

Final Terms dated 1 October 2014



BPCE

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

SERIES NO: 2013-31

TRANCHE NO: 9

**Euro 100,000,000 Floating Rate Notes due May 2018 (the “Notes”)
to be assimilated (*assimilées*) and form a single series with the existing
Euro 20,000,000 Floating Rate Notes due May 2018 issued on 12 September 2014,
Euro 50,000,000 Floating Rate Notes due May 2018 issued on 9 September 2014,
Euro 50,000,000 Floating Rate Notes due May 2018 issued on 22 August 2014,
Euro 50,000,000 Floating Rate Notes due May 2018 issued on 28 May 2014,
Euro 50,000,000 Floating Rate Notes due May 2018 issued on 19 May 2014,
Euro 175,000,000 Floating Rate Notes due May 2018 issued on 16 April 2014,
Euro 150,000,000 Floating Rate Notes due May 2018 issued on 14 April 2014, and
Euro 350,000,000 Floating Rate Notes due May 2018 issued on 28 May 2013
issued by BPCE**

Dealer

J.P. MORGAN

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. 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 *Autorité des marchés financiers* (the “**AMF**”) on 22 November 2013 and the supplements to the Base Prospectus dated 14 January 2014, 3 March 2014, 10 April 2014, 12 May 2014, 23 July 2014, 1 August 2014 and 29 August 2014 which respectively received visa n°14-010, n°14-066, n°14-140, n°14-189, n°14-433, n°14-449 and n°14-471 from the AMF on 14 January 2014, 3 March 2014, 10 April 2014, 12 May 2014, 23 July 2014, 1 August 2014 and 29 August 2014 (the “**Supplements**”) 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, the Base Prospectus dated 22 November 2013 and the Supplements. The Base Prospectus and the Supplements 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: 2013-31
- (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:

Euro 20,000,000 Floating Rate Notes due May 2018 issued on 12 September 2014,

Euro 50,000,000 Floating Rate Notes due May 2018 issued on 9 September 2014,

Euro 50,000,000 Floating Rate Notes due May 2018 issued on 22 August 2014,

Euro 50,000,000 Floating Rate Notes due May 2018 issued on 28 May 2014,

Euro 50,000,000 Floating Rate Notes due May 2018 issued on 19 May 2014,

Euro 175,000,000 Floating Rate Notes due May 2018 issued on 16 April 2014,

Euro 150,000,000 Floating Rate Notes due May 2018 issued on 14 April 2014, and

Euro 350,000,000 Floating Rate Notes due May 2018 issued on 28 May 2013

(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 995,000,000
 - (ii) Tranche: EUR 100,000,000
5. Issue Price: 101.04899 per cent. of the Aggregate Nominal Amount of this Tranche plus an amount of EUR 83,100 corresponding to accrued interest of such Aggregate Nominal Amount for the period from, and including, 28 August 2014 to, but excluding, the Issue Date.
6. Specified Denomination(s): EUR 100,000
7.
 - (i) Issue Date: 3 October 2014
 - (ii) Interest Commencement Date: 28 August 2014
8. Interest Basis: Three (3) month EURIBOR + 0.66 per cent. Floating Rate (further particulars specified below)
9. Maturity Date: 28 May 2018
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. Roland CHARBONNEL, Director Group Funding and Investor Relations, dated 22 September 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.

(ii) Specified Interest Payment Dates:	Interest payable quarterly in arrear on 28 May, 28 August, 28 November, 28 February in each year, starting on (and including) the First Interest Payment Date up to (and including) the Maturity Date, in each case subject to adjustment in accordance with the Business Day Convention set out in item 15(iv) below.
(iii) First Interest Payment Date:	28 November 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 of each Interest Accrual Period
– Relevant Screen Page:	Reuters EURIBOR01
(x) FBF Determination:	Not Applicable
(xi) ISDA Determination:	Not Applicable
(xii) Margin(s):	+0.66 per cent. per annum
(xiii) Minimum Rate of Interest:	Not Applicable
(xiv) Maximum Rate of Interest:	Not Applicable
(xv) Day Count Fraction:	Actual/360, Adjusted
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): EUR 100,000 per Note of EUR 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

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

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:
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).

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: Roland CHARBONNEL, Director Group Funding and Investor Relations

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.

The Existing Notes have already been admitted to trading on Euronext Paris.

- (ii) Estimate of total expenses related to admission to trading: EUR 7,650

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

- (i) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus
- (ii) Estimated net proceeds: EUR 101,132,090
- (iii) Estimated total expenses: EUR 7,650

6. HISTORIC INTEREST RATES

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

7. OPERATIONAL INFORMATION

ISIN Code: FR0012188498 until the Assimilation Date and thereafter
FR0011496447

Common Code: 111523835 until the Assimilation Date and thereafter 093455924

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 free of 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: J.P. Morgan Securities plc
25 Bank Street
Canary Wharf
London E14 5JP
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