

Final Terms dated 6 July 2015

FCE Bank plc

Issue of EUR 190,000,000 Floating Rate Notes due January 2017
under the U.S. \$15,000,000,000 Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the conditions of the Notes (the "**Conditions**") set forth in the Base Prospectus dated 22 January 2015 and the Prospectus Supplement dated 30 January 2015, the Prospectus Supplement dated 26 March 2015, the Prospectus Supplement dated 30 April 2015 and the Prospectus Supplement dated 4 June 2015, which together constitute a base prospectus for the purposes of the Prospectus Directive (the "**Base Prospectus**"). 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 the 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 has been published on the Luxembourg Stock Exchange's website (www.bourse.lu).

1. (i) Series Number: MY
- (ii) Tranche Number: 1
2. Specified Currency or Currencies: Euro ("**EUR**")
3. Aggregate Nominal Amount:
 - (i) Series: EUR 190,000,000 ✓
 - (ii) Tranche: EUR 190,000,000
4. Issue Price: 100 per cent. of the Aggregate Nominal Amount
5. (i) Specified Denominations: EUR 100,000 ✓
- (ii) Calculation Amount: EUR 100,000
6. (i) Issue Date: 9 July 2015 ✓
- (ii) Interest Commencement Date: Issue Date
7. Maturity Date: The Specified Interest Payment Date falling on or nearest to 9 January 2017
8. Interest Basis: 3 month EURIBOR + 0.38 per cent., floored at 0.00 per cent. Floating Rate
9. 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
10. Put/Call Options: Not Applicable
11. Date Board approval for: 16 January 2015

issuance of Notes obtained:

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

12. Fixed Rate Note Provisions	Not Applicable
13. Floating Rate Note Provisions	Applicable
(i) Interest Period(s):	The period beginning on the Interest Commencement Date and ending on (but excluding) the First Interest Payment Date and each successive period beginning on a Specified Interest Payment Date and ending on (but excluding) the next succeeding Specified Interest Payment Date.
(ii) Specified Interest Payment Dates:	9 January, 9 April, 9 July and 9 October in each year, from and including the First Interest Payment Date (as defined below) to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (v) below
(iii) First Interest Payment Date:	The Specified Interest Payment Date falling on or nearest to 9 October 2015
(iv) Interest Period Date:	Not Applicable
(v) Business Day Convention:	Modified Following Business Day
(vi) Business Centre(s):	TARGET2
(vii) Manner in which the Interest Rate(s) is/are to be determined:	Screen Rate Determination
(viii) Party responsible for calculating the Interest Rate(s) and Interest Amount(s) (if not the Calculation Agent):	Not Applicable
(ix) Screen Rate Determination:	Applicable
– Reference Rate:	Three month EURIBOR
	Relevant Financial Centre: TARGET2
– Interest Determination Date(s):	11.00 am Paris time two TARGET2 business days prior to the start of each Interest Period
– Relevant Screen Page:	Reuters EURIBOR 01
(x) ISDA Determination:	Not Applicable
(xi) Linear Interpolation:	Not Applicable
(xii) Margin(s):	+0.38 per cent. per annum

- (xiii) Minimum Interest Rate: 0.00 per cent. per annum
(xiv) Maximum Interest Rate: Not Applicable
(xv) Day Count Fraction: Actual/360 ✓

14. Zero Coupon Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

15. Call Option Not Applicable

16. Put Option Not Applicable

17. Final Redemption Amount EUR 100,000 per Calculation Amount

18. Early Redemption Amount

Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default or other early redemption): EUR 100,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 19. Form of Notes:** Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes on 60 days' notice upon the occurrence of an Exchange Event
- 20. New Global Note:** Yes
- 21. Financial Centre(s):** TARGET2
- 22. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):** No
- 23. Redenomination, renominalisation and reconventioning provisions:** Not Applicable
- 24. Consolidation provisions** Not Applicable

Signed on behalf of the Issuer:

By:

Duly authorised

P. Kiernan
Executive Director
Finance
FCE Bank plc

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 listed on the official list of the Luxembourg Stock Exchange and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 9 July 2015.
- (ii) Estimate of total expenses related to listing and admission to trading: EUR 1,390

2. RATINGS

- Ratings: The long term senior unsecured credit ratings assigned to the Issuer are:
- S&P: BBB (stable)
Moody's: Baa3 (stable)
Fitch: BBB- (positive)

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as disclosed in the section headed "Plan of Distribution" in the Base Prospectus and the section headed "Distribution" in these Final Terms, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. OPERATIONAL INFORMATION

ISIN: XS1257015237

Common Code: 125701523

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes
Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at all times during their life. Such

recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

5. 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 of Dealer: Société Générale
- (iv) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D