

**Final Terms dated 21 January 2014**



**BPCE**

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

**SERIES NO: 2013-04**

**TRANCHE NO: 9**

**Issue of EUR 100,000,000 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 issued on 18 January 2013,  
EUR 100,000,000 Floating Rate Notes due January 2016 issued on 18 January 2013,  
EUR 100,000,000 Floating Rate Notes due January 2016 issued on 14 February 2013,  
EUR 50,000,000 Floating Rate Notes due January 2016 issued on 7 March 2013,  
EUR 100,000,000 Floating Rate Notes due January 2016 issued on 21 May 2013,  
EUR 100,000,000 Floating Rate Notes due January 2016 issued on 20 January 2014,  
EUR 110,000,000 Floating Rate Notes due January 2016 issued on 21 January 2014, and  
EUR 543,000,000 Floating Rate Notes due January 2016 issued on 22 January 2014  
by BPCE**

**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**”) 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 as 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, the 2012 EMTN Conditions, 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](http://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: 9
- (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 due 18 January 2016 issued by the Issuer on 18 January 2013,  
EUR 100,000,000 Floating Rate Notes due 18 January 2016 issued by the Issuer on 18 January 2013,  
EUR 100,000,000 Floating Rate Notes due 18 January 2016 issued by the Issuer on 14 February 2013,  
EUR 50,000,000 Floating Rate Notes due 18 January 2016 issued by the Issuer on 7 March 2013,  
EUR 100,000,000 Floating Rate Notes due 18 January 2016 issued by the Issuer on 21 May 2013,  
EUR 100,000,000 Floating Rate Notes due 18 January 2016 issued by the Issuer on 20 January 2014  
EUR 110,000,000 Floating Rate Notes due 18 January 2016 issued by the Issuer on 21 January 2014 and  
EUR 543,000,000 Floating Rate Notes due January 2016 issued on 22 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

3. Specified Currency or Currencies: Euro (EUR)
4. Aggregate Nominal Amount:
  - (i) Series: EUR 1,503,000,000
  - (ii) Tranche: EUR 100,000,000
5. Issue Price: 100.447 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount of EUR 8,333.33 corresponding to accrued interest for the period from, and including, 20 January to, and excluding the Issue Date
6. Specified Denomination(s): EUR 100,000
7. (i) Issue Date: 23 January 2014
  - (ii) Interest Commencement Date: 20 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 7 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 April, 18 July, 18 October and 18 January 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
(x) ISDA Determination:	Not Applicable
(xi) Margin(s):	+0.70 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 EUR100,000 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 ( <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):	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. *Masse*: Contractual *Masse* shall apply  
Name and address of the Representative:  
BNP Paribas Securities Services  
Global Corporate Trust  
Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93500 Pantin  
France  
represented by Mr. Sylvain Thomazo

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  
Euro2,000 (excluding VAT)

### **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 listed and admitted to trading on Euronext Paris with effect from the Issue Date.

The Existing Notes are already listed and admitted to trading on Euronext Paris, except in respect of EUR 543,000,000 Floating Rate Notes due 18 January 2016 issued by the Issuer on 22 January 2014 which are expected to be listed and admitted to trading on Euronext Paris with effect from 22 January 2014

(ii) Estimate of total expenses related to admission to trading: EUR 1,750

### 2. RATINGS

Ratings: The Notes to be issued are have been rated:

S&P: A

S&P is established in the European Union and registered under Regulation (EC) No 1060/2009, as amended.

### 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: EUR 100,455,333.33

(iii) Estimated total expenses: EUR 1,750

## 6. *Floating Rate Notes only* - HISTORIC INTEREST RATES

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

## 7. OPERATIONAL INFORMATION

ISIN Code: FR0011686781 until the Assimilation Date, FR0011391853 thereafter

Common Code: 101481867 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: Citigroup Global Markets Limited at 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