

**Second update to the 2014 Registration Document  
filed with the Autorité des Marchés Financiers (AMF)  
on June 3, 2015**

The 2014 Registration Document was registered with the AMF on March 18, 2015 under the number D.15-0157.

The first update to the 2014 Registration Document was filed with the AMF on May 12, 2015 under the number D.15-0157-A01



Only the French version of the update to the Registration Document has been submitted to the AMF. It is therefore the only version legally binding.

This update to the Registration Document was filed with the AMF on June 3, 2015, in accordance with Article 212-13 of its general regulations. It may be used in support of a financial transaction only if supplemented by a Transaction Note that has received approval from the AMF. This document was prepared by the issuer and its signatories are responsible for its contents.

*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.*

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## **1. Press release and events subsequent to May 12, 2015 (filing date of the first update to the 2014 Registration Document)**

### **1.1 Press release of May 22, 2015**

## Pierre Valentin elected Chairman of the Supervisory Board of Groupe BPCE

Paris, May 22, 2015

**The Ordinary Shareholders Meeting of Groupe BPCE, convened today, approved the renewal of all 19 members of its Supervisory Board. The Board members then elected Pierre Valentin, who is also Chairman of the Steering and Supervisory Board of the Caisse d'Epargne de Languedoc Roussillon, to the position of Chairman of the Supervisory Board of Groupe BPCE, and appointed Steve Gentili, who also serves as Chairman of the Board of Directors of BRED-Banque Populaire, to the position of Vice-Chairman. The Management Board of Groupe BPCE, whose mandate runs until May 2017, remains unchanged.**

The Supervisory Board of Groupe BPCE is comprised of 19 directors, elected for a term of 6 years.

In addition to its Chairman, Pierre Valentin, the other 6 members nominated by the **Fédération Nationale des Caisses d'Epargne** are:

- Chairmen/women of Caisse d'Epargne Steering and Supervisory Boards:
  - Catherine Amin-Garde – Caisse d'Epargne Loire Drôme Ardèche
  - Astrid Boos – Caisse d'Epargne Alsace
  - Françoise Lemalle – Caisse d'Epargne Côte d'Azur
  - Nicolas Plantrou – Caisse d'Epargne Normandie
- Chairmen/women of Caisse d'Epargne Management Boards:
  - Stephanie Paix – Caisse d'Epargne Rhône-Alpes
  - Didier Patault – Caisse d'Epargne Ile de France

In addition to the Vice-Chairman, Steve Gentili, the other 6 members nominated by the **Fédération Nationale des Banques Populaires** are:

- Chairmen of Banque Populaire Boards of Directors:
  - Thierry Cahn – Banque Populaire Alsace Lorraine Champagne
  - Pierre Desvergnès – CASDEN Banque Populaire
  - Michel Grass – Banque Populaire Bourgogne Franche-Comté
  - André Joffre – Banque Populaire du Sud

- Chief Executive Officers of Banque Populaire banks:
  - Catherine Halberstadt – Banque Populaire Massif Central
  - Yves Gevin – Banque Populaire Rives de Paris

The three independent directors appointed on the proposal of the Appointments Committee, remain unchanged. These are:

- Maryse Aulagnon, Chairwoman and CEO - Affine Group
- Marwan Lahoud, Chief Strategy and International Marketing Officer - Airbus GROUP
- Marie-Christine Lombard, Chairwoman of the Executive Board - GEODIS

The two employees' representatives, appointed by the trade unions representing Group employees are:

- Vincent Gontier, CFDT
- Frédéric Hassaine, CFE-CGC

The following were also appointed as *censeurs* (non-voting members):

- Gonzague de Villèle – Chief Executive Officer of Banque Populaire Val de France
- Pascal Marchetti – Chief Executive Officer of Banque Populaire des Alpes
- Pierre Carli – Chairman of the Management Board of Caisse d'Epargne Midi-Pyrenees
- Alain Lacroix – Chairman of the Management Board of Caisse d'Epargne Provence-Alpes-Corse

On this occasion, Pierre Valentin said: *"I am both pleased and proud to be appointed Chairman of the Supervisory Board at a time when the Group – which has significantly strengthened its financial structures in recent years – has yet to meet new challenges of a regulatory, commercial and technological nature. I am deeply confident in the ability of our management teams to continue to take full advantage of the cooperative strengths of our banks boasting strong roots at a local and regional level and working exclusively for the benefit of our clientele of individual customers, companies and local authorities."*

## **1.2 Press release of May 24, 2015**

### **Groupe BPCE sells a 4.66% stake in Banca Carige**

Paris, May 24, 2015

Groupe BPCE announces the signing of an agreement with Malacalza Investimenti regarding the disposal of a 4.66% stake in Banca Carige for a total consideration of Euro 32.7 million.

Following this transaction, Groupe BPCE will hold a 5.1% stake in Banca Carige. This transaction is part of Groupe BPCE's strategy of reducing or selling its stakes in non-core assets.

Barclays and Natixis have assisted Groupe BPCE in the context of this transaction.

### **1.3 Press release of May 25, 2015**

Groupe BPCE has agreed today to dispose of a 10.7% stake in Nexity's share capital to Crédit Agricole Assurances (via its subsidiary Predica), Crédit Mutuel Arkéa and to an investment vehicle controlled by Nexity's executives

Paris, May 25<sup>th</sup>, 2015

Groupe BPCE has announced the disposal of 5.5 million Nexity shares representing 10.2% of the share capital of the company to Crédit Agricole Assurances (via its subsidiary Predica) and Crédit Mutuel Arkéa as well as 0.3 million shares representing 0.5% of the share capital of the company to an investment vehicle (NewPort SAS) controlled by Nexity's executives and whose representative is Alain Dinin, Chairman and CEO of Nexity. This disposal amounts to a total of 206 million euros (based on a transaction price of 35.5 euros per Nexity share ex-dividend 2014). The completion of the transaction will occur on 27 May 2015.

Moreover, NewPort has also committed to acquire from Groupe BPCE, under financing condition, up to 802,000 additional shares representing a stake of up to 1.5% of Nexity's share capital at the same price per share. This additional acquisition will have to occur before the 8 July 2015. Groupe BPCE which had three representatives at the Board of Directors of Nexity will renounce to two seats consistently with the reduction of its stake in Nexity's share capital.

This disposal forms part of the implementation by Groupe BPCE of its strategic plan, aiming at reducing or disposing of its parts in its non-core assets. Following the transaction, Groupe BPCE's residual stake in Nexity will stand at 22.7% and possibly at 21.2% in case of the completion of the aforementioned additional disposal to NewPort.

The lock-up undertaken by BPCE in the context of the 2 December 2014 placement, ending on 9 June 2015, was lifted only as part of the Transaction and only for the shares related to it.

## **2. Governance**

### **2.1 New composition of the Supervisory Board**

The Annual General Shareholders' Meeting of May 22, 2015 renewed the appointments of members and non-voting members of the Board of BPCE.

At its meeting on May 22, 2015, the Supervisory Board of BPCE appointed its Chairman, its Vice-Chairman and the members of its committees. In accordance with the CRD IV directive, the Supervisory Board established an Audit Committee, a Risk Management Committee, an Appointments Committee and a Remuneration Committee.

In accordance with the provisions on employee representation, two members of the Board represent the employees of BPCE and its direct and indirect subsidiaries whose registered office is in France. They are appointed by each of the two union organizations after receiving the most votes in the first round of elections referred to in Articles L.2122-1 and L.2221-4 of the French Labor Code.

The new composition of the Supervisory Board is as follows:

Representatives of Category A shareholders:

- Pierre Valentin, Chairman of the Steering and Supervisory Board of Caisse d'Epargne Languedoc-Roussillon, Chairman of the Supervisory Board of BPCE since May 22, 2015;
- Catherine Amin-Garde, Chairman of the Steering and Supervisory Board of Caisse d'Epargne Loire Drôme Ardèche;
- Astrid Boos, Chairman of the Steering and Supervisory Board of Caisse d'Epargne Alsace;
- Françoise Lemalle, Chairman of the Steering and Supervisory Board of Caisse d'Epargne Côte d'Azur;
- Stéphanie Paix, Chairman of the Management Board of Caisse d'Epargne Rhône Alpes;
- Didier Patault, Chairman of the Management Board of Caisse d'Epargne Ile-de-France;
- Nicolas Plantrou, Chairman of the Steering and Supervisory Board of Caisse d'Epargne Normandie.

Representatives of Category B shareholders:

- Stève Gentili, Chairman of BRED Banque Populaire, Vice-Chairman of the Supervisory Board of BPCE since May 22, 2015;
- Thierry Cahn, Chairman of Banque Populaire d'Alsace Lorraine Champagne;
- Pierre Desvergnès, Chairman of CASDEN Banque Populaire;
- Yves Gevin, Chief Executive Officer of Banque Populaire Rives de Paris;
- Michel Grass, Chairman of Banque Populaire Bourgogne Franche-Comté;
- Catherine Halberstadt, Chief Executive Officer of Banque Populaire du Massif Central.
- André Joffre, Chairman of Banque Populaire du Sud;

Independent members:

- Maryse Aulagnon, independent member, Chairman and Chief Executive Officer of Groupe Affine;
- Marwan Lahoud, independent member, Deputy Chief Executive Officer in charge of Corporate Strategy and International Business at Airbus Group;

- Marie-Christine Lombard, independent member, Chairman of the Management Board of Geodis.

Employee representatives:

- Vincent Gontier;
- Frédéric Hassaine;

Non-voting directors:

- Dominique Martinie, non-voting director, Chairman of Fédération Nationale des Banques Populaires;
- Jean Arondel, non-voting director, Chairman of Fédération Nationale des Caisses d'Épargne;
- Pierre Carli, non-voting director, Chairman of the Management Board of Caisse d'Épargne Midi-Pyrénées;
- Alain Lacroix, non-voting director, Chairman of the Management Board of Provence Alpes Corse;
- Pascal Marchetti, non-voting director, Chief Executive Officer of Banque Populaire des Alpes.
- Gonzague de Villèle, non-voting director, Chief Executive Officer of Banque Populaire Val de France.

## **New composition of Supervisory Board committees**

### **Supervisory Board Audit Committee**

The Audit Committee is chaired by Marwan Lahoud.

Other members of the Audit Committee:

- Thierry Cahn, Chairman of Banque Populaire d'Alsace Lorraine Champagne;
- Catherine Halberstadt, Chief Executive Officer of Banque Populaire du Massif Central.
- Marie-Christine Lombard, independent member, Chairman of the Management Board of Geodis.
- Stéphanie Paix, Chairman of the Management Board of Caisse d'Épargne Rhône Alpes;
- Nicolas Plantrou, Chairman of the Steering and Supervisory Board of Caisse d'Épargne Normandie.

### **Supervisory Board Risk Management Committee**

The Risk Management Committee is chaired by Marie-Christine Lombard.

Other members of the Risk Management Committee:

- Michel Grass, Chairman of Banque Populaire Bourgogne Franche-Comté;
- Catherine Halberstadt, Chief Executive Officer of Banque Populaire du Massif Central.
- Marwan Lahoud, independent member, Deputy Chief Executive Officer in charge of Corporate Strategy and International Business at Airbus Group;
- Stéphanie Paix, Chairman of the Management Board of Caisse d'Épargne Rhône Alpes;
- Nicolas Plantrou, Chairman of the Steering and Supervisory Board of Caisse d'Épargne Normandie.

### **Supervisory Board Appointments Committee**

The Appointments Committee is chaired by Maryse Aulagnon.

Other members of the Appointments Committee:

- Catherine Amin-Garde, Chairman of the Steering and Supervisory Board of Caisse d'Epargne Loire Drôme Ardèche;
- Astrid Boos, Chairman of the Steering and Supervisory Board of Caisse d'Epargne Alsace;
- Pierre Desvergnès, Chairman of CASDEN Banque Populaire;
- Yves Gevin, Chief Executive Officer of Banque Populaire Rives de Paris;
- André Joffre, Chairman of Banque Populaire du Sud;
- Didier Patault, Chairman of the Management Board of Caisse d'Epargne Ile-de-France;

### **Supervisory Board Remuneration Committee**

The Remuneration Committee is chaired by Maryse Aulagnon.

Other members of the Remuneration Committee:

- Catherine Amin-Garde, Chairman of the Steering and Supervisory Board of Caisse d'Epargne Loire Drôme Ardèche;
- Astrid Boos, Chairman of the Steering and Supervisory Board of Caisse d'Epargne Alsace;
- Pierre Desvergnès, Chairman of CASDEN Banque Populaire;
- Yves Gevin, Chief Executive Officer of Banque Populaire Rives de Paris;
- Vincent Gontier, employee representative;
- André Joffre, Chairman of Banque Populaire du Sud;
- Didier Patault, Chairman of the Management Board of Caisse d'Epargne Ile-de-France.



## For the Caisse d'Épargne network

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### Pierre VALENTIN

Born February 6, 1953

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Mr. Valentin has a degree in private law and a postgraduate degree from the Institut des Assurances d'Aix-Marseille. He is an entrepreneur who began his career at Mutuelle d'Assurances du Bâtiment et des Travaux Publics in Lyon in 1978. In 1979, he set up Société Valentin Immobilier. Pierre Valentin quickly formed a long-standing commitment to the Caisse d'Épargne network. In 1984, he became a consulting advisor to Caisse d'Épargne d'Alès. In 1991, he became a consultant advisor to Caisse d'Épargne Languedoc-Roussillon. He was appointed Chairman of local savings company Vallée des Gardons in 2000. He has been a member of the Steering and Supervisory Board of Caisse d'Épargne Languedoc-Roussillon since 2000, and was Chairman of the Audit Committee from 2003 to 2006. In 2006, he became Chairman of the Steering and Supervisory Board of Caisse d'Épargne Languedoc-Roussillon and was re-elected to the position in 2009.

In 2008, he was appointed Vice-Chairman of Banque Palatine's Supervisory Board, and joined the Board of Directors of Fédération Nationale des Caisses d'Épargne. In 2010, he was appointed Chairman of the Audit Committee of Banque Palatine.

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### Offices held at May 28, 2015

**Chairman of the Supervisory Board of BPCE** (since May 22, 2015)

**Chairman of the Steering and Supervisory Board of Caisse d'Épargne Languedoc-Roussillon (CELR)**

**Chairman of the Board of Directors:** SLE Vallée des Gardons

**Director:** CE Holding Promotion, FNCE, Natixis\*, Association Maison de Santé Protestante d'Alès\*\* (formerly Clinique Bonnefon)

**Legal Manager:** SCI Les Trois Cyprès\*\*, SCI Les Amandiers\*\*

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### Terms of office expired at May 28, 2015

Member of the Audit and Risk Committee of BPCE

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### Offices held at December 31 in previous years

2013	2012	2011	2010
<b>Member of the Supervisory Board and Audit and Risk Committee of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>
<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne Languedoc-Roussillon (CELR)</b>	<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne Languedoc-Roussillon</b>	<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne Languedoc-Roussillon</b>	<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne Languedoc-Roussillon</b>
<b>Chairman of the Board of Directors:</b> SLE Vallée des Gardons	<b>Chairman of the Board of Directors:</b> SLE Vallée des Gardons	<b>Chairman of the Board of Directors:</b> SLE Vallée des Gardons	<b>Chairman of the Board of Directors:</b> SLE Vallée des Gardons
	<b>Vice-Chairman of the Supervisory Board:</b> Banque Palatine	<b>Vice-Chairman of the Supervisory Board:</b> Banque Palatine	<b>Vice-Chairman of the Supervisory Board:</b> Banque Palatine
	<b>Member of the Supervisory Board:</b> Banque Palatine	<b>Member of the Supervisory Board:</b> Banque Palatine	<b>Member of the Supervisory Board:</b> Banque Palatine

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<p><b>Director:</b> CE Holding Promotion, Association Maison de Santé Protestante d'Alès** (formerly Clinique Bonnefon), Pierre et Lise Immobilier**, FNCE, Natixis*  <b>Legal Manager:</b> SCI Les Trois Cyprès**, SCI Les Amandiers**</p>	<p><b>Director:</b> CE Holding Promotion, Association Maison de Santé Protestante d'Alès** (formerly Clinique Bonnefon), Pierre et Lise Immobilier**, FNCE  <b>Legal Manager:</b> SCI Les Trois Cyprès**, SCI Les Amandiers**</p>	<p><b>Director:</b> CE Holding Promotion, Association Maison de Santé Protestante d'Alès** (formerly Clinique Bonnefon), Pierre et Lise Immobilier**, FNCE  <b>Legal Manager:</b> SCI Les Trois Cyprès**, SCI Les Amandiers**</p>	<p><b>Director:</b> CE Holding Promotion, Clinique Bonnefon**, Pierre et Lise Immobilier**, FNCE  <b>Legal Manager:</b> SCI Les Trois Cyprès**, SCI Les Amandiers**</p>
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\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Épargne.

FBNP: Fédération Nationale des Banques Populaires.

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**Catherine AMIN-GARDE**

Born March 8, 1955

Ms. Amin-Garde holds advanced degrees in both History and European Studies. She joined Groupe Caisse d'Épargne in 1984.

She is currently a representative of the Prefect in the Drôme region and Chairman of the Steering and Supervisory Board of Caisse d'Épargne Loire Drôme Ardèche.

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**Offices held at May 28, 2015**

**Member of the Supervisory Board, the Appointments Committee and the Remuneration Committee of BPCE** (since May 22, 2015)

**Chairman of the Steering and Supervisory Board of Caisse d'Épargne Loire Drôme Ardèche (CELDA)**

**Chairman of the Board of Directors:** SLE Drôme Provençale Centre

**Chairman:** Fondation Loire Drôme Ardèche

**Director:** FNCE, CE Holding Promotion, Natixis Interépargne

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**Terms of office expired at May 28, 2015**

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**Offices held at December 31 in previous years**

<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Member of the Supervisory Board and the Appointments and Remuneration Committee of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>
<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne Loire Drôme Ardèche (CELDA)</b>	<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne Loire Drôme Ardèche</b>	<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne Loire Drôme Ardèche</b>	<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne Loire Drôme Ardèche</b>
<b>Chairman of the Board of Directors:</b> SLE Drôme Provençale Centre	<b>Chairman of the Board of Directors:</b> SLE Drôme Provençale Centre	<b>Chairman of the Board of Directors:</b> SLE Drôme Provençale Centre	<b>Chairman of the Board of Directors:</b> SLE Drôme Provençale Centre
<b>Chairman:</b> Fondation Loire Drôme Ardèche	<b>Chairman:</b> Fondation Loire Drôme Ardèche	<b>Chairman:</b> Fondation Loire Drôme Ardèche	<b>Chairman:</b> Fondation Loire Drôme Ardèche
<b>Director:</b> FNCE, CE Holding Promotion, Natixis Interépargne	<b>Director:</b> FNCE, CE Holding Promotion, Natixis Interépargne	<b>Director:</b> FNCE, CE Holding Promotion, Association Savoirs pour Réussir Drôme, Natixis Interépargne	<b>Director:</b> FNCE, CE Holding Promotion, Association Savoirs pour Réussir Drôme

\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Épargne.

FNBP: Fédération Nationale des Banques Populaires.

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**Astrid BOOS**

Born November 14, 1953

Ms. Boos has been a chartered accountant since 1988 and is registered as a statutory auditor with the Commissaires aux Comptes d'Alsace. She has worked in these capacities at Boos Expertise Comptable et Audit (BEC) since 1991. As part of her community-focused volunteer commitments, she has chaired the Maison de Santé Amreso-Bethel in Alsace since 2007 and the Fondation Caisses d'Epargne pour la Solidarité since 2011.

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**Offices held at May 28, 2015**

**Member of the Supervisory Board, the Appointments Committee and the Remuneration Committee of BPCE** (since May 22, 2015)

**Chairman of the Steering and Supervisory Board of Caisse d'Epargne Alsace**

**Chairman of the Board of Directors:** SLE Strasbourg Ouest, Fondation Caisses d'Epargne pour la Solidarité, Amreso-Bethel\*\*,

**Chairman of corporate foundation:** Fondation Solidarité Rhénane\*\*

**Member of the Board of Directors:** Banque Privée 1818

**Director:** Caisse d'Allocation Familiales du Bas-Rhin\*\* (qualified college), FNCE

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**Terms of office expired at May 28, 2015**

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**Offices held at December 31 in previous years**

<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Chairman of the Steering and Supervisory Board of Caisse d'Epargne Alsace</b>	<b>Chairman of the Steering and Supervisory Board of Caisse d'Epargne Alsace</b>	<b>Chairman of the Steering and Supervisory Board of Caisse d'Epargne Alsace</b>	<b>Chairman of the Steering and Supervisory Board of Caisse d'Epargne Alsace</b>
<b>Chairman of the Board of Directors:</b> Fondation Caisses d'Epargne pour la Solidarité, Amreso-Bethel**	<b>Chairman of the Board of Directors:</b> Fondation Caisses d'Epargne pour la Solidarité, Amreso-Bethel**	<b>Chairman of the Board of Directors:</b> Fondation Caisses d'Epargne pour la Solidarité, Amreso-Bethel**	<b>Chairman of the Board of Directors:</b> Fondation Caisses d'Epargne pour la Solidarité, Amreso-Bethel**
<b>Legal manager:</b> BOOS Expertise Comptable et Audit (BEC)	<b>Legal manager:</b> BOOS Expertise Comptable et Audit (BEC)	<b>Legal manager:</b> BOOS Expertise Comptable et Audit (BEC)	<b>Legal manager:</b> BOOS Expertise Comptable et Audit (BEC)
<b>Director:</b> Banque Privée 1818, Caisse d'Allocation Familiales du Bas-Rhin** (qualified college), Fédération Nationale des Caisses d'Epargne	<b>Director:</b> Banque Privée 1818, Caisse d'Allocation Familiales du Bas-Rhin** (qualified college), Fédération Nationale des Caisses d'Epargne	<b>Director:</b> Banque Privée 1818, Caisse d'Allocation Familiales du Bas-Rhin** (qualified college), Fédération Nationale des Caisses d'Epargne	<b>Director:</b> Banque Privée 1818, Fédération Nationale des Caisses d'Epargne

\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Epargne.

FNBP: Fédération Nationale des Banques Populaires.

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**Françoise LEMALLE**

Born January 15, 1965

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A chartered accountant since 1991—when she was the youngest Chartered Accountant in the PACA region that year—Françoise Lemalle registered with the Compagnie des Commissaires aux Comptes in 1993. She runs an accounting and auditing firm of 20 people, located in Mougins. She regularly provides training with small retailers, craftspeople and self-employed professionals, particularly in management centers. In 1999, she was a founding director of the Cannes local savings company (SLE), before being elected as its Chairman in 2009. She first sat on the Steering and Supervisory Board as a non-voting director, and since 2009 as Chairman of the SLE. From then on, she has sat on the Audit Committee. Since 2013, she has also been a director at IMF Créa-Sol\*\* and a member of its Audit Committee.

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**Offices held at May 28, 2015**

**Member of the Supervisory Board of BPCE** (since May 22, 2015)

**Chairman of the Steering and Supervisory Board of Caisse d'Épargne Côte d'Azur** (since April 23, 2015)

**Chairman of the Board of Directors:** SLE CECAZ (SLE Ouest des Alpes-Maritimes),  
**Director:** IMF CREA-SOL

**Representative of Caisse d'Épargne Côte d'Azur, Director:** FNCE

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**Terms of office expired at May 28, 2015**

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**Offices held at December 31 in previous years**

<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Member of the Steering and Supervisory Board of Caisse d'Épargne Côte d'Azur</b>	<b>Member of the Steering and Supervisory Board of Caisse d'Épargne Côte d'Azur</b>	<b>Member of the Steering and Supervisory Board of Caisse d'Épargne Côte d'Azur</b>	<b>Member of the Steering and Supervisory Board of Caisse d'Épargne Côte d'Azur</b>
<b>Chairman of the Board of Directors:</b> SLE CECAZ (SLE Ouest des Alpes-Maritimes), <b>Director:</b> IMF CREA-SOL	<b>Chairman of the Board of Directors:</b> SLE CECAZ (SLE Cannes), <b>Director:</b> IMF CREA-SOL	<b>Chairman of the Board of Directors:</b> SLE CECAZ (SLE Cannes), <b>Director:</b> IMF CREA-SOL	<b>Chairman of the Board of Directors:</b> SLE CECAZ (SLE Cannes), <b>Director:</b> IMF CREA-SOL

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\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Épargne.

FNBP: Fédération Nationale des Banques Populaires.

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**Stéphanie PAIX**Born March 16, 1965

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A graduate of the Institute d'Études Politiques de Paris with a certificate in corporate governance from Sciences Po, Ms. Paix has been with Groupe BPCE since 1988.

She worked as an Inspector and Head of Inspections at Banque Fédérale des Banques Populaires (1988-1994), then joined the Banque Populaire Rives de Paris as Regional Director and then Head of Origination and General Organization (1994-2002). In 2002, she joined Natixis Banques Populaires, where she was Director of Transaction Management and then Director of Cash Management and Transactions (2002-2005). In 2006, she became Chief Executive Officer of Natixis Factor, then Chief Executive Officer of Banque Populaire Atlantique (2008-2011)

Stéphanie Paix has been Chairman of the Management Board of Caisse d'Épargne Rhône Alpes since end-2011.

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**Offices held at May 28, 2015**

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**Member of the Supervisory Board, the Audit Committee and the Risk Management Committee of BPCE** (since May 22, 2015)**Chairman of the Management Board of Caisse d'Épargne Rhône Alpes****Chairman:** Agence Lucie\*\***Chairman of the Supervisory Board:** Rhône Alpes PME Gestion\*\***Chairman of the Board of Directors:** Banque du Léman (Suisse)**Director:** Natixis\*, Siparex Associés\*\*, Crédit Foncier de France**Representative of Caisse d'Épargne Rhône Alpes, Member of Supervisory Board:** IT-CE**Representative of Caisse d'Épargne Rhône Alpes, Director:** Compagnie des Alpes\*\*, Fondation d'Entreprise CERA, FNCE, Habitat en Région**Representative of Caisse d'Épargne Rhône Alpes, Treasurer:** Fondation Belem**Representative of Caisse d'Épargne Rhône Alpes, Legal Manager:** SCI dans la Ville, SCI Garibaldi Office, SCI Lafayette Bureaux, SCI le Ciel, SCI le Relais

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**Terms of office expired at May 28, 2015**

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**Offices held at December 31 in previous years**

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2013	2012	2011	2010
<b>Chairman of the Management Board of Caisse d'Épargne Rhône Alpes</b>	<b>Chairman of the Management Board of Caisse d'Épargne Rhône Alpes</b>	<b>Chairman of the Management Board of Caisse d'Épargne Rhône Alpes</b>	<b>Chief Executive Officer of Banque Populaire Atlantique</b>
<b>Chairman of the Board of Directors:</b> Banque du Léman	<b>Chairman:</b> Agence Lucie**	<b>Chairman:</b> Agence Lucie	<b>Director:</b> Crédit Foncier de France,
<b>Chairman of:</b> Agence Lucie**	<b>Chairman of the Supervisory Board:</b> Rhône Alpes PME Gestion**	<b>Director:</b> Natixis Algérie, Natixis Assurances, BPCE Achats, FNCE	Natixis Algérie, Natixis Assurances, BPCE Achats
<b>Chairman of the Supervisory Board:</b> Rhône Alpes PME Gestion**	<b>Director:</b> Natixis*, Siparex Associés**, Crédit Foncier de France	<b>Representative of Banque Populaire Atlantique,</b>	<b>Representative of Banque Populaire Atlantique,</b>
		<b>Chairman:</b> Ouest Croissance, Ludovic de Bresse	<b>Chairman:</b> Ouest Croissance, Ludovic de Bresse,
		<b>Representative of Banque Populaire Atlantique,</b>	
<b>Director:</b> Natixis*, Siparex Associés**, Crédit Foncier de	<b>Representative of Caisse d'Épargne Rhône Alpes,</b>	<b>Director:</b> C3B Immobilier, i-BP,	<b>Representative of Banque Populaire Atlantique,</b>

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France <b>Representative of Caisse d'Epargne Rhône Alpes, Member of Supervisory Board:</b> IT-CE <b>Representative of Caisse d'Epargne Rhône Alpes, Director:</b> Compagnie des Alpes**, Fondation d'Entreprise CERA, FNCE, Habitat en Région <b>Representative of Caisse d'Epargne Rhône Alpes, Treasurer:</b> Fondation Belem <b>Representative of Caisse d'Epargne Rhône Alpes, Director:</b> Fondation Entrepreneurs de la Cité	<b>Member of Supervisory Board:</b> IT-CE <b>Representative of Caisse d'Epargne Rhône Alpes, Director:</b> Compagnie des Alpes**, Fondation d'Entreprise CERA, FNCE, Habitat en Région	Portzamparc, Association des BP pour la Création d'Entreprise <b>Representative of Banque Populaire Atlantique, Member of the Supervisory Board:</b> Atlantique Mur Régions, Ouest Croissance Gestion <b>Representative of Banque Populaire Atlantique, ex-officio Member:</b> Crédit Maritime Atlantique <b>Representative of Banque Populaire Atlantique, Treasurer:</b> Comité des Banques de pays de la Loire FBF <b>Representative of Ouest Croissance, Director:</b> Banque Populaire Développement <b>Representative of Caisse d'Epargne Rhône Alpes, Member of Supervisory Board:</b> GCE Technologies <b>Representative of FNCE, Chairman:</b> Association Française de la Micro-finance <b>Representative of Caisse d'Epargne Rhône Alpes, Director:</b> Fondation d'Entreprise CERA, FNCE, Habitat en Région	<b>Director:</b> C3B Immobilier, i-BP, Portzamparc, Association des BP pour la Création d'Entreprise <b>Representative of Banque Populaire Atlantique, Member of the Supervisory Board:</b> Atlantique Mur Régions, Ouest Croissance Gestion <b>Representative of Banque Populaire Atlantique, ex-officio Member:</b> Crédit Maritime Atlantique <b>Representative of Banque Populaire Atlantique, Treasurer:</b> Comité des Banques de Pays de la Loire FBF <b>Representative of Ouest Croissance, Director:</b> Banque Populaire Développement <b>Representative of FNCE, Chairman of:</b> Association Française de la Micro-finance
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\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Epargne.

FNBP: Fédération Nationale des Banques Populaires.

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**Didier PATAULT**

Born February 22, 1961

Chairman of the Caisse d'Épargne Ile-de-France Management Board since 2013, Didier Patault is also a member of the BPCE Supervisory Board. A graduate of the École Polytechnique and the École Nationale des Statistiques et de l'Administration Économique (ENSAE), Mr. Patault, after starting at Caisse des Dépôts et Consignations, has spent his career at Groupe BPCE since 1992.

After holding several financial and sales positions at Caisse d'Épargne des Pays du Hainaut (1992-1999), in 1999 he joined Caisse Nationale des Caisses d'Épargne as Head of Financial Activities in charge of Group development strategy in CNCE's local markets.

In 2000, he was appointed Chairman of the Management Board of Caisse d'Épargne des Pays du Hainaut, then Chairman of the Management Board of Caisse d'Épargne des Pays de la Loire (CEBPL, 2004-2008) and Chairman of the Management Board of Caisse d'Épargne Bretagne Pays de Loire (2008-2013).

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**Offices held at May 28, 2015**

**Member of the Supervisory Board, the Appointments Committee and the Remuneration Committee of BPCE** (since May 22, 2015)

**Chairman of the Management Board of Caisse d'Épargne Ile-de-France (CEIDF)**

**Chairman of the Supervisory Board:** Banque BCP (France)

**Director:** Natixis Coficiné, CE Holding Promotion

**Director as a qualified person (for CEIDF):** Paris Habitat - OPH

**Permanent Representative of CEIDF, Director:** Habitat en Région (Association), Immobilière 3F, FNCE

**Permanent Representative of CEIDF, Member of the Supervisory Board:** IT-CE

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**Terms of office expired at May 28, 2015**

**Director:** Natixis\* (until May 19, 2015)

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**Offices held at December 31 in previous years**

<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Member of the Supervisory Board of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>
<b>Chairman of the Management Board of Caisse d'Épargne Ile-de-France (CEIDF)</b>	<b>Chairman of the Management Board of Caisse d'Épargne Bretagne Pays de Loire</b>	<b>Chairman of the Management Board of Caisse d'Épargne Bretagne Pays de Loire</b>	<b>Chairman of the Management Board of Caisse d'Épargne Bretagne Pays de Loire</b>
<b>Chairman of the Supervisory Board:</b> Banque BCP (France)	<b>Chairman and Chief Executive Officer:</b> SODERO	<b>Chairman and Chief Executive Officer:</b> SODERO	<b>Chairman and Chief Executive Officer:</b> SODERO
<b>Member of the Supervisory Board:</b> GCE Capital	<b>Chairman of the Supervisory Board:</b> SODERO Gestion, BATIROC Bretagne Pays de Loire	<b>Chairman of the Supervisory Board:</b> SODERO Gestion, BATIROC Bretagne Pays de Loire	<b>Chairman of the Supervisory Board:</b> SODERO Gestion, BATIROC Bretagne Pays de Loire
<b>Director:</b> Natixis*, Natixis Coficiné, CE Holding Promotion	<b>Chairman of the Board of Directors:</b> SODERO Participations, SA des Marchés de l'Ouest	<b>Chairman of the Board of Directors:</b> SODERO Participations, SA des Marchés de l'Ouest	<b>Chairman of the Board of Directors:</b> SODERO Participations, SA des Marchés de l'Ouest



<p><b>Director as a qualified person (for CEIDF):</b> Paris Habitat - OPH</p> <p><b>Permanent Representative of CEIDF, Director:</b> Habitat en Région (Association), Immobilière 3F, FNCE</p> <p><b>Permanent Representative of CEIDF, Member of the Supervisory Board:</b> IT-CE</p>	<p><b>Member of the Supervisory Board:</b> GCE Capital</p> <p><b>Director:</b> Natixis*, Natixis Coficiné, Mancelle Habitation, Compagnie de Financement Foncier – SCF, CE Holding Promotion</p> <p><b>Permanent Representative of CEBPL, Director:</b> Pays de la Loire Développement, SEMITAN, NAPF, FNCE</p> <p><b>Permanent Representative of CEIDF, Member of the Supervisory Board:</b> IT-CE (formerly GCE Technologies)</p>	<p><b>Member of the Supervisory Board:</b> GCE Capital</p> <p><b>Director:</b> Natixis*, Natixis Coficiné, Mancelle Habitation, Compagnie de Financement Foncier – SCF, CE Holding Promotion</p> <p><b>Permanent Representative of CEBPL, Director:</b> Pays de la Loire Développement, SEMITAN, NAPF, FNCE</p> <p><b>Permanent Representative of CEBPL, Member of the Supervisory Board:</b> IT-CE (formerly GCE Technologies)</p>	<p><b>Member of the Supervisory Board:</b> GCE Capital</p> <p><b>Director:</b> Natixis*, Natixis Coficiné, Mancelle Habitation, Compagnie de Financement Foncier – SCF, CE Holding Promotion</p> <p><b>Permanent Representative of CEBPL, Director:</b> Pays de la Loire Développement, SEMITAN, NAPF, FNCE</p> <p><b>Permanent Representative of CEBPL, Member of the Supervisory Board:</b> GCE Technologies, GCE Business Services</p>
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\* Listed company.

\*\* Non-group company.

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FNCE: Fédération Nationale des Caisses d'Épargne.

FNBP: Fédération Nationale des Banques Populaires.

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**Nicolas PLANTROU**Born December 14, 1949

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Nicolas Plantrou has a business school degree and a master's degree in private law, and has carried out a wide range of responsibilities over many years. He began his career at auditing firm Price Waterhouse, then became the owner of a law firm specializing in corporate law (called to the bar of Rouen) and of an audit firm. Through his various positions in local and national entities, he has acquired expertise recognized by the Institut Français des Administrateurs, of which he is a member.

He is currently Chairman of the Steering and Supervisory Board of Caisse d'Épargne et de Prévoyance Normandie.

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**Offices held at May 28, 2015**

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**Member of the Supervisory Board, the Audit Committee and the Risk Management Committee of BPCE** (since May 22, 2015)**Chairman of the Steering and Supervisory Board of Caisse d'Épargne et de Prévoyance Normandie****Chairman of the Board of Directors:** SLE Rouen Elbeuf Yvetot**Chairman of corporate foundation:** Fondation Belem**Vice-Chairman of the Supervisory Board:** CHU Charles Nicolle\*\***Director:** Banque Privée 1818, Crédit Foncier de France, FNCE, Fil Seine**Legal Manager:** Cabinet Plantrou de la Brunière et Associés SELARL\*\*

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**Terms of office expired at May 28, 2015**

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**Director:** COFACE**Legal Manager:** SCPP Sarl\*\*, CMA Audit Sarl\*\*

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**Offices held at December 31 in previous years**

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2013	2012	2011	2010
<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne et de Prévoyance Normandie</b>	<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne et de Prévoyance Normandie</b>	<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne et de Prévoyance Normandie</b>	<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne et de Prévoyance Normandie</b>
<b>Chairman of the Board of Directors:</b> SLE Rouen Elbeuf Yvetot	<b>Chairman of the Board of Directors:</b> SLE Rouen Elbeuf Yvetot	<b>Chairman of the Board of Directors:</b> SLE Rouen Elbeuf Yvetot	<b>Vice-Chairman of the Board of Directors:</b> SLE Rouen Elbeuf Yvetot
<b>Chairman of corporate foundation:</b> Fondation Belem	<b>Chairman of corporate foundation:</b> Fondation Belem	<b>Chairman of corporate foundation:</b> Fondation Belem	<b>Vice-Chairman of the Supervisory Board:</b> CHU Charles Nicolle**
<b>Vice-Chairman of the Supervisory Board:</b> CHU Charles Nicolle**	<b>Vice-Chairman of the Supervisory Board:</b> CHU Charles Nicolle**	<b>Vice-Chairman of the Supervisory Board:</b> CHU Charles Nicolle**	<b>Director:</b> COFACE, Banque Privée 1818
<b>Director:</b> FNCE, COFACE, Banque Privée 1818, Fil Seine	<b>Director:</b> FNCE, COFACE, Banque Privée 1818, Fil Seine, Sodifroid**	<b>Director:</b> FNCE, COFACE, Banque Privée 1818, Fondation des Petits Logements**	<b>Legal Manager:</b> Cabinet Plantrou de la Brunières et Associés SELARL**, SCPP Sarl**, CMA Audit Sarl**

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**Legal Manager:**  
Cabinet Plantrou de  
la Brunières et  
Associés SELARL\*\*,  
SCPP Sarl\*\*, CMA  
Audit Sarl\*\*

**Legal Manager:**  
Cabinet Plantrou de  
la Brunières et  
Associés SELARL\*\*,  
SCPP Sarl\*\*, CMA  
Audit Sarl\*\*

**Legal Manager:**  
Cabinet Plantrou de  
la Brunières et  
Associés SELARL\*\*,  
SCPP Sarl\*\*, CMA  
Audit Sarl\*\*

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\* *Listed company.*

\*\* *Non-group company.*

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*FNCE: Fédération Nationale des Caisses d'Épargne.*

*FBNP: Fédération Nationale des Banques Populaires.*

## Banque Populaire network

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### Stève GENTILI

Born June 5, 1949

Stève Gentili has been Chairman of BRED Banque Populaire since 1998. Until 2004, he was CEO of a major agribusiness company.

He is also Chairman of the Agence des Banques Populaires de France pour la Coopération et le Développement (ABPCD – Banque Populaire Agency for Cooperation and Development) and President of the economic organization for the summit of the Heads of State of French-speaking countries.

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### Offices held at May 28, 2015

**Vice-Chairman of the Supervisory Board of BPCE** (since 22 May 2015)

**Chairman of the Board of Directors of BRED Banque Populaire**

**Chairman of the Board of Directors:** Banque Internationale de Commerce - BRED, BRED Gestion, COFIBRED, SPIG, Natixis Institutions Jour, NRJ Invest\*\*

**Director:** Natixis Algérie, Natixis Pramex International Milan, BCI Mer Rouge, Bercy Gestion Finances +\*\*, BRED Cofilease, Thales\*\*, Prépar IARD, Promepar Gestion, BICEC, BCI-Banque Commerciale Internationale, Veolia\*\*

**Member of the Supervisory Board:** Prépar-Vie

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### Terms of office expired at May 28, 2015

**Chairman of the Supervisory Board of BPCE** (until May 22, 2015)

**Director:** Natixis\* (until February 18, 2014)

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### Offices held at December 31 in previous years

2013	2012	2011	2010
<b>Vice-Chairman of the Supervisory Board of BPCE</b>	<b>Vice-Chairman of the Supervisory Board of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>
<b>Chairman of the Board of Directors of BRED Banque Populaire</b>	<b>Chairman of the Board of Directors of BRED Banque Populaire</b>	<b>Chairman of the Board of Directors of BRED Banque Populaire</b>	<b>Chairman of the Board of Directors of BRED Banque Populaire</b>
<b>Chairman of the Board of Directors:</b> Banque Internationale de Commerce - BRED, BRED Gestion, COFIBRED, SPIG, Natixis Institutions Jour, NRJ Invest**	<b>Chairman of the Board of Directors:</b> Banque Internationale de Commerce - BRED, BRED Gestion, COFIBRED, SPIG, Natixis Institutions Jour, NRJ Invest**	<b>Chairman of the Board of Directors:</b> SPIG, Natixis Institutions Jour, Banque Internationale de Commerce-BRED, BRED Gestion, Cofibred, NRJ Invest**	<b>Chairman of the Board of Directors:</b> Natixis Pramex International, SPIG, Natixis Institutions Jour, BRED Gestion, Cofibred
<b>Director:</b> Natixis*, Natixis Algérie, Natixis Pramex International Milan, BCI Mer Rouge, Bercy Gestion Finances +**, BRED Cofilease, Thales**, Prépar IARD, Promepar Gestion, BICEC, BCI-Banque Commerciale Internationale, Veolia**	<b>Director:</b> Natixis*, Natixis Algérie, Natixis Pramex International Milan, BCI Mer Rouge, Bercy Gestion Finances +**, BRED Cofilease, Thales**, Prépar IARD, Promepar Gestion, BICEC, BCI-Banque Commerciale Internationale, Veolia**, Banca	<b>Director:</b> Natixis*, Natixis Algérie, Natixis Pramex International Milan, BCI Mer Rouge, Thales**, Bercy Gestion Finances +**, Promépar Gestion, BRED Cofilease, Prépar IARD	<b>Director:</b> Natixis*, Natixis Algérie, Natixis Pramex International Milan, Thales**, Bercy Gestion Finances +**, Promépar Gestion, BRED Cofilease, Prépar IARD

<b>Member of the Supervisory Board:</b> Prépar-Vie	Carige <b>Member of the Supervisory Board:</b> Prépar-Vie	<b>Member of the Supervisory Board:</b> Prépar-Vie <b>Permanent Representative of BRED Banque Populaire, Director:</b> BICEC, BCI-Banque Commerciale Internationale	<b>Member of the Supervisory Board:</b> Prépar-Vie <b>Permanent Representative of BRED Banque Populaire, Director:</b> BICEC, BCI-Banque Commerciale Internationale
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\* Listed company.

\*\* Non-group company.

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FNBP: Fédération Nationale des Banques Populaires.

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**Thierry CAHN**

Born September 25, 1956

Since 2008, Mr. Cahn has been a member of the Board of Directors of Banque Fédérale des Banques Populaires, Groupe Banque Populaire's central institution, a member of the Board of Directors of Banques Populaires Participations from July 2009 to August 2010, and then a member of the BPCE Supervisory Board. He is an attorney at the Colmar Court of Appeals and Honorary Chairman of the Confédération Nationale des Avocats (CNA – French National Federation of Attorneys) and a former President of the Bar. He has been a member of the Board of Directors of Natixis since January 2013, and, since 2003, Chairman of the Board of Directors of Banque Populaire d'Alsace, which became Banque Populaire Alsace Lorraine Champagne on November 27, 2014.

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**Offices held at May 28, 2015**

**Member of the Supervisory Board and the Audit Committee of BPCE** (since May 22, 2015)

**Chairman of the Board of Directors of Banque Populaire Alsace Lorraine Champagne** (November 27, 2014)

**Member of the Board of Directors:** Natixis\*

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**Terms of office expired at May 28, 2015**

**Chairman of the Board of Directors of Banque Populaire Alsace Lorraine Champagne** (until November 18, 2014)

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**Offices held at December 31 in previous years**

<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Member of the Supervisory Board and Audit and Risk Committee of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>
<b>Chairman of the Board of Directors of Banque Populaire d'Alsace</b>	<b>Chairman of the Board of Directors of Banque Populaire d'Alsace</b>	<b>Chairman of the Board of Directors of Banque Populaire d'Alsace</b>	<b>Chairman of the Board of Directors of Banque Populaire d'Alsace</b>
<b>Member of the Board of Directors: Natixis*</b>	<b>Member of the Supervisory Board: Banque Palatine</b>	<b>Member of the Supervisory Board: Banque Palatine</b>	<b>Member of the Supervisory Board: Banque Palatine</b>

\* Listed company.

\*\* Non-group company.

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FNBP: Fédération Nationale des Banques Populaires.

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**Pierre DESVERGNES**

Born November 23, 1950

After studying literature at university, Mr. Desvergnès was appointed as an administrator at the high school in Dammarie-les-Lys (Seine-et-Marne) in 1975. He became an administrative advisor for secondary and higher education in 1982, and was appointed as an accounting officer at Lycée Henri-Moissan high school in Meaux. He was appointed special advisor to Michel Gelly in 1990, and subsequently Vice-Chairman under Christian Hébrard. He has been Chairman and subsequently Chairman and Chief Executive Officer of CASDEN Banque Populaire since 2002.

He is Vice-Chairman of ESPER, and served as a director of Banque Fédérale des Banques Populaires, Groupe Banque Populaire's central institution, from 2004 to 2009, and of Banques Populaires Participations from July 31, 2009 to August 5, 2010.

He is currently Chairman and Chief Executive Officer of CASDEN Banque Populaire.

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**Offices held at May 28, 2015**

**Member of the Supervisory Board, the Appointments Committee and the Remuneration Committee of BPCE** (since May 22, 2015)

**Chairman of the Board of Directors of CASDEN Banque Populaire** (until May 27, 2015)

**Chairman of the Board of Directors:** Parnasse Finance

**Director:** Crédit Foncier, Banque Monétaire Financière, Parnasse MAIF SA, Union Mutualiste Retraite (UMR)\*\*, Arts et Vie Association\*\*

**Permanent Representative of CASDEN Banque Populaire, Chairman:** SAS Finance

**Permanent Representative of CASDEN Banque Populaire, Director:** Parnasse Services

**Legal Manager:** Inter Promo

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**Terms of office expired at May 28, 2015**

**Chairman and Chief Executive Officer of CASDEN Banque Populaire** (until May 27, 2015)

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**Offices held at December 31 in previous years**

<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Member of the Supervisory Board and the Appointments and Remuneration Committee of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b>
<b>Chairman and Chief Executive Officer of CASDEN Banque Populaire</b>	<b>Chairman and Chief Executive Officer of CASDEN Banque Populaire</b>	<b>Chairman and Chief Executive Officer of CASDEN Banque Populaire</b>	<b>Chairman and Chief Executive Officer of CASDEN Banque Populaire</b>
<b>Chairman of the Board of Directors:</b> Parnasse Finance	<b>Chairman of the Board of Directors:</b> Parnasse Finance	<b>Chairman of the Board of Directors:</b> Parnasse Finance	<b>Chairman of the Board of Directors:</b> Parnasse Finance
<b>Director:</b> Crédit Foncier, Banque Monétaire Financière, Parnasse MAIF SA, Union Mutualiste Retraite (UMR)**	<b>Director:</b> Crédit Foncier, Banque Monétaire Financière, Parnasse MAIF SA, Union Mutualiste Retraite (UMR)**	<b>Director:</b> Crédit Foncier, Banque Monétaire Financière, Parnasse MAIF SA, Union Mutualiste Retraite (UMR)**	<b>Director:</b> Crédit Foncier, Banque Monétaire Financière, Parnasse MAIF SA, Union Mutualiste Retraite (UMR)**

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<p><b>Permanent Representative of CASDEN Banque Populaire, Chairman:</b> SAS Finance</p> <p><b>Permanent Representative of CASDEN Banque Populaire, Director:</b> Parnasse Services</p> <p><b>Legal Manager:</b> Inter Promo</p>	<p><b>Permanent Representative of CASDEN Banque Populaire, Chairman:</b> SAS Finance, SAS Parnasse Espace 1, SAS Parnasse Espace 2</p> <p><b>Permanent Representative of CASDEN Banque Populaire, Director:</b> Parnasse Services</p> <p><b>Legal Manager:</b> Inter Promo</p>	<p><b>Permanent Representative of CASDEN Banque Populaire, Chairman:</b> SAS Finance, SAS Parnasse Espace 1, SAS Parnasse Espace 2</p> <p><b>Permanent Representative of CASDEN Banque Populaire, Director:</b> Parnasse Services</p> <p><b>Legal Manager:</b> Inter Promo</p>	<p><b>Permanent Representative of CASDEN Banque Populaire, Chairman:</b> SAS Finance, SAS Parnasse Espace 1, SAS Parnasse Espace 2</p> <p><b>Permanent Representative of CASDEN Banque Populaire, Director:</b> Parnasse Services</p> <p><b>Permanent Representative of CASDEN Banque Populaire, Member of the Supervisory Board:</b> SCPI Fructi Pierre</p> <p><b>Legal Manager:</b> Inter Promo</p>
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\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Épargne.

FNBP: Fédération Nationale des Banques Populaires.

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**Yves GEVIN**

Born September 2, 1958

Mr. Gevin earned an engineering degree from the Institut National des Sciences Appliquées (INSA) of Lyon in 1981. He also holds an MBA from EMLYON Business School (CESMA), awarded in 1982. He joined the Groupe Banque Populaire in 1987. He joined Banque Populaire Franche Comté, Maçonnais et Ain, where he served as Director of Organization and Information Technology and, beginning in 1995, Deputy Chief Executive Officer. In 1998 Mr Geven was appointed Chief Executive Officer of Banque Populaire Anjou Vendée. In 2002 he led the merger of Banque Populaire Anjou Vendée and Banque Populaire Bretagne Atlantique, which became Banque Populaire Atlantique. In 2008, he was appointed Chairman of the Management Board of Foncia Group. He has served as Chief Executive Officer Banque Populaire Rives de Paris since 2012.

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**Offices held at May 28, 2015**

**Member of the Supervisory Board, the Appointments Committee and the Remuneration Committee of BPCE** (since May 22, 2015)

**Chief Executive Officer of Banque Populaire Rives de Paris**

**Chairman and Chief Executive Officer:** Sud Participations

**Chairman of the Board of Directors - Director:** TURBO SA

**Member of the Supervisory Board:** Naxicap Partners

**Director:** Compagnie Européenne de Garanties et Cautions (CEGC)

**Permanent Representative of Banque Populaire Rives de Paris, Chairman:** Sociétariat Banque Populaire Rives de Paris

**Permanent Representative of Banque Populaire Rives de Paris, Director:** i-BP, BP Développement

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**Terms of office expired at May 28, 2015**

**Non-Voting Director on the Supervisory Board of BPCE** (until May 22, 2015)

**Director:** Natixis Private Equity (until June 2014)

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**Offices held at December 31 in previous years**

<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Non-voting director on the Supervisory Board of BPCE</b>	<b>Non-voting director on the Supervisory Board of BPCE</b>	<b>Chairman of the Management Board:</b> Foncia Group	<b>Chairman of the Management Board:</b> Foncia Group
<b>Chief Executive Officer of Banque Populaire Rives de Paris</b>	<b>Chief Executive Officer of Banque Populaire Rives de Paris</b>	<b>Chairman:</b> Foncia Holding, Cabinet Docher	<b>Chairman:</b> Foncia Holding, Cabinet Docher
<b>Chairman and Chief Executive Officer:</b> Sud Participations	<b>Chairman and Chief Executive Officer:</b> Sud Participations	<b>Chairman of the Board of Directors:</b> Foncia Switzerland (until January 30, 2012)	<b>Chairman of the Board of Directors:</b> Foncia Switzerland
<b>Chairman:</b> Sociétariat Banque Populaire Rives de Paris	<b>Chairman:</b> Sociétariat Banque Populaire Rives de Paris	<b>Director:</b> Compagnie Européenne de Garanties et Cautions (CEGC)	<b>Director:</b> Compagnie Européenne de Garanties et Cautions (CEGC), Natixis Bleichroeder
<b>Member of the Supervisory Board:</b> Naxicap Partners	<b>Director:</b> Compagnie Européenne de Garanties et Cautions (CEGC), Natixis Private Equity, Fédération Nationale des Banques Populaires (FNBP)		<b>Permanent Representative of Foncia Group, Director:</b> Natixis Assurances

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**Permanent  
Representative of  
Banque Populaire  
Rives de Paris,  
Director: i-BP**

**Permanent  
Representative of  
Banque Populaire  
Rives de Paris,  
Director: i-BP**

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\* *Listed company.*

\*\* *Non-group company.*

*SLE: société locale d'épargne (local savings company).*

*FNCE: Fédération Nationale des Caisses d'Épargne.*

*FNBP: Fédération Nationale des Banques Populaires.*

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**Michel GRASS****Born November 12, 1957**

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Michel Grass holds a Master's degree in Management from the University of Paris I. He began his career in 1983 as a Clinic Director in the healthcare sector in Sens. From 1987 to 2010, he created and ran a small regional group of private clinics. In 2000, he became a director at Banque Populaire de Bourgogne and has served as a commercial court judge since 2009.

Mr Grass has been the Chairman of Banque Populaire Bourgogne Franche Comté since 2010.

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**Offices held at May 28, 2015**

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**Member of the Supervisory Board and Risk Management Committee of BPCE**  
(since May 22, 2015)**Chairman of the Board of Directors of Banque Populaire Bourgogne Franche Comté****Vice Chairman:** Fédération Nationale des Banques Populaires**Director:** Natixis\*, Natixis Global Asset Management, Banque Palatine, SA HLM Brennus Habitat\*\***Deputy Mayor** of the City of Sens (since March 31, 2014)**Vice Chairman** of the Communauté de Communes du Sénonais (since April 17, 2014)**Associate Member:** Yonne Chamber of Commerce and Industry

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**Terms of office expired at May 28, 2015**

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Commercial Court Judge, Sens (until December 31, 2014)

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**Offices held at December 31 in previous years**

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<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Chairman of the Board of Directors of Banque Populaire Bourgogne Franche Comté</b>	<b>Chairman of the Board of Directors:</b> Banque Populaire Bourgogne Franche Comté	<b>Chairman of the Board of Directors:</b> Banque Populaire Bourgogne Franche Comté	<b>Chairman of the Board of Directors:</b> Banque Populaire Bourgogne Franche Comté (since 2010)
<b>Vice Chairman:</b> Fédération Nationale des Banques Populaires	<b>Vice-Chairman:</b> Fédération Nationale des Banques Populaires	<b>Chairman:</b> Fédération Hospitalisation Privée Bourgogne Franche Comté, Commission Economique	<b>Chairman and Chief Executive Officer:</b> SAS Polyclinique du Val de Saône, SAS Clinique Paul Picquet
<b>Member of the Supervisory Board:</b> Banque Palatine	<b>Legal Manager:</b> SARL 2G Conseil	<b>Chairman:</b> Fédération Hospitalisation Privée Bourgogne Franche Comté, Commission Economique	<b>Chairman:</b> Fédération Hospitalisation Privée Bourgogne Franche Comté, Commission Economique
<b>Director:</b> Natixis*, NGAM	<b>Commercial Court Judge, Sens</b>	<b>Director:</b> Fédération Hospitalisation Privée, SA CAHPP	<b>Chief Executive Officer:</b> SAS Avenir Santé, SAS Clinique Paul Picquet
<b>Commercial Court Judge, Sens</b>	<b>Associate Member:</b> Yonne Chamber of Commerce and Industry	<b>Legal Manager:</b> SARL 2G	
<b>Associate Member:</b> Yonne Chamber of Commerce and Industry	<b>Secretary:</b> Conférence des Présidents de Banque Populaires	<b>Commercial Court Judge, Sens</b>	
		<b>Secretary:</b> Conférence des Présidents de Banque Populaires (since 2011)	

**Director:** Fédération Hospitalisation Privée, SA CAHPP

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**Legal Manager:**  
SARL 2G  
**Commercial Court**  
**Judge, Sens**

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\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Epargne.

FNBP: Fédération Nationale des Banques Populaires.

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**Catherine HALBERSTADT**

Born October 9, 1958

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Ms. Halberstadt has a postgraduate degree in Accounting and another in Business, Administration and Finance from the École Supérieure de Commerce de Clermont-Ferrand. In 1982, she joined Banque Populaire du Massif Central, where she was Head of Human Resources, then Chief Financial Officer, Chief Operations Officer and, as of 2000, Deputy Chief Executive Officer. In 2008, Ms. Halberstadt became Chief Executive Officer of Natixis Factor.

On September 1, 2010, Catherine Halberstadt became Chief Executive Officer of Banque Populaire du Massif Central.

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**Offices held at May 28, 2015**

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**Member of the Supervisory Board, the Audit Committee and the Risk Management Committee of BPCE** (since May 22, 2015)

**Chief Executive Officer of Banque Populaire du Massif Central**

**Director:** Natixis\*, Crédit Foncier, BPI France Financement\*\* (formerly OSEO)

**Member, Audit Committee:** Natixis\*

**Chairman, Audit Committee:** BPI France Financement\*\* (formerly OSEO)

**Permanent Representative of Banque Populaire du Massif Central, Chairman:** SAS Sociétariat BPMC

**Permanent Representative of Banque Populaire du Massif Central, Director:** i-BP, Association des Banques Populaires pour la Création d'Entreprise

**Permanent Representative of Banque Populaire du Massif Central, Member:** Comité des Banques d'Auvergne

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**Terms of office expired at May 28, 2015**

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**Offices held at December 31 in previous years**

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<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Member of the Supervisory Board and the Audit and Risk Committee of BPCE</b>	<b>Member of the Supervisory Board of BPCE</b> (since April 4, 2012)	<b>Chief Executive Officer of Banque Populaire du Massif Central</b>	<b>Chief Executive Officer of Banque Populaire du Massif Central</b>
<b>Chief Executive Officer of Banque Populaire du Massif Central</b>	<b>Chief Executive Officer of Banque Populaire du Massif Central</b>	<b>Director:</b> Compagnie Européenne de Garanties et Cautions, OSEO**	<b>Chief Executive Officer:</b> Natixis Factor
<b>Director:</b> Natixis*, Crédit Foncier, BPI France Financement** (formerly OSEO)	<b>Director:</b> Natixis*, Crédit Foncier, Compagnie Européenne de Garanties et Cautions (CEGC), OSEO**	<b>Permanent Representative of Banque Populaire du Massif Central, Chairman:</b> SAS Sociétariat BPMC	<b>Member of the Supervisory Board:</b> Foncia Group
<b>Member of the Audit Committee:</b> Natixis*	<b>Permanent Representative of Banque Populaire du Massif Central, Chairman:</b> SAS Sociétariat BPMC	<b>Permanent Representative of Banque Populaire du Massif Central, Director:</b> i-BP, Association des Banques Populaires pour la Création d'Entreprise	<b>Director:</b> OSEO**
<b>Chairman of Audit Committee:</b> BPI France Financement** (formerly OSEO)			<b>Permanent Representative of Banque Populaire du Massif Central, Chairman:</b> SAS Sociétariat BPMC
<b>Permanent Representative of Banque Populaire du Massif Central, Chairman:</b> SAS Sociétariat BPMC			<b>Permanent Representative of Banque Populaire du Massif Central, Director:</b> i-BP, BICEC, Association des Banques Populaires pour la Création d'Entreprise

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<p><b>Permanent Representative of Banque Populaire du Massif Central, Director:</b> i-BP, Association des Banques Populaires pour la Création d'Entreprise</p> <p><b>Permanent Representative of Banque Populaire du Massif Central, Member:</b> Comité des Banques d'Auvergne</p>	<p><b>Permanent Representative of Banque Populaire du Massif Central, Director:</b> i-BP, Association des Banques Populaires pour la Création d'Entreprise</p> <p><b>Permanent Representative of Banque Populaire du Massif Central, Member:</b> Comité des Banques d'Auvergne</p>	<p><b>Permanent Representative of Banque Populaire du Massif Central, Member:</b> Comité des Banques d'Auvergne</p>	<p><b>Permanent Representative of Banque Populaire du Massif Central, Member:</b> Comité des Banques d'Auvergne</p>
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\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Épargne.

FBNP: Fédération Nationale des Banques Populaires.

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**André Joffre**

Born December 31, 1953

After earning a bachelor's degree in Mathematics and Technology, André Joffre obtained a postgraduate diploma (DEA) in Mechanical and Energy Engineering before earning a Master of Science in Engineering at Arts et Métiers.

25 years ago, Mr. Joffre founded Tecsol, one of the leading French engineering firms specializing in solar energy, where he currently serves as Chairman and Chief Executive Officer. He is also chairman of the DERBI (development of renewable energy) competitive cluster and Chairman of Qualit'Enr (certification of professionals in renewable energy sector).

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**Offices held at May 28, 2015**

**Member of the Supervisory Board, the Appointments Committee and the Remuneration Committee of BPCE** (since May 22, 2015)

**Chairman of the Board of Directors of Banque Populaire du Sud**

**Chairman:** Fondation Groupe

**Vice-Chairman:** Banque Dupuy de Parseval, Banque Marze

**Director:** Banque Privée 1818, Natixis Factor, FNB

**Permanent Representative of Banque Populaire du Sud, Chairman:** SAS Sociétariat

**Permanent Representative of Banque Populaire du Sud, Director:** Caisse Régionale du Crédit Maritime La Méditerranée

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**Terms of office expired at May 28, 2015**

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**Offices held at December 31 in previous years**

<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Chairman of the Board of Directors of Banque Populaire du Sud</b>	<b>Chairman of the Board of Directors of Banque Populaire du Sud</b>	<b>Chairman of the Board of Directors of Banque Populaire du Sud</b>	<b>Chairman of the Board of Directors of Banque Populaire du Sud</b>
<b>Chairman:</b> Fondation Groupe	<b>Chairman:</b> Fondation Groupe	<b>Chairman:</b> Fondation Groupe	<b>Chairman:</b> Fondation Groupe
<b>Vice-Chairman:</b> Banque Dupuy de Parseval, Banque Marze	<b>Vice-Chairman:</b> Banque Dupuy de Parseval, Banque Marze	<b>Vice-Chairman:</b> Banque Dupuy de Parseval, Banque Marze	<b>Vice-Chairman:</b> Banque Dupuy de Parseval, Banque Marze
<b>Director:</b> Banque Privée 1818, Natixis Factor, FNB	<b>Director:</b> Banque Privée 1818, Natixis Factor, FNB	<b>Director:</b> Banque Privée 1818, Natixis Factor	<b>Director:</b> Banque Privée 1818, Natixis Factor
<b>Permanent Representative of Banque Populaire du Sud, Chairman:</b> SAS Sociétariat	<b>Permanent Representative of Banque Populaire du Sud, Chairman:</b> SAS Sociétariat	<b>Permanent Representative of Banque Populaire du Sud, Chairman:</b> SAS Sociétariat	<b>Permanent Representative of Banque Populaire du Sud, Chairman:</b> SAS Sociétariat
<b>Permanent Representative of Banque Populaire du Sud, Director:</b> Caisse Régionale du Crédit Maritime La Méditerranée	<b>Permanent Representative of Banque Populaire du Sud, Director:</b> Caisse Régionale du Crédit Maritime La Méditerranée	<b>Permanent Representative of Banque Populaire du Sud, Director:</b> Caisse Régionale du Crédit Maritime La Méditerranée	<b>Permanent Representative of Banque Populaire du Sud, Director:</b> Caisse Régionale du Crédit Maritime La Méditerranée

\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Épargne.

FNB: Fédération Nationale des Banques Populaires.

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## Independent members

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### Maryse AULAGNON

Born April 19, 1949

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Ms. Aulagnon is a graduate of the École Nationale d'Administration and the Institut d'Études Politiques and holds a postgraduate degree in Economics. She held various positions within the French Embassy to the United States and the Cabinet of the French Ministries for the Budget and Industry. Subsequent posts have included Head of International Development for CGE Group (now Alcatel) and CEO of Euris.

Since 1990, she has been Chairman and Chief Executive Officer of Affine, a group that she founded. She is also an Honorary Counsel of the French Council of State and a member of the Boards of Directors of Air France-KLM and Veolia Environnement.

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### Offices held at May 28, 2015

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**Member of the Supervisory Board, Chairman of the Appointments Committee and the Remuneration Committee of BPCE - Independent member** (since May 22, 2015)

**Chairman and Chief Executive Officer of Affine R.E. \*/\*\***

**Chairman of the Management Board:** MAB-Finances\*\*

**Chairman of the Board of Directors:** Gesfimmo SA\*\*,

**Director:** Air France KLM\*/\*\*, Veolia Environnement\*/\*\*, Holdaffine\*\*

**Member of the Executive Committee:** Urbismart\*\*

**Permanent Representative of Affine, Chairman:** Banimmo\*/\*\*, Capucine Investissements\*\*, Les 7 Collines\*\*, Promaffine\*\*

**Permanent Representative of Affine, Legal Manager:** Nevers Colbert\*\*, ATIT\*\*, Les Jardins des Quais\*\*, Affine Sud\*\* (formerly Bretigny)

**Permanent Representative of Promaffine, Legal Manager:** Lucé Parc-Leclerc\*\*, Nanterre Terrasses 12\*\*, Paris 29 Copernic\*\*

**Permanent Representative of ATIT, Liquidator:** 2/4 Haussmann\*\*

**Permanent Representative of ATIT, Legal Manager:** Parvis Lille\*\*

**Permanent Representative of MAB-Finances, Member of the Executive Committee:** Target Real Estate\*\*, Saint-Étienne Molina\*\*

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### Terms of office expired at May 28, 2015

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**Permanent Representative of MAB-Finances, Member of the Executive Committee:** Concerto Développement\*\* (until December 19, 2014)

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### Offices held at December 31 in previous years

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2013	2012	2011	2010
<b>Member of the Supervisory Board and the Appointments and Remuneration Committee of BPCE - Independent member</b>	<b>Member of the Supervisory Board of BPCE – Independent member</b>	<b>Member of the Supervisory Board of BPCE – Independent member</b>	<b>Member of the Supervisory Board of BPCE – Independent member</b>
<b>Chairman and Chief Executive Officer of Affine R.E. */**</b>	<b>Chairman and Chief Executive Officer of Affine R.E. */**</b>	<b>Chairman and Chief Executive Officer of Affine */**</b>	<b>Chairman and Chief Executive Officer of Affine */**</b>
<b>Chairman of the Management Board:</b> MAB-Finances**	<b>Chairman:</b> MAB-Finances**	<b>Chairman:</b> MAB-Finances**	<b>Chairman:</b> Promaffine**, MAB-Finances**
<b>Chairman of the Board of Directors:</b> Gesfimmo SA**,	<b>Director:</b> Air France KLM*/**, Veolia Environnement*/**, Affiparis*/**, Holdaffine**	<b>Director:</b> Air France KLM*/**, Veolia Environnement*/**, Holdaffine**	<b>Director:</b> Air France KLM**, Affiparis*/**, Holdaffine**
<b>Member of the Executive Committee:</b> Concerto Développement**			<b>Member of the Executive Committee:</b> Concerto Développement**

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<p><b>Director:</b> Air France KLM*/**, Veolia Environnement*/**, Holdaffine**</p> <p><b>Permanent Representative of Affine, Chairman:</b> Banimmo*/**, Capucine Investissements**, Les 7 Collines**, Promaffine**</p> <p><b>Permanent Representative of Affine, Legal Manager:</b> Nevers Colbert**, ATIT**, Les Jardins des Quais**</p> <p><b>Permanent Representative of Promaffine, Legal Manager:</b> Lucé Parc-Leclerc**, Nanterre Terrasses 12**, Paris 29 Copernic**</p> <p><b>Permanent Representative of ATIT, Liquidator:</b> 2/4 Haussmann**</p> <p><b>Permanent Representative of ATIT, Legal Manager:</b> Parvis Lille**</p> <p><b>Permanent Representative of MAB-Finances, Member of the Executive Committee:</b> Concerto Développement**</p>	<p><b>Permanent Representative of Affine, Chairman:</b> Banimmo**, Gesfimmo SAS**, Capucine Investissements**, Les 7 Collines**, Promaffine**</p> <p><b>Permanent Representative of Affine, Legal Manager:</b> Nevers Colbert**, ATIT**, Brétigny**, Les Jardins des Quais**</p> <p><b>Permanent Representative of Promaffine, Legal Manager:</b> Lucé Parc-Leclerc**, Nanterre Terrasses 12**, Paris 29 Copernic**</p> <p><b>Permanent Representative of ATIT, Liquidator:</b> 2/4 Haussmann**</p> <p><b>Permanent Representative of ATIT, Legal Manager:</b> Parvis Lille**</p> <p><b>Permanent Representative of MAB-Finances, Member of the Executive Committee:</b> Concerto Développement**</p>	<p><b>Permanent Representative of Affine, Chairman:</b> Banimmo**, Gesfimmo SAS**, Capucine Investissements**, Les 7 Collines**, Promaffine**</p> <p><b>Permanent Representative of Affine, Legal Manager:</b> Nevers Colbert**, ATIT**, Brétigny**, Les Jardins des Quais**</p> <p><b>Permanent Representative of Promaffine, Legal Manager:</b> Bourgtheroulde de l'Église**, Lucé Parc-Leclerc**, Nanterre Terrasses 12**, Paris 29 Copernic**</p> <p><b>Permanent Representative of ATIT, Liquidator:</b> 2/4 Haussmann**</p> <p><b>Permanent Representative of ATIT, Legal Manager:</b> Parvis Lille**</p> <p><b>Permanent Representative of MAB-Finances, Member of the Executive Committee:</b> Concerto Développement**</p>	<p><b>Legal Manager:</b> ATIT**, Transaffine**, Affinvestor**</p> <p><b>Permanent Representative of Affine, Chairman:</b> Banimmo**, Affine Développement**, Capucine Investissements**, Les 7 Collines**, SIPEC**</p> <p><b>Permanent Representative of Affine, Legal Manager:</b> Capucines III**, Capucines IV**, Capucines V**, Capucines VI**, Nevers Colbert**</p> <p><b>Permanent Representative of Affine, Liquidator:</b> Lumière**</p> <p><b>Permanent Representative of Promaffine, Legal Manager:</b> Bourgtheroulde de l'Église**, Lucé Parc-Leclerc**, Nanterre Terrasses 12**, Paris 29 Copernic**</p> <p><b>Permanent Representative of MAB-Finances, Director:</b> Cour des Capucines**</p> <p><b>Permanent Representative of ATIT, Liquidator:</b> 2/4 Haussmann**</p>
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\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Épargne.

FNBP: Fédération Nationale des Banques Populaires.

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**Marwan LAHOUD**

Born March 6, 1966

Mr. Lahoud is a former student of the École Polytechnique and a graduate of the École Nationale Supérieure de l'Aéronautique et de l'Espace. He was Chairman and Chief Executive Officer of MBDA and worked for Aérospatiale during its merger with Matra and on the creation of EADS. At EADS, renamed Airbus Group in 2014, he worked as Senior Vice-President in charge of mergers and acquisitions.

Since 2007, he has been Deputy Chief Executive Officer in charge of Corporate Strategy and Marketing and a member of the Executive Committee of Airbus Group.

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**Offices held at May 28, 2015**

**Member of the Supervisory Board, Chairman of the Audit Committee and Member of the Risk Management Committee of BPCE - Independent member** (since May 22, 2015)

**Member of the Executive Committee of Airbus Group\*/\*\* (formerly EADS \*/\*\*) Chairman of Airbus Group SAS\*/\*\* (formerly EADS France\*/\*\*)**

**Chairman:** GIFAS (Groupement des Industries Françaises Aéronautiques et Spatiales), CIDEF

**Chairman of the Board of Directors:** IHES (Institut des Hautes Études Scientifiques)

**Member of the Board of Directors:** Ecole Polytechnique\*\*

**Director:** Eurotradia\*\*

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**Terms of office expired at May 28, 2015**

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**Offices held at December 31 in previous years**

<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Member of the Supervisory Board of BPCE – Independent member</b>	<b>Member of the Supervisory Board of BPCE – Independent member</b>	<b>Member of the Supervisory Board of BPCE – Independent member</b>	<b>Member of the Supervisory Board of BPCE – Independent member</b>
<b>Chairman of the Audit and Risk Committee of BPCE</b>	Member of the Executive Committee:	<b>Member of the Executive Committee:</b>	<b>Member of the Executive Committee:</b>
<b>Member of the Executive Committee:</b>	EADS*/** – Head of Corporate Strategy and Marketing	EADS*/** – Head of Corporate Strategy and Marketing	EADS*/** – Head of Corporate Strategy and Marketing
EADS*/**	Director:	Director:	Director:
<b>Chairman:</b> EADS France*/**	Technip*/** (independent member),	Technip*/** (independent member),	Technip*/** (independent member),
<b>Director:</b> Eurotradia**	Eurotradia**	Eurotradia**	Eurotradia**

\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Épargne.

FNBP: Fédération Nationale des Banques Populaires.

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**Marie-Christine LOMBARD**

Born December 6, 1958

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Ms. Lombard is a graduate of Essec. She has held different positions in the banking sector, notably at Chemical Bank and Paribas in New York, Paris and Lyon.

She joined the express freight industry in 1993 as Chief Financial Officer of French company Jet Services. In 1997, she became the company's CEO until it was bought out by TNT in 1999. Appointed Chairman of TNT Express France, she transformed the company into one of TNT Group's top-performing subsidiaries. In 2004, she was appointed Chairman and CEO of the whole of TNT's Express division. Marie-Christine Lombard was appointed Chief Executive Officer of TNT Express when it became an independent listed company in May 2011.

She has been Chief Executive Officer of Geodis since October 24, 2012 and was appointed Chairman of the Management Board on December 17, 2013. She is also Chairman of Lyon Ville de l'Entrepreneuriat, a network that supports the creation, acquisition and transfer of businesses in the Greater Lyon region.

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**Offices held at May 28, 2015**

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**Member of the Supervisory Board, Chairman of the Risk Management Committee and Member of the Audit Committee of BPCE - Independent member** (since May 22, 2015)

**Chairman of the Management Board:** Geodis SA\*\*

**Member of the Board of Directors:** VINCI\*\*

**Member of the Appointments and Governance Committee:** VINCI\*\*

**Director and Member of the Steering Committee:** TLF\*\*

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**Terms of office expired at May 28, 2015**

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**Member of the Supervisory Board:** Groupe Keolis SAS\*\* (until February 26, 2014)

**Member of the Executive Committee:** Fondation EMLYON Entrepreneurs pour le Monde\*\* (until September 1, 2014)

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**Offices held at December 31 in previous years**

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<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Member of the Supervisory Board and Audit and Risk Committee of BPCE – Independent member</b>	<b>Member of the Supervisory Board of BPCE – Independent member</b>	<b>Member of the Supervisory Board of BPCE – Independent member</b>	<b>Member of the Supervisory Board of BPCE – Independent member</b>
<b>Chairman of the Management Board:</b> Geodis SA**	Chief Executive Officer: Geodis SA**	<b>Chief Executive Officer (CEO):</b> TNT Express N.V. */**	<b>Chief Executive Officer:</b> TNT Express Division**
<b>Member of the Supervisory Board:</b> Groupe Keolis SAS**	Member of the Supervisory Board: Groupe Keolis SAS**	Member of the Management Board: TNT Group Amsterdam*/**	Member of the Management Board: TNT Group Amsterdam*/**
<b>Member of the Executive Committee:</b> Fondation EMLYON Entrepreneurs pour le Monde**			Member of the Supervisory Board: Metro AG*/**
<b>Director and Member of the Steering Committee:</b> TLF**			

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\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Épargne.

FNBP: Fédération Nationale des Banques Populaires.

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## Members representing employees

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### **Vincent GONTIER**

Born July 29, 1954

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Vincent Gontier graduated from the HEC business school after a stint at an acquisitions and disposals firm. He worked for eight years in the financial services and economic modeling departments at EDF-GDF\*\* Group. He subsequently joined Crédit Agricole\*\* Group, first as deputy head of the trading desk in charge of fixed income instruments (bond desk, primary dealer, futures, futures options) and later as Chief Executive Officer of brokerage firm Bertrand Michel SA\*\*. In 1991 he joined Crédit National\*\*, where he held a series of positions in asset management (Chief Executive Officer of Alfi Gestion, Corporate Secretary of the discretionary asset management subsidiary, Chief Executive Officer of Interépargne) and in capital market activities (acting director of capital market activities, head of equity derivatives). He currently works as a member of a capital market advisory team.

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### **Offices held at May 28, 2015**

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**Member of the Supervisory Board and the Remuneration Committee - Employee Representative** (since May 22, 2015)

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### **Terms of office expired at May 28, 2015**

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**Honorary Member of the Board of Directors:** Mutuelle Natixis (until May 2015)

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### **Offices held at December 31 in previous years**

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<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
none	none	none	none

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\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Épargne.

FNBP: Fédération Nationale des Banques Populaires.

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**Frédéric HASSAINE**

Born May 22, 1966

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Frédéric Hassaine is a graduate of the Toulouse Business School with one postgraduate degree in tax law and another in accounting and finance. He began his career at Arthur Andersen\*\*, where he worked as an auditor, then at a law firm as a tax specialist. In 1998 he became a lead auditor at BNP Paribas, where he worked in business engineering. He joined Societe Générale in 2001, followed by IXIS CIB (now Natixis) in 2004 to start up and develop the accounting and financial engineering unit for major corporates.

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**Offices held at May 28, 2015**

**Member of the Supervisory Board - Employee representative** (since May 22, 2015)

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**Terms of office expired at May 28, 2015**

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N/A

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**Offices held at December 31 in previous years**

<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
N/A	N/A	N/A	N/A

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\* *Listed company.*

\*\* *Non-group company.*

*SLE: société locale d'épargne (local savings company).*

*FNCE: Fédération Nationale des Caisses d'Épargne.*

*FBNP: Fédération Nationale des Banques Populaires.*

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## Non-voting directors

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### Jean ARONDEL

Born April 12, 1950

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#### Offices held at May 28, 2015

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**Non-Voting Director on the Supervisory Board of BPCE (since May 5, 2015)**

**Chairman of the Steering and Supervisory Board of Caisse d'Épargne Loire-Centre**

**Chairman of the Board of Directors:** SLE Pays Chartrain et Drouais

**Chairman:** FNCE (since April 16, 2015), Fondation Caisse d'Épargne Loire-Centre

**Permanent Representative of the Caisse d'Épargne Loire-Centre, Director:** Natixis Lease, COFACE SA

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#### Terms of office expired at May 28, 2015

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#### Offices held at December 31 in previous years

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2013	2012	2011	2010
<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne Loire-Centre</b>	<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne Loire-Centre</b>	<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne Loire-Centre</b>	<b>Chairman of the Steering and Supervisory Board of Caisse d'Épargne Loire-Centre</b>
<b>Chairman of the Board of Directors:</b> SLE Pays Chartrain et Drouais	<b>Chairman of the Board of Directors:</b> SLE Pays Chartrain et Drouais	<b>Chairman of the Board of Directors:</b> SLE Pays Chartrain et Drouais	<b>Chairman of the Board of Directors:</b> SLE Pays Chartrain et Drouais
<b>Chairman:</b> Fondation Caisse d'Épargne Loire-Centre	<b>Chairman:</b> Fondation Caisse d'Épargne Loire-Centre	<b>Chairman:</b> Fondation Caisse d'Épargne Loire-Centre	<b>Chairman:</b> Fondation Caisse d'Épargne Loire-Centre
<b>Permanent Representative of the Caisse d'Épargne Loire-Centre, Director:</b> Natixis Lease, COFACE SA, FNCE	<b>Permanent Representative of the Caisse d'Épargne Loire-Centre, Director:</b> Natixis Lease, COFACE SA, FNCE	<b>Permanent Representative of the Caisse d'Épargne Loire-Centre, Director:</b> Natixis Lease, COFACE, FNCE	<b>Permanent Representative of the Caisse d'Épargne Loire-Centre, Director:</b> Natixis Lease, COFACE, FNCE

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\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Épargne.

FNBP: Fédération Nationale des Banques Populaires.

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**Pierre CARLI**

Born August 21, 1955

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**Offices held at May 28, 2015**

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**Non-voting director on the Supervisory Board of BPCE**

**Chairman of the Management Board of Caisse d'Épargne Midi-Pyrénées (CEMP)**

**Chairman of the Supervisory Board:** Capitole Finance-Tofinso, Midi 2I, Sotel\*\*

**Chairman of the Board of Directors:** Midi Foncière, IDEI Association\*\*, Midi Épargne, Ecureuil Immo, Fondation d'Entreprise Espace Ecureuil

**Chairman:** SOREPAR SAS

**Vice-Chairman of the Board of Directors:** IRDI\*\*

**Vice-Chairman of the Supervisory Board:** PROMOLOGIS\*\*

**Vice-Chairman:** Regional Committee (Midi-Pyrénées) of the Fédération Bancaire Française\*\*

**Director:** FNCE, Midi Capital, BPCE Achats, Groupe Promo Midi, CE Holding Promotion

**Member of the Supervisory Board:** Ecureuil Service SAS

**Member of the Board of Directors:** Fondation Caisse d'Épargne pour la Solidarité

**Permanent Representative of CEMP, Member of the Supervisory Board:** CE Syndication Risque, IT-CE, TOFINSO INVESTISSEMENT

**Permanent Representative of CEMP, Member of the Board of Directors:** Association EDENIS\*\* (formerly Promo Accueil), Fondation d'Entreprise du Toulouse Football Club\*\*

**Non-voting director:** SEMECCEL\*\*

**Permanent Representative of Midi Foncière:** Saint Exupéry Montaudran\*\*

**Permanent Representative of SOREPAR, Member of the Board of Directors:** SEM OPPIDEA\*\*

**Permanent Representative of CEMP, Director:** Association Habitat en Région, SEM Tourisme\*\*

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**Terms of office expired at May 28, 2015**

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**Non-voting director:** Sem TOURISME\*\* (until June 20, 2014)

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**Offices held at December 31 in previous years**

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<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Non-voting director on the Supervisory Board of BPCE</b>	<b>Non-voting director on the Supervisory Board of BPCE</b>	<b>Non-voting director on the Supervisory Board of BPCE</b>	<b>Non-voting director on the Supervisory Board of BPCE</b>
<b>Chairman of the Management Board of Caisse d'Épargne Midi-Pyrénées (CEMP)</b>	<b>Chairman of the Management Board of Caisse d'Épargne Midi-Pyrénées (CEMP)</b>	<b>Chairman of the Management Board of Caisse d'Épargne Midi-Pyrénées</b>	<b>Chairman of the Management Board of Caisse d'Épargne Midi-Pyrénées</b>
<b>Supervisory Board:</b> Capital Finance Tofinso, Midi 2I**, Sotel**	<b>Supervisory Board:</b> Capital Finance Tofinso, Midi 2I**, Sotel**	<b>Supervisory Board:</b> Capital Finance Tofinso, Midi 2I**, Sotel**	<b>Chief Executive Officer:</b> Promo Gestion
<b>Chairman of the Board of Directors:</b> Midi Foncière, IDEI Association**, Midi Épargne, Ecureuil Immo	<b>Chairman of the Board of Directors:</b> Midi Foncière, IDEI Association**, Midi Épargne	<b>Chairman of the Board of Directors:</b> Midi Foncière, GIE Ecureuil Multicanal, IDEI Association**	<b>Chairman and Supervisory Board:</b> Capital Finance Tofinso, Ecureuil Service, Midi 2I**, Sotel**
<b>Chairman:</b> Sorepar	<b>Chairman:</b> Sorepar	<b>Chairman:</b> Midi Épargne, Sorepar	<b>Chairman of the Board of Directors:</b> Midi Foncière

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<p><b>Vice-Chairman of the Board of Directors:</b> IRDI**</p> <p><b>Vice-Chairman of the Supervisory Board:</b> Promologis</p> <p><b>Director:</b> FNCE, Midi Capital, BPCE Achats, Groupe Promo Midi, CE Holding Promotion</p> <p><b>Member of the Supervisory Board:</b> Coface SA</p> <p><b>Permanent Representative of the Supervisory Board:</b> CE</p> <p>Syndication Risque, IT-CE, Tofinso Investissement</p> <p><b>Permanent Representative of the Board of Directors:</b> Association EDENIS** (formerly Promo Accueil), Fondation d'Entreprise du Toulouse Football Club**</p> <p><b>Non-voting director:</b> SEM</p> <p>Tourisme**, SEMECCEL**</p> <p><b>Permanent Representative of Midi Foncière:</b> Saint Exupéry Montaudran**</p> <p><b>Permanent Representative of SOREPAR, Member of the Board of Directors:</b> SEM</p> <p>OPPIDEA</p>	<p><b>Vice-Chairman of the Board of Directors:</b> IRDI**</p> <p><b>Vice-Chairman of the Supervisory Board:</b> Promologis</p> <p><b>Director:</b> FNCE, Midi Capital, BPCE Achats, Groupe Promo Midi, CE Holding Promotion, Coface SA</p> <p><b>Member of the Supervisory Board:</b> Ecureuil Service SAS</p> <p><b>Permanent Representative of the Supervisory Board:</b> CE</p> <p>Syndication Risque, IT-CE, Tofinso Investissement</p> <p><b>Permanent Representative of CEMP, Member of the Supervisory Board:</b> Association Promo Accueil**, Fondation d'Entreprise du Toulouse Football Club**</p> <p><b>Non-voting board member:</b> SEM</p> <p>Tourisme**, SEMECCEL**</p> <p><b>Permanent Representative of Midi Foncière:</b> Saint Exupéry Montaudran**</p>	<p><b>Vice-Chairman of the Board of Directors:</b> IRDI**</p> <p><b>Vice-Chairman of the Supervisory Board:</b> Promologis</p> <p><b>Director:</b> Coface, FNCE, Midi Capital, BPCE Achats, Groupe Promo Midi, CE Holding Promotion</p> <p><b>Member of the Supervisory Board:</b> Ecureuil Service SAS</p> <p><b>Permanent Representative of CEMP, Member of the Supervisory Board:</b> CE</p> <p>Syndication Risque, GCE Business Services, Tofinso Investissement</p> <p><b>Non-voting director:</b> SEM</p> <p>Tourisme**, SEMECCEL**, SMAT**</p> <p><b>Permanent Representative of Midi Foncière:</b> Saint Exupéry Montaudran**</p> <p><b>Permanent Representative of CEMP, Member of the Supervisory Board:</b> Association Promo Accueil**</p>	<p><b>Chairman:</b> Midi Epargne, Sorepar</p> <p><b>Vice-Chairman of the Board of Directors:</b> IRDI**</p> <p><b>Vice-Chairman of the Supervisory Board:</b> Promologis</p> <p><b>Director:</b> Coface, FNCE, Midi Capital, BPCE Achats, CE Holding Promotion, Groupe Promo Midi</p> <p><b>Member of the Supervisory Board:</b> Banque Privée 1818, GCE Car Lease</p> <p><b>Permanent Representative of CEMP, Member of the Supervisory Board:</b> CE</p> <p>Syndication Risque, GCE Business Services, Tofinso Investissement, Ecureuil Lease</p> <p><b>Non-voting director:</b> SEM</p> <p>Tourisme**, SEMECCEL**, SMAT**</p> <p><b>Permanent Representative of Midi Foncière:</b> Saint Exupéry Montaudran**</p> <p><b>Permanent Representative of CEMP, Member of the Supervisory Board:</b> Association Promo Accueil**</p>
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\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Epargne.

FNBP: Fédération Nationale des Banques Populaires.



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**Alain LACROIX**Born March 25, 1953

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**Offices held at May 28, 2015**

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**Non-voting director on the Supervisory Board of BPCE****Chairman of the Management Board of Caisse d'Épargne Provence-Alpes-Corse (CEPAC)****Chairman of the Supervisory Board:** Sogima, Logirem**Member of the Management Board:** Proxipaca Finance**Director:** Erilia, Natixis Global Asset Management, Natixis Asset Management, FNCE, Habitat en Région\*\* (association), CE Holding Promotion**Full member of the Strategy Committee:** Averroes\*\***Member of the Supervisory Board:** GCE Capital**Member of the Executive Board:** UPE 13**Elected member:** CCIMP\*\***Permanent Representative of CEPAC, Chairman of the Board of Directors:** BPCE Trade**Permanent Representative of CEPAC, Chairman of the Management Board:** CEPAC Investissement et Développement**Permanent Representative of CEPAC, Member of the Supervisory Board:** IT-CE, GCE Syndication Risque**Permanent Representative of CEPAC, Member of the Management Board:** Primavera**Permanent Representative of CEPAC, Director:** SAMENAR, PROENCIA

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**Terms of office expired at May 28, 2015**

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**Offices held at December 31 in previous years**

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2013	2012	2011	2010
<b>Non-voting director on the Supervisory Board of BPCE</b>	<b>Chairman of the Management Board of Caisse d'Épargne Provence-Alpes-Corse (CEPAC)</b>	<b>Chairman of the Management Board of Caisse d'Épargne Provence-Alpes-Corse (CEPAC)</b>	<b>Chairman of the Management Board of Caisse d'Épargne Provence-Alpes-Corse (CEPAC)</b>
<b>Chairman of the Management Board of Caisse d'Épargne Provence-Alpes-Corse (CEPAC)</b>	<b>Chairman of the Supervisory Board:</b> Sogima, Logirem	<b>Chairman of the Supervisory Board:</b> Sogima, Logirem	<b>Chairman of the Supervisory Board:</b> Sogima
<b>Chairman of the Supervisory Board:</b> Sogima, Logirem	<b>Member of the Management Board:</b> Proxipaca Finance	<b>Member of the Management Board:</b> Proxipaca Finance	<b>Vice-Chairman of the Supervisory Board:</b> Logirem
<b>Member of the Management Board:</b> Proxipaca Finance	<b>Director:</b> Erilia, Natixis Global Asset Management, Natixis	<b>Member of the Supervisory Board:</b> GCE Capital	<b>Member of the Management Board:</b> Proxipaca Finance
<b>Director:</b> Erilia, Natixis Global Asset Management, Natixis	<b>Asset Management, Natixis</b>	<b>Director:</b> Natixis	<b>Member of the Supervisory Board:</b> GCE Capital
<b>Asset Management, FNCE, Habitat en Région** (association), CE Holding Promotion</b>	<b>Natixis Consumer Finance, FNCE, Habitat en Région** (association)</b>	<b>Global Asset Management, Natixis</b>	<b>Director:</b> Natixis
<b>Full member of the Strategy Committee:</b> Averroes**	<b>Full member of the Strategy Committee:</b> Averroes**	<b>Asset Management, Natixis Consumer Finance, FNCE, Erilia</b>	<b>Global Asset Management, Natixis</b>
<b>Full member of the Strategy Committee:</b> Averroes**		<b>Full member of the Strategy Committee:</b> Averroes**	<b>Asset Management, Natixis Consumer Finance, FNCE, Erilia</b>

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<p><b>Member of the Supervisory Board:</b> GCE Capital</p> <p><b>Member of the Executive Board:</b> UPE 13</p> <p><b>Elected member:</b> CCIMP**</p> <p><b>Permanent Representative of CEPAC, Chairman of the Board of Directors:</b> BPCE Trade</p> <p><b>Permanent Representative of CEPAC, Chairman of the Management Board:</b> CEPAC Investissement et Développement</p> <p><b>Permanent Representative of CEPAC, Member of the Supervisory Board:</b> IT-CE, GCE Syndication Risque</p> <p><b>Permanent Representative of CEPAC, Member of the Management Board:</b> Primaveris</p> <p><b>Permanent Representative of CEPAC, Director:</b> SAMENAR, PROENCIA</p>	<p><b>Member of the Supervisory Board:</b> GCE Capital</p> <p><b>Member of the Executive Board:</b> UPE 13</p> <p><b>Elected member:</b> CCIMP**</p> <p><b>Permanent Representative of CEPAC, Chairman of the Board of Directors:</b> BPCE Trade</p> <p><b>Permanent Representative of CEPAC, Chairman of the Management Board:</b> CEPAC Investissement et Développement</p> <p><b>Permanent Representative of CEPAC, Member of the Supervisory Board:</b> IT-CE, GCE Syndication Risque</p> <p><b>Permanent Representative of CEPAC, Member of the Management Board:</b> Primaveris</p> <p><b>Permanent Representative of CEPAC, Director:</b> SAMENAR, PROENCIA, Habitat Guyanais</p>	<p><b>Member of the Executive Board:</b> UPE 13</p> <p><b>Elected member:</b> CCIMP**</p> <p><b>Permanent Representative of CEPAC, Chairman of the Board of Directors:</b> BPCE Trade</p> <p><b>Permanent Representative of CEPAC, Chairman of the Management Board:</b> Viveris</p> <p><b>Permanent Representative of CEPAC, Member of the Supervisory Board:</b> GCE Business, GCE Garanties Entreprises, GCE Syndication Risque, IT-CE</p> <p><b>Permanent Representative of CEPAC, Member of the Management Board:</b> Primaveris</p> <p><b>Permanent Representative of CEPAC, Director:</b> SAMENAR, PROENCIA</p>	<p><b>Full member of the Strategy Committee:</b> Averroes**</p> <p><b>Member of the Executive Board:</b> UPE 13</p> <p><b>Elected member:</b> CCIMP**</p> <p><b>Legal Manager:</b> Py et Rotja**</p> <p><b>Permanent Representative of CEPAC, Chairman of the Supervisory Board:</b> Viveris Management</p> <p><b>Permanent Representative of CEPAC, Chairman of the Management Board:</b> Viveris</p> <p><b>Permanent Representative of CEPAC, Member of the Supervisory Board:</b> GCE Business, GCE Garanties Entreprises, GCE Syndication Risque</p> <p><b>Permanent Representative of CEPAC, Member of the Management Board:</b> Primaveris</p> <p><b>Permanent Representative of CEPAC, Director:</b> SAMENAR, PROENCIA</p>
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\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Épargne.

FNBP: Fédération Nationale des Banques Populaires.

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**Pascal MARCHETTI**Born June 13, 1964

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**Offices held at May 28, 2015**

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**Non-voting director on the Supervisory Board of BPCE  
Chief Executive Officer of Banque Populaire des Alpes****Director:** Banque Palatine, Coface SA**Member of the Audit Committee:** Banque Palatine, Coface SA**Member of the Supervisory Board:** NAXICAP Partners**Permanent Representative of Banque Populaire des Alpes, Chairman:** SAS Sociétariat Banque Populaire des Alpes, SAS BPA Atout Participations**Permanent Representative of Banque Populaire des Alpes, Vice-Chairman:** Banque de Savoie**Permanent Representative of Banque Populaire des Alpes, Member of the Board of Directors:** Compagnie des Alpes**Permanent Representative of Banque Populaire des Alpes, Member of the Audit Committee:** Banque de Savoie**Permanent Representative of Banque Populaire des Alpes, Member of the Steering and Supervisory Board:** Innovafonds**Permanent Representative of Banque Populaire des Alpes, Director:** Priam Banque Populaire, IBP

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**Terms of office expired at May 28, 2015**

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**Permanent Representative of Banque Populaire des Alpes, Member of the Audit Committee:** IBP (until March 19, 2015)

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**Offices held at December 31 in previous years**

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<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>Chief Executive Officer of Banque Populaire des Alpes</b>	<b>Chief Executive Officer of Banque Populaire des Alpes</b>	<b>Chief Executive Officer of Banque Populaire des Alpes</b>	<b>Chief Executive Officer of Banque Populaire des Alpes</b>
<b>Director:</b> Banque Palatine, Coface SA	<b>Director:</b> Banque Palatine, Coface SA	<b>Director:</b> Banque Palatine, Coface SA	<b>Director:</b> Banque Palatine, Coface SA
<b>Member of the Audit Committee:</b> Banque Palatine, Coface SA	<b>Member of the Audit Committee:</b> Banque Palatine, Coface SA	<b>Member of the Audit Committee:</b> Banque Palatine, Coface SA	<b>Member of the Audit Committee:</b> Banque Palatine, Coface SA
<b>Member of the Supervisory Board:</b> Naxicap Partners	<b>Member of the Supervisory Board:</b> Naxicap Partners	<b>Member of the Supervisory Board:</b> Naxicap Partners	<b>Member of the Supervisory Board:</b> Naxicap Partners
<b>Permanent Representative of Banque Populaire des Alpes, Chairman:</b> SAS Sociétariat Banque Populaire des Alpes, SAS BPA Atout Participations	<b>Permanent Representative of Banque Populaire des Alpes, Chairman:</b> SAS Sociétariat Banque Populaire des Alpes, SAS BPA Atout Participations	<b>Permanent Representative of Banque Populaire des Alpes, Chairman:</b> SAS Sociétariat Banque Populaire des Alpes, SAS BPA Atout Participations	<b>Permanent Representative of Banque Populaire des Alpes, Chairman:</b> SAS Sociétariat Banque Populaire des Alpes, SAS BPA Atout Participations

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<b>Permanent Representative of Banque Populaire des Alpes, Vice-Chairman:</b> Banque de Savoie	<b>Permanent Representative of Banque Populaire des Alpes, Vice-Chairman:</b> Banque de Savoie	<b>Permanent Representative of Banque Populaire des Alpes, Vice-Chairman:</b> Banque de Savoie	<b>Permanent Representative of Banque Populaire des Alpes, Vice-Chairman:</b> Banque de Savoie
<b>Permanent Representative of Banque Populaire des Alpes, Member of the Board of Directors:</b> Compagnie des Alpes	<b>Permanent Representative of Banque Populaire des Alpes, Member of the Board of Directors:</b> Compagnie des Alpes	<b>Permanent Representative of Banque Populaire des Alpes, Member of the Board of Directors:</b> Compagnie des Alpes	<b>Permanent Representative of Banque Populaire des Alpes, Member of the Board of Directors:</b> Compagnie des Alpes
<b>Permanent Representative of Banque Populaire des Alpes, Member of the Audit Committee:</b> Banque de Savoie, IBP	<b>Permanent Representative of Banque Populaire des Alpes, Member of the Audit Committee:</b> Banque de Savoie, IBP	<b>Permanent Representative of Banque Populaire des Alpes, Member of the Audit Committee:</b> Banque de Savoie	<b>Permanent Representative of Banque Populaire des Alpes, Member of the Audit Committee:</b> Banque de Savoie
<b>Permanent Representative of Banque Populaire des Alpes, Member of the Steering and Supervisory Board:</b> Innovafonds	<b>Permanent Representative of Banque Populaire des Alpes, Member of the Steering and Supervisory Board:</b> Innovafonds	<b>Permanent Representative of Banque Populaire des Alpes, Member of the Steering and Supervisory Board:</b> Innovafonds	<b>Permanent Representative of Banque Populaire des Alpes, Member of the Steering and Supervisory Board:</b> Innovafonds
<b>Permanent Representative of Banque Populaire des Alpes, Director:</b> GIE Priam Banque Populaire, IBP	<b>Permanent Representative of Banque Populaire des Alpes, Director:</b> GIE Priam Banque Populaire, IBP	<b>Permanent Representative of Banque Populaire des Alpes, Director:</b> GIE Priam Banque Populaire, IBP	<b>Permanent Representative of Banque Populaire des Alpes, Director:</b> GIE Priam Banque Populaire, IBP

\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Épargne.

FNBP: Fédération Nationale des Banques Populaires.



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**Gonzague de VILLÈLE**Born January 23, 1953

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**Offices held at May 28, 2015**

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**Non-voting director on the Supervisory Board of BPCE** (since May 22, 2015)**Chief Executive Officer of Banque Populaire Val de France****Chairman:** Sociétariat Banque Populaire Val de France, Val de France Transactions**Chairman of the Supervisory Board:** Ouest Croissance Gestion**Member of the Supervisory Board:** Banque Palatine, Patrimoine et Commerce\*\***Director:** Banque Privée 1818, IBP,**Vice-Chairman:** Fédération Nationale des Banques Populaires.**Permanent Representative of BPVF, Member:** Ouest Croissance Gestion**Permanent Representative of BPCE, Director:** Banque Tuniso-Koweitienne

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**Terms of office expired at May 28, 2015**

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**Offices held at December 31 in previous years**

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2013	2012	2011	2010
<b>Chief Executive Officer of Banque Populaire Val de France</b>	<b>Chief Executive Officer of Banque Populaire Val de France</b>	<b>Chief Executive Officer of Banque Populaire Val de France</b>	<b>Chief Executive Officer of Banque Populaire Val de France</b>
<b>Chairman:</b> Sociétariat Banque Populaire Val de France, Val de France Transactions	<b>Chairman:</b> Sociétariat Banque Populaire Val de France, Val de France Transactions	<b>Chairman:</b> Sociétariat Banque Populaire Val de France,	<b>Chairman:</b> Sociétariat Banque Populaire Val de France,
<b>Chairman of the Supervisory Board:</b> Ouest Croissance Gestion	<b>Chairman of the Supervisory Board:</b> Ouest Croissance Gestion	<b>Chairman of the Supervisory Board:</b> Ouest Croissance Gestion	<b>Chairman of the Supervisory Board:</b> Ouest Croissance Gestion
<b>Member of the Supervisory Board:</b> Banque Palatine, Patrimoine et Commerce**	<b>Member of the Supervisory Board:</b> Banque Palatine, Patrimoine et Commerce**	<b>Member of the Supervisory Board:</b> Banque Palatine, Patrimoine et Commerce **, Multi Accès Banque	<b>Member of the Supervisory Board:</b> Banque Palatine, Patrimoine et Commerce **, Multi Accès Banque
<b>Director:</b> Banque Privée 1818, IBP, FNCE	<b>Director:</b> Banque Privée 1818, IBP, FNCE	<b>Director:</b> Banque Privée 1818, IBP, Institut de	<b>Director:</b> Banque Privée 1818, IBP, Crédit Commercial du Sud-Ouest, Institut de Prévoyance des Banques Populaires, Caisse Autonome des Banques Populaires
<b>Permanent Representative of BPVF, Member:</b> Ouest Croissance Gestion	<b>Permanent Representative of BPCE, Director:</b> Banque Tuniso-Koweitienne	<b>Permanent Representative of BPCE, Director:</b> Banque Tuniso-Koweitienne	<b>Permanent Representative of BPCE, Director:</b> Banque Tuniso-Koweitienne

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**Permanent  
Representative of  
BPCE, Director:**  
Banque Tuniso-  
Koweitienne

**Permanent  
Representative of  
BPCE, Director:**  
Banque Tuniso-  
Koweitienne

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\* Listed company.

\*\* Non-group company.

SLE: société locale d'épargne (local savings company).

FNCE: Fédération Nationale des Caisses d'Epargne.

FNBP: Fédération Nationale des Banques Populaires

## **Rules for the awarding of attendance fees**

The General Meeting of May 22, 2015, established total annual attendance fees at €690,000.

During its meeting of May 6, 2015, the Supervisory Board established the pay of the Chairman and Vice-Chairman of the Supervisory Board as well as the payment methods for the members of the Supervisory Board as follows:

The Chairman of the Supervisory Board will be awarded annual fixed pay of €400,000. This pay does not include attendance fees.

The Vice-Chairman of the Supervisory Board will receive attendance fees amounting to:

- an annual sum of €80,000,
- plus an additional sum of €1,500 for each meeting attended, up to a limit of nine meetings during the financial year.

### 1 – Attendance fees paid to Supervisory Board members

The members of the Supervisory Board, with the exception of the Chairman and Vice-Chairman, will receive attendance fees amounting to:

- an annual sum of €8,200, plus an additional sum of €1,200 for each meeting attended, up to a limit of nine meetings during the financial year.

### 2 – Additional pay for the members of the Audit Committee

Additional attendance fees shall be paid to the members of the Audit Committee as follows:

- The Chairman of the Audit Committee shall receive an annual sum of €23,900, plus an additional sum of €2,400 for each meeting attended, up to a limit of four meetings during the financial year;
- The other members of the Audit Committee shall receive an annual sum of €750, plus an additional sum of €875 for each meeting attended, up to a limit of four meetings during the financial year;

### 3 – Additional pay for the members of the Risk Management Committee

Additional attendance fees shall be paid to the members of the Risk Management Committee as follows:

- The Chairman of the Risk Management Committee shall receive an annual sum of €23,900, plus an additional sum of €2,400 for each meeting attended, up to a limit of four meetings during the financial year;
- The other members of the Risk Management Committee shall receive an annual sum of €750, plus an additional sum of €875 for each meeting attended, up to a limit of four meetings during the financial year;

### 4 – Additional pay for the members of the Appointments Committee

Additional attendance fees shall be paid to the members of the Appointments Committee as follows:

- The Chairman of the Appointments Committee shall receive an annual sum of €13,100, plus an additional sum of €1,650 for each meeting attended, up to a limit of three meetings during the financial year;
- The other members of the Appointments Committee shall receive an annual sum of €750, plus an additional sum of €600 for each meeting attended, up to a limit of three meetings during the financial year;



#### 5 – Additional pay for the members of the Remuneration Committee

Additional attendance fees shall be paid to the members of the Remuneration Committee as follows:

- The Chairman of the Remuneration Committee shall receive an annual sum of €13,100, plus an additional sum of €1,650 for each meeting attended, up to a limit of five meetings during the financial year;
- The other members of the Remuneration Committee shall receive an annual sum of €750, plus an additional sum of €600 for each meeting attended, up to a limit of five meetings during the financial year;

#### 6 – Pay of non-voting directors

Pursuant to Article 28.3 of the Articles of Association, the Supervisory Board has decided to compensate non-voting directors by making a deduction from the attendance fees awarded to its members at the Annual General Shareholders' Meeting.

Accordingly, non-voting members shall receive an annual sum of €4,000, plus an additional sum of €600 for each Supervisory Board meeting attended, up to a limit of nine meetings during the financial year;

## **2.2 BPCE Combined General Meeting of May 22, 2015**

BPCE's Combined General Meeting, chaired by the Chairman of the Supervisory Board, was held on May 22, 2015. The Management Board put forward 38 resolutions.

The Combined General Meeting, having met the necessary conditions as to quorum with respect to the number of shareholders present and represented, was able to convene validly. The Chairman stated that the shareholders and various other persons recognized equally by law were able to exercise their right to information within the periods and under the terms established by law.

The Works Council received the documents and information submitted to the Shareholders' Meeting in a timely manner, in accordance with the provisions of Article L. 2323-8 of the French Labor Code.

The Meeting duly acknowledged these statements.

The Chairman then moved to examine the agenda of the Combined General Meeting. Having presented the company's activity and results for the fiscal year, the Chairman put the following resolutions on the agenda to a vote.

### **First resolution: Approval of BPCE SA's annual financial statements**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, after having considered the Management Board's report on the management of the company, the observations of the Supervisory Board, the Chairman of the Board's Report and the Statutory Auditors' report on BPCE's annual financial statements for the period ended December 31, 2014, resolves to approve the annual financial statements showing a profit of €1,146,496,340.72.

The Annual General Shareholders' Meeting acknowledges that last year's financial statements do not include expenses that cannot be deducted from taxable income, as defined by Article 39-4 of the French General Tax Code.

### **Second resolution: Approval of the BPCE SA group's consolidated financial statements**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, after having considered the Management Board's report on the management of the Group, the observations of the Supervisory Board and the Statutory Auditors' report on BPCE SA group's consolidated annual financial statements for the period ended December 31, 2014, resolves to approve the consolidated financial statements showing net profit (attributable to equity holders of the parent) of €724 million.

### **Third resolution: Approval of Groupe BPCE's consolidated financial statements**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, after having considered the Management Board's report on the management of the Group, the observations of the Supervisory Board and the Statutory Auditors' report on Groupe BPCE's consolidated financial statements for the period ended December 31, 2013, resolves to approve the consolidated financial statements showing a profit of €2.907 billion.

#### **Fourth resolution: Appropriation of earnings**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, approves the allocation of the net income of €1,146,496,340.72, as proposed by the Management Board:

- a dividend payment of €174,998,300.44 to shareholders, representing a dividend of €5.6182 per share;
- the appropriation of €971,498,040.28 to "Retained earnings".

Following this appropriation, the balance of "Retained earnings" would be €966,956,385.62.

The cash dividend will be payable at the registered office as of June 26, 2015.

For individuals resident in France for tax purposes, this dividend is eligible for the reduction permitted under Paragraph 3.2 of Article 158 of the French General Tax Code.

The Annual General Shareholders' Meeting acknowledges that the dividends collected by individuals resident in France for tax purposes who qualify under Paragraph 3.2 of Article 158 of the French General Tax Code are subject (unless an exemption has been requested under the conditions set out by law) to a mandatory, non-definitive, flat withholding tax on that income, as stipulated in article 117c of the French General Tax Code, at a rate of 21% (plus social security contributions).

In accordance with the provisions of Article 243a of the French General Tax Code, the table below shows the dividends paid out in respect of the three previous financial years:

<b>Fiscal year ended</b>	<b>Dividend/income per share</b>	<b>Fraction of the dividend eligible for the 40% tax reduction</b>	<b>Fraction of the dividend ineligible for the 40% tax reduction</b>
December 31, 2011	/	/	/
December 31, 2012	/	/	/
December 31, 2013	Category A shares: €64.209 Category B shares: €64.209	2€000,000,000*	/

\*The decrease in capital and the extraordinary cash dividend drawn from "additional paid-in capital" as decided by the Extraordinary Shareholders' Meeting of July 11, 2013 are considered to be dividends paid for tax purposes.

#### **Fifth resolution: Approval of the agreements cited in Article L. 225-86 of the French Commercial Code**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, after having considered the special report of the Statutory Auditors on the agreements covered in Article L. 225-86 of the French Commercial Code, hereby approves, successively, each of the new agreements referred to therein, which were previously authorized by the Supervisory Board during fiscal year 2014 and between December 31, 2014 and this Annual General Shareholder's Meeting.

**Sixth resolution: Approval of a commitment cited in Articles L.225-90-1 and L.225-86 of the French Commercial Code**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to an Ordinary General Shareholders' Meeting, having reviewed the Statutory Auditors' special report, and in accordance with articles L.225-90-1 and L.225-86 of the French Commercial Code, hereby authorizes the application of the pension plan for Groupe BPCE company directors, defined by the rules of the pension plan for Groupe BPCE company directors on July 1, 2014, for Daniel Karyotis, a member of the Management Board.

**Seventh resolution: Opinion on components of pay due or awarded to the Chairman of the Management Board for the year ended December 31, 2014**

The Annual General Shareholders' Meeting, consulted in accordance with the recommendation in paragraph 24.3 of the June 2013 AFEP MEDEF Corporate Governance Code for listed companies, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby approves the components of pay due or awarded to François Pérol, Chairman of the Management Board, as presented in paragraph 2.4.2 of BPCE's 2014 Registration Document.

**Eighth Resolution: Opinion on components of pay due or awarded to the other members of the Management Board for the year ended December 31, 2014**

The Annual General Shareholders' Meeting, consulted in accordance with the recommendation in paragraph 24.3 of the June 2013 AFEP MEDEF Corporate Governance Code for listed companies, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby stresses no pay is due or awarded to Laurent Mignon in his capacity as a member of the BPCE Management Board and approves the components of pay due or awarded to the other members of the Management Board (Anne Mercier-Gallay, Daniel Karyotis and Jean-Yves Forel), as presented in paragraph 2.4.2 of BPCE's 2014 Registration Document.

**Ninth resolution: Consultation on the overall budget for pay of any kind to the company directors and persons referred to in Article L. 511-71 of the French Monetary and Financial Code, in respect of the 2014 fiscal year**

The Ordinary General Shareholders' Meeting, consulted in accordance with Article L. 511-73 of the French Monetary and Financial Code, having read the Management Board's report, hereby approves the overall budget of €12,075,053 for remuneration of any kind paid during the fiscal year ended December 31, 2014 to the persons referred to in Article L. 511-71 of French Monetary and Financial Code.

**Tenth resolution: Cap on variable pay for fiscal years beginning on or after January 1, 2015**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority required by Article L. 511-78 of the French Monetary and Financial Code, hereby resolves that the variable pay of the persons referred to in Article L. 511-71 of the French Monetary and Financial Code may not exceed twice the amount of their fixed pay for fiscal years beginning on or after January 1, 2015

**Eleventh resolution – Appointment, on a motion by Category A shareholders, of Catherine Amin-Garde as a member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category A shareholders, Catherine Amin-Garde as a member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Ms. Amin-Garde stated in advance that she would accept the duties entrusted to her as a member of the Supervisory Board, and that she is not subject to any legal provision that would prevent her from exercising those duties within the Company.

**Twelfth resolution – Appointment, on a motion by Category A shareholders, of Ms. Astrid Boos as a member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category A shareholders, Astrid Boos as a member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Ms. Boos stated in advance that she would accept the duties entrusted to her as a member of the Supervisory Board, and that she is not subject to any legal provision that would prevent her from exercising those duties within the Company.

**Thirteenth resolution – Appointment, on a motion by Category A shareholders, of Françoise Lemalle as a member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category A shareholders, Françoise Lemalle as a member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Ms. Lemalle stated in advance that she would accept the duties entrusted to her as a member of the Supervisory Board, and that she is not subject to any legal provision that would prevent her from exercising those duties within the Company.

**Fourteenth resolution – Appointment, on a motion by Category A shareholders, of Nicolas Plantrou as a member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category A shareholders, Nicolas Plantrou as a member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General

Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Mr. Plantrou stated in advance that he would accept the duties entrusted to him as a member of the Supervisory Board, and that he is not subject to any legal provision that would prevent him from exercising those duties within the Company.

**Fifteenth resolution – Appointment, on a motion by Category A shareholders, of Pierre Valentin as a member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category A shareholders, Pierre Valentin as a member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Mr. Valentin stated in advance that he would accept the duties entrusted to him as a member of the Supervisory Board, and that he is not subject to any legal provision that would prevent him from exercising those duties within the Company.

**Sixteenth resolution – Appointment, on a motion by Category A shareholders, of Stéphanie Paix as a member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category A shareholders, Stéphanie Paix as a member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Ms. Paix stated in advance that she would accept the duties entrusted to her as a member of the Supervisory Board, and that she is not subject to any legal provision that would prevent her from exercising those duties within the Company.

**Seventeenth resolution – Appointment, on a motion by Category A shareholders, of Didier Patault as a member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category A shareholders, Didier Patault as a member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Mr. Patault stated in advance that he would accept the duties entrusted to him as a member of the Supervisory Board, and that he is not subject to any legal provision that would prevent him from exercising those duties within the Company.

**Eighteenth resolution – Appointment, on a motion by Category B shareholders, of Thierry Cahn as a member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category B shareholders, Thierry Cahn as a member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Mr. Cahn stated in advance that he would accept the duties entrusted to him as a member of the Supervisory Board, and that he is not subject to any legal provision that would prevent him from exercising those duties within the Company.

**Nineteenth resolution – Appointment, on a motion by Category B shareholders, of Pierre Desvergnès as a member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category B shareholders, Pierre Desvergnès as a member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Mr. Desvergnès stated in advance that he would accept the duties entrusted to him as a member of the Supervisory Board, and that he is not subject to any legal provision that would prevent him from exercising those duties within the Company.

**Twentieth resolution – Appointment, on a motion by Category B shareholders, of Stève Gentili as a member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category B shareholders, Stève Gentili as a member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Mr. Gentili stated in advance that he would accept the duties entrusted to him as a member of the Supervisory Board, and that he is not subject to any legal provision that would prevent him from exercising those duties within the Company.

**Twenty-first resolution – Appointment, on a motion by Category B shareholders, of Michel Grass as a member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category B shareholders, Michel Grass as a member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Mr. Grass stated in advance that he would accept the duties entrusted to him as a member of the Supervisory Board, and that he is not subject to any legal provision that would prevent him from exercising those duties within the Company.

**Twenty-second resolution – Appointment, on a motion by Category B shareholders, of André Joffre as a member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category B shareholders, André Joffre as a member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Mr. Joffre stated in advance that he would accept the duties entrusted to him as a member of the Supervisory Board, and that he is not subject to any legal provision that would prevent him from exercising those duties within the Company.

**Twenty-third resolution – Appointment, on a motion by Category B shareholders, of Yves Gevin as a member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category B shareholders, Yves Gevin as a member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Mr. Gevin stated in advance that he would accept the duties entrusted to him as a member of the Supervisory Board, and that he is not subject to any legal provision that would prevent him from exercising those duties within the Company.

**Twenty-fourth resolution – Appointment, on a motion by Category B shareholders, of Catherine Halberstadt as a member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category B shareholders, Catherine Halberstadt as a member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Ms. Halberstadt stated in advance that she would accept the duties entrusted to her as a member of the Supervisory Board, and that she is not subject to any legal provision that would prevent her from exercising those duties within the Company.

**Twenty-fifth resolution – Appointment of Maryse Aulagnon as an independent member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint Maryse Aulagnon as an independent member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.



Ms. Aulagnon stated in advance that she would accept the duties entrusted to her as a member of the Supervisory Board, and that she is not subject to any legal provision that would prevent her from exercising those duties within the Company.

**Twenty-sixth resolution – Appointment of Marwan Lahoud as an independent member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint Marwan Lahoud as an independent member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Mr. Lahoud stated in advance that he would accept the duties entrusted to him as a member of the Supervisory Board, and that he is not subject to any legal provision that would prevent him from exercising those duties within the Company.

**Twenty-seventh resolution – Appointment of Marie-Christine Lombard as an independent member of the Supervisory Board**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint Marie-Christine Lombard as an independent member of the Supervisory Board for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Ms. Lombard stated in advance that she would accept the duties entrusted to her as a member of the Supervisory Board, and that she is not subject to any legal provision that would prevent her from exercising those duties within the Company.

**Twenty-eighth resolution – Appointment, on a motion by Category A shareholders, of Pierre Carli as a non-voting director**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category A shareholders, Pierre Carli as a non-voting director for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Mr. Carli stated in advance that he accepted the duties entrusted to him as a non-voting director.

**Twenty-ninth resolution – Appointment, on a motion by Category A shareholders, of Alain Lacroix as a non-voting director**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category A shareholders, Alain Lacroix as a non-voting director for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting

to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Mr. Lacroix stated in advance that he accepted the duties entrusted to him as a non-voting director.

**Thirtieth resolution – Appointment, on a motion by Category B shareholders, of Pascal Marchetti as a non-voting director**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category B shareholders, Pascal Marchetti as a non-voting director for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Mr. Marchetti stated in advance that he accepted the duties entrusted to him as a non-voting director.

**Thirty-first resolution – Appointment, on a motion by Category B shareholders, of Gonzague de Villèle as a non-voting director**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to appoint, on a motion by Category B shareholders, Gonzague de Villèle as a non-voting director for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

Mr. de Villèle stated in advance that he accepted the duties entrusted to him as a non-voting director.

**Thirty-second resolution: Appointment of an Acting Statutory Auditor**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, on a motion by the Supervisory Board and after consultation with (i) the Audit and Risk Committee regarding the choice of Statutory Auditors and their audit plan and (ii) the Autorité de Contrôle Prudentiel et de Résolution (ACPR - French Prudential Supervisory and Resolution Authority), hereby appoints PricewaterhouseCoopers Audit - 63, rue de Villiers, 92208 Neuilly-sur-Seine Cedex, as Acting Statutory Auditor for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

**Thirty-third resolution: Appointment of a Substitute Statutory Auditor**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, on a motion by the Supervisory Board and after consultation with (i) the Audit and Risk Committee regarding the choice of Statutory Auditors and their audit plan and (ii) the Autorité de Contrôle Prudentiel et de Résolution, hereby appoints Jean-Baptiste Deschryver as Substitute Statutory Auditor for a term of six years expiring at the end of the Ordinary

General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

**Thirty-fourth resolution: Appointment of an Acting Statutory Auditor**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, on a motion by the Supervisory Board and after consultation with (i) the Audit and Risk Committee regarding the choice of Statutory Auditors and their audit plan and (ii) the Autorité de Contrôle Prudentiel et de Résolution, hereby appoints Deloitte et Associés - 185, avenue Charles de Gaulle, 92524 Neuilly-sur-Seine Cedex, as Acting Statutory Auditor for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

**Thirty-fifth resolution: Appointment of a Substitute Statutory Auditor**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, on a motion by the Supervisory Board and after consultation with (i) the Audit and Risk Committee regarding the choice of Statutory Auditors and their audit plan and (ii) the Autorité de Contrôle Prudentiel et de Résolution, hereby appoints the firm BEAS as Substitute Statutory Auditor for a term of six years expiring at the end of the Ordinary General Shareholders' Meeting to be held in 2021, convened to approve the financial statements for the year ending December 31, 2020.

**Thirty-sixth resolution – Establishing the total attendance fees to be awarded to members of the Supervisory Board for 2015 and subsequent years**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Ordinary General Shareholders' Meetings, hereby resolves to set the total amount of attendance fees to be awarded to members of the Supervisory Board at €690,000 for 2015 and for subsequent years until such time as the shareholders approve a new resolution in this regard.

**On the authority of the Extraordinary Shareholders' Meeting**

**Thirty-seventh resolution – Periodic consultation of shareholders in accordance with Article L.225-129-6 of the French Commercial Code**

The Annual General Shareholders' Meeting, voting under the conditions of quorum and majority applicable to Extraordinary Shareholders' Meetings, after hearing the Management Board's report, hereby authorizes the Management Board, in accordance with Article L.225-129-6 of the French Commercial Code, to carry out, under the conditions set out in Article L.3332-18 of the French Labor Code, one or more share capital increases in cash reserved for employees participating in the company savings plan.

This authorization is granted for a period of 26 months starting on the date of this Shareholders' Meeting. The total number of shares that employees may purchase shall not be greater than a total nominal amount of €100,000.

The subscription price of the shares shall be set in accordance with Article L.3332-20 of French Labor Code.

The Annual General Shareholders' Meeting grants the Management Board full authority to implement this authorization, and to that end:

- to set the number of new shares to be issued and the date of entitlement to dividends;
- to set the issue price of the new shares and the amount of time granted to employees to exercise their rights;
- to set the payment terms and deadlines for the new shares;
- to record the completion of the capital increase(s) and amend the Articles of Association accordingly;
- and to perform all transactions and formalities required to carry out the capital increase(s).

This authorization entails the express waiver by shareholders of their preemptive rights to the shares to be issued in favor of the employees referred to above.

### **Thirty-eighth resolution – Powers to carry out formalities**

The Annual General Shareholders' Meeting grants full powers to the bearer of an extract or copy of these resolutions to carry out the legal formalities.

### **3. Statutory Auditors**

#### **3.1 Statutory Auditors**

The 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 May 22, 2015, the Statutory Auditors were:

<b>PricewaterhouseCoopers Audit</b>	<b>Deloitte et Associés</b>	<b>Mazars</b>
63, rue de Villiers 92208 Neuilly-sur-Seine Cedex	185, avenue Charles-de-Gaulle 92524 Neuilly-sur-Seine 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 appoint 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 Agnès Husherr and Nicolas Montillot. 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 ET ASSOCIÉS**

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 et 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 et Associés is represented by Sylvie Bourguignon and Jean-Marc Mickeler. Substitute: BEAS, located at 185, 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 Michel Barbet-Massin and Jean Latorzeff.

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.

## **4. Additional information**

### **4.1 Documents on display**

This document is available from the “Investors” section of the Group’s website ([www.bpce.fr](http://www.bpce.fr)), or from the AMF website ([www.amf-france.org](http://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

## **5. Person responsible for the update to the Registration Document**

François Pérol

Chairman of the BPCE Management Board

### **5.1 Statement by the person responsible**

I hereby declare that, to the best of my knowledge after having taken all reasonable measure to this end, the information contained in this update to the 2014 Registration Document is in accordance with the facts and contains no omission likely to affect its import.

I have obtained a letter from the Statutory Auditors certifying the completion of their work, in which they state that they have verified the information provided in this update, and that they have read the 2014 Registration Document and its updates in their entirety.

Paris, June 3, 2015

François Pérol

Chairman of the BPCE Management Board



## 6. Cross-reference table

Items in Appendix 1 pursuant to EC Regulation No. 809/2004		2014 Registration Document filed with the AMF on March 18, 2015	First update filed with the AMF on May 12, 2015	Second update filed with the AMF on June 3, 2015
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**BPCE**

A French limited company (*Société Anonyme*)  
governed by a Management and Supervisory Board  
with capital of €155,742,320

**Registered office:**

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