MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY

TARGET MARKET – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU, as amended ("MiFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.
Final Terms dated 16 December 2031

BPCE

Legal Entity Identifier (LEI): 9695005MSX1OYEMGDF46

Euro 40,000,000,000
Euro Medium Term Note Programme
for the issue of Notes

SERIES NO: 2021-24
TRANCHE NO: 1
Issue of USD 20,000,000 Floating Rate Senior Preferred Notes due November 2031 (the “Notes”)

Dealer

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED
PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “Conditions”) set forth in the base prospectus dated 19 November 2021 which received approval number 21-496 from the Autorité des marchés financiers (the “AMF”) on 19 November 2021 (the “Base Prospectus”), which constitutes a base prospectus for the purposes of the Prospectus Regulation.

This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Base Prospectus [as so supplemented] in order to obtain all the relevant information. The Base Prospectus [and the Supplement(s)] [is/are] available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the website of the AMF (www.amf-france.org) and copies may be obtained from BPCE, 50 avenue Pierre Mendès-France, 75013 Paris, France.

1 Issuer: BPCE
2 (i) Series Number: 2021-24
   (ii) Tranche Number: 1

3 Specified Currency or Currencies: United States Dollar (“USD”)
4 Aggregate Nominal Amount:
   (i) Series: USD 20,000,000
   (ii) Tranche: USD 20,000,000
5 Issue Price: 99.71276 per cent. of the Aggregate Nominal Amount
6 Specified Denomination(s): USD 200,000

7 (i) Issue Date: 20 December 2021
   (ii) Interest Commencement Date: Issue Date
8 Interest Basis: SOFR + 1.03 per cent. per annum Floating Rate
   (further particulars specified below)
9 Maturity Date: 20 December 2031
10 Redemption Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount
11 Change of Interest Basis: Not Applicable
12 Put/Call Options: Not Applicable
13 (i) Status of the Notes: Senior Preferred Notes
   (ii) Dates of the corporate authorisations for issuance of Notes obtained: Decision of the Directoire of the Issuer dated 15 March 2021 and decision of Mr. Roland CHARBONNEL,
**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

<table>
<thead>
<tr>
<th></th>
<th>Fixed Rate Note Provisions</th>
<th>Floating Rate Note Provisions</th>
</tr>
</thead>
<tbody>
<tr>
<td>14</td>
<td>Not Applicable</td>
<td>Applicable</td>
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<tr>
<td>15</td>
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(i) **Interest Period(s):**

The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the First Interest Payment Date and each successive period beginning on (and including) a Specified Interest Payment Date and ending on (but excluding) the next succeeding Specified Interest Payment Date.

(ii) **Specified Interest Payment Dates:**

Quarterly, payable on the 20 March, June, September and December in each year from and including 20 March 2022 up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (iv) below.

(iii) **First Interest Payment Date:**

20 March 2022, subject to adjustment in accordance with the Business Day Convention set out in (iv) below.

(iv) **Business Day Convention:**

Modified Following Business Day Convention.

(v) **Interest Period Date:**

Not Applicable.

(vi) **Business Centre(s):**

New York, TARGET.

(vii) **Manner in which the Rate(s) of Interest is/are to be determined:**

Screen Rate Determination.

(viii) **Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent):**

Not Applicable.

(ix) **Screen Rate Determination:**

Applicable.

- **Reference Rate:**

SOFR.

- **Interest Determination Date:**

Five U.S. Government Securities Business Days prior to each Specified Interest Payment Date.

**SOFR Rate of Interest Determination:**

SOFR Lookback Compound.

**Observation Look-Back Period:**


(x) **FBF Determination:**

Not Applicable.

(xi) **ISDA Determination:**

Not Applicable.

(xii) **Margin(s):**

+ 1.03 per cent, per annum.

(xiii) **Minimum Rate of Interest:**

Not Applicable.

(xiv) **Maximum Rate of Interest:**

Not Applicable.
(xv) Day Count Fraction: Actual/360

16 Zero Coupon Note Provisions Not Applicable

17 Inflation Linked Interest Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

18 Call Option Not Applicable

19 Put Option Not Applicable

20 MREL/TLAC Disqualification Event Call Option: Applicable

21 Final Redemption Amount of each Note USD 200,000 per Note of USD 200,000 Specified Denomination

22 Inflation Linked Notes – Provisions relating to the Final Redemption Amount: Not Applicable

23 Early Redemption Amount

   (i) Early Redemption Amount(s) of each Senior Note payable on redemption upon the occurrence of an MREL/TLAC Disqualification Event (Condition 6(g)), if applicable, a Withholding Tax Event (Condition 6(i)(i)), a Gross-Up Event (Condition 6(i)(ii)) or for Illegality (Condition 6(l)): USD 200,000 per Note of USD 200,000 Specified Denomination

   (ii) Early Redemption Amount(s) of each Subordinated Note payable on redemption upon the occurrence of a Capital Event (Condition 6(h), a Withholding Tax Event (Condition 6(i)(i)), a Gross-Up Event (Condition 6(i)(ii)) or a Tax Deductibility Event (Condition 6(i)(iii)): Not Applicable

   (iii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(i)): No

   (iv) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)): Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24 Form of Notes: Dematerialised Notes

   (i) Form of Dematerialised Notes: Applicable - Bearer form (au porteur)
(ii) Registration Agent: Not Applicable
(iii) Temporary Global Certificate: Not Applicable
(iv) Applicable TEFRA exemption: Not Applicable

25 Financial Centre(s): New York and TARGET
26 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
27 Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
28 Redenomination provisions: Not Applicable
29 Purchase in accordance with applicable French laws and regulations: Applicable
30 Consolidation provisions: Not Applicable
31 Meeting and Voting Provisions (Condition 11): Contractual Masse shall apply
Name and address of the initial Representative: As per Condition 11(c)
Name and address of the alternate Representative: As per Condition 11(c)
The Representative will receive no remuneration/The Representative will receive a remuneration of EUR 2,000 (excluding VAT per year so long as any of the Notes remains outstanding.

RESPONSIBILITY
The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of BPCE
Duly represented by: Mr. Roland CHARBONNEL, Director of Group Funding and Investor Relations Department
PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING
(i) Listing and Admission to trading
Application has been made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on Euronext Paris with effect from the Issue Date.

(ii) Estimate of total expenses related to admission to trading:
EUR 7,400

2 RATINGS
Ratings: Not Applicable

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE [ISSUE/OFFER]
Save as discussed in “Subscription and Sale”, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.”

4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES
(i) Reasons for the offer:
The net proceeds of the issue of the Notes will be used for the Issuer’s general corporate purposes.

(ii) Estimated net proceeds:
USD 20,000,000

5 FLOATING RATE NOTES ONLY - PERFORMANCE OF RATES
Details of performance of SOFR rates can be obtained free of charge, on the New York Fed website at approximately 8:00 a.m. ET on each business day.

6 OPERATIONAL INFORMATION
ISIN: FR00140077V5
Common Code: 242283414

Depositaries:
(i) Euroclear France to act as Central Depositary:
Yes

(ii) Common Depositary for Euroclear and Clearstream:
No

Any clearing system(s) other than Euroclear and Clearstream and the relevant identification number(s):
Not Applicable

Delivery:
Delivery free of payment

Names and addresses of additional Paying Agent(s) (if any):
Not Applicable

7 DISTRIBUTION
(i) Method of distribution:
Non-syndicated

(ii) If syndicated:
(a) Names of Managers:
Not Applicable

(b) Stabilisation Manager(s) if any:
Not Applicable
(iii) If non-syndicated, name and address of Dealer:

Australia and New Zealand Banking Group Limited,
22/F Three Exchange Square, 8 Connaught Place,
Central, Hong Kong

(iv) Prohibition of Sales to EEA Retail Investors:

Not Applicable

(v) Prohibition of Sales to UK Retail Investors:

Not Applicable

(vi) US Selling Restrictions (Categories of potential investors to which the Notes are offered):

Reg. S Compliance Category 2 applies to the Notes; TEFRA not applicable