

Final Terms dated 17 January 2014



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

SERIES NO: 2013-04

TRANCHE NO: 7

Issue of EUR 110,000,000 Floating Rate Notes due January 2016 (the "Notes")

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

EUR 300,000,000 Floating Rate Notes due January 2016 and

EUR 100,000,000 Floating Rate Notes due January 2016 and

EUR 100,000,000 Floating Rate Notes due January 2016 and

EUR 50,000,000 Floating Rate Notes due January 2016 and

EUR 100,000,000 Floating Rate Notes due January 2016 and

EUR 100,000,000 Floating Rate Notes due January 2016

(the "Existing Notes")

issued by BPCE

Dealer

Société Générale Corporate and Investment Banking

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) which are the 2012 EMTN Conditions which are incorporated by reference in the Base Prospectus dated 22 November 2013 as supplemented by the supplement to the Base Prospectus dated 14 January 2014. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Directive 2003/71/EC as amended by Directive 2010/73/EU (the “**Prospectus Directive**”) and must be read in conjunction with the Base Prospectus dated 22 November 2013 which received visa n°13-629 from the AMF on 22 November 2013 and the supplement to the Base Prospectus dated 14 January 2014 which received visa n°14-010 from the AMF on 14 January 2014 (the “**Supplement**”), which together constitute a base prospectus for the purposes of the Prospectus Directive, including the 2012 EMTN Conditions which are incorporated by reference in the 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, the 2012 EMTN Conditions and the Base Prospectus dated 22 November 2013 and the Supplement. The Base Prospectus and the Supplement 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: 2013-04
(ii) Tranche Number: 7
3. Specified Currency or Currencies: Euro (« **EUR** »)
4. Aggregate Nominal Amount of Notes admitted to trading:
 - (i) Series: EUR 860,000,000
 - (ii) Tranche: EUR 110,000,000
 - (iii) Date on which the Notes become fungible: The Notes will be assimilated (*assimilées*) and form a single series with the existing EUR 300,000,000 Floating Rate Notes issued by the Issuer on 18 January 2013, the EUR 100,000,000 Floating Rate Notes issued by the Issuer on 18 January 2013, the EUR 100,000,000 Floating Rate Notes issued by the Issuer on 14 February 2013, the EUR 50,000,000 Floating Rate Notes issued by the Issuer on 7 March 2013, the EUR 100,000,000 Floating Rate Notes issued by the Issuer on 21 May 2013 and the EUR 100,000,000 Floating Rate Notes issued by the Issuer on 20 January 2014, (the “**Existing Notes**”) as from the date of assimilation which is expected to be on or about 40 days after the Issue Date (the “**Assimilation Date**”) of this Tranche
5. Issue Price: 100.442094 per cent. of the Aggregate Nominal Amount of the Tranche
6. Specified Denomination(s): EUR 100,000

7. (i) Issue Date: 21 January 2014
- (ii) Interest Commencement Date: 18 January 2014
8. Interest Basis: Three (3) month EURIBOR + 0.70 per cent. Floating Rate (further particulars specified below)
9. Maturity Date: Interest Payment Date falling in or nearest to 18 January 2016
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 6 January 2014

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 (ii) each successive period thereafter from and including a Specified Interest Payment Date to but excluding the next Specified Interest Payment Date
- (ii) Specified Interest Payment Dates: 18 January, 18 April, 18 July and 18 October in each year commencing on 18 April 2014 and ending on the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out below
- (iii) First Interest Payment Date: 18 April 2014
- (iv) Business Day Convention: Modified Following Business Day Convention
- (v) Interest Period Date: Not Applicable
- (vi) Business Centre(s): TARGET Business Days

(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):	Goldman Sachs International
(ix) Screen Rate Determination:	Applicable
- Reference Rate :	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:	Reuters EURIBOR01
(x) FBF Determination	Not Applicable
(xi) ISDA Determination:	Not Applicable
(xii) Margin(s):	+ 0.70 per cent. per annum
(xiii) Minimum Rate of Interest:	Not Applicable
(xiv) Maximum Rate of Interest:	Not Applicable
(xv) 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): Not Applicable
- (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 Articles 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

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 the Issue Date.

Tranche 1 and 2 were expected to be admitted to trading on Euronext Paris with effect from 18 January 2013

Tranche 3 was expected to be admitted to trading on Euronext Paris with effect from 14 February 2013

Tranche 4 was expected to be admitted to trading on Euronext Paris with effect from 07 March 2013

Tranche 5 was expected to be admitted to trading on Euronext Paris with effect from 21 May 2013

Tranche 6 was expected to be admitted to trading on Euronext Paris with effect from 20 January 2014

(ii) Estimate of total expenses related to admission to trading: EUR 1,825

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

S & P: A

S&P 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

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: Euro 110,489,358.96

(iii) Estimated total expenses: Euro 1,825

6. HISTORIC INTEREST RATES

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

7. OPERATIONAL INFORMATION

ISIN Code: FR0011685858 until the Assimilation Date, FR0011391853 thereafter

Common Code: 101465080 until the Assimilation Date, 001139185 thereafter

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 against 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: Société Générale
Tours Société Générale
17, cours Valmy
92987 Paris – La Défense Cedex

(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