

Final Terms dated 31 May 2016



BPCE SFH

**Issue of EUR 40,000,000 1.277 per cent. Notes due 2 June 2036
extendible as Floating Rate Notes from June 2036 up to June 2037
under the €40,000,000,000 Euro Medium Term Note Programme
for the issue of *obligations de financement de l'habitat* and other privileged notes**

Series No.: 89
Tranche No.: 1

Issue Price: 100.00 per cent.

Dealer

HSBC France

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the base prospectus dated 17 May 2016 which received visa No. 16-180 from the *Autorité des marchés financiers* (the "**AMF**") on 17 May 2016 (the "**Base Prospectus**") which constitutes a base prospectus for the purposes of the Prospectus Directive (as defined below).

This document constitutes the final terms (the "**Final Terms**") relating to the notes described herein (the "**Notes**") for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. 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. The Base Prospectus and these Final Terms are available for viewing on the websites of BPCE (www.bpce.fr) and of the AMF (www.amf-france.org) and during normal business hours at the registered office of the Issuer and at the specified office of the Paying Agent(s) where copies may be obtained.

"**Prospectus Directive**" means Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended and includes any relevant implementing measure of the Prospectus Directive in each Member State of the European Economic Area.

- | | | |
|-----|---|---|
| 1. | (i) Series Number: | 89 |
| | (ii) Tranche Number: | 1 |
| 2. | Specified Currency: | EUR (“€”) |
| 3. | Aggregate Nominal Amount of Notes: | |
| | (i) Series: | EUR 40,000,000 |
| | (ii) Tranche: | EUR 40,000,000 |
| 4. | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount of the Tranche |
| 5. | Specified Denomination(s): | EUR 100,000 |
| 6. | (i) Issue Date: | 2 June 2016 |
| | (ii) Interest Commencement Date: | Issue Date |
| 7. | Final Maturity Date: | 2 June 2036 |
| 8. | Extended Final Maturity Date: | Interest Payment Date falling on, or nearest to, 2 June 2037 |
| 9. | Interest Basis: | Fixed/Floating Rate
<i>(further particulars specified below)</i> |
| 10. | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Final Maturity Date or the Extended Final Maturity Date, as the case may be at 100 per cent. of their Specified Denomination

<i>(further particulars specified below)</i> |
| 11. | Change of Interest Basis: | Applicable – Fixed/Floating Rate
<i>(Further particulars specified below in "Fixed/Floating Rate Notes Provisions")</i> |
| 12. | Put/Call Options: | Not Applicable |
| 13. | Date of corporate authorisations for issuance of Notes obtained: | Decisions of the <i>Conseil d'administration</i> (Board of Directors) of the Issuer dated 14 April 2016 authorising (i) the issue of <i>obligations de financement de l'habitat</i> and other resources benefiting from the <i>privilège</i> referred to in Article L.513-11 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>) up to €2,500,000,000 and (ii) the quarterly programme of borrowings benefiting from such <i>privilège</i> up to €1,500,000,000 for the second quarter of 2016 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-----|---------------------------------------|---|
| 14. | Fixed Rate Notes Provisions: | Applicable to the Interest Periods before the Final Maturity Date |
| | (i) Rate(s) of Interest: | 1.277 per cent. <i>per annum</i> payable annually in arrear |
| | (ii) Interest Payment Date(s): | 2 June in each year, from and including 2 June 2017 up to and including the Final Maturity Date |

(iii)	Fixed Coupon Amount(s):	Rate of Interest × Specified Denomination × Day Count Fraction (i.e., EUR 1,277 per EUR 100,000 in Specified Denomination)
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction (Condition 5(a)):	Actual/Actual-ICMA
(vi)	Determination Dates:	2 June in each year
(vii)	Payment on non-Business Days:	As per Conditions
15.	Floating Rate Notes Provisions:	Applicable to the Interest Periods following the Final Maturity Date
(i)	Interest Period(s):	The period from and including the Final Maturity Date to but excluding the first Specified Interest Payment Date and each successive period from and including a Specified Interest Payment Date to but excluding the next succeeding Specified Interest Payment Date, up to and excluding the Extended Final Maturity Date or, if earlier, the Specified Interest Payment Date on which the Notes are redeemed in full, all such dates being subject to adjustment in accordance with the Business Day Convention set out in (v) below
(ii)	Specified Interest Payment Dates:	Payable monthly in arrear on the 2 nd of each month from and including 2 June 2036 up to and including 2 June 2037, subject to adjustment in accordance with the Business Day Convention set out in (v) below
(iii)	First Interest Payment Date:	Specific Interest Payment Date falling on, or nearest to, 2 June 2036
(iv)	Interest Period Date:	Specified Interest Payment Date
(v)	Business Day Convention:	Modified Following Business Day Convention
(vi)	Business Centre(s) (Condition 5(a)):	Not Applicable
(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 Note Calculation Agent):	Not Applicable
(ix)	Screen Rate Determination (Condition 5(c)(iii)(C)):	Applicable
	- Relevant Rate:	EURIBOR 1 month
	-	
	- Interest Determination Date(s):	The day falling two (2) TARGET Business Days prior to the first day of each Interest Accrual Period
	- Relevant Screen Page:	Reuters Screen EURIBOR01 Page
	- Relevant Screen Page Time:	11.00 a.m. Brussels time

(x)	FBF Determination (Condition 5(c)(iii)(B)):	Not Applicable
(xi)	ISDA Determination (Condition 5(c)(iii)(A)):	Not Applicable
(xii)	Margin(s):	+ 0.20 per cent. <i>per annum</i>
(xiii)	Rate Multiplier:	Not Applicable
(xiv)	Minimum Rate of Interest:	0.0 per cent. <i>per annum</i>
(xv)	Maximum Rate of Interest:	Not Applicable
(xvi)	Day Count Fraction (Condition 5(a)):	Actual/360
16.	Fixed/Floating Rate Notes Provisions	Applicable
(i)	Issuer Change of Interest Basis:	Not Applicable
(ii)	Automatic Change of Interest Basis:	Applicable
(iii)	Rate of Interest applicable to the Interest Periods preceding the Switch Date (excluded):	Determined in accordance with Condition 5(b), as though the Note was a Fixed Rate Note with further variables set out in item 14 of these Final Terms
(iv)	Rate of Interest applicable to the Interest Periods following the Switch Date (included):	Determined in accordance with Condition 5(c), as though the Note was a Floating Rate Note with further variables set out in item 15 of these Final Terms
(v)	Switch Date:	The Interest Determination Date falling on or before the Final Maturity Date
(vi)	Minimum notice period required for notice from the Issuer:	Not Applicable
17.	Zero Coupon Notes Provisions	Not Applicable
PROVISIONS RELATING TO REDEMPTION		
18.	Call Option:	Not Applicable
19.	Put Option:	Not Applicable
20.	Final Redemption Amount of each Note:	EUR 100,000 per Specified Denomination
21.	Redemption by Instalment:	Not Applicable
22.	Early Redemption Amount:	
	Early Redemption Amount(s) of each Note payable on early redemption as set out in the Terms and Conditions:	EUR 100,000 per Specified Denomination
23.	Purchases (Condition 6(h)):	The Notes purchased may be held and resold as set out in the Terms and Conditions
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
24.	Governing law:	French law
25.	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 |
| 26. | Financial Centre(s) or other special provisions relating to payment dates for the purposes of Condition 7(g): | Not Applicable |
| 27. | Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature): | Not Applicable |
| 28. | <i>Masse</i>: | Contractual Masse shall apply |

RESPONSIBILITY

I accept responsibility for the information contained in these Final Terms.

Signed on behalf of **BPCE SFH**:

By: Jean-Philippe Berthaut, *Directeur Général Délégué*

Duly authorised

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing(s): Euronext Paris
- (ii) (a) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 2 June 2016
- (b) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be admitted to trading are already admitted to trading: Not Applicable
- (iii) Estimate of total expenses related to admission to trading: EUR 9,400

2. RATINGS

- Ratings: The Notes are expected to be rated:
- AAA by Standard & Poor's Credit Market Services Europe Limited; and
- Aaa by Moody's Investors Services Ltd.
- Each of the above agencies is established in the European Union and registered under Regulation (EC) 1060/2009 of the European Parliament and the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**") and included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority (www.esma.europa.eu) in accordance with the CRA Regulation

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale*" and "*Risk factors – Risks related to the Issuer - Certain conflicts of interest*" 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 issue

4. YIELD

- Indication of yield: 1.277 per cent. *per annum*

5. HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters Screen EURIBOR01 Page.

6. OPERATIONAL INFORMATION

- ISIN Code: FR0013179249
- Common Code: 142378027
- Depositories:
- (a) Euroclear France to act as Central Depository: Yes

(b) Common Depositary for Euroclear Bank and Clearstream Banking, <i>société anonyme</i> :	No
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, <i>société anonyme</i> and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Name and address of the Note Calculation Agent designated in respect of the Notes (if any):	Not Applicable

7. DISTRIBUTION

Method of distribution:	Non-Syndicated
(i) If syndicated, names of Managers:	Not Applicable
(iii) Stabilising Manager(s) (if any):	Not Applicable
If non-syndicated, name of Dealer:	HSBC France
U.S. selling restrictions:	TEFRA rules not applicable