

**Final Terms dated 14 January 2013**



**BPCE**

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

**SERIES NO: 2013-03**

**TRANCHE NO: 1**

**Euro 750,000,000 2.875 per cent. Notes due January 2024 (the "Notes")  
issued by BPCE**

**Lead Manager**

**NATIXIS**

**Co-Lead Managers**

**ANZ**

**CAIXABANK**

**DEKABANK**

**DZ BANK AG**

**HELABA**

**LLOYDS BANK**

**RAIFFEISEN BANK INTERNATIONAL AG**

**RBC CAPITAL MARKETS**

**SWEDBANK**

## 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](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:                                     | 2013-03  |
| (ii) Tranche Number:                                      | 1  |
| (iii) Date on which the Notes become fungible:            | Not Applicable   |
| 3. Specified Currency or Currencies:                      | Euro   |
| 4. Aggregate Nominal Amount of Notes admitted to trading: |  |
| (i) Series:   | Euro 750,000,000   |
| (ii) Tranche:   | Euro 750,000,000   |
| 5. Issue Price:   | 98.889 per cent. of the Aggregate Nominal Amount   |
| 6. Specified Denomination(s):                             | Euro 100,000   |
| 7. (i) Issue Date:  | 16 January 2013  |
| (ii) Interest Commencement Date:                          | 16 January 2013  |
| 8. Interest Basis:  | 2.875 per cent. Fixed Rate   |
| 9. Maturity Date:   | 16 January 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 4 June 2012 and decision of Mr. Roland Charbonnel, Director Group Funding and Investor Relations, dated 08 January 2013 |

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

- |       |   |   |
|-------|---|---|
| 14.   | Fixed Rate Note Provisions                | Applicable  |
| (i)   | Rate of Interest:                         | 2.875 per cent. per annum payable in arrear on each Interest Payment Date |
| (ii)  | Interest Payment Date(s):                 | 16 January in each year commencing on 16 January 2014                     |
| (iii) | Fixed Coupon Amount:                      | Euro 2,875 per Euro 100,000 in Nominal Amount                             |
| (iv)  | Broken Amount(s):                         | Not Applicable  |
| (v)   | Day Count Fraction:                       | Actual/Actual (ICMA)  |
| (vi)  | Determination Dates:                      | 16 January in each year   |
| 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:  | Euro 100,000 per Note of Euro 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): | Euro 100,000 per Note of Euro 100,000 Specified Denomination |
| (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): 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:  
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 16 January 2013.
- (ii) Estimate of total expenses related to admission to trading: Euro 12,600

### **2. RATINGS**

- Ratings: The Notes to be issued are expected to be rated:
- S & P: A
- Moody's: A2
- Fitch: A+
- Each of S&P, Moody's and Fitch is established in the European Union and registered under Regulation (EC) No 1060/2009.

### **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. 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: Euro 738,667,500
- (iii) Estimated total expenses: Euro 12,600

### **6. YIELD**

Indication of yield: 2.995 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: FR0011390921

Common Code: 087481387

Depositaries:

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

(ii) Common Depositary for  
Euroclear and Clearstream  
Luxembourg: Yes

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

## 8. DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Names of Managers: **Lead Manager**  
NATIXIS  
**Co-Lead Managers**  
Australia and New Zealand Banking Group Limited  
Caixabank S.A.  
DekaBank Deutsche Girozentrale  
DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt  
am Main  
Landesbank Hessen-Thüringen Girozentrale  
Lloyds TSB Bank plc  
RBC Europe Limited  
Raiffeisen Bank International AG  
Swedbank AB (publ)

(B) Stabilising Manager(s) if any: Not Applicable

(iii) If non-syndicated, name and  
address of Dealer: Not Applicable

(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