

Final Terms dated 23 January 2013



BPCE

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

SERIES NO: 2013-08

TRANCHE NO: 1

Euro 2,300,000 1.96 per cent Notes due 27 December 2018 (the "Notes")

Dealer

NATIXIS

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 26 November 2012 which received visa n°12-573 from the *Autorité des marchés financiers* (the “**AMF**”) on 26 November 2012 which constitutes 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. 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 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:	2013-08
(ii) Tranche Number:	1
(iii) Date on which the Notes become fungible:	Not Applicable
3. Specified Currency or Currencies:	Euro (“EUR”)
4. Aggregate Nominal Amount of Notes admitted to trading:	
(i) Series:	EUR 2,300,000
(ii) Tranche:	EUR 2,300,000
5. Issue Price:	100.00 per cent. of the Aggregate Nominal Amount of the Tranche issued.
6. Specified Denomination(s):	EUR 100,000
7. (i) Issue Date:	25 January 2013
(ii) Interest Commencement Date:	25 January 2013
8. Interest Basis:	1.96 per cent. Fixed rate (further particulars specified below)
9. Maturity Date:	27 December 2018
10. Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 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 <i>Directoire</i> of the Issuer dated 4 June 2012 and decision of Mr. Roland Charbonnel, Director Group Funding and Investor Relations, dated 11 January 2013.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions	Applicable
(i) Rate of Interest:	1.96 per cent. per annum payable annually in arrear on each Interest Payment Dates.
(ii) Interest Payment Date(s):	Each 27 December in each year commencing on 27 December 2013. There will be a short first coupon in respect of the first Interest Period, from and including, the Interest Commencement Date to, but excluding, 27 December 2013. There will be a final payment on 27 December 2018.
(iii) Fixed Coupon Amount:	EUR 1,960 per EUR 100,000 in Nominal Amount subject to the provisions of paragraph "Broken Amount" below.
(iv) Broken Amount:	In respect of the first Interest Payment Date: EUR 1,807.55 per EUR 100,000 in Nominal Amount.
(v) Day Count Fraction (Condition 5(a)):	30/360, Unadjusted
(vi) Determination Dates:	Not Applicable
15. Floating Rate Note Provisions	Not Applicable
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): As set out in the Conditions
- (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 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*: Full *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:

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 admitted to trading on Euronext Paris with effect from 25 January 2013.

(ii) Estimate of total expenses related to admission to trading: EUR 3,100

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. YIELD

Indication of yield: 1.96 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.

6. OPERATIONAL INFORMATION

ISIN Code: FR0011394956

Common Code: 087667332

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 against payment

Names and addresses of additional
Paying Agent(s) (if any): Not Applicable

7. 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: NATIXIS
30, avenue Pierre Mendès-France
75013 Paris
France

(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.