Final Terms dated 26 June 2013

BPCE SFH

Issue of €130,000,000,000 2.79 per cent. Notes due 28 June 2028

(the "Notes")

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

Series No.: 39
Tranche No.: 1

Issue Price:
100.00 per cent.

Lead Manager
NATIXIS

Co-Lead Managers
Bayern LB
SEB
PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "Terms and Conditions") set forth in the base prospectus dated 30 April 2013 which received visa No. 13-192 from the Autorité des marchés financiers (the "AMF") on 30 April 2013 (the "Base Prospectus") which constitute a base prospectus for the purposes of the Prospectus Directive (as defined below).

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. The Base Prospectus and these Final Terms are available for viewing on the websites of BPCE (www.bpce.fr) and of the AMF (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.


1. (i) Series Number: 39
   (ii) Tranche Number: 1

2. Specified Currency: Euro ("€")

3. Aggregate Nominal Amount of Notes:
   (i) Series: €130,000,000
   (ii) Tranche: €130,000,000

4. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount of the Tranche

5. Specified Denomination: €100,000

6. (i) Issue Date: 28 June 2013
   (ii) Interest Commencement Date: Issue Date

7. Final Maturity Date: 28 June 2028

8. Interest Basis: 2.79 per cent. Fixed Rate

9. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed at the Final Maturity Date at 100 per cent. of the Aggregate Nominal Amount
10. Change of Interest Basis: Not Applicable
11. Put/Call Options: Not Applicable

12. Date of corporate authorisations for issuance of Notes obtained:

Decisions of the *Conseil d'administration* (board of directors) of the Issuer (i) dated 17 December 2012 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 €10,000,000,000, for the period beginning on 1 January 2013 and ending on 31 December 2013 and (ii) dated 5 April 2013 authorising the quarterly programme of borrowings benefiting from such *privilège* up to €4,000,000,000 for the second quarter of 2013.

PROVISIONS RELATING TO INTEREST PAYABLE

13. Fixed Rate Note Provisions: Applicable
   (i) Rate of Interest: 2.79 per cent. *per annum* payable annually in arrear
   (ii) Interest Payment Dates: 28 June in each year, from, and including, 28 June 2014, to, and including, the Final Maturity Date
   (iii) Fixed Coupon Amount: €2,790 per €100,000 in Specified Denomination
   (iv) Broken Amount: Not Applicable
   (v) Day Count Fraction (Condition 5(a)): Actual/Actual-ICMA
   (vi) Determination Dates: 28 June in each year

14. Floating Rate Note Provisions: Not Applicable
15. Zero Coupon Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

16. Call Option: Not Applicable
17. Put Option: Not Applicable
18. Final Redemption Amount of each Note: €100,000 per Specified Denomination
19. Redemption by Instalment: Not Applicable
20. Early Redemption Amount:
Early Redemption Amount(s) of each Note payable on event of default or other early redemption as set out in the Terms and Conditions: €100,000 per Specified Denomination

21. **Purchases (Condition 6(h))**

   The Notes purchased may be held and resold as set out in the Terms and Conditions

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

22. **Governing law:**

   French law

23. **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

24. **Financial Centre or other special provisions relating to payment dates for the purposes of Condition 7(g):**

   Not Applicable

25. **Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature):**

   Not Applicable

26. **Masse:**

   The provisions of Condition 10 apply

   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

**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
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. 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 28 June 2013.

(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: €8,000

2. 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 the Council of 16 September 2009 on credit rating agencies, as amended (the "CRA Regulation") and included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority (www.esma.europa.eu) in accordance with the CRA Regulation.

3. 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.

4. YIELD

Indication of yield: 2.79 per cent. per annum
5. OPERATIONAL INFORMATION

ISIN Code: FR0011526359
Common Code: 094774535

Depositaries:

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

(b) Common Depositary 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

Names and addresses of additional Paying Agent: Not Applicable

6 DISTRIBUTION

Method of distribution: Syndicated

(i) If syndicated, names of Managers:
   Lead Manager
   Natixis

   Co-Lead Managers
   Bayerische Landesbank
   Skandinaviska Enskilda Banken AB (publ)

(ii) Stabilising Manager: Not Applicable

If non-syndicated, name of Dealer: Not Applicable

U.S. selling restrictions: The Issuer is Category 1 for the purposes of Regulation S under the United States Securities Act of 1933, as amended
   TEFRA Not Applicable

Additional selling restrictions: Not Applicable