

**SUPPLEMENT N° 2 DATED 26 MARCH 2013  
TO THE BASE PROSPECTUS DATED 26 NOVEMBER 2012**



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

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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 second supplement (the “**Second Supplement**”) is supplemental to, and should be read in conjunction with, the base prospectus dated 26 November 2012 (the “**Base Prospectus**”) and the first supplement dated 22 February 2013 (the “**First Supplement**”), prepared by the Issuer in relation to its Programme and which were granted visa n°12-573 on 26 November 2012 and visa n°13-052 on 22 February 2013 by the *Autorité des Marchés Financiers* (the “**AMF**”).

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

incorporating by reference the consolidated annual financial statements of Groupe BPCE and Groupe BPCE SA and the annual financial statements of BPCE for the year ended 31 December 2012, from the 2012 Registration Document (*Document de référence*), published in French, which has been filed with the AMF on 22 March 2013 under the number D.13-0203 (the “**French BPCE Registration Document 2012**”), with the exception of the statement by the person responsible for the French BPCE Registration Document 2012 (“*Personne responsable du document de référence et du rapport financier annuel*”);

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 Second Supplement.

Application has been made to the AMF in France for approval of this Second 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 Second 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 Second 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 Second 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 Second Supplement.

Copies of this Second 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](http://www.bpce.fr)) and of the AMF ([www.amf-france.org](http://www.amf-france.org)).

## **1. Incorporation by reference**

On page 78 of the Base Prospectus, the following paragraph is added :

- (g) *the BPCE 2012 registration document (document de référence) (the “BPCE 2012 Registration Document”), published in French, which was filed with the AMF under registration number N°D.13-0203, dated 22 March 2013 and its free English translation;*

On page 79 of the Base Prospectus, the following paragraph is added :

- *the statements by Mr. François Pérol, Président du Directoire of the Issuer, on page 438 of the BPCE 2012 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:

<b>Regulation – Annex IV</b>	<b>BPCE 2012 Registration Document</b>
<b>2. STATUTORY AUDITORS</b>	
<b>2.1 Names and addresses of the Issuer’s auditors for the period covered by the historical financial information (together with their membership in a professional body)</b>	Page 102-103
<b>2.2 If auditors have resigned, been removed or reappointed during the period covered by the historical financial information, details if material.</b>	Page 102-103
<b>4. RISK FACTORS</b>	
<b>Prominent disclosure of risk factors that may affect the Issuer’s ability to fulfil its obligations under the securities to investors in a section headed “Risk Factors”</b>	Page 107-164
<b>5. INFORMATION ABOUT THE ISSUER</b>	
<b>5.1 History and development of the Issuer</b>	
<b>5.1.5 any recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer’s solvency</b>	Page 167-169 and Page 186
<b>5.2 Investments</b>	
<b>5.2.1 A description of the principal investments made since the date of the last published financial statements.</b>	Page 185
<b>6. BUSINESS OVERVIEW</b>	
<b>6.1 Principal activities</b>	
<b>6.1.1 A description of the Issuer’s principal activities stating the main categories of products sold and/ or services performed; and</b>	Pages 12-24, 246-248 and 319-322
<b>6.1.2 an indication of any significant new products and/or activities.</b>	Pages 12-24, 246-248 and 319-322
<b>6.2 Principal markets</b>	Pages 12-24, 246-248 and 319-322
<b>A brief description of the principal markets in which the Issuer competes</b>	
<b>6.3 The basis for any statements made by the Issuer regarding its competitive position.</b>	Page 12-24

## 10. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

**10.1 Names, business addresses and functions in the Issuer of the members of the administrative, management and supervisory bodies, and an indication of the principal activities performed by them outside the Issuer where these are significant with respect to the Issuer-** Page 27-82

**10.2 Statement that there are no conflicts of interest** Page 82

## 11. BOARD PRACTICES

**11.1 Details relating to the Issuer's audit committee** Page 67-69

**11.2 A statement as to whether or not the Issuer complies with its country's of incorporation corporate governance** Page 83-100

## 13. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES

### 13.1 Historical Financial Information

**Audited historical financial statements/ information** BPCE – Page 332-375

### 13.2 Consolidated financial statements

**Consolidated financial statements** Groupe BPCE – Page 188-260

Groupe BPCE SA– Pages 264-329

### 13.3 Auditing of historical annual financial information

BPCE - Page 376-377

Groupe BPCE – Page 261-262

Groupe BPCE SA– Page 330-331

### 13.5 Interim and other financial information

Not Applicable

## 15. MATERIAL CONTRACTS

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**A brief summary of all material contracts that are not entered into in the ordinary course of the Issuer's business, which could result in any group member being under an obligation or entitlement that is material to the Issuer's ability to meet its obligation to security holders in respect of the securities being issued.**

Page 422

Any information not listed in the above cross reference list but included in the documents incorporated by reference is given for information purpose only.

**PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND 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.

**BPCE**  
50 avenue Pierre Mendès-France  
75013 Paris  
France

Duly represented by:  
Roland Charbonnel  
Director Group Funding and Investor Relations  
Duly authorised  
on 26 March 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 Second Supplement the visa N°13-112 on 26 March 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.