Final Terms dated 21 October 2014

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

SERIES NO: 2014-91
TRANCHE NO: 1
Issue of EUR 120,000,000 Floating Rate Notes due October 2015 (the "Notes")

issued by BPCE

Dealer

HSBC 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, 12 May 2014, 23 July 2014, 1 August 2014 and 29 August 2014 which respectively received visa No.14-010 on 14 January 2014, visa No.14-066 on 3 March 2014, visa No.14-140 on 10 April 2014, visa No.14-189 on 12 May 2014, visa No.14-433 on 23 July 2014, visa No.14-449 on 1 August 2014 and visa No.14-471 on 29 August 2014 from the AMF, 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) and copies may be obtained from BPCE, 50 avenue Pierre Mendès-France, 75013 Paris, France.

1.	Issuer:	BPCE
2.	(i) Series Number:	2014-91
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	Euro (« **EUR** »)
4.	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	EUR 120,000,000
	(ii) Tranche:	EUR 120,000,000
	(iii) Date on which the Notes become fungible**:**	Not Applicable
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount of the Tranche
6.	Specified Denomination(s):	EUR 100,000
7.	(i) Issue Date:	23 October 2014
	(ii) Interest Commencement Date:	23 October 2014
8.	Interest Basis:	Three (3) month EURIBOR + 0.18 per cent. Floating Rate (further particulars specified below)

9.	Maturity Date:	Interest Payment Date falling in or nearest to 23 October 2015
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 14 October 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:	Interests payable quarterly in arrear on 23 January, 23 April, 23 July and 23 October in each year commencing on 23 January 2015 and ending on the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (iv) below
	(iii) First Interest Payment Date:	23 January 2015 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):	TARGET2
	(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 :	3–month EURIBOR
	- Interest Determination Date:	11.00 a.m. (Brussels time) two (2) TARGET2 Business Days prior to the first day of each Interest Accrual Period
	- Relevant Screen Page:	Reuters Page EURIBOR01
(x)	FBF Determination	Not Applicable
(xi)	ISDA Determination:	Not Applicable
(xii)	Margin(s):	+ 0.18 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	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):	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

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):	TARGET2
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 Mr. Sylvain Thomazo 20, rue Victor Bart 78000 Versailles France 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 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) Lising and Admission to trading:	Application is expected to be 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 1,350

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:	FR0012246155
Common Code:	112588671
Depositaries:	
(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:	HSBC Bank plc 8 Canada Square London E14 5HQ 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