

Final Terms dated 19 March 2010



BPCE S.A.

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

Due from one month from the date of original issue

SERIES NO: 2010-6
TRANCHE NO: 1
EUR 7,000,000 Floating Rate Notes due March 2015

J. P. Morgan Securities Ltd.

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 6 November 2009 and the Base Prospectus Supplements dated 18 November 2009 and 9 March 2010 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (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 Supplements are available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the website of the regulated market where the admission to trading is sought and copies may be obtained from BPCE S.A., 50 avenue Pierre Mendès-France, 75013 Paris, France.

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| 1. Issuer: | BPCE S.A. |
| 2. (i) Series Number: | 2010-6 |
| (ii) Tranche Number: | 1 |
| 3. Specified Currency or Currencies: | EUR |
| 4. Aggregate Nominal Amount of Notes admitted to trading: | |
| (i) Series: | EUR 7,000,000 |
| (ii) Tranche: | EUR 7,000,000 |
| 5. Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. Specified Denomination(s): | EUR50,000 |
| 7. (i) Issue Date: | 23 March 2010 |
| (ii) Interest Commencement Date: | Issue Date |
| 8. Interest Basis: | Three (3) month EURIBOR +0.78 per cent. Floating Rate (further particulars specified below) |
| 9. Maturity Date: | Interest Payment Date falling in or nearest to March 2015 |
| 10. Redemption/Payment Basis: | Redemption at par |
| 11. Change of Interest or Redemption/Payment 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 31 July 2009.
Decision of M. Roland Charbonnel, Director Group Funding and Investor Relations, dated 9 March 2010 |
| 14. Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. Fixed Rate Note Provisions | Not Applicable |
| 16. Floating Rate Note Provisions | Applicable |
| (i) Interest Period(s): | The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and |

	ending on (but excluding) the next succeeding Interest Payment Date
(ii) Specified Interest Payment Dates:	23 March, 23 June, 23 September and 23 December in each year to and including the Maturity Date
(iii) First Interest Payment Date:	23 June 2010
(iv) Business Day Convention:	Modified Following Business Day Convention
(v) Interest Period Date:	Not Applicable
(vi) Business Centre(s):	London. For the avoidance of doubt, in accordance with the Conditions this Business Centre is in addition to TARGET Business Days.
(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 Interest Amount(s) (if not the Calculation Agent):	Not Applicable
(ix) Screen Rate Determination (Condition 5(c)(iii)(B):	
– Reference Rate:	3 month EURIBOR
– Interest Determination Date:	The Rate of Interest shall be determined by the Calculation Agent at 11:00a.m. (Brussels time) two (2) Business Days prior to the first day in each Interest Accrual Period
– Relevant Screen Page:	Reuters EURIBOR01
(x) FBF Determination	Not Applicable
(xi) ISDA Determination:	Not Applicable
(xii) Margin(s):	+0.78 per cent. per annum
(xiii) Minimum Rate of Interest:	Not Applicable
(xiv) Maximum Rate of Interest:	Not Applicable
(xv) Day Count Fraction (Condition 5(a)):	Act/360
(xvi) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	As set out in the Conditions

17. Zero Coupon Note Provisions	Not Applicable
18. Index-Linked Interest Note/other variable-linked interest Note Provisions	Not Applicable
19. Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Call Option	Not Applicable
21. Put Option	Not Applicable
22. Final Redemption Amount of each Note	EUR50,000 per Note of EUR50,000 Specified Denomination
23. Early Redemption Amount	

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| (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(f)), for illegality (Condition 6(j)) or on event of default (Condition 9) or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): | As set out in the Conditions |
| (ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(f)): | 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

24. 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
25. Financial Centre(s) or other special provisions relating to Payment Dates:	London. For the avoidance of doubt, in accordance with the Conditions this Business Centre is in addition to TARGET Business Days.
Adjusted Payment Date:	The next following business day unless it would thereby

fall into the next calendar month, in which such event, such date shall be brought forward to the immediately preceding business day.

26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
27. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay: Not Applicable
28. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
29. Redenomination, renominatisation and reconventioning provisions: Not Applicable
30. Consolidation provisions: Not Applicable
31. *Masse*: Applicable
32. Other final terms: Not Applicable

DISTRIBUTION

33. (i) If syndicated, names of Managers: Not Applicable
- (ii) Stabilising Manager(s) (if any): Not Applicable
34. If non-syndicated, name and address of Dealer: J.P. Morgan Securities Ltd
125 London Wall, London EC2Y 5AJ
35. Additional selling restrictions: Not Applicable
36. Commission and concession: None

GENERAL

37. The aggregate principal amount of Notes issued has been translated into Euro at the rate of [•] producing a sum of: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the Luxembourg Stock Exchange of the Notes described herein pursuant to the Euro 40,000,000,000 Euro Medium Term Note Programme of BPCE S.A.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms

Signed on behalf of BPCE S.A.:

Duly represented by:

Roland CHARBONNEL, Director Group Funding and Investor Relations

PART B – OTHER INFORMATION

1 RISK FACTORS

Not Applicable

2 LISTING AND ADMISSION TO TRADING

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| (i) Listing: | Official list of the Luxembourg Stock Exchange |
| (ii) Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the relevant regulated market of the Luxembourg Stock Exchange with effect from 23 March 2010. |
| (iii) Estimate of total expenses related to admission to trading: | EUR 1,030 |

3 RATINGS

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| Ratings: | The Notes to be issued have been rated: S & P: A+ |
| | Moody's: Aa3 |
| | Fitch: A+ |

4 NOTIFICATION

Not Applicable

5 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

6 OPERATIONAL INFORMATION

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| ISIN Code: | FR0010870006 |
| Common Code: | 049504110 |
| Depositaries: | |
| (i) Euroclear France to act as | |

Central Depository:	Yes
(ii) Common Depository 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 free of payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable