



BPCE S.A.

**USD 600,000,000 Floating Rate Senior Preferred Notes due June 2031 (the "Notes")**

**Issued under the**

**Euro 70,000,000,000 Euro Medium Term Note Programme**

Issue Price: 100 per cent. of the Aggregate Nominal Amount

Issue Date: 16 June 2026

The information package includes the Base Prospectus dated 14 November 2025, as supplemented by the supplements to the Base Prospectus dated 24 March 2026, 13 May 2026, and 2 June 2026 pertaining to the Euro 70,000,000,000 Euro Medium Term Note Programme (together, the "**Base Prospectus**"), and the Final Terms in relation to the Notes dated 5 June 2026 (the "**Final Terms**", and together with the Base Prospectus, the "**Information Package**").

The Notes will be issued by BPCE S.A. (the "**Issuer**").

Application will be made by the Issuer for the Notes to be listed on the (i) Taipei Exchange (the "**TPEX**") in the Republic of China (the "**ROC**") and (ii) Euro MTF in Luxembourg (the "**EuroMTF**").

The Notes will be traded on the TPEX pursuant to the applicable rules of the TPEX and on the EuroMTF pursuant to the applicable rules of the EuroMTF. Effective date of listing and trading of the Notes is expected on or about 16 June 2026.

TPEX and EuroMTF are not responsible for the content of the Information Package and no representation is made by TPEX or EuroMTF as to the accuracy or completeness of the Information Package. Each of TPEX and EuroMTF expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of the Information Package. Admission to the listing and trading of the Notes on TPEX and EuroMTF shall not be taken as an indication of the merits of the Issuer or the Notes.

The Notes have not been, and shall not be, offered, sold or re-sold, directly or indirectly, to investors other than "professional institutional investors" as defined under Paragraph 2, Article 4 of the Financial Consumer Protection Act of the ROC ("**Professional Institutional Investors**"). Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to a Professional Institutional Investor.

As specified in the Final Terms, the Notes are "Senior Preferred Notes" within the meaning of Article L. 613-30-3-I-3° of the French *Code monétaire et financier*.

Reference is made herein to certain information set out in the Base Prospectus and the Final Terms, including risk factors "*The Notes may be subject to mandatory write-down or conversion to equity or other instruments of ownership*" on pages 19 to 22 of the Base

Prospectus, *"An early redemption of the Notes could cause the yield anticipated by Noteholders to be considerably less than anticipated"* on pages 28-29 of the Base Prospectus and *"The qualification of the Notes as MREL/TLAC-Eligible Instruments is subject to uncertainty"* on page 32 of the Base Prospectus. The principal amount of the Notes may be reduced to absorb losses, and in case of a resolution procedure, the Notes may be written down or converted to equity or other resolution measures may be required by applicable French and European legislation, as further described in Condition 17 (*Statutory Write-Down or Conversion*) of the section *"Terms and Conditions of the Notes"* on pages 150 to 151 and in section *"Certain Aspects of Governmental Supervision and Regulation of the Issuer in France - Resolution measures"* on pages 163 to 169 of the Base Prospectus.

## **RISKS ASSOCIATED WITH DELISTING OF THE NOTES ON THE TPEX**

Application will be made for the listing of the Notes on the TPEX. No assurances can be given as to whether the Notes will be, or will remain, listed on TPEX. If the Notes fail to or cease to be listed on the TPEX, certain investors may not invest in, or continue to hold or invest in, the Notes.

## **ROC REGULATORY DISCLAIMER**

Except as disclosed in the relevant sections of the Base Prospectus regarding the Notes may be written down or converted to equity or other resolution measures may be required by applicable French and European legislation, as referenced in the above, the Notes do not include any right to convert or exchange into or subscribe to the Issuer's equity or be written down for principal, unless such conversion is made by an order from the regulator in the Issuer's home country determining that the Issuer is no longer viable.

## **ROC TAXATION**

The following summary of certain taxation provisions under ROC law is, based on current laws and practice that the Notes will be issued, offered, sold and re-sold, directly or indirectly, to professional institutional investors as defined under Paragraph 2, Article 4 of the Financial Consumer Protection Act of the ROC only. It does not purport to be comprehensive and does not constitute legal or tax advice. Investors (particularly those subject to special tax rules, such as banks, dealers, insurance companies and tax-exempt entities) should consult with their own tax advisers regarding the tax consequences of an investment in the Notes. Investors should appreciate that, as a result of changing law or practice, the tax consequences may be otherwise than as stated below.

### ***Interest on the Notes***

As the Issuer of the Notes is not an ROC statutory tax withholder, there is no ROC withholding tax on any interest or deemed interest to be paid by the Issuer on the Notes.

ROC corporate holders must include any interest or deemed interest receivable under the Notes as part of their taxable income and pay income tax at a flat rate of 20 per cent. (unless the total taxable income for a fiscal year is \$120,000 New Taiwan Dollars or under), as they are subject to income tax on their worldwide income on an accrual basis. The alternative minimum tax (the "AMT") is not applicable.

### ***Sale of the Notes***

In general, the sale of corporate bonds or financial bonds is subject to a 0.1 per cent. securities transaction tax (the "**STT**") on the transaction price. However, Article 2-1 of the Securities Transaction Tax Act of the ROC prescribes that STT will cease to be levied on the sale of corporate bonds and financial bonds from 1 January 2010 to 31 December 2026. Therefore, the sale of the Notes will be exempt from STT if the sale is conducted on or before 31 December 2026. Starting from 1 January 2027, any sale of the Notes will be subject to STT at 0.1 per cent. of the transaction price, unless otherwise provided by the tax laws that may be in force at that time.

Capital gains generated from the sale of bonds are exempt from ROC income tax. Accordingly, ROC corporate holders are not subject to ROC income tax on any capital gains generated from the sale of the Notes. However, ROC corporate holders should include such capital gains in calculating their basic income for the purpose of calculating their AMT. If the amount of the AMT calculated pursuant to the ROC Income Basic Tax Act (also known as the AMT Act) exceeds the annual income tax calculated pursuant to the ROC Income Tax Act, the excess becomes the ROC corporate holders' AMT payable. Capital losses, if any, incurred from the sale of the Notes by such holders could be carried over 5 years to offset against capital gains of same category of income for the purposes of calculating their AMT.

Non-ROC corporate holders with a fixed place of business (e.g., a branch) or a business agent in the ROC are not subject to ROC income tax on any capital gains generated from the sale of the Notes. However, their fixed place of business or business agent should include any such capital gains in calculating their basic income for the purpose of calculating AMT.

As to non-ROC corporate holders without a fixed place of business and a business agent in the ROC, they are not subject to ROC income tax or AMT on any capital gains generated from the sale of the Notes.

## **ROC SETTLEMENT AND TRADING**

The Notes will be settled through Euroclear France. Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking S.A. ("**Clearstream**") each has an account opened with Euroclear France. Therefore, investors having an account opened with Euroclear and Clearstream may settle the Notes indirectly through Euroclear and Clearstream.

Investors with a securities book-entry account with an ROC securities broker and a foreign currency deposit account with an ROC bank, may request the approval of the Taiwan Depository & Clearing Corporation ("**TDCC**") for the settlement of the Notes through the account of TDCC with Euroclear or Clearstream and, if such approval is granted by TDCC, the Notes may be so cleared and settled. In such circumstances, TDCC will allocate the respective book-entry interest of such investor in the Notes position to the securities book-entry account designated by such investor in the ROC. The Notes will be traded and settled pursuant to the applicable rules and operating procedures of TDCC and the TPEx as domestic bonds.

In addition, an investor may apply to TDCC (by filling in a prescribed form) to transfer the Notes in its own account with Euroclear or Clearstream to such TDCC account with Euroclear or Clearstream for trading in the domestic market or vice versa for trading in overseas markets.

For such investors who hold their interest in the Notes through an account opened and held by TDCC with Euroclear or Clearstream, distributions of principal and/or interest for the Notes to

such holders may be made by payment services banks whose systems are connected to TDCC to the foreign currency deposit accounts of the holders. Such payment is expected to be made on the second Taiwanese business day following TDCC's receipt of such payment (due to time difference, the payment is expected to be received by TDCC one Taiwanese business day after the distribution date). However, when the holders will actually receive such distributions may vary depending upon the daily operations of the ROC banks with which the holder has the foreign currency deposit account.

**Global Coordinator, Lead Manager and Bookrunner**

Natixis Taipei Branch

**Joint Manager and Bookrunner**

Standard Chartered Bank (Taiwan) Limited

**Co-Managers**

Cathay United Bank Co., Ltd.

CTBC Bank Co., Ltd.

KGI Securities Co. Ltd.

President Securities Corporation

SinoPac Securities Corporation

Taishin International Bank

Yuanta Securities Co., Ltd.