



**SUPPLEMENT DATED 26 APRIL 2022
PURSUANT TO THE BASE PROSPECTUS DATED 4 JUNE 2021**

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

Debt Instruments Issuance Programme

This supplement dated 26 April 2022 (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 4 June 2021 (the **Base Prospectus**).

The purpose of this Supplement is to:

- incorporate by reference the English version of the *Document d'Enregistrement Universel 2022* of Societe Generale, the French version of which was filed with the AMF on 9 March 2022 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 "Form of final Terms".

Any websites included in the Prospectus are for information purposes only and do not form part of the 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 and the first supplement dated 14 January 2022 (the "**Previous Supplement**").

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 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(2a) of the Prospectus Regulation (EU) 2017/1129, 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 business days after the publication of this Supplement (no

later than 29 April 2022) to withdraw their acceptances. 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”

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 152 to 162 of the 2021 Universal Registration Document, ~~and~~ pages 30 to 32 of the First Amendment to the 2021 Universal Registration Document **and pages 148 to 160 of the 2022 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 61 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 62:

“1.1.4 2022 Universal Registration Document

The expression “**2022 Universal Registration Document**” means the English version of the *Document d’Enregistrement Universel 2022* of Societe Generale, the French version of which was filed with the AMF on 9 March 2022 under no. D.22-0080, 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 646 and (iii) the cross reference tables, pages 648 to 656.

The 2022 Universal Registration Document is available on the Societe Generale website (<https://www.societegenerale.com/sites/default/files/documents/2022-03/Universal-Registration-Documents-2022.pdf>).

The cross-reference table in relation to the 2022 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 66:

“2.1.4 2022 Universal Registration Document

Commission Delegated Regulation (EU) No 2019/980	2022 Universal Registration Document
RISK FACTORS	148-160
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The parts of the 2022 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 619, with the provision added in red and the provision deleted in green as follows:*

“For the financial years ended 31 December 2019, ~~and~~ 31 December 2020 ~~and~~ 31 December 2021”

- (ii) *Paragraph 5 “Trend Information” on page 619 is modified, with the provisions added in red and the provisions deleted in green as follows:*

“Save as disclosed on pages ~~3 and 4~~ 14 and 15 of the ~~2021~~ 2022 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 ~~2020~~ 2021.

For information on any known trends regarding Societe Generale, please refer to pages 14, 15 and ~~59~~ 56-57 of the ~~2021~~ 2022 Universal Registration Document ~~and pages 3 to 28 of the First Amendment to the 2021 Universal Registration Document~~ incorporated by reference herein.”

- (iii) *Subparagraph 9.1 “Legal and arbitration proceedings” on page 619 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 ~~519 to 522, 590 to 592~~ of the ~~2021~~ 2022 Universal Registration Document ~~and on pages 36 and 37 of the First Amendment to the 2021 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 620 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 2021~~ December 2021.”

IV. SECTION “GENERAL INFORMATION”

Subparagraph (b) in paragraphs 5 “Availability of Documents” on page 645 is modified as follows, with provisions added in red and word deleted in green:

“(b) the 2020 Universal Registration Document, the 2021 Universal Registration Document, ~~and~~ the First Amendment to the 2021 Universal Registration Document **and the 2022 Universal Registration Document.**”

V. SECTION “FORM OF FINAL TERMS”

Part A « Contractual Terms », page 88, the sub-paragraph below of the paragraph (v) « Method of determination of the Rate of Interest and Interest Amount » of point 14 « Floating Rate Notes Provisions », is modified as follows, with provisions added in red and deleted in green:

[if Compounding with Observation Shift or Averaging with Observation Shift applies]

- **[Observation Period Shift Additional Business Day:]**

[specify financial center(s) or if none specified it shall be deemed that no Observation Period Shift Additional Business Day applies]

~~["s"]~~

[specify if different from 5]

["Observation Period Shift"]

- **Set-in-Advance Observation Period :**

[Applicable. The Set-In-Advance Observation Period is [specify]] [Not Applicable]

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.bourse.lu); 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.