

Final Terms dated 26 October 2017



BPCE SFH

**Issue of EUR 25,000,000 1.42 per cent. Notes due 30 March 2039
extendible as Floating Rate Notes from March 2039 up to March 2040
(the "Notes")**

to be assimilated (*assimilées*) and form a single series with the existing

**EUR 40,000,000 1.42 per cent. Notes due 30 March 2039 extendible as Floating Rate Notes from March
2039 up to March 2040 (Series 88 – Tranche 1)
(the "Existing Notes")**

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.: 88

Tranche No.: 2

Issue Price: 96.42 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount of € 208,136.99 corresponding to accrued interest on the Aggregate Nominal Amount of this Tranche for the period from, and including, 30 March 2017 to, but excluding, 30 October 2017

Dealer

BANCO BILBAO VIZCAYA ARGENTARIA, S.A.

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the conditions which are the 2015 Conditions which are incorporated by reference in the base prospectus dated 18 May 2017 which received visa No. 17-209 from the Autorité des marchés financiers (the "AMF") on 18 May 2017 as supplemented by the supplement dated 2 October 2017 which received visa No17-525 from the AMF on 2 October 2017 (together, the "**Base Prospectus**") which together constitute 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, save in respect of section "Terms and Conditions of the French Law Notes" which is replaced by the 2015 Conditions. 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, save in respect of section "Terms and Conditions of the French Law Notes" which is replaced by the 2015 Conditions. 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 such directive in each relevant Member State of the European Economic Area.

1. (i) **Series Number:** 88
- (ii) **Tranche Number:** 2
- (iii) **Date on which Notes become fungible:** The Notes will, upon listing, be assimilated (*assimilées*) and form a single series with the EUR 40,000,000 1.42 per cent. Notes due 30 March 2039 extendible as Floating Rate Notes from March 2039 up to March 2040 (the “**Existing Notes**”)
2. **Specified Currency:** EUR (“€”)
3. **Aggregate Nominal Amount of Notes:**
 - (i) **Series:** EUR 65,000,000
 - (ii) **Tranche:** EUR 25,000,000
4. **Issue Price:** 96.42 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount corresponding to accrued interest at a rate of 0.83254796 per cent. of such Aggregate Nominal Amount of this Tranche for the period from, and including, the Interest Commencement Date to, but excluding, the Issue Date
5. **Specified Denomination(s):** EUR 100,000
6. (i) **Issue Date:** 30 October 2017
- (ii) **Interest Commencement Date:** 30 March 2017
7. **Final Maturity Date:** 30 March 2039
8. **Extended Final Maturity Date:** Specified Interest Payment Date falling on, or nearest to, 30 March 2040
9. **Interest Basis:** Fixed/Floating Rate
(further particulars specified below)
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 the Aggregate Nominal Amount
(further particulars specified below)
11. **Change of Interest Basis:** Applicable – Fixed/Floating Rate
(Further particulars specified below in "Fixed/Floating Rate Notes Provisions")
12. **Put/Call Options:** Not Applicable

- 13. Date of corporate authorisations for issuance of Notes obtained:**
- Decisions of the *Conseil d'administration* (Board of Directors) of the Issuer (i) dated 16 December 2016, 26 April 2017, 20 June 2017 and 28 September 2017 authorising (i) the issue of *obligations de financement de l'habitat* and other resources benefiting from the *privilège* referred to in Article L.513-11 of the French Monetary and Financial Code (*Code monétaire et financier*) up to € 4,500,000,000 for the period beginning on 1 January 2017 and ending on 31 December 2017 and (ii) dated 28 September 2017 authorising the quarterly programme of borrowings benefiting from such *privilège* up to €1,200,000,000 for the fourth quarter of 2017.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 14. Fixed Rate Notes Provisions:** Applicable before the Switch Date
- (i) Rate(s) of Interest: 1.42 per cent. *per annum* payable annually in arrear
 - (ii) Interest Payment Date(s): 30 March in each year, from and including 30 March 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 1,420 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: 30 March in each year
 - (vii) Payment on non-Business Days: As per Conditions
- 15. Floating Rate Notes Provisions:** Applicable after the Switch 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 30th of each month from and including 30 April 2039 up to and including 30 March 2040, 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, 30 April 2039
 - (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 Calculation Agent):	Not Applicable
(ix)	Screen Rate Determination (Condition 5(c)(iii)(C)):	Applicable
	- Relevant Rate:	EURIBOR 1 month
	- Relevant Time:	11.00 a.m. Brussels time
	- Interest Determination Date(s):	The day falling two (2) TARGET Business Days prior to the first day of each Interest Period
	- Primary Source:	Reuters Screen EURIBOR01 Page
	- Reference Banks (if Primary Source is "Reference Banks"):	Not Applicable
	- Relevant Financial Centre:	Euro-zone
	- Representative Amount:	Outstanding nominal amount of the Notes
	- Effective Date:	Not Applicable
	- Specified Duration:	Not Applicable
(x)	FBF Determination (Condition 5(c)(iii)(B)):	Not Applicable
(xi)	ISDA Determination (Condition 5(c)(iii)(A)):	Not Applicable
(xii)	Margin(s):	+ 0.27 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 applicable before the Switch Date:	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 applicable after the Switch Date:	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.	Masse:	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 30 October 2017
- (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: The Existing Notes are already admitted to trading on Euronext Paris
- (iii) Estimate of total expenses related to admission to trading: EUR 11,200

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 has applied for registration 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: 1.619 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: FR0013141488
- Common Code: 138538770
- Depositories:
- (a) Euroclear France to act as Central Depository: Yes

(b) Common Depositary for Euroclear Bank and Clearstream Banking, *société anonyme*: No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* 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 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: Banco Bilbao Vizcaya Argentaria,S.A.

U.S. selling restrictions: TEFRA rules not applicable

Additional selling restrictions: Not Applicable