



GROUPE BPCE

Coopératifs, banquiers et assureurs autrement.

May 24, 2016

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Report prepared in accordance with Article 266 of the Ministerial Order of November 3 on internal control of companies in the banking, payment services and investment services sector subject to supervision by the *Autorité de Contrôle Prudentiel et de Résolution* (ACPR - the French Prudential Supervisory Authority for the Banking and Insurance Sector) – 2015

Staff pay policy and practices pursuant to Article L. 511-71 of the French Monetary and Financial Code

1. Consolidation scope

Article 268 of the Ministerial Order of November 3, 2014 on internal control of companies in the banking, payment services and investment services sector subject to supervision by the *Autorité de Contrôle Prudentiel et de Résolution* (ACPR – the French prudential supervisory authority for the banking and insurance sector) stipulates that the information required from regulated businesses under Article 450 of Regulation (EU) No. 575/2013 is to be published at the level of the group that is supervised on a consolidated basis.

This report on 2015 pay compiles the essential information in the reports issued by Groupe BPCE's regulated businesses, as well the consolidated data resulting from these reports.

Groupe BPCE's regulated businesses, which must prepare a report, are the Group businesses that are individually governed by Articles L. 511-71 et seq. of the French Monetary and Financial Code. In accordance with Articles 198 to 201 of the Order, these are credit institutions, financing companies and investment firms with a balance sheet total greater than €10 billion.

These businesses, of which there are 42, are listed below:

- The 18 Banque Populaire banks (taking into account the merger of BP Lorraine Champagne and BP Alsace, which took place in late 2014);
- The 17 Caisses d'Épargne;
- BPCE SA, the central institution;
- Its principal subsidiaries are: BPCE SFH, NATIXIS SA, CFF, Compagnie de Financement du Foncier, Banque Palatine and BPCE IOM SA.

Some of the Banque Populaire banks and Caisses d'Épargne have a balance sheet total of less than €10 billion. However, the decision has been made to apply the regulation to them individually in order to ensure that comparable entities are treated consistently and to reflect the financial solidarity mechanism existing between the companies in each of these two networks.

The regulation has been applied to other Group companies solely on a sub-consolidated or consolidated basis, or if the company is a material business unit of one of the businesses to which the regulation is applied individually. In this case, the information required for the Group company in question has been included in the report of the regulated business that is prepared on an individual basis and consolidates the accounts of that company.

In accordance with Article 200 of the Order, credit institutions, financing companies and investment firms with a balance sheet total less than or equal to €10 billion are covered by the above paragraph.

In accordance with Article 198, portfolio management companies and insurance or reinsurance companies remain unaffected.

Finally, in application of Article 201, Group companies active in other domains also remain unaffected, as they either do not have a balance sheet totaling more than €10 billion or do not have businesses that incur solvency and liquidity risks for the Group.

2. Procedure for determining which persons are defined by Article L. 511-71 of the French Monetary and Financial Code

In accordance with European Directive 2013/36/EU (Articles 92 to 95) and its enactment in the French Monetary and Financial Code (sub-section 3 - articles L. 511-71 to L. 511-88), which came into force in November 2014, as well as the European Commission's Delegated Regulation No. 604/2014, which is in effect for all pay awarded in 2014 and thereafter, Groupe BPCE companies are required to identify the categories of personnel whose professional activities have a material impact on the institution's risk profile based on 15 qualitative and 3 quantitative criteria.

The adoption of these criteria within Groupe BPCE was the subject of a multi-disciplinary working group that brought together representatives from the three control functions (risk management, compliance and inspection). The conclusions of this working group, as set out in a document approved by BPCE's Executive Management Committee, have been sent to all Group businesses that are individually governed by the regulation (the 42 businesses mentioned in Paragraph 1), with the understanding that each business shall apply these conclusions to the businesses that fall within their sub-consolidation scope and are governed by the regulation on a consolidated or sub-consolidated basis.

Within each business, the list of identified employees is subject to an annual peer review involving the risk management, compliance and human resources divisions.

3. Decision-making process for the pay policy

A Remuneration Committee has been established in all businesses to which the regulation is applied on an individual basis, except for Compagnie de Financement Foncier, an entity without employees where the role of Remuneration Committee is held by the Board of Directors.

In each company, the Remuneration Committee is composed of at least three members of the governing body, some of whom are independent directors.

The Committee is chaired by an independent member in compliance with the recommendations of the Corporate Governance Code for listed companies published June 16, 2013 by the French Private Companies Association (AFEP) and the French Business Confederation (MEDEF).

The members of the Committee cannot be corporate officers of the business, tied to the business or another Groupe BPCE company by an employment contract, or members of the Audit and Risk Committee.

The Committee generally meets three to four times a year.

It conducts an annual review of:

- the principles of the pay policies of the company;
- pay, remuneration and benefits of any kind granted to the company's corporate officers;
- pay awarded to the Head of Risk Management, Head of Compliance and Head of Periodic Control.

The Remuneration Committee provides its opinion on proposals made by Executive Management regarding persons defined under Article L.511-71 and makes suggestions to the Board of Directors or Supervisory Board regarding the principles of the pay policy for these people.

The Board of Directors or Supervisory Board adopts the principles of the pay policy based on the recommendation of the Remuneration Committee.

4. General principles

The pay policy for Groupe BPCE businesses is a key element in the implementation of the Group's strategy. Its purpose is to establish pay levels that are competitive in its respective markets and is structured to promote employee commitment over the long term, while ensuring risks and compliance are managed appropriately. It reflects the collective and individual performance of its business lines.

The practices of Group businesses and those of other banking institutions in France and abroad are compared on a regular basis in order to ensure the pay policy remains competitive and appropriate for each business line.

Total pay in each business is structured around the following three components:

- fixed pay;
- annual variable pay for all or some employees;
- collective pay related to employee savings schemes.

Each employee receives all or some of these different components based on his or her responsibilities, skills and performance.

Fixed pay reflects the skills, responsibilities and expertise expected for a position, as well as the role and importance of duties in the organization. It is determined according to the specific characteristics of each business line in its local market.

Annual variable pay is awarded based on the achievement of quantitative and qualitative objectives that have been determined in advance and formally set out during the annual performance evaluation.

5. Ratios between fixed and variable components

The ratio between the variable and fixed pay components depends on the category of the employee and his or her level of responsibility.

In most businesses, the ratio is capped at

- 80% for the Chief Executive Officer or Chairman of the Management Board,
- 50% for Deputy Chief Executive Officers or Management Board members,
- Less than 50% for other employees, with the percentage depending on level of responsibility.

In certain cases (Banque Palatine, CFF, BPCE SA), some employees who are not company directors may receive a variable component that is greater than 50% of fixed but it is always capped at 100%.

Only BPCE SA, for its Chairman of the Management Board, BRED, for its traders, and Natixis provide for the possibility of a ratio that may exceed 100% and go as high as 200%. This would have to be approved by their Annual General Shareholders' Meeting in accordance with Article L.511-78 of the French Monetary and Financial Code.

6. Characteristics of the pay policy

The policy on the payment of variable pay for persons defined in Article L.511-71 of the French Monetary and Financial Code.

6.1 Groupe BPCE scope excluding Natixis

In accordance with Articles L. 511-71 to L. 511-85 of the French Monetary and Financial Code, the policy with regard to the payment of variable pay (schedule, percentage paid in shares, penalties) is as follows:

Proportionality

The rules governing the payment of variable pay apply only when the variable pay attributed is equal to or greater than the threshold of €100,000.

If the variable pay is equal to or greater than this threshold, the rules governing the payment of variable pay apply to the full variable pay amount.

Deferred and conditional payment of a portion of variable pay

The payment of a portion of the variable pay awarded for a fiscal year is deferred over time and conditional.

In the event of death or retirement, the non-vested deferred portion vests immediately, net of any penalties.

This payment is staggered over the three years that follow the year in which the variable pay was awarded, paid in one-third installments.

Amount of deferred variable pay

The percentage of deferred variable pay corresponds to 50%, increased to 60% if the variable component is equal to or greater than €500,000 and 70% if it is equal to or greater than €1,000,000.

Payment in securities or equivalent instruments

As Group businesses aside from Natixis are not listed companies, the deferred component of the variable pay takes the form of cash indexed on the basis of an indicator representing the change in the value of Groupe BPCE shares.

The indicator used is net income attributable to equity holders of the parent, assessed as a rolling average over the last three calendar years preceding the year pay is awarded and the years it is paid.

The indexing factor for the portions of the variable components awarded for 2012 and deferred to 2016 is 1.0893.

The indexing factor for the portions of the variable components awarded for 2013 and deferred to 2016 is 1.1905.

The indexing factor for the portions of the variable components awarded for 2014 and deferred to 2016 is 1.1121.

On account of the minimum additional retention period required by regulation, the conditional payment of the deferred portion of the variable component for year N is paid, at the earliest, on October 1 of years N+2, N+3 and N+4.

Application of penalties

Pursuant to Article L. 511-83 of the French Monetary and Financial Code, each governing body determines which situations may entail the reduction or elimination of deferred portions. For example, BPCE SA's Supervisory Board ruled, acting on a proposal by the Remuneration Committee, that the deferred pay portion would be paid only if normative ROE for the Group's core businesses was greater than or equal to 4%.

6.2 Natixis Scope

The payment of a portion of the variable pay awarded for a fiscal year is conditional and deferred over time if it exceeds a set limit of €100,000.

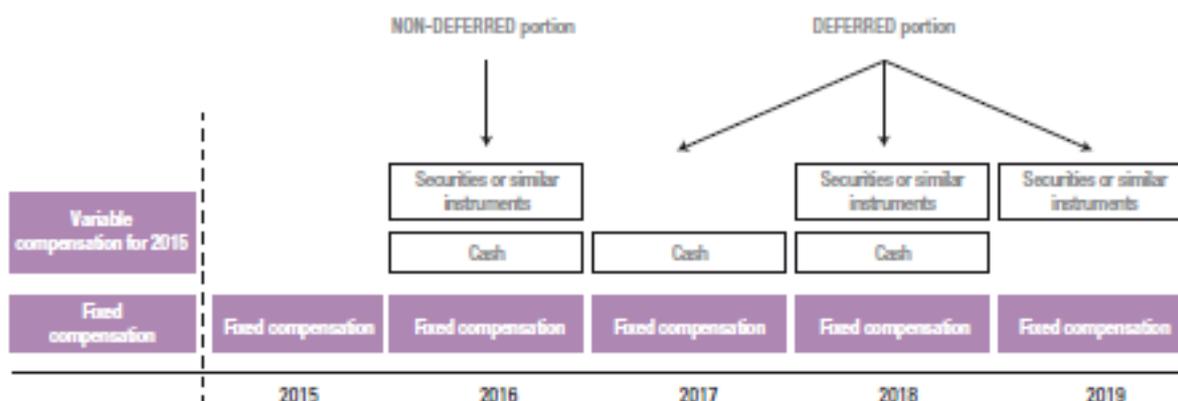
Payment is staggered over the three years that follow the year in which the variable pay was awarded. As such, for variable pay awarded for 2015:

- the non-deferred portion of variable pay awarded is paid in cash, with half paid in March 2016 and the other half paid in October 2016. The second payment is indexed on changes in the price of Natixis shares since the pay was awarded;
- the deferred portion of variable pay represents at least 40% of variable pay and 70% of the highest variable pay amounts (progressive scale for deferred pay).

Variable pay awarded in the form of shares or equivalent financial instruments represent 50% of variable pay awarded to regulated employees. This rule applies to variable pay, both for the deferred and conditional components and for the portion that vests immediately.

Payment methods for the regulated population in 2015

Structure of compensation of regulated category of staff for 2015 –payment chronology



The acquisition and payment of the components of deferred variable pay are contingent upon meeting performance conditions related to the company's earnings, those of the business line and, if necessary, individual criteria, along with a continued employment requirement. These conditions are specifically and explicitly set out when the pay is awarded.

The components of deferred variable pay that have not yet vested may be canceled or even eliminated if the employee behaves in such a way as to expose Natixis to unusual material risk.

In addition, each year employees must meet predetermined targets regarding risk management and compliance.

Guaranteed variable pay is prohibited, unless hiring from outside Groupe BPCE. In this case, the guarantee is strictly limited to one year.

Finally, the use of personal hedging or insurance strategies with regard to pay or responsibility that would limit the risk exposure of their pay arrangements is prohibited.

7. Aggregate quantitative information

Table 1

Aggregate quantitative information on pay, broken down by area of activity

Article 450 g) of EU Regulation No. 575/2013

BPCE	Management body executive function	Management body supervisory function (1)	Investment banking	Retail banking	Asset management	Support functions	Independent control function	Other	Total
Headcount (2)	171.5	68.7	254.8	264.6	7.8	498.8	309.0	85.8	1,628.5
Fixed pay	€37,183,852	€1,789,895	€63,817,061	€23,849,612	€542,823	€49,476,427	€31,296,615	€10,439,027	€218,395,313
Variable pay	€19,689,541	€0	€63,566,983	€4,114,285	€60,100	€8,928,619	€8,635,838	€5,647,211	€110,642,578
Total pay	€56,873,392	€1,789,895	€127,384,044	€27,963,897	€602,923	€58,405,046	€39,932,453	€16,086,239	€329,037,891

(1) Limited to the scope covering BPCE SA, BPCE SFH, NATIXIS, CFF, Compagnie de Financement Foncier, Banque Palatine, BPCE International

(2) Headcount stated prorata temporis - Elimination of doubles in each area of activity from the total

Table 2**Aggregate quantitative information on pay, broken down by employee category (managers and staff members whose activities have a material impact on the institution's risk profile)**

Article 450 h) of EU Regulation No. 575/2013

BPCE	Management body (1)	Other	Total
Headcount (2)	207.7	1,420.8	1,628.5
Total pay	€58,663,286	€270,374,615	€329,037,902
- of which fixed pay	€38,973,747	€179,421,566	€218,395,313
- of which variable pay	€19,689,540	€90,953,049	€110,642,589
- of which non-deferred	€12,560,359	€55,860,444	€68,420,804
- of which cash	€12,212,362	€39,142,611	€51,354,972
- of which shares and equivalent instruments	€347,998	€16,717,833	€17,065,831
- of which other instruments	€0	€0	€0
- of which deferred	€7,129,180	€35,092,605	€42,221,785
- of which cash	€610,141	€15,873,550	€16,483,691
- of which shares and equivalent instruments	€6,519,039	€19,219,055	€25,738,094
- of which other instruments	€0	€0	€0
Amounts outstanding on variable pay awarded for previous years and not yet vested	€6,995,502	€44,546,476	€51,541,979
Amount of variable pay awarded for previous years and already vested (after reduction)	€5,142,965	€15,089,305	€20,232,269
- Value of reductions performed	€0	€0	€0
Severance pay awarded	€3,039,435	€4,400,959	€7,440,394
Number of recipients of severance pay	5	11	16
Highest severance pay awarded	€1,175,180	€2,211,602	€2,211,602
Signing bonuses	€15,000	€973,080	€988,080
Signing bonus recipients	1	1	2

(1) For the supervisory function: limited to the scope covering BPCE SA, BPCE SFH, NATIXIS, CFF, Compagnie de Financement Foncier, Banque Palatine, BPCE International

(2) Headcount stated prorata temporis - Elimination of doubles in each area of activity from the total

Table 3**BPCE****Aggregate quantitative information on pay between €1,000,000 and €5,000,000**

Article 450 i) of EU Regulation No. 575/2013

Total pay in euros	Number of staff members whose activities have a material impact on the institution's risk profile
From €1,000,000 to €1,500,000	16
From €1,500,000 to €2,000,000	4
From €2,000,000 to €2,500,000	4
From €2,500,000 to €3,000,000	3
From €3,000,000 to €3,500,000	-
From €3,500,000 to €4,000,000	-
From €4,000,000 to €4,500,000	-
From €4,500,000 to €5,000,000	-

8. Information on individuals

For 2015, total individual pay was as follows:

- Chairman of the Management Board: €1,377,457
- For Anne Mercier-Gallay, whose term of office ended on November 16, 2015, €790,618 plus severance pay of €1,175,180.
- Every other member of the Management Board (with the exception of Laurent Mignon): €901,191
- Laurent Mignon: €0
- Head of Risk Management:
 - €137,166 for the person holding this position until May 3, 2015
 - €454,990 for the person holding this position from May 4, 2015
- Head of Compliance: €328,998