

**FORM OF TRANSFER CERTIFICATE – REGULATION S GLOBAL NOTE TO RULE 144A
GLOBAL NOTE**

[DATE]

To: Citibank N.A., London Branch
14th Floor
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Fax : +353 1 622 2210

Attention: Agency & Trust

BPCE
50, avenue de Pierre Mendès-France
75013 Paris
France

Attention: Roland Charbonnel

**BPCE (the “Issuer”)
Senior Fixed Rate Notes**

Reference is made to the terms and conditions of the Notes (the “**Conditions**”) set out in Schedule 4 to the fiscal agency agreement (the “**Fiscal Agency Agreement**”) dated as of October 6, 2010, as amended or supplemented, between BPCE and Citibank, N.A., London Branch. Terms defined in the Conditions or the Fiscal Agency Agreement shall have the same meanings when used in this certificate unless otherwise stated.

This certificate relates to \$[] of Notes, represented by ISIN number XS0547802818 and Common Code number 054780281, which represent an interest in a Regulation S Global Note beneficially owned by the undersigned (the “**Transferor**”) to effect the transfer of such Notes in exchange for an equivalent beneficial interest in the Rule 144A Global Note, represented by CUSIP number 05571A AB1, to [transferee].

In connection with such request, and with respect to such Notes, the Transferor does hereby certify that such Notes are being transferred in accordance with Rule 144A under the Securities Act of 1933, as amended (“**Rule 144A**”), to a transferee that the Transferor reasonably believes is purchasing the Notes for its own account or an account with respect to which the transferee exercises sole investment discretion, and the transferee, as well as any such account, is a “qualified institutional buyer” within the meaning of Rule 144A, in a transaction meeting the requirements of Rule 144A and in accordance with applicable securities laws of any state of the United States or any other jurisdiction.

The Transferor understands that this certificate is required in connection with certain securities or other legislation in the United States and/or in connection with the Notes being eligible for clearance in one or more clearance systems. If administrative or legal proceedings are commenced or threatened in connection with which this certificate is or might be relevant, the Transferor irrevocably authorizes each entity to which this certificate is addressed to produce this certificate or a copy hereof to any interested party in such proceedings.

The Transferor hereby certifies that either (i) no portion of the assets used by the Transferor to purchase and hold the Notes constitutes assets of any employee benefit plan subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended ("ERISA"), any plan, individual retirement account or other arrangement subject to Section 4975 of the Code or provisions under any federal, state, local, non-U.S. or other laws or regulations that are similar to such provisions of ERISA or the Code or any entity whose underlying assets are considered to include "plan assets" of any such plan, account or arrangement or (ii) the purchase, holding and subsequent disposition of the Notes will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or a violation under any applicable similar law.

The Fiscal Agent and the Issuer are entitled to conclusively rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby.

[Insert name of Transferor]

By: _____

Name:

Title:

Medallion Guaranteed Stamp

**FORM OF TRANSFER CERTIFICATE – RULE 144A GLOBAL NOTE TO REGULATION S
GLOBAL NOTE**

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Attention: Agency & Trust

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75013 Paris
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Attention: Roland Charbonnel

**BPCE (the “Issuer”)
Senior Fixed Rate Notes**

Reference is made to the terms and conditions of the Notes (the “**Conditions**”) set out in Schedule 4 to the fiscal agency agreement (the “**Fiscal Agency Agreement**”) dated as of October 6, 2010, as amended or supplemented, between BPCE and Citibank, N.A., London Branch. Terms defined in the Conditions or the Fiscal Agency Agreement shall have the same meanings when used in this certificate unless otherwise stated.

This certificate relates to \$[] of Notes, represented by CUSIP number 05571A AB1, which represent an interest in a Rule 144A Global Note beneficially owned by the undersigned (the “**Transferor**”) to effect the transfer of such Notes in exchange for an equivalent beneficial interest in the Regulation S Global Note, represented by ISIN number XS0547802818 and Common Code 054780281, to [transferee], with [Euroclear account number []] [Clearstream account number []].

In connection with such request, and with respect to such Notes, the Transferor does hereby certify that:

- (a) the offer of the Notes was not made to a person in the United States;
- (b) either (i) at the time the buy order was originated, the transferee was outside the United States or the Transferor and any person acting on its behalf reasonably believed that the transferee was outside the United States or (ii) the transaction was executed in, on or through the facilities of a designated off-shore securities market and neither the Transferor nor any person acting on its behalf knows that the transaction has been pre-arranged with a buyer in the United States;

(c) no directed selling efforts have been made in the United States in contravention of the requirements of Rule 903(b) or Rule 904(b) of Regulation S, as applicable;

(d) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act;

(e) The Transferor is the beneficial owner of the principal amount of Notes being transferred; and

(f) either (i) no portion of the assets used by the Transferor to purchase and hold the Notes constitutes assets of any employee benefit plan subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended ("ERISA"), any plan, individual retirement account or other arrangement subject to Section 4975 of the Code or provisions under any federal, state, local, non-U.S. or other laws or regulations that are similar to such provisions of ERISA or the Code or any entity whose underlying assets are considered to include "plan assets" of any such plan, account or arrangement or (ii) the purchase, holding and subsequent disposition of the Notes will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or a violation under any applicable similar law.

The Transferor understands that this certificate is required in connection with certain securities or other legislation in the United States and/or in connection with the Notes being eligible for clearance in one or more clearance systems. If administrative or legal proceedings are commenced or threatened in connection with which this certificate is or might be relevant, the Transferor irrevocably authorizes each entity to which this certificate is addressed to produce this certificate or a copy hereof to any interested party in such proceedings.

The Fiscal Agent and the Issuer are entitled to conclusively rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby. Terms used in this letter have the meanings set forth in Regulation S.

[Insert name of Transferor]

By: _____
Name:
Title:

Medallion Guaranteed Stamp

FORM OF CERTIFICATION FOR TRANSFER PURSUANT TO RULE 144

[DATE]

To: Citibank N.A., London Branch
14th Floor
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Fax : +353 1 622 2210

Attention: Agency & Trust

BPCE
50, avenue de Pierre Mendès-France
75013 Paris
France

Attention: Roland Charbonnel

**BPCE
(the "Issuer")
\$750,000,000 Fixed Rate Notes**

Reference is made to the terms and conditions of the Notes (the "**Conditions**") set out in Schedule 4 to the fiscal agency agreement (the "**Fiscal Agency Agreement**") dated as of October 6, 2010, as amended or supplemented, between BPCE and Citibank, N.A., London Branch. Terms defined in the Conditions or the Fiscal Agency Agreement shall have the same meanings when used in this certificate unless otherwise stated.

In connection with the proposed sale of \$[] aggregate principal amount of the Notes, which represent an interest in a 144A Global Note, CUSIP number 05571A AB1 beneficially owned by the undersigned ("**Transferor**"), the undersigned confirms that such sale has been effected pursuant to and in accordance with Rule 144 under the Securities Act.

The Transferor represents and warrants that either (i) no portion of the assets used by the Transferor to purchase and hold the notes constitutes assets of any employee benefit plan subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended ("**ERISA**"), any plan, individual retirement account or other arrangement subject to Section 4975 of the Code or provisions under any federal, state, local, non-U.S. or other laws or regulations that are similar to such provisions of ERISA or the Code or any entity whose underlying assets are considered to include "plan assets" of any such plan, account or arrangement or (ii) the purchase, holding and subsequent disposition of the notes will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or a violation under any applicable similar law.

The Transferor understands that this certificate is required in connection with certain securities or other legislation in the United States and/or in connection with the Notes being eligible for clearance in one or more clearance systems. If administrative or legal proceedings are commenced or threatened in connection with which this certificate is or might be relevant, the Transferor irrevocably authorizes each entity to which this certificate is addressed to produce this certificate or a copy hereof to any interested party in such proceedings.

The Fiscal Agent and the Issuer are entitled to conclusively rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby.

[Insert name of Transferor]

By: _____

Name:

Title:

Medallion Guaranteed Stamp