

**Final Terms dated 6 September 2013**



**BPCE**

Euro 40,000,000,000  
Euro Medium Term Note Programme  
for the issue of Notes

**SERIES NO: 2013-48**

**TRANCHE NO: 1**

**Euro 1,000,000,000 Floating Rate Notes due March 2015 (the “Notes”)  
issued by BPCE**

**Lead Manager**

**NATIXIS**

**Joint Lead Managers**

**ABN AMRO  
ERSTE GROUP BANK AG  
LLOYDS BANK  
SEB**

**Co-Lead Manager**

**LANDESBANK BADEN-WÜRTTEMBERG**

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Base Prospectus dated 26 November 2012 which received visa n°12-573 from the *Autorité des marchés financiers* (the “**AMF**”) on 26 November 2012, the supplements dated 22 February 2013, 26 March 2013, 13 May 2013, 21 May 2013, 9 August 2013 and 29 August 2013 which respectively received visa n°13-052 on 22 February 2013, visa n°13-112 on 26 March 2013, visa n°13-209 on 13 May 2013, visa n°13-225 on 21 May 2013, visa n°13-452 on 9 August 2013 and visa n°13-468 on 29 August 2013 from the AMF, and which, together, constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”) as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a Member State of the European Economic Area).

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 and the supplements are available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)) and copies may be obtained from BPCE, 50 avenue Pierre Mendès-France, 75013 Paris, France.

- |   |  |
|---|--|
| 1. Issuer:  | BPCE   |
| 2. (i) Series Number:                                     | 2013-48  |
| (ii) Tranche Number:                                      | 1  |
| (iii) Date on which the Notes become fungible:            | Not Applicable   |
| 3. Specified Currency or Currencies:                      | Euro   |
| 4. Aggregate Nominal Amount of Notes admitted to trading: |  |
| (i) Series:   | Euro 1,000,000,000   |
| (ii) Tranche:   | Euro 1,000,000,000   |
| 5. Issue Price:   | 99.955 per cent. of the Aggregate Nominal Amount   |
| 6. Specified Denomination(s):                             | Euro 100,000   |
| 7. (i) Issue Date:  | 10 September 2013  |
| (ii) Interest Commencement Date:                          | 10 September 2013  |
| 8. Interest Basis:  | Three (3) month EURIBOR + 0.30 per cent. Floating Rate (further particulars specified below)             |
| 9. Maturity Date:   | Interest Payment Date falling on or nearest to 10 March 2015   |
| 10. Redemption Basis:                                     | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity |

	Date at 100 per cent. of their nominal amount
11. Change of Interest Basis:	Not Applicable
12. Put/Call Options:	Not Applicable
13. (i) Status of the Notes:	Unsubordinated Notes
(ii) Dates of the corporate authorisations for issuance of Notes obtained:	Decision of the <i>Directoire</i> of the Issuer dated 3 June 2013 and decision of Mr. Jean-Philippe BERTHAUT, Head of Group Funding, dated 30 August 2013

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

14. Fixed Rate Note Provisions	Not Applicable
15. Floating Rate Note Provisions	Applicable
(i) Interest Period(s):	As per the Conditions
(ii) Specified Interest Payment Dates:	Interest payable quarterly in arrear on 10 September, 10 December, 10 March and 10 June in each year, commencing on 10 December 2013 all such dates being subject to adjustment in accordance with the Business Day Convention set out in (iv) below
(iii) First Interest Payment Date:	10 December 2013 subject to ajustement in accordance with the Business Day Convention set out in (iv) below
(iv) Business Day Convention:	Modified Following Business Day Convention
(v) Interest Period Date:	Not Applicable
(vi) Business Centre(s):	Not Applicable
(vii) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(viii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent):	Not Applicable
(ix) Screen Rate Determination:	Applicable
– Reference Rate:	3-month EURIBOR
– Interest Determination Date:	11.00 a.m. (Brussels time) two (2) TARGET Business Days prior to the first day of each Interest Accrual Period
– Relevant Screen Page:	Reuters EURIBOR01
(x) FBF Determination:	Not Applicable
(xi) ISDA Determination:	Not Applicable
(xii) Margin(s):	+0.30 per cent. per annum

(xiii) Minimum Rate of Interest:	Not Applicable
(xiv) Maximum Rate of Interest:	Not Applicable
(xv) Day Count Fraction:	Actual/360
16. Zero Coupon Note Provisions	Not Applicable
17. Inflation Linked Interest Note Provisions	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

18. Call Option	Not Applicable
19. Put Option	Not Applicable
20. Final Redemption Amount of each Note:	Euro 100,000 per Note of Euro 100,000 Specified Denomination
Inflation Linked Notes – Provisions relating to the Final Redemption Amount:	Not Applicable
21. Early Redemption Amount	
(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(g)), for illegality (Condition 6(j)) or on event of default (Condition 9):	Euro 100,000 per Note of Euro 100,000 Specified Denomination
(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(g)):	No
(iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)):	Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

22. Form of Notes:	Dematerialised Notes
(i) Form of Dematerialised Notes:	Bearer form ( <i>au porteur</i> )
(ii) Registration Agent:	Not Applicable
(iii) Temporary Global Certificate:	Not Applicable
(iv) Applicable TEFRA exemption:	Not Applicable
23. Financial Centre(s):	Not Applicable
24. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable

25. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
26. Redenomination provisions: Not Applicable
27. Purchase in accordance with Article L.213-1 A and D.213-1 A of the French *Code monétaire et financier*: Applicable
28. Consolidation provisions: Not Applicable
29. *Masse*:  
 Contractual *Masse* shall apply  
 Name and address of the Representative:  
 Aziza Breteau  
 Natixis  
 47, Quai d'Austerlitz  
 75013 Paris  
 France  
  
 Name and address of the alternate Representative:  
 Thomas Leocadio  
 Natixis  
 47, Quai d'Austerlitz  
 75013 Paris  
 France  
 The Representative will not receive a remuneration

## GENERAL

30. The aggregate principal amount of Notes issued has been translated into Euro at the rate of [•] producing a sum of: Not Applicable

## RESPONSIBILITY

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

Signed on behalf of BPCE

Duly represented by: Jean-Philippe BERTHAUT, Head of Group Funding

## **PART B – OTHER INFORMATION**

### **1. LISTING AND ADMISSION TO TRADING**

- |  |  |
|--|--|
| (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 10 September 2013. |
| (ii) Estimate of total expenses related to admission to trading: | Euro 7,200   |

### **2. RATINGS**

- |          |   |
|----------|---|
| Ratings: | The Notes to be issued are expected to be rated:<br><br>S & P: A<br><br>Moody's: A2<br><br>Fitch: A<br><br>Each of S&P, Moody's and Fitch is established in the European Union and registered under Regulation (EC) No 1060/2009. |
|----------|---|

### **3. NOTIFICATION**

Not Applicable

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

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### **5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- |                                 |  |
|---------------------------------|--|
| (i) Reasons for the offer:      | See "Use of Proceeds" wording in Base Prospectus |
| (ii) Estimated net proceeds:    | Euro 998,800,000                                 |
| (iii) Estimated total expenses: | Euro 7,200                                       |

### **6. HISTORIC INTEREST RATES**

Details of historic EURIBOR rates can be obtained from Reuters Screen EURIBOR01.

## 7. OPERATIONAL INFORMATION

ISIN Code: FR0011564541

Common Code: 096917546

Depositories:

(i) Euroclear France to act as  
Central Depositary: Yes

(ii) Common Depositary for  
Euroclear and Clearstream  
Luxembourg: Yes

Any clearing system(s) other than  
Euroclear and Clearstream,  
Luxembourg and the relevant  
identification number(s): Not Applicable

Delivery: Delivery against payment

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

## 8. DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Names of Managers: **Lead Manager**  
NATIXIS  
**Joint Lead Managers**  
ABN AMRO Bank N.V.  
Erste Group Bank AG.  
Lloyds TSB Bank plc  
Skandinaviska Enskilda Banken AB (publ)  
**Co-Lead Manager**  
Landesbank Baden-Württemberg

(B) Stabilising Manager(s) if any: Not Applicable

(iii) If non-syndicated, name and  
address 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