



**SUPPLEMENT DATED 20 AUGUST 2020  
PURSUANT TO THE BASE PROSPECTUS DATED 5 JUNE 2020**

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

and

**SG ISSUER**  
as Issuer  
(incorporated in Luxembourg)

## **Debt Instruments Issuance Programme**

This supplement dated 20 August 2020 (the **Supplement**) constitutes a supplement for the purposes of Article 23 of the Regulation (EU) 2017/1129 (the **Prospectus Regulation**) to the Debt Instruments Issuance Programme prospectus dated 5 June 2020 (the **Base Prospectus**).

The purpose of this Supplement is to:

- incorporate by reference the English version of the Second Amendment to the 2020 Universal Registration Document of Societe Generale published on 5 August 2020 and amend the sections “Risk Factors”, “Documents Incorporated by Reference”, “Description of Societe Generale” and “General Information” of the Base Prospectus accordingly;
- correct some provisions in the section “Risk Factors”;
- correct some provisions in the section “Form of Final Terms”;
- correct Conditions 18 “Waiver of Set-Off” and 22 “Acknowledgement of bail-in and write-down or conversion powers” of the “General Terms and Conditions of the English Law Notes”;
- add definitions in the section “Additional Terms and Conditions for Index Linked Notes”;
- add a definition in the section “Additional Terms and Conditions for Credit Linked Notes”; and
- add a paragraph relating to United Kingdom in the section “Subscription, Sale and Transfer Restrictions”.

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, the first supplement dated 17 July 2020 (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 23.2 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 (no later than 24 August 2020) to withdraw their acceptances.

## I. SECTION "RISK FACTORS"

- (i) *Paragraph 1 "Risks relating to the Group" on page 12 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 156 of the 2020 Universal Registration Document, ~~and~~ pages 29 to 30 of the First Amendment to the 2020 Universal Registration Document ~~and pages 45 to 59 of the Second Amendment to the 2020 Universal Registration Document~~ incorporated by reference (see Section "Documents Incorporated by Reference")."

- (ii) *Paragraph 3.1.20 "Waiver of set-off" on page 17 is modified as follows, with figures added in red and deleted in green:*

### **"3.1.20 Waiver of set-off"**

In Condition ~~18~~ ~~47~~ of the General Terms and Conditions of the English Law Notes and Condition ~~16~~ ~~47~~ of the General Terms and Conditions of the French Law Notes, the Noteholders waive any right of or claims of set-off, netting, compensation, retention and counterclaim (and, for the avoidance of doubt, including all such rights, claims and liabilities arising under or in relation to any and all agreements or other instruments of any sort or any non-contractual obligations, in each case whether or not relating to the Notes) in relation to the Notes, to the extent permitted by applicable law. As a result, the Noteholders will not at any time be entitled to set-off the Issuer's obligations under the Notes against obligations owed by them to the Issuer."

- (iii) *Paragraph 4.5.1 "Ranking of the Bonds" on page 23 is modified as follows, with provisions deleted in green:*

### **"4.5.1 Ranking of the Bonds"**

Depending on the ranking, the obligations of the Bond Issuer ~~and/or as the case may be the Bond Guarantor~~, may rank junior in priority of payment to unsubordinated creditors, to holders of subordinated obligations expressed by their terms to rank in priority to the Bonds and/or to creditors preferred by mandatory and/or overriding provisions of law. In the event of incomplete payment to creditors that rank senior to the ranking of the Bonds, the obligations of the Bond Issuer and/or the Bond Guarantor, as the case may be, in connection with the Bonds may be terminated. The ranking of the Bonds may accordingly increase the credit risk on the Bond Issuer and/or the Bond Guarantor as the case may be and as a result may increase the likelihood of the occurrence of a Bond Event(s)."

## II. SECTION “DOCUMENTS INCORPORATED BY REFERENCE”

- (i) Paragraph 1.1 “Documents incorporated by reference relating to Societe Generale” on page 67 is modified as follows, with figure added in red and deleted in green:

### “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 the paragraphs 1.1.1 to 1.1.3~~4~~ below.”

- (ii) Paragraph 1.1.4 “Second Amendment to the 2020 Universal Registration Document” on page 68 is added as follows:

### “1.1.4 Second Amendment to the 2020 Universal Registration Document

The expression “**Second Amendment to the 2020 Universal Registration Document**” means the English version of the Deuxième amendement du *Document d’enregistrement universel 2020* of Societe Generale, the French version of which was filed with the AMF on 5 August 2020 under no. D.20-0122-A02, except for (i) the cover page containing the AMF textbox, (ii) the statement of the person responsible for the first amendment to the universal registration document made by Mr. Frédéric Oudéa, Chief Executive Officer of Societe Generale, page 179 and (iii) the cross reference tables, pages 181 to 183.

The cross reference table in relation to the Second Amendment to the 2020 Universal Registration Document appears in the paragraph 2.1.4 below.

The Second Amendment to the 2020 Universal Registration Document is available on the Societe Generale website (<https://www.societegenerale.com/sites/default/files/documents/Document-d-enregistrement-universel/2020/2nd-amendment-to-the-universal-registration-document-2020.pdf>).

- (iii) Paragraph 2.1.4 “Second Amendment to the 2020 Universal Registration Document” on page 75 is added as follows:

#### “ 2.1.4 Second Amendment to the 2020 Universal Registration Document

Commission Delegated Regulation (EU) No 2019/980	Second Amendment to the 2020 Universal Registration Document
<b>RISK FACTORS</b>	45-59
<b>BUSINESS OVERVIEW</b>	
Principal activities	5-30
Basis for any statements made by the Issuer regarding its competitive position	5-30; 51
<b>ORGANISATIONAL STRUCTURE</b>	
Brief description of the Group	30-31
<b>TREND INFORMATION</b>	3-4
<b>ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT</b>	
Board of Directors and general management	71-74
<b>FINANCIAL INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER</b>	
Historical financial information	5-30
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Interim financial information	5-30 ; 75-166
Legal and arbitration proceedings	54 ; 55 ; 70 ; 149 ; 150-155
Significant changes in the Issuer's financial position	3-44
<b>MATERIAL CONTRACTS</b>	43

The information incorporated by reference that is not included in the cross-reference list, is considered as additional information.”

### III. SECTION “FORM OF FINAL TERMS”

- (i) *Part A “Contractual Terms” on page 94, the paragraph under “[The following alternative language applies if the first Tranche of an issue which is being increased was issued under a prospectus with an earlier date which was incorporated by reference in this prospectus:]” is modified as follows, with the provisions added in red:*

“Terms used herein shall be deemed to be defined as such for the purposes of the Conditions under the heading [“*General Terms and Conditions of the English Law Notes*” / “*General Terms and Conditions of the French Law Notes*”] in the Base Prospectus dated [29 April 2013][29 April 2014][28 October 2014][26 October 2015][6 July 2016][27 June 2017][20 June 2018] **[14 June 2019]** as supplemented by [*for Base Prospectus dated 29 April 2013: the supplement dated 31 May 2013 and the supplement dated 10 January 2014*] [*for Base Prospectus dated 29 April 2014: the supplement dated 4 June 2014, the supplement dated 24 June 2014 and the supplement dated 13 August 2014*] [*for Base Prospectus dated*

28 October 2014: the supplement dated 6 November 2014, the supplement dated 18 December 2014, the supplement dated 23 January 2015, the supplement dated 19 March 2015, the supplement dated 9 June 2015, the supplement dated 26 June 2015 and the supplement dated 19 August 2015] [for Base Prospectus dated 26 October 2015: the supplement dated 4 December 2015, the supplement dated 19 January 2016 and the supplement dated 12 April 2016] [for Base Prospectus dated 6 July 2016: the supplement dated 9 August 2016, the supplement dated 2 December 2016, the supplement dated 23 December 2016, and the supplement dated 29 March 2017][for the Base Prospectus dated 27 June 2017: the supplement dated 31 July 2017, the supplement dated 13 September 2017, the supplement dated 20 October 2017 and the supplement dated 20 March 2018][for Base Prospectus dated 20 June 2018: the supplement dated 24 August 2018, the supplement dated 3 December 2018 and the supplement dated 28 February 2019] [for the Base Prospectus dated 14 June 2019: the supplement dated 19 August 2019, the supplement dated 11 October 2019, the supplement dated 29 November 2019, the supplement dated 14 April 2020 and the supplement dated 3 June 2020] which are incorporated by reference in the Base Prospectus dated 5 June 2020. This document constitutes the Final Terms of the Notes described herein [for the purposes of Article 8(4) of the Prospectus Regulation]<sup>1</sup> and must be read in conjunction with the Base Prospectus dated 5 June 2020 [which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the **Prospectus Regulation**)] to the extent that such amendments have been implemented in a Member State) [and the supplement[s] to such Base Prospectus dated [●] [and any other supplement] published prior to the Issue Date (as defined below) (the **Supplement(s)**)]. Full information on the Issuer[, the Guarantor] and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and any Supplement(s) thereto. [A summary of the issue of the Notes is annexed to these Final Terms.] Copies of the Base Prospectus, any Supplement(s) and these Final Terms are available for inspection from the head office of the Issuer[, the Guarantor,] the specified offices of the Paying Agents and, in the case of Notes admitted to trading on the Regulated Market **or on the Euro MTF** of the Luxembourg Stock Exchange, on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) [, and, in the case of Non-exempt Offers, on the website of the Issuer (<http://prospectus.socgen.com>).] “

(ii) Part B “Other Information”, paragraph 1.(iv)(b) “Name and address of the representative for purposes of article 43 of the Listing Rules of SIX Swiss Exchange” on page 134 is modified as follows, with the provisions added in red and deleted in green:

<p>(b) <b>Name and address of the representative for purposes of article 58a of the Listing Rules of SIX Swiss Exchange <del>article 43 of the Listing Rules of SIX Swiss Exchange:</del></b></p>	<p>[Societe Generale, Paris, Zurich Branch, Talacker 50, 8021 Zurich, Switzerland.] [Insert name and address of the relevant representatives if different from the foregoing]</p>
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(iii) In “Annex for Portfolio Linked Notes”, section related to “Parameters and elections relating to the Portfolio” on page 148 is modified as follows, with the provisions added in red:

<p>“[TargetGearingShort [Weight Reset Date(s)]</p>	<p>[Specify relevant gearing percentage] [Specify the dates]”</p>
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#### IV. SECTION “GENERAL TERMS AND CONDITIONS OF THE ENGLISH LAW NOTES ”

- (i) *Second and third paragraphs of condition 18 “Waiver of Set-Off” of the “General Terms and Conditions of the English Law Notes” on page 221 are modified as follows, with figures added in red and deleted in green:*

“For the avoidance of doubt, nothing in this Condition 18 is intended to provide or shall be construed as acknowledging any right of deduction, set-off, netting, compensation, retention or counterclaim or that any such right is or would be available to any holder of any Note, Receipt, Coupon or Talon but for this Condition ~~17~~ 18.

For the purposes of this Condition ~~17~~ 18, Waived Set-Off Rights means any and all rights of or claims of any holder of any Note, Receipt, Coupon or Talon for deduction, set-off, netting, compensation, retention or counterclaim arising directly or indirectly under or in connection with any such Note, Receipt, Coupon or Talon.”

- (ii) *Paragraph (1) in Condition 22.1 “Acknowledgement of bail-in and write-down or conversion powers on the relevant Issuer’s Liabilities and of the write-down and conversion of Notes of SG Issuer following the bail-in and write-down and conversion of some Societe Generale’s Liabilities” of the “General Terms and Conditions of the English Law Notes” on page 223 is deleted in its entirety and replaced by the following provisions:*

“(1) to be bound by the effect of the exercise of the Bail-in Power (as defined below) by the Relevant Resolution Authority (as defined below) on the relevant Issuer’s liabilities under the Notes, which may include and result in any of the following, or some combination thereof:

- (i) the reduction of all, or a portion, of the Amounts Due (as defined below), on a permanent basis;
- (ii) the conversion of all, or a portion, of the Amounts Due into shares, other securities or other obligations of the relevant Issuer or the Guarantor or another person (and the issue to the Noteholder of such shares, securities or obligations), including by means of an amendment, modification or variation of the terms of the Notes, in which case the Noteholder agrees to accept in lieu of its rights under the Notes any such shares, other securities or other obligations of the relevant Issuer or the Guarantor or another person;
- (iii) the cancellation of the Notes; and/or
- (iv) the amendment or alteration of the maturity of the Notes or amendment of the amount of interest payable on the Notes, or the date on which the interest becomes payable, including by suspending payment for a temporary period; and

that terms of the Notes are subject to, and may be varied, if necessary, to give effect to the exercise of the Bail-in Power by the Relevant Resolution Authority or the regulator.

(the “**Statutory Bail-in**”) ”

## V. SECTION “ADDITIONAL TERMS AND CONDITIONS FOR INDEX LINKED NOTES”

*In condition 1 “General Definitions” the following definitions are added on page 453:*

“**ETF Share** means, in respect of any ETF, a share or unit of such ETF.”

“**ETF Service Provider** means, in respect of any ETF, any person who is appointed to provide services, directly or indirectly, for that ETF, whether or not specified in the ETF Documents, including any fund investment adviser, fund administrator, manager, any person appointed in the role of discretionary investment manager or non-discretionary investment adviser (including a non-discretionary investment adviser to a discretionary manager or another non-discretionary investment adviser) for such ETF (the **ETF Adviser**), trustee or similar person with the primary administrative responsibilities for such ETF, operator, management company, depository, custodian, sub-custodian, prime broker, registrar and transfer agent or domiciliary agent.”

“**Fund** means any mutual fund, investment company or other pooled investment vehicle that issues Fund Units (excluding ETF).”

“**Fund Service Provider** means, in respect of any Fund, any person who is appointed to provide services, directly or indirectly, for that Fund, whether or not specified in the Fund Documents, including any fund investment adviser, fund administrator, manager, any person appointed in the role of discretionary investment manager or non-discretionary investment adviser (including a non-discretionary investment adviser to a discretionary investment manager or another non-discretionary investment adviser) for such Fund (the **Fund Adviser**), trustee or similar person with the primary administrative responsibilities for such Fund, operator, management company, depository, custodian, sub-custodian, prime broker, registrar and transfer agent or domiciliary agent.”

## VI. SECTION “ADDITIONAL TERMS AND CONDITIONS FOR CREDIT LINKED NOTES”

*Condition 2 “DEFINITIONS” of the “Additional Terms and Conditions for Credit Linked Notes” is modified to include the definition of “Accelerated or Matured” as follows on page 529:*

“**Accelerated or Matured** means an obligation under which the principal amount owed, whether by reason of maturity, acceleration, termination or otherwise is due and payable in full in accordance with the terms of such obligation, or would have been but for, and without regard to, any limitation imposed under any applicable insolvency laws.”

## VII. SECTION “DESCRIPTION OF SOCIETE GENERALE”

- (i) *Paragraph 5 “Trend information” on page 707 is modified as follows, with provisions added in red and word deleted in green:*

“Save as disclosed on pages 3 and 4 of the First Amendment to the 2020 Universal Registration Document **and Second Amendment to the 2020 Universal Registration Document**, including the impact that the health crisis resulting from the coronavirus (COVID-19) may have, there has been no material adverse change in the prospects of Societe Generale and its consolidated subsidiaries (taken as a whole) since 31 December 2019.

For information on any known trends regarding Societe Generale, please refer to page 16 of the 2020 Universal Registration Document, ~~and~~ pages 3 to 28 of the First Amendment to the



2020 Universal Registration Document and pages 3 to 4 of the Second Amendment to the 2020 Universal Registration Document incorporated by reference herein.”

- (ii) Paragraph 9.1 “Legal and arbitration proceedings” on pages 707 and 708 is modified as follows, with provisions added in red and deleted in green:

**“ 9.1 Legal and arbitration proceedings**

Save as disclosed on pages 247, 466 to 468 and 533 to 535 of the 2020 Universal Registration Document, ~~and~~ 35 to 37 of the First Amendment to the 2020 Universal Registration Document and 54, 55, 70, 149 and 150 to 155 of the Second Amendment to the 2020 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 paragraphs 1.1 and 2.1 in the section “Documents Incorporated by Reference” of this Base Prospectus.”

- (iii) Paragraph 9.2 “Significant change in the financial or trading position” on page 708 is modified as follows, with provisions added in red and deleted in green:

**“9.2 Significant change in the financial or trading 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 ~~31 March~~ 30 June 2020.”

**VIII. SECTION “SUBSCRIPTION, SALE AND TRANSFER RESTRICTIONS”**

Paragraph 3.2 “United Kingdom” on page 731 is added as follows:

**“ 3.2 UNITED KINGDOM**

Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that:

**3.2.1 General compliance**

It has complied and will comply with all applicable provisions of the Financial Services and Markets Act 2000 (“FSMA”) with respect to anything done by it in relation to such Notes in, from or otherwise involving the United Kingdom.

**3.2.2 Investment advertisement**

It has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to any Issuer.”



## **IX. SECTION “GENERAL INFORMATION”**

*Paragraph 5.(b) “Availability of Documents” on page 733 is modified as follows, with provisions added in red and word deleted in green:*

- “(b) the 2019 Registration Document, the 2020 Universal Registration Document, ~~and~~ the First Amendment to the 2020 Universal Registration Document **and the Second Amendment to the 2020 Universal Registration Document** ;”

## **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](http://www.bourse.lu)); and
- the Issuers (<http://prospectus.socgen.com>).

## **RESPONSIBILITY**

To the best of the knowledge and belief of each Issuer 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 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 and the Previous Supplement.

Accordingly each Issuer and the Guarantor accept responsibility for the information contained in this Supplement.