

## **Amended and Restated Final Terms dated 21 March 2013**

These Amended and Restated Final Terms amend and restate the Final Terms dated 28 November 2012 relating to the Notes (as defined below) for the purpose of replacing, in paragraph 15(ii) of Part A below, the words "to, but excluding, the Final Maturity Date" by the words "to, and including, the Final Maturity Date".



### **BPCE SFH**

**Issue of €1,000,000,000 1.75 per cent. Fixed Rate Notes due 29 November 2019**  
(the "Notes")

issued 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**  
**of BPCE SFH**

**Series No.: 23**  
**Tranche No.: 1**

Issue Price:  
**99.804 per cent.**

Joint Lead Managers

**BayernLB**  
**ING Commercial Banking**  
**NATIXIS**  
**Norddeutsche Landesbank Girozentrale**  
**Société Générale Corporate & Investment Banking**

## PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the base prospectus dated 19 April 2012 which received visa No. 12-172 from the *Autorité des marchés financiers* (the "**AMF**") on 19 April 2012, as supplemented by the first supplement dated 17 September 2012 which received visa No. 12-445 from the AMF (together the "**Base Prospectus**") which constitute a base prospectus for the purposes of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (the "**Prospectus Directive**"), as amended by Directive 2010/73/EC of 24 November 2010.

This document constitutes the final terms (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. These Final Terms and the Base Prospectus are available for viewing on the websites of BPCE ([www.bpce.fr](http://www.bpce.fr)) and of the AMF ([www.amf-france.org](http://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.

<b>1.</b>	<b>Issuer:</b>	BPCE SFH
<b>2.</b>	<b>(i) Series Number:</b>	23
	<b>(ii) Tranche Number:</b>	1
<b>3.</b>	<b>Specified Currency:</b>	Euro ("€")
<b>4.</b>	<b>Aggregate Nominal Amount of Notes:</b>	
	<b>(i) Series:</b>	€1,000,000,000
	<b>(ii) Tranche:</b>	€1,000,000,000
<b>5.</b>	<b>Issue Price:</b>	99.804 per cent. of the Aggregate Nominal Amount
<b>6.</b>	<b>Specified Denomination:</b>	€100,000
<b>7.</b>	<b>(i) Issue Date:</b>	30 November 2012
	<b>(ii) Interest Commencement Date:</b>	Issue Date
<b>8.</b>	<b>Final Maturity Date:</b>	29 November 2019
<b>9.</b>	<b>Interest Basis:</b>	1.75 per cent. Fixed Rate
<b>10.</b>	<b>Redemption/Payment Basis:</b>	Redemption at par
<b>11.</b>	<b>Change of Interest or Redemption/Payment Basis:</b>	Not Applicable
<b>12.</b>	<b>Put/Call Options:</b>	Not Applicable
<b>13.</b>	<b>(i) Status of the Notes:</b>	<i>Obligations de financement de l'habitat</i>

- (ii) **Date of corporate authorisations for issuance of Notes obtained:** Decisions of the *Conseil d'administration* (board of directors) of the Issuer (i) dated 19 December 2011 authorising the issue of *obligations de financement de l'habitat* and other resources benefiting from the *privilège* referred to in Article L.515-19 of the French *Code monétaire et financier* up to €12,000,000,000, for the period beginning on 1 January 2012 and ending on 31 December 2012 and (ii) dated 14 September 2012 authorising the quarterly programme of borrowings benefiting from such *privilège* up to €3,000,000,000 for the fourth quarter of 2012

**14. Method of distribution:** Syndicated

#### **PROVISIONS RELATING TO INTEREST PAYABLE**

- 15. Fixed Rate Note Provisions:** Applicable
- (i) **Rate of Interest:** 1.75 per cent. *per annum* payable annually in arrear
- (ii) **Interest Payment Dates:** 29 November in each year, from, and including, 29 November 2013 to, and including, the Final Maturity Date
- (iii) **Fixed Coupon Amount:** €1,750 per €100,000 in Specified Denomination, subject to the Broken Amount referred to in sub-paragraph (iv) below
- (iv) **Broken Amount:** €1,745.2055 per €100,000 in Specified Denomination for the period from, and including, the Issue Date, to, but excluding, 29 November 2013
- (v) **Day Count Fraction (Condition 5(a)):** Actual/Actual ICMA (unadjusted)
- (vi) **Determination Dates:** 29 November in each year
- (vii) **Other terms relating to the method of calculating interest for Fixed Rate Notes:** Not Applicable
- 16. Floating Rate Note Provisions:** Not Applicable
- 17. Zero Coupon Note Provisions:** Not Applicable
- 18. Index-Linked Interest Note/other variable-linked interest Note Provisions:** Not Applicable

19. **Dual Currency Note Provisions:** Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

20. **Call Option:** Not Applicable

21. **Put Option:** Not Applicable

22. **Final Redemption Amount of each Note:** €100,000 per Specified Denomination

23. **Early Redemption Amount:**  
Early Redemption Amount(s) of each Note payable on event of default or other early redemption and/or the method of calculating the same and/or any other terms (if required or if different from that set out in Condition 6): As set out in Condition 6

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24. **Governing law:** French law

25. **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

26. **Financial Centre or other special provisions relating to payment dates for the purposes of Condition 7(g):** Not Applicable

27. **Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature):** Not Applicable

28. **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

29. **Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:** Not Applicable

30. **Redenomination, renominatisation and reconventioning provisions:** Not Applicable
31. **Consolidation provisions:** The provisions in Condition 12(b) apply
32. **Masse:** Applicable  
 The initial Representative will be:  
**Sylvain Thomazo**  
 20, rue Victor Bart  
 78000 Versailles  
 France  
 The alternate Representative will be:  
**Sandrine d'Haussy**  
 69, avenue Gambetta  
 94100 Saint Maur Des Fosses  
 France
33. **Other final terms:** Not Applicable

#### DISTRIBUTION

34. (i) **If syndicated, names of Managers:** Bayerische Landesbank  
 ING Bank N.V.  
 Natixis  
 Norddeutsche Landesbank Girozentrale  
 Société Générale
- (ii) **Date of subscription agreement:** 28 November 2012
- (iii) **Stabilising Manager:** Not Applicable
35. **If non-syndicated, name of Dealer:** Not Applicable
36. **Additional selling restrictions:** Not Applicable
37. **U.S. selling restrictions:** The Issuer is Category 1 for the purposes of Regulation S under the U.S. Securities Act of 1933, as amended  
 TEFRA Not Applicable

#### 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

## **LISTING AND ADMISSION TO TRADING APPLICATION**

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 €40,000,000,000 Euro Medium Term Note Programme of BPCE SFH.

## **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. RISK FACTORS**

As described in the Base Prospectus.

### **2. 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 30 November 2012.
- (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: Not Applicable
- (iii) Estimate of total expenses related to admission to trading: €5,200
- (iv) Additional publication of Base Prospectus and Final Terms: Not Applicable

### **3. 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 of the Council of 16 September 2009 on credit rating agencies and appear on the list of credit rating agencies published by the European Securities and Markets Authority ([www.esma.europa.eu](http://www.esma.europa.eu)).

### **4. NOTIFICATION**

Not Applicable

**5. 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.

**6. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

Not Applicable

**7. YIELD**

Indication of yield: 1.78 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.

**8. OPERATIONAL INFORMATION**

ISIN Code: FR0011362151

Common Code: 085926276

Depositories:

(i) Euroclear France to act as Central Depository: Yes

(ii) Common Depository 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

Name and address of initial Paying Agent: **BNP Paribas Securities Services**  
(affiliated with Euroclear France under number 29106)  
Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93500 Pantin  
France

Names and addresses of additional Paying Agent: Not Applicable