



**SUPPLEMENT DATED 24 AUGUST 2018  
PURSUANT TO THE BASE PROSPECTUS DATED 20 JUNE 2018**

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

and

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

and

**SG OPTION EUROPE**  
as Issuer  
(incorporated in France)

## **Debt Instruments Issuance Programme**

This supplement dated 24 August 2018 (the **Supplement**) constitutes a supplement for the purposes of Article 13.1 of the Luxembourg act dated 10 July 2005 on prospectuses for securities (the **Prospectus Act 2005**) to the Debt Instruments Issuance Programme prospectus dated 20 June 2018 (the **Base Prospectus**) and approved by (a) the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on 20 June 2018 in accordance with Article 7 of the Prospectus Act 2005 implementing Article 13 of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC (the **Prospectus Directive**) as amended (which includes the amendments made by Directive 2010/73/EU (the **2010 PD Amending Directive**)) and (b) by the SIX Swiss Exchange Ltd pursuant to its listing rules.

The purpose of this Supplement is to:

- incorporate by reference the second update of the 2018 registration document of Société Générale published on 06/08/2018 into the Base Prospectus and amend the Summary and the section "Description of Société Générale" of the Base Prospectus accordingly;
- correct a cross reference in the section "Form of the Final Terms";
- correct some provisions in the section "Additional Terms and Conditions for Secured Notes";
- and
- following change in the composition of the board of director and supervisory board, update the section "Description of SG Issuer".

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.

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 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 13.2 of the Luxembourg Law, 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 28 August 2018) to withdraw their acceptances.

**I. SUMMARY**

- (i) *In the section “Summary”, in Element B.4b (“Description of any known trends affecting the Issuer and the industries in which it operates”) the paragraph relating to Société Générale is deleted in its entirety and is replaced with the following on pages 7 and 8:*

|             |  |  |
|-------------|--|--|
| <b>B.4b</b> | <b>Known trends affecting the Issuer and the industries in which it operates</b> | <p><i>[If the Issuer is Société Générale:</i></p> <p>Societe Generale continues to be subject to the usual risks and the risks inherent in its business mentioned in Chapter 4 of the Registration Document filed on 8 March 2018, and in its updated version filed on 7 May 2018.</p> <p>In a context of firming world growth, several risks continue to weigh on global economic prospects: risks of renewed financial tensions in Europe, risks of renewed turbulences (financial, social and political) in emerging economies, uncertainties related to unconventional monetary policy measures implemented in the main developed economies, the rise in terrorist risks as well as of geopolitical and protectionist tensions. More specifically, the Group could be affected by:</p> <ul style="list-style-type: none"> <li>- renewed financial tensions in the Eurozone resulting from a return of doubts about the integrity of the monetary union, for example in the run-up to elections in a context of rising eurosceptic political forces;</li> <li>- fears regarding a possible tightening of international trade barriers, in particular in large developed economies (United States or, in the context of Brexit, United Kingdom for example);</li> <li>- a sudden rise in interest rates and markets volatility (bonds, equities and commodities), which could be triggered by inflationary fears, trade tensions or poor communication from main central banks when changing their monetary policy stance;</li> <li>- a sharp slowdown in economic activity in China, triggering capital flight from the country, depreciation pressures on the Chinese currency and, by contagion, on other emerging market currencies, as well as a fall in commodity prices;</li> <li>- worsening geopolitical tensions in the Middle East, South China Sea, North Korea or Ukraine. Further tensions between western countries and Russia could lead to stepping up of sanctions on the latter.</li> </ul> |
|-------------|--|--|

|  |  |  |
|--|--|--|
|  |  | <p>- socio-political tensions in some countries dependent on oil and gas revenues and needing to adapt to reversal in commodities prices.</p> <p>From a regulatory perspective, H1 2018 was marked in particular by the European legislative process around CRR2/CRD5, therefore the review of the capital adequacy directive and the CRR regulation. This is expected to continue in H2 and include the subjects MREL (Minimum Required Eligible Liabilities) and TLAC (Total Loss Absorbing Capacity). However, the transposition into European law of the agreement finalising the Basel III reforms is not yet on the agenda as regards European legislative institutions: an impact study is to be launched by the EBA and will serve to draft the future CRR3 regulation. Other current subjects concern notably the review of the systemic capital buffer for systemically important banks, the ECB's expectations in terms of provisioning the stock of non-performing loans and the review of the regime for investment firms in Europe.]</p> |
|--|--|--|

(ii) In the section "Summary", Element B.12 (Selected historical key financial information regarding the issuer), shall be modified as follows:

- the table relating to the selected historical key information relating to Société Générale is deleted and replaced by the following table, on pages 9 and 10:

|                  |   |  |   |  |   |  |
|------------------|---|--|---|--|---|--|
| <b>B.1<br/>2</b> | <b>Selected historical key financial information regarding the issuer</b> | <i>[If the Issuer is Société Générale:</i>                   |   |  |   |  |
|                  |   |  | <b>Half-Year<br/>30.06.2018<br/>(unaudited)</b> | <b>Year ended<br/>2017<br/>(audited)</b> | <b>Half Year<br/>30.06.2017<br/>(unaudited)</b> | <b>Year ended<br/>2016<br/>(audited)</b> |
|                  |   | <b>Results (in millions of euros)</b>                        |   |  |   |  |
|                  |   | Net Banking Income   | 12,748  | 23,954                                   | 11,673  | 25,298                                   |
|                  |   | Operating income   | 3,238   | 4,767                                    | 2,492   | 6,390                                    |
|                  |   | Net income   | 2,340   | 3,430                                    | 2,097   | 4,338                                    |
|                  |   | Reported Group Net income                                    | 2,006   | 2,806                                    | 1,805   | 3,874                                    |
|                  |   | <i>French retail Banking</i>                                 | 635   | 1,010                                    | 701   | 1,486                                    |
|                  |   | <i>International Retail Banking &amp; Financial Services</i> | 970   | 1,975                                    | 996   | 1,631                                    |

|  |  |   |          |         |        |         |
|--|--|---|----------|---------|--------|---------|
|  |  | <i>Global Banking and Investor Solutions</i>  | 673      | 1,566   | 894    | 1,803   |
|  |  | <i>Corporate Centre</i>   | (272)    | (1,745) | (786)  | (1,046) |
|  |  | <i>Core Businesses</i>  | 2,278    | 4,551   | 2,591  | 4,920   |
|  |  | Net cost of risk  | (378)    | (1,349) | (368)  | (2,091) |
|  |  | Underlying ROTE ** (1)  | 11.0%    | 9.6%    | 11.0%  | 9.3%    |
|  |  | Tier 1 Ratio **   | 13.6%    | 13.8%   | 14.4%  | 14.5%   |
|  |  | <b>Activity (in billions of euros)</b>  |          |         |        |         |
|  |  | Total assets and liabilities  | 1,298.0  | 1,275.1 | 1350.2 | 1,354.4 |
|  |  | Customer loans at amortised costs   | 427.3    | 425.2   | 418.2  | 426.5   |
|  |  | Customer deposits   | 415.1    | 410.6   | 406.2  | 421.0   |
|  |  | <b>Equity (in billions of euros)</b>  |          |         |        |         |
|  |  | Shareholders' equity, Group Share   | 59.0     | 59.4    | 60.1   | 62.0    |
|  |  | Non-controlling Interests   | 4.4      | 4.7     | 4.4    | 3.7     |
|  |  | <b>Cash flow statements (in millions of euros)</b>  |          |         |        |         |
|  |  | Net inflow (outflow) in cash and cash equivalent  | (29,832) | 18,023  | 14,666 | 18,442  |
|  |  | ** These financial ratios are unaudited<br>(1) Adjusted for non-economic and exceptional items, and for IFRIC 21. |          |         |        |         |

- In the sub-paragraph of Element B.12 relating to Société Générale as Issuer,

The sub-paragraph "Statement as no material adverse change in the prospects of the issuer since the date of its last published audited financial statements" relating to Société Générale shall be deleted and replaced by the following on page 10:

[If the Issuer is Société Générale:

There has been no material adverse change in the prospects of the Issuer since 31 December 2017.]

The sub-paragraph “*Significant changes in the issuer’s financial or trading position subsequent to the period covered by the historical financial information*” relating to Société Générale shall be deleted and replaced by the following on page 11:

[If the Issuer is Société Générale:

Not Applicable. There has been no significant change in the financial or trading position of the Issuer since **30 June 2018**.]

## II. GENERAL INFORMATION

### A. Changes to section “Documents Incorporated by Reference” in relation to Société Générale

- (i) *In paragraph 1 “List of the documents incorporated by reference”, in paragraph 1.1 “Documents incorporated by reference relating to Société Générale”, a sub-paragraph 1.1.4 is added as follows on page 119:*

#### **“1.1.4 Second to the 2018 Registration Document**

The expression “**Second Update to the 2018 Registration Document**” means the English translation of the *Seconde actualisation du document de référence* of Société Générale, the French version of which was filed with AMF on 6 August 2018 under No D.18-0112-A02, except for (i) the inside cover page containing the AMF visa and the related textbox, (ii) the statement of the person responsible for updating the registration document made by Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale, page 186 and (iii) the cross reference table, pages 188 to 190.

The cross-reference table in relation to the Second Update to the 2018 Registration Document appears in the paragraph 2.1.4 below.”

- (ii) *In paragraph 2 “Cross reference tables of the documents incorporated by reference”, in paragraph 2.1 “Cross reference tables relating to Société Générale”, a sub-paragraph 2.1.4 “Second Update to the 2018 Registration Document” is added, as follows on page 123:*

#### **2.1.4 Second Update to the 2018 Registration Document**

| <b>Regulation EC 809/2004 of 29 April 2004</b>                                 | <b>Second Update to the 2018 Registration Document</b> |
|--|--|
| <b>RISK FACTORS</b>  | 45-55  |
| <b>BUSINESS OVERVIEW</b>   |  |
| Principal activities   | <b>6-41</b>  |
| <b>TREND INFORMATION</b>   | 40-41  |
| <b>ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT</b> |  |
| Board of Directors and senior management                                       | 42-44  |
| <b>FINANCIAL INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL</b>  |  |

| <b>POSITION AND PROFITS AND LOSSES OF THE ISSUER</b> |                |
|--|----------------|
| Interim financial information                        | 6-27;56-170    |
| Legal and arbitration proceedings                    | 3-5;55;158-163 |
| <b>MATERIAL CONTRACTS</b>                            | 40             |

“The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the Regulation (EC) 809/2004.”

**B. Changes to section “Form of Final Terms”**

*In Part A of the section “Form of the Final Terms”, item 36 is deleted in its entirety and replaced with the following paragraph where the number in green strikethrough has been deleted and replaced with the number in bold and red on page 174:*

|            |                                       |   |
|------------|---------------------------------------|---|
| <b>36.</b> | <b>Dual Currency Note Provisions:</b> | [Not Applicable] [ <i>In respect of English law Notes:</i> Applicable as per Condition 4. <del>4</del> <b>15</b> of General Terms and Conditions] [ <i>In respect of French law Notes:</i> Applicable as per Condition 4.8 of the General Terms and Conditions] |
|------------|---------------------------------------|---|

**C. Changes to section “Additional Terms and Conditions for Secured Notes”**

*(i) In sub-section 1 “Definitions” on page 721:*

*The definition of “Collateral Account” is modified as follows whereby the number in green strikethrough is deleted and the number in bold and red is added:*

**“Collateral Account**, where “Type of Collateral Structure” is specified as “Standard Collateral Structure” in the applicable Final Terms, has the meaning given to it in Condition 2.1.1, and where “Type of Collateral Structure” is specified as “Tripartite Collateral Structure” in the Final Terms, has the meaning given to it in Condition ~~2.1.2~~**2.2.1**.”

*(ii) In sub-section 1 “Definitions” on page 721:*

*The definition of Collateral Agency Agreement is deleted in its entirety and replaced with the following:*

**“Collateral Agency Agreement”** means the agreement concluded between the Issuer, Societe Generale, BNY Mellon Corporate Trustee Services Limited and The Bank of New York Mellon, London Branch pursuant to which the Bank of New York Mellon, London Branch is appointed as Collateral Agent for Notes to which the Tripartite Collateral Structure applies and pursuant to which, Societe Generale is appointed as Collateral Agent for Notes to which the Standard Collateral Structure applies; “

*(iii) In sub-section 1 “Definitions” on page 722:*

*The definition of Collateral Monitoring Agency Agreement is deleted in its entirety and replaced with the following:*

**“Collateral Monitoring Agency Agreement”** means the agreement concluded between the Issuer, Societe Generale, the Bank of New York Mellon (Luxembourg) and the Bank of New York Mellon, London Branch pursuant to which the Bank of New York Mellon, London Branch is appointed as Collateral Monitoring Agent for Notes to which the Standard Collateral Structure

applies and pursuant to which, Societe Generale is appointed as Collateral Monitoring Agent for Notes to which the Tripartite Collateral Structure applies; “

- (iv) *In sub-section 1 “Definitions” on page 722:*

*The definition of Collateral Monitoring Agent is deleted in its entirety and replaced with the following:*

**“Collateral Monitoring Agent** means, where “Type of Collateral Structure” is specified as “Standard Collateral Structure” in the applicable Final Terms, BNY London or any successor thereto, and, where “Type of Collateral Structure” is specified as “Tripartite Collateral Structure” in the applicable Final Terms, Société Générale or any successor thereto;”

- (v) *In sub-section 1 “Definitions” on page 723:*

The definition of **“English Security Notes”** shall be deleted in its entirety.

- (vi) *In sub-section 1 “Definitions” on page 724:*

In the definition of “Security Documents” the terms “Tripartite Security Structure” shall be deleted and replaced with the words **“Tripartite Collateral Structure”**.

- (vii) *In sub-section 2 “Description of the Security Documents and the Collateral Arrangements”, Condition 2.1.3.1 is deleted in its entirety and replaced with the following paragraph whereby the words in green strikethrough are deleted and the words in red and bold are added as follows on page 726:*

#### **2.1.3.1 Collateral Agency Agreement**

Pursuant to the terms of **the Collateral Agency Agreement** ~~a collateral agency agreement (the Collateral Agency Agreement)~~ between, ~~inter alia, the Issuer and~~ Société Générale **as Collateral Agent** ~~or any successor thereto acting as collateral agent (the Collateral Agent), the Collateral Agent~~ will calculate on the Issue Date of each Series of Secured Notes and on each Collateral Test Date thereafter the Collateral Value as set out in these Additional Terms and Conditions.

- (viii) *In sub-section 2 “Description of the Security Documents and the Collateral Arrangements”, Condition 2.1.3.2 is deleted in its entirety and replaced with the following paragraph whereby the words in green strikethrough are deleted and the words in red and bold are added as follows on page 726:*

#### **“2.1.3.2 Collateral Monitoring Agency Agreement**

Pursuant to the terms of **the Collateral Monitoring Agency Agreement** ~~a collateral monitoring agency agreement (the Collateral Monitoring Agency Agreement)~~ between, ~~inter alia, the Issuer and the Bank of New York Mellon, London Branch acting as collateral monitoring agent or any successor thereto (the Collateral Monitoring Agent),~~ **the Bank of New York Mellon, London Branch as** ~~the~~ Collateral Monitoring Agent shall, on each Collateral Test Date, calculate the Collateral Value and the Required Collateral Value and verify that the Collateral Test is satisfied.”

- (ix) *In sub-section 2 “Description of the Security Documents and the Collateral Arrangements”, Condition 2.1.3.3 is deleted in its entirety and replaced with the following paragraph whereby the words in green strikethrough are deleted and the words in red and bold are added as follows on page 726:*

### “ 2.1.3.3 Collateral Custodian Agreement

Pursuant to the terms of **the Collateral Custodian Agreement** ~~a collateral custodian agreement (the Collateral Custodian Agreement)~~ *inter alia*, the Issuer and, the Bank of New York Mellon S.A./N.V., Luxembourg branch acting as ~~collateral custodian or any successor thereto (the Collateral Custodian)~~, the Collateral Custodian will hold the Collateral Accounts opened in its books in the name of the Issuer.”

- (x) *In sub-section 2 “Description of the Security Documents and the Collateral Arrangements”, the paragraph 2.2.3.1 “Tripartite Collateral Agency and Custody” is modified whereby the words in green strikethrough are deleted and the words in red and bold are added as follows on page 727:*

#### “2.2.3.1 Tripartite Collateral Agency and Custody

Pursuant to the terms of the Collateral Agency Agreement, Bank of New York Mellon London Branch acting as **Collateral Agent** ~~collateral agent (in such capacity, the Collateral Agent)~~ will calculate on the Issue Date of each Series of Secured Notes and on each Collateral Test Date thereafter the Collateral Value as set out in these Additional Terms and Conditions. Pursuant to a collateral agreement dated 24 May 2018 between the Issuer, ~~and~~ Société Générale and **The** Bank of New York Mellon, London Branch (the **Tripartite Collateral Agreement**), **The** Bank of New York Mellon, London Branch, acting as Collateral Custodian, will hold the Collateral Accounts open in its books in the name of the Issuer. “

- (xi) *In sub-section 2 “Description of the Security Documents and the Collateral Arrangements”, the paragraph 2.2.3.2 “Tripartite Collateral Monitoring” is modified whereby the words in green strikethrough are deleted and the words in red and bold are added as follows on pages 727 and 728:*

#### “ 2.2.3.2 “Tripartite Collateral Monitoring

Pursuant to the terms of the Collateral Monitoring Agency Agreement, Société Générale as the **Collateral Monitoring Agent** ~~collateral monitoring agent~~ for Notes subject to Tripartite Collateral Structure (the **Collateral Monitoring Agent**) shall ~~calculate the Collateral Value and the Required Collateral Value for such Notes and~~ verify that the Collateral Test is satisfied.”

- (xii) *In sub-section 2 “Description of the Security Documents and the Collateral Arrangements”, the paragraph 2.2.3.3 “Miscellaneous” is modified whereby the words in green strikethrough are deleted and the words in red and bold are added as follows on page 728:*

#### “2.2.3.3 Miscellaneous

Subject as provided in **this** clauses ~~2.2 2.2.3.1 and 2.2.3.2~~ above, the provisions of clauses 2.1.3.4, 2.1.3.5 (**any reference therein to “Pledge Agreement” being construed as a reference to the “Security Deed”**), 2.1.3.6 and 2.1.3.7 shall apply *mutatis mutandis* to Secured Notes issued under the Tripartite Collateral Structure.

**All calculations and determinations of the Required Collateral Value made in respect of the Secured Notes by Société Générale shall (save in the case of manifest error) be final, conclusive and binding on the Issuer, the Guarantor, the Noteholders and the Security Trustee.** “

- (xiii) *In sub-section 3 “Collateralisation of Secured Notes”, paragraph 3.1.2 “Valuation of Secured Notes” is deleted in its entirety and replaced with the below paragraph whereby the words in bold and red are added and the word in green strikethrough is deleted on page 731:*



### **“ 3.1.2 Valuation of Secured Notes**

On each Collateral Test Date for each Series of Secured Notes in relation to which MV Collateralisation, Min (MV, NV) Collateralisation or Max (MV, NV) Collateralisation is applicable as specified in the applicable Final Terms, the Securities Valuation Agent will calculate the market value applicable to each Secured Note of such Series of Secured Notes as of the Valuation Point on the basis of such valuation method as the Securities Valuation Agent may, acting in good faith and in a commercially reasonable manner and in accordance with the terms of the Securities Valuation Agency Agreement, determine (the **Secured Note Market Value**).

**If “Type of Collateralisation Structure” is specified as “Standard Collateral Structure”, the** ~~the~~ Securities Valuation Agent will provide such value to the Collateral Agent and the Collateral Monitoring Agent.

**If “Type of Collateralisation Structure” is specified as “Tripartite Collateral Structure”, the Securities Valuation Agent will provide such value to Société Générale and the Collateral Monitoring Agent.**

For the avoidance of doubt, the Secured Note Market Value determined by the Securities Valuation Agent may differ from the Market Value determined by the Calculation Agent in accordance with Condition 5.9 of the General Terms and Conditions of the Notes and from the price proposed, as the case may be, by Société Générale or any of its affiliates or any other entities acting as market maker on the secondary market for a Note.

When NV Collateralisation is specified as being the Type of Collateralisation in the applicable Final Terms, the value of the Secured Notes shall be deemed to be equal the aggregate nominal value of the Secured Notes. “

- (xiv) *In sub-section 3 “Collateralisation of Secured Notes”, paragraph “3.7 “Collateral Substitution” on page 737 is deleted in its entirety and replaced with the following paragraph whereby the words in bold and red are added:*

*“If “Collateral Substitution” is specified as being applicable in the applicable Final Terms, the Issuer (or the Collateral Agent on its behalf) may withdraw and/or replace Collateral Assets from any Collateral Account provided that following such adjustment the Collateral Test continues to be satisfied. The Issuer (or the Collateral Agent on its behalf) will send or cause to be sent a Collateral Test Notice to the Collateral Monitoring Agent and the Collateral Custodian (copied to the Issuer and the Guarantor, as the case may be) specifying **either (i) in the case of Secured Notes to which “Standard Collateral Structure” applies, the adjustments to be made or (ii), in the case of Secured Notes to which “Tripartite Collateral Structure” applies, the adjustments already made; in each case** ~~the adjustments, to be made,~~ to the Collateral Pool in accordance with Condition 3.4. The Collateral Business Day immediately following the day on which such Collateral Test Notice is given by the Issuer (or the Collateral Agent on its behalf) for the substitution of Collateral Assets as described above will be deemed to be a Collateral Test Date.”*

- (xv) *In Sub-section 4 “Default, Enforcement and Realisation”, in paragraph 4.1 “Events of Default”:*

- *on page 737, point (ii) of the preliminary paragraph is deleted in its entirety and replaced with the following paragraph whereby the words bold in red are added and the words in green strikethrough are deleted:*

*“(ii) an additional Event of Default if ~~the Collateral Monitoring Agent delivers~~ a Required Collateral Default Notice **is delivered** in relation to a Collateral Pool securing such Secured Notes, meaning that a Required Collateral Default has occurred.”*

- On page 738, paragraph (B) “If Type of Collateral Structure” is specified as Tripartite Collateral Structure, the first paragraph is deleted in its entirety and replaced with the following whereby the words bold in red are added and the words in green strikethrough are deleted:

“If the Collateral Agent determines that the Collateral Test is not satisfied, the Collateral Agent shall promptly notify the Issuer, the Guarantor, the Collateral Monitoring Agent, the Security Trustee and the Collateral Custodian that the Collateral Test is not satisfied (the **Collateral Agent Notice**). If following receipt of a Collateral Agent Notice, (i) no Dispute Notice has been sent, and (ii) the Issuer ~~fails to deliver~~ **has not received** the additional necessary Collateral Assets in order to satisfy the Collateral Test (such ~~failure-non receipt~~ **failure-non receipt** not being due to a Collateral Disruption Event) and such ~~failure-non receipt~~ **failure-non receipt** results in the Collateral Test not being satisfied for a period of **five (5)** consecutive Collateral Business Days commencing on the date of receipt of the Collateral Agent Notice, the Collateral Agent shall promptly notify, the Issuer, the Guarantor, the Collateral Monitoring Agent, the Security Trustee and the Collateral Custodian of such failure to ~~receive deliver~~ **receive** additional Collateral Assets (**the Collateral Failure Notice**).”

D. Changes to section “Description of Société Générale”

- (i) *In sub-section 5 “Trend Information”, the paragraph is deleted in its entirety and replaced with the following on page 751:*

**“5. TREND INFORMATION**

There has been no material adverse change in the prospects of Société Générale and its consolidated subsidiaries (taken as a whole) since 31 December 2017.

For information on any know trends regarding Société Générale, please refer to pages 40 and 41 of the English version of the *Seconde actualisation du document de référence* 2018 of Société Générale incorporated by reference herein.”

- (ii) *In sub-section 9 “Financial information concerning Société Générale’s assets and liabilities, financial position and profits and losses”, the paragraph 9.2 is deleted and replaced with the following on page 752:*

**“9.2 Significant change in the financial or trading position**

There has been no significant change in the financial or trading position of Société Générale and its consolidated subsidiaries (taken as a whole) since **30 June 2018**.”

E. Changes to section “Description of SG Issuer”

*In sub-section 8 “Administrative, Management and Supervisory bodies”, paragraph 8.1 shall be modified as follows on pages 754 and 755 following changes in the composition of the board of directors and of the supervisory board.*

*In the below paragraph, the words in green strikethrough are deleted and the words in bold and red are added.*

“ 8.1 Pursuant to its articles of association, SG Issuer is managed by a board of directors under the supervision of a supervisory board.

The members of the board of directors are Sophie Robatche-Claive, Thierry Bodson, Yves Cacclin, Amaury de Beler, Alexandre Galliche, ~~Arnaud Serres~~ **Estelle Stephan Jaspard** and Noël Alison (individually a "Director" and collectively the **Board of Directors**).

Sophie Robatche-Claive, Thierry Bodson, Yves Cacclin, Amaury de Beler, Alexandre Galliche, ~~Arnaud Serres~~ **Estelle Stephan Jaspard** and Noël Alison hold full-time management positions within the Société Générale Group.

**Name** : Sophie Robatche-Claive

**Address**: 17, cours Valmy, 92897 Paris la Défense 7, France

**Function within SG Issuer**: Director

**Activities performed outside SG Issuer**: Managing Director, Head of the Structuring, Transactions documentation and Projects Team in Europe – within the Financial Engineering Department of the Global Market Activities of Société Générale Investment Bank.

**Name**: Thierry Bodson

**Address**: 11, avenue Emile Reuter, L-2420 Luxembourg

**Function within SG Issuer**: Director

**Activities performed outside SG Issuer**: Corporate Engineer within Société Générale Bank & Trust

**Name**: Yves Cacclin

**Address**: 11, avenue Emile Reuter, L-2420 Luxembourg

**Function within SG Issuer**: Chairman of the Board of Directors

**Activities performed outside SG Issuer**: Head of Corporate and Investment banking in Société Générale Bank & Trust

**Name**: Amaury de Beler

**Address**: 11, avenue Emile Reuter, L-2420 Luxembourg

**Function within SG Issuer**: Director

**Activities performed outside SG Issuer**: Deputy CFO financial officer in Société Générale Bank & Trust

**Name** : Alexandre Galliche

**Address** : 11, avenue Emile Reuter, L-2420 Luxembourg

**Function within SG Issuer**: Director

**Activities performed outside SG Issuer**: Corporate Engineer within Société Générale Bank & Trust

~~**Name**: Arnaud Serres~~

~~**Address**: 17, cours Valmy, 92897 Paris la Défense 7, France~~

~~**Function within SG Issuer**: Director~~

~~**Activities performed outside SG Issuer**: Head of accounting certification of market transactions within the Product Control Group of Société Générale Global Banking & Investor Solutions~~

**Name** : Estelle Stephan Jaspard

**Address** : 189 Rue d'Aubervilliers 75886 PARIS Cedex 18 FR

**Function within SG Issuer**: Director

**Activities performed outside SG Issuer**: Head of DFIN/MAR/NOR – Accounting Norms, Referentials & Schemes for Market activities within Societe Generale

**Name** : Noël Alison

**Address** : 17, cours Valmy, 92897 Paris la Défense 7, France

**Function within SG Issuer**: Director

**Activities performed outside SG Issuer:** Global Head of trade capture teams within Société Générale Global Banking & Investor Solutions

The members of the supervisory board are Olivier Freitas, ~~Véronique de la Bachelerie~~ Didier Lallemand, Vincent Robillard, **Arnaud Jacquemin and Gregory Claudy** ~~Alban Romanet~~ (the "Supervisory Board").

Olivier Freitas, ~~Véronique de la Bachelerie~~, Didier Lallemand, Vincent Robillard ~~and Alban Romanet~~ **and Arnaud Jacquemin** currently hold full-time management positions within the Société Générale Group.

**Name :** Olivier Freitas

**Address :** 11, avenue Emile Reuter, L-2420 Luxembourg

**Function within SG Issuer:** Member of the Supervisory Board

**Activities performed outside SG Issuer:** Head of Structured Solutions and Leasing Luxembourg

~~**Name :** Véronique de la Bachelerie~~

~~**Address:** 11, avenue Emile Reuter, L-2420 Luxembourg~~

~~**Function within SG Issuer:** Chairman of the Supervisory Board~~

~~**Activities performed outside SG Issuer:** Chief Executive Officer of Société Générale Bank & Trust~~

**Name :** Didier Lallemand

**Address :** 17, cours Valmy, 92897 Paris la Défense 7, France

**Function within SG Issuer:** Member of the Supervisory Board

**Activities performed outside SG Issuer:** Chief Financial Officer of Global Banking & Investor Solutions".

**Name :** Vincent Robillard

**Address :** 17, cours Valmy, 92897 Paris la Défense 7, France

**Function within SG Issuer:** Member of the Supervisory Board

**Activities performed outside SG Issuer:** Head of Funding of Société Générale Group

~~**Name:** Alban Romanet~~

~~**Address:** 11, avenue Emile Reuter, L-2420 Luxembourg~~

~~**Function within SG Issuer:** Member of the Supervisory Board~~

~~**Activities performed outside SG Issuer:** Director of Risks Division of Société Générale Bank & Trust~~

**Name: Arnaud Jacquemin**

**Address: 11, avenue Emile Reuter, L-2420 Luxembourg**

**Function within SG Issuer: Member of the Supervisory Board**

**Activities performed outside SG Issuer: Chief Executive Officer of Société Générale Bank & Trust**

**Name: Gregory Claudy**

**Address: 225a, rue du Burgknapp, B-6717 Heinstert**

**Function within SG Issuer: Member of the Supervisory Board**

**Activities performed outside SG Issuer: Non-Executive Director of Internaxx Bank S.A., Executive Director of Alitèr Sentio s.à.r.l., Executive Director of R Lease S.A."**

## **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.

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