

**Final Terms dated 14 October 2013**



**BPCE**

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

**SERIES NO: 2013-36**

**TRANCHE NO: 5**

**EUR 25,000,000 Floating Rate Notes due November 2014 (the « Notes »)**

**to be assimilated (*assimilées*) and form a single series with the EUR 340,000,000 Floating Rate Notes due November 2014 issued on 30 May 2013, with the EUR 50,000,000 Floating Rate Notes due November 2014 issued on 19 July 2013, with the EUR 50,000,000 Floating Rate Notes due November 2014 issued on 30 July 2013 and with the EUR 431,000,000 Floating Rate Notes due November 2014 issued on 20 September 2013 (“the Existing Notes”)**

**issued by BPCE (the « Issuer »)**

**Lead Manager**

**The Royal Bank of Scotland**

## 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 and the Base Prospectus 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 from the AMF on 22 February 2013, visa n°13-112 from the AMF on 26 March 2013, visa n°13-209 from the AMF on 13 May 2013, visa n°13-225 from the AMF on 21 May 2013, visa n°13-452 from the AMF on 9 August 2013 and visa n°13-468 from the AMF on 29 August 2013 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 Base Prospectus 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: 2013-36  
(ii) Tranche Number: 5  
(iii) Date on which the Notes become fungible: The Notes will be assimilated (*assimilées*) and form a single series with the existing EUR 340,000,000 Floating Rate Notes due November 2014 issued on 30 May 2013, with the EUR 50,000,000 Floating Rate Notes due November 2014 issued on 19 July 2013, with the EUR 50,000,000 Floating Rate Notes due November 2014 issued on 30 July 2013 and with the EUR 431,000,000 Floating Rate Notes due November 2014 issued on 20 September 2013 (“**the Existing Notes**”), as from the date of exchange which is expected to be on or around the date which is 40 days after the Issue Date (the “**Assimilation Date**”)
3. Specified Currency or Currencies: Euro (« EUR »)
4. Aggregate Nominal Amount of Notes admitted to trading:
  - (i) Series: EUR 896,000,000
  - (ii) Tranche: EUR 25,000,000

5. Issue Price: 100.088 per cent. of the Aggregate Nominal Amount plus 50 days' accrued interest of EUR 17,187.50
6. Specified Denomination(s): EUR 100,000
7. (i) Issue Date: 16 October 2013
- (ii) Interest Commencement Date: 27 August 2013
8. Interest Basis: Three (3) month EURIBOR + 0.27 per cent. Floating Rate (further particulars specified below)
9. Maturity Date: Interest Payment Date falling in or nearest to 27 November 2014
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 Directoire of the Issuer dated 3 June 2013 and decision of Mr. Jean-Philippe BERTHAUT, Head of Group Funding, dated 9 October 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): The period from and including (i) the Interest Commencement Date to but excluding the First Interest Payment Date and (iii) each successive period thereafter from and including a Specified Interest Payment Date and to but excluding the next succeeding Specified Interest Payment Date.
- (ii) Specified Interest Payment Dates: Quarterly in arrear on 27 November, 27 February, 27 May, and 27 August in each year, starting on (and including) the First Interest Payment Date up to (and including) the Maturity Date, in each case subject to adjustment in accordance with the Business Day Convention set out in item 15 (iv) below
- (iii) First Interest Payment Date: 27 November 2013
- (iv) Business Day Convention: Modified Following Business Day Convention
- (v) Interest Period Date: Not Applicable

(vi) Business Centre(s):	TARGET Business Day
(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:	Three (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 Time:	Reuters Screen EURIBOR01 Page
(x) FBF Determination	Not Applicable
(x) ISDA Determination:	Not Applicable
(xi) Margin(s):	+ 0.27 per cent. per annum
(xii) Minimum Rate of Interest:	Not Applicable
(xiii) Maximum Rate of Interest:	Not Applicable
(xiv) Day Count Fraction:	Actual/360, Adjusted
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	EUR 100,000 per Note of EUR 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): EUR 100,000 per Note of EUR 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 (*au porteur*)
  - (ii) Registration Agent: Not Applicable
  - (iii) Temporary Global Certificate: Not Applicable
  - (iv) Applicable TEFRA exemption: Not Applicable
- 23. Financial Centre(s): TARGET
- 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*:

Full *Masse* shall apply

Name and address of the Representative:

BNP Paribas Securities Services

Global Corporate Trust

Les Grands Moulins de Pantin

9, rue du Débarcadère

93500 Pantin

France

represented by Mr. Sylvain Thomazo

Name and address of the alternate Representative:

Sandrine d'Haussy

69, avenue Gambetta

94100 Saint Maur des Fosses

France

The Representative will receive a remuneration of EUR

2,000 (excluding VAT) per year

### **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 the Issue Date |
| (ii) Estimate of total expenses related to admission to trading: | EUR 1,750  |

### **2. RATINGS**

Ratings: Not Applicable

### **3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE [ISSUE/OFFER**

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:    | EUR 25,237,187.50                                |
| (iii) Estimated total expenses: | EUR 1,750  |

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

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

### **7. OPERATIONAL INFORMATION**

ISIN Code: FR0011596733 until the Assimilation Date and thereafter FR0011505940

Common Code: 098277820 until the Assimilation Date and thereafter 093968930

Depositories:

- |  |     |
|--|-----|
| (i) Euroclear France to act as Central Depository: | Yes |
|--|-----|

(ii) Common Depository for Euroclear and Clearstream Luxembourg: No

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

Delivery: Delivery free of payment

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

## 8. DISTRIBUTION

(i) Method of distribution: Non-syndicated

(ii) If syndicated:

(A) Names of Managers: Not Applicable

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

(iii) If non-syndicated, name and address of Dealer: The Royal Bank of Scotland plc  
135 Bishopsgate  
London EC2 M 3UR  
United Kingdom

(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.