



FIFTH SUPPLEMENT DATED 3 APRIL 2024

PURSUANT TO THE BASE PROSPECTUS DATED 31 MAY 2023

SOCIETE GENERALE
as Issuer and Guarantor
(incorporated in France)

and

SG ISSUER
and as Issuer
(incorporated in Luxembourg)

Debt Instruments Issuance Programme

This supplement dated 3 April 2024 (the **Supplement**) constitutes a supplement for the purposes of Article 23 of the UK Prospectus Regulation (as defined below) to the base prospectus dated 31 May 2023 (the **Base Prospectus**) in respect of the debt instruments issuance programme (the **Debt Instruments Issuance Programme**) which comprises a base prospectus for the purposes of the UK Prospectus Regulation.

Terms defined in the Base Prospectus have the same meaning when used in this Supplement. When used in this Supplement, UK Prospectus Regulation means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA).

The purpose of this Supplement, with regards to the Debt Instruments Issuance Programme, is to:

- modify the provisions in the section "Description of SG Issuer" of the Base Prospectus;
- incorporate by reference the English version of the *Document d'Enregistrement Universel 2024* of Societe Generale, the French version of which was filed with the AMF on 11 March 2024 (the "**2024 Universal Registration Document**") 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.

If documents which are incorporated by reference attached to this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the UK Prospectus Regulation except where such information or other documents are specifically incorporated by reference or attached to this Supplement. Any non-incorporated parts of a document referred to in this Supplement are either deemed not relevant for an investor or are otherwise covered elsewhere in this Supplement or 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 7 July 2023, the second supplement to the Base Prospectus dated 1 November 2023, the third supplement to the Base Prospectus dated 29 November 2023 and the fourth supplement to the Base Prospectus dated 4 March 2024 (the "**Previous Supplements**").

Full information on the Issuers 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 Terms and Conditions of the Notes set forth in the Base Prospectus.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the FCA) as competent authority under the UK Prospectus Regulation as a supplement to the Base Prospectus. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Approval by the FCA should not be considered as an endorsement of the Issuers or the Guarantor or of the quality of the Notes which are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes.

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.

Save as disclosed in this Supplement, there has been no significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

In accordance with Article 23(2) of the UK Prospectus Regulation and PRR 3.4.1 of the FCA's Prospectus Regulation Rules sourcebook, investors who have already agreed to purchase or subscribe for Notes issued under the Programme before this Supplement is published and where the Notes have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates, arose or was noted, where the Notes are affected by the significant new factor, material mistake or material inaccuracy to which this Supplement relates, have the right, exercisable until close of business on 5 April 2024, which is two working days after the publication of this Supplement (beginning with the working day after the date on which this Supplement was published) to withdraw their acceptances. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Notes) should they wish to exercise such right of withdrawal before the above deadline.

Any reference to page numbers below are references to the Base Prospectus.

1. SECTION "DESCRIPTION OF SG ISSUER"

- (i) *In the section "DESCRIPTION OF SG ISSUER" on pages 579 to 582 of the Base Prospectus, paragraph 7.1. on pages 580 to 581 of the Base Prospectus is modified as follows, with provisions added in blue and underlined and deleted in ~~red and strikethrough~~:*

"7.1 Pursuant to its articles of association, SG Issuer is managed by a board of directors under the supervision of a supervisory board

The members of the board of directors are Laurent Simonet, Thierry Bodson, Yves Cacclin, Julien Bouchat, Youenn Le Bris, Estelle Stephan Jaspard and Francois Caralp (individually a "Director" and collectively the **Board of Directors**).

Laurent Simonet, Thierry Bodson, Yves Cacclin, Julien Bouchat, Youenn Le Bris, Estelle Stephan Jaspard and Francois Caralp hold full-time management positions within the Societe Generale group.

Name: François Caralp

Address: 17, cours Valmy, 92897 Paris la Défense 7, France

Function within SG Issuer: Director

Activities performed outside SG Issuer: Head of complex wrapper structuring team

Name: Thierry Bodson

Address: 11, avenue Emile Reuter, L-2420 Luxembourg

Function within SG Issuer: Director

Activities performed outside SG Issuer: Corporate Engineer within Societe Generale Luxembourg S.A.

Name: Julien Bouchat

Address: 11, avenue Emile Reuter, L-2420 Luxembourg
Function within SG Issuer: Directors
Activities performed outside SG Issuer: Financial Engineer within Societe Generale Luxembourg S.A.

Name: Yves Cacclin
Address: 11, avenue Emile Reuter, L-2420 Luxembourg
Function within SG Issuer: Chairman of the Board of Directors
Activities performed outside SG Issuer: Head of Corporate and Investment banking in Societe Generale Luxembourg S.A.

Name: Youenn Le Bris
Address: 11, avenue Emile Reuter, L-2420 Luxembourg
Function within SG Issuer: Director
Activities performed outside SG Issuer: Head of Banking Operations within Societe Generale Luxembourg S.A.

Name: Estelle Stephan Jaspard
Address: ~~189, rue d'Aubervilliers 75886 PARIS Cedex 18, France~~ [17, cours Valmy, 92897 Paris la Défense 7, France](#)
Function within SG Issuer: Director
Activities performed outside SG Issuer: Head of DFIN/MAR/NOR – Accounting Norms, Referentials & Schemes for Market activities within Societe Generale

Name: Laurent Simonet
Address: 17, cours Valmy, 92897 Paris la Défense 7, France
Function within SG Issuer: Director
Activities performed outside SG Issuer: Global Head Technology & Operations for Collateral Management

The members of the supervisory board are ~~Angelo Bonetti~~, Peggy Veniant Cottin, Laurent Weil, Emanuele Maiocchi and Gregory Claudy (the "**Supervisory Board**").

~~Angelo Bonetti~~, Peggy Veniant Cottin, Gregory Claudy, Emanuele Maiocchi and Laurent Weil currently hold full-time management positions within the Societe Generale group.

~~**Name:** Angelo Bonetti
Address: 17, cours Valmy, 92897 Paris la Défense 7, France
Function within SG Issuer: Member of the Supervisory Board
Activities performed outside SG Issuer: Head of Financial Center and Pool 3G~~

Name: Peggy Veniant Cottin
Address: 11, avenue Emile Reuter, L-2420 Luxembourg
Function within SG Issuer: Member of the Supervisory Board
Activities performed outside SG Issuer: Chief Operating Officer within Societe Generale Luxembourg S.A.

Name: Laurent Weil
Address: 17, cours Valmy, 92897 Paris la Défense 7, France
Function within SG Issuer: Chairman of the Supervisory Board
Activities performed outside SG Issuer: Deputy Head of Cross Asset Structuring for Europe – within the Global Market Activities of Societe Generale Investment Bank.

Name: Gregory Claudy
Address: 225a, rue du Burgknapp, B-6717 Heinstert
Function within SG Issuer: Member of the Supervisory Board
Activities performed outside SG Issuer: Non-Executive Director of Internaxx Bank S.A., Executive Director of Alitèr Sentio s.à.r.l., Executive Director of R Lease S.A.

Name: Emanuele Maiocchi

Address: 11, avenue Emile Reuter, L-2420 Luxembourg
Function within SG Issuer: Member of the Supervisory Board
Activities performed outside SG Issuer: Head of Structured Solutions and Leasing Luxembourg”

- (ii) *In the section “DESCRIPTION OF SG ISSUER” on pages 579 to 582 of the Base Prospectus, paragraph 10.2 on page 581 of the Base Prospectus is modified as follows, with the provision deleted in ~~red and strikethrough~~ as follows:*

“10.2 Financial Statements

SG Issuer publishes both ~~non~~-audited interim financial statements and audited annual financial statements. SG Issuer does not publish consolidated financial statements.”

2. SECTION “RISK FACTORS”

- (i) *In the section “RISK FACTORS”, on pages 13 to 34 of the Base Prospectus, sub-paragraph 1.1. “Risks related to the macroeconomic, geopolitical, market and regulatory environments” of paragraph 1 “Risks relating to the Group” on page 13 of the Base Prospectus is modified as follows, with the provision added in blue and underlined and deleted in ~~red and strikethrough~~ as follows:*

“These risks are detailed on pages 163 to 167 of the 2023 Universal Registration Document incorporated by reference, on pages 55 to 58 of the Second Amendment to the 2023 Universal Registration Document incorporated by reference, ~~and~~ on pages 36 to 37 of the Third Amendment to the 2023 Universal Registration Document incorporated by reference and on pages 192 to 196 of the 2024 Universal Registration Document incorporated by reference (see Section “Documents Incorporated by Reference”).”

- (ii) *In the section “RISK FACTORS”, on pages 13 to 34 of the Base Prospectus, sub-paragraph 1.2. “Credit and counterparty credit risks” of paragraph 1 “Risks relating to the Group” on page 13 of the Base Prospectus is modified as follows, with the provision added in blue and underlined and deleted in ~~red and strikethrough~~ as follows:*

“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 incorporated by reference and on pages 196 to 197 of the 2024 Universal Registration Document incorporated by reference (see Section “Documents Incorporated by Reference”).”

- (iii) *In the section “RISK FACTORS”, on pages 13 to 34 of the Base Prospectus, sub-paragraph 1.3. “Market and structural risks” of paragraph 1 “Risks relating to the Group” on page 13 of the Base Prospectus is modified as follows, with the provision added in blue and underlined and deleted in ~~red and strikethrough~~ as follows:*

“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 incorporated by reference and on pages 198 to 199 of the 2024 Universal Registration Document incorporated by reference (see Section “Documents Incorporated by Reference”).”

- (iv) *In the section “RISK FACTORS”, on pages 13 to 34 of the Base Prospectus, sub-paragraph 1.4. “Extra-financial risks (including operational risks) and model risks” of paragraph 1 “Risks relating to the Group” on page 13 of the Base Prospectus is modified as follows, with the provision added in blue and underlined and deleted in ~~red and strikethrough~~ as follows:*

“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 incorporated by reference and on pages 200 to 203 of the

[2024 Universal Registration Document incorporated by reference](#) (see Section "Documents Incorporated by Reference")."

- (v) *In the section "RISK FACTORS", on pages 13 to 34 of the Base Prospectus, sub-paragraph 1.5. "Liquidity and funding risks" of paragraph 1 "Risks relating to the Group" on page 13 of the Base Prospectus is modified as follows, with the provision added in [blue and underlined](#) and deleted in ~~red and strikethrough~~ as follows:*

"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 incorporated by reference [and on pages 199 to 200 of the 2024 Universal Registration Document incorporated by reference](#) (see Section "Documents Incorporated by Reference")."

- (vi) *In the section "RISK FACTORS", on pages 13 to 34 of the Base Prospectus, sub-paragraph 1.6. "Risks related to insurance activities" of paragraph 1 "Risks relating to the Group" on page 13 of the Base Prospectus is modified as follows, with the provision added in [blue and underlined](#) and deleted in ~~red and strikethrough~~ as follows:*

"These risks are detailed on page 174 of the 2023 Universal Registration Document incorporated by reference [and on page 203 of the 2024 Universal Registration Document incorporated by reference](#) (see Section "Documents Incorporated by Reference")."

- (vi) *In the section "RISK FACTORS", on pages 13 to 34 of the Base Prospectus, sub-paragraph 1.7. "Risks on long-term leasing activities" of paragraph 1 "Risks relating to the Group" on page 13 of the Base Prospectus is modified as follows, with the provision added in [blue and underlined](#) and deleted in ~~red and strikethrough~~ as follows:*

"This risk is detailed on pages 61 to 62 of the Second Amendment to the 2023 Universal Registration Document incorporated by reference [and on page 203 of the 2024 Universal Registration Document incorporated by reference](#) (see Section "Documents Incorporated by Reference")."

3. SECTION "DOCUMENTS INCORPORATED BY REFERENCE"

- (i) *In the section "DOCUMENTS INCORPORATED BY REFERENCE" on pages 68 to 74 of the Base Prospectus, subsection "1.1 Documents incorporated by reference relating to Societe Generale" on pages 68 to 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:*

"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 the paragraphs 1.1.1 to 1.1.4, ~~and~~ 1.1.6 [and](#) 1.1.9 below."

- (ii) *In the section "DOCUMENTS INCORPORATED BY REFERENCE" on pages 68 to 74 of the Base Prospectus, in subsection "1.1 Documents incorporated by reference relating to Societe Generale" on pages 68 to 69 of the Base Prospectus, a new paragraph "1.1.9 2024 Universal Registration Document" is added as follows:*

"1.1.9 2024 Universal Registration Document

The expression "**2024 Universal Registration Document**" means the English version of the *Document d'Enregistrement Universel 2024* of Societe Generale, the French version of which was filed with the AMF on 11 March 2024 under no. D.24-0094, 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, page 724 and (iii) the cross reference tables, pages 726 to 731.

The 2024 Universal Registration Document is available on the Societe Generale website (<https://www.societegenerale.com/sites/default/files/documents/2024-03/universal-registration-document-2024.pdf>).

The cross-reference table in relation to the 2024 Universal Registration Document appears in the paragraph 2.1.9 below."

- (iii) *In the section "DOCUMENTS INCORPORATED BY REFERENCE" on pages 68 to 74 of the Base Prospectus, in sub-section "2.1 Cross reference tables relating to Societe Generale" on pages 70 to 73 of the Base Prospectus, a new paragraph "2.1.9 2024 Universal Registration Document" is added as follows:*

"2.1.9 2024 Universal Registration Document

The UK Delegated Regulation	2024 Universal Registration Document
RISK FACTORS	191-203
INFORMATION ABOUT THE ISSUER	
History and development of the company	9
Legal and commercial name of the Issuer	
Place of registration, registration number and legal entity identifier (LEI) of the Issuer	714
Date of incorporation and the length of life of the Issuer	714
Domicile and legal form of the Issuer, applicable legislation, country of incorporation, address and telephone number of its registered office and website	714
BUSINESS OVERVIEW	
Principal activities	8-28;56-63
Principal markets	
ORGANISATIONAL STRUCTURE	
Brief description of the Group	10-12;30-31
TREND INFORMATION	18-19
ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT	
Board of Directors and general management	78-112

The UK Delegated Regulation	2024 Universal Registration Document
Administrative, management and supervisory bodies and General Management conflicts of interests	166
MAJOR SHAREHOLDERS	
Control of the Issuer	709-710;712
FINANCIAL INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER	
Historical financial information	30-74; 155; 211-217; 225-287; 420-620;631-697
Financial statements	155-159; 211-217; 225-226; 236-237; 239-241; 252; 256-260; 265-269; 271; 277-283; 420-620
Consolidated Balance sheet	420-421
Consolidated income statement	422
Accounting policies and explanatory notes on the consolidated financial statements	155-159; 211-217; 225-226; 236-237; 239-241; 252; 256-260; 265-269; 271; 277-283; 427-620
Cash flow statement	425
Changes in shareholders' equity	676
Parent Company Financial Statement	638-697
Parent Company Balance sheet	638-639
Parent Company income statement	639
Explanatory notes on the annual financial statements	640-697
Auditing of the historical annual financial information (Auditor's report)	621-630;698-704
Legal and arbitration proceedings	300; 616-619; 694-697
MATERIAL CONTRACTS	71

The parts of the 2024 Universal Registration Document which are not included in the cross-table above are not incorporated by reference as they are not relevant for an investor or are covered elsewhere in the Base Prospectus.”

4. SECTION “DESCRIPTION OF SOCIETE GENERALE”

- (i) *In the section “DESCRIPTION OF SOCIETE GENERALE” on pages 577 to 578 of the Base Prospectus, the first sentence of paragraph 1 “STATUTORY AUDITORS” on page 577 of the Base Prospectus is amended, with the provision added in blue and underlined and deleted in ~~red and strikethrough~~ as follows:*

“For the financial years ended 31 December 2021, ~~and~~ 31 December 2022 and 31 December 2023.”

- (ii) *In the section “DESCRIPTION OF SOCIETE GENERALE” on pages 577 to 578 of the Base Prospectus, paragraph 5 “TREND INFORMATION” on page 577 of the Base Prospectus is amended 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 and 17~~ 18 to 19 of the ~~2023~~2024 Universal Registration Document, ~~on pages 3 to 5 and page 31 of the First Amendment to the 2023 Universal Registration Document and on pages 3 to 5, page 43 of the Second Amendment to the 2023 Universal Registration Document and on pages 3 to 5 of the Third 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 2023.

For information on any known trends regarding Societe Generale, please refer to pages ~~16, 17, 65 and 66~~ 18 to 19 of the ~~2023~~2024 Universal Registration Document, ~~pages 3 to 5 and 31 of the First Amendment to the 2023 Universal Registration Document, to pages 3 to 5 and page 43 of the Second Amendment to the 2023 Universal Registration Document and to pages 3 to 5 of the Third Amendment to the 2023 Universal Registration Document~~ incorporated by reference herein.”

- (iii) *In section “DESCRIPTION OF SOCIETE GENERALE” on pages 577 to 578 of the Base Prospectus, paragraph 9.1 “Legal and arbitration proceedings” on pages 577 to 578 of the Base Prospectus is amended 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 624 to 627~~ 300, 616 to 619 and 694 to 697 of the ~~2023~~2024 Universal Registration Document, ~~on pages 42 to 45 of the First Amendment to the 2023 Universal Registration Document, on pages 198 to 202 of the Second Amendment to the 2023 Universal Registration Document and on pages 42 to 43 of the Third 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 have significant effects on Societe Generale's, and/or the Group's financial position of profitability, or jeopardise Societe Generale's, and/or the Group's ability to discharge its obligations in respect of Notes.

See also section “Documents Incorporated by Reference” of this Base Prospectus.”

5. SECTION “GENERAL INFORMATION”

In the section “GENERAL INFORMATION” on pages 602 to 604 of the Base Prospectus, subparagraph 4(b) of paragraph 4 “AVAILABILITY OF DOCUMENTS” shall be modified as follows, with provisions added in blue and underlined and deleted in ~~red and strikethrough~~:

“(b) the 2022 Universal Registration Document, the 2023 Universal Registration Document, the 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, the Third Amendment to the 2023 Universal Registration Document, the 2023 Consolidated Financial Statements, ~~and~~ the Press Release regarding Q4 2023 Financial Results and the 2024 Universal Registration Document;”

DOCUMENTS AVAILABLE

Copies of this Supplement can be obtained, without charge, from the head office of each Issuer and the specified office of each 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 Financial Conduct Authority (<https://marketsecurities.fca.org.uk/>); and
- the Issuers (<http://prospectus.socgen.com>).

RESPONSIBILITY

Each of Societe Generale and SG Issuer accepts responsibility for the information given in this Supplement and confirms that the information contained in this Supplement is, to the best of their knowledge, in accordance with the facts and this Supplement makes no omission likely to affect the import of such information.