



**SUPPLEMENT DATED 18 January 2023  
PURSUANT TO THE BASE PROSPECTUS DATED 9 November 2022**

**SOCIÉTÉ GÉNÉRALE**  
as Issuer  
*(incorporated in France)*

## **Debt Instruments Issuance Programme**

This supplement dated 18 January 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 amend the sections “Important Information relating to Non-exempt Offers of Notes”, “Form of Final Terms / Muster der Endgültigen Bedingungen” and “General Information” with regards to the notification of the Base Prospectus to the additional Host Member States Bulgaria, Croatia, Denmark, Finland, Greece, Hungary, Norway, Poland, Romania, Sweden, Slovenia, Slovak Republic, The Czech Republic and The Netherlands.

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 dated 9 November 2022.

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(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 20 January 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 “IMPORTANT INFORMATION RELATING TO NON-EXEMPT OFFERS OF NOTES”

In the section “*IMPORTANT INFORMATION RELATING TO NON-EXEMPT OFFERS OF NOTES*”, in subsection “3. *CONDITIONS TO CONSENT*” on page 34 shall be modified as follows, with the provision added in blue and underlined and deleted in ~~red and strikethrough~~ as follows:

### “3. CONDITIONS TO CONSENT

(b) only extends to the use of this Base Prospectus to make Non-exempt Offers of the relevant Tranche of Notes in Germany, France, Austria, Belgium, Italy, Portugal, Ireland, Luxembourg, ~~and Spain~~, Bulgaria, Croatia, Denmark, Finland, Greece, Hungary, Norway, Poland, Romania, Sweden, Slovenia, Slovak Republic, The Czech Republic and The Netherlands, as specified in the applicable Final Terms.

The only Relevant States for which the Issuer has given a consent for the making of Non-exempt Offers and which may be so specified in the applicable Final Terms as indicated in the paragraph 3(b) as Non-exempt Offer Jurisdictions will be Germany, France, Austria, Belgium, Italy, Portugal, Ireland, Luxembourg, ~~and Spain~~, Bulgaria, Croatia, Denmark, Finland, Greece, Hungary, Norway, Poland, Romania, Sweden, Slovenia, Slovak Republic, The Czech Republic and The Netherlands.

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

In the section “*FORM OF FINAL TERMS / MUSTER DER ENDGÜLTIGEN BEDINGUNGEN*”, subsection “*PART B – OTHER INFORMATION / TEIL B – SONSTIGE ANGABEN*”, paragraph – Non-exempt Offer Jurisdiction(s) / - Jurisdiktionen des Nicht befreiten Angebots“ of point “9. TERMS AND CONDITIONS OF THE OFFER” / “9. EMISSIONSBEDINGUNGEN DES ANGEBOTTS” on page 77 shall be modified as follows, with the provision added in blue and underlined and deleted in ~~red and strikethrough~~ as follows:

- Non-exempt Offer Jurisdiction(s):	- Jurisdiktion(en) des Nicht befreiten Angebots:
[Austria][,][and][Belgium][,][and][France][,][and][Ireland][,][and][Italy][,][and][Portugal][,][and][Spain][,][and][Germany][,][and][Luxembourg][,][and][ <u>Bulgaria</u> ][,][and][ <u>Croatia</u> ][,][and][ <u>Denmark</u> ][,][and][ <u>Finland</u> ][,][and][ <u>Greece</u> ][,][and][ <u>Hungary</u> ][,][and][ <u>Norway</u> ][,][and][ <u>Poland</u> ][,][and][ <u>Romania</u> ][,][and][ <u>Sweden</u> ][,][and][ <u>Slovenia</u> ][,][and][ <u>Slovak Republic</u> ][,][and][ <u>The Czech Republic</u> ][,][and][ <u>The Netherlands</u> ].	[Österreich][,][und][Belgien][,][und][Frankreich][,][und][Irland][,][und][Italien][,][und][Portugal][,][und][Spanien][,][und][Deutschland][,][und][Luxembourg][,][und][ <u>Bulgarien</u> ][,][und][ <u>Kroatien</u> ][,][und][ <u>Dänemark</u> ][,][und][ <u>Finnland</u> ][,][und][ <u>Griechenland</u> ][,][und][ <u>Ungarn</u> ][,][und][ <u>Norwegen</u> ][,][und][ <u>Polen</u> ][,][und][ <u>Rumänien</u> ][,][und][ <u>Schweden</u> ][,][und][ <u>Slowenien</u> ][,][und][ <u>die Slowakei</u> ][,][und][ <u>die Tschechische Republik</u> ][,][und][ <u>die Niederlande</u> ].

## II. SECTION “GENERAL INFORMATION”

In the section “*GENERAL INFORMATION*”, subsection “4. *NOTIFICATION*” on page 331 shall be modified as follows, with the provision added in blue and underlined and deleted in ~~red and strikethrough~~ as follows:

### “4. NOTIFICATION

The Issuer has requested the CSSF to provide the competent authority of Austria, Belgium, France, Ireland, Italy, Portugal, Spain, ~~and Germany~~, Bulgaria, Croatia, Denmark, Finland, Greece, Hungary, Norway, Poland, Romania, Sweden, Slovenia, Slovak Republic, The Czech Republic and The Netherlands with a certificate of approval attesting that this Base Prospectus has been drawn up in accordance with the Prospectus Regulation. The CSSF may also be requested to provide the competent authority of any other EEA State with a similar certificate of approval.”

## **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.bourse.lu>).

## **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.