

Final Terms dated 18 November 2013



BPCE

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

SERIES NO: 2013-69
TRANCHE NO: 2

EUR 100,000,000 Floating Rate Notes due October 2015 (the “Notes”)

to be assimilated (*assimilées*) with and form a single series with

EUR 200,000,000 Floating Rate Notes due October 2015 issued on 23 October 2013 (the “Existing Notes”)

DEALER

BNP PARIBAS

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, 29 August 2013 and 12 November 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, visa n° 13-468 from the AMF on 29 August 2013 and visa n° 13-600 from the AMF 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. 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. The Base Prospectus is 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 SA
2. (i) Series Number: 2013-69
(ii) Tranche Number: 2

The Notes will be assimilated (*assimilées*) with and form a single series with the Existing Notes as from the date of assimilation which is expected to be on or around the date which is 40 days after the Issue Date (*i.e.*, 30 December 2013) (the “**Assimilation Date**”)
3. Specified Currency or Currencies: EUR
4. Aggregate Nominal Amount of Notes admitted to trading:
 - (i) Series: EUR 300,000,000
 - (ii) Tranche: EUR 100,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount plus accrued interest of EUR 50,788.89 from and including the Interest Commencement Date to but excluding the Issue Date
6. Specified Denomination(s): EUR 100,000
7. (i) Issue Date: 20 November 2013
(ii) Interest Commencement Date: 23 October 2013

8. Interest Basis: Three (3) month EURIBOR + 0.43 per cent. *per annum*
Floating Rate
(further particulars specified below)
9. Maturity Date: 23 October 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 *Directoire* of the Issuer dated 3 June 2013 and decision of Mr. Daniel Karyotis, Chief Financial Officer, Member of the Management Board, dated 13 November 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 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: 23 January, 23 April, 23 July and 23 October, in each case subject to adjustment in accordance with the Business Day Convention set out in (iv) below
- (iii) First Interest Payment Date: 23 January 2014
- (iv) Business Day Convention: Modified Following (Adjusted) 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:	3 month EURIBOR
– Interest Determination Date:	11:00 a.m. (Frankfurt time) Two (2) Business Days prior to each Interest Payment Date
– Relevant Screen Page Time:	Reuters page EURIBOR01
(x) FBF Determination	Not Applicable
(x) 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
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 (<i>au porteur</i>)

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|---|---|
| (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. <i>Masse</i> : | Full 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

- | | |
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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: Daniel Karyotis, Chief Financial Officer, Member of the Management Board

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.

The Existing Notes are already admitted to trading on Euronext Paris.

(ii) Estimate of total expenses related to admission to trading: EUR 1,450

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. 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.”

4. HISTORIC INTEREST RATES

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

5. OPERATIONAL INFORMATION

ISIN Code: FR0011631217 until the Assimilation Date, thereafter
FR0011603422

Common Code: 099591340 until the Assimilation Date, thereafter 098527184

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): BNP Paribas Securities Services

6. 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: BNP PARIBAS
10 Harewood Avenue
London NW1 6AA
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