

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 21 February 2022



BPCE

Legal Entity Identifier (LEI): 9695005MSX1OYEMGDF46

Euro 40,000,000,000

Euro Medium Term Note Programme
for the issue of Notes

SERIES NO: 2022-09

TRANCHE NO: 1

**Issue of AUD 35,000,000 3.28 per cent. Fixed Rate Senior Preferred Notes due February 2029
(the “Notes”)**

Dealer

NatWest Markets N.V.

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**”) and the supplement to the Base Prospectus dated 15 February 2022 which received approval number n°22-030 from the AMF (the “**Supplement**”), which together constitute 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 in order to obtain all the relevant information. The Base Prospectus is 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:	2022-09
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Australian Dollar (“ AUD ”)
4	Aggregate Nominal Amount:	
	(i) Series:	AUD 35,000,000
	(ii) Tranche:	AUD 35,000,000
5	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6	Specified Denomination(s):	AUD 500,000
7	(i) Issue Date:	23 February 2022
	(ii) Interest Commencement Date:	Issue Date
8	Interest Basis:	3.28 per cent. Fixed Rate (further particulars specified below)
9	Maturity Date:	23 February 2029
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. Jean-Philippe Berthaut, Head of Group Funding, dated 14 February 2022

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note Provisions	Applicable
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(i) Rate of Interest:	3.28 per cent. <i>per annum</i> payable in arrear on each Interest Payment Date
(ii) Interest Payment Date(s):	23 February in each year adjusted in accordance with the Business Day Convention specified below
(iii) Fixed Coupon Amount(s):	Rate of Interest x Specified Denomination x Day Count Fraction per Note of AUD 500,000 Specified Denomination
(iv) Broken Amount(s):	Not Applicable
(v) Day Count Fraction:	Actual/365 (Fixed) adjusted
(vi) Resettable:	Not Applicable
(vii) Determination Dates:	23 February in each year
(viii) Business Day Convention	Modified Following Business Day Convention
(ix) Party responsible for calculating Interest Amounts (if not the Calculation Agent)	Not Applicable
(x) Payments on Non-Business Days	Modified Following
15 Floating Rate Note Provisions	Not Applicable
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	AUD 500,000 per Note of AUD 500,000 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)):	AUD 500,000 per Note of AUD 500,000 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	Not Applicable

- 6(i)(ii) or a Tax Deductibility Event (Condition 6(i)(iii)):
- (iii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(i)): Yes
- (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: 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): Sydney 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 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. Jean-Philippe Berthaut, Head of Group Funding

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

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| (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 5,600 |

2 RATINGS

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| Ratings: | Applicable:
The Notes to be issued have been rated:
S&P: A
S&P is established in the European Union and registered under Regulation (EC) No 1060/2009 as amended. |
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3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

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 AND ESTIMATED NET PROCEEDS

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| (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 | AUD 35,000,000 |

5 YIELD

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| Indication of yield: | 3.28 per cent. per annum |
| | The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |

6 OPERATIONAL INFORMATION

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| ISIN: | FR0014008J29 |
| Common Code: | 244751644 |
| Depositaries: | |
| (i) Euroclear France to act as Central Depository: | Yes |
| (ii) Common Depository 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

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| (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: | NatWest Markets N.V.
Claude Debussylaan 94,
Amsterdam 1082 MD
The Netherlands |
| (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 |