

**Final Terms dated 17 September 2014**



**BPCE**

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

**SERIES NO: 2014-81**  
**TRANCHE NO: 1**  
**NOK 500,000,000 3.39 per cent. Notes due 19 September 2024 (the "Notes")**

**Dealer**

**Danske Bank A/S**

## 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 22 November 2013 which received visa n°13-629 from the *Autorité des marchés financiers* (the “AMF”) on 22 November 2013 and the Base Prospectus Supplement dated 14 January 2014 which received visa n°14-010, the Base Prospectus Supplement dated 3 March 2014 which received visa n°14-066, the Base Prospectus Supplement dated 10 April 2014 which received visa n°14-140, the Base Prospectus Supplement dated 12 May 2014 which received visa n°14-189, the Base Prospectus Supplement dated 23 July 2014 which received visa n°14-433, the Base Prospectus Supplement dated 1 August 2014 which received visa n°14-449 and the Base Prospectus Supplement dated 29 August 2014 which received visa n°14-471 which together constitute 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 as so supplemented. 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 so supplemented. The Base Prospectus and the Base Prospectus Supplements are 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](http://www.amf-france.org)) and copies may be obtained from BPCE, 50 avenue Pierre Mendès-France, 75013 Paris, France.

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| 1. Issuer:                                     | BPCE   |
| 2. (i) Series Number:                          | 2014-81  |
| (ii) Tranche Number:                           | 1  |
| (iii) Date on which the Notes become fungible: | Not Applicable   |
| 3. Specified Currency or Currencies:           | Norwegian Kroner (“ <b>NOK</b> ”)                                  |
| 4. Aggregate Nominal Amount:                   |  |
| (i) Series:                                    | NOK 500,000,000  |
| (ii) Tranche:                                  | NOK 500,000,000  |
| 5. Issue Price:                                | 100.00 per cent. of the Aggregate Nominal Amount                   |
| 6. Specified Denomination(s):                  | NOK 1,000,000  |
| 7. (i) Issue Date:                             | 19 September 2014  |
| (ii) Interest Commencement Date:               | Issue Date   |
| 8. Interest Basis:                             | 3.39 per cent. Fixed Rate<br>(further particulars specified below) |

9. Maturity Date:	19 September 2024
10. Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 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 28 April 2014 and decision of Mr. Jean-Philippe BERTHAUT, Head of Group Funding, dated 12 September 2014.

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14. Fixed Rate Note Provisions	Applicable
(i) Rate of Interest:	3.39 per cent. per annum payable in arrear on each Interest Payment Date
(ii) Interest Payment Date(s):	19 September in each year commencing 19 September 2015
(iii) Fixed Coupon Amount:	Rate of Interest x Specified Denomination x Day Count Fraction per Note of NOK 1,000,000 Specified Denomination
(iv) Broken Amount(s):	Not Applicable
(v) Day Count Fraction:	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	NOK 1,000,000 per Note of NOK 1,000,000 Specified Denomination
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): NOK 1,000,000 per Note of NOK 1,000,000 Specified Denomination
- (ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(g)): Yes
- (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): Not Applicable
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*: Contractual *Masse* shall apply
- Name and address of the Representative:
- Mr. Sylvain Thomazo  
20, rue Victor Bart  
78000 Versailles  
France
- 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 EUR  
2,000 (excluding VAT) per year

**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: . Jean-Philippe BERTHAUT, Head of Group Funding

## **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 listed and admitted to trading on Euronext Paris with effect from the Issue Date.

(ii) Estimate of total expenses related to admission to trading: EUR 5,350

### **2. RATINGS**

Ratings: The Notes to be issued are expected to be rated:

S & P: A

S&P is established in the European Union and registered under Regulation (EC) No 1060/2009 as amended.

### **3. 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.

### **4. YIELD**

Indication of yield: 3.39 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.

### **5. OPERATIONAL INFORMATION**

ISIN Code: FR0012172369

Common Code: 111217203

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 free of 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:	Danske Bank A/S Holmens Kanal 2-12 DK-1092 Copenhagen K Denmark
(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