Amendment to Universal Registration Document filed with the Autorité des Marchés Financiers (AMF) on November 14, 2019

The 2018 Registration Document was filed with the AMF on April 2, 2019, under number D.19-0252.

The first update to the 2018 Registration Document was filed with the AMF on May 16, 2019 under number D.19-0252-A01.

The Universal Registration Document was filed with the AMF on September 10, 2019, under number D.19-0797 and 2019 interim financial report.

The English version of this report is a free translation from the original which was prepared in French. All possible care has been taken to ensure that the translation is an accurate presentation of the original. However, in matters of interpretation, views or opinion expressed in the original language version of the document in French take precedence over the translation.

Only the French version of the Universal Registration Document has been submitted to the AMF. It is therefore the only version that is binding in law.

The original amendment to Universal Registration Document was filed on November 14, 2019 with the AMF, in its capacity as the competent authority in respect of Regulation (EU) No. 2017/1129, without prior approval pursuant to Article 9 of said regulation.

Groupe BPCE Universal Registration Document may only be used for the purposes of a public offering or admission of securities to trading on a regulated market if it is accompanied by a memorandum pertaining to the securities and, where applicable, an executive summary and all amendments made to the Universal Registration Document. The complete package of documents is approved by the AMF in accordance with Regulation (EU) No. 2017/1129.

Contents

1. PRESS RELEASE

1.1. PRESS RELEASE ON OCTOBER 22ND, 2019

Groupe BPCE completes the acquisition of a 50.1% interest in Oney Bank, in partnership with Auchan Holding

Croix, October 22nd, 2019

Groupe BPCE announced today the acquisition of a 50.1% interest in Oney Bank, with the rest of the capital being retained by Auchan Holding. Oney Bank will henceforth be consolidated by Groupe BPCE.

The deal went ahead after all the necessary authorizations were obtained from the competent French and European authorities, and following the positive opinions issued by the employee representative bodies of the companies concerned.

Oney Bank will now be ideally positioned to harness BPCE and Auchan Holding's joint expertise and thereby step up its growth and expand its presence in Europe in the payment solutions, financing and digital profiling fields. A digital bank will shortly be added to the customer offering.

The strong fit between BPCE's own solutions and locations and those of Oney Bank will allow Groupe BPCE to extend its scope of expertise in specialized financial services, particularly in the payment solutions area. Oney Bank currently operates in 11 countries, employs 3,000 people, serves 7.6 million customers and partners 400 retailers and e-merchants.

About Auchan Holding
Auchan Holding is the holding structure for three large complementary companies : Auchan Retail, present in 17 countries through different food retailing formats; Ceetrus, a global real estate player; Oney Bank, an international bank expert in payment, financing, digital identification and insurance solutions. Auchan Holding employs some 359,000 staff worldwide and posted consolidated turnover of €51.0 billion net of tax in 2018.

2. UPDATE TO CHAPTER 4 THIRD-QUARTER AND 9-MONTHS 2019 ACTIVITIES AND FINANCIAL INFORMATION

2.1. RESULT PRESS RELEASE ON NOVEMBER 7, 2019

Q3-19 and 9M-19 results

Growth in the reported net income of Groupe BPCE in Q3-19: €943m, up by 18.5%

Good underlying[1] performance of our businesses in Q3-19: revenues increased by 1.5% and net income by 3.6%

Revenues almost stable in 9M-19: net banking income at €18bn (-0.5%) and underlying[1] net income at €2.7bn (-5.8%)

Retail Banking & Insurance: revenues stable in Q3-19 at €4.0bn in a low interest-rate environment

- **Loan outstandings and on-balance sheet deposits & savings[2] up by +7.6% and +8.1% respectively year-on-year**
- **Positive jaws effects in 9M-19**
- **Continued growth in Insurance and Payments** as reflected by the substantial increase in income before tax[1] of +8.0% and +11.0% respectively in 9M-19

Successful roll-out of our "Digital Inside" strategy

- **Banque Populaire and Caisse d'Epargne are digital best-in-class: #1 among traditional banks in the D-rating ranking for the level of use and performance of retail banks' digital channels**

Asset & Wealth Management: net revenues up by 12.4% in Q3-19 and AuM growth both in Europe and North America

- **Income before tax[1] up by +12.3% in Q3-19 and by +7% in 9M-19**

Corporate & Investment Banking: good performance in Q3-19 with strong momentum in Global finance

- **Net revenues up by 3.2%, expenses down by 0.6% vs. Q3-18**

Cost of risk low at 18bps in 9M-19

Solvency at high levels

- **CET1[3] at 15.4%** and **TLAC[3] ratio at 23.0%** at September 30, 2019

Strategic projects: operations completed in line with the initial timetable

- **Acquisition of a 50.1% interest in Oney Bank finalized**
- **Disposal of banking interests in Africa[4]**

Laurent Mignon, Chairman of the Management Board of Groupe BPCE, made the following statement:
"All our business lines recorded a robust performance in the 3rd quarter of 2019, with very strong commercial momentum achieved in Retail Banking & Insurance, a sharp rise in revenues and assets under management in Asset & Wealth Management, and good results growth in our Corporate & Investment Banking division, notably in our Global Finance business. At the same time, we are continuing to take active measures to control our expenses and optimize our organizational structures, whose effects are having a positive impact on our accounts. We also made progress in several strategic areas this quarter, with the finalization of the acquisition of a majority stake in the capital of Oney Bank and the disposal of retail banking interests in Africa. Finally, the "Digital Inside" strategy rolled out over the past year by Groupe BPCE, which makes customer advisors the principal players in the deployment of digital services to our clientele, is a success, with the digital rating agency D-rating placing the Banque Populaire banks and Caisses d'Epargne at the top of the list of so-called 'traditional banks' in terms of the level of use and performance of their digital channels."

[1] See notes on methodology and excluding IFRIC 21 [2] Excluding centralized regulated savings [3] Estimated - pro-forma impacts on page 4 [4] Except for Tunisia, where the regulatory approval is still under process

The quarterly financial statements of Groupe BPCE for the period ended September 30, 2019 approved by the Management Board at a meeting convened on November 5, 2019 were verified and reviewed by the Supervisory Board, chaired by Pierre Valentin, at a meeting convened on November 7, 2019.

Groupe BPCE: Q3-19 gross operating income at €1.8bn, up by +7.0%
Q3-19 reported net income (Group share) stands at €943m, up by +18.5% year-on-year

Reported figures In €m	9M-19	9M-18	*9M-19 vs. 9M-18*	Q3-19	Q3-18	*Q3-19 vs. Q3-18*
Net banking income	**18,004**	**18,157**	**(0.8)%**	**5,935**	**5,906**	**0.5%**
Operating expenses	(13,002)	(13,066)	(0.5)%	(4,136)	(4,225)	(2.1)%
o/w expenses excluding SRF	*(12,626)*	*(12,726)*	(0.8)%			
Gross operating income	**5,002**	**5,091**	**(1.8)%**	**1,799**	**1,681**	**7.0%**
Cost of risk	(941)	(903)	4.2%	(321)	(327)	(1.9)%
Income before tax	**4,139**	**4,380**	**(5.5)%**	**1,545**	**1,414**	**9.3%**
Income tax	(1,408)	(1,354)	4.0%	(396)	(427)	(7.3)%
Non-controlling interests	(490)	(587)	(16.5)%	(206)	(191)	7.6%
Net income – Group share	**2,241**	**2,438**	**(8.1)%**	**943**	**796**	**18.5%**

Exceptional items: bulk of transformation costs for 9M-19 booked in Q1-19

In €m			9M-19	9M-18	Q3-19	Q3-18
Revaluation of assets associated with deeply subordinated notes denominated in foreign currencies	*Net banking income*	*Corporate center*	15	9	14	2
SWL provision reversal	*Net banking income*	*CIB*		68		68
Transformation and reorganization costs	*Operating expenses / Gains or losses on other assets / Goodwill*	*Business lines & Corporate center*	(396)	(433)	(95)	(251)
Legal provision	*Cost of risk*	*CIB*		(71)		(71)
Disposals and impairments	*Share in income of equity-accounted associates / Gains or losses on other assets / Goodwill*	*Business lines & Corporate center*	(37)			
Total impact on income before tax			**(418)**	**(426)**	**(81)**	**(252)**
Total impact on net income – Group share			**(377)**	**(286)**	**(64)**	**(165)**

Transformation and reorganization costs in 9M-19 can be broken down as follows: Retail banking networks (30%), Crédit Foncier (10%), Natixis (12%), Fidor (34%), and Other (14%).

1. Groupe BPCE: Growth in Q3-19 of underlying revenues, +1.5% at €5.9bn, and of net income (Group share)[1], +3.6% at €904m

Underlying figures In €m	9M-19	9M-18 pf	9M-19 *vs.* 9M-18 pf	9M-19 *vs.* 9M-18 pf *at constant FX*	Q3-19	Q3-18 pf	*Q3-19 vs. Q3-18 pf*	Q3-19 *vs.* Q3-18 pf *at constant FX*
Net banking income	**17,989**	**18,080**	**(0.5)%**	**(1.3)%**	**5,921**	**5,836**	**1.5%**	**0.8%**
Operating expenses	(12,723)	(12,653)	0.5%	(0.2)%	(4,053)	(3,974)	2.0%	1.4%
o/w expenses excluding SRF	*(12,346)*	*(12,313)*	*0.3%*	*(0.5)%*				
Gross operating income	**5,266**	**5,427**	**(3.0)%**	**(4.0)%**	**1,868**	**1,862**	**0.3%**	**(0.4)%**
Cost of risk	(931)	(832)	12.0%		(321)	(256)	25.3%	
Income before tax	**4,556**	**4,806**	**(5.2)%**		**1,626**	**1,666**	**(2.4)%**	
Income tax	(1,433)	(1,490)	(3.8)%		(417)	(509)	(18.1)%	
Non-controlling interests	(506)	(533)	(5.1)%		(202)	(177)	13.9%	
Net income – Group share	**2,618**	**2,783**	**(5.9)%**		**1,007**	**980**	**2.8%**	
Restatement of IFRIC 21	104	107			(103)	(107)		
Net income after IFRIC 21 restatement	**2,721**	**2,890**	**(5.8)%**		**904**	**872**	**3.6%**	
Cost/income ratio[1]	*70.0%*	*69.2%*	*0.8pp*	*0.8pp*	*70.7%*	*70.4%*	*0.3pp*	*0.3pp*
ROE[1]	*5.5%*	*6.1%*	*(0.6)pp*		*5.4%*	*5.5%*	*(0.1)pp*	

2018 figures have been restated to take account of changes in the segment reporting in Q1-19 (see annex p.11)

Unless specified to the contrary, the following financial data and related comments refer to the underlying results, i.e. results restated to exclude exceptional items, as presented on page 2. Changes express differences between Q3-19 and Q3-18 or between 9M-19 and 9M-18.

In Q3-19, Groupe BPCE's **net banking income** increased by 1.5% to 5.9 billion euros. This increase includes stability in revenues generated by Retail Banking & Insurance, 12.4% growth in Asset & Wealth Management revenues, and 3.2% growth in revenues posted by the Corporate & Investment Banking division.
In 9M-19, the Group's net banking income remained virtually stable at current exchange rates and declined by 1.3% at constant exchange rates.

Operating expenses, restated to account for the contribution to the Single Resolution Fund (376 million euros, up by 10.7% year-on-year) decreased over the 9-month period by 0.5% at constant exchange rates (and remained virtually stable at current exchange rates). The cost/income ratio[1] for 9M-19 stood at 70.0% while the gross operating income came to €5.3 billion.

The aggregate **cost of risk**[1] for Groupe BPCE came to 321 million euros in Q3-19 and 931 million euros in 9M-19, including a large single file impacting the Corporate & Investment Banking division in Q2-19, corresponding respectively to 19 basis points and 18 basis points of gross loan outstandings.

Net income, Group share, amounted to 1,007 million euros in Q3-19 (+2.8%) and 2,618 million euros in 9M-19 (-5.9%). After restating to account for the impact of IFRIC 21, net income stood at 2.7 billion euros in 9M-19.

RoE stood at 5.5% for the first nine months of 2019, down by 0.6 percentage points compared with the first 9 months of 2018.

[1] See notes on methodology and excluding IFRIC 21 for the calculation of ROE and the cost/income ratio

2. HIGH LEVELS OF CAPITAL ADEQUACY AND LOSS-ABSORBING CAPACITY

2.1 Level of CET1[1]

Groupe BPCE's CET1 ratio[1, 2] (CRR/CRD IV without transitional measures) at the end of September 2019 was estimated at 15.5%, stable compared with its level at June 30, 2019. Changes for the quarter can be broken down into:

- Retained earnings: +21bps,
- Change in risk-weighted : -19bps,
- Methodological and perimeter impacts[3]: -12bps,
- Issue of cooperative shares: + 6bps,
- Other changes: + 5bps.

Groupe BPCE's CET1 ratio has reached an estimated level of 15.4% pro forma of the acquisition of 50.1% of Oney Bank.

2.2 TLAC ratio[1]: target fixed in the 2018-2020 strategic plan already achieved since June 2018

Total loss-absorbing capacity (TLAC) stands at 96.3 billion euros (estimate at end-September 2019) on a pro-forma basis. The pro-forma TLAC ratio, expressed as a percentage of risk-weighted assets, is equal to 23.0%, confirming the achievement of the objective fixed in the Group's strategic plan of reaching a level exceeding 21.5% by early 2019.

At September 30, 2019, the leverage ratio[1] stood at 5.1%.

2.3 2019 medium-/long-term funding plan completed in its entirety and some prefunding for 2020 already raised at end-October 2019

The target of the medium-/long-term funding plan for 2019 was fixed at 20 billion euros, divided into 13 to 14 billion euros to be raised in the unsecured segment (of which 3 to 4 billion euros of senior non-preferred debt) and 6 to 7 billion euros in the secured segment.

At October 31, 2019, Groupe BPCE had raised 23.7 billion euros, of which 13.8 billion euros in the unsecured segment, including 5.0 billion euros of senior non-preferred debt, 8.3 billion euros of covered bonds, and 1.6 billion euros of ABS.

[1] See notes on methodology
[2] After deduction of irrevocable payment commitments
[3] Methodological impact concerning speculative immovable property financing; perimeter impact following the disposal of banking interests in Africa

3.1 RESULTS OF THE BUSINESS LINES

Unless specified to the contrary, the following financial data and related comments refer to the underlying results, i.e. results restated to exclude exceptional items, as presented on page 2. Changes express differences between Q3-19 and Q3-18 or between 9M-19 and 9M-18.

3.1 Retail Banking & Insurance
Increase in revenues and positive jaws effect in 9M-19

Underlying figures In €m	9M-19	% Change N-1 pf	Q3-19	% Change N-1 pf
Net banking income	12,141	0.9%	3,972	(0.1)%
Operating expenses	(7,872)	0.2%	(2,551)	1.5%
Gross operating income	**4,270**	**2.2%**	**1,422**	**(2.7)%**
Cost of risk	(702)	7.9%	(243)	26.9%
Income before tax after IFRIC 21 restatement	**3,642**	**1.3%**	**1,163**	**(6.2)%**
Cost/income ratio[1]	*64.6%*	*(0.4)pp*	*64.9%*	*0.7pp*
Normative ROE (after tax)[1]	*10.2%*	*(0.6)pp*	*9.7%*	*(1.2)pp*

Loan outstandings rose by 7.6% year-on-year to reach a total of 516 billion euros at end-September 2019, including an 8.1% increase in residential mortgages, and an increase in consumer loans and equipment loans of 7.2% and 6.9% respectively.
At the end of September 2019, **deposits & savings** (excluding regulated savings centralized with the CDC) amounted to 454 billion euros (+8.1%) while sight deposits recorded a 13.3% increase year-on-year.

Net banking income generated by the Retail Banking & Insurance business line recorded growth of 0.9% in 9M-19; it remained stable in Q3-19 with good momentum achieved by the Banque Populaire and Caisse d'Epargne retail banking networks (aggregate net banking income up by 0.3% in 9M-19), by the Financial Solutions & Expertise activities (net banking income up by 1.0% in 9M-19), by the buoyant growth enjoyed by Insurance revenues (7.1% growth in net banking income in 9M-19) and by the Payments activity (net banking income up by 9.5% in 9M-19).

The cost control is continuing in the retail banking networks (down 0.5% in 9M-19). The development of the Insurance and Payments businesses explains the rise in their operating expenses of 6.1% and 8.3% respectively in 9M-19.
For the business line overall, **operating expenses** remained virtually stable in 9M-19 while the **cost/income ratio** stood at 64.6% (down 0.4 percentage points).
Gross operating income rose by 2.2% in 9M-19 to stand at 4,270 million euros.

The cost of risk rose by 7.9% in 9M-19 to reach 702 million euros.

Income before tax, after restating to account for the impact of IFRIC 21, declined by 6.2% in Q3-19 and **rose by 1.3% in 9M-19 to reach 3,642 million euros.**

[1] See notes on methodology and excluding IFRIC 21

3.1.1 Banque Populaire retail banking network: robust growth in net banking income, 4.4% rise in income before tax[1] in 9M-19

The Banque Populaire network comprises the 14 Banque Populaire banks, including CASDEN Banque Populaire and Crédit Coopératif and their subsidiaries, Crédit Maritime Mutuel and the Mutual Guarantee Companies.

Underlying figures In €m	9M-19	% Change N-1 pf	Q3-19	% Change N-1 pf
Net banking income	4,813	0.5%	1,568	0.6%
Operating expenses	(3,210)	0.4%	(1,049)	1.1%
Gross operating income	**1,602**	**0.9%**	**519**	**(0.3)%**
Cost of risk	(288)	(11.9)%	(109)	38.7%
Income before tax after IFRIC 21 restatement	**1,358**	**4.4%**	**410**	**(5.1)%**
Cost/income ratio[1]	*66.5%*	*stable*	*67.4%*	*stable*

Loan outstandings increased by 7.3% year-on-year to reach 221 billion euros at the end of September 2019. **Deposits & savings** rose by 7.9% year-on-year to 288 billion euros at the end of September 2019 (+9.3% for on-balance sheet savings, excluding regulated savings centralized with the CDC). The number of principal customers using banking services increased by 2.5% year-on-year (+97,100 customers).

Net banking income in 9M-19 increased by 0.5% to 4,813 million euros, including a 1.6% increase in net interest income to 2,722 million euros and commissions (excluding early repayment fees) that declined by 1.4% to 1,888 million euros.

Operating expenses came to 3,210 million euros in 9M-19; the cost/income ratio stood at 66.5%.

The cost of risk declined by 11.9% in 9M-19. **Income before tax,** after restating to account for the impact of IFRIC 21, declined by 5.1% in Q3-19 but rose by 4.4% in 9M-19.

3.1.2 Caisse d'Epargne retail banking network: gross operating income up +2.7% in 9M-19 driven by strict expense control

The Caisse d'Epargne network comprises 15 individual Caisses d'Epargne along with their subsidiaries

Underlying figures In €m	9M-19	% Change N-1 pf	Q3-19	% Change N-1 pf
Net banking income	5,321	0.1%	1,743	(1.7)%
Operating expenses	(3,429)	(1.2)%	(1,098)	0.7%
Gross operating income	**1,892**	**2.7%**	**645**	**(5.6)%**
Cost of risk	(321)	26.0%	(112)	29.9%
Income before tax after IFRIC 21 restatement	**1,582**	**(1.4)%**	**522**	**(10.5)%**
Cost/income ratio[1]	*64.2%*	*(0.8)pp*	*63.7%*	*1.4pp*

Loan outstandings rose by 7.9% year-on-year to 286 billion euros at the end of September 2019, and **deposits & savings** increased by 4.9% compared with the same period in 2018 to reach a total of 438 billion euros (+7.5% for on-balance sheet savings, excluding regulated savings centralized with the CDC). The number of principal customers using banking services increased by 1.0% year-on-year (+66,100 customers).

Net banking income reached 5,321 million euros in 9M-19, stable from one year to the next. Net interest income increased by 0.7% to 2,946 million euros and commissions (excluding early repayment fees) declined by 0.5% to 2,262 million euros.

Operating expenses were reduced by 1.2% in 9M-19, triggering an improvement in the cost/income ratio of 0.8pp to 64.2%. This led to a 2.7% increase in **gross operating income**, which stands at 1,892 million euros.
The cost of risk stands at 321 million euros in 9M-19, up by 26.0%.

Income before tax, after restating to account for the impact of IFRIC 21, declined by 1.4% in 9M-19 to 1,582 million euros.

[1] See notes on methodology and excluding IFRIC 21

3.1.3 Financial Solutions & Expertise: business dynamism and solid revenue base

Underlying figures In €m	9M-19	% Change N-1 pf	Q3-19	% Change N-1 pf
Net banking income	819	1.0%	268	(0.8)%
Operating expenses	(460)	2.5%	(154)	4.6%
Gross operating income	**359**	**(1.0)%**	**114**	**(7.2)%**
Cost of risk	(62)	27.8%	(15)	(19.5)%
Income before tax after IFRIC 21 restatement	**298**	**(5.5)%**	**98**	**(3.3)%**
Cost/income ratio[1]	*56.0%*	*1.0pp*	*57.6%*	*2.5pp*

The **Financial Solutions & Expertise** division recorded a 1.0% increase in its **net banking income** in 9M-19 to 819 million euros.

In Consumer credit, loan outstandings had increased by 8% year-on-year at September 30, 2019. New leasing production rose by 16% in 9M-19. In the Sureties & financial guarantees activity, gross premiums written increased by 24% in the first 9 months of the year. In Factoring, the development of the corporate segment for the Banque Populaire and Caisse d'Epargne retail banking networks remained buoyant with 19% growth in the number of contracts opened in 9M-19 compared with the same period in 2018.

The 2.5% rise in **operating expenses** in 9M-19 is due, in particular, to projects designed to support the growth in business volumes, the pursuit of IT projects and regulations. The cost/income ratio came to 56.0% in 9M-19, up by 1.0 pp from one year to the next.

The cost of risk came to 62 million euros in 9M-19 and rose by 27.8% during the period compared with a low basis of comparison last year.

In 9M-19, **income before tax,** after restating to account for the impact of IFRIC 21, came to 298 million euros (-5.5%).

3.1.4 Insurance: continued strong momentum with gross operating income up 8%

The results presented below concern the Insurance division of Natixis.

Underlying figures In €m	9M-19	% Change N-1	Q3-19	% Change N-1
Net banking income	630	7.1%	205	7.0%
Operating expenses	(349)	6.1%	(110)	6.2%
Gross operating income	**281**	**8.4%**	**95**	**8.0%**
Income before tax after IFRIC 21 restatement	**292**	**8.0%**	**92**	**6.6%**
Cost/income ratio[1]	*54.7%*	*(0.5)pp*	*55.9%*	*(0.8)pp*

In 9M-19, **premiums[2]** reached a total of 9.5 billion euros, representing year-on-year growth of 3%, including a 6% increase in Non-Life Insurance and a 2% rise in Life and Personal protection insurance. Unit-linked products represented 28% of gross inflows in Q3-19, a proportion higher than the French market average (source: FFA).

Assets under management[2] amounted to 66.5 billion euros at the end of September 2019, including 16.5 billion euros in unit-linked products (25%). **Net inflows[2]** in life insurance amounted to 1.2 billion euros in Q3-19 and to 4.5 billion euros in 9M-19.

In the first nine months of 2019, **net banking income** stood at 630 million euros, representing growth of 7.1% while **operating expenses** increased by 6.1%. **Gross operating income** rose by 8.4% over the same period.
Income before tax, after restating to account for the impact of IFRIC 21, amounted to 292 million euros, up 8.0% in 9M-19.

Figures specifying the contribution to Groupe BPCE are different from those reported by Natixis. For a more detailed analysis of the business lines and results of Natixis, please refer to the press release published by Natixis that may be consulted online at www.natixis.com

[1] See notes on methodology and excluding IFRIC 21 [2] Excluding the reinsurance agreement with CNP

3.1.5 Payments: strong growth in gross operating income with positive jaws effect

Underlying figures In €m	9M-19	% Change N-1 pf	Q3-19	% Change N-1 pf
Net banking income	311	9.5%	103	7.7%
Operating expenses	(272)	8.3%	(91)	6.9%
Gross operating income	**39**	**18.7%**	**13**	**14.0%**
Income before tax after IFRIC 21 restatement	**38**	**11.0%**	**11**	**3.1%**
Cost/income ratio[1]	*87.3%*	*(1.0)pp*	*87.9%*	*(0.7)pp*

Net banking income rose by 7.7% in Q3-19 to reach a total of 103 million euros and by 9.5% in 9M-19 to 311 million euros.
Operating expenses over the same periods rose by 6.9% and 8.3% respectively.
This positive jaws effect generated strong 14.0% growth in **gross operating income** in Q3-19 and growth of 18.7% in 9M-19.

In *Payment Processing & Services*, the historical activities pursued by Natixis, revenues increased by 5% in 9M-19 and the number of card transactions processed rose by 10%.
In *Merchant Solutions*, the volumes generated by Dalenys and PayPlug increased by 23% in the first 9 months of 2019.
In *Prepaid & Issuing Solutions*, Q3-19 growth was driven by the meal vouchers and Benefits & Rewards segments (*Titres Cadeaux* and *Comitéo*). The number of mobile payments in Q3-19 increased by a factor of more than 2.6 over the year.

[1] See notes on methodology and excluding IFRIC 21

3.2 Asset & Wealth Management: net revenue growth of 12.4% in Q3-19 and increase in assets under management in Europe and North America

The Asset & Wealth Management business line includes the Asset Management and Wealth Management activities of Natixis.

Underlying figures In €m	9M-19	% Change N-1 pf	Constant FX % Change N-1 pf	Q3-19	% Change N-1 pf
Net banking income	2,651	6.8%	3.3%	945	12.4%
Operating expenses	(1,804)	6.9%	3.2%	(646)	12.8%
Gross operating income	**846**	**6.7%**	**3.4%**	**299**	**11.6%**
Income before tax after IFRIC 21 restatement	**848**	**6.9%**		**299**	**12.3%**
Cost/income ratio[1]	*68.0%*	-		*68.5%*	*0.2pp*
Normative ROE (after tax)[1]	*13.5%*	*(1.1)pp*		*13.4%*	*(1.2)pp*

In Q3-19, Asset Management recorded **net outflows** on long-term products of approximately 4 billion euros. In North America, outflows amount to slightly more than 5 billion euros and chiefly concern the Fixed Income strategy pursued by Harris Associates and Loomis Sayles. In Europe[2], net inflows are positive at 2 billion euros, driven chiefly by Real Asset strategies and Mirova.

At September 30, 2019, assets under management[2] reached a total of 921 billion euros in Asset Management, representing 14% growth since the beginning of the year. The change in Q3-19 includes a positive market effect of 9 billion euros, a positive foreign exchange and reporting scope impact of 20 billion euros and net outflows of 4 billion euros on long-term products, and 1 billion euros on money market funds.
In the Wealth Management segment, assets under management stood at 30.3 billion euros at the end of September 2019, and positive net inflows came to 0.9 billion euros in Q3-19.

The business line's **net banking income** rose by 12.4% (+10% at constant foreign exchange rates) in Q3-19 and by 6.8% (+3.3% at constant foreign exchange rates) in 9M-19 to stand at 945 million euros and 2,651 million euros respectively. Performance fees, generated in particular by H_2O and AEW, came to 362 million euros in 9M-19.

In Asset Management, the fee rate (excluding performance fees) stands at 30bps overall in 9M-19, in line with the targets defined in the strategic plan.

Operating expenses rose by +3.4% (at constant foreign exchange rates) in 9M-19 and by +6.9% at current exchange rates.

The **cost/income ratio[1]** remained stable at 68.0% in 9M-19 while the **gross operating income** stands at 846 million euros, representing growth of 3.4% at constant foreign exchange rates and +6.7% at current exchange rates.

Income before tax, after restating to account for the impact of IFRIC 21, rose by 12.3% in Q3-19 and by 6.9% in the first 9 months of the year.

ROE after tax[1] is equal to 13.4% in Q3-19 (-1.2pp) and stands at 13.5% in the first 9 months of the year (-1.1pp).

[1] See notes on methodology and excluding IFRIC 21
[2] Including Dynamic Solutions and the assets under management of Vega IM in Europe and WCM IM in the US

3.3 Corporate & Investment Banking: good performance, notably with Global finance

The Corporate & Investment Banking business line (CIB) includes the Global markets, Global finance, Investment banking and M&A activities of Natixis.

Underlying figures In €m	9M-19	% Change N-1 pf	Constant FX % Change N-1 pf	Q3-19	% Change N-1 pf
Net banking income	2,438	(9.0)%	(11.3)%	784	3.2%
Operating expenses	(1,618)	(1.0)%	(2.9)%	(518)	(0.6)%
Gross operating income	**820**	**(21.5)%**	**(24.1)%**	**265**	**11.5%**
Cost of risk	(193)	ns		(59)	ns
Income before tax after IFRIC 21 restatement	**643**	**(33.7)%**		**201**	**(2.9)%**
Cost/income ratio[1]	*66.0%*	*5.3pp*		*67.2%*	*(2.4)pp*
Normative ROE (after tax)[1]	*9.2%*	*(5.2)pp*		*8.6%*	*(0.4)pp*

The **net banking income** generated by the Corporate & Investment Banking business line amounted to 784 million euros in Q3-19, up 3.2% year-on-year at current exchange rates. For the 9-month period, it is down 9.0% year-on-year at current exchange rates and down 11.3% at constant exchange rates.

The revenues posted by Global markets in Q3-19 include 2% growth in FICT activities (despite the challenging market environment and highly volatile long-term interest rates) along with a limited 3 million euro decline for the Equity segment which achieved robust commercial successes in Convertibles and Green finance, in addition to strong performance on the US markets.

The revenues generated by Global Finance grew by 8% in Q3-19, with growth in the Real Assets activities offsetting the decline in the Energy & Natural Resources segment. The distribution rate of financing stood at 64% for Real Assets in Q3-19.

The revenues posted by the Investment Banking and M&A businesses enjoyed 2% growth in 9M-19, including good contributions from the M&A boutiques in the APAC zone.

Operating expenses declined by 2.9% (at constant exchange rates) in 9M-19 and by 1.0% at current exchange rates, a trend reflecting the decline in variable costs and the impact of initiatives taken to enhance efficiency despite investments made to support the development of our sectorial approach and the strengthening of our control functions.

Gross operating income improved by 265 million euros in Q3-19 (+11.5% at current exchange rates).

The **cost of risk** stood at 59 million euros in Q3-19 and at 193 million euros in 9M-19.

Income before tax, after restating to account for the impact of IFRIC 21, came to 201 million euros (-2.9%) in Q3-19 and to 643 million euros in 9M-19 (-33.7%).

In 9M-19, **ROE after tax**[1] stood at 9.2% (-5.2pp).

Figures specifying the contribution to Groupe BPCE are different from those reported by Natixis. For a more detailed analysis of the business lines and results of Natixis, please refer to the press release published by Natixis that may be consulted online at www.natixis.com

[1] See notes on methodology and excluding IFRIC 21

Notes on methodology

Presentation of pro-forma quarterly results

The segment information has been modified as of Q1-19 in in order to reflect the execution of our strategic projects:

- Retail Banking & Insurance: creation of the Financial Solutions & Expertise division (FSE), comprising the following activities: factoring, consumer credit, sureties & financial guarantees, and retail securities services (these activities previously formed part of the Specialized Financial Services division, SFS); and Payments becomes a full-fledged division (this activity was previously pursued in the SFS division).
- Corporate & Investment Banking: film industry financing, previously managed by the SFS division within the RB&I business line, has been reallocated to Global finance within CIB.
- Asset & Wealth Management: the Employee savings plan activity, previously a part of the SFS division within the RB&I business line, has now been reallocated to the Asset & Wealth Management business line.
- In the Corporate center business line, equity interests chiefly include Coface and CNP Assurances, while the Run-off activities include, in particular, Crédit Foncier (with the exception of Socfim and CFI allocated to RB&I) and BPCE International (except for Pramex allocated to RB&I).

The previous quarters have been restated accordingly.

Restatement of the impact of IFRIC 21

The results, cost/income ratios and ROE, after being restated to account for the impact of IFRIC 21, are calculated on the basis of ¼ of the amount of taxes and contributions resulting from the interpretation of IFRIC 21 for a given quarter, or ½ of the amount of taxes and contributions resulting from the interpretation of IFRIC 21 for a 6-month period. In practice, for Groupe BPCE, the principal taxes concerned by IFRIC 21 are the company social solidarity contribution (C3S) and contributions and levies of a regulatory nature (systemic risk tax levied on banking institutions, contribution to ACPR control costs, contribution to the Single Resolution Fund and to the Single Supervisory Mechanism).

Net banking income

Customer net interest income, excluding regulated home savings schemes, is computed on the basis of interest earned from transactions with customers, excluding net interest on centralized savings products (*Livret A, Livret Développement Durable, Livret Epargne Logement* passbook savings accounts) in addition to changes in provisions for regulated home purchase savings schemes. Net interest on centralized savings is assimilated to commissions.

Operating expenses

The operating expenses correspond to the aggregate total of the "Operating Expenses" (as presented in the Group's registration document, note 4.7 appended to the consolidated financial statements of Groupe BPCE) and "Depreciation, amortization and impairment for property, plant and equipment and intangible assets."

Cost of risk

The cost of risk is expressed in basis points and measures the level of risk per business line as a percentage of the volume of loan outstandings; it is calculated by comparing net provisions booked with respect to credit risks of the period to gross customer loan outstandings at the beginning of the period.

Business line performance presented using Basel-3 standards

The **accounting ROE of Groupe BPCE** is the ratio between the following items:

- Net income attributable to equity holders of the parent restated to account for the interest expense related to deeply subordinated notes classified as equity and for non-economic and exceptional items.
- Equity attributable to equity holders of the parent restated to account for the deeply subordinated notes classified as equity and for unrealized gains and losses.

The **normative ROE of the business lines** is the ratio between the following items:

- Business line contributory net income attributable to equity holders of the parent, less interest (computed at the standard rate of 2%) paid on surplus equity compared with normative capital and restated to account for non-economic and exceptional items.
- Normative capital adjusted to reflect goodwill and intangible assets related to the business line.
- Normative capital is allocated to Groupe BPCE business lines on the basis of 10.5% of Basel-3 average risk-weighted assets.

Capital adequacy after deduction of IPC

- **Common Equity Tier 1** is determined in accordance with the applicable CRR/CRD IV rules and after deduction of irrevocable payment commitments
- **Additional Tier-1 capital** takes account of subordinated debt issues that have become non-eligible and subject to ceilings at the phase-out rate in force.
- The **leverage ratio** is calculated using the rules of the Delegated Act published by the European Commission on October 10, 2014, without transitional measures. Securities financing operations carried out with clearing houses are offset on the basis of the criteria set forth in IAS 32, without consideration of maturity and currency criteria.

  Following the decision of July 13, 2018 handed down by the General Court of the European Union, Groupe BPCE again requested the agreement of the ECB to exclude the centralized outstandings of regulated savings from the calculation of the denominator of the ratio.

Total loss-absorbing capacity

The amount of liabilities eligible for inclusion in the numerator used to calculate the Total Loss-Absorbing Capacity (TLAC) ratio is determined on the basis of our understanding of the Term Sheet published by the FSB on November 9, 2015: "Principles on Loss-Absorbing and Recapitalization Capacity of G-SIBs in Resolution." This amount is comprised of the following 4 items:

- Common Equity Tier 1 in accordance with the applicable CRR/CRD IV rules,
- Additional Tier-1 capital in accordance with the applicable CRR/CRD IV rules,
- Tier-2 capital in accordance with the applicable CRR/CRD IV rules,
- Subordinated liabilities not recognized in the capital mentioned above and whose residual maturity is greater than 1 year, namely:
  - The share of additional Tier-1 capital instruments not recognized in common equity (i.e. included in the phase-out),
  - The share of the prudential discount on Tier-2 capital instruments whose residual maturity is greater than 1 year,
  - The nominal amount of senior non-preferred securities maturing in more than 1 year.

Eligible amounts differ slightly from the amounts adopted for the numerator of the capital adequacy ratios; these eligible amounts are determined using the principles defined in the Term Sheet published by the FSB on November 9, 2015.

Liquidity

Total liquidity reserves comprise the following:

- Central bank-eligible assets include: ECB-eligible securities not eligible for the LCR, taken for their ECB valuation (after the ECB haircut), securities retained (securitization and covered bonds) that are available and ECB-eligible taken for their ECB valuation (after ECB haircut) and private receivables available and eligible for central bank funding (ECB and the Federal Reserve), net of central bank funding.
- LCR eligible assets comprising the Group's LCR reserve taken for their LCR valuation.
- Liquid assets placed with central banks (ECB and the Federal Reserve), net of US Money Market Funds deposits and to which fiduciary money is added.

Short-term funding corresponds to funding with an initial maturity of less than, or equal to, 1 year and the short-term maturities of medium-/long-term debt correspond to debt with an initial maturity date of more than 1 year maturing within the next 12 months. Customer deposits are subject to the following adjustments:

- Addition of security issues placed by the Banque Populaire and Caisse d'Epargne retail banking networks with their customers, and certain operations carried out with counterparties comparable to customer deposits
- Withdrawal of short-term deposits held by certain financial customers collected by Natixis in pursuit of its intermediation activities.

Loan outstandings and Deposits & Savings

Restatements regarding transitions from book outstandings to outstandings under management (Loans and Deposits & Savings) are as follows:

- Deposits & Savings: the scope of outstandings under management excludes debt securities (certificates of deposit and savings bonds)
- Loan outstandings: the scope of outstandings under management excludes securities classified as customer loans and receivables and other securities classified as financial operations.

DISCLAIMER

This press release may contain forward-looking statements and comments relating to the objectives and strategy of Groupe BPCE. By their very nature, these forward-looking statements inherently depend on assumptions, project considerations, objectives and expectations linked to future events, transactions, products and services as well as on suppositions regarding future performance and synergies.

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The financial information presented in this document relating to the fiscal period ended September 30, 2019 has been drawn up in compliance with IFRS guidelines, as adopted in the European Union. This financial information is not the equivalent of summary financial statements for an interim period as defined by IAS 34 "Interim Financial Reporting".

This press release includes financial data related to publicly-listed companies which, in accordance with Article L.451-1-2 of the French Monetary and Financial Code (*Code Monétaire et Financier*), publish information on a quarterly basis about their total revenues per business line. Accordingly, the quarterly financial data regarding these companies is derived from an estimate carried out by BPCE. The publication of Groupe BPCE's key financial figures based on these estimates should not be construed to engage the liability of the abovementioned companies.

The financial results contained in this press release have not been reviewed by the statutory auditors.

About Groupe BPCE

Groupe BPCE, with its business model as a universal cooperative bank represented by 9 million cooperative shareholders, is currently the 2nd-largest banking group in France. With its 105,000 employees, it serves a total of 30 million customers – individuals, professionals, corporates, investors, and local government bodies – around the world. It operates in the retail banking and insurance sectors in France via its two major Banque Populaire and Caisse d'Epargne banking networks, along with Banque Palatine. With Natixis, it also runs global business lines specializing in Asset & Wealth management, Corporate & Investment Banking, Insurance and Payments. Through this structure, it is able to offer its customers a comprehensive, diversified range of products and services: solutions in savings, investment, cash management, financing, and insurance. The Group's financial strength is recognized by four financial rating agencies: Moody's (A1, outlook stable), Standard & Poor's (A+, outlook stable), Fitch (A+, outlook stable) and R&I (A+, outlook stable).

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2.2. ANALYSTS PRESENTATION

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2 RESULTS FOR THE 3RD QUARTER AND FIRST 9 MONTHS OF 2019 GROUPE BPCE

KEY MESSAGES

Strong Q3-19 for Groupe BPCE: revenues +1.5% net income[1] +3.6%

RB&I: stable revenues in Q3-19 at €4.0bn

- Good momentum in Retail banking networks (loan outstandings +7.6% YoY) and positive jaws effect in 9M-19
- Strong increase in income before tax in Insurance (+8%) and Payments (+11%) in 9M-19

AWM: net revenues up 12.4% in Q3-19

- AuM growth in both Europe and North America
- Income before tax: +12% YoY in Q3-19 and +7% in 9M-19

CIB: good performance in Q3-19 with strong Global finance

- Net revenues up 3.2% and expenses down 0.6% in Q3-19

Low cost of risk at 18bps in 9M-19

Resilient net income[1] at €2.7bn in 9M-19

Banque Populaire and Caisse d'Epargne digital best-in-class

#1 among traditional banks in the D-rating ranking
for the level of use and performance of their digital channels

Successful execution of strategic projects

- **Acquisition of a 50.1% interest in Oney Bank completed**
- **Disposal of banking interests in Africa[2]**

Solvency at high levels

CET1 ratio at 15.4%[3] and TLAC ratio at 23.0%[3] at end-September 2019

Underlying figures unless otherwise indicated [1] Group share after IFRIC 21 restatement [2] Except Tunisia where the regulatory approval is still under process [3] Pro forma - Estimate

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CONTENTS

9M-19 & Q3-19 RESULTS 1/3

Q3-19 reported GOI +7.0% at €1.8bn
Q3-19 reported net income - Group share +18.5% at €943m

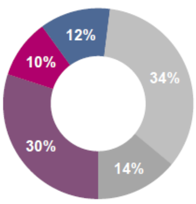
Reported figures €m	9M-19	9M-18	*9M-19 vs. 9M-18*	Q3-19	Q3-18	*Q3-19 vs. Q3-18*
Net banking income	18,004	18,157	(0.8)%	5,935	5,906	0.5%
Operating expenses	(13,002)	(13,066)	(0.5)%	(4,136)	(4,225)	(2.1)%
o/w expenses excluding SRF	*(12,626)*	*(12,726)*	(0.8)%			
Gross operating income	5,002	5,091	(1.8)%	1,799	1,681	7.0%
Cost of risk	(941)	(903)	4.2%	(321)	(327)	(1.9)%
Income before tax	4,139	4,380	(5.5)%	1,545	1,414	9.3%
Income tax	(1,408)	(1,354)	4.0%	(396)	(427)	(7.3)%
Non-controlling interests	(490)	(587)	(16.5)%	(206)	(191)	7.6%
Net income – Group share	2,241	2,438	(8.1)%	943	796	18.5%

9M-19 & Q3-19 RESULTS 2/3

Exceptional items: bulk of transformation costs for 9M-19 already incurred in Q1-19

€m			9M-19	9M-18 pf	Q3-19	Q3-18 pf
Revaluation of assets associated with deeply subordinated notes denominated in foreign currencies	*Net banking income*	*Corporate center*	15	9	14	2
SWL provision reversal	*Net banking income*	*CIB*		68		68
Transformation and reorganization costs	*Operating expenses / Gains or losses on other assets / Goodwill*	*Business lines & Corporate center*	(396)	(433)	(95)	(251)
Legal provision	*Cost of risk*	*CIB*		(71)		(71)
Disposals and impairments	*Share in income of equity-accounted associates / Gains or losses on other assets / Goodwill*	*Business lines & Corporate center*	(37)			
Total impact on income before tax			(418)	(426)	(81)	(252)
Total impact on net income – Group share			(377)	(286)	(64)	(165)

Breakdown of transformation and reorganization costs in 9M-19



9M-19 & Q3-19 RESULTS 3/3

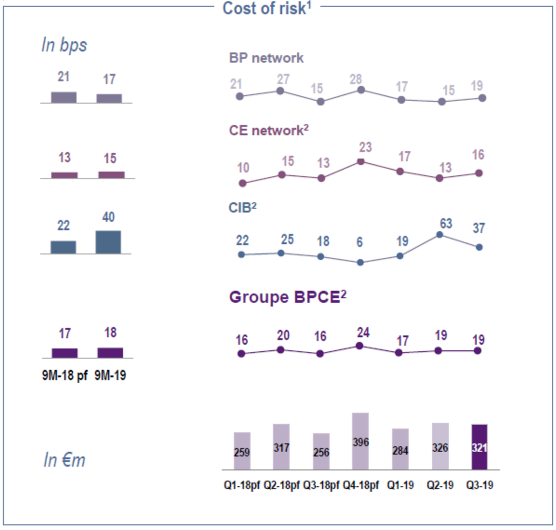
Q3-19 underlying revenues +1.5% at €5.9bn
Q3-19 underlying net income- Group share[1] +3.6% at €904m

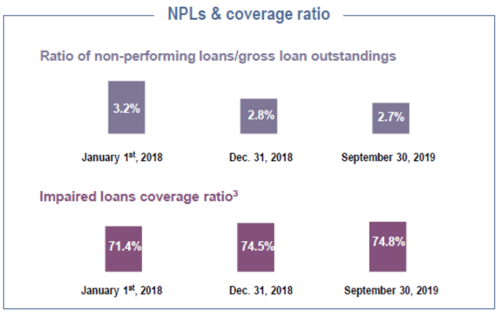
Underlying figures €m	9M-19	9M-18 pf	9M-19 *vs.* 9M-18 pf	9M-19 *vs.* 9M-18 pf *constant FX*	Q3-19	Q3-18 pf	Q3-19 *vs. Q3-18 pf*	Q3-19 *vs. Q3-18 pf constant FX*
Net banking income	17,989	18,080	(0.5)%	(1.3)%	5,921	5,836	1.5%	0.8%
Operating expenses	(12,723)	(12,653)	0.5%	(0.2)%	(4,053)	(3,974)	2.0%	1.4%
o/w expenses excluding SRF	*(12,346)*	*(12,313)*	*0.3%*	*(0.5)%*				
Gross operating income	5,266	5,427	(3.0)%	(4.0)%	1,868	1,862	0.3%	(0.4)%
Cost of risk	(931)	(832)	12.0%		(321)	(256)	25.3%	
Income before tax	4,556	4,806	(5.2)%		1,626	1,666	(2.4)%	
Income tax	(1,433)	(1,490)	(3.8)%		(417)	(509)	(18.1)%	
Non-controlling interests	(506)	(533)	(5.1)%		(202)	(177)	13.9%	
Net income – Group share	2,618	2,783	(5.9)%		1,007	980	2.8%	
Restatement of IFRIC 21	104	107			(103)	(107)		
Net income after IFRIC 21 restatement	2,721	2,890	(5.8)%		904	872	3.6%	
Cost/income ratio[1]	*70.0%*	*69.2%*	*0.8pp*	*0.8pp*	*70.7%*	*70.4%*	*0.3pp*	*0.3pp*
ROE[1]	*5.5%*	*6.1%*	*(0.6)pp*		*5.4%*	*5.5%*	*(0.1)pp*	

2018 figures restated – See annex for the reconciliation of the restated figures with formerly published data [1] After IFRIC 21 restatement

9M-19 RESULTS – FOCUS ON COST OF RISK

Low cost of risk; NPL ratio at 2.7%





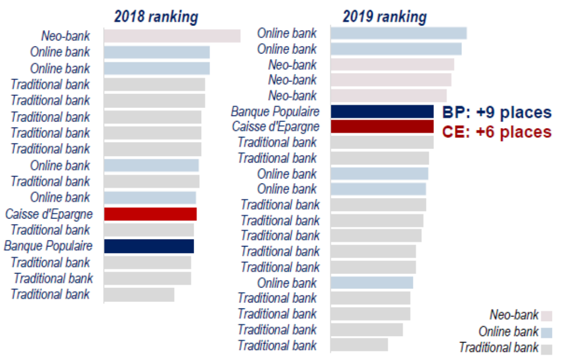
- Stable impairments on non-performing loans (stage 3) in 9M-19
- CIB: cost of risk up YoY, mainly due to a more challenging environment for some large corporates
- NPL ratio remains low at 2.7%

[1] Cost of risk expressed in annualized basis points on gross customer outstandings at the beginning of the period [2] Excluding exceptional items in Q3-18 (CIB) and in Q1-19 (CE Network and Corporate center)
[3] Coverage ratio, including eligible guarantees related to impaired outstandings

Banque Populaire and Caisse d'Epargne digital best-in-class

Level of use and performance of digital channels

#1 among traditional banks
in the D-rating digital rating agency ranking



Customers are increasingly making use of mobile devices

~5 million active users of BP/CE apps in Sept. 2019 (+15% vs. Dec. 2018)

Connection to BP/CE mobile apps

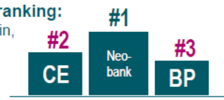
17 visits / month
on average per client vs. 11 per month for market

Increased customer satisfaction

Best marks on Apple and Google Play stores for the BP/CE apps

4.4/5 rating in the App Store® (Sept. 2019)
4.3/5 rating in the Google Play Store® (Sept. 2019)

D-rating customer satisfaction ranking:
significant progress on the App domain,
with the highest increase
on the App satisfaction score



Acquisition of a 50.1% interest in Oney Bank completed on October 22, 2019

oney ID card[1]

7.6 million customers

> 6 million card users in Europe

400 retail and e-commerce partners

2,600 employees in 10 countries

€2.5bn of customer projects made possible thanks to our financing solutions

€7.31bn paid worldwide using our payment methods

€2.13bn of gifts given using our gift cards

€4.1bn in e-commerce revenues secured using our anti-fraud solutions

Oney Bank 9M-19 P&L[2]

€ million	9M-19
Net banking income	329
Gross operating income	101
Income before tax	43

ONEY BANK
An opportunity for Groupe BPCE:

- to develop activities in France in a type of business where it is not currently present
- to develop payment solutions
- to benefit immediately from access to an international development platform in line with the Group's strategic priorities

[1] Source: 2018 activity report [2] Non consolidated figures in Groupe BPCE perimeter at Sept. 30, 2019

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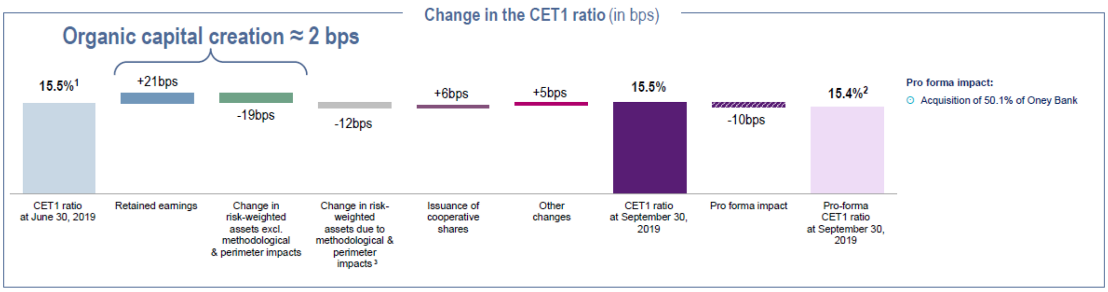
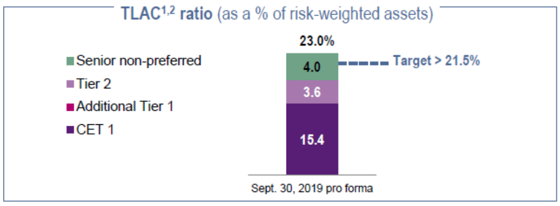
CAPITAL AND LOSS-ABSORBING CAPACITY

Increasing CET1 capital; CET1 and TLAC ratios at high levels





CET1 capital equal to €64.6bn[1,2] at September 30, 2019

Total loss-absorbing capacity stood at €96.3bn[1,2] at September 30, 2019, equal to a TLAC ratio of 23.0%[1,2]

Leverage ratio equal to 5.1%[1,4] at September 30, 2019

Capital adequacy, Total loss-absorbing capacity – see note on methodology [1] After deduction, following the instructions of the supervisory authorities, of irrevocable payment commitments [2] Estimate at September 30, 2019 (pro forma)
[3] Methodological impact concerning speculative immovable property financing ; perimeter impact following the disposal of banking interests in Africa [4] The leverage ratio would amount to 5.4% after excluding the centralized outstandings of regulated savings from the calculation of the denominator of the ratio, subject to the agreement of the ECB and following the decision of July 13, 2018 of the General Court of the European Union

LIQUIDITY

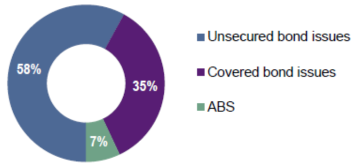
2019 medium-/long-term funding plan already completed; some prefunding for 2020 raised at end-October 2019

2019 MLT funding plan of €20bn
- Unsecured segment: €13bn to €14bn
  - Of which €3bn to €4bn of senior non-preferred debt
- Secured segment: €6bn to €7bn of covered bonds and other secured funding

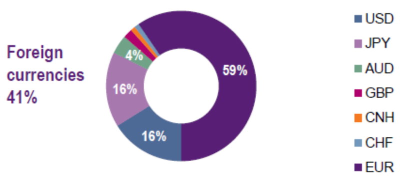
€23.7bn raised as of October 31, 2019
- Unsecured bonds: €13.8bn o/w €5.0bn of senior non-preferred debt
- Covered bonds: €8.3bn
- ABS: €1.6bn
- Average maturity at issue: 7.6 years
- Average cost of liquidity: mid-swap +43 bps

Landmark transactions in September/October 2019 further diversifying our investor base
- Compagnie de Financement Foncier covered bond issue at 8.2 years with a negative yield (- 0.326%): € 1 billion
- BPCE senior preferred bond issue at 5 years in AUD: A$ 400 million
- BPCE senior preferred bond issue at 10 years in USD: US$ 750 million
- BPCE SFH covered bond issue at 7 years with a negative yield (- 0.069%): € 1.25 billion

Structure of MLT funding as of October 31, 2019



Diversification of the investor base for MLT funding raised as of October 31, 2019 (in unsecured bond issues)



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RETAIL BANKING & INSURANCE 1/6

Dynamic client activity
Increase in revenues and positive jaws effect in 9M-19

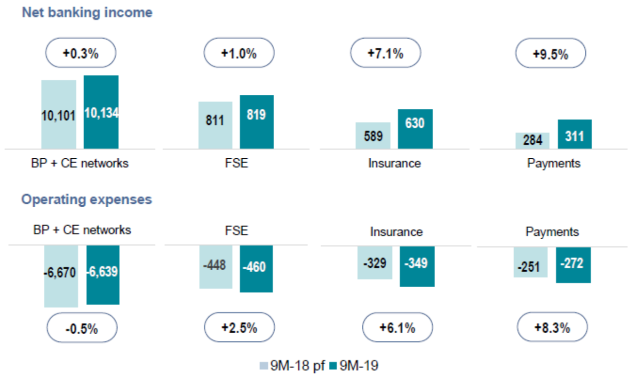
Loan outstandings: €516bn, +7.6% YoY

o/w residential mortgages **+8.1% YoY**
o/w consumer loans **+7.2%YoY**
o/w equipment loans **+6.9% YoY**

On-balance sheet deposits & savings[1]: €454bn, +8.1% YoY

o/w sight deposits **+13.3% YoY**

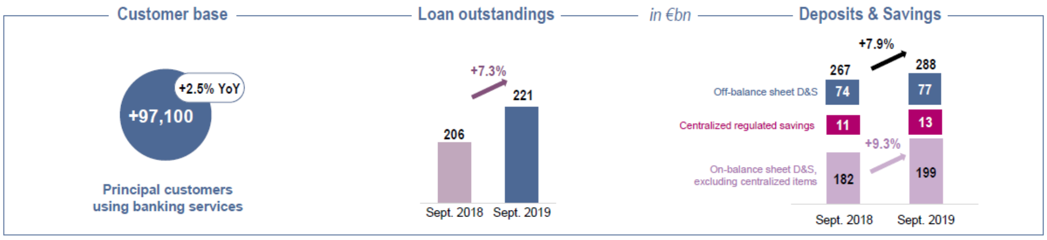
Underlying figures[2] €m	9M-19	% Change N-1 pf	Q3-19	% Change N-1 pf
Net banking income	12,141	0.9%	3,972	(0.1)%
Operating expenses	(7,872)	0.2%	(2,551)	1.5%
Gross operating income	4,270	2.2%	1,422	(2.7)%
Cost of risk	(702)	7.9%	(243)	26.9%
Income before tax after IFRIC 21 restatement	3,642	1.3%	1,163	(6.2)%
Cost/income ratio[3]	*64.6%*	*(0.4)pp*	*64.9%*	*0.7pp*
Normative ROE (after tax)[3]	*10.2%*	*(0.6)pp*	*9.7%*	*(1.2)pp*



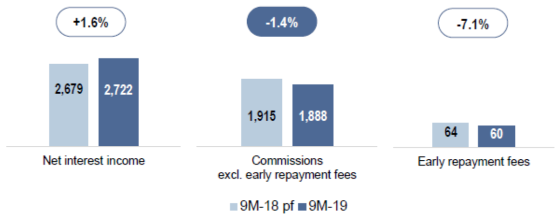
[1] Excluding centralized regulated savings [2] Excluding exceptional items (see annex) [3] After IFRIC 21 restatement

RETAIL BANKING & INSURANCE 2/6

BANQUE POPULAIRE Robust NBI; income before tax[1,2] +4.4% in 9M-19



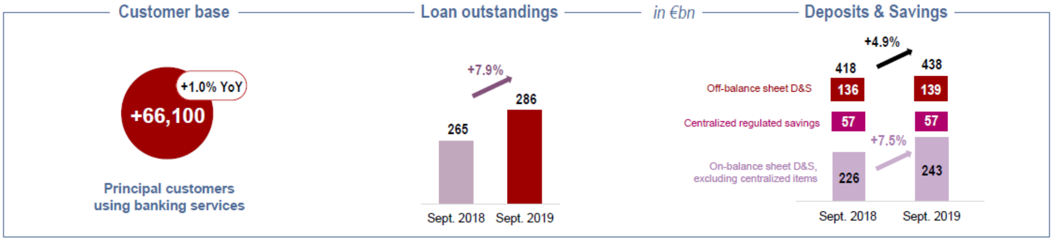
Underlying figures[1] €m	9M-19	% Change N-1 pf	Q3-19	% Change N-1 pf
Net banking income	4,813	0.5%	1,568	0.6%
Operating expenses	(3,210)	0.4%	(1,049)	1.1%
Gross operating income	1,602	0.9%	519	(0.3)%
Cost of risk	(288)	(11.9)%	(109)	38.7%
Income before tax after IFRIC 21 restatement	1,358	4.4%	410	(5.1)%
Cost/income ratio[2]	*66.5%*	*stable*	*67.4%*	*stable*



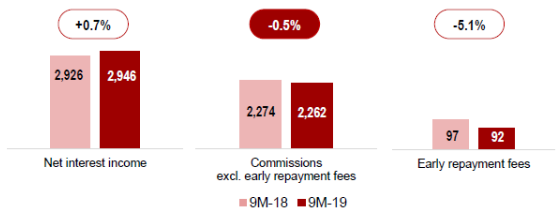
[1] Excluding exceptional items (see annex) [2] After IFRIC 21 restatement

RETAIL BANKING & INSURANCE 3/6

CAISSE D'EPARGNE GOI[1] +2.7% in 9M-19 driven by strict expense control



Underlying figures[1] €m	9M-19	% Change N-1 pf	Q3-19	% Change N-1 pf
Net banking income	5,321	0.1%	1,743	(1.7)%
Operating expenses	(3,429)	(1.2)%	(1,098)	0.7%
Gross operating income	1,892	2.7%	645	(5.6)%
Cost of risk	(321)	26.0%	(112)	29.9%
Income before tax after IFRIC 21 restatement	1,582	(1.4)%	522	(10.5)%
Cost/income ratio[2]	*64.2%*	*(0.8)pp*	*63.7%*	*1.4pp*



[1] Excluding exceptional items (see annex) [2] After IFRIC 21 restatement

17 RESULTS FOR THE 3RD QUARTER AND FIRST 9 MONTHS OF 2019 GROUPE BPCE

RETAIL BANKING & INSURANCE 4/6

Financial Solutions & Expertise – business dynamism and solid revenue base

Business activities

- **Consumer credit**: loan outstandings +8% YoY
  Progressive ramp-up of the loan restructuration offer distributed by the BP and CE networks
- **Leasing**: dynamic new production, up by more than 16% vs. 9M-18
- **Sureties & financial guarantees**: buoyant activity with individual customers (+24% in gross premiums written vs. 9M-18) related to the networks' business activities
- **Factoring**: increased pace of business activity with the BP and CE networks in the corporate segment, with a 19% increase in the number of contracts opened in the period vs. 9M-18

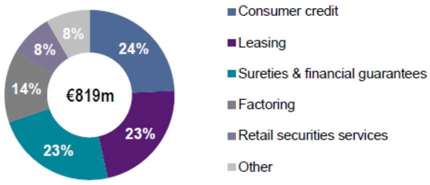
Results

Net banking income: resilient performances in all businesses

Expenses growing in line with the development of activities and investments being made in IT, regulatory projects (IFRS17, GDPR, …) and new initiatives

Cost of risk: technically trending up in 9M-19, compared to a weak base in 9M-18

Breakdown of revenues per business line
in 9M-19



Underlying figures[1] €m	9M-19	% Change N-1 pf	Q3-19	% Change N-1 pf
Net banking income	819	1.0%	268	(0.8)%
Operating expenses	(460)	2.5%	(154)	4.6%
Gross operating income	359	(1.0)%	114	(7.2)%
Cost of risk	(62)	27.8%	(15)	(19.5)%
Income before tax after IFRIC 21 restatement	298	(5.5)%	98	(3.3)%
Cost/income ratio[2]	*56.0%*	*1.0pp*	*57.6%*	*2.5pp*

[1] Excluding exceptional items (see annex) [2] After IFRIC 21 restatement

18 RESULTS FOR THE 3RD QUARTER AND FIRST 9 MONTHS OF 2019 GROUPE BPCE

RETAIL BANKING & INSURANCE 5/6

Scope: Insurance division of Natixis

Insurance – continued strong momentum with +8% GOI growth

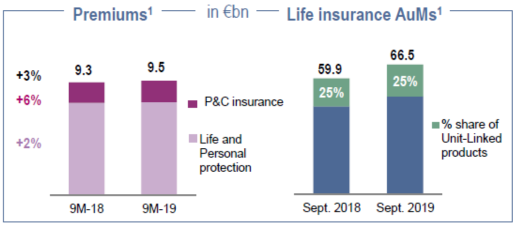
Business activities

Life[1] and Personal protection insurance

- Total AuMs at €66.5bn at end-September 2019
  €4.5bn of net inflows in 9M-19 (€1.2bn in Q3-19)
- Unit-linked AuMs at €16.5bn at end-September 2019
  UL products accounted for 28% of gross inflows in Q3-19, above the French market average[2]

P&C Insurance

- €0.4bn earned premiums in Q3-19, +9% YoY and +6% in 9M-19
- Combined ratio: 92.3% in 9M-19, +0.4pp YoY
- Equipment rate: BP network 26.8% (+0.3pp vs. Q2-19) and CE network 29.8% (+0.3pp vs. Q2-19)



Results

Net banking income: +7.1% in 9M-19, with across-the-board growth

Expenses: +6.1% YoY in 9M-19, translating into a positive jaws effect and a **cost/income ratio improvement**

Gross operating income: +8.4% in 9M-19

Underlying figures[3] €m	9M-19	% Change N-1	Q3-19	% Change N-1
Net banking income	630	7.1%	205	7.0%
Operating expenses	(349)	6.1%	(110)	6.2%
Gross operating income	281	8.4%	95	8.0%
Income before tax after IFRIC 21 restatement	292	8.0%	92	6.6%
Cost/income ratio[4]	*54.7%*	*(0.5)pp*	*55.9%*	*(0.8)pp*

[1] Excluding the reinsurance agreement with CNP [2] Source FFA [3] Excluding exceptional items (see annex) [4] After IFRIC 21 restatement

RETAIL BANKING & INSURANCE 6/6

Scope: Payments division of Natixis

Payments – continued double-digit GOI growth with positive jaws effect

Net revenues: +9.5% YoY, driven by all payments activities

- **Payment Processing & Services:** steady +5% YoY in 9M-19 revenue growth in Natixis Payments' historical activities
  Number of card transactions processed +10% YoY in 9M-19
- **Merchant Solutions:** solid business volumes generated by Dalenys and PayPlug, up +23% in 9M-19
- **Prepaid & Issuing Solutions:** robust growth in Q3-19 driven by meal vouchers and the contribution of our *Benefits & Rewards* activity (Titres Cadeaux and Comitéo)
  Number of mobile payments more than x2.6 vs. Q3-18

Expenses: +8.3% YoY, translating into positive jaws effect

Gross operating income: +18.7% in 9M-19

Underlying figures[1] €m	9M-19	% Change N-1 pf	Q3-19	% Change N-1 pf
Net banking income	311	9.5%	103	7.7%
Operating expenses	(272)	8.3%	(91)	6.9%
Gross operating income	39	18.7%	13	14.0%
Income before tax after IFRIC 21 restatement	38	11.0%	11	3.1%
Cost/income ratio[2]	*87.3%*	*(1.0)pp*	*87.9%*	*(0.7)pp*

[1] Excluding exceptional items (see annex) [2] After IFRIC 21 restatement

ASSET & WEALTH MANAGEMENT

Net revenue and AuM growth in Asset management, in both Europe and North America

Asset management: net flows on LT products reached ~€(4)bn in Q3-19 more than offset by supportive market and FX impacts

- **European affiliates[1]: ~€2bn net inflows** in Q3-19, mainly driven by Real asset strategies and Mirova
- **North American affiliates[1]: ~€5bn net outflows** in Q3-19, primarily driven by Harris and Loomis *Fixed income* strategies; WCM *Equity* strategies are a growth relay
- **AuMs: €921bn** as at Sept. 30, 2019, +14% YTD

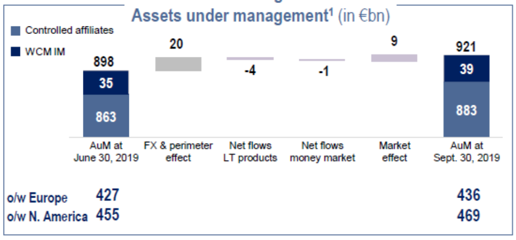
Wealth management: AuM at €30.3bn as at Sept. 30, 2019 with **€0.9bn positive net inflows** in the quarter

Net revenues: +12.4% in Q3-19 (+10% at constant exchange rate), illustrating the resilience of our multi-boutique model

- **Asset management:**
  - Overall 9M-19 **fee rate** (excl. perf. fees) at **~30 bps**, in line with H1-19 levels and with the New Dimension target
  - **Performance fees: €362m in 9M-19** (~15% of AM revenues vs. ~13% in FY2018), mainly driven by H_2O and AEW
- **Wealth management:** net revenues +3% YoY in Q3-19

Expenses growing in line with revenues, reflecting in part the variable structure of the cost base in AM (higher performance fees), as well as investments being made in new initiatives, digitalization/IT upgrades and MIFID 2 impact

Asset Management: Assets under management[1] (in €bn)



Underlying figures[2] *€m*	9M-19	% Change N-1 pf	Constant FX % change N-1 pf	Q3-19	% Change N-1 pf
Net banking income	2,651	6.8%	3.3%	945	12.4%
Operating expenses	(1,804)	6.9%	3.2%	(646)	12.8%
Gross operating income	846	6.7%	3.4%	299	11.6%
Income before tax after IFRIC 21 restatement	848	6.9%		299	12.3%
Cost/income ratio[3]	*68.0%*	-		*68.5%*	*0.2pp*
Normative ROE (after tax)[3]	*13.5%*	*(1.1)pp*		*13.4%*	*(1.2)pp*

[1] Europe including Dynamic Solutions and Vega IM AuM, US including WCM IM [2] Excluding exceptional items (see annex) [3] After IFRIC 21 restatement

21 RESULTS FOR THE 3RD QUARTER AND FIRST 9 MONTHS OF 2019 GROUPE BPCE

CORPORATE & INVESTMENT BANKING

Good performance with strong Global finance

Net revenues: +3.2% in Q3-19

Global markets: +3% in Q3-19; 9M-19 FICT and equity revenue evolutions reflecting a high comparison base, especially in Q1-18

- FICT: **+2% in Q3-19**, despite tough market conditions and very volatile long-term interest rates
- Equity: net revenues down a modest **€3m in Q3-19** Good performance from **continued diversification** with solid commercial successes, especially in Convertibles and Green finance

Global finance: +8% in Q3-19 with all Real Assets business lines featuring YoY growth and slightly lower revenues from Energy & natural resources
Distribution rate on Real Assets at ~64% in Q3-19, +1pp YoY

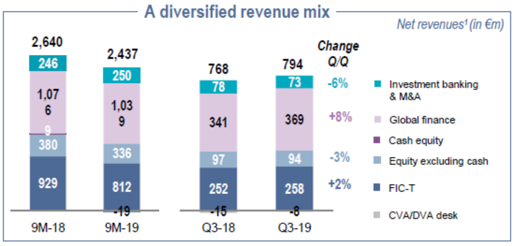
Investment banking and M&A: down in Q3-19 and +2% YoY in 9M-19
Good contributions from our APAC M&A boutiques

Proportion of revenues generated from **services fees at ~40%** in 9M-19[4]

Expenses well under control: -2% in Q3-19 (at constant FX)
This reflects lower variable costs and ongoing initiatives to improve efficiency despite investments being made to develop our sectorial approach as well as control functions

Cost of risk up YoY vs. a very low Q3-18

A diversified revenue mix



Underlying figures[2] *€m*	9M-19	% Change N-1 pf	Constant FX % change N-1 pf	Q3-19	% Change N-1 pf
Net banking income	2,438	(9.0)%	(11.3)%	784	3.2%
Operating expenses	(1,618)	(1.0)%	(2.9)%	(518)	(0.6)%
Gross operating income	820	(21.5)%	(24.1)%	265	11.5%
Cost of risk	(193)	ns		(59)	ns
Income before tax after IFRIC 21 restatement	643	(33.7)%		201	(2.9)%
Cost/income ratio[3]	*66.0%*	*5.3pp*		*67.2%*	*(2.4)pp*
Normative ROE (after tax)[3]	*9.2%*	*(5.2)pp*		*8.6%*	*(0.4)pp*

[1] Total excluding CVA/DVA desk and other; figures at current FX [2] Excluding exceptional items (see annex) [3] After IFRIC 21 restatement [4] ENR, Real Assets, ASF

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CONCLUSION

Solid revenue base:
revenues +0.9% in 9M-19 in Retail banking & Insurance in a low interest rate environment
revenues +12.4% in Q3-19 in AWM; better trend in CIB in Q3-19, with revenues +3.2%

Strict cost control:
-0.5% on a reported basis in 9M-19
-0.2%[1] on an underlying basis in 9M-19

Strong capital and TLAC positions
2019 MLT funding plan already completed and some prefunding for 2020 raised at end-October 2019

Successful completion of strategic initiatives: acquisition of a 50.1% interest in Oney Bank

[1] At constant exchange rates

RESULTS FOR THE 3RD QUARTER AND FIRST 9 MONTHS OF 2019

ANNEXES

NOVEMBER 7, 2019

PARIS 2024

PARIS 2024 JEUX PARALYMPIQUES

GROUPE BPCE

PARTENAIRE PREMIUM

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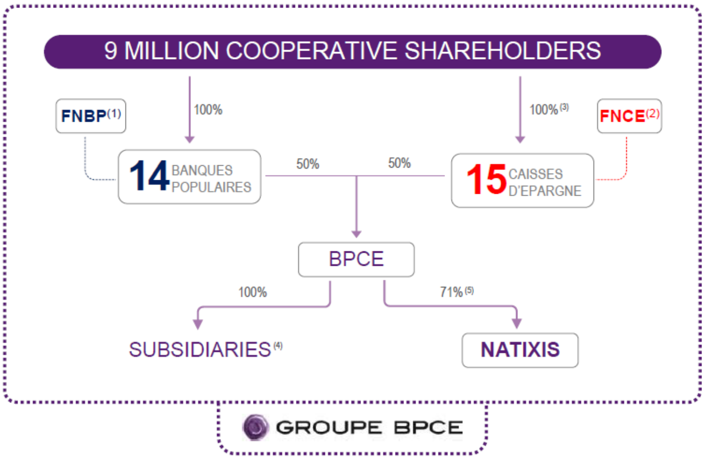
Organizational structure of Groupe BPCE at September 30, 2019



(1) Fédération Nationale des Banques Populaires
(2) Fédération Nationale des Caisses d'Epargne
(3) Indirectly through Local Savings Companies
(4) Banque Palatine, FSE subsidiaries, etc.
(5) Float: 29%

ANNEXES

Note on methodology (1/4)

Presentation of the pro-forma quarterly results

- The segment information has been modified as of Q1-19 reflecting the strategic project:

  In the Retail banking & Insurance business line:
  - Creation of the Financial Solutions & Expertise division including factoring, consumer credit, leasing, sureties and financial guarantees, retail securities services (formerly in the SFS division),
  - Payments becomes a standalone business line (formerly in the SFS division).

  In the Asset & Wealth Management business line:
  - Employee savings plan activities are reallocated from RB&I (formerly in the SFS division) to AWM.

  In the Corporate & Investment banking business line:
  - Film industry financing is reallocated from RB&I (formerly in the SFS division) to CIB (Global Finance).

  In the Corporate center:
  - Equity interests are isolated and mainly include Coface and CNP Assurances,
  - Run-off activities include Crédit Foncier (except Socfim and CFI allocated to RB&I) and BPCE International (except Pramex allocated to RB&I).

  The previous quarters have been restated accordingly.

Exceptional items

- The exceptional items and the reconciliation of the restated income statement to the income statement reported by Groupe BPCE are included in an annex to this document.

Restatement of the impact of IFRIC 21

- The results, cost/income ratios and ROE, after being restated to account for the impact of IFRIC 21, are calculated on the basis of ¼ of the amount of taxes and contributions resulting from the interpretation of IFRIC 21 for a given quarter, or ½ of the amount of taxes and contributions resulting from the interpretation of IFRIC 21 for a 6-month period. In practice, for Groupe BPCE, the principal taxes concerned by IFRIC 21 are the company social solidarity contribution (C3S) and contributions and levies of a regulatory nature (systemic risk tax levied on banking institutions, contribution to ACPR control costs, contribution to the Single Resolution Fund and to the Single Supervisory Mechanism).

ANNEXES

Note on methodology (2/4)

Net banking income

- Customer net interest income, excluding regulated home savings schemes, is computed on the basis of interest earned from transactions with customers, excluding net interest on centralized savings products (*Livret A, Livret Développement Durable, Livret Epargne Logement* passbook savings accounts) in addition to changes in provisions for regulated home purchase savings schemes. Net interest on centralized savings is assimilated to commissions.

Operating expenses

- The operating expenses correspond to the aggregate total of the "Operating Expenses" (as presented in the Group's registration document, note 4.7 appended to the consolidated financial statements of Groupe BPCE) and "Depreciation, amortization and impairment for property, plant and equipment and intangible assets."

Cost of risk

- The cost of risk is expressed in basis points and measures the level of risk per business line as a percentage of the volume of loan outstandings; it is calculated by comparing net provisions booked with respect to credit risks of the period to gross customer loan outstandings at the beginning of the period.

Business line performance presented using Basel 3 standards

- The **accounting ROE of Groupe BPCE** is the ratio between the following items:
  - Net income attributable to equity holders of the parent restated to account for the interest expense related to deeply subordinated notes classified as equity and for non-economic and exceptional items.
  - Equity attributable to equity holders of the parent restated to account for the deeply subordinated notes classified as equity and for unrealized gains and losses.
- The **normative ROE of the business lines** is the ratio between the following items:
  - Business line contributory net income attributable to equity holders of the parent, less interest (computed at the standard rate of 2%) paid on surplus equity compared with normative capital and restated to account for non-economic and exceptional items.
  - Normative capital adjusted to reflect goodwill and intangible assets related to the business line.
  - Normative capital is allocated to Groupe BPCE business lines on the basis of 10.5% of Basel-3 average risk-weighted assets.

ANNEXES

Note on methodology (3/4)

Capital adequacy

- **Common Equity Tier 1** is determined in accordance with the applicable CRR/CRD IV rules, after deduction, following the instructions of the supervisory authorities, of irrevocable payment commitments.
- **Additional Tier-1 capital** takes account of subordinated debt issues that have become non-eligible and subject to ceilings at the phase-out rate in force.
- **The leverage ratio** is calculated using the rules of the Delegated Act published by the European Commission on October 10, 2014, without transitional measures. Securities financing operations carried out with clearing houses are offset on the basis of the criteria set forth in IAS 32, without consideration of maturity and currency criteria. Following the decision of July 13, 2018 handed down by the General Court of the European Union, Groupe BPCE again requested the agreement of the ECB to exclude the centralized outstandings of regulated savings from the calculation of the denominator of the ratio.

Total loss-absorbing capacity

- **The amount of liabilities eligible for inclusion in the numerator used to calculate the Total Loss-Absorbing Capacity (TLAC) ratio** is determined on the basis of our understanding of the Term Sheet published by the FSB on November 9, 2015: "Principles on Loss-Absorbing and Recapitalization Capacity of G-SIBs in Resolution."
- This amount is comprised of the following 4 items:
  - Common Equity Tier 1 in accordance with the applicable CRR/CRD IV rules,
  - Additional Tier-1 capital in accordance with the applicable CRR/CRD IV rules,
  - Tier-2 capital in accordance with the applicable CRR/CRD IV rules,
  - Subordinated liabilities not recognized in the capital mentioned above and whose residual maturity is greater than 1 year, namely:
    - The share of additional Tier-1 capital instruments not recognized in common equity (i.e. included in the phase-out),
    - The share of the prudential discount on Tier-2 capital instruments whose residual maturity is greater than 1 year,
    - The nominal amount of senior non-preferred securities maturing in more than 1 year.
- Eligible amounts differ slightly from the amounts adopted for the numerator of the capital adequacy ratios; these eligible amounts are determined using the principles defined in the Term Sheet published by the FSB on November 9, 2015.

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Note on methodology (4/4)

Liquidity

- Total liquidity reserves comprise the following:
  - Central bank-eligible assets include: ECB-eligible securities not eligible for the LCR, taken for their ECB valuation (after ECB haircut), securities retained (securitization and covered bonds) that are available and ECB-eligible taken for their ECB valuation (after ECB haircut) and private receivables available and eligible for central bank funding (ECB and the Federal Reserve), net of central bank funding.
  - LCR eligible assets comprising the Group's LCR reserve taken for their LCR valuation.
  - Liquid assets placed with central banks (ECB and the Federal Reserve), net of US Money Market Funds deposits and to which fiduciary money is added.
- Short-term funding corresponds to funding with an initial maturity of less than, or equal to, 1 year and the short-term maturities of medium-/long-term debt correspond to debt with an initial maturity date of more than 1 year maturing within the next 12 months.

Customer deposits are subject to the following adjustments:

- Addition of security issues placed by the Banque Populaire and Caisse d'Epargne retail banking networks with their customers, and certain operations carried out with counterparties comparable to customer deposits
- Withdrawal of short-term deposits held by certain financial customers collected by Natixis in pursuit of its intermediation activities.

Loan outstandings and Deposits & Savings

- Restatements regarding transitions from book outstandings to outstandings under management are as follows:
  - Deposits & Savings: the scope of outstandings under management does not include debt securities (certificates of deposit and savings bonds)
  - Loan outstandings: the scope of outstandings under management does not include securities classified as customer loans and receivables and other securities classified as financial operations.

Cost synergies

- Aggregate cost synergies correspond to the projected financial impact in 2020 of the synergies generated to date.

Digital indicators

- The number of active users of BP/CE apps corresponds to the number of active customers who logged in to the app from a mobile device in September 2019 at least once during the month.
- The scores on the Apple App and Google Play stores are the average of the scores awarded by users

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9M-19 results: reconciliation of alternative performance measures to reported data

in millions of euros		Net banking income	Operating expenses	Cost of risk	Share in income of equity-accounted associates	Gains or losses on other assets	Goodwill	Income before tax	Net income attributable to equity holders of the parent
9M-19 results		**18,004**	**(13,002)**	**(941)**	**186**	**(23)**	**(85)**	**4,139**	**2,241**
Revaluation of assets associated with deeply subordinated notes denominated in foreign currencies	*Corporate center*	15						15	1
Transformation and reorganization costs	*Business lines/ Corporate center*		(280)	(10)		(18)	(88)	(396)	(344)
Other impairments	*Business lines/ Corporate center*				(25)	(15)	3	(37)	(33)
9M-19 results excluding exceptional items		**17,989**	**(12,723)**	**(931)**	**211**	**11**	**0**	**4,556**	**2,618**
Total impact		**15**	**(280)**	**(10)**	**(25)**	**(33)**	**(85)**	**(418)**	**(377)**

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9M-18 pf results: reconciliation of alternative performance measures to reported data

in millions of euros		Net banking income	Operating expenses	Cost of risk	Gains or losses on other assets	Income before tax	Net income attributable to equity holders of the parent
9M-18 pf results		**18,157**	**(13,066)**	**(903)**	**(5)**	**4,380**	**2,497**
Revaluation of assets associated with deeply subordinated notes denominated in foreign currencies	*Corporate center*	9				9	0
SWL provision reversal	*CIB*	68				68	33
Transformation and reorganization costs	*Business lines/ Corporate center*		(413)		(20)	(433)	(284)
Legal Provision	*CIB*			(71)		(71)	(34)
9M-18 pf results excluding exceptional items		**18,080**	**(12,653)**	**(832)**	**15**	**4,806**	**2,783**
Total impact		**78**	**(413)**	**(71)**	**(20)**	**(426)**	**(286)**

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Q3-19 results: reconciliation of alternative performance measures to reported data

in millions of euros		Net banking income	Operating expenses	Gains or losses on other assets	Income before tax	Net income attributable to equity holders of the parent
Q3-19 results		**5,935**	**(4,136)**	**6**	**1,545**	**943**
Revaluation of assets associated with deeply subordinated notes denominated in foreign currencies	*Corporate center*	14			14	1
Transformation and reorganization costs	*Business lines/ Corporate center*		(83)	(12)	(95)	(65)
Q3-19 results excluding exceptional items		**5,921**	**(4,053)**	**18**	**1,626**	**1,007**
Total impact		**14**	**(83)**	**(12)**	**(81)**	**(64)**

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Q3-18 pf results: reconciliation of alternative performance measures to reported data

in millions of euros		Net banking income	Operating expenses	Cost of risk	Income before tax	Net income attributable to equity holders of the parent
Q3-18 pf results		**5,906**	**(4,225)**	**(327)**	**1,414**	**815**
Revaluation of assets associated with deeply subordinated notes denominated in foreign currencies	*Corporate center*	2			2	(3)
SWL provision reversal	CIB	68			68	33
Transformation and reorganization costs	*Business lines/ Corporate center*		(251)		(251)	(161)
Legal Provision	*CIB*			(71)	(71)	(34)
Q3-18 pf results excluding exceptional items		**5,836**	**(3,974)**	**(256)**	**1,666**	**980**
Total impact		**70**	**(251)**	**(71)**	**(252)**	**(165)**

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Reconciliation of reported consolidated data to pro-forma data (1/5)

	Retail Banking & Insurance					*Asset & Wealth Management*			*Corporate & Investment Banking*			*Corporate center*					*Groupe BPCE*		
in millions of euros	**Q1-18 reported**	**CFF transfer**	**BPCE I transfer**	**Creation of FSE division**	**Q1-18 pf**	**Q1-18 reported**	**Creation of FSE division**	**Q1-18 pf**	**Q1-18 reported**	**Creation of FSE division**	**Q1-18 pf**	**Q1-18 reported**	**CFF transfer**	**BPCE I transfer**	**Creation of FSE division**	**Q1-18 pf**	**Q1-18 reported**	**Creation of FSE division**	**Q1-18 pf**
Net banking income	4,174	(141)	(40)	(18)	3,977	777	23	799	938	6	944	121	141	40	(11)	290	6,010		6,010
Operating expenses	(2,933)	107	34	28	(2,765)	(529)	(19)	(548)	(564)	(3)	(566)	(580)	(107)	(34)	(6)	(726)	(4,606)		(4,606)
Gross operating income	1,241	(34)	(7)	10	1,212	248	3	251	375	3	378	(459)	34	7	(16)	(436)	1,404		1,404
Cost of risk	(213)	22	6	(9)	(194)				(29)	(2)	(31)	(17)	(22)	(6)	11	(34)	(259)		(259)
Gains or losses on other assets	6	2	(4)		3				3		3	3	(2)	4		6	11		11
Income before tax	1,044	(11)	(5)	1	1,030	248	3	251	352	1	353	(422)	11	5	(5)	(413)	1,222		1,222
Income tax	(357)		8		(349)	(69)	(1)	(70)	(95)		(95)	66		(8)	1	59	(455)		(455)
Non-controlling interests	(43)	1	1	18	(22)	(79)	(1)	(80)	(75)		(75)	35	(1)	(1)	1	33	(162)	18	(144)
Net income attributable to equity holders of the parent	644	(10)	4	19	659	100	1	101	182	1	183	(321)	10	(4)	(3)	(320)	605	18	623

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Reconciliation of reported consolidated data to pro-forma data (2/5)

	Retail Banking & Insurance					Asset & Wealth Management			Corporate & Investment Banking			Corporate center					Groupe BPCE		
in millions of euros	Q2-18 reported	CFF Transfer	BPCE I transfer	Creation of FSE division	Q2-18 pf	Q2-18 reported	Creation of FSE division	Q2-18 pf	Q2-18 reported	Creation of FSE division	Q2-18 pf	Q2-18 reported	CFF transfer	BPCE I transfer	Creation of FSE division	Q2-18 pf	Q2-18 reported	Creation of FSE division	Q2-18 pf
Net banking income	4,294	(134)	(55)	(23)	4,080	819	23	842	965	11	976	163	134	55	(10)	344	6,241		6,241
Operating expenses	(2,821)	90	38	25	(2,667)	(549)	(19)	(569)	(549)	(2)	(551)	(316)	(90)	(38)	(4)	(449)	(4,235)		(4,235)
Gross operating income	1,473	(44)	(17)	2	1,413	269	4	273	417	8	425	(153)	44	17	(14)	(105)	2,006		2,006
Cost of risk	(265)	9	4	(13)	(265)	(1)		(1)	(39)	2	(37)	(12)	(9)	(4)	11	(14)	(317)		(317)
Gains or losses on other assets	(18)	(1)	22		3							3	1	(22)		(18)	(15)		(15)
Income before tax	1,200	(36)	9	(11)	1,161	268	4	272	381	10	391	(105)	36	(9)	(3)	(80)	1,744		1,744
Income tax	(373)	10	2	6	(355)	(75)	(1)	(76)	(103)	(3)	(106)	79	(10)	(2)	(1)	66	(472)		(472)
Non-controlling interests	(46)	1	2	23	(20)	(83)	(1)	(84)	(82)	(3)	(84)	(23)	(1)	(2)	1	(24)	(233)	21	(212)
Net income attributable to equity holders of the parent	781	(25)	14	18	786	110	2	112	195	5	200	(49)	25	(14)	(3)	(39)	1,038	21	1,059

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Reconciliation of reported consolidated data to pro-forma data (3/5)

	Retail Banking & Insurance					Asset & Wealth Management			Corporate & Investment Banking			Corporate center					Groupe BPCE		
in millions of euros	Q3-18 reported	CFF transfer	BPCE I transfer	Creation of FSE division	Q3-18 pf	Q3-18 reported	Creation of FSE division	Q3-18 pf	Q3-18 reported	Creation of FSE division	Q3-18 pf	Q3-18 reported	CFF transfer	BPCE I transfer	Creation of FSE division	Q3-18 pf	Q3-18 reported	Creation of FSE division	Q3-18 pf
Net banking income	4,146	(107)	(43)	(20)	3,975	818	23	841	822	6	828	121	107	43	(8)	263	5,906		5,906
Operating expenses	(2,881)	264	35	27	(2,556)	(564)	(19)	(584)	(523)	(3)	(525)	(256)	(264)	(35)	(5)	(559)	(4,225)		(4,225)
Gross operating income	1,264	157	(9)	6	1,419	253	4	257	299	3	302	(135)	(157)	9	(13)	(296)	1,681		1,681
Cost of risk	(227)	23	19	(6)	(191)	(1)		(1)	(96)	(2)	(98)	(4)	(23)	(19)	8	(37)	(327)		(327)
Gains or losses on other assets	(5)				(5)							3				3	(2)		(2)
Income before tax	1,045	179	9		1,234	253	4	257	206	1	207	(90)	(179)	(9)	(5)	(283)	1,414		1,414
Income tax	(348)	(60)			(407)	(71)	(1)	(72)	(56)	(1)	(56)	47	60		1	108	(427)		(427)
Non-controlling interests	(42)		(1)	19	(24)	(81)	(1)	(82)	(45)		(46)	(22)		1	1	(21)	(191)	19	(172)
Net income attributable to equity holders of the parent	654	120	9	20	803	101	2	103	105		105	(64)	(120)	(9)	(3)	(196)	796	19	815

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Reconciliation of reported consolidated data to pro-forma data (4/5)

	Retail Banking & Insurance					Asset & Wealth Management			Corporate & Investment Banking			Corporate center					Groupe BPCE		
in millions of euros	Q4-18 reported	CFF transfer	BPCE I transfer	Creation of FSE division	Q4-18 pf	Q4-18 reported	Creation of FSE division	Q4-18 pf	Q4-18 reported	Creation of FSE division	Q4-18 pf	Q4-18 reported	CFF transfer	BPCE I transfer	Creation of FSE division	Q4-18 pf	Q4-18 reported	Creation of FSE division	Q4-18 pf
Net banking income	4,182	(99)	(35)	(23)	4,024	1,005	26	1,032	512	6	518	145	99	35	(9)	269	5,844		5,844
Operating expenses	(3,137)	246	47	29	(2,815)	(622)	(21)	(642)	(558)	(2)	(559)	(305)	(246)	(47)	(7)	(605)	(4,621)		(4,621)
Gross operating income	1,045	147	13	5	1,210	384	6	389	(46)	5	(41)	(161)	(147)	(13)	(16)	(336)	1,222		1,222
Cost of risk	(367)	7	25	(12)	(348)				(11)	3	(9)	(18)	(7)	(25)	10	(40)	(396)		(396)
Gains or losses on other assets	(23)		24		1	43		43						(24)		(24)	20		20
Income before tax	667	153	62	(7)	875	429	6	435	(54)	7	(47)	(125)	(153)	(62)	(6)	(346)	917		917
Income tax	(211)	(62)	3	14	(256)	(107)	(2)	(109)	18	(2)	16	177	62	(3)	(10)	226	(123)		(123)
Non-controlling interests	(39)		(4)	19	(25)	(171)	(1)	(172)	8	(2)	7	(4)		4	5	5	(206)	21	(186)
Net income attributable to equity holders of the parent	416	92	60	26	594	150	3	153	(28)	3	(24)	49	(92)	(60)	(11)	(115)	588	21	608

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Reconciliation of reported consolidated data to pro-forma data (5/5)

	Retail Banking & Insurance					Asset & Wealth Management			Corporate & Investment Banking			Corporate center					Groupe BPCE		
in millions of euros	2018 reported	CFF transfer	BPCE I transfer	Creation of FSE division	2018 pf	2018 reported	Creation of FSE division	2018 pf	2018 reported	Creation of FSE division	2018 pf	2018 reported	CFF transfer	BPCE I transfer	Creation of FSE division	2018 pf	2018 reported	Creation of FSE division	2018 pf
Net banking income	16,795	(482)	(173)	(85)	16,056	3,419	95	3,513	3,237	28	3,266	550	482	173	(38)	1,166	24,001		24,001
Operating expenses	(11,772)	707	153	109	(10,803)	(2,264)	(79)	(2,343)	(2,193)	(9)	(2,202)	(1,458)	(707)	(153)	(21)	(2,339)	(17,687)		(17,687)
Gross operating income	5,023	226	(20)	24	5,253	1,154	16	1,170	1,045	19	1,064	(909)	(226)	20	(59)	(1,173)	6,314		6,314
Cost of risk	(1,072)	60	55	(41)	(999)	(1)		(2)	(175)	1	(174)	(51)	(60)	(55)	41	(125)	(1,299)		(1,299)
Gains or losses on other assets	(40)	1	41		2	43		43	3		3	9	(1)	(41)		(32)	15		15
Income before tax	3,956	286	75	(17)	4,300	1,198	16	1,214	884	20	904	(742)	(286)	(75)	(19)	(1,122)	5,297		5,297
Income tax	(1,289)	(112)	13	20	(1,367)	(323)	(5)	(328)	(235)	(6)	(241)	370	112	(13)	(9)	459	(1,477)		(1,477)
Non-controlling interests	(170)	2	(2)	80	(90)	(415)	(3)	(418)	(194)	(5)	(199)	(14)	(2)	2	8	(7)	(793)	79	(714)
Net income attributable to equity holders of the parent	2,496	177	87	83	2,842	460	8	468	455	9	464	(386)	(177)	(87)	(20)	(669)	3,026	79	3,105

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Exceptional items and IFRIC 21 effects per business line: 9M-19 vs. 9M-18 pf

9M-19

in €m	Retail Banking & Insurance	AWM	CIB	Corporate center	Groupe BPCE
Impact of exceptional items	(119)	(7)	(30)	(262)	(418)
Impact of IFRIC 21	(27)	(1)	(8)	(95)	(131)
Total impact on Income before tax	(146)	(8)	(38)	(357)	(549)

in €m	Banque Populaire network	Caisse d'Epargne network	FSE	Insurance	Payments	Other networks	Retail Banking & Insurance
Impact of exceptional items	(39)	(41)	(2)	(4)	(2)	(31)	(119)
Impact of IFRIC 21	(9)	(12)	(1)	(4)	0	(1)	(27)
Total impact on Income before tax	(48)	(53)	(3)	(8)	(2)	(32)	(146)

9M-18 pf

in €m	Retail Banking & Insurance	AWM	CIB	Corporate center	Groupe BPCE
Impact of exceptional items	(133)	(12)	(11)	(270)	(426)
Impact of IFRIC 21	(36)	(1)	(7)	(90)	(135)
Total impact on Income before tax	(169)	(13)	(18)	(360)	(561)

in €m	Banque Populaire network	Caisse d'Epargne network	FSE	Insurance	Payments	Other networks	Retail Banking & Insurance
Impact of exceptional items	(55)	(53)	(6)	0	0	(18)	(133)
Impact of IFRIC 21	(14)	(15)	(2)	(5)	0	(1)	(36)
Total impact on Income before tax	(69)	(68)	(8)	(5)	0	(19)	(169)

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Exceptional items and IFRIC 21 effects per business line: Q3-19 vs. Q3-18 pf

Q3-19

in €m	Retail Banking & Insurance	AWM	CIB	Corporate center	Groupe BPCE
Impact of exceptional items	(46)	(2)	(9)	(25)	(81)
Impact of IFRIC 21	26	1	8	96	131
Total impact on Income before tax	(20)	(1)	(1)	71	50

in €m	Banque Populaire network	Caisse d'Epargne network	FSE	Insurance	Payments	Other networks	Retail Banking & Insurance
Impact of exceptional items	(16)	(14)	(1)	(2)	(2)	(11)	(46)
Impact of IFRIC 21	9	12	0	4	0	0	26
Total impact on Income before tax	(7)	(2)	(1)	2	(2)	(11)	(20)

Q3-18 pf

in €m	Retail Banking & Insurance	AWM	CIB	Corporate center	Groupe BPCE
Impact of exceptional items	(43)	(11)	(7)	(191)	(252)
Impact of IFRIC 21	36	1	7	90	135
Total impact on Income before tax	(7)	(10)	0	(101)	(117)

in €m	Banque Populaire network	Caisse d'Epargne network	FSE	Insurance	Payments	Other networks	Retail Banking & Insurance
Impact of exceptional items	(13)	(24)	(3)	1	1	(5)	(43)
Impact of IFRIC 21	14	15	2	5	0	1	36
Total impact on Income before tax	1	(9)	(1)	6	0	(4)	(7)

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Groupe BPCE: 9-months income statement per business line

in millions of euros	Retail Banking & Insurance		Asset & Wealth Management		Corporate & Investment Banking		Corporate center		Groupe BPCE		
	9M-19	9M-18 pf	9M-19	9M-18 pf	9M-19	9M-18 pf	9M-19	9M-18 pf	9M-19	9M-18 pf	%
Net banking income	12,141	12,032	2,651	2,482	2,438	2,748	775	896	18,004	18,157	(0.8%)
Operating expenses	(7,981)	(7,988)	(1,811)	(1,701)	(1,633)	(1,643)	(1,578)	(1,734)	(13,002)	(13,066)	(0.5%)
Gross operating income	4,160	4,043	840	781	805	1,105	(803)	(838)	5,002	5,091	(1.8%)
Cost/income ratio	65.7%	66.4%	68.3%	68.5%	67.0%	59.8%	ns	ns	72.2%	72.0%	0.3 pt
Cost of risk	(712)	(651)	(10)	(2)	(193)	(165)	(27)	(85)	(941)	(903)	4.2%
Income before tax	3,496	3,425	840	780	605	951	(802)	(776)	4,139	4,380	(5.5%)
Income tax	(1,169)	(1,111)	(235)	(219)	(167)	(257)	163	233	(1,408)	(1,354)	4.0%
Non-controlling interests	(71)	(65)	(289)	(246)	(133)	(206)	3	(12)	(490)	(529)	(7.3%)
Net income attributable to equity holders of the parent	2,256	2,248	316	315	304	488	(635)	(555)	2,241	2,497	(10.2%)

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Groupe BPCE: quarterly income statement per business line

in millions of euros	Retail Banking & Insurance		Asset & Wealth Management		Corporate & Investment Banking		Corporate center		Groupe BPCE		
	Q3-19	Q3-18 pf	Q3-19	Q3-18 pf	Q3-19	Q3-18 pf	Q3-19	Q3-18 pf	Q3-19	Q3-18 pf	%
Net banking income	3,972	3,975	945	841	784	828	234	263	5,935	5,906	0.5%
Operating expenses	(2,596)	(2,556)	(648)	(584)	(527)	(525)	(365)	(559)	(4,136)	(4,225)	(2.1%)
Gross operating income	1,376	1,419	297	257	256	302	(131)	(296)	1,799	1,681	7.0%
Cost/income ratio	65.4%	64.3%	68.5%	69.4%	67.3%	63.5%	ns	ns	69.7%	71.5%	(1.8 pt)
Cost of risk	(243)	(191)	(8)	(1)	(59)	(98)	(10)	(37)	(321)	(327)	(1.9%)
Income before tax	1,143	1,234	299	257	200	207	(97)	(283)	1,545	1,414	9.3%
Income tax	(370)	(407)	(83)	(72)	(54)	(56)	112	108	(396)	(427)	(7.3%)
Non-controlling interests	(22)	(24)	(108)	(82)	(44)	(46)	(31)	(21)	(206)	(172)	19.5%
Net income attributable to equity holders of the parent	751	803	107	103	102	105	(16)	(196)	943	815	15.8%

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Groupe BPCE: quarterly series

	Groupe BPCE									
in millions of euros	Q1-18 pf	Q2-18 pf	Q3-18 pf	9M-18 pf	Q4-18 pf	2018 pf	Q1-19 pf	Q2-19	Q3-19	9M-19
Net banking income	6,010	6,241	5,906	18,157	5,844	24,001	5,953	6,116	5,935	18,004
Operating expenses	(4,606)	(4,235)	(4,225)	(13,066)	(4,621)	(17,687)	(4,686)	(4,180)	(4,136)	(13,002)
Gross operating income	1,404	2,006	1,681	5,091	1,222	6,314	1,267	1,936	1,799	5,002
Cost/income ratio	76.6%	67.9%	71.5%	72.0%	79.1%	73.7%	78.7%	68.3%	69.7%	72.2%
Cost of risk	(259)	(317)	(327)	(903)	(396)	(1 299)	(294)	(326)	(321)	(941)
Income before tax	1,222	1,744	1,414	4,380	917	5,297	901	1,693	1,545	4,139
Net income attributable to equity holders of the parent	623	1,059	815	2,497	608	3,105	342	956	943	2,241

ANNEXES

Consolidated balance sheet

ASSETS (in €m)	Sept. 30, 2019	Dec. 31, 2018	LIABILITIES (in €m)	Sept. 30, 2019	Dec. 31, 2018
Cash and amounts due from central banks	103,425	76,458	Amounts due to central banks	0	9
Financial assets at fair value through profit or loss	229,926	200,516	Financial liabilities at fair value through profit or loss	223,152	194,867
Hedging derivatives	11,669	8,160	Hedging derivatives	18,412	13,589
Financial assets at fair value through shareholders' equity	44,042	40,088	Debt securities	243,070	216,878
Financial assets at amortized cost	30,685	31,776	Amounts due to credit institutions	87,368	85,662
Loans and receivables due from credit institutions and similar at amortized cost	95,984	91,142	Amounts due to customers	561,003	530,323
Loans and receivables due from customers at amortized cost	685,266	659,281	Revaluation difference on interest rate risk-hedged portfolios	292	221
Revaluation difference on interest rate risk-hedged portfolios	10,281	5,480	Current tax liabilities	1,219	262
Insurance activity investments	119,407	110,295	Deferred tax liabilities	1,476	884
Current tax assets	730	873	Accrued expenses and other liabilities	35,383	32,701
Deferred tax assets	3,550	3,174	Liabilities associated with non-current assets held for sale	1,655	2,096
Accrued income and other assets	27,416	29,123	Insurance-related liabilities	108,810	98,855
Non-current assets held for sale	2,177	2,639	Provisions	6,397	6,574
Deferred profit-sharing	-	-	Subordinated debt	17,890	17,598
Investments in associates	4,286	4,033			
Investment property	765	783	**Shareholders' equity**	**75,517**	**73,406**
Property, plant and equipment	6,457	4,419	*Equity attributable to equity holders of the parent*	*68,491*	*66,194*
Intangible assets	1,040	1,198	*Non-controlling interests*	*7,026*	*7,212*
Goodwill	4,537	4,489			
TOTAL ASSETS	1,381,643	1,273,926	TOTAL LIABILITIES	1,381,643	1,273,926

ANNEXES

Statement of changes in shareholders' equity

In millions of euros	Equity attributable to equity holders of the parent
December 31, 2018	**66,194**
Distributions	(375)
Capital increase (cooperative shares)	1,060
Remuneration of super-subordinated notes (TSSDI)	(72)
Redemption of super-subordinated notes (TSSDI)	(781)
Impact of acquisitions and disposals on non-controlling interests (minority interests)	(321)
Income	2,241
Changes in gains & losses directly recognized in equity	570
Other	(26)
September 30, 2019	**68,491**

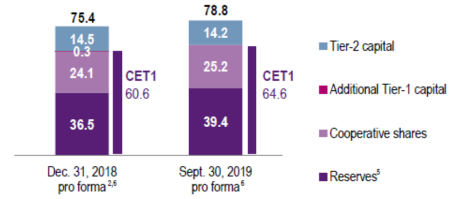
ANNEXES

Financial structure: changes in regulatory capital and fully-loaded ratios

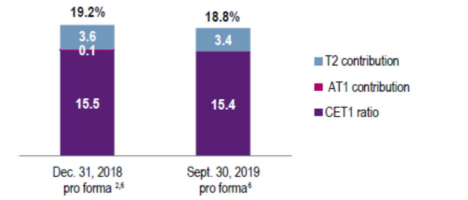
Reconciliation of shareholders' equity to total capital[1]

In billions of euros	Sept. 30, 2019	Dec. 31, 2018[2]
Equity attributable to equity holders of the parent	**68.5**	**66.2**
Cancellation of hybrid securities[3] in equity attributable to equity holders of the parent	-	(0.7)
Non-controlling interests[4]	5.0	5.2
Goodwill and intangibles	(5.0)	(5.1)
EL/Prov. difference	(0.4)	(0.2)
Pro forma impacts	-	(1.1)
Deduction of irrevocable payment commitments	(0.6)	(0.6)
Other regulatory adjustments	(2.9)	(3.1)
Common Equity Tier-1 capital	**64.6**	**60.6**
Additional Tier-1 capital	-	0.3
Tier-1 capital	**64.6**	**60.9**
Tier-2 capital	14.9	15.1
T2 regulatory adjustments	(0.7)	(0.6)
Total capital	**78.8**	**75.4**

Regulatory capital[1] (in €bn)



Total capital ratios[1] (as a %)



[1] After deduction, following the instructions of the supervisory authorities, of the part of the contributions to the Single Resolution Fund and Bank Deposit Guarantee Fund recognized in the form of irrevocable payment commitments (IPC) [2] CRR/CRD IV without transitional measures; additional Tier-1 capital takes account of subordinated debt issues that have become ineligible and capped at the phase-out rate in force [3] BPCE deeply subordinated notes booked to equity attributable to equity holders of the parent [4] Non-controlling interests (prudential definition); account is only taken of the part from Natixis, excluding super-subordinated notes and after regulatory clipping [5] Reserves net of prudential restatements [6] See page 12

ANNEXES

Financial structure: prudential ratios and credit ratings

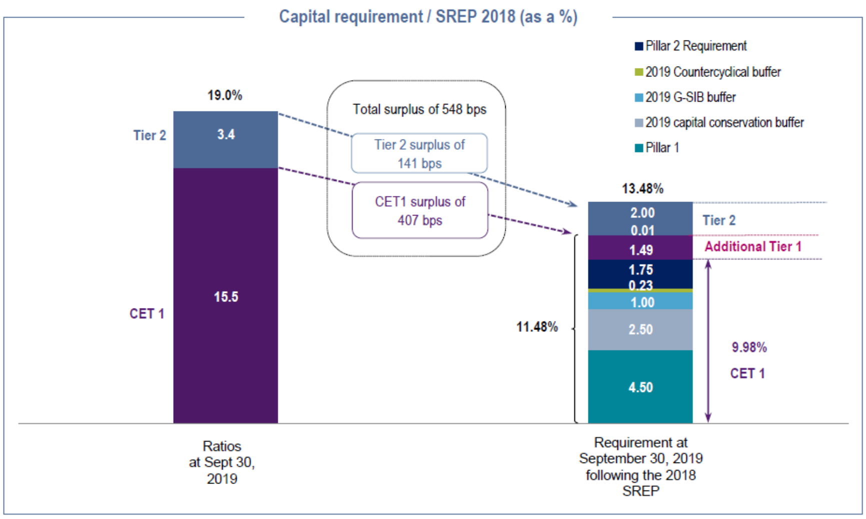
	Sept. 30, 2019[1,2]	Dec. 31, 2018[3]	Dec. 31, 2017[3]
Total risk-weighted assets	**€416bn**	€392bn	€386bn
Common Equity Tier-1 capital	**€64.6bn**	€62.2bn	€59.0bn
Tier-1 capital	**€64.6bn**	€62.5bn	€59.5bn
Total capital	**€78.8bn**	€76.9bn	€74.0bn
Common Equity Tier-1 ratio	**15.5%**	15.8%	15.3%
Tier-1 ratio	**15.5%**	15.9%	15.4%
Total capital adequacy ratio	**19.0%**	19.6%	19.2%

LONG-TERM SENIOR PREFERRED CREDIT RATINGS (NOVEMBER 7, 2019)	
FitchRatings	**A+ outlook stable**
Moody's	**A1 outlook stable**
R&I	**A+ outlook stable**
Standard & Poor's	**A+ outlook stable**

[1] After deduction of the part of the contributions to the Single Resolution Fund and Bank Deposit Guarantee Fund recognized in the form of irrevocable payment commitments (IPC) [2] Estimate [3] Taking account of transitional measures provided for by CRR / CRD IV; subject to the provisions of article 26.2 of regulation (EU) n° 575/2013

ANNEXES

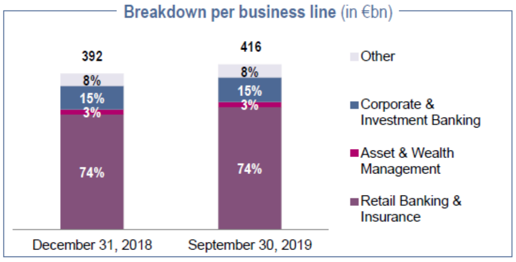
SREP



ANNEXES

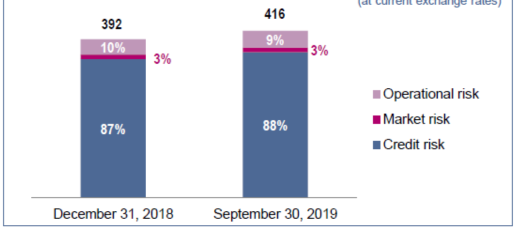
Risk-weighted assets

Breakdown per business line (in €bn)

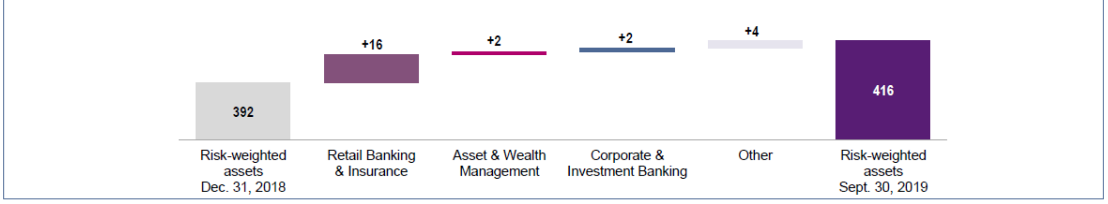


Breakdown per type of risk[1] (in €bn)

(at current exchange rates)



Change over a 9-month period (in €bn)



[1] The CVA is included under Credit risk. It accounted for less than 1% of RWA at September 30, 2019 and December 31, 2018

ANNEXES

Leverage ratio[1]

In billions of euros	Sept.30, 2019	Dec. 31, 2018
Tier-1 capital	**64.6**	**62.3**
Deduction of irrevocable payment commitments	-	(0.6)
Tier 1 capital restated[3]	**64.6**	**61.7**
Balance sheet total	**1,381.7**	**1,273.9**
Prudential restatements	(114.0)	(104.9)
Prudential balance sheet total[2]	**1,267.7**	**1,169.0**
Adjustments related to exposure to derivatives[4]	(52.5)	(33.6)
Adjustments related to security financing operations[5]	(20.4)	(20.4)
Off-balance sheet (financing and guarantee commitments)	76.2	74.1
Deduction of irrevocable payment commitments	-	(0.6)
Regulatory adjustments	(6.5)	(5.8)
Total leverage exposure[3]	**1,264.5**	**1,182.7**
Leverage ratio[3]	**5.1%**[6]	**5.2%**

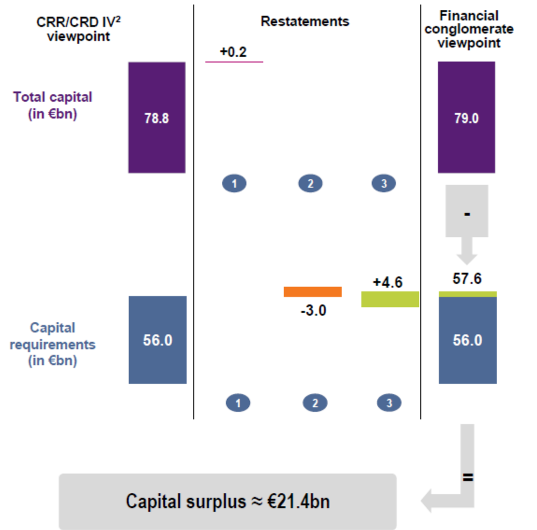
[1] Estimate calculated using the rules of the Delegated Act published by the European Commission on October 10, 2014 [2] The main difference between the statutory balance sheet and the prudential balance sheet lies in the method used for consolidating insurance companies, consolidated using the equity method in the prudential scope of consolidation, irrespective of the statutory consolidation method [3] After deduction, following the instructions of the supervisory authorities, of the part of the contributions to the Single Resolution Fund and Bank Deposit Guarantee Fund recognized in the form of irrevocable payment commitments (IPC) [4] Inclusion of the effects of offsetting applicable to derivatives according to the rules of the Delegated Act [5] Inclusion of adjustments applicable to security financing operations according to the rules of the Delegated Act [6] The leverage ratio would amount to 5.4% after excluding the centralized outstandings of regulated savings from the calculation of the denominator of the ratio, subject to the agreement of the ECB and following the decision of July 13, 2018 of the General Court of the European Union

ANNEXES

Financial conglomerate

Financial conglomerate ratio

Regulatory capital > Banking CR[1] (CRR/CRD IV) + Insurance CR[1] (Solvency 2)



Restatements applied

1. shift from a prudential to a statutory scope[3]
2. cancellation of the capital requirements of insurance companies calculated under CRR/CRD IV
3. inclusion of the solvency margin calculated under Solvency 2

Consequences

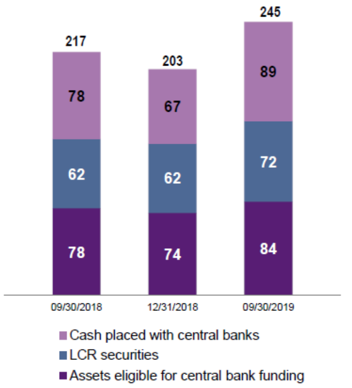
- Restatements of no significance for total capital
- Net restatement of CR of €1.6bn, < 5% of total CR

[1] CR = capital requirements, i.e. 13.48% of risk-weighted assets according to CRR/CRD IV [2] Estimate – Taking account of transitional measures; subject to the provisions of article 26.2 of regulation (EU) n° 575/2013 [3] The main difference between the two scopes lies in the method used to consolidate insurance companies, consolidated using the equity method in the prudential scope of consolidation, irrespective of the statutory consolidation method

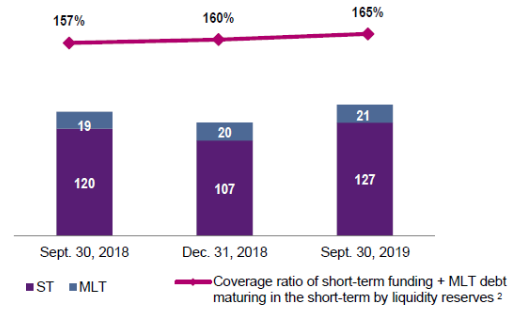
ANNEXES

Liquidity reserves and short-term funding

Total liquidity reserves of Groupe BPCE[1] (in €bn)



Short-term funding and MLT debt maturing in the short term (in €bn)



LCR > 110% at Sept 30, 2019

[1] Excluding MMF US Natixis deposits [2] Coverage ratio = Total liquidity reserves of Groupe BPCE / [Short-term funding +MLT debt maturing in the short term]

ANNEXES

Retail Banking & Insurance: 9-months income statement

in millions of euros	Banque Populaire network			Caisse d'Epargne network			Financial Solutions & Expertise			Insurance			Payments			Other networks			Retail Banking & Insurance		
	9M-19	9M-18 pf	%	9M-19	9M-18 pf	%	9M-19	9M-18 pf	%	9M-19	9M-18 pf	%	9M-19	9M-18 pf	%	9M-19	9M-18 pf	%	9M-19	9M-18 pf	%
Net banking income	4,813	4,787	0.5%	5,321	5,314	0.1%	819	811	1.0%	630	589	7.1%	311	284	9.5%	247	247	0.1%	12,141	12,032	0.9%
Operating expenses	(3,250)	(3,253)	(0.1%)	(3,460)	(3,525)	(1.8%)	(462)	(455)	1.5%	(353)	(330)	7.1%	(274)	(251)	9.2%	(182)	(174)	4.3%	(7,981)	(7,988)	(0.1%)
Gross operating income	1,563	1,534	1.9%	1,861	1,789	4.0%	357	357	0.2%	277	259	7.1%	37	33	11.4%	65	72	(10.0%)	4,160	4,043	2.9%
Cost/income ratio	67.5%	68.0%	(0.4 pt)	65.0%	66.3%	(1.3 pt)	56.4%	56.0%	0.3 pt	56.0%	56.0%	-	88.1%	88.3%	(0.2 pt)	73.7%	70.7%	3.0 pt	65.7%	66.4%	(0.7 pt)
Cost of risk	(288)	(327)	(11.9%)	(330)	(254)	29.7%	(62)	(49)	27.8%				(2)	0	ns	(29)	(20)	44.2%	(712)	(651)	9.4%
Income before tax	1,309	1,231	6.3%	1,529	1,535	(0.4%)	295	307	(3.9%)	284	265	7.1%	35	34	3.9%	44	53	(17.3%)	3,496	3,425	2.1%
Income tax	(422)	(400)	5.5%	(527)	(501)	5.2%	(103)	(98)	5.1%	(90)	(84)	7.1%	(11)	(11)	6.0%	(16)	(18)	(11.2%)	(1,169)	(1,111)	5.2%
Non-controlling interests	(2)	0	ns	(5)	(5)	3.3%	0	(1)	ns	(57)	(53)	7.3%	(7)	(7)	7.0%	0	0	-	(71)	(65)	8.1%
Net income attributable to equity holders of the parent	886	831	6.6%	997	1,029	(3.1%)	193	209	(7.8%)	137	128	7.0%	17	17	1.3%	28	35	(20.4%)	2,256	2,248	0.4%

ANNEXES

Retail Banking & Insurance: quarterly income statement

in millions of euros	Banque Populaire network			Caisse d'Epargne network			Financial Solutions & Expertise			Insurance			Payments			Other networks			Retail Banking & Insurance		
	Q3-19	Q3-18 pf	%	Q3-19	Q3-18 pf	%	Q3-19	Q3-18 pf	%	Q3-19	Q3-18 pf	%	Q3-19	Q3-18 pf	%	Q3-19	Q3-18 pf	%	Q3-19	Q3-18 pf	%
Net banking income	1,568	1,559	0.6%	1,743	1,774	(1.7%)	268	270	(0.8%)	205	192	7.0%	103	96	7.7%	84	84	0.2%	3,972	3,975	(0.1%)
Operating expenses	(1,065)	(1,051)	1.4%	(1,112)	(1,114)	(0.2%)	(155)	(150)	3.0%	(112)	(103)	8.7%	(93)	(84)	10.7%	(60)	(54)	9.8%	(2,596)	(2,556)	1.6%
Gross operating income	503	508	(1.0%)	631	660	(4.4%)	113	120	(5.5%)	93	89	5.1%	10	12	(13.5%)	25	30	(17.4%)	1,376	1,419	(3.0%)
Cost/income ratio	67.9%	67.4%	0.5 pt	63.8%	62.8%	1.0 pt	57.7%	55.5%	2.1 pt	54.6%	53.8%	0.8 pt	90.1%	87.6%	2.4 pt	70.8%	64.6%	6.2 pt	65.4%	64.3%	1.1 pt
Cost of risk	(109)	(79)	38.7%	(112)	(86)	29.9%	(15)	(19)	(19.5%)				(1)	0	ns	(5)	(7)	(30.6%)	(243)	(191)	26.9%
Income before tax	403	434	(7.1%)	519	573	(9.5%)	98	101	(2.4%)	94	92	3.0%	9	12	(23.7%)	20	23	(13.0%)	1,143	1,234	(7.3%)
Income tax	(123)	(145)	(15.5%)	(178)	(189)	(5.8%)	(28)	(33)	(13.1%)	(30)	(29)	5.1%	(3)	(4)	(18.9%)	(8)	(8)	(2.7%)	(370)	(407)	(9.1%)
Non-controlling interests	(1)	(1)	-	(1)	(2)	(56.3%)	0	0	-	(19)	(19)	0.4%	(2)	(2)	-	0	0	-	(22)	(24)	(6.4%)
Net income attributable to equity holders of the parent	279	288	(2.9%)	340	382	(11.1%)	70	68	3.0%	45	44	2.7%	4	6	(25.7%)	12	15	(18.4%)	751	803	(6.5%)

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Retail Banking & Insurance: quarterly series

	Retail Banking & Insurance									
in millions of euros	Q1-18 pf	Q2-18 pf	Q3-18 pf	9M-18 pf	Q4-18 pf	2018 pf	Q1-19 pf	Q2-19 pf	Q3-19	9M-19
Net banking income	3,977	4,080	3,975	12,032	4,024	16,056	4,070	4,099	3,972	12,141
Operating expenses	(2,765)	(2,667)	(2,556)	(7,988)	(2,815)	(10,803)	(2,694)	(2,690)	(2,596)	(7,981)
Gross operating income	1,212	1,413	1,419	4,043	1,210	5,253	1,376	1,408	1,376	4,160
Cost/income ratio	69.5%	65.4%	64.3%	66.4%	69.9%	67.3%	66.2%	65.6%	65.4%	65.7%
Cost of risk	(194)	(265)	(191)	(651)	(348)	(999)	(257)	(212)	(243)	(712)
Income before tax	1,030	1,161	1,234	3,425	875	4,300	1,131	1,222	1,143	3,496
Net income attributable to equity holders of the parent	659	786	803	2,248	594	2,842	739	766	751	2,256

GROUPE BPCE

ANNEXES

Retail Banking & Insurance: Banque Populaire and Caisse d'Epargne networks quarterly series

	Banque Populaire network									
in millions of euros	Q1-18 pf	Q2-18 pf	Q3-18 pf	9M-18 pf	Q4-18 pf	2018 pf	Q1-19	Q2-19	Q3-19	9M-19
Net banking income	1,586	1,641	1,559	4,787	1,590	6,377	1,618	1,626	1,568	4,813
Operating expenses	(1,120)	(1,083)	(1,051)	(3,253)	(1,102)	(4,355)	(1,086)	(1,099)	(1,065)	(3,250)
Gross operating income	467	559	508	1,534	488	2,022	532	527	503	1,563
Cost of risk	(107)	(141)	(79)	(327)	(152)	(479)	(94)	(85)	(109)	(288)
Income before tax	368	430	434	1,231	339	1,571	449	457	403	1,309
Net income attributable to equity holders of the parent	248	295	288	831	244	1,075	308	298	279	886

	Caisse d'Epargne network									
in millions of euros	Q1-18 pf	Q2-18 pf	Q3-18 pf	9M-18 pf	Q4-18 pf	2018 pf	Q1-19 pf	Q2-19 pf	Q3-19	9M-19
Net banking income	1,744	1,796	1,774	5,314	1,765	7,080	1,778	1,800	1,743	5,321
Operating expenses	(1,237)	(1,174)	(1,114)	(3,525)	(1,266)	(4,791)	(1,183)	(1,166)	(1,112)	(3,460)
Gross operating income	506	623	660	1,789	499	2,288	595	635	631	1,861
Cost of risk	(64)	(104)	(86)	(254)	(157)	(412)	(126)	(92)	(112)	(330)
Income before tax	443	519	573	1,535	343	1,878	470	540	519	1,529
Net income attributable to equity holders of the parent	283	364	382	1,029	224	1,252	309	348	340	997

GROUPE BPCE

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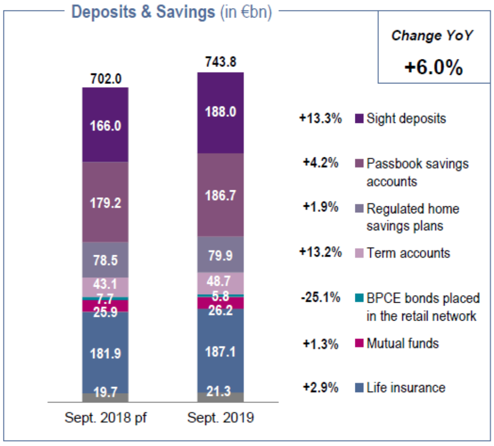
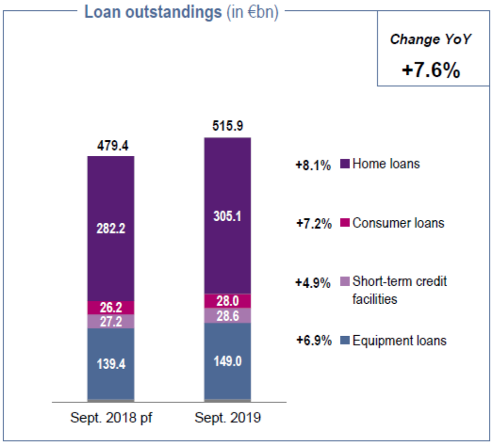
Retail Banking & Insurance





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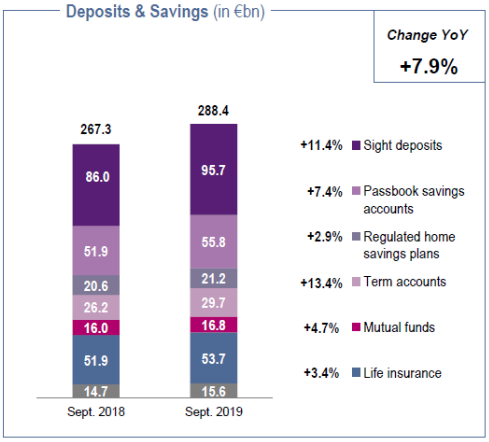
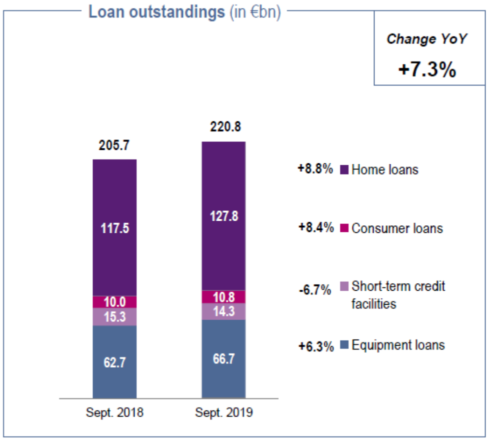
Retail Banking & Insurance: Banque Populaire network





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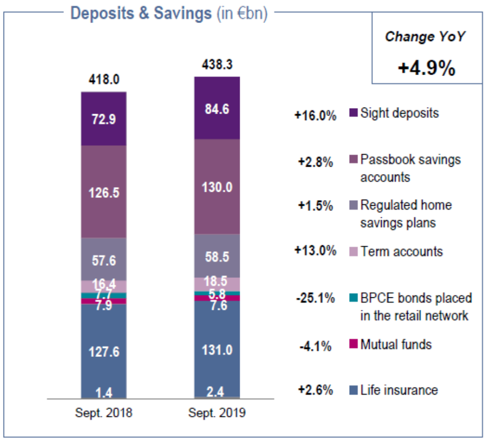
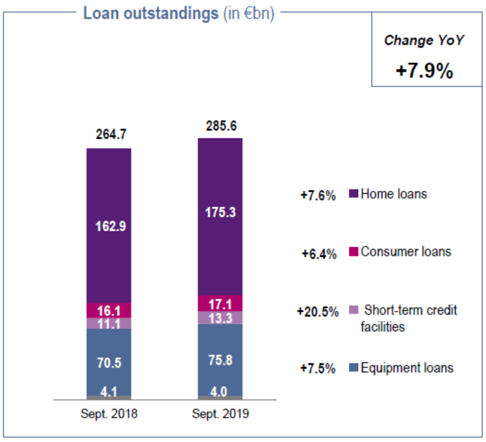
Retail Banking & Insurance: Caisse d'Epargne network





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Retail Banking & Insurance: FSE quarterly series

	Financial Solutions & Expertise									
in millions of euros	Q1-18 pf	Q2-18 pf	Q3-18 pf	9M-18 pf	Q4-18 pf	2018 pf	Q1-19 pf	Q2-19	Q3-19	9M-19
Net banking income	268	273	270	811	278	1,089	272	279	268	819
Operating expenses	(153)	(151)	(150)	(455)	(163)	(618)	(155)	(152)	(155)	(462)
Gross operating income	115	122	120	357	114	471	117	127	113	357
Cost/income ratio	57.2%	55.4%	55.5%	56.0%	58.9%	56.8%	57.0%	54.5%	57.7%	56.4%
Cost of risk	(20)	(10)	(19)	(49)	(14)	(63)	(25)	(22)	(15)	(62)
Income before tax	95	112	101	307	100	407	92	106	98	295
Net income attributable to equity holders of the parent	64	77	68	209	79	288	62	60	70	193

ANNEXES

Retail Banking & Insurance: Insurance quarterly series

	Insurance									
in millions of euros	Q1-18 pf	Q2-18 pf	Q3-18 pf	9M-18 pf	Q4-18 pf	2018 pf	Q1-19	Q2-19	Q3-19	9M-19
Net banking income	204	193	192	589	201	790	218	207	205	630
Operating expenses	(118)	(108)	(103)	(330)	(118)	(448)	(125)	(116)	(112)	(353)
Gross operating income	86	85	89	259	83	342	93	92	93	277
Cost/income ratio	58.0%	56.1%	53.8%	56.0%	58.9%	56.7%	57.5%	55.8%	54.6%	56.0%
Income before tax	89	85	92	265	91	356	93	96	94	284
Net income attributable to equity holders of the parent	43	41	44	128	46	174	45	47	45	137

ANNEXES

Retail Banking & Insurance: Payments quarterly series

	Payments									
in millions of euros	Q1-18 pf	Q2-18 pf	Q3-18 pf	9M-18 pf	Q4-18 pf	2018 pf	Q1-19	Q2-19	Q3-19	9M-19
Net banking income	93	95	96	284	105	389	103	105	103	311
Operating expenses	(79)	(88)	(84)	(251)	(90)	(341)	(88)	(94)	(93)	(274)
Gross operating income	14	7	12	33	15	48	16	11	10	37
Cost/income ratio	85.2%	92.2%	87.6%	88.3%	85.7%	87.6%	84.8%	89.6%	90.1%	88.1%
Cost of risk	0	0	0	0	(2)	(2)	0	(1)	(1)	(2)
Income before tax	14	8	12	34	13	47	16	10	9	35
Net income attributable to equity holders of the parent	7	4	6	17	6	22	8	5	4	17

ANNEXES

Retail Banking & Insurance: Other networks quarterly series

	Other networks									
in millions of euros	Q1-18 pf	Q2-18 pf	Q3-18 pf	9M-18 pf	Q4-18 pf	2018 pf	Q1-19 pf	Q2-19 pf	Q3-19	9M-19
Net banking income	82	81	84	247	85	332	81	81	84	247
Operating expenses	(57)	(63)	(54)	(174)	(75)	(250)	(58)	(64)	(60)	(182)
Gross operating income	25	18	30	72	10	83	24	17	25	65
Cost/income ratio	69.7%	77.9%	64.6%	70.7%	88.0%	75.1%	70.9%	79.3%	70.8%	73.7%
Cost of risk	(3)	(10)	(7)	(20)	(22)	(42)	(11)	(13)	(5)	(29)
Income before tax	22	8	23	53	(12)	41	12	12	20	44
Net income attributable to equity holders of the parent	15	5	15	35	(5)	30	8	8	12	28

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ANNEXES

Asset & Wealth Management: quarterly series

	Asset & Wealth Management									
in millions of euros	Q1-18 pf	Q2-18 pf	Q3-18 pf	9M-18 pf	Q4-18 pf	2018 pf	Q1-19	Q2-19	Q3-19	9M-19
Net banking income	799	842	841	2,482	1,032	3,513	773	932	945	2 651
Operating expenses	(548)	(569)	(584)	(1,701)	(642)	(2,343)	(558)	(605)	(648)	(1,811)
Gross operating income	251	273	257	781	389	1,170	216	327	297	840
Cost/income ratio	68.6%	67.6%	69.4%	68.5%	62.3%	66.7%	72.1%	64.9%	68.5%	68.3%
Cost of risk	0	(1)	(1)	(2)	0	(2)	1	(2)	(8)	(10)
Income before tax	251	272	257	780	435	1,214	216	325	299	840
Net income attributable to equity holders of the parent	101	112	103	315	153	468	90	119	107	316

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ANNEXES

Corporate & Investment Banking: quarterly series

in millions of euros	Q1-18 pf	Q2-18 pf	Q3-18 pf	9M-18 pf	Q4-18 pf	2018 pf	Q1-19	Q2-19	Q3-19	9M-19
	Corporate & Investment Banking									
Net banking income	944	976	828	2,748	518	3,266	807	847	784	2,438
Operating expenses	(566)	(551)	(525)	(1,643)	(559)	(2,202)	(582)	(523)	(527)	(1,633)
Gross operating income	378	425	302	1,105	-41	1,064	225	324	256	805
Cost/income ratio	60.0%	56.4%	63.5%	59.8%	ns	67.4%	72.2%	61.8%	67.3%	67.0%
Cost of risk	(31)	(37)	(98)	(165)	(9)	(174)	(30)	(104)	(59)	(193)
Income before tax	353	391	207	951	(47)	904	183	223	200	605
Net income attributable to equity holders of the parent	183	200	105	488	(24)	464	89	114	102	304

ANNEXES

Corporate center: quarterly series

in millions of euros	Q1-18 pf	Q2-18 pf	Q3-18 pf	9M-18 pf	Q4-18 pf	2018 pf	Q1-19 pf	Q2-19 pf	Q3-19	9M-19
	Corporate Center									
Net banking income	290	344	263	896	269	1,166	302	239	234	775
Operating expenses	(726)	(449)	(559)	(1,734)	(605)	(2,339)	(852)	(361)	(365)	(1,578)
Gross operating income	(436)	(105)	(296)	(838)	(336)	(1,173)	(550)	(123)	(131)	(803)
Cost of risk	(34)	(14)	(37)	(85)	(40)	(125)	(8)	(8)	(10)	(27)
Change in the value of goodwill	0	0	0	0	(16)	(16)	(88)	3	0	(85)
Income before tax	(413)	(80)	(283)	(776)	(346)	(1,122)	(629)	(77)	(97)	(802)
Net income attributable to equity holders of the parent	(320)	(39)	(196)	(555)	(115)	(669)	(576)	(43)	(16)	(635)

Impact of the principal non-economic and exceptional items

- **Net income attributable to equity holders of the parent in 9M-19: total impact of exceptional items -€280m**
  - Transformation and reorganization costs: -€223m

- **Net income attributable to equity holders of the parent in 9M-18 pf: total impact of exceptional items -€187m**
  - Transformation and reorganization costs: -€152m

ANNEXES

Non-performing loans and impairment

In billions of euros	September 30, 2019	June 30, 2019	March 31, 2019	Dec. 31, 2018
Gross outstanding loans to customers and credit institutions	793.9	782.6	774.0	763.1
O/w S3 outstandings	21.2	21.0	21.2	21.5
Non-performing/gross outstanding loans	2.7%	2.7%	2.7%	2.8%
S3 impairment recognized	9.7	9.7	9.7	9.7
Impairment recognized/non-performing loans	45.7%	45.9%	45.9%	45.0%
Coverage ratio (including guarantees related to impaired outstandings)	74.8%	75.6%	74.7%	74.5%

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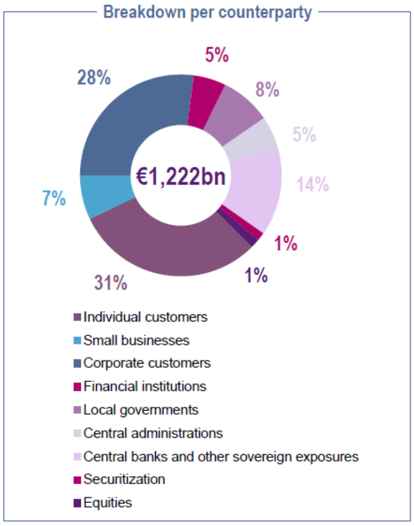
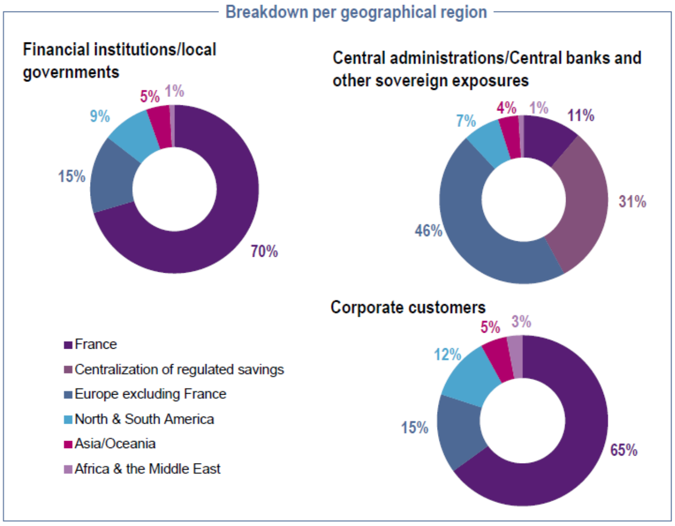
ANNEXES

Breakdown of gross exposure at September 30, 2019[1]





[1] Estimate

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PARIS 2024

PARIS 2024
JEUX PARALYMPIQUES

GROUPE BPCE

PARTENAIRE PREMIUM

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3. UPDATE TO CHAPTER 6 RISK MANAGEMENT AND PILLAR III REPORT

3.1. RISK FACTORS

The banking and financial environment in which Groupe BPCE operates is exposed to numerous risks which obliges it to implement an increasingly demanding and strict policy to control and manage these risks.

Some of the risks to which Groupe BPCE is exposed are set out below. However, this is not a comprehensive list of all of the risks incurred by Groupe BPCE in the course of conducting its business or given the environment in which it operates. The risks presented below are those identified to date as significant and specific to Groupe BPCE, and liable to have a material adverse impact on its business, financial position and/or results. For each of the risk sub-categories listed below, the risk factor considered by Groupe BPCE as the most significant one to date is listed first.

The risks presented below are also those identified to date as likely to have an adverse impact on the activities of BPCE SA group and BPCE SA.

Credit and counterparty risks

A substantial increase in asset impairment expenses recorded on Groupe BPCE's outstanding loans and receivables may have a material adverse impact on its results and financial position.

In the course of its lending activities, Groupe BPCE regularly recognizes charges for asset impairments in order to reflect, if necessary, actual or potential losses on its portfolio of loans and receivables. Such impairments are booked in the income statement under "Cost of risk." Groupe BPCE's total charges for asset impairments are based on the Group's measurement of historic losses on loans, volumes and types of loans granted, industry standards, loans in arrears, economic conditions and other factors associated with the recoverability of various types of loans. While Groupe BPCE makes every effort to set aside a sufficient level of provisions for asset impairment expenses, its lending activities may cause it in the future to have to increase its expenses for losses on loans, due to a rise in non-performing loans or for other reasons such as the deterioration of market conditions or factors affecting certain countries. Any substantial increase in charges for losses on loans, material change in Groupe BPCE's estimate of the risk of loss associated with its loan book, or any loss on loans exceeding past charges in this respect, could have a material adverse impact on Groupe BPCE's results and financial position.

For information purposes, Groupe BPCE's cost of risk amounted to €1.3 billion in 2018. At December 31, 2018, credit risks accounted for 87% of Groupe BPCE's risk-weighted assets. In terms of client segments, its exposure can be broken down to 39% for retail customers and 28% for corporate customers. In geographic terms, 79.3% of overall exposures are located in France.

Consequently, the risk associated with a significant increase in asset impairment expenses recorded on Groupe BPCE's loan and receivable outstandings is significant for Groupe BPCE in terms of impact and probability, and is therefore monitored carefully and proactively.

A decline in the financial solidity and performance of other financial institutions and market players may have an unfavorable impact on Groupe BPCE.

Groupe BPCE's ability to execute transactions may be affected by a decline in the financial strength of other financial institutions and market players. Financial institutions are closely interconnected owing to their trading, clearing, counterparty and financing operations. A default by a sector player, or even mere rumors or concerns regarding one or more financial institutions or the financial industry in general, may lead to a general contraction in market liquidity and subsequently to losses or further defaults in the future. Groupe BPCE is directly or indirectly exposed to various financial counterparties, such as investment service providers, commercial or investment banks, clearing houses and CCPs, mutual funds, hedge funds, and other institutional clients, with which it regularly conducts transactions. The default or failure of any such counterparties may have an adverse on Groupe BPCE's financial position. Moreover, Groupe BPCE may be exposed to the risk associated with the growing involvement of operators subject to little or no regulation in its business sector and to the emergence of new products subject to little or no regulation (including in particular crowdfunding and trading platforms). This risk would be exacerbated if the assets held as collateral by Groupe BPCE could not be sold or if their selling price would not cover all of Groupe BPCE's exposure to loans or derivatives in default, or in the event a key market operator such as a CCP defaults.

Exposures to "Institutions" totaled €57.5 billion, i.e. 5% of Groupe BPCE's total gross exposures (€1,151 billion at December 31, 2018). In geographic terms, 68% of the gross exposures to "Institutions" are located in France.

Groupe BPCE may be vulnerable to political, macroeconomic and financial environments or to specific circumstances in its countries of operation.

Some Groupe BPCE entities are exposed to country risk, which is the risk that economic, financial, political or social conditions in a foreign country (particularly in countries where the Group conducts business) may affect their financial interests. Groupe BPCE predominantly develops its activities in France (79% of net banking income for the fiscal year ended December 31, 2018) and North America (11% of net banking income for the fiscal year ended December 31, 2018), with other European countries and the rest of the world accounting for 6% and 4%, respectively of net banking income for the fiscal year ended December 31, 2018. Note 12.6 to the consolidated financial statements of Groupe BPCE "Locations by country", contained in the 2018 Registration Document", lists the entities established in each country and gives a breakdown of net banking income and income before tax by country of establishment.

A significant change in the political or macroeconomic environment of such countries or regions may generate additional expenses or reduce profits earned by Groupe BPCE.

A major economic disturbance, such as the 2018 financial crisis or the 2011 sovereign debt crisis in Europe, may have a material adverse impact on all Groupe BPCE activities, particularly if the disturbance encompasses a lack of liquidity on the market, making it difficult for Groupe BPCE to obtain funding. The financial markets have also been subject to strong volatility in response to various events, including but not limited to the decline in oil and commodity prices, the slowdown and turbulence on the economic and financial markets, which have directly or indirectly impacted several Groupe BPCE businesses (primarily securities transactions and financial services). If economic or market conditions in France or elsewhere in Europe were to deteriorate further, Groupe BPCE's markets of operation could be more significantly disrupted, and its business, results and financial position could be affected.

Moreover, the markets on which Groupe BPCE operates may be affected by uncertainties such as Brexit conditions. On March 29, 2017, the government of the United Kingdom invoked Article 50 of the Treaty on European Union (the "Lisbon Treaty") relating to withdrawal. Negotiations have begun to determine future relations between the United Kingdom and the European Union, particularly in terms of commercial, financial and legal agreements. The nature, timetable as well as the economic and political impacts of a potential Brexit are still highly uncertain and will depend on the outcome of the negotiations between the United Kingdom and the European Union. Brexit has sparked uncertainties, volatility and major disturbances on the European markets, and more broadly on the global economic and financial markets, and may well continue to do so, potentially harming the credit rating, activity, results and financial position of Groupe BPCE.

For more detailed information, see Chapters 4.2.1 "*Economic and financial environment"* and 4.7 *"Outlook for Groupe BPCE"* of the 2018 Registration Document.

FINANCIAL RISKS

Groupe BPCE is dependent on its access to funding and other sources of liquidity, which may be limited for reasons outside its control, thus potentially having a material adverse impact on its results.

Access to short-term and long term funding is critical for the conduct of Groupe BPCE's business. Unsecured sources of funding for Groupe BPCE include deposits, issues of long-term debt and short/medium-term negotiable debt securities, banks loans and credit lines. Groupe BPCE also uses funding secured in particular by reverse repurchase agreements. If Groupe BPCE were unable to access the secured and/or unsecured debt market at conditions deemed acceptable, or incurred an unexpected outflow of cash or collateral, including a significant decline in customer deposits, its liquidity may be negatively affected. Furthermore, if Groupe BPCE were unable to maintain a satisfactory level of customer deposits (e.g. in the event its competitors offer higher rates of return on deposits), Groupe may be forced to obtain funding at higher rates, which would reduce its net interest income and results.

Groupe BPCE's liquidity, and therefore its results, may also be affected by unforeseen events outside its control, such as general market disruptions, operational hardships affecting third parties, negative opinions on financial services in general or on the short/long-term outlook for Groupe BPCE, changes in Groupe BPCE's credit rating, or even the perception of the position of Groupe BPCE or other financial institutions among market operators.

Groupe BPCE's access to the capital markets, and the cost of long-term unsecured funding, are directly related to changes in its credit spreads on the bond and credit derivatives markets, which it can neither predict nor control. Liquidity constraints may have a material adverse impact on Groupe BPCE's financial position, results and ability to meet its obligations to its counterparties.

Groupe BPCE's liquidity reserves include cash placed with central banks and securities and receivables eligible for central bank funding. Groupe BPCE's liquidity reserve amounted to €204 billion at December 31, 2018, covering 160% of short-term funding and MLT debt maturing in the short term. The LCR (Liquidity Coverage Ratio) 12-months average amounted to 129.7% at December 31, 2018 and to 133.0% at June 30, 2019. Any restriction on Groupe BPCE's access to funding and other sources of liquidity could have a material adverse impact on its results. Given the significance these risks hold for Groupe BPCE in terms of impact and probability, they are carefully and proactively monitored.

Significant changes in interest rates may have a material adverse impact on Groupe BPCE's net banking income and profitability.

Net interest income earned by Groupe BPCE during a given period has a material influence on net banking income and profitability for the period. In addition, material changes in credit spreads may influence Groupe BPCE's earnings. Interest rates are highly sensitive to various factors that may be outside the control of Groupe BPCE. In the last decade interest rates have tended to be low but may increase, and Groupe BPCE may not be able to immediately pass on the impacts of this change. Changes in market interest rates may have an impact on the interest rate applied to interest-bearing assets, different from those of interest rates paid on interest-bearing liabilities. Any adverse change in the yield curve may reduce net interest income from associated lending and funding activities and thus have a material adverse impact on Groupe BPCE's net banking income and profitability.

The sensitivity of the net present value of Groupe BPCE's balance sheet to a +/-200 bp variation in interest rates is much lower than the 20% regulatory limit. Groupe BPCE is sensitive to a fall in interest rates with an indicator of -7.6% at June 30, 2019. The change in Groupe BPCE's projected one-year net interest income calculated under four scenarios ("increase in rates", "decrease in rates", "steepening of the curve", "flattening of the curve") compared to the central scenario showed, at March 31, 2019, the decrease in rates to be the most adverse scenario, with expected losses of €142 million over a rolling 12-month period.

Market fluctuations and volatility expose Groupe BPCE, in particular Natixis, to losses in its trading and investment activities, which may adversely impact Group's BPCE's results and financial position.

In the course of its third-party t*rading* or investment activities, Groupe BPCE may carry positions in the bond, currency, commodity and equity markets, and in unlisted securities, real estate assets and other asset classes. These positions may be affected by volatility on the markets (especially the financial markets), i.e. the degree of price fluctuations over a given period on a given market, regardless of the levels on the market in question. Certain market configurations and fluctuations may also generate losses on a broad range of trading and hedging products used, including swaps, futures, options and structured products, which could adversely impact Groupe BPCE's results and financial position. Similarly, extended market declines and/or major crises may reduce the liquidity of certain asset classes, making it difficult to sell certain assets and in turn generating material losses.

Market risk-weighted assets totaled €10.6 billion, i.e. approximately 3% of Groupe BPCE's total risk-weighted assets, at December 31, 2018. It should be noted that the Corporate and Investment Banking activities made up 13% of the Group's net banking income in 2018. For more detailed information and examples, see Note 10.1.2

("*Analysis of financial assets and liabilities classified in Level 3 of the fair value hierarchy*") to the consolidated financial statements of Groupe BPCE, included in the 2018 Registration Document.

Changes in the fair value of Groupe BPCE's portfolios of derivative securities and products, and its own debt, are likely to have an adverse impact on the carrying amount of these assets and liabilities, and as a result on Groupe BPCE's net income and equity.

The carrying amount of Groupe BPCE's derivative securities, products and other types of assets at fair value, and of its own debt, is adjusted (at balance sheet level) at the date of each new financial statement. These adjustments are predominantly based on changes in the fair value of assets and liabilities during an accounting period, i.e. changes recognized in the income statement or booked directly to equity. Changes recorded in the income statement, but not offset by corresponding changes in the fair value of other assets, have an impact on net banking income and thus on net income. All fair value adjustments have an impact on equity and thus on Groupe BPCE's capital adequacy ratios. Such adjustments are also likely to have an adverse impact on the carrying amount of Groupe BPCE's assets and liabilities, and thus on its net income and equity. The fact that fair value adjustments are recorded over an accounting period does not mean that additional adjustments will not be necessary in subsequent periods.

At December 31, 2018, financial assets at fair value totaled €248.8 billion (with approximately €187.3 billion in financial assets at fair value held for trading purposes) and financial liabilities at fair value totaled €208.5 billion (with approximately €166.0 billion in financial liabilities at fair value held for trading purposes). For more detailed information, also see Note 4.3 *"Net gains or losses on financial instruments at fair value through profit and loss"*, Note 4.4 "*Net gains or losses on financial instruments at fair value through other comprehensive income,* Note 5.2 "*Financial assets and liabilities at fair value through profit or loss"* and Note 5.4 *"Financial assets and liabilities at fair value through other comprehensive income"* of the consolidated financial statements of Groupe BPCE, included in the 2018 Registration Document.

Groupe BPCE's revenues from brokerage and other activities associated with fee and commission income may decrease in the event of market downturns.

A market downturn is liable to lower the volume of transactions (particularly financial services and securities transactions) executed by Groupe BPCE entities for their customers and as a market maker, thus reducing net banking income from these activities. In particular, in the event of a decline in market conditions, Groupe BPCE may record a lower volume of transactions carried out for its customers and a drop in the corresponding fees, leading to a decrease in revenues generated by this activity. Furthermore, as management fees invoiced by Groupe BPCE entities to their customers are generally based on the value or performance of portfolios, any decline in the markets causing the value of these portfolios to decrease or generating an increase in the amount of redemptions would reduce the revenues earned by these entities through the distribution of mutual funds or other investment products (for the Caisses d'Epargne and the Banque Populaire banks) or through asset management activities (for Natixis).

Even if there is no market decline, if funds managed for third parties throughout Groupe BPCE and other Groupe BPCE products underperform the market, redemptions may increase and/or inflows decrease as a result, with a potential corresponding impact on revenues from the Group's asset management business.

In 2018, the total net amount of fees received was €9,568 million, representing 39.9% of Groupe BPCE's net banking income. Revenues earned from fees for financial services amounted to €670 million and revenues earned from fees for securities transactions to €216 million. For more detailed information on the amounts of fees received by Groupe BPCE, see Note 4.2 ("*Fee and commission income and expenses"*) to the consolidated financial statements of Groupe BPCE, included in the 2018 Registration Document.

Downgraded credit ratings could have an adverse impact on BPCE's funding cost, profitability and business continuity.

Groupe BPCE's long-term ratings at December 31, 2018 were A+ for Fitch Ratings, A1 for Moody's, A for R&I and A+ for Standard & Poor's. The downgrading of such ratings could have an adverse impact on the funding cost of BPCE and its affiliates operating on the financial markets (including Natixis). A ratings downgrade may affect Groupe BPCE's liquidity and competitive position, increase borrowing costs, limit access to financial markets and trigger obligations under some bilateral contracts governing trading, derivative and collateralized funding transactions, thus adversely impacting its profitability and business continuity.

Furthermore, BPCE and Natixis' unsecured long-term funding cost is directly linked to their respective credit spreads (the yield spread over and above the yield on government issues with the same maturity that is paid to bond investors), which in turn are heavily dependent on their ratings. An increase in credit spreads may materially raise BPCE and Natixis' funding cost. Shifts in credit spreads are correlated to the market and sometimes subject to unforeseen and highly volatile changes. Credit spreads are also influenced by market perception of issuer solvency and are associated with changes in the purchase price of Credit Default Swaps backed by certain BPCE or Natixis debt securities. Accordingly, a change in perception of an issuer solvency due to a rating downgrade could have an adverse impact on that issuer's profitability and business continuity.

Exchange rate fluctuations may adversely impact Groupe BPCE's net banking income or net income.

Groupe BPCE entities carry out a large share of their activities in currencies other than the euro, in particular the US dollar, and changes in the exchange rate may adversely affect their net banking income and results. The fact that Groupe BPCE records costs in currencies other than the euro only partly offsets the impact of exchange rate fluctuations on net banking income. Natixis is particularly exposed to fluctuations between the euro and US dollar, as a major share of its net banking income and operating income is generated in the United States.

For information purposes, for the period ended December 31, 2018, Groupe BPCE, subject to regulatory capital requirements for foreign exchange risk, saw its foreign exchange position (i.e. the difference between long and short positions in a given currency) decrease to €2,597 million versus €2,792 million at end-2017, with €212 million for foreign exchange risk compared to €228 million at end-2017.

Insurance risks

A deterioration in market conditions, and in particular excessive interest rate increases or decreases, could have a material adverse impact on Groupe BPCE's life insurance business and net income.

Ranked as the No. 3 bancassureur in France[1], Groupe BPCE generates around 13% of its net banking income from insurance activities. Net banking income from life and non-life insurance activities amounted to €3,094 million in 2018.

The main risk to which Groupe BPCE insurance subsidiaries (predominantly Natixis) are exposed in their life insurance business is market risk. Exposure to market risk relates mainly to capital guarantee and return commitments on euro-denominated investment funds.

Among market risks, interest rate risk is structurally significant for Natixis, as its general funds consist primarily of bonds. Interest rate fluctuations may:

- in the case of higher rates: reduce the competitiveness of the euro-denominated offer (by making new investments more attractive) and trigger waves of redemptions on unfavorable terms with unrealized capital losses on outstanding bonds;
- in the case of lower rates: in the long term, make the return on general funds too low to enable them to meet their capital guarantees.

Due to the allocation of the general funds, a widening of spreads and a fall in the equity markets could also have a material adverse impact on Groupe BPCE's life insurance business and on its net income.

Because the impact and probability of this risk factor occurring are high for Groupe BPCE, this risk is carefully and proactively monitored.

A mismatch between the insurer's projected loss ratio and the actual benefits paid by Groupe BPCE to policyholders could have an adverse impact on its non-life insurance business, results and financial position.

The main risk to which Groupe BPCE insurance subsidiaries (predominantly Natixis) are exposed in their non-life insurance business is underwriting risk. This risk results from a mismatch between i) claims actually recorded and benefits actually paid as compensation for these claims and ii) the assumptions used by the subsidiaries to set the prices for their insurance products and to establish technical reserves for potential compensation.

Groupe BPCE uses both its own experience and industry data to develop estimates of future policy benefits, including information used in pricing insurance products and establishing the related actuarial liabilities. However, there can be no assurance that actual experience will match these estimates, and unforeseen risks such as pandemics or natural disasters could result in higher-than-expected payments to policyholders.

To the extent that the actual benefits paid by Groupe BPCE to policyholders are higher than the underlying assumptions used in initially establishing the future policy benefit reserves, or if events or trends were to cause Groupe BPCE to change the underlying assumptions, Groupe BPCE may be exposed to greater-than-expected liabilities, which may adversely affect its non-life insurance business, results and financial position (for example, Groupe BPCE generates around 13% of its net banking income from its life and non-life insurance activities).

[1] Based on 2017 revenue, Argus de l'Assurance 2018.

Non-financial risks

Any interruption or failure of the information systems belonging to Groupe BPCE or a third party may lead to losses, including losses in sales, and may have a material adverse impact on Groupe BPCE's results.

As is the case for the majority of its competitors, Groupe BPCE is highly dependent on information and communication systems, as a large number of increasingly complex transactions are processed in the course of its activities. Any failure, interruption or malfunction in these systems may cause errors or interruptions in the systems used to manage customer accounts, general accounts, deposits, transactions and/or to process loans. For example, if Groupe BPCE's information systems were to malfunction, even for a short period, the affected entities would be unable to meet their customers' needs in time and could thus lose transaction opportunities. Similarly, a temporary failure in Groupe BPCE's information systems despite back-up systems and contingency plans could also generate substantial information recovery and verification costs, or even a decline in its proprietary activities if, for example, such a failure were to occur during the implementation of a hedging transaction. The inability of Groupe BPCE's systems to adapt to an increasing volume of transactions may also limit its ability to develop its activities and generate losses, particularly losses in sales, and may therefore have a material adverse impact on Groupe BPCE's results.

Groupe BPCE is also exposed to the risk of malfunction or operational failure by one of its clearing agents, foreign exchange markets, clearing houses, custodians or other financial intermediaries or external service providers that it uses to carry out or facilitate its securities transactions. As interconnectivity with its customers continues to grow, Groupe BPCE may also become increasingly exposed to the risk of the operational malfunction of customer information systems. Groupe BPCE's communication and information systems, and those of its customers, service providers and counterparties, may also be subject to failures or interruptions resulting from cybercriminal or cyberterrorist acts. For example, as a result of its digital transformation, Groupe BPCE's information systems are becoming increasingly open to the outside (cloud computing, big data, etc.). and many of its processes are gradually going digital. Use of the Internet and connected devices (tablets, smartphones, apps used on tablets and mobiles, etc.) by employees and customers is on the rise, increasing the number of channels serving as potential vectors for attacks and disruptions, and the number of devices and applications vulnerable to attacks and disruptions. Consequently, the software and hardware used by Groupe BPCE's employees and external agents are constantly and increasingly subject to cyberthreats. Groupe BPCE cannot guarantee that such malfunctions or interruptions in its own systems or in third party systems will not occur or that, if they do occur, that they will be adequately resolved. Any interruption or failure of the information systems belonging to Groupe BPCE or third parties may generate losses (including commercial losses) due to the disruption of its operations and the possibility that its customers may turn to other financial institutions during and/or after any such interruptions or failures.

The risk associated with any interruption or failure of the information systems belonging to Groupe BPCE or to third parties is significant for Groupe BPCE in terms of impact and probability, and is therefore carefully and proactively monitored.

Reputational and legal risks could unfavorably impact Groupe BPCE's profitability and commercial outlook.

Groupe BPCE's reputation is of paramount importance when it comes to attracting and retaining customers. Use of inappropriate means to promote and market Group products and services, inadequate management of potential conflicts of interest, legal and regulatory requirements, ethics issues, money laundering laws, economic sanctions, information security policies and sales and trading practices could adversely affect Groupe BPCE's reputation. Its reputation could also be harmed by inappropriate employee behavior, fraud, misappropriation of funds or other malpractice committed by financial sector participants to which Groupe BPCE is exposed, any decrease, restatement or correction of financial results, or any legal ruling or regulatory action with a potentially unfavorable outcome. Any such harm to Groupe BPCE's reputation may have a negative impact on its profitability and business outlook.

Ineffective management of reputational risk could also increase Groupe BPCE's legal risk, the number of legal disputes in which it is involved and the amount of damages claimed, or may expose the Group to regulatory sanctions. During the course of Groupe BPCE's legal and arbitrage proceedings, a fine of €4.07 million was imposed on the Caisses d'Epargne in respect of Check Imaging Exchange commissions. The case is currently pending before the Court of Cassation. Similarly, the most significant ongoing disputes involving Natixis, includes in particular the Madoff case (whose outstanding amount is estimated at a euro-equivalent amount of €543.4 million at December 31, 2018), the criminal complaint filed by ADAM (Association for the Defense of Minority Shareholders) (the judicial investigation is still ongoing), and the MMR Investment Ltd case (the Paris Court of Appeal ruled against MMR Investment Ltd's motions on October 22, 2018). The financial consequences of these disputes may have an impact on the financial position of the Caisses d'Epargne or Natixis, in which case they may also adversely impact Groupe BPCE's profitability and commercial outlook.

At December 31, 2018, provisions for legal and tax risks totaled €1,702 million, including €543.4 million set aside as a provision for net exposure to the Madoff case.

Unforeseen events may interrupt Groupe BPCE's operations and cause losses and additional costs.

Unforeseen events, such as a serious natural disaster, events related to climate risk (physical risk directly associated with climate change), a pandemic, attacks or any other emergency situation may cause an abrupt interruption in the operations of Groupe BPCE entities, affecting in particular the Group's core business lines (liquidity, payment instruments, securities services, loans to individual and corporate customers, and fiduciary services) and trigger material losses, if the Group is not covered or not sufficiently covered by an insurance policy. These losses could relate to material assets, financial assets, market positions or key personnel, and have a direct and potentially material impact on Groupe BPCE's net income. Moreover, such events may also disrupt Groupe BPCE's infrastructure, or that of a third party with which Groupe BPCE does business, and generate additional costs (relating in particular to the cost of re-housing the affected personnel) and increase Groupe BPCE's costs (such as insurance premiums). Such events may invalidate insurance coverage of certain risks and thus increase Groupe BPCE's overall level of risk.

In 2018, Groupe BPCE's losses in respect of operational risk can be primarily attributed to the "trading and sales" business line (60%). 51% of losses in respect of operational risk were recorded under "Execution, delivery and process management".

The failure or inadequacy of Groupe BPCE's risk management and hedging policies, procedures and strategies may expose it to unidentified or unexpected risks which may trigger unforeseen losses.

Groupe BPCE's risk management and hedging policies, procedures and strategies may not succeed in effectively limiting its exposure to all types of market environments or all kinds of risks, and may even prove ineffective for some risks that the Group was unable to identify or anticipate. Furthermore, the risk management techniques and strategies employed by Groupe BPCE may not effectively limit its exposure to risk and do not guarantee that overall risk will actually be lowered. These techniques and strategies may prove ineffective against certain types of risk, in particular risks that Groupe BPCE had not already identified or anticipated, given that the tools used by Groupe BPCE to develop risk management procedures are based on assessments, analyses and assumptions that may prove inaccurate. Some of the indicators and qualitative tools used by Groupe BPCE to manage risk are based on the observation of past market performance. To measure risk exposures, the heads of risk management carry out a statistical analysis of these observations.

There is no guarantee that these tools or indicators will be capable of predicting future exposure to risk. For example, these risk exposures may be due to factors that Groupe BPCE may not have anticipated or correctly assessed in its statistical models or due to unexpected or unprecedented shifts in the market. This would limit Groupe BPCE's risk management capability. As a result, losses incurred by Groupe BPCE may be higher than those anticipated based on historical measurements. Moreover, the Group's quantitative models cannot factor in all risks. While no significant problem has been identified to date, the risk management systems are subject to the risk of operational failure, including fraud. Some risks are subject to a more qualitative analysis, which may prove inadequate and thus expose Groupe BPCE to unexpected losses.

Actual results may vary compared to assumptions used to prepare Groupe BPCE's financial statements, which may expose it to unexpected losses.

In accordance with current IFRS standards and interpretations, Groupe BPCE must base its financial statements on certain estimates, in particular accounting estimates relating to the determination of provisions for nonperforming loans and receivables, provisions for potential claims and litigation, and the fair value of certain assets and liabilities, *etc*.. If the values used for the estimates by Groupe BPCE prove to be materially inaccurate, in particular in the event of major and/or unexpected market trends, or if the methods used to calculate these values are modified due to future changes in IFRS standards or interpretations, Groupe BPCE may be exposed to unexpected losses.

Information on the use of estimates and judgments is provided in Note 2.3 (*"Use of estimates")* to the consolidated financial statements of Groupe BPCE, included in the 2018 Registration Document.

Strategic, business and ecosystem risks

Groupe BPCE is subject to significant regulation in France and in several other countries around the world where it operates; regulatory measures and changes could have a material adverse impact on Groupe BPCE's business and results.

The business and results of Group entities may be materially impacted by the policies and actions of various regulatory authorities in France, other governments of the European Union, the United States, foreign governments and international organizations. Such constraints may limit the ability of Group BPCE entities to expand their businesses or conduct certain activities. The nature and impact of future changes in such policies and regulatory measures are unpredictable and are beyond Groupe BPCE's control. Moreover, the general political environment has evolved unfavorably for banks and the financial industry, resulting in additional pressure on the part of legislative and regulatory bodies to adopt more stringent regulatory measures, despite the fact that these measures may have adverse consequences on lending and other financial activities, and on the economy. Because of the continuing uncertainty surrounding the new legislative and regulatory measures, it is not possible to predict what impact they will have on Groupe BPCE; however, this impact may be highly adverse.

For example, legislation and regulations have recently been enacted or proposed with a view to introducing a number of changes, some permanent, in the global financial environment. While the objective of these new measures is to avoid a recurrence of the global financial crisis, the impact of the new measures could substantially change, and may continue to change, the environment in which Groupe BPCE and other financial institutions operate.

As a result of some of these measures, Groupe BPCE has reduced, and may further reduce, the size of certain activities in order to comply with the new requirements. These measures are also liable to increase the cost of compliance with new regulations. This could cause revenues and consolidated profit to decline in the relevant business lines, sales to decline in certain activities and asset portfolios, and asset impairment expenses.

Some of these measures could also raise Groupe BPCE's financing costs. For example, on November 9, 2015, the Financial Stability Board finalized international standards requiring systemically important banks to maintain large sums of loans subordinated (by law, contract or structure) to certain secured operating liabilities, such as guaranteed or insured deposits. The purpose of these requirements, relative to the TLAC (Total Loss Absorbing Capacity) ratio, is to ensure that losses are absorbed by shareholders or creditors (excluding creditors in respect of secured operating liabilities) and thus without calling on public funds.

On November 23, 2016, the European Commission issued several legislative proposals proposing to amend a number of key EU banking directives and regulations, including the CRD IV Directive, the CRD IV Regulation, the BRRD and the Single Resolution Mechanism Regulation. If adopted, these legislative proposals would, among other things, give effect to the FSB TLAC Term Sheet and modify the requirements applicable to the "minimum requirement for own funds and eligible liabilities" (MREL). The implementation of the current texts and the new proposals, and their application to Groupe BPCE or the taking of any action thereunder is currently uncertain.

On November 16, 2018, the Financial Stability Board (FSB), in consultation with Basel Committee on Banking Supervision and national authorities, published the 2017 list of global systemically important banks (G-SIBs). Groupe BCPE is classified as a G-SIB by the FSB. Groupe BPCE also appears on the list of global systematically important financial institutions (G-SIFIs).

These regulatory measures, which may apply to various Groupe BPCE entities, and any changes in such measures may have a material adverse impact on Groupe BPCE's business and results.

The risk associated with regulatory measures and subsequent changes to such measures is significant for Groupe BPCE in terms of impact and probability, and is therefore carefully and proactively monitored.

A persistently low interest rate environment may have an adverse impact on Groupe BPCE's profitability and financial position.

The global markets have been subject to low interest rates in recent years, and it appears this situation will not be changing anytime soon. When interest rates are low, credit spreads tend to tighten, meaning Groupe BPCE may not be able to sufficiently lower interest rates paid on deposits to offset the drop in revenues associated with issuing loans at lower market rates. Groupe BPCE's efforts to reduce the cost of deposits may be restricted by the high volumes of regulated products, especially on the French market, including in particular Livret A passbook savings accounts and PEL home savings plans, which earn interest above the current market rate. In addition, Groupe BPCE may incur an increase in prepayments and renegotiations of home loans and other fixed-rate loans to individuals and businesses, as customers seek to take advantage of lower borrowing costs. Combined with the issuance of new loans at low interest rates prevailing on the markets, Group BPCE may see an overall decrease in the average interest rate in the loan book. Reduced credit spreads and weaker retail banking revenues stemming from this decrease may undermine the profitability of the retail banking activities and overall financial position of Groupe BPCE. Furthermore, if market rates begin climbing again and Groupe BPCE's hedging strategies prove ineffective or only partially offset this fluctuation in value, its profitability may be affected. An environment of persistently low interest rates may also cause the market yield curve to flatten more generally, which in turn may lower the premium generated by Groupe BPCE's financing activities and have an adverse impact on its profitability and financial position. The flattening of the yield curve may also encourage financial institutions to enter into higher-risk activities in an effort to obtain the targeted level of return, which may heighten risk and volatility on the market.

The stress tests conducted by Groupe BPCE on capital markets activities revealed the highest-impact hypothetical stress test to be the "liquidity crisis" scenario, and the highest-impact historical stress test to be the "2011 sovereign debt crisis", mainly within the Corporate & Investment Banking division of Natixis.

For information purposes, the change in Groupe BPCE's projected one-year net interest income calculated under four scenarios ("increase in rates", "decrease in rates", "steepening of the curve", "flattening of the curve") compared to the central scenario showed, at March 31, 2019, the decrease in rates to be the most adverse scenario, with expected losses of €142 million over a rolling 12-month period.

Tax legislation and its application in France and in countries where Groupe BPCE operates are likely to have an adverse impact on Groupe BPCE's results.

As a multinational banking group that carries out large and complex international transactions, Groupe BPCE (particularly Natixis) is subject to tax legislation in a large number of countries throughout the world, and structures its activity in compliance with applicable tax rules. Changes in tax schemes by the competent authorities in these countries could materially impact Groupe BPCE's profits. Groupe BPCE manages its activities with a view to creating value from the synergies and sales capabilities of its various constituent entities. It also works to structure financial products sold to its customers from a tax efficiency standpoint. The structure of intra-group transactions and financial products sold by entities of Groupe BPCE are based on its own interpretations of applicable tax regulations and laws, generally based on opinions given by independent tax experts, and, as needed, on decisions or specific interpretations by the competent tax authorities. It is possible that in the future tax authorities may challenge some of these interpretations, as a result of which the tax positions of Groupe BPCE entities may be disputed by the tax authorities, potentially resulting in tax re-assessments, which may in turn have an adverse impact on Groupe BPCE's results.

Groupe BPCE reported results are likely to vary from the targets set in the 2018-2020 strategic plan for a number of reasons, including the materialization of one or more of the risk factors described in this section. If Groupe BPCE does not meet its targets, its financial position and the value of its financial instruments may be adversely affected.

Groupe BPCE will implement a strategic plan for the 2018-2020 period which focuses on a combination of (i) digital transformation in order to seize opportunities created by the ongoing technological revolution, (ii) commitment towards its customers, employees and cooperative shareholders, and (iii) growth in all of the Group's core businesses. This document contains forward-looking information, which is necessarily subject to uncertainty. In particular, in connection with the 2018-2020 Strategic Plan, Groupe BPCE announced certain financial targets, including revenue synergies between Natixis and the Banque Populaire and Caisse d'Epargne networks and cost cutting targets. In addition, the Groupe BPCE has also disclosed targets for regulatory capital and TLAC ratios, strategic initiatives and priorities, as well as the management of the cost of risk on outstandings. The financial objectives were established primarily for purposes of planning and allocation of resources, are based on a number of assumptions, and do not constitute projections or forecasts of anticipated results. For more detailed information on the 2018-2020 strategic plan see Chapter 1.4 *("TEC 2020: a strategic plan focused on digital transformation, engagement and growth")* of the 2018 Registration Document. Groupe BPCE's reported results are likely to vary from these targets for a number of reasons, including the materialization of one or more of the risk factors described in this section. If Groupe BPCE does not meet its targets, its financial position and the value of its financial instruments may be adversely affected.

Groupe BPCE may encounter difficulties in adapting, implementing and incorporating its policy governing acquisitions or joint ventures.

Although acquisitions are not a major part of Groupe BPCE's current strategy, the Group may nonetheless consider acquisition or partnership opportunities in the future. Although Groupe BPCE carries out an in-depth analysis of any potential acquisitions or joint ventures, in general it is impossible to carry out an exhaustive appraisal in every respect. As a result, Groupe BPCE may have to manage initially unforeseen liabilities. Similarly, the results of the acquired company or joint venture may prove disappointing and the expected synergies may not be realized in whole or in part, or the transaction may give rise to higher-than-expected costs. Groupe BPCE may also encounter difficulties with the consolidation of new entities. The failure of an announced acquisition or failure to consolidate a new entity or joint venture may place a strain on Groupe BPCE's profitability. This situation may also lead to the departure of key personnel. In the event that Groupe BPCE is obliged to offer financial incentives to its employees in order to retain them, this situation may also lead to an increase in costs and a decline in profitability. Joint ventures expose Groupe BPCE to additional risks and uncertainties in that it may depend on systems, controls and persons that are outside its control and may, in this respect, see its liability incurred, suffer losses or incur damage to its reputation. Moreover, conflicts or disagreements between Groupe BPCE and its joint venture partners may have a negative impact on the targeted benefits of the joint venture. At December 31, 2018, investments in associates totaled €4 billion, including €2.5 billion for CNP Assurance group (for more detailed information see Note 12.4, "*Partnerships and associates*" to the consolidated financial statements of Groupe BPCE, included in the 2018 Registration Document).

Intense competition in France, Groupe BPCE's main market, or internationally, may cause its net income and profitability to decline.

Groupe BPCE's main business lines operate in a very competitive environment both in France and other parts of the world where it is does substantial business. This competition is heightened by consolidation, either through mergers and acquisitions or cooperation and arrangements. Consolidation has created a certain number of companies which, like Groupe BPCE, can offer a wide range of products and services ranging from insurance, loans and deposits to brokerage, investment banking and asset management. Groupe BPCE is in competition with other entities based on a number of factors, including the execution of transactions, products and services offered, innovation, reputation and price. If Groupe BPCE is unable to maintain its competitiveness in France or in its other major markets by offering a range of attractive and profitable products and services, it may lose market share in certain key business lines or incur losses in some or all of its activities.

For example, at December 31, 2018, Groupe BPCE was the No. 1 bank in France for SMEs[2] and the No. 2 bank for individual and professional customers[3], holding 26.3%[4] market share in home loans, €564 billion in loan outstandings and €705 billion in deposits and savings[5] (for more detailed information on the contribution made by each business line and each network, see Chapter 1.5, *"Key Figures 2018*" of the 2018 Registration Document). Moreover, a slowdown in the global economy or the economic environment of Groupe BPCE's main markets is likely to increase competitive pressure, in particular through greater pricing pressure and a slowdown in business volume for Groupe BPCE and its competitors. New and more competitive rivals could also enter the market. Subject to separate or more flexible regulation, or to other requirements governing prudential ratios, these new market participants would be able to offer more competitive products and services. Advances in technology and the growth of e-commerce have made it possible for institutions other than custodians to offer products and services that were traditionally banking products, and for financial institutions and other companies to provide electronic and Internet-based financial solutions, including electronic securities trading. These new entrants may put downward pressure on the price of Groupe BPCE's products and services or affect Groupe BPCE's market share. Advances in technology could lead to rapid and unexpected changes on Groupe BPCE's markets of operation. Groupe BPCE's competitive position, net earnings and profitability may be adversely affected should it prove unable to adequately adapt its activities or strategy in response to such changes.

Groupe BPCE's ability to attract and retain skilled employees is paramount to the success of its business and failing to do so may affect its performance.

The employees of Groupe BPCE entities are the Group's most valuable resource. Competition to attract qualified employees is fierce in many areas of the financial services sector. Groupe BPCE's earnings and performance depend on its ability to attract new employees and retain and motivate existing employees. Changes in the economic environment (in particular tax and other measures aimed at limiting the pay of banking sector employees) may compel Groupe BPCE to transfer its employees from one unit to another, or reduce the workforce in certain business lines, which may cause temporary disruptions due to the time required for employees to adapt to their new duties, and may limit Groupe BPCE's ability to benefit from improvements in the economic environment. This may prevent Groupe BPCE from taking advantage of potential opportunities in terms of sales or efficiency, which could in turn affect its performance.

At December 31, 2018, Groupe BPCE had a headcount of 105,458 employees, 25% of whom were under the age of 35. 14,053 employees (permanent contract, fixed-term contract and work-study) have been recruited during this year (for more detailed information, see Chapter 2.5.1 "*Employees: helping to build and develop the Group*" of the 2018 Registration Document).

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[2] 51% (No. 1) in terms of total penetration rate (2017 Kantar-TNS survey).

[3] Market share (individual customers): 22.6% in household deposits/savings, and 26.3% in home loans (source: Banque de France Q3-2018). Total penetration rate of 30.1 % (No. 2) among individual customers (SOFIA TNS-SOFRES study, April 2018.) Market share (professional customers): 41% (No. 2) in terms of total penetration rate (2017-2018 Pépites CSA survey).

[4] Banque de France Q3-2018 – SURFI quarterly statements – Outstanding home loans to households.

[5] On- and off-balance sheet deposits and savings.

BPCE may have to help entities belonging to the financial solidarity mechanism in the event they experience financial difficulties, including entities in which BPCE holds no economic interest.

As the central institution of Groupe BPCE, BPCE is responsible for ensuring the liquidity and solvency of each regional bank (Banque Populaire banks and Caisses d'Epargne) and the other members of the group of affiliates which are credit institutions subject to French regulations. The group of affiliates includes BPCE subsidiaries, such as Natixis, Crédit Foncier de France and Banque Palatine. While the regional banks (the "**contributing entities**") are required to provide BPCE with similar support, there is no guarantee that the benefits of the financial solidarity mechanism will outweigh the costs.

The three guarantee funds established to cover Groupe BPCE's liquidity and capital adequacy risks are described in Chapter 5.6.3 "*Notes to the parent company annual financial statements"*, and particularly in Note 1.2 "*Guarantee mechanism"* of the 2018 Registration Document. At December 31, 2018, the Banque Populaire and Caisse d'Epargne network funds each contained €450 million. The Mutual Guarantee Fund comprises €181 million per network. The regional banks are obligated to make additional contributions to the guarantee fund on their future profits. While the guarantee fund represents a substantial source of resources to fund the solidarity mechanism, there is no guarantee these revenues will be sufficient. If the guarantee fund proves inadequate, BPCE, in accordance with its duties as central institution, will be required to offset the deficit by mobilizing its own resources and, where applicable, those of the contributing entities.

In light of this obligation, if a member of the Group (including one of the non-contributing affiliates) were to encounter a major financial hardship, the circumstances underlying said hardship may impact the financial position of BPCE and the other contributing entities called upon for support in respect of the financial solidarity mechanism. In the extreme case where the circumstances in question resulted in the initiation of a resolution proceeding against Groupe BPCE, or the court-ordered liquidation of BPCE, the mobilization of BPCE's resources and, where applicable, the resources of the contributing entities, to support the entity initially encountering the financial hardship, may impact investors in securities issued by BPCE and the contributing entities, starting with investors in CET1 instruments and AT1 instruments. If the loss exceeded the amount of CET1 and AT1 capital, BPCE's assets and, where applicable, the assets of the contributing entities, may prove insufficient to partially or fully redeem Tier 2 instruments, senior non-preferred debt instruments and any senior preferred debt instruments. In such case, impacted investors may lose their invested capital, in part or in whole.

Investors in BPCE's securities could suffer losses if BPCE were to be subject to resolution procedures.

The EU Bank Recovery and Resolution Directive (the "BRRD") and the Single Resolution Mechanism (defined below), as transposed into French law by a decree-law dated August 20, 2015 (*ordonnance No. 2015-1024 du 20 août 2015 portant diverses dispositions d'adapation de la legislation au droit de l'Union européenne en matière financière*), provide resolution authorities with the power to write down BPCE's securities or, in the case of debt securities, to convert them to equity.

Resolution authorities may write down or convert capital instruments, such as BPCE's tier 2 subordinated debt securities, if the issuing institution or the group to which it belongs is failing or likely to fail (and there is no reasonable prospect that another measure would avoid such failure within a reasonable time period), becomes nonviable, or requires extraordinary public support (subject to certain exceptions). They must write down or convert capital instruments before opening a resolution proceeding, or if doing so is necessary to maintain the viability of an institution. Any write-down or conversion of capital instruments must be effected in order of seniority, so that common equity tier 1 instruments are to be written down first, then additional tier 1 instruments are to be written down or converted to equity, followed by tier 2 instruments. If the write-down or conversion of capital instruments is not sufficient to restore the financial health of the institution, the bail-in power held by the resolution authorities may be applied to write down or convert eligible liabilities, such as BPCE's senior non-preferred and senior preferred securities.

At June 30, 2019, CET1 capital amounted to €63.3 billion, total Tier 1 capital €63.5 billion and Tier 2 prudential capital €14.1 billion. Senior non preferred debt instruments totaled €16.5 billion at June 30, 2019.

For Groupe BPCE, all entities affiliated with the central institution of Groupe BPCE benefit from a guarantee and solidarity mechanism, the aim of which, in accordance with Articles L.511.31 and L.512.107-6 of the French Monetary and Financial Code, is to ensure the liquidity and solvency of all affiliated entities and to organize financial solidarity throughout the Group.

This financial solidarity is rooted in legislative provisions instituting a legal solidarity system requiring the central institution to restore the liquidity or solvency of struggling affiliates and/or of all Group affiliates, by mobilizing if necessary up to all cash and cash equivalents and capital available to all contributing affiliates. As a result of this complete legal solidarity, one or more affiliates may not find itself subject to court-ordered liquidation, or be affected by resolution measures within the meaning of Directive 2014/59 EU, without all affiliates also being affected.

In the event of court-ordered liquidation thus necessarily affecting all affiliates, the external creditors of all affiliates would be addressed identically according to their rank and in the order of the ranking of creditors, irrespective of their ties with any specific entity. As a result, investors in AT1 instruments and other pari passu securities would be more affected than investors in Tier 2 instruments and other pari passu securities, which in turn would be more affected than investors in external senior non-preferred debt, which in turn would be more affected than investors in external senior preferred debt. In the event of resolution, identical impairment and/or conversion rates would be applied to debts and securities of a given rank, irrespective of their ties with any specific entity, in the order of the ranking referred to above.

Only entities not themselves affected by court-ordered liquidation or resolution measures, and not contributing to the Group solidarity mechanism, are exempted from bail-in measures involving the other affiliates.

A resolution proceeding may be initiated in respect of an institution, such as BPCE, if (i) it or the group to which it belongs is failing or likely to fail, (ii) there is no reasonable prospect that another measure would avoid such failure within a reasonable time period, and (iii) a resolution measure is required, to achieve the objectives of the resolution: (a) to ensure the continuity of critical functions, (b) to avoid a significant adverse effect on the financial system, (c) to protect public funds by minimizing reliance on extraordinary public financial support, and (d) to protect customer funds and assets, in particular those of depositors. Failure of an institution means that it does not respect requirements for continuing authorization, it is unable to pay its debts or other liabilities when they fall due, it requires extraordinary public financial support (subject to limited exceptions), or the value of its liabilities exceeds the value of its assets.

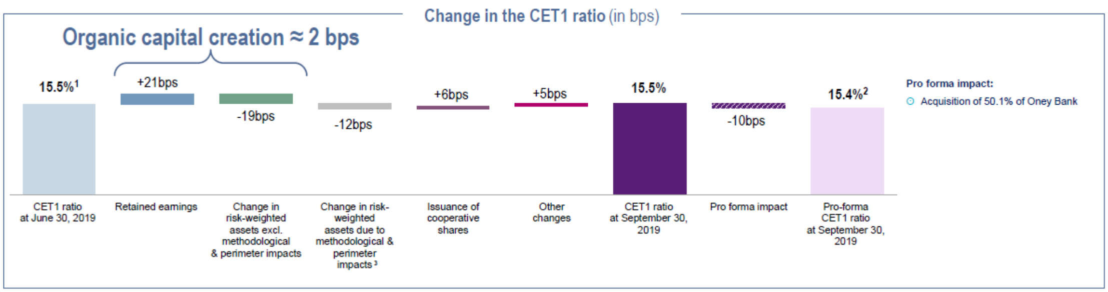
In addition to the bail-in power, resolution authorities are provided with broad powers to implement other resolution measures with respect to failing institutions or, under certain circumstances, their groups, which may include (without limitation): the total or partial sale of the institution's business to a third party or a bridge institution, the separation of assets, the replacement or substitution of the institution as obligor in respect of debt instruments, modifications to the terms of debt instruments (including altering the maturity and/or the amount of interest payable and/or imposing a temporary suspension on payments), discontinuing the listing and admission to trading of financial instruments, the dismissal of managers or the appointment of a temporary administrator (*administrateur spécial*) and the issuance of new equity or own funds.

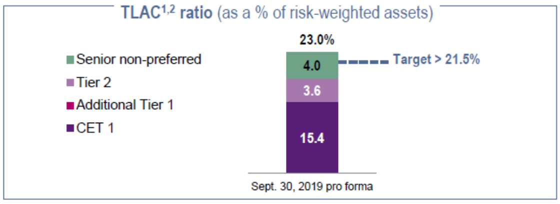
The exercise of the powers described above by resolution authorities could result in the partial or total write-down or conversion to equity of the capital instruments and the debt instruments issued by BPCE, or may substantially affect the amount of resources available to BPCE to make payments on such instruments, potentially causing BPCE investors to incur losses.

3.2. CAPITAL AND RATIOS

CAPITAL AND LOSS-ABSORBING CAPACITY

Increasing CET1 capital; CET1 and TLAC ratios at high levels





CET1 capital equal to €64.6bn[1,2] at September 30, 2019

Total loss-absorbing capacity stood at €96.3bn[1,2] at September 30, 2019, equal to a TLAC ratio of 23.0%[1,2]

Leverage ratio equal to 5.1%[1,4] at September 30, 2019

Capital adequacy, Total loss-absorbing capacity – see note on methodology [1] After deduction, following the instructions of the supervisory authorities, of irrevocable payment commitments [2] Estimate at September 30, 2019 (pro forma) [3] Methodological impact concerning speculative immovable property financing ; perimeter impact following the disposal of banking interests in Africa [4] The leverage ratio would amount to 5.4% after excluding the centralized outstandings of regulated savings from the calculation of the denominator of the ratio, subject to the agreement of the ECB and following the decision of July 13, 2018 of the General Court of the European Union

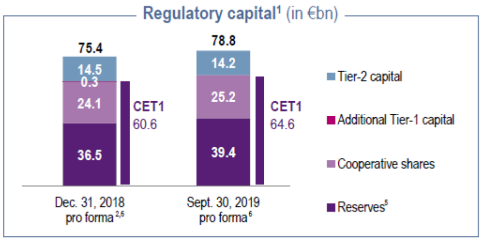
12 RESULTS FOR THE 3RD QUARTER AND FIRST 9 MONTHS OF 2019 GROUPE BPCE

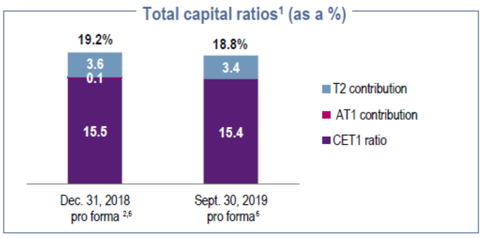
ANNEXES

Financial structure: changes in regulatory capital and fully-loaded ratios

Reconciliation of shareholders' equity to total capital[1]

In billions of euros	Sept. 30, 2019	Dec. 31, 2018[2]
Equity attributable to equity holders of the parent	**68.5**	**66.2**
Cancellation of hybrid securities[3] in equity attributable to equity holders of the parent	-	(0.7)
Non-controlling interests[4]	5.0	5.2
Goodwill and intangibles	(5.0)	(5.1)
EL/Prov. difference	(0.4)	(0.2)
Pro forma impacts	-	(1.1)
Deduction of irrevocable payment commitments	(0.6)	(0.6)
Other regulatory adjustments	(2.9)	(3.1)
Common Equity Tier-1 capital	**64.6**	**60.6**
Additional Tier-1 capital	-	0.3
Tier-1 capital	**64.6**	**60.9**
Tier-2 capital	14.9	15.1
T2 regulatory adjustments	(0.7)	(0.6)
Total capital	**78.8**	**75.4**





[1] After deduction, following the instructions of the supervisory authorities, of the part of the contributions to the Single Resolution Fund and Bank Deposit Guarantee Fund recognized in the form of irrevocable payment commitments (IPC) [2] CRR/CRD IV without transitional measures; additional Tier-1 capital takes account of subordinated debt issues that have become ineligible and capped at the phase-out rate in force [3] BPCE deeply subordinated notes booked to equity attributable to equity holders of the parent [4] Non-controlling interests (prudential definition); account is only taken of the part from Natixis, excluding super-subordinated notes and after regulatory clipping [5] Reserves net of prudential restatements [6] See page 12

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ANNEXES

Financial structure: prudential ratios and credit ratings

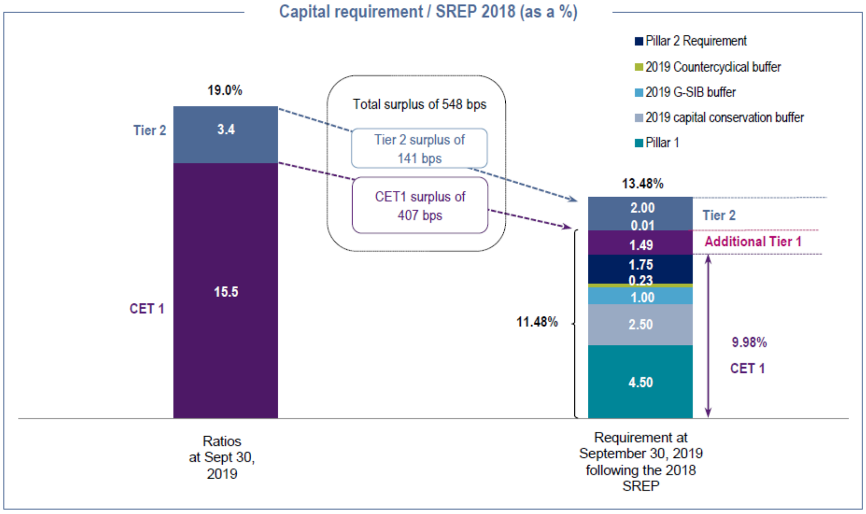
	Sept. 30, 2019[1,2]	Dec. 31, 2018[3]	Dec. 31, 2017[3]
Total risk-weighted assets	**€416bn**	€392bn	€386bn
Common Equity Tier-1 capital	**€64.6bn**	€62.2bn	€59.0bn
Tier-1 capital	**€64.6bn**	€62.5bn	€59.5bn
Total capital	**€78.8bn**	€76.9bn	€74.0bn
Common Equity Tier-1 ratio	**15.5%**	15.8%	15.3%
Tier-1 ratio	**15.5%**	15.9%	15.4%
Total capital adequacy ratio	**19.0%**	19.6%	19.2%

LONG-TERM SENIOR PREFERRED CREDIT RATINGS (NOVEMBER 7, 2019)	
FitchRatings	**A+ outlook stable**
Moody's	**A1 outlook stable**
R&I	**A+ outlook stable**
Standard & Poor's	**A+ outlook stable**

[1] After deduction of the part of the contributions to the Single Resolution Fund and Bank Deposit Guarantee Fund recognized in the form of irrevocable payment commitments (IPC) [2] Estimate [3] Taking account of transitional measures provided for by CRR / CRD IV; subject to the provisions of article 26.2 of regulation (EU) n° 575/2013

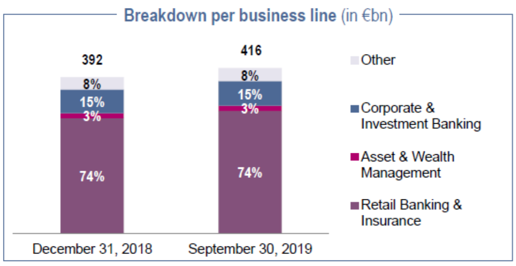
ANNEXES

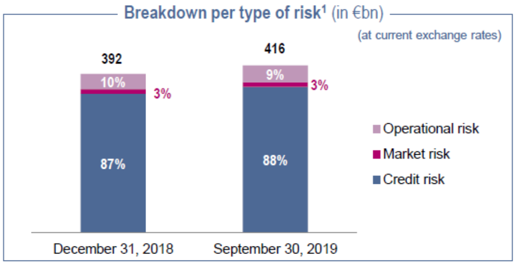
SREP

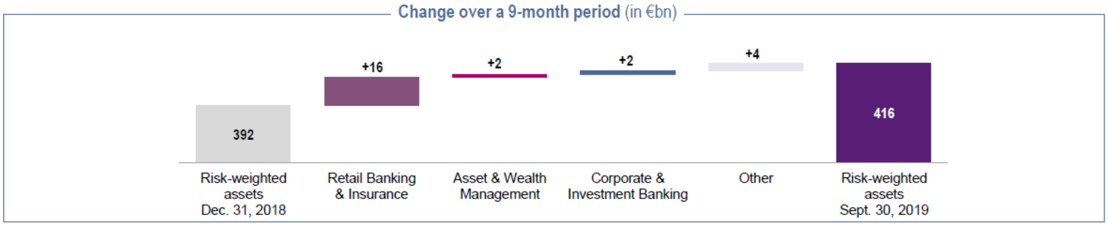


ANNEXES

Risk-weighted assets







[1] The CVA is included under Credit risk. It accounted for less than 1% of RWA at September 30, 2019 and December 31, 2018

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ANNEXES

Leverage ratio[1]

In billions of euros	Sept.30, 2019	Dec. 31, 2018
Tier-1 capital	**64.6**	**62.3**
Deduction of irrevocable payment commitments	-	(0.6)
Tier 1 capital restated[3]	**64.6**	**61.7**
Balance sheet total	**1,381.7**	**1,273.9**
Prudential restatements	(114.0)	(104.9)
Prudential balance sheet total[2]	**1,267.7**	**1,169.0**
Adjustments related to exposure to derivatives[4]	(52.5)	(33.6)
Adjustments related to security financing operations[5]	(20.4)	(20.4)
Off-balance sheet (financing and guarantee commitments)	76.2	74.1
Deduction of irrevocable payment commitments	-	(0.6)
Regulatory adjustments	(6.5)	(5.8)
Total leverage exposure[3]	**1,264.5**	**1,182.7**
Leverage ratio[3]	**5.1%[6]**	**5.2%**

[1] Estimate calculated using the rules of the Delegated Act published by the European Commission on October 10, 2014 [2] The main difference between the statutory balance sheet and the prudential balance sheet lies in the method used for consolidating insurance companies, consolidated using the equity method in the prudential scope of consolidation, irrespective of the statutory consolidation method [3] After deduction, following the instructions of the supervisory authorities, of the part of the contributions to the Single Resolution Fund and Bank Deposit Guarantee Fund recognized in the form of irrevocable payment commitments (IPC) [4] Inclusion of the effects of offsetting applicable to derivatives according to the rules of the Delegated Act [5] Inclusion of adjustments applicable to security financing operations according to the rules of the Delegated Act [6] The leverage ratio would amount to 5.4% after excluding the centralized outstandings of regulated savings from the calculation of the denominator of the ratio, subject to the agreement of the ECB and following the decision of July 13, 2018 of the General Court of the European Union

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ANNEXES

Financial conglomerate

Financial conglomerate ratio

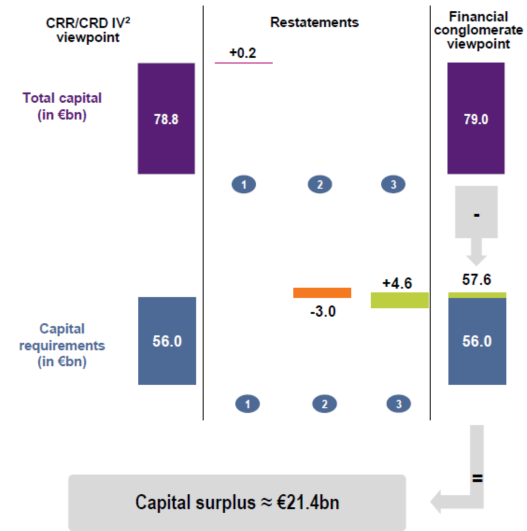
Regulatory capital > Banking CR[1] (CRR/CRD IV) + Insurance CR[1] (Solvency 2)

Restatements applied

1. shift from a prudential to a statutory scope[3]
2. cancellation of the capital requirements of insurance companies calculated under CRR/CRD IV
3. inclusion of the solvency margin calculated under Solvency 2

Consequences

- Restatements of no significance for total capital
- Net restatement of CR of €1.6bn, < 5% of total CR

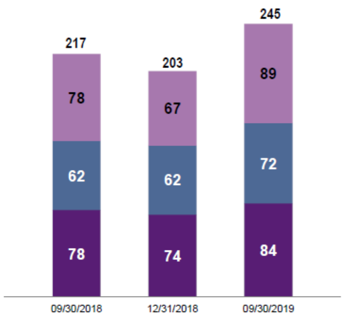


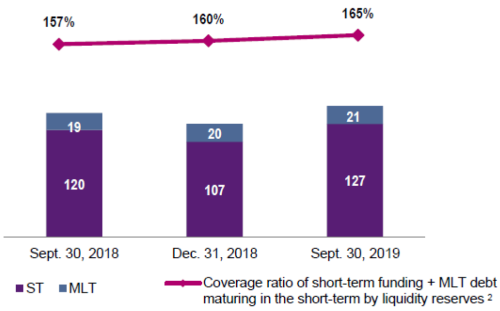
[1] CR = capital requirements, i.e. 13.48% of risk-weighted assets according to CRR/CRD IV [2] Estimate – Taking account of transitional measures; subject to the provisions of article 26.2 of regulation (EU) n° 575/2013 [3] The main difference between the two scopes lies in the method used to consolidate insurance companies, consolidated using the equity method in the prudential scope of consolidation, irrespective of the statutory consolidation method

3.3. LIQUIDITY

ANNEXES

Liquidity reserves and short-term funding





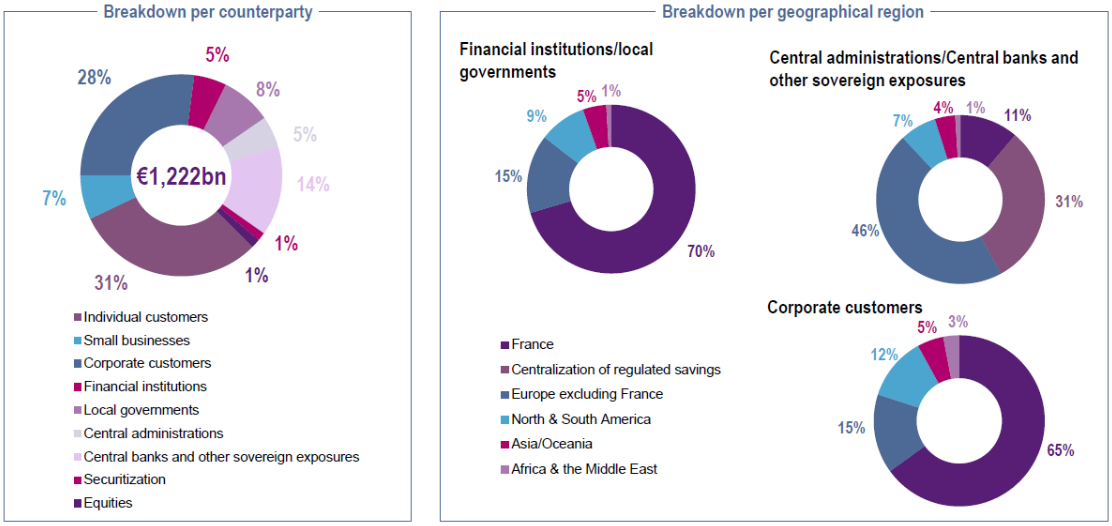
LCR > 110% at Sept 30, 2019

[1] Excluding MMF US Natixis deposits [2] Coverage ratio = Total liquidity reserves of Groupe BPCE / [Short-term funding +MLT debt maturing in the short term]

3.4. CREDIT RISK

ANNEXES

Breakdown of gross exposure at September 30, 2019[1]



[1] Estimate

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3.5. NON-PERFORMING LOANS AND IMPAIRMENT

ANNEXES

Non-performing loans and impairment

In billions of euros	September 30, 2019	June 30, 2019	March 31, 2019	Dec. 31, 2018
Gross outstanding loans to customers and credit institutions	793.9	782.6	774.0	763.1
O/w S3 outstandings	21.2	21.0	21.2	21.5
Non-performing/gross outstanding loans	2.7%	2.7%	2.7%	2.8%
S3 impairment recognized	9.7	9.7	9.7	9.7
Impairment recognized/non-performing loans	45.7%	45.9%	45.9%	45.0%
Coverage ratio (including guarantees related to impaired outstandings)	74.8%	75.6%	74.7%	74.5%

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4. STATUTORY AUDITORS

BPCE's Statutory Auditors are responsible for auditing the individual financial statements of BPCE and the consolidated financial statements of Groupe BPCE and BPCE SA group. At September 30, 2019, the Statutory Auditors were:

PricewaterhouseCoopers Audit	Deloitte & Associés	Mazars
63, rue de Villiers 92208 Neuilly-sur-Seine Cedex	6, place de la Pyramide 92908 Paris-La Défense Cedex	61, rue Henri-Regnault 92075 Paris-La Défense Cedex

PricewaterhouseCoopers Audit (672006483 RCS Nanterre), Deloitte et Associés (572028041 RCS Nanterre) and Mazars (784824153 RCS Nanterre) are registered as Statutory Auditors, members of the *Compagnie Régionale des Commissaires aux Comptes de Versailles* and under the authority of the *Haut Conseil du Commissariat aux Comptes*.

PRICEWATERHOUSECOOPERS AUDIT

The Annual General Shareholders' Meeting of BPCE of May 22, 2015, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, resolved to renew the term of PricewaterhouseCoopers Audit for a period of six fiscal years, i.e. until the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

PricewaterhouseCoopers Audit is represented by Nicolas Montillot and Emmanuel Benoist.

Substitute: Jean-Baptiste Deschryver, residing at 63, rue de Villiers, 92208 Neuilly-sur-Seine Cedex, for a period of six fiscal years, i.e. until the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

DELOITTE & ASSOCIES

The Annual General Shareholders' Meeting of BPCE of May 22, 2015, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, resolved to appoint Deloitte & Associés for a period of six fiscal years, i.e. until the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Deloitte & Associés is represented by Sylvie Bourguignon and Marjorie Blanc Lourme.

Substitute: Cabinet BEAS, represented by Mireille Berthelot, located at 195, avenue Charles De Gaulle, 92524 Neuilly-sur-Seine Cedex, for a period of six fiscal years, i.e. until the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

MAZARS

The Annual General Shareholders' Meeting of BPCE of May 24, 2013, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, resolved to appoint Mazars for a period of six fiscal years, i.e. until the Ordinary General Shareholders' Meeting to be held in 2019, convened to approve the financial statements for the year ending December 31, 2018.

Mazars is represented by Charles de Boisriou.

Substitute: Anne Veaute, residing at 61, rue Henri-Regnault, 92075 Paris-La Défense Cedex, for a period of six fiscal years, i.e. until the Ordinary General Shareholders' Meeting to be held in 2019, convened to approve the financial statements for the year ending December 31, 2018.

5. ADDITIONAL INFORMATION

5.1. DOCUMENTS ON DISPLAY

This document is available on the website https://groupebpce.com/en/investors/results-and-publications/registration-document or from the AMF website www.amf-france.org.

Any person wanting further information about Groupe BPCE may, with no commitment and free of charge, request documents by post at the following address:

BPCE

Département Émissions et Communication Financière

50, avenue Pierre Mendès-France

75013 Paris

6. PERSON RESPONSIBLE FOR THE UPDATE TO THE REGISTRATION DOCUMENT

6.1. STATEMENT BY THE PERSON RESPONSIBLE

Laurent Mignon

Chairman of the BPCE Management Board

Having taken all reasonable care to ensure that such is the case, to the best of my knowledge, all of the information contained in the Universal Registration Document is in accordance with the facts and contains no omission likely to affect its import.

Paris, November 14th 2019

Laurent Mignon

Chairman of the BPCE Management Board

7. CROSS-REFERENCE TABLE

	Category referenced in Annexes 1 and 2 of Delegated Regulation 2019/2020	Registration Document filed on April 2, 2019 Page No.	Update to the Registration Document filed on May 16, 2019 Page No.	Universal Registration Document filed on 09/10/2019 Page No.	Update to the Registration Document filed on November 14, 2019 Page No.
1	**Persons responsible**				
1.1; 1.2	Statement by the person responsible	728	85	288	74
1.3; 1.4	Information from third parties, expert statements and declaration of any interest	N/A	N/A	N/A	N/A
1.5	Approval of the competent authority			1	1
2	**Statutory Auditors**	385 ; 526 ; 595-596	75	287	72-73
3	**Risk factors**				55-66
4	**Information about the issuer**				
4.1	Company name and Commercial name	702			
4.2	Place of registration, registration number and ID of legal entity	702			
4.3	Date of incorporation and term of company	702			
4.4	Registered office and legal form	702-703			
5	**Business overview**				
5.1	Main activities	14-30 ; 221-244 ; 364-365; 516-517		16-68	
5.2	Main markets	14-30 ; 221-244 ; 364-365; 516-517		16-68	
5.3	Highlights	5 ; 222-225		13-15 ; 79-80 ; 172-173	
5.4	Strategy and objectives	9-10 ; 44-55			
5.5	Dependence of the issuer on patents or licenses, industrial, commercial or financial contracts or new manufacturing processes	681			
5.6	Basis of statements made by the issuer regarding its competitive position	14-30			
5.7	Investments	241 ; 112-117 ; 386-395 ; 527-530			
6	**Organizational structure of the Group**				
6.1	Description of the Group	4-8; 247	35	43	32
6.2	List of major subsidiaries	6 ; 387-395 ; 527-530 ; 566-569	35	43	32
7	**Operating and financial review**				

	Category referenced in Annexes 1 and 2 of Delegated Regulation 2019/2020	Registration Document filed on April 2, 2019 Page No.	Update to the Registration Document filed on May 16, 2019 Page No.	Universal Registration Document filed on 09/10/2019 Page No.	Update to the Registration Document filed on November 14, 2019 Page No.
7.1	Financial position	221-244 ; 248-251 ; 407-409 ; 542-548		69-159 ; 162-249	
7.2	Operating income	248 ; 407 ; 543 ; 547 ; 551	11 ; 24 ; 42	69 ; 162	6 ; 21 ; 40
8	**Cash flow and capital resources**				
8.1	Information on the issuer's capital resources	240 ; 254-255 ; 308-309 ; 412-413 ; 464-465 ; 575-576	27 ; 43-46 ; 69-72	35 ; 110-111 ; 203 ; 265-275	24; 42-43 ; 67-68
8.2	Sources and amounts of issuer's cash flows	256 ; 414		75 ; 168	
8.3	Information on the issuer's borrowing requirements and funding structure	227 ; 308 ; 464 ; 575 ; 676	28 ; 73	36 ; 280-281	8 ; 25
8.4	Information regarding any restrictions on the use of capital resources that have affected or could affect the issuer's operations	N/A	N/A	N/A	N/A
8.5	Information regarding the expected sources of funds needed to fulfill commitments referred to in point 5.7	N/A	N/A	N/A	N/A
9	**Regulatory environment**	269-275 ; 427-433 ; 555-560 ; 602-603 ; 616-617		265-266	
10	**Trend information**	242-243 ; 546 ; 710		68	
11	**Profit forecasts and estimates**	N/A	N/A	N/A	N/A
12	**Administrative, management and supervisory bodies and senior management**				
12.1	Administrative bodies	128-189	7-9	5-6 ; 9-11	
12.2	Conflicts of interest involving the administrative, management and supervisory bodies and senior management	131 ; 218-219			
13	**Remuneration and benefits**				
13.1	Amount of remuneration paid and benefits in kind	190-217 ; 368 ; 520 ; 545 ; 584			
13.2	Total amount set aside or accrued by the issuer to provide pension, retirement or similar benefits	209-217 ; 368 ; 520 ; 545 ; 584 ; 712-715			
14	**Board practices**				
14.1	Date of expiration of the current term of office	133 ; 135-136	7-9	9-11	
14.2	Service contracts with members of the administrative bodies	130-132 ; 218-219 ; 712-715			
14.3	Information about the issuer's Audit Committee and Remuneration Committee	134-135 ; 183-186	8-9	9-11	

Category referenced in Annexes 1 and 2 of Delegated Regulation 2019/2020		Registration Document filed on April 2, 2019 Page No.	Update to the Registration Document filed on May 16, 2019 Page No.	Universal Registration Document filed on 09/10/2019 Page No.	Update to the Registration Document filed on November 14, 2019 Page No.
14.4	Compliance with the country of incorporation's corporate governance regime	126-127			
14.5	Potential material impacts on corporate governance, including future changes in the composition of administrative and management bodies and committees	N/A		N/A	
15	**Employees**				
15.1	Number of employees	106			
15.2	Director shareholdings and stock options	202 ; 206-208			
15.3	Arrangements allowing employees to purchase shares in the issuer	709			
16	**Major shareholders**				
16.1	Shareholders with over 5% of the issuer's capital or voting rights	709			
16.2	Different types of shareholder voting rights	708-709			
16.3	Control of the issuer	708-709			
16.4	Any arrangement, known to the issuer, which may at a subsequent date result in a change in control of the issuer	709			
17	**Related party transactions**	368-369 ; 520			
18	**Financial information concerning the issuer's assets and liabilities, financial position and profits and losses**				
18.1	Historical financial information, accounting standards and changes in accounting standards, financial statements and date of most recent financial information	11-13 ; 245 ; 248-588 ; 733-734	11 ; 24 ; 42-43	69-159 ; 162-249	6 ; 21 ; 40
18.2	Interim financial information and other information	N/A	10-55	69-159 ; 162-249	4-53
18.3	Auditing of historical annual financial information	397-406 ; 532-514 ; 585-588		160-161 ; 250-251	
18.4	Pro forma financial information	228-236 ; 364-365 ; 516-517	10-55	18-26 ; 29-67	4-53
18.5	Dividend policy	544-545 ; 547 ; 703			
18.6	Legal and arbitration proceedings	679-681		283-285	
18.7	Significant change in the issuer's financial position	710			
19	**Additional disclosures**				
19.1	Share capital	705-709			
19.2	Memorandum and articles of association	702-703			
20	**Material contracts**	710			
21	**Documents on display**	730	84	288	73

In accordance with Article 19 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, the following information is incorporated by reference in this Universal Registration Document:

- Groupe BPCE's consolidated financial statements for the fiscal year ended December 31, 2018 and the Statutory Auditors' report, presented on pages 397 to 406 of the Registration Document filed with the AMF on April 2, 2019 under number D.19-0252;
- BPCE SA group's consolidated financial statements for the fiscal year ended December 31, 2018 and the Statutory Auditors' report, presented on pages 532 to 541 of the Registration Document filed with the AMF on April 2, 2019 under number D.19-0252;
- BPCE's annual financial statements for the fiscal year ended December 31, 2018 and the Statutory Auditors' report, presented on pages 585 to 588 of the Registration Document filed with the AMF on April 2, 2019 under number D.19-0252;
- Groupe BPCE's consolidated financial statements for the fiscal year ended December 31, 2017 and the Statutory Auditors' report, presented on pages 350 to 357 of the registration document filed with the AMF on March 28, 2018 under number D.18-0197;
- BPCE SA group's consolidated financial statements for the fiscal year ended December 31, 2017 and the Statutory Auditors' report, presented on pages 450 to 457 of the registration document filed with the AMF on March 28, 2018 under number D.18-0197;
- BPCE's annual financial statements for the fiscal year ended December 31, 2017 and the Statutory Auditors' report, presented on pages 503 to 506 of the registration document filed with the AMF on March 28, 2018 under number D.18-0197;
- Groupe BPCE's consolidated financial statements for the fiscal year ended December 31, 2016 and the Statutory Auditors' report, presented on pages 224 to 329 of the registration document filed with the AMF on March 23, 2017 under number D.17-0211;
- BPCE SA group's consolidated financial statements for the fiscal year ended December 31, 2016 and the Statutory Auditors' report, presented on pages 330 to 415 of the registration document filed with the AMF on March 23, 2017 under number D.17-0211;
- BPCE's annual financial statements for the fiscal year ended December 31, 2016 and the Statutory Auditors' report, presented on pages 422 to 460 of the registration document filed with the AMF on March 23, 2017 under number D. 17-0211.

The 2018 Registration Document filed with the AMF on April 2, 2019, under number D.19-0252, the 2017 Registration Document filed with the AMF on March 28, 2018 under number D.18-0197 and the 2016 Registration Document filed with the AMF on March 23, 2017 under number D.17-0211 are available at the following link:

https://groupebpce.com/en/investors/results-and-publications/registration-document

The information presented on Groupe BPCE's institutional website is not included in the Groupe BPCE universal registration document, unless explicitly incorporated for reference purposes.

PARIS 2024

PARIS 2024
JEUX PARALYMPIQUES

GROUPE BPCE

PARTENAIRE **PREMIUM**

BPCE
Société anonyme à directoire
et conseil de surveillance
au capital de 168 438 120 euros

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