

Final Terms dated 24 September 2013



BPCE

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

SERIES NO: 2013 -57

TRANCHE NO: 1

EUR 50,000,000 3.015 per cent. Notes due September 2023 (the “Notes”)

issued by BPCE

DEALER

Citigroup Global Markets Limited

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 and the Base Prospectus Supplement(s) dated 22 February 2013 which received visa n° 13-052 from the AMF on 22 February 2013, the Base Prospectus Supplement dated 26 March 2013 which received visa n° 13-112 from the AMF on 26 March 2013, the Base Prospectus Supplement dated 13 May 2013 which received visa n° 13-209 from the AMF on 13 May 2013, the Base Prospectus Supplement dated 21 May 2013 which received visa n°13-225 from the AMF on 21 May 2013, the Base Prospectus Supplement dated 9 August 2013 which received visa n°13-452 on 9 August 2013 and the Base Prospectus Supplement dated 29 August 2013 which received visa n°13-468 on 29 August 2013 which together constitute 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 as so supplemented. 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 as so supplemented. The Base Prospectus and the Base Prospectus Supplement(s) are 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 -57 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Euro ("EUR") |
| 4. | Aggregate Nominal Amount of Notes admitted to trading: | |
| | (i) Series: | EUR 50,000,000 |
| | (ii) Tranche: | EUR 50,000,000 |
| 5. | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denomination(s): | EUR 100,000 |
| 7. | (i) Issue Date: | 26 September 2013 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Interest Basis: | 3.015 per cent. Fixed Rate |
| 9. | Maturity Date: | 26 September 2023 |
| 10. | Redemption Basis: | 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 |
| 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 Directoire of the Issuer dated 3 June 2013 and decision of Mr. Jean-Philippe BERTHAUT, Head of Group Funding , dated 19 September 2013 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-----|----------------------------|---|
| 14. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 3.015 per cent. per annum payable in arrear on each Interest Payment Date |

(ii)	Interest Payment Date(s):	26 September in each year from and including 26 September 2014, to and including 26 September 2023, subject to adjustment in accordance with the Business Day convention specified below.
(iii)	Fixed Coupon Amount:	EUR 3,015 per EUR 100,000 in Nominal Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	30/360, unadjusted
(vi)	Determination Dates:	Not Applicable
(vii)	Business Day Convention	Following Business Day Convention
(viii)	Party responsible for calculating Interest Amounts (if not the Calculation Agent)	Not Applicable
15.	Floating Rate Note Provisions	Not Applicable
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	EUR 100,000 per Note of EUR 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):	As set out in the Conditions
(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 (<i>au porteur</i>)
	(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):	No
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.	<i>Masse</i> :	Contractual Masse shall apply Name and address of the Representative: Mr. Sylvain THOMAZO 20, rue Victor Bart 78000 Versailles France 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 EUR 2,000 (exclduing VAT) per year

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: Jean-Philippe BERTHAUT, Head of Group Funding

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 26 September 2013.
- (ii) Estimate of total expenses related to admission to trading: EUR 5,350.00

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:** EUR 50,000,000
- (iii) **Estimated total expenses:** EUR 5,350.00

6. YIELD

Indication of yield: 3.015 per cent
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: FR0011575463

Common Code: 097495408

Depositories:

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

(ii) Common Depository 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: Non-syndicated

(ii) If syndicated:

(A) Names of
Managers: Citigroup Global Markets Limited

(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