

FINAL TERMS

dated 17 September 2013

BNP PARIBAS

(incorporated in France)

(as Issuer)

Issue of AUD 200,000,000 5.25 per cent. Fixed Rate Notes due 19 September 2019

Series 16078

under the €90,000,000,000

*Euro Medium Term Note Programme
(the Programme)*

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "Conditions") set forth under the section entitled "Terms and Conditions of the English Law Notes" in the Base Prospectus dated 3 June 2013 which received visa no 13-258 from the *Autorité des marchés financiers* ("AMF") on 3 June 2013 and the Supplement to the Base Prospectus dated 8 August 2013 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC, as amended (the "Prospectus Directive") (the "Base Prospectus"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive, and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms (in each case, together with any documents incorporated therein by reference) are available for viewing at, and copies may be obtained from, BNP Paribas Securities Services, Luxembourg Branch (in its capacity as Principal Paying Agent), 33, rue de Gasperich, Howald - Hesperange, L-2085 Luxembourg and (save in respect of the Final Terms) on the Issuer's website (www.invest.bnpparibas.com). The Base Prospectus and these Final Terms will also be available on the AMF website (www.amf-france.org) and these Final Terms will be available for viewing on the website of Euronext Paris. A copy of these Final Terms and the Base Prospectus will be sent free of charge by the Issuer to any investor requesting such documents. A summary of the Notes (which comprises the Summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms.

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| 1. | Issuer: | BNP Paribas |
| 2. | (i) Series Number: | 16078 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency: | Australian Dollars (AUD) |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | AUD 200,000,000 |
| | (ii) Tranche: | AUD 200,000,000 |
| 5. | Issue Price of Tranche: | 99.049 per cent. of the Aggregate Nominal Amount (purchase price: 100.624 per cent. of the Aggregate Nominal Amount) |
| 6. | Minimum Trading Size: | Not applicable |
| 7. | (i) Specified Denominations: | AUD 2,000 |

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| | (ii) Calculation Amount (Applicable to Notes in definitive form): | AUD 2,000 |
| 8. | Issue Date and Interest Commencement Date: | 19 September 2013 |
| 9. | Maturity Date: | 19 September 2019 |
| 10. | Form of Notes: | Bearer |
| 11. | Interest Basis: | 5.25 per cent. Fixed Rate per annum (further particulars specified below) |
| 12. | Redemption/Payment Basis: | Redemption at par |
| 13. | Change of Interest Basis or Redemption/Payment Basis: | Not applicable |
| 14. | Put/Call Options: | Not applicable |
| 15. | Exchange Rate | Not applicable |
| 16. | Status of the Notes: | Senior |
| 17. | Knock-in Event: | Not applicable |
| 18. | Knock-out Event: | Not applicable |
| 19. | Method of distribution: | Syndicated |
| 20. | Interest: | Applicable |
| | (i) Interest Periods: | From and including 19 September in each year to but excluding the next 19 September up to the Maturity Date |
| | (ii) Interest Period End Dates: | 19 September in each year |
| | (iii) Business Day Convention for Interest Period End Dates: | Not applicable |
| | (iv) Interest Payment Dates: | 19 September in each year from and including 19 September 2014 to and including the Maturity Date |
| | (v) Business Day Convention for Interest Payment Dates: | Following |
| | (vi) Party responsible for calculating the Rate of Interest and Interest Amounts (if not the Calculation Agent): | Not applicable |
| | (vii) Margin(s): | Not applicable |
| | (viii) Minimum Interest Rate: | Not applicable |
| | (ix) Maximum Interest Rate: | Not applicable |
| | (x) Day Count Fraction: | Actual/Actual ICMA (unadjusted) |
| | (xi) Determination Dates: | 19 September in each year |
| | (xii) Accrual to Redemption: | Not applicable |
| | (xiii) Rate of Interest: | Fixed Rate |

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| 21. | Fixed Rate Provisions: | Applicable |
| | (i) Fixed Rate of Interest: | 5.25 per cent. per annum payable annually in arrear on each Interest Payment Date |
| | (ii) Fixed Coupon Amount: | AUD 105 per Calculation Amount |
| | (iii) Broken Amount: | Not applicable |
| 22. | Floating Rate Provisions: | Not applicable |
| 23. | Zero Coupon Provisions: | Not applicable |
| 24. | Index Linked Interest Provisions: | Not applicable |
| 25. | Share Linked Interest Provisions | Not applicable |
| 26. | Inflation Linked Interest Provisions: | Not applicable |
| 27. | Commodity Linked Interest Provisions: | Not applicable |
| 28. | Fund Linked Interest Provisions: | Not applicable |
| 29. | ETI Linked Interest Provisions: | Not applicable |
| 30. | Foreign Exchange (FX) Rate Linked Interest Provisions: | Not applicable |
| 31. | Underlying Interest Rate Linked Interest Provisions: | Not applicable |
| 32. | Additional Business Centre(s) (Condition 3(b) of the Terms and Conditions of the English Law Notes or Condition 3(b) of the Terms and Conditions of the French Law Notes, as the case may be): | TARGET2, London |
| 33. | Final Redemption: | AUD 2,000 per Calculation Amount |
| 34. | Final Payout: | Not applicable |
| 35. | Automatic Early Redemption: | Not applicable |
| 36. | Issuer Call Option: | Not applicable |
| 37. | Noteholder Put Option: | Not applicable |
| 38. | Aggregation: | Not applicable |
| 39. | Index Linked Redemption Amount: | Not applicable |
| 40. | Share Linked Redemption Amount: | Not applicable |
| 41. | Inflation Linked Redemption Amount: | Not applicable |
| 42. | Commodity Linked Redemption Amount: | Not applicable |

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| 43. | Fund Linked Redemption Amount: | Not applicable |
| 44. | Credit Linked Notes: | Not applicable |
| 45. | ETI Linked Redemption Amount: | Not applicable |
| 46. | Foreign Exchange (FX) Rate Linked Redemption Amount: | Not applicable |
| 47. | Underlying Interest Rate Linked Redemption Amount: | Not applicable |
| 48. | Early Redemption Amount: | As set out in Condition 5(e) |
| 49. | Provisions applicable to Physical Delivery: | Not applicable |
| 50. | Variation of Settlement: | |
| | (i) Issuer's option to vary settlement: | The Issuer does not have the option to vary settlement in respect of the Notes. |
| | (ii) Variation of Settlement of Physical Delivery Notes: | Not applicable |
| 51. | Form of Notes: | Bearer Notes: |
| | New Global Note: | Yes |
| | | Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes only upon an Exchange Event. |
| 52. | Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a): | Not applicable |
| 53. | Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): | No |
| 54. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and, if different from those specified in the Temporary Global Note, consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not applicable |
| 55. | Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made: | Not applicable |
| 56. | Redenomination, renominatisation and reconventioning provisions: | Not applicable |
| 57. | Masse (Condition 12 of the Terms | Not applicable |

PART B – OTHER INFORMATION

1. Listing and Admission to trading

- (i) Listing: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris and listed on Euronext Paris with effect from the Issue Date.
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris and listed on Euronext Paris with effect from the Issue Date.
- (iii) Estimate of total expenses related to admission to trading: EUR 8,725

2. Ratings

- Ratings: The Notes to be issued are expected to be rated:
A+ by Standard & Poor's Rating Services ("S&P")
A2 by Moody's Investors Service Ltd ("Moody's")
A+ by Fitch Ratings Ltd ("Fitch")
- As defined by S&P, an A+ rating means that the Issuer's capacity to meet its financial commitment under the Notes is very strong.
- Obligations rated A2 by Moody's are judged to be of high quality and are subject to very low credit risk.
- As defined by Fitch an A+ rating denotes a very low expectation of credit risk. It indicates a very strong capacity for timely payment of financial commitments. Such capacity is not significantly vulnerable to foreseeable events.

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

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- (i) Reasons for the offer: See "Use of Proceeds" wording in the Base Prospectus
- (ii) Estimated net proceeds: AUD 197,498,000
- (iii) Estimated total expenses: EUR 8,725

5. Fixed Rate Notes only – Yield

- Indication of yield: 5.44 per cent.
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. Floating Rate Notes only – Historic Interest Rates

Not applicable

7. Performance of Index/ Share/ Commodity/ Inflation/ Foreign Exchange Rate/ Fund/

Reference Entity/ Entities/ ETI Interest/ Underlying Interest Rate and Other Information concerning the Underlying Reference

Not applicable

8. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | XS0969811123 |
| (ii) | Common Code: | 096981112 |
| (iii) | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg approved by the Issuer and the Principal Paying Agent and the relevant identification number(s): | Not applicable |
| (iv) | Delivery: | Delivery against payment |
| (v) | Additional Paying Agent(s) (if any): | Not applicable |
| (vi) | Intended to be held in a manner which would allow Eurosystem eligibility: | Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safe-keeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |
| (vii) | Name and address of Registration Agent: | Not applicable |

9. Public Offers Not applicable

10. Placing and Underwriting Not applicable

ANNEX

Summary of the Notes

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 Notes and Issuer. 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 Notes and Issuer, 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 | |
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| 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. • Any decision to invest in any Notes 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 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 Notes. |
| A.2 | Consent as to use of the Base Prospectus, period of validity | Not applicable |

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| | and other conditions attached | |
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Section B - Issuer

| Element | Title | |
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| B.1 | Legal and commercial name of the Issuer | BNP Paribas ("BNPP" or the "Bank" or the "Issuer"). |
| B.2 | Domicile/ legal form/ legislation/ country of incorporation | The Issuer 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.4b | Trend information | <p>Macroeconomic Conditions: The Bank's results of operations are affected by the macroeconomic and market environment. Given the nature of its business, the Bank is particularly susceptible to macroeconomic and market conditions in Europe, which have experienced disruptions in recent years.</p> <p>While global economic conditions generally improved over the course of 2012, growth prospects diverge for advanced and developing economies in 2013 and going forward. In the Euro-zone, sovereign spreads came down in 2012 from historically high levels, although uncertainty remains over the solvability of certain sovereigns and the extent to which E.U. member states are willing to provide additional financing.</p> <p>Legislation and Regulations Applicable to Financial Institutions: The Bank is affected by legislation and regulations applicable to global financial institutions, which are undergoing significant change in the wake of the global financial crisis. New measures that have been proposed and adopted include more stringent capital and liquidity requirements, taxes on financial transactions, restrictions and taxes on employee compensation, limits on commercial banking activities, restrictions of types of financial products, increased internal control and transparency requirements, more stringent business conduct rules, mandatory reporting and clearing of derivative transactions, requirements to mitigate risks relating to OTC derivatives and the creation of new and strengthened regulatory bodies. New or proposed measures that affect or will affect the Bank include the Basel 3 and CRD4 prudential frameworks, the related requirements announced by the EBA, the designation of the Bank as a systemically important financial institution by the FSB, the French banking law, the E.U. Liikanen proposal and the Federal Reserve's proposed framework for</p> |

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| | | the regulation of foreign banks. | |
| 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 78 countries and has almost 190,000 employees, including over 145,000 in Europe. BNPP is the parent company of the BNP Paribas Group (the "BNPP Group"). | |
| B.9 | Profit forecast or estimate | Not applicable, the Issuer has not made a profit forecast or estimate. | |
| 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: | | |
| | In millions of EUR | | |
| | | 31/12/2011 | 31/12/2012 |
| | Revenues | 42,384 | 39,072 |
| | Cost of risk | (6,797) | (3,941) |
| | Net income, Group share | 6,050 | 6,553 |
| | Common Equity Tier 1 Ratio (Basel 2.5) | 9.6% | 11.8% |
| | Tier 1 Ratio | 11.6% | 13.6% |
| | Total consolidated balance sheet | 1,965,283 | 1,907,290 |
| | Consolidated loans and receivables due from customers | 665,834 | 630,520 |
| | Consolidated items due to customers | 546,284 | 539,513 |
| | Shareholders' equity (Group share) | 75,370 | 85,886 |
| | <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 2012 and there has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2012.</p> <p>There has been no significant change in the financial or trading position of the Issuer since 31 December 2012 and there has been no material adverse change in the prospects of the Issuer since 31 December 2012.</p> | | |
| B.13 | Events | Not applicable, to the best of the Issuer's knowledge, there have not | |

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| | impacting the Issuer's solvency | been any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency since 31 December 2012. |
| 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, 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. BP²I is 50/50-owned by BNPP and IBM France; IBM France is responsible for daily operations, with a strong commitment of BNPP as a significant shareholder. See also Element B.5 above.</p> |
| B.15 | Principal activities | <p>BNP Paribas holds key positions in its three activities:</p> <ul style="list-style-type: none"> • Retail Banking, which includes: <ul style="list-style-type: none"> • a set of Domestic Markets, comprising: <ul style="list-style-type: none"> • French Retail Banking (FRB), • BNL bancacommerciale (BNL bc), Italian retail banking, • Belgian Retail Banking (BRB), • Other Domestic Markets activities, including Luxembourg Retail Banking (LRB); • International Retail Banking, comprising: <ul style="list-style-type: none"> • Europe-Mediterranean, • BancWest; • Personal Finance; • Investment Solutions; and • Corporate and Investment Banking (CIB). |
| B.16 | Controlling shareholders | <p>None of the existing shareholders controls, either directly or indirectly, the Issuer. 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 10.3% of the share capital as at 31 December 2012; AXA holding 5.3% of the share capital as at 31 December 2012</p> |

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| | | and Grand Duchy of Luxembourg holding 1.0% of the share capital as at 31 December 2012. To BNPP's knowledge, no shareholder other than SFPI or AXA owns more than 5% of its capital or voting rights. |
| B.17 | Solicited credit ratings | <p>BNPP's long term credit ratings are A+ with a negative outlook (Standard & Poor's Credit Market Services France SAS), A2 with a stable outlook (Moody's Investors Service Ltd.) and A+ with a stable outlook (Fitch France S.A.S.). The Notes are expected to be rated as follows:</p> <p>A+ by Standard & Poor's Rating Services ("S&P") A2 by Moody's Investors Service Ltd ("Moody's") A+ by Fitch Ratings Ltd ("Fitch")</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 – Notes

| Element | Title | |
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| C.1 | Type and class of Notes/ ISIN | <p>The Notes are issued in Series. The Series Number of the Notes is 16078. The Tranche Number of the Notes is 1.</p> <p>The ISIN is: XS0969811123</p> <p>The Common Code is: 096981112</p> <p>The Notes are cash settled Notes.</p> |
| C.2 | Currency | The currency of this Series of Notes is AUD (\$). |
| C.5 | Restrictions on free transferability | The Notes will be freely transferable, subject to the offering and selling restrictions described in the section <i>Subscription and Sale</i> in the Base Prospectus and under the Prospectus Directive and the laws of any jurisdiction in which the relevant Notes are offered or sold. |
| C.8 | Rights attaching to the Notes | <p>Notes issued under the Programme will have terms and conditions relating to, among other matters:</p> <p><i>Status and Subordination</i></p> <p>The Notes are Senior Notes.</p> <p>Senior Notes 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> |
| | | <i>Negative pledge</i> |

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| | | The terms of the Notes will not contain a negative pledge provision. |
| | | <p>Events of Default</p> <p>The terms of the Senior Notes will contain events of default including non-payment, non-performance or non-observance of the Issuer's obligations in respect of the Notes and the insolvency or winding up of the Issuer.</p> |
| | | <p>Meetings</p> <p>The terms of the Notes will contain provisions for calling meetings of holders of such Notes 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>Taxation</p> <p>All payments in respect of Notes will be made without deduction for or on account of withholding taxes imposed by France or any political subdivision or any authority thereof or therein having power to tax or any other jurisdiction or any political subdivision thereof or therein to which BNPP becomes subject in respect of the Notes, unless such deduction or withholding is required by law. In the event that any such deduction is made, the Issuer will, save in certain limited circumstances, be required to pay additional amounts to cover the amounts so deducted.</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, but without prejudice to the provisions of Condition 6 of the Terms and Conditions of the English Law Notes, (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 (without prejudice to the provisions of Condition 6 of the Terms and Conditions of the English Law Notes) any law implementing an intergovernmental approach thereto, and (iii) any withholding or deduction required pursuant to Section 871(m) of the Code.</p> |
| | | <p>Governing law</p> <p>This Series of Notes is governed by English law.</p> |
| C.9 | Interest/ Redemption | <p>Interest</p> <p>The Notes pay interest from their date of issue (the Interest Commencement Date) at the fixed rate of 5.25 per cent. per annum. The yield of the Notes is 5.44 per cent. Interest will be paid annually in arrear on 19 September in each year. The first interest payment will be made on 19 September 2014.</p> |

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| | | <p>Redemption</p> <p>Unless previously redeemed or cancelled, each Note will be redeemed on 19 September 2019 at par.</p> <p>Representative of Noteholders</p> <p>No representative of the Noteholders has been appointed by the Issuer.</p> <p>Please also refer to item C.8 above for rights attaching to the Notes.</p> |
| C.10 | Derivative component in the interest payment | Not applicable |
| C.11 | Admission to Trading | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris. |
| C.15 | How the value of the investment in derivative securities is affected by the value of the underlying assets | Not applicable. The Notes are not derivative securities. |
| C.16 | Maturity | Not applicable. The Notes are not derivative securities. |
| C.17 | Settlement Procedure | This Series of Notes is cash settled. The Issuer does not have the option to vary settlement. |
| C.18 | Return on derivative securities | Not applicable. The Notes are not derivative securities. |
| C.19 | Final reference price of the Underlying | Not applicable, there is no final reference price of the Underlying. |
| C.20 | Underlying | Not applicable, there is no underlying reference. |

Section D - Risks

| Element | Title | |
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| D.2 | Key risks | There are certain factors that may affect the Issuer's ability to fulfil its |

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| | <p>regarding the issuer</p> | <p>obligations under the Notes issued under the Programme.</p> <p>Twelve main categories of risk are inherent in BNPP's activities:</p> <ol style="list-style-type: none"> 1. Credit Risk; 2. Counterparty Risk; 3. Securitisation; 4. Market Risk; 5. Operational Risk; 6. Compliance and Reputation Risk; 7. Concentration Risk; 8. Asset-liability management Risk; 9. Breakeven Risk; 10. Strategy Risk; 11. Liquidity and refinancing Risk; 12. Insurance subscription Risk. <p>Difficult market and economic conditions could 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>Legislative action and regulatory measures taken in response to the global financial crisis may materially impact BNPP and the financial and economic environment in which it operates.</p> <p>BNPP's access to and cost of funding could be adversely affected by a resurgence of the Euro-zone sovereign debt crisis, worsening economic conditions, further rating downgrades or other factors.</p> <p>A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPP's results of operations and financial condition.</p> <p>BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility.</p> <p>BNPP may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.</p> <p>Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.</p> <p>Significant interest rate changes could adversely affect BNPP's</p> |
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| | | <p>revenues or profitability.</p> <p>The soundness and conduct of other financial institutions and market participants could adversely affect BNPP.</p> <p>BNPP's competitive position could be harmed if its reputation is damaged.</p> <p>An interruption in or a breach of BNPP's information systems may result in lost business and other losses.</p> <p>Unforeseen external events can interrupt BNPP's operations and cause substantial losses and additional costs.</p> <p>BNPP is subject to extensive and evolving regulatory regimes in the countries and regions in which it operates.</p> <p>Notwithstanding BNPP's risk management policies, procedures and methods, it could still be exposed to unidentified or unanticipated risks, which could lead to material losses.</p> <p>BNPP's hedging strategies may not prevent losses.</p> <p>BNPP may experience difficulties integrating acquired companies and may be unable to realise the benefits expected from its acquisitions.</p> <p>Intense competition, especially in France where it has the largest single concentration of its businesses, could adversely affect BNPP's revenues and profitability.</p> |
| D.3 | Key risks regarding the Notes | <p>In addition to the risks relating to the Issuer (including the default risk) that may affect the Issuer's ability to fulfil its obligations under the Notes, there are certain factors which are material for the purposes of assessing the market risks associated with Notes issued under the Programme, including that the Notes are unsecured obligations, the trading market for Notes may be volatile and may be adversely impacted by many events, an active secondary market may never be established or may be illiquid and that this may adversely affect the value at which an investor may sell its Notes, investors may suffer a partial or total loss of the amount of their investment, the Notes may have a minimum trading amount and if, following the transfer of any Notes, a Noteholder holds fewer Notes than the specified minimum trading amount, such Noteholder will not be permitted to transfer their remaining Notes prior to redemption without first purchasing enough additional Notes in order to hold the minimum trading amount, the Notes 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 Notes, the meetings of Holders provisions permit defined majorities to bind all Holders, any judicial decision or change to an administrative practice or change to English law or French law, as applicable, after the date of the Base Prospectus could materially adversely impact the value of any Notes</p> |

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| | | affected by it, a reduction in the rating, if any, accorded to outstanding debt securities of the Issuer by a credit rating agency could result in a reduction in the trading value of the Notes, certain conflicts of interest may arise (see Element E.4 below). |
| D.6 | Risk warning | In the event of the insolvency of the Issuer or if it is otherwise unable or unwilling to repay the Notes when repayment falls due, an investor may lose all or part of his investment in the Notes. |

Section E - Offer

| Element | Title | |
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| E.2b | Reasons for the offer and use of proceeds | The net proceeds from the issue of the Notes 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 | The issue price of the Notes is 99.049 per cent. of their nominal amount (purchase price: 100.624 per cent. of their nominal amount). |
| E.4 | Interest of natural and legal persons involved in the issue/offer | So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer, including conflicting interests. |
| E.7 | Expenses charged to the investor by the Issuer or an offeror | No expenses are being charged to an investor by the Issuer. A selling fee of 1.575 per cent. of the nominal amount of the Notes may be charged to investors, such amount being included in the purchase price mentioned in E3 above. |