) In the section “FORM OF FINAL TERMS / MUSTER DER ENDGÜLTIGEN BEDINGUNGEN”, on pages 43 to 81 of the Base Prospectus, in “PART A – CONTRACTUAL TERMS / TEIL A – VERTRAGLICHE BEDINGUNGEN:” the last paragraph on page 50 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>[When the context requires, any reference to “Principal Amount”, “Aggregate Nominal Amount”, “Notional Amount” and “Denomination” in these Final Terms may be replaced by “Aggregate Fix Amount”.]</p>	<p>[Sofern es sich aus dem Zusammenhang ergibt, können Bezugnahmen in diesen Endgültigen Bedingungen auf „Kapitalbetrag“, „Nominalbetrag“, „Gesamtnennbetrag [Nennbetrag]“ und „Stückelung“ durch „Gesamtfestbetrag [Festbetrag]“ ersetzt werden.]</p>
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- (iii) In the section “FORM OF FINAL TERMS / MUSTER DER ENDGÜLTIGEN BEDINGUNGEN”, on pages 43 to 81 of the Base Prospectus, in “PART A – CONTRACTUAL TERMS / TEIL A – VERTRAGLICHE BEDINGUNGEN”, the Paragraph 29 “Masse / Gesamtheit” on pages 66 to 67 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:

„29.	Masse:	“Gesamtheit:
	<p><i>[In case of <u>German Law Notes and English Law Notes</u>: Not Applicable]</i></p> <p><i>[In the case of French Law Notes: [No Masse as per Condition 16.1] [Full Masse as per Condition 16.2] [Contractual Masse as per Condition 16.3]</i></p> <p><i>(Note that (i) Condition 16.1 (No Masse) is only applicable in respect of Notes with a denomination of, or which can only be traded in amounts of, at least €100,000 or its equivalent and (ii) Condition 16.3 (Contractual Masse) is only applicable in respect of any Tranche of Notes issued (a) outside France or (b) with a Specified Denomination of at least €100,000 or its equivalent.</i></p> <p><i>(If Condition 16.2 (Full Masse) or 16.3 (Contractual Masse) applies, insert below details.)</i></p> <p><i>[[If Representative is not DIIS Group: Name and address of the Representative of the Masse: [●]]”</i></p>	<p><i>[Bei <u>Deutschrechtlichen Schuldverschreibungen</u> und <u>Englischrechtlichen Schuldverschreibungen</u>: Nicht Anwendbar]</i></p> <p><i>[Bei <u>Französischrechtlichen Schuldverschreibungen</u>: [Keine Gesamtheit gemäß Bedingung 16.1] [Vollständige Gesamtheit gemäß Bedingung 16.2] [Vertragliche Gesamtheit gemäß Bedingung 16.3]</i></p> <p><i>(Bitte beachten Sie, dass (i) Bedingung 16.1 (Keine Gesamtheit) nur in Bezug auf Schuldverschreibungen mit einer Stückelung von mindestens € 100.000 oder dem entsprechenden Gegenwert anwendbar ist oder nur in Beträgen von mindestens € 100.000 oder dem entsprechenden Gegenwert gehandelt werden kann und (ii) Bedingung 16.3 (Vertragliche Gesamtheit) nur in Bezug auf jede Tranche von Schuldverschreibungen anwendbar ist, die (a) außerhalb Frankreichs begeben wurden oder (b) mit einer festgelegten Stückelung von mindestens € 100.000 oder dem entsprechenden Gegenwert.</i></p> <p><i>(Wenn Bedingung 16.2 (vollständige Gesamtheit) oder 16.3 (vertragliche Gesamtheit) zutrifft, fügen Sie die nachstehenden Angaben ein).</i></p> <p><i>[[Wenn der Vertreter nicht die DIIS-Gruppe ist: Name und Anschrift des Vertreters der Gesamtheit [●]]“</i></p>

- (iv) In the section “FORM OF FINAL TERMS / MUSTER DER ENDGÜLTIGEN BEDINGUNGEN”, on pages 43 to 81 of the Base Prospectus, in “PART B – OTHER INFORMATION / TEIL B – SONSTIGE ANGABEN”, the Paragraph 1 (ii) “Admission to trading: / Zulassung zum Handel” on page 69 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:

(ii) Admission to trading:	(ii) Zulassung zum Handel:
<p><i>“[In the case of an admission to trading on a non-European Union or where no admission to trading is to occur: Not Applicable] [Application will be made for the Notes to be admitted to trading on [In the case of an admission to trading on a European Union: [the regulated market of the Luxembourg Stock Exchange][<u>the Euro MTF of the Luxembourg Stock Exchange</u>].</i></p>	<p><i>„[Falls eine Zulassung zum Handel an einem regulierten Markt außerhalb der Europäischen Union oder keine Zulassung zum Handel erfolgt: Nicht Anwendbar] [Die Zulassung der Schuldverschreibungen zum Handel an [Im Fall einer Zulassung der Schuldverschreibungen zum Handel an einem regulierten Markt innerhalb der</i></p>

<p>[Insert other regulated market]] [In the case of admission to trading on SIX Swiss Exchange: SIX Swiss Exchange] with effect from, or as soon as practicable after, [the Issue Date] [Specify first listing date].]"</p>	<p>Europäischen Union: [regulierten Markt der Luxemburger Wertpapierbörse][im Euro MTF Markt der Luxemburger Wertpapierbörse] [anderen regulierten Markt einfügen]] [Im Fall einer Zulassung zum Handel an der SIX Swiss Exchange: SIX Swiss Exchange] mit Wirkung vom [Emissionstag] [Tag der Erstnotierung angeben] oder danach, sobald dies vernünftigerweise durchführbar ist, wird beantragt."</p>
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- (v) In the section "FORM OF FINAL TERMS / MUSTER DER ENDGÜLTIGEN BEDINGUNGEN", on pages 43 to 81 of the Base Prospectus, in "PART B – OTHER INFORMATION / TEIL B – SONSTIGE ANGABEN", in Paragraph 9 "TERMS AND CONDITIONS OF THE OFFER / EMISSIONSBEDINGUNGEN DES ANGEBOT'S", the last paragraph of the sub-section "Offer Price / Angebotspreis" on page 78 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>"[The [Issue Price] [price] [is also increased by][also includes] fees [specify].]"</p>	<p>„[Der][im] [Angebotspreis] [Preis] [wird zudem über Gebühren [angeben] erhöht][sind zudem Gebühren [angeben] enthalten]"</p>
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VII. SECTION "TERMS AND CONDITIONS OF THE GERMAN LAW NOTES / EMISSIONSBEDINGUNGEN DER DEUTSCHRECHTLICHEN SCHULDVERSCHREIBUNGEN"

In the section "TERMS AND CONDITIONS OF THE GERMAN LAW NOTES / EMISSIONSBEDINGUNGEN DER DEUTSCHRECHTLICHEN SCHULDVERSCHREIBUNGEN", on pages 82 to 199 of the Base Prospectus, the fifth paragraph on page 82 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>When Notes to be issued pursuant to this Base Prospectus are quoted in "unit", any reference to "Principal Amount", "Nominal Amount", "Notional Amount" or "Denomination" may be a reference to "Fix Amount" <u>and any reference to "Aggregate Nominal Amount" may be a reference to "Aggregate Fix Amount"</u></p>	<p>Wenn Schuldverschreibungen, die gemäß diesem Basisprospekt begeben werden sollen, in „Stück“ notiert werden, gilt jede Bezugnahme auf "Kapitalbetrag", „Nominalbetrag", „Nennbetrags“ oder „Stückelung“ als Bezugnahme auf „Festbetrag“ <u>und jede Bezugnahme auf „Gesamtnominalbetrag“ oder „Gesamtnennbetrag“ als Bezugnahme auf „Gesamtfestbetrag“</u></p>
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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.