

Final Terms dated 16 October 2013



BPCE

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

SERIES NO: 2013 - 65

TRANCHE NO: 1

GBP 200,000,000 Fixed Rate Notes due September 2015 (the "Notes")

DEALER

BARCLAYS BANK PLC

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 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 *Autorité des marchés financiers* (the "**AMF**"), 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) and copies may be obtained from BPCE, 50 avenue Pierre Mendès-France, 75013 Paris, France.

1. Issuer: BPCE
2. (i) Series Number: **2013 - 65**
(ii) Tranche Number: 1
3. Specified Currency or Currencies: pounds sterling (**GBP**)
4. Aggregate Nominal Amount of Notes admitted to trading:
(i) Series: GBP 200,000,000
(ii) Tranche: GBP 200,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. Specified Denomination(s): GBP 100,000
7. (i) Issue Date: 18 October 2013
(ii) Interest Commencement Date: Issue Date
8. Interest Basis: 1.40 per cent. Fixed Rate
(further particulars specified below)
9. Maturity Date: 30 September 2015
10. Redemption Basis: Redemption at par
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: Applicable
(i) Rate(s) of Interest: 1.40 per cent. per annum payable annually in arrear

(ii) Interest Payment Date(s):	30 September 2014 and the Maturity Date
(iii) Fixed Coupon Amount:	GBP 1,400 per GBP 100,000 in Nominal Amount
(iv) Broken Amount(s):	Applicable
	There will be a short first coupon from the Issue Date to 30 September 2014
(v) Day Count Fraction:	Acutal/365 - Fixed, adjusted
(vi) Determination Dates :	Not Applicable
15. Floating Rate Note Provisions	Not Applicable
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	GBP 100,000 per Note of GBP 100,000 Specified Denomination
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):	As set out in the Conditions
(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
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| (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): | No |
| 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: | Not Applicable |
| 28. Consolidation provisions: | Not Applicable |
| 29. <i>Masse</i> : | <p>Contractual <i>Masse</i> shall apply</p> <p>Name and address of the Representative:
 Mr. Sylvain THOMAZO
 20, rue Victor Bart
 78000 Versailles
 France</p> <p>Name and address of the alternate Representative:
 Sandrine D'HAUSSY
 69 avenue Gambetta
 94100 Saint Maur des Fosses
 France</p> <p>The Representative will receive a remuneration of EUR 2,000 (excluding VAT) per year</p> |

GENERAL

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

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| (i) Listing and Admission to trading: | Application is expected to be 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 1,900 |

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.

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

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| (i) Reasons for the offer: | See "Use of Proceeds" wording in Base Prospectus |
| (ii) Estimated net proceeds: | GBP 200,000,000 |

5. YIELD

Indication of yield: 1.40 per cent. per annum

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:	FR0011596725
Common Code:	98276564
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

7. 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:	Barclays Bank PLC 5 The North Colonnade Canary Wharf London E14 4BB
(iv) US Selling Restrictions(Categories of potential investors to which the Notes are offered):	TEFRA not applicable