

PRIIPS REGULATION - PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU of the European Parliament and of the Council dated 15 May 2014 on markets in financial instruments (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive 2016/97/EU, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II or (iii) not a qualified investor as defined in the Regulation (EU) 2017/1129 of the European Parliament and of the Council dated 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended (the "**Prospectus Regulation**"). Consequently, in such case, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS 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 (5) categories referred to in item 18 of the Guidelines published by the European Securities and Markets Authority 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 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 manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS 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 (5) categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 (in accordance with the FCA's policy statement entitled "Brexit our approach to EU non-legislative materials") has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; 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 manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated 24 May 2022



BPCE SFH

Legal Entity Identifier (LEI): 969500T1UBNNTYVWOS04

**Issue of €1,000,000,000 1.750 per cent. Fixed Rate Notes due 27 May 2032
extendible as Floating Rate Notes from May 2032 up to May 2033
(the "Notes")**

**under the
€40,000,000,000 Euro Medium Term Note Programme
for the issue of *obligations de financement de l'habitat* and other privileged notes**

Series No.: 159

Tranche No.: 1

Issue Price: 98.996 per cent.

Joint Lead Managers

**Banco Bilbao Vizcaya Argentaria, S.A.
Citigroup
Credit Suisse Bank (Europe), S.A.
Deutsche Bank
Goldman Sachs Bank Europe SE
ING
NATIXIS
Rabobank**

Co-Lead Managers

**DekaBank
NORD/LB**

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the base prospectus dated 12 May 2022 which received approval number 22-147 from the *Autorité des marchés financiers* (the "**AMF**") on 12 May 2022 (the "**Base Prospectus**") which constitutes a base prospectus for the purposes of the Prospectus Regulation.

This document constitutes the final terms (the "**Final Terms**") relating to the notes described herein (the "**Notes**") for the purposes of Article 8.4 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 and these Final Terms are available for viewing on the websites of BPCE (www.bpce.fr) and of the AMF (www.amf-france.org) and during normal business hours at the registered office of the Issuer (50, avenue Pierre Mendès France – 75201 Paris Cedex 13 – France) where copies may be obtained.

- | | | | |
|-----|------|---|--|
| 1. | (i) | Series Number: | 159 |
| | (ii) | Tranche Number: | 1 |
| 2. | | Specified Currency: | Euro ("€") |
| 3. | | Aggregate Nominal Amount of Notes: | |
| | (i) | Series: | €1,000,000,000 |
| | (ii) | Tranche: | €1,000,000,000 |
| 4. | | Issue Price: | 98.996 per cent. of the Aggregate Nominal Amount of the Tranche |
| 5. | | Specified Denomination: | €100,000 |
| 6. | (i) | Issue Date: | 27 May 2022 |
| | (ii) | Interest Commencement Date: | Issue Date |
| 7. | | Final Maturity Date: | 27 May 2032 |
| 8. | | Extended Final Maturity Date: | Specified Interest Payment Date falling on, or nearest to, 27 May 2033 |
| 9. | | Interest Basis: | Fixed/Floating Rate
(Further particulars specified below) |
| 10. | | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Final Maturity Date or the Extended Final Maturity Date, as the case may be at 100 per cent. of their Specified Denomination
(Further particulars specified below) |
| 11. | | Change of Interest Basis: | Applicable – Fixed/Floating Rate
(Further particulars specified below in "Fixed/Floating Rate Notes Provisions") |
| 12. | | Put/Call Options: | Not Applicable |
| 13. | | Date of corporate authorisations for issuance of Notes obtained: | Decisions of the <i>Conseil d'administration</i> (Board of Directors) of the Issuer (i) dated 8 December 2021 authorising the issue of <i>obligations de financement de l'habitat</i> and other resources benefiting from the <i>privilege</i> referred to in Article L.513-11 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>) up to €10,000,000,000 for a period of one (1) year from 8 December 2021 and (ii) dated 17 March 2022 authorising the quarterly programme of borrowings benefiting from such <i>privilege</i> up to |

€2,500,000,000 for the second quarter of 2022.

PROVISIONS RELATING TO INTEREST PAYABLE

14. Fixed Rate Notes Provisions:	Applicable before the Switch Date
(i) Rate of Interest:	1.750 per cent. <i>per annum</i> payable annually in arrear
(ii) Interest Payment Dates:	27 May in each year, from and including 27 May 2023 up to and including the Final Maturity Date
(iii) Fixed Coupon Amount:	Rate of Interest × Specified Denomination × Day Count Fraction (i.e. €1,750 per Specified Denomination)
(iv) Broken Amount:	Not Applicable
(v) Day Count Fraction (Condition 5(a)):	Actual/Actual-ICMA
(vi) Determination Dates:	27 May in each year
(vii) Payment on non-Business Days:	As per the Conditions
15. Floating Rate Notes Provisions:	Applicable after the Switch Date
(i) Interest Periods:	The period from and including the Final Maturity Date to but excluding the First Specified Interest Payment Date and each successive period from and including a Specified Interest Payment Date to but excluding the next succeeding Specified Interest Payment Date, up to and excluding the Extended Final Maturity Date or, if earlier, the Specified Interest Payment Date on which the Notes are redeemed in full, all such dates being subject to adjustment in accordance with the Business Day Convention set out in (v) below
(ii) Specified Interest Payment Dates:	The 27 th of each month from and including 27 June 2032 up to and including 27 May 2033, all such dates being subject to adjustment in accordance with the Business Day Convention set out in (v) below
(iii) First Specified Interest Payment Date:	Specified Interest Payment Date falling on, or nearest to, 27 June 2032
(iv) Interest Period Date:	Specified Interest Payment Date
(v) Business Day Convention:	Modified Following Business Day Convention, adjusted
(vi) Business Centre (Condition 5(a)):	Not Applicable
(vii) Manner in which the Rate of Interest is to be determined:	Screen Rate Determination
(viii) Party responsible for calculating the Rate of Interest and/or Interest Amount (if not the Note Calculation Agent):	Not Applicable
(ix) Screen Rate Determination (Condition 5(c)(iii)(C)):	Applicable
- Relevant Rate:	EURIBOR 1 month
- Interest Determination Dates:	Two TARGET Business Days prior to the first day in each Interest Period
- Relevant Screen Page:	Reuters EURIBOR01
- Relevant Screen Page Time:	Not Applicable
(x) FBF Determination (Condition 5(c)(iii)(B)):	Not Applicable
(xi) ISDA Determination (Condition 5(c)(iii)(A)):	Not Applicable

(xii)	Margin:	+ 0.09 per cent. <i>per annum</i>
(xiii)	Rate Multiplier:	Not Applicable
(xiv)	Minimum Rate of Interest:	0.00 per cent. <i>per annum</i>
(xv)	Maximum Rate of Interest:	Not Applicable
(xvi)	Day Count Fraction (Condition 5(a)):	Actual/360
16.	Fixed/Floating Rate Notes Provisions:	Applicable
(i)	Issuer Change of Interest Basis:	Not Applicable
(ii)	Automatic Change of Interest Basis:	Applicable
(iii)	Rate of Interest applicable to the Interest Periods preceding the Switch Date (excluded):	Determined in accordance with Condition 5(b), as though the Note was a Fixed Rate Note with further variables set out in item 14 of these Final Terms
(iv)	Rate of Interest applicable to the Interest Periods following the Switch Date (included):	Determined in accordance with Condition 5(c), as though the Note was a Floating Rate Note with further variables set out in item 15 of these Final Terms
(v)	Switch Date:	27 May 2032
(vi)	Minimum notice period required for notice from the Issuer:	Not Applicable
17.	Zero Coupon Notes Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

18.	Call Option:	Not Applicable
19.	Put Option:	Not Applicable
20.	Final Redemption Amount of each Note:	€100,000 per Specified Denomination
21.	Redemption by Instalment:	Not Applicable
22.	Early Redemption Amount:	
	Early Redemption Amount of each Note payable on early redemption as set out in the Terms and Conditions:	€100,000 per Specified Denomination
23.	Purchases (Condition 6(h)):	The Notes purchased may be held and resold as set out in the Terms and Conditions

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Governing law:	French law
25.	Form of Notes:	Dematerialised Notes
(i)	Form of Dematerialised Notes:	Bearer form (<i>au porteur</i>)
(ii)	Registration Agent:	Not Applicable
(iii)	Temporary Global Certificate:	Not Applicable
26.	Financial Centre or other special provisions relating to payment dates for the purposes of Condition 7(g):	Not Applicable

27. **Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature):**
- Not Applicable
28. **Masse (Condition 10):**
- | | | |
|-------|---------------------------------|---------------------|
| (i) | Representative: | As per Condition 10 |
| (ii) | Alternative Representative | As per Condition 10 |
| (iii) | Remuneration of Representative: | As per Condition 10 |

RESPONSIBILITY

I accept responsibility for the information contained in these Final Terms.

Signed on behalf of BPCE SFH:

By: Roland Charbonnel, *Directeur Général*

Duly authorised

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Euronext Paris
- (ii) (a) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date
- (b) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be admitted to trading are already admitted to trading: Not Applicable
- (iii) Estimate of total expenses related to admission to trading: €9,200

2. RATINGS

- Ratings: The Notes are expected to be rated:
AAA by S&P Global Ratings Europe Limited; and
Aaa by Moody's France S.A.S.
- Each of the above agencies is established in the European Union and registered under Regulation (EC) 1060/2009 of the European Parliament and the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**") and included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority (www.esma.europa.eu) in accordance with the CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in sections "Subscription and Sale" and "Risk factors – Risks related to the Issuer - Certain conflicts of interest" of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the issue.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: The net proceeds of the issue of Notes will be used to fund Borrower Loans under the Credit Facility to be made available by the Issuer to the Borrowers and, as the case may be, BPCE.
- In particular, the Issuer intends to allocate the proceeds of the issuance of the Notes to finance or refinance, in whole or in part, new and/or existing loans for the construction or acquisition of energy efficient dwellings (the "**Eligible Green Buildings Assets**"), eligible to the "Green Building" category as "Green Bonds", as further described in the Issuer's Methodology Note for Green Bonds (category: Green Buildings).
- "**Green Buildings**" include single & multi-family dwellings located in France (excluding second homes) and belonging to the 15% most carbon efficient buildings in France.
- It is the intention of the Issuer that the Notes will contribute to one or several of the United Nations

Sustainable Development Goals.

Eligible Green Buildings Assets shall be originated no more than three years before the issuance of the Notes.

In the following circumstances:

- (i) in case of early repayment of the above-mentioned loans,
- (ii) if such loans are excluded pursuant to the Issuer's Methodology Note for Green Bonds (category: Green Buildings),
- (iii) following an annual monitoring of Eligible Green Buildings Assets, or
- (iv) if Eligible Green Buildings Assets mature or are dismantled before the maturity of the Notes,

such loans will be replaced with other loans eligible according to the selection criteria set out within the dedicated Methodology Note. Along the life of the Notes, pending the allocation of the net proceeds for investment in such Eligible Green Buildings Assets, the Issuer will temporarily invest such net proceeds, at its discretion, in cash and/or cash equivalents.

Throughout the term of the Notes, the Issuer will monitor Eligible Green Buildings Assets and will publish, on the dedicated section of its website an annual update of the allocation of the net proceeds of the Notes.

The Issuer's Methodology Note for Green Bonds (category: Green Buildings), the Issuer's Framework of Sustainable Development Bond Program, as well as the related Second Party Opinion issued by Vigeo Eiris are available on the Investors page, Funding section, Green Bonds sub-section on the Issuer's website (<https://groupebpce.com/en/investors/funding/green-bonds>).

(ii) Estimated net proceeds:

€986,960,000

5. YIELD

Indication of yield:

1.861 per cent. *per annum*

6. OPERATIONAL INFORMATION

ISIN Code:

FR001400AJW4

Common Code:

248434244

FISN Code:

BPCE SFH/0.0 MTN 20320527

CFI Code:

DTFSFB

Depositaries:

(a) Euroclear France to act as Central Depositary:

Yes

(b) Common Depositary for Euroclear Bank and Clearstream Banking, S.A.:

No

Any clearing system other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number: Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent: Not Applicable

Name and address of the Note Calculation Agent designated in respect of the Notes: Not Applicable

7. DISTRIBUTION

Method of distribution: Syndicated

(i) **If syndicated, names of Managers:** **Joint Lead Managers**
Banco Bilbao Vizcaya Argentaria, S.A.
Citigroup Global Markets Europe AG
Coöperatieve Rabobank U.A.
Credit Suisse Bank (Europe), S.A.
Deutsche Bank Aktiengesellschaft
Goldman Sachs Bank Europe SE
ING Bank N.V.
Natixis

Co-Lead Managers
DekaBank Deutsche Girozentrale
Norddeutsche Landesbank – Girozentrale –

(ii) **Stabilising Manager:** Not Applicable

If non-syndicated, name of Dealer: Not Applicable

U.S. selling restrictions: The Issuer is Category 1 for the purposes of Regulation S under the United States Securities Act of 1933, as amended.
TEFRA rules are not applicable

8. FLOATING RATE NOTES ONLY – PERFORMANCE OF RATES

Benchmark: Details of performance of EURIBOR rates can be obtained free of charge on Reuters Page EURIBOR01

Amounts payable under the Notes will be calculated by reference to Euribor 1 month which is provided by the European Money Markets Institute. As at the date of these Final Terms, the European Money Markets Institute appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016, as amended (the "**Benchmark Regulation**").