

Final Terms dated 21 January 2013



BPCE

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

SERIES NO: 2013-05

TRANCHE NO: 1

**Euro 4,700,000 Floating Rate Notes due January 2019 (the "Notes")
issued by BPCE**

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.

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| 1. Issuer: | BPCE |
| 2. (i) Series Number: | 2013-05 |
| (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 4,700,000 |
| (ii) Tranche: | Euro 4,700,000 |
| 5. Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| 6. Specified Denomination(s): | Euro 100,000 |
| 7. (i) Issue Date: | 23 January 2013 |
| (ii) Interest Commencement Date: | 23 January 2013 |
| 8. Interest Basis: | Three (3) month EURIBOR + 1.00 per cent. Floating Rate (further particulars specified below) |
| 9. Maturity Date: | Interest Payment Date falling in or nearest to 15 January 2019 |
| 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 |

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| 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 09 January 2013. |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. Fixed Rate Note Provisions | Not Applicable |
| 15. Floating Rate Note Provisions | Applicable |
| (i) Interest Period(s): | The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the First Interest Payment Date and each successive period beginning on (and including) a Specified Interest Payment Date and ending on (but excluding) the next succeeding Specified Interest Payment Date.

For the avoidance of doubt, the Interest Period from (and including) the Issue Date to (but excluding) 1 March 2013 will be short and the Interest Period from (and including) 1 September 2018 to (but excluding) the Maturity Date will be long. |
| (ii) Specified Interest Payment Dates: | Interest payable quarterly in arrear on 1 March, 1 June, 1 September, 1 December in each year, starting on 1 March 2013 with a final payment on 15 January 2019, in each case subject to adjustment in accordance with the Business Day Convention set out in item (iv) below. |
| (iii) First Interest Payment Date: | 1 March 2013 |
| (iv) Business Day Convention: | Modified Following Business Day Convention |
| (v) Interest Period Date: | Not Applicable |
| (vi) Business Centre(s): | Target |
| (vii) Manner in which the Rate(s) of Interest is/are to be determined: | Screen Rate Determination |
| (viii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent): | Not Applicable |
| (ix) Screen Rate Determination: | Applicable |
| – Reference Rate: | Three (3) month EURIBOR

For the avoidance of doubt: |

- For the first Interest Period beginning on (and including) the Issue Date and ending on (but excluding) 1 March 2013:

Interpolation between one (1) month Euribor and two (2) month Euribor

- For the last Interest Period beginning on (and including) the 1 September 2018 and ending on (but excluding) the Maturity Date:

Interpolation between four (4) month Euribor and five (5) month Euribor

- Interest Determination Date: 11.00 a.m. (Brussels time) two (2) TARGET Business Days prior to the first day of each Interest Accrual Period
- Relevant Screen Page: Reuters EURIBOR01
- (x) FBF Determination: Not Applicable
- (xi) ISDA Determination: Not Applicable
- (xii) Margin(s): +1.00 per cent. per annum
- (xiii) Minimum Rate of Interest: Not Applicable
- (xiv) Maximum Rate of Interest: Not Applicable
- (xv) Day Count Fraction: Actual/360, Adjusted
- 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)): 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): 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*:
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 23 January 2013.
- (ii) Estimate of total expenses related to admission to trading: Euro 3,550

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. 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 4,686,017.50
- (iii) Estimated total expenses: Euro 3,550

7. *Floating Rate Notes only* - HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters Screen EURIBOR01.

9. OPERATIONAL INFORMATION

ISIN Code: FR0011391945

Common Code: 087577295

Depositories:

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

10. 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.