

PRIIPS REGULATION - PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended "MiFID II"); or (ii) a customer within the meaning of Directive 2016/96/EU, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. or (iii) not a qualified investor as defined in Directive 2003/71/EC, as amended. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS 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 18 of the Guidelines published by ESMA on 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 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 19 November 2018



BPCE SFH

**Issue of €25,000,000 1.58 per cent. Notes due 22 November 2038
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.: 123
Tranche No.: 1**

Issue Price: 100.00 per cent.

Dealer

Commerzbank Aktiengesellschaft

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 25 May 2018 which received visa No. 18-198 from the *Autorité des marchés financiers* (the "AMF") on 25 May 2018, as supplemented by supplement dated 5 October 2018 which received visa No.18-474 from the AMF on 5 October 2018 (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. 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 such directive in each relevant Member State of the European Economic Area.

1.	(i)	Series Number:	123
	(ii)	Tranche Number:	1
2.		Specified Currency:	Euro ("€")
3.		Aggregate Nominal Amount of Notes:	
	(i)	Series:	€25,000,000
	(ii)	Tranche:	€25,000,000
4.		Issue Price:	100 per cent. of the Aggregate Nominal Amount of the Tranche
5.		Specified Denomination(s):	€100,000
6.	(i)	Issue Date:	21 November 2018
	(ii)	Interest Commencement Date:	Issue Date
7.		Final Maturity Date:	22 November 2038
8.		Extended Final Maturity Date:	Not Applicable
10.		Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Final Maturity Date at 100 per cent. of their Specified Denomination <i>(further particulars specified below)</i>
11.		Change of Interest Basis:	Not Applicable
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 (i) dated 14 December 2017 authorising the issue of <i>obligations de financement de l'habitat</i> 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 € 4,000,000,000 for the period beginning on 1 January 2018 and ending on 31 December 2018 and (ii) dated 25 September 2018 authorising the quarterly programme of borrowings benefiting from such *privilège* up to € 1,200,000,000 for the fourth quarter of 2018.

PROVISIONS RELATING TO REDEMPTION

14. Fixed Rate Notes Provisions:	Applicable
(i) Rate of Interest:	1.58 per cent. <i>per annum</i> payable annually in arrear
(ii) Interest Payment Date(s):	22 November in each year, from and including 22 November 2019 (long first coupon) up to and including the Final Maturity Date
(iii) Fixed Coupon Amount(s):	Rate of Interest × Specified Denomination × Day Count Fraction (i.e. €1,580 per €100,000 Specified Denomination)
(iv) Broken Amount(s):	Applicable in respect of the Interest Period from (and including) the Interest Commencement Date to (and excluding) 22 November 2019, which will be €1,584.33 per €100,000 Specified Denomination
(v) Day Count Fraction (Condition 5(a)):	Actual/Actual-ICMA, unadjusted
(vi) Determination Date(s):	22 November in each year
(vii) Payment on non-Business Days:	As per the Conditions
15. Floating Rate Notes Provisions:	Not Applicable
16. Fixed/Floating Rate Notes Provisions:	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:	€100,000 per €100,000 in Specified Denomination
21. Redemption by Instalment:	Not Applicable
22. Early Redemption Amount:	
Early Redemption Amount of each Note payable on early redemption as set out in the Terms and Conditions:	€100,000 per €100,000 in 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

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| (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 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 (Condition 10): | |
| (i) | Representative: | As per Condition 10 |
| (ii) | Alternative Representative: | As per Condition 10 |
| (iii) | Remuneration of Representative: | As per Condition 10 |

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

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| (i) | Listing: | 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 the Issue Date |
| | (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: | €9,400 |

2. RATINGS

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| Ratings: | The Notes are expected to be rated:

AAA by Standard & Poor's Credit Market Services Europe Limited |
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Standard & Poor's Credit Market Services Europe Limited 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 sections "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

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| Indication of yield: | 1.58 per cent. <i>per annum</i> |
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5. OPERATIONAL INFORMATION

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| ISIN Code: | FR0013382157 |
| Common Code: | 191282906 |

Depositories:

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| (a) Euroclear France to act as Central Depository: | Yes |
| (b) Common Depository for Euroclear Bank and Clearstream Banking, S.A.: | No |

Any clearing system other than Euroclear Bank S.A./N.V. and Clearstream Banking, S.A. and the relevant identification number:	Not Applicable
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| Delivery: | Delivery against payment |
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Names and addresses of additional Paying Agent: Not Applicable

Name and address of the Note Calculation Agent designated in respect of the Notes: Not Applicable

6. DISTRIBUTION

Method of distribution: Non-syndicated

(i) **If syndicated, names of Managers:** Not Applicable

(ii) **Stabilising Manager:** Not Applicable

If non-syndicated, name of Dealer: Commerzbank Aktiengesellschaft

U.S. selling restrictions: The Issuer is Category 1 for the purposes of Regulation S under the United States Securities Act of 1933, as amended.

TEFRA rules are not applicable