

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.

Final Terms dated 27 August 2020



BPCE

Legal Entity Identifier (LEI): 9695005MSX1OYEMGDF46

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

SERIES NO: 2020-35
TRANCHE NO: 1

CNH 70,000,000 3.00 per cent. Senior Preferred Notes due 31 August 2025 (the “Notes”)

Dealer
NATIXIS

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 21 November 2019 which received approval number n°19-539 from the *Autorité des marchés financiers* (the “**AMF**”) on 21 November 2019 (the “**Base Prospectus**”), the first supplement to the Base Prospectus dated 18 February 2020 which received approval number n°20-044 from the AMF, the second supplement to the Base Prospectus dated 3 April 2020 which received approval number n°20-116 from the AMF, the third supplement to the Base Prospectus dated 24 April 2020 which received approval number n°20-156 from the AMF, the fourth supplement to the Base Prospectus dated 3 June 2020 which received approval number n°20-236 from the AMF and the fifth supplement to the Base Prospectus dated 11 August 2020 which received approval number n°20-389 from the AMF (together, the “**Supplements**”) which together constitute a base prospectus for the purposes of the Regulation (EU) 2017/1129 (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 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:	2020-35
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Offshore Chinese Renminbi (“ CNH ”)
4	Aggregate Nominal Amount:	
	(i) Series:	CNH 70,000,000
	(ii) Tranche:	CNH 70,000,000
5	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6	Specified Denomination:	CNH 1,000,000
7	(i) Issue Date:	31 August 2020
	(ii) Interest Commencement Date:	Issue Date
8	Interest Basis:	3.00 per cent. per annum Fixed Rate (further particulars specified below)
9	Maturity Date:	31 August 2025
10	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 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 <i>Directoire</i> of the Issuer dated 24 March 2020 and decision of Mr. Jean-Philippe

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note Provisions	Applicable
(i)	Rate of Interest:	3.00 per cent. <i>per annum</i> payable in arrear on each Interest Payment Date
(ii)	Interest Payment Date:	31 August in each year commencing on 31 August 2021 up to and including the Maturity Date, adjusted in accordance with the Business Day Convention specified below
(iii)	Fixed Coupon Amount:	CNY30,000 per Note of CNY1,000,000 Specified Denomination
(iv)	Broken Amount:	Not Applicable
(v)	Date Count Fraction:	Actual/365 (Fixed)
(vi)	Resetable:	Not Applicable
(vii)	Determination Dates:	Not Applicable
(viii)	Business Day Convention:	Modified Following Business Day Convention (unadjusted)
(ix)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent):	Not Applicable
(x)	Payment on Non-Business Days:	As per the Conditions
15	Floating Rate Note Provisions	Not Applicable
16	Zero Coupon Note Provisions:	Not Applicable
17	Inflation Linked Interest Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

18	Call Option:	Not Applicable
19	Put Option:	Not Applicable
20	MREL/TLAC Disqualification Event Call Option:	Applicable
21	Final Redemption Amount of each Note:	CNH 1,000,000 per Note of CNH 1,000,000 Specified Denomination
22	Inflation Linked Notes – Provisions relating to the Final Redemption Amount:	Not Applicable
23	Early Redemption Amount:	
(i)	Early Redemption Amount 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(1)): CNH 1,000,000 per Note of CNH 1,000,000
Specified Denomination
- (ii) Early Redemption Amount 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)), 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

- 24 Form of Notes: Dematerialised 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: Hong Kong, Beijing, New York and TARGET
- 26 Talons for future Coupons or Receipts to be
attached to Definitive Notes (and dates on
which such Talons mature): Not Applicable
- 27 Details relating to Instalment Notes: amount of
each instalment, date on which each payment is
to be made: Not Applicable
- 28 Redenomination provisions: Not Applicable
- 29 Purchase in accordance with applicable French
laws and regulations: Applicable
- 30 Consolidation provisions: Not Applicable
- 31 Meeting and Voting Provisions (Condition 11): Contractual *Masse* shall apply
- Name and address of the initial Representative:
As per Condition 11(c)
- Name and address of the alternate Representative:
As per Condition 11(c)
- The Representative will receive a remuneration of
EUR 2,000 (excluding VAT) per year so long as any
of the Notes remains outstanding.

RESPONSIBILITY

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

Signed on behalf of BPCE

Duly represented by:

Jean-Philippe BERTHAUT, *Responsable Emissions Groupe*

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (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 3,850

2 RATINGS

- Ratings: The Notes to be issued have been rated:
S&P: A+
S&P is established in the European Union and registered under Regulation (EC) No 1060/2009, as amended.

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in the section “Subscription and Sale” 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 offer.

4 YIELD

- Indication of Yield: 3.00per cent. per annum
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5 OPERATIONAL INFORMATION

ISIN: FR0013530938

Common Code: 001353093

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

6 DISTRIBUTION

- (i) Method of distribution: Non-syndicated

- (ii) If syndicated: Not Applicable
- (iii) If non-syndicated, name and address of Dealer: NATIXIS
47, quai d'Austerlitz
75013 Paris
France
- (iv) Prohibition of Sales to EEA and UK Retail Investors: Not Applicable
- (v) 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