

**Final Terms dated 27 January 2014**



**BPCE**

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

**SERIES NO: 2014-11**  
**TRANCHE NO: 1**  
**CHF 6,000,000 Floating Rate Notes due July 2015**  
**issued by BPCE**

**DEALER**

**UBS 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 22 November 2013 which received visa n°13-629 from the *Autorité des marchés financiers* (the “AMF”) on 22 November 2013 and the Base Prospectus Supplement(s) dated 14 January 2014 which received visa n°14-010 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](http://www.amf-france.org)) and copies may be obtained from BPCE, 50 avenue Pierre Mendès-France, 75013 Paris, France.

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| 1. Issuer:                                     | BPCE   |
| 2. (i) Series Number:                          | 2014-11  |
| (ii) Tranche Number:                           | 1  |
| (iii) Date on which the Notes become fungible: | Not Applicable   |
| 3. Specified Currency or Currencies:           | Swiss Franc (" <b>CHF</b> ")   |
| 4. Aggregate Nominal Amount:                   |  |
| (i) Series:                                    | CHF 6,000,000  |
| (ii) Tranche:                                  | CHF 6,000,000  |
| 5. Issue Price:                                | 100 per cent. of the Aggregate Nominal Amount  |
| 6. Specified Denomination(s):                  | CHF 200,000  |
| 7. (i) Issue Date:                             | 29 January 2014  |
| (ii) Interest Commencement Date:               | 29 January 2014  |
| 8. Interest Basis:                             | Three (3) month CHF LIBOR + 0.33 per cent. Floating Rate (further particulars specified below) |
| 9. Maturity Date:                              | 29 July 2015   |

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| 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 <i>Directoire</i> of the Issuer dated 03 June 2013 and of Jean-Philippe Berthaut, Head of Group Funding, dated 21 January 2014.        |

**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 initial Interest Period will be the period from and including the Issue Date to but excluding the first Interest Payment Date. Each subsequent Interest Period will be the period between 2 (two) successive Interest Payment Dates, from and including one Interest Payment Date to but excluding the immediately following Interest Payment Date. |
| (ii) Specified Interest Payment Dates:   | 29 April, 29 July, 29 October and 29 January in each year from and including 29 April 2014 up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (iv) below.   |
| (iii) First Interest Payment Date:   | 29 April 2014   |
| (iv) Business Day Convention:  | Modified Following Business Day Convention, Adjusted  |
| (v) Interest Period Date:  | Not Applicable  |
| (vi) Business Centre(s):   | TARGET, Zurich and London   |
| (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 CHF LIBOR   |
| – Interest Determination Date:   | 11:00am (London time) 2 (two) London Banking Days prior to the beginning of each Interest Period  |

– Relevant Screen Page Time:	Reuters Page LIBOR02 at 11:00am London time
(x) FBF Determination	Not Applicable
(xi) ISDA Determination:	Not Applicable
(xii) Margin(s):	+ 0.33 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	CHF 200,000 per Note of CHF 200,000 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 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> )
(ii) Registration Agent:	Not Applicable
(iii) Temporary Global Certificate:	Not Applicable

- (iv) Applicable TEFRA exemption: Not Applicable
23. Financial Centre(s): TARGET, Zurich and London
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:  
Mrs. 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 listed and admitted to trading on Euronext Paris with effect from Issue Date.

(ii) Estimate of total expenses related to admission to trading: EUR 1,300.00

### 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

Not Applicable

### 6. HISTORIC INTEREST RATES

Details of historic LIBOR rates can be obtained from Reuters Page LIBOR02.

### 7. OPERATIONAL INFORMATION

ISIN Code: FR0011711688

Common Code: 102335813

Depositories:

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

(ii) Common Depositary 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

## 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: UBS Limited, 1 Finsbury Avenue, London EC2M 2PP, UK

(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