

Final Terms dated 12 March 2015



BPCE

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

SERIES NO: 2014-96

TRANCHE NO: 2

**Euro 300,000,000 Floating Rate Notes due December 2016 (the “Notes”)
to be assimilated (*assimilées*) and form a single series with the existing
Euro 300,000,000 Floating Rate Notes due December 2016 issued on 5 December 2014
issued by BPCE**

DEALER

Barclays

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 20 November 2014 which received visa n° 14-610 from the *Autorité des marchés financiers* (the “**AMF**”) on 20 November 2014 and the Base Prospectus Supplement dated 3 March 2015 which received visa n°15-071 from the AMF on 3 March 2015 (the “**Supplement**”), which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended (the “**Prospectus Directive**”). 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 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.

1. Issuer: BPCE
2. (i) Series Number: 2014-96
(ii) Tranche Number: 2
(iii) Date on which the Notes become fungible: The Notes will be assimilated (*assimilées*) and form a single series with the existing Euro 300,000,000 Floating Rate Notes due December 2016 issued by the Issuer on 5 December 2014 (the “**Existing Notes**”) as from the date of assimilation which is expected to be on or about 40 days after the Issue Date (the “**Assimilation Date**”) of Tranche 2.
3. Specified Currency or Currencies: Euro (“**EUR**”)
4. Aggregate Nominal Amount:
 - (i) Series: EUR 600,000,000
 - (ii) Tranche: EUR 300,000,000
5. Issue Price: 100.132 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount of EUR 23,650.00 corresponding to accrued interest for the period from, and including, 5 March 2015 to, and excluding, the Issue Date.
6. Specified Denomination(s): EUR 100,000
7. (i) Issue Date: 16 March 2015
(ii) Interest Commencement Date: 5 March 2015
8. Interest Basis: Three (3) month EURIBOR + 0.22 per cent. Floating Rate (further particulars specified below)

- | | |
|--|---|
| 9. Maturity Date: | Interest Payment Date falling on or nearest to 5 December 2016 |
| 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 <i>Directoire</i> of the Issuer dated 28 April 2014 and decision of Mr. Jean-Philippe Berthaut, Head of Group Funding, dated 5 March 2015 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | |
|--|--|
| 14. Fixed Rate Note Provisions | Not Applicable |
| 15. Floating Rate Note Provisions | Applicable |
| (i) Interest Period(s): | Each period beginning on (and including) the Interest Payment Date and ending on (but excluding) the next following Interest Payment Date, provided that the first Interest Calculation Period shall begin on (and include) the Issue Date and the final Interest Calculation Period shall end on (but exclude) the Maturity Date. |
| (ii) Specified Interest Payment Dates: | Interest payable quarterly in arrear on 5 March, 5 June, 5 September and 5 December in each year from and including the First Interest Payment Date to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (iv) below |
| (iii) First Interest Payment Date: | 5 June 2015, subject to adjustment in accordance with the Business Day Convention set out in (iv) below |
| (iv) Business Day Convention: | Modified Following Business Day Convention |
| (v) Interest Period Date: | Not Applicable |
| (vi) Business Centre(s): | TARGET |
| (vii) Manner in which the Rate(s) of Interest is/are to be determined: | Screen Rate Determination |
| (viii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent): | Not Applicable |

| | |
|----------------------------------|---|
| (ix) Screen Rate Determination: | Applicable |
| – Reference Rate: | Three (3) month EURIBOR |
| – Interest Determination Date: | Two (2) TARGET Business Days prior to the first day of each Interest Accrual Period |
| – Relevant Screen Page: | Reuters Page EURIBOR01 |
| (x) FBF Determination: | Not Applicable |
| (xi) ISDA Determination: | Not Applicable |
| (xii) Margin(s): | +0.22 per cent. <i>per annum</i> |
| (xiii) Minimum Rate of Interest: | Not Applicable |
| (xiv) Maximum Rate of Interest: | Not Applicable |
| (xv) Day Count Fraction: | Actual/360 |

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 (*au porteur*)

(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): | Not Applicable |
| 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 Articles L.213-1 A and D.213-1 A of the French <i>Code monétaire et financier</i> : | Applicable |
| 28. Consolidation provisions: | Not Applicable |
| 29. <i>Masse</i> : | Contractual <i>Masse</i> 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: |
| | Mrs. Sandrine D'HAUSSY 69, avenue Gambetta 94100 Saint Maur des Fosses France |
| | The Representative will receive a remuneration of Euro 2,000 (excluding VAT) per year. |

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 listed and admitted to trading on Euronext Paris with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 1,400

2. RATINGS

Ratings: Not Applicable

3. 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.

4. 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: Euro 300,419,650
- (iii) Estimated total expenses: Euro 1,400

5. HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters Page EURIBOR01.

6. OPERATIONAL INFORMATION

ISIN Code: FR0012612455 until the Assimilation Date, thereafter
FR0012364743

Common Code: 120208888 until the Assimilation Date, thereafter
114885045

Depositaries:

Euroclear France to act as Central Depositary:

Yes

Common Depositary for Euroclear and
Clearstream Luxembourg:

No

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

7. 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: Barclays Bank PLC, 5 The North Colonnade, London E14 4BB, United Kingdom

(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