



**FIRST SUPPLEMENT DATED 9 NOVEMBER 2023
PURSUANT TO THE BASE PROSPECTUS DATED 25 OCTOBER 2023**

SOCIÉTÉ GÉNÉRALE
as Issuer
(incorporated in France)

Debt Instruments Issuance Programme

This supplement dated 9 November 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 25 October 2023 (the **Base Prospectus**).

The purpose of this Supplement is to incorporate by reference the English version of the Third Amendment of the 2023 Universal Registration Document of Societe Generale published on 3 November 2023 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.

This Supplement completes, modifies and must be read in conjunction with the Base Prospectus.

Full information on the Issuer and the offer of any Notes is only available on the basis of the combination of the Base Prospectus 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(2a) 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 three working days after the publication of this Supplement (no later than 14 November 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, shall be modified as follows, with the provision added blue and underlined and deleted in ~~red and strikethrough~~ 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~~, and on pages 55 to 58 of the Second Amendment to the 2023 Universal Registration Document and on pages 36 to 37 of the Third Amendment to 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~~ and on page 58 of the Second Amendment to 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~~ and on pages 58 to 60 of the Second Amendment to the 2023 Universal Registration Document incorporated by reference (see Section "*Documents Incorporated by Reference*").

1.4 Liquidity and funding risks

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 (see Section "*Documents Incorporated by Reference*").

1.5 Extra-financial risks (including operational risks 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~~ and on pages 60 to 61 of the Second Amendment to 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*").

1.7 Risks on long-term leasing activities

This risk is detailed on pages 61 to 62 of the Second Amendment to the 2023 Universal Registration Document incorporated by reference (see Section "*Documents Incorporated by Reference*").

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

“1. LIST OF THE 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 and the 9 November 2022 Base Prospectus as supplemented (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 1.1.5 6 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 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 1.1.5 6 below.”

- (iii) In the section “*DOCUMENTS INCORPORATED BY REFERENCE*”, in subsection 1.1 “*Documents incorporated by reference relating to Societe Generale*”, paragraph “*1.1.6 Third Amendment to the 2022 Universal Registration Document*” is added on page 36 as follows:

“1.1.6 Third Amendment to the 2023 Universal Registration Document

The expression “**Third Amendment to the 2023 Universal Registration Document**” means the English version of the Troisième amendement du Document d’Enregistrement Universel 2023 of Societe Generale, the French version of which was filed with the AMF on 3 November 2023 under no. D-23-0089-A03, except for (i) the cover page containing the AMF textbox, (ii) the statement of the person responsible for the Third Amendment to the 2023 Universal Registration Document

made by Mr. Slawomir Krupa, Chief Executive Officer of Societe Generale, on page 44 and (iii) the cross reference tables, pages 46 to 49.

The cross-reference table in relation to the Third Amendment to the 2023 Universal Registration Document appears in the paragraph 2.7 below.

The Third Amendment to the 2023 Universal Registration Document is available on the Societe Generale website <https://www.societegenerale.com/sites/default/files/documents/2023-11/Societe-Generale-URD-3rd-amendment-03-11-2023.pdf>.

- (ii) In the section “*DOCUMENTS INCORPORATED BY REFERENCE*”, in subsection 2.1 “*Cross reference tables relating to Societe Generale*”, paragraph **2.7 “Third Amendment to the 2023 Universal Registration Document”** is added on page 42 as follows:

“2.7 Third Amendment to the 2023 Universal Registration Document

Commission Delegated Regulation (EU) No 2019/980	Third Amendment to the 2023 Universal Registration Document
RISK FACTORS	
Risks related to the macroeconomic, geopolitical, market and regulatory environments	36-37
BUSINESS OVERVIEW	
Basis for any statements made by the issuer regarding its competitive position	15-26
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FINANCIAL INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER	
Historical financial informations	6-34
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(a) Consolidated Balance sheet	29
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II. SECTION “DESCRIPTION OF SOCIETE GENERALE”

- (i) In the section “*DESCRIPTION OF SOCIETE GENERALE*”, sub-section 5. “*TREND INFORMATION*” on page 327 shall be modified 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 to 17 of 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 2022.

For information on any known trends regarding Societe Generale, please refer to pages 16 to 17 and 65 to 66 of the 2023 Universal Registration Document, and to pages 3 to 5 of the First Amendment to the 2023 Universal Registration Document, and to pages 3 to 5 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.

- (ii) In the section “*DESCRIPTION OF SOCIETE GENERALE*”, subsection 9 “*FINANCIAL INFORMATION CONCERNING SOCIETE GENERALE’S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES*”, item 9.1 “**Legal and arbitration proceedings**” on page 328 is modified as follows, with 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, 552 to 556 and 624 to 627 of the 2023 Universal Registration Document, and on pages 41 to 44 of the First Amendment to the 2023 Universal Registration Document, and 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 jeopardise the Issuer’s ability to discharge its obligations in respect of the Notes.

See also paragraphs 1.1 and 2 in the section “Documents Incorporated by Reference” of this Base Prospectus.”

- (iii) In the section “*DESCRIPTION OF SOCIETE GENERALE*”, subsection 9 “*FINANCIAL INFORMATION CONCERNING SOCIETE GENERALE’S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES*”, item 9.2 “**Significant change in the financial position**” on page 328 is modified as follows, with 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 ~~June~~ [September](#) 2023.

III. SECTION “GENERAL INFORMATION”

In the section “GENERAL INFORMATION”, subsection 5 “AVAILABILITY OF DOCUMENTS” on page 343 is modified as follows, with 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, ~~and~~ the Press Release published by the Issuer on 18 September 2023 and the Third Amendment to the 2022 Universal Registration Document.

DOCUMENTS AVAILABLE

Copies of this Supplement and the documents incorporated by reference 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>).

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.