

Final Terms dated 16 October 2013



BPCE

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

SERIES NO: 2013-64

TRANCHE NO: 1

CZK 325,000,000 1,8 per cent. Notes due October 2018 (the "Notes")

DEALER

Erste Group Bank AG

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°213-225 on May 21 2013, visa n°13-452 on 9 August 2013 and visa n°13-468 on 29 August 2013 from 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: 2013-64
(ii) Tranche Number: 1
 3. Specified Currency or Currencies: Czech koruna (CZK)
 4. Aggregate Nominal Amount of Notes admitted to trading:
(i) Series: **CZK 325,000,000**
(ii) Tranche: **CZK 325,000,000**
 5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
 6. Specified Denomination(s): CZK 2,500,000
 7. (i) Issue Date: 18 **October** 2013
(ii) Interest Commencement Date: **Issue Date**
 8. Interest Basis: 1,8 per cent. Fixed Rate

(further particulars specified below)
 9. Maturity Date: **18 October 2018**
 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: Applicable

(i) Rate[(s)] of Interest: 1,8 per cent. per annum payable in arrear
(ii) Interest Payment Date(s): 18 October in each year from and including 18 October 2014, to and including 18 October 2018 in each year,

subject to adjustment in accordance with the Business Day convention specified below.

(iii) Fixed Coupon Amount(s):	CZK 45.000 per CZK 2.500.000 in Nominal Amount
(iv) Broken Amount(s):	Not Applicable
(v) Day Count Fraction:	Actual/Actual (ICMA)
(vi) Determination Dates:	Not Applicable
(vii) Business Day Convention :	Following Business Day Convention
(viii) Party responsible for calculating Interest Amounts (if not the Calculation Agent) :	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	CZK 2.500.000 per Note of CZK 2.500.000 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):	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
- (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 2
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:
Mr. Sylvain THOMAZO
20, rue Victor Bart
78000 Versailles
France
- 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 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 **18 October 2013**.

(ii) Estimate of total expenses related to admission to trading: EUR 3.100

2. RATINGS

Ratings: The Notes to be issued have been rated:
Standard & Poors: A
Standard & Poors 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/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: **CZK 324,187,500**

(iii) Estimated total expenses: **CZK 812.500 (Arrangement Fee)**

6. Fixed Rate Notes only – YIELD

Indication of yield: 1.85 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.

7. OPERATIONAL INFORMATION

ISIN Code: FR0011594720

Common Code: 098254528

Depositories:

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

(ii) Common Depository 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

10. 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: Erste Group Bank AG
Graben 21
A-1010 Vienna

(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