MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of each 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 29 January 2019

BPCE

Legal Entity Identifier (LEI): 9695005MSX1OYEMGDF46

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

SERIES NO: 2019-10
TRANCHE NO: 1
USD 10,000,000 4.182% Senior Preferred Notes due 31 January 2034

Dealer
Natixis
### 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 21 November 2018 which received visa n°18-528 from the Autorité des marchés financiers (the “AMF”) on 21 November 2018 (the “Base Prospectus”), which constitutes a base prospectus for the purposes of the Prospectus Directive.

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. 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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<table>
<thead>
<tr>
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<tbody>
<tr>
<td>1</td>
<td>Issuer:</td>
<td>BPCE</td>
</tr>
<tr>
<td>2</td>
<td>(i) Series Number:</td>
<td>2019-10</td>
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<tr>
<td></td>
<td>(ii) Tranche Number:</td>
<td>1</td>
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<tr>
<td>3</td>
<td>Specified Currency or Currencies:</td>
<td>United States Dollars (“USD”)</td>
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<td>4</td>
<td>Aggregate Nominal Amount:</td>
<td></td>
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<tr>
<td></td>
<td>(i) Series:</td>
<td>USD 10,000,000</td>
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<tr>
<td></td>
<td>(ii) Tranche:</td>
<td>USD 10,000,000</td>
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<td>5</td>
<td>Issue Price:</td>
<td>100 per cent. of the Aggregate Nominal Amount</td>
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<td>6</td>
<td>Specified Denomination(s):</td>
<td>USD 200,000</td>
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<td>7</td>
<td>(i) Issue Date:</td>
<td>31 January 2019</td>
</tr>
<tr>
<td></td>
<td>(ii) Interest Commencement Date:</td>
<td>Issue Date</td>
</tr>
<tr>
<td>8</td>
<td>Interest Basis:</td>
<td>4.182 per cent. Fixed Rate (further particulars specified below)</td>
</tr>
<tr>
<td>9</td>
<td>Maturity Date:</td>
<td>31 January 2034</td>
</tr>
<tr>
<td>10</td>
<td>Redemption Basis:</td>
<td>Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount</td>
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<tr>
<td>11</td>
<td>Change of Interest Basis:</td>
<td>Not Applicable</td>
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<tr>
<td>12</td>
<td>Put/Call Options:</td>
<td>Not Applicable</td>
</tr>
<tr>
<td>13</td>
<td>(i) Status of the Notes:</td>
<td>Senior Preferred Notes</td>
</tr>
<tr>
<td></td>
<td>(ii) Dates of the corporate authorisations for issuance of Notes obtained:</td>
<td>Decision of the Directoire of the Issuer dated 9 April 2018 and 16 July 2018 and decision of of Mr. Jean-Philippe Berthaut, Head of Group Funding, dated 22 January 2019.</td>
</tr>
</tbody>
</table>

### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

| 14 | Fixed Rate Note Provisions | Applicable |
(i) Rate of Interest: 4.182 per cent. *per annum* payable semi-annually in arrear on each Interest Payment Date

(ii) Interest Payment Date(s): 31 January and 31 July in each year commencing on 31 July 2019.

(iii) Fixed Coupon Amount: USD 4,182 per Note of USD 200,000 Specified Denomination

(iv) Broken Amount: Not Applicable

(v) Day Count Fraction: 30/360, Unadjusted

(vi) Resettable: Not Applicable

(vii) Determination Dates: 31 January and 31 July in each year

(viii) Payments on Non-Business Days: As per the Conditions

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 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(i)):

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)): 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): New York, London 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 Representative:
MCM AVOCAT, Sareal d’avocats interbarreaux inscrite au Barreau de Paris 10, rue de Sèze 75009 Paris France
Represented by Maître Antoine Lachenaud, Co-gérant - associé

Name and address of the alternate Representative:
Maître Philippe Maisonneuve Avocat 10, rue de Sèze 75009 Paris France

The Representative will receive a remuneration of EUR 2,000 (excluding VAT) per year.
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 9,100

2 RATINGS

Ratings:
The Notes to be issued are expected to be 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 YIELD

Indication of yield: 4.182%
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5 OPERATIONAL INFORMATION

ISIN: FR0013399268
Common Code: 194351909

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

6 DISTRIBUTION

(i) Method of distribution: Non-syndicated

(ii) If syndicated:
(a) Names of Managers: Not Applicable
(b) Stabilising Manager(s) if any: Not Applicable
(iii) If non-syndicated, name and address of Dealer: Natixis, 47 Quai d’Austerlitz, 75013 Paris

(iv) Prohibition of Sales to EEA Retail Investors: Not Applicable

(v) 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