

## FINAL TERMS

**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.

**SINGAPORE SFA PRODUCT CLASSIFICATION** – In connection with Section 309B of the Securities and Futures Act 2001 of Singapore (the “**SFA**”) and the Securities and Futures Act (Capital Market Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products).

**Final Terms dated 28 February 2024**



**BPCE**

**Legal Entity Identifier (LEI): 9695005MSX1OYEMGDF46**

Euro 70,000,000,000  
Euro Medium Term Note Programme  
for the issue of Notes

**SERIES NO: 2024-14**

**TRANCHE NO: 1**

**Issue of SGD 100,000,000 3.740 per cent. Fixed Rate Senior Preferred Notes due March 2026**

**(the "Notes")**

**Dealer**

**CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK**

**LEI: 1VUV7VQFKUOQSJ21A208**

## 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 17 November 2023 which received approval number 23-475 from the *Autorité des marchés financiers* (the “**AMF**”) on 17 November 2023 (the “**Base Prospectus**”) and the supplement to the Base Prospectus dated 13 February 2024 which received approval number 24-029 from the AMF on 13 February 2024 (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 as so supplemented in order to obtain all the relevant information. The Base Prospectus and the Supplement 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](http://www.amf-france.org)) and copies may be obtained from BPCE, 7, promenade Germaine Sablon 75013 Paris, France.

<b>1</b>	Issuer:	BPCE
<b>2</b>	(i) Series Number:	2024-14
	(ii) Tranche Number:	1
<b>3</b>	Specified Currency or Currencies:	Singapore Dollars (“ <b>SGD</b> ”)
<b>4</b>	Aggregate Nominal Amount:	
	(i) Series:	SGD 100,000,000
	(ii) Tranche:	SGD 100,000,000
<b>5</b>	Issue Price:	100 per cent. of the Aggregate Nominal Amount
<b>6</b>	Specified Denomination(s):	SGD 250,000
<b>7</b>	(i) Issue Date:	1 March 2024
	(ii) Interest Commencement Date:	Issue Date
<b>8</b>	Interest Basis:	3.740 per cent. per annum Fixed Rate ( <i>further particulars specified below</i> )
<b>9</b>	Maturity Date:	1 March 2026
<b>10</b>	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.
<b>11</b>	Change of Interest Basis:	Not Applicable
<b>12</b>	Put/Call Options:	Not Applicable
<b>13</b>	(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 14 March 2023 and decision of Cédric PERRIER, <i>Responsable Global Emissions</i> , dated 20 February 2024

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

<b>14</b>	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.740 per cent. <i>per annum</i> payable semi-annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	1 September and 1 March in each year, from and including 1 September 2024 to the Maturity Date, subject to adjustment 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 SGD 250,000 Specified Denomination
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/365 (Fixed)
	(vi) Resettable:	Not Applicable
	(vii) Determination Dates:	1 September and 1 March in each year
	(viii) Business Day Convention	Modified Following Business Day Convention, Adjusted
	(ix) Party responsible for calculating Interest Amounts (if not the Calculation Agent)	Not Applicable
	(x) Payments on Non-Business Days	Modified Following
<b>15</b>	Floating Rate Note Provisions	Not Applicable
<b>16</b>	Zero Coupon Note Provisions	Not Applicable
<b>17</b>	Inflation Linked Interest Note Provisions	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

<b>18</b>	Call Option	Not Applicable
<b>19</b>	Put Option	Not Applicable
<b>20</b>	MREL/TLAC Disqualification Event Call Option:	Applicable
<b>21</b>	Final Redemption Amount of each Note	SGD 250,000 per Note of SGD 250,000 Specified Denomination
<b>22</b>	Inflation Linked Notes – Provisions relating to the Final Redemption Amount:	Not Applicable

<b>23</b>	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(m)):	SGD 250,000 per Note of SGD 250,000 Specified Denomination
	(ii) Early Redemption Amount(s) of each Subordinated Note payable on redemption upon the occurrence of an MREL/TLAC Disqualification Event (Condition 6(g)), 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**

<b>24</b>	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
	(iv) Applicable TEFRA exemption:	Not Applicable
<b>25</b>	Financial Centre(s):	Singapore and T2
<b>26</b>	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
<b>27</b>	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
<b>28</b>	Redenomination provisions:	Not Applicable

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|-----------|---|--|
| <b>29</b> | Purchase in accordance with applicable French laws and regulations: | Applicable   |
| <b>30</b> | Consolidation provisions:   | Not Applicable   |
| <b>31</b> | Meeting and Voting Provisions (Condition 11):                       | <p>Contractual <i>Masse</i> shall apply.</p> <p>Name and address of the initial Representative:<br/>As per Condition 11(c)</p> <p>Name and address of the alternate Representative:<br/>As per Condition 11(c)</p> <p>Remuneration of the Representative:<br/>As per Condition 11(c)</p> |

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of BPCE

Duly represented by: Cédric PERRIER, *Responsable Global Emissions*

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## PART B – OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

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| (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 3,040  |

### 2 RATINGS

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|----------|---|
| Ratings: | The Notes to be issued have been rated:<br><br>S&P: A<br><br>S&P is established in the European Union and registered under Regulation (EC) No 1060/2009 as amended. |
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### 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, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

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|---------------------------------|--|
| (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:    | SGD 100,000,000  |
| (iii) Estimated total expenses: | Not Applicable   |

### 5 YIELD

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|----------------------|---|
| Indication of yield: | 3.740 per cent. per annum<br><i>The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.</i> |
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### 6 OPERATIONAL INFORMATION

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|---|---------------------------|
| ISIN:   | FR001400OBT8              |
| Common Code:  | 277457105                 |
| CFI:  | DTFUFB                    |
| FSIN:   | BPCE SA/3.74 MTN 20260301 |
| Depositories:   |                           |
| (i) Euroclear France to act as Central Depository:    | Yes                       |
| (ii) Common Depository 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: Crédit Agricole Corporate and Investment Bank  
12, Place des Etats-Unis  
CS 70052  
92547 Montrouge Cedex  
France

(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