

NOTICE TO THE NOTEHOLDERS



BPCE

Legal Entity Identifier (LEI): 9695005MSX1OYEMGDF46

Euro 40,000,000,000

Euro Medium Term Note Programme
for the issue of Notes

SERIES NO: 2019-28

TRANCHE NO: 1

CNY 23,000,000 3.805 per cent. Senior Preferred Notes due 10 April 2024 (the “Notes”)

The Issuer accepts the responsibility for the information contained in this notice.

The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this notice is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

The Issuer draws the attention to the Noteholders that save as disclosed in this notice, no other significant new factor, material or inaccuracy relating to information included in the Final Terms has arisen or been noted, as the case may be, since the publication of the Final Terms.

Unless the context otherwise requires, terms defined in the Final Terms shall have the same meaning when used in this notice.

The Final Terms are laying out as following:

PART A – CONTRACTUAL TERMS	
14 (iii) Fixed Coupon Amount:	CNY 38,050 per Note of CNY 1,000,000 Specified Denomination

Further to this Notice and due to a manifest error, the Issuer hereby informs the Noteholders that the Final Terms are now amended as follows:

PART A – CONTRACTUAL TERMS	
14 (iii) Fixed Coupon Amount:	$\text{Rate of Interest} \times \text{Specified Denomination} \times \text{Day Count Fraction per Note of CNY 1,000,000 Specified Denomination}$

All other terms and conditions of the Final Terms remain unchanged.

On behalf of the Issuer, **BPCE**

Duly represented by: Mr Jean-Philippe Berthaut, Head of Group Funding

Dated 30 April 2019