

FINAL TERMS FOR CERTIFICATES

FINAL TERMS DATED 12 JULY 2016

BNP Paribas Arbitrage Issuance B.V.

*(incorporated in The Netherlands)
(as Issuer)*

BNP Paribas

*(incorporated in France)
(as Guarantor)*

Up to 100,000 EUR “Athena Early Coupon” Certificates relating to Mediobanca SPA Shares due 05 August 2019

ISIN Code: NL0011836127

under the Note, Warrant and Certificate Programme
of BNP Paribas Arbitrage Issuance B.V., BNP Paribas and BNP Paribas Fortis Funding

BNP Paribas Arbitrage S.N.C.

(as Manager)

**The Certificates are offered to the public in the Republic of Italy from 12 July 2016
to 1 August 2016**

Any person making or intending to make an offer of the Securities may only do so:

- (i) in those Non-exempt Offer Jurisdictions mentioned in Paragraph 47 of Part A below, provided such person is a Manager or an Authorised Offeror (as such term is defined in the Base Prospectus) and that the offer is made during the Offer Period specified in that paragraph and that any conditions relevant to the use of the Base Prospectus are complied with; or
- (ii) otherwise in circumstances in which no obligation arises for the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

None of the Issuer, the Guarantor or any Manager has authorised, nor do they authorise, the making of any offer of Securities in any other circumstances.

Investors should note that if a supplement to or an updated version of the Base Prospectus referred to below is published at any time during the Offer Period (as defined below), such supplement or updated base prospectus, as the case may be, will be published and made available in accordance with the arrangements applied to the original publication of these Final Terms. Any investors who have indicated acceptances of the Offer (as defined below) prior to the date of publication of such supplement or updated version of the Base Prospectus, as the case may be, (the "**Publication Date**") have the right within two working days of the Publication Date to withdraw their acceptances.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 9 June 2016 which constitutes a base prospectus for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") (the "**Base Prospectus**"). The Base Prospectus has been passported into Italy in compliance with Article 18 of the Prospectus Directive. This document constitutes the Final Terms of the Securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on BNP Paribas Arbitrage Issuance B.V. (the "**Issuer**") BNP Paribas (the "**Guarantor**") and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the Securities (which comprises the Summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. **The Base Prospectus and these Final Terms are available for viewing at www.prodottidiborsa.com and copies may be obtained free of charge at the specified offices of the Security Agents. The Base Prospectus will also be available on the AMF website www.amf-france.org**

References herein to numbered Conditions are to the terms and conditions of the relevant series of Securities and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms in so far as they relate to such series of Securities, save as where otherwise expressly provided.

These Final Terms relate to the series of Securities as set out in "Specific Provisions for each Series" below. References herein to "**Securities**" shall be deemed to be references to the relevant Securities that are the subject of these Final Terms and references to "**Security**" shall be construed accordingly.

SPECIFIC PROVISIONS FOR EACH SERIES

SERIES NUMBER	NO. OF SECURITIES ISSUED	NO OF SECURITIES	TRADING CODE	ISIN	COMMO N CODE	ISSUE PRICE PER SECURITY	EXERCISE DATE
CE2130UR	Up to 100,000	Up to 100,000	P36127	NL0011836127	143762084	EUR 100	29 July 2019

GENERAL PROVISIONS

The following terms apply to each series of Securities:

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

Automatic Exercise of Certificates applies to the Certificates.

The Exercise Date is 29 July 2019 or, if such day is not a Business Day, the immediately succeeding Business Day

The Exercise Date will be subject to the same adjustments provided for the Redemption Valuation Date. For the purposes of Borsa Italiana, the Exercise Date shall be deemed to be also the expiration date of the Securities.

The Exercise Settlement Date is 5 August 2019.

The minimum number of Securities that may be exercised

by the Holder is (1) one Security and in excess thereof by multiples of (1) one Security.

The provisions of Annex 3 (*Additional Terms and Conditions for Share Securities*) shall apply.

Unwind Costs: Applicable

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| 7. | Form of Securities: | Italian Dematerialised Securities |
| 8. | Business Day Centre(s): | The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 1 is TARGET 2. |
| 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:
Issuer's option to vary settlement: | The Issuer does not have the option to vary settlement in respect of the Securities. |
| 12. | Final Payout
SPS Payout: | Auto-Callable Products |

Autocall Standard Securities

- (A) If FR Barrier Value is greater than or equal to the Final Redemption Condition Level:
100% + FR Exit Rate; or
- (B) If FR Barrier Value is less than the Final Redemption Condition Level and no Knock-in Event has occurred:
100% + Coupon Airbag Percentage; or
- (C) If FR Barrier Value is less than the Final Redemption Condition Level and a Knock-in Event has occurred:
Min (100%, Final Redemption Value).

Where:

FR Exit Rate means FR Rate

FR Rate means 24%

Coupon Airbag Percentage means 0%

Final Redemption Value means the Underlying Reference Value;

Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price;

Underlying Reference is as set out in item 26(a) below;

Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;

SPS Valuation Date means the SPS Redemption Valuation Date;

SPS Redemption Valuation Date means the Redemption Valuation Date;

Strike Price Closing Value: Applicable;

Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

In respect of the Strike Date:

Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;

Where:

SPS Valuation Date means the Strike Date.

FR Barrier Value means the Underlying Reference Value;

Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price;

Underlying Reference is as set out in item 26(a) below;

Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;

SPS Valuation Date means the SPS FR Barrier Valuation Date;

SPS FR Barrier Valuation Date means the Redemption Valuation Date;

Strike Price Closing Value: Applicable;

Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

In respect of the Strike Date:

Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day Where:

SPS Valuation Date means the Strike Date

Final Redemption Condition Level means 100%

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| Payout Switch: | Not applicable |
| Aggregation: | Not applicable |
| 13. Relevant Asset(s): | Not applicable |
| 14. Entitlement: | Not applicable |

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| 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: | Not applicable. |
| 19. Principal Security Agent: | BNP Paribas Securities Services, Milan Branch |
| 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

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|---|--|
| 24. Hybrid Securities: | Not applicable |
| 25. Index Securities: | Not applicable |
| 26. Share Securities: | Applicable |
| (a) Share(s)/Share Company/Basket Company/GDR/ADR: | An ordinary share in the share capital of Mediobanca SpA. (the " Share Company "), (Bloomberg Code: MB IM <Equity> (the " Underlying Share "). |
| (b) Relative Performance Basket: | Not applicable. |
| (c) Share Currency: | EUR |
| (d) ISIN of Share(s): | IT0000062957 |
| (e) Exchange(s): | Italian Stock Exchange |
| (f) Related Exchange(s): | All Exchanges |
| (g) Exchange Business Day: | Single Share Basis. |
| (h) Scheduled Trading Day: | Single Share Basis. |
| (i) Weighting: | Not applicable |
| (j) Settlement Price: | Not applicable |
| (k) Specified Maximum Days of Disruption: | Three (3) Scheduled Trading Days |
| (l) Valuation Time: | The Valuation Time will be the time when the Italian Securities Reference Price of the Underlying Share is determined by the Exchange. |
| (m) Delayed Redemption on Occurrence of an Extraordinary Event: | Not applicable |
| (n) Share Correction Period | As per Conditions |
| (o) Dividend Payment: | Not applicable |
| (p) Listing Change: | Not applicable |
| (q) Listing Suspension: | Not applicable |
| (r) Illiquidity: | Not applicable |

- (s) Tender Offer: Applicable
- (t) CSR Event: 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: 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: Applicable
- Hedging Disruption does not apply to the Securities.
39. Optional Additional Disruption Events: (a) The following Optional Additional Disruption Events apply to the Securities:
- Insolvency Filing
- (b) Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event (in the case of Certificates): Not applicable
40. Knock-in Event: Applicable
- If the Knock-in Value is less than the Knock-in Level on the Knock-in Determination Day
- (a) SPS Knock-in Valuation: Applicable
- Knock-in Value** means the Underlying Reference Value;
- Underlying Reference Value** means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.
- Underlying Reference** is as set out in item 26(a) above;
- Underlying Reference Closing Price Value** means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;
- SPS Valuation Date** means the Knock-in Determination Day;
- Strike Price Closing Value:** Applicable;
- Underlying Reference Strike Price** means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

In respect of the Strike Date:

Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;

Where:

SPS Valuation Date means the Strike Date

- (b) Level: Not applicable
- (c) Knock-in Level/Knock-in Range Level: 70 per cent.
- (d) Knock-in Period Beginning Date: Not applicable
- (e) Knock-in Period Beginning Date Day Convention: Not applicable
- (f) Knock-in Determination Period: Not applicable
- (g) Knock-in Determination Day(s): Redemption Valuation Date
- (h) Knock-in Period Ending Date: Not applicable
- (i) Knock-in Period Ending Date Day Convention: Not applicable
- (j) Knock-in Valuation Time: Valuation Time
- (k) Knock-in Observation Price Source: Not applicable.
- (l) Disruption Consequences: Not applicable.

41. Knock-out Event: Not applicable

42. EXERCISE, VALUATION AND REDEMPTION

- (a) Notional Amount of each Certificate: EUR 100
- (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): Applicable
 - (i) Premium Amount(s): EUR 7
 - (ii) Linked Premium Amount Certificates: Not applicable.
 - (iii) Variable Premium Amount Certificates: Not applicable.
 - (iv) Premium Amount Payment Date(s): 7 November 2016 (i=1).
 - (v) Premium Amount Rate: Not applicable.

(vi)	Premium Amount Record Date(s):	31 October 2016 (i=1).
(k)	Index Linked Premium Amount Certificates:	Not applicable
(l)	Share Linked Premium Amount Certificates:	Not applicable
(m)	ETI Linked Premium Amount Certificates:	Not applicable
(n)	Debt Linked Premium Amount Certificates:	Not applicable
(o)	Commodity Linked Premium Amount Certificates:	Not applicable
(p)	Inflation Index Linked Premium Amount Certificates	Not applicable
(q)	Currency Linked Premium Amount Certificates:	Not applicable
(r)	Fund Linked Premium Amount Certificates:	Not applicable
(s)	Futures Linked Premium Amount 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:	Applicable
(i)	Automatic Early Redemption Event:	Single Standard Automatic Early Redemption If on any Automatic Early Redemption Valuation Date the SPS AER Value is greater than or equal to the Automatic Early Redemption Level.
(ii)	Automatic Early Redemption Payout:	SPS Automatic Early Redemption Payout NA x (AER Redemption Percentage + AER Exit Rate) AER Redemption Percentage means 100%
(iii)	Automatic Early Redemption Date(s):	6 February 2017 (i=1), 7 August 2017 (i=2), 5 February 2018 (i=3), 6 August 2018 (i=4) and 5 February 2019 (i=5).
(iv)	Observation Price Source:	Not applicable
(v)	Underlying Reference Level:	Not applicable
		SPS AER Valuation: Applicable
		SPS AER Value means the Underlying Reference Value
		Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike

Price

Underlying Reference is as set out in item 26(a) above;

Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;

SPS Valuation Date means each Automatic Early Redemption Valuation Date;

Strike Price Closing Value: Applicable;

Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

In respect of the Strike Date:

Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;

Where:

SPS Valuation Date means the Strike Date

(vi) Automatic Early Redemption Level:	100 per cent.
(vii) Automatic Early Redemption Percentage:	Not applicable
(viii) AER Exit Rate:	AER Rate i x 4% “i” is a number from 1 to 5 representing the relevant Automatic Early Redemption Valuation Date.
(ix) Automatic Early Redemption Valuation Date(s)/Period(s):	30 January 2017 (i=1), 31 July 2017 (i=2), 29 January 2018 (i=3), 30 July 2018 (i=4) and 30 January 2019 (i=5).
(y) Renoucement Notice Cut-off Time:	10.00 a.m (Milan Time) on the Exercise Date
(z) Strike Date:	1 August 2016.
(aa) Strike Price:	Not applicable.
(bb) Redemption Valuation Date:	The Exercise Date.
(cc) Averaging:	Averaging does not apply to the Securities.
(dd) Observation Dates:	Not applicable.
(ee) Observation Period:	Not applicable.
(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

42. U.S. Selling Restrictions: Not applicable

43. Additional U.S. Federal income tax consequences: Not applicable
44. Registered broker/dealer: Not applicable
45. TEFRA C or TEFRA Not Applicable: TEFRA C/TEFRA Not Applicable
46. Non-exempt Offer: Applicable
- (i) Non-exempt Offer Jurisdictions: Republic of Italy
- (ii) Offer Period: From 12 July 2016 to, and including, 1 August 2016 during the SeDeX market's trading hours (i.e. from 9:00 am until 5:25pm) or such earlier date as the Issuer determines (i) in the case that the Securities are distributed for an amount equal to EUR 10,000,000, and (ii) at any time during the Distribution Period provided that an amount of Securities at least equal to EUR 2,000,000 has been distributed.
- In the case of early closure set out under (i) above, the Dealer (as defined below) will cease to display sell orders on the SeDeX market as soon as the Securities have been distributed for an amount of EUR 10,000,000. Following this occurrence, the Issuer will promptly inform the public of the Distribution Period's early closure by means of a notice to be sent to Borsa Italiana and published on the website www.prodottidiborsa.it.
- In the case of early closure set out under (ii) above, the Issuer will inform the public by means of a notice to be sent to Borsa Italiana and published on the website <http://www.prodottidiborsa.com> by 10.30am of the same Distribution Period's early closure date. In such a case, the Distribution Period will end at 5.25 pm of the the Distribution Period's early closure date as indicated in the relevant notice.
- The Issuer reserves the right to extend the Offer Period. The Issuer will inform the public of the extension of the Offer Period by means of a notice to be sent to Borsa Italiana S.p.A. and to be published on the website www.prodottidiborsa.it.
- The Securities will be distributed through door-to-door selling pursuant to Article 30 of the Italian Financial Services Act from (and including) 12 July 2016 to (and including) 25 July 2016, subject to any early closing or extension of the Offer Period as described above.
- Pursuant to Article 30, paragraph 6, of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of purchase by the relevant investor. Within such period investors may notify the relevant Distributor of their withdrawal without payment of any charge or commission.
- The Notes will be distributed through long distance selling techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Italian Financial Services Act from and including 12 July, 2016 at 9.00 am CET time to and including 18 July, 2016, at 4.00 pm CET time, subject to any

early closing or extension of the Offer Period as described above.

Pursuant to article 67-*duodecies* of the Italian Legislative Decree No. 206/2005 as amended (the so-called “*Codice del Consumo*”), the validity and enforceability of the contracts entered into through long distance selling techniques (*tecniche di comunicazione a distanza*) is suspended for a period of 14 (fourteen) days beginning on the date of purchase by the relevant investor. Within such period investors may notify the relevant Distributor of their withdrawal without any charge or commission.

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| (iii) | Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it: | Not applicable. See “Placing and Underwriting” of Part B. |
| (iv) | General Consent: | Not applicable |
| (v) | Other Authorised Offeror Terms: | Not applicable |

PROVISIONS RELATING TO COLLATERAL AND SECURITY

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| 47. | Collateral Security Conditions: | Not applicable |
| 48. | Notional Value Repack Securities | Not applicable |

Responsibility

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of the knowledge of the Issuer (who has taken all reasonable care to ensure that such is the case), the information contained herein is in accordance with the facts and does not omit anything likely to affect the import of such information.

Signed on behalf of BNP Paribas Arbitrage Issuance B.V.

As Issuer:



By: ..Carlyne DERIEUX, Duly authorised

PART B – OTHER INFORMATION

1. Listing and Admission to trading

Application has been made for the Securities to be listed on the Italian Stock Exchange and admitted for a distribution phase and subsequent trading on the SeDeX, organised and managed by Borsa Italiana S.p.A. The Securities have already been admitted to listing – preceded by the distribution phase on the SeDeX and the final amount of Securities that are issued on the Issue Date will be admitted to trading on the SeDeX on the date specified by means of a notice of the Italian Stock Exchange

2. Ratings

The Securities have not been rated.

The rating of the Issuer is A from Standard and Poor's.

The rating of the Guarantor is A1 from Moody's and A from Standard and Poor's.

As defined by Moody's, an "A" rating means that the obligations of the Issuer and the Guarantor under the Programme are judged to be upper-medium grade and are subject to low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aaa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.

As defined by Standard & Poor's, an obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the relevant Issuer and Guarantor's capacity to meet its financial commitment on the obligation is still strong. The addition of a plus (+) or minus (-) sign shows relative standing within the major rating category"

Moody's and Standard & Poor's are established in the European Union and are registered under Regulation (EC) No. 1060/2009 (as amended).

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

Investors must be informed of the fact that the Distributors (if any), will receive from the Issuer placement fees equal to a maximum amount of 2% of the amount of Securities placed through the same. All placement fees will be paid out upfront by the Issuer.

Investors must also consider that such fees are not included in the price of the Securities on the secondary market and, therefore, if the Securities are sold on the secondary market, fees embedded in the Issue Price will be deducted from the sale price.

No fees will be paid by the Issuer to intermediaries performing the investment services of the collection and transmission of orders or of the mere execution of orders in the context of the distribution of the Securities during the Distribution Period and directly or indirectly connected to the SeDeX through which investors will apply for the Securities.

Save as discussed in the "Potential Conflicts of Interest" paragraph in the "Risk Factors" in the Base 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 Reference

See Base Prospectus for an explanation of effect on value of Investment and associated risks in investing in Securities.

Past and further performances of the Underlying Shares are available on the relevant Exchange website www.borsaitaliana.com and their volatility may be obtained at the office of the Calculation Agent by mail to the following address: prodottidiborsa@bnpparibas.com

The Issuer does not intend to provide post-issuance information.

5. Operational Information

Relevant Clearing System(s): Monte Titoli

6. Terms and Conditions of the Public Offer

Offer Price:

The Issue Price

Conditions to which the offer is subject:

The Offer of the Securities is conditional on their issue.

The Issuer reserves the right to withdraw the Offer and cancel the issuance of the Securities at any time before 7:59am of the second open market day following the last day of the Distribution Period (*i.e.* 3 August 2016) in the case that (i) any extraordinary changes in the economic and politic situation or in the capital, currency and exchange rates markets, either at a national or international level, or (ii) any change, or any development or event involving a prospective change, in the condition (financial or otherwise), business, properties or results of operations of the Issuer and its subsidiaries which, in the judgment of the Issuer, is material and adverse and makes it impractical or inadvisable to proceed with completion of the distribution or the payment for the Securities, will have occurred.

The Issuer will inform the public of the withdrawal of the the Offer and the cancelation of the issuance of the Securities by means of a notice to be sent to Borsa Italiana and published on the website <http://www.prodottidiborsa.com>.

For the avoidance of doubt, if any contract has been entered into on behalf of a potential investor and the Issuer exercises such a right, each such potential investor will not be entitled to receive the relevant Securities.

The Issuer reserves the right to increase the amount of Securities to be issued over EUR 10,000,000 during the Distribution Period but in any case within the open market day before the Distribution Period's closure date. The Issuer will inform the public of the increase of the issuance's size by means of a notice to be sent to Borsa Italiana and published on the website <http://www.prodottidiborsa.com>. The Issuer will also publish a revised version of these Final Terms including the increased number and amount of Securities to be issued on the website <http://www.prodottidiborsa.com>. In any case, the Dealer will cease to display sell orders on the SeDeX market as soon as the Securities have been distributed for an amount of EUR 10,000,000 and will start again to display sell orders on the SeDeX market at the date and time indicated in the notice relating to the increase of the issuance's size.

The Issuer will determine the final amount of Securities issued up to a limit of EUR 10,000,000

Description of the application process:	<p>– save as provided above – also depending on the number of the buy orders transmitted to the SeDeX during the Distribution Period.</p> <p>Prospective investors intending to apply for the Securities during the Distribution Period are required to contact their own intermediaries for the purpose of transmitting their buy orders – directly or indirectly through the market’s participants – to the SeDeX.</p>
Details of the minimum and/or maximum amount of application:	<p>BNP Paribas Arbitrage S.N.C. as the dealer (the “Dealer”) will display continuously during the Distribution Period a price equal to the Issue Price for the sale and will display sell orders to match buy orders displayed by the intermediaries connected to the SeDeX and transmitted to them directly or indirectly by investors. Prospective investors will not enter into any contractual arrangements directly with the Issuer in relation to the distribution for the Securities. In fact, the relationship between intermediaries and prospective investors will be regulated by intermediaries’ policies applicable to their carrying out investment services <i>vis-à-vis</i> their clients, also with reference to expenses/commissions to be borne by prospective investors and information provided to them.</p> <p>Minimum amount per buy order: one Certificate (EUR 100). There is no maximum number of buy orders which can be transmitted on behalf of a single prospective investor. The irrevocable buy orders of Securities that have been transmitted to the SeDeX and caused the relevant contracts be entered into according to the SeDeX’s rules within the date and time of the Distribution Period’s closure (even early) will be accepted for the entire amount of such contracts, subject to the issue of the Securities up to their maximum amount.</p>
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not applicable
Details of the method and time limits for paying up and delivering the Securities:	<p>The Securities will be issued on the Issue Date against payment to the Issuer by the intermediaries directly or indirectly connected to the SeDeX through which prospective investors have transmitted their buy orders of such buy orders’ moneys.</p> <p>The Securities are cleared through Monte Titoli on the Issue Date.</p>
Manner in and date on which results of the offer are to be made public:	<p>Publication by means of a notice to be sent to Borsa Italiana and published on the website http://www.prodottidiborsa.com on the Issue Date.</p>

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:

Not applicable

Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:

Each intermediary, including Distributors (if any) will notify the relevant investors of its Securities in accordance with their own applicable policies and procedures.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

The Issuer is not aware of any expenses and taxes specifically charged by the intermediaries to the subscriber. See section "Italian Taxation" in the Base Prospectus.

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

BNP Paribas Arbitrage S.N.C.

160-162 boulevard MacDonald

75019 Paris

France

The value of Certificate (euro), as determined by Borsa Italiana	Maximum spread
Less than or equal to 0.003	180 %
0.0031 – 0.3	50 %
0.3001 – 1.5	20 %
1.5001 – 3	15 %
3.0001 – 30	7.5 %
More than 30	3.5 %

Minimum unit amount per order: 1 x EMS

With:

EMS means the Exchange Market Size, as defined by Borsa Italiana

7. Placing and Underwriting

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:

None

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:

Not applicable.

Name and address of any paying agents and depository agents in each country (in addition to the Principal Security Agent):

BNP Paribas Securities Services, Milan Branch
Via Ansperto 5, 20123, Milano, Italy.

Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements:

The Issuer reserves the right to appoint intermediaries to act as distributors during the Distribution Period according to the applicable law. Such appointment will be notified to the public by means of a notice published on the website:

<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>

(the **Distributors**).

The Distributors will receive from the Issuer placement fees equal to a maximum amount of 2% of the amount of Securities placed through the same. All placement fees will be paid out upfront by the Issuer.

No underwriting commitment will be undertaken by the Distributor(s).

BNP Paribas Arbitrage Issuance B.V. will act as *Responsabile del Collocamento* (as defined under article 93-bis of the Legislative Decree of 24 February 1998, n. 58) in relation to any placement activities carried out by the Distributors (if any) but will not act itself as Distributor and, accordingly, will not place any Securities to the public in Italy.

The Dealer is BNP Paribas Arbitrage S.N.C.

In particular, in the context of the collection of buy orders on behalf of their clients and the direct or indirect transmission of buy orders on behalf of their clients or on their own account for the purpose of transmitting all such orders to the SeDeX, the intermediaries involved in the distribution of the Securities; other than the Distributors (if any), will perform the investment services of the collection and transmission of orders or of the mere execution of orders, as defined by Italian Legislative Decree No. 58/1998 as amended.

When the underwriting agreement has been or will be reached: Not applicable.

8. Yield

Not applicable.

9. Form of Renouncement Notice

RENOUNCEMENT NOTICE

(to be completed by the Holder of the Security)

BNP Paribas Arbitrage Issuance B.V.

Up to 100,000 EUR "Athena Early Coupon" Certificates relating to Mediobanca SPA Shares due 05 August 2019

ISIN Code: NL0011836127

(the "Securities")

To: **BNP Paribas Securities Services, Milan Branch**

Via Ansperto 5, 20123 Milano, Italy

Fax No: (39) 02 72474 444

We/I the undersigned Holder(s) of the Securities

hereby communicate that we are renouncing the automatic exercise on the Exercise of the rights granted by the Securities in accordance with the Terms and Conditions of the Securities, as amended and/or supplemented by the applicable Final Terms (the "**Security Terms**").

Series No. of the Securities:

Number of Securities the subject of this notice:

The undersigned understands that if this Renouncement Notice is not completed and delivered as provided in the Security Terms or is determined to be incomplete or not in proper form (in the determination of the Italian Security Agent), it will be treated as null and void.

If this Renouncement Notice is subsequently corrected to the satisfaction of the Italian Security Agent, it will be deemed to be a new Renouncement Notice submitted at the time such correction was delivered to the Italian Security Agent.

Expressions defined in the Security Terms shall bear the same meanings in this Renouncement Notice.

Place and date:

Signature of the Holder

Name of beneficial owner of the Securities

Signature

ISSUE SPECIFIC SUMMARY OF THE PROGRAMME IN RELATION TO THIS BASE 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(s), 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"> • This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms. In this summary, unless otherwise specified and except as used in the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP B.V. and BNPP dated 9 June 2016 as supplemented from time to time under the Note, Warrant and Certificate Programme of BNPP B.V., BNPP and BNP Paribas Fortis Funding. In the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP B.V. and BNPP dated 9 June 2016. • Any decision to invest in any Securities should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms. • Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms 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 Base Prospectus and the applicable Final Terms before the legal proceedings are initiated. • 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 Base Prospectus and the applicable Final Terms 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 Base Prospectus and the applicable Final Terms, 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.
A.2	Consent as to use the Base Prospectus, period of validity and other conditions attached	<p>The Issuer – acting through the Manager – is the offeror of the Securities.</p> <p>An offer of the Securities will be made by the Issuer other than pursuant to Article 3(2) of the Prospectus Directive in Italy through the electronic “Securitized Derivatives Market” (“SeDeX”) during the period from and including 12 July 2016 starting from 9:00am until and including 1 August 2016 until 5:25pm subject to early closing in the cases set out in Paragraph 6 of Part B below (the “Offer Period” or the “Distribution Period”).</p>

Section B - Issuer and Guarantor

Element	Title	
B.1	Legal and commercial name of the Issuer	BNP Paribas Arbitrage Issuance B.V. (" BNPP B.V. " or the " Issuer ").
B.2	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.4b	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.5	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 " BNPP Group ").
B.9	Profit forecast or estimate	Not applicable, as there are no profit forecasts or estimates made in respect of the Issuer in the Base Prospectus to which this Summary relates.
B.10	Audit report qualifications	Not applicable, there are no qualifications in any audit report on the historical financial information included in the Base Prospectus.
B.12	Selected historical key financial information: Comparative Annual Financial Data - In EUR	
		31/12/2015 (audited)
		31/12/2014 (audited)
	Revenues	315,558
	Net income, Group share	19,786
	Total balance sheet	43,042,575,328
	Shareholders' equity (Group share)	464,992
		445,206
	<p><i>Statements of no significant or material adverse change</i></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 31 December 2015 and there has been no material adverse change in the prospects of BNPP B.V. since 31 December 2015.</p>	
B.13	Events impacting the Issuer's solvency	Not applicable, as at 9 June 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 31 December 2015.
B.14	Dependence	BNPP B.V. is dependent upon BNPP. BNPP B.V. is a wholly owned subsidiary

Element	Title	
	upon other group entities	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. See also Element B.5 above.
B.15	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.16	Controlling shareholders	BNP Paribas holds 100 per cent. of the share capital of the Issuer.
B.17	Solicited credit ratings	BNPP B.V.'s long term credit rating are A with a stable outlook (Standard & Poor's Credit Market Services France SAS) and BNPP B.V.'s short term credit rating are A-1 (Standard & Poor's Credit Market Services France SAS). The Securities have not been 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.
B.18	Description of the Guarantee	The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas (" BNPP " or the " Guarantor ") pursuant to an English law deed of guarantee executed by BNPP on or around 10 June 2016 (the " Guarantee "). 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 liabilities of BNPP resulting from the application of a bail-in of BNPP by any relevant regulator (including in a situation where the Guarantee itself is not the subject of such bail-in). The obligations under the guarantee are direct unconditional, unsecured and unsubordinated obligations of BNPP and rank and will rank pari passu among themselves and at least pari passu with all other direct, unconditional, unsecured and unsubordinated indebtedness of BNPP (save for statutorily preferred exceptions).
B.19	Information about the Guarantor	
B.19/ B.1	Legal and commercial name of the Guarantor	BNP Paribas
B.19/ B.2	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.19/ B.4b	Trend information	Macroeconomic environment Macroeconomic and market conditions affect BNPP's results. The nature of BNPP's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.

Element	Title	
		<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 slowing 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 IMF¹ 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 BNP Paribas 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 tightened 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 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.</p> <p>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><i>Laws and regulations applicable to financial institutions</i></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>

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

Element	Title	
		<ul style="list-style-type: none"> - 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; - regulations governing capital: CRD IV/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; - the European Single Supervisory Mechanism and the ordinance of 6 November 2014; - 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; - 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; - 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 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; - 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>Cyber risk</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.19/B.5	Description of the Group	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 more than 189,000 employees, including close to 147,000 in Europe. BNPP is the parent company of the BNP Paribas Group (together the "BNPP Group").
B.19/B.9	Profit forecast or estimate	Not applicable, as there are no profit forecasts or estimates made in respect of the Issuer in the Base Prospectus to which this Summary relates.

Element	Title		
B.19/ B.10	Audit report qualifications	Not applicable, there are no qualifications in any audit report on the historical financial information included in the Base Prospectus	
B.19/ B.12	Selected historical key financial information: Comparative Annual Financial Data - In millions of EUR		
		31/12/2015 (audited)	31/12/2014*(audited)
	Revenues	42,938	39,168
	Cost of risk	(3,797)	(3,705)
	Net income, Group share	6,694	157
		31/12/2015	31/12/2014*
	Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.9%	10.3%
		31/12/2015 (audited)	31/12/2014*(audited)
	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>		

Element	Title	
	Comparative Interim Financial Data – In millions of EUR	
		1Q16 (unaudited)
		1Q15 (unaudited)
	Revenues	10,844
	Cost of risk	(757)
	Net income, Group share	1,814
		31/03/2016 (unaudited)
		31/12/2015 (unaudited)
	Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	11.0%
		31/03/2016 (unaudited)
		31/12/2015 (audited)
	Total consolidated balance sheet	2,121,021
	Consolidated loans and receivables due from customers	691,620
	Consolidated items due to customers	710,713
	Shareholders' equity (Group share)	98,549
	Statements of no significant or material adverse change	
	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 since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published).	
B.19/ B.13	Events impacting the Guarantor's solvency	As at 9 June 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.19/ B.14	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, BNPP began outsourcing IT Infrastructure Management Services to the BNP Paribas Partners for Innovation (BP²I) joint venture set up with IBM France at the end of 2003. BP²I provides IT Infrastructure Management Services for BNPP and several BNPP subsidiaries in France (including BNP Paribas Personal Finance, BP2S, and BNP Paribas Cardif), Switzerland, and Italy. In mid-December 2011 BNPP 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>BP²I 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 BP²I 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</p>

Element	Title	
		<p>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>
<p>B.19/ B.15</p>	<p>Principal activities</p>	<p>BNP Paribas holds key positions in its two main businesses:</p> <ul style="list-style-type: none"> • Retail Banking and Services, which includes: <ul style="list-style-type: none"> • Domestic Markets, comprising: <ul style="list-style-type: none"> • French Retail Banking (FRB), • BNL banca commerciale (BNL bc), Italian retail banking, • Belgian Retail Banking (BRB), • Other Domestic Markets activities, including Luxembourg Retail Banking (LRB); • International Financial Services, comprising: <ul style="list-style-type: none"> • Europe-Mediterranean, • BancWest, • Personal Finance, • Insurance, • Wealth and Asset Management; • Corporate and Institutional Banking (CIB), which includes: <ul style="list-style-type: none"> • Corporate Banking, • Global Markets, • Securities Services.
<p>B.19/ B.16</p>	<p>Controlling shareholders</p>	<p>None of the existing shareholders controls, either directly or indirectly, BNPP. As at 31 December 2015, the main shareholders are Société Fédérale de Participations et d'Investissement ("SFPI") 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.</p>
<p>B.19/ B.17</p>	<p>Solicited credit ratings</p>	<p>BNPP's long-term credit ratings are A with a stable outlook (Standard & 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 & 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	
C.1	Type and class of Securities/ISIN	<p>The Securities are certificates ("Certificates") and are issued in Series.</p> <p>The Series Number of the Securities is CE2130UR. The Tranche number is 1;</p> <p>The ISIN is NL0011836127</p> <p>The Common Code is 143762084</p> <p>The Trading Code is P36127</p> <p>The Securities are cash settled Securities.</p>
C.2	Currency	The currency of this Series of Securities is euro (" EUR ").
C.5	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, Belgium, the Czech Republic, Denmark, Finland, France, Germany, Ireland, Italy, Luxembourg, Norway, Poland, Spain, Sweden, the United Kingdom, Japan and Australia and under the Prospectus Directive and the laws of any jurisdiction in which the relevant Securities are offered or sold.
C.8	Rights attaching to the Securities	<p>Securities issued under the Base Prospectus will have terms and conditions relating to, among other matters:</p> <p>Status</p> <p>The Securities are issued on a 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>Taxation</p> <p>The Holder must pay all taxes, duties and/or expenses arising from the 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>Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment, (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "Code") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or any law implementing an intergovernmental approach thereto, and (iii) any withholding or deduction required pursuant to Section 871(m) of the Code.</p> <p>Negative pledge</p> <p>The terms of the Securities will not contain a negative pledge provision.</p>

Element	Title	
		<p>Events of Default</p> <p>The terms of the Securities will not contain events of default.</p> <p>Meetings</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>Governing law</p> <p>The Securities, the English Law Agency Agreement (as amended or supplemented from time to time), the Guarantee in respect of the Securities and any non-contractual obligations arising out of or in connection with the Securities, the English Law Agency Agreement (as amended or supplemented from time to time) and the Guarantee in respect of the Securities will be governed by and shall be construed in accordance with English law.</p>
C.9	Interest/Redemption	<p>Interest</p> <p>The Securities do not bear or pay interest, but pay a premium amount of EUR 7.00 on 7 November 2016.</p> <p>Redemption</p> <p>Unless previously redeemed, each Security will be redeemed as set out in Element C.18.</p> <p>The Securities may also be redeemed early on occurrence of an Additional Disruption Event, an Optional Additional Disruption Event, an Extraordinary Event, a Potential Adjustment Event or if performance of the Issuer's obligations under the Securities becomes illegal, or becomes illegal or impractical by reason of force majeure or act of state. The amount payable under the Securities on early redemption will be the fair market value of each Security less hedge costs.</p>
		<p>Representative of Holders</p> <p>No representative of the Holders 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
C.11	Admission to Trading	Application has been made for the Securities to be listed on the Italian Stock Exchange and admitted for a distribution phase and subsequent trading on the SeDeX, organised and managed by Borsa Italiana S.p.A
C.15	How the value of the investment in the derivative securities is affected by the value of the underlying assets	<p>The amount payable on redemption is calculated by reference to the ordinary shares of Mediobanca SpA. (Bloomberg code: MB IM) (the “Underlying Reference”).</p> <p>See item C.9 above and C.18 below.</p>
C.16	Maturity of the derivative Securities	The Exercise Date of the Securities is 29 July 2019 and the Exercise Settlement Date is 5 August 2019.

Element	Title	
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>
C.18	Return on derivative securities	<p>See Element C.8 above for the rights attaching to the Securities.</p> <p>See Element C.9 above for information on premium amounts.</p> <p>Final Redemption</p> <p>The Certificates will be automatically exercised on the Exercise Date. Upon automatic exercise each Certificate entitles the Holder to receive on the Exercise Settlement Date a Cash Settlement Amount equal to the Final Payout.</p> <p>Final Payout</p> <p>Structured Products Securities (SPS) Final Payouts</p> <p>Auto-callable Securities: fixed term products that include an automatic early redemption feature. The return is linked to the performance of the Underlying Reference(s), calculation being based on various mechanisms (including knock-in features). There is no capital protection</p> <p>NA x Autocall Standard:</p> <p>NA is EUR 100</p> <p>Autocall Standard</p> <p>(A) If FR Barrier Value is greater than or equal to the Final Redemption Condition Level:</p> <p style="padding-left: 40px;">100% + FR Exit Rate; or</p> <p>(B) If FR Barrier Value is less than the Final Redemption Condition Level and no Knock-in Event has occurred:</p> <p style="padding-left: 40px;">100% + Coupon Airbag Percentage; or</p> <p>(C) If FR Barrier Value is less than the Final Redemption Condition Level and a Knock-in Event has occurred:</p> <p style="padding-left: 40px;">Min (100%, Final Redemption Value).</p> <p><i>Where:</i></p> <p>FR Exit Rate means FR Rate</p> <p>FR Rate means 24%</p> <p>Coupon Airbag Percentage means 0%</p> <p>Final Redemption Value means Underlying Reference Value</p> <p>Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price;</p> <p>Underlying Reference is as set out in Element C.20 ;</p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such</p>

Element	Title	
		<p>day;</p> <p>SPS Valuation Date means the SPS Redemption Valuation Date;</p> <p>SPS Redemption Valuation Date means the Redemption Valuation Date;</p> <p>Redemption Valuation Date means 29 July 2019;</p> <p>Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.</p> <p><i>Where:</i></p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;</p> <p>Strike Date means 1 August 2016</p> <p>FR Barrier Value means the Underlying Reference Value;</p> <p>Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price;</p> <p>Underlying Reference is as set out in Element C.20 ;</p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;</p> <p>SPS Valuation Date means the SPS FR Barrier Valuation Date;</p> <p>SPS FR Barrier Valuation Date means the Redemption Valuation Date;</p> <p>Redemption Valuation Date means 29 July 2019;</p> <p>Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.</p> <p>In respect of the Strike Date:</p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day</p> <p><i>Where:</i></p> <p>SPS Valuation Date means the Strike Date</p> <p>Strike Date means 1 August 2016</p> <p>Final Redemption Condition Level means 100%</p> <p>Italian Securities Reference Price means the Prezzo di Riferimento, which means, in relation to a Share, the price published by the Italian Stock Exchange at the close of trading and having the meaning ascribed thereto in the Rules of the Market organised and managed by the Italian Stock Exchange, as such Rules may be amended by the Borsa Italiana S.p.A. from time to time;</p>

Element	Title	
		<p><u>Provisions for the purposes of determining the Knock-in Event</u></p> <p>Knock-in Event: Applicable</p> <p>Knock-in Event means that the Knock-in Value is less than the Knock-in Level in respect of a Knock-in Determination Period</p> <p>Knock-in Value means the Underlying Reference Value;</p> <p>Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.</p> <p>Underlying Reference is set out in Element C.20;</p> <p>Underlying Reference Closing Price Value means in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;</p> <p>SPS Valuation Date means the Knock-in Determination Day;</p> <p>Knock-in Determination Day means the Redemption Valuation Date;</p> <p>Redemption Valuation Date: 29 July 2019;</p> <p>Knock-in Level means 70%;</p> <p>Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.</p> <p><i>Where:</i></p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;</p> <p>Strike Date means 1 August 2016;</p> <p>Italian Securities Reference Price means the Prezzo di Riferimento, which means, in relation to a Share, the price published by the Italian Stock Exchange at the close of trading and having the meaning ascribed thereto in the Rules of the Market organised and managed by the Italian Stock Exchange, as such Rules may be amended by the Borsa Italiana S.p.A. from time to time ;</p> <p><i>Automatic Early Redemption</i></p> <p>If on any Automatic Early Redemption Valuation Date an Automatic Early Redemption Event occurs, the Securities will be redeemed early at the Automatic Early Redemption Amount on the Automatic Early Redemption Date.</p> <p>The Automatic Early Redemption Amount will be equal to the SPS Automatic Early Redemption Payout.</p> <p>The "SPS Automatic Early Redemption Payout" is:</p> <p style="text-align: center;">Notional Amount x (100% + AER Exit Rate)</p>

Element	Title	
		<p>Notional Amount means EUR 100</p> <p>AER Exit Rate means AER Rate;</p> <p>AER Rate means $i \times 4\%$</p> <p>“<i>i</i>” is a number from 1 to 5 representing the relevant Automatic Early Redemption Valuation Date.</p> <p>Automatic Early Redemption Event means that on the Automatic Early Redemption Valuation Date the SPS AER Value is greater than or equal to the Automatic Early Redemption Level.</p> <p>Automatic Early Redemption Dates means 6 February 2017 (i=1), 7 August 2017 (i=2), 5 February 2018 (i=3), 6 August 2018 (i=4) and 5 February 2019 (i=5).</p> <p>Automatic Early Redemption Valuation Dates means 30 January 2017 (i=1), 31 July 2017 (i=2), 29 January 2018 (i=3), 30 July 2018 (i=4) and 30 January 2019 (i=5).</p> <p>Automatic Early Redemption Level means 100%</p> <p>SPS AER Value means the Underlying Reference Value;</p> <p>Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price,</p> <p>Underlying Reference is as set out in Element C.20.</p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;</p> <p>SPS Valuation Date means the Automatic Early Redemption Valuation Date;</p> <p>Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.</p> <p><i>Where:</i></p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;</p> <p>Underlying Reference is as set out in item C.20</p> <p>Strike Date means 1 August 2016</p> <p>Italian Securities Reference Price means the Prezzo di Riferimento, which means, in relation to a Share, the price published by the Italian Stock Exchange at the close of trading and having the meaning ascribed thereto in the Rules of the Market organised and managed by the Italian Stock Exchange, as such Rules may be amended by the Borsa Italiana S.p.A. from time to time ;</p> <p>The above provisions are subject to adjustment as provided in the conditions of the Securities to take into account events in relation to the Underlying Reference or the Securities. This may lead to adjustments</p>

Element	Title	
		being made to the Securities or in some cases the Securities being terminated early at an early redemption amount (see item C.9).
C.19	Final reference price of the Underlying	The final reference price of the underlying will be determined in accordance with the valuation mechanics set out in Element C.9 and C.18 above
C.20	Underlying	The Underlying Reference specified in Element C.15 above. Information on the Underlying Reference can be obtained from the following website www.borsaitaliana.it .

Section D – Risks

Element	Title	
D.2	Key risks regarding the Issuer and the Guarantor	<p>Prospective purchasers of the Securities should be experienced with respect to options and options transactions and should understand the risks of transactions involving the Securities. An investment in the Securities presents certain risks that should be taken into account before any investment decision is made. Certain risks may affect the Issuer's ability to fulfil its obligations under the Securities or the Guarantor's ability to perform its obligations under the Guarantee, some of which are beyond its control. In particular, the Issuer and the Guarantor, together with the BNPP Group, are exposed to the risks associated with its activities, as described below:</p> <p>Guarantor</p> <p>Eleven main categories of risk are inherent in BNPP's activities:</p> <ol style="list-style-type: none"> (1) <i>Credit Risk</i> - Credit risk is the potential that a bank borrower or counterparty will fail to meet its obligations in accordance with agreed terms. The probability of default and the expected recovery on the loan or receivable in the event of default are key components of the credit quality assessment; (2) <i>Counterparty Credit Risk</i> - Counterparty credit risk is the credit risk embedded in payment or transactions between counterparties. Those transactions include bilateral contracts such as over-the-counter (OTC) derivatives contracts which potentially expose the Bank to the risk of counterparty default, as well as contracts settled through clearing houses. The amount of this risk may vary over time in line with changing market parameters which then impacts the replacement value of the relevant transactions or portfolio; (3) <i>Securitisation</i> - Securitisation means a transaction or scheme, whereby the credit risk associated with an exposure or pool of exposures is tranching, having the following characteristics: <ul style="list-style-type: none"> • payments made in the transaction or scheme are dependent upon the performance of the exposure or pool of exposures; • the subordination of tranches determines the distribution of losses during the life of the risk transfer.

Element	Title	
		<p>Any commitment (including derivatives and liquidity lines) granted to a securitisation operation must be treated as a securitisation exposure. Most of these commitments are held in the prudential banking book;</p> <p>(4) <i>Market Risk</i> - Market risk is the risk of incurring a loss of value due to adverse trends in market prices or parameters, whether directly observable or not.</p> <p>Observable market parameters include, but are not limited to, exchange rates, prices of securities and commodities (whether listed or obtained by reference to a similar asset), prices of derivatives, and other parameters that can be directly inferred from them, such as interest rates, credit spreads, volatilities and implied correlations or other similar parameters.</p> <p>Non-observable factors are those based on working assumptions such as parameters contained in models or based on statistical or economic analyses, non-ascertainable in the market.</p> <p>In fixed income trading books, credit instruments are valued on the basis of bond yields and credit spreads, which represent market parameters in the same way as interest rates or foreign exchange rates. The credit risk arising on the issuer of the debt instrument is therefore a component of market risk known as issuer risk.</p> <p>Liquidity is an important component of market risk. In times of limited or no liquidity, instruments or goods may not be tradable or may not be tradable at their estimated value. This may arise, for example, due to low transaction volumes, legal restrictions or a strong imbalance between demand and supply for certain assets.</p> <p>The market risk related to banking activities encompasses the risk of loss on equity holdings on the one hand, and the interest rate and foreign exchange risks stemming from banking intermediation activities on the other hand;</p> <p>(5) <i>Operational Risk</i> - Operational risk is the risk of incurring a loss due to inadequate or failed internal processes, or due to external events, whether deliberate, accidental or natural occurrences. Management of operational risk is based on an analysis of the “cause – event – effect” chain.</p> <p>Internal processes giving rise to operational risk may involve employees and/or IT systems. External events include, but are not limited to floods, fire, earthquakes and terrorist attacks. Credit or market events such as default or fluctuations in value do not fall within the scope of operational risk.</p> <p>Operational risk encompasses fraud, human resources risks, legal risks, non-compliance risks, tax risks, information system risks, conduct risks (risks related to the provision of inappropriate financial services), risk related to failures in operating processes, including loan procedures or model risks, as well as any potential financial implications resulting from the management of reputation risks;</p>

Element	Title	
		<p>(6) <i>Compliance and Reputation Risk</i> - Compliance risk as defined in French regulations as the risk of legal, administrative or disciplinary sanctions, of significant financial loss or reputational damage that a bank may suffer as a result of failure to comply with national or European laws and regulations, codes of conduct and standards of good practice applicable to banking and financial activities, or instructions given by an executive body, particularly in application of guidelines issued by a supervisory body.</p> <p>By definition, this risk is a sub-category of operational risk. However, as certain implications of compliance risk involve more than a purely financial loss and may actually damage the institution's reputation, the Bank treats compliance risk separately.</p> <p>Reputation risk is the risk of damaging the trust placed in a corporation by its customers, counterparties, suppliers, employees, shareholders, supervisors and any other stakeholder whose trust is an essential condition for the corporation to carry out its day-to-day operations.</p> <p>Reputation risk is primarily contingent on all the other risks borne by the Bank;</p> <p>(7) <i>Concentration Risk</i> - Concentration risk and its corollary, diversification effects, are embedded within each risk, especially for credit, market and operational risks using the correlation parameters taken into account by the corresponding risk models.</p> <p>It is assessed at consolidated Group level and at financial conglomerate level;</p> <p>(8) <i>Banking Book Interest Rate Risk</i> - Banking book interest rate risk is the risk of incurring losses as a result of mismatches in interest rates, maturities and nature between assets and liabilities. For banking activities, this risk arises in non-trading portfolios and primarily relates to global interest rate risk;</p> <p>(9) <i>Strategic and Business Risks</i> - Strategic risk is the risk that the Bank's share price may fall because of its strategic decisions.</p> <p>Business risk is the risk of incurring an operating loss due to a change in the economic environment leading to a decline in revenue coupled with insufficient cost-elasticity.</p> <p>These two types of risk are monitored by the Board of Directors;</p> <p>(10) <i>Liquidity Risk</i> - In accordance with regulations, the liquidity risk is defined as the risk that a bank will be unable to honour its commitments or unwind or settle a position due to the situation on the market or idiosyncratic factors, within a given time frame and at a reasonable price or cost; and</p> <p>(11) <i>Insurance Underwriting Risk</i> - Insurance underwriting risk corresponds to the risk of a financial loss caused by an adverse trend in insurance claims. Depending on the type of insurance business (life, personal risk or annuities), this risk may be</p>

Element	Title	
		<p>statistical, macroeconomic or behavioural, or may be related to public health issues or natural disasters. It is not the main risk factor arising in the life insurance business, where financial risks are predominant.</p> <p>(a) 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>(b) 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>(c) 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>(d) Significant interest rate changes could adversely affect BNPP's revenues or profitability.</p> <p>(e) The prolonged low interest rate environment carries inherent systemic risks.</p> <p>(f) The soundness and conduct of other financial institutions and market participants could adversely affect BNPP.</p> <p>(g) BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility.</p> <p>(h) BNPP may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.</p> <p>(i) Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.</p> <p>(j) 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>(k) BNPP is subject to extensive and evolving regulatory regimes in the jurisdictions in which it operates.</p> <p>(l) BNPP may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations.</p> <p>(m) There are risks related to the implementation of BNPP's strategic plan.</p> <p>(n) BNPP may experience difficulties integrating acquired companies and may be unable to realize the benefits expected from its acquisitions.</p> <p>(o) Intense competition by banking and non-banking operators could adversely affect BNPP's revenues and profitability.</p> <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>(q) BNPP's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could</p>

Element	Title	
		<p>lead to material losses.</p> <p>(r) BNPP's hedging strategies may not prevent losses.</p> <p>(s) 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>(t) 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>(u) BNPP's competitive position could be harmed if its reputation is damaged.</p> <p>(v) 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>(w) Unforeseen external events may disrupt BNPP's operations and cause substantial losses and additional costs.</p> <p>Issuer</p> <p>The main risks described above in relation to BNPP also represent the main risks for BNPP B.V., either as an individual entity or a company in the BNPP Group.</p> <p><i>Dependency Risk</i></p> <p>BNPP B.V. is an operating company. The assets of BNPP B.V. consist of the obligations of other BNPP Group entities. The ability of BNPP B.V. to meet its own obligations will depend on the ability of other BNPP Group entities to fulfil their obligations. In respect of securities it issues, the ability of BNPP B.V. to meet its obligations under such securities depends on the receipt by it of payments under certain hedging agreements that it enters with other BNPP Group entities. Consequently, Holders of BNPP B.V. securities will, subject to the provisions of the Guarantee issued by BNPP, be exposed to the ability of BNPP Group entities to perform their obligations under such hedging agreements.</p> <p><i>Market Risk</i></p> <p>BNPP B.V. takes on exposure to market risks arising from positions in interest rates, currency exchange rates, commodities and equity products, all of which are exposed to general and specific market movements. However, these risks are hedged by option and swap agreements and therefore these risks are mitigated in principle.</p> <p><i>Credit Risks</i></p> <p>BNPP B.V. has significant concentration of credit risks as all OTC contracts are acquired from its parent company and other BNPP Group entities. Taking into consideration the objective and activities of BNPP B.V. and the fact that its parent company is under supervision of the European Central Bank and the <i>Autorité de Contrôle Prudentiel et de Résolution</i> management considers these risks as acceptable. The long term senior debt of BNP Paribas is rated (A) by Standard & Poor's and (A1) by Moody's.</p> <p><i>Liquidity Risk</i></p>

Element	Title	
		BNPP B.V. has significant liquidity risk exposure. To mitigate this exposure, BNPP B.V. entered into netting agreements with its parent company and other BNPP Group entities.
D.3	Key risks regarding the Securities	<p>In addition to the risks (including the risk of default) that may affect the Issuer's ability to fulfil its obligations under the Securities or the Guarantor's ability to perform its obligations under the Guarantor, there are certain factors which are material for the purposes of assessing the market risks associated with Securities issued under the Base Prospectus, including:</p> <p><i>Market Risks</i></p> <p>Securities (other than Secured Securities) are unsecured obligations, the trading price of the Securities is affected by a number of factors including, but not limited to, the price of the relevant Underlying Reference(s), time to redemption and volatility and such factors mean that the trading price of the Securities may be below the Cash Settlement Amount or value of the Entitlement,</p> <p>exposure to the Underlying Reference in many cases will be achieved by the relevant 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,</p> <p><i>Holder Risks</i></p> <p>the meetings of Holders provisions permit defined majorities to bind all Holders</p> <p>in certain circumstances Holders may lose the entire value of their investment</p> <p><i>Issuer/Guarantor Risks</i></p> <p>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;</p> <p>certain conflicts of interest may arise (see Element E.4 below);</p> <p><i>Legal Risks</i></p> <p>the occurrence of an additional disruption event or optional additional disruption event may lead to an adjustment to the Securities or 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,</p> <p>expenses and taxation may be payable in respect of the Securities;</p> <p>the Securities may be redeemed in the case of illegality or impracticability and such cancellation or redemption may result in an investor not realising a return on an investment in the Securities,</p> <p>any judicial decision or change to an administrative practice or change to English law after the date of the Base Prospectus could materially adversely impact the value of any Securities affected by it;</p>

Element	Title	
		<p><i>Secondary Market Risks</i></p> <p>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 exercise or wait until redemption of the Securities to realise a greater value than its trading value),</p> <p><i>Risks relating to Underlying Reference Asset(s)</i></p> <p>In addition, there are specific risks in relation to Securities which are linked to an Underlying Reference 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 Underlying Reference linked Securities include:</p> <p>exposure to one or more share, similar market risks to a direct equity investment, global depositary receipt ("GDR") or American depositary receipt ("ADR"), potential adjustment events or extraordinary events affecting shares and market disruption or failure to open of an exchange which may have an adverse effect on the value and liquidity of the Securities</p> <p>and that the Issuer will not provide post-issuance information in relation to the Underlying Reference.</p> <p><i>Risks relating to specific types of products</i></p> <p>Auto-callable Products</p> <p>Investors may be exposed to a partial or total loss of their investment. The return on the Securities depends on the performance of the Underlying Reference(s) and the application of knock-in features. Auto-callable Products include automatic early redemption mechanisms.</p>
D.6	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> <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	
E.2b	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
E.3	Terms and conditions of the offer	This issue of Securities is being offered in a Non-Exempt Offer in the Republic of Italy from, and including 12 July 2016 until, and including, 1 August 2016, subject to any early closing of the Offer Period.

Element	Title	
		The issue price of the Securities is EUR 100
E.4	Interest of natural and legal persons involved in the issue/offer	<p>Any Manager and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.</p> <p>Other than as mentioned above, 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.</p>
E.7	Expenses charged to the investor by the Issuer	No expenses are being charged to an investor by the Issuer.

ISSUE SPECIFIC SUMMARY OF THE PROGRAMME IN RELATION TO THIS BASE 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(s), 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"> • This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms. In this summary, unless otherwise specified and except as used in the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP B.V. and BNPP dated 9 June 2016 as supplemented from time to time under the Note, Warrant and Certificate Programme of BNPP B.V., BNPP and BNP Paribas Fortis Funding. In the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP B.V. and BNPP dated 9 June 2016. • Any decision to invest in any Securities should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms. • Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms 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 Base Prospectus and the applicable Final Terms before the legal proceedings are initiated. • 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 Base Prospectus and the applicable Final Terms 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 Base Prospectus and the applicable Final Terms, 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.
A.2	Consent as to use the Base Prospectus, period of validity and other conditions attached	<p>The Issuer – acting through the Manager – is the offeror of the Securities.</p> <p>An offer of the Securities will be made by the Issuer other than pursuant to Article 3(2) of the Prospectus Directive in Italy through the electronic “Securitized Derivatives Market” (“SeDeX”) during the period from and including 12 July 2016 starting from 9:00am until and including 1 August 2016 until 5:25pm subject to early closing in the cases set out in Paragraph 6 of Part B below (the “Offer Period” or the “Distribution Period”).</p>

Section B - Issuer and Guarantor

Element	Title	
B.1	Legal and commercial name of the Issuer	BNP Paribas Arbitrage Issuance B.V. (" BNPP B.V. " or the " Issuer ").
B.2	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.4b	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.5	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 " BNPP Group ").
B.9	Profit forecast or estimate	Not applicable, as there are no profit forecasts or estimates made in respect of the Issuer in the Base Prospectus to which this Summary relates.
B.10	Audit report qualifications	Not applicable, there are no qualifications in any audit report on the historical financial information included in the Base Prospectus.
B.12	Selected historical key financial information:	
	Comparative Annual Financial Data - In EUR	
		31/12/2015 (audited)
		31/12/2014 (audited)
	Revenues	315,558
	Net income, Group share	19,786
	Total balance sheet	43,042,575,328
	Shareholders' equity (Group share)	464,992
		445,206
	<p>Statements of no significant or material adverse change</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 31 December 2015 and there has been no material adverse change in the prospects of BNPP B.V. since 31 December 2015.</p>	
B.13	Events impacting the Issuer's solvency	Not applicable, as at 9 June 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 31 December 2015.
B.14	Dependence	BNPP B.V. is dependent upon BNPP. BNPP B.V. is a wholly owned subsidiary

Element	Title	
	upon other group entities	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. See also Element B.5 above.
B.15	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.16	Controlling shareholders	BNP Paribas holds 100 per cent. of the share capital of the Issuer.
B.17	Solicited credit ratings	BNPP B.V.'s long term credit rating are A with a stable outlook (Standard & Poor's Credit Market Services France SAS) and BNPP B.V.'s short term credit rating are A-1 (Standard & Poor's Credit Market Services France SAS). The Securities have not been 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.
B.18	Description of the Guarantee	The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas (" BNPP " or the " Guarantor ") pursuant to an English law deed of guarantee executed by BNPP on or around 10 June 2016 (the " Guarantee "). 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 liabilities of BNPP resulting from the application of a bail-in of BNPP by any relevant regulator (including in a situation where the Guarantee itself is not the subject of such bail-in). The obligations under the guarantee are direct unconditional, unsecured and unsubordinated obligations of BNPP and rank and will rank pari passu among themselves and at least pari passu with all other direct, unconditional, unsecured and unsubordinated indebtedness of BNPP (save for statutorily preferred exceptions).
B.19	Information about the Guarantor	
B.19/ B.1	Legal and commercial name of the Guarantor	BNP Paribas
B.19/ B.2	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.19/ B.4b	Trend information	Macroeconomic environment Macroeconomic and market conditions affect BNPP's results. The nature of BNPP's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.

Element	Title	
		<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 slowing 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 IMF¹ 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 BNP Paribas 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 tightened 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 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.</p> <p>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><i>Laws and regulations applicable to financial institutions</i></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>

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

Element	Title	
		<ul style="list-style-type: none"> - 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; - regulations governing capital: CRD IV/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; - the European Single Supervisory Mechanism and the ordinance of 6 November 2014; - 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; - 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; - 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 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; - 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>Cyber risk</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.19/B.5	Description of the Group	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 more than 189,000 employees, including close to 147,000 in Europe. BNPP is the parent company of the BNP Paribas Group (together the "BNPP Group").
B.19/B.9	Profit forecast or estimate	Not applicable, as there are no profit forecasts or estimates made in respect of the Issuer in the Base Prospectus to which this Summary relates.

Element	Title		
B.19/ B.10	Audit report qualifications	Not applicable, there are no qualifications in any audit report on the historical financial information included in the Base Prospectus	
B.19/ B.12	Selected historical key financial information: Comparative Annual Financial Data - In millions of EUR		
		31/12/2015 (audited)	31/12/2014*(audited)
	Revenues	42,938	39,168
	Cost of risk	(3,797)	(3,705)
	Net income, Group share	6,694	157
		31/12/2015	31/12/2014*
	Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.9%	10.3%
		31/12/2015 (audited)	31/12/2014*(audited)
	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>		

Element	Title	
	Comparative Interim Financial Data – In millions of EUR	
		1Q16 (unaudited) 1Q15 (unaudited)
	Revenues	10,844 11,065
	Cost of risk	(757) (1,044)
	Net income, Group share	1,814 1,648
		31/03/2016 (unaudited) 31/12/2015 (unaudited)
	Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	11.0% 10.9%
		31/03/2016 (unaudited) 31/12/2015 (audited)
	Total consolidated balance sheet	2,121,021 1,994,193
	Consolidated loans and receivables due from customers	691,620 682,497
	Consolidated items due to customers	710,713 700,309
	Shareholders' equity (Group share)	98,549 96,269
	<p>Statements of no significant or material adverse change</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).</p> <p>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).</p>	
B.19/ B.13	Events impacting the Guarantor's solvency	As at 9 June 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.19/ B.14	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, BNPP began outsourcing IT Infrastructure Management Services to the BNP Paribas Partners for Innovation (BP²I) joint venture set up with IBM France at the end of 2003. BP²I provides IT Infrastructure Management Services for BNPP and several BNPP subsidiaries in France (including BNP Paribas Personal Finance, BP2S, and BNP Paribas Cardif), Switzerland, and Italy. In mid-December 2011 BNPP 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>BP²I 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 BP²I 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</p>

Element	Title	
		<p>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>
<p>B.19/ B.15</p>	<p>Principal activities</p>	<p>BNP Paribas holds key positions in its two main businesses:</p> <ul style="list-style-type: none"> • Retail Banking and Services, which includes: <ul style="list-style-type: none"> • Domestic Markets, comprising: <ul style="list-style-type: none"> • French Retail Banking (FRB), • BNL banca commerciale (BNL bc), Italian retail banking, • Belgian Retail Banking (BRB), • Other Domestic Markets activities, including Luxembourg Retail Banking (LRB); • International Financial Services, comprising: <ul style="list-style-type: none"> • Europe-Mediterranean, • BancWest, • Personal Finance, • Insurance, • Wealth and Asset Management; • Corporate and Institutional Banking (CIB), which includes: <ul style="list-style-type: none"> • Corporate Banking, • Global Markets, • Securities Services.
<p>B.19/ B.16</p>	<p>Controlling shareholders</p>	<p>None of the existing shareholders controls, either directly or indirectly, BNPP. As at 31 December 2015, the main shareholders are Société Fédérale de Participations et d'Investissement ("SFPI") 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.</p>
<p>B.19/ B.17</p>	<p>Solicited credit ratings</p>	<p>BNPP's long-term credit ratings are A with a stable outlook (Standard & 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 & 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	
C.1	Type and class of Securities/ISIN	<p>The Securities are certificates ("Certificates") and are issued in Series.</p> <p>The Series Number of the Securities is CE2130UR. The Tranche number is 1;</p> <p>The ISIN is NL0011836127</p> <p>The Common Code is 143762084</p> <p>The Trading Code is P36127</p> <p>The Securities are cash settled Securities.</p>
C.2	Currency	The currency of this Series of Securities is euro (" EUR ").
C.5	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, Belgium, the Czech Republic, Denmark, Finland, France, Germany, Ireland, Italy, Luxembourg, Norway, Poland, Spain, Sweden, the United Kingdom, Japan and Australia and under the Prospectus Directive and the laws of any jurisdiction in which the relevant Securities are offered or sold.
C.8	Rights attaching to the Securities	<p>Securities issued under the Base Prospectus will have terms and conditions relating to, among other matters:</p> <p>Status</p> <p>The Securities are issued on a 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>Taxation</p> <p>The Holder must pay all taxes, duties and/or expenses arising from the 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>Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment, (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "Code") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or any law implementing an intergovernmental approach thereto, and (iii) any withholding or deduction required pursuant to Section 871(m) of the Code.</p> <p>Negative pledge</p> <p>The terms of the Securities will not contain a negative pledge provision.</p>

Element	Title	
		<p>Events of Default</p> <p>The terms of the Securities will not contain events of default.</p> <p>Meetings</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>Governing law</p> <p>The Securities, the English Law Agency Agreement (as amended or supplemented from time to time), the Guarantee in respect of the Securities and any non-contractual obligations arising out of or in connection with the Securities, the English Law Agency Agreement (as amended or supplemented from time to time) and the Guarantee in respect of the Securities will be governed by and shall be construed in accordance with English law.</p>
C.9	Interest/Redemption	<p>Interest</p> <p>The Securities do not bear or pay interest, but pay a premium amount of EUR 7.00 on 7 November 2016.</p> <p>Redemption</p> <p>Unless previously redeemed, each Security will be redeemed as set out in Element C.18.</p> <p>The Securities may also be redeemed early on occurrence of an Additional Disruption Event, an Optional Additional Disruption Event, an Extraordinary Event, a Potential Adjustment Event or if performance of the Issuer's obligations under the Securities becomes illegal, or becomes illegal or impractical by reason of force majeure or act of state. The amount payable under the Securities on early redemption will be the fair market value of each Security less hedge costs.</p>
		<p>Representative of Holders</p> <p>No representative of the Holders 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
C.11	Admission to Trading	Application has been made for the Securities to be listed on the Italian Stock Exchange and admitted for a distribution phase and subsequent trading on the SeDeX, organised and managed by Borsa Italiana S.p.A
C.15	How the value of the investment in the derivative securities is affected by the value of the underlying assets	<p>The amount payable on redemption is calculated by reference to the ordinary shares of Mediobanca SpA. (Bloomberg code: MB IM) (the “Underlying Reference”).</p> <p>See item C.9 above and C.18 below.</p>
C.16	Maturity of the derivative Securities	The Exercise Date of the Securities is 29 July 2019 and the Exercise Settlement Date is 5 August 2019.

Element	Title	
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>
C.18	Return on derivative securities	<p>See Element C.8 above for the rights attaching to the Securities.</p> <p>See Element C.9 above for information on premium amounts.</p> <p>Final Redemption</p> <p>The Certificates will be automatically exercised on the Exercise Date. Upon automatic exercise each Certificate entitles the Holder to receive on the Exercise Settlement Date a Cash Settlement Amount equal to the Final Payout.</p> <p>Final Payout</p> <p>Structured Products Securities (SPS) Final Payouts</p> <p>Auto-callable Securities: fixed term products that include an automatic early redemption feature. The return is linked to the performance of the Underlying Reference(s), calculation being based on various mechanisms (including knock-in features). There is no capital protection</p> <p>NA x Autocall Standard:</p> <p>NA is EUR 100</p> <p>Autocall Standard</p> <p>(A) If FR Barrier Value is greater than or equal to the Final Redemption Condition Level: 100% + FR Exit Rate; or</p> <p>(B) If FR Barrier Value is less than the Final Redemption Condition Level and no Knock-in Event has occurred: 100% + Coupon Airbag Percentage; or</p> <p>(C) If FR Barrier Value is less than the Final Redemption Condition Level and a Knock-in Event has occurred: Min (100%, Final Redemption Value).</p> <p><i>Where:</i></p> <p>FR Exit Rate means FR Rate</p> <p>FR Rate means 24%</p> <p>Coupon Airbag Percentage means 0%</p> <p>Final Redemption Value means Underlying Reference Value</p> <p>Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price;</p> <p>Underlying Reference is as set out in Element C.20 ;</p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such</p>

Element	Title	
		<p>day;</p> <p>SPS Valuation Date means the SPS Redemption Valuation Date;</p> <p>SPS Redemption Valuation Date means the Redemption Valuation Date;</p> <p>Redemption Valuation Date means 29 July 2019;</p> <p>Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.</p> <p><i>Where:</i></p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;</p> <p>Strike Date means 1 August 2016</p> <p>FR Barrier Value means the Underlying Reference Value;</p> <p>Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price;</p> <p>Underlying Reference is as set out in Element C.20 ;</p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;</p> <p>SPS Valuation Date means the SPS FR Barrier Valuation Date;</p> <p>SPS FR Barrier Valuation Date means the Redemption Valuation Date;</p> <p>Redemption Valuation Date means 29 July 2019;</p> <p>Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.</p> <p>In respect of the Strike Date:</p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day</p> <p><i>Where:</i></p> <p>SPS Valuation Date means the Strike Date</p> <p>Strike Date means 1 August 2016</p> <p>Final Redemption Condition Level means 100%</p> <p>Italian Securities Reference Price means the Prezzo di Riferimento, which means, in relation to a Share, the price published by the Italian Stock Exchange at the close of trading and having the meaning ascribed thereto in the Rules of the Market organised and managed by the Italian Stock Exchange, as such Rules may be amended by the Borsa Italiana S.p.A. from time to time;</p>

Element	Title	
		<p><u>Provisions for the purposes of determining the Knock-in Event</u></p> <p>Knock-in Event: Applicable</p> <p>Knock-in Event means that the Knock-in Value is less than the Knock-in Level in respect of a Knock-in Determination Period</p> <p>Knock-in Value means the Underlying Reference Value;</p> <p>Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.</p> <p>Underlying Reference is set out in Element C.20;</p> <p>Underlying Reference Closing Price Value means in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;</p> <p>SPS Valuation Date means the Knock-in Determination Day;</p> <p>Knock-in Determination Day means the Redemption Valuation Date;</p> <p>Redemption Valuation Date: 29 July 2019;</p> <p>Knock-in Level means 70%;</p> <p>Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.</p> <p><i>Where:</i></p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;</p> <p>Strike Date means 1 August 2016;</p> <p>Italian Securities Reference Price means the Prezzo di Riferimento, which means, in relation to a Share, the price published by the Italian Stock Exchange at the close of trading and having the meaning ascribed thereto in the Rules of the Market organised and managed by the Italian Stock Exchange, as such Rules may be amended by the Borsa Italiana S.p.A. from time to time ;</p> <p><i>Automatic Early Redemption</i></p> <p>If on any Automatic Early Redemption Valuation Date an Automatic Early Redemption Event occurs, the Securities will be redeemed early at the Automatic Early Redemption Amount on the Automatic Early Redemption Date.</p> <p>The Automatic Early Redemption Amount will be equal to the SPS Automatic Early Redemption Payout.</p> <p>The "SPS Automatic Early Redemption Payout" is:</p> <p style="text-align: center;">Notional Amount x (100% + AER Exit Rate)</p>

Element	Title	
		<p>Notional Amount means EUR 100</p> <p>AER Exit Rate means AER Rate;</p> <p>AER Rate means $i \times 4\%$</p> <p>“<i>i</i>” is a number from 1 to 5 representing the relevant Automatic Early Redemption Valuation Date.</p> <p>Automatic Early Redemption Event means that on the Automatic Early Redemption Valuation Date the SPS AER Value is greater than or equal to the Automatic Early Redemption Level.</p> <p>Automatic Early Redemption Dates means 6 February 2017 (i=1), 7 August 2017 (i=2), 5 February 2018 (i=3), 6 August 2018 (i=4) and 5 February 2019 (i=5).</p> <p>Automatic Early Redemption Valuation Dates means 30 January 2017 (i=1), 31 July 2017 (i=2), 29 January 2018 (i=3), 30 July 2018 (i=4) and 30 January 2019 (i=5).</p> <p>Automatic Early Redemption Level means 100%</p> <p>SPS AER Value means the Underlying Reference Value;</p> <p>Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price,</p> <p>Underlying Reference is as set out in Element C.20.</p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;</p> <p>SPS Valuation Date means the Automatic Early Redemption Valuation Date;</p> <p>Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.</p> <p><i>Where:</i></p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Italian Securities Reference Price in respect of such day;</p> <p>Underlying Reference is as set out in item C.20</p> <p>Strike Date means 1 August 2016</p> <p>Italian Securities Reference Price means the Prezzo di Riferimento, which means, in relation to a Share, the price published by the Italian Stock Exchange at the close of trading and having the meaning ascribed thereto in the Rules of the Market organised and managed by the Italian Stock Exchange, as such Rules may be amended by the Borsa Italiana S.p.A. from time to time ;</p> <p>The above provisions are subject to adjustment as provided in the conditions of the Securities to take into account events in relation to the Underlying Reference or the Securities. This may lead to adjustments</p>

Element	Title	
		being made to the Securities or in some cases the Securities being terminated early at an early redemption amount (see item C.9).
C.19	Final reference price of the Underlying	The final reference price of the underlying will be determined in accordance with the valuation mechanics set out in Element C.9 and C.18 above
C.20	Underlying	The Underlying Reference specified in Element C.15 above. Information on the Underlying Reference can be obtained from the following website www.borsaitaliana.it .

Section D – Risks

Element	Title	
D.2	Key risks regarding the Issuer and the Guarantor	<p>Prospective purchasers of the Securities should be experienced with respect to options and options transactions and should understand the risks of transactions involving the Securities. An investment in the Securities presents certain risks that should be taken into account before any investment decision is made. Certain risks may affect the Issuer's ability to fulfil its obligations under the Securities or the Guarantor's ability to perform its obligations under the Guarantee, some of which are beyond its control. In particular, the Issuer and the Guarantor, together with the BNPP Group, are exposed to the risks associated with its activities, as described below:</p> <p>Guarantor</p> <p>Eleven main categories of risk are inherent in BNPP's activities:</p> <ol style="list-style-type: none"> (1) <i>Credit Risk</i> - Credit risk is the potential that a bank borrower or counterparty will fail to meet its obligations in accordance with agreed terms. The probability of default and the expected recovery on the loan or receivable in the event of default are key components of the credit quality assessment; (2) <i>Counterparty Credit Risk</i> - Counterparty credit risk is the credit risk embedded in payment or transactions between counterparties. Those transactions include bilateral contracts such as over-the-counter (OTC) derivatives contracts which potentially expose the Bank to the risk of counterparty default, as well as contracts settled through clearing houses. The amount of this risk may vary over time in line with changing market parameters which then impacts the replacement value of the relevant transactions or portfolio; (3) <i>Securitisation</i> - Securitisation means a transaction or scheme, whereby the credit risk associated with an exposure or pool of exposures is tranching, having the following characteristics: <ul style="list-style-type: none"> • payments made in the transaction or scheme are dependent upon the performance of the exposure or pool of exposures; • the subordination of tranches determines the distribution of losses during the life of the risk transfer.

Element	Title	
		<p>Any commitment (including derivatives and liquidity lines) granted to a securitisation operation must be treated as a securitisation exposure. Most of these commitments are held in the prudential banking book;</p> <p>(4) <i>Market Risk</i> - Market risk is the risk of incurring a loss of value due to adverse trends in market prices or parameters, whether directly observable or not.</p> <p>Observable market parameters include, but are not limited to, exchange rates, prices of securities and commodities (whether listed or obtained by reference to a similar asset), prices of derivatives, and other parameters that can be directly inferred from them, such as interest rates, credit spreads, volatilities and implied correlations or other similar parameters.</p> <p>Non-observable factors are those based on working assumptions such as parameters contained in models or based on statistical or economic analyses, non-ascertainable in the market.</p> <p>In fixed income trading books, credit instruments are valued on the basis of bond yields and credit spreads, which represent market parameters in the same way as interest rates or foreign exchange rates. The credit risk arising on the issuer of the debt instrument is therefore a component of market risk known as issuer risk.</p> <p>Liquidity is an important component of market risk. In times of limited or no liquidity, instruments or goods may not be tradable or may not be tradable at their estimated value. This may arise, for example, due to low transaction volumes, legal restrictions or a strong imbalance between demand and supply for certain assets.</p> <p>The market risk related to banking activities encompasses the risk of loss on equity holdings on the one hand, and the interest rate and foreign exchange risks stemming from banking intermediation activities on the other hand;</p> <p>(5) <i>Operational Risk</i> - Operational risk is the risk of incurring a loss due to inadequate or failed internal processes, or due to external events, whether deliberate, accidental or natural occurrences. Management of operational risk is based on an analysis of the “cause – event – effect” chain.</p> <p>Internal processes giving rise to operational risk may involve employees and/or IT systems. External events include, but are not limited to floods, fire, earthquakes and terrorist attacks. Credit or market events such as default or fluctuations in value do not fall within the scope of operational risk.</p> <p>Operational risk encompasses fraud, human resources risks, legal risks, non-compliance risks, tax risks, information system risks, conduct risks (risks related to the provision of inappropriate financial services), risk related to failures in operating processes, including loan procedures or model risks, as well as any potential financial implications resulting from the management of reputation risks;</p>

Element	Title	
		<p>(6) <i>Compliance and Reputation Risk</i> - Compliance risk as defined in French regulations as the risk of legal, administrative or disciplinary sanctions, of significant financial loss or reputational damage that a bank may suffer as a result of failure to comply with national or European laws and regulations, codes of conduct and standards of good practice applicable to banking and financial activities, or instructions given by an executive body, particularly in application of guidelines issued by a supervisory body.</p> <p>By definition, this risk is a sub-category of operational risk. However, as certain implications of compliance risk involve more than a purely financial loss and may actually damage the institution's reputation, the Bank treats compliance risk separately.</p> <p>Reputation risk is the risk of damaging the trust placed in a corporation by its customers, counterparties, suppliers, employees, shareholders, supervisors and any other stakeholder whose trust is an essential condition for the corporation to carry out its day-to-day operations.</p> <p>Reputation risk is primarily contingent on all the other risks borne by the Bank;</p> <p>(7) <i>Concentration Risk</i> - Concentration risk and its corollary, diversification effects, are embedded within each risk, especially for credit, market and operational risks using the correlation parameters taken into account by the corresponding risk models.</p> <p>It is assessed at consolidated Group level and at financial conglomerate level;</p> <p>(8) <i>Banking Book Interest Rate Risk</i> - Banking book interest rate risk is the risk of incurring losses as a result of mismatches in interest rates, maturities and nature between assets and liabilities. For banking activities, this risk arises in non-trading portfolios and primarily relates to global interest rate risk;</p> <p>(9) <i>Strategic and Business Risks</i> - Strategic risk is the risk that the Bank's share price may fall because of its strategic decisions.</p> <p>Business risk is the risk of incurring an operating loss due to a change in the economic environment leading to a decline in revenue coupled with insufficient cost-elasticity.</p> <p>These two types of risk are monitored by the Board of Directors;</p> <p>(10) <i>Liquidity Risk</i> - In accordance with regulations, the liquidity risk is defined as the risk that a bank will be unable to honour its commitments or unwind or settle a position due to the situation on the market or idiosyncratic factors, within a given time frame and at a reasonable price or cost; and</p> <p>(11) <i>Insurance Underwriting Risk</i> - Insurance underwriting risk corresponds to the risk of a financial loss caused by an adverse trend in insurance claims. Depending on the type of insurance business (life, personal risk or annuities), this risk may be</p>

Element	Title	
		<p>statistical, macroeconomic or behavioural, or may be related to public health issues or natural disasters. It is not the main risk factor arising in the life insurance business, where financial risks are predominant.</p> <p>(a) 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>(b) 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>(c) 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>(d) Significant interest rate changes could adversely affect BNPP's revenues or profitability.</p> <p>(e) The prolonged low interest rate environment carries inherent systemic risks.</p> <p>(f) The soundness and conduct of other financial institutions and market participants could adversely affect BNPP.</p> <p>(g) BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility.</p> <p>(h) BNPP may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.</p> <p>(i) Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.</p> <p>(j) 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>(k) BNPP is subject to extensive and evolving regulatory regimes in the jurisdictions in which it operates.</p> <p>(l) BNPP may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations.</p> <p>(m) There are risks related to the implementation of BNPP's strategic plan.</p> <p>(n) BNPP may experience difficulties integrating acquired companies and may be unable to realize the benefits expected from its acquisitions.</p> <p>(o) Intense competition by banking and non-banking operators could adversely affect BNPP's revenues and profitability.</p> <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>(q) BNPP's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could</p>

Element	Title	
		<p>lead to material losses.</p> <p>(r) BNPP's hedging strategies may not prevent losses.</p> <p>(s) 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>(t) 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>(u) BNPP's competitive position could be harmed if its reputation is damaged.</p> <p>(v) 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>(w) Unforeseen external events may disrupt BNPP's operations and cause substantial losses and additional costs.</p> <p>Issuer</p> <p>The main risks described above in relation to BNPP also represent the main risks for BNPP B.V., either as an individual entity or a company in the BNPP Group.</p> <p><i>Dependency Risk</i></p> <p>BNPP B.V. is an operating company. The assets of BNPP B.V. consist of the obligations of other BNPP Group entities. The ability of BNPP B.V. to meet its own obligations will depend on the ability of other BNPP Group entities to fulfil their obligations. In respect of securities it issues, the ability of BNPP B.V. to meet its obligations under such securities depends on the receipt by it of payments under certain hedging agreements that it enters with other BNPP Group entities. Consequently, Holders of BNPP B.V. securities will, subject to the provisions of the Guarantee issued by BNPP, be exposed to the ability of BNPP Group entities to perform their obligations under such hedging agreements.</p> <p><i>Market Risk</i></p> <p>BNPP B.V. takes on exposure to market risks arising from positions in interest rates, currency exchange rates, commodities and equity products, all of which are exposed to general and specific market movements. However, these risks are hedged by option and swap agreements and therefore these risks are mitigated in principle.</p> <p><i>Credit Risks</i></p> <p>BNPP B.V. has significant concentration of credit risks as all OTC contracts are acquired from its parent company and other BNPP Group entities. Taking into consideration the objective and activities of BNPP B.V. and the fact that its parent company is under supervision of the European Central Bank and the <i>Autorité de Contrôle Prudentiel et de Résolution</i> management considers these risks as acceptable. The long term senior debt of BNP Paribas is rated (A) by Standard & Poor's and (A1) by Moody's.</p> <p><i>Liquidity Risk</i></p>

Element	Title	
		BNPP B.V. has significant liquidity risk exposure. To mitigate this exposure, BNPP B.V. entered into netting agreements with its parent company and other BNPP Group entities.
D.3	Key risks regarding the Securities	<p>In addition to the risks (including the risk of default) that may affect the Issuer's ability to fulfil its obligations under the Securities or the Guarantor's ability to perform its obligations under the Guarantor, there are certain factors which are material for the purposes of assessing the market risks associated with Securities issued under the Base Prospectus, including:</p> <p><i>Market Risks</i></p> <p>Securities (other than Secured Securities) are unsecured obligations, the trading price of the Securities is affected by a number of factors including, but not limited to, the price of the relevant Underlying Reference(s), time to redemption and volatility and such factors mean that the trading price of the Securities may be below the Cash Settlement Amount or value of the Entitlement,</p> <p>exposure to the Underlying Reference in many cases will be achieved by the relevant 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,</p> <p><i>Holder Risks</i></p> <p>the meetings of Holders provisions permit defined majorities to bind all Holders</p> <p>in certain circumstances Holders may lose the entire value of their investment</p> <p><i>Issuer/Guarantor Risks</i></p> <p>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;</p> <p>certain conflicts of interest may arise (see Element E.4 below);</p> <p><i>Legal Risks</i></p> <p>the occurrence of an additional disruption event or optional additional disruption event may lead to an adjustment to the Securities or 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,</p> <p>expenses and taxation may be payable in respect of the Securities;</p> <p>the Securities may be redeemed in the case of illegality or impracticability and such cancellation or redemption may result in an investor not realising a return on an investment in the Securities,</p> <p>any judicial decision or change to an administrative practice or change to English law after the date of the Base Prospectus could materially adversely impact the value of any Securities affected by it;</p>

Element	Title	
		<p><i>Secondary Market Risks</i></p> <p>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 exercise or wait until redemption of the Securities to realise a greater value than its trading value),</p> <p><i>Risks relating to Underlying Reference Asset(s)</i></p> <p>In addition, there are specific risks in relation to Securities which are linked to an Underlying Reference 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 Underlying Reference linked Securities include:</p> <p>exposure to one or more share, similar market risks to a direct equity investment, global depositary receipt ("GDR") or American depositary receipt ("ADR"), potential adjustment events or extraordinary events affecting shares and market disruption or failure to open of an exchange which may have an adverse effect on the value and liquidity of the Securities</p> <p>and that the Issuer will not provide post-issuance information in relation to the Underlying Reference.</p> <p><i>Risks relating to specific types of products</i></p> <p>Auto-callable Products</p> <p>Investors may be exposed to a partial or total loss of their investment. The return on the Securities depends on the performance of the Underlying Reference(s) and the application of knock-in features. Auto-callable Products include automatic early redemption mechanisms.</p>
D.6	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> <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	
E.2b	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
E.3	Terms and conditions of the offer	This issue of Securities is being offered in a Non-Exempt Offer in the Republic of Italy from, and including 12 July 2016 until, and including, 1 August 2016, subject to any early closing of the Offer Period.

Element	Title	
		The issue price of the Securities is EUR 100
E.4	Interest of natural and legal persons involved in the issue/offer	<p>Any Manager and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.</p> <p>Other than as mentioned above, 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.</p>
E.7	Expenses charged to the investor by the Issuer	No expenses are being charged to an investor by the Issuer.