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) and copies may be obtained from BPCE, 50 avenue Pierre Mendès-France, 75013 Paris, France.

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<tr>
<td><strong>1. Issuer:</strong></td>
<td><strong>BPCE</strong></td>
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<tr>
<td><strong>2. (i) Series Number:</strong></td>
<td><strong>2013-03</strong></td>
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<td><strong>(ii) Tranche Number:</strong></td>
<td><strong>1</strong></td>
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<td><strong>(iii) Date on which the Notes become fungible:</strong></td>
<td><strong>Not Applicable</strong></td>
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<td><strong>3. Specified Currency or Currencies:</strong></td>
<td><strong>Euro</strong></td>
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<td><strong>4. Aggregate Nominal Amount of Notes admitted to trading:</strong></td>
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<tr>
<td><strong>(i) Series:</strong></td>
<td><strong>Euro 750,000,000</strong></td>
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<tr>
<td><strong>(ii) Tranche:</strong></td>
<td><strong>Euro 750,000,000</strong></td>
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<td><strong>5. Issue Price:</strong></td>
<td><strong>98.889 per cent. of the Aggregate Nominal Amount</strong></td>
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<td><strong>6. Specified Denomination(s):</strong></td>
<td><strong>Euro 100,000</strong></td>
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<td><strong>7. (i) Issue Date:</strong></td>
<td><strong>16 January 2013</strong></td>
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<td><strong>(ii) Interest Commencement Date:</strong></td>
<td><strong>16 January 2013</strong></td>
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<td><strong>8. Interest Basis:</strong></td>
<td><strong>2.875 per cent. Fixed Rate</strong></td>
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<td><strong>9. Maturity Date:</strong></td>
<td><strong>16 January 2024</strong></td>
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<td><strong>10. Redemption Basis:</strong></td>
<td>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</td>
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<td><strong>11. Change of Interest Basis:</strong></td>
<td><strong>Not Applicable</strong></td>
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<td><strong>12. Put/Call Options:</strong></td>
<td><strong>Not Applicable</strong></td>
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13. (i) Status of the Notes: Unsubordinated Notes
(ii) Dates of the corporate authorisations for issuance of Notes obtained:
    Decision of the Directoire 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
    (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
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+


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