

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that, in relation to the type of clients criterion only: (i) the type of clients to whom the Notes are targeted is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ type of clients assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ type of clients assessment) and determining appropriate distribution channels.

**FINAL TERMS dated 2 July 2019**



**BANQUE FÉDÉRATIVE DU CRÉDIT MUTUEL**

**Legal Entity Identifier (LEI): VBHFXYT7OG62HNT8T76**

**Euro 45,000,000,000 Euro Medium Term Note Programme (the “Programme”)**

Series No: 489

Tranche No: 1

*Issue of EUR 1,000,000,000 0.125 per cent Senior Preferred Notes due 5 February 2024 (the “Notes”)*

*under the Programme*

Issued by

Banque Fédérative du Crédit Mutuel

**Names of Joint Lead Managers**

**CM-CIC Market Solutions**

**Goldman Sachs**

**NatWest Markets**

**Société Générale Corporate & Investment Banking**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the heading “*Terms and Conditions of the French Law Notes*” in the Base Prospectus dated 6 July 2018 which received visa no. 18-291 from the *Autorité des marchés financiers* (the “**AMF**”) on 6 July 2018, the First Supplement to the Base Prospectus dated 14 August 2018 which received visa no. 18-391 from the AMF on 14 August 2018, the Second Supplement to the Base Prospectus dated 5 March 2019 which received visa no. 19-078 from the AMF on 5 March 2019 and the Third Supplement to the Base Prospectus dated 14 May 2019 which received visa n°19-198 from the AMF on 14 May 2019, which together constitute a base prospectus for the purposes of the Directive 2003/71/EC of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading, as amended (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus, the supplements to the Base Prospectus and the Final Terms are available for viewing at Banque Fédérative du Crédit Mutuel, 4, rue

Frédéric-Guillaume Raiffeisen 67000 Strasbourg and [www.bfcm.creditmutuel.fr](http://www.bfcm.creditmutuel.fr) and copies may be obtained from Banque Fédérative du Crédit Mutuel, 4, rue Frédéric-Guillaume Raiffeisen 67000 Strasbourg and [www.bfcm.creditmutuel.fr](http://www.bfcm.creditmutuel.fr) and from BNP Paribas Securities Services (in its capacity as Principal Paying Agent), Les Grands Moulins de Pantin, 9, rue du Débarcadère 93500 Pantin, France and will be available on the AMF website [www.amf-france.org](http://www.amf-france.org).

<b>1. Issuer:</b>	Banque Fédérative du Crédit Mutuel
<b>2. (i) Series Number:</b>	489
<b>(ii) Tranche Number:</b>	1
<b>(iii) Date on which the Notes become fungible:</b>	Not Applicable
<b>3. Specified Currency:</b>	Euro (“EUR”)
<b>4. Aggregate Nominal Amount:</b>	
<b>(i) Series:</b>	EUR 1,000,000,000
<b>(ii) Tranche:</b>	EUR 1,000,000,000
<b>5. Issue Price:</b>	99.890 per cent. of the Aggregate Nominal Amount
<b>6. Specified Denominations:</b>	EUR 100,000
<b>7. (i) Issue Date:</b>	4 July 2019
<b>(ii) Interest Commencement Date:</b>	Issue Date
<b>8. Maturity Date:</b>	5 February 2024
<b>9. Interest Basis:</b>	0.125 per cent <i>per annum</i> . Fixed Rate. (further particulars specified below)
<b>10. Redemption Basis:</b>	Subject to any purchase and cancellation or early redemption the Notes will be redeemed at 100 per cent. of their nominal amount on the Maturity Date.
<b>11. Change of Interest Basis:</b>	Not Applicable
<b>12. Put/Call Options:</b>	Not Applicable
<b>13. (i) Status of the Notes:</b>	Senior Preferred Notes pursuant to Article L.613-30-3-I-3° of the <i>French Code monétaire et financier</i> .
<b>(ii) Date of Board approval for issuance of Notes obtained:</b>	Decision of Mr. Christian Ander dated 1 July 2019, acting pursuant to the resolution of the Board of Directors passed on 20 February 2019.

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

<b>14. Fixed Rate Note Provisions:</b>	Applicable
<b>(i) Fixed Rate of Interest:</b>	0.125 per cent. <i>per annum</i> payable in arrear on each Specified Interest Payment Date
<b>(ii) Specified Interest Payment Dates</b>	5 February in each year from, and including, 5 February 2020 to, and including, the Maturity Date. There will be a short first interest period in respect of the period from, and including, the Interest Commencement Date to, but excluding, the Specified

		Interest Payment Date falling on 5 February 2020.
(iii)	Fixed Coupon Amount:	EUR 125.00 per Specified Denomination
(iv)	Broken Amount:	EUR 73.97 per Specified Denomination payable on the first Specified Interest Payment Date falling on 5 February 2020.
(v)	Day Count Fraction:	Actual/Actual ICMA
(vi)	Determination Dates:	5 February in each year
<b>15.</b>	<b>Resettable Fixed Rate Note Provisions:</b>	Not Applicable
<b>16.</b>	<b>Floating Rate Note Provisions:</b>	Not Applicable
<b>17.</b>	<b>Zero Coupon Note Provisions:</b>	Not Applicable
<b>18.</b>	<b>TEC 10 Linked Note Provisions:</b>	Not Applicable
<b>19.</b>	<b>Inflation Linked Interest Note Provisions:</b>	Not Applicable
<b>20.</b>	<b>Inflation Linked Range Accrual Note Provisions:</b>	Not Applicable
<b>21.</b>	<b>CMS Linked Note Provisions:</b>	Not Applicable
<b>22.</b>	<b>Range Accrual Note Provisions:</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

<b>23.</b>	<b>Issuer Call Option:</b>	Not Applicable
<b>24.</b>	<b>Noteholder Put Option:</b>	Not Applicable
<b>25.</b>	<b>Final Redemption Amount:</b>	EUR 100,000 per Specified Denomination
<b>26.</b>	<b>Early Redemption Amount:</b>	Applicable
(i)	Early Redemption Amount(s) of each Note payable on redemption for taxation reasons:	EUR 100,000 per Specified Denomination
(ii)	Redemption for taxation reasons permitted on days other than Specified Interest Payment Dates:	Yes
(iii)	Unmatured Coupons to become void upon early redemption:	Not Applicable
<b>27.</b>	<b>Make-Whole Redemption Option:</b>	Not Applicable
<b>28.</b>	<b>Waiver of Set-Off:</b>	Applicable
<b>29.</b>	<b>Events of Default in respect of Senior Preferred Notes:</b>	Not Applicable
<b>30.</b>	<b>Redemption upon occurrence of MREL or TLAC Disqualification Event in respect of Senior Preferred Notes</b>	Applicable

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

<b>31.</b>	<b>Form of the Notes:</b>	
(i)	Form:	Dematerialised Notes Bearer form ( <i>au porteur</i> )
(ii)	Applicable TEFRA exemptions:	Not Applicable

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| 32. | <b>Financial Centre(s):</b>  | Not Applicable   |
| 33. | <b>Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):</b> | Not Applicable   |
| 34. | <b>Details relating to Instalment Notes:</b>   | Not Applicable   |
| 35. | <b>Redenomination provisions:</b>  | Not Applicable   |
| 36. | <b>Consolidation provisions:</b>   | Not Applicable   |
| 37. | <b>Purchase in accordance with Article L.213-1 A and D.213-1 A of the French <i>Code monétaire et financier</i>:</b>     | Applicable   |
| 38. | <b>Any applicable currency disruption:</b>   | Not Applicable   |
| 39. | <b>Representation of Noteholders (Condition 9 of the Terms and Conditions of the French Law Notes):</b>                  | No <i>Masse</i> shall apply.   |
| 40. | <b>Governing Law:</b>  | The Notes and any non-contractual obligations arising out of or in connection with the Notes will be governed by, and shall be construed in accordance with, French law. |
| 41. | <b>Prohibition on Sales to EEA Retail Investors:</b>   | Not Applicable   |

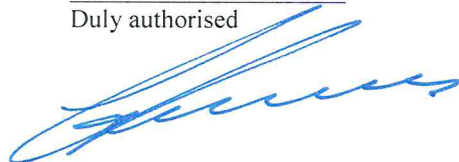
#### RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer

By:

\_\_\_\_\_  
Duly authorised



## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING APPLICATION

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 4,450

### 2. RATINGS

Ratings: The Notes to be issued are expected to be rated:  
S&P: A  
Moody's: Aa3  
Fitch Ratings: A+

S&P, Moody's and Fitch Ratings are established in the European Union and registered under Regulation (EC) No 1060/2009.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Except for the commissions related to the issue of the Notes paid to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the issue.

### 4. REASONS FOR THE ISSUE, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: See "Use of Proceeds" in the Base Prospectus.
- (ii) Estimated net proceeds: EUR 996,930,000
- (iii) Estimated total expenses: Not Applicable

### 5. YIELD

Indication of yield: 0.149 per cent. per annum

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6. OPERATIONAL INFORMATION

ISIN Code: FR0013432770  
Common Code: 202363598  
CFI: DTFXXB  
FISN: BFCM(BQUEFEDER/DBT20240205)

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A., Euroclear France and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Name and addresses of additional Paying Agent(s) (if any): Not Applicable

**7. DISTRIBUTION**

(i) Method of distribution Syndicated

(ii) If syndicated:

(a) Names of Managers: Crédit Industriel et Commercial S.A.  
Goldman Sachs International  
NatWest Markets N.V.  
Société Générale

(b) Stabilising Manager(s) (if any): Société Générale

(iii) If non-syndicated, name of Dealer: Not Applicable

(iv) US Selling Restrictions (Categories of potential investors to which the Notes are offered): Reg. S Compliance Category 2 applies to the Notes;  
TEFRA Not Applicable