



## Final Terms dated 4 April 2013

**Banque PSA Finance**  
**Issue of Euro 1,200,000,000 0.625 per cent. Notes due 8 April 2016**  
**guaranteed by the Republic of France**  
**under the Euro 14,000,000,000 Debt Issuance Programme**

The Base Prospectus dated 18 June 2012 (the "**Base Prospectus**") and the supplements referred to below (as completed by these Final Terms) have 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 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, as supplemented by a first prospectus supplement dated 4 September 2012 (the "**First Prospectus Supplement**"), a second prospectus supplement dated 29 October 2012 (the "**Second Prospectus Supplement**"), a third prospectus supplement dated 15 November 2012 (the "**Third Prospectus Supplement**"), a fourth prospectus supplement dated 19 March 2013 (the "**Fourth Prospectus Supplement**") and a fifth prospectus supplement dated 22 March 2013 (the "**Fifth Prospectus Supplement**"). The Base Prospectus as supplemented by the First Prospectus Supplement, the Second Prospectus Supplement, the Third Prospectus Supplement, the Fourth Prospectus Supplement and the Fifth Prospectus Supplement constitutes a base prospectus for the purposes of Directive 2003/71/EC (as amended by Directive 2010/73/EU) (the "**Prospectus Directive**"). The *Autorité des Marchés Financiers* (the "**AMF**") has granted visa n° 12-273 on 18 June 2012 to the Base Prospectus, visa n° 12-426 on 4 September 2012 to the First Prospectus Supplement, visa n° 12-525 on 29 October 2012 to the Second Prospectus Supplement, visa n° 12-555 on 15 November 2012 to the Third Prospectus Supplement, visa n° 13-076 on 19 March 2013 to the Fourth Prospectus Supplement, and visa n° 13-109 on 22 March 2013 to the Fifth Prospectus Supplement. 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 supplemented by the First Prospectus Supplement, the Second Prospectus Supplement, the Third Prospectus Supplement, the Fourth Prospectus Supplement and the Fifth Prospectus Supplement. 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 supplemented by the First Prospectus Supplement, the Second Prospectus Supplement, the Third Prospectus Supplement, the Fourth Prospectus Supplement and the Fifth Prospectus Supplement. The Base Prospectus, the First Prospectus Supplement, the Second Prospectus Supplement, the Third Prospectus Supplement, the Fourth Prospectus Supplement and the Fifth Prospectus Supplement are 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).

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|----|------|------------|------------------------|
| 1. | (i)  | Issuer:    | Banque PSA Finance     |
|    | (ii) | Guarantor: | The Republic of France |

2.	(i)	Series Number:	394
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	Euro ("EUR")
4.		Aggregate Nominal Amount of Notes:	
	(i)	Series:	EUR 1,200,000,000
	(ii)	Tranche:	EUR 1,200,000,000
5.		Issue Price:	99.885 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	EUR 1,000
	(ii)	Calculation Amount:	EUR 1,000
7.	(i)	Issue Date:	8 April 2013
	(ii)	Interest Commencement Date:	8 April 2013
8.		Maturity Date:	8 April 2016
9.		Interest Basis:	0.625 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 11 February 2013 and <i>décision d'émission</i> dated 25 March 2013
	(iii)	Acceptance by the <i>Directeur général du Trésor</i> of the State Guarantee for the Notes:	15 March 2013
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:	0.625 per cent. per annum payable annually in arrear
	(ii)	Interest Payment Dates:	8 April in each year commencing on 8 April 2014
	(iii)	Fixed Coupon Amounts:	EUR 6.25 per Calculation Amount
	(iv)	Broken Amounts:	Not Applicable
	(v)	Day Count Fraction:	Actual/Actual ICMA (unadjusted)
	(vi)	Determination Dates:	8 April 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
	<b>General Provisions Applicable to the Notes</b>	
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, renominalisation 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> Banco Santander, S.A. BNP Paribas Citigroup Global Markets Limited CM-CIC Securities Crédit Agricole Corporate and Investment Bank

		HSBC France
		Merrill Lynch International
		Natixis
		Société Générale
		The Royal Bank of Scotland plc
		UniCredit Bank AG
33	Stabilising Manager:	BNP Paribas
34	If non-syndicated, name of Dealer:	Not Applicable
35	Total commission and concession:	0.25 per cent. of the Aggregate Nominal Amount
36	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
37	Additional selling restrictions:	Not Applicable
38	Date of Subscription Agreement	4 April 2013

### 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: .....

Duly authorised

  
Remy BAYLE

  
Gilles COMES

## 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 8 April 2013
- (iii) Estimate of total expenses related to admission to trading: EUR 7,800

### 2. Ratings

- Ratings: The Notes are expected to be rated:
- Standard & Poor's Ratings Services ("**S&P**"): AA+
- Moody's Investor Service ("**Moody's**"): Aa1 (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

Not Applicable.

### 4. Interests of Natural and Legal Persons Involved in the Issue

Save as discussed in "Subscription and Sale" in the Base Prospectus as supplemented by the First Prospectus Supplement, the Second Prospectus Supplement, the Third Prospectus Supplement, the Fourth Prospectus Supplement and the Fifth Prospectus Supplement, 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 1,195,620,000

### 6. Fixed Rate Notes only – YIELD

- Indication of yield: 0.664 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: XS0910916666
- Common Code: 091091666
- 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.