

FINAL TERMS DATED 7 JUNE 2016

LA BANQUE POSTALE

ISSUE OF EUR 500,000,000 3.00 PER CENT. SUBORDINATED NOTES DUE JUNE 2028

**UNDER THE
EUR 10,000,000,000 EURO MEDIUM TERM NOTE PROGRAMME
OF LA BANQUE POSTALE**

SERIES NO: 42 TRANCHE NO: 1

Joint Lead Managers

**CRÉDIT AGRICOLE CIB
CREDIT SUISSE
DEUTSCHE BANK
NATIXIS**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions and the Technical Annex set forth in the Base Prospectus dated 17 September 2015 which received visa no. 15-491 from the *Autorité des marchés financiers* (the "AMF") on 17 September 2015, the first supplement to the Base Prospectus dated 9 November 2015 which received visa no. 15-566 from the AMF on 9 November 2015 and the second supplement to the Base Prospectus dated 31 March 2016 which received visa no. 16-113 from the AMF on 31 March 2016 which together constitute a base prospectus for the purposes of the 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 supplements to the Base Prospectus are available for viewing free of charge on the website of the AMF (www.amf-france.org), on the website of the Issuer (www.labanquepostale.com) and for inspection at the specified offices of the Paying Agent(s).

1	Issuer:	La Banque Postale
2	(i) Series Number:	42
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro ("EUR")
4	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	EUR 500,000,000
	(ii) Tranche:	EUR 500,000,000
5	Issue Price:	99.970 per cent. of the Aggregate Nominal Amount
6	Specified Denomination(s):	EUR 100,000
7	(i) Issue Date:	9 June 2016
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	9 June 2028
9	Interest Basis/Rate of Interest:	3.00 per cent. Fixed Rate (further particulars specified below)
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:	Subordinated
	(ii) Date of corporate authorisations for the issuance of Notes obtained:	(i) decision of the Supervisory Board (<i>Conseil de Surveillance</i>) of the Issuer dated 17 December 2015, authorising the issue of

Tier two subordinated notes up to a maximum aggregate amount of EUR 750,000,000, (ii) decision of the Executive Board (*Directoire*) of the Issuer held on 23 May 2016, authorising and delegating to each of Mrs. Florence Lustman, *Directeur Financier* of the Issuer and Mr. Stéphane Magnan, *Directeur des Opérations Financières* of the Issuer, acting alone, all powers to issue Tier two subordinated notes up to a maximum aggregate amount of EUR 750,000,000 and to determine their terms and conditions and (iii) decision of Mr. Stéphane Magnan in his capacity as *Directeur des Opérations Financières* of the Issuer dated 31 May 2016 deciding the issue of the Notes

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note and Resettable Rate Note Provisions	Applicable
	(a) Fixed Rate Note Provisions :	Applicable
	(i) Rate of Interest:	3.00 per cent. per annum payable annually in arrear
	(ii) Interest Payment Dates:	9 June in each year commencing on 9 June 2017 and ending on the Maturity Date
	(iii) Fixed Coupon Amount:	EUR 3,000 per EUR 100,000 in Aggregate Nominal Amount
	(iv) Broken Amount:	Not Applicable
	(vii) Day Count Fraction (Condition 5(a)):	Actual/Actual-ICMA
	(viii) Determination Date(s):	9 June in each year
	(b) Resettable Rate Note Provisions :	Not Applicable
15	Floating Rate Note Provisions	Not Applicable
16	Zero Coupon Note Provisions	Not Applicable
17	Inflation Linked Notes	Not Applicable
18	Interest Linked to a formula	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19	Issuer Call Option	Not Applicable
20	Noteholder Put Option	Not Applicable
21	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 (Condition
6(g)):

Not Applicable

22 Early Redemption Amount

Early Redemption Amount(s)
payable on redemption for
Capital Event, taxation reasons,
illegality or on enforcement
(Condition 9(b)):

EUR 100,000 per Note of EUR 100,000 Specified
Denomination

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23 Form of Notes:

Dematerialised Notes

(i) Form of
Dematerialised Notes:

Bearer dematerialised form (*au porteur*)

(ii) Registration Agent:

Not Applicable

(iii) Temporary Global
Certificate:

Not Applicable

24 Financial Centre(s) or other
special provisions relating to
payments dates:

Not Applicable

25 Talons for future Coupons to be
attached to Definitive Notes (and
dates on which such Talons
mature):

No

26 Redenomination,
renominalisation and
reconventioning provisions:

Not Applicable

27 Consolidation provisions:

Not Applicable

28 *Masse* (Condition 11):

Contractual *Masse* shall apply

Name and address of the Representative:

MCM AVOCAT

10, rue de Sèze

75009 Paris

France

represented by Maître Antoine Lachenaud

Partner at MCM Avocat law firm

Name and address of the alternate Representative:

M. Philippe Maisonneuve

Partner at MCM Avocat law firm

10, rue de Sèze

75009 Paris

France

The Representative will receive a remuneration of EUR 450 (excluding taxes) per year in respect of its functions.

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the EUR 10,000,000,000 Euro Medium Term Notes Programme of the Issuer.

RESPONSIBILITY

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

Signed on behalf of the Issuer

By:

Duly authorised

Stéphane Magnan
Directeur des Opérations Financières



PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Listing: Euronext Paris
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 9 June 2016.
- (iii) Estimate of total expenses related to admission to trading: EUR 12,550 (including AMF fees)
- (iv) Additional publication of Base Prospectus and Final Terms: Not Applicable

2 RATINGS AND EURO EQUIVALENT

Ratings:

The Notes to be issued have been rated BBB- by Standard & Poor's Ratings Services, a division of The McGraw Hill Companies, Inc. ("S&P"). S&P is established in the European Union and is registered under Regulation (EC) No 1060/2009 (as amended) (the "CRA Regulation"). S&P is included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website (www.esma.europa.eu/page/List-registered-and-certified-CRAs) in accordance with the CRA Regulation.

Euro equivalent:

Not Applicable

3 NOTIFICATION

Not Applicable

4 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."

5 YIELD

Indication of yield: 3.003 per cent. *per annum*

6 Distribution

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Managers:
Crédit Agricole Corporate and Investment Bank
Credit Suisse Securities (Europe) Limited
Deutsche Bank AG, London Branch
Natixis
- (iii) Stabilising Manager(s) (if any): Not Applicable
- (iv) If non-syndicated, name of Dealer: Not Applicable
- (v) U.S. selling restrictions: Reg S Compliance Category; TEFRA not applicable

7 OPERATIONAL INFORMATION

- (i) ISIN: FR0013181898
- (ii) Common Code: 142948265
- (iii) Any clearing system(s) other than Euroclear France, Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of initial Paying Agent(s):

Principal Paying Agent and Paris Paying Agent
BNP Paribas Securities Services
(affiliated with Euroclear France under number 29106)
Les Grands Moulins de Pantin
9 rue du Débarcadère
93500 Pantin
France
- (vi) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

(vii) Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment.

Not Applicable