

Final Terms dated 27 August 2014



BPCE

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

SERIES NO: 2014-57

TRANCHE NO: 2

**Euro 100,000,000 Floating Rate Notes due May 2016 (the “Notes”)
to be assimilated (assimilées) and form a single series with the existing
Euro 500,000,000 Floating Rate Notes due May 2016 issued on 26 May 2014
by BPCE**

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 and the Base Prospectus Supplements dated 14 January 2014, 3 March 2014, 10 April 2014 and 12 May 2014, 26 July 2014 and 1 August 2014, which received visa n°14-010, n°14-066, n°14-140, n°14-189, n°14-433 and n°14-449 from the AMF on 14 January 2014, 3 March 2014, 10 April 2014, 12 May 2014, 23 July 2014 and 1 August 2014, respectively, 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 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: 2014-57
(ii) Tranche Number: 2
(iii) Date on which the Notes become fungible: The Notes will be assimilated (assimilées) and form a single series with the existing Euro 500,000,000 Floating Rate Notes due May 2016 issued by the Issuer on 26 May 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
4. Aggregate Nominal Amount:
 - (i) Series: Euro 600,000,000
 - (ii) Tranche: Euro 100,000,000
5. Issue Price: 100.15887 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount of EUR 4,608.33 corresponding to accrued interest for the period from, and including, 26 August 2014 to, and excluding, the Issue Date.
6. Specified Denomination(s): Euro 100,000
7. (i) Issue Date: 29 August 2014

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| (ii) Interest Commencement Date: | 26 August 2014 |
| 8. Interest Basis: | Three (3) month EURIBOR + 0.37 per cent. Floating Rate (further particulars specified below) |
| 9. Maturity Date: | Interest Payment Date falling on or nearest to 26 May 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 28 April 2014 and decision of Mr. Jean-Philippe Berthaut, Head of Group Funding, dated 21 August 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): | As per the Conditions |
| (ii) Specified Interest Payment Dates: | Interest payable quarterly in arrear on 26 February, 26 May, 26 August and 26 November in each year, all such dates being subject to adjustment in accordance with the Business Day Convention set out in (iv) below |
| (iii) First Interest Payment Date: | 26 November 2014 subject to adjustment in accordance with the Business Day Convention set out in (iv) below |
| (iv) Business Day Convention: | Modified Following Business Day Convention |
| (v) Interest Period Date: | Not Applicable |
| (vi) Business Centre(s): | Not Applicable |
| (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 |

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| (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): | +0.37 per cent. <i>per annum</i> |
| (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

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| 18. Call Option | Not Applicable |
| 19. Put Option | Not Applicable |
| 20. Final Redemption Amount of each Note: | Euro 100,000 per Note of Euro 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): | Euro 100,000 per Note of Euro 100,000 Specified Denomination |
| (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

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| 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): | Not Applicable |
| 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 <i>Code monétaire et financier</i> : | Applicable |
| 28. Consolidation provisions: | Not Applicable |
| 29. <i>Masse</i> : | Contractual <i>Masse</i> 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 Euro 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: 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 the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: Euro 1,750

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 EURIBOR rates can be obtained from Reuters Screen EURIBOR01.

7. OPERATIONAL INFORMATION

ISIN Code: FR0012126514 until the Assimilation Date, FR0011921758 thereafter

Common Code: 110378599 until the Assimilation Date, 107045252 thereafter

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): 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 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