# SOCIÉTÉ GÉNÉRALE SFH € 40,000,000,000

# Euro Medium Term Note Programme for the issue of *obligations de financement de l'habitat*

# THIRD SUPPLEMENT TO THE BASE PROSPECTUS DATED 30 MAY 2018

### DATED 04 APRIL 2019

This Third supplement (the *Third Supplement*) is supplemental to, and should be read in conjunction with, the base prospectus dated 30 May 2018 which was granted visa n°18-211 on 30 May 2017, the supplement (the *Base Prospectus*), prepared by Société Générale SFH (the *Issuer*) with respect to its € 40,000,000,000 Euro Medium Term Note Programme (the *Programme*) and with the First Supplement dated 15 November 2018, which was granted visa n°18-518 on 15 November 2018, and the Second Supplement dated 07 December 2018, which was granted visa n°18-553 on 07 December 2018.

The Issuer has prepared this Third Supplement pursuant to article 16.1 of the Directive 2003/71/EC of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading, as amended pursuant to Directive 2010/73/EC of 24 November 2010 (the *Prospectus Directive*) and article 212-25 of the *Règlement Général* (the *AMF General Regulations*) of the *Autorité des marchés financiers* (the *AMF*) for the purpose of:

- updating the Base Prospectus with the 2018 full year financial statements of the Issuer.
- updating the cover ratio, as of 31 December 2018; and
- updating the information relating to the Issuer;

The Base Prospectus, as supplemented pursuant to this Third Supplement, constitutes a base prospectus for the purpose of the Prospectus Directive. Terms defined in the Base Prospectus have the same meaning when used in this Third Supplement.

Application has been made to the AMF in France for approval of this Third Supplement, in its capacity as competent authority pursuant to article 212-2 of the AMF General Regulations.

Save as disclosed in this Third Supplement, no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Third Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statements in (a) above will prevail.

To the extent applicable, and provided that the conditions of article 212-25, I of the AMF General Regulations are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Third Supplement is published, have the right, according to Article 212-25 II of the AMF General Regulations, to withdraw their acceptances within a time limit of minimum two (2) working days after the publication of this Third Supplement (no later than 08 April 2019).

This Third Supplement will be published on the websites of (a) the AMF (<a href="www.amf-france.org">www.amf-france.org</a>) and (b) the Issuer (<a href="http://prospectus.socgen.com">http://prospectus.socgen.com</a>). For so long as any Notes may be issued pursuant to the Base Prospectus, copies of this Third Supplement will also, when published, be available free of charge during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), at the registered office of the Issuer and at the specified office of the Paying Agent(s).

This Third Supplement is governed by French law.



In accordance with articles L. 412-1 and L. 621-8 of the French Monetary and Financial Code and with the AMF General Regulations, in particular articles 212-31 to 212-33, the AMF has granted to this Second Supplement visa  $n^{\circ}$  19-136 on 04 April 2019. This Second Supplement was prepared by the Issuer and its signatories assume responsibility for it.

The visa, in accordance with article L. 621-8-1-I of the French Monetary and Financial Code, has been granted by the AMF after the AMF has examined of whether the document is complete and understandable, and the information it contains is consistent. It does not imply that the AMF has approved the interest of the operation, nor that the AMF has verified the accounting and financial data set out herein.

In accordance with article 212-32 of the AMF General Regulations, any issuance or admission to trading of Notes on the basis of this Base Prospectus will be subject to prior publication of the final terms and conditions of the Notes to be issued.

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# 1. AMENDEMENT TO THE BASE PROSPECTUS

# 1.1 SUMMARY OF THE PROGRAMME

In section "SUMMARY OF THE PROGRAMME" on page 8 of the Base Prospectus, the sub-paragraph headed "B.12 Selected Financial information" is deleted in its entirety and replaced by the following:

# B.12 Selected financial information

Comparative Financial Data (in EUR)

Income 30/06/2018 Statement (Non audited)		<b>31/12/2017</b> (Audited)	<b>30/06/2017</b> (Non audited*)	<b>31/12/2018</b> (Audited)
Net banking income	28,523,347	50,842,140	25,711,147	59,997,614
Gross operating income	22,722,590	40,373,697	21,168,203	48,631,485
Net income	13,052,269	23,838,886	13,708,792	31,607,376
<b>Balance Sheet</b>				
Total balance sheet	32,315,362,714	30,992,743,373	29,344,963,002	34,481,323,300
Shareholders' equity	537,032,346	523,980,077	513,849,983	555,587,453
Debt securities	30,012,872,323	30,066,554,757	27,011,448,016	32,078,306,007

Half Year Limited Review Auditor's Report.

# Cash flows (in thousands of EUR)

	<b>30/06/2018</b> (Non audited*)	<b>31/12/2017</b> (Audited)	<b>30/06/2017</b> (Non audited*)	<b>31/12/2018</b> (Audited)
Net cash flow from operating activities	1,448,429	(4,983,440)	(543,866)	(470,500)
Net cash flow relating to investment activities	1	-	-	-
Net cash flow relating to financing activities	(53,682)	5,003,291	1,948,184	2,011,751
Changes in net cash	1,394,746	19,852	1,404,318	1,541,252
Total	1,554,135	159,388	1,543,855	1,700,640

<sup>\*</sup> Half Year Limited Review Auditor's Report.

As of 31 December 2018, the cover ratio certified by the specific controller was 112.37%.

There has been no material adverse change in the prospects of the Issuer since the last published annual audited accounts.

There has been no significant change in the financial or trading position of the Issuer since the end of the last financial period for which financial statements have been published.

# 1.2 RESUME DU PROGRAMME

In section "*RESUME DU PROGRAMME*" on page 22 of the Base Prospectus, the sub-paragraph headed "*B.12 Information financière historique*" is deleted in its entirety and replaced by the following:

# B.12 Informations financières historiques

Données financières comparées (en euro):

Compte de résultat	<b>30/06/2018</b> (Non audité*)	<b>31/12/2017</b> (Audité)	<b>30/06/2017</b> (Non audité*)	<b>31/12/2018</b> (Audité)
Produit net bancaire	28.523.347	50.842.140	25.711.147	59.997.614
Résultat d'exploitation brut	22.722.590	40.373.697	21.168.203	48.631.485
Résultat net	13.052.269	23.838.886	13.708.792	31.607.376
Bilan				
Total du bilan	32.315.362.714	30.992.743.373	29.344.963.002	34.481.323.300
Fonds propres	537.032.346	523.980.077	513.849.983	555.587.453
Dettes représentées par un titre	30.012.872.323	30.066.554.757	27.011.448.016	32.078.306.007

<sup>\*</sup>Rapport d'examen limité des commissaires aux comptes.

### Flux de trésorerie (en milliers d'euros):

	30/06/2018	31/12/2017	30/06/2017	31/12/2018
	(Non audité*)	(Audité)	(Non audité*)	(Audité)
Flux de trésorerie nette pour les activités d'exploitation	1.448.429	(4.983.440)	(543.866)	(470.500)
Flux de trésorerie nette pour les activités d'investissement	-	-	-	-
Flux de trésorerie nette pour les activités de financement	(53.682)	5.003.291	1.948.184	2.011.751
Variation de la trésorerie nette	1.394.746	19.852	1.404.318	1.541.252
Total	1.554.135	159.388	1.543.855	1.700.640

<sup>\*</sup>Rapport d'examen limité des commissaires aux comptes.

Au 31 décembre 2018, le taux de couverture certifié par le contrôleur spécifique était de 112,37%.

Il n'y a eu aucun changement significatif défavorable dans les perspectives de l'Émetteur depuis la date de publication des derniers états financiers annuels vérifiés et publiés.

Il n'est survenu aucun changement significatif dans la situation financière ou commerciale de l'Émetteur depuis la fin de la période couverte par les derniers états financiers publiés.

### 1.3 DOCUMENTS INCORPORATED BY REFERENCE

In section "DOCUMENTS INCORPORATED BY REFERENCE" on page 58, of the Base Prospectus, the three first paragraphs are deleted and replaced as follows:

- the "Société Générale SFH Rapport financier annuel 2018", including inter alia:
  - o "Société Générale SFH Rapport de gestion présenté par le conseil d'administration à l'assemblée générale mixte annuelle du 15 mai 2019" (the **2018 Annual Report**);
  - "Société Générale SFH Comptes annuels au 31/12/2018" including the "Société Générale SFH Tableau des Flux de Trésorerie" which contains the audited cash flow statements of the Issuer for the financial years ended 31 December 2018 (the 2018 Annual Accounts);
  - o "Société Générale SFH Exercice clos le 31 décembre 2018 Rapport des commissaires aux comptes sur les comptes annuels" (the **2018 Auditors' Report**) ; and
  - o "Déclaration des personnes physiques qui assument la responsabilité du rapport annuel 2018" and together with the 2018 Annual Report and the 2018 Annual Accounts, all in French language, the **2018 Annual Financial Report**);
- the "Société Générale SFH Rapport financier semestriel 2018" including inter alia:
  - o "Société Générale SFH Rapport de gestion semestriel présenté par le conseil d'administration du 25 septembre 2018" (the "2018 Half Year Board Report");
  - "Société Générale SFH—Etats Financiers au 30/06/2018", including the "Société Générale SFH
    Tableau des Flux de Trésorerie" which contains the non-audited cash flow statements of the
    Issuer for the period ended 30 June 2018 (the "2018 Half Year Accounts");
  - "Société Générale SFH Rapport d'examen limité des Commissaires aux Comptes sur l'information financière semestrielle – 30 juin 2018" (the "2018 Half Year Limited Review Auditors' Report") :and
  - "Déclaration des personnes physiques qui assument la responsabilité du rapport semestriel 2018" all in French language (together, the "2018 Half Year Financial Information");"
- the "Société Générale SFH Rapport financier annuel 2017", including inter alia:
  - "Société Générale SFH Rapport de gestion présenté par le conseil d'administration à l'assemblée générale ordinaire annuelle du 17 mai 2018" (the 2017 Annual Report);
  - "Société Générale SFH Comptes annuels au 31/12/2017" including the "Société Générale SFH Tableau des Flux de Trésorerie" which contains the audited cash flow statements of the Issuer for the financial years ended 31 December 2017 and 31 December 2016 (the 2017 Annual Accounts);
  - "Société Générale SFH Exercice clos le 31 décembre 2017 Rapport des commissaires aux comptes sur les comptes annuels" (the **2017 Auditors' Report**) and together with the 2017 Annual Report and the 2017 Annual Accounts, all in French language, the **2017 Annual Financial Report**);

# 1.4 CROSS-REFERENCE LIST

In section "CROSS-REFERENCE LIST" on page 59 of the Base Prospectus, the table is deleted and replaced as follows:

INFORMATION INCORPORATED BY REFERENCE	REFERENCE			
(Annex IV of the European Regulation 809/2004/EC, as amended)				
13. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES				
13.1 Historical Financial Information				
2018 Annual Financial Report				
Balance sheet and off-balance sheet	Pages 61 to 63 of the 2018 Annual Financial Report			
Profit and Loss Account	Pages 65 to 66 of the 2018 Annual Financial Report			
Notes (Annexes)	Pages 68 to 95 of the 2018 Annual Financial Report			
Cash Flow Statements	Page 96 of the 2018 Annual Financial Report			
Statutory Auditor's Report	Pages 97 to 100 of the 2018 Annual Financial Report			
2018 Annual Report	Pages 7 to 37 of the 2018 Annual Financial Report			
	Year Financial Information			
Balance sheet and off-balance sheet	Pages 27 to 29 of the 2018 Half Year Financial Information			
Profit and Loss Account	Pages 31 to 32 of the 2018 Half Year Financial Information			
Notes (Annexes)	Pages 34 to 59 of the 2018 Half Year Financial Information			
Cash Flow Statements	Pages 60 and 61 of the 2018 Half Year Financial Information			
Statutory Auditor's Report	Pages 64 to 65 of the 2018 Half Year Financial Information			
2018 Half Year Board Report	Pages 9 to 22 of the 2018 Half Year Financial Information			
2017 Annual Financial Report				
Balance sheet and off-balance sheet	Pages 68 to 70 of the 2017 Annual Financial Report			
Profit and Loss Account	Pages 72 and 73 of the 2017 Annual Financial Report			
Notes (Annexes)	Pages 75 to 103 of the 2017 Annual Financial Report			
Cash Flow Statements	Pages 104 and 105 of the 2017 Annual Financial Report			
Statutory Auditors' Report	Pages 107 to 110 of the 2017 Annual Financial Report			
2017 Annual Report	Page 9 to 40 of the 2017 Annual Financial Report			

# 1.5 SUMMARY OF THE LEGISLATION AND REGULATIONS RELATING TO SOCIÉTÉS DE FINANCEMENT DE L'HABITAT

In section "SUMMARY OF THE LEGISLATION AND REGULATIONS RELATING TO SOCIÉTÉS DE FINANCEMENT DE L'HABITAT", on page 76 of the Base Prospectus, the last paragraph of the subsection headed "Cover Ratio" is amended as follows:

The latest cover ratio certified by the specific controller of the Issuer as of 31 December 2018, was 112.37%.

### 1.6 FINANCIAL INFORMATION OF THE ISSUER

In section "FINANCIAL INFORMATION OF THE ISSUER" on pages 88 and 89 of the Base Prospectus, paragraphs headed "Comparative Financial Data" and "Cash Flow Statement" are deleted in its entirety and replaced as follows:

The financial statements of Société Générale SFH have been prepared in accordance with general accounting principles applicable in France to credit institution. The method adopted for valuing items recorded in the accounting records is historical cost.

# **Comparative Financial Data (in EUR)**

The financial statements of Société Générale SFH have been prepared in accordance with general accounting principles applicable in France to credit institution. The method adopted for valuing items recorded in the accounting records is historical cost.

Income Statement	<b>30/06/2018</b> (Non audited*)	<b>31/12/2017</b> (Audited)	<b>30/06/2017</b> (Non audited*)	<b>31/12/2018</b> (Audited)
Net banking income	28,523,347	28,523,347 50,842,140		59,997,614
Gross operating income	22,722,590	40,373,697	21,168,203	48,631,485
Net income	13,052,269	23,838,886	13,708,792	31,607,376
<b>Balance Sheet</b>				
Total balance sheet	32,315,362,714	30,992,743,373	29,344,963,002	34,481,323,300
Shareholders' equity	537,032,346	523,980,077	513,849,983	555,587,453
Debt securities	30,012,872,323	30,066,554,757	27,011,448,016	32,078,306,007

<sup>\*</sup> Half Year Limited Review Auditor's Report.

As of 31 December 2018, the balance sheet presents a total of 34,481,323,300 euros, as a reminder the total balance sheet as of 31 December 2017 was of 30,992,743,373 euros. The balance sheet has solidly increased following the refinancing of a home loans portfolio originated by Société Générale's affiliates (such as Crédit du Nord and Boursorama) by way *of issuances of obligations de financement de l'habitat*.

There has been no material adverse change in the prospects of the Issuer since the last published annual audited accounts.

There has been no significant change in the financial or trading position of the Issuer since the end of the last financial period for which financial statements have been published.

# Cash Flow Statement (in thousands of EUR)

The cash flow statement analyses changes in cash flow from operating activities, investing activities and financing activities between two financial periods. Financing activities represent bonds borrowings.

The cash flow statement was established according to rules applicable to the regulation no. 2014-07 of 26 November 2014 of the *Autorité des normes comptables* applicable to credit institutions, as well as to accounting principles generally admitted in the French banking profession.

	<b>30/06/2018</b> (Non audited*)	<b>31/12/2017</b> (Audited)	<b>30/06/2017</b> (Non audited*)	31/12/2018 (Audited)
Net cash flow from operating activities	1.448.429	(4.983.440)	(543.866)	(470.500)
Net cash flow relating to investment activities	1	1	-	-
Net cash flow relating to financing activities	(53.682)	5.003.291	1.948.184	2.011.751
Changes in net cash	1.394.746	19.852	1.404.318	1.541.252
Total	1.554.135	159.388	1.543.855	1.700.640

<sup>\*</sup> Half Year Limited Review Auditor's Report.

# 1.7 FORM OF FINAL TERMS

1.7.1 In section "FORM OF FINAL TERMS" "Annex – Form of Issue Specific Summary" on page 155 of the Base Prospectus, the sub-paragraph headed "B.12 Selected financial information" is deleted in its entirety and replaced by the following:

B.12	Selected financial	Comparative Finance	ial Data	(in EUR)					
	information	Income Statement		/ <b>06/2018</b> n audited*)		<b>31/12/2017</b> (Audited)	<b>30/06/2017</b> (Non audited*)	<b>31/12/2018</b> (Audited)	
		Net banking income		28,523,347		50,842,140	25,711,147	59,997,63	14
		Gross operating income		22,722,590		40,373,697	21,168,203	48,631,48	85
Net income 13,052,269 23,838,886				13,708,792	31,607,37	76			
Balance Sheet									
		Total balance sheet	32,3	15,362,714	30	,992,743,373	29,344,963,002	34,481,323,30	00
		Shareholders' equity	5	37,032,346		523,980,077	513,849,983	555,587,45	53
		Debt securities	30,0	12,872,323	30	,066,554,757	27,011,448,016	32,078,306,00	07
		* Half Year Limited Rev	iew Aud	itor's Report.					
		Cash flows (in thousands of EUR)							
				30/06/2018	8	31/12/2017	30/06/2017	31/12/2018	
				(Non audited	<i>l*</i> )	(Audited)	(Non audited*)	(Audited)	
		Net cash flow for operating activities		1,448,4	129	(4,983,440)	(543,866)	(470,500)	

Net cash flow relating to investment activities	-	1	-	-
Net cash flow relating to financing activities	(53,682)	5,003,291	1,948,184	2,011,751
Changes in net cash	1,394,746	19,852	1,404,318	1,541,252
Total	1,554,135	159,388	1,543,855	1,700,640

<sup>\*</sup> Half Year Limited Review Auditor's Report.

As of 31 December 2018, the cover ratio certified by the specific controller was 112.37%.

There has been no material adverse change in the prospects of the Issuer since the last published annual audited accounts.

There has been no significant change in the financial or trading position of the Issuer since the end of the last financial period for which financial statements have been published.

1.7.2 In section headed "FORM OF FINAL TERMS" "Annex – Form of Issue Specific Summary" on page 167 of the Base Prospectus, the sub-paragraph headed "B.12 Informations financières historiques" is deleted in its entirety and replaced by the following:

# B.12 Informations financières historiques

# Données financières comparées (en euro):

Compte de résultat	<b>30/06/2018</b> (Non audité*)	<b>31/12/2017</b> (Audité)	<b>30/06/2017</b> (Non audité*)	<b>31/12/2018</b> (Audité)
Produit net bancaire	28.523.347	50.842.140	25.711.147	59.997.614
Résultat d'exploitation brut	22.722.590	40.373.697	21.168.203	48.631.485
Résultat net	13.052.269	23.838.886	13.708.792	31.607.376
Bilan				
Total du bilan	32.315.362.714	30.992.743.373	29.344.963.002	34.481.323.300
Fonds propres	537.032.346	523.980.077	513.849.983	555.587.453
Dettes représentées par un titre	30.012.872.323	30.066.554.757	27.011.448.016	32.078.306.007

<sup>\*</sup>Rapport d'examen limité des commissaires aux comptes.

# Flux de trésorerie (en milliers d'euros):

	<b>30/06/2018</b> (Non audité*)	31/12/2017 (Audité)	<b>30/06/2017</b> (Non audité*)	<b>31/12/2018</b> (Audité)
Flux de trésorerie nette pour les activités d'exploitation	1.448.429	(4.983.440)	(543.866)	(470.500)
Flux de trésorerie nette pour les activités d'investissement	1	ı	1	-
Flux de trésorerie nette pour les activités de financement	(53.682)	5.003.291	1.948.184	2.011.751

Variation de la trésorerie nette	1.394.746	19.852	1.404.318	1.541.252
Total	1.554.135	159.388	1.543.855	1.700.640

<sup>\*</sup>Rapport d'examen limité des commissaires aux comptes.

Au 31 décembre 2018, le taux de couverture certifié par le contrôleur spécifique était de 112,37%.

Il n'y a eu aucun changement significatif défavorable dans les perspectives de l'Émetteur depuis la date de publication des derniers états financiers annuels vérifiés et publiés.

Il n'est survenu aucun changement significatif dans la situation financière ou commerciale de l'Émetteur depuis la fin de la période couverte par les derniers états financiers publiés.

### 1.8 GENERAL INFORMATION

- 1.8.1 In section "*GENERAL INFORMATION*" on page 186 of the Base Prospectus, paragraph (2) is deleted in its entirety and replaced by the following:
- (2) The Issuer has obtained all necessary corporate and other consents, approvals and authorisations in France in connection with the establishment of the Programme.

Any issue of Notes by the Issuer under the Programme will, to the extent that such Notes constitute obligations under French law, require the prior authorisation of the board of directors (conseil d'administration) of the Issuer. The board of directors (conseil d'administration) of the Issuer may delegate to any of its members and to any other person, the power to decide on the issue of such Notes within a period of one year. For this purpose, the board of directors (conseil d'administration) of the Issuer has delegated on 20 March 2019 to its chief executive officer (directeur général), Agathe Zinzindohoue, and to its deputy chief executive officer (directeur général délégué), Vincent Robillard, acting jointly or separately, the power to issue obligations de financement de l'habitat under the Programme, up to a maximum amount of € 40,000,000,000 (i) per issue and (ii) in aggregate for one year, which authority will, unless previously cancelled, expire on 20 March 2020.

- 1.8.2 In section "GENERAL INFORMATION" on page 186 of the Base Prospectus, paragraphs (4) and (5) are deleted in its entirety and replaced by the following:
- (3) Except as disclosed in this Base Prospectus, there has been no material adverse change in the prospects of the Issuer since 31 December 2018.
  - (4) Except as disclosed in this Base Prospectus, there has been no significant change in the financial or trading position of the Issuer since 31 December 2018.
  - (5) There have been no recent events which the Issuer considers material to the investors since 31 December 2018.
- 1.8.3 In section "GENERAL INFORMATION" on page 187 of the Base Prospectus, paragraph (9) is deleted in its entirety and replaced by the following:

Ernst & Young et Autres (represented by Guillaume Mabille, Tour First, TSA 14444, 92037 Paris-La Défense Cedex) and Deloitte & Associés (represented by Marjorie Blanc-Lourme, 6 place de la Pyramide 92908 Paris-La Défense Cedex) have audited and rendered unqualified audit reports on the non-consolidated financial statements of the Issuer for the year ended 31 December 2018. Ernst & Young et Autres (represented by Micha Missakian, Tour First, TSA 14444, 92037 Paris-La Défense Cedex) and Deloitte & Associés (represented by Marjorie BlancLourme, 185, avenue Charles de Gaulle, 92524 Neuilly-sur-Seine Cedex)

have audited and rendered unqualified audit reports on the non-consolidated financial statements of the Issuer for the year ended 31 December 2017. Société Générale SFH's statutory auditors are registered with the *Compagnie Nationale des Commissaires aux Comptes* (National Association of Statutory Auditors) and subject to the authority of the *Haut Conseil du Commissariat aux Comptes* (French High Council of Statutory Auditors).

- 1.8.4 In section "GENERAL INFORMATION" on page 187 of the Base Prospectus, paragraph (11) subparagraph (b) is deleted in its entirety and replaced by the following:
- (b) 2018 Annual Financial Report, the 2018 Half Year Financial Information and the 2017 Annual Financial Report;

# 2. PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS SUPPLEMENT

In the name of the Issuer

After having taken all reasonable measures in this regard, I hereby certify that the information contained or incorporated by reference in this Third Supplement is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

Paris, 04 April 2019:

SOCIÉTÉ GÉNÉRALE SFH

17, cours Valmy 92800 PUTEAUX France

Duly represented by Vincent ROBILLARD in his capacity, as Deputy Chief Executive Officer (*Directeur Général Délégué*) of the Issuer