# http://www.oblible.com

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and, with effect from such date, 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 ("MiFID II"); (ii) a customer within the meaning of Directive 2002/92/EC ("IMD"), 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 Directive 2003/71/EC, as amended (the "Prospectus Directive"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (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 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 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.

Final Terms dated 11 July 2018



# LA BANQUE POSTALE

Issue of EUR 750,000,000 2.00 per cent. Senior Non Preferred Notes due July 2028 under the EUR 10,000,000,000 Euro Medium Term Note Programme of La Banque Postale

Series no: 61

Tranche no: 1

Joint-Lead Managers
BNP PARIBAS
CITIGROUP
CREDIT AGRICOLE CIB
HSBC
UBS INVESTMENT BANK
Co-Manager
NOMURA

#### PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions and the Technical Annex set forth in the Base Prospectus dated 11 September 2017 which received visa no. 17-469 from the *Autorité des marchés financiers* (the "AMF") on 11 September 2017 and the supplement to the Base Prospectus dated 9 April 2018 which received visa no. 18-120 from the AMF on 9 April 2018 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC, as amended (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 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 supplement to the Base Prospectus are available for viewing free of charge on the website of the AMF (www.amf-france.org), on the website of the Issuer (www.labanquepostale.com) and for inspection at the specified offices of the Paying Agent(s).

1	Issuer	N 3	La Banque Postale		
2	(i)	Series Number:	61		
	(ii)	Tranche Number:	1		
3	Specif	ied Currency or Currencies:	Euro ("EUR")		
4		gate Principal Amount of admitted to trading:			
	(i)	Series:	EUR 750,000,000		
	(ii)	Tranche:	EUR 750,000,000		
5	Issue	Price:	99.445 per cent. of the Aggregate Principal Amount		
6	Specif	ied Denomination:	EUR 100,000		
7	(i)	Issue Date:	13 July 2018		
	(ii) Interest Commencement Date:		Issue Date		
8	Matur	ity Date:	13 July 2028		
9	Intere	st Basis/Rate of Interest:	2.00 per cent. Fixed Rate (further particulars specified below)		
10	Reder	nption/Payment Basis:	Redemption at par		
11	Chang Reder	ge of Interest or nption/Payment Basis:	Not Applicable		
12	Put/C	all Options:	Not Applicable		
13	(i)	Status of the Notes:	Senior Non Preferred		
	(ii) Date of corporate authorisations for the issuance of Notes obtained:		(i) decision of the Supervisory Board (Conseil de Surveillance) of the Issuer dated 13 December		

2017, authorising the issue of *inter alia* senior non preferred notes eligible to MREL up to a maximum aggregate amount of EUR 1,000,000,000, (ii) decision of the Executive Board (*Directoire*) of the Issuer held on 20 December 2017, authorising the same as above and delegating to each of Mrs. Florence Lustman, *Directeur Financier* of the Issuer and Mr. Stéphane Magnan, *Directeur de la Banque de Financement et d'Investissement* of the Issuer, acting alone, all powers to issue senior non preferred notes and to determine their terms and conditions and (iii) decision of Mr. Stéphane Magnan in his capacity as *Directeur de la Banque de Financement et d'Investissement* of the Issuer dated 4 July 2018 deciding the issue of the Notes

# PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed	Rate	Note	and	Resettable	
	Rate N	Applicable				

Fixed Rate Note Provisions: Applicable

(i) Rate of Interest: 2.00 per cent. per annum payable annually in

arrear

(ii) Interest Payment Dates: 13 July in each year commencing on 13 July 2019

and ending on the Maturity Date

(iii) Fixed Coupon Amount: EUR 2,000 per EUR 100,000 in Aggregate

**Principal Amount** 

(iv) Broken Amount: Not Applicable

(v) Day Count Fraction

(Condition 5(a)): Actual/Actual-ICMA

(vi) Determination Date: 13 July in each year

(b) Resettable Rate Note Provisions: Not Applicable

15 Floating Rate Note Provisions Not Applicable

16 Zero Coupon Note Provisions Not Applicable

17 Inflation Linked Notes Not Applicable

18 Interest Linked to a formula Not Applicable

19 Index Linked Notes (single index) Not Applicable

20 Index Linked Notes (basket of

indices) Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

21 Issuer Call Option Not Applicable22 Noteholder Put Option Not Applicable

(a)

23 Final Redemption Amount of each

Note:

EUR 100,000 per Note of EUR 100,000 Specified

Denomination

Inflation Linked Notes - Provisions relating to the Final Redemption

Amount (Condition 6(g)):

Not Applicable

**Index Linked Redemption Amount:** 

Not Applicable

24 **Early Redemption Amount**  In accordance with the Conditions

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

25 Form of Notes: **Dematerialised Notes** 

Form of Dematerialised

Notes:

Bearer dematerialised form (au porteur)

(ii) Registration Agent: Not Applicable

(iii) Temporary

Certificate:

Not Applicable

Global

26 Financial Centre(s) or other special provisions relating to payments

dates:

Not Applicable

27 Talons for future Coupons to be attached to Definitive Notes (and

dates on which such Talons mature):

Not Applicable

28 Redenomination, renominalisation and reconventioning provisions:

Not Applicable

29 Consolidation provisions: Not Applicable

30 Waiver of Set-Off: **Applicable** 

31 Masse (Condition 11): Contractual Masse shall apply

Name and address of the Representative:

**DIIS Group** 12 rue Vivienne 75002 Paris

France

E-mail: rmo@diisgroup.com represented by Sylvain Thomazo

Name and address of the alternate Representative:

DIIS Group 12 rue Vivienne 75002 Paris France

E-mail: rmo@diisgroup.com

represented by Sandrine D' Haussy

The Representative will receive a remuneration of EUR 450 (excluding taxes) per year in respect of its functions

# **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the EUR 10,000,000,000 Euro Medium Term Notes Programme of the Issuer.

# **RESPONSIBILITY**

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

Signed on behalf of the Issuer

By:

Duly authorised

Definitione Heckel
Head of Long Term Funding

#### PART B - OTHER INFORMATION

#### 1 LISTING AND ADMISSION TO TRADING

(i) Listing:

**Euronext Paris** 

(ii) Admission to trading:

Application has been made for the Notes to be admitted to trading on Euronext Paris with effect

from 13 July 2018.

(iii) Estimate of total expenses related to admission to

trading:

EUR 12,575 (including AMF fees)

(iv) Additional publication of Base Prospectus and Final

Terms:

Not Applicable

# 2 RATINGS AND EURO EQUIVALENT

# Ratings:

The Notes to be issued have been rated A- by Fitch Ratings Ltd ("Fitch") and BBB by S&P Global Ratings ("S&P").

Each of Fitch and S&P is established in the European Union and is registered under Regulation (EC) No 1060/2009 (as amended) (the "CRA Regulation"). Each of Fitch and S&P is included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website (https://www.esma.europa.eu/supervision/credit-rating-agencies/risk) in accordance with the CRA Regulation.

#### Euro equivalent:

Not Applicable

# 3 NOTIFICATION

Not Applicable

# 4 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.

# 5 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES Not Applicable

6 YIELD

Indication of yield:

2.062 per cent. per annum

7 Distribution

(i) Method of distribution:

Syndicated

(ii) If syndicated, names of

Managers:

Joint Lead Managers:

**BNP** Paribas

Citigroup Global Markets Limited

Crédit Agricole Corporate and Investment Bank

HSBC Bank plc UBS Limited

Co- Manager:

Nomura International plc

(iii) Stabilising Manager(s) (if

any):

**BNP Paribas** 

(iv) If non-syndicated, name of

Dealer:

Not Applicable

(v) U.S. selling restrictions: Regulation S Compliance Category 2; TEFRA not

applicable

(vi) Prohibition of Sales to EEA

Retail Investors:

**Applicable** 

8 OPERATIONAL INFORMATION

(i) ISIN:

FR0013349099

(ii) Common Code:

185550664

(iii) Any clearing system(s) other than Euroclear France, Euroclear Bank S.A./N.V. and Clearstream Banking, S.A. and the relevant identification

number(s):

Not Applicable

(iv) Delivery:

Delivery against payment

(v) Names and addresses of

initial Paying Agent(s):

Principal Paying Agent and Paris Paying Agent

**BNP Paribas Securities Services** 

(affiliated with Euroclear France under number

29106)

Les Grands Moulins de Pantin 3-5-7 rue du général Compans

93500 Pantin France

(vi) Names and addresses of additional Paying Agent(s)

(if any):

Not Applicable

(vii) Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment:

Not Applicable