



## Final Terms dated 21 June 2012

### Banque PSA Finance Issue of Euro 600,000,000 4.875 per cent. Notes due 25 September 2015 under the Euro 14,000,000,000 Debt Issuance Programme

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (as defined below) (each, a "Relevant Member State") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Manager has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

#### 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 18 June 2012 which received visa n° 12-273 from the *Autorité des Marchés Financiers* (the "AMF") on the date thereof and which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "Prospectus Directive"). 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. 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 is available for viewing during normal business hours at BNP Paribas Securities Services, Luxembourg Branch – 33, rue de Gasperich, Howald – Hesperange, L-2085 Luxembourg, in its capacity as Paying Agent and Banque PSA Finance – 75, avenue de la Grande Armée, 75116 Paris, France and will be available on the website of the AMF [www.amf-france.org](http://www.amf-france.org) where admission to trading is sought.

1.	Issuer:	Banque PSA Finance
2.	(i) Series Number:	393
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	Euro ("EUR")
4.	Aggregate Nominal Amount of Notes:	
	(i) Series:	EUR 600,000,000
	(ii) Tranche:	EUR 600,000,000
5.	Issue Price:	99.933 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	EUR 1,000
	(ii) Calculation Amount:	EUR 1,000
7.	(i) Issue Date:	25 June 2012
	(ii) Interest Commencement Date:	25 June 2012

8.	Maturity Date:	25 September 2015
9.	Interest Basis:	4.875 per cent. per annum Fixed Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(i) Status of the Notes:	Senior unsecured and unsubordinated
	(ii) Date Board approval for issuance of Notes obtained:	Resolution of the Board of Directors ( <i>Conseil d'administration</i> ) of the Issuer dated 13 February 2012 and <i>décision d'émission</i> dated 20 June 2012
14.	Method of distribution:	Syndicated
	<b>Provisions Relating to Interest (if any) payable</b>	
15.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	4.875 per cent. per annum payable annually in arrear
	(ii) Interest Payment Dates:	25 September in each year commencing on 25 September 2012
	(iii) Fixed Coupon Amounts:	EUR 48.75 per Calculation Amount, subject to 15 (iv) below
	(iv) Broken Amounts:	Short first coupon from and including the Issue Date to but excluding the first Interest Payment Date amounting to EUR 12.25 per Calculation Amount and payable on the Interest Payment Date falling on 25 September 2012
	(v) Day Count Fraction:	Actual/Actual ICMA (unadjusted)
	(vi) Determination Dates:	25 September in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16.	<b>Floating Rate Note Provisions</b>	Not Applicable
17.	<b>Zero Coupon Note Provisions</b>	Not Applicable
18.	<b>Index-Linked Interest Note/other variable-linked interest Note Provisions</b>	Not Applicable
19.	<b>Dual Currency Note Provisions</b>	Not Applicable
	<b>Provisions Relating to Redemption</b>	
20.	<b>Call Option</b>	Not Applicable
21.	<b>Put Option</b>	Not Applicable
22.	<b>Final Redemption Amount of each Note</b>	EUR 1,000 per Calculation Amount
23.	<b>Early Redemption Amount</b>	
	Early Redemption Amount per Calculation Amount payable on redemption for taxation reasons or an event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	As set out in the Conditions

**General Provisions Applicable to the Notes**

24.	Form of Notes:	<b>Bearer Notes:</b>
	(i) New Global Note:	Yes
	(ii) Temporary or permanent global Note/Certificate:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
25	Financial Centre or other special provisions relating to payment dates:	TARGET
26	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
27	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
28	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
29	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
30	Consolidation provisions:	Not Applicable
31	Other final terms:	Not Applicable
	<b>Distribution</b>	
32	If syndicated, names of Managers:	<b>Joint Lead Managers</b> Banca IMI S.p.A. BNP Paribas HSBC Bank plc Mitsubishi UFJ Securities International plc UniCredit Bank AG  <b>Co-Lead Manager</b> CM-CIC Securities
33	Stabilising Manager:	BNP Paribas
34	If non-syndicated, name of Dealer:	Not Applicable
35	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
37	Date of Subscription Agreement	21 June 2012

**Purpose of Final Terms**

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the Euro 14,000,000,000 Debt Issuance Programme of Banque PSA Finance and Peugeot Finance International N.V.

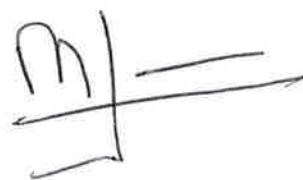
**Responsibility**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Banque PSA Finance:

By: Casanova

Duly authorised

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## PART B – OTHER INFORMATION

1. **Listing and Admission to trading**
  - (i) Listing: Euronext Paris
  - (ii) 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 25 June 2012
  - (iii) Estimate of total expenses related to admission to trading: EUR 9,100
2. **Ratings**

Ratings: The Notes are expected to be rated:  
S & P: BBB (negative outlook)  
Moody's: Baa2 (negative outlook)

Each of the above credit ratings will be treated for the purposes of Regulation (EC) No 1060/2009 on credit rating agencies (the "CRA Regulation") as having been issued by S&P and Moody's respectively. Each of S&P and Moody's is established in the European Union and is registered under the CRA Regulation. As such, each of S&P and Moody's is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website [www.esma.europa.eu](http://www.esma.europa.eu) in accordance with the CRA Regulation
3. **Notification**

The AMF has provided each of the competent authorities of Belgium, the Netherlands, Luxembourg, the Republic of Ireland and the United Kingdom with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.
4. **Interests of Natural and Legal Persons Involved in the Issue/Offer**

Save as discussed in "Subscription and Sale" in 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.
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 598,218,000
6. **Fixed Rate Notes only – YIELD**

Indication of yield: 4.905 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.
7. **Operational Information**

ISIN Code: XS0798333802

Common Code: 079833380

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s):

BNP Paribas Securities Services, Luxembourg Branch  
33, rue de Gasperich, Howald – Hesperange, L-2085  
Luxembourg

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility:

Yes

Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.