

Final Terms dated 13 November 2013



BPCE

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

SERIES NO: 2013-56

TRANCHE NO: 3

EUR150,000,000 Floating Rate Notes due September 2015 (“the Notes”) to be assimilated (*assimilées*) and form a single series with the existing EUR 150,000,000 Floating Rate Notes due September 2015 issued on 30 September 2013 by BPCE and the existing EUR 50,000,000 Floating Rate Notes due September 2015 issued on 18 October 2013 by BPCE (“the Existing Notes”)

DEALER

Citigroup Global Markets Limited

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 Supplement(s) dated 22 February 2013 which received visa n° 13-052 from the AMF on 22 February 2013, the Base Prospectus Supplement dated 26 March 2013 which received visa n° 13-112 from the AMF on 26 March 2013, the Base Prospectus Supplement dated 13 May 2013 which received visa n° 13-209 from the AMF on 13 May 2013, the Base Prospectus Supplement dated 21 May 2013 which received visa n°13-225 from the AMF on 21 May 2013, the Base Prospectus Supplement dated 9 August 2013 which received visa n°13-452 on 9 August 2013, the Base Prospectus Supplement dated 29 August 2013 which received visa n°13-468 on 29 August 2013 and the Base Prospectus Supplement dated 12 November 2013 which received visa n°13-600 on 12 November 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 Supplement(s) 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: 2013-56
(ii) Tranche Number: 3
3. Specified Currency or Currencies: Euro (“EUR”)
4. Aggregate Nominal Amount of Notes admitted to trading:
 - (i) Series: EUR 350,000,000
 - (ii) Tranche: EUR 150,000,000
The Notes will be assimilated (*assimilées*) and form a single series with the existing EUR150,000,000 Floating Rate Notes due September 2015 issued on 30 September 2013 (ISIN Code FR0011573047) and the existing EUR 50,000,000 Floating Rate Notes due September 2015 issued on 18 October 2013 (ISIN Code FR0011594639) as from the date of assimilation which is expected to be on or about 40 days after the Issue Date of this Tranche (the “Assimilation Date”)
5. Issue Price: 100.085 per cent. of the Aggregate Nominal Amount of this Tranche plus an amount corresponding to accrued interest on such Aggregate Nominal Amount from and including the Interest Commencement Date to but excluding the Issue Date amounting to EUR124,775
6. Specified Denomination(s): EUR100,000
7. (i) Issue Date: 15 November 2013
(ii) Interest Commencement Date: 30 September 2013
8. Interest Basis: Three (3) month EUR EURIBOR + 0.43 per cent. Floating Rate (further particulars specified below)
9. Maturity Date: Interest Payment Date falling on or nearest to 30 September 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

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| 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 8 November 2013 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-----|-------------------------------|---|---|
| 14. | Fixed Rate Note Provisions | Not Applicable | |
| 15. | Floating Rate Note Provisions | Applicable | |
| | (i) | Interest Period(s): | The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the First Interest Payment Date and each successive period beginning on (and including) a Specified Interest Payment Date and ending on (but excluding) the next succeeding Specified Interest Payment Date. |
| | (ii) | Specified Interest Payment Dates: | Interest payable quarterly in arrear on 30 December, 30 March, 30 June and 30 September, in each case subject to adjustment in accordance with the Business Day Convention set out in item (iv) below |
| | (iii) | First Interest Payment Date: | 30 December 2013 |
| | (iv) | Business Day Convention: | Modified Following Business Day Convention |
| | (v) | Interest Period Date: | Not Applicable |
| | (vi) | Business Centre(s): | TARGET |
| | (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 EUR EURIBOR |
| | – | Interest Determination Date: | 11.00 a.m. (Brussels time) two (2) TARGET Settlement Days prior to the first day of each Interest Accrual Period |
| | – | Relevant Screen Page: | Reuters Page EURIBOR01 |
| | (x) | FBF Determination | Not Applicable |
| | (xi) | ISDA Determination: | Not Applicable |
| | (xi) | Margin(s): | +0.43 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): 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

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: 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 has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 15 November 2013.

The existing notes are already listed and admitted to trading on Euronext Paris

- (ii) Estimate of total expenses related to admission to trading: EUR1,825.00

2. RATINGS

Ratings: Not Applicable

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:** EUR 150,252,275.00

- (iii) **Estimated total expenses:** Not Applicable

6. HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters screen EURIBOR01

7. OPERATIONAL INFORMATION

ISIN Code: FR0011629328 until the Assimilation Date and thereafter
FR0011573047

Common Code: 099459522 until the Assimilation Date and thereafter
097417016

Depositaries:

- (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 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: Citigroup Global Markets Limited, Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB, 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