

MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES 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 19 of the Guidelines published by ESMA on 3 August 2023, 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 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 5 June 2026



BPCE S.A.

Legal Entity Identifier (LEI): 9695005MSX1OYEMGDF46

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

SERIES NO: 2026-09
TRANCHE NO: 1
USD 600,000,000 Floating Rate Senior Preferred Notes
due June 2031
(the “Notes”)

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.

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 14 November 2025 which received approval number 25-442 from the *Autorité des marchés financiers* (the “**AMF**”) on 14 November 2025 (the “**Base Prospectus**”), the first supplement to the Base Prospectus dated 24 March 2026 which received approval number 26-063 from the AMF, the second supplement to the Base Prospectus dated 13 May 2026 which received approval number 26-143 from the AMF and the third supplement to the Base Prospectus dated 2 June 2026 which received approval number 26-173 from the AMF (the “**Supplements**”).

This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the 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 websites of the AMF (www.amf-france.org) and of the Issuer (www.groupebpce.com).

1	Issuer:	BPCE S.A.
2	(i) Series Number:	2026-09
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	United States Dollar (“ USD ”)
4	Aggregate Nominal Amount:	
	(i) Series:	USD 600,000,000
	(ii) Tranche:	USD 600,000,000
5	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6	Specified Denomination:	USD 200,000
7	(i) Issue Date:	16 June 2026
	(ii) Interest Commencement Date:	Issue Date
8	Interest Basis:	SOFR + 1.00 per cent. <i>per annum</i> Floating Rate (further particulars specified below)
9	Maturity Date:	16 June 2031
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 3 March 2026 and decision of Mr. Cédric Perrier, *Responsable Global Emissions* of the Issuer dated 3 June 2026

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 on (but excluding) the next succeeding Specified Interest Payment Date
	(ii) Specified Interest Payment Dates:	Quarterly, payable on every 16 March, 16 June, 16 September, 16 December in each year, from and including 16 September 2026, up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (iv) below
	(iii) First Interest Payment Date:	The Specified Interest Payment Date falling on or nearest to 16 September 2026, 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):	T2, New York and Taipei
	(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:	SOFR
	– Interest Determination Date(s):	Five U.S. Government Securities Business Days prior to each Specified Interest Payment Date
	– SOFR Rate of Interest Determination:	SOFR Lookback Compound
	– Observation Look-Back Period:	Five U.S. Government Securities Business Days
	– Relevant Screen Page Time	Approximately 3.00 p.m. (New York time)

	(x) FBF Determination:	Not Applicable
	(xi) ISDA Determination:	Not Applicable
	(xii) Margin(s):	+ 1.00 per cent. <i>per annum</i>
	(xiii) Minimum Rate of Interest:	0.00 per cent. <i>per annum</i>
	(xiv) Maximum Rate of Interest:	Not Applicable
	(xv) Day Count Fraction (Condition 5(a)):	Actual/360, adjusted
16	Zero Coupon Note Provisions:	Not Applicable
17	Inflation Linked Interest Note Provisions:	Not Applicable
18	Shared Coupon Notes Provisions	Not Applicable
PROVISIONS RELATING TO REDEMPTION		
19	Call Option:	Not Applicable
20	Clean-up Redemption Option:	Not Applicable
21	Put Option:	Not Applicable
22	MREL/TLAC Disqualification Event Call Option:	Applicable
23	Final Redemption Amount of each Note:	USD 200,000 per Note of USD 200,000 Specified Denomination
24	Inflation Linked Notes – Provisions relating to the Final Redemption Amount:	Not Applicable
25	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)):	USD 200,000 per Note of USD 200,000 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)):	No

- (iv) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)): Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 26 | 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 |
| 27 | Financial Centre(s): | T2, New York and Taipei |
| 28 | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | Not Applicable |
| 29 | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 30 | Redenomination provisions: | Not Applicable |
| 31 | Purchase in accordance with applicable French laws and regulations: | Applicable |
| 32 | Consolidation provisions: | Not Applicable |
| 33 | Meeting and Voting Provisions (Condition 11): | Contractual <i>Masse</i> 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)
Remuneration of the Representative:
As per Condition 11(c) |

RESPONSIBILITY

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

Signed on behalf of BPCE S.A.:

Duly represented by:

Mr. Cédric Perrier, *Responsable Global Emissions*

Signé par :

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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 the Euro MTF in Luxembourg (“**Euro MTF**”) and the Taipei Exchange (“**TPEX**”) with effect from the Issue Date. The Notes will be traded on the TPEX pursuant to the applicable rules of the TPEX.

The TPEX is not responsible for the content of these Final Terms, the Base Prospectus or the Supplements and any supplement or amendment thereto and no representation is made by the TPEX to the accuracy or completeness of these Final Terms, the Base Prospectus or the Supplements and any supplement or amendment thereto. The TPEX 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 these Final Terms, the Base Prospectus or the Supplements and any supplement or amendment thereto. Admission to the listing and trading of the Notes on the TPEX shall not be taken as an indication of the merits of the Issuer or the Notes.

- (ii) Estimate of total expenses related to admission to trading:

EUR 4,125 (Euro MTF listing fees)

NT\$ 3,100,000 (where “**NT\$**” means New Taiwan Dollars) (TPEX listing fees)

2 RATINGS

Ratings:

The Notes to be issued are expected to be rated:

S&P: A+

Moody’s: A2

Fitch: A+

Each of Fitch, Moody’s and S&P are 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 “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.

The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

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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: | USD 598,650,000 |

5 PERFORMANCE OF RATES

Performance of rates:	Details of performance of SOFR can be obtained free of charge, from the website of the New York Federal Reserve https://www.newyorkfed.org/markets/reference_rates/sofr-averages-and-index .
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6 BENCHMARK

Benchmarks:	<p>Amounts payable under the Notes will be calculated by reference to SOFR which is provided by the New York Federal Reserve. As at 5 June 2026, the New York Federal Reserve does not appear on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of Regulation (EU) No. 2016/1011, as amended (the “EU Benchmarks Regulation”).</p> <p>As far as the Issuer is aware, the New York Federal Reserve, as administrator of SOFR does not fall within the scope of the EU Benchmarks Regulation by virtue of Article 2 of that regulation.</p>
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7 OPERATIONAL INFORMATION

ISIN:	FR00140176N2
Common Code:	332365410
CFI:	DTVNFB, as updated and as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
FISN:	BPCE/Var MTN 20310616 Sr, as updated and as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
Depositories:	
(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): Not Applicable

Delivery: Delivery free of payment

Names and addresses of additional
Paying Agent(s) (if any): Not Applicable

8 DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated:

(a) Names of Managers: **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.

(b) Stabilisation Manager: Not Applicable

(iii) If non-syndicated, name and
address of Dealer: Not Applicable

(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
- (vii) Singapore Sales to Institutional Investors and Accredited Investors only: Not Applicable
- (viii) Additional selling restrictions: ROC Selling Restrictions:
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 of Article 4 of 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.