



**BNP PARIBAS**

**BNP Paribas Arbitrage Issuance B.V.**

*(incorporated in The Netherlands)*

*(as Issuer)*

**BNP Paribas**

*(incorporated in France)*

*(as Guarantor)*

**100,000 Certificates (Settlement Currency in EUR)**

**linked to an hybrid basket due 9 March 2020**

**Series CE0232AGO**

**under the**

**Note, Warrant and Certificate Programme**

**BNP Paribas Arbitrage S.N.C.**

*(as Manager)*

This document (the "**Prospectus**") constitutes a prospectus for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**"). This Prospectus contains information relating to the issue by BNP Paribas Arbitrage Issuance B.V. (the "**Issuer**" or "**BNPP B.V.**") of 100,000 Certificates (Settlement Currency in EUR) linked to an hybrid basket due 9 March 2020 (the "**Certificates**" or the "**Securities**") under the Note, Warrant and Certificate Programme (the "**Programme**") benefiting from a BNPP English law guarantee for unsecured W&C Securities (the "**Guarantee**") granted by BNP Paribas (the "**Guarantor**" or "**BNPP**") and has been prepared in accordance with Article 5(3) of the Prospectus Directive. This Prospectus incorporates by reference, *inter alia*, the Base Prospectus (as defined herein) relating to the Programme. See for further details the section "Documents Incorporated by Reference".

Application has been made to the *Autorité des marchés financiers* ("**AMF**") in France for approval of this Prospectus in its capacity as competent authority pursuant to Article 212.2 of its *Règlement Général* which implements the Prospectus Directive.

Application will be made for the Securities to be admitted to trading on Euronext Paris. Euronext Paris is a regulated market for the purposes of the Markets in Financial Instruments Directive 2004/39/EC (a "**Regulated Market**"). The Issuer is not a sponsor of, nor is it responsible for, the admission and trading of the Securities on Euronext Paris and no assurance can be given that any such application will be successful.

The issue of the Securities will entitle the holder thereof to receive a cash amount (if any) calculated in accordance with the Economic Terms and Conditions set out below, all as set forth herein and in the Economic Terms and Conditions.

Capitalised terms used in this Prospectus shall, unless otherwise defined, have the meanings set forth in the Base Prospectus.

**Prospective purchasers of Securities should ensure that they understand the nature of the Securities and the extent of their exposure to risks and that they consider the suitability of the Securities as an investment in the light of their own circumstances and financial condition. The Securities involve a high degree of risk and potential investors should be prepared to sustain a total loss of the purchase price of their Securities. See "Risk Factors" on page 56.**

BNPP's long-term credit ratings are A with a stable outlook (Standard & Poor's Credit Market Services France SAS ("**Standard & Poor's**")), A1 with a stable outlook (Moody's Investors Service Ltd. ("**Moody's**")), A+ with a stable outlook (Fitch France S.A.S. ("**Fitch France**")) and AA (low) with a stable outlook (DBRS Limited ("**DBRS**")) and BNPP's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's), F1 (Fitch France) and R-1 (middle) (DBRS). BNPP B.V.'s long term credit ratings are A with a stable outlook (Standard & Poor's) and BNPP B.V.'s short term credit ratings are A-1 (Standard & Poor's). Each of Standard & Poor's, Moody's, Fitch France and DBRS is established in the European Union and is registered under the Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such each of Standard & Poor's, Moody's, Fitch France and DBRS is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation. Securities issued under the Prospectus are not rated. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

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## ENGLISH VERSION OF THE SUMMARY OF THE PROSPECTUS

*Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for this type of Securities, Issuer and Guarantor. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of Securities, Issuer and Guarantor, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary explaining why it is not applicable.*

### Section A - Introduction and warnings

Element	Title	
A.1	Warning that the summary should be read as an introduction and provision as to claims	<ul style="list-style-type: none"> <li>• <b>This summary should be read as an introduction to the Prospectus of BNPP B.V. dated 17 March 2016 (the "Prospectus").</b></li> <li>• <b>Any decision to invest in any Securities should be based on a consideration of the Prospectus as a whole, including any documents incorporated by reference.</b></li> <li>• <b>Where a claim relating to information contained in the Prospectus is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Prospectus before the legal proceedings are initiated.</b></li> <li>• <b>No civil liability will attach to the Issuer or the Guarantor in any such Member State solely on the basis of this summary, including any translation hereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or, following the implementation of the relevant provisions of Directive 2010/73/EU in the relevant Member State, it does not provide, when read together with the other parts of the Prospectus, key information (as defined in Article 2.1(s) of the Prospectus Directive) in order to aid investors when considering whether to invest in the Securities.</b></li> </ul>
A.2	Consent as to use the Prospectus, period of validity and other conditions attached	Not applicable.

## Section B - Issuer and Guarantor

Element	Title	
<b>B.1</b>	Legal and commercial name of the Issuer	BNP Paribas Arbitrage Issuance B.V. (" <b>BNPP B.V.</b> " or the " <b>Issuer</b> ").
<b>B.2</b>	Domicile/ legal form/ legislation/ country of incorporation	The Issuer was incorporated in the Netherlands as a private company with limited liability under Dutch law having its registered office at Herengracht 595, 1017 CE Amsterdam, the Netherlands.
<b>B.4b</b>	Trend Information	BNPP B.V. is dependent upon BNPP. BNPP B.V. is a wholly owned subsidiary of BNPP specifically involved in the issuance of securities such as Notes, Warrants or Certificates or other obligations which are developed, setup and sold to investors by other companies in the BNPP Group (including BNPP). The securities are hedged by acquiring hedging instruments from BNP Paribas and BNP Paribas entities as described in Element D.2 below. As a consequence, the Trend Information described with respect to BNPP shall also apply to BNPP B.V.
<b>B.5</b>	Description of the Group	BNPP B.V. is a wholly owned subsidiary of BNP Paribas. BNP Paribas is the ultimate holding company of a group of companies and manages financial operations for those subsidiary companies (together the " <b>BNPP Group</b> " or the " <b>Group</b> ")
<b>B.9</b>	Profit forecast or estimate	Not applicable, as there are no profit forecasts or estimates made in respect of the Issuer in the Prospectus to which this Summary relates.
<b>B.10</b>	Audit report qualifications	Not applicable, there are no qualifications in any audit report on the historical financial information included in the Prospectus.
<b>B.12</b>	Selected historical key financial information:	
	<b>Comparative Annual Financial Data - In EUR</b>	
		<b>31/12/2014 (audited)</b>
		<b>31/12/2013 (audited)</b>
	Revenues	432,263
	Net income, Group share	29,043
	Total balance sheet	64,804,833,465
	Shareholders' equity (Group share)	445,206
		416,163
	<b>Comparative Interim Financial Data - In EUR</b>	

<b>Element</b>	<b>Title</b>		
		<b>30/06/2015 (limited review)</b>	<b>30/06/2014 (limited review)</b>
	Revenues	158,063	218,961
	Net income, Group share	10,233	14,804
		<b>30/06/2015 (limited review)</b>	<b>31/12/2014 (audited)</b>
	Total balance sheet	51,184,742,227	64,804,833,465
	Shareholders' equity (Group share)	455,439	445,206
	<p><b><i>Statements of no significant or material adverse change</i></b></p> <p>There has been no significant change in the financial or trading position of the BNPP Group since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published). There has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published).</p> <p>There has been no significant change in the financial or trading position of BNPP B.V. since 30 June 2015 and there has been no material adverse change in the prospects of BNPP B.V. since 31 December 2014.</p>		
<b>B.13</b>	Events impacting the Issuer's solvency	As at 17 March 2016 and to the best of the Issuer's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency since 30 June 2015.	
<b>B.14</b>	Dependence upon other group entities	<p>The Issuer is dependent upon BNPP and other members of the BNPP Group. See also Element B.5 above.</p> <p>BNPP B.V. is a wholly owned subsidiary of BNPP specifically involved in the issuance of securities such as Notes, Warrants or Certificates or other obligations which are developed, setup and sold to investors by other companies in the BNPP Group (including BNPP). The securities are hedged by acquiring hedging instruments from BNP Paribas and BNP Paribas entities as described in Element D.2 below.</p>	
<b>B.15</b>	Principal activities	The principal activity of the Issuer is to issue and/or acquire financial instruments of any nature and to enter into related agreements for the account of various entities within the BNPP Group.	
<b>B.16</b>	Controlling shareholders	BNP Paribas holds 100 per cent. of the share capital of the Issuer.	
<b>B.17</b>	Solicited credit ratings	BNPP B.V.'s long term credit ratings are A with a stable outlook (Standard & Poor's Credit Market Services	

Element	Title	
		<p>France SAS) and BNPP B.V.'s short term credit ratings are A-1 (Standard &amp; Poor's Credit Market Services France SAS).</p> <p>The Securities have not been rated.</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>
<b>B.18</b>	Description of the Guarantee	<p>The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas ("<b>BNPP</b>" or the "<b>Guarantor</b>") pursuant to an English law deed of guarantee executed by BNPP on 9 June 2015 (the "<b>Guarantee</b>").</p> <p>In the event of a bail-in of BNPP B.V. but not BNPP, the obligations and/or amounts owed by BNPP under the guarantee shall be reduced to reflect any such reduction or modification resulting from the application of a bail-in of BNPP B.V. by a relevant regulator.</p> <p>In the event of a bail-in of BNPP but not BNPP B.V., the obligations and/or amounts owed by BNPP under the guarantee shall be reduced to reflect any such modification or reduction applied to securities issued by BNPP resulting from the application of a bail-in of BNPP by any relevant regulator.</p> <p>The obligations under the guarantee are direct unconditional, unsecured and unsubordinated obligations of BNPP and rank and will rank <i>pari passu</i> among themselves and at least <i>pari passu</i> with all other direct, unconditional, unsecured and unsubordinated indebtedness of BNPP (save for statutorily preferred exceptions).</p>
<b>B.19</b>	Information about the Guarantor	
<b>B.19/ B.1</b>	Legal and commercial name of the Guarantor	BNP Paribas.
<b>B.19/ B.2</b>	Domicile/ legal form/ legislation/ country of incorporation	The Guarantor was incorporated in France as a <i>société anonyme</i> under French law and licensed as a bank having its head office at 16, boulevard des Italiens – 75009 Paris, France.
<b>B.19/ B.4b</b>	Trend information	<p><b><i>Macroeconomic environment</i></b></p> <p>Macroeconomic and market conditions affect BNPP's results. The nature of BNPP's business makes it particularly sensitive to macroeconomic and market</p>

Element	Title	
		<p>conditions in Europe, which have been at times challenging and volatile in recent years.</p> <p>In 2015, the global economic activity remained sluggish. Activity slowed down in emerging countries, while a modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the diminished economic growth in China, the fall in prices of energy and other commodities, and an initial tightening of US monetary policy in a context of resilient internal recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity but with low growth prospects on the medium term in developed and emerging countries.</p> <p>In that context, two risks can be identified:</p> <p><i>Financial instability due to the vulnerability of emerging countries</i></p> <p>While the exposure of the BNP Paribas Group in emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the Group and potentially alter its results.</p> <p>In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first rate increase decided by the Federal Reserve in December 2015), as well as heightened financial volatility linked to the concerns regarding growth in emerging countries, have contributed to the stiffening of external financial conditions, capital outflows, further currency depreciations in numerous emerging countries and an increase in risks for banks. This could lead to the downgrading of sovereign ratings.</p> <p>Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit offering, and chaotic de-leveraging) that would affect all banking institutions.</p> <p><i>Systemic risks related to economic conditions and market liquidity</i></p> <p>The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by</p>

Element	Title	
		<p>certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.</p> <p>Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity. Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.</p> <p><b><i>Laws and regulations applicable to financial institutions</i></b></p> <p>Recent and future changes in the laws and regulations applicable to financial institutions may have a significant impact on BNPP. Measures that were recently adopted or which are (or whose application measures are) still in draft format, that have or are likely to have an impact on BNPP notably include:</p> <ul style="list-style-type: none"> <li>- the structural reforms comprising the French banking law of 26 July 2013 requiring that banks create subsidiaries for or segregate “speculative” proprietary operations from their traditional retail banking activities, the “Volcker rule” in the US which restricts proprietary transactions, sponsorship and investment in private equity funds and hedge funds by US and foreign banks, and expected potential changes in Europe;</li> <li>- regulations governing capital: CRD 4/CRR, the international standard for total-loss absorbing capacity (TLAC) and BNPP’s designation as a financial institution that is of systemic importance by the Financial Stability Board;</li> <li>- the European Single Supervisory Mechanism and the ordinance of 6 November 2014;</li> <li>- the Directive of 16 April 2014 related to deposit guarantee systems and its delegation and implementing decrees, the Directive of 15 May 2014 establishing a Bank Recovery and Resolution framework, the Single Resolution Mechanism establishing the Single Resolution Council and the Single Resolution Fund;</li> <li>- the Final Rule by the US Federal Reserve imposing tighter prudential rules on the US transactions of large foreign banks, notably the obligation to create a separate intermediary holding company in the US (capitalised and subject to regulation) to house their US subsidiaries;</li> <li>- the new rules for the regulation of over-the-counter derivative activities pursuant to Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act, notably margin requirements for uncleared derivative products and the derivatives of securities</li> </ul>



Element	Title	
		<p>traded by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants, and the rules of the US Securities and Exchange Commission which require the registration of banks and major swap participants active on derivatives markets and transparency and reporting on derivative transactions;</p> <p>- the new MiFID and MiFIR, and European regulations governing the clearing of certain over-the-counter derivative products by centralised counterparties and the disclosure of securities financing transactions to centralised bodies.</p> <p>For a more detailed description, see the risk factor Laws and regulations adopted in response to the global financial crisis may materially impact BNPP and the financial and economic environment in which it operates.</p> <p><b>Cyber risk</b></p> <p>In recent years, financial institutions have been impacted by a number of cyber incidents, notably involving large-scale alterations of data which compromise the quality of financial information. This risk remains today and BNPP, like other banks, has taken measures to implement systems to deal with cyber attacks that could destroy or damage data and critical systems and hamper the smooth running of its operations. Moreover, the regulatory and supervisory authorities are taking initiatives to promote the exchange of information on cyber security and cyber criminality in order to improve the security of technological infrastructures and establish effective recovery plans after a cyber incident.</p>
<b>B.19/B.5</b>	Description of the Group	<p>BNPP is a European leading provider of banking and financial services and has four domestic retail banking markets in Europe, namely in Belgium, France, Italy and Luxembourg. It is present in 75 countries and has almost 189,000 employees, including close to 147,000 in Europe. BNPP is the parent company of the BNP Paribas Group (together the "<b>BNPP Group</b>").</p>
<b>B.19/B.9</b>	Profit forecast or estimate	<p>Not applicable, as there are no profit forecasts or estimates made in respect of the Guarantor in the Prospectus to which this Summary relates.</p>
<b>B.19/ B.10</b>	Audit report qualifications	<p>Not applicable, there are no qualifications in any audit report on the historical financial information included in the Prospectus.</p>

Element	Title		
<b>B.19/ B.12</b>	Selected historical key financial information:		
	<b>Comparative Annual Financial Data - In millions of EUR</b>		
		<b>31/12/2015</b>	<b>31/12/2014*</b>
	Revenues	42,938	39,168
	Cost of risk	(3,797)	(3,705)
	Net income, Group share	6,694	157
		<b>31/12/2015</b>	<b>31/12/2014*</b>
	Common Equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.9%	10.3%
		<b>31/12/2015</b>	<b>31/12/2014*</b>
	Total consolidated balance sheet	1,994,193	2,077,758
	Consolidated loans and receivables due from customers	682,497	657,403
	Consolidated items due to customers	700,309	641,549
	Shareholders' equity (Group share)	96,269	89,458
	<i>* Restated according to the IFRIC 21 interpretation.</i>		
<b>Statements of no significant or material adverse change</b>			
See Element B.12 above in the case of the BNPP Group.			
There has been no material adverse change in the prospects of BNPP since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published).			
<b>B.19/ B.13</b>	Events impacting the Guarantor's solvency	As at 17 March 2016 and to the best of the Guarantor's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency since 31 December 2015.	
<b>B.19/ B.14</b>	Dependence upon other Group entities	<p>Subject to the following paragraph, BNPP is not dependent upon other members of the BNPP Group.</p> <p>In April 2004, BNP Paribas SA began outsourcing IT Infrastructure Management Services to the BNP Paribas Partners for Innovation (BP<sup>2</sup>I) joint venture set up with IBM France at the end of 2003. BP<sup>2</sup>I provides IT Infrastructure Management Services for BNP Paribas SA and several BNP Paribas subsidiaries in France (including BNP Paribas Personal Finance, BP2S, and BNP Paribas Cardif), Switzerland, and Italy. In mid-</p>	

Element	Title	
		<p>December 2011 BNP Paribas renewed its agreement with IBM France for a period lasting until end-2017. At the end of 2012, the parties entered into an agreement to gradually extend this arrangement to BNP Paribas Fortis as from 2013.</p> <p>BP<sup>2</sup>I is under the operational control of IBM France. BNP Paribas has a strong influence over this entity, which is 50/50 owned with IBM France. The BNP Paribas staff made available to BP<sup>2</sup>I make up half of that entity's permanent staff, its buildings and processing centres are the property of the Group, and the governance in place provides BNP Paribas with the contractual right to monitor the entity and bring it back into the Group if necessary.</p> <p>ISFS, a fully-owned IBM subsidiary, handles IT Infrastructure Management for BNP Paribas Luxembourg.</p> <p>BancWest's data processing operations are outsourced to Fidelity Information Services. Cofinoga France's data processing is outsourced to SDDC, a fully-owned IBM subsidiary.</p> <p>See also Element B.5 above.</p>
<b>B.19/ B.15</b>	Principal activities	<p>BNP Paribas holds key positions in its two main businesses:</p> <ul style="list-style-type: none"> <li>• <b>Retail Banking and Services</b>, which includes: <ul style="list-style-type: none"> <li>• Domestic Markets, comprising: <ul style="list-style-type: none"> <li>– French Retail Banking (FRB),</li> <li>– BNL banca commerciale (BNL bc), Italian retail banking,</li> <li>– Belgian Retail Banking (BRB),</li> <li>– Other Domestic Markets activities, including Luxembourg Retail Banking (LRB);</li> </ul> </li> <li>• International Financial Services, comprising: <ul style="list-style-type: none"> <li>– Europe-Mediterranean,</li> <li>– BancWest,</li> <li>– Personal Finance,</li> <li>– Insurance,</li> <li>– Wealth and Asset Management;</li> </ul> </li> </ul> </li> <li>• <b>Corporate and Institutional Banking (CIB)</b>, which includes: <ul style="list-style-type: none"> <li>– Corporate Banking,</li> <li>– Global Markets,</li> <li>– Securities Services.</li> </ul> </li> </ul>
<b>B.19/ B.16</b>	Controlling shareholders	None of the existing shareholders controls, either directly or indirectly, BNPP. As at 31 December 2015, the main

Element	Title	
		shareholders are Société Fédérale de Participations et d'Investissement (" <b>SFPI</b> ") a public-interest <i>société anonyme</i> (public limited company) acting on behalf of the Belgian government holding 10.2 % of the share capital, BlackRock Inc. holding 5.1% of the share capital and Grand Duchy of Luxembourg holding 1.0% of the share capital. To BNPP's knowledge, no shareholder other than SFPI and BlackRock Inc. owns more than 5% of its capital or voting rights.
<b>B.19/ B.17</b>	Solicited credit ratings	<p>BNPP's long term credit ratings are A with a stable outlook (Standard &amp; Poor's Credit Market Services France SAS), A1 with a stable outlook (Moody's Investors Service Ltd.), A+ with a stable outlook (Fitch France S.A.S.) and AA (low) with a stable outlook (DBRS Limited) and BNPP's short-term credit ratings are A-1 (Standard &amp; Poor's Credit Market Services France SAS), P-1 (Moody's Investors Service Ltd.), F1 (Fitch France S.A.S.) and R-1 (middle) (DBRS Limited).</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>

### Section C – Securities

Element	Title	
<b>C.1</b>	Type and class of Securities/ ISIN	<p>The Securities are certificates ("<b>Certificates</b>") and are issued in Series. The Series Number of the Securities is CE0232AGO. The Tranche number is 1.</p> <p>The issue date of the Certificates is 17 March 2016 (the "<b>Issue Date</b>") and each Certificate will have a notional amount (the "<b>Notional Amount</b>") of EUR 1,000.</p> <p>The ISIN is: XS1338520692.</p> <p>The Common Code is: 1338520692.</p> <p>The Securities are cash settled Securities.</p>
<b>C.2</b>	Currency	The currency of this Series of Securities is Euro (" <b>EUR</b> ").
<b>C.5</b>	Restrictions on free transferability	The Securities will be freely transferable, subject to the offering and selling restrictions in the United States, the European Economic Area, Austria, Belgium,

Element	Title	
	ty	the Czech Republic, Denmark, Finland, France, Germany, Hungary, Ireland, Italy, Luxembourg, Norway, Portugal, Spain, Sweden, the Netherlands, Poland, the United Kingdom, Japan and Australia and under the Prospectus Directive and the laws of any jurisdiction in which the Securities are offered or sold.
C.8	Rights attaching to the Securities	<p>Securities issued under the Prospectus will have terms and conditions relating to, among other matters:</p> <p><b>Status</b></p> <p>The Certificates are issued on an unsecured basis. Securities issued on an unsecured basis constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer and rank and will rank <i>pari passu</i> among themselves and at least <i>pari passu</i> with all other direct, unconditional, unsecured and unsubordinated indebtedness of the Issuer (save for statutorily preferred exceptions).</p> <p><b>Taxation</b></p> <p>The Holder must pay all taxes, duties and/or expenses arising from the exercise and settlement or redemption of the Securities and/or the delivery or transfer of the Entitlement. The Issuer shall deduct from amounts payable or assets deliverable to Holders certain taxes and expenses not previously deducted from amounts paid or assets delivered to Holders, as the Calculation Agent determines are attributable to the Securities.</p> <p><b>Negative pledge</b></p> <p>The terms of the Securities will not contain a negative pledge provision.</p> <p><b>Events of Default</b></p> <p>The terms of the Securities will not contain events of default.</p> <p><b>Meetings</b></p> <p>The terms of the Securities will contain provisions for calling meetings of holders of such Securities to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p> <p><b>Governing law</b></p> <p>The Certificates, the English Law Agency Agreement (as amended or supplemented from time to time), the related Guarantee in respect of the Certificates and any non-contractual obligations arising out of or in connection with the Certificates, the English Law Agency Agreement (as amended or supplemented from time to time) and the Guarantee in respect of the Certificates will be governed by and shall be construed in accordance with English law.</p>
C.9	Interest/Redemption	<b>Interest</b>

Element	Title	
		<p>The Securities do not bear or pay any interest.</p> <p><b>Redemption</b></p> <p>Unless previously redeemed or cancelled, each Security will be redeemed on 9 March 2020 as set out in Element C.18.</p> <p>The Certificates may be redeemed early on occurrence of an Additional Disruption Event or an Optional Additional Disruption Event or if performance of the Issuer's obligations under the Securities and/or any related hedging arrangements becomes illegal or by reason of force majeure or act of state becomes impossible or impracticable. The amount payable under the Securities on such cancellation will be the fair market value of each Security less hedge costs.</p> <p><b>Representative of Holders of Securities</b></p> <p>No representative of the Holders of Securities has been appointed by the Issuer.</p> <p>Please also refer to item C.8 above for rights attaching to the Securities.</p>
C.10	Derivative component in the interest payment	Not applicable as there is no interest payable.
C.11	Admission to Trading	Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on Euronext Paris, which is a regulated market.
C.15	How the value of the investment in the derivative securities is affected by the value of the underlying assets	The amount payable on redemption is calculated by reference to a basket of reference assets (" <b>Reference Assets</b> ", each a " <b>Reference Asset</b> "). See Elements C.18 and C.20 below.
C.16	Maturity of the derivative Securities	The redemption date of the Securities is 9 March 2020 (the " <b>Redemption Date</b> ").
C.17	Settlement Procedure	<p>This Series of Securities is cash settled.</p> <p>The Issuer does not have the option to vary settlement.</p>

Element	Title																															
C.18	Return on derivative securities	<p>See Element C.8 above for the rights attaching to the Securities.</p> <p><b>Final Redemption</b></p> <p>Unless previously redeemed or purchased and cancelled, each Security entitles its Holder to receive from the Issuer on the Redemption Date a Cash Settlement Amount equal to:</p> $N \times \text{Basket}_{\text{final}} / \text{Basket}_{\text{initial}}$ <p>where:</p> <p>"<b>Act(t-1;t)</b>" means the actual number of calendar days elapsed from and excluding Hybrid Business Day (t-1) to but including the Hybrid Business Day (t).</p> <p>"<b>AF</b>" means the adjustment factor of 0.15%.</p> <p>"<b>Basket</b>" means a basket composed of the following Reference Assets (with n =1 to 4) at the date of this Prospectus and managed by the Basket Investment Advisor as per the Basket Investment Advisor Agreement:</p> <table border="1" data-bbox="499 981 1417 1402"> <thead> <tr> <th>n</th> <th>Name</th> <th>Reference Asset</th> <th>Bloomberg</th> <th>Weightings</th> <th>Currency</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>BNP Paribas Cardif Protection Live TR Index</td> <td>Custom Index</td> <td>BNPICDP L Index</td> <td>0%</td> <td>EUR</td> </tr> <tr> <td>2</td> <td>EURO STOXX 50 Net Return EUR</td> <td>Index</td> <td>SX5T Index</td> <td>0%</td> <td>EUR</td> </tr> <tr> <td>3</td> <td>SX5E Dividend Futures Dec20</td> <td>Futures</td> <td>DEDZ0 Index</td> <td>100%</td> <td>EUR</td> </tr> <tr> <td>4</td> <td>Cash</td> <td>Money Market</td> <td>N/A</td> <td>0%</td> <td>EUR</td> </tr> </tbody> </table> <p>For the avoidance of doubt, the sum of weightings of the Reference Assets in the Basket (corresponding to Target Weights) shall be equal to 100%. The weightings set out in the table above show the weightings of the Reference Assets in the Basket at the date of this Prospectus. Such weightings may vary in the future in accordance with the below paragraphs and the Basket Allocation Guidelines.</p> <p>Pursuant to the Basket Investment Advisor Agreement, the Basket Investment Advisor shall have the right, but not the obligation, no more than twice per calendar month, provided that the Basket Investment Advisor may additionally make an exceptional recommendation (the "<b>Exceptional Recommendation</b>") during each monthly period, to recommend that any Reference Asset within the Basket be removed, reweighted or replaced with a new Reference Asset, or that one or more</p>	n	Name	Reference Asset	Bloomberg	Weightings	Currency	1	BNP Paribas Cardif Protection Live TR Index	Custom Index	BNPICDP L Index	0%	EUR	2	EURO STOXX 50 Net Return EUR	Index	SX5T Index	0%	EUR	3	SX5E Dividend Futures Dec20	Futures	DEDZ0 Index	100%	EUR	4	Cash	Money Market	N/A	0%	EUR
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3	SX5E Dividend Futures Dec20	Futures	DEDZ0 Index	100%	EUR																											
4	Cash	Money Market	N/A	0%	EUR																											

Element	Title	
		<p>new Reference Assets be added to the Basket provided that the Calculation Agent shall have the right in good faith to refuse in its sole reasonable discretion that any new Reference Asset be added to the Basket, (each a “<b>Recommendation</b>”) on any Business Day (each such date, a “<b>Basket Allocation Date</b>”) in accordance with the Basket Allocation Guidelines.</p> <p>The Calculation Agent shall not accept a Recommendation where such Recommendation (i) does not adhere to the Basket Allocation Guidelines and/or this Prospectus; (ii) would cause the Issuer with respect to its hedging arrangements and/or any of its hedge provider to be subject to any restrictions on buying and/or selling Reference Assets as a result of any applicable laws, regulations, or other operational restrictions applicable to the Issuer and/or any of its hedge provider; and/or (iii) is or, in the opinion of the Calculation Agent, could be contrary to any corporate social responsibility policy maintained by the Calculation Agent, the Issuer or any of their affiliates. Acceptance of a Recommendation by the Calculation Agent will not constitute endorsement of the Recommendation or acknowledgement by either of the Issuer or the Calculation Agent that the Basket Investment Advisor has acted in accordance with its duties under this Agreement.</p> <p>Any information in relation to the composition of the Basket will be made available to Holders on demand by the Calculation Agent.</p> <p>“<b>Basket Allocation Guidelines</b>” means any asset selected by the Basket Investment Advisor for inclusion as a Reference Asset in the Basket. Such selected asset must be:</p> <ul style="list-style-type: none"> <li>a) BNP Paribas Cardif Protection Live TR Index;</li> <li>b) EURO STOXX 50 Net Return EUR;</li> <li>c) SX5E Dividend Futures Dec20;</li> <li>d) Cash.</li> </ul> <p>Additionally:</p> <ul style="list-style-type: none"> <li>(i) the minimum weighting of any Reference Asset shall be 0%;</li> <li>(ii) the maximum weighting of any Reference Asset shall be 100%;</li> <li>(iii) the Basket shall be of a minimum of one (1) Reference Asset;</li> <li>(iv) any asset selected for inclusion as a Reference Asset in the Basket shall be an Underlying Reference as defined in the Base Prospectus at the date of this Prospectus;</li> <li>(v) any asset selected for inclusion as a Reference Asset which is a custom index shall be a Custom Index as defined in the Base Prospectus and listed in the section “Description of BNPP Indices” in the Base Prospectus at the date of this Prospectus; and</li> <li>(vi) for the sake of clarity, the sum of weightings (corresponding to target weights defined below) needs to be equal to 100%.</li> </ul> <p>“<b>Basket Calculation</b>” means on any Hybrid Business Day <math>t</math>, the Basket level “Basket<sub><math>t</math></sub>” is determined in accordance with the following formula:</p>



Element	Title																
		<p> <math>Basket_{initial} = Basket_0 = Basket\_Gross_0 = Basket\_Gross_{initial} = 100</math> on Strike Date, then :  <math display="block">Basket_t = Basket_{t-1} \times \left( \frac{Basket\_Gross_t}{Basket\_Gross_{t-1}} - AF \times \frac{Act(t-1, t)}{360} \right)</math> <math display="block">Basket\_Gross_t = Basket\_Gross_{t-1} + \left\{ \sum_{i=1}^4 n_{i,t-1}^{used} \times (ReferenceAsset_t - ReferenceAsset_{t-1}) \right\} - Coupon_t</math> </p> <p>For the avoidance of doubt, <math>Basket_{t-1}</math> corresponds to the Basket level on Hybrid Business Day t-1.</p> <p><b>"Basket Investment Advisor"</b> means BNP Paribas Cardif.</p> <p><b>"Basket Investment Advisor Agreement"</b> means the basket investment advisor agreement dated 11 March 2016 entered into among the Issuer, the Basket Investment Advisor and the Calculation Agent.</p> <p><b>"Basket<sub>Initial</sub>"</b> means the Basket Calculation on the Strike Date.</p> <p><b>"Basket<sub>Final</sub>"</b> means the Basket Calculation on the Redemption Valuation Date.</p> <p><b>"Coupon"</b> is determined in accordance with the following formula:</p> $Coupon_{t+1} = \sum_{i=1}^4 \left[ n_{i,t}^{used} \times ReferenceAsset_{i,t} \times repli\_fees_i \times \frac{Nbd(t, t+1)}{365} +  n_{i,t}^{used} - n_{i,t-1}^{used}  \times ReferenceAsset_{i,t} \times exec\_fees_i \right]$ <p>with <math>n_{i,-1}^{used} = n_{i,0}^{used}</math></p> <table border="1" data-bbox="499 1176 1008 1352"> <thead> <tr> <th>n</th> <th>exec_fees<sub>i</sub></th> <th>repli_fees<sub>i</sub></th> </tr> </thead> <tbody> <tr> <td>1</td> <td>0.25%</td> <td>0.50%</td> </tr> <tr> <td>2</td> <td>0.03%</td> <td>0%</td> </tr> <tr> <td>3</td> <td>0.25%</td> <td>0.25%</td> </tr> <tr> <td>4</td> <td>0%</td> <td>0%</td> </tr> </tbody> </table> <p><b>"exec_fees<sub>i</sub>"</b> means the cost to enter or exit from a position in a Reference Asset (it corresponds to the bid/offer as compared with with mid price).</p> <p><b>"repli_fees<sub>i</sub>"</b> means the cost to replicate a position in a Reference Asset over time.</p> <p><b>"<math>n_{n,t}^{used}</math>"</b> means the Used Quantity for Reference Asset n on Basket Allocation Date t.</p> <p><b>"Used Quantity"</b> is determined in accordance with the following formula:</p> $n_{0,t}^{used} = W_{n,0}^{target} \times \frac{Basket\_Gross_{initial}}{ReferenceAsset_{n,initial}} \text{ on Strike Date}$ $\text{for } t \geq 1, n_{n,t}^{used} = \begin{cases} n_{n,t-1}^{used} & \text{if } W_{n,t}^{target} = W_{n,t-1}^{target} \\ W_{n,t}^{target} \times \frac{Basket\_Gross_t}{ReferenceAsset_{n,t}} & \text{otherwise} \end{cases}$ <p><b>"DEDZ20(0)"</b> means the level of the Reference Asset 3 at the Valuation Time on</p>	n	exec_fees <sub>i</sub>	repli_fees <sub>i</sub>	1	0.25%	0.50%	2	0.03%	0%	3	0.25%	0.25%	4	0%	0%
n	exec_fees <sub>i</sub>	repli_fees <sub>i</sub>															
1	0.25%	0.50%															
2	0.03%	0%															
3	0.25%	0.25%															
4	0%	0%															

Element	Title	
		<p>the Strike Date i.e. 90.30.</p> <p>"N" means Notional Amount per Certificate, being EUR 1,000.</p> <p>"ONt" means the rate for overnight deposits in EUR on Hybrid Business Day t as determined by the Calculation Agent based on Bloomberg fixing of the EONIA Index, or if such rate is not available, based on any other sources as determined by the Calculation Agent in its sole discretion.</p> <p>"Reference Asset n,t" means the value of Reference Asset n on Hybrid Business Day t and is determined as follows:</p> <ul style="list-style-type: none"> <li>- when n = 1,2: <ul style="list-style-type: none"> <li>(i) if no Recommendation has been made for t, based on the corresponding Bloomberg page of the relevant Reference Asset; in the event that this value is not available, the value can be ascertained from any other source as the Calculation Agent may deem appropriate;</li> <li>(ii) If a Recommendation has been made for t, based on an intraday valuation of the corresponding Reference Asset as estimated by the Calculation Agent in its sole discretion and on a best effort basis</li> </ul> </li> <li>- When n = 3: the value of a cash-compounded version of Reference Asset 3 is determined by the following formula: <p style="margin-left: 20px;">Reference Asset<sub>3,initial</sub> = Reference Asset<sub>3,0</sub> = 100 on Strike Date</p> <math display="block">\text{ReferenceAsset}_{3,t} = \text{ReferenceAsset}_{3,t-1} \times \left( \frac{\text{DEZDZ20}(t)}{\text{DEDZ20}(t-1)} + \text{ON}_{t-1} \times \frac{\text{Act}(t-1, t)}{360} \right)</math> <ul style="list-style-type: none"> <li>(i) where DEDZ20(t) corresponds to: <ul style="list-style-type: none"> <li>- if no Recommendation has been made for t, based on the corresponding Bloomberg page of Reference Asset 3 ; in the event that this value is not available, the value can be ascertained from any other source as the Calculation Agent may deem appropriate</li> <li>- If a Recommendation has been made for t, based on an intraday valuation of Reference Asset 3 estimated by the Calculation Agent in its sole discretion and on a best effort basis</li> </ul> </li> <li>(ii) DEDZ20(t-1) corresponds to the same definition but for Hybrid Business Day t-1</li> </ul> </li> <li>- When n = 4: the amount corresponding to the value of cash and cash-equivalent assets forming part of the Reference Asset 4 is determined by the following formula: <p style="margin-left: 20px;">Reference Asset<sub>4,initial</sub> = Reference Asset<sub>4,0</sub> = 100 on Strike Date</p> <math display="block">\text{ReferenceAsset}_{4,t} = \text{ReferenceAsset}_{4,t-1} \times \left( 1 + \text{ON}_{t-1} \times \frac{\text{Act}(t-1, t)}{360} \right)</math> </li> </ul> <p>"Strike Date" means 26 February 2016.</p> <p>"Underlying Reference" means any underlying reference as defined in the</p>

Element	Title				
		<p>Base Prospectus, i.e. one or more index, share, global depositary receipt, American depositary receipt, interest in an exchange traded fund, an exchange traded note, an exchange traded commodity or other exchange traded product, debt instrument, debt futures or debt options contract, commodity and/or commodity index, inflation index, currency, fund share or unit, futures contract, underlying interest or CMS rate, preference share and/or the credit of one or more reference entities.</p> <p>"<math>W^{target,t}</math>" means the target weights being determined by the Basket Investment Advisor in accordance with the Basket Investment Advisor Agreement; being initially:</p> $W_{1,0}^{target} = 0$ $W_{2,0}^{target} = 0$ $W_{3,0}^{target} = 1$ $W_{1,0}^{target} = 0$ <p>"t" means each Hybrid Business Day within the Observation Period.</p> <p>"t+1" means the Hybrid Business Day immediately following the Hybrid Business Day t; provided that with respect to the last Hybrid Business Day of the Observation Period, t+1 shall be the last day of the Observation Period.</p> <p>"t-1" means the Hybrid Business Day immediately preceding the Hybrid Business Day<sub>t</sub>, provided that with respect to the first Hybrid Business Day of the Observation Period, t shall be the first day of the Observation Period.</p> <p><b>Summary of payout on final redemption</b></p> <p>Unless previously redeemed or purchased and cancelled, each Security entitles its Holder to receive from the Issuer on the Redemption Date a Cash Settlement Amount determined on the basis of the value of the Basket on the Redemption Valuation Date as compared with the value of the Basket on the Strike Date.</p>			
C.19	Final reference price of the Underlying	The final reference price of the Basket of Underlying References will be determined in accordance with the valuation mechanics set out in Element C.18 above subject to the occurrence of certain extraordinary events and adjustments affecting such underlying asset(s).			
C.20	Underlying	<p><b>Information relating to BNP Paribas Cardif Protection Live TR Index</b></p> <table border="1" data-bbox="496 1675 1417 1921"> <tr> <td data-bbox="496 1675 560 1921">1</td> <td data-bbox="563 1675 746 1921">Index strategy, investment policy, objective of the Index</td> <td data-bbox="750 1675 1417 1921"> <ul style="list-style-type: none"> <li>• <b>Index strategy:</b></li> </ul> <p>Systematic at-the-money put buying and systematic out-of-the-money call selling on European equity market.</p> <ul style="list-style-type: none"> <li>• <b>Investment policy:</b></li> </ul> </td> </tr> </table>	1	Index strategy, investment policy, objective of the Index	<ul style="list-style-type: none"> <li>• <b>Index strategy:</b></li> </ul> <p>Systematic at-the-money put buying and systematic out-of-the-money call selling on European equity market.</p> <ul style="list-style-type: none"> <li>• <b>Investment policy:</b></li> </ul>
1	Index strategy, investment policy, objective of the Index	<ul style="list-style-type: none"> <li>• <b>Index strategy:</b></li> </ul> <p>Systematic at-the-money put buying and systematic out-of-the-money call selling on European equity market.</p> <ul style="list-style-type: none"> <li>• <b>Investment policy:</b></li> </ul>			

Element	Title		
			<p>Equity hedging (through systematic put buying) with an attenuation of the carry (through systematic call selling).</p> <ul style="list-style-type: none"> <li>• <b>Objective of the Index:</b></li> </ul> <p>The objective of the BNP Paribas Cardif Protection Live TR Index (the "<b>BNPICDPL Index</b>") is to replicate a dynamic "Rolling Put Buying" strategy on Index Component 1 (as defined in the BNPICDPL Index Rule Book) with a fixed annual budget seeking to generate performance in bearish markets and a dynamic "Rolling Call Overwriting" strategy on Index Component 1 seeking to generate long-term performance.</p>
		2	<p><b>Description of the process of selecting components weighting factors</b></p> <p>Systematic, strike from the spot of the underlying and sliding maturities</p>
		3	<p><b>Methods and formulae of calculation</b></p> <p>See formulae in the rule book in relation to the BNPICDPL Index (the "<b>BNPICDPL Index Rule Book</b>").</p>
		4	<p><b>Index Calculation Agent</b></p> <p>BNP Paribas Arbitrage SNC</p>
		5	<p><b>Adjustment rules</b></p> <p>If any Index Component (as defined in the BNPICDPL Index Rule Book) ceases to exist or is, or would be, subject to an adjustment pursuant to the provisions of the BNPICDPL Index Rule Book, or if the Hedging Party (as defined in the BNPICDPL Index Rule Book) informs the Index Sponsor (as defined below) that a Hedging Disruption Event (as defined in the BNPICDPL Index Rule Book) has occurred in respect of that Index Component, the Index Sponsor, acting in good faith and in a commercially reasonable manner, may: (a) require the Index Calculation Agent to (i) effect no change to the BNPICDPL Index, (ii) adjust the BNPICDPL Index in such manner as the Index Sponsor deem appropriate including, but not limited to, replacing such Index Component with a replacement Index Component, or (iii) continue to calculate and publish (as applicable) the BNPICDPL Index without such Index Component or any replacement therefore, subject to the provisions of Section 6 (Index Methodology) of the BNPICDPL Index Rule Book; or (b) if the Index Sponsor determines that none of subparagraphs (a)(i) through (iii) is appropriate or</p>

Element	Title		
			<p>practicable, terminate the BNPICDPL Index in accordance with its policies and procedures.</p> <p>The aim of the Index Calculation Agent when making any such operational adjustments is to ensure that, so far as possible, the basis principles and economic effect of the BNPICDPL Index are maintained.</p>
		6	<p><b>Frequency review</b></p> <p>Daily</p>
		7	<p><b>Type of index</b></p> <p>The BNPICDPL Index is part of the Volatility Indices family of BNP Paribas indices</p>
		8	<p><b>Index Currency</b></p> <p>Euro (EUR)</p>
<p>The BNPICDPL Index was established based on historical backtesting on 02 January 2007 (the "<b>Index Start Date</b>") with an initial level of 100.0 index points.</p> <p>The BNPICDPL Index is a "<b>Total Return</b>" index. As a consequence, the level of the index reflects a value assuming reinvestment of all dividends and distributions declared.</p> <p>The BNPICDPL Index is calculated, maintained, rebalanced and published by the Index Calculation Agent and sponsored by the Index Sponsor (defined below). The BNPICDPL Index is calculated and published on a daily basis by the Index Calculation Agent. The Index Sponsor has not appointed an Index Investment Advisor in respect of the BNPICDPL Index.</p> <p>Certain costs are deducted from the Index Level (as defined in the BNPICDPL Index Rule Book), which cover, amongst other things, replication and repo costs in running the BNPICDPL Index that may vary over time in line with prevailing market conditions. The level of such costs has been determined by the Index Sponsor, acting in a commercially reasonable manner.</p> <p>Bid-offer costs are applied from market mid-price when the strategy enters into a position in an option, reflecting the cost of such trade in the market; as detailed in the BNPICDPL Index Rule Book:</p> <ul style="list-style-type: none"> <li>• for call options, the frictions in terms of Black &amp; Scholes ("<b>B&amp;S</b>") volatility are 4% of the B&amp;S volatility corresponding to mid-price, floored at 0.4%;</li> <li>• for put options, the frictions in terms of B&amp;S volatility are 2% of the B&amp;S volatility corresponding to mid-price, floored at 0.5%.</li> </ul> <p>On the Index Start Date, the BNPICDPL Index was comprised of Index</p>			

Element	Title				
		Components of the type (each an " <b>Index Component Type</b> ") and each with a respective currency denomination set out in the table below:			
n	Name	Component Type	Bloomberg	Currency	
1	EURO STOXX 50 Index	Index	SX5E Index	EUR	
<p>The composition of the BNPICDPL Index as of any particular day is available from BNP Paribas which is the sponsor of the BNPICDPL Index (the "<b>Index Sponsor</b>") on request.</p> <p>The BNPICDPL Index rules and the index methodology governing the BNPICDPL Index are available on the following website: <a href="https://indices-globalmarkets.bnpparibas.com/nr/CDPLTR.pdf">https://indices-globalmarkets.bnpparibas.com/nr/CDPLTR.pdf</a>.</p> <p>Information on the BNPICDPL Index can be obtained from Bloomberg screen page BNPICDPL.</p> <p><b><i>Information relating to SX5E Dividend Futures Dec20</i></b></p> <p>Information on SX5E Dividend Futures Dec20 can be obtained from Bloomberg page: DEDZ0 Index and <a href="http://www.eurexchange.com/exchange-en/products/did/exd/EURO-STOXX-50--Index-Dividend-Futures/36890">http://www.eurexchange.com/exchange-en/products/did/exd/EURO-STOXX-50--Index-Dividend-Futures/36890</a>.</p> <p><b><i>Information relating to EURO STOXX 50 Net Return EUR</i></b></p> <p>Information on EURO STOXX 50 Net Return EUR can be obtained from Bloomberg page: SX5T Index.</p>					

## Section D – Risks

Element	Title	
D.2	Key risks regarding the Issuer and the Guarantor	<p>There are certain factors that may affect the Issuer's ability to fulfil its obligations under the Securities issued under the Prospectus and the Guarantor's obligations under the Guarantee.</p> <p><b><u>Risk Factors relating to BNPP</u></b></p> <p>Eleven main categories of risk are inherent in BNPP's activities:</p> <ul style="list-style-type: none"> <li>(a) Credit Risk;</li> <li>(b) Counterparty Credit Risk;</li> <li>(c) Securitisation;</li> <li>(d) Market Risk;</li> <li>(e) Operational Risk;</li> <li>(f) Compliance and Reputation Risk;</li> <li>(g) Concentration Risk;</li> <li>(h) Banking Book Interest Rate Risk;</li> <li>(i) Strategic and Business Risks;</li> <li>(j) Liquidity Risk; and</li> <li>(k) Insurance subscription Risk.</li> </ul> <p>Difficult market and economic conditions have had and may continue to have a material adverse effect on the operating environment for financial institutions and hence on BNPP's financial condition, results of operations and cost of risk.</p> <p>Due to the geographic scope of its activities, BNPP may be vulnerable to country or regional-specific political, macroeconomic and financial environments or circumstances.</p> <p>BNPP's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in credit spreads or other factors.</p> <p>Significant interest rate changes could adversely affect BNPP's revenues or profitability.</p> <p>The prolonged low interest rate environment carries inherent systemic risks.</p> <p>The soundness and conduct of other financial institutions and market participants could adversely affect BNPP.</p>

Element	Title	
		<p>BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility.</p> <p>BNPP may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.</p> <p>Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.</p> <p>Laws and regulations adopted in response to the global financial crisis may materially impact BNPP and the financial and economic environment in which it operates.</p> <p>BNPP is subject to extensive and evolving regulatory regimes in the jurisdictions in which it operates.</p> <p>BNPP may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations.</p> <p>There are risks related to the implementation of BNPP's strategic plan.</p> <p>BNPP may experience difficulties integrating acquired companies and may be unable to realise the benefits expected from its acquisitions.</p> <p>Intense competition by banking and non-banking operators could adversely affect BNPP's revenues and profitability.</p> <p>A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPP's results of operations and financial condition.</p> <p>BNPP's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses.</p> <p>BNPP's hedging strategies may not prevent losses.</p> <p>Adjustments to the carrying value of BNPP's securities and derivatives portfolios and BNPP's own debt could have an impact on its net income and shareholders' equity.</p> <p>The expected changes in accounting principles relating to financial instruments may have an impact on BNPP's balance sheet and regulatory capital ratios and result in additional costs.</p> <p>BNPP's competitive position could be harmed if its reputation is damaged.</p> <p>An interruption in or a breach of BNPP's information systems may result in material losses of client or customer information, damage to BNPP's reputation and lead to financial losses.</p> <p>Unforeseen external events may disrupt BNPP's operations and cause substantial losses and additional costs.</p>



Element	Title	
		<p><b><u>Risk Factors relating to BNPP B.V.</u></b></p> <p>The following risk factors relate to BNPP B.V.</p> <p>BNPP B.V. is an operating company. BNPP B.V.'s sole business is the raising and borrowing of money by issuing securities such as Notes, Warrants or Certificates or other obligations.</p> <p>BNPP B.V. has, and will have, no assets other than hedging agreements (OTC contracts mentioned in the Annual Reports), cash and fees payable to it, or other assets acquired by it, in each case in connection with the issue of securities or entry into other obligations related thereto from time to time.</p> <p>BNPP B.V. has a small equity and limited profit base. The net proceeds from each issue of Securities issued by BNPP B.V. will become part of the general funds of BNPP B.V. BNPP B.V. uses such proceeds to hedge its market risk by acquiring hedging instruments from BNP Paribas and BNP Paribas entities.</p> <p>The ability of BNPP B.V. to meet its obligations under securities issued by it will depend on the receipt by it of payments under the relevant hedging agreements. Consequently, Holders of BNPP B.V. Securities will, subject to the provisions of the Guarantee issued by BNP Paribas, be exposed to the ability of BNP Paribas and BNP Paribas entities to perform their obligations under such hedging agreements.</p>
D.3	Key risks regarding the Securities	<p>There are certain factors which are material for the purposes of assessing the market risks associated with Securities issued under the Prospectus, including that:</p> <ul style="list-style-type: none"> <li>• Securities are unsecured obligations;</li> <li>• the trading price of the Securities is affected by a number of factors including, but not limited to, the price of the Underlying References, time to redemption and volatility and such factors mean that the trading price of the Securities may be below the Cash Settlement Amount;</li> <li>• exposure to the Underlying References will be achieved by the Issuer entering into hedging arrangements and potential investors are exposed to the performance of these hedging arrangements and events that may affect the hedging arrangements and consequently the occurrence of any of these events may affect the value of the Securities;</li> <li>• the occurrence of an Additional Disruption Event or Optional Additional Disruption Event may lead to an adjustment to the Securities, early redemption or may result in the amount payable on scheduled redemption being different from the amount expected to be paid at scheduled redemption and consequently the occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event may have an adverse effect on the value or liquidity of the Securities, expenses and taxation may be payable in respect of the Securities;</li> </ul>

Element	Title	
		<ul style="list-style-type: none"> <li>• the Securities may be redeemed in the case of illegality or impracticability and such redemption may result in an investor not realising a return on an investment in the Securities;</li> <li>• the meetings of Holders provisions permit defined majorities to bind all Holders;</li> <li>• any judicial decision or change to an administrative practice or change to English law after the date of the Prospectus could materially adversely impact the value of any Securities affected by it;</li> <li>• a reduction in the rating, if any, accorded to outstanding debt securities of the Issuer or Guarantor by a credit rating agency could result in a reduction in the trading value of the Securities; and</li> <li>• the only means through which a Holder can realise value from the Security prior to its Redemption Date is to sell it at its then market price in an available secondary market and that there may be no secondary market for the Securities (which could mean that an investor has to wait until redemption of the Securities to realise a greater value than its trading value), an active secondary market may never be established or may be illiquid and this may adversely affect the value at which an investor may sell its Securities (investors may suffer a partial or total loss of the amount of their investment).</li> </ul> <p>In addition, there are specific risks in relation to Securities which are linked to an Underlying Reference (including Hybrid Securities) and an investment in such Securities will entail significant risks not associated with an investment in a conventional debt security. Risk factors in relation to the Securities as they are Underlying References linked Securities include:</p> <ul style="list-style-type: none"> <li>• exposure to the indices and to a futures contract;</li> <li>• adjustment events and market disruption or failure to open of an exchange which may have an adverse effect on the value and liquidity of the Securities; and</li> <li>• discretionary adjustment events due to rebalancings (i.e. a Reference Asset within the Basket may be removed, reweighted or replaced with a new Reference Asset in accordance with the Basket Allocation Guidelines) on a regular basis following Recommendations provided by the Basket Investment Advisor and handled by the Calculation Agent.</li> </ul>
<b>D.6</b>	Risk warning	<p>See Element D.3 above.</p> <p>In the event of the insolvency of the Issuer or if it is otherwise unable or unwilling to repay the Securities when repayment falls due, an investor may lose all or part of his investment in the Securities.</p>

Element	Title	
		<p>If the Guarantor is unable or unwilling to meet its obligations under the Guarantee when due, an investor may lose all or part of his investment in the Securities.</p> <p>In addition, investors may lose all or part of their investment in the Securities as a result of the terms and conditions of the Securities.</p>

### Section E - Offer

Element	Title	
<b>E.2b</b>	Reasons for the offer and use of proceeds	The net proceeds from the issue of the Securities will become part of the general funds of the Issuer. Such proceeds may be used to maintain positions in options or futures contracts or other hedging instruments.
<b>E.3</b>	Terms and conditions of the offer	The issue price per Security is EUR1,000.
<b>E.4</b>	Interest of natural and legal persons involved in the issue/offer	So far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer, including conflicting interests. Other than as mentioned above, and save for any potential conflicts of interest that may arise as a consequence of the Issuer and/or the Guarantor and their affiliates (i) undertaking different roles in connection with the Certificates, including Issuer of the Certificates, Calculation Agent of the Certificates, issuer, sponsor or calculation agent of the Underlying References, (ii) engaging in trading activities (including hedging activities) relating to the Underlying References or other instruments or derivative products based on or relating to the Underlying References, (iii) issuing other derivative instruments in respect of the Underlying References and (iv) acting in a number of different capacities in relation to the Underlying References, including but not limited to issuers of the constituents of the Underlying References, index sponsor or calculation agent, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer, including conflicts of interests.
<b>E.7</b>	Expenses charged to the investor by the Issuer	No expenses are being charged to an investor by the Issuer.

## FRENCH VERSION OF THE SUMMARY OF THE PROSPECTUS

### RÉSUMÉ DU PROSPECTUS

Les résumés sont établis sur la base des éléments d'informations (ci-après les "Eléments") présentés dans les sections A à E (A.1 à E.7) ci-dessous. Le présent résumé contient tous les Eléments requis pour ce type de Titres, d'Emetteur et de Garant. Dans la mesure où certains Eléments ne sont pas requis, des écarts dans la numérotation des Eléments présentés peuvent être constatés. Par ailleurs, pour certains des Eléments requis pour ce type de Titres, d'Emetteur et de Garant, il est possible qu'aucune information pertinente ne puisse être fournie au titre de cet Elément. Dans ce cas, une brève description de l'Elément concerné est présentée dans le Résumé et est accompagnée de la mention « Sans objet ».

#### Section A - Introduction et avertissements

Elément	Description de l'Elément	
A.1	Avertissement général selon lequel le résumé doit être lu comme une introduction et disposition concernant les actions en justice	<ul style="list-style-type: none"><li>• <b>Le présent résumé doit être lu comme une introduction au Prospectus de BNPP B.V. en date du 17 mars 2016 (le "Prospectus").</b></li><li>• <b>Toute décision d'investir dans les Titres concernés doit être fondée sur un examen exhaustif du Prospectus dans son ensemble, y compris tous documents incorporés par référence.</b></li><li>• <b>Lorsqu'une action concernant l'information contenue dans le Prospectus est intentée devant un tribunal d'un Etat Membre de l'Espace Economique Européen, l'investisseur plaignant peut, selon la législation nationale de l'Etat Membre où l'action est intentée, avoir à supporter les frais de traduction de ce Prospectus avant le début de la procédure judiciaire.</b></li><li>• <b>Aucune responsabilité civile ne sera recherchée auprès de l'Emetteur ou du Garant dans cet Etat Membre sur la seule base du présent résumé, y compris sa traduction, à moins que le contenu du résumé ne soit jugé trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus, ou, une fois les dispositions de la Directive 2010/73/UE transposées dans cet Etat Membre, à moins qu'il ne fournisse pas, lu en combinaison avec les autres parties du Prospectus, les informations clés (telles que définies à l'Article 2.1(s) de la Directive Prospectus) permettant d'aider les investisseurs lorsqu'ils envisagent d'investir dans ces Titres.</b></li></ul>

Elément	Description de l'Elément	
A.2	Consentement à l'utilisation du Prospectus, période de validité et autres conditions y afférentes	Sans objet

### Section B - Emetteur et Garant

Elément	Description de l'Elément	
B.1	Raison sociale et nom commercial de l'Emetteur	BNP Paribas Arbitrage Issuance B.V. (" <b>BNPP B.V.</b> " ou l'" <b>Emetteur</b> ").
B.2	Domicile/ forme juridique/ législation/ pays de constitution	L'Emetteur a été constitué aux Pays-Bas sous la forme d'une société non cotée en bourse à responsabilité limitée de droit néerlandais, et son siège social est situé Herengracht 595, 1017 CE Amsterdam, Pays-Bas.
B.4b	Information sur les tendances	BNPP B.V. est dépendante de BNPP. BNPP B.V. est une filiale entièrement détenue par BNPP et qui est particulièrement impliquée dans l'émission de titres tels que des Obligations, Warrants ou Certificats ou d'autres obligations qui sont développées, mises en place et vendues à des investisseurs par d'autres sociétés du Groupe BNPP (y compris BNPP). Les titres sont couverts par l'acquisition d'instruments de couverture auprès de BNP Paribas et d'entités de BNP Paribas tel que décrit dans l'Elément D.2 ci-dessous. Par conséquent, les Informations sur les Tendances décrites pour BNPP doivent également s'appliquer à BNPP B.V.
B.5	Description du Groupe	BNPP B.V. est une filiale intégralement détenue par BNP Paribas. BNP Paribas est la société mère ultime d'un groupe de sociétés et gère les opérations financières de ses sociétés filiales (collectivement le " <b>Groupe BNPP</b> " ou le " <b>Groupe</b> ").
B.9	Prévision ou estimation du bénéfice	Sans objet, en l'absence de prévision ou estimation du bénéfice concernant l'Emetteur au sein du Prospectus sur lequel ce Résumé porte.
B.10	Réserves contenues dans le	Sans objet, il n'existe aucune réserve dans le rapport d'audit sur les informations financières historiques contenues dans le Prospectus.

Elément	Description de l'Elément		
	rapport d'audit		
<b>B.12</b>	Informations financières historiques clés sélectionnées :		
	<b>Données Financières Annuelles Comparées - En EUR</b>		
		<b>31/12/2014 (audités)</b>	<b>31/12/2013 (audités)</b>
	Produit Net Bancaire	432.263	397.608
	Résultat Net, part du Groupe	29.043	26.749
	Total du bilan	64.804.833.465	48.963.076.836
	Capitaux Propres (part du Groupe)	445.206	416.163
	<b>Données Financières Intérimaires Comparées- En EUR</b>		
		<b>30/06/2015 (revue limitée)</b>	<b>30/06/2014 (revue limitée)</b>
	Produit Net Bancaire	158.063	218.961
	Résultat Net, part du Groupe	10.233	14.804
		<b>30/06/2015 (revue limitée)</b>	<b>31/12/2014 (revue limitée)</b>
	Total du bilan	51.184.742.227	64.804.833.465
	Capitaux Propres (part du Groupe)	455.439	445.206
<b><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></b>			
<p>Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale du Groupe BNPP depuis le 31 décembre 2015 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés). Il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP ou du Groupe BNPP depuis le 31 décembre 2015 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés).</p> <p>Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPP B.V. depuis le 30 juin 2015 et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP B.V. depuis le 31 décembre 2014.</p>			
<b>B.13</b>	Evénements impactant la solvabilité de l'Emetteur	Au 17 mars 2016 et à la connaissance de l'Emetteur, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de sa solvabilité depuis le 30 juin 2015.	

Elément	Description de l'Elément	
<b>B.14</b>	Dépendance à l'égard d'autres entités du groupe	<p>L'Emetteur est dépendant de BNPP et d'autres membres du Groupe. Voir également l'Elément B.5 ci-dessus.</p> <p>BNPP B.V. est une filiale entièrement détenue par BNPP et qui est particulièrement impliquée dans l'émission de titres tels que des Obligations, Warrants ou Certificats ou d'autres obligations qui sont développées, mises en place ou vendues à des investisseurs par d'autres sociétés du Groupe BNPP (y compris BNPP). Les titres sont couverts par l'acquisition d'instruments de couverture auprès de BNP Paribas et d'entités de BNP Paribas tel que décrit dans l'Elément D.2 ci-dessous.</p>
<b>B.15</b>	Principales activités	L'Emetteur a pour activité principale d'émettre et/ou d'acquérir des instruments financiers de toute nature et de conclure des contrats à cet effet pour le compte de différentes entités au sein du Groupe BNPP.
<b>B.16</b>	Actionnaires de contrôle	BNP Paribas détient 100% du capital de l'Emetteur.
<b>B.17</b>	Notations de crédit sollicitées	<p>Les titres d'emprunt à long terme de BNPP B.V. sont notés A avec une perspective stable (Standard &amp; Poor's Credit Market Services France SAS) et les titres d'emprunt à court terme de BNPP B.V. sont notés A-1 (Standard &amp; Poor's Credit Market Services France SAS).</p> <p>Les Titres n'ont pas été notés.</p> <p>La notation d'un Titre ne constitue pas une recommandation d'acheter, de vendre ou de détenir des titres et peut faire l'objet d'une suspension, d'une dégradation ou d'un retrait à tout moment par l'agence de notation mandatée.</p>
<b>B.18</b>	Description de la Garantie	<p>Les Titres seront inconditionnellement et irrévocablement garantis par BNP Paribas ("<b>BNPP</b>" ou le "<b>Garant</b>") en vertu d'un acte de garantie de droit anglais signé par le Garant le 9 juin 2015 (la "<b>Garantie</b>").</p> <p>Dans le cas d'un renflouement interne de BNPP B.V. mais non de BNPP, les titres et/ou les montants dus par BNPP au titre de la garantie seront réduits pour refléter cette réduction ou cette modification résultant de l'application du renflouement interne à BNPP B.V. par le régulateur concerné.</p> <p>Dans le cas d'un renflouement interne de BNPP mais non de BNPP B.V., les titres et/ou les montants dus par BNPP au titre de la garantie seront réduits pour refléter cette réduction ou cette modification appliquée aux titres émis par BNPP résultant de l'application du renflouement interne à BNPP par tout régulateur concerné.</p> <p>Les obligations en vertu de la Garantie sont des obligations directes, inconditionnelles, non assorties de sûretés et non subordonnées de BNPP et</p>



Elément	Description de l'Elément	
		viennent et viendront au même rang entre elles, et <i>pari passu</i> au moins par rapport à toutes les autres dettes directes, inconditionnelles, non assorties de sûretés et non subordonnées de BNPP (sous réserve des exceptions relatives aux dettes privilégiées).
<b>B.19</b>	Informations concernant le Garant	
<b>B.19/ B.1</b>	Raison sociale et nom commercial du Garant	BNP Paribas.
<b>B.19/ B.2</b>	Domicile/ forme juridique/ législation/ pays de constitution	Le Garant a été constitué en France sous la forme d'une société anonyme de droit français et agréée en qualité de banque, dont le siège social est situé 16, boulevard des Italiens – 75009 Paris, France.
<b>B.19/ B.4b</b>	Information sur les tendances	<p><b>Conditions macroéconomiques</b></p> <p>L'environnement macroéconomique et de marché affecte les résultats de BNPP. Compte tenu de la nature de son activité, BNPP est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.</p> <p>En 2015, l'activité économique mondiale est restée modérée. Dans les pays émergents, l'activité a ralenti tandis qu'une reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : la diminution de la croissance économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un premier durcissement de la politique monétaire aux États-Unis dans le contexte d'une reprise interne résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016 tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents.</p> <p>Dans ce contexte, on peut souligner les deux risques suivants :</p> <p><i>Instabilité financière liée à la vulnérabilité des pays émergents</i></p> <p>Bien que l'exposition du Groupe BNP Paribas dans les pays émergents soit limitée, la vulnérabilité de ces économies peut conduire à des perturbations du système financier mondial qui toucheraient le Groupe et pourraient affecter ses résultats.</p> <p>On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux</p>

Elément	Description de l'Elément	
		<p>États-Unis (première hausse décidée par la Réserve Fédérale en décembre 2015) ainsi qu'une volatilité financière accrue liée aux inquiétudes autour de la croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à des sorties de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques. Ce qui précède pourrait conduire à des dégradations de notations souveraines.</p> <p>Dans un contexte de possible normalisation des primes de risque, il existe un risque de perturbations sur les marchés mondiaux (hausse des primes de risque, érosion de la confiance, déclin de la croissance, report ou ralentissement de la normalisation des politiques monétaires, baisse de la liquidité des marchés, problème de valorisation des actifs, baisse de l'offre de crédit et désendettement désordonné) qui affecteraient l'ensemble des établissements bancaires.</p> <p><i>Risques systémiques liés à la conjoncture et à la liquidité de marché</i></p> <p>La prolongation d'une situation de taux exceptionnellement bas peut favoriser une prise de risque excessive chez certains acteurs du système financier : augmentation des maturités des financements et des actifs détenus, politique d'octroi de crédit moins sévère, progression des financements à effet de levier.</p> <p>Certains de ces acteurs (assureurs, fonds de pension, gestionnaires d'actifs, etc.) ont une dimension de plus en plus systémique et en cas de turbulences de marché (par exemple liés à une hausse brutale des taux et/ou un réajustement marqué des prix), ces acteurs pourraient être amenés à dénouer de larges positions dans un contexte où la liquidité de marché se révélerait relativement fragile.</p> <p>De telles tensions sur la liquidité pourraient être exacerbées par l'augmentation récente du volume des actifs sous gestion confiés à des structures investissant dans des actifs peu liquides.</p> <p><i>Législation et réglementations applicables aux institutions financières</i></p> <p>Les évolutions récentes et à venir des législations et réglementations applicables aux institutions financières peuvent avoir un impact significatif sur BNPP. Les mesures adoptées récemment ou qui sont (ou dont les mesures d'application sont) encore en projet, qui ont, ou sont susceptibles d'avoir un impact sur BNPP, comprennent notamment :</p> <ul style="list-style-type: none"> <li>- les réformes dites structurelles comprenant la loi bancaire française du 26 juillet 2013, imposant aux banques une filialisation ou séparation des opérations dites « spéculatives » qu'elles effectuent pour compte propre de leurs activités traditionnelles de banque de détail, la « règle Volcker » aux États-Unis qui restreint la possibilité des entités bancaires américaines et étrangères de conduire des opérations pour compte propre ou de sponsoriser ou d'investir dans les fonds de capital investissement (private equity) et les hedge funds, ainsi que les évolutions possibles attendues en Europe ;</li> <li>- les réglementations sur les fonds propres : CRD 4/CRR, le standard international commun de capacité d'absorption des pertes (Total Loss Absorbing Capacity ou TLAC), et la désignation de BNPP en tant qu'institution financière d'importance systémique par le Conseil de stabilité</li> </ul>

Elément	Description de l'Elément	
		<p>financière ;</p> <ul style="list-style-type: none"> <li>- le Mécanisme européen de Surveillance Unique ainsi que le Conseil d du 6 novembre 2014 ;</li> <li>- la Directive du 16 avril 2014 relative aux systèmes de garantie des dépôts et ses actes délégués et actes d'exécution, la Directive du 15 mai 2014 établissant un cadre pour le Redressement et la Résolution des Banques, le Mécanisme de Résolution Unique instituant le Conseil de Résolution Unique et le Fonds de Résolution Unique ;</li> <li>- le Règlement final de la Réserve Fédérale des États-Unis imposant des règles prudentielles accrues pour les opérations américaines des banques étrangères de taille importante, notamment l'obligation de créer une société holding intermédiaire distincte située aux États-Unis (capitalisée et soumise à régulation) afin de détenir les filiales américaines de ces banques ;</li> <li>- les nouvelles règles pour la régulation des activités de dérivés négociés de gré à gré au titre du Titre VII du Dodd Frank Wall Street Reform and Consumer Protection Act notamment les exigences de marge pour les produits dérivés non compensés et pour les produits dérivés sur titres conclus par les banques actives sur les marchés de dérivés (swap dealers), les principaux intervenants non bancaires sur les marchés de dérivés (major swap participants), les banques actives sur les marchés de dérivés sur titres (security-based swap dealers) et les principaux intervenants non bancaires sur les marchés de dérivés sur titres (major security-based swap participants), ainsi que les règles de la US Securities and Exchange Commission imposant l'enregistrement des banques actives sur les marchés de dérivés sur titres et des principaux intervenants non bancaires sur les marchés de dérivés sur titres ainsi que les obligations de transparence et de reporting des transactions de dérivés sur titres ;</li> <li>- la nouvelle directive et le règlement Marché d'instruments financiers (MiFID et MiFIR), ainsi que les réglementations européennes sur la compensation de certains produits dérivés négociés de gré à gré par des contreparties centrales et la déclaration des opérations de financement sur titres auprès de référentiels centraux.</li> </ul> <p>Pour une description plus détaillée, voir le facteur de risque « Des mesures législatives et réglementaires prises en réponse à la crise financière mondiale pourraient affecter de manière substantielle BNPP ainsi que l'environnement financier et économique dans lequel elle opère. »</p> <p><b>Cyber-risque</b></p> <p>Au cours des années passées, les institutions du secteur financier ont été touchées par nombre de cyber-incidents, notamment par des altérations à grande échelle de données compromettant la qualité de l'information financière. Ce risque perdure aujourd'hui et BNPP, tout comme d'autres établissements bancaires s'est mise en ordre de marche afin de mettre en place des dispositifs permettant de faire face à des cyber-attaques propres à détruire ou à endommager des données et des systèmes critiques et à gêner la bonne conduite des opérations. Par ailleurs, les autorités réglementaires et de supervision prennent des initiatives visant à promouvoir l'échange d'informations en matière de cyber-sécurité et de cyber-criminalité, à améliorer la sécurité des infrastructures technologiques et à mettre en place des plans efficaces de rétablissement consécutifs à un cyber-incident.</p>

<b>Elément</b>	<b>Description de l'Elément</b>		
<b>B.19/B.5</b>	Description du Groupe	BNPP est un leader européen des services bancaires et financiers et possède quatre marchés domestiques de banque de détail en Europe : la Belgique, la France, l'Italie et le Luxembourg. Il est présent dans 75 pays et emploie près de 189 000 personnes, dont près de 147 000 en Europe. BNPP est la société mère du Groupe BNP Paribas (ensemble, le " <b>Groupe BNPP</b> ").	
<b>B.19/B.9</b>	Prévision ou estimation du bénéfice	Sans objet, en l'absence de prévision ou estimation du bénéfice concernant le Garant au sein du Prospectus sur lequel ce Résumé porte.	
<b>B.19/B.10</b>	Réserves contenues dans le rapport d'audit	Sans objet, il n'existe aucune réserve dans le rapport d'audit sur les informations financières historiques contenues dans le Prospectus.	
<b>B.19/B.12</b>	Informations financières historiques clés sélectionnées : <b>Données Financières Annuelles Comparées - En millions d'EUR</b>		
		<b>31/12/2015</b>	<b>31/12/2014*</b>
	Produit Net Bancaire	42.938	39.168
	Coût du Risque	(3.797)	(3.705)
	Résultat Net, Part du Groupe	6.694	157
		<b>31/12/2015</b>	<b>31/12/2014*</b>
	Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD4)	10,9%	10,3%
		<b>31/12/2015</b>	<b>31/12/2014*</b>
	Total du bilan consolidé	1.994.193	2.077.758
	Total consolidé des prêts et créances sur la clientèle	682.497	657.403
	Total consolidé des dettes envers la clientèle	700.309	641.549
	Capitaux propres (Part du Groupe)	96.269	89.458
	<i>* Données retraitées par application de l'interprétation IFRIC 21.</i>		

Elément	Description de l'Elément	
	<p><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></p>	<p>Voir l'Elément B.12 ci-dessus en ce qui concerne le Groupe BNPP.</p> <p>Il ne s'est produit aucun changement défavorable dans les perspectives de BNPP depuis le 31 décembre 2015 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés).</p>
<p><b>B.19/ B.13</b></p>	<p>Evénements impactant la solvabilité du Garant</p>	<p>Au 17 mars 2016 et à la connaissance du Garant, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de sa solvabilité depuis le 31 décembre 2015.</p>
<p><b>B.19/ B.14</b></p>	<p>Dépendance à l'égard d'autres entités du Groupe</p>	<p>Sous réserve du paragraphe suivant, BNPP n'est pas dépendant d'autres membres du Groupe BNPP.</p> <p>En avril 2004, BNPP a commencé l'externalisation des Services de Gestion des Infrastructures Informatiques (<i>IT Infrastructure Management</i>) vers BNP Paribas Partners for Innovation (BP<sup>2</sup>I), une joint-venture créée avec IBM France fin 2003. BP<sup>2</sup>I fournit des Services de Gestion des Infrastructures Informatiques pour BNPP et plusieurs filiales de BNPP en France (y compris BNP Paribas Personal Finance, BP2S et BNP Paribas Cardif), en Suisse et en Italie. Mi-décembre 2011, BNPP a renouvelé son accord avec IBM France pour une période allant jusqu'à fin 2017. Fin 2012, les parties ont conclu un accord visant à étendre progressivement ce dispositif à BNP Paribas Fortis à partir de 2013.</p> <p>BP<sup>2</sup>I est placée sous le contrôle opérationnel d'IBM France ; BNP Paribas exerce une forte influence sur cette entité qu'elle détient à parts égales avec IBM France. Le personnel de BNP Paribas mis à disposition de BP<sup>2</sup>I compose la moitié de son effectif permanent, les bâtiments et les centres de traitement sont la propriété du Groupe et la gouvernance en place garantit contractuellement à BNP Paribas une surveillance du dispositif et sa réintégration au sein du Groupe si nécessaire.</p> <p>ISFS, société détenue à 100 % par le groupe IBM, assure également des services d'infrastructure de production informatique pour BNP Paribas Luxembourg.</p> <p>Les opérations de traitement des données de BancWest sont externalisées à Fidelity Information Services. Le traitement des données de Cofinoga France est externalisé à SDDC, société détenue à 100 % par IBM.</p> <p>Voir également l'Elément B.5 ci-dessus.</p>

Elément	Description de l'Elément	
<p><b>B.19/ B.15</b></p>	<p>Principales Activités</p>	<p>BNP Paribas détient des positions clés dans ses deux domaines d'activité:</p> <ul style="list-style-type: none"> <li>• <b>les activités <i>Retail Banking and Services</i></b> qui regroupent : <ul style="list-style-type: none"> <li>• <i>Domestic Markets</i>, comprenant : <ul style="list-style-type: none"> <li>• Banque de Détail en France (BDDF),</li> <li>• <i>BNL Banca Commerciale</i> (BNL bc), banque de détail en Italie,</li> <li>• Banque De Détail en Belgique (BDDDB),</li> <li>• Autres activités sur des <i>Domestic Markets</i>, qui comprend la Banque de Détail et des Entreprises au Luxembourg (BDEL) ;</li> </ul> </li> <li>• une activité <i>International Financial Services</i>, composé de : <ul style="list-style-type: none"> <li>• Europe-Méditerranée,</li> <li>• BancWest;</li> <li>• <i>Personal Finance</i>;</li> <li>• Assurance,</li> <li>• <i>Wealth and Asset Management</i></li> </ul> </li> </ul> </li> <li>• <b>le pôle <i>Corporate and Institutional Banking (CIB)</i></b> qui regroupe : <ul style="list-style-type: none"> <li>• <i>Corporate Banking</i>,</li> <li>• <i>Global Markets</i>,</li> <li>• <i>Securities Services</i>.</li> </ul> </li> </ul>
<p><b>B.19/ B.16</b></p>	<p>Actionnaires de contrôle</p>	<p>Aucun des actionnaires existants ne contrôle BNPP, que ce soit directement ou indirectement. Au 31 décembre 2015, les principaux actionnaires sont la Société Fédérale de Participations et d'Investissement (<b>SFPI</b>), société anonyme d'intérêt public agissant pour le compte du gouvernement belge, qui détient 10,3% du capital social, BlackRock Inc. qui détient 5,1% du capital social et le Grand-Duché de Luxembourg, qui détient 1,0% du capital social. A la connaissance de BNPP, aucun actionnaire autre que SFPI et Blackrock Inc. ne détient plus de 5% de son capital ou de ses droits de vote.</p>
<p><b>B.19/ B.17</b></p>	<p>Notations de crédit sollicitées</p>	<p>Les notations de crédit à long terme de BNPP sont notés A avec une perspective stable (Standard &amp; Poor's Credit Market Services France SAS), A1 avec une perspective stable (Moody's Investors Service Ltd.), A+ avec une perspective stable (Fitch France S.A.S.) et AA (low) avec une perspective stable (DBRS Limited) et les notations de crédit à court terme de BNPP sont</p>

Elément	Description de l'Elément	
		<p>notés A-1 (Standard &amp; Poor's Credit Market Services France SAS), P-1 (Moody's Investors Service Ltd.), F1 (Fitch France S.A.S) et R-1 (middle) (DBRS Limited).</p> <p>Une notation de titres n'est pas une recommandation d'achat, de vente ou de détention des titres concernés et peut être suspendue, réduite ou révoquée à tout moment par l'agence de notation qui l'a attribuée.</p>

### Section C – Valeurs Mobilières

Elément	Description de l'Elément	
<b>C.1</b>	Nature et catégorie des valeurs mobilières/ numéro d'identification (Code ISIN)	<p>Les Titres sont des certificats ("<b>Certificats</b>") et sont émis en Souches. Le Numéro de Souche des Titres est CE0232AGO. Le numéro de la Tranche est 1.</p> <p>La date d'émission des Certificats est le 17 mars 2016 (la "<b>Date d'Emission</b>") et chaque Certificat aura un montant notionnel (le "<b>Montant Notionnel</b>") de 1.000 EUR.</p> <p>Le Code ISIN est : XS1338520692.</p> <p>Le Code Commun est : 1338520692.</p> <p>Les Titres sont des Titres à règlement en espèces.</p>
<b>C.2</b>	Devise	La devise de cette Souche de Titres est l'Euro (" <b>EUR</b> ").
<b>C.5</b>	Restrictions à la libre négociabilité	Les Titres seront librement négociables, sous réserve des restrictions d'offre et de vente en vigueur en aux Etats-Unis, dans l'Espace Economique Européen, en Autriche, en Belgique, en République Tchèque, au Danemark, en Finlande, en France, en Allemagne, en Hongrie, en Irlande, en Italie, au Luxembourg, en Norvège, au Portugal, en Espagne, en Suède, aux Pays-Bas, en Pologne, au Royaume-Uni, au Japon et en Australie et conformément à la Directive Prospectus et aux lois de toute juridiction dans laquelle les Titres sont offerts ou vendus.
<b>C.8</b>	Droits s'attachant aux Titres	<p>Les Titres émis dans le cadre du Prospectus seront soumis à des modalités concernant, entre autres, les questions suivantes :</p> <p><b><i>Rang de Créance des Titres</i></b></p> <p>Les Certificats sont émis sur une base non assortie de sûretés. Les Titres émis</p>

Elément	Description de l'Elément	
		<p>sur une base non assortie de sûretés constituent des obligations directes, inconditionnelles, non assorties de sûretés et non subordonnées de l'Emetteur et viennent et viendront au même rang entre eux, et <i>pari passu</i> au moins avec toutes les autres dettes directes, inconditionnelles, non assorties de sûretés et non subordonnées de l'Emetteur (sous réserve des exceptions relatives aux dettes privilégiées en vertu de la loi).</p> <p><b>Fiscalité</b></p> <p>Le Porteur devra régler tous les impôts, charges et/ou frais découlant de l'exercice et du règlement ou du remboursement des Titres et/ou de la livraison ou du transfert des Droits à Règlement Physique. L'Emetteur devra déduire des montants exigibles ou des actifs à livrer aux Porteurs certains impôts et frais qui n'ont pas été précédemment déduits des montants versés ou des actifs qui ont été livrés aux Porteurs, lorsque l'Agent de Calcul détermine ces derniers comme attribuables aux Titres.</p> <p><b>Maintien de l'Emprunt à son Rang</b></p> <p>Les modalités des Titres ne contiendront aucune clause de maintien de l'emprunt à son rang.</p> <p><b>Cas de Défaut</b></p> <p>Les modalités des Obligations ne prévoient pas de cas de défaut.</p> <p><b>Assemblées</b></p> <p>Les modalités des Titres contiendront des dispositions relatives à la convocation d'assemblées des titulaires de ces Titres, afin d'examiner des questions affectant leurs intérêts en général. Ces dispositions permettront à des majorités définies de lier tous les titulaires, y compris ceux qui n'auront pas assisté et voté à l'assemblée concernée et ceux qui auront voté d'une manière contraire à celle de la majorité.</p> <p><b>Loi applicable</b></p> <p>Les Certificats, le Contrat d'Agent Placeur de droit anglais (<i>Agency Agreement</i>) (tel que modifié ou complété de temps à autre), la Garantie se rapportant aux Certificats et tous engagements non-contractuels au titre des Certificats, du Contrat d'Agent Placeur de droit anglais (<i>Agency Agreement</i>) (tel que modifié ou complété de temps à autre), de la Garantie au titre des Certificats seront régis par le droit anglais, qui gouvernera également leur interprétation.</p>
C.9	Intérêts/ Remboursement	<b>Intérêts</b>



Elément	Description de l'Elément	
		<p>Les Titres ne portent pas et ne donnent pas lieu au paiement d'intérêts.</p> <p><b>Remboursement</b></p> <p>A moins qu'il ne soit antérieurement remboursé ou annulé, chaque Titre sera remboursé le 9 mars 2020 dans les conditions indiquées à l'Elément C.18.</p> <p>Les Certificats peuvent être remboursés de façon anticipée si un Cas de Perturbation Additionnel ou un Cas de Perturbation Additionnel Optionnel se produit ou si l'exécution des obligations de l'Emetteur en vertu des Titres et/ou de tous accords de couverture connexes est devenue illégale ou si en raison d'un cas de force majeure ou du fait du Prince l'exécution d'une telle obligation est devenue impossible ou irréalisable en pratique. Le montant payable au titre des Titres lors d'une telle annulation sera la juste valeur de marché de chaque Titre moins les coûts de couverture.</p> <p><b>Représentant des Porteurs de Titres</b></p> <p>Aucun représentant des Porteurs de Titres n'a été nommé par l'Emetteur.</p> <p>Voir rubrique C.8 ci-dessus pour les droits s'attachant aux Titres.</p>
<b>C.10</b>	Paiement des intérêts liés à un ou plusieurs instrument(s) dérivé(s)	Sans objet puisqu'il n'y a pas d'intérêts dus.
<b>C.11</b>	Admission à la Négociation	Une demande doit être présentée par l'Emetteur (ou pour son compte) en vue de faire admettre les Titres à la négociation sur Euronext Paris, qui est un marché réglementé.
<b>C.15</b>	Description de l'impact de la valeur du sous-jacent sur la valeur de l'investissement	Le montant exigible au titre du remboursement est calculé par référence à un Panier d'actifs de référence (" <b>Actifs de Référence</b> ", chacun un " <b>Actif de Référence</b> "). Voir les Eléments C.18 et C.20 ci-dessous.
<b>C.16</b>	Echéance des Titres Dérivés	La date de remboursement des Titres est le 9 mars 2020 (la " <b>Date de Remboursement</b> ").

Elément	Description de l'Elément																															
C.17	Procédure de Règlement	Les Titres de cette Souche sont des titres à règlement en espèces. L'Emetteur n'a pas l'option de modifier le mode de règlement.																														
C.18	Produits des Titres Dérivés	<p>Voir l'Elément C.8 ci-dessus pour les droits s'attachant aux Titres.</p> <p><b>Remboursement Final</b></p> <p>A moins qu'il n'ait été préalablement remboursé ou racheté et annulé, chaque Titre permet à son Porteur de recevoir de la part de l'Emetteur, à la Date de Remboursement, un Montant de Règlement en Espèces égal à :</p> $N \times \text{Panier}_{\text{final}} / \text{Panier}_{\text{initial}}$ <p>avec:</p> <p>"Act(t-1;t)" désigne le nombre de jours calendaires écoulés depuis mais excluant le Jour Ouvrable Hybride (t-1) à mais incluant le Jour Ouvrable Hybride (t).</p> <p>"AF" désigne le facteur d'ajustement de 0,15%.</p> <p>"Panier" désigne un panier composé des Actifs de Référence suivants (avec n = 1 à 4) à la date du Prospectus et géré par le Conseiller Financier du Panier conformément au Contrat de Conseil Financier du Panier:</p> <table border="1" data-bbox="563 1137 1390 1666"> <thead> <tr> <th>n</th> <th>Nom</th> <th>Actif de Référence</th> <th>Bloomberg</th> <th>Pondérations</th> <th>Devises</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>BNP Paribas Cardif Protection Live TR Index</td> <td>Indice Sur Mesure</td> <td>BNPICDP L Index</td> <td>0%</td> <td>EUR</td> </tr> <tr> <td>2</td> <td>EURO STOXX 50 Net Return EUR</td> <td>Indice</td> <td>SX5T Index</td> <td>0%</td> <td>EUR</td> </tr> <tr> <td>3</td> <td>SX5E Dividend Futures Dec20</td> <td>Contrat à Terme</td> <td>DEDZ0 Index</td> <td>100%</td> <td>EUR</td> </tr> <tr> <td>4</td> <td>Espèces</td> <td>Marché Monétaire</td> <td>N/A</td> <td>0%</td> <td>EUR</td> </tr> </tbody> </table> <p>Afin d'éviter toute ambiguïté, la somme des pondérations des Actifs de Référence dans le Panier (correspondant à les Pondérations <i>Target</i>) doit être égale à 100%. Les pondérations décrites dans le tableaux ci-dessus sont les pondérations du Panier à la date du Prospectus. Ces pondérations peuvent varier dans le future conformément aux paragraphes ci-dessous et aux Lignes Directrices d'Attribution du Panier.</p>	n	Nom	Actif de Référence	Bloomberg	Pondérations	Devises	1	BNP Paribas Cardif Protection Live TR Index	Indice Sur Mesure	BNPICDP L Index	0%	EUR	2	EURO STOXX 50 Net Return EUR	Indice	SX5T Index	0%	EUR	3	SX5E Dividend Futures Dec20	Contrat à Terme	DEDZ0 Index	100%	EUR	4	Espèces	Marché Monétaire	N/A	0%	EUR
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Elément	Description de l'Elément	
		<p>Conformément au Contrat de Conseil Financier du Panier, le Conseiller Financier du Panier a la possibilité, mais pas l'obligation, pas plus de deux fois par mois calendaire, étant entendu que le Conseiller Financier du Panier a par ailleurs la possibilité d'émettre une recommandation exceptionnelle (une "<b>Recommandation Exceptionnelle</b>") durant chaque période mensuelle, de recommander que tout Actif de Référence compris dans le Panier soit enlevé, re-pondéré, remplacé avec un nouvel Actif de Référence ou qu'un ou plusieurs Actif(s) de Référence soi(en)t ajouté(s) dans le Panier étant entendu que l'Agent de Calcul se réserve le droit de refuser à sa seule discrétion qu'un Actif de Référence soit ajouté au Panier (une "<b>Recommandation</b>"), à chaque Jour Ouvrable (chaque Jour Ouvrable, une "<b>Date d'Attribution du Panier</b>"). Chacune de ces Recommandations doit être réalisée conformément aux Lignes Directrices d'Attribution du Panier.</p> <p>L'Agent de Calcul n'acceptera pas de suivre une Recommandation lorsqu'une telle Recommandation (i) ne respecte pas les Lignes Directrices d'Attribution du Panier et/ou ce Prospectus; (ii) pourrait soumettre l'Emetteur par rapport à ses contrats de couverture et/ou à ses prestataires de couverture à des restrictions sur l'achat et/ou la vente des Actifs de Référence en application de toutes les lois, règlements, ou toute autre restriction opérationnelle applicable à l'Emetteur et/ou à ses prestataires de couverture ; et/ou (iii) est ou, de l'avis de l'Agent de Calcul, pourrait être contraire à la politique de responsabilité sociale engagée par l'Agent de Calcul, l'Emetteur ou l'une de leurs filiales. L'acceptation d'une Recommandation par l'Agent de Calcul ne constituera pas l'approbation de la Recommandation ou la reconnaissance par l'Emetteur ou l'Agent de Calcul que le Conseiller en Investissement de Paniers a agi conformément à ses obligations en vertu du présent Contrat.</p> <p>Toute information relative à la composition du Panier est disponible pour les Porteurs sur demande auprès de l'Agent de Calcul.</p> <p><b>"Lignes Directrices d'Attribution du Panier"</b> désigne tout actif sélectionné par le Conseiller Financier du Panier pour inclusion comme Actif de Référence dans le Panier. Cet actif sélectionné doit être un des actifs suivants ou remplir les critères suivants:</p> <ul style="list-style-type: none"> <li>a) BNP Paribas Cardif Protection Live TR Index;</li> <li>b) EURO STOXX 50 Net Return EUR;</li> <li>c) SX5E Dividend Futures Dec20;</li> <li>d) Cash.</li> </ul> <p>De plus:</p> <ul style="list-style-type: none"> <li>(i) la pondération minimum de tout Actif de Référence est 0%;</li> <li>(ii) la pondération maximum de tout Actif de Référence est 100%;</li> <li>(iii) le Panier doit contenir au minimum un Actif de Référence;</li> <li>(iv) tout actif sélectionné par le Conseiller Financier du Panier pour inclusion comme Actif de Référence dans le Panier doit être un Sous-Jacent de Référence tel que défini dans le Prospectus de Base à la date du Prospectus;</li> <li>(v) tout actif sélectionné par le Conseiller Financier du Panier pour</li> </ul>

Elément	Description de l'Elément																
		<p>inclusion comme Actif de Référence dans le Panier qui est un indice propriétaire doit être un Indice Propriétaire tel que défini dans le Prospectus de Base et listé dans la section « Description des Indices BNPP » dans le Prospectus de Base à la date du Prospectus; and</p> <p>(vi) Afin d'éviter toute ambiguïté, la somme des pondérations (correspondant à Wtarget défini ci-dessous) est égal à 100%.</p> <p><b>"Calcul du Panier"</b> désigne pour chaque Jour Ouvrable Hybride t, le niveau du Panier "Panier<sub>t</sub>" déterminé conformément à la formule suivante:</p> <p>Panier<sub>initial</sub> = Panier<sub>0</sub> = Panier_Gross<sub>0</sub> = Panier_Gross<sub>initial</sub> = 100 à la Date d'Exercice, alors :</p> $\text{Panier}_t = \text{Panier}_{t-1} \times \left( \frac{\text{Panier\_Gross}_t}{\text{Panier\_Gross}_{t-1}} - \text{AF} \times \frac{\text{Act}(t-1, t)}{360} \right)$ $\text{Panier\_Gross}_t = \text{Panier\_Gross}_{t-1} + \left\{ \sum_{i=1}^4 n_{i,t-1}^{\text{utilisé}} \times (\text{Actif de Référence}_{i,t} - \text{Actif de Référence}_{i,t-1}) \right\} - \text{Coupon}_t$ <p>Afin d'éviter toute ambiguïté, Panier<sub>t-1</sub> correspond au niveau du Panier à la Jour Ouvrable Hybride t-1.</p> <p><b>"Conseiller Financier du Panier"</b> désigne BNP Paribas Cardif.</p> <p><b>"Contrat de Conseil Financier du Panier"</b> désigne le contrat de conseil financier du panier en date du 11 mars 2016 conclu entre l'Emetteur, le Conseiller Financier du Panier et l'Agent de Calcul.</p> <p><b>"Panier<sub>Initial</sub>"</b> désigne le Calcul du Panier à la Date d'Exercice.</p> <p><b>"Panier<sub>Final</sub>"</b> désigne le Calcul du Panier à la Date d'Evaluation du Remboursement.</p> <p><b>"Coupon"</b> est déterminé selon la formule suivante:</p> $\text{Coupon}_{t+1} = \sum_{i=1}^4 \left[ n_{i,t}^{\text{utilisé}} \times \text{Actif de Référence}_{i,t} \times \text{repli\_fees}_i \times \frac{\text{Nbd}(t, t+1)}{365} + \left  n_{i,t}^{\text{utilisé}} - n_{i,t-1}^{\text{utilisé}} \right  \times \text{Actif de Référence}_{i,t} \times \text{exec\_fees}_i \right]$ <p>with <math>n_{i,-1}^{\text{used}} = n_{i,0}^{\text{used}}</math></p> <table border="1" data-bbox="563 1518 1070 1711"> <thead> <tr> <th></th> <th><b>exec_fees<sub>i</sub></b></th> <th><b>repli_fees<sub>i</sub></b></th> </tr> </thead> <tbody> <tr> <td>1</td> <td>0.25%</td> <td>0.50%</td> </tr> <tr> <td>2</td> <td>0.03%</td> <td>0%</td> </tr> <tr> <td>3</td> <td>0.25%</td> <td>0.25%</td> </tr> <tr> <td>4</td> <td>0%</td> <td>0%</td> </tr> </tbody> </table> <p><b>"exec_fees<sub>i</sub>"</b> désigne les coûts pour rentrer ou sortir d'une position dans un Actif de Référence (correspondant au bid/offer par rapport au prix mid).</p> <p><b>"repli_fees<sub>i</sub>"</b> désigne le coût pour répliquer la position dans un Actif de Référence au cours du temps.</p>		<b>exec_fees<sub>i</sub></b>	<b>repli_fees<sub>i</sub></b>	1	0.25%	0.50%	2	0.03%	0%	3	0.25%	0.25%	4	0%	0%
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4	0%	0%															

Elément	Description de l'Elément	
		<p>"<math>n_{n,t}^{utilisé}</math>" désigne la Quantité Utilisée pour l'Actif de Référence n à la Date d'Allocation du Panier t.</p> <p>"Quantité Utilisée" est déterminée selon la formule suivante:</p> $n_{0,t}^{utilisé} = W_{n,0}^{target} \times \frac{\text{Panier\_Gross}_{initial}}{\text{Actif de Référence}_{n,initial}} \text{ à la Date d'Exercice}$ $\text{for } t \geq 1, n_{n,t}^{utilisé} = \begin{cases} n_{n,t-1}^{utilisé} & \text{si } W_{n,t}^{target} = W_{n,t-1}^{target} \\ W_{n,t}^{target} \times \frac{\text{Panier\_Gross}_t}{\text{Actif de Référence}_{n,t}} & \text{sinon} \end{cases}$ <p>"DEDZ20(0)" désigne le niveau de l'Actif de Référence 3 à l'Heure d'Evaluation à la Date d'Exercice i.e. 90,30.</p> <p>"N" désigne le Montant Notionnel par Certificat, soit EUR 1.000.</p> <p>"ONt" désigne le taux « <i>overnight deposits</i> » en EUR au Jour Ouvrable Hybride t tel que déterminé par l'Agent de Calcul en fonction des informations Bloomberg sur EONIA, ou si ce taux n'est pas disponible, en fonction d'autres sources tel que déterminé par l'Agent de Calcul.</p> <p>"Actif de Référence n,t" désigne la valeur de l'Actif de Référence n au Jour Ouvrable Hybride t et est déterminé comme suit :</p> <ul style="list-style-type: none"> <li>- Quand n = 1,2: <ul style="list-style-type: none"> <li>(i) Si aucune Recommandation n'a été faite en t, en fonction de la page correspondante Bloomberg de l'Actif de Référence pertinent, dans le cas où cette valeur n'est pas disponible, la valeur peut être déterminée par toute autre source que l'Agent de Calcul jugera appropriée;</li> <li>(ii) Si une Recommandation a été faite en t, en fonction de l'évaluation intra journalière de l'Actif de Référence correspondant tel que déterminée par l'Agent de calcul et selon ses meilleurs efforts.</li> </ul> </li> <li>- Quand n = 3, la valeur d'une version composée des espèces de l'Actif de Référence 3 est déterminée conformément à la formule suivante:</li> </ul> $\text{Actif de Référence}_{3,initial} = \text{Actif de Référence}_{3,0} = 100 \text{ à la Dated Exercice}$ $\text{Actif de Référence}_{3,t} = \text{Actif de Référence}_{3,t-1} \times \left( \frac{\text{DEDZ20}(t)}{\text{DEDZ20}(t-1)} + \text{ON}_{t-1} \times \frac{\text{Act}(t-1, t)}{360} \right)$ <p>(i) DEDZ20(t) correspond à :</p> <ul style="list-style-type: none"> <li>- Si aucune Recommandation n'a été faite en t, en fonction de la page correspondante Bloomberg de l'Actif de Référence 3, dans le cas où cette valeur n'est pas disponible, la valeur peut être déterminée par toute autre source que l'Agent de Calcul jugera appropriée;</li> <li>- Si une Recommandation a été faite en t, en fonction de l'évaluation intra journalière de l'Actif de Référence 3 tel que déterminée par l'Agent de calcul et selon ses meilleurs efforts.</li> </ul>

Elément	Description de l'Elément	
		<p>(ii) DEDZ20(t-1) correspond à la même définition mais pour un Jour Ouvrable Hybride t-1.</p> <p>– Quand n = 4: le montant correspondant à la valeur des espèces et des actifs équivalents aux espèces faisant partie de l'Actif de Référence 4 est déterminé selon la formule suivante:</p> <p>Actif de Référence<sub>4,initial</sub> = Actif de Référence<sub>4,0</sub> = 100 à la Date d'Exercice</p> $\text{Actif de Référence}_{4,t} = \text{Actif de Référence}_{4,t-1} \times \left( 1 + \text{ON}_{t-1} \times \frac{\text{Act}(t-1, t)}{360} \right)$ <p><b>"Date d'Exercice"</b> désigne le 26 février 2016.</p> <p><b>"Sous-Jacent de Référence"</b> désigne tout sous-jacent de référence tel que défini dans le Prospectus de Base, i.e. un ou plusieurs indices, actions, global depository receipts, American depository receipts, parts d'un fonds indiciel coté en bourse, titres cotés en bourse, matières premières/marchandises cotées en bourse ou autres produits cotés en bourse, titres de créance, contrats à terme sur titres de créance ou contrat d'options sur titres de créance, matières premières/marchandises, indices sur matières premières/marchandises, indices d'inflation, devises, actions ou parts de fonds, contrats à terme, taux d'intérêt ou taux CMS sous-jacents, actions privilégiées et/ou le crédit d'une ou plusieurs entités de référence.</p> <p><b>"Wtarget"</b> désigne les pondérations « target » telles que déterminées par le Conseiller Financier du Panier conformément au Contrat de Conseil Financier du Panier, étant initialement:</p> $W_{1,0}^{\text{target}} = 0$ $W_{2,0}^{\text{target}} = 0$ $W_{3,0}^{\text{target}} = 1$ $W_{1,0}^{\text{target}} = 0$ <p><b>"t"</b> désigne chaque Jour Ouvrable Hybride durant la Période d'Observation.</p> <p><b>"t+1"</b> désigne le Jour Ouvrable Hybride qui suit immédiatement le Jour Ouvrable Hybride t ; sous réserve que par rapport au dernier Jour Ouvrable Hybride de la Période d'Observation, t+1 doit être compris comme le dernier jour de la Période d'Observation.</p> <p><b>"t-1"</b> désigne le Jour Ouvrable Hybride qui précède immédiatement le Jour Ouvrable Hybride t; sous réserve que par rapport au premier Jour Ouvrable Hybride de la Période d'Observation, t doit être compris comme le premier jour de la Période d'Observation.</p> <p><b>Résumé du versement du remboursement final</b></p> <p>A moins qu'il n'ait été préalablement remboursé ou racheté et annulé, chaque</p>

Elément	Description de l'Elément							
		Titre permet à son Porteur de recevoir de la part de l'Emetteur, à la Date de Remboursement, un Montant de Règlement en Espèces déterminé par rapport à la valeur du Panier à la Date d'Evaluation du Remboursement et à la valeur du Panier à la date d'Exercice.						
C.19	Prix de Référence Final du Sous-Jacent	Le prix de référence final du Panier de Sous-Jacents de Référence sera déterminé selon le mécanisme d'évaluation indiqué dans l'Elément C.18 ci-dessus sous réserve de la survenance de certains événements extraordinaires et ajustements affectant le/lesdit(s) actif(s) sous-jacent(s).						
C.20	Sous-Jacent	<p data-bbox="558 920 1410 954"><b>Informations relatives à l'Indice BNP Paribas Cardif Protection Live TR</b></p> <table border="1" data-bbox="558 956 1410 1917"> <tbody> <tr> <td data-bbox="558 956 624 1856">1</td> <td data-bbox="625 956 874 1856"><b>Stratégie de l'Indice, politique d'investissement, objectifs de l'indice</b></td> <td data-bbox="876 956 1410 1856"> <ul style="list-style-type: none"> <li data-bbox="933 956 1230 990">• <b>Stratégie de l'Indice :</b></li> <li data-bbox="884 1016 1393 1122">Options d'achat « <i>at-the-money</i> » et options de vente « <i>out-of-the-money</i> » systématiques sur les marchés actions européens.</li> <li data-bbox="933 1151 1299 1184">• <b>Politique d'investissement :</b></li> <li data-bbox="884 1211 1393 1350"><i>Equity hedging</i> (par des options d'achat systématiques) avec une atténuation du coût de portage (par des options de vente systématiques).</li> <li data-bbox="933 1379 1222 1413">• <b>Objectif de l'Indice :</b></li> <li data-bbox="884 1440 1393 1827">L'objectif de l'Indice BNP Paribas Cardif Protection Live TR (l'"<b>Indice BNPICDPL</b>" ) est de reproduire une stratégie dynamique "<i>Rolling Put Buying</i>" sur le Panier de l'Indice 1 (tel que défini dans les Règles de l'Indice BNPICDPL) avec un budget annuel fixe cherchant à générer une performance sur les marchés baissiers et une stratégie dynamique "<i>Rolling Call Overwriting</i>" sur le Panier de l'Indice 1 cherchant à générer une performance long-terme.</li> </ul> </td> </tr> <tr> <td data-bbox="558 1856 624 1917">2</td> <td data-bbox="625 1856 874 1917">Description du</td> <td data-bbox="876 1856 1410 1917">Systématique; montant au comptant du sous-</td> </tr> </tbody> </table>	1	<b>Stratégie de l'Indice, politique d'investissement, objectifs de l'indice</b>	<ul style="list-style-type: none"> <li data-bbox="933 956 1230 990">• <b>Stratégie de l'Indice :</b></li> <li data-bbox="884 1016 1393 1122">Options d'achat « <i>at-the-money</i> » et options de vente « <i>out-of-the-money</i> » systématiques sur les marchés actions européens.</li> <li data-bbox="933 1151 1299 1184">• <b>Politique d'investissement :</b></li> <li data-bbox="884 1211 1393 1350"><i>Equity hedging</i> (par des options d'achat systématiques) avec une atténuation du coût de portage (par des options de vente systématiques).</li> <li data-bbox="933 1379 1222 1413">• <b>Objectif de l'Indice :</b></li> <li data-bbox="884 1440 1393 1827">L'objectif de l'Indice BNP Paribas Cardif Protection Live TR (l'"<b>Indice BNPICDPL</b>" ) est de reproduire une stratégie dynamique "<i>Rolling Put Buying</i>" sur le Panier de l'Indice 1 (tel que défini dans les Règles de l'Indice BNPICDPL) avec un budget annuel fixe cherchant à générer une performance sur les marchés baissiers et une stratégie dynamique "<i>Rolling Call Overwriting</i>" sur le Panier de l'Indice 1 cherchant à générer une performance long-terme.</li> </ul>	2	Description du	Systématique; montant au comptant du sous-
1	<b>Stratégie de l'Indice, politique d'investissement, objectifs de l'indice</b>	<ul style="list-style-type: none"> <li data-bbox="933 956 1230 990">• <b>Stratégie de l'Indice :</b></li> <li data-bbox="884 1016 1393 1122">Options d'achat « <i>at-the-money</i> » et options de vente « <i>out-of-the-money</i> » systématiques sur les marchés actions européens.</li> <li data-bbox="933 1151 1299 1184">• <b>Politique d'investissement :</b></li> <li data-bbox="884 1211 1393 1350"><i>Equity hedging</i> (par des options d'achat systématiques) avec une atténuation du coût de portage (par des options de vente systématiques).</li> <li data-bbox="933 1379 1222 1413">• <b>Objectif de l'Indice :</b></li> <li data-bbox="884 1440 1393 1827">L'objectif de l'Indice BNP Paribas Cardif Protection Live TR (l'"<b>Indice BNPICDPL</b>" ) est de reproduire une stratégie dynamique "<i>Rolling Put Buying</i>" sur le Panier de l'Indice 1 (tel que défini dans les Règles de l'Indice BNPICDPL) avec un budget annuel fixe cherchant à générer une performance sur les marchés baissiers et une stratégie dynamique "<i>Rolling Call Overwriting</i>" sur le Panier de l'Indice 1 cherchant à générer une performance long-terme.</li> </ul>						
2	Description du	Systématique; montant au comptant du sous-						

Elément	Description de l'Elément		
			<p>processus de sélection des facteurs de pondérations des composants</p> <p>jacent et échéances différées/glissantes.</p>
		3	<p>Méthode(s) et formule(s) de calcul</p> <p>Voir les règles relatives aux formules de calcul prévues par les règles de l'Indice BNPICDPL (les "<b>Règles de l'Indice BNPICDPL</b>")</p>
		4	<p>Agent de calcul de l'indice</p> <p>BNP Paribas Arbitrage SNC</p>
		5	<p>Règles d'ajustement</p> <p>Si un Elément d'Indice (tel que défini dans les Règles de l'Indice BNPICDPL) cesse d'exister ou est, ou devrait être, soumis à un ajustement en vertu des dispositions des Règles de l'Indice BNPICDPL, ou si la « <i>Hedging Party</i> » (tel que défini dans les Règles de l'Indice BNPICDPL) informe le Sponsor de l'Indice (tel que défini ci-dessous) de la survenance d'un Evénement de Perturbation de la Couverture relatif à cet Elément d'Indice, le Sponsor de l'Indice, agissant de bonne foi et de manière commercialement raisonnable peut : (a) demander à l'Agent de Calcul de l'Indice de (i) n'effectuer aucune modification relative à l'Indice BNPICDPL, (ii) ajuster l'Indice BNPICDPL tel que le Sponsor de l'Indice le jugera approprié notamment en, mais non limitativement, remplaçant l'Elément d'Indice concerné par un Elément d'Indice de remplacement, ou (iii) de continuer de calculer et de publier (le cas échéant) l'Indice BNPICDPL sans cet Elément d'Indice ou sans remplacement de celui-ci, sous réserve des dispositions de la Section 6 (Méthodologie de l'Indice) des Règles de l'Indice BNPICDPL ; ou (b) si le Sponsor de l'Indice considère qu'aucun des paragraphes (a)(i) à (iii) n'est approprié ou applicable, résilier l'Indice BNPICDPL conformément à ses politiques et procédures.</p> <p>L'objectif des ajustements opérationnels effectués par l'Agent de Calcul de l'Indice est de garantir, autant que possible, que les principes et les impacts économiques de l'Indice BNPICDPL soient maintenus.</p>



Elément	Description de l'Elément											
		6	Fréquence de revue	Quotidienne								
		7	Type d'Indice	L'Indice BNPICDPL fait partie des Indices Volatiles des indices de BNP Paribas.								
		8	Devise	Euro (EUR)								
	<p>L'Indice BNPICDPL a été établi sur la base d'un test rétroactif le 2 janvier 2007 (la "<b>Date de Début de l'Indice</b>") avec un niveau initial de 100,0 points à l'indice.</p> <p>L'Indice BNPICDPL est un indice de "<b>Rendement Total</b>". En conséquence, le niveau de l'indice reflète une valeur supposant un réinvestissement de tous les dividendes et distributions déclarés.</p> <p>L'Indice BNPICDPL est calculé, maintenu, rééquilibré et publié par l'Agent de Calcul de l'Indice et sponsorisé par le Sponsor de l'Indice (défini ci-dessous). L'Indice BNPICDPL est calculé et publié sur une base quotidienne par l'Agent de Calcul de l'Indice. Le Sponsor de l'Indice n'a pas nommé de Conseiller Financier en Indice s'agissant de l'Indice BNPICDPL.</p> <p>Certains coûts sont déduits du Niveau de l'Indice (tel que défini dans les Règles de l'Indice BNPICDPL), qui couvre, entre autres, la réitération et les coûts de pension dans le cadre de la gestion de l'Indice BNPICDPL qui peuvent varier au fil du temps en fonction des conditions de marchés qui prévalent. Le niveau d'un tel coût a été déterminé par le Sponsor de l'Indice, qui agit de manière commercialement raisonnable.</p> <p>Les coûts relatifs à la cotation à la vente sont appliqués par rapport au prix moyen du marché, lorsque la stratégie parvient au niveau de l'option, reflétant le coût de cette transaction sur le marché ; comme détaillé dans les Règles de l'Indice BNPICDPL :</p> <ul style="list-style-type: none"> <li>• pour des options d'achats, les frictions relatives à la volatilité « <i>Black &amp; Scholes (B&amp;S)</i> » sont de 4% correspondant au prix moyen, <i>flooré</i> à 0,4%,</li> <li>• pour les options de vente, les frictions relatives à la volatilité B&amp;S sont de 2% correspondant au prix moyen, <i>flooré</i> à 0,5%.</li> </ul> <p>A la Date de Début de l'Indice, l'Indice BNPICDPL était composé d'Eléments d'Indices (chacun un "<b>Type d'Elément d'Indice</b> ") et chacun avec une devise figurant dans le tableau ci-dessous :</p>	<table border="1" data-bbox="563 1653 1396 1836"> <thead> <tr> <th data-bbox="563 1653 655 1742">n</th> <th data-bbox="657 1653 852 1742">Nom</th> <th data-bbox="853 1653 1042 1742">Type d'Elément</th> <th data-bbox="1043 1653 1232 1742">Bloomberg</th> <th data-bbox="1233 1653 1396 1742">Devise</th> </tr> </thead> <tbody> <tr> <td data-bbox="563 1744 655 1836">1</td> <td data-bbox="657 1744 852 1836">Indice EURO STOXX 50</td> <td data-bbox="853 1744 1042 1836">Indice</td> <td data-bbox="1043 1744 1232 1836">Indice SX5E</td> <td data-bbox="1233 1744 1396 1836">EUR</td> </tr> </tbody> </table>	n	Nom	Type d'Elément	Bloomberg	Devise	1	Indice EURO STOXX 50	Indice	Indice SX5E	EUR
n	Nom	Type d'Elément	Bloomberg	Devise								
1	Indice EURO STOXX 50	Indice	Indice SX5E	EUR								
	<p>La composition de l'Indice BNPICDPL pour tout jour particulier est disponible sur demande auprès de BNP Paribas qui est le Sponsor de l'Indice</p>											

Elément	Description de l'Elément	
		<p>(le "Sponsor de l'Indice").</p> <p>Les Règles de l'Indice et la méthodologie d'indice applicable à l'Indice BNPICDPL sont disponibles sur le site internet suivant : <a href="https://indices-globalmarkets.bnpparibas.com/nr/CDPLTR.pdf">https://indices-globalmarkets.bnpparibas.com/nr/CDPLTR.pdf</a>.</p> <p>De plus amples informations sur l'Indice BNPICDPL peuvent être obtenues sur la page écran Bloomberg BNPICDPL.</p> <p><b>Informations relatives à SX5E Dividend Futures Dec20</b></p> <p>Des informations relatives à SX5E Dividend Futures Dec20 peuvent être obtenues sur la page Bloomberg : DEDZ0 Index et sur <a href="http://www.eurexchange.com/exchange-en/products/did/exd/EURO-STOXX-50--Index-Dividend-Futures/36890">http://www.eurexchange.com/exchange-en/products/did/exd/EURO-STOXX-50--Index-Dividend-Futures/36890</a>.</p> <p><b>Informations relatives à EURO STOXX 50 Net Return EUR</b></p> <p>Des informations relatives à EURO STOXX 50 Net Return EUR peuvent être obtenues sur la page Bloomberg : SX5T Index.</p>

#### Section D – Risques

Elément	Description de l'Elément	
D.2	Principaux risques propres à l'Emetteur et au Garant	<p>Il existe certains facteurs pouvant affecter la capacité de l'Emetteur à remplir ses obligations en vertu des Titres émis dans le cadre du Prospectus et celle du Garant à remplir ses obligations en vertu de la Garantie.</p> <p><b><u>Facteurs de risque relatifs à BNPP</u></b></p> <p>Onze principaux risques sont inhérents aux activités de BNPP :</p> <ul style="list-style-type: none"> <li>(a) Risque de crédit ;</li> <li>(b) Risque de crédit de Contrepartie ;</li> <li>(c) Titrisation ;</li> <li>(d) Risque de marché ;</li> <li>(e) Risque opérationnel ;</li> <li>(f) Risque de réputation et de conformité ;</li> </ul>

Elément	Description de l'Elément	
		<p>(g) Risque de concentration ;</p> <p>(h) Risque de taux du portefeuille bancaire;</p> <p>(i) Risques stratégiques et risque lié à l'activité;</p> <p>(j) Risque de liquidité ; et</p> <p>(k) Risque de souscription d'Assurance.</p> <p>Des conditions économiques et de marché difficiles ont eu et continueront à avoir un effet défavorable significatif sur les conditions dans lesquelles évoluent les établissements financiers et en conséquence sur la situation financière, les résultats et le coût du risque de BNPP.</p> <p>Du fait du périmètre géographique de ses activités, BNPP pourrait être vulnérable aux contextes ou circonstances politiques, macroéconomiques ou financiers d'une région ou d'un pays.</p> <p>L'accès au financement de BNPP et les conditions de ce financement pourraient être affecté de manière significative en cas de résurgence de la crise de la dette souveraine dans la zone euro, de détérioration des conditions économiques, de dégradations de notation, d'augmentation d'écarts de crédit (<i>credit spread</i>) ou d'autres facteurs.</p> <p>Toute variation significative des taux d'intérêts est susceptible d'affecter les revenus ou la rentabilité de BNPP.</p> <p>Un environnement prolongé de taux d'intérêt bas comporte des risques systémiques inhérents.</p> <p>La solidité financière et le comportement des autres institutions financières et acteurs du marché pourraient avoir un effet défavorable sur BNPP.</p> <p>Les fluctuations de marché et la volatilité exposent BNPP au risque de pertes substantielles dans le cadre de ses activités de marché et d'investissement.</p> <p>Les revenus tirés par BNPP des activités de courtage et des activités générant des commissions sont potentiellement vulnérables à une baisse des marchés.</p> <p>Une baisse prolongée des marchés peut réduire la liquidité et rendre plus difficile la cession d'actifs. Une telle situation pourrait engendrer des pertes significatives.</p> <p>Des mesures législatives et réglementaires prises en réponse à la crise financière mondiale pourraient affecter de manière substantielle BNPP ainsi que l'environnement financier et économique dans lequel elle opère.</p> <p>BNPP est soumise à une réglementation importante et fluctuante dans les pays où elle exerce ses activités.</p>

Elément	Description de l'Elément	
		<p>En cas de non-conformité avec les lois et règlements applicables, BNPP peut être exposée à des amendes significatives et d'autres sanctions administratives et pénales, et pourrait subir des pertes à la suite d'un contentieux privé, en lien ou non avec ces sanctions.</p> <p>Il existe des risques liés à la mise en œuvre du plan stratégique de BNPP.</p> <p>BNPP pourrait connaître des difficultés relatives à l'intégration des sociétés acquises et pourrait ne pas réaliser les bénéfices attendus de ses acquisitions.</p> <p>Une intensification de la concurrence, par des acteurs bancaires et non bancaires, pourrait peser sur ses revenus et sa rentabilité.</p> <p>Toute augmentation substantielle des provisions ou tout engagement insuffisamment provisionné peut peser sur les résultats et sur la situation financière de BNPP.</p> <p>Les politiques, procédures et méthodes de gestion du risque mises en œuvre par BNPP pourraient l'exposer à des risques non identifiés ou imprévus, susceptibles d'occasionner des pertes significatives. Les stratégies de couverture mises en place par BNPP n'écartent pas tout risque de perte.</p> <p>Des ajustements apportés à la valeur comptable des portefeuilles de titres et d'instruments dérivés de BNPP ainsi que de la dette de BNPP pourraient avoir un effet sur son résultat net et sur ses capitaux propres.</p> <p>Le changement attendu des principes comptables relatifs aux instruments financiers pourrait avoir un impact sur le bilan de BNPP ainsi que sur les ratios réglementaires de fonds propres et entraîner des coûts supplémentaires.</p> <p>Tout préjudice porté à la réputation de BNPP pourrait nuire à sa compétitivité.</p> <p>Toute interruption ou défaillance des systèmes informatiques de BNPP peut provoquer des pertes significatives d'informations relatives aux clients, nuire à la réputation de BNPP et provoquer des pertes financières.</p> <p>Des événements externes imprévus peuvent provoquer une interruption des activités de BNPP et entraîner des pertes substantielles ainsi que des coûts supplémentaires.</p> <p><b><u>Facteurs de risque relatifs à BNPP B.V.</u></b></p> <p>Les facteurs de risque suivants sont relatifs à BNPP B.V.</p> <p>BNPP B.V. est une société opérationnelle. La seule activité de BNPP B.V. consiste à lever des capitaux et à emprunter des fonds via l'émission de titres, tels que des Obligations, Warrants, Certificats ou autres obligations.</p> <p>BNPP B.V. n'a pas, et n'aura pas, d'autres actifs que les contrats de couverture (contrats</p>

Elément	Description de l'Elément	
		<p>OTC mentionnés dans les Rapports Annuels), les espèces et les commissions qui lui sont payées, ou tout autre actif qu'elle aurait acquis, en toute hypothèse en rapport avec l'émission de titres ou la conclusion de toute autre obligation y afférente à un moment donné.</p> <p>BNPP B.V. a une petite base capitalistique et une base de profit limitée. Les produits nets résultant de chaque émission de Titres émis par BNPP B.V. feront partie intégrante des fonds généraux de BNPP B.V. BNPP B.V. utilise ces produits en vue de couvrir ses risques de marché en acquérant des instruments de couverture auprès de BNP Paribas et d'autres entités de BNP Paribas.</p> <p>La capacité de BNPP B.V. à remplir ses obligations relatives aux Titres émis par elle dépendra des paiements qu'elle aura perçus au titre des Contrats de Couverture. Par conséquent, les Titulaires de Titres de BNPP B.V. seront, sous réserve des dispositions de la Garantie émise par BNP Paribas, exposés à la capacité de BNP Paribas ou d'autres entités de BNP Paribas à exécuter leurs obligations en vertu de ces Contrats de Couverture.</p>
<b>D.3</b>	Principaux risques propres aux Titres	<p>Certains facteurs importants permettent d'évaluer les risques de marché liés aux Titres émis dans le cadre du Prospectus, y compris le fait que :</p> <ul style="list-style-type: none"> <li>• les Titres sont les obligations non assorties de sûretés ;</li> <li>• le cours de négociation des Titres est affecté par plusieurs facteurs, y compris, mais sans caractère limitatif, le cours des Sous-Jacents de Référence, la durée restant à courir jusqu'au remboursement et la volatilité, et ces facteurs signifient que le cours de négociation des Titres peut être inférieur au Montant de Règlement en Espèces ;</li> <li>• l'exposition aux Sous-Jacents de Référence sera réalisée par la conclusion par l'Emetteur des accords de couverture et les investisseurs potentiels sont exposés à la performance de ces accords de couverture et aux événements pouvant affecter ces accords, et, par conséquent, la survenance de l'un ou l'autre de ces événements peut affecter la valeur des Titres ;</li> <li>• la survenance d'un cas de perturbation additionnel ou d'un cas de perturbation additionnel optionnel peut conduire à un ajustement des Titres, à un remboursement anticipé ou peut avoir pour conséquence que le montant payable à la date de remboursement prévue soit différent de celui qui devrait être payé à ladite date de remboursement prévue, de telle sorte que la survenance d'un cas de perturbation additionnel et/ou d'un cas de perturbation additionnel optionnel peut avoir un effet défavorable sur la valeur ou la liquidité des Titres ; des frais et impôts peuvent être payables sur les Titres ;</li> <li>• les Titres peuvent être remboursés en cas d'illégalité ou autre impossibilité pratique, et ce remboursement peut avoir pour conséquence qu'un investisseur</li> </ul>

Elément	Description de l'Elément	
		<p>ne réalise aucun retour sur son investissement dans les Titres ;</p> <ul style="list-style-type: none"> <li>• les clauses relatives aux assemblées générales des Titulaires permettent à des majorités définies de lier tous les Titulaires ;</li> <li>• toute décision judiciaire, tout changement de la pratique administrative ou tout changement de la loi anglaise, intervenant après la date du Prospectus, pourrait avoir un impact défavorable significatif sur la valeur des Titres ainsi affectés ;</li> <li>• une réduction de la notation (éventuelle) accordée aux titres d'emprunt en circulation de l'Emetteur ou du Garant par une agence de notation de crédit pourrait entraîner une réduction de la valeur de négociation des Titres ; et</li> <li>• le seul moyen permettant à un Porteur de réaliser la valeur d'un Titre avant sa Date de Remboursement consiste à le vendre à son cours de marché au moment considéré sur un marché secondaire disponible, et il peut n'y avoir aucun marché secondaire pour les Titres (ce qui pourrait signifier qu'un investisseur doit attendre jusqu'à l'exercice ou jusqu'au remboursement des Titres pour réaliser une valeur supérieure à sa valeur de négociation) ; un marché secondaire actif ne peut jamais être établi ou peut être non liquide, ce qui peut nuire à la valeur à laquelle un investisseur pourrait vendre ses Titres (les investisseurs pourraient subir une perte partielle ou totale du montant de leur investissement).</li> </ul> <p>En outre, il existe des risques spécifiques liés aux Titres qui sont indexés sur un Sous-Jacent de Référence (incluant les Titres Hybrides) et un investissement dans ces Titres entraînera des risques significatifs que ne comporte pas un investissement dans un titre de créance conventionnel. Les facteurs de risque liés aux Titres étant donné qu'ils sont indexés sur des Sous-Jacents de Référence adossés à un Titre incluent :</p> <ul style="list-style-type: none"> <li>• l'exposition aux indices et contrats à terme;</li> <li>• des cas d'ajustement potentiels et cas de perturbation du marché ou le défaut d'ouverture d'une bourse, qui peuvent avoir un effet défavorable sur la valeur de la liquidité des Titres ; et</li> <li>• des cas d'ajustements discrétionnaires en raison de rebalancements (i.e. un Actif de Référence peut être enlevé, re-pondéré, remplacé avec un nouvel Actif de Référence conformément aux Lignes Directrices d'Attribution du Panier) à fréquence régulière résultant des Recommandations fournies par le Conseiller Financier du Panier et endossées par l'Agent de Calcul.</li> </ul>
<b>D.6</b>	Avertissement sur le risque	<p>Voir Elément D.3 ci-dessus.</p> <p>En cas d'insolvabilité de l'Emetteur ou si ce dernier est autrement incapable de rembourser les Titres ou n'est pas disposé à les rembourser à leur échéance, un</p>

<b>Elément</b>	<b>Description de l'Elément</b>	
		<p>investisseur peut perdre tout ou partie de son investissement dans les Titres.</p> <p>Si le Garant est dans l'incapacité de remplir ses obligations en vertu de la Garantie à leur échéance, ou n'est pas disposé à les remplir, un investisseur peut perdre tout ou partie de son investissement dans les Titres.</p> <p>En outre, les investisseurs peuvent perdre tout ou partie de leur investissement dans les Titres en conséquence de l'application des modalités des Titres.</p>

### Section E – Offre

<b>Elément</b>	<b>Description de l'Elément</b>	
<b>E.2b</b>	Raisons de l'offre et utilisation du produit de celle-ci	Les produits nets de l'émission des Titres seront affectés aux besoins généraux de financement de l'Emetteur. Ces produits pourront être utilisés pour maintenir des positions sur des contrats d'options ou des contrats à terme ou d'autres instruments de couverture.
<b>E.3</b>	Modalités et conditions de l'offre	Le prix d'émission par Titre est de 1.000 EUR.
<b>E.4</b>	Intérêt de personnes physiques et morales pouvant influencer sur l'émission/l'offre	A la connaissance de l'Emetteur, aucune personne impliquée dans l'émission des Certificats n'a d'intérêt significatif à l'offre, y compris un conflit d'intérêts. Exception faite de ce qui est mentionné ci-dessus, et à l'exception de tout conflit d'intérêts potentiel qui pourrait découler du fait que l'Emetteur et/ou le Garant et leurs affiliés (i) ont accepté différents rôles liés aux Certificats, y compris en qualité d'Emetteur des Certificats, Agent de Calcul des Certificats, émetteur, sponsor, ou agent de calcul du (ou des) Sous-Jacent(s) de référence, (ii) sont engagés dans des opérations commerciales (y compris des opérations de couverture) liées aux Sous-Jacents de Référence ou à d'autres instruments ou produits dérivés basés sur ou liés aux Sous-Jacents de Référence, (iii) émettent d'autres instruments dérivés relativement aux Sous-Jacents de Référence et (iv) agissent pour un certain nombre de différentes qualités relativement aux Sous-Jacents, y compris mais pas uniquement, vis-à-vis des émetteurs des constituantes des Sous-Jacents de Référence, sponsor de l'indice ou agent de calcul, à la connaissance de l'Emetteur, aucune personne intervenant dans l'émission des Titres ne détient un intérêt pouvant influencer sensiblement sur l'offre, y compris des conflits d'intérêts.
<b>E.7</b>	Dépenses facturées à l'investisseur par l'Emetteur	Il n'existe pas de dépenses facturées à l'investisseur par l'Emetteur.

## **RISK FACTORS**

*Prospective purchasers of the Securities offered hereby should consider carefully, among other things and in light of their financial circumstances and investment objectives, all of the information in this Prospectus and, in particular, the risk factors set forth below (which the Issuer, in its reasonable opinion, believes represents or may represent the risk factors known to it which may affect the Issuer's ability to fulfil its obligations under the Securities) in making an investment decision. Investors may lose the value of their entire investment in certain circumstances.*

### **RISK FACTORS RELATING TO BNPP B.V.**

BNPP B.V. is an operating company. BNPP B.V.'s sole business is the raising and borrowing of money by issuing securities such as Notes, Warrants or Certificates or other obligations.

BNPP B.V. has, and will have, no assets other than hedging agreements (OTC contracts mentioned in the Annual Reports), cash and fees payable to it, or other assets acquired by it, in each case in connection with the issue of securities or entry into other obligations related thereto from time to time.

BNPP B.V. has a small equity and limited profit base. The net proceeds from each issue of securities issued by BNPP B.V. will become part of the general funds of BNPP B.V. BNPP B.V. uses such proceeds to hedge its market risk by acquiring hedging instruments from BNP Paribas and BNP Paribas entities and/or, in the case of Secured Securities, to acquire Collateral Assets.

The ability of BNPP B.V. to meet its obligations under securities issued by it will depend on the receipt by it of payments under the relevant hedging agreements. Consequently, Holders of BNPP B.V. securities will, subject to the provisions of the Guarantee issued by BNP Paribas, be exposed to the ability of BNP Paribas and BNP Paribas entities to perform their obligations under such hedging agreements.

### **RISKS RELATING TO BNPP AND ITS INDUSTRY**

See the Chapter 5 ("Risks and Capital Adequacy", except pages 249 to 269) of the BNPP 2015 Registration Document in French (as defined below), each of which is incorporated by reference in this Prospectus.

#### **Risks related to the macroeconomic and market environment**

*Difficult market and economic conditions have had and may continue to have a material adverse effect on the operating environment for financial institutions and hence on BNPP's financial condition, results of operations and cost of risk*

BNPP's businesses are highly sensitive to changes in financial markets and economic conditions globally and especially in Europe. In recent years, BNPP has been, and may again in the future be, confronted with a significant deterioration of market and economic conditions resulting, among other things, from crises affecting sovereign debt, the capital markets, credit or liquidity, regional or global recessions, sharp fluctuations in commodity prices, currency exchange rates or interest rates, volatility in prices of financial derivatives, inflation or deflation, restructurings or defaults, corporate or sovereign debt rating downgrades or adverse political and geopolitical events (such as natural disasters, pandemics, societal unrest, geopolitical tensions, acts of terrorism and military conflicts). Such disruptions, which may develop quickly and hence not be fully hedged, could affect the operating environment for financial institutions for short or extended periods and have a material adverse effect on BNPP's financial condition, results of operations or cost of risk. In 2016, the macroeconomic environment could be subject to various specific risks, including geopolitical tensions, financial market volatility, slowdowns in China and emerging markets, weak growth in the Euro-zone, decreasing prices of commodities and the gradual unwinding of exceptionally accommodating monetary policies in the United States. Measures taken or that may be taken by central banks to stimulate growth and prevent deflation, including the "quantitative easing" measures announced by the European Central Bank (the "ECB") in January and December 2015, may prove to be insufficient or could have negative effects on the banking industry possibly bringing margin pressure but not necessarily lending volume growth.



Moreover, a resurgence of a sovereign debt crisis cannot be ruled out. In particular, European markets have experienced significant disruptions in recent years as a result of concerns regarding the ability of certain countries or institutions in the Euro-zone to refinance their debt obligations. At several points in recent years these disruptions caused tightened credit markets, increased volatility in the exchange rate of the euro against other major currencies, affected the levels of stock market indices and created uncertainty regarding the economic prospects of certain countries in the European Union as well as the quality of bank loans to sovereign debtors in the European Union. BNPP holds and in the future may hold substantial portfolios of sovereign debt and has and may in the future have substantial amounts of loans outstanding to sovereign borrowers; a new sovereign debt crisis could cause it to incur impairment charges or losses on sales. BNPP also participates in the interbank financial market and as a result, is indirectly exposed to risks relating to financial institutions with which it does business. More generally, the sovereign debt crisis had, and could again in the future have, an indirect impact on financial markets and, increasingly, economies, in Europe and worldwide, and more generally on the environment in which BNPP operates.

If economic conditions generally or in Europe in particular were to deteriorate due among other things to concerns over the European economy (in turn triggered by the heightened risk of or even the occurrence of a sovereign default, the failure of a significant financial institution or the exit of a country from the Euro-zone), a continued decline in oil and commodity prices, a continued or increased slowdown of economic growth in emerging countries and China in particular, terrorist attacks or political instability, the resulting market disruptions could have a significant adverse impact on the credit quality of BNPP's customers and financial institution counterparties, on market parameters such as interest rates, foreign exchange rates and stock market indices, and on BNPP's results of operations, liquidity, ability to raise financing on acceptable terms and financial condition.

*Due to the geographic scope of its activities, BNPP may be vulnerable to country or regional-specific political, macroeconomic and financial environments or circumstances*

BNPP is exposed to country risk, meaning the risk that economic, financial, political or social conditions of a foreign country, especially a country in which it operates, will affect its financial interests. BNPP monitors country risk and takes it into account in the fair value adjustments and cost of risk recorded in its financial statements. However, a significant change in political or macroeconomic environments may require it to record additional charges or to incur losses beyond the amounts previously written down in its financial statements. Moreover, factors specific to a particular country or region in which BNPP operates could create difficult operating conditions, leading to operating losses or asset impairments.

*BNPP's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in credit spreads or other factors*

The financial crisis, the Euro-zone sovereign debt crisis as well as the general macroeconomic environment have at times adversely affected the availability and cost of funding for European banks during the past few years. This was due to several factors, including a sharp increase in the perception of bank credit risk due to their exposure to sovereign debt in particular, credit rating downgrades of sovereigns and of banks, and debt market speculation. Many European banks, including BNPP, at various points experienced restricted access to wholesale debt markets and to the interbank market, as well as a general increase in their cost of funding. Accordingly, reliance on direct borrowing from the ECB at times increased substantially. If such adverse credit market conditions were to reappear in the event of prolonged stagnation of growth, deflation, resurgence of the financial crisis, the sovereign debt crisis or new forms of financial crises, factors relating to the financial industry in general or to BNPP in particular, the effect on the liquidity of the European financial sector in general and BNPP in particular could be materially adverse and have a negative impact on BNPP's results of operations and financial condition.

BNPP's cost of funding may also be influenced by the credit rating of France or the credit rating of BNPP's long-term debt, both of which have been subject to downgrades in recent years. Further downgrades in BNPP's or France's credit ratings may increase BNPP's borrowing cost.

BNPP's cost of obtaining long-term unsecured funding from market investors is also directly related to its credit spreads, which in turn depend to a certain extent on its credit ratings. Increases in credit spreads can significantly increase BNPP's cost of funding. Changes in credit spreads are continuous, market-driven, and

subject at times to unpredictable and highly volatile movements. Credit spreads are also influenced by market perceptions of creditworthiness of BNPP.

*Significant interest rate changes could adversely affect BNPP's revenues or profitability*

The amount of net interest income earned by BNPP during any given period significantly affects its overall revenues and profitability for that period. Interest rates are affected by many factors beyond BNPP's control, such as the level of inflation and the monetary policies of states, and government decisions relating to regulated savings rates (for example in France the Savings Account A ("*Livret A*") or Housing Savings Plan ("*Plan d'Épargne Logement*")). Changes in market interest rates could affect the interest rates charged on interest-earning assets differently than the interest rates paid on interest-bearing liabilities. Any adverse change in the yield curve could cause a decline in BNPP's net interest income from its lending activities. In addition, maturity mismatches and interest rates rises relating to BNPP's short-term financing may adversely affect BNPP's profitability.

*The prolonged low interest rate environment carries inherent systemic risks*

The prolonged period of low interest rates since the 2008/2009 financial crisis may have contributed to, and may continue to contribute to, excessive risk-taking by financial market participants such as lengthening maturities of financings and assets held, more lenient lending standards and increased leveraged lending. Certain of the market participants that may have taken or may take additional or excessive risk are of systemic importance, and any unwinding of their positions during periods of market turbulence or stress (and hence reduced liquidity) could have a destabilizing effect on markets and could lead BNPP to record operating losses or asset impairments.

*The soundness and conduct of other financial institutions and market participants could adversely affect BNPP*

BNPP's ability to engage in financing, investment and derivative transactions could be adversely affected by the soundness of other financial institutions or market participants. Financial institutions are interrelated as a result of trading, clearing, counterparty, funding or other relationships. As a result, defaults, or even rumours or questions about, one or more financial services institutions, or the financial services industry generally, may lead to market-wide liquidity problems and could lead to further losses or defaults. BNPP has exposure to many counterparties in the financial industry, directly and indirectly, including clearing houses, brokers and dealers, commercial banks, investment banks, mutual and alternative investment funds, and other institutional clients with which it regularly executes transactions. BNPP can also be exposed to the risks related to the increasing involvement in the financial sector of players subject to little or no regulations (unregulated funds, trading venues or crowdfunding platforms). BNPP is exposed to credit and counterparty risk in the event of default or financial distress of BNPP's counterparties or clients. This risk could be exacerbated if the collateral held by BNPP cannot be realised upon or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to BNPP or in case of a failure of a significant financial market participant such as a central counterparty. It is worth noting in this respect that regulatory changes requiring mandatory clearing of standardized over-the-counter (OTC) derivatives through central counterparties have resulted in an increase of the exposure of financial market participants to such central counterparties.

In addition, fraud or misconduct by financial market participants can have a material adverse effect on financial institutions due in particular to the interrelated nature of the financial markets. An example is the fraud perpetrated by Bernard Madoff that came to light in 2008, as a result of which numerous financial institutions globally, including BNPP, announced losses or exposure to losses in substantial amounts. Potentially significant additional potential exposure is also possible in the form of litigation and claims in the context of the bankruptcy proceedings of Bernard L. Madoff Investment Services (BLMIS) (a number of which are pending against BNPP), and other potential claims relating to counterparty or client investments made, directly or indirectly, in BLMIS or other entities controlled by Bernard Madoff, or to the receipt of investment proceeds from BLMIS.

There can be no assurance that any losses resulting from the risks summarised above will not materially and adversely affect BNPP's results of operations.

*BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility*

BNPP maintains trading and investment positions in the debt, currency, commodity and equity markets and in unlisted securities, real estate and other asset classes, including through derivative contracts. These positions could be adversely affected by extreme volatility in these markets, i.e., the degree to which prices fluctuate over a particular period in a particular market, regardless of market levels. Moreover, volatility trends that prove substantially different from BNPP's expectations may lead to losses relating to a broad range of other products that BNPP uses, including swaps, forward and future contracts, options and structured products.

To the extent that BNPP owns assets, or has net long positions, in any of those markets, a market downturn could result in losses from a decline in the value of its positions. Conversely, to the extent that BNPP has sold assets that it does not own, or has net short positions in any of those markets, a market upturn could, in spite of the existing limitation of risks and control systems, expose it to potentially substantial losses as it attempts to cover its net short positions by acquiring assets in a rising market. BNPP may from time to time hold a long position in one asset and a short position in another, in order to hedge transactions with clients and/or from which it expects to gain based on changes in the relative value of the two assets. If, however, the relative value of the two assets changes in a direction or manner that BNPP did not anticipate or against which it is not hedged, BNPP might realise a loss on those paired positions. Such losses, if significant, could adversely affect BNPP's results and financial condition.

*BNPP may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns*

Financial and economic conditions affect the number and size of transactions for which BNPP provides securities underwriting, financial advisory and other investment banking services. BNPP's revenues, which include fees from these services, are directly related to the number and size of the transactions in which it participates and can thus be significantly affected by economic or financial changes that are unfavourable to its Investment Banking business and clients. In addition, because the fees that BNPP charges for managing its clients' portfolios are in many cases based on the value or performance of those portfolios, a market downturn that reduces the value of its clients' portfolios or increases the amount of withdrawals would reduce the revenues BNPP receives from its asset management, equity derivatives and private banking businesses. Independently of market changes, below-market performance by BNPP's mutual funds may result in increased withdrawals and reduced inflows, which would reduce the revenues BNPP receives from its asset management business. BNPP experienced some or all of these effects during the sharp market downturns of recent years and could experience them again in future market downturns, which may occur periodically and unexpectedly.

*Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses*

In some of BNPP's businesses, protracted market movements, particularly asset price declines, can reduce the level of activity in the market or reduce market liquidity. These developments can lead to material losses if BNPP cannot close out deteriorating positions in a timely way. This is particularly true for assets that are intrinsically illiquid. Assets that are not traded on stock exchanges or other public trading markets, such as certain derivative contracts between financial institutions, may have values that BNPP calculates using models rather than publicly-quoted prices. Monitoring the deterioration of prices of assets like these is difficult and could lead to significant losses that BNPP did not anticipate.

## **Regulatory Risks**

*Laws and regulations adopted in response to the global financial crisis may materially impact BNPP and the financial and economic environment in which it operates*

In the past few years, laws and regulations have been enacted, adopted or recently proposed, in particular in France, Europe and the United States, in particular, with a view to introducing a number of changes, some permanent, in the financial environment. The impact of the new measures has changed substantially the environment in which BNPP and other financial institutions operate. The new measures that have been or may be proposed and adopted include more stringent capital and liquidity requirements (particularly for large global banking groups such as BNPP), taxes on financial transactions, restrictions and increased taxes on employee compensation over specified levels, restrictions on certain types of activities considered as speculative undertaken by commercial banks that will be prohibited or need to be ring-fenced in subsidiaries (particularly

proprietary trading), restrictions or prohibitions on certain types of financial products or activities, enhanced recovery and resolution regimes, revised risk-weighting methodologies, increased internal control and reporting requirements with respect to certain activities, more stringent governance and conduct of business rules, more extensive market abuse regulations, measures to improve the transparency and efficiency of financial markets and in particular to regulate high frequency trading, increased regulation of certain types of financial products including mandatory reporting of derivative and securities financing transactions, requirements either to mandatorily clear, or otherwise mitigate risks in relation to, over-the-counter derivative transactions (including through posting of collateral in respect of non-centrally cleared derivatives), and the creation of new and strengthened regulatory bodies. Many of these measures have been adopted and are already applicable to BNPP. The principal such measures are summarized below.

In 2013 and 2014, France made significant changes to its legal and regulatory framework applicable to banking institutions. The French banking law of 26 July 2013 on the separation and regulation of banking activities and the related implementing decrees and orders specified the required separation between financing operations activities and so-called "speculative" operations that must henceforth (as from 1 July 2015) be conducted by ring-fenced subsidiaries subject to specific capital and liquidity requirements on a stand-alone basis. This banking law also introduced a mechanism for preventing and resolving banking crises, which is supervised by the French banking regulator ("*Autorité de Contrôle Prudentiel et de Résolution*", "**ACPR**") with expanded powers. In the event of a failure, the law provides for mechanisms such as the power to require banks to adopt structural changes, issue new securities, cancel outstanding equity or subordinated debt securities and convert subordinated debt into equity, and to require the intervention of the French Deposit Guarantee and Resolution Fund ("*Fonds de Garantie des Dépôts et de Résolution*"). The Ordinance of 20 February 2014 provided in particular for the strengthening of the governance rules within banking institutions, a reinforced and harmonised at the EU level sanctions regime, an extended scope of prudential surveillance with in particular additional prudential requirements, a harmonisation of the rules relating to the approval of credit institutions within the European Union, and an update of the rules relating to the consolidated surveillance and the exchange of information.

At the European level, many of the provisions of the EU Directive and Regulation on prudential requirements "CRD 4/CRR" dated 26 June 2013, implementing the Basel III capital requirements, took effect as of 1 January 2014 and many delegated and implementing acts provided for in the Directive and Regulation CRD 4/CRR were adopted in 2014. The prudential ratio requirements and the designation of BNPP as a systemically important financial institution increased BNPP's prudential requirements and may limit its ability to extend credit or to hold certain assets, particularly those with longer maturities. In 2011-2012, BNPP implemented an adaptation plan in anticipation of these requirements, including reducing its balance sheet and bolstering its capital. In addition, the Financial Stability Board published on 9 November 2015 the final principles and term sheet regarding TLAC (or "**total loss absorbing capacity**"), which will require "Global Systemically Important Banks" (including BNPP) to maintain a significant amount of liabilities and instruments readily available for bail-in, in addition to the Basel III capital requirements, in order to enable authorities to implement an orderly resolution that minimises impacts on financial stability, maintains the continuity of critical functions, and avoids exposing public funds to loss. Given the timing and manner of their adoption, the full impact of TLAC requirements on BNPP cannot be accurately predicted and could cause its financing costs to increase.

Regarding the European "Banking Union", the European Union adopted, in October 2013, a Single Supervisory Mechanism ("**SSM**") under the supervision of the ECB; as a consequence, since November 2014, BNPP, along with all institutions qualified as important in the Euro-zone, are now under the direct supervision of the ECB, with respect to prudential regulation matters entrusted to the ECB by Council Regulation dated 15 October 2013. Within the SSM, the ECB is, in particular, tasked with carrying out an annual supervisory review and evaluation process ("**SREP**") and stress tests, in connection with which it has powers to require banks to hold capital requirements in excess of minimum capital requirements in order to address specific risks (so-called "Pillar 2" requirements), and more generally to impose additional liquidity requirements and possibly other regulatory measures. Such measures could have an adverse impact on BNPP's results of operations and financial condition.

In addition to the SSM, the EU Bank Recovery and Resolution Directive of 15 May 2014 ("**BRRD**"), implemented in France by the Ordinance of 20 August 2015 strengthens the tools to prevent and resolve banking

crises, in particular, in order to ensure that any losses are borne in priority by banks' creditors and shareholders and to minimize taxpayers' exposure to losses and provides for the implementation of resolution funds at the national levels. Under the BRRD and the Ordinance of 20 August 2015, the ACPR or the Single Resolution Board (the "**SRB**"), which was established by Regulation of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism ("**SRM**") and a Single Resolution Fund ("**SRF**"), may commence resolution proceedings in respect of a banking institution, such as BNPP, with a view to ensure the continuity of critical functions, to avoid the risks of contagion and to recapitalize or restore the viability of the institution. Resolution tools are to be implemented so that, subject to certain exceptions, losses are borne first by shareholders, then by holders of capital instruments (such as subordinated bonds) qualifying as additional tier 1 and tier 2 instruments, and finally by creditors in accordance with the order of their claims in normal insolvency proceedings. Certain powers, including the power to write-down capital instruments (including subordinated bonds), can also be exercised as a precautionary measure, outside of resolution proceedings. The implementation of these tools and powers may result in significant structural changes to the relevant financial institutions (including as a result of asset or business sales or the creation of bridge institutions) and in a partial or total write-down of claims of their shareholders and creditors (including subordinated and senior creditors).

Pursuant to the SRM, on 19 December 2014, the Council adopted the proposal for a Council implementing act to calculate the contributions of banks to the SRF, which replaces national resolution funds as from 1 January 2016 and provides for annual contributions to the SRF to be made by banks calculated on the basis of their liabilities, excluding own funds and covered deposits and adjusted for risks. Moreover, the Regulation of the European Commission dated 21 October 2014, adopted pursuant to the BRRD provides for an obligation for banks to have adequate financial resources to ensure the effective application of the resolution tools and powers by the relevant resolution authority. In this context, the resolution authorities, such as the ACPR or the SRB, shall determine the annual contributions to be paid to resolution financing arrangements by each banking institution in proportion to its risk profile. As a consequence, contributions to the SRF and to resolution financing arrangements will be significant for BNPP, will result in an increase in fees and will, as a consequence, weigh on BNPP's results of operations.

Moreover, the Directive of 16 April 2014 on deposit guarantee schemes, transposed into French law by the Ordinance of 20 August 2015 created national deposit guarantee schemes. Other proposals for legislative and regulatory reforms could also have an impact if they were enacted into law. Thus, a draft European Parliament Regulation dated 24 November 2015 completed such Directive of 16 April 2014 through a step plan to create a European deposit insurance scheme that will progressively cover all or part of participating national deposit guarantee schemes.

Furthermore, a proposal for a Regulation of the European Parliament and of the Council of 29 January 2014 on structural measures improving the resilience of EU credit institutions, as amended on 19 June 2015, would prohibit certain proprietary trading activities by European credit institutions that meet certain criteria (particularly as to size) and require them to conduct certain high-risk trading activities only through subsidiaries.

Finally, new regulations designed to enhance the transparency and soundness of financial markets, such as the so-called "EMIR" Regulation of 4 July 2012 on OTC derivatives, central counterparties and trade repositories and the measures adopted or to be adopted thereunder (including in relation to collateral requirements for non-centrally cleared derivatives), Regulation of 25 November 2015 on transparency of securities financing transactions and Directive and Regulation of 15 May 2014 on markets in financial instruments ("**MiFID 2**") may be a source of additional uncertainty and compliance risk and, more generally, the costs incurred due to the implementation of such regulations may have a negative impact on the profitability of certain activities currently conducted by BNPP and weigh on BNPP's results of operations and financial condition.

Bank regulation in the United States has been substantially changed and expanded in the wake of the financial crisis, including most recently as follows. The U.S. Federal Reserve's final rule imposing enhanced prudential standards on the U.S. operations of large foreign banks will require BNPP to create a new intermediate holding company ("**IHC**") for its U.S. subsidiaries by 1 July 2016, which will be required to comply with risk-based and leverage capital requirements, liquidity requirements, supervisory stress testing and capital planning

requirements as well as other prudential requirements on a stand-alone basis. Under proposals that remain under consideration, the IHC and the combined U.S. operations of BNPP may become subject to limits on credit exposures to any single counterparty, and the combined U.S. operations of BNPP may also become subject to an early remediation regime which could be triggered by risk-based capital, leverage, stress tests, liquidity, risk management and market indicators. The Federal Reserve has also indicated that it is considering future rulemakings that could apply the U.S. rules implementing the Basel III liquidity coverage ratio to the U.S. operations of certain large foreign banking organizations. On 30 November 2015, the U.S. Federal Reserve published proposed rules that would implement in the United States the Financial Stability Board's standards for a TLAC framework. The proposed rules would require, among other things, BNPP's intermediate U.S. holding company to maintain minimum amounts of "internal" TLAC, which would include minimum levels of tier 1 capital and long-term debt satisfying certain eligibility criteria and a related TLAC buffer commencing 1 January 2019. BNPP's intermediate U.S. holding company would be required to issue all such TLAC instruments to a foreign parent entity (a non-U.S. entity that controls the intermediate holding company). The proposed rules would also impose limitations on the types of financial transactions that BNPP's intermediate holding company could engage in. Finally, the "Volcker Rule", adopted by the U.S. regulatory authorities in December 2013, places certain restrictions on the ability of U.S. and non-U.S. banking entities, including BNPP and its affiliates, to engage in proprietary trading and to sponsor or invest in private equity and hedge funds. BNPP was generally required to come into compliance with the Volcker Rule by July 2015, although the U.S. Federal Reserve has indicated that the conformance deadline for pre-2014 "legacy" investments in and relationships with private equity funds and hedge funds will be extended until 21 July 2017. The Volcker Rule's implementing regulations are highly complex and may be subject to further regulatory interpretation and guidance, and its full impact will not be known with certainty for some time. U.S. regulators have also recently adopted or proposed new rules regulating OTC derivatives activities under Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act. In late 2015, the U.S. Federal Reserve and other U.S. banking regulators finalized margin requirements applicable to uncleared swaps and security-based swaps entered into by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants that are regulated by one of the U.S. banking regulators, including BNPP. These margin requirements, which are scheduled to come into effect in phases beginning in September 2016, will require BNPP to post and collect additional, high-quality collateral for certain transactions, which will increase the costs of uncleared swaps and security-based swaps offered by BNPP to its customers who are "U.S. persons" as defined under the rules which apply globally. The U.S. Securities and Exchange Commission also finalized rules in 2015 requiring the registration of security-based swap dealers and major security-based swap participants as well as obligations relating to transparency and mandatory reporting of security-based swap transactions. Further rules and regulations are expected in 2016 to complete this regulatory framework. The scope and timing for the implementation of these requirements, and therefore their impact on BNPP's swap business, is difficult to predict at this stage.

In sum, extensive legislative and regulatory reform in respect of financial institutions has been enacted in recent years and some remains in progress. It is impossible to accurately predict which additional measures will be adopted or to determine the exact content of such measures and, given the complexity and uncertainty of a number of these measures, their ultimate impact on BNPP. The overall effect of these measures, whether already adopted or in the process of being adopted, may be to restrict BNPP's ability to allocate and apply capital and funding resources, limit its ability to diversify risk, reduce the availability of certain funding and liquidity resources, increase its funding costs, increase the cost for or reduce the demand for the products and services it offers, result in the obligation to carry out internal reorganizations, structural changes or divestitures, affect its ability to conduct (or impose limitations on) certain types of business as currently conducted, limit its ability to attract and retain talent, and, more generally, affect its competitiveness and profitability, which would in turn have an adverse effect on its business, financial condition, and results of operations.

*BNPP is subject to extensive and evolving regulatory regimes in the jurisdictions in which it operates*

BNPP faces the risk of changes in legislation or regulation in all of the countries in which it operates, including, but not limited to, the following:

- monetary, liquidity, interest rate and other policies of central banks and regulatory authorities;
- changes in government or regulatory policy that may significantly influence investor decisions, in particular in the markets in which the Group operates;

- changes in regulatory requirements applicable to the financial industry, such as rules relating to applicable governance, remunerations, capital adequacy and liquidity frameworks, restrictions on activities considered as speculative and recovery and resolution frameworks;
- changes in securities regulations as well as in financial reporting, disclosure and market abuse regulations;
- changes in the regulation of certain types of transactions and investments, such as derivatives and securities financing transactions and money market funds;
- changes in the regulation of market infrastructures, such as trading venues, central counterparties, central securities depositories, and payment and settlement systems;
- changes in tax legislation or the application thereof;
- changes in accounting norms;
- changes in rules and procedures relating to internal controls, risk management and compliance;
- expropriation, nationalisation, price controls, exchange controls, confiscation of assets and changes in legislation relating to foreign ownership;

These changes, the scope and implications of which are highly unpredictable, could substantially affect BNPP and have an adverse effect on its business, financial condition and results of operations. Some reforms not aimed specifically at financial institutions, such as measures relating to the funds industry or promoting technological innovation (such as open data projects), could facilitate the entry of new players in the financial services sector or otherwise affect BNPP's business model, competitiveness and profitability, which could in turn affect its financial condition and results of operations.

*BNPP may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties*

BNPP is exposed to regulatory compliance risk, i.e. the failure to comply fully with the laws, regulations, codes of conduct, professional norms or recommendations applicable to the financial services industry. This risk is exacerbated by the adoption by different countries of multiple and occasionally diverging and even conflicting legal or regulatory requirements. Besides damage to BNPP's reputation and private rights of action (including class actions introduced into French law in 2014), non-compliance could lead to material legal proceedings, fines and expenses (including fines and expenses in excess of recorded provisions), public reprimand, enforced suspension of operations or, in extreme cases, withdrawal by the authorities of operating licenses. This risk is further exacerbated by continuously increasing regulatory scrutiny of financial institutions. Moreover, litigation by private parties against financial institutions has substantially increased in recent years. Accordingly, BNPP faces significant legal risk in its business, and the volume and amount of damages claimed in litigation, regulatory proceedings and other adversarial proceedings against financial services firms have substantially increased in recent years and may increase further.

In this respect, on 30 June 2014 BNPP entered into a series of agreements with, and was the subject of several orders issued by, U.S. federal and New York state government agencies and regulatory authorities including the U.S. Department of Justice, the New York County District Attorney's Office, the U.S. Attorney's Office for the Southern District of New York, the Board of Governors of the Federal Reserve System, the Office of Foreign Assets Control of the U.S. Department of the Treasury and the New York State Department of Financial Services, in settlement of investigations into violations of U.S. laws and regulations regarding economic sanctions. The fines and penalties imposed on BNPP as part of this settlement included, among other things, the payment of monetary penalties amounting in the aggregate to \$8.97 billion (€6.6 billion), guilty pleas by BNP Paribas S.A., the parent company of the BNP Paribas group, to charges of having violated U.S. federal criminal law (conspiracy to violate the Trading with the Enemy Act and the International Emergency Economic Powers Act) and New York State criminal law (conspiracy and falsifying business records), and the suspension of the New York branch of BNP Paribas for (a) a one-year period (2015) of USD direct clearing focused mainly on the Oil & Gas Energy and Commodity Finance business line in certain locations and (b) a two-year period of U.S. dollar clearing as a correspondent bank for unaffiliated third party banks in New York and London. Following this settlement, BNPP remains subject to increased scrutiny by regulatory authorities (including via the presence within BNPP of an independent consultant) who are monitoring its compliance with a remediation plan agreed with them.

BNPP is currently involved in various litigations and investigations as summarized in Note 8.b "Contingent liabilities: legal proceedings and arbitration" to its 2015 consolidated financial statements. It may become involved in further such matters at any point. No assurance can be given that an adverse outcome in one or more of such matters would not have a material adverse effect on BNPP's operating results for any particular period.

## **Risks related to BNPP, its Strategy, Management and Operations**

### *Risks related to the implementation of BNPP's strategic plans*

BNPP has announced a certain number of strategic objectives, in particular in a strategic plan for the 2014-2016 period presented in March 2014 and a transformation plan for CIB for the 2016-2019 period presented in February 2016. These plans contemplate a number of initiatives, including simplifying BNPP's organisation and operations, continuing to improve operating efficiency, adapting certain businesses to their economic, regulatory and technological environment and implementing various business development initiatives.

The plans include a number of financial targets and objectives relating to net banking income, operating costs, net income, capital adequacy ratios and return on equity, among other things. These financial targets and objectives were established primarily for purposes of internal planning and allocation of resources, and are based on a number of assumptions with regard to business and economic conditions. On 5 February 2015 and 5 February 2016, BNPP provided updates regarding the implementation of the 2014-2016 strategic plan and presented the transformation plan of CIB 2016-2019 on 5 February 2016.

BNPP's actual results could vary significantly from these targets and objectives for a number of reasons, including the occurrence of one or more of the risk factors described elsewhere in this section.

### *BNPP may experience difficulties integrating acquired companies and may be unable to realise the benefits expected from its acquisitions*

BNPP makes acquisitions on a regular basis. Integrating acquired businesses is a long and complex process. Successful integration and the realisation of synergies require, among other things, proper coordination of business development and marketing efforts, retention of key members of management, policies for effective recruitment and training as well as the ability to adapt information and computer systems. Any difficulties encountered in combining operations could result in higher integration costs and lower savings or revenues than expected. There will accordingly be uncertainty as to the extent to which anticipated synergies will be achieved and the timing of their realisation. Moreover, the integration of BNPP's existing operations with those of the acquired operations could interfere with the respective businesses and divert management's attention from other aspects of BNPP's business, which could have a negative impact on the business and results of BNPP. In some cases, moreover, disputes relating to acquisitions may have an adverse impact on the integration process or have other adverse consequences, including financial ones.

Although BNPP undertakes an in-depth analysis of the companies it plans to acquire, such analyses often cannot be complete or exhaustive. As a result, BNPP may increase its exposure to doubtful or troubled assets and incur greater risks as a result of its acquisitions, particularly in cases in which it was unable to conduct comprehensive due diligence prior to the acquisition.

### *Intense competition by banking and non-banking operators could adversely affect BNPP's revenues and profitability*

Competition is intense in all of BNPP's primary business areas in France and the other countries in which it conducts a substantial portion of its business, including other European countries and the United States. Competition in the banking industry could intensify as a result of consolidation in the financial services area or as a result of the presence of new players in the payment and the financing services area or the development of crowdfunding. In particular, competitors subject to less extensive regulatory requirements or to less strict capital requirements (e.g., debt funds, shadow banks), or benefiting from economies of scale, data synergies or technological innovation (e.g., internet and mobile operators, fintechs), could be more competitive. If BNPP is unable to respond to the competitive environment in France or in its other major markets by offering attractive and profitable product and service solutions, it may lose market share in key areas of its business or incur losses



on some or all of its activities. In addition, downturns in the economies of its principal markets could add to the competitive pressure, through, for example, increased price pressure and lower business volumes for BNPP and its competitors. It is also possible that the presence in the global marketplace of State-owned financial institutions, or financial institutions benefiting from State guarantees or other similar advantages, or the imposition of more stringent requirements (particularly capital requirements and business restrictions) on large or systemically significant financial institutions, could lead to distortions in competition in a manner adverse to large private-sector institutions such as BNPP.

*A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPP's results of operations and financial condition*

In connection with its lending activities, BNPP regularly establishes provisions for loan losses, which are recorded in its profit and loss account under "cost of risk". BNPP's overall level of provisions is based on its assessment of prior loss experience, the volume and type of lending being conducted, industry standards, past due loans, economic conditions and other factors related to the recoverability of various loans. Although BNPP seeks to establish an appropriate level of provisions, its lending businesses may have to increase their provisions for loan losses substantially in the future as a result of deteriorating economic conditions or other causes. Any significant increase in provisions for loan losses or a significant change in BNPP's estimate of the risk of loss inherent in its portfolio of non-impaired loans, as well as the occurrence of loan losses in excess of the related provisions, could have a material adverse effect on BNPP's results of operations and financial condition.

BNPP also establishes provisions for contingencies and charges including in particular provisions for litigations. Any loss arising from a risk that has not already been provisioned or that is greater than the amount of the provision would have a negative impact on BNPP's results of operation and, potentially, its financial condition.

*BNPP's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses*

BNPP has devoted significant resources to developing its risk management policies, procedures and assessment methods and intends to continue to do so in the future. Nonetheless, BNPP's risk management techniques and strategies may not be fully effective in mitigating its risk exposure in all economic and market environments or against all types of risk, particularly risks that BNPP may have failed to identify or anticipate. BNPP's ability to assess the creditworthiness of its customers or to estimate the values of its assets may be impaired if, as a result of market turmoil such as that experienced in recent years, the models and approaches it uses become less predictive of future behaviour, valuations, assumptions or estimates. Some of BNPP's qualitative tools and metrics for managing risk are based on its use of observed historical market behaviour. BNPP applies statistical and other tools to these observations to arrive at quantifications of its risk exposures. The process BNPP uses to estimate losses inherent in its credit exposure or estimate the value of certain assets requires difficult, subjective, and complex judgments, including forecasts of economic conditions and how these economic predictions might impair the ability of its borrowers to repay their loans or impact the value of assets, which may, during periods of market disruption, be incapable of accurate estimation and, in turn, impact the reliability of the process. These tools and metrics may fail to predict future risk exposures, e.g., if BNPP does not anticipate or correctly evaluate certain factors in its statistical models, or upon the occurrence of an event deemed extremely unlikely by the tools and metrics. This would limit BNPP's ability to manage its risks. BNPP's losses could therefore be significantly greater than the historical measures indicate. In addition, BNPP's quantified modelling does not take all risks into account. Its more qualitative approach to managing certain risks could prove insufficient, exposing it to material unanticipated losses.

*BNPP's hedging strategies may not prevent losses*

If any of the variety of instruments and strategies that BNPP uses to hedge its exposure to various types of risk in its businesses is not effective, BNPP may incur losses. Many of its strategies are based on historical trading patterns and correlations. For example, if BNPP holds a long position in an asset, it may hedge that position by taking a short position in another asset where the short position has historically moved in a direction that would offset a change in the value of the long position. However, the hedge may only be partial, or the strategies used may not protect against all future risks or may not be fully effective in mitigating BNPP's risk exposure in all market environments or against all types of risk in the future. Unexpected market developments may also reduce

the effectiveness of BNPP's hedging strategies. In addition, the manner in which gains and losses resulting from certain ineffective hedges are recorded may result in additional volatility in BNPP's reported earnings.

*Adjustments to the carrying value of BNPP's securities and derivatives portfolios and BNPP's own debt could have an impact on its net income and shareholders' equity*

The carrying value of BNPP's securities and derivatives portfolios and certain other assets, as well as its own debt, in its balance sheet is adjusted as of each financial statement date. Most of the adjustments are made on the basis of changes in fair value of its assets or its debt during an accounting period, with the changes recorded either in the income statement or directly in shareholders' equity. Changes that are recorded in the income statement, to the extent not offset by opposite changes in the value of other assets, affect its consolidated revenues and, as a result, its net income. All fair value adjustments affect shareholders' equity and, as a result, its capital adequacy ratios. The fact that fair value adjustments are recorded in one accounting period does not mean that further adjustments will not be needed in subsequent periods.

*The expected changes in accounting principles relating to financial instruments may have an impact on BNPP's balance sheet and regulatory capital ratios and result in additional costs*

In July 2014, the International Accounting Standards Board published International Financial Reporting Standard 9 ("**IFRS 9**") "Financial Instruments", which is set to replace IAS 39 as from 1 January 2018 after its adoption by the European Union. The standard amends and complements the rules on the classification and measurement of financial instruments. It includes a new impairment model based on expected credit losses ("**ECL**"), while the current model is based on provisions for incurred losses, and new rules on general hedge accounting. The new approach based on ECL could result in substantial additional impairment charges for BNPP and add volatility to its regulatory capital ratios, and the costs incurred by BNPP relating to the implementation of such norms may have a negative impact on its results of operations.

*BNPP's competitive position could be harmed if its reputation is damaged*

Considering the highly competitive environment in the financial services industry, a reputation for financial strength and integrity is critical to BNPP's ability to attract and retain customers. BNPP's reputation could be harmed if it fails to adequately promote and market its products and services. BNPP's reputation could also be damaged if, as it increases its client base and the scale of its businesses, BNPP's comprehensive procedures and controls dealing with conflicts of interest fail, or appear to fail, to address conflicts of interest properly. At the same time, BNPP's reputation could be damaged by employee misconduct, fraud or misconduct by market participants to which BNPP is exposed, a decline in, a restatement of, or corrections to its financial results, as well as any adverse legal or regulatory action such as the settlement BNPP entered into in with the U.S. authorities for violations of U.S. laws and regulations regarding economic sanctions. Such risks to reputation have recently increased as a result of the growing use of social networks within the economic sphere. The loss of business that could result from damage to BNPP's reputation could have an adverse effect on its results of operations and financial position.

*An interruption in or a breach of BNPP's information systems may result in material losses of client or customer information, damage to BNPP's reputation and lead to financial losses*

As with most other banks, BNPP relies heavily on communications and information systems to conduct its business. This dependency has increased with the spread of mobile and online banking services (as illustrated by the launch of Hello bank! in 2014), and the development of cloud computing. Any failure or interruption or breach in security of these systems could result in failures or interruptions in BNPP's customer relationship management, general ledger, deposit, servicing and/or loan organisation systems. BNPP cannot provide assurances that such failures or interruptions will not occur or, if they do occur, that they will be adequately addressed. An increasing number of companies (including financial institutions) have in recent years experienced intrusion attempts or even breaches of their information technology security, some of which have involved sophisticated and highly targeted attacks on their computer networks. Because the techniques used to obtain unauthorised access, disable or degrade service, steal confidential data or sabotage information systems have become more sophisticated, change frequently and often are not recognised until launched against a target, BNPP may be unable to anticipate these techniques or to implement in a timely manner effective and efficient countermeasures. Any failures of or interruptions in BNPP's information systems and any subsequent disclosure

of confidential information related to any client, counterpart or employee of BNPP (or any other person) or any intrusion or attack against BNPP's communication system could have an adverse effect on BNPP's reputation, financial condition and results of operations.

*Unforeseen external events may disrupt BNPP's operations and cause substantial losses and additional costs*

Unforeseen events such as an adverse change in the political, military or diplomatic environments, political and social unrest, severe natural disasters, a pandemic, terrorist attacks, military conflicts or other states of emergency could affect the demand for the products and services offered by BNPP, or lead to an abrupt interruption of BNPP's operations, in France or abroad, and could cause substantial losses that may not necessarily be covered by an insurance policy. Such losses can relate to property, financial assets, trading positions and key employees. Such unforeseen events could also lead to temporary or longer-term business interruption, additional costs (such as relocation of employees affected) and increase BNPP's costs (particularly insurance premiums).

## **RISK FACTORS RELATING TO SECURITIES**

### **1. General**

The Securities involve a high degree of risk, which may include (in addition to the risks relating to the Issuer (including the default risk) and Guarantor's ability to fulfil their obligations under the Securities to investors) price risks associated with the Underlying Reference (as defined below), among others, interest rate, foreign exchange, inflation, correlation, time value and political risks. Prospective purchasers of Securities should recognise that their Securities may be redeemed for no value. Purchasers should be prepared to sustain a total loss of the purchase price of their Securities. See "*Certain Factors Affecting the Value and Trading Price of Securities*" below. Prospective purchasers of Securities should be experienced with respect to options and option transactions, should understand the risks of transactions involving the Securities and should reach an investment decision only after careful consideration, with their advisers, of the suitability of such Securities in light of their particular financial circumstances, the information set forth herein and the information regarding the Securities and the particular underlying index (or basket of indices), futures contracts (or basket of futures contracts) to which the value of the Securities may relate, as specified in this Prospectus (each such reference being the "**Underlying Reference**").

The exposure to the Underlying Reference in many cases will be achieved by the Issuer entering into hedging arrangements. Potential investors should be aware that under the terms of Underlying Reference linked Securities they are exposed to the performance of these hedging arrangements and the events that may affect these hedging arrangements and consequently the occurrence of any of these events may affect the value of the Securities.

The risk of the loss of some or all of the purchase price of a Security on expiration or redemption means that, in order to recover and realise a return upon his or her investment, a purchaser of a Security must generally be correct about the direction, timing and magnitude of an anticipated change in the value of the Underlying Reference. Assuming all other factors are held constant, the lower the value of a Security and the shorter the remaining term of a Certificate to redemption, the greater the risk that purchasers of such Securities will lose all or part of their investment. With respect to Certificates, the only means through which a Holder can realise value from the Certificate, as the case may be, prior to its Redemption Date in relation to such Certificate, is to sell it at its then market price in an available secondary market. See "*Possible Illiquidity of the Securities in the Secondary Market*" below.

In the case of Hybrid Securities, fluctuations in the value of any one or more of the Underlying References (i.e. index or basket of indices or futures contracts) will correspondingly affect the value of the Hybrid Securities. Purchasers of Securities risk losing their entire investment if the value of the relevant Underlying Reference does not move in the anticipated direction.

The Issuer may issue several issues of Securities relating to various Underlying References. However, no assurance can be given that the Issuer will issue any securities other than the Securities to which this Prospectus relates. At any given time, the number of Securities outstanding may be substantial. Securities provide opportunities for investment and pose risks to investors as a result of fluctuations in the value of the underlying investment.

#### *Claims Against the Underlying Reference*

The Securities do not represent a claim against any Underlying Reference (or any issuer, sponsor, manager or other connected person in respect of an Underlying Reference) and Holders will not have any right of recourse under the Securities to any such Underlying Reference (or any issuer, sponsor, manager or other connected person in respect of an Underlying Reference). The Securities are not in any way sponsored, endorsed or promoted by any issuer, sponsor, manager or other connected person in respect of an Underlying Reference and such entities have no obligation to take into account the consequences of their actions on any Holders.

#### *Securities are Unsecured Obligations*

The Securities are unsubordinated and unsecured obligations of the Issuer and will rank *pari passu* with themselves. The Securities will be guaranteed by BNPP pursuant to the BNPP English Law W&C Guarantee. The obligations of BNPP under the BNPP Guarantees are unsubordinated and unsecured obligations of BNPP and will rank *pari passu* with all its other present and future unsubordinated and unsecured obligations, subject as may from time to time be mandatory under French law.

#### *Certain Factors Affecting the Value and Trading Price of Securities*

The trading price of the Securities is affected by a number of factors including, but not limited to, the price or level of the relevant Underlying Reference, the time to redemption of the Securities and the actual or implied volatility and the correlation risk of the relevant Underlying Reference. Such factors may mean that the trading price of the Securities is below the Cash Settlement Amount.

Before selling Securities, Holders should carefully consider, among other things, (a) the trading price of the Securities, (b) the value and volatility of the relevant Underlying Reference as specified in the Economic Terms and Conditions, (c) the time remaining to expiration or redemption, as the case may be, (d) the probable range of Cash Settlement Amounts, (e) any change(s) in interim interest rates and dividend yields, if applicable, (f) any change(s) in currency exchange rates, (g) the depth of the market or liquidity of the relevant Underlying Reference and (h) any related transaction costs.

#### *A Security's purchase price may not reflect its inherent value*

Prospective investors in the Securities should be aware that the purchase price of a Security does not necessarily reflect its inherent value. Any difference between a Security's purchase price and its inherent value may be due to a number of different factors including, without limitation, prevailing market conditions and fees, discounts or commissions paid or accorded to the various parties involved in structuring and/or distributing the Security. For further information prospective investors should refer to the party from whom they are purchasing the Securities. Prospective investors may also wish to seek an independent valuation of Securities prior to their purchase.

#### *Meetings of Holders*

The Terms and Conditions of the Securities contain provisions for calling meetings of Holders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Holders including Holders who did not attend and vote at the relevant meeting and Holders who voted in a manner contrary to the majority.

### *The Cash Settlement Amount may be less than the Value of an Investment in the Securities*

Each Holder may receive a Cash Settlement Amount, the aggregate value of which may be less than the value of the Holder's investment in the Securities. In certain circumstances Holders may lose the entire value of their investment.

### *Possible Illiquidity of the Securities in the Secondary Market*

It is very difficult to predict the price at which Securities will trade in the secondary market or whether such market will be liquid or illiquid. The Issuer may, but is not obliged to, list Securities on a stock exchange. Also, to the extent Securities of a particular issue are exercised or redeemed, the number of Securities of such issue outstanding will decrease, resulting in a diminished liquidity for the remaining Securities of such issue. A decrease in the liquidity of an issue of Securities may cause, in turn, an increase in the volatility associated with the price of such issue of Securities.

The Issuer and the Manager may, but is not so obliged, at any time purchase Securities at any price in the open market or by tender or private offer/treaty. Any Securities so purchased may be held or resold or surrendered for cancellation as further described herein. A Manager may be a market-maker for an issue of Securities but, it is not obliged to and may cease to do so at any time. Even if a Manager is a market-maker for an issue of Securities (including where BNP Paribas Arbitrage S.N.C. acts as market-maker), the secondary market for such Securities may be limited. In addition, Affiliates of the Issuer (including the Manager as referred to above) may purchase Securities at the time of their initial distribution and from time to time thereafter.

For certain issues of Securities, BNP Paribas Arbitrage S.N.C. is required to act as market-maker. In those circumstances, BNP Paribas Arbitrage S.N.C. will endeavour to maintain a secondary market throughout the life of the Securities, subject to normal market conditions and will submit bid and offer prices to the market. The spread between bid and offer prices may change during the life of the Securities. However, during certain periods, it may be difficult, impractical or impossible for BNP Paribas Arbitrage S.N.C. to quote bid and offer prices, and during such periods, it may be difficult, impracticable or impossible to buy or sell these Securities. This may, for example, be due to adverse market conditions, volatile prices or large price fluctuations, a large marketplace being closed or restricted or experiencing technical problems such as an IT system failure or network disruption.

There may be no secondary market for the Securities and to the extent that an issue of Securities is or becomes illiquid, an investor may have to exercise or wait until redemption of such Securities, as applicable, to realise greater value than its then trading value. Securities sold in the United States or to U.S. persons may be subject to transfer restrictions.

### *Potential Conflicts of Interest*

Certain entities within the Group or its affiliates (including the Manager) may also engage in trading activities (including hedging activities) relating to any Underlying Reference and other instruments or derivative products based on or relating to the relevant Underlying Reference of any securities for their proprietary accounts or for other accounts under their management. BNPP B.V. and BNPP and their Affiliates (including the Manager) may also issue other derivative instruments in respect of any Underlying Reference. BNPP B.V. and BNPP and their Affiliates (including, if applicable, any Manager) may also act as underwriter in connection with future offerings of shares or other securities relating to an issue of Securities or may act as financial adviser to certain companies or companies whose shares or other securities are included in a basket or in a commercial banking capacity for such companies. In addition BNPP B.V. and BNPP and their Affiliates (including, if applicable, any Manager) may act in a number of different capacities in relation to an underlying index, including, but not limited to, issuer of the constituents of the relevant index, index sponsor or calculation agent. By way of illustration, BNP Paribas Cardif is Basket Investment Advisor in relation to the Basket and BNP Paribas Arbitrage SNC is the Calculation Agent in relation to the Securities and Index Calculation Agent of the BNP Paribas Cardif Protection Live TR Index, which is comprised in the Basket at the date of this Prospectus.

Because the Calculation Agent (as defined below) may be an Affiliate of the Issuer or, if applicable, the Guarantor, potential conflicts of interest may exist between the Calculation Agent and holders of the Securities,

including with respect to certain determinations and judgments that the Calculation Agent must make, including whether a Market Disruption Event (as defined in the Conditions) has occurred. The Calculation Agent is obligated to carry out its duties and functions as Calculation Agent in good faith and using its reasonable judgment however, subject to always acting only within the parameters allowed by the terms and conditions of the Securities, it has no responsibility to take investors' interests into account.

#### *Certain Considerations Regarding Purchasing Securities as Hedges*

Prospective purchasers intending to purchase Securities to hedge against the market risk associated with investing in the relevant Underlying Reference should recognise the complexities of utilising Securities in this manner. For example, the value of the Securities may not exactly correlate with the value of the relevant Underlying Reference. Due to fluctuating supply and demand for the Securities, there is no assurance that their value will correlate with movements of the relevant Underlying Reference. For these reasons, among others, it may not be possible to purchase or liquidate securities in a portfolio at the prices used to calculate the value of any relevant Underlying Reference. In addition, in certain cases, the ability of Holders to use Securities for hedging may be restricted by the provisions of the Securities Act.

#### *Credit Ratings may not Reflect all Risks*

One or more independent credit rating agencies may assign credit ratings to the Issuer or the Guarantor. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Securities. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

In general, European regulated investors are restricted under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**") from using credit ratings for regulatory purposes, unless such ratings are issued by a credit rating agency established in the EU and registered under the CRA Regulation (and such registration has not been withdrawn or suspended, subject to transactional provisions that apply in certain circumstances whilst the registration application is pending). Such general restriction will also apply in the case of credit ratings issued by non-EU credit rating agencies, unless the relevant credit ratings are endorsed by an EU-registered credit rating agency or the relevant non-EU rating agency is certified in accordance with the CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended). The list of registered and certified rating agencies published by the European Securities and Markets Authority ("**ESMA**") on its website in accordance with the CRA Regulation is not conclusive evidence of the status of the relevant rating agency included in such list, as there may be delays between certain supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list. Certain information with respect to the credit rating agencies and ratings is set out on the cover of this Prospectus.

#### *Effect of Credit Rating Reduction*

The value of the Securities is expected to be affected, in part, by investors' general appraisal of the creditworthiness of the Issuer and the Guarantor. Such perceptions are generally influenced by the ratings accorded to the outstanding securities of BNPP B.V. and BNPP by standard statistical rating services, such as Standard & Poor's Credit Market Services France SAS, Fitch France S.A.S., Moody's France SAS, Moody's Investors Service Ltd., DBRS Limited and Fitch Ratings Ltd.. A reduction in the rating, if any, accorded to outstanding debt securities of BNPP B.V. or BNPP by one of these rating agencies could result in a reduction in the trading value of the Securities.

#### *Taxation*

Potential purchasers and sellers of Securities should be aware that they may be required to pay stamp and other taxes or documentary charges in accordance with the laws and practices of the country where the Securities are transferred and/or any asset(s) are delivered.

### *Withholding under the EU Savings Directive*

Under Council Directive 2003/48/EC on the taxation of savings income in the form of interest payments (the "**Savings Directive**"), EU Member States are required to provide to the tax authorities of other EU Member States details of certain payments of interest or similar income paid or secured by a person established in an EU Member State to or for the benefit of an individual resident in another EU Member State or certain limited types of entities established in another EU Member State.

For a transitional period, Austria is instead required (unless during that period it elects otherwise) to operate a withholding system in relation to such payments (subject to a procedure whereby, on meeting certain conditions, the beneficial owner of the interest or other income may request that no tax be withheld). The end of the transitional period is dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries. A number of non-EU countries and territories including Switzerland have adopted similar measures (a withholding system in the case of Switzerland).

On 10 November 2015, the Council of the European Union adopted a Council Directive repealing the Savings Directive from 1 January 2017 in the case of Austria and from 1 January 2016 in the case of all other EU Member States (subject to on-going requirements to fulfil administrative obligations such as the reporting and exchange of information relating to, and accounting for withholding taxes on, payments made before those dates). This is to prevent overlap between the Savings Directive and a new automatic exchange of information regime to be implemented under Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU). The new regime under Council Directive 2011/16/EU (as amended) is in accordance with the Global Standard released by the Organisation for Economic Co-operation and Development in July 2014. Council Directive 2011/16/EU (as amended) is generally broader in scope than the Savings Directive, although it does not impose withholding taxes.

If a payment were to be made or collected through an EU Member State which has opted for a withholding system and an amount of, or in respect of, tax were to be withheld from that payment, neither the Issuer nor the Guarantor nor any Paying Agent nor any other person would be obliged to pay additional amounts with respect to any Security as a result of the imposition of such withholding tax.

### *EU financial transaction tax*

On 14 February 2013, the European Commission issued proposals, including a draft Directive (the **Commission's proposal**), for a financial transaction tax ("**FTT**") to be adopted in certain participating EU member states (including Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia). If the Commission's proposal was adopted, the FTT would be a tax primarily on "financial institutions" (which could include the Issuer) in relation to "financial transactions" (which would include the conclusion or modification of derivative contracts and the purchase and sale of financial instruments).

Under the Commission's proposal, the FTT could apply in certain circumstances to persons both within and outside of the participating member states. Generally, it would apply where at least one party is a financial institution, and at least one party is established in a participating member state. A financial institution may be, or be deemed to be, "established" in a participating member state in a broad range of circumstances, including (a) by transacting with a person established in a participating member state or (b) where the financial instrument which is subject to the financial transaction is issued in a participating member state.

The FTT may give rise to tax liabilities for the Issuer with respect to certain transactions if it is adopted based on the Commission's proposal. Examples of such transactions are the conclusion of a derivative contract in the context of the Issuer's hedging arrangements or the purchase or sale of securities (such as charged assets) or the exercise/settlement of a warrant. The Issuer is, in certain circumstances, able to pass on any such tax liabilities to holders of the Securities and therefore this may result in investors receiving less than expected in respect of the Securities. It should also be noted that the FTT could be payable in relation to relevant transactions by investors in respect of the Securities (including secondary market transactions) if conditions for a charge to arise are satisfied and the FTT is adopted based on the Commission's proposal. Primary market transactions referred to in Article 5(c) of Regulation EC No 1287/2006 are expected to be exempt. There is however some

uncertainty in relation to the intended scope of this exemption for certain money market instruments and structured issues.

However, the FTT proposal remains subject to negotiation between the participating member states. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU member states may decide to participate.

Prospective holders of the Securities are advised to seek their own professional advice in relation to the FTT.

#### *Hiring Incentives to Restore Employment Act withholding may affect payments on the Securities*

The U.S. Hiring Incentives to Restore Employment Act (the "**HIRE Act**") imposes a 30% withholding tax on amounts attributable to U.S. source dividends that are paid or "deemed paid" under certain financial instruments if certain conditions are met. While significant aspects of the application of the relevant provisions of the HIRE Act to the Securities are uncertain, if an Issuer or any withholding agent determines that withholding is required, neither the Issuer nor any withholding agent will be required to pay any additional amounts with respect to amounts so withheld. Prospective investors should refer to the section "*Taxation – Hiring Incentives to Restore Employment Act.*"

#### *Foreign Account Tax Compliance withholding may affect payments on the Securities*

Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986 (or "**FATCA**") impose a new reporting regime and, potentially, a 30% withholding tax with respect to (i) certain payments from sources within the United States, (ii) "foreign passthru payments" made to certain non-U.S. financial institutions that do not comply with this new reporting regime, and (iii) payments to certain investors that do not provide identification information with respect to interests issued by a participating non-U.S. financial institution.

While the Securities are in global form and held within Euroclear Bank S.A/N.V. and Clearstream Banking, *société anonyme* (the "**ICSDs**"), in all but the most remote circumstances, it is not expected that the new reporting regime and potential withholding tax imposed by FATCA will affect the amount of any payment received by the ICSDs. However, FATCA may affect payments made to custodians or intermediaries in the subsequent payment chain leading to the ultimate investor if any such custodian or intermediary generally is unable to receive payments free of FATCA withholding. It also may affect payment to any ultimate investor that is a financial institution that is not entitled to receive payments free of withholding under FATCA, or an ultimate investor that fails to provide its broker (or other custodian or intermediary from which it receives payment) with any information, forms, other documentation or consents that may be necessary for the payments to be made free of FATCA withholding. Investors should choose the custodians or intermediaries with care (to ensure each is compliant with FATCA or other laws or agreements related to FATCA) and provide each custodian or intermediary with any information, forms, other documentation or consents that may be necessary for such custodian or intermediary to make a payment free of FATCA withholding. An Issuer's obligations under the Securities are discharged once it has made payment to, or to the order of, the common depositary or common safekeeper for the ICSDs (as registered holder of the Securities) and an Issuer has therefore no responsibility for any amount thereafter transmitted through the ICSDs and custodians or intermediaries. Further, foreign financial institutions in a jurisdiction which has entered into an intergovernmental agreement with the United States (an "**IGA**") are generally not expected to be required to withhold under FATCA or an IGA (or any law implementing an IGA) from payments they make. Prospective investors should refer to the section "*Taxation – Foreign Account Tax Compliance Act.*"

#### *EU Resolution and Recovery Directive*

On 2 July 2014, Directive 2014/59/EU providing for the establishment of an EU-wide framework for the recovery and resolution of credit institutions and investment firms (the "**Bank Recovery and Resolution Directive**" or "**BRRD**") entered into force. The BRRD is designed to provide authorities with a credible set of tools to intervene sufficiently early and quickly in an unsound or failing institution so as to ensure the continuity of the institution's critical financial and economic functions, while minimising the impact of an institution's failure on the economy and financial system.



The BRRD contains four resolution tools and powers which may be used alone or in combination where the relevant resolution authority considers that (a) an institution is failing or likely to fail, (b) there is no reasonable prospect that any alternative private sector measures would prevent the failure of such institution within a reasonable timeframe, and (c) a resolution action is in the public interest: (i) sale of business –enables resolution authorities to direct the sale of the firm or the whole or part of its business on commercial terms without requiring the consent of the shareholders or complying with the procedural requirements that would otherwise apply; (ii) bridge institution – which enables resolution authorities to transfer all or part of the business of the firm to a "bridge bank" (a public controlled entity holding such business or part of a business with a view to reselling it); (iii) asset separation – which enables resolution authorities to transfer impaired or problem assets to one or more publicly owned asset management vehicles to allow them to be managed with a view to maximising their value through eventual sale or orderly wind-down (this can be used together with another resolution tool only); and (iv) bail-in – which gives resolution authorities the power to write down certain claims of unsecured creditors of a failing institution and to convert certain unsecured debt claims including Securities to equity (the "**general bail-in tool**"), which equity could also be subject to any future application of the general bail-in tool.

The BRRD also provides for a Member State as a last resort, after having assessed and exploited the above resolution tools to the maximum extent possible whilst maintaining financial stability, to be able to provide extraordinary public financial support through additional financial stabilisation tools. These consist of the public equity support and temporary public ownership tools. Any such extraordinary financial support must be provided in accordance with the EU state aid framework.

An institution will be considered as failing or likely to fail when: it is, or is likely in the near future to be, in breach of its requirements for continuing authorisation; its assets are, or are likely in the near future to be, less than its liabilities; it is, or is likely in the near future to be, unable to pay its debts as they fall due; or it requires extraordinary public financial support (except in limited circumstances).

The powers set out in the BRRD impact how credit institutions and investment firms are managed as well as, in certain circumstances, the rights of creditors. The impact of the BRRD and its implementing provisions on credit institutions, is currently unclear but its current and future implementation and application to the Issuer and Guarantor or the taking of any action under it could materially affect the activity and financial condition of the Issuer and Guarantor and the value of the Securities.

As a result of the implementation of BRRD, holders of Securities may be subject to write-down or conversion into equity on any application of the general bail-in tool, which may result in such holders losing some or all of their investment. The exercise of any power under the BRRD or any suggestion of such exercise could, therefore, materially adversely affect the rights of holders of Securities, the price or value of their investment in the Securities and/or the ability of the Issuer and/or the Guarantor to satisfy its obligations under the Securities and/or the Guarantee.

#### *Implementation of BRRD in France*

The implementation of the BRRD in France was made by two main texts of legislative nature. First, the banking law dated 26 July 2013 regarding the separation and the regulation of banking activities (*Loi de séparation et de régulation des activités bancaires*) (as modified by the *ordonnance* dated 20 February 2014 (*Ordonnance portant diverses dispositions d'adaptation de la législation au droit de l'Union européenne en matière financière*)) (the "**Banking Law**") had anticipated the implementation of the BRRD. Secondly, Ordinance no. 2015-1024 dated 20 August 2015 (*Ordonnance no 2015-1024 du 20 août 2015 portant diverses dispositions d'adaptation de la législation au droit de l'Union européenne en matière financière*) (the "**Ordinance**") published in the Official Journal on 21 August 2015 has introduced various provisions amending and supplementing the Banking Law to adapt French law to European Union legislation regarding financial matters. Many of the provisions contained in the BRRD were already similar in effect to provisions contained in the Banking Law. Decree no. 2015-1160 dated 17 September 2015 and three orders dated 11 September 2015 (*décret et arrêtés*) implementing provisions of the Ordinance regarding (i) recovery planning, (ii) resolution planning and (iii) criteria to assess the resolvability of an institution or group, have been published on 20 September 2015 to mostly implement the BRRD in France. The precise changes which will be made by future decree(s) and order(s) remain unknown at this stage.

The impact of the BRRD and its implementing provisions on credit institutions, including BNPP, is currently unclear but its current and future implementation and application to BNPP or the taking of any action under it could materially affect the activity and financial condition of BNPP and the value of the Securities.

The French *Code monétaire et financier*, as amended by the Ordinance also provides that in exceptional circumstances, where the general bail-in tool is applied, the relevant resolution authority may exclude or partially exclude certain liabilities from the application of the write-down or conversion powers, in particular where: (a) it is not possible to bail-in that liability within a reasonable time; (b) the exclusion is strictly necessary and is proportionate to achieve the continuity of critical functions and core business lines of the institution under resolution; (c) the exclusion is strictly necessary and proportionate to avoid giving rise to widespread contagion, which would severely disrupt the functioning of financial markets, including of financial market infrastructures, in a manner that could cause a serious disturbance to the economy of a Member State of the European Union or of the European Union; or (d) the application of the general bail-in tool to those liabilities would cause a destruction in value such that the losses borne by other creditors would be higher than if those liabilities were excluded from bail-in. Consequently, where the relevant resolution authority decides to exclude or partially exclude an eligible liability or class of eligible liabilities, the level of write down or conversion applied to other eligible liabilities – due to Holders as the case may be - when not excluded, may be increased to take account of such exclusions. Subsequently, if the losses that would have been borne by those liabilities have not been passed on fully to other creditors, the French "Resolution and Deposits Guarantee Fund" (*Fonds de garantie des dépôts et de résolution*) or any other equivalent arrangement from a Member State, may make a contribution to the institution under resolution, under certain limits, including the requirement that such contribution does not exceed 5% of the global liabilities of such institution to (i) cover any losses which have not been absorbed by eligible liabilities and restore the net asset value of the institution under resolution to zero and/or (ii) purchase shares or other instruments of ownership or capital instruments in the institution under resolution, in order to recapitalise the institution. The last step - if there are losses left - would be an extraordinary public financial support through additional financial stabilisation tools. Any such extraordinary financial support must be provided in accordance with the EU state aid framework. An institution will be considered as failing or likely to fail when: it is, or is likely in the near future to be, in breach of its requirements for continuing authorisation; its assets are, or are likely in the near future to be, less than its liabilities; it is, or is likely in the near future to be, unable to pay its debts as they fall due; or it requires extraordinary public financial support (except in limited circumstances).

The powers set out in the BRRD will impact how credit institutions, including BNPP, and investment firms are managed as well as, in certain circumstances, the rights of creditors. In particular, Holders may be subject to write-down (including to zero) or conversion into equity on any application of the general bail-in tool (including amendment of the terms of the Securities such as a variation of the maturity), which may result in such holders losing some or all of their investment. The exercise of any power under the BRRD as applied to BNPP or any suggestion of such exercise could, therefore, materially adversely affect the rights of Holders, the price or value of their investment in the Securities and/or the ability of BNPP to satisfy its obligations under the Securities.

The powers currently set out in the BRRD and its implementation in the French *Code monétaire et financier* are expected to impact how credit institutions, including BNPP, and large investment firms (those which are required to hold initial capital of € 730,000 by the fourth Capital Requirements Directive (CRD)) are managed as well as, in certain circumstances, the rights of creditors. For Member States (including France) participating in the Banking Union, the Single Resolution Mechanism (the "**SRM**") fully harmonises the range of available tools but Member States are authorized to introduce additional tools at a national level to deal with crises, as long as they are compatible with the resolution objectives and principles set out in the BRRD.

The Single Resolution Board works in close cooperation with the ACPR, in particular in relation to the elaboration of resolution planning, and assumes full resolution powers since 1 January 2016. It is not yet possible to assess the full impact of the BRRD and the French law provisions implementing the BRRD on BNPP and there can be no assurance that its implementation or the taking of any actions currently contemplated in it will not adversely affect the rights of Holders, the price or value of their investment in the Securities and/or the ability of BNPP to satisfy its obligations under the Securities.

Since November 2014, the European Central Bank ("**ECB**") has taken over the prudential supervision of significant credit institutions in the member states of the Eurozone under the SSM. In addition, a SRM has been

put in place to ensure that the resolution of banks across the Eurozone is harmonised. As mentioned above, the SRM is managed by the SRB. Under Article 5(1) of the SRM Regulation, the SRM has been granted those responsibilities and powers granted to the member states' resolution authorities under the BRRD for those banks subject to direct supervision by the ECB. The ability of the SRB to exercise these powers came into force at the start of 2016.

BNPP has been designated as a significant supervised entity for the purposes of Article 49(1) of the SSM Regulations and is consequently subject to the direct supervision of the ECB in the context of the SSM. This means that BNPP is also subject to the SRM which came into force in 2015. The SRM Regulation mirrors the BRRD and, to a large part, refers to the BRRD so that the SRB is able to apply the same powers that would otherwise be available to the relevant national resolution authority.

#### *Implementation of BRRD in The Netherlands*

The BRRD was adopted by the European Council on 6 May 2014. Member States should have implemented the BRRD by 1 January 2015 (except for the bail-in tool which may be implemented by 1 January 2016). On 26 November 2015, the BRRD was implemented in the Netherlands. As an exempt group finance company, BNPP B.V. is not subject to the Dutch implementing rules of the BRRD, nor is BNPP.

#### *French Insolvency Law*

Under French insolvency law holders of debt securities are automatically grouped into a single assembly of holders (the "**Assembly**") in order to defend their common interests if a safeguard procedure (*procédure de sauvegarde*), accelerated safeguard (*procédure de sauvegarde accélérée*), accelerated financial safeguard procedure (*procédure de sauvegarde financière accélérée*) or a judicial reorganisation procedure (*procédure de redressement judiciaire*) is opened in France with respect to the Issuer.

The Assembly comprises holders of all debt securities issued by the Issuer (including the Securities), whether or not under a debt issuance programme and regardless of their ranking and their governing law.

The Assembly deliberates on the proposed safeguard plan (*projet de plan de sauvegarde*), is proposed accelerated safeguard (*projet de plan de sauvegarde accélérée*), proposed accelerated financial safeguard plan (*projet de plan de sauvegarde financière accélérée*) or proposed judicial reorganisation plan (*projet de plan de redressement*) applicable to BNPP and may further agree to:

- partially or totally reschedule payments which are due and/or write-off debts and/or convert debts into equity (including with respect to amounts owed under the Securities; and/or
- establish an unequal treatment between holders of debt securities (including the Holders) as appropriate under the circumstances.

Decisions of the Assembly will be taken by a two-thirds majority (calculated as a proportion of the amount of debt securities held by the holders expressing a vote). No quorum is required to hold the Assembly.

For the avoidance of doubt, the provisions relating to the *Masse* and the General Meeting of the Holders set out in the Conditions will not be applicable in these circumstances.

#### *Change of Law*

The Conditions of English Law Securities are based on English law in effect as at the date of this Prospectus. No assurance can be given as to the impact of any possible judicial decision or change to an administrative practice or change to English law after the date of this Prospectus and any such change could materially adversely impact the value of any Securities affected by it.

#### *Termination of Securities in the Event of Illegality or Impracticability*

If the Issuer determines that the performance of its obligations under the Securities has become illegal or impracticable in whole or in part for any reason, the Issuer may redeem the Securities by paying to each Holder

the fair market value of such Securities less, except in the case of Italian Listed Securities, the cost to the Issuer and/or its Affiliates of unwinding any underlying related hedging arrangements. Such redemption may result in an investor not realising a return on an investment in the Securities.

#### *Post-issuance Information*

The Issuer will not provide post-issuance information in relation to the Underlying References. In such an event, investors will not be entitled to obtain such information from the Issuer.

## **2. Product Specific Risk Factors**

#### *Certain Considerations Associated with Hybrid Securities*

An investment in Hybrid Securities will entail significant risks not associated with an investment in a conventional debt security. On redemption of Hybrid Securities Holders will receive an amount (if any) determined by reference to the value of a number of different Underlying References.

#### *Certain Considerations Associated with Index Securities*

An investment in Index Securities will entail significant risks not associated with an investment in a conventional debt security. On redemption of Index Securities, Holders will receive an amount (if any) determined by reference to the value of the underlying index/indices. Such underlying index may be a well known and widely published index or an index which may not be widely published or available. The relevant index may reference, *inter alia*, equities, bonds, currency exchange rates, or other securities or it may be a property index referencing certain property price data which will be subject to market price fluctuations, or reference a number of different assets or indices. A property index may include valuations only and not actual transactions and the property data sources used to compile the relevant index may be subject to change, which may adversely affect the return on the Securities.

Index Securities linked to a custom index are linked to a proprietary index which may be sponsored and/or calculated by BNP Paribas or one of its Affiliates. Pursuant to the operational rules of the relevant custom index, the custom index is scheduled to be calculated on a periodic basis (for example on each weekday). In the event that one of the levels, values or prices of a component included in the custom index is not available for any reason on a relevant day of calculation (i.e. either because it is a non-scheduled trading day in respect of that index component or that index component is subject to a market disruption or otherwise), then the Calculation Agent of the custom index may, but is not obliged to, calculate the level of the custom index on that day by taking a value for the affected index component from the first preceding day on which a level for such affected index component was available.

Various legal entities within the Group may undertake the role of Issuer of the Securities, Calculation Agent of the Securities, sponsor of the underlying custom indices and Calculation Agent of the underlying custom indices. BNP Paribas has policies and procedures to identify, consider and manage potential conflicts of interest which this situation may potentially generate.

For the avoidance of doubt, the Issuer and/or its Affiliates may not be able to trade on and hedge its obligations in respect of the indices (including custom indices) under the Securities notwithstanding the calculation or publication of the level of such index. In the event that any relevant date for valuation is a Disrupted Day for such index, that valuation date shall be the first succeeding day that is not a Disrupted Day and on which the Issuer or relevant affiliate is able to trade on and hedge its obligations in respect of such index, subject to a specified maximum days of disruption, as more fully set out in the Conditions. Where this occurs on (i) the Strike Date for valuation, the Calculation Agent will not be able to determine the initial or strike level for the relevant index or (ii) the final date for valuation, the Calculation Agent will not determine the final level for the relevant index until such time as the disruption is no longer subsisting, or the specified maximum days of disruption has elapsed, whichever is sooner. Investors should be aware that any delay to the determination of the final level of such index may result in a delay in the payment of the Cash Settlement Amount

### *Certain Considerations Associated with Futures Securities*

An investment in Futures Securities will entail significant risks not associated with an investment in a conventional debt security. On redemption of Futures Securities, Holders will receive an amount (if any) determined by reference to the value of the futures contract or basket of futures contracts. The value of any Futures Securities will vary in accordance with the value of the underlying futures contract which will in turn be affected by the value of the relevant futures underlying asset(s). If the value of the relevant futures underlying asset(s) decreases by reference to the price agreed in the relevant futures contract then the value of the futures contract and consequently the value of the Futures Securities will be adversely impacted. Accordingly, an investment in Futures Securities may bear similar market risks to a direct futures contract investment, and investors should take advice accordingly.

### *Certain Considerations Associated with Rebalancings of the Basket*

Pursuant to the Basket Investment Advisor Agreement, the Basket Investment Advisor shall have the right, but not the obligation, no more than twice per calendar month, provided that the Basket Investment Advisor may additionally make an exceptional recommendation during each monthly period, to recommend that any Reference Asset within the Basket be removed, reweighted or replaced with a new Reference Asset, or that one or more new Reference Assets be added to the Basket provided that the Calculation Agent shall have the right in good faith to refuse in its sole reasonable discretion that any new Reference Asset be added to the Basket, on any Business Day in accordance with the Basket Allocation Guidelines.

The Calculation Agent may make discretionary adjustments to the Basket and proceed with rebalancings on a regular basis up to the Redemption Valuation Date following Recommendations provided by the Basket Investment Advisor. Any asset selected for inclusion as a Reference Asset in the Basket may be any type of Underlying Reference as defined in the Base Prospectus at the date of this Prospectus. Accordingly, the weighting and content of the Basket to be used for calculations of the Cash Settlement Amount may change significantly during the life of the Securities. It may have an adverse effect on the value and performance of the Securities and accordingly on the Cash Settlement Amount which may be significantly lower than par or even equal to zero.

### *Certain Considerations Associated with Securities relating to Dividend Futures Contracts*

Investors relating to dividend futures contracts should be familiar with investments in global capital markets and with equity index dividends derivatives generally. The value of a dividend futures contract will generally track the dividends paid by the companies (each a **Relevant Company**) comprised in the equity index (the **Relevant Index**) relating to the relevant dividend futures contract from time to time during one calendar year. Investors should understand that global economic, financial and political developments, among other things, may have a material effect on the performance of such Relevant Companies and therefore on the value of the dividends paid by such Relevant Companies and the value of the relevant dividend futures contract. Before purchasing Securities relating to dividend futures contracts, investors should carefully consider, among other matters, the value and price volatility of dividend futures contracts and the performance of the Relevant Companies comprised in the Relevant Index by reference to which amounts payable under the relevant Securities are calculated.

Not all types of dividends paid by a Relevant Company may be relevant for the purpose of determining the price of a dividend futures contract (for example, in general, ordinary dividends declared by a Relevant Company (paid in cash or shares) are considered as realised dividends, which, if so provided in the contract specifications for the relevant dividend futures contract, are relevant for the purpose of determining the price of dividend

futures contracts, whereas special or extraordinary dividends are not generally considered as realised dividends and therefore, if so provided in the contract specifications for the relevant dividend futures contract will not be relevant for the purpose of determining the price of such dividend futures contract). Further, the Relevant Companies may change from time to time in accordance with the rules of the Relevant Index and such a change in Relevant Companies may have an adverse effect on the price of the dividend futures contract and amounts payable in respect of the Securities. Investors should note that the performance of similar dividend futures contracts in respect of prior contract periods will not necessarily be indicative of the performance of the relevant dividend futures contract to which the Securities relate.

#### *Negative Rates*

The Basket to be used for calculations of the Cash Settlement Amount may be comprised of all types of Reference Assets, including money market assets (i.e. cash). Such money market assets are remunerated at overnight rate (EONIA). This rate can be negative and therefore can lead to a depreciation of the money market asset and consequently have an adverse effect on the value and performance of the Securities and accordingly on the Cash Settlement Amount.

#### *Additional Disruption Events and Optional Additional Disruption Events*

If an Additional Disruption Event occurs, or any Optional Additional Disruption Event specified in the Economic Terms and Conditions occurs, the Securities may be subject to adjustment or early redemption or the amount payable on scheduled redemption may be different from the amount expected to be paid at scheduled redemption. In the case of Index Securities linked to a Custom Index the occurrence of an Additional Disruption Event or Optional Redemption Event specified in the Economic Terms and Conditions may lead to the selection of a successor Index.

The Additional Disruption Events relate to changes in law (including changes in tax or regulatory capital requirements) and hedging disruptions in respect of any hedging transactions relating to the Securities (both as more fully set out in the Conditions).

#### *Market Disruption Events or failure to open of an exchange*

If an issue of Securities includes provisions dealing with the occurrence of a Market Disruption Event or failure to open of an exchange on a date for valuation of an Underlying Reference and the Calculation Agent determines that a Market Disruption Event or failure to open of an exchange has occurred or exists on such valuation date, any consequential postponement of the valuation date, or any alternative provisions for valuation provided in any Securities may have an adverse effect on the value and liquidity of such Securities.

#### *Adjustment Events relating to Index Securities*

In the case of Index Securities, if a relevant Index is (i) not calculated and announced by the Index Sponsor in respect of such Index but is calculated and announced by a successor sponsor or successor entity, as the case may be, acceptable to the Calculation Agent, or (ii) replaced by a successor index using, in the determination of the Calculation Agent, the same or a substantially similar formula for and method of calculation as used in the calculation of that Index, then, in each case, that index will be deemed to be the Index.

The occurrence of an Index Modification, an Index Cancellation or an Index Disruption (each being an "**Index Adjustment Event**") may lead to (i) changes in the calculation of the relevant value or price (if the Calculation Agent determines such Index Adjustment Event has a material effect on the Securities), (ii) early redemption of the Securities or (iii) the amount payable on scheduled redemption of the Securities being different from the amount expected to be paid at scheduled redemption.

Any such adjustment may have an adverse effect on the value and liquidity of such Securities.

#### *No Interest*

Unlike ordinary debt securities, the Certificates do not pay interest. The Certificates have been designed for investors who are willing to forgo market interest payments on the Certificates in exchange for the Cash Settlement Amount.

*Information relating to Indices*

Prospective purchasers should carefully consider the information set out in the section entitled "*Description of the BNP Paribas Cardif Protection Live TR Index*".

## DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus should be read and construed in conjunction with the following documents which have been previously published or are published simultaneously with this Prospectus and that have been filed with the AMF for the purpose of the Prospectus Directive, and shall be incorporated in, and form part of, this Prospectus:

- (a) the Base Prospectus dated 9 June 2015 which received visa n°15-262 from the AMF on 9 June 2015 prepared in relation to the Programme (the "**Base Prospectus**") but excluding pages 1399 to 1408 (*General Information*). Any reference in this Prospectus or in the information incorporated by reference to these documents will be deemed to include this document excluding the pages referred above only. The documents listed in paragraphs (b) to (o) below are incorporated by reference in the Base Prospectus;
- (b) the first supplement to the Base Prospectus dated 6 August 2015 which received visa n°15-443 from the AMF on 6 August 2015 (the "**First Supplement**");
- (c) the second supplement to the Base Prospectus dated 10 September 2015 which received visa n°15-478 from the AMF on 10 September 2015 (the "**Second Supplement**");
- (d) the third supplement to the Base Prospectus dated 8 October 2015 which received visa n°15-520 from the AMF on 8 October 2015 (the "**Third Supplement**");
- (e) the fourth supplement to the Base Prospectus dated 10 November 2015 which received visa n°15-568 from the AMF on 10 November 2015 (the "**Fourth Supplement**");
- (f) the fifth supplement to the Base Prospectus dated 7 January 2016 which received visa n°16-012 from the AMF on 7 January 2016 (the "**Fifth Supplement**");
- (g) the sixth supplement to the Base Prospectus dated 29 February 2016 which received visa n°16-065 from the AMF on 29 February 2016 (the "**Sixth Supplement**");
- (h) the statutory annual reports for 2013 (the "**2013 BNPP B.V. Annual Report**") and 2014 (the "**2014 BNPP B.V. Annual Report**") which include, respectively, the audited annual non-consolidated financial statements of BNP Paribas BNPP B.V. as at, and for the years ended, 31 December 2013 and 31 December 2014 (the "**BNPP B.V. 2013 Financial Statements**" and the "**BNPP B.V. 2014 Financial Statements**" respectively) and the respective auditors' reports thereon;
- (i) BNPP's *document de référence et rapport financier annuel* in English for 2014 including the consolidated financial statements for the year ended 31 December 2014 and the statutory auditor's report thereon other than Chapter 7 (A Responsible Bank: Information on BNP Paribas' Economic, Social, Civic and Environmental Responsibility), the sections entitled "Person Responsible for the Registration Document" and the "Table of Concordance" and any reference to a completion letter (*lettre de fin de travaux*) therein (the "**BNPP 2014 Registration Document**");
- (j) BNPP's *document de référence et rapport financier annuel* in French for 2015 including the consolidated financial statements for the year ended 31 December 2015 and the statutory auditor's report thereon other than Chapter 7 (A Responsible Bank: Information on BNP Paribas' Economic, Social, Civic and Environmental Responsibility), the sections entitled "Person Responsible for the Registration Document" and the "Table of Concordance" and any reference to a completion letter (*lettre de fin de travaux*) therein (the "**BNPP 2015 Registration Document**"); and
- (k) the unaudited interim financial statements for the six months period ended 30 June 2015 of BNPP B.V. (including the review report thereon issued by Mazars Paardekooper Hoffman Accountants N.V. represented by J.C. Van Oldenbeek) (the "**BNPP B.V. Interim Financial Statements**").



save that any statement contained herein or in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Prospectus to the extent that such statement is inconsistent with a statement contained in this Prospectus or any supplement to this Prospectus.

*Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in this Prospectus.*

The information incorporated by reference above is available as follows:

<b>Information Incorporated by Reference</b>	<b>Reference</b>
<b>BNP PARIBAS</b>	
<i>BNPP 2015 Registration Document</i>	
<i>Extracts of Annex XI of the European Regulation 809/2004/EC of 29 April 2004</i>	
<b>3. Risk Factors</b>	
3.1. Prominent disclosure of risk factors that may affect the Guarantor's ability to fulfil its obligations under the securities to investors in a section headed "Risk Factors".	Pages 233 to 398 of the BNPP 2015 Registration Document
<b>4. Information about the Guarantor</b>	
4.1. History and development of the Guarantor	Page 5 of the BNPP 2015 Registration Document
4.1.1. The legal and commercial name of the Guarantor	Page 519 of the BNPP 2015 Registration Document
4.1.2. The place of registration of the Guarantor and its registration number;	Pages 519 and 538 (back cover) of the BNPP 2015 Registration Document
4.1.3. The date of incorporation and the length of life of the Guarantor, except where indefinite;	Page 519 of the BNPP 2015 Registration Document
4.1.4. - the domicile and legal form of the Guarantor, - the legislation under which the Guarantor operates, - its country of incorporation, and - the address and telephone number of its registered office (or principal place of business if different from its registered office).	Pages 519 and 538 (back cover) of the BNPP 2015 Registration Document
4.1.5. Any recent events particular to the Guarantor which are to a material extent relevant to the evaluation of the Guarantor's solvency.	Page 125 of the BNPP 2015 Registration Document

<b>5. Business Overview</b>	
5.1.1. A brief description of - the Guarantor's principal activities stating, - the main categories of products sold and/or services performed.	Pages 6 to 15, 159 to 171 and 512 to 518 of the BNPP 2015 Registration Document
5.1.2. An indication of any significant new products and/or activities.	Pages 6 to 15, 159 to 171 and 512 to 518 of the BNPP 2015 Registration Document
5.1.3. A brief description of the principal markets in which the Guarantor competes.	Pages 6 to 15, 159 to 171 and 512 to 518 of the BNPP 2015 Registration Document
5.1.4. The basis for any statements in the registration document made by the Guarantor regarding its competitive position.	Pages 6 to 15 of the BNPP 2015 Registration Document
<b>6. Organisational Structure</b>	
6.1. If the Guarantor is part of a group, a brief description of the group and of the Guarantor's position within it.	Page 4 of the BNPP 2015 Registration Document
6.2. If the Guarantor is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.	Pages 221 to 229, 433 to 435, 512 to 517 and 510 of the BNPP 2015 Registration Document
<b>7. Trend Information</b>	
7.2 Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects for at least the current financial year.	Pages 126 to 127 of the BNPP 2015 Registration Document
<b>8. Profit Forecasts or Estimates</b>	
8.1. A statement setting out the principal assumptions upon which the Guarantor has based its forecast, or estimate.  There must be a clear distinction between assumptions about factors which the members of the administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the	N/A

<p>administrative, management or supervisory bodies; be readily understandable by investors; be specific and precise; and not relate to the general accuracy of the estimates underlying the forecast.</p>	
<p>8.2. A report prepared by independent accountants or auditors stating that in the opinion of the independent accountants or auditors the forecast or estimate has been properly compiled on the basis stated, and that the basis of accounting used for the profit forecast or estimate is consistent with the accounting policies of the Issuer.</p> <p>Where financial information relates to the previous financial year and only contains non-misleading figures substantially consistent with the final figures to be published in the next annual audited financial statements for the previous financial year, and the explanatory information necessary to assess the figures, a report shall not be required provided that the prospectus includes all of the following statements:</p> <p>(a) the person responsible for this financial information, if different from the one which is responsible for the prospectus in general, approves that information;</p> <p>(b) independent accountants or auditors have agreed that this information is substantially consistent with the final figures to be published in the next annual audited financial statements;</p> <p>(c) this financial information has not been audited.</p>	<p>N/A</p>
<p>8.3. The profit forecast or estimate must be prepared on a basis comparable with the historical financial information.</p>	<p>N/A</p>
<p><b>9. Administrative, Management, and Supervisory Bodies</b></p>	
<p>9.1. Names, business addresses and functions in the Guarantor of the members of the administrative, management or supervisory bodies, and an indication of the principal activities performed by them outside the Guarantor where these are significant with respect to that Guarantor:</p>	<p>Pages 30 to 45 and 101 of the BNPP 2015 Registration Document</p>

<p>(a) members of the administrative, management or supervisory bodies;</p> <p>(b) partners with unlimited liability, in the case of a limited partnership with a share capital.</p>	
<p>9.2. Administrative, Management, and Supervisory bodies conflicts of interests.</p> <p>Potential conflicts of interests between any duties to the issuing entity of the persons referred to in item 9.1 and their private interests and or other duties must be clearly stated.</p> <p>In the event that there are no such conflicts, make a statement to that effect.</p>	<p>Pages 46 to 68 and 72 to 74 of the BNPP 2015 Registration Document</p>
<p><b>10. Major Shareholders</b></p>	
<p>10.1. To the extent known to the Guarantor, state whether the Guarantor is directly or indirectly owned or controlled and by whom, and describe the nature of such control, and describe the measures in place to ensure that such control is not abused.</p>	<p>Pages 16 and 17 of the BNPP 2015 Registration Document</p>
<p>10.2. A description of any arrangements, known to the Guarantor, the operation of which may at a subsequent date result in a change in control of the Guarantor.</p>	<p>Page 17 of the BNPP 2015 Registration Document</p>
<p><b>2014 FINANCIAL STATEMENTS</b></p>	
<p>Profit and loss account for the year ended 31 December 2014</p>	<p>Page 138 of the BNPP 2014 Registration Document</p>
<p>Statement of net income and changes in assets and liabilities recognised directly in equity</p>	<p>Page 139 of the BNPP 2014 Registration Document</p>
<p>Balance sheet at 31 December 2014</p>	<p>Page 140 of the BNPP 2014 Registration Document</p>
<p>Cash flow statement for the year ended 31 December 2014</p>	<p>Page 141 of the BNPP 2014 Registration Document</p>
<p>Statement of changes in shareholders' equity between 1 January 2013 and 31 December 2014</p>	<p>Pages 142 to 143 of the BNPP 2014 Registration Document</p>
<p>Notes to the financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union</p>	<p>Pages 144 to 240 of the BNPP 2014 Registration Document</p>
<p>Statutory Auditors' report on the Consolidated Financial Statements of BNP Paribas for the year ended 31 December 2014</p>	<p>Pages 241 to 242 of the BNPP 2014 Registration Document</p>

Chapter 5 ("Risks and Capital Adequacy")	Pages 243 to 382 of the BNPP 2014 Registration Document
<b>2015 FINANCIAL STATEMENTS</b>	
Profit and loss account for the year ended 31 December 2015	Page 132 of the BNPP 2015 Registration Document
Statement of net income and changes in assets and liabilities recognised directly in equity	Page 133 of the BNPP 2015 Registration Document
Balance sheet at 31 December 2015	Page 134 of the BNPP 2015 Registration Document
Cash flow statement for the year ended 31 December 2015	Page 135 of the BNPP 2015 Registration Document
Statement of changes in shareholders' equity between 1 January 2013 and 31 December 2015	Pages 136 and 137 of the BNPP 2015 Registration Document
Notes to the financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union	Pages 138 to 230 of the BNPP 2015 Registration Document
Statutory Auditors' report on the Consolidated Financial Statements of BNP Paribas for the year ended 31 December 2015	Pages 231 and 232 of the BNPP 2015 Registration Document
Chapter 5 ("Risks and Capital Adequacy")	Pages 233 to 398 of the BNPP 2015 Registration Document
<b>BNP PARIBAS ARBITRAGE ISSUANCE B.V.</b>	
<b>Extract of the Annex IV of the European Regulation 809/2004/EC</b>	
<b>3. Selected Financial Information</b>	
3.1 Selected historical financial information regarding the issuer, presented, for each financial year for the period covered by the historical financial information, and any subsequent interim financial period, in the same currency as the financial information.	Pages 5 to 16 of the 2013 BNPP B.V. Annual Report Pages 5 to 17 of the 2014 BNPP B.V. Annual Report Pages 5 to 17 of the BNPP B.V. Interim Financial Statements
3.2 If selected financial information for interim periods is provided, comparative data from the same period in the prior financial year must also be provided, except that the requirement for comparative balance sheet data is satisfied by presenting the year-end balance sheet information	Pages 5 to 17 of the BNPP B.V. Interim Financial Statements
<b>4. Risk Factors</b>	
4.1. Prominent disclosure of risk factors that may affect the issuer's ability to fulfil its obligations under	Page 3 of the 2014 BNPP B.V. Annual Report

the securities to investors in a Section headed “Risk Factors”.	Page 3 of the BNPP B.V. Interim Financial Statements
<b>5. Financial information concerning the Issuer’s assets and liabilities, financial position and profits and losses</b>	
5.1. History and development of the Issuer	
5.1.1. the legal and commercial name of the Issuer	Page 3 of the 2014 BNPP B.V. Annual Report Page 3 of the BNPP B.V. Interim Financial Statements
5.1.2. the place of registration of the issuer and its registration number	Pages 1 and 3 of the 2014 BNPP B.V. Annual Report Pages 1 and 3 of the BNPP B.V. Interim Financial Statements
5.1.3 the date of incorporation and the length of life of the issuer, except where indefinite	Page 3 of the 2014 BNPP B.V. Annual Report Page 3 of the BNPP B.V. Interim Financial Statements
5.1.4 the domicile and legal form of the issuer, the legislation under which the issuer operates, its county of incorporation, and the address and telephone number of its registered office (or principal place of business if different from its registered office)	Pages 1 and 3 of the 2014 BNPP B.V. Annual Report Pages 1 and 3 of the BNPP B.V. Interim Financial Statements
5.2. Investments	
5.2.1. A description of the principal investments made since the date of the last published financial statements	N/A
5.2.2. Information concerning the Issuer's principal future investments, on which its management bodies have already made firm commitments.	N/A
5.2.3. Information regarding the anticipated sources of funds needed to fulfil commitments referred to in item 5.2.2.	N/A
<b>6. Financial information concerning the Issuer’s assets and liabilities, financial position and profits and losses</b>	
6.1. Principal activities	
6.1.1 A description of the issuer’s principal activities stating the main categories of products sold and/or services performed	Page 3 of the 2014 BNPP B.V. Annual Report Page 3 of the BNPP B.V. Interim Financial Statements
6.1.2. An indication of any significant new products and/or activities.	N/A
6.2. Principal markets	N/A
6.3 The basis for any statements made by the issuer	N/A

regarding its competitive position.	
<b>7. Organisational Structure</b>	
7.1 If the issuer is part of a group, a brief description of the group and of the issuer's position within it.	Page 9 of the 2014 BNPP B.V. Annual Report Page 9 of the BNPP B.V. Interim Financial Statements
7.2 If the issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of the dependence.	Pages 11 to 12 of the 2014 BNPP B.V. Annual Report Pages 11 to 12 of the BNPP B.V. Interim Financial Statements
<b>11. Board Practices</b>	
11.1 Details relating to the issuer's audit committee, including the names of committee members and a summary of the terms of reference under which the committee operates	Page 3 of the 2014 BNPP B.V. Annual Report Page 3 of the BNPP B.V. Interim Financial Statements
11.2 A statement as to whether or not the issuer complies with its country's of incorporation corporate governance regime(s). In the event that the issuer does not comply with such a regime a statement to that effect must be included together with an explanation regarding why the issuer does not comply with such regime.	Page 3 of the 2014 BNPP B.V. Annual Report Page 3 of the BNPP B.V. Interim Financial Statements
<b>12. Major Shareholders</b>	
12.1 To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom, and describe the nature of such control, and describe the measures in place to ensure that such control is not abused.	Page 9 of the 2014 BNPP B.V. Annual Report Page 9 of the BNPP B.V. Interim Financial Statements
12.2 A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.	N/A
<b>13. Financial information concerning the Issuer's assets and liabilities, financial position and profits and losses</b>	
13.1 Historical Financial Information	Pages 5 to 16 of the 2013 BNPP B.V. Annual Report Pages 5 to 17 of the 2014 BNPP B.V. Annual Report
13.3 Auditing of historical annual financial information	
13.3.1 A statement that the historical financial information has been audited.	Pages 18 to 19 of the 2013 BNPP B.V. Annual Report Pages 18 to 22 of the 2014 BNPP B.V. Annual Report

13.3.2 An indication of other information in the registration document which has been audited by the auditors.	N/A
13.3.3 Where financial data in the registration document is not extracted from the issuer's audited financial statements state the source of the data and state that the data is un-audited.	N/A
13.4 Age of latest financial information	
13.4.1 The last year of audited financial information may not be older than 18 months from the date of the registration document.	Pages 5 to 8 of the 2014 BNPP B.V. Annual Report
13.5 Interim and other financial information	Pages 5 to 18 of the BNPP B.V. Interim Financial Statements
13.5.1 If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document.	Pages 5 to 18 of the BNPP B.V. Interim Financial Statements
13.5.2 If the registration document is dated more than nine months after the end of the last audited financial year, it must contain interim financial information, covering at least the first six months of the financial year. If the interim financial information is un-audited state that fact.	N/A
<b><i>Base Prospectus</i></b>	
All pages of the Base Prospectus except pages 125 to 196 ( <i>Risk Factors</i> ) and pages 1399 to 1408 ( <i>General Information</i> ).	
<b><i>Supplements to the Base Prospectus</i></b>	
All pages.	

Information contained in the documents incorporated by reference other than information listed in the tables above is for information purposes only.

The Issuer will provide, free of charge, to each person to whom a copy of this Prospectus has been delivered, upon the oral or written request of such person, a copy of any or all of the documents which are incorporated herein by reference in (a) to (g) above. Each of the documents incorporated by reference in (h) to (k) above will only be made available by the Issuer and the Guarantor to which such document relates. Written or oral requests for such documents should be directed to the Issuer at its principal office set out at the end of this Prospectus.

In addition, copies of any documents incorporated by reference will be made available, free of charge, by BNP Paribas Securities Services, Luxembourg Branch and BNP Paribas Arbitrage S.N.C. requests for such documents should be directed to the specified office of such agents. Such documents will, along with this Prospectus, be available for viewing via the website of BNPP ([HTTPS://RATES-GLOBALMARKETS.BNPPARIBAS.COM/GM/PUBLIC/LEGALDOCS.ASPX](https://rates-globalmarkets.bnpparibas.com/gm/public/legaldocs.aspx)).



## ECONOMIC TERMS AND CONDITIONS

### PART A – CONTRACTUAL TERMS

The terms and conditions of the Securities comprise the Terms and Conditions of the W&C Securities, the Annex 2 – Additional Terms and Conditions for Index Securities and Annex 10 – Additional Terms and Conditions for Futures Securities each as contained in the Base Prospectus incorporated by reference in this Prospectus (the "**Conditions**") as amended and supplemented by the economic terms and conditions below (the "**Economic Terms and Conditions**"). Terms defined in the Conditions shall have the same meaning in the Economic Terms and Conditions. References in the Conditions to "applicable or relevant Final Terms" shall, for the purposes of the issue of the Securities, be deemed to refer to the "Economic Terms and Conditions". Terms used herein but not otherwise defined shall have the meanings ascribed to them in the Conditions.

### SPECIFIC PROVISIONS FOR THE SECURITIES

Series Number	No. of Securities	ISIN	Common Code	Issue Price per Security	Redemption Date
CE0232AGO	100,000	XS1338520692	1338520692	EUR 1,000	9 March 2020

1. Issuer: BNP Paribas Arbitrage Issuance B.V.
2. Guarantor: BNP Paribas.
3. Trade Date: 26 February 2016.
4. Issue Date: 17 March 2016.
5. Consolidation: Not applicable.
6. Type of Securities:
  - (a) Certificates.
  - (b) The Securities are Hybrid Securities.

The provisions of Annex 2 (*Additional Terms and Conditions for Index Securities*) and Annex 10 (*Additional Terms and Conditions for Futures Securities*) shall apply.
7. Form of Securities: Clearing System Global Security.
8. Business Day Centre(s): The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 1 is TARGET2 Settlement Day.
9. Settlement: Settlement will be by way of cash payment (Cash Settled Securities).
10. Rounding Convention for Cash Settlement Amount: Not applicable.
11. Variation of Settlement: Not applicable.

12. Final Payout:

Unless previously redeemed or purchased and cancelled, each Security entitles its Holder to receive from the Issuer on the Redemption Date a Cash Settlement Amount equal to:

$$N \times \text{Basket}_{\text{final}} / \text{Basket}_{\text{initial}}$$

where:

"**Act(t-1;t)**" means the actual number of calendar days elapsed from and excluding Hybrid Business Day (t-1) to but including the Hybrid Business Day (t).

"**AF**" means the adjustment factor of 0.15%.

"**Basket**" means a basket composed of the following Reference Assets (with n =1 to 4) at the date of this Prospectus and managed by the Basket Investment Advisor as per the Basket Investment Advisor Agreement:

n	Name	Reference Asset	Bloomberg	Weightings	Currency
1	BNP Paribas Cardif Protection Live TR Index	Custom Index	BNPICDPL Index	0%	EUR
2	EURO STOXX 50 Net Return EUR	Index	SX5T Index	0%	EUR
3	SX5E Dividend Futures Dec20	Futures	DEDZO Index	100%	EUR
4	Cash	Money Market	N/A	0%	EUR

For the avoidance of doubt, the sum of weightings of the Reference Assets in the Basket (corresponding to Target Weights) shall be equal to 100%. The weightings set out in the table above show the weightings of the Reference Assets in the Basket at the date of this Prospectus. Such weightings may vary in the future in accordance with the below paragraphs and the Basket Allocation Guidelines.

Pursuant to the Basket Investment Advisor Agreement, the Basket Investment Advisor shall have the right, but not the obligation, no more than twice per calendar month, provided that the Basket Investment Advisor may additionally make an exceptional recommendation (the "**Exceptional Recommendation**") during each monthly period, to recommend that any Reference Asset within the Basket be removed, reweighted or replaced with a new Reference Asset, or that one or more new Reference Assets be added to the Basket provided that the Calculation Agent shall have the right in good faith to refuse in its sole reasonable discretion that any new Reference Asset be added to the Basket, (each a "**Recommendation**") on any Business Day (each such date, a "**Basket Allocation Date**") in accordance with the Basket Allocation Guidelines.

The Calculation Agent shall not accept a Recommendation where such Recommendation (i) does not adhere to the Basket Allocation Guidelines and/or this Prospectus; (ii) would cause the Issuer with respect to its hedging arrangements and/or any of its hedge provider to be subject to any restrictions on buying and/or selling Reference Assets as a result of any applicable laws, regulations, or other operational restrictions applicable to the Issuer and/or any of its hedge provider; and/or (iii) is or, in the opinion of the Calculation Agent, could be contrary to any corporate social responsibility policy maintained by the Calculation Agent, the Issuer or any of their affiliates. Acceptance of a Recommendation by the Calculation Agent will not constitute endorsement of the Recommendation or acknowledgement by either of the Issuer or the Calculation Agent that the Basket Investment Advisor has acted in accordance with its duties under this Agreement.

Any information in relation to the composition of the Basket will be made available to Holders on demand by the Calculation Agent.

**"Basket Allocation Guidelines"** means any asset selected by the Basket Investment Advisor for inclusion as a Reference Asset in the Basket. Such selected asset must be:

- (a) BNP Paribas Cardif Protection Live TR Index;
- (b) EURO STOXX 50 Net Return EUR;
- (c) SX5E Dividend Futures Dec20
- (d) Cash

Additionally:

- (i) the minimum weighting of any Reference Asset shall be 0%;
- (ii) the maximum weighting of any Reference Asset shall be 100%;
- (iii) the Basket shall be of a minimum of one (1) Reference Asset;
- (iv) any asset selected for inclusion as a Reference Asset in the Basket shall be an Underlying Reference as defined in the Base Prospectus at the date of this Prospectus;
- (v) any asset selected for inclusion as a Reference Asset which is a custom index shall be a Custom Index as defined in the Base Prospectus and listed in the section "Description of BNPP Indices" in the Base Prospectus at the date of this Prospectus; and
- (vi) for the sake of clarity, the sum of weightings (corresponding to target weights defined below) needs to be equal to 100%.

**"Basket Calculation"** means on any Hybrid Business Day  $t$ , the Basket level "Basket $_t$ " is determined in accordance with the following formula:

Basket $_{initial}$  = Basket $_0$  = Basket\_Gross $_0$  = Basket\_Gross $_{initial}$  = 100 on Strike Date, then :

$$\text{Basket}_t = \text{Basket}_{t-1} \times \left( \frac{\text{Basket\_Gross}_t}{\text{Basket\_Gross}_{t-1}} - \text{AF} \times \frac{\text{Act}(t-1, t)}{360} \right)$$

$$\text{Basket\_Gross}_t = \text{Basket\_Gross}_{t-1} + \left\{ \sum_{i=1}^4 n_{i,t-1}^{\text{used}} \times (\text{ReferenceAsset}_{t,t} - \text{ReferenceAsset}_{i,t-1}) \right\} - \text{Coupon}_t$$

For the avoidance of doubt, Basket $_{t-1}$  corresponds to the Basket level on Hybrid Business Day  $t-1$ .

"Basket Investment Advisor" means BNP Paribas Cardif.

"Basket Investment Advisor Agreement" means the basket investment advisor agreement dated 11 March 2016 entered into among the Issuer, the Basket Investment Advisor and the Calculation Agent.

"Basket<sub>Initial</sub>" means the Basket Calculation on the Strike Date.

"Basket<sub>Final</sub>" means the Basket Calculation on the Redemption Valuation Date.

"Coupon" is determined in accordance with the following formula:

$$\text{Coupon}_{t+1} = \sum_{i=1}^4 \left[ n_{i,t}^{\text{used}} \times \text{ReferenceAsset}_{i,t} \times \text{repli\_fees}_i \times \frac{\text{Nbd}(t, t+1)}{365} + |n_{i,t}^{\text{used}} - n_{i,t-1}^{\text{used}}| \times \text{ReferenceAsset}_{i,t} \times \text{exec\_fees}_i \right]$$

with  $n_{i,-1}^{\text{used}} = n_{i,0}^{\text{used}}$

n	exec_fees <sub>i</sub>	repli_fees <sub>i</sub>
1	0.25%	0.50%
2	0.03%	0%
3	0.25%	0.25%
4	0%	0%

"exec\_fees<sub>i</sub>" means the cost to enter or exit from a position in a Reference Asset (it corresponds to the bid/offer as compared with with mid price).

"repli\_fees<sub>i</sub>" means the cost to replicate a position in a Reference Asset over time.

" $n_{n,t}^{\text{used}}$ " means the Used Quantity for Reference Asset n on Basket Allocation Date t.

"Used Quantity" is determined in accordance with the following formula:

$$n_{0,t}^{\text{used}} = W_{n,0}^{\text{target}} \times \frac{\text{Basket\_Gross}_{\text{initial}}}{\text{ReferenceAsset}_{n,\text{initial}}} \text{ on Strike Date}$$

$$\text{for } t \geq 1, n_{n,t}^{\text{used}} = \begin{cases} n_{n,t-1}^{\text{used}} & \text{if } W_{n,t}^{\text{target}} = W_{n,t-1}^{\text{target}} \\ W_{n,t}^{\text{target}} \times \frac{\text{Basket\_Gross}_t}{\text{ReferenceAsset}_{n,t}} & \text{otherwise} \end{cases}$$

"DEDZ20(0)" means the level of the Reference Asset 3 at the Valuation Time on the Strike Date, i.e. 90.30.

"N" means Notional Amount per Certificate, being EUR 1,000.

"ONt" means the rate for overnight deposits in EUR on Hybrid Business Day t as determined by the Calculation Agent based on Bloomberg fixing of the EONIA Index, or if such rate is not available, based on any other sources as determined by the Calculation Agent in its sole discretion.

"Reference Asset" means each reference asset comprised in the Basket.

"Reference Asset n,t" means the value of Reference Asset n on Hybrid Business Day t and is determined as follows:

- when n = 1,2:
  - (i) if no Recommendation has been made for t, based on the corresponding Bloomberg page of the relevant Reference Asset; in the event that this value is not available, the value can be ascertained from any other source as the Calculation Agent may deem appropriate;
  - (ii) If a Recommendation has been made for t, based on an intraday valuation of the corresponding Reference Asset as estimated by the Calculation Agent in its sole discretion and on a best effort basis
- When n = 3, the value of a cash-compounded version of Reference Asset 3 is determined by the following formula

Reference Asset<sub>3,initial</sub> = Reference Asset<sub>3,0</sub> = 100 on Strike Date

$$\text{ReferenceAsset}_{3,t} = \text{ReferenceAsset}_{3,t-1} \times \left( \frac{\text{DEZDZ20}(t)}{\text{DEDZ20}(t-1)} + \text{ON}_{t-1} \times \frac{\text{Act}(t-1, t)}{360} \right)$$

- (i) where DEDZ20(t) corresponds to:
  - if no Recommendation has been made for t, based on the corresponding Bloomberg page of Reference Asset 3 ; in the event that this value is not available, the value can be ascertained from any other source as the Calculation Agent may deem appropriate
  - If a Recommendation has been made for t, based on an intraday valuation of Reference Asset 3 estimated by the Calculation Agent in its sole discretion and on a best effort basis
- (ii) DEDZ20(t-1) corresponds to the same definition but for Hybrid Business Day t-1
- When n = 4: the amount corresponding to the value of cash and cash-equivalent assets forming part of the Reference Asset 4 is determined by the following formula:

Reference Asset<sub>4,initial</sub> = Reference Asset<sub>4,0</sub> = 100 on Strike Date

$$\text{ReferenceAsset}_{4,t} = \text{ReferenceAsset}_{4,t-1} \times \left( 1 + \text{ON}_{t-1} \times \frac{\text{Act}(t-1, t)}{360} \right)$$

"Strike Date" means 26 February 2016.

"W<sup>target,t</sup>" means the target weights being determined by the Basket Investment Advisor in accordance with the Basket Investment Advisor Agreement; being initially:

$$W_{1,0}^{\text{target}} = 0$$

$$W_{2,0}^{\text{target}} = 0$$

$$W_{3,0}^{\text{target}} = 1$$

$$W_{1,0}^{\text{target}} = 0$$

"t" means each Hybrid Business Day within the Observation Period.

"t+1" means the Hybrid Business Day immediately following the Hybrid Business Day<sub>t</sub>; provided that with respect to the last Hybrid Business Day of the Observation Period, t+1 shall be the last day of the Observation Period.

"t-1" means the Hybrid Business Day immediately preceding the Hybrid Business Day<sub>t</sub>, provided that with respect to the first Hybrid Business Day of the Observation Period, t shall be the first day of the Observation Period.

Payout switch:	Not applicable.
Aggregation:	Not applicable.
13. Relevant Assets:	Not applicable.
14. Entitlement:	Not applicable.
15. Exchange Rate/Conversion Rate:	Not applicable.
16. Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is Euro ("EUR").
17. Syndication:	The Securities will be distributed on a non-syndicated basis.
18. Minimum Trading Size:	1 Certificate (and multiples of 1 Certificate)
19. Principal Security Agent:	BNP Paribas Arbitrage S.N.C.
20. Registrar:	Not applicable.
21. Calculation Agent:	BNP Paribas Arbitrage S.N.C., 160-162 boulevard MacDonald, 75019 Paris, France.
22. Governing law:	English law.
23. <i>Masse</i> provisions (Condition 9.4):	Not applicable.

#### PRODUCT SPECIFIC PROVISIONS

24. Hybrid Securities	Applicable. The Securities are linked to Index Securities.  The terms and conditions of the Securities will be construed on the basis that in respect of each separate Type of Underlying Reference, the relevant terms applicable to each such separate Type of Underlying Reference will apply, as the context admits, separately and independently in respect of the relevant Type of Underlying Reference.
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Types of Underlying References:

- Index Securities
- Futures Securities

Hybrid Business Day: Applicable

**"Hybrid Business Day"** means a day which is a Scheduled Trading Day (as defined in the relevant Annex and completed in the applicable Final Terms) for each Type of Underlying Reference specified in the applicable Final Terms

25. Index Securities: Applicable.
- (a) Index/Basket of Indices/  
Index Sponsor(s): The indices (each an "**Index**") initially comprised in the Basket are as follows:
- BNP Paribas Cardif Protection Live TR Index (Bloomberg Code: BNPICDPL Index). The BNP Paribas Cardif Protection Live TR Index is a Custom Index. BNP Paribas or any successor thereto is the Index Sponsor;
  - EURO STOXX 50 Net Return EUR (Bloomberg Code: SX5T Index). EURO STOXX 50 Net Return EUR is a Composite Index. STOXX Limited or any successor thereto is the Index Sponsor.
- (b) Index Currency: EUR.
- (c) Exchange(s): As specified in Annex 2 for a Composite Index.
- (d) Related Exchange(s): All Exchanges for a Composite Index.
- (e) Exchange Business Day: All Indices Basis
- (f) Scheduled Trading Day: All Indices Basis
- (g) Weighting: The weighting to be applied to each item comprising the Basket to ascertain the Settlement Price is as specified in item 12 above.
- (h) Settlement Price: As per Index Security Condition 8.
- (i) Specified Maximum Days of Disruption: The Specified Maximum Days of Disruption will be equal to twenty (20) Hybrid Business Days.
- (j) Valuation Time: As per Index Security Condition 8.
- (k) Delayed Redemption on Occurrence of an Index Adjustment Event (in the case of Certificates only): Not applicable.
- (l) Index Correction Period: Not applicable.
- (m) Additional provisions applicable to Custom Indices: Applicable.
- (i) Screen Page: Bloomberg Code BNPICDPL Index.
  - (ii) Custom Index Business Day: Custom Index Business Day (Single Index Basis).
  - (iii) Scheduled Custom Index Business Day: Scheduled Custom Index Business Day (Single Index Basis).

	(iv) Custom Index Correction Period:	As per Conditions.
	(v) Delayed Redemption on Occurrence of a Custom Index Adjustment Event:	Not applicable.
	(vi) Custom Index Disruption Event:	The Specified Maximum Days of Disruption will be equal to twenty (20) Scheduled Custom Index Business Days.
	(n) Additional provisions applicable to Futures Price Valuation:	Not applicable.
26.	Share Securities:	Not applicable.
27.	ETI Securities:	Not applicable.
28.	Debt Securities:	Not applicable.
29.	Commodity Securities:	Not applicable.
30.	Inflation Index Securities:	Not applicable.
31.	Currency Securities:	Not applicable.
32.	Fund Securities:	Not applicable.
33.	Futures Securities:	Applicable.
	(a) Future:	SX5E Dividend Futures Dec20.
	(b) Exchange:	EUREX
	(c) Exchange Business Day:	Single Future Basis.
	(d) Scheduled Trading Day:	Single Future Basis.
	(e) Weighting:	The weighting to be applied to each item comprising the Basket to ascertain the Settlement Price is as specified in item 12 above.
	(f) Specified Maximum Days of Disruption:	As defined in Condition 1.
	(g) Valuation Time:	Scheduled Closing Time
	(h) Futures Correction Period:	As per Conditions.
	(i) Delayed Redemption on Occurrence of Futures Adjustment Event:	Not applicable.
34.	Credit Securities:	Not applicable.
35.	Underlying Interest Rate Securities:	Not applicable.
36.	Preference Share Certificates:	Not applicable.
37.	OET Certificates:	Not applicable.
38.	Additional Disruption Events:	As per Conditions.
39.	Optional Additional Disruption	(a) The following Optional Additional Disruption Events apply to the



Events:

Securities:

Increased Cost of Hedging

Loss of Stock Borrow (Maximum Stock Loan Rate: 5%)

(b) Delayed Redemption on the Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable.

40. Knock-in Event Not applicable.

41. Knock-out Event: Not applicable.

#### **PROVISIONS RELATING TO THE WARRANTS**

42. Provisions relating to Warrants: Not applicable.

#### **PROVISIONS RELATING TO THE CERTIFICATES**

43. Provisions relating to Certificates: Applicable.

(a) Notional Amount of each Certificate: EUR 1,000.

(b) Partly Paid Certificates: The Certificates are not Partly Paid Certificates.

(c) Interest: Not applicable.

(d) Fixed Rate Provisions: Not applicable.

(e) Floating Rate Provisions: Not applicable.

(f) Screen Rate Determination: Not applicable.

(g) ISDA Determination: Not applicable.

(h) FBF Determination: Not applicable.

(i) Linked Interest Certificates: Not applicable.

(j) Payment of Premium Amount(s): Not applicable.

(k) Index Linked Interest Certificates: Not applicable.

(l) Share Linked Interest Certificates: Not applicable.

(m) ETI Linked Interest Certificates: Not applicable.

(n) Debt Linked Interest Certificates: Not applicable.

(o) Commodity Linked Interest Certificates: Not applicable.

(p) Inflation Index Linked Interest Certificates: Not applicable.

(q) Currency Linked Interest Not applicable.

	Certificates:	
(r)	Fund Linked Interest Certificates:	Not applicable.
(s)	Futures Linked Interest Certificates:	Not applicable.
(t)	Underlying Interest Rate Linked Interest Provisions:	Not applicable.
(u)	Instalment Certificates:	The Certificates are not Instalment Certificates.
(v)	Issuer Call Option:	Not applicable.
(w)	Holder Put Option:	Not applicable.
(x)	Automatic Early Redemption:	Not applicable.
(y)	Renouncement Notice Cut-off Time:	Not applicable.
(z)	Strike Date:	26 February 2016.
(aa)	Strike Price:	Not applicable.
(bb)	Redemption Valuation Date:	9 March 2020.
(cc)	Averaging:	Averaging does not apply to the Securities.
(dd)	Observation Dates:	Not applicable.
(ee)	Observation Period:	The period from and including the Strike Date to and excluding the Redemption Valuation Date.
(ff)	Settlement Business Day:	Not applicable.
(gg)	Cut-off Date:	Not applicable.
(hh)	Identification information of Holders as provided by Condition 29:	Not applicable.

#### **DISTRIBUTION AND US SALES ELIGIBILITY**

44.	U.S. Selling Restrictions:	Applicable.
(a)	Eligibility for sale of Securities in the United States to AIs:	The Securities are not eligible for sale in the United States to AIs.
(b)	Eligibility for sale of Securities in the United States to QIBs within the meaning of rule 144A:	The Securities are not eligible for sale in the United States under Rule 144A to QIBs.
(c)	Eligibility for sale of Securities in the United States to QIBs within the meaning of Rule 144A who are also QPs within the meaning of the Investment Company Act:	The Securities are not eligible for sale in the United States to persons who are QIBs and QPs.

- |     |  |                               |
|-----|--|-------------------------------|
| 45. | Additional U.S. Federal income tax consequences: | Not applicable.               |
| 46. | Registered broker/dealer:                        | Not applicable.               |
| 47. | TEFRA C or TEFRA Not Applicable:                 | TEFRA C/TEFRA Not Applicable. |
| 48. | Non exempt Offer:                                | Not applicable.               |

**PROVISIONS RELATING TO COLLATERAL AND SECURITY**

- |     |                                 |                 |
|-----|---------------------------------|-----------------|
| 49. | Collateral Security Conditions: | Not applicable. |
|-----|---------------------------------|-----------------|

## PART B - OTHER INFORMATION

### 1. Listing and Admission to trading

Application will be made to list the Securities on the official list of Euronext Paris and to admit the Securities for trading on Euronext Paris with effect from a date prior to the Issue Date.

### 2. Rating

The Certificates to be issued have not been rated.

### 3. Interests of Natural and Legal Persons Involved in the Offer

Save as discussed in the "Conflicts of Interest" paragraph in the section "*General Information*" in the Prospectus, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

### 4. Performance of Underlying/Formula/Other Variable and Other Information concerning the Underlying

The Certificates are EUR denominated Certificates with a three (3) year maturity.

If neither early redeemed nor purchased and cancelled, the investor will receive a Cash Settlement Amount linked to the performance of the Basket of Reference Assets calculated in accordance with the provisions set out in paragraph 12 of Part A.

The Certificates are not principal protected.

The Issuer will not provide post-issuance information relating to each Underlying Reference and the Securities.

Information on the composition of the BNP Paribas Cardif Protection Live TR Index and the weightings of the components in such Index will be available on <https://indices-globalmarkets.bnpparibas.com/nr/CDPLTR.pdf>. The index methodology and the Index Rules governing the Index will be available on <https://indices-globalmarkets.bnpparibas.com/nr/CDPLTR.pdf>

Information on the SX5E Dividend Futures Dec20 will be available on Bloomberg page DEDZ0 Index and <http://www.eurexchange.com/exchange-en/products/did/exd/EURO-STOXX-50--Index-Dividend-Futures/36890>.

Information on the EURO STOXX 50 Net Return EUR Index shall be available on the dedicated website: [www.stoxx.com](http://www.stoxx.com).

### 5. Operational Information

Relevant Clearing System(s): Euroclear and Clearstream Luxembourg.

## DESCRIPTION OF BNP PARIBAS CARDIF PROTECTION LIVE TR INDEX

1	<b>Index strategy, investment policy, objective of the Index</b>	<ul style="list-style-type: none"> <li>• <b>Index strategy:</b> Systematic at-the-money put buying and systematic out-of-the-money call selling on European equity market.</li> <li>• <b>Investment policy:</b> Equity hedging (through systematic put buying) with an attenuation of the carry (through systematic call selling).</li> <li>• <b>Objective of the Index:</b> The objective of the BNP Paribas Cardif Protection Live TR Index (the "<b>BNPICDPL Index</b>") is to replicate a dynamic "Rolling Put Buying" strategy on Index Component 1 (as defined in the BNPICDPL Index Rule Book) with a fixed annual budget seeking to generate performance in bearish markets and a dynamic "Rolling Call Overwriting" strategy on Index Component 1 seeking to generate long-term performance.</li> </ul>
2	<b>Description of the process of selecting components weighting factors</b>	Systematic, strike from the spot of the underlying and sliding maturities
3	<b>Methods and formulae of calculation</b>	See formulae in the rule book in relation to the BNPICDPL Index (the " <b>BNPICDPL Index Rule Book</b> ")
4	<b>Index Calculation Agent</b>	BNP Paribas Arbitrage SNC
5	<b>Adjustment rules</b>	If any Index Component (as defined in the BNPICDPL Index Rule Book) ceases to exist or is, or would be, subject to an adjustment pursuant to the provisions of the BNPICDPL Index Rule Book, or if the Hedging Party (as defined in the BNPICDPL Index Rule Book) informs the Index Sponsor (as defined below) that a Hedging Disruption Event (as defined in the BNPICDPL Index Rule Book) has occurred in respect of that Index Component, the Index Sponsor, acting in good faith and in a commercially reasonable manner, may: (a) require the Index Calculation Agent to (i) effect no change to the BNPICDPL Index, (ii) adjust the BNPICDPL Index in such manner as the Index Sponsor deem appropriate including, but not limited to, replacing such Index Component with a replacement Index Component, or (iii) continue to calculate and publish (as applicable) the BNPICDPL Index without such Index Component or any replacement therefore, subject to the provisions of Section 6 of the BNPICDPL Index Rule Book (Index Methodology); or (b) if the Index Sponsor determines that none of subparagraphs (a)(i) through (iii) is appropriate or practicable, terminate the BNPICDPL Index in accordance with its policies and procedures.

		The aim of the Index Calculation Agent when making any such operational adjustments is to ensure that, so far as possible, the basis principles and economic effect of the BNPICDPL Index are maintained.
6	<b>Frequency review</b>	Daily
7	<b>Type of index</b>	The BNPICDPL Index is part of the Volatility Indices family of BNP Paribas indices
8	<b>Index Currency</b>	Euro (EUR)

The BNPICDPL Index was established based on historical backtesting on 02 January 2007 (the "**Index Start Date**") with an initial level of 100.0 index points.

The BNPICDPL Index is a "Total Return" index. As a consequence, the level of the index reflects a value assuming reinvestment of all dividends and distributions declared.

The BNPICDPL Index is calculated, maintained, rebalanced and published by the Index Calculation Agent and sponsored by the Index Sponsor (defined below). The BNPICDPL Index is calculated and published on a daily basis by the Index Calculation Agent. The Index Sponsor has not appointed an Index Investment Advisor in respect of the BNPICDPL Index.

Certain costs are deducted from the Index Level (as defined in the BNPICDPL Index Rule Book), which cover, amongst other things, replication and repo costs in running the BNPICDPL Index that may vary over time in line with prevailing market conditions. The level of such costs has been determined by the Index Sponsor, acting in a commercially reasonable manner.

Bid-offer costs are applied from market mid-price when the strategy enters into a position in an option, reflecting the cost of such trade in the market; as detailed in the BNPICDPL Index Rule Book:

- for call options, the frictions in terms of Black & Scholes ("**B&S**") volatility are 4% of the B&S volatility corresponding to mid-price, floored at 0.4%;
- for put options, the frictions in terms of B&S volatility are 2% of the B&S volatility corresponding to mid-price, floored at 0.5%.

On the Index Start Date, the BNPICDPL Index was comprised of Index Components of the type (each an "**Index Component Type**") and each with a respective currency denomination set out in the table below:

n	Name	Component Type	Bloomberg	Currency
1	EURO STOXX 50 Index	Index	SX5E Index	EUR

The composition of the BNPICDPL Index as of any particular day is available from BNP Paribas which is the sponsor of the BNPICDPL Index (the "**Index Sponsor**") on request.

The BNPICDPL Index rules and the index methodology governing the BNPICDPL Index are available on the following website: <https://indices-globalmarkets.bnpparibas.com/nr/CDPLTR.pdf>.

Information on the BNPICDPL Index can be obtained from Bloomberg screen page BNPICDPL.

## INDEX DISCLAIMERS

### *Index disclaimers in relation to the BNPICDPL Index*

The methodologies of and rules governing the BNPICDPL Index (the "**Index Methodology**") are proprietary and may not be disclosed or reproduced without the written permission of BNP Paribas (or any successor thereto), the sponsor of the BNPICDPL Index (the "**Index Sponsor**"). None of the Index Sponsor, the index calculation agent (where such party is not also the Index Sponsor, the "**Index Calculation Agent**") nor, where applicable, the index Investment Advisor (the "**Index Investment Advisor**") guarantees that there will be no errors or omissions in computing or disseminating the BNPICDPL Index. The Index Calculation Agent and the Index Sponsor cannot be held liable for any modification or change in the Index Methodology used in calculating the BNPICDPL Index.

In relation to the accuracy of the composition, calculation, publication and adjustment of the BNPICDPL Index, although some adjustments or calculation information have been provided by the Index Calculation Agent, these adjustments or calculations are based on information furnished by third parties believed to be reliable; the accuracy and completeness of which has not been verified by the Index Calculation Agent or the Index Sponsor.

The Index Methodology is based on certain assumptions, certain pricing models and calculation methods adopted by the Index Sponsor, the Index Calculation Agent and, where applicable, the Index Investment Advisor, and may have certain inherent limitations. Information prepared on the basis of different models, calculation methods or assumptions may yield different results. You have no authority to use or reproduce the Index Methodology in any way, and neither BNP Paribas nor any of its affiliates shall be liable for any loss whatsoever, whether arising directly or indirectly from the use of the BNPICDPL Index or Index Methodology or otherwise in connection therewith. The Index Calculation Agent and the Index Sponsor decline any liability in connection with the use of the BNPICDPL Index level at any given time.

The Index Sponsor reserves the right to amend or adjust the Index Methodology from time to time in accordance with the rules governing the Index and accepts no liability for any such amendment or adjustment. Neither the Index Sponsor nor the Index Calculation Agent is under any obligation to continue the calculation, publication or dissemination of the BNPICDPL Index and accept no liability for any suspension or interruption in the calculation thereof which is made in accordance with the rules governing the BNPICDPL Index. None of the Index Sponsor, the Index Calculation Agent nor, where applicable, the Index Investment Advisor accepts any liability in connection with the publication or use of the level of the BNPICDPL Index at any given time.

The Index Methodology embeds certain costs in the strategy which cover amongst other things, friction, replication and repo costs in running the BNPICDPL Index. The levels of such costs (if any) may vary over time in accordance with market conditions as determined by the Index Sponsor acting in a commercially reasonable manner.

BNP Paribas and its affiliates may enter into derivative transactions or issue financial instruments (together, the "**Products**") linked to the BNPICDPL Index. The Products are not in any way sponsored, endorsed, sold or promoted by the sponsor of any index component (or part thereof) which may comprise the BNPICDPL Index (each a "**Reference Index**") that is not affiliated with BNP Paribas (each such sponsor, a "**Reference Index Sponsor**"). The Reference Index Sponsors make no representation whatsoever, whether express or implied, either as to the results to be obtained from the use of the relevant Reference Index and/or the levels at which the relevant Reference Index stands at any particular time on any particular date or otherwise. No Reference Index Sponsor shall be liable (whether in negligence or otherwise) to any person for any error in the relevant Reference Index and the relevant Reference Index Sponsor is under no obligation to advise any person of any error therein. None of the Reference Index Sponsors makes any representation whatsoever, whether express or implied, as to the advisability of purchasing or assuming any risk in connection with the



Products. BNP Paribas and its affiliates have no rights against or recourse to any Reference Index Sponsor should any Reference Index not be published or for any errors in the calculation thereof or on any other basis whatsoever in relation to any Reference Index, its production, or the level or constituents thereof. BNP Paribas and its affiliates shall have no liability to any party for any act or failure to act by any Reference Index Sponsor in connection with the calculation, adjustment or maintenance of the relevant Reference Index and have no affiliation with or control over any Reference Index or the relevant Reference Index Sponsor or the computation, composition or dissemination of any Reference Index. Although the Index Calculation Agent will obtain information concerning each Reference Index from publicly available sources that it believes reliable, it will not independently verify this information. Accordingly, no representation, warranty or undertaking (express or implied) is made and no responsibility is accepted by BNP Paribas or any of its affiliates nor the Index Calculation Agent as to the accuracy, completeness and timeliness of information concerning any Reference Index.

BNP Paribas and/or its affiliates may act in a number of different capacities in relation to the BNPICDPL Index and/or products linked to the BNPICDPL Index, which may include, but not be limited to, acting as market-maker, hedging counterparty, issuer of components of the BNPICDPL Index, Index Sponsor and/or Index Calculation Agent. Such activities could result in potential conflicts of interest that could influence the price or value of a Product."

**Index disclaimers in relation to EURO STOXX 50 Net Return EUR Index**

STOXX Limited, Deutsche Börse Group and their licensors, research partners or data providers have no relationship to the Issuer or the Guarantor, other than the licensing of the EURO STOXX 50 Net Return EUR Index and the related trademarks for use in connection with the Securities.

**STOXX Limited, Deutsche Börse Group and their licensors, research partners or data providers do not:**

- Sponsor, endorse, sell or promote the Securities.
- Recommend that any person invest in the Securities or any other securities.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of Securities.
- Have any responsibility or liability for the administration, management or marketing of the Securities.
- Consider the needs of the Securities or the owners of the Securities in determining, composing or calculating the EURO STOXX 50 Net Return EUR Index or have any obligation to do so.

**STOXX Limited, Deutsche Börse Group and their licensors, research partners or data providers give no warranty, and exclude any liability (whether in negligence or otherwise), in connection with the Securities or their performance.**

STOXX Limited, Deutsche Börse Group and their licensors, research partners or data providers does not assume any contractual relationship with the purchasers of the Securities or any other third parties.

**Specifically,**

STOXX Limited, Deutsche Börse Group and their licensors, research partners or data providers do not give any warranty, express or implied, and exclude any liability about:

- The results to be obtained by the Securities, the owner of the Securities or any other person in connection with the use of the EURO STOXX 50 Net Return EUR Index and the data included in the EURO STOXX 50 Net Return EUR Index;
- The accuracy, timeliness, and completeness of the EURO STOXX 50 Net Return EUR Index and its data;
- The merchantability and the fitness for a particular purpose or use of the EURO STOXX 50 Net Return EUR Index and its data;
- The performance of the Securities generally.

STOXX Limited, Deutsche Börse Group and their licensors, research partners or data providers give no warranty and exclude any liability, for any errors, omissions or interruptions in the EURO STOXX 50 Net Return EUR Index or its data;

Under no circumstances will STOXX Limited, Deutsche Börse Group or their licensors, research partners or data providers be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a result of such errors, omissions or interruptions in the EURO STOXX 50 Net Return EUR Index or its data or generally in relation to the Securities, even in circumstances where STOXX Limited, Deutsche Börse Group or their licensors, research partners or data providers are aware that such loss or damage may occur.

The licensing Agreement between BNP Paribas and STOXX Limited, Deutsche Börse Group or their licensors, research partners or data providers is solely for their benefit and not for the benefit of the owners of the Securities or any other third parties.

## **USE OF PROCEEDS**

The net proceeds of the issue of the Securities will become part of the general funds of BNPP B.V. Such proceeds may be used to maintain positions in options or futures contracts or other hedging instruments.

## GENERAL INFORMATION

### 1. Authorisation

The issue of the Securities under the Programme was approved by resolutions of the Board of Directors of BNPP B.V. dated 4 June 2015.

### 2. Approval and Listing on Euronext Paris

This Prospectus has received visa n°16-082 on 17 March 2016 from the *Autorité des marchés financiers* ("**AMF**").

Application will be made to Euronext Paris for the Securities to be admitted to trading on the regulated market of Euronext Paris and to be listed on Euronext Paris. The listing fees in respect of the Securities will amount to EUR 1,711.

### 3. Documents Available

From the date hereof and so long as the Securities are outstanding, copies of the following documents will, when published, be available for inspection at the specified office for the time being in Luxembourg of BNP Paribas Securities Services, Luxembourg Branch and at the specified office for the time being in Paris of BNP Paribas Arbitrage S.N.C.:

- (i) copies of the Statuts of BNPP;
- (ii) copies of the constitutional documents of BNPP B.V. and BNPP;
- (iii) the audited annual consolidated financial statements of BNPP for the years ended 31 December 2014 and 31 December 2015;
- (iv) the audited annual non-consolidated financial statements of BNPP B.V. for the years ended 31 December 2013 and 31 December 2014 (BNPP B.V. does not produce consolidated annual reports);
- (v) the most recently published audited annual consolidated financial statements and unaudited semi-annual consolidated financial statements and quarterly results of BNPP;
- (vi) the most recently published unaudited interim financial statements of BNPP B.V. (being those for the six month period ending 30 June 2015) (BNPP B.V. does not produce consolidated annual reports);
- (vii) the BNPP 2014 Registration Document;
- (viii) the BNPP 2015 Registration Document (in French);
- (ix) a copy of the Guarantee;
- (x) the English Law Agency Agreement;
- (xi) the Base Prospectus, the First Supplement, the Second Supplement, the Third Supplement, the Fourth Supplement, the Fifth Supplement and the Sixth Supplement; and
- (xii) this Prospectus.

In the case of (iii), (v), (vii) and (viii) above, the documents are also available via BNPP's website: [www.invest.bnpparibas.com](http://www.invest.bnpparibas.com). In addition, copies of this Prospectus and any documents incorporated by reference in this Prospectus are available via BNPP's website: (<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>).

4. Material adverse change

There has been no material adverse change in the prospects of BNPP or the Group since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published).

There has been no material adverse change in the prospects of BNPP B.V. since 31 December 2014 (being the end of the last financial period for which audited financial statements have been published).

5. Legal and Arbitration Proceedings

Save as disclosed below and on pages 158, 211, 212 and 411 of the BNPP 2015 Registration Document (in French), there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which BNPP is aware), during the period covering at least the twelve (12) months prior to the date of this Prospectus which may have, or have had in the recent past, significant effects on BNPP and/or the Group's financial position or profitability.

There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which BNPP B.V. is aware) during a period covering 12 months prior to the date of this Prospectus which may have, or have had in the recent past significant effects on BNPP B.V.'s financial position or profitability.

6. Significant Change

There has been no significant change in the financial or trading position of BNPP or of the BNPP Group since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published).

There has been no significant change in the financial or trading position of BNPP B.V. since 30 June 2015 (being the end of the last financial period for which interim financial statements have been published).

7. Material Contracts

Neither BNPP B.V nor BNPP has entered into contracts outside the ordinary course of its respective business, which could result in the Issuer being under an obligation or entitlement that is material to the Issuer's ability to meet its obligation to holders of Securities in respect of the Securities being issued.

8. Board of Directors

The members of the Board of Directors of BNPP are displayed on pages 30 to 42 of the BNPP 2015 Registration Document (in French) which are incorporated by reference herein.

9. Conflicts of Interests

To the knowledge of BNPP, the duties owed by the members of the Board of Directors of BNPP do not give rise to any potential conflicts of interests with such members' private interests or other duties.

The Management Board of BNPP B.V. does not have potential conflicts of interests, material to the issue of Securities, between any duties to BNPP B.V. and its interests or other duties.

10. Auditors

BNPP:

The statutory auditors (*Commissaires aux comptes*) of BNPP are currently the following:

Deloitte & Associés was appointed as Statutory Auditor at the Annual General Meeting of 23 May 2012 for a six-year period expiring at the close of the Annual General Meeting called in 2018 to approve the financial statements for the year ending 31 December 2017. The firm was first appointed at the Annual General Meeting of 23 May 2006.

Deloitte & Associés is represented by Damien Leurent.

*Deputy:*

BEAS, 195, avenue Charles de Gaulle, Neuilly-sur-Seine (92), France, SIREN No. 315 172 445, Nanterre trade and companies register.

PricewaterhouseCoopers Audit was appointed as Statutory Auditor at the Annual General Meeting of 23 May 2012 for a six-year period expiring at the close of the Annual General Meeting called in 2018 to approve the financial statements for the year ending 31 December 2017. The firm was first appointed at the Annual General Meeting of 26 May 1994.

PricewaterhouseCoopers Audit is represented by Etienne Boris.

*Deputy:*

Anik Chaumartin, 63, Rue de Villiers, Neuilly-sur-Seine (92), France.

Mazars was appointed as Statutory Auditor at the Annual General Meeting of 23 May 2012 for a six-year period expiring at the close of the Annual General Meeting called in 2018 to approve the financial statements for the year ending 31 December 2017. The firm was first appointed at the Annual General Meeting of 23 May 2000.

Mazars is represented by Hervé Hélias.

*Deputy:*

Michel Barbet-Massin, 61 Rue Henri-Regnault, Courbevoie (92), France.

Deloitte & Associés, PricewaterhouseCoopers Audit, and Mazars are registered as statutory auditors with the Versailles Regional Association of statutory auditors, under the authority of the French National Accounting Oversight Board (*Haut Conseil du Commissariat aux Comptes*).

BNPP B.V.:

In June 2012 Mazars Paardekooper Hoffman Accountants N.V. were appointed as the auditors of BNPP B.V. Mazars Paardekooper Hoffman Accountants N.V. are independent public accountants in the Netherlands registered with NBA (*Nederlandse Beroepsorganisatie van Accountants*).

The address of Mazars Paardekooper Hoffman Accountants N.V. is Delflandlaan 1, 1062 EA Amsterdam.

The financial statements of BNPP B.V. for the year ending 31 December 2013 and 31 December 2014 have been audited without qualification by Mazars Paardekooper Hoffman Accountants N.V.

11. Clearing Systems

The Securities shall be accepted for clearance through Euroclear and/or Clearstream, Luxembourg.

The address of Clearstream, Luxembourg is 42 avenue JF Kennedy, L-1855 Luxembourg.

The address of Euroclear Bank is 1 Boulevard du Roi Albert II B-1210 Brussels.

12. Post-issuance information

The Issuer will not provide post-issuance information in relation to any underlying in relation to the Securities.

13. Third Party Information

Information contained in this Prospectus which is sourced from a third party has been accurately reproduced and, as far as the Issuer and the Guarantor are aware and are able to ascertain from information published by the relevant third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. The Issuer and the Guarantor have also identified the source(s) of such information.

14. Dependence of BNPP upon other members of the BNPP Group

Subject to the following paragraph, BNPP is not dependent upon other members of the BNPP Group.

In April 2004, BNP Paribas SA began outsourcing IT Infrastructure Management Services to the BNP Paribas Partners for Innovation (BP<sup>2</sup>I) joint venture set up with IBM France at the end of 2003. BP<sup>2</sup>I provides IT Infrastructure Management Services for BNP Paribas SA and several BNP Paribas subsidiaries in France (including BNP Paribas Personal Finance, BP2S, and BNP Paribas Cardiff), Switzerland, and Italy. In mid- December 2011 BNP Paribas renewed its agreement with IBM France for a period lasting until end-2017. At the end of 2012, the parties entered into an agreement to gradually extend this arrangement to BNP Paribas Fortis as from 2013.

BP<sup>2</sup>I is under the operational control of IBM France. BNP Paribas has a strong influence over this entity, which is 50/50 owned with IBM France. The BNP Paribas staff made available to BP<sup>2</sup>I make up half of that entity's permanent staff, its buildings and processing centres are the property of the Group, and the governance in place provides BNP Paribas with the contractual right to monitor the entity and bring it back into the Group if necessary.

ISFS, a fully-owned IBM subsidiary, handles IT Infrastructure Management for BNP Paribas Luxembourg.

BancWest's data processing operations are outsourced to Fidelity Information Services. Cofinoga France's data processing is outsourced to SDDC, a fully-owned IBM subsidiary.

15. Table of Capitalization and Medium-to-Long Term Indebtedness

The capitalization and Medium-to-Long Term Indebtedness of BNPP and the BNPP Group as at 31 December 2015

Millions of Euros	<b>BNP PARIBAS GROUP</b>	<b>BNP PARIBAS GROUP</b>
	December 31, 2014	December 31, 2015

Medium-and Long Term Debt of which unexpired term to maturity is more than one year		
Debt securities at fair value through profit or lost	38,876	34,889
Other debt securities	74,322	65,756
Subordinated debt	10,746	12,064
<b>Total Medium and Long-Term Debt.....</b>	<b>123,944</b>	<b>112,709</b>
Shareholders' Equity and Equivalents		
Issued Capital .....	2,492	2,493
Additional paid-in capital.....	24,479	24,404
Preferred shares and equivalent instruments.....	6,589	7,855
Retained earnings .....	47,895	51,906
Unrealized or deferred gains and losses attributable to shareholders	6,091	6,736
Undated participating subordinated notes ....	222	222
Undated Subordinated FRNs.....	1,849	1,811
<b>Total Shareholders' Equity and Equivalents</b>	<b>89,617</b>	<b>95,427</b>
Minority Interest.....	4,141	3,719
<b>Total Capitalization and Medium-to-Long Term Indebtedness</b>	<b>217,702</b>	<b>211,855</b>

16. Miscellaneous

The Securities and the Guarantee have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or any state securities laws and trading in the Securities has not been approved by the Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended. The Issuer has not registered as an investment company pursuant to the United States Investment Company Act of 1940, as amended (the "**Investment Company Act**"). The Securities are being offered and sold in reliance on Regulation S under the Securities Act. The Securities, or interests therein, may not at any time be offered, sold, resold, traded, pledged, exercised, redeemed, transferred or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, a U.S. person (as defined in Regulation S under the Securities Act) and any offer, sale, resale, trade, pledge, exercise, redemption, transfer or delivery made, directly or indirectly, within the United States or to, or for the account or benefit of, a U.S. person will not be recognised. The Securities may not be legally or beneficially owned at any time by any U.S. person (as defined in the "Offering and Sale" section incorporated by reference) and accordingly are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S.



No person is or has been authorised to give any information or to make any representation not contained in or not consistent with this document or any other information supplied in connection with the Prospectus or the Securities and, if given or made, such information or representation must not be relied upon as having been authorised by BNPP B.V., BNPP or the Manager. This document does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation and no action is being taken to permit an offering of the Securities or the distribution of this document in any jurisdiction where any such action is required.

This document is to be read and construed in conjunction with all documents which are deemed to be incorporated herein by reference (see "*Documents Incorporated by Reference*" below). This Prospectus shall be read and construed on the basis that such documents are so incorporated and form part of this Prospectus.

The Manager has not independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by the Manager as to the accuracy or completeness of the information contained in this Prospectus or any other information provided by BNPP B.V. and/or BNPP in connection with the Securities. The Manager accepts no liability in relation to the information contained in this Prospectus or any other information provided by BNPP B.V. and BNPP in connection with the Programme or the Securities.

In connection with the issue and sale of Securities, neither BNPP B.V. nor its Affiliates will, unless agreed to the contrary in writing, act as a financial adviser to any Holder.

Neither this Prospectus nor any other information supplied in connection with the Programme or the Securities (a) is intended to provide the basis of any credit or other evaluation or (b) should be considered as a recommendation by BNPP B.V. or BNPP that any recipient of this Prospectus or any other information supplied in connection with the Programme or the Securities should purchase the Securities. Each investor contemplating purchasing the Securities should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of BNPP B.V. and BNPP. Neither this Prospectus nor any other information supplied in connection with the Programme or the issue of the Securities constitutes an offer or an invitation by or on behalf of BNPP B.V. and/or BNPP or any other person to subscribe for or to purchase the Securities.

The delivery of this Prospectus does not at any time imply that the information contained herein concerning BNPP B.V. and/or BNPP is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Securities and/or the Programme is correct as of any time subsequent to the date indicated in the document containing the same. The Manager does not undertake to review the financial condition or affairs of BNPP B.V. and BNPP during the life of the Securities. Investors should review, *inter alia*, the most recently published audited annual non-consolidated financial statements and interim financial statements of BNPP B.V. and the most recently published audited annual consolidated financial statements, unaudited semi-annual interim consolidated financial statements and quarterly financial results of BNPP, when deciding whether or not to purchase the Securities.

This Prospectus does not constitute, and may not be used for or in connection with, an offer to any person to whom it is unlawful to make such offer or a solicitation by anyone not authorised so to act.

The distribution of this Prospectus and the offer or sale of the Securities may be restricted by law in certain jurisdictions. Persons into whose possession this Prospectus or any Securities come must inform themselves about, and observe, any such restrictions. In particular, there are restrictions on the distribution of this Prospectus and the offer or sale of the Securities in the European Economic Area (the "EEA") (and certain member states thereof), Japan and the United States (see "*Offering and Sale*" in the Base Prospectus incorporated herein by reference).

The Securities have not been and will not be registered under the Securities Act, or with any securities regulatory authority of any state or jurisdiction of the United States, and the Securities are subject to U.S. tax law requirements. Subject to certain exceptions, Securities may not be offered, sold or, in the case of Bearer Securities, delivered within the United States or to, or for the account or benefit of, U.S. persons, as defined in Regulation S under the Securities Act ( "**Regulation S**") (see "*Offering and Sale*" in the Base Prospectus incorporated herein by reference).

This Prospectus has been prepared on the basis that, any offer of Securities in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of Securities.

17. Forward-looking Statements

The documents incorporated by reference (such sections being the "**BNP Paribas Disclosure**"), contain forward-looking statements. BNP Paribas and BNPP B.V. and the BNP Paribas Group (being BNP Paribas together with its consolidated subsidiaries, the "**Group**") may also make forward-looking statements in their audited annual financial statements, in their interim financial statements, in their offering circulars, in press releases and other written materials and in oral statements made by their officers, directors or employees to third parties. Statements that are not historical facts, including statements about BNPP, BNPP B.V. or the Group's beliefs and expectations, are forward-looking statements. These statements are based on current plans, estimates and projections, and therefore undue reliance should not be placed on them. Forward-looking statements speak only as of the date they are made, and BNPP, BNPP B.V. and the Group undertake no obligation to update publicly any of them in light of new information or future events.

18. Presentation of Financial Information

Most of the financial data presented, or incorporated by reference, in this Prospectus are presented in euros.

The audited consolidated financial statements of BNPP for the years ended 31 December 2014 and 31 December 2015 have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"), as adopted by the European Union. IFRS differs in certain significant respects from generally accepted accounting principles in the United States ("**U.S. GAAP**"). The Group has made no attempt to quantify the impact of those differences. In making an investment decision, investors must rely upon their own examination of the BNP Paribas Group, the terms of an offering and the financial information. Potential investors should consult their own professional advisors for an understanding of the differences between IFRS and U.S. GAAP, and how those differences might affect the information herein. The Group's fiscal year ends on 31 December and references in the BNPP 2014 Registration Document (in each case, as defined in "*Documents Incorporated by Reference*" below) and the BNPP 2015 Registration Document in French (in each case, as defined in "*Documents Incorporated by Reference*" below) to any specific fiscal year are to the 12-month period ended 31 December of such year.

Due to rounding, the numbers presented throughout the BNP Paribas Disclosure and in the table under the heading "Table of Capitalization and Medium-to-Long Term Indebtedness" in the General Information section below may not add up precisely, and percentages may not reflect precisely absolute figures.

19. Important Information Relating to Non-Exempt Offers of Securities

**Restrictions on Non-exempt offers of Securities in Relevant Member States**

The Securities having a Notional Amount of less than €100,000 (or its equivalent in any other currency) may be offered in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus. Any such offer is referred to as a "**Non-exempt Offer**".

Neither BNPP B.V. nor BNPP has authorised, nor do they authorise, the making of any Non-exempt Offer of Securities in circumstances in which an obligation arises for any of BNPP B.V. or BNPP to publish or supplement a prospectus for such offer.

**Information relating to the use of this Prospectus and offer of Securities generally.**

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any Securities in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Prospectus and the offer or sale of Securities may be restricted by law in certain jurisdictions. The Issuer and or the Manager do not represent that this Prospectus may be lawfully distributed, or that any Securities may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, except as provided herein no action has been taken by the Issuer and/or the Manager which is intended to permit a public offering of any Securities or distribution of this Prospectus in any jurisdiction where action for that purpose is required. Accordingly, no Securities may be offered or sold, directly or indirectly, and neither this Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus or any Securities may come must inform themselves about, and observe, any such restrictions on the distribution of this Prospectus and the offering and sale of Securities. In particular, there are restrictions on the distribution of this Prospectus and the offer or sale of Securities in the United States, the European Economic Area (including France and the United Kingdom) and Japan, see "*Offering and Sale*" in the Base Prospectus (as incorporated by reference herein).

## RESPONSIBILITY STATEMENT

I hereby certify, having taken all reasonable care to ensure that such is the case, that, to the best of my knowledge, the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect its import.

The consolidated financial statements as of and for the year ended 31 December 2014 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in the section titled "Documents Incorporated by Reference" of this Prospectus. This report contains an emphasis of matter paragraph (*paragraphe d'observations*) referring to note 3.g to the consolidated financial statements which outlines the costs related to the comprehensive settlement with US authorities.

The consolidated financial statements as of and for the year ended 31 December 2015 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in the section titled "Documents Incorporated by Reference" of this Prospectus. This report contains an emphasis of matter paragraph (*paragraphe d'observations*).

### **BNP Paribas Arbitrage Issuance B.V.**

Herengracht 595  
1017 CE Amsterdam  
The Netherlands

Represented by Cezar NASTASA, in his capacity as authorised signatory

Dated 17 March 2016

### **BNP Paribas**

16 boulevard des Italiens  
75009 Paris  
France

Represented by Alice BONARDI and Gaëtane FOA, in their capacity as authorised signatories

Dated 17 March 2016

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 French *Autorité des marchés financiers* ("**AMF**"), in particular Articles 211-1 to 216-1, the AMF has granted to this Prospectus the visa n°16-082 on 17 March 2016. This Prospectus has been 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 has been granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information in it 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 in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.

**ISSUER**

**BNP Paribas Arbitrage Issuance B.V.**  
Herengracht 595  
1017 CE Amsterdam  
The Netherlands

**GUARANTOR**

**BNP Paribas**  
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France

**MANAGER**

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75019 Paris  
France

**AGENT**

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