

**SUPPLEMENT N°6 DATED 29 AUGUST 2013
TO THE BASE PROSPECTUS DATED 26 NOVEMBER 2012**



**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 26 November 2012 (the “**Base Prospectus**”), the first supplement dated 22 February 2013 (the “**First Supplement**”), the second supplement dated 26 March 2013 (the “**Second Supplement**”), the third supplement dated 13 May 2013 (the “**Third Supplement**”), the fourth supplement dated 21 May 2013 (the “**Fourth Supplement**”) and the fifth supplement dated 8 August 2013 (the “**Fifth Supplement**”) prepared by the Issuer in relation to its Programme and which were granted respectively visa n°12-573 on 26 November 2012, visa n°13-052 on 22 February 2013, visa n°13-112 on 26 March 2013, visa n° 13-209 on 13 May 2013, visa n°13-225 on 21 May 2013 and visa n° 13-452 on 9 August 2013 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:

- updating the section “Summary of the Programme” on page 37 of the Base Prospectus dated 26 November 2012 related to the “Selected historical key financial information” (B.12);
- updating the section “Résumé en français du Programme (French Summary of the Programme)” on page 59 of the Base Prospectus dated 26 November 2012 related to the “Informations financières sélectionnées (Selected historical key financial information)” (B.12);
- incorporating by reference the *Actualisation du Document de Référence*, in French, which has been filed with the AMF on 27 August 2013 under the number D.13-0203-A02 containing the audited interim consolidated financial statements of Groupe BPCE as at 30 June 2013, with the exception of the Statement by the person responsible for the registration document and its update on page 178;
- updating the section “General Information” on page 195 of the Base Prospectus dated 26 November 2012 related to “Significant change in the Issuer’s financial or trading position”.

The Base Prospectus, as supplemented, constitutes a base prospectus for the purpose of the Directive 2003/71/EC of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading (the “**Prospectus Directive**”).

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 (no later than 31 August 2013).

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).

Incorporation by reference

The information incorporated by reference above is available as follows:

1. Summary of the Programme

The item B.12, on page 37 of the Base Prospectus dated 26 November 2012 is updated and completed with the following information:

B.12	Selected historical key financial information	There has been no material adverse change in the prospects of the Issuer, the Groupe BPCE or the Groupe BPCE SA since 31 December 2012. There has been no significant change in the financial or trading position of the Issuer, the Groupe BPCE or the Groupe BPCE SA since 30 June 2013.
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- The following tables show the key figures related to the income statement of the Groupe BPCE as at 30 June 2013

in millions of euros	Groupe BPCE		Chg. H1-13 / H1-12		Core businesses		Chg. H1-13 / H1-12	
	H1-13	H1-12	€m	%	H1-13	H1-12	€m	%
Net banking income	11,407	11,121	286	2.6%	10,828	10,490	338	3.2%
Operating expenses	-7,967	-7,852	-115	1.5%	-7,091	-6,964	-127	1.8%
GROSS OPERATING INCOME	3,440	3,269	171	5.2%	3,737	3,526	211	6.0%
Cost/income ratio	69.8%	70.6%	--	-0.8 pt	65.5%	66.4%	--	-0.9 pt
Cost of risk	-1,018	-1,108	90	-8.1%	-980	-934	-46	4.9%
Share in net income of associates	123	103	20	19.4%	120	101	19	18.8%
Net gains or losses on other assets	27	9	18	ns	2	7	-5	ns
Change in the value of goodwill	0	-5	5	ns				
INCOME BEFORE TAX	2,572	2,268	304	13.4%	2,879	2,700	179	6.6%
Income tax	-853	-788	-65	8.2%	-940	-905	-35	3.9%
Non-controlling interests	-182	-147	-35	23.8%	-197	-214	17	-7.9%
NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	1,537	1,333	204	15.3%	1,742	1,581	161	10.2%

- The following tables show the key figures related to the balance sheet of the Groupe BPCE as at 30 June 2013

in billions of euros	Contribution			
	6/30/2013	12/31/2012	Change	%
Cash and amounts due from central banks	65.7	53.8	11.9	22.1%
Financial assets at fair value through profit or loss	214.7	215.0	-0.3	-0.1%
Hedging derivatives	8.4	10.7	-2.3	-21.5%
Available-for-sale financial assets	84.0	83.4	0.6	0.7%
Loans and receivables due from credit institutions	124.1	118.8	5.3	4.5%
Loans and receivables due from customers	577.7	574.9	2.8	0.5%
Revaluation difference on interest rate risk-hedged portfolios	5.9	7.9	-2.0	-25.3%
Held-to-maturity financial assets	11.9	11.0	0.9	8.2%
Current and deferred tax assets and other assets	57.0	59.8	-2.8	-4.7%
Fixed assets	7.9	8.0	-0.1	-1.3%
Goodwill	4.3	4.2	0.1	2.4%
Assets	1,161.6	1,147.5	14.1	1.2%
Amounts due to central banks	0.0	0.0	0.0	ns
Financial liabilities at fair value through profit or loss	186.8	194.8	-8.0	-4.1%
Hedging derivatives	8.4	11.1	-2.7	-24.3%
Amounts due to credit institutions	99.2	111.4	-12.2	-11.0%
Amounts due to customers	458.1	430.5	27.6	6.4%
Debt securities	236.9	230.5	6.4	2.8%
Revaluation difference on interest rate risk-hedged portfolios	1.5	2.0	-0.5	-25.0%
Current and deferred tax liabilities and other liabilities	50.5	48.6	1.9	3.9%
Technical reserves of insurance companies	50.4	49.4	1.0	2.0%
Provisions	5.2	4.9	0.3	6.1%
Subordinated debt	9.0	9.9	-0.9	-9.1%
Equity attributable to equity holders of the parent	52.0	50.6	1.4	2.8%
Non-controlling interests	3.6	3.8	-0.2	-5.3%
Liabilities	1,161.6	1,147.5	14.1	1.2%

- The following tables show the key figures related to the income statement of the Groupe BPCE SA as at 30 June 2013

in millions of euros	Commercial Banking and Insurance		Wholesale Banking, Investment Solutions and SFS		Equity Interests		Workout portfolio management and Other businesses		BPCE SA group	
	H1-13	H1-12	H1-13	H1-12	H1-13	H1-12	H1-13	H1-12	H1-13	H1-12
Net banking income	916	917	3,185	3,070	405	436	-239	-265	4,267	4,158
Operating expenses	-604	-582	-2,059	-1,996	-355	-360	-188	-195	-3,206	-3,133
GROSS OPERATING INCOME	312	335	1,126	1,074	50	76	-427	-460	1,061	1,025
Cost/income ratio	65.9%	63.5%	64.6%	65.0%	87.7%	82.6%	ns	ns	75.1%	75.3%
Cost of risk	-157	-119	-192	-143	3	-5	-35	-223	-381	-490
Share in net income of associates	102	318	8	8	3	2		-1	113	327
Net gains or losses on other assets		4		1	2	1	22	1	24	7
Change in the value of goodwill								-5		-5
INCOME BEFORE TAX	257	538	942	940	58	74	-440	-688	817	864
Income tax	-34	-84	-302	-293	-23	-25	141	178	-218	-224
Non-controlling interests	-18	-78	-180	-193	-10	-14	64	96	-144	-189
NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	205	376	460	454	25	35	-235	-414	455	451

- The following tables show the key figures related to the balance sheet of the Groupe BPCE SA as at 30 June 2013

in billions of euros	Contribution			
	6/30/2013	12/31/2012	Change	%
Cash and amounts due from central banks	60.0	46.6	13.4	28.8%
Financial assets at fair value through profit or loss	223.1	224.5	-1.4	-0.6%
Hedging derivatives	8.2	10.5	-2.3	-21.9%
Available-for-sale financial assets	46.4	46.5	-0.1	-0.2%
Loans and receivables due from credit institutions	139.4	140.6	-1.2	-0.9%
Loans and receivables due from customers	220.6	228.8	-8.2	-3.6%
Revaluation difference on interest rate risk-hedged portfolios	4.8	6.3	-1.5	-23.8%
Held-to-maturity financial assets	5.1	5.2	-0.1	-1.9%
Current and deferred tax assets and other assets	56.2	60.4	-4.2	-7.0%
Fixed assets	3.4	3.4	0.0	0.0%
Goodwill	2.9	2.9	0.0	0.0%
Assets	770.1	775.7	-5.6	-0.7%
Amounts due to central banks	0.0	0.0	0.0	ns
Financial liabilities at fair value through profit or loss	188.5	198.3	-9.8	-4.9%
Hedging derivatives	7.2	9.9	-2.7	-27.3%
Amounts due to credit institutions	139.1	153.1	-14.0	-9.1%
Amounts due to customers	86.4	72.0	14.4	20.0%
Debt securities	222.9	216.6	6.3	2.9%
Revaluation difference on interest rate risk-hedged portfolio	1.2	1.6	-0.4	-25.0%
Current and deferred tax liabilities and other liabilities	38.4	36.9	1.5	4.1%
Technical reserves of insurance companies	44.7	43.9	0.8	1.8%
Provisions	2.4	2.2	0.2	9.1%
Subordinated debt	9.3	10.1	-0.8	-7.9%
Equity attributable to equity holders of the parent	24.4	24.7	-0.3	-1.2%
Non-controlling interests	5.6	6.4	-0.8	-12.5%
Liabilities	770.1	775.7	-5.6	-0.7%

2. Résumé en français du Programme (French Summary of the Programme)

The item B.12, on page 59 of the Base Prospectus dated 26 November 2012 is updated and completed with the following information:

B.12	Informations financières sélectionnées	Depuis le 31 décembre 2012, aucune détérioration significative n'a eu de répercussions sur les perspectives de l'Emetteur. Aucun changement significatif de la situation financière ou commerciale de l'Emetteur et du Groupe BPCE ou du groupe BPCE SA n'est survenu depuis le 30 juin 2013.
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- Les tableaux ci-dessous font état des chiffres clés du Groupe BPCE au 30 juin 2013 (compte de résultat au 30 juin 2013).

en millions d'euros	Groupe BPCE		Var. S1-13 / S1-12		Métiers cœurs		Var. S1-13 / S1-12	
	S1-13	S1-12	M€	%	S1-13	S1-12	M€	%
Produit net bancaire	11 407	11 121	286	2,6%	10 828	10 490	338	3,2%
Frais de gestion	-7 967	-7 852	-115	1,5%	-7 091	-6 964	-127	1,8%
RESULTAT BRUT D'EXPLOITATION	3 440	3 269	171	5,2%	3 737	3 526	211	6,0%
<i>Coefficient d'exploitation</i>	<i>69,8%</i>	<i>70,6%</i>	<i>--</i>	<i>-0,8 pt</i>	<i>65,5%</i>	<i>66,4%</i>	<i>--</i>	<i>-0,9 pt</i>
Coût du risque	-1 018	-1 108	90	-8,1%	-980	-934	-46	4,9%
Résultat des entreprises MEE	123	103	20	19,4%	120	101	19	18,8%
Gains ou pertes nets sur autres actifs	27	9	18	ns	2	7	-5	ns
Variations de valeurs des écarts d'acquisition	0	-5	5	ns				
RESULTAT AVANT IMPOT	2 572	2 268	304	13,4%	2 879	2 700	179	6,6%
Impôts sur le résultat	-853	-788	-65	8,2%	-940	-905	-35	3,9%
Intérêts minoritaires	-182	-147	-35	23,8%	-197	-214	17	-7,9%
RESULTAT NET PART DU GROUPE	1 537	1 333	204	15,3%	1 742	1 581	161	10,2%

- Les tableaux ci-dessous font état des chiffres clés du Groupe BPCE au 30 juin 2013 (bilan au 30 juin 2013).

en milliards d'euros	Données contributives			
	30/06/2013	31/12/2012	Variation	%
Caisse, Banques Centrales	65,7	53,8	11,9	22,1%
Actifs financiers à la juste valeur par résultat	214,7	215,0	-0,3	-0,1%
Instruments dérivés de couverture	8,4	10,7	-2,3	-21,5%
Actifs financiers disponibles à la vente	84,0	83,4	0,6	0,7%
Prêts et créances sur les établissements de crédit	124,1	118,8	5,3	4,5%
Prêts et créances sur la clientèle	577,7	574,9	2,8	0,5%
Ecart de réévaluation des portefeuilles couverts en taux	5,9	7,9	-2,0	-25,3%
Actifs financiers détenus jusqu'à l'échéance	11,9	11,0	0,9	8,2%
Actifs d'impôts et autres actifs	57,0	59,8	-2,8	-4,7%
Valeurs immobilisées	7,9	8,0	-0,1	-1,3%
Ecart d'acquisition	4,3	4,2	0,1	2,4%
Actif	1 161,6	1 147,5	14,1	1,2%
Banques centrales	0,0	0,0	0,0	ns
Passifs financiers à la juste valeur par résultat	186,8	194,8	-8,0	-4,1%
Instruments dérivés de couverture	8,4	11,1	-2,7	-24,3%
Dettes envers les établissements de crédit	99,2	111,4	-12,2	-11,0%
Dettes envers la clientèle	458,1	430,5	27,6	6,4%
Dettes représentées par un titre	236,9	230,5	6,4	2,8%
Ecart de réévaluation des portefeuilles couverts en taux	1,5	2,0	-0,5	-25,0%
Passifs d'impôts et autres passifs	50,5	48,6	1,9	3,9%
Provisions techniques des contrats d'assurance	50,4	49,4	1,0	2,0%
Provisions pour risques et charges	5,2	4,9	0,3	6,1%
Dettes subordonnées	9,0	9,9	-0,9	-9,1%
Capitaux propres part du groupe	52,0	50,6	1,4	2,8%
Intérêts minoritaires	3,6	3,8	-0,2	-5,3%
Passif	1 161,6	1 147,5	14,1	1,2%

- Les tableaux ci-dessous font état des chiffres clés du Groupe BPCE SA au 30 juin 2013 (compte de résultat au 30 juin 2013).

en millions d'euros	Banque commerciale et Assurance		BGC, Epargne, SFS		Participations financières		Activités en gestion extinctive et Hors métiers		groupe BPCE SA	
	S1-13	S1-12	S1-13	S1-12	S1-13	S1-12	S1-13	S1-12	S1-13	S1-12
Produit net bancaire	916	917	3 185	3 070	405	436	-239	-265	4 267	4 158
Frais de gestion	-604	-582	-2 059	-1 996	-355	-360	-188	-195	-3 206	-3 133
RESULTAT BRUT D'EXPLOITATION	312	335	1 126	1 074	50	76	-427	-460	1 061	1 025
<i>Coefficient d'exploitation</i>	<i>65,9 %</i>	<i>63,5 %</i>	<i>64,6 %</i>	<i>65,0 %</i>	<i>87,7 %</i>	<i>82,6 %</i>	<i>ns</i>	<i>ns</i>	<i>75,1 %</i>	<i>75,3 %</i>
Coût du risque	-157	-119	-192	-143	3	-5	-35	-223	-381	-490
Résultat des entreprises MEE	102	318	8	8	3	2	-1	-1	113	327
Gains ou pertes nets sur autres actifs		4		1	2	1	22	1	24	7
Variations de valeurs des écarts d'acquisition							-5			-5
RESULTAT AVANT IMPOT	257	538	942	940	58	74	-440	-688	817	864
Impôts sur le résultat	-34	-84	-302	-293	-23	-25	141	178	-218	-224
Intérêts minoritaires	-18	-78	-180	-193	-10	-14	64	96	-144	-189
RESULTAT NET PART DU GROUPE	205	376	460	454	25	35	-235	-414	455	451

- Les tableaux ci-dessous font état des chiffres clés du Groupe BPCE SA au 30 juin 2013 (bilan au 30 juin 2013).

en milliards d'euros	Données contributives			
	30/06/2013	31/12/2012	Variation	%
Caisse, Banques Centrales	60,0	46,6	13,4	28,8%
Actifs financiers à la juste valeur par résultat	223,1	224,5	-1,4	-0,6%
Instruments dérivés de couverture	8,2	10,5	-2,3	-21,9%
Actifs financiers disponibles à la vente	46,4	46,5	-0,1	-0,2%
Prêts et créances sur les établissements de crédit	139,4	140,6	-1,2	-0,9%
Prêts et créances sur la clientèle	220,6	228,8	-8,2	-3,6%
Ecart de réévaluation des portefeuilles couverts en taux	4,8	6,3	-1,5	-23,8%
Actifs financiers détenus jusqu'à l'échéance	5,1	5,2	-0,1	-1,9%
Actifs d'impôts et autres actifs	56,2	60,4	-4,2	-7,0%
Valeurs immobilisées	3,4	3,4	0,0	0,0%
Ecart d'acquisition	2,9	2,9	0,0	0,0%
Actif	770,1	775,7	-5,6	-0,7%
Banques centrales	0,0	0,0	0,0	ns
Passifs financiers à la juste valeur par résultat	188,5	198,3	-9,8	-4,9%
Instruments dérivés de couverture	7,2	9,9	-2,7	-27,3%
Dettes envers les établissements de crédit	139,1	153,1	-14,0	-9,1%
Dettes envers la clientèle	86,4	72,0	14,4	20,0%
Dettes représentées par un titre	222,9	216,6	6,3	2,9%
Ecart de réévaluation des portefeuilles couverts en taux	1,2	1,6	-0,4	-25,0%
Passifs d'impôts et autres passifs	38,4	36,9	1,5	4,1%
Provisions techniques des contrats d'assurance	44,7	43,9	0,8	1,8%
Provisions pour risques et charges	2,4	2,2	0,2	9,1%
Dettes subordonnées	9,3	10,1	-0,8	-7,9%
Capitaux propres part du groupe	24,4	24,7	-0,3	-1,2%
Intérêts minoritaires	5,6	6,4	-0,8	-12,5%
Passif	770,1	775,7	-5,6	-0,7%

3. Second Actualisation du Document de Référence (French language)

Second Actualisation du Document de Référence (French language)	Page Number
Rapport financier semestriel du Groupe BPCE au 30 juin 2013	18-43
Gestion des risques	44-73
Informations Générales	174-177

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 195 of the Base Prospectus dated 26 November 2012:

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 SA and the Groupe BPCE since 30 June 2013.

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 Sixth Supplement (when read together with the Base Prospectus) is in accordance with the facts and that it contains no omission likely to affect its import.

The historical financial data of Groupe BPCE, Groupe BPCE SA and BPCE as of and for the year ended 31 December 2011 have been discussed in the statutory auditors reports found on pages 246-247, 311-312 and 356-357 of the BPCE Registration Document concerning respectively, the consolidated financial statements of Groupe BPCE, the consolidated financial statements of the Groupe BPCE SA, and the company financial statements of BPCE. The statutory auditors' reports referring to the consolidated financial statements of Groupe BPCE, Groupe BPCE SA and BPCE each contain one observation.

The historical financial data of Groupe BPCE, Groupe BPCE SA and BPCE as of and for the year ended 31 December 2012 have been discussed in the statutory auditors reports found on pages 261-262, 330-331 and 376-377 of the BPCE Registration Document concerning respectively, the consolidated financial statements of Groupe BPCE, the consolidated financial statements of the Groupe BPCE SA, and the company financial statements of BPCE.

The condensed consolidated financial data of Groupe BPCE and Groupe BPCE SA as of and for the first half of the year ended 30 June 2013 has been discussed in the statutory auditors reports found on pages 126-127 and 172-173 of the BPCE second Update of the 2012 Registration Document, each containing 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 28 August 2013



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° 13-468 on 29 August 2013. 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.

**SUPPLEMENT N°6 DATED 29 AUGUST 2013
TO THE BASE PROSPECTUS DATED 26 NOVEMBER 2012**



**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 26 November 2012 (the “**Base Prospectus**”), the first supplement dated 22 February 2013 (the “**First Supplement**”), the second supplement dated 26 March 2013 (the “**Second Supplement**”), the third supplement dated 13 May 2013 (the “**Third Supplement**”), the fourth supplement dated 21 May 2013 (the “**Fourth Supplement**”) and the fifth supplement dated 8 August 2013 (the “**Fifth Supplement**”) prepared by the Issuer in relation to its Programme and which were granted respectively visa n°12-573 on 26 November 2012, visa n°13-052 on 22 February 2013, visa n°13-112 on 26 March 2013, visa n° 13-209 on 13 May 2013, visa n°13-225 on 21 May 2013 and visa n° 13-452 on 9 August 2013 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:

- updating the section “Summary of the Programme” on page 37 of the Base Prospectus dated 26 November 2012 related to the “Selected historical key financial information” (B.12);
- updating the section “Résumé en français du Programme (French Summary of the Programme)” on page 59 of the Base Prospectus dated 26 November 2012 related to the “Informations financières sélectionnées (Selected historical key financial information)” (B.12);
- incorporating by reference the *Actualisation du Document de Référence*, in French, which has been filed with the AMF on 27 August 2013 under the number D.13-0203-A02 containing the audited interim consolidated financial statements of Groupe BPCE as at 30 June 2013, with the exception of the Statement by the person responsible for the registration document and its update on page 178;
- updating the section “General Information” on page 195 of the Base Prospectus dated 26 November 2012 related to “Significant change in the Issuer’s financial or trading position”.

The Base Prospectus, as supplemented, constitutes a base prospectus for the purpose of the Directive 2003/71/EC of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading (the “**Prospectus Directive**”).

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 (no later than 31 August 2013).

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).

Incorporation by reference

The information incorporated by reference above is available as follows:

1. Summary of the Programme

The item B.12, on page 37 of the Base Prospectus dated 26 November 2012 is updated and completed with the following information:

B.12	Selected historical key financial information	There has been no material adverse change in the prospects of the Issuer, the Groupe BPCE or the Groupe BPCE SA since 31 December 2012. There has been no significant change in the financial or trading position of the Issuer, the Groupe BPCE or the Groupe BPCE SA since 30 June 2013.
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- The following tables show the key figures related to the income statement of the Groupe BPCE as at 30 June 2013

in millions of euros	Groupe BPCE		Chg. H1-13 / H1-12		Core businesses		Chg. H1-13 / H1-12	
	H1-13	H1-12	€m	%	H1-13	H1-12	€m	%
Net banking income	11,407	11,121	286	2.6%	10,828	10,490	338	3.2%
Operating expenses	-7,967	-7,852	-115	1.5%	-7,091	-6,964	-127	1.8%
GROSS OPERATING INCOME	3,440	3,269	171	5.2%	3,737	3,526	211	6.0%
Cost/income ratio	69.8%	70.6%	--	-0.8 pt	65.5%	66.4%	--	-0.9 pt
Cost of risk	-1,018	-1,108	90	-8.1%	-980	-934	-46	4.9%
Share in net income of associates	123	103	20	19.4%	120	101	19	18.8%
Net gains or losses on other assets	27	9	18	ns	2	7	-5	ns
Change in the value of goodwill	0	-5	5	ns				
INCOME BEFORE TAX	2,572	2,268	304	13.4%	2,879	2,700	179	6.6%
Income tax	-853	-788	-65	8.2%	-940	-905	-35	3.9%
Non-controlling interests	-182	-147	-35	23.8%	-197	-214	17	-7.9%
NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	1,537	1,333	204	15.3%	1,742	1,581	161	10.2%

- The following tables show the key figures related to the balance sheet of the Groupe BPCE as at 30 June 2013

in billions of euros	Contribution			
	6/30/2013	12/31/2012	Change	%
Cash and amounts due from central banks	65.7	53.8	11.9	22.1%
Financial assets at fair value through profit or loss	214.7	215.0	-0.3	-0.1%
Hedging derivatives	8.4	10.7	-2.3	-21.5%
Available-for-sale financial assets	84.0	83.4	0.6	0.7%
Loans and receivables due from credit institutions	124.1	118.8	5.3	4.5%
Loans and receivables due from customers	577.7	574.9	2.8	0.5%
Revaluation difference on interest rate risk-hedged portfolios	5.9	7.9	-2.0	-25.3%
Held-to-maturity financial assets	11.9	11.0	0.9	8.2%
Current and deferred tax assets and other assets	57.0	59.8	-2.8	-4.7%
Fixed assets	7.9	8.0	-0.1	-1.3%
Goodwill	4.3	4.2	0.1	2.4%
Assets	1,161.6	1,147.5	14.1	1.2%
Amounts due to central banks	0.0	0.0	0.0	ns
Financial liabilities at fair value through profit or loss	186.8	194.8	-8.0	-4.1%
Hedging derivatives	8.4	11.1	-2.7	-24.3%
Amounts due to credit institutions	99.2	111.4	-12.2	-11.0%
Amounts due to customers	458.1	430.5	27.6	6.4%
Debt securities	236.9	230.5	6.4	2.8%
Revaluation difference on interest rate risk-hedged portfolios	1.5	2.0	-0.5	-25.0%
Current and deferred tax liabilities and other liabilities	50.5	48.6	1.9	3.9%
Technical reserves of insurance companies	50.4	49.4	1.0	2.0%
Provisions	5.2	4.9	0.3	6.1%
Subordinated debt	9.0	9.9	-0.9	-9.1%
Equity attributable to equity holders of the parent	52.0	50.6	1.4	2.8%
Non-controlling interests	3.6	3.8	-0.2	-5.3%
Liabilities	1,161.6	1,147.5	14.1	1.2%

- The following tables show the key figures related to the income statement of the Groupe BPCE SA as at 30 June 2013

in millions of euros	Commercial Banking and Insurance		Wholesale Banking, Investment Solutions and SFS		Equity Interests		Workout portfolio management and Other businesses		BPCE SA group	
	H1-13	H1-12	H1-13	H1-12	H1-13	H1-12	H1-13	H1-12	H1-13	H1-12
Net banking income	916	917	3,185	3,070	405	436	-239	-265	4,267	4,158
Operating expenses	-604	-582	-2,059	-1,996	-355	-360	-188	-195	-3,206	-3,133
GROSS OPERATING INCOME	312	335	1,126	1,074	50	76	-427	-460	1,061	1,025
Cost/income ratio	65.9%	63.5%	64.6%	65.0%	87.7%	82.6%	ns	ns	75.1%	75.3%
Cost of risk	-157	-119	-192	-143	3	-5	-35	-223	-381	-490
Share in net income of associates	102	318	8	8	3	2		-1	113	327
Net gains or losses on other assets		4		1	2	1	22	1	24	7
Change in the value of goodwill								-5		-5
INCOME BEFORE TAX	257	538	942	940	58	74	-440	-688	817	864
Income tax	-34	-84	-302	-293	-23	-25	141	178	-218	-224
Non-controlling interests	-18	-78	-180	-193	-10	-14	64	96	-144	-189
NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	205	376	460	454	25	35	-235	-414	455	451

- The following tables show the key figures related to the balance sheet of the Groupe BPCE SA as at 30 June 2013

in billions of euros	Contribution			
	6/30/2013	12/31/2012	Change	%
Cash and amounts due from central banks	60.0	46.6	13.4	28.8%
Financial assets at fair value through profit or loss	223.1	224.5	-1.4	-0.6%
Hedging derivatives	8.2	10.5	-2.3	-21.9%
Available-for-sale financial assets	46.4	46.5	-0.1	-0.2%
Loans and receivables due from credit institutions	139.4	140.6	-1.2	-0.9%
Loans and receivables due from customers	220.6	228.8	-8.2	-3.6%
Revaluation difference on interest rate risk-hedged portfolios	4.8	6.3	-1.5	-23.8%
Held-to-maturity financial assets	5.1	5.2	-0.1	-1.9%
Current and deferred tax assets and other assets	56.2	60.4	-4.2	-7.0%
Fixed assets	3.4	3.4	0.0	0.0%
Goodwill	2.9	2.9	0.0	0.0%
Assets	770.1	775.7	-5.6	-0.7%
Amounts due to central banks	0.0	0.0	0.0	ns
Financial liabilities at fair value through profit or loss	188.5	198.3	-9.8	-4.9%
Hedging derivatives	7.2	9.9	-2.7	-27.3%
Amounts due to credit institutions	139.1	153.1	-14.0	-9.1%
Amounts due to customers	86.4	72.0	14.4	20.0%
Debt securities	222.9	216.6	6.3	2.9%
Revaluation difference on interest rate risk-hedged portfolio	1.2	1.6	-0.4	-25.0%
Current and deferred tax liabilities and other liabilities	38.4	36.9	1.5	4.1%
Technical reserves of insurance companies	44.7	43.9	0.8	1.8%
Provisions	2.4	2.2	0.2	9.1%
Subordinated debt	9.3	10.1	-0.8	-7.9%
Equity attributable to equity holders of the parent	24.4	24.7	-0.3	-1.2%
Non-controlling interests	5.6	6.4	-0.8	-12.5%
Liabilities	770.1	775.7	-5.6	-0.7%

2. Résumé en français du Programme (French Summary of the Programme)

The item B.12, on page 59 of the Base Prospectus dated 26 November 2012 is updated and completed with the following information:

B.12	Informations financières sélectionnées	Depuis le 31 décembre 2012, aucune détérioration significative n'a eu de répercussions sur les perspectives de l'Emetteur. Aucun changement significatif de la situation financière ou commerciale de l'Emetteur et du Groupe BPCE ou du groupe BPCE SA n'est survenu depuis le 30 juin 2013.
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- Les tableaux ci-dessous font état des chiffres clés du Groupe BPCE au 30 juin 2013 (compte de résultat au 30 juin 2013).

en millions d'euros	Groupe BPCE		Var. S1-13 / S1-12		Métiers cœurs		Var. S1-13 / S1-12	
	S1-13	S1-12	M€	%	S1-13	S1-12	M€	%
Produit net bancaire	11 407	11 121	286	2,6%	10 828	10 490	338	3,2%
Frais de gestion	-7 967	-7 852	-115	1,5%	-7 091	-6 964	-127	1,8%
RESULTAT BRUT D'EXPLOITATION	3 440	3 269	171	5,2%	3 737	3 526	211	6,0%
<i>Coefficient d'exploitation</i>	<i>69,8%</i>	<i>70,6%</i>	<i>--</i>	<i>-0,8 pt</i>	<i>65,5%</i>	<i>66,4%</i>	<i>--</i>	<i>-0,9 pt</i>
Coût du risque	-1 018	-1 108	90	-8,1%	-980	-934	-46	4,9%
Résultat des entreprises MEE	123	103	20	19,4%	120	101	19	18,8%
Gains ou pertes nets sur autres actifs	27	9	18	ns	2	7	-5	ns
Variations de valeurs des écarts d'acquisition	0	-5	5	ns				
RESULTAT AVANT IMPOT	2 572	2 268	304	13,4%	2 879	2 700	179	6,6%
Impôts sur le résultat	-853	-788	-65	8,2%	-940	-905	-35	3,9%
Intérêts minoritaires	-182	-147	-35	23,8%	-197	-214	17	-7,9%
RESULTAT NET PART DU GROUPE	1 537	1 333	204	15,3%	1 742	1 581	161	10,2%

- Les tableaux ci-dessous font état des chiffres clés du Groupe BPCE au 30 juin 2013 (bilan au 30 juin 2013).

en milliards d'euros	Données contributives			
	30/06/2013	31/12/2012	Variation	%
Caisse, Banques Centrales	65,7	53,8	11,9	22,1%
Actifs financiers à la juste valeur par résultat	214,7	215,0	-0,3	-0,1%
Instruments dérivés de couverture	8,4	10,7	-2,3	-21,5%
Actifs financiers disponibles à la vente	84,0	83,4	0,6	0,7%
Prêts et créances sur les établissements de crédit	124,1	118,8	5,3	4,5%
Prêts et créances sur la clientèle	577,7	574,9	2,8	0,5%
Ecart de réévaluation des portefeuilles couverts en taux	5,9	7,9	-2,0	-25,3%
Actifs financiers détenus jusqu'à l'échéance	11,9	11,0	0,9	8,2%
Actifs d'impôts et autres actifs	57,0	59,8	-2,8	-4,7%
Valeurs immobilisées	7,9	8,0	-0,1	-1,3%
Ecart d'acquisition	4,3	4,2	0,1	2,4%
Actif	1 161,6	1 147,5	14,1	1,2%
Banques centrales	0,0	0,0	0,0	ns
Passifs financiers à la juste valeur par résultat	186,8	194,8	-8,0	-4,1%
Instruments dérivés de couverture	8,4	11,1	-2,7	-24,3%
Dettes envers les établissements de crédit	99,2	111,4	-12,2	-11,0%
Dettes envers la clientèle	458,1	430,5	27,6	6,4%
Dettes représentées par un titre	236,9	230,5	6,4	2,8%
Ecart de réévaluation des portefeuilles couverts en taux	1,5	2,0	-0,5	-25,0%
Passifs d'impôts et autres passifs	50,5	48,6	1,9	3,9%
Provisions techniques des contrats d'assurance	50,4	49,4	1,0	2,0%
Provisions pour risques et charges	5,2	4,9	0,3	6,1%
Dettes subordonnées	9,0	9,9	-0,9	-9,1%
Capitaux propres part du groupe	52,0	50,6	1,4	2,8%
Intérêts minoritaires	3,6	3,8	-0,2	-5,3%
Passif	1 161,6	1 147,5	14,1	1,2%

- Les tableaux ci-dessous font état des chiffres clés du Groupe BPCE SA au 30 juin 2013 (compte de résultat au 30 juin 2013).

en millions d'euros	Banque commerciale et Assurance		BGC, Epargne, SFS		Participations financières		Activités en gestion extinctive et Hors métiers		groupe BPCE SA	
	S1-13	S1-12	S1-13	S1-12	S1-13	S1-12	S1-13	S1-12	S1-13	S1-12
Produit net bancaire	916	917	3 185	3 070	405	436	-239	-265	4 267	4 158
Frais de gestion	-604	-582	-2 059	-1 996	-355	-360	-188	-195	-3 206	-3 133
RESULTAT BRUT D'EXPLOITATION	312	335	1 126	1 074	50	76	-427	-460	1 061	1 025
<i>Coefficient d'exploitation</i>	<i>65,9 %</i>	<i>63,5 %</i>	<i>64,6 %</i>	<i>65,0 %</i>	<i>87,7 %</i>	<i>82,6 %</i>	<i>ns</i>	<i>ns</i>	<i>75,1 %</i>	<i>75,3 %</i>
Coût du risque	-157	-119	-192	-143	3	-5	-35	-223	-381	-490
Résultat des entreprises MEE	102	318	8	8	3	2	-1	-1	113	327
Gains ou pertes nets sur autres actifs		4		1	2	1	22	1	24	7
Variations de valeurs des écarts d'acquisition							-5			-5
RESULTAT AVANT IMPOT	257	538	942	940	58	74	-440	-688	817	864
Impôts sur le résultat	-34	-84	-302	-293	-23	-25	141	178	-218	-224
Intérêts minoritaires	-18	-78	-180	-193	-10	-14	64	96	-144	-189
RESULTAT NET PART DU GROUPE	205	376	460	454	25	35	-235	-414	455	451

- Les tableaux ci-dessous font état des chiffres clés du Groupe BPCE SA au 30 juin 2013 (bilan au 30 juin 2013).

en milliards d'euros	Données contributives			
	30/06/2013	31/12/2012	Variation	%
Caisse, Banques Centrales	60,0	46,6	13,4	28,8%
Actifs financiers à la juste valeur par résultat	223,1	224,5	-1,4	-0,6%
Instruments dérivés de couverture	8,2	10,5	-2,3	-21,9%
Actifs financiers disponibles à la vente	46,4	46,5	-0,1	-0,2%
Prêts et créances sur les établissements de crédit	139,4	140,6	-1,2	-0,9%
Prêts et créances sur la clientèle	220,6	228,8	-8,2	-3,6%
Ecart de réévaluation des portefeuilles couverts en taux	4,8	6,3	-1,5	-23,8%
Actifs financiers détenus jusqu'à l'échéance	5,1	5,2	-0,1	-1,9%
Actifs d'impôts et autres actifs	56,2	60,4	-4,2	-7,0%
Valeurs immobilisées	3,4	3,4	0,0	0,0%
Ecart d'acquisition	2,9	2,9	0,0	0,0%
Actif	770,1	775,7	-5,6	-0,7%
Banques centrales	0,0	0,0	0,0	ns
Passifs financiers à la juste valeur par résultat	188,5	198,3	-9,8	-4,9%
Instruments dérivés de couverture	7,2	9,9	-2,7	-27,3%
Dettes envers les établissements de crédit	139,1	153,1	-14,0	-9,1%
Dettes envers la clientèle	86,4	72,0	14,4	20,0%
Dettes représentées par un titre	222,9	216,6	6,3	2,9%
Ecart de réévaluation des portefeuilles couverts en taux	1,2	1,6	-0,4	-25,0%
Passifs d'impôts et autres passifs	38,4	36,9	1,5	4,1%
Provisions techniques des contrats d'assurance	44,7	43,9	0,8	1,8%
Provisions pour risques et charges	2,4	2,2	0,2	9,1%
Dettes subordonnées	9,3	10,1	-0,8	-7,9%
Capitaux propres part du groupe	24,4	24,7	-0,3	-1,2%
Intérêts minoritaires	5,6	6,4	-0,8	-12,5%
Passif	770,1	775,7	-5,6	-0,7%

3. Second Actualisation du Document de Référence (French language)

Second Actualisation du Document de Référence (French language)	Page Number
Rapport financier semestriel du Groupe BPCE au 30 juin 2013	18-43
Gestion des risques	44-73
Informations Générales	174-177

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 195 of the Base Prospectus dated 26 November 2012:

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 SA and the Groupe BPCE since 30 June 2013.

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 Sixth Supplement (when read together with the Base Prospectus) is in accordance with the facts and that it contains no omission likely to affect its import.

The historical financial data of Groupe BPCE, Groupe BPCE SA and BPCE as of and for the year ended 31 December 2011 have been discussed in the statutory auditors reports found on pages 246-247, 311-312 and 356-357 of the BPCE Registration Document concerning respectively, the consolidated financial statements of Groupe BPCE, the consolidated financial statements of the Groupe BPCE SA, and the company financial statements of BPCE. The statutory auditors' reports referring to the consolidated financial statements of Groupe BPCE, Groupe BPCE SA and BPCE each contain one observation.

The historical financial data of Groupe BPCE, Groupe BPCE SA and BPCE as of and for the year ended 31 December 2012 have been discussed in the statutory auditors reports found on pages 261-262, 330-331 and 376-377 of the BPCE Registration Document concerning respectively, the consolidated financial statements of Groupe BPCE, the consolidated financial statements of the Groupe BPCE SA, and the company financial statements of BPCE.

The condensed consolidated financial data of Groupe BPCE and Groupe BPCE SA as of and for the first half of the year ended 30 June 2013 has been discussed in the statutory auditors reports found on pages 126-127 and 172-173 of the BPCE second Update of the 2012 Registration Document, each containing 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 28 August 2013



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° 13-468 on 29 August 2013. 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.