

Final Terms dated 4 March 2014



BPCE SFH

Issue of €350,000,000 2.375 per cent. Notes due 29 November 2023

to be assimilated (*assimilées*) and form a single series with the existing

€500,000,000 2.375 per cent. Notes due 29 November 2023 (Series 48 – Tranche 1) issued on 29 November 2013

(the "Series 48 – Tranche 1 Notes")

and

€500,000,000 2.375 per cent. Notes due 29 November 2023 (Series 48 – Tranche 2) to be issued on 6 March 2014

(the "Series 48 – Tranche 2 Notes" and together with the Series 48 – Tranche 1 Notes, the "Existing Notes")

under the

**€40,000,000,000 Euro Medium Term Note Programme
for the issue of *obligations de financement de l'habitat* and other privileged notes**

Series No.: 48

Tranche No.: 3

Issue Price:

**102.129 per cent. of the Aggregate Nominal Amount,
plus an amount of €2,209,075.34 corresponding to accrued interest for the period from,
and including, 29 November 2013 to, but excluding, 6 March 2014**

Lead Manager

NATIXIS

Co-Lead Managers

SABADELL

SWEDBANK AB

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Terms and Conditions**") set forth in the base prospectus dated 30 April 2013 which received visa No. 13-192 from the *Autorité des marchés financiers* (the "**AMF**") on 30 April 2013 as supplemented by (i) the first supplement dated 9 August 2013 which received visa No. 13-453 from the AMF on 9 August 2013 and (ii) the second supplement dated 2 October 2013 which received visa No. 13-522 from the AMF on 2 October 2013 (together, the "**Base Prospectus**") which together constitute a base prospectus for the purposes of the Prospectus Directive (as defined below).

This document constitutes the final terms (the "**Final Terms**") of the notes described herein (the "**Notes**") for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such 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 and the Base Prospectus. The Base Prospectus and these Final Terms are available for viewing on the websites of BPCE (www.bpce.fr) and of the AMF (www.amf-france.org) and during normal business hours at the registered office of the Issuer and at the specified office of the Paying Agent where copies may be obtained.

"**Prospectus Directive**" means Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as amended, including by the 2010 PD Amending Directive, to the extent implemented in the relevant Member State of the European Economic Area which has implemented the Prospectus Directive (each a "**Relevant Member State**")), and includes any relevant implementing measure of the Prospectus Directive in each Relevant Member State, and "**2010 PD Amending Directive**" means Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010 and includes any relevant implementing measure of the 2010 PD Amending Directive.

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| 1. | (i) Series Number: | 48 |
| | (ii) Tranche Number: | 3 |
| | (iii) Date on which Notes become fungible: | The Notes will, upon listing, be assimilated (<i>assimilées</i>) and form a single series with the Existing Notes. |
| 2. | Specified Currency: | Euro ("€") |
| 3. | Aggregate Nominal Amount of Notes: | |
| | (i) Series: | €1,350,000,000 |
| | (ii) Tranche: | €350,000,000 |
| 4. | Issue Price: | 102.129 per cent. of the Aggregate Nominal Amount of the Tranche, plus an amount of €2,209,075.34 corresponding to accrued interest for the period from, and including, the Interest Commencement Date to, but excluding, the Issue Date |
| 5. | Specified Denomination: | €100,000 |
| 6. | (i) Issue Date: | 6 March 2014 |
| | (ii) Interest Commencement Date: | 29 November 2013 |
| 7. | Final Maturity Date: | 29 November 2023 |

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| 8. | Interest Basis: | 2.375 per cent. Fixed Rate
(further particulars specified below) |
| 9. | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed at the Final Maturity Date at 100 per cent. of the Aggregate Nominal Amount

(further particulars specified below) |
| 10. | Change of Interest Basis: | Not Applicable |
| 11. | Put/Call Options: | Not Applicable |
| 12. | Date of corporate authorisations for issuance of Notes obtained: | Decisions of the <i>Conseil d'administration</i> (board of directors) of the Issuer (i) dated 19 December 2013 authorising the issue of <i>obligations de financement de l'habitat</i> and other resources benefiting from the <i>privilège</i> referred to in Article L.513-11 of the French <i>Code monétaire et financier</i> up to €7,000,000,000 for the period beginning on 1 January 2014 and ending on 31 December 2014 and (ii) dated 19 December 2013 authorising the quarterly programme of borrowings benefiting from such <i>privilège</i> up to €3,000,000,000 for the first quarter of 2014 |

PROVISIONS RELATING TO INTEREST PAYABLE

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| 13. | Fixed Rate Note Provisions: | Applicable |
| | (i) Rate of Interest: | 2.375 per cent. <i>per annum</i> payable annually in arrear |
| | (ii) Interest Payment Dates: | 29 November in each year, from, and including, 29 November 2014, to, and including, the Final Maturity Date |
| | (iii) Fixed Coupon Amount: | Rate of Interest × Specified Denomination × Day Count Fraction (i.e. €2,375 per €100,000 in Specified Denomination) |
| | (iv) Broken Amount: | Not Applicable |
| | (v) Day Count Fraction (Condition 5(a)): | Actual/Actual-ICMA |
| | (vi) Determination Dates: | 29 November in each year |
| 14. | Floating Rate Note Provisions: | Not Applicable |
| 15. | Zero Coupon Note Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 16. | Call Option: | Not Applicable |
| 17. | Put Option: | Not Applicable |

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| 18. Final Redemption Amount of each Note: | €100,000 per Specified Denomination |
| 19. Redemption by Instalment: | Not Applicable |
| 20. Early Redemption Amount: | |
| Early Redemption Amount(s) of each Note payable on event of default or other early redemption as set out in the Terms and Conditions: | €100,000 per Specified Denomination |
| 21. Purchases (Condition 6(h)): | The Notes purchased may be held and resold as set out in the Terms and Conditions |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 22. Governing law: | French law |
| 23. 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 |
| 24. Financial Centre or other special provisions relating to payment dates for the purposes of Condition 7(g): | Not Applicable |
| 25. Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature): | Not Applicable |
| 26. Masse: | <p>The provisions of Condition 10 apply</p> <p>The initial Representative will be:
 Sylvain Thomazo
 20, rue Victor Bart
 78000 Versailles
 France</p> <p>The alternate Representative will be:
 Sandrine d'Haussy
 69, avenue Gambetta
 94100 Saint Maur Des Fosses
 France</p> |

GENERAL

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [●] per cent. producing a sum of:	Not Applicable
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RESPONSIBILITY

I accept responsibility for the information contained in these Final Terms.

Signed on behalf of BPCE SFH

By: Jean-Philippe Berthaut, *Directeur Général Délégué*
Duly authorised

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Euronext Paris
- (ii) (a) 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 6 March 2014.
- (b) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be admitted to trading are already admitted to trading: The Series 48 – Tranche 1 Notes are already admitted to trading on Euronext Paris.
The Series 48 – Tranche 2 Notes are expected to be admitted to trading on Euronext Paris with effect from 6 March 2014.
- (iii) Estimate of total expenses related to admission to trading: €8,550 (including the AMF fees)

2. RATINGS

- Ratings: The Notes are expected upon issue to be rated:
S&P: AAA
Moody's: Aaa
- Both S&P and Moody's are established in the European Union and registered under Regulation (EC) No. 1060/2009 of the European Parliament and the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**") and included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority (www.esma.europa.eu) in accordance with the CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in section "Subscription and Sale" of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. YIELD

Indication of yield: 2.13 per cent. *per annum*

5. OPERATIONAL INFORMATION

ISIN Code: FR0011637743
Common Code: 099751827
Depositaries:

- (a) Euroclear France to act as Central Depositary: Yes
- (b) Common Depositary for Euroclear Bank and Clearstream Banking, *société anonyme*: No
- Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable
- Delivery: Delivery against payment
- Names and addresses of additional Paying Agent: Not Applicable

6 DISTRIBUTION

- Method of distribution: Syndicated
- (i) If syndicated, names of Managers: **Lead Manager**
NATIXIS
Co-Lead Managers
SABADELL
SWEDBANK AB (PUBL)
- (ii) Stabilising Manager: Not Applicable
- If non-syndicated, name of Dealer: Not Applicable
- U.S. selling restrictions: The Issuer is Category 1 for the purposes of Regulation S under the United States Securities Act of 1933, as amended
TEFRA Not Applicable
- Additional selling restrictions: Not Applicable