

**SUPPLEMENT N° 6 DATED 7 SEPTEMBER 2015
TO THE BASE PROSPECTUS DATED 20 NOVEMBER 2014**



**BPCE
Euro 40,000,000,000
Euro Medium Term Note Programme**

BPCE (the “**Issuer**”) may, subject to compliance with all relevant laws, regulations and directives, from time to time issue Euro Medium Term Notes (the “**Notes**”) denominated in any currency under its Euro 40,000,000,000 Euro Medium Term Note Programme (the “**Programme**”).

This sixth supplement (the “**Sixth Supplement**”) is supplemental to, and should be read in conjunction with, the base prospectus dated 20 November 2014 (the “**Base Prospectus**”), the first supplement dated 3 March 2015 (the “**First Supplement**”), the second Supplement dated 31 March 2015 (the “**Second Supplement**”), the third Supplement dated 15 May 2015 (the “**Third Supplement**”), the fourth supplement dated 11 June 2015 (the “**Fourth Supplement**”) and the fifth supplement dated 4 August 2015 (the “**Fifth Supplement**”) prepared by the Issuer in relation to its Programme and which were granted visa n°14-610 on 20 November 2014, visa n°15-071 on 3 March 2015, visa No.15-137 on 31 March 2015, visa n°15-201 on 15 May 2015, visa n°15-268 on 11 June 2015 and visa N°15-436 on 4 August 2015 by the *Autorité des Marchés Financiers* (the “**AMF**”).

The Issuer has prepared this Sixth Supplement to its Base Prospectus, pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the *Règlement Général* of the AMF for the following purposes :

- incorporating by reference the *Troisième Actualisation du Document de Référence* (Third update to the Registration Document), in French, which has been filed with the AMF on 27 August 2015 under the number D.15-0157-A03 containing the unaudited condensed half-yearly consolidated financial statements of Groupe BPCE as at 30 June 2015, with the exception of the Statement by the person responsible for the registration document and its update on page 199;
- updating the section “Summary of the Programme” of the Base Prospectus dated 20 November 2014 related to (i) the “Qualifications in the auditors’ report” and (ii) the “Selected historical key financial information”, (iii) the “Recent material events relevant to the evaluation of the Issuer’s solvency”;
- updating the section “*Résumé en français du Programme* (French Summary of the Programme)” of the Base Prospectus dated 20 November 2014 related (i) the “*Réserves contenues dans le rapport des Commissaires aux comptes*”, (ii) the “*Informations financières sélectionnées*” and (iii) the “*Evénement récent présentant un intérêt significatif pour l’évaluation de la solvabilité de l’Emetteur*”;
- updating the section “Recent Developments” appearing on pages 89 of the Base Prospectus dated 20 November 2014;
- updating the section “General Information” of the Base Prospectus dated 20 November 2014.

The Base Prospectus, as supplemented, constitutes a base prospectus for the purpose of the Prospectus Directive.

Terms defined in the Base Prospectus have the same meaning when used in this Sixth Supplement.

Application has been made to the AMF in France for approval of this Sixth Supplement to the Base Prospectus, in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* and at the same time for the notification of a certificate of approval to be released to the *Commission de Surveillance du Secteur Financier* in Luxembourg for Securities issued under the Programme to be listed and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange, both of approval and notification being made in its capacity as competent authority under Article 212-2 of the *Règlement Général* of the AMF which implements the Prospectus Directive.

Save as disclosed in this Sixth Supplement, no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Sixth Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statements in (a) above will prevail.

To the extent applicable, and provided that the conditions of Article 212-25 I of the *Règlement Général* of the AMF are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Sixth Supplement is published, have the right, according to Article 212-25 II of the *Règlement Général* of the AMF, to withdraw their acceptances within a time limit of minimum two working days after the publication of this Sixth Supplement (*i.e.* no later than 9 September 2015), provided that the new factor, material mistake or inaccuracy referred to in the preceding paragraph was prior to the final closing of the public offer and delivery of the Notes.

Copies of this Sixth Supplement (a) may be obtained free of charge at the registered office of the Issuer (BPCE Service Emissions - 50, avenue Pierre Mendès France – 75201 Paris Cedex 13) and (b) will be made available on the websites of the Issuer (www.bpce.fr) and of the AMF (www.amf-france.org).

1. Incorporation by reference

On page 84 of the Prospectus, the following paragraph is added:

- (h) *the third update of the BPCE 2014 Registration Document, published in French, which has been filed with the AMF under registration number D.15-0157-A03 on 27 August 2015. A free English translation of this document is available for information only on the Issuer's website;*

On page 85 of the Base Prospectus, the following paragraph is added:

- *the statements by Mr. François Pérol, Président du Directoire of the Issuer; on page 199 of the Third Update of the BPCE 2014 Registration Document referring to the completion letter (lettre de fin de travaux) of the statutory auditors.*

The information incorporated by reference is available as follows:

<i>Third Update of the BPCE 2014 Registration Document (French language)</i>	<i>Page Number</i>
<i>Rapport semestriel d'activité</i>	<i>6-68</i>
<i>Gestion des risques</i>	<i>69-97</i>
<i>Responsable du contrôle des comptes</i>	<i>98</i>
<i>Information financière</i>	<i>99-197</i>
<i>Informations complémentaires</i>	<i>198</i>

2. Summary of the Programme

(i) The section “Qualifications in the auditors’ report” is updated and completed with the following information:

B.10	Qualifications in the auditors’ report	The statutory auditors’ reports on the consolidated financial statements of the Groupe BPCE and the BPCE SA group for the half year ended 30 June 2015 (set out in Section 5.2 and 5.4 of the BPCE 2014 Third Update, respectively) do not contain qualifications. However, the statutory auditors’ review reports referring to the consolidated financial statements of the Groupe BPCE and the BPCE SA group for the half year ended 30 June 2015, each contain one observation.
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(ii) The section “Selected historical key financial information” is replaced as follows:

B.12	<p>Selected historical key financial information</p>	<p>There has been no material adverse change in the prospects of the Issuer, the Groupe BPCE or the BPCE SA group since 31 December 2014.</p> <p>There has been no significant change in the financial or trading position of the Groupe BPCE or the BPCE SA group since 30 June 2015.</p> <p>The following tables show the key figures related to the income statement of the Groupe BPCE as at 30 June 2015</p> <p>CONSOLIDATED RESULTS OF GROUPE BPCE FOR THE 1ST HALF OF 2015</p> <p>CONSOLIDATED RESULTS OF GROUPE BPCE FOR THE 1ST HALF OF 2015</p> <table border="1"> <thead> <tr> <th>In millions of euros</th> <th>H1-15</th> <th>H1-15/ H1-14 pf * % change</th> <th>Core business lines** H1-15</th> <th>H1-15/ H1-14 pf* % change</th> </tr> </thead> <tbody> <tr> <td>Net banking income ***</td> <td>12,143</td> <td>+6.7%</td> <td>11,815</td> <td>+7.2%</td> </tr> <tr> <td>Operating expenses ***</td> <td>- 8,087</td> <td>+2.7%</td> <td>- 7,588</td> <td>+3.6%</td> </tr> <tr> <td>Gross operating income ***</td> <td>4,056</td> <td>+15.5%</td> <td>4,227</td> <td>+14.2%</td> </tr> <tr> <td>Cost of risk ***</td> <td>- 929</td> <td>+1.0%</td> <td>- 892</td> <td>+3.8%</td> </tr> <tr> <td>Income before tax ***</td> <td>3,276</td> <td>+19.2%</td> <td>3,470</td> <td>+16.9%</td> </tr> <tr> <td>Net income attributable to equity holders of the parent ***</td> <td>1,760</td> <td>+9.9%</td> <td>1,953</td> <td>+14.7%</td> </tr> <tr> <td>Restatement to account for the IFRIC 21 impact</td> <td>90</td> <td></td> <td>83</td> <td></td> </tr> <tr> <td>Net income attributable to equity holders of the parent ****</td> <td>1,850</td> <td>+9.7%</td> <td>2,037</td> <td>+14.1%</td> </tr> <tr> <td>Cost/income ratio****</td> <td>65.6%</td> <td>-2.2 pts</td> <td>63.2%</td> <td>-1.9 pt</td> </tr> <tr> <td>ROE****</td> <td>6.8%</td> <td>+0.3 pt</td> <td>11%</td> <td>+2 pts</td> </tr> <tr> <td>Impact on net income of non-economic and exceptional items</td> <td>- 80</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Add-back to net income of the IFRIC 21 impact</td> <td>- 90</td> <td></td> <td>- 83</td> <td></td> </tr> <tr> <td>Published net income</td> <td>1,679</td> <td>+6.4%</td> <td>1,953</td> <td>+15.8%</td> </tr> </tbody> </table> <p>* H1-14 pro forma, cf. the note on methodology at the end of this press release ** The core business lines are Commercial Banking & Insurance (with, in particular, the Banque Populaire and Caisse d'Épargne retail banking networks in addition to Crédit Foncier, Banque Palatine and BPCE International et Outre-mer), and the Wholesale Banking, Investment Solutions and Specialized Financial Services divisions of Natixis *** Excluding non-economic and exceptional items **** Excluding non-economic and exceptional items and excluding the IFRIC 21 impact</p>	In millions of euros	H1-15	H1-15/ H1-14 pf * % change	Core business lines** H1-15	H1-15/ H1-14 pf* % change	Net banking income ***	12,143	+6.7%	11,815	+7.2%	Operating expenses ***	- 8,087	+2.7%	- 7,588	+3.6%	Gross operating income ***	4,056	+15.5%	4,227	+14.2%	Cost of risk ***	- 929	+1.0%	- 892	+3.8%	Income before tax ***	3,276	+19.2%	3,470	+16.9%	Net income attributable to equity holders of the parent ***	1,760	+9.9%	1,953	+14.7%	Restatement to account for the IFRIC 21 impact	90		83		Net income attributable to equity holders of the parent ****	1,850	+9.7%	2,037	+14.1%	Cost/income ratio****	65.6%	-2.2 pts	63.2%	-1.9 pt	ROE****	6.8%	+0.3 pt	11%	+2 pts	Impact on net income of non-economic and exceptional items	- 80				Add-back to net income of the IFRIC 21 impact	- 90		- 83		Published net income	1,679	+6.4%	1,953	+15.8%
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(iii) The section “Recent material events relevant to the evaluation of the Issuer’s solvency” is replaced as follows:

B.13	<p>Recent material events relevant to the evaluation of the Issuer’s solvency</p>	<p>There have been no recent material events relevant to the evaluation of the Issuer’s solvency since 30 June 2015.</p>
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3. Résumé en français du Programme (French Summary of the Programme)

(i) The section “Réserves contenues dans le rapport des Commissaires aux comptes” is updated and completed with the following information:

B.10	Réserves contenues dans le rapport des Commissaires aux comptes	Les rapports d’audit sur les comptes consolidés du Groupe BPCE et du Groupe BPCE SA relatifs au premier semestre clos le 30 juin 2015 (contenus dans les sections 5.2 et 5.4 de la Troisième actualisation du Document de Reference, respectivement) ne contiennent aucune réserve. Toutefois, le rapport d’examen limite sur les comptes consolidés du Groupe BPCE et du Groupe BPCE SA relatifs au premier semestre clos le 30 juin 2015, contiennent chacun une observation.
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The section “ *Informations financières sélectionnées* ” is replaced as follows:

B.12	Informations financières sélectionnées	<p>Depuis le 31 décembre 2014, aucune détérioration significative n’a eu de répercussions sur les perspectives de l’Emetteur, du Groupe BPCE et du Groupe BPCE SA.</p> <p>Aucun changement significatif de la situation financière ou commerciale du Groupe BPCE et du Groupe BPCE SA n’est survenu depuis le 30 juin 2015</p> <p>Les tableaux ci-dessous font état des chiffres clés du Groupe BPCE au 30 juin 2015 (compte de résultat au 30 juin 2015).</p>																																																																								
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(iii) The section “*Événement récent présentant un intérêt significatif pour l’évaluation de la solvabilité de l’Émetteur*” is replaced as follows:

B.13	Événement récent présentant un intérêt significatif pour l’évaluation de la solvabilité de l’Émetteur	Aucun Événement récent présentant un intérêt significatif pour l’évaluation de la solvabilité de l’Émetteur n’est survenu depuis le 30 juin 2015.
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4. General Information

The following paragraph is updated and replaces paragraph 3 – “Significant change in the Issuer’s financial or trading position”, within the section “General Information”, on page 191 of the Base Prospectus dated 20 November 2014:

Except as disclosed in this Base Prospectus, there has been no significant change nor any development reasonably likely to involve a significant change, that is material in the context of the issue of the Notes, in the financial or trading position or general affairs of the Issuer, the Groupe BPCE and the BPCE SA group since 30 June 2015.

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SIXTH SUPPLEMENT TO THE BASE PROSPECTUS

In the name of the Issuer

I declare, having taken all reasonable care to ensure that such is the case and to the best of my knowledge, that the information contained in this Base Prospectus is in accordance with the facts and that it contains no omission likely to affect its import.

The historical financial data of the Groupe BPCE, the BPCE SA group and BPCE as of and for the year ended 31 December 2013 have been discussed in the statutory auditors reports found on pages 287-288, 366-367 and 415-416 of the BPCE 2013 Registration Document concerning respectively, the consolidated financial statements of the Groupe BPCE, the consolidated financial statements of the Groupe BPCE SA, and the company financial statements of BPCE. The statutory auditors' review reports referring to the consolidated financial statements of the Groupe BPCE and the BPCE SA group as of and for the year ended 31 December 2013 each contain one observation.

The historical financial data of the Groupe BPCE, the BPCE SA group and BPCE as of and for the year ended 31 December 2014 have been discussed in the statutory auditors reports found on pages 318-319, 400-401 and 447-448 of the BPCE 2014 Registration Document concerning respectively, the consolidated financial statements of the Groupe BPCE, the consolidated financial statements of the Groupe BPCE SA, and the company financial statements of BPCE. The statutory auditors' review reports referring to the consolidated financial statements of the Groupe BPCE and the BPCE SA group as of and for the year ended 31 December 2014 each contain one observation.

The condensed half-yearly consolidated financial data of Groupe BPCE and BPCE SA group as of and for the first half of the year ended 30 June 2015 has been discussed in the statutory auditors' review reports found on pages 148-149 and 196-197 of the BPCE Third Update of the 2014 Registration Document, each contain an observation.

BPCE

50 avenue Pierre Mendès-France
75013 Paris
France

Duly represented by:
Roland Charbonnel

Director Group Funding and Investor Relations
Duly authorised
on 7 September 2015



Autorité des marchés financiers

In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement Général*) of the *Autorité des marchés financiers* ("AMF"), in particular Articles 212-31 to 212-33, the AMF has granted to this Sixth Supplement the visa N°15-472 on 7 September 2015. This document and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. It was prepared by the Issuer and its signatories assume responsibility for it. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the Notes being issued.