Final Terms dated 17 October 2017

BPCE

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

SERIES NO: 2017-36
TRANCHE NO: 1
Issue of ZAR 130,000,000 Floating Rate Notes due 19 October 2022 (the “Notes”)

Dealer

J.P. Morgan
PART A – CONTRACTUAL TERMS


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 as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the Supplements are 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: 2017-36
   (ii) Tranche Number: 1

3. Specified Currency or Currencies: South African Rand (“ZAR”)

4. Aggregate Nominal Amount:
   (i) Series: ZAR 130,000,000
   (ii) Tranche: ZAR 130,000,000

5. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount

6. Specified Denomination(s): ZAR 2,000,000

7. (i) Issue Date: 19 October 2017
   (ii) Interest Commencement Date: Issue Date

8. Interest Basis: Three (3) month JIBAR + 1.15 per cent. per annum Floating Rate (further particulars specified below)

9. Maturity Date: Specified Interest Payment Date falling on or nearest to 19 October 2022

10. Redemption Basis: 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

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 18 April 2017 and decision of Mr. Jean-Philippe Berthaut, Head of Group Funding, dated 5 octobre 2017

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions Not Applicable

15. Floating Rate Note Provisions Applicable

(i) Interest Period(s): The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the First Interest Payment Date and each successive period beginning on (and including) a Specified Interest Payment Date and ending (but excluding) the next succeeding Specified Interest Payment Date

(ii) Specified Interest Payment Dates: Interest payable quarterly in arrear on the 19th of January, April, July, October in each year, subject to adjustment in accordance with the Business Day Convention set out in (iv) below.

(iii) First Interest Payment Date: 19 January 2018 subject to adjustment in accordance with the Business Day Convention set out in (iv) below

(iv) Business Day Convention: Modified Following Business Day Convention

(v) Interest Period Date: Not Applicable

(vi) Business Centre(s): London, New York and Johannesburg

(vii) Manner in which the Rate(s) of Interest is/are to be determined: Screen Rate Determination

(viii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent): Not Applicable

(ix) Screen Rate Determination: Applicable

– Reference Rate: Three (3) months JIBAR

– Interest Determination Date: The first day in each Interest Accrual Period

– Relevant Screen Page: Bloomberg JIBAR 3M INDEX

– Relevant Screen Page Time: 9:00 a.m. (London time)

(x) FBF Determination Not Applicable
ISDA Determination: Not Applicable

Margin(s): 1.15% per annum

Minimum Rate of Interest: Not Applicable

Maximum Rate of Interest: Not Applicable

Day Count Fraction: Actual/365, adjusted

Zero Coupon Note Provisions: Not Applicable

Inflation Linked Interest Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

Call Option: Not Applicable

Put Option: Not Applicable

MREL/TLAC Disqualification Event Call Option: Not Applicable

Final Redemption Amount of each Note: ZAR 2,000,000 per Note of ZAR 2,000,000 Specified Denomination

Inflation Linked Notes – Provisions relating to the Final Redemption Amount: Not Applicable

Early Redemption Amount

(i) Early Redemption Amount(s) of each Senior Preferred Note payable on redemption upon the occurrence of a Withholding Tax Event (Condition 6(i)(i)), a Gross-Up Event (Condition 6(i)(ii)) or for illegality (Condition 6(l)): ZAR 2,000,000 per Note of ZAR 2,000,000 Specified Denomination

(ii) Early Redemption Amount(s) of each Senior Non-Preferred Note payable on redemption upon the occurrence of an MREL/TLAC Disqualification Event (Condition 6(g)) or a Withholding Tax Event (Condition 6(i)(i)): Not Applicable

(iii) 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)) or a Tax Deductibility Event (Condition 6(i)(ii))): Not Applicable

(iv) Early Redemption Amount(s) of each Note payable on redemption upon the ZAR 2,000,000 per Note of ZAR 2,000,000 Specified
occurrence of an Event of Default (Condition 9):

(v) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(i)):

(vi) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)):

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of 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):

26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):

27. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:

28. Redenomination provisions:

29. Purchase in accordance with Article L.213-1 A and D.213-1 A of the French Code monétaire et financier:

30. Consolidation provisions:

31. Waiver of Set-Off:

32. Masse:

Contractual Masse shall apply.

Name and address of the Representative:

MCM AVOCAT, Selarl 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 Euro 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: Jean-Philippe Berthaut, Head of Group Funding
PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i) Listing and Admission to trading: Application is expected to be 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 3,850

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. HISTORIC INTEREST RATES

Details of historic JIBAR rates can be obtained from Bloomberg JIBAR 3m Index.

5. OPERATIONAL INFORMATION

ISIN: FR0013287489

Common Code: 169850968

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):

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:

J.P. Morgan Securities plc
25 Bank Street
Canary Wharf
London E14 5JP

(iv) 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