

**SUPPLEMENT N° 6 DATED 18 SEPTEMBER 2023
TO THE BASE PROSPECTUS DATED 17 NOVEMBER 2022**



**BPCE
Euro 60,000,000,000
Euro Medium Term Note Programme**

BPCE (the “**Issuer**”) may, subject to compliance with all relevant laws, regulations and directives, from time to time issue Euro Medium Term Notes (the “**Notes**”) denominated in any currency under its Euro 60,000,000,000 Euro Medium Term Note Programme (the “**Programme**”).

This sixth supplement (the “**Sixth Supplement**”) is supplemental to, and should be read in conjunction with, the base prospectus dated 17 November 2022, the first supplement dated 14 February 2023, the second supplement dated 27 March 2023, the third supplement dated 11 May 2023, the fourth supplement dated 26 May 2023 and the fifth supplement dated 8 August 2023 prepared by the Issuer in relation to its Programme and which received approval n°22-0448 on 17 November 2022, approval n°23-0034 on 14 February 2023, approval n°23-0085 on 27 March 2023, approval n°23-0149 on 11 May 2023, approval n°23-0189 on 26 May 2023 and approval n°23-0352 on 8 August 2023, respectively, by the *Autorité des marchés financiers* (the “**AMF**”) (together, the “**Base Prospectus**”).

The Base Prospectus, as supplemented (including by this Sixth Supplement), constitutes a base prospectus for the purpose of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Terms defined in the Base Prospectus have the same meaning when used in this Sixth Supplement.

The Issuer has prepared this Sixth Supplement to its Base Prospectus, pursuant to Article 23 of the Prospectus Regulation for the purposes of:

- incorporating by reference the second amendment to the BPCE 2022 Universal Registration Document (*Second Amendement au Document d’Enregistrement Universel 2022*), published in French, which was filed with the AMF under the number D.23-0148-A02, dated 13 September 2023 (the “**BPCE 2022 URD Second Amendement**”);
- updating the “**RISK FACTORS**” section;
- updating the “**INFORMATION ABOUT THE ISSUER**” section; and
- updating the “**GENERAL INFORMATION**” section.

Application has been made to the AMF in France for approval of this Sixth Supplement to the Base Prospectus, in its capacity as competent authority under the Prospectus Regulation. The AMF only approves this Sixth Supplement to the Base Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation, such approval should not be considered as an endorsement of the quality of the Notes. Investors should make their own assessment as to the suitability of investing in the Notes.

Save as disclosed in this Sixth Supplement, no other significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Sixth Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statements in (a) above will prevail.

To the extent applicable, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Sixth Supplement is published, have the right, exercisable within a time limit of minimum two (2) working days after the publication of this Sixth Supplement (*i.e.* no later than 20 September 2023), to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period or the delivery of the Notes, whichever occurs first. Investors may contact the Authorised Offerors should they wish to exercise the right of withdrawal.

Copies of this Sixth Supplement (a) may be obtained free of charge at the registered office of the Issuer (BPCE Service Emissions - 7, promenade Germaine Sablon, 75013 Paris, France) and (b) will be made available on the websites of the Issuer (www.groupebpce.fr) and of the AMF (www.amf-france.org).

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1. RISK FACTORS

On page 16 of the Base Prospectus, the section “*Risk Factors Relating to the Issuer*” is deleted and replaced as follows:

“The risks relating to the Issuer are set out on pages 330 to 343 of the BPCE 2022 URD Second Amendment, as defined and further described under “*Documents Incorporated by Reference*” in this Base Prospectus.

The risk factors specific to the Issuer include:

- strategic, business and ecosystem risks
- financial risks
- credit and counterparty risks
- non-financial risks
- insurance risks
- regulation risks.”

2. DOCUMENTS INCORPORATED BY REFERENCE

On page 37 of the Base Prospectus, the section entitled “*Documents Incorporated By Reference*” is deleted in its entirety and replaced as follows:

“This Base Prospectus should be read and construed in conjunction with the sections referred to in the table below included in the following documents, which have been previously published or are published simultaneously with this Base Prospectus and that have been filed with the *Autorité des marchés financiers* (the “**AMF**”) for the purpose of the Prospectus Regulation, and shall be incorporated in, and form part of, this Base Prospectus (together, the “**Documents Incorporated by Reference**”). The non-incorporated parts of the documents incorporated by reference in this Base Prospectus shall not form part of this Base Prospectus:

- (a) the BPCE 2021 Universal Registration Document (*document d’enregistrement universel*), published in French, which was filed with the AMF under registration number D.22-0135, dated 23 March 2022 (the “**BPCE 2021 Universal Registration Document**”);

https://groupebpce.com/content/download/29858/file/BPCE2021_URD_FR.pdf

- (b) the BPCE 2022 Universal Registration Document (*document d’enregistrement universel*), published in French, which was filed with the AMF under registration number D.23-0148, dated 24 March 2023 (the “**BPCE 2022 Universal Registration Document**”);

https://groupebpce.com/content/download/33307/file/BPCE_2022_URD_FR_BAT_MEL2_23-03-23.pdf

- (c) the first amendment to the BPCE 2022 Universal Registration Document (*Amendement au Document d’Enregistrement Universel 2022*), published in French, which was filed with the AMF under number D.23-0148-A01, dated 10 May 2023 (the “**BPCE 2022 URD First Amendement**”);

<https://groupebpce.com/investisseurs/resultats-et-publications/documents-de-reference>

- (d) the second amendment to the BPCE 2022 Universal Registration Document (*Second Amendement au Document d’Enregistrement Universel 2022*), published in French, which was filed with the AMF under the number D.22-0148-A02, dated 13 September 2023 (the “**BPCE 2022 URD Second Amendement**”);

https://groupebpce.com/content/download/35492/file/Groupe%20BPCE_Amendement%20URD%2030%20juin%202023_13%20septembre.pdf

- (e) the sections “Terms and Conditions of the Notes” contained in the following base prospectuses, and where applicable, supplement(s) to these base prospectuses, of the Issuer:

- (i) base prospectus dated 19 november 2021 which received the approval number 21-0496 on 19 November 2021 by the AMF, (the “**2021 EMTN Conditions**”);

https://groupebpce.com/content/download/27718/file/BPCE%20EMTN%202021_Base%20Prospectus.pdf

- (ii) base prospectus dated 20 November 2020 which received the approval number 20-564 on 20 November 2020 by the AMF, (the “**2020 EMTN Conditions**”);

https://groupebpce.com/content/download/23102/file/BPCE%20EMTN%202020_Base%20Prospectus%20%28final%29.pdf

- (iii) base prospectus dated 21 November 2019 which received the approval number 19-539 on 21 November 2019 by the AMF, (the “**2019 EMTN Conditions**”);

https://groupebpce.com/content/download/18122/file/BPCE%20EMTN%202019_Base%20Prospectus.pdf

- (iv) base prospectus dated 21 November 2018 which was granted visa n°18-528 on 21 November 2018 by the AMF, (the “**2018 EMTN Conditions**”);

https://groupebpce.com/content/download/10338/file/BPCE%202018_Base%20Prospectus.pdf

- (v) base prospectus dated 1 December 2017 which was granted visa n°17-625 on 1 December 2017 by the AMF, (the “**2017 EMTN Conditions**”);

https://groupebpce.com/content/download/7682/file/BPCE%202017_Base%20Prospectus%20%28final%29.pdf

- (vi) base prospectus dated 21 December 2016 which was granted visa n°16-595 on 21 December 2016 by the AMF, (the “**December 2016 EMTN Conditions**”);

https://groupebpce.com/content/download/7692/file/A33168985%20v0.0%20BPCE%20SNP%20Update_Base%20Prospectus%20%28visa%29.pdf

- (vii) base prospectus dated 23 November 2016 which was granted visa n°16-545 on 23 November 2016 by the AMF, (the “**November 2016 EMTN Conditions**”);

https://groupebpce.com/content/download/7693/file/BPCE%202016_Base%20Prospectus.pdf

- (viii) base prospectus dated 18 November 2015 which was granted visa n°15-588 on 18 November 2015 by the AMF, (the “**2015 EMTN Conditions**”);

https://groupebpce.com/content/download/7702/file/BPCE%202015_Base%20Prospectus.pdf

- (ix) base prospectus dated 20 November 2014 which was granted visa n°14-610 on 20 November 2014 by the AMF, (the “**2014 EMTN Conditions**”);

https://groupebpce.com/content/download/7712/file/BPCE%202014_Base%20Prospectus.pdf

- (x) base prospectus dated 22 November 2013 which was granted visa n°13-629 on 22 November 2013 by the AMF, (the “**2013 EMTN Conditions**”);

https://groupebpce.com/content/download/7723/file/BPCE_Base%20Prospectus_2013_VISA.pdf

- (xi) base prospectus dated 26 November 2012 which was granted visa n°12-573 on 26 November 2012 by the AMF (the “**2012 EMTN Conditions**”);

https://groupebpce.com/content/download/7736/file/BPCE_Base%20Prospectus_2012_VISA.pdf

- (xii) base prospectus dated 17 November 2011 which was granted visa n°11-536 on 17 November 2011 by the AMF (the “**2011 EMTN Conditions**”);

https://groupebpce.com/content/download/7748/file/BPCE_Base%20Prospectus%20EMTN_2011.pdf

- (xiii) base prospectus dated 5 November 2010 which was granted visa n°10-387 on 5 November 2010 by the AMF (the “**2010 EMTN Conditions**”);

https://groupebpce.com/content/download/7764/file/BPCE_Base%20Prospectus%202010.pdf

The 2020 EMTN Conditions, together with the 2019 EMTN Conditions, the 2018 EMTN Conditions, 2017 EMTN Conditions, the December 2016 EMTN Conditions, the November 2016 EMTN Conditions, the 2015 EMTN Conditions, the 2014 EMTN Conditions, the 2013 EMTN Conditions, the 2012 EMTN Conditions, the 2011 EMTN Conditions and the 2010 EMTN Conditions, the “**EMTN Previous Conditions**”).

Free English language translations of the documents incorporated by reference in this Base Prospectus listed in paragraphs (a) to (d) are available, for information purposes only, on the Issuer’s website.

The EMTN Previous Conditions are incorporated by reference in the Base Prospectus for the purpose only of further issues of Notes to be assimilated (*assimilées*) and form a single series with Notes already issued with the relevant EMTN Previous Conditions.

EMTN Previous Conditions	
2021 EMTN Conditions	Pages 46 to 133
2020 EMTN Conditions	Pages 43 to 125
2019 EMTN Conditions	Pages 39 to 101
2018 EMTN Conditions	Pages 122 to 179
2017 EMTN Conditions	Pages 119 to 169
December 2016 EMTN Conditions	Pages 122 to 170
November 2016 EMTN Conditions	Pages 109 to 154
2015 EMTN Conditions	Pages 109 to 154
2014 EMTN Conditions	Pages 94 to 134
2013 EMTN Conditions	Pages 93 to 132
2012 EMTN Conditions	Pages 87 to 128
2011 EMTN Conditions	Pages 53 to 84
2010 EMTN Conditions	Pages 53 to 83

The non-incorporated parts of the documents incorporated by reference in this Base Prospectus shall not form part of this Base Prospectus and are either not relevant for the investors or covered elsewhere in this Base Prospectus. Any statement contained in the Documents Incorporated by Reference shall be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus. The Documents Incorporated by Reference are available on the websites of the Issuer (www.groupebpce.fr) and/or of the AMF (www.amf-france.org). The Documents Incorporated by Reference will also be available free of charge to the public at the specified office of the Fiscal Agent.

Below are tables that reference the topics from the Documents Incorporated by Reference which are incorporated by reference in this Base Prospectus.

Annex 6 of the Commission Delegated Regulation (EU) No. 2019/980, amended and supplementing the Prospectus Regulation	BPCE 2021 Universal Registration Document	BPCE 2022 Universal Registration Document	BPCE 2022 URD First Amendment	BPCE 2022 URD Second Amendment
3. RISK FACTORS				Pages 330-343

Annex 6 of the Commission Delegated Regulation (EU) No. 2019/980, amended and supplementing the Prospectus Regulation	BPCE 2021 Universal Registration Document	BPCE 2022 Universal Registration Document	BPCE 2022 URD First Amendment	BPCE 2022 URD Second Amendment
4. INFORMATION ABOUT THE ISSUER				
4.1 History and development of the Issuer		Pages 18-19		
4.1.1. The legal and commercial name of the issuer		Page 760		
4.1.2. The place of registration of the issuer, its registration number and legal entity identifier (“LEI”).		Page 760		
4.1.3. The date of incorporation and the length of life of the issuer, except where the period is indefinite		Page 760		
4.1.4. The domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the Issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus.		Page 760		
4.1.5 Details of any recent events particular to the Issuer and which are to a material extent relevant to an evaluation of the Issuer’s solvency		Pages 22-24, 235-239, 256, 271, 433, 572, 765	Pages 4-28	Pages 6-85
4.1.6 Credit ratings assigned to an issuer at the request or with the cooperation of the issuer in the rating process. A brief explanation of the meaning of the ratings if this has previously been published by the rating provider.		Page 15		
4.1.7 Information on the material changes in the issuer’s borrowing and funding structure since the last financial year.		Not Applicable		
4.1.8 Description of the expected financing of the issuer’s activities		Not Applicable		
5. BUSINESS OVERVIEW				
5.1 Principal activities		Pages 25-42, 242-251		
5.1.1 A brief description of the Issuer’s principal activities including the main categories of products sold and/ or services performed;		Pages 25-42		Pages 6-85
5.1.2 an indication of any significant new products or activities;		Pages 25-42		

Annex 6 of the Commission Delegated Regulation (EU) No. 2019/980, amended and supplementing the Prospectus Regulation	BPCE 2021 Universal Registration Document	BPCE 2022 Universal Registration Document	BPCE 2022 URD First Amendment	BPCE 2022 URD Second Amendment
5.1.3 of the principal markets in which the Issuer competes		Pages 25-42		
5.2 The basis for any statements made by the Issuer regarding its competitive position.		Pages 25-42		
6. ORGANISATIONAL STRUCTURE				
6.1 If the Issuer is part of a Group, a brief description of the Group and the Issuer's position within the Group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.		Pages 20-21, 399-412, 548-557, 597-603		Page 95
6.2 If the Issuer is dependent upon other entities within the Group, this must be clearly stated together with an explanation of this dependence		Pages 20-21		
7. TREND INFORMATION				
7.2 Information of any known trends		Pages 257-258, 572		Pages 83-85
9. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES				
9.1 Names, business addresses and functions within the Issuer of the members of the administrative, management and supervisory bodies, and an indication of the principal activities performed by them outside of that Issuer where these are significant with respect to the Issuer-		Pages 10-11, 152-196		Pages 3-5
9.2 Statement that there are no conflicts of interest		Pages 155, 231-232		
10. MAJOR SHAREHOLDERS				
10.1 To the extent known to the Issuer, state whether the Issuer is directly or indirectly owned or controlled and by whom, and describe the nature of such control, and describe the measures in place to ensure that such control is not abused		Pages 764-765		Page 244
10.2 A description of any arrangements, known to the Issuer, the operation of which may at a subsequent date result in a change in control of the Issuer		Page 765		
11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES				
11.1 Historical Financial Information				

Annex 6 of the Commission Delegated Regulation (EU) No. 2019/980, amended and supplementing the Prospectus Regulation	BPCE 2021 Universal Registration Document	BPCE 2022 Universal Registration Document	BPCE 2022 URD First Amendment	BPCE 2022 URD Second Amendment
11.1.1 Audited historical financial information	BPCE – Pages 548-589	BPCE – Pages 575-617		
11.1.6 Consolidated financial statements	Groupe BPCE – Pages 220-232 and 241-391 Groupe BPCE SA – Pages 401-531	Groupe BPCE – Pages 240-253 and 261-414 Groupe BPCE SA – Pages 423-558		
11.2 Interim and other financial information				Groupe BPCE –Pages 86-205 Groupe BPCE SA – Pages 206-321
11.3 Auditing of historical annual financial information	BPCE – Pages 590-593 Groupe BPCE – Pages 392-400 Groupe BPCE SA – Pages 532-539	BPCE – Pages 618-621 Groupe BPCE – Pages 415-422 Groupe BPCE SA – Pages 559-566		
11.4 Legal and arbitration proceedings		Pages 733-735		Pages 382-386
11.5 Significant change in the issuer’s financial position				
11.5.1 A description of any significant change in the financial position of the group which has occurred since the end of the last financial period for which either audited financial information or interim financial information have been published, or provide an appropriate negative statement.				Pages 82-85, 96, 216
13. MATERIAL CONTRACTS				
A brief summary of all material contracts that are not entered into in the ordinary course of the Issuer’s business, which could result in any group member being under an obligation or an entitlement that is material to the Issuer’s ability to meet its obligations to security holders in respect of the securities being issued.		Page 765		
14. DOCUMENTS AVAILABLE		Page 783	Page 94	Page 389

Information contained in the Documents Incorporated by Reference other than information listed in the table above is for information purposes only.”

3. INFORMATION ABOUT THE ISSUER

On page 145 of the Base Prospectus, the paragraph “*The Financial Solidarity Mechanism*” is deleted in its entirety and replaced as follows:

“In accordance with the BPCE Law, BPCE established a financial solidarity mechanism to ensure the liquidity and solvency of the Banques Populaires and Caisses d’Epargne networks and of all entities in the Affiliated Group. The solidarity mechanism is a specific regime applicable to mutual banking groups, pursuant to which BPCE and each of the retail network banks is required to support the others (as well as each member of the Affiliated Group, in the case of BPCE) in case of temporary cash shortage (liquidity guarantee) or in order to prevent and/or cope with severe financial failings (solvency guarantee). Each retail network bank thus effectively acts as a guarantor of the obligations of BPCE and of the other retail network banks, and BPCE effectively acts as guarantor of the obligations of the retail network banks and the other entities in the Affiliated Group. The solidarity mechanism is internal to the group and does not constitute a guarantee that is enforceable by third parties, although French or European authorities may require the mechanism to be used if needed.

BPCE manages the Banque Populaire Network Fund and the Caisse d’Epargne Network Fund and has put in place the Mutual Guarantee Fund.

The Banque Populaire Network Fund was formed by a deposit made by the Banks (€450 million) that was booked by BPCE in the form of 10-year term account which is indefinitely renewable.

The Caisse d’Epargne Network Fund was formed by a deposit made by the Caisses (€450 million) that was booked by BPCE in the form of a 10-year term account which is indefinitely renewable.

The Mutual Guarantee Fund was formed by deposits made by the Banque Populaire banks and the Caisses d’Epargne. These deposits were booked by BPCE in the form of a 10-year term accounts which are indefinitely renewable. The amount of the deposits by network was €157 million at 30 June 2023.

The total amount of deposits made to BPCE in respect of the Banque Populaire Network Fund, the Caisse d’Epargne Network Fund and the Mutual Guarantee Fund may not be less than 0.15% and may not exceed 0.3% of the total risk-weighted assets of the Group.”

4. GENERAL INFORMATION

On page 214 of the Base Prospectus, the paragraph “**Significant change in the Issuer’s financial position or financial performance**” of section “GENERAL INFORMATION” is deleted in its entirety and replaced as follows:

“Except as disclosed in this Base Prospectus and the information incorporated by reference herein, there has been no significant change nor any development reasonably likely to involve a significant change, that is material in the context of the issue of the Notes, in the financial position or financial performance of the Issuer since 31 December 2022 and of the Groupe BPCE SA and of the Groupe BPCE since 30 June 2023.”

On page 215 of the Base Prospectus, the paragraph “**Administrative, Management and Supervisory bodies conflicts of interests**” of section “GENERAL INFORMATION” is deleted in its entirety and replaced as follows:

“To the Issuer’s knowledge:

- there are no conflicts of interest between any duties of the members of the Management Board, the Supervisory Board or the Executive Management Committee, as the case may be, with respect to the Issuer and their private interests or other duties;
- there are no family ties between the members of the Management Board, the Supervisory Board or the Executive Management Committee, as the case may be.

As of date of this Base Prospectus, no member of the Management Board, the Supervisory Board or the Executive Management Committee was linked to the Issuer or any of its subsidiaries by a service agreement offering benefits.”

On page 216 of the Base Prospectus, the paragraph “**Audited and unaudited financial information**” of section “GENERAL INFORMATION” is deleted in its entirety and replaced as follows:

“The accounts of the Issuer are published on an annual and semi-annual basis. Copies of the audited non-consolidated financial statements of the Issuer and of the audited consolidated financial statements of Groupe BPCE and Groupe BPCE SA for the years ended 31 December 2021 and 31 December 2022 and of the unaudited condensed consolidated financial statements of Groupe BPCE and Groupe BPCE SA for the six-month period ended 30 June 2023 may be obtained at the specified offices of each of the Paying Agents during normal business hours, so long as any of the Notes is outstanding.”

**PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SIXTH SUPPLEMENT TO
THE BASE PROSPECTUS**

In the name of the Issuer

I declare that the information contained in this Sixth Supplement is in accordance with the facts and that it contains no omission likely to affect its import.

BPCE
7, promenade Germaine Sablon
75013 Paris
France

Duly represented by:
Jean-Philippe BERTHAUT
Head of Group Funding
Duly authorised
on 18 September 2023



Autorité des marchés financiers

This Sixth Supplement has been approved on 18 September 2023 under the approval number n° 23-395 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Sixth Supplement after having verified that the information it contains is complete, coherent and comprehensible.

This approval is not a favourable opinion on the Issuer and on the quality of the Notes described in this Sixth Supplement. Investors should make their own assessment of the opportunity to invest in such Notes.