

**Final Terms dated 8 July 2014**



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

**SERIES NO: 2014-01**

**TRANCHE NO: 3**

**Euro 150,000,000 Floating Rate Notes due January 2016 (the "Notes")  
to be assimilated (*assimilées*) and form a single series with the existing  
Euro 500,000,000 Floating Rate Notes due January 2016 issued on 28 February 2014 and the existing  
Euro 500,000,000 Floating Rate Notes due January 2016 issued on 13 January 2014  
by BPCE  
(the "Existing Notes")**

**Dealer**

**BARCLAYS BANK PLC**

## 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, the Base Prospectus Supplements dated 14 January 2014 which received visa n°14-010, the Base Prospectus Supplement dated 3 March 2014 which received visa n°14-066, the Base Prospectus Supplement dated 10 April 2014 which received visa n°14-140 and the Base Prospectus Supplement dated 12 May 2014 which received visa n°14-189, 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.

- |   |  |
|---|--|
| 1. Issuer:  | BPCE   |
| 2. (i) Series Number:                                     | 2014-01  |
| (ii) Tranche Number:                                      | 3  |
| (iii) Date on which the Notes become fungible:            | The Notes will be assimilated ( <i>assimilées</i> ) and form a single series with the existing Euro 500,000,000 Floating Rate Notes due January 2016 issued by the Issuer on 28 February 2014 and the existing Euro 500,000,000 Floating Rate Notes due January 2016 issued by the Issuer on 13 January 2014 (together, the “ <b>Existing Notes</b> ”) as from the date of assimilation which is expected to be on or about 40 days after the Issue Date (the “ <b>Assimilation Date</b> ”) of this Tranche. |
| 3. Specified Currency or Currencies:                      | Euro (“ <b>EUR</b> ”)  |
| 4. Aggregate Nominal Amount of Notes admitted to trading: |  |
| (i) Series:   | EUR 1,150,000,000  |
| (ii) Tranche:   | EUR 150,000,000  |

5. Issue Price:	100.323 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount of EUR 292,537.50 corresponding to accrued interest for the period from, and including, 14 April 2014 to, and excluding, the Issue Date.
6. Specified Denomination(s):	EUR 100,000
7. (i) Issue Date:	10 July 2014
(ii) Interest Commencement Date:	14 April 2014
8. Interest Basis:	Three (3) month Euribor + 0.48 per cent. Floating Rate (further particulars specified below)
9. Maturity Date:	Interest Payment Date falling in or nearest to 13 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 <i>Directoire</i> of the Issuer dated 28 April 2014 and of Mr. Jean-Philippe Berthaut, Head of Group Funding, dated 3 July 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 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, in each case subject to adjustment in accordance with the Business Day Convention specified in item 15(iv)

(ii) Specified Interest Payment Dates:	13 April, 13 July, 13 October and 13 January in each year, subject to adjustment in accordance with the Business Day Convention set out in item 15 (iv) below
(iii) First Interest Payment Date:	13 July 2014
(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 EURIBOR
– Interest Determination Date:	11.00 a.m. (Brussels time) two (2) TARGET Business Days prior to the first day in each Interest Accrual Period
– Relevant Screen Page Time:	Reuters EURIBOR01
(x) FBF Determination	Not Applicable
(x) ISDA Determination:	Not Applicable
(xi) Margin(s):	+ 0.48 per cent. <i>per annum</i>
(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 (*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 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:	<p>Contractual Masse shall apply</p> <p>The initial Representative will be:</p> <p>Mr. Sylvain Thomazo</p> <p>20, rue Victor Bart</p> <p>78000 Versailles</p> <p>France</p> <p>Name and address of the alternate Representative:</p> <p>Sandrine d'Haussey</p> <p>69, avenue Gambetta</p> <p>94100 Saint Maur des Fosses</p> <p>France</p> <p>The Representative will receive a remuneration of EUR 2,000 (excluding VAT) per year</p>

## 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 the Issue Date. |
| (ii) | Estimate of total expenses related to admission to trading: | EUR 1,825   |

### **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.

### **6. HISTORIC INTEREST RATES**

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

### **7. OPERATIONAL INFORMATION**

ISIN Code:	FR0012031441 until the Assimilation Date, FR0011685874 thereafter
------------	--

Common Code:	108661275 until the Assimilation Date, 101470407 thereafter
--------------	--

Depositories:	Yes
---------------	-----

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

(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 free of payment
-----------	--------------------------

Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
---	----------------

## 10. DISTRIBUTION

- |   |  |
|---|--|
| (i) Method of distribution:   | Non-syndicated   |
| (ii) If syndicated:   | Not Applicable   |
| (A) Names of Managers:  | Not Applicable   |
| (B) Stabilising Manager(s) if any:  | Not Applicable   |
| (iii) If non-syndicated, name and address of Dealer:  | Barclays Bank PLC, 5 The North Colonnade, London E14 4BB, 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  |