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.

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<td>(ii) Tranche Number:</td>
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<td>Specified Currency or Currencies:</td>
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<td>(ii) Interest Commencement Date:</td>
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<td>Change of Interest Basis:</td>
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<td>12</td>
<td>Put/Call Options:</td>
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<td>13</td>
<td>(i) Status of the Notes:</td>
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<td>(ii) Dates of the corporate authorisations for issuance of Notes obtained:</td>
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**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

| 14 | Fixed Rate Note Provisions | Applicable |
(i) Rate of Interest: 3.28 per cent. per annum 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
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

(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

Ratings:

Applicable:
The Notes to be issued have been rated:
S&P: A

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

(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

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

ISIN: FR0014008J29

Common Code: 244751644

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:

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