



SIXTH SUPPLEMENT DATED 12 February 2025 PURSUANT TO THE BASE PROSPECTUS DATED 20 March 2024

SOCIÉTÉ GÉNÉRALE

as Issuer
(incorporated in France)

Debt Instruments Issuance Programme

This supplement dated 12 February 2025 (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 20 March 2024 (the **Base Prospectus**).

The purpose of this Supplement is to

- incorporate by reference the unaudited consolidated financial statements for the year ended 31 December 2024 (the “**2024 Consolidated Financial Statements (unaudited)**”) and the Press Release Q4 2024 Financial Results published by the Issuer on 06 February 2025 and amend the sections “Documents Incorporated by Reference”, “Description of Societe Generale” and “General Information” of the Base Prospectus accordingly.
- correct and modify some provisions in the sections “Form of Final Terms”, “Terms and Conditions of the German Law Notes”, “Terms and Conditions of the English Law Notes”, “Terms and Conditions of the French Law Notes” and “Subscription, Sales and Transfer Restrictions”

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, the first Supplement to the Base Prospectus dated 28 March 2024, the second Supplement to the Base Prospectus dated 8 May 2024, the third Supplement to the Base Prospectus dated 8 August 2024, the fourth Supplement to the Base Prospectus dated 8 November 2024, the fifth Supplement to the Base Prospectus dated 23 December 2024, the first Supplement to specific Final Terms dated 28 March 2024 and the second Supplement to specific Final Terms dated 26 November 2024 (the “**Previous Supplements**”).

Full information on the Issuer and the offer of any Notes is only available on the basis of the combination of the Base Prospectus, the Previous Supplement 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 three working days after the publication of this Supplement (no later than 17 February 2025) 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 “DOCUMENTS INCORPORATED BY REFERENCE”

- (i) In the section “DOCUMENTS INCORPORATED BY REFERENCE”, in subsection “1. LIST OF THE DOCUMENTS INCORPORATED BY REFERENCE” on page 41 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. LIST OF 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 Prospectuses (i.e. ~~its~~ their Terms and Conditions and Form of Final Terms) which means the 8 April 2022 Base Prospectus, the 9 November 2022 Base Prospectus and the 25 October 2023 (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~~ 7 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 41 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 sections 1.1.1 to 1.1.~~5~~ 7 below.”

- (iii) In the section “DOCUMENTS INCORPORATED BY REFERENCE”, in subsection “*1.1 Documents incorporated by reference relating to Societe Generale*” on pages 41 et seqq. of the Base Prospectus, paragraph “*1.1.6 2024 Consolidated Financial Statements (unaudited)*” is added as follows:

“1.1.6 2024 Consolidated Financial Statements (unaudited)*”

The expression “2024 Consolidated Financial Statements (unaudited)” means the English version of the “*T4 2024 Résultats financiers - États Financiers*” of Societe Generale dated as of 6 February 2025 for the period from 1 January 2024 to 31 December 2024 prepared in accordance with international financial reporting standards (IFRS), 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 2024 Consolidated Financial Statements (unaudited) published by the Issuer on 6 February 2025 appears in paragraph 2.7 below.

The 2024 Consolidated Financial Statements (unaudited) are available on the Societe Generale website https://www.societegenerale.com/sites/default/files/resultats_publication/en/2025-02/q4-2024-Financial-statements_EN.pdf.

**The profit estimate contained in the 2024 Consolidated Financial Statements (unaudited) is based on the unaudited management accounts of the Société Générale Group for the year ended 31 December 2024. This profit estimate has been compiled and prepared on a basis which is comparable with the historical financial information of the Société Générale Group and consistent with the accounting policies of the Société Générale Group*

- (iv) In the section “DOCUMENTS INCORPORATED BY REFERENCE”, in subsection “1.1 Documents incorporated by reference relating to Societe Generale” on pages 41 et seqq. of the Base Prospectus, paragraph “1.1.7 Press Release regarding Q4 2024 Financial Results” is added as follows:

“1.1.7 Press Release regarding Q4 2024 Financial Results

The expression “Press Release Q4 2024 Financial Results” means the English version of the press release entitled “ T4 2024 Résultats financiers - Communiqué de presse ” published by the Issuer on 6 February 2025 regarding the fourth quarter and full year 2024 results of Société Générale, 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 Q4 2024 Financial Results published by the Issuer on 6 February 2025 appears in paragraph 2.8 below.

The Press Release Q4 2024 Financial Results is available on the Societe Generale website https://www.societegenerale.com/sites/default/files/resultats_publication/en/2025-02/q4-2024-Press-release_EN.pdf

- (v) In the section “DOCUMENTS INCORPORATED BY REFERENCE”, in subsection “CROSS REFERENCE TABLES OF THE DOCUMENTS INCORPORATED BY REFERENCE”, paragraph “2.7 2024 Consolidated Financial Statements (unaudited)” is added on pages 43 et seqq. as follows:

“2.7 2024 Consolidated Financial Statements (unaudited)

Commission Delegated Regulation (EU) No 2019/980	31.12.2024 Consolidated Financial Statements (unaudited)
1. Consolidated Financial Statements	
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

Commission Delegated Regulation (EU) No 2019/980	31.12.2024 Consolidated Financial Statements (unaudited)
2. Notes to the Consolidated Financial Statements	7 – 270”

- (vi) In the section “DOCUMENTS INCORPORATED BY REFERENCE”, in subsection “*CROSS REFERENCE TABLES OF THE DOCUMENTS INCORPORATED BY REFERENCE*”, paragraph “2.8 Press Release regarding Q4 2024 Financial Results” is added on pages 43 et seqq. as follows:

“2.8 Press Release regarding Q4 2024 Financial Results

Commission Delegated Regulation (EU) No 2019/980	Press Release regarding Q4 2024 Financial Results
INFORMATION ABOUT THE ISSUER	
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
FINANCIAL INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER	
Significant changes in the Issuer’s financial position	1 – 22”

II. SECTION “DESCRIPTION OF SOCIETE GENERALE”

- (i) In section “DESCRIPTION OF SOCIETE GENERALE”, paragraph “9.2 *Significant change in the financial position*” on page 343 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:

“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 September 2024~~ 31 Dezember 2024.”

- (ii) In section “DESCRIPTION OF SOCIETE GENERALE”, paragraph “9.3 *Recent Events*” on page 343 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:

“9.2 Recent Events

Board of Directors

~~Following the four appointments of directors decided by the General Meeting of 23 May 2023, the Board of Directors has the following composition:~~

- ~~• Mr. Lorenzo Bini Smaghi, Chairman;~~
- ~~• Mr. Slawomir Krupa, Director;~~

- ~~Mr. William Connelly, Director ;~~
- ~~Mr. Jérôme Contamine, Director;~~
- ~~Mrs. Béatrice Cossa-Dumurgier, Director;~~
- ~~Mrs. Diane Côté, Director;~~
- ~~Mrs. Ulrika Ekman, Director;~~
- ~~Mrs. France Houssaye, Director elected by employees;~~
- ~~Mrs. Annette Messemer, Director ;~~
- ~~Mr. Henri Poupart-Lafarge, Director;~~
- ~~Mr Johan Praud, Director elected by employees;~~
- ~~Mrs. Lubomira Rochet, Director;~~
- ~~Mr. Benoît de Ruffray, Director ;~~
- ~~Mrs. Alexandra Schaapveld, Director;~~
- ~~Mr. Sébastien Wetter, Director representing employees shareholders.~~
- ~~Mr. Jean-Bernard Lévy, Non-voting Director (“censeur”).~~

~~At the end of the General Meeting of 23 May 2023, on the proposal of the Nomination and Corporate Governance Committee, the Board of Directors unanimously appointed Mr. Slawomir Krupa as Chief Executive Officer. The functions of Chairman and Chief Executive Officer will continue to be separated in accordance with Article L. 511-58 of the French Monetary and Financial Code.~~

~~Lorenzo Bini Smaghi, Chairman of the Board of Directors, said: “The Board of Directors expresses its warm gratitude to Frédéric Oudéa and to the General Management whose term of office has come to an end. It commends Frédéric Oudéa’s actions during his 15 years of General Management, during which he demonstrated the Bank’s ability to withstand crises and adapt its business model before launching or expanding major strategic initiatives such as the merger of Societe Generale and Crédit du Nord retail banking networks in France, the development of Boursorama, the acquisition of LeasePlan by ALD, the joint venture with Alliance Bernstein or the exit from Russia.~~

~~The entire Board also joins me in warmly congratulating Slawomir Krupa on his appointment as Chief Executive Officer. It will be up to him, with the new General Management, to pursue these initiatives and further transform the Group for the greater benefit of its shareholders, customers and all its teams respecting its corporate purpose (raison d’être) ‘Building together, with our clients, a better and sustainable future through responsible and innovative financial solutions’.”~~

~~After consulting the Nomination and Corporate Governance Committee, the Board of Directors unanimously approved the proposal made by the Chief Executive Officer, in compliance with the regulations in force, to appoint Philippe Aymerich and Pierre Palmieri as Deputy Chief Executive Officers as of 23 May 2023, as announced in the press release dated 9 March 2023. The Chief Executive Officer and the Deputy Chief Executive Officers are effective managers (“dirigeants effectifs”) within the meaning of banking regulations (Article L.511-13 of the French Monetary and Financial Code).~~

~~The Board of Directors has adopted the terms and conditions of employment of the new Chief Executive Officer and Deputy Chief Executive Officers.~~

~~The Board of Directors is now made up of 50% women and more than 90% (11/12) independent directors if we exclude from the calculations the three directors representing the employees in accordance with paragraph 1 of Article L. 225-23 of the Commercial Code, paragraph 2 of Article L. 225-27 of the Commercial Code and the AFEP-MEDEF code.~~

~~The Board of Directors held after the General Meeting has decided that, as of 23 May 2023, the Board committees will be composed as follows:~~

- ~~Audit and Internal Control Committee: Mrs. Alexandra Schaapveld (chairwoman), Mr. Jérôme Contamine, Mrs. Diane Côté, Mrs. Ulrika Ekman and Mr. Sébastien Wetter;~~
- ~~Risk Committee: Mr. William Connelly (chairman), Mrs. Béatrice Cossa-Dumurgier as from 2024 and guest during the period, Mrs. Diane Côté, Mrs. Ulrika Ekman, Mrs. Annette Messemer and Mrs. Alexandra Schaapveld ;~~
- ~~Compensation Committee: Mr. Jérôme Contamine (chairman), Mr. Benoit de Ruffray, Mrs. France Houssaye and Mrs. Annette Messemer;~~

• ~~Nomination and Corporate Governance Committee: Mr. Henri Poupert-Lafarge (chairman), Mr. William Connolly, Mr. Benoit de Ruffray and Mrs. Lubomira Rochet.~~

Biographies

~~**Mr. Slawomir KRUPA**, born on 18 June 1974, of French and Polish nationalities, is graduated from the Institut d'Études Politiques de Paris. He has acquired a 27 years experience in banking, particularly international banking. He joined the Societe Generale group in 1996 as part of the General Inspection Department. As from 2007, he moved to Corporate and Investment Banking, where he took on a range of responsibilities. In 2007, he was Head of Strategy and Development, then Head of Central and Eastern Europe, Middle East and Africa (CEEMEA) in 2009 and Deputy Head of Financing in 2012. He was appointed CEO of SG Americas in January 2016. In January 2021, he joined the Group's General Management team as Deputy Chief Executive Officer in charge of Global Banking and Investor Solutions. He holds a directorship at Societe Generale FORGE, a French unlisted subsidiary of the Group. Professional address: Tours Societe Generale, 17, cours Valmy, CS 50318, 92972 La Défense cedex~~

~~**Ms. Béatrice COSSA-DUMURGIER**, born on 14 November 1973, of French nationality, is graduated from École Polytechnique (1997), Corps des Ponts et Chaussées (2000), and holds a Master of Science from Massachusetts Institute of Technology (Boston, 2000). She began her career at McKinsey in France and the US, before joining the French Ministry of Finance in 2000, first in the Treasury Department and later in the Agence des participations de l'État (French State Investment Agency). She joined BNP Paribas Group in 2004 and held various strategic, operational and executive positions within G100 until 2019, the last being Chief Executive Officer of the online brokerage subsidiary and member of Domestic Markets' Executive Committee. In 2019, she joined BlaBlaCar as Chief Operating Officer, CEO of BlaBlaBus and as a member of the Executive Committee. She has been Deputy General Manager (employee not corporate officer) of Believe since September 2022. She is also an independent director of Peugeot Invest, SPAC Transition and Casino Guichard-Perrachon. Mrs. Béatrice Cossa-Dumurgier has declared to the Board that these last two terms of office will end, at the latest, at the General Meetings approving the 2023 financial statements. Professional address: 24 rue Toulouse-Lautrec – 75017 Paris.~~

~~**Ms. Ulrika EKMAN**, born on 6 October 1962, of American and Swedish nationality, holds a J.D. from the New York University School of Law, an M.A. in History from New York University and a B.S. in Foreign Service from Georgetown University. She was a partner in the US and international law firm Davis Polk LLP, where she represented clients in complex domestic and cross-border transactions across a wide range of sectors, including mergers, acquisitions, spin-offs, disposals and reorganisations (1990-2004). Ulrika Ekman was a member of the Management Committee of Greenhill & Co., a leading independent investment bank that provides financial advisory services for mergers, acquisitions, restructurings, financing and fundraising to companies, institutions and governments from its multiple offices across five continents (2004-2012). She is currently an independent member of the Board of Directors of Greenhill & Co., where she chairs the Nomination and Governance Committee and sits on the Compensation Committee. Professional address: Tours Societe Generale, 17, cours Valmy, CS 50318, 92972 La Défense cedex~~

~~**Mr. Benoit de RUFFRAY**, born on 4 June 1966, of French nationality, is graduated from École Polytechnique and École Nationale des Ponts et Chaussées, and holds a Master's degree from Imperial College in London. He began his career in 1990 upon joining the Bouygues group. After leading major international projects, he became Head of Latin America in 2001. From 2003 to 2007, he was Chief Executive Officer of Dragages Hong Kong, and later, in 2008, Deputy CEO of Bouygues Bâtiment International. He became CEO of Soletanche Freyssinet group (Vinci group) in 2015. Benoit de Ruffray was appointed Chairman and Chief Executive Officer of Eiffage on 18 January 2016. He has been a Director of Getlink since 27 Avril 2023. Professional address: 3-7 place de l'Europe, 78140. M. Philippe AYMERICH, born on 12 August 1965, of French nationality, is graduated from France's École des Hautes Études Commerciales (HEC). He joined Societe Generale in 1987, first in the Inspection Division where he performed audit and advisory work in a range of areas until 1994, at which time he was appointed Chief Inspector. In 1997, he moved to Societe Generale Corporate & Investment Banking where he was appointed Deputy Managing Director of SG Spain, in Madrid. From 1999 until 2004, he served in New York, first as Deputy Chief Operating Officer and later, from 2000, as Chief Operating Officer for SG Americas' Corporate & Investment Banking arm. In 2004, he was appointed Head of the Automotive, Chemicals & General Industries Group in the Corporate &~~

Institutions Division. In December 2006, he was appointed Deputy Chief Risk Officer for Societe Generale Group. Philippe Aymerich was appointed Chief Executive Officer of Crédit du Nord in January 2012. He has been Deputy Chief Executive Officer of Societe Generale since May 2018. He has also been director and Chairman of the board of directors of Boursorama and Franfinance, French unlisted companies of the Group. Professional address: Tours Societe Generale, 17, cours Valmy, CS 50318, 92972 La Défense cedex

~~M. Pierre PALMIERI~~, born on 11 November 1962, of French nationality, is graduated from the École Supérieure de Commerce in Tours. He began his career at Societe Generale Corporate and Investment Banking in 1987 within the Export Finance department where he became, in 1989, Head of the finance engineering team. He joined the Agence Internationale's team in 1994, where he created the Commodity Finance global business line. He was appointed Global Head of Structured Commodity Finance in 2001. In 2006, he created and co-headed the Natural Resources and Energy global business line. He was appointed Deputy Head of Global Finance in 2008, became Head of Global Finance in 2012 before widening his scope of responsibilities to the whole Global Banking and Advisory activities in 2019. He holds a directorship of Societe Generale Marocaine de Banques, unlisted company of the Group. ~~Mr. Pierre Palmieri is proposed for the position of Director of ALD at the General Meeting of this company scheduled on 24 May 2023. Professional address: Tours Societe Generale, 17, cours Valmy, CS 50318, 92972 La Défense cedex~~

Declarations

~~As all other Directors, the new Directors, as well as the Chief Executive Officer and the Deputy Chief Executive Officers have made the regulatory declarations on the absence of conflicts of interest and the absence of convictions mentioned on page 166 of the 2024 Universal Registration Document filed by Societe Generale on 11 March 2024 with the French market authority (AMF) under number D. 24-0094.~~

Absence of conflicts of interest

~~To the best of the Board of Directors' knowledge, no potential conflicts of interest exist between the duties performed by the Chief Executive Officer, the Deputy Chief Executive Officers and the members of the Board of Directors on behalf of Societe Generale and any other obligations or private interests.~~

Save as disclosed in this Base Prospectus (as supplemented), there have been no recent events which the Issuer considers material to the investors since the publication of the 2024 Consolidated Financial Statements (unaudited) and the Press Release regarding Q4 2024 Financial Results on 6 February 2025.

III. SECTION "GENERAL INFORMATION"

In section "GENERAL INFORMATION", on pages 360 to 362 of the Base Prospectus, Paragraph 5 (b) in sub-section "5. AVAILABILITY OF DOCUMENTS" on page 361 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:

"5. AVAILABILITY OF DOCUMENTS

~~"(b) the 2023 Universal Registration Document, the 2024 Universal Registration Document, the First Amendment to the 2024 Universal Registration Document, the Second Amendment to the 2024 Universal Registration Document, and the Third Amendment to the 2024 Universal Registration Document,~~ the 2024 Consolidated Financial Statements (unaudited) and the Press Release regarding Q4 2024 Financial Results."

IV. SECTION "FORM OF FINAL TERMS"

(i) In the section "FORM OF FINAL TERMS / MUSTER DER ENDGÜLTIGEN BEDINGUNGEN", on pages 49 to 91 of the Base Prospectus, the paragraph "*16(i) Optional Redemption Amount / Optionaler Rückzahlungsbetrag*" on page 69 of the Base Prospectus shall be modified with the provision added in blue and underlined and deleted in ~~red and strikethrough~~ as follows:

(i) Optional Redemption Amount:	(i) Optionaler Rückzahlungsbetrag:
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<p>Unless previously redeemed, at the option of the Issuer, the Notes may be early redeemed on the Optional Redemption Date[(i) (i from [●] to [●])] in accordance with the following provisions in respect of each Note:</p> <p>[Specified [Denomination][Fix Amount] x [Insert percentage]%] <u>[This percentage may be a value yielded by one or several mathematical operations which may imply and be linked to the relevant Optional Redemption Date(i).]</u></p> <p>[Final Redemption Amount calculated on the valuation date linked to the relevant Optional Redemption Date]</p> <p>[Market Value]</p> <p>[For Senior Non-Preferred Notes: Redemption at par plus accrued interest, if any]</p>	<p>Sofern die Schuldverschreibungen nicht zuvor, nach Wahl der Emittentin, zurückgezahlt wurden, können sie am Optionalen Rückzahlungstag[(i) wobei i von [●] bis [●] läuft)] gemäß den folgenden Bestimmungen im Hinblick auf jede Schuldverschreibung vorzeitig zurückgezahlt werden:</p> <p>[Festgelegte Stückelung][Festgelegter Festbetrag] x [Prozentsatz einfügen] %] <u>[Dieser Prozentsatz kann ein Wert sein, der sich aus einer oder mehreren mathematischen Operationen ergibt, die den betreffenden Optionalen Rückzahlungstag(i) implizieren und mit ihm verknüpft sein können].</u></p> <p>[Endgültiger Rückzahlungsbetrag, der an dem mit dem maßgeblichen Optionalen Rückzahlungstag verknüpften Bewertungstag berechnet wird]</p> <p>[Marktwert]</p> <p>[Für Senior Non-Preferred Schuldverschreibungen Rückzahlung zu pari zuzüglich (falls vorhanden) aufgelaufener Zinsen]</p>
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(ii) In the section “FORM OF FINAL TERMS / MUSTER DER ENDGÜLTIGEN BEDINGUNGEN”, on pages 49 to 91 of the Base Prospectus, the item “- Prohibition of Sales to UK Non Retail Clients / - Verkaufsverbot an Nicht-Privatinvestoren im Vereinigten Königreich” on page 86 of the Base Prospectus shall be modified with the provision added in blue and underlined and deleted in ~~red and strikethrough~~ as follows:

“

<p>- Prohibition of Sales to UK Non Retail Clients:</p>	<p>- Verkaufsverbot an Nicht-Privatinvestoren im Vereinigten Königreich:</p>
<p>[Applicable][Not Applicable]</p>	<p>[Anwendbar][Nicht Anwendbar]</p>
<p>(Applicable means that the Notes the Final Terms of which specify “Prohibition of Sales to Non Natural Persons Retail Clients” as “Applicable” may not at any time be offered, sold, resold, traded, pledged, redeemed, transferred or delivered, directly or indirectly, to, or for the account or benefit of, a person or entity that is not an EEA-UK retail client (other than (x) the Issuer, any entity within Société Générale Group, any relevant distributor or an intermediary for secondary market purposes or (y) any insurance company which subscribes or purchases the Notes as a hedge of its life-insurance contracts subscribed by person or entities that are retail clients, the Notes being the underlying units of such life-insurance contracts) and any offer, sale, resale, pledge, redemption, transfer or delivery made, directly</p>	<p>(„Anwendbar“ bedeutet, dass die Schuldverschreibungen, in deren Endgültigen Bedingungen „Verbot des Verkaufs an Nicht-Privatinvestoren Natürliche Personen“ als „Anwendbar“ angegeben ist, zu keiner Zeit weder direkt oder indirekt einer Person oder einem Unternehmen, die/das kein EWR-Privatinvestor <u>im Vereinigten Königreich</u> ist, angeboten, verkauft, weiterverkauft, gehandelt, verpfändet, zurückgezahlt, übertragen oder geliefert werden, und zwar weder für deren Rechnung noch zu deren Gunsten (mit Ausnahme (x) der Emittentin, eines Unternehmens der Société Générale Gruppe, einer maßgeblichen Vertriebsstelle oder eines Vermittlers für Sekundärmarktzwecke oder</p>

<p>or indirectly or to or for the account or benefit of, a person that is not a retail client (other than (x) the Issuer, any entity within Société Générale Group, any relevant distributor, the Dealer or an intermediary for secondary market purposes or (y) any insurance company which subscribes or purchases the Notes as a hedge of its life-insurance contracts subscribed by person or entities that are retail clients, the Notes being the underlying units of such life-insurance contracts) will not be recognised or enforceable.</p>	<p>(y) eines Versicherungsunternehmens, das die Schuldverschreibungen zur Absicherung ihrer Lebensversicherungsverträge zeichnet oder kauft, die von Personen oder Unternehmen gezeichnet wurden, die Privatinvestoren sind, wobei die Schuldverschreibungen die zugrunde liegenden Einheiten dieser Lebensversicherungsverträge sind) und jedes Angebot, jeder Verkauf, jede Weiterveräußerung, jede Verpfändung, jede Rückzahlung, jede Übertragung oder Lieferung, die direkt oder indirekt oder an oder für Rechnung oder zugunsten einer Person erfolgt, die kein Privatinvestor ist (mit Ausnahme (x) der Emittentin, eines Unternehmens der Société Générale Gruppe, einer maßgeblichen Vertriebsstelle, des Platzeurs oder eines Vermittlers für Sekundärmarktzwecke oder (y) eines Versicherungsunternehmens, das die Schuldverschreibungen zur Absicherung ihrer Lebensversicherungsverträge zeichnet oder kauft, die von Personen oder Unternehmen gezeichnet wurden, die Privatinvestoren sind, wobei die Schuldverschreibungen die zugrunde liegenden Einheiten dieser Lebensversicherungsverträge sind), werden nicht anerkannt oder sind nicht durchsetzbar.</p>
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“(iii) In the section “FORM OF FINAL TERMS / MUSTER DER ENDGÜLTIGEN BEDINGUNGEN”, on pages 49 to 91 of the Base Prospectus, the item “(vii) Prohibition of Sales to Swiss Non Retail Clients / (vii) Verkaufsverbot an Nicht-Privatinvestoren in der Schweiz” on pages 86 to 87 of the Base Prospectus shall be modified with the provision added in blue and underlined and deleted in ~~red and strikethrough~~ as follows:

(vii) Prohibition of Sales to Swiss Non Retail Clients:	(vii) Verkaufsverbot an Nicht-Privatinvestoren in der Schweiz:
[Applicable][Not Applicable]	[Anwendbar][Nicht Anwendbar]
<p>(Applicable means that the Notes the Final Terms of which specify “Prohibition of Sales to Non Retail Clients” as “Applicable” may not at any time be offered, sold, resold, traded, pledged, redeemed, transferred or delivered, directly or indirectly, to, or for the account or benefit of, a person or entity that is not a EEA <u>Swiss</u> retail client (other than (x) the Issuer, any entity within Société Générale Group, any relevant distributor or an intermediary for secondary market purposes or (y) any insurance company which subscribes or purchases the Notes as a hedge of its life-insurance contracts subscribed by person or entities that are retail clients, the Notes being</p>	<p>(„Anwendbar“ bedeutet, dass die Schuldverschreibungen, in deren Endgültigen Bedingungen „Verbot des Verkaufs an Nicht-Privatinvestoren“ als „Anwendbar“ angegeben ist, zu keiner Zeit weder direkt oder indirekt einer Person oder einem Unternehmen, die/das kein EWR-Privatinvestor <u>in der Schweiz</u> ist, angeboten, verkauft, weiterverkauft, gehandelt, verpfändet, zurückgezahlt, übertragen oder geliefert werden, und zwar weder für deren Rechnung noch zu deren Gunsten (mit Ausnahme (x) der Emittentin, eines Unternehmens der Société Générale Gruppe, einer maßgeblichen Vertriebsstelle</p>

<p>the underlying units of such life-insurance contracts) and any offer, sale, resale, pledge, redemption, transfer or delivery made, directly or indirectly or to or for the account or benefit of, a person that is not a retail client (other than (x) the Issuer, any entity within Société Générale Group, any relevant distributor, the Dealer or an intermediary for secondary market purposes or (y) any insurance company which subscribes or purchases the Notes as a hedge of its life-insurance contracts subscribed by person or entities that are retail clients, the Notes being the underlying units of such life-insurance contracts) will not be recognised or enforceable.</p>	<p>oder eines Vermittlers für Sekundärmarktzwecke oder (y) eines Versicherungsunternehmens, das die Schuldverschreibungen zur Absicherung ihrer Lebensversicherungsverträge zeichnet oder kauft, die von Personen oder Unternehmen gezeichnet wurden, die Privatinvestoren sind, wobei die Schuldverschreibungen die zugrunde liegenden Einheiten dieser Lebensversicherungsverträge sind) und jedes Angebot, jeder Verkauf, jede Weiterveräußerung, jede Verpfändung, jede Rückzahlung, jede Übertragung oder Lieferung, die direkt oder indirekt oder an oder für Rechnung oder zugunsten einer Person erfolgt, die kein Privatinvestor ist (mit Ausnahme (x) der Emittentin, eines Unternehmens der Société Générale Gruppe, einer maßgeblichen Vertriebsstelle, des Platzeurs oder eines Vermittlers für Sekundärmarktzwecke oder (y) eines Versicherungsunternehmens, das die Schuldverschreibungen zur Absicherung ihrer Lebensversicherungsverträge zeichnet oder kauft, die von Personen oder Unternehmen gezeichnet wurden, die Privatinvestoren sind, wobei die Schuldverschreibungen die zugrunde liegenden Einheiten dieser Lebensversicherungsverträge sind), werden nicht anerkannt oder sind nicht durchsetzbar.</p>
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V. SECTIONS (I) “TERMS AND CONDITIONS OF THE GERMAN LAW NOTES / EMISSIONSBEDINGUNGEN DER DEUTSCHRECHTLICHEN SCHULDVERSCHREIBUNGEN”, (II) „TERMS AND CONDITIONS OF THE ENGLISH LAW NOTES” AND (III) “TERMS AND CONDITIONS OF THE FRENCH LAW NOTES”

(i) In section “TERMS AND CONDITIONS OF THE GERMAN LAW NOTES / EMISSIONSBEDINGUNGEN DER DEUTSCHRECHTLICHEN SCHULDVERSCHREIBUNGEN”, on pages 92 to 218 of the Base Prospectus, the paragraph “6.1.3.1.3 *Optional Redemption Amount(s) / Optionale(r) Rückzahlungsbetrag(-beträge)*” on page 263 et seqq. of the Base Prospectus shall be modified as follows, with the provision added in blue and underlined:

“

6.1.3.1. 3	Optional Redemption Amount(s)	Optionale(r) Rückzahlungsbetrag (-beträge)
	<i>In the case of Notes other than Zero Coupon Notes:</i>	<i>Im Fall von anderen Schuldverschreibungen als Nullkupon-Schuldverschreibungen:</i>
	The Optional Redemption Amount(s) shall be determined in accordance with one of the following paragraphs:	Der/Die Optionale(n) Rückzahlungsbetrag (Rückzahlungsbeträge) wird (werden) nach Maßgabe einer der folgenden Optionen bestimmt:
	- Optional Redemption Amount = Specified Denomination multiplied by	- Optionaler Rückzahlungsbetrag = Festgelegte Stückelung, multipliziert mit

	a percentage specified in the applicable Final Terms, <u>which percentage may be a value yielded by one or several mathematical operations which may imply and be linked to the relevant Optional Redemption Date,</u>	einem in den anwendbaren Endgültigen Bedingungen angegebenen Prozentsatz; <u>wobei es sich bei diesem Prozentsatz um einen Wert handeln kann, der sich aus einer oder mehreren mathematischen Operationen ergibt, die den betreffenden Optionalen Rückzahlungstag implizieren und mit ihm verknüpft sein können,</u>
	- Optional Redemption Amount shall be determined on the basis of the Final Redemption Amount as defined in the applicable Final Terms, calculated on the valuation date linked to the relevant Optional Redemption Date,	- Der Optionale Rückzahlungsbetrag wird auf Grundlage des in den anwendbaren Endgültigen Bedingungen definierten Endgültigen Rückzahlungsbetrags bestimmt, der an dem mit dem maßgeblichen Optionalen Rückzahlungstag verknüpften Bewertungstag berechnet wird;
	- Optional Redemption Amount shall be equal to the Market Value (as defined in Condition 6.3 below);	- Der Optionale Rückzahlungsbetrag entspricht dem Marktwert (wie in der nachstehenden Bedingung 6.3 definiert);
	and for each of the options above, if relevant and appropriate, with interest accrued to (but excluding) the relevant Optional Redemption Date(s).	und bei jeder der vorstehenden Optionen, falls maßgeblich und angemessen, zuzüglich bis zu dem/den Optionalen Rückzahlungstag(en) (ausschließlich) aufgelaufener Zinsen.
	<i>In the case of Zero Coupon Notes:</i>	<i>Im Fall von Nullkupon-Schuldverschreibungen</i>
	The Optional Redemption Amount(s) shall be equal to the Amortised Face Amount per Calculation Amount or a Constant, as defined in Condition 4.4 above.	Der/Die Optionale(n) Rückzahlungsbetrag (Rückzahlungsbeträge) entspricht/entsprechen dem Amortisationsbetrag je Berechnungsbetrag oder einem Festgelegten Betrag, wie vorstehend in Bedingung 4.4 definiert
	- Optional Redemption Amount shall be determined on the basis of the Final Redemption Amount as defined in the applicable Final Terms, calculated on the valuation date linked to the relevant Optional Redemption Date,	- Der Optionale Rückzahlungsbetrag wird auf Grundlage des in den anwendbaren Endgültigen Bedingungen definierten Endgültigen Rückzahlungsbetrags bestimmt, der an dem mit dem maßgeblichen Optionalen Rückzahlungstag verknüpften Bewertungstag berechnet wird;

”

(ii) In section “TERMS AND CONDITIONS OF THE ENGLISH LAW NOTES”, on pages 219 to 282 of the Base Prospectus, the paragraph “6.1.3.1.3 *Optional Redemption Amount(s)*” on pages 263 et seqq. of the Base Prospectus shall be modified as follows, with the provision added in blue and underlined:

“6.1.3.1.3 Optional Redemption Amount(s)

In the case of Notes other than Zero Coupon Notes:

The Optional Redemption Amount(s) shall be determined in accordance with one of the following paragraphs:

- Optional Redemption Amount = Specified Denomination multiplied by a percentage specified in the applicable Final Terms, which percentage may be a value yielded by one or several mathematical operations which may imply and be linked to the relevant Optional Redemption Date,

- Optional Redemption Amount shall be determined on the basis of the Final Redemption Amount as defined in the applicable Final Terms, calculated on the valuation date linked to the relevant Optional Redemption Date,

- Optional Redemption Amount shall be equal to the Market Value (as defined in Condition 6.3 below);

and for each of the options above, if relevant and appropriate, with interest accrued to the relevant Optional Redemption Date(s).

In the case of Zero Coupon Notes:

The Optional Redemption Amount(s) shall be equal to the Amortised Face Amount per Calculation Amount, as defined in Condition 4.4 above.”

(iii) In section “TERMS AND CONDITIONS OF THE FRENCH LAW NOTES”, on pages 283 to 341 of the Base Prospectus, the paragraph “6.1.3.1.3 *Optional Redemption Amount(s)*” on page 320 of the Base Prospectus shall be modified as follows, with the provision added in blue and underlined:

“6.1.3.1.3 Optional Redemption Amount(s)

In the case of Notes other than Zero Coupon Notes:

The Optional Redemption Amount(s) shall be determined in accordance with one of the following paragraphs:

- Optional Redemption Amount = Specified Denomination multiplied by a percentage specified in the applicable Final Terms, which percentage may be a value yielded by one or several mathematical operations which may imply and be linked to the relevant Optional Redemption Date,

- Optional Redemption Amount shall be determined on the basis of the Final Redemption Amount as defined in the applicable Final Terms, calculated on the valuation date linked to the relevant Optional Redemption Date,

- Optional Redemption Amount shall be equal to the Market Value (as defined in Condition 6.3 below);

and for each of the options above, if relevant and appropriate, with interest accrued to (but excluding) the relevant Optional Redemption Date(s).

In the case of Zero Coupon Notes:

The Optional Redemption Amount(s) shall be equal to the Amortised Face Amount per Calculation Amount, as defined in Condition 4.4 above.”

VI. SECTION “SUBSCRIPTION, SALE AND TRANSFER RESTRICTIONS”

(i) In section “SUBSCRIPTION, SALE AND TRANSFER RESTRICTIONS”, on pages 350 to 359 of the Base Prospectus, the sub-section 2.2.1.2 “Prohibition of Sales to UK Non Retail Clients” on page 355 of the Base Prospectus shall be modified with the provisions deleted in ~~red and strikethrough~~ as follows:

“2.2.1.2 Prohibition of sales to UK Non Retail Clients

If the Final Terms in respect of any Notes specifies “**Prohibition of Sales to UK Non Retail Clients**” as “~~Not~~ **Applicable**”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme and each other purchaser will be required to represent and agree, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by the Base Prospectus as completed by the applicable Final Terms in relation

thereto to the public in the United Kingdom except that it may make an offer of such Notes in the United Kingdom to Retail Investors only in the following circumstances :

(a) at any time to fewer than 150, natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or

(b) at any time in any other circumstances falling within Article 1(4) (except (a)) of the UK Prospectus Regulation,

provided that no such offer of Notes referred to in (a) and (b) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

The Notes the Final Terms of which specifies “**Prohibition of Sales to UK Non Retail Clients**” as “**Applicable**” may not at any time be offered, sold, resold, traded, pledged, redeemed, transferred or delivered, directly or indirectly, to, or for the account or benefit of, a person or entity that is not a retail client (other than (x) the Issuer, any entity within Societe Generale Group, the Dealer, any relevant distributor or an intermediary for secondary market purposes or (y) any insurance company which subscribes or purchases the Notes as a hedge of its life-insurance contracts subscribed by person or entities that are retail clients, the Notes being the underlying units of such life-insurance contracts)) and any offer, sale, resale, pledge, redemption, transfer or delivery made, directly or indirectly or to or for the account or benefit of, a person or entity that is not a retail client (other than (x) the Issuer, any entity within Societe Generale group, any relevant distributor, the Dealer or an intermediary for secondary market purposes or (y) any insurance company which subscribes or purchases the Notes as a hedge of its life-insurance contracts subscribed by person or entities that are retail clients, the Notes being the underlying units of such life-insurance contracts) will not be recognised.

For the purpose of this provision,

“retail client” means (i) a natural person or (ii) a company, enterprise or undertaking which, according to its most recent Consolidated accounts, has an annual turnover not exceeding EUR 50,000,000.”

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.luxse.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.