



**SECOND SUPPLEMENT DATED 25 APRIL 2023
PURSUANT TO THE BASE PROSPECTUS DATED 1 JUNE 2022**

SOCIETE GENERALE and **SG ISSUER**
as Issuer and Guarantor as Issuer
(incorporated in France) (incorporated in
Luxembourg)

Debt Instruments Issuance Programme

This supplement dated 25 April 2023 (the **Supplement**) constitutes a supplement for the purposes of Article 23(1) of the Regulation (EU) 2017/1129 (the **Prospectus Regulation**) to the Debt Instruments Issuance Programme prospectus dated 1 June 2022 (the **Base Prospectus**) supplemented by the first Supplement to Base Prospectus dated 15 February 2023 (the and the supplement to the Base Prospectus dated 7 March 2023 in relation to the applicable Final Terms dated 2 February 2023 and the supplement to the Base Prospectus dated 17 March 2023 in relation to the applicable Final Terms dated 27 February 2023 and the supplement to the Base Prospectus dated 20 April 2023 in relation to the applicable Final Terms dated 31 March 2023 (together, the "**EMTN Supplements**")

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

- 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 section "Additional Terms and Conditions relating to Structured Notes"

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..

Full information on the Issuers 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 relevant 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 business days after the publication of this Supplement to withdraw their acceptances. The final date of the right of withdrawal will be 27/04/2023. Investors may contact the financial intermediary or the issuer, as the case may be, should they wish to exercise the right of withdrawal.

I. SECTION “RISK FACTORS”

Item 1.1. “Risks related to the macroeconomic, geopolitical, market and regulatory environments” of Paragraph 1 “Risks relating to the Group” on page 13 is modified as follows, with provisions added in red and deleted in green:

“Risk factors relating to Societe Generale group are detailed on pages 148 to 153 of the 2022 Universal Registration Document, ~~and~~ pages 30 to 31 of the First Amendment to the 2022 Universal Registration Document **and pages 163 to 167 of the 2023 Universal Registration Document** incorporated by reference (see Section “Documents Incorporated by Reference”).”

II. SECTION “DOCUMENTS INCORPORATED BY REFERENCE”

(i) Paragraph 1.1 “Documents incorporated by reference relating to Societe Generale” on page 63 is modified as follows, with figure added in red and deleted in green:

“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.~~3~~**4** below.”

(ii) In paragraph 1 “List of the documents incorporated by reference”, paragraph 1.1 “Documents incorporated by reference relating to Societe Generale”, the sub-paragraph 1.1.4 is added as follows on page 64:

“1.1.4 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 filed with 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, page 674 and (iii) the cross reference tables, pages 675 to 683.

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-Documents-EN.pdf>).

The cross-reference table in relation to the 2023 Universal Registration Document appears in the paragraph 2.1.4 below.”

(iii) In paragraph 2 “Cross reference tables of the documents incorporated by reference”, paragraph 2.1 “Cross reference tables relating to Societe Generale”, the sub-paragraph 2.1.4 is added as follows on page 68:

“2.1.4 2023 Universal Registration Document

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The parts of the 2023 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.

III. SECTION “DESCRIPTION OF SOCIETE GENERALE”

- (i) *The first sentence of Paragraph 1 “Statutory Auditors” is amended on page 642, with the provision added in red and the provision deleted in green as follows:*

“For the financial years ended 31 December 2020, ~~and~~ 31 December 2021 **and 31 December 2022**”

- (ii) *Paragraph 5 “Trend Information” on page 642 is modified, with the provisions added in red and the provisions deleted in green as follows:*

“Save as disclosed on pages ~~14, 15, 56 and 57-16~~, **17, 65 and 66** of the ~~2022~~ **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 ~~2021-2022~~.

For information on any known trends regarding Societe Generale, please refer to pages 16, 17 and ~~59 65-66~~ of the ~~2022~~ **2023** Universal Registration Document ~~and pages 3 to 27 of the First Amendment to the 2022 Universal Registration Document~~ incorporated by reference herein.”

- (iii) *Subparagraph 9.1 “Legal and arbitration proceedings” on pages 642 and 643 is amended with the provisions added in red and the word deleted in green as follows:*

“Save as disclosed on pages ~~259 and 534 to 537~~ 270 and 624 to 627 of the ~~2022~~ 2023 Universal Registration Document ~~and on pages 37 and 38 of the First Amendment to the 2022 Universal Registration Document~~, for a period covering the last twelve months, there have been no 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 section “Documents Incorporated by Reference” of this Base Prospectus.”

(iv) Subparagraph 9.2 “Significant change in the financial or trading position” on page 643 is amended with the provision added in red and the provision deleted in green as follows:

“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 ~~March 2022~~ December 2022.”

IV. SECTION “GENERAL INFORMATION”

Subparagraph (b) in paragraphs 5 “Availability of Documents” on page 668 is modified as follows, with provisions added in red and word deleted in green:

“(b) the 2021 Universal Registration Document, the 2022 Universal Registration Document, ~~and~~ the First Amendment to the 2022 Universal Registration Document ~~and the 2023 Universal Registration Document~~.”

V. SECTION “ADDITIONAL TERMS AND CONDITIONS RELATING TO STRUCTURED NOTES”

Subparagraphs (A.), (B.) and (C.) in paragraphs 4.1 “DEFINITIONS” on page 412 are modified as follows, with provisions added in red and word deleted in green:

A. Trading Disruption means, in respect of an Underlying, any suspension of or limitation imposed on trading by the relevant Exchange or Related Exchange or otherwise and whether by reason of movements in price exceeding limits permitted by the relevant Exchange or Related Exchange or otherwise (a) relating to the Underlying on the Exchange, or in the case of an Index, on the relevant Exchange(s) relating to ~~any securities~~ security that comprises ~~20 per cent. or more of the level of~~ the relevant Index or (b) in futures or options contracts relating to the Underlying on any relevant Related Exchange;

B. Exchange Disruption means, in respect of an Underlying, any event (other than an Early Closure) that disrupts or impairs (as determined by the Calculation Agent) the ability of market participants in general to effect transactions in, or obtain market values for (a) the Underlying on the Exchange, or in the case of an Index, on the relevant Exchange(s) relating to ~~any securities~~ security that comprises ~~20 per cent. or more of the level of~~ the relevant Index, or (b) futures or options contracts relating to the Underlying on any relevant Related Exchange;

C. Early Closure means, the closure on any Exchange Business Day of (a) the relevant Exchange, or in the case of an Index, on the relevant Exchange(s) relating to ~~any securities~~ security that comprises ~~20 per cent. or more of the level of~~ the relevant Index or (b) any Related Exchange, prior to its Scheduled Closing Time unless such earlier closing is announced by such Exchange or Related Exchange (as the case may be) at least one hour prior to the earlier of (x) the actual closing time for the regular trading session on such Exchange or Related Exchange (as the case may be) on such Exchange Business Day and (y) the submission deadline for orders to be entered into the Exchange or Related Exchange system for execution at the relevant Valuation Time on such Exchange Business Day;”

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 Luxembourg Stock Exchange (www.luxse.com); and
- the Issuers (<http://prospectus.socgen.com>).

RESPONSIBILITY

Each of the Issuers and the Guarantor accept responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuers and the Guarantor (each having taken all reasonable care to ensure that such is the case) 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.