

**MAZARS**

**BPCE**

Attestation of one of the statutory auditors of  
BPCE on the information related to the  
allocation, as of 31<sup>st</sup> December 2018, of funds  
raised for the Green Bond issued by BPCE on  
14<sup>th</sup> December 2015

## **MAZARS**

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SOCIÉTÉ ANONYME D'EXPERTISE COMPTABLE ET DE COMMISSARIAT AUX COMPTES À DIRECTOIRE ET CONSEIL DE SURVEILLANCE

CAPITAL DE 8 320 000 EUROS - RCS NANTERRE 784 824 153 - SIÈGE SOCIAL : 61, RUE HENRI REGNAULT - 92400 COURBEVOIE

## **BPCE**

A French limited company (*Société Anonyme*) governed by a  
Management and Supervisory Board with a capital of €168,438,120  
50, avenue Pierre Mendès-France 75 201 Paris Cedex 13  
Tel: +33 (0) 1 58 40 41 42  
Paris Trade and Companies Register N°493 455 042

Attestation of one of the statutory auditors of  
BPCE on the information related to the  
allocation, as of 31<sup>st</sup> December 2018, of funds  
raised for the Green Bond issued by BPCE on  
14<sup>th</sup> December 2015

**Attestation of one of the statutory auditors of BPCE on the information related to the allocation, as of 31<sup>st</sup> December 2018, of funds raised for the Green Bond issued by BPCE on 14<sup>th</sup> December 2015**

To the Chairman,

In our capacity as statutory auditor of BPCE (the “**Company**”) and in accordance with your request, we have prepared this attestation on the information related to the allocation, as of 31<sup>st</sup> December 2018, of funds raised for the Green Bond issued by BPCE on 14<sup>th</sup> December 2015 (the “**Issue**”), which amounts to €300,000,000, contained in the attached documents “List of projects allocated : projects operational, environmental, social and governance metrics” and “Proceeds allocation and Aggregated Output and Impact indicators for the allocated projects”, and prepared pursuant to the terms and conditions of the final terms of the Issue dated 10<sup>th</sup> December 2015 (the “**Final Terms**”).

These documents, prepared for the purposes of the information of the Green 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 on 14<sup>th</sup> December 2015 to 31<sup>st</sup> December 2018. As of 31<sup>st</sup> December 2018, the invested amount is €300,000,000 with €0 remain to be invested.

This information was prepared under BPCE responsibility based on the accounting records used for the preparation of the consolidated financial statements for the year ended 31<sup>st</sup> December 2018.

Our role is to report on:

- the compliance, in all material respects, of the Eligible Projects presented in the attached document with the eligibility criteria as defined in the Final Terms;
- the agreement of treasury or treasury equivalents exceeding the amounts raised through the Issue, granted to Natixis by way of an intra-group loan, and still to be allocated as of 31<sup>st</sup> December 2018, with the consolidated financial statements for the year ending 31<sup>st</sup> December 2018;
- the agreement of the amount of funds allocated to Eligible Projects as part of the Issue as of 31<sup>st</sup> December 2018, with the accounting records and 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;
- to express an opinion on the use of the allocated funds to Eligible Projects after such funds have been allocated.

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In the context of our role as Statutory Auditor, we have audited, jointly with the other Statutory Auditors, the consolidated financial statements of the Company for the year ended 31<sup>st</sup> December 2018. Our audit was conducted in accordance with professional standards applicable in France, and was planned and performed for the purpose of forming an opinion on the consolidated financial statements taken as a whole and not on any individual component of the accounts used to determine the information. Accordingly, our audit tests and samples were not carried out with this objective and we do not express any opinion on any components of the accounts taken individually. These consolidated financial statements, approved by the Shareholders' Meeting, have been audited and our corresponding auditors' report is dated 2<sup>nd</sup> April 2019.

Furthermore, we have not performed any procedures to identify events that may have occurred after the date of our report on the consolidated financial statements of the Company which was issued on 2<sup>nd</sup> April 2019.

Our engagement, which constitutes neither an audit nor a review, was performed in accordance with professional standards applicable in France. For the purpose of this attestation, our work consisted, using sampling techniques or other methods of selection, in:

- reviewing the procedures implemented by the Company relating to the allocation of funds raised in the context of the Green Bond;
- check the compliance, in all significant aspects, of the Eligible Projects with the Eligibility criteria as defined in the Final Terms;
- check the agreement of the amounts allocated to Eligible Projects with data underpinning the accounting records;
- check the correct segregation of funds raised from the Issue and their exclusive allocation to Eligible Projects;
- check that the balance of treasury and treasury equivalents in the consolidated financial statements for the year ending 31<sup>st</sup> December 2018, exceeds the amount raised under the Issue and still to be allocated on 31<sup>st</sup> December 2018, and that it is consistent with the information used as a basis for preparing the consolidated accounts for the year ending 31<sup>st</sup> December, 2018.

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

- the compliance, in all material respects, of the Eligible Projects presented in the attached document, with the eligibility criteria defined in the Final Terms;
- the agreement of treasury or treasury equivalents exceeding the amounts raised through the Issue, granted to Natixis by way of an intra-group loan, and still to be allocated as of 31<sup>st</sup> December 2018, with the consolidated financial statements for the year ending 31<sup>st</sup> December 2018;
- the agreement of the amount of funds allocated to Eligible Projects as part of the Issue as of 31<sup>st</sup> December 2018, with the accounting records and data underlying the accounting records.

Without undermining our conclusion above, we draw your attention to the fact that the "legal review of contractual clause on respect of labor rights and social legal

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requirements" criterion is currently not applicable to existing special purpose entities supporting Eligible Projects as they do not have any headcount.

This attestation has been prepared solely for your attention within the context described above and may not be used, distributed or referred to for any other purpose.

Our work should not be taken to supplant any additional inquiries or procedures that should be undertaken by a third party recipient of this attestation including the parties to the Final Terms and we make no representations regarding the sufficiency for thirds parties' purpose of the procedures we performed.

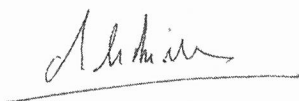
In our capacity as statutory auditors of BPCE, our responsibility towards your Company and the shareholders is defined by French law and we do not accept any extension of our responsibility beyond that set out in French law. We do not owe or accept any duty of care to any third party including the Financial Institutions (and any assignee of and any sub participant in any interest in the Green Bond Final Terms) in connection with the Green Bond Final Terms to which we are not party. In no event shall Mazars be liable for any loss, damage, cost or expense arising in any way from fraudulent acts, misrepresentation or willful misconduct on the part of the Directors, employees or agents of the Company.

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.

La Défense, 23<sup>rd</sup> of April 2019

The Statutory Auditor

MAZARS SA



Charles de Boisriou  
*Partner*



Edwige REY  
*CSR & Sustainable Development Partner*

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Proceeds allocation and Aggregated Output and Impact indicators for the allocated projects

<b>BOND</b>	
Issuer	BPCE SA
ISIN	FR0013067170
Currency	EUR
Proceeds	300 000 000
Issuance Date	14/12/2015
Repayment Date	14/12/2022

<b>Proceeds Allocation</b>	<b>Accrued</b>
Proceeds	300 000 000
Amount to be invested	
Amount invested	300 000 000

<b>Aggregated Output and Impact indicators (at portfolio)</b>	<b>Accrued</b>
Renewable energy capacity constructed (MW)	505
Annual energy produced (kWh)	1 213 747 538
Annual GHG emissions reduced/avoided (in kilo of CO <sub>2</sub> equivalent)	-600 777
Annual GHG emissions reduced/avoided (in tons of CO <sub>2</sub> equivalent) 2018	-409 265
ICPE ( % project with environmental impact assessment through ICPE* procedure)	100,00%
E&S Risk Management Process (% project with internal E&S procedure based on EP guidelines)	100,00%
KYC & LAB Compliance	100,00%

List of projects allocated: projects operational, environmental, social and governance metrics

Project	Commissioning	Project Lifetime (year)	Currency	Project Amount	Green Bond Share	Renewable energy capacity constructed (MVA)
Projet #1	14/10/13	20	EUR	16 362 000	9 168 767	9,20
Projet #2	01/11/14	20	EUR	34 474 000	9 050 549	9,00
Projet #3	01/04/14	20	EUR	13 156 000	7 589 429	6,99
Projet #4	01/08/14	20	EUR	23 679 926	7 575 582	12,00
Projet #5	05/12/13	20	EUR	12 610 000	7 255 628	7,13
Projet #6	11/07/13	20	EUR	8 073 000	6 374 243	4,49
Projet #8	01/03/15	20	EUR	63 362 000	22 085 846	46,00
Projet #9	01/01/15	20	EUR	20 549 000	8 442 383	13,80
Projet #10	01/07/14	20	EUR	17 378 575	6 860 889	12,30
Projet #11	01/10/14	20	EUR	80 011 000	6 252 196	51,00
Projet #12	01/07/14	20	EUR	11 289 305	4 296 420	8,20
Projet #13	01/06/16	20	EUR	14 790 000	1 373 038	8,00
Projet #14	01/01/15	20	EUR	62 247 000	13 300 000	13,00
Projet #15	01/02/15	20	EUR	51 815 000	11 800 000	16,50
Projet #16	07/07/16	20	EUR	4 764 000	4 764 000	0,83
Projet #17	07/07/16	20	EUR	4 785 000	4 785 000	1,28
Projet #18	01/02/17	20	EUR	3 469 679	3 031 231	3,30
Projet #19	01/09/17	19	EUR	9 812 000	8 380 000	12,00
Projet #20	01/09/17	19	EUR	5 375 000	4 897 000	7,00
Projet #21	01/09/17	19	EUR	10 904 000	9 312 000	12,00
Projet #22	01/03/17	18	EUR	52 017 000	15 520 167	32,50
Projet #23	01/04/17	15	EUR	25 296 000	9 138 180	15,00
Projet #24	01/08/17	14	EUR	10 091 500	8 450 000	7,50
Projet #25	01/08/17	14	EUR	10 091 500	8 450 000	7,50
Projet #26	en construction	14	EUR	87 135 847	15 090 625	20,00
Projet #27	01/08/18	19	EUR	16 985 000	3 116 300	18,48
Projet #28	01/07/18	19	EUR	2 255 000	408 540	2,50
Projet #29	01/02/18	20	EUR	14 904 586	6 363 033	12,00
Projet #30	01/10/17	20	EUR	14 447 939	6 316 283	12,00
Projet #31	01/07/17	20	EUR	9 375 592	2 102 464	4,83
Projet #32	01/07/17	10	EUR	1 776 649	1 776 649	5,19
Projet #33	01/07/18	19	EUR	14 189 061	2 177 725	11,90
Projet #34	01/07/18	19	EUR	14 472 898	2 221 288	12,00
Projet #35	01/03/18	19	EUR	5 802 532	2 095 527	4,99
Projet #36	01/04/18	19	EUR	9 683 097	3 470 023	8,32
Projet #37	01/04/18	19	EUR	5 836 749	5 073 527	4,47
Projet #38	en construction	20	EUR	4 793 470	2 087 922	4,70
Projet #39	01/07/18	20	EUR	14 877 000	5 373 683	10,36
Projet #40	01/11/18	15	EUR	33 456 899	9 479 454	19,90
Projet #42	01/09/18	18	EUR	31 392 571	14 546 000	20,70
Projet #43	01/08/18	18	EUR	16 723 526	7 759 000	11,60
Projet #44	01/10/18	18	EUR	6 424 657	2 456 500	4,60
Projet #45	en construction	15	EUR	25 265 000	11 300 000	20,40



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Project	Annual energy produced (kWh)	Annual GHG emissions reduced/avoided (in tons of CO <sub>2</sub> equivalent)	ICPE	Equator Principles Compliance	KYC & LAB Compliance
Projet #1	12 542 952	-6 337	Yes	Yes	Yes
Projet #2	10 899 000	-5 507	Yes	Yes	Yes
Projet #3	9 781 808	-4 942	Yes	Yes	Yes
Projet #4	15 269 635	-7 715	Yes	Yes	Yes
Projet #5	8 887 327	-4 490	Yes	Yes	Yes
Projet #6	6 866 841	-3 469	Yes	Yes	Yes
Projet #8	127 604 000	-64 472	Yes	Yes	Yes
Projet #9	39 381 300	-19 897	Yes	Yes	Yes
Projet #10	28 917 300	-14 610	Yes	Yes	Yes
Projet #11	127 602 000	-64 471	Yes	Yes	Yes
Projet #12	19 278 200	-9 740	Yes	Yes	Yes
Projet #13	18 504 000	-9 349	Yes	Yes	Yes
Projet #14	105 931 000	-53 522	Yes	Yes	Yes
Projet #15	91 020 000	-45 988	Yes	Yes	Yes
Projet #16	965 000	-488	Yes	Yes	Yes
Projet #17	1 208 000	-610	Yes	Yes	Yes
Projet #18	4 221 000	-2 133	Yes	Yes	Yes
Projet #19	13 422 099	-6 782	Yes	Yes	Yes
Projet #20	7 890 465	-3 987	Yes	Yes	Yes
Projet #21	13 135 636	-6 637	Yes	Yes	Yes
Projet #22	65 344 000	-33 015	Yes	Yes	Yes
Projet #23	36 615 000	-18 500	Yes	Yes	Yes
Projet #24	13 305 000	-6 722	Yes	Yes	Yes
Projet #25	13 305 000	-6 722	Yes	Yes	Yes
Projet #26	157 407 200	-67 061	Yes	Yes	Yes
Projet #27	20 531 280	-10 373	Yes	Yes	Yes
Projet #28	2 978 726	-1 505	Yes	Yes	Yes
Projet #29	16 005 365	-8 087	Yes	Yes	Yes
Projet #30	16 248 000	-8 209	Yes	Yes	Yes
Projet #31	4 982 000	-2 517	Yes	Yes	Yes
Projet #32	5 159 000	-2 607	Yes	Yes	Yes
Projet #33	16 281 517	-8 226	Yes	Yes	Yes
Projet #34	16 447 887	-8 310	Yes	Yes	Yes
Projet #35	6 966 630	-3 520	Yes	Yes	Yes
Projet #36	11 736 660	-5 930	Yes	Yes	Yes
Projet #37	6 685 640	-3 378	Yes	Yes	Yes
Projet #38	5 782 684	-2 922	Yes	Yes	Yes
Projet #39	17 128 386	-8 654	Yes	Yes	Yes
Projet #40	48 500 000	-24 505	Yes	Yes	Yes
Projet #42	40 000 000	-20 210	Yes	Yes	Yes
Projet #43	21 600 000	-10 913	Yes	Yes	Yes
Projet #44	7 410 000	-3 744	Yes	Yes	Yes
Projet #45	36 271 200	-18 326	Yes	Yes	Yes