



**FOURTH SUPPLEMENT DATED 4 MARCH 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 4 March 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 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 8 February 2024 (the "**Press Release regarding Q4 2023 Financial Results**") 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.

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 and the third supplement to the Base Prospectus dated 29 November 2023 (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 6 March 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 "DOCUMENTS INCORPORATED BY REFERENCE"**

- (i) *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 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.~~34~~ and 1.1.6 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 “1.1.7 2023 Consolidated Financial Statements” is added 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 2.1.7 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](https://www.societegenerale.com/sites/default/files/resultats_publication/en/2024-02/q4-2023-Financial-statements_EN.pdf)”

- (iii) *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 “1.1.8 Press Release published by the Issuer on 8 February 2024” is added 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 Societe Generale, 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 2.1.8 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](https://www.societegenerale.com/sites/default/files/resultats_publication/en/2024-02/q4-2023-Press-release_EN.pdf)”

- (iv) *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 “2.1.7 2023 Consolidated Financial Statements” is added as follows:*

## “2.1.7 2023 Consolidated Financial Statements

The UK Delegated Regulation	31.12.2023 Consolidated Financial Statements
<b>1. Consolidated Financial Statements</b>	
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
<b>2. Notes to the Consolidated Financial Statements</b>	7 – 280”

- (vi) *In the section “DOCUMENTS INCORPORATED BY REFERENCE” on pages 68 to 74 of the Base Prospectus, in subsection “2.1 Cross reference tables relating to Societe Generale” on pages 70 to 73 of the Base Prospectus, a new paragraph “2.1.8 Press Release regarding Q4 2023 Financial Results” is added as follows:*

### “2.1.8 Press Release regarding Q4 2023 Financial Results

The UK Delegated Regulation	Press Release regarding Q4 2023 Financial Results
<b>INFORMATION ABOUT THE ISSUER</b>	
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
<b>FINANCIAL INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER</b>	
Significant changes in the Issuer’s financial position	1 – 22”

## 2. SECTION “DESCRIPTION OF SOCIETE GENERALE”

- (i) *In section “DESCRIPTION OF SOCIETE GENERALE” on pages 577 to 578 of the Base Prospectus, paragraph “9.2 Significant change in the financial position” shall be*

modified as follows, with the provision added in blue and underlined and deleted in ~~red and strikethrough~~:

## **“9.2 Significant change in the financial position**

There has been no significant change in the financial position or financial performance of Societe Generale and its consolidated subsidiaries (taken as a whole) since ~~30 September 2023~~ 31 December 2023.”

- (ii) *In section “DESCRIPTION OF SOCIETE GENERALE” on pages 577 to 578 of the Base Prospectus, paragraph “9.3 Recent Events” shall be modified by including the following additional provision at the end:*

“The Issuer considers the publication of 2023 Consolidated Financial Statements and the Press Release regarding Q4 2023 Financial Results on 8 February 2024 to be material to investors.”

## **3. SECTION “GENERAL INFORMATION”**

*In the section “GENERAL INFORMATION” on pages 602 to 604 of the Base Prospectus, paragraph 4(b) in sub-section “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, ~~and~~ 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 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.