



BPCE S.A.

50, avenue Pierre Mendès France 75013 Paris

Attestation of one of the auditors of BPCE S.A on the information disclosed in the BPCE S.A. Social Bond Report dated September 2021 relative to the allocation of funds raised for the COVID-19 Local Economic Development Bonds Issued by BPCE S.A. in 2021.



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Bond Report dated September 2021 relative to the
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in 2021.**

To Jean-François Lequoy, Head of Finance and strategy, Member of the Management Board of BPCE,

In our capacity as one of the statutory auditors of BPCE S.A. (the "Company") and in accordance with your request, we have prepared this attestation on the information as at 30 June 2021 contained in the schedule "Proceed allocation" ("the Information") and set out in the BPCE S.A. Social Bond Report (the "Social Bond Report") dated September 2021 for the BPCE S.A. COVID-19 Local Economic Development Social Bonds issued by BPCE S.A. in 2021 which amounts to JPY 32 billion and prepared by them to the terms and conditions of the final terms of the Issue (the "Final Terms").

The Social Bond Report, prepared for the purposes of the information of the Social Bond debt securities holders, present an allocation of the funds raised from the Issue to eligible projects as defined on the Final Terms (the "Eligible Projects") from the period beginning as of the receipt of the funds raised from the Issue until 30 June 2021.

This Information was prepared under the responsibility of BPCE based on the accounting records and data underlying the accounting records used for the preparation of the consolidated unaudited financial statements for the period ended 30 June 2021.

Our role is to report on:

- the compliance of Eligible Projects presented in the attached document with the eligibility criteria as defined in the Final Terms;
- the agreement of potential treasury or treasury equivalents exceeding the amounts raised through the issue and still to be allocated as of 30 June 2021, with the accounting records or data underlying the accounting records.;
- the agreement of the amount of funds allocated to Eligible Projects as part of the Issue as of 30 June 2021, with the accounting records or data underlying the accounting records.

However, we have no responsibility for challenging the eligibility criteria defined as an appendix to the Final Terms and, in particular, we give no interpretation on the terms of the Final Terms.

In addition, we have no responsibility for checking the real use of the allocated funds to Eligible Projects after such funds have been allocated and have not reviewed the quality of data contained in financial reporting systems used to prepare the Social Bond Report, including information such as eligible official sectors of economic activity codes (NAF codes).

The absence of a significant body of established practice on which to draw to evaluate and measure non-financial information allows for different, but acceptable, measurement techniques and can affect comparability between entities and over time.

In the context of our role as statutory auditor, we have reviewed the consolidated financial statements of BPCE SA for the 6-month period from 1 January 2021 to 30 June 2021. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Our review was conducted in accordance with professional standards applicable in France, and was planned and performed for the purpose of forming a conclusion on the interim consolidated financial statements taken as a whole and not on any individual component of the accounts used to determine the Information. Accordingly, our tests and samples were not carried out with this objective and we do not express any conclusion on any components of the accounts taken individually.

Our engagement, which constitutes neither an audit nor a review, was performed in accordance with the professional guidance issued by the French Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) relating to this engagement. For the purpose of this attestation, our work consisted in:

- making enquiries of BPCE S.A.'s management, including those with responsibility for Social bond governance, management and reporting;
- understanding the design of the key structures, systems, processes and controls for managing, recording and reporting the Information;

- verifying the Hybrid Id used by BPCE S.A. to trace the cash from issuance net proceeds and the dispatch of liquidity to regional Banques Populaires and Caisses d'Epargne;
- performing limited substantive testing on a sample basis of the Information, including:
 - verifying a sample of loans' supporting documentation and local financial reporting systems to verify that they reflect the information contained in the Social Bond Report, including verifying the consistency of the nature of counterparts in financial reporting systems with one of those displayed in the methodology note available on BPCE Investors website as detailed in the Social Bond Report, verifying the consistency of postal codes in financial reporting systems with those displayed in the methodology note available on BPCE Investors website as detailed in the Social Bond Report, verifying that NAF codes displayed in local financial reporting systems is not one of those displayed in the file "Excluded official sectors of economic activity code (NAF codes)" in the methodology note available on BPCE Investors website as detailed in the Social Bond Report, verifying that loans granted are State-Guaranteed Loans, verifying the existence of loans as at 30 June 2021 and the agreement of the outstanding amount of loans with the data underlying the accounting records as at 30 June 2021, and verifying that the granting of the credit is subsequent to 25 March 2020.
- verifying records maintained in local financial reporting systems to confirm the existence of the asset in these systems at 30 June 2021, and agreeing on the amounts allocated to assets shown in the Social Bond Report with local financial reporting systems ;
- comparing the exchange rates used in the Social Bond Report with independent, external sources and checking the accuracy of foreign exchange translation calculations;
- checking the absence of treasury or treasury equivalents raised through the Issue and still to be allocated as at 30 June 2021.

On the basis of our work, we have no matters to report on:

- the compliance of Eligible Projects presented in the attached document with the eligibility criteria as defined in the Final Terms;
- the agreement of potential treasury or treasury equivalents exceeding the amounts raised through the issue and still to be allocated as of 30 June 2021, with the accounting records or data underlying the accounting records.;
- the agreement of the amount of funds allocated to Eligible Projects as part of the Issue as of 30 June 2021, with the accounting records and data underlying the accounting records.

This conclusion is to be read in the context of what we say in the remainder of our attestation.

This attestation is governed by French law. The French courts have exclusive jurisdiction in relation to any claim, difference or dispute which may arise out of or in connection with our engagement letter or this attestation. Each party irrevocably waives any right it may have to object to an action being brought in any of those Courts, to claim that the action has been brought in an illegitimate court or to claim that those Courts do not have jurisdiction.

Neuilly-sur-Seine, 3 November 2021

PricewaterhouseCoopers Audit

A handwritten signature in black ink, consisting of several loops and a final flourish, positioned centrally below the company name.

Emmanuel Benoist
Partner

BPCE SA

**SITUATION
DATE**

30 June 2021 **DATE OF REPORT:** 15 October 2021

Information regarding the allocation, as of 30 June 2021, of the proceeds of the LED COVID_19 Bond issued by BPCE in December 2020

LED COVID19 Bond issued in December 2020:

BONDS	
ISSUER	BPCE SA
ISIN	JP525021ALC9
CURRENCY	JPY
PROCEEDS (<i>millions</i>)	32 000
<i>EQ Euros</i>	254
ISSUANCE DATE	03/12/2020
REPAYMENT DATE	03/12/2025
TOTAL Euros	254
TOTAL Foreign Currency	32 000

Proceed allocation:

As described in the use of proceeds, this LED issuance aim is to mitigate the impacts of the crisis on job conservation or creation and to continue to help revitalizing economically depressed areas. The proceeds have been lent to Banques Populaires and Caisses d'Épargne of the Group BPCE Network. The Regional Banks allocated the amounts to refinance loans, originated since March 2020, to clients whose activities contribute to local economic development across the employment conservation and creation category. In the case of LED-Covid 19 Issue (Isin code JP525021ALC9), the Regional Banks allocated the amounts to refinance "State-Guaranteed Loans-PGE" granted since 25th March 2020 to LED eligible clients (Cf. "Group BPCE Social Bonds - Local Economic Development-COVID 19 dedicated methodology" available on BPCE website [Les obligations sociales du Groupe BPCE](#)).

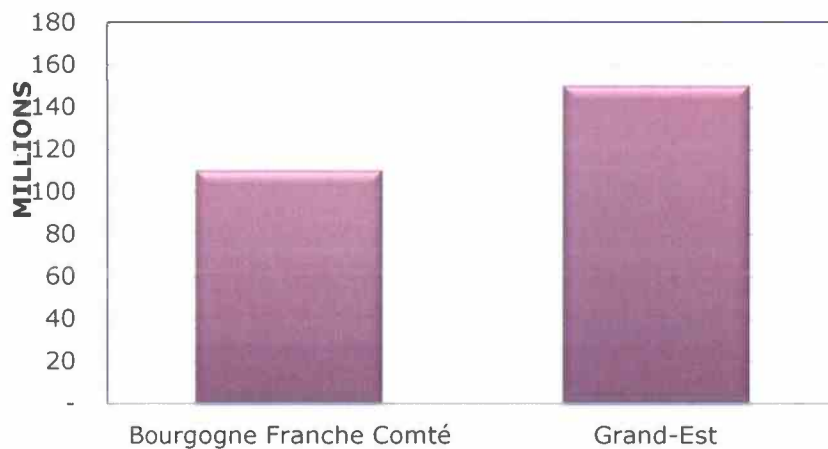
LOCAL ECONOMIC DEVELOPMENT BONDS ISSUED IN 2020	
Proceed allocation	
Proceeds in euros	253,847,000
Proportion invested in euros	100%
Total of earmarked assets	260,045,834

Breakdown of earmarked assets by type of clients and loans:

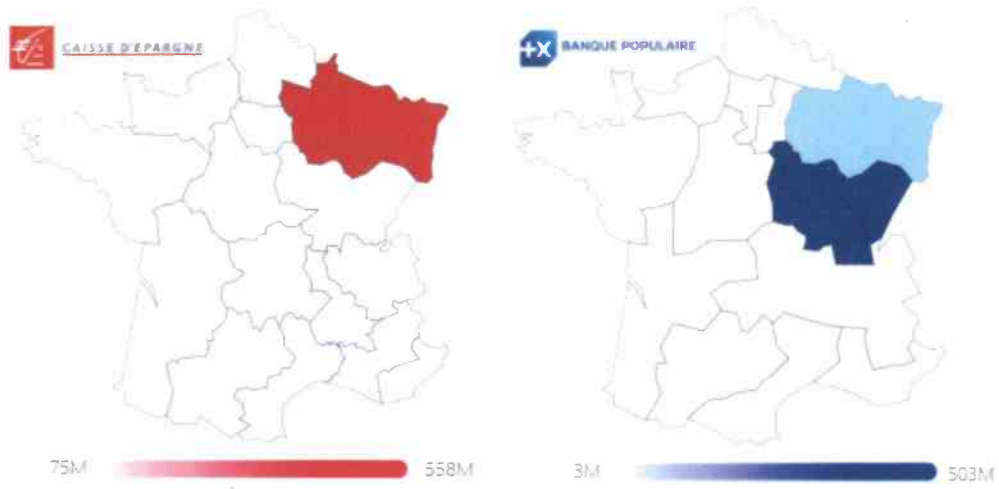
Type of loans	Earmarked assets (€ millions)	Number of loans
LED COVID (State Guaranteed Loans)	260,05	2 898

Type of clients	Earmarked assets (€ millions)	Number of loans
Small businesses	258,31	2 880
Non-Profit organizations	1,73	18

Earmarked assets by French regions:



Vision Réseau



Paris, 25 October 2021

Julien Philippon
Head of Portfolio Management and Financial Engineering

