

Final Terms dated 17 December 2007

Bayerische Hypo- und Vereinsbank AG  
Issue of Warrants linked to the CAC 40 Index

under the  
**Euro 50,000,000,000**  
**Debt Issuance Programme of**  
**Bayerische Hypo- und Vereinsbank AG**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (Warrants) set forth in the Prospectus dated 25 June 2007 and the supplemental Prospectus dated 4 September 2007 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms relating to the issue of Warrants described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus as so supplemented.

Full information on the Issuer and the offer of the Warrants is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus and the supplemental Prospectus are available for viewing at MCD1, Arabellastrasse 12, 81925 Munich, Germany and copies may be obtained from [www.tradinglab.fr](http://www.tradinglab.fr).

The Terms and Conditions of the Warrants (including the details that would otherwise be specified below) have been attached to this document as Annex A.

**PART A - GENERAL INFORMATION**

- |    |  |  |
|----|--|--|
| 1. | Issuer:  | Bayerische Hypo- und Vereinsbank AG  |
| 2. | (i) Series Number:   | As specified in Appendix 1 to the Terms and Conditions of the Warrants (see Annex A hereto).   |
|    | (ii) Tranche Number:   | As specified in Appendix 1 to the Terms and Conditions of the Warrants (see Annex A hereto).   |
| 3. | Form of Instruments:   |  |
|    | (i) Notes (other than Credit Linked Notes):  | Not Applicable   |
|    | Credit Linked Notes  | Not Applicable   |
|    | Mortgage Pfandbriefe (Hypothekenzinspfandbriefe)   | Not Applicable   |
|    | Public Sector Pfandbriefe (Öffentliche Pfandbriefe)                                      | Not Applicable   |
|    | (ii) Certificates  | Not Applicable   |
|    | (iii) Warrants   | Applicable   |
| 4. | Governing Law  | German law   |
| 5. | Specified Currency:  | Euro ("EUR")   |
| 6. | Aggregate number of Warrants admitted to trading:  | The Aggregate number of Warrants admitted to trading with respect to each Series as specified in Appendix 1 to the Terms and Conditions of the Warrants (see Annex A hereto) |
| 7. | Issue Price:   | The Issue Price with respect to each Series of Warrants as specified in Appendix 1 to these Terms and Conditions of the Warrants. (see Annex A hereto).                      |
| 8. | [Specified Denominations] [Nominal Amount per Certificate] [Ratio] [Subscription Ratio]: | Not Applicable   |

9. Language of Terms and Conditions: English only
10. (i) Issue Date: 21 December 2007  
(ii) Interest Commencement Date (if different from the Issue Date): Not Applicable
11. Maturity Date: The Maturity Date with respect to each Series of Warrants as specified in Appendix 1 to the Terms and Conditions of the Warrants.
12. (i) Interest Basis: Not Applicable  
(ii) Reference Assets to determine interest linked to Reference Assets: Not Applicable
13. (i) Redemption/Payment Basis: Differential Amount determined by reference to an Underlying (further particulars specified below)  
(ii) Underlying: Index
14. Change of Interest or Redemption/Payment Basis: Not Applicable
15. Early Redemption at Issuer's Option: Not Applicable
16. Early Redemption at Instrumentholder's Option: Not Applicable
17. Status of the Warrants: Unsubordinated
18. Date approval for issuance of Instruments obtained: Not Applicable
19. Method of distribution: Not Applicable

The Warrants of each Series shall be available for trading on Euronext Paris S.A.

**Provisions relating to interest (if any) payable**

20. **Fixed Rate [Note] [Certificate] Provisions**: Not Applicable
21. **Floating Rate [Note] [Certificate] Provisions**: Not Applicable
22. **Zero Coupon Note Provisions**: Not Applicable
23. **Provisions to determine Additional Amount for the [Notes] [Certificates]**: Not Applicable
24. **Other Interest Provisions**: Not Applicable

**Provisions relating to redemption**

25. **Early Redemption at Issuer's Option**: Not Applicable
26. **Early Redemption at Instrumentholder's Option**: Not Applicable
27. **Redemption Amount:** The Warrants grant each holder the right to request, upon valid exercise of the Warrants, payment of the Differential Amount. Provisions regarding the

determination of the Differential Amount with respect to each Series of Warrants are specified in the Terms and Conditions of the Warrants (see Annex A hereto).

	<b>Automatic Exercise</b>	Applicable
28.	<b>Redemption Amount linked to Reference Assets:</b>	Not Applicable
29.	<b>Early Termination Amount</b> Early Termination Amount payable on redemption for taxation reasons or on default and/or the method of calculating the same (if required or if different from that set out in the Conditions):	Not Applicable
<b>Provisions relating to Reference Assets / Basket Components / (in case of Warrants only:) Underlyings</b>		
30.	<b>Basket as Reference Asset / Underlying</b>	Not Applicable
31.	<b>Shares as Reference Asset / Basket Component / Underlying:</b>	Not Applicable
	<b>Bonds or other unlisted securities as Reference Asset / Basket Component:</b>	Not Applicable
	<b>Certificates as Reference Asset / Basket Component:</b>	Not Applicable
	<b>Fund shares as Reference Asset / Basket Component:</b>	Not Applicable
	<b>Indices as Reference Asset / Basket Component / Underlying:</b>	Applicable
	Description of Index/Indices:	CAC 40
		The Description of the Index as specified in Annex B to these Final Terms.
	Index-Sponsor:	Conseil Scientifique
	Index Calculation Agent:	Euronext Indices BV
	Relevant Exchange(s):	Euronext.liffe MONEP S.A.
	Determining Futures Exchange(s):	Euronext.liffe MONEP S.A.
	<b>Interest rates as Reference Asset / Basket Component:</b>	Not Applicable
	<b>Currency exchange rates as Reference Asset / Basket Components:</b>	Not Applicable
	<b>Commodities as Reference Asset / Basket Components:</b>	Not Applicable
	<b>Future Contracts as Reference Asset / Basket Components:</b>	Not Applicable

**General provisions applicable to the Instruments**

32.	Form of Instruments:	Global Bearer Warrant
33.	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	Paris
34.	Notices:	All notices relating to each Series of Warrants shall be published by the Issuer in accordance with the rules and regulations of Euronext Paris S.A.. In addition, all notices shall also be valid if published on the website <a href="http://www.tradinglab.fr">www.tradinglab.fr</a> . The notices will be considered validly published from the date of publication.
35.	Redenomination, renominalization and reconventioning provisions:	Not Applicable
36.	Consolidation provisions:	Not Applicable
37.	Trustee in case of appointment of a Substitute Debtor:	Not Applicable
38.	Calculation Agent	Bayerische Hypo- und Vereinsbank AG, Milan Branch
39.	Other terms or special conditions:	Not Applicable

**Distribution**

40.	Method of distribution:	Not Applicable
41.	If syndicated, names and addresses of Managers and underwriting commitments and details of any coordinator for the global offer or parts thereof:	Not Applicable
	(i) Date of Subscription Agreement:	Not Applicable
	(ii) Stabilizing Manager (if any):	Not Applicable
42.	If non-syndicated, name and address of Dealer:	Not Applicable
43.	Total commission and concession:	Not Applicable

44. Additional selling restrictions: Each of the Managers and the Issuer has represented and agreed, and each further Manager appointed under the Programme will be required to represent and agree, that:

(a) in addition to the fact that it had to comply with any rule or requirement due to an offer of Securities to the public (appel public à l'épargne) in France, it has only made and will only make such an offer of Securities to the public (appel public à l'épargne) in France in the period beginning (i) when a prospectus in relation to those Securities has been approved by the Autorité des Marchés Financiers (AMF), on the date of such publication or, (ii) when a prospectus has been approved in another Member State of the European Economic Area which has implemented the EU Prospectus Directive 2003/71/EC, on the date of notification of such approval to the AMF, all in accordance with articles L.412-1 and L.621-8 of the French Code Monétaire et Financier and the Règlement Général of the AMF, and ending at the latest on the date which is 12 months after the date of such publication; or

(b) it has only made and will only make an offer of Securities to the public in France (appel public à l'épargne) and/or it has only required and will only require the admission to trading on Eurolist of Euronext Paris S.A. in circumstances which do not require the publication by the offeror of a prospectus pursuant to articles L.411-2 and L.412-1 of the French Code Monétaire et Financier; and

(c) otherwise, it has not offered or sold and will not offer or sell, directly or indirectly, Securities to the public in the France, and has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in France, the Prospectus or any other offering material relating to the Securities, and that such offers, sales and distributions have been and shall only be made in France to (i) providers of investment services relating to portfolio management for the account of third parties, and/or (ii) qualified investors (investisseurs qualifiés) all as defined in, and in accordance with, articles L.411-1, L.411-2 and D.411-1 of the French Code Monétaire et Financier.

45. **Operational Information**

(i) ISIN:

The ISIN with respect to each Series of Warrants is specified in Appendix 1 to the Terms and Conditions of the Warrants (see Annex A hereto)

- |        |   |  |
|--------|---|--|
| (ii)   | Common Code:  | The Common Code with respect to each Series of Warrants is specified in Appendix 1 to the Terms and Conditions of the Warrants (see Annex A hereto)    |
| (iii)  | WKN:  | Not Applicable   |
| (iv)   | Other relevant security codes:  | The Mnemonic Code with respect to each Series of Warrants is specified in Appendix 1 to the Terms and Conditions of the Warrants (see Annex A hereto). |
| (v)    | New Global Note intended to be held in a manner which would allow Eurosystem eligibility: | Not Applicable   |
| (vi)   | Clearing System(s):   | Clearstream Banking AG, Frankfurt am Main ("CBF")  |
|        |   | The Warrants have also been accepted for clearing through Euroclear France S.A.  |
| (vii)  | Delivery:   | Delivery free of payment   |
| (viii) | Additional Paying Agent(s) (if any):  | Bayerische Hypo- und Vereinsbank AG, Milan Branch acting as Paying Agent.  |
|        |   | BNP Paribas Securities Services, 3 rue D'Antin, Paris acting as "French Paying Agent" for Euroclear France S.A. only.                                  |
| (ix)   | Dealer's/Lead Manager's security account number:  | CBF account number 2013  |

#### **PART B - OTHER INFORMATION**

#### 46. Listing

- |      |                      |  |
|------|----------------------|--|
| (i)  | Listing              | Application has been made for each Series of Warrants to be listed on Euronext Paris S.A.                          |
| (ii) | Admission to trading | Application has been made for each Series of Warrants to be admitted to trading on Eurolist of Euronext Paris S.A. |

Bayerische Hypo- und Vereinsbank AG, Milan Branch, Via Tommaso Grossi 10, 20121 Milan (Italy), (the "Market Maker") has undertaken to provide liquidity through bid and offer quotes in accordance with the market making rules of Euronext Paris S.A. where the Warrants of each Series are expected to be listed. The obligations of the Market Maker are suspended at the Market Maker's request (a) if the Index is not tradable or is not available; (b) if the cumulative long or short position of the Market Maker becomes in excess of the maximum position, but, in this case, the obligations of the Market Maker shall not be suspended for more than one month; (c) if the Market Maker offers the Warrants for a price less or equal to the spreads as specified in the regulations of Euronext Paris S.A.; (d) during the liquidation period of the term contracts on the Index as specified by the Relevant Exchange; (e) if the trading systems of the Market Maker fails, unless this is attributable to gross negligence or intention on the part of the market maker.

- |     |   |  |
|-----|---|--|
|     | (iii) Estimate of total expenses related to admission to trading              | EUR 700 per each Series of Warrants  |
| 47. | Ratings   | The Warrants to be issued are not expected to be rated.  |
| 48. | <b>Notification:</b>  | Applicable   |
|     |   | The Bundesanstalt für Finanzdienstleistungsaufsicht ( <i>BaFin</i> ) has provided the Autorité des Marchés Financiers ( <i>AMF</i> ) with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Directive. |
| 49. | Interests of natural and legal persons involved in the issue                  | Save as discussed in "General Information – Interests of natural and legal persons involved in the Issue/Offer" in the Prospectus, so far as the Issuer is aware, no person involved in the offer of the Warrants has an interest material to the offer.         |
| 50. | <b>Reasons for the offer/Estimated net proceeds/ Estimated total expenses</b> | Not Applicable   |
|     | (i) Reasons for the offer]  | See "General Information - Use of Proceeds and reasons for the offer" in the Prospectus.   |
|     | (ii) Estimated net proceeds:  | Not Applicable   |
|     | (iii) Estimated total expenses:   | Not Applicable   |

51.	Fixed Rate Instruments only – Yield	Not Applicable
52.	[ <i>Reference Asset-linked Instruments only</i> – performance of, and other information concerning the Reference Asset:	Not Applicable
53.	Specific Risk Factors relating to the calculation method for the Reference Asset-linked Redemption Amount or the applicable Reference Asset:	Not Applicable
54.	Details relating to the performance of the Underlying and the explanation of the effect on the value of the Instruments	Not Applicable
55.	Restriction on the free transferability of the Instruments	None
56.	Taxation	All payments by the Issuer to the warrant holder in respect of the Warrants can be made free of any withholding or deduction for or on account of any taxes in France.
57.	<b>Details relating to public offer</b>	Not Applicable

#### **LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the details required to list and have admitted to trading the issue of Notes described herein pursuant to the Euro 50,000,000,000 Debt Issuance Programme of Bayerische Hypo- und Vereinsbank AG.

#### **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms. The information in Annex B (Description of the CAC 40 Index) consists of extracts from or summaries of information that has been extracted from [www.euronext.com](http://www.euronext.com) and is not necessarily the latest information. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, no facts have been omitted which would render the reproduced inaccurate or misleading.

By:

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Duly authorized



**Annex A**  
**Terms and Conditions of the Warrants**

*The Appendices 1 and 2, as attached to these Terms and Conditions of the Warrants, form an integral part of these Terms and Conditions of the Warrants.*

**With respect to Warrants for which "Call" is specified in the column "Call/Put" in the Table (as defined below) the following § 1 (1) shall apply:**

§ 1

(Warrants, Option Right, issuance of additional Warrants)

Bayerische Hypo- und Vereinsbank AG (hereinafter referred to as the "Warrant Debtor") has issued Index Warrants in an aggregate number specified under "Number of Warrants" in the table in Appendix 1 to these Terms and Conditions of the Warrants (the "Table"), having the Series Number and the Tranche Number specified as such under the columns "Series Number" and "Tranche Number" in the Table, as call options (hereinafter referred to as the "Warrants"). The Warrants concern the index specified under "Index" in the Table, the composition of which and further information is specified in Annex B. In accordance with these Terms and Conditions of the Warrants, the warrant holder has the right to demand from the Warrant Debtor payment of the Differential Amount (hereinafter referred to as the "Option Right"). The Differential Amount equals - subject to an Adjustment according to § 4 - the subscription ratio specified under "Subscription Ratio" in the Table (the "Subscription Ratio") of the difference expressed in euros ("EUR") (the "Differential Amount") by which the Value of the Index stipulated on the Determining Futures Exchange on the respective Exercise Date (see § 3) exceeds the respective exercise price as specified under "Exercise Price" in the Table (the "Exercise Price").

"Value of the Index" is the daily settlement price for derivatives on the Index specified by the Determining Futures Exchange and published at [www.euronext.com](http://www.euronext.com).

**With respect to Warrants for which "Put" is specified in the column "Call/Put" in the Table (as defined below) the following § 1 (1) shall apply:**

§ 1

(Warrants, Option Right, issuance of additional Warrants)

Bayerische Hypo- und Vereinsbank AG (hereinafter referred to as the "Warrant Debtor") has issued Index Warrants in an aggregate number specified under "Number of Warrants" in the table in Appendix 1 to these Terms and Conditions of the Warrants (the "Table"), having the Series Number and the Tranche Number specified as such under the columns "Series Number" and "Tranche Number" in the Table, as put options (hereinafter referred to as the "Warrants"). The Warrants concern the index specified under "Index" in the Table, the composition of which and further information is specified in Annex B. In accordance with these Terms and Conditions of the Warrants, the warrant holder has the right to demand from the Warrant Debtor payment of the Differential Amount (hereinafter referred to as the "Option Right"). The Differential Amount equals - subject to an Adjustment according to § 4 - the subscription ratio specified under "Subscription Ratio" in the Table (the "Subscription Ratio") of the difference expressed in euros ("EUR") (the "Differential Amount") by which the exercise price as specified under "Exercise Price" in the Table (the "Exercise Price") exceeds the Value of the Index stipulated on the Determining Futures Exchange on the respective Exercise Date (see § 3).

"Value of the Index" is the daily settlement price for derivatives on the Index specified by the Determining Futures Exchange and published at [www.euronext.com](http://www.euronext.com).

- (2) The number of Warrants that must be utilized, by the exercise right, in order to demand payment of the Differential Amount shall be at least 1,000 Warrant(s) of a series, which is called a "Unit", or a multiple in whole numbers thereof.
- (3) The Warrant Debtor reserves the right to issue additional Warrants under equal terms and conditions.

§ 2

(Form of the Warrants)

The Warrants issued by the Issuer are evidenced by a global bearer warrant deposited with Clearstream Banking AG, Frankfurt am Main (the "Clearing System"). Warrants are negotiable as jointly held interests in the global bearer warrant. There is no right to have individual Warrants printed and issued.

§ 3

(Option Period, Exercise)

(1) The Option Right can be exercised by the warrant holder in the period from the date specified as "Maturity Date" in the Table until 10:00 a.m. on the Maturity Date (Paris local time), inclusive, (hereinafter referred to as the "Option Period"). Option Rights expire at the end of the Option Period.

(2) The Option Right is exercised by the warrant holder by submitting a duly completed exercise notice in the form set out in Appendix 2 to these Terms and Conditions of the Warrants (the "Exercise Notice") by facsimile to the Warrant Debtor and BNP Paribas Securities Services as "French Paying Agent" prior to 10.00 a.m. Paris time on any Banking Day during the Option Period (each such day an "Exercise Date") at the respective facsimile numbers set out in the form of Exercise Notice attached to these Terms and Conditions of the Warrant.

(3) The Warrants specified in the Exercise Notice shall be deemed to be validly exercised on the "Exercise Date" only if, prior to 5.00 p.m. Paris time of that Exercise Date the Warrants specified in the received Exercise Notice have been credited to the account of the Warrant Debtor held by the French Paying Agent at the Clearing System as specified in the form of Exercise Notice in Appendix 2 to these Terms and Conditions of the Warrants. For this purpose, the holder must instruct his/her intermediary which will be in charge of requesting the transfer of the Warrants specified accordingly.

In the event that a holder does not perform its obligations and so deliver, where applicable, a duly completed Exercise Notice in accordance with the provisions hereof, the Exercise Notice shall be null and void and the Warrants shall be deemed to be automatically exercised on the last day of the Option Period, respectively the Maturity Date, (unless previously validly exercised) if the Differential Amount is positive. When calculating the Differential Amount (see § 1 (1)), fees, commissions and all other costs that are charged by the Warrant Debtor or by another party authorized by the warrant holder to exercise the Warrants shall be disregarded.

If such Exercise Notice is subsequently corrected to the satisfaction of the Warrant Debtor, it shall be deemed to be a new Exercise Notice submitted at the same time such corrected notice is delivered to the Warrant Debtor.

Subject as set out above, delivery of an Exercise Notice shall constitute an irrevocable election by the relevant warrant holder to exercise the Warrants specified.

The Warrant Debtor shall not apply any charge for the voluntary exercise of the Warrants. Other taxes, duties and/or expenses, including any applicable depository charges, transaction or exercise charges, stamp duty, stamp duty reserve tax, issue, registration, securities transfer and/or other taxes or duties arising in connection with the voluntary exercise of any Warrants duties are in charge of the warrant holder.

The number of Warrants specified in the Exercise Notice must be a multiple of 1000, otherwise such number of Warrants so specified shall be rounded down to the preceding multiple of 1000 and the Exercise Notice shall not be valid in respect of the Warrants exceeding such rounded number of Warrants.

The Warrant Debtor will, in its sole and absolute discretion, determine whether the above conditions are satisfied and its determination will be final, conclusive and binding on the warrant holders.

(4) The respective share exchanges, where the shares contained in the Index are traded and where the Warrant Debtor determines their liquidity, are called "Home Exchanges", the Home Exchange so determined by the Warrant Debtor is Euronext Paris S.A. If market conditions at the Home Exchange change substantially; such as determining the price of the Index is discontinued at the respective Home Exchange and transferred to another securities exchange or liquidity is substantially reduced, the Warrant Debtor, by making an announcement pursuant to § 10, is entitled, but not obligated, to stipulate another securities exchange as the applicable securities exchange for the respective Index (the "Replacement Exchange"). Euronext Liffe-MONEP S.A. is the "Determining Futures Exchange" for Index options. If market conditions at the Determining Futures Exchange change substantially, such as the quotation of the option contracts is discontinued at the Determining Futures Exchange or liquidity is substantially reduced, the Warrant Debtor, by making an announcement pursuant to

§ 11, is entitled, but not obligated, to stipulate another futures and options exchange as the Determining Futures Exchange (the "Replacement Futures and Options Exchange"). In the event of replacement, any reference to the Home Exchange or the Determining Futures Exchange shall be considered to refer to the Replacement Exchange or the Replacement Futures and Options Exchange.

(5) These Terms and Conditions of the Warrant define a "Banking Day" as a day on which transactions can be processed by the Home Exchange and the Determining Futures Exchange, and, in principle, trading via the Euronext is guaranteed and which is a day (other than a Saturday or a Sunday), on which commercial banks are open for business in Paris and the Trans-European Automated Real-time Gross settlement Express Transfer (TARGET) system is open. If a day specified herein is not a Banking Day, the day shall be replaced by the following Banking Day.

#### § 4

##### (Index Concept, Adjustments)

(1) The most important factor for calculating the Differential Amount is the Index with its respectively applicable rules (the "Index Concept"), which were developed and perpetuated by Euronext Paris S.A. (the "Index Determining Unit"), and the respective type and manner of calculating, stipulating and publishing the Index by the Index Determining Unit. This applies even if during the term of the Warrants changes are made in the method of calculating the Index, in the composition and/or weighting of the prices or shares based on which the Index is calculated, or other actions are taken that affect the Index Concept unless otherwise provided by the provisions below. If the Index is no longer calculated and published by the Index Determining Unit but by another person, Company or institution, (the "New Index Determining Unit"), the Warrant Debtor has the right, if it considers it appropriate, to either calculate the Differential Amount under § 1 (1) based on the Index calculated and published by the New Index Determining Unit or to cancel the Warrants on the settlement date under § 4(5). In the event a New Index Determining Unit is chosen, any reference in these Terms and Conditions of the Warrant to the Index Determining Unit, to the extent there is a connection, will be considered a reference to the New Index Determining Unit.

(2) If the right under § 4 (5) to declare the Warrants invalid is not exercised, the calculation of the adjusted exercise price and Subscription Ratio or the agreement to change another feature of the Warrants ("Adjustment") will be made according to the following provisions. If an Adjustment is necessary due to a Replacement Futures and Options Exchange having been chosen, and/or an Adjustment is necessary to the corresponding option contracts traded on the Determining Futures Exchange and/or to a change made by the Index administration, the Warrant Debtor will make this Adjustment according to the provisions described below. The exercise price, Subscription Ratio or any other feature of the Warrants relevant for calculating the Differential Amount will only be adjusted if, in the opinion of the Warrant Debtor, the prevailing Index Concept and/or the method of calculation or the basis of the Index changes so substantially that there is no further continuity of the Index or comparability to the Index calculated on the old basis. If, according to the rules and regulations of the Determining Futures Exchange, no Adjustments can be made to the option contracts because of this action, the features of the Warrants will not change. If the term of the options, based on the Index traded on the Determining Futures Exchange, ends prematurely, the rules in § 4 (5) will apply.

(3) If an Adjustment can be made, taking into account the applicable statutory provisions, market conditions and practices, as well as for (procedural) technical reasons related to settlement, the Warrant Debtor will make the Adjustment so that it essentially corresponds to the Adjustment to the Index Concept or option contracts actually made by the Index Determining Unit or the Determining Futures Exchange and by so doing the economic position of the warrant holder remains unchanged to the extent possible. If no Adjustment is made only because there are no outstanding option contracts on the Determining Futures Exchange related to the Index or because no option contracts are traded on the Index, the Warrant Debtor will make an Adjustment according to the existing rules of the Determining Futures Exchange or – if no such rules exist – according to the trading practices of the Determining Futures Exchange. If no rules or trading practices apply, the Warrant Debtor will make the Adjustment so that the economic position of the warrant holder remains unchanged to the extent possible in spite of the Adjustment.

(4) Pursuant to § 11, the Warrant Debtor will immediately announce the need for and the results of the Adjustment.

(5) If (i) the Determining Futures Exchange prematurely cancels option contracts outstanding on the Index or (ii) – if there are no option contracts outstanding on the Index at the Determining Futures Exchange – the Warrant Debtor, by enlisting the services of an independent expert, arrives at the conclusion that no appropriate Adjustment can be made to the changes that have been made, or (iii) the Warrant Debtor does not believe it is

appropriate under § 4 (1) to calculate the Differential Amount on the basis of the Index calculated and published by the New Index Determining Unit, or (iv) the Index is no longer determined or (v) a Replacement Exchange or Replacement Futures and Options Exchange is not stipulated according to § 3 (4), the Warrants lose their validity.

In this case, the Warrant Debtor, after consulting with an independent expert it names, will determine the fair market Value of the Warrants (the "Settlement Amount") and within five Banking Days after determining the Settlement Amount will pay the Settlement Amount by bank transfer to the Clearing System for immediate forwarding to the warrant holder. Pursuant to § 11, the Warrant Debtor will announce the invalidity of the Warrants and the Settlement Amount immediately.

(6) Unless there are obvious errors, the Warrant Debtor's calculation of the Adjustment pursuant to § 4 (2) and (3) and the stipulation of the Settlement Amount pursuant to § 4 (5) are binding for the warrant holder and the Warrant Debtor.

## § 5

### (Paying the Differential Amount)

(1) Within five Banking Days after the Exercise Date, the Warrant Debtor will pay to the warrant holder in EUR the Differential Amount to the account named in the Exercise Notice or by bank transfer to the Clearing System for immediate forwarding to the warrant holder.

(2) The Warrant Debtor will calculate the Differential Amount, which (unless there are obvious errors) is final and binding for all participants.

(3) The warrant holder shall be responsible for and must pay all taxes, fees or duties that accrue in connection with the exercise of Option Rights.

## § 6

### (Market Disruption)

If an Value of the Index relevant for calculating the Differential Amount is not published, or trading in one or more of the individual securities contained in the Index is interrupted or significantly restricted on the Home Exchanges (together with the Determining Futures Exchanges listed below, the "Exchanges") or trading in derivatives on the Index or individual securities contained therein is interrupted or significantly restricted on the corresponding Futures Exchanges ("Market Disruption") and the Determining Futures Exchange has set forth rules concerning Market Disruptions, the date of maturity will be postponed to the next Banking Day on which no Market Disruption exists. If the Market Disruption lasts longer than four successive Banking Days, the Calculation Agent will determine a replacement value for the missing Value of the Index that in its judgment corresponds to the market conditions prevailing on the fifth Banking Day at 10:00 a.m. (Paris local time), broadly taking into account the economic position of the warrant holder(s). However, if within these four Banking Days comparable derivatives of the Index traded on the Determining Futures Exchange expire and are redeemed, the settlement amount stipulated by the Determining Futures Exchange for the comparable derivatives will be used to calculate the Differential Amount. In this case the expiration date for comparable derivatives will be deemed to be the last day of the Option Period respectively the Maturity Date and the rules in § 5 will apply accordingly. Any curtailment of trading hours at the Stock Exchanges named in the first sentence in itself will not be considered a Market Disruption.

## § 7

### (Rank)

The obligations arising from the Warrants represent direct, absolute and unsecured by real property obligations of the Warrant Debtor and, unless otherwise provided, have at least the same rank as all other obligations of the Warrant Debtor, which are unsecured by real property and are not subordinate.

§ 8

(Cancellation of the Option Rights)

If during the term of the Warrants, it is impossible because of laws, regulations, official actions, or for similar reason, for the Warrant Debtor to fulfill its obligations arising from the Warrants, the Warrant Debtor, by announcement pursuant to § 11, has the right to declare overall, but not in part, that all existing the Option Rights are cancelled, even if individual Option Rights have already been exercised, but the Differential Amount has not yet been credited to the warrant holder(s) in question. The acquisition amount for the Warrants will not be reimbursed and no other compensation or settlement payment will be made.

§ 9

(Replacement of the Warrant Debtor)

- (1) Assuming there is no delay in payment of the Warrants, the Warrant Debtor may at any time, without approval of the warrant holders, put an Affiliated Company (as defined below) in its place as primary obligor on all obligations of the Warrant Debtor arising under the Warrants (the "New Obligor / Warrant Debtor"), to the extent that
  - (a) the New Obligor assumes all obligations of the Warrant Debtor arising under the Warrants;
  - (b) the Warrant Debtor (hereinafter referred to in this capacity as "Guarantor") guarantees proper payment of the amounts coming due under the Terms and Conditions of these Warrants;
  - (c) the Warrant Debtor and the New Obligor have obtained all required approvals and are able to transfer the payment obligations arising under these Warrants in the currency hereby required to the Issuing and Principal Paying Agent, without the need for retention of any taxes or charges collected by or in the country in which the New Obligor or the Warrant Debtor has its head office or in which it is considered a resident for tax purposes;
  - (d) the New Obligor has undertaken to indemnify all warrant holders for any taxes, charges or other public charges that are imposed on the warrant holders by reason of the substitution
  - (e) For purposes of this § 9 "Affiliated Company" means an Affiliated Company within the meaning of Section 15 of the Stock Corporation Act.
- (2) Such substitution of the Warrant Debtor is to be announced in accordance with § 11.
- (3) In the event of such substitution, every mention of the Warrant Debtor herein shall be deemed to refer to the New Obligor.

§ 10

(Calculation Agent)

- (1) The Calculation Agent is Bayerische Hypo- und Vereinsbank AG, Milan Branch (the "Calculation Agent").
- (2) Should any circumstances arise that lead to the Calculation Agent no longer being able to act as Calculation Agent, the Issuer is thereupon authorized to appoint another person or institution with the relevant expertise as Calculation Agent. The Issuer shall promptly give notice under § 11 of the appointment of another Calculation Agent.
- (3) The Calculation Agent is exempted from the restrictions of Civil Code § 181 and similar restrictions, if any, in the laws of other countries.

- (4) The calculations and regulations of the Calculation Agent shall (provided no obvious error is present) be final and binding for all parties. The Calculation Agent shall not be responsible for other errors or bona fide omissions that occur during calculation of amounts or determinations of any nature pursuant to these Terms and Conditions of the Warrants.

§ 11

(Notices)

All notices relating to each Series of Warrants shall be published by the Issuer in accordance with the rules and regulations of Euronext Paris S.A.. In addition, all notices shall also be valid if published on the website [www.tradinglab.fr](http://www.tradinglab.fr). The notices will be considered validly published from the date of publication.

§ 12

(Partial invalidity)

(1) If one of the provisions of these Terms and Conditions of the Warrants is or becomes invalid, illegal or unenforceable in whole or in part, the validity of the remaining provisions hereof shall in no way be affected. A gap created as a result of invalidity or unenforceability of these of these Terms and Conditions of the Warrants is to be filled by relative provisions coming as close as possible to the sense and spirit of these Terms and Conditions of the Warrants and the legitimate interests of the parties concerned.

(2) The Warrant Debtor has the right, without the consent of the warrant holder, (i) to correct obvious spelling or calculating errors \or other obvious errors in these Terms and Conditions of the Warrant, and (ii) to change or add to contradictory or incomplete provisions, while in the cases named under (ii), only those changes or additions are permissible that are reasonable for the warrant holder, taking into account the interests of the Warrant Debtor, i.e., which do not significantly deteriorate the financial situation of the warrant holder. Changes and/or additions to these Terms and Conditions of the Warrants will be published immediately according to § 11.

§ 13

(Applicable Law, Place of Performance, Jurisdictional Venue)

- (1) The form and content of the Warrants, as well as the rights and duties of the Warrant Debtor and the warrant holders, shall be determined in accordance with the law of the Federal Republic of Germany.
- (2) The place of performance is Munich.
- (3) To the extent permitted by law, all legal disputes arising from matters governed by the Terms and Conditions of these Warrants shall be brought before the court in Munich.

**Appendix 1 to the Terms and Conditions of the Warrants**

ISIN Code	Series Number	Tranche Number	Index	Number of Warrants	Issue Price in EUR	Maturity Date	Subscription Ratio	Call/Put	Issue Price per Unit in EUR	Exercise Price in EUR	Mnemonic Code	Common Code
DE000HV0DCY5	F501	1	CAC40	5,000,000	3.2	20-Jun-08	0.005	Call	3,200	5100	3582T	33605811
DE000HV0DCZ2	F502	1	CAC40	5,000,000	2.53	20-Jun-08	0.005	Call	2,530	5300	3583T	33605820
DE000HV0DC09	F503	1	CAC40	5,000,000	1.92	20-Jun-08	0.005	Call	1,920	5500	3584T	33605838
DE000HV0DC17	F504	1	CAC40	5,000,000	1.65	20-Jun-08	0.005	Call	1,650	5600	3585T	33605846
DE000HV0DC25	F505	1	CAC40	5,000,000	1.4	20-Jun-08	0.005	Call	1,400	5700	3586T	33605854
DE000HV0DC33	F506	1	CAC40	5,000,000	1.17	20-Jun-08	0.005	Call	1,170	5800	3587T	33605862
DE000HV0DC41	F507	1	CAC40	5,000,000	0.97	20-Jun-08	0.005	Call	970	5900	3588T	33605889
DE000HV0DC58	F508	1	CAC40	5,000,000	0.64	20-Jun-08	0.005	Call	640	6100	3589T	33605897
DE000HV0DC66	F509	1	CAC40	5,000,000	2.86	20-Jun-08	0.005	Put	2,860	5900	3590T	33605919
DE000HV0DC74	F510	1	CAC40	5,000,000	2.31	20-Jun-08	0.005	Put	2,310	5700	3591T	33605927
DE000HV0DC82	F511	1	CAC40	5,000,000	1.86	20-Jun-08	0.005	Put	1,860	5500	3592T	33605935
DE000HV0DC90	F512	1	CAC40	5,000,000	1.66	20-Jun-08	0.005	Put	1,660	5400	3593T	33605943
DE000HV0DDA3	F513	1	CAC40	5,000,000	1.49	20-Jun-08	0.005	Put	1,490	5300	3594T	33605951
DE000HV0DDB1	F514	1	CAC40	5,000,000	1.33	20-Jun-08	0.005	Put	1,330	5200	3595T	33605960
DE000HV0DDC9	F515	1	CAC40	5,000,000	1.18	20-Jun-08	0.005	Put	1,180	5100	3596T	33605978
DE000HV0DDD7	F516	1	CAC40	5,000,000	0.93	20-Jun-08	0.005	Put	930	4900	3597T	33605986

**Appendix 2 to the Terms and Conditions of the Warrants  
Exercise Notice**

Exercise Notice

**[DECLARATION D'EXERCICE]**

A :	HVB	Agent des Warrants / Bons d'Options en Euroclear France : BNP PARIBAS SECURITIES SERVICES
	Télécopie: 01.40.39.23.98	Télécopie: 01.55.77.95.53

Warrants / Bons d'Option émis par Bayerische Hypo- und Vereinsbank AG  
sur. : .....

Maturité :

.....

Le Porteur des Warrants / Bons d'Option:

Prénom, Nom :

.....

Le Teneur de Compte du/des Porteurs des Warrants / Bons d'Option en sa/leur faveur (Mentionner les coordonnées de l'intermédiaire)

Dénomination Sociale:

.....

Code affilié Euroclear France:

.....

Adresse:

.....

Contact (nom, tel) :

.....

par la présente, exerce de façon irrévocable les Warrants / Bons d'Option aux conditions indiquées dans le Final Terms;

Code ISIN des Warrants / Bons d'Option à exercer	Nombre de Warrants / Bons d'Option à exercer



Les Warrants / Bons d'Option à exercer ont été transférés sur le compte 030 (NDC51) en Euroclear France

A – Ordre irrévocable de virer le montant Différentiel sur le compte en Euro suivant :

Titulaire du compte :

.....

Détail du Compte (Renseigner au choix national ou IBAN)

Type de Détail	Code banque	Code Guichet	Numéro de compte	Clef
National			s	
IBAN				

B - Le soussigné a connaissance que les conditions de la déclaration d'exercice ne sont plus valables dès lors que les conditions indiquées dans le Prospectus ne sont plus respectées. Cela vaut également pour les Warrants / Bons d'Option qui ne sont pas virés en temps utile à l'Agent des Warrants / Bons d'Option ou qui sont transférés de façon à rendre impossible une corrélation claire à la déclaration d'exercice.

Fait le ..... à .....

Signature du porteur / Signature autorisée et cachet de l'intermédiaire :

.....

Note Importante : Conformément aux textes en vigueur du « United States Securities Act » et aux dispositions du « United States Commodity Futures Trading Commission », le titulaire de Warrants / Bons d'Option atteste par la présente que, lors de l'achat des Warrants / Bons d'Option, lors de la signature de la présente déclaration et à la date d'effet de l'exercice d'option, que les Warrants / Bons d'Option ne sont détenus, ni directement, ni indirectement au bénéfice d'un « ressortissant » (ce terme inclus tous les résidents, sociétés de capitaux, de personnes, autres entités constituées ou organisées selon la législation des Etats-Unis d'Amérique ou sociétés fiduciaires ayant des revenus soumis au régime fiscal américain peu importe sa provenance) de l'un des territoires ou l'une des possessions des Etats-Unis d'Amérique.

**Annex B**  
**Description of the CAC 40 Index**

**Composition**

The composition of the Index is available on the website [www.euronext.com](http://www.euronext.com).

As of 17 December 2007 the basket of shares composing the Index is the following:

ISIN	Instruments Name	Symbol	ICB Sector	Trading currency	% Weight
FR0000120404	ACCOR	AC	5753 Hotels	EUR	1.12
FR0000031122	AIR FRANCE -KLM	AF	5751 Airlines	EUR	0.57
FR0000120073	AIR LIQUIDE	AI	1353 Commodity Chemicals	EUR	2.30
FR0000130007	ALCATEL-LUCENT	ALU	9578 Telecommunications Equipment	EUR	1.15
FR0010220475	ALSTOM	ALO	2757 Industrial Machinery	EUR	1.46
LU0323134006	ARCELORMITTAL	MTP	1757 Steel	EUR	4.05
FR0000120628	AXA	CS	8532 Full Line Insurance	EUR	4.62
FR0000131104	BNP PARIBAS	BNP	8355 Banks	EUR	6.30
FR0000120503	BOUYGUES	EN	2357 Heavy Construction	EUR	1.69
FR0000125338	CAP GEMINI	CAP	9533 Computer Services	EUR	0.54
FR0000120172	CARREFOUR	CA	5337 Food Retailers & Wholesalers	EUR	3.16
FR0000045072	CREDIT AGRICOLE	ACA	8355 Banks	EUR	1.84
FR0000120644	DANONE	BN	3577 Food Products	EUR	2.90
BE0003796134	DEXIA	DX	8355 Banks	EUR	0.94
NL0000235190	EADS	EAD	2713 Aerospace	EUR	0.79
FR0010242511	EDF	EDF	7535 Electricity	EUR	2.13
FR0000121667	ESSILOR INTL.	EF	4537 Medical Supplies	EUR	0.86
FR0000133308	FRANCE TELECOM	FTE	6535 Fixed Line Telecommunications	EUR	4.64
FR0010208488	GAZ DE FRANCE	GAZ	7573 Gas Distribution	EUR	0.92
FR0000120321	L'OREAL	OR	3767 Personal Products	EUR	2.58
FR0000120537	LAFARGE	LG	2353 Building Materials & Fixtures	EUR	2.04
FR0000130213	LAGARDERE S.C.A.	MMB	5557 Publishing	EUR	0.65
FR0000121014	LVMH	MC	3763 Clothing & Accessories	EUR	2.13
FR0000121261	MICHELIN	ML	3357 Tires	EUR	1.02
FR0000120693	PERNOD RICARD	RI	3535 Distillers & Vintners	EUR	1.38
FR0000121501	PEUGEOT	UG	3353 Automobiles	EUR	0.84
FR0000121485	PPR	PP	5373 Broadline Retailers	EUR	0.81
FR0000131906	RENAULT	RNO	3353 Automobiles	EUR	1.81
FR0000125007	SAINT GOBAIN	SGO	2353 Building Materials & Fixtures	EUR	2.37
FR0000120578	SANOFI-AVENTIS	SAN	4577 Pharmaceuticals	EUR	6.63
FR0000121972	SCHNEIDER ELECTRIC	SU	2733 Electrical Components & Equipment	EUR	2.12
FR0000130809	SOCIETE GENERALE	GLE	8355 Banks	EUR	4.43
NL0000226223	STMICROELECTRONICS	STM	9576 Semiconductors	EUR	0.67
FR0000120529	SUEZ	SZE	7575 Multiutilities	EUR	5.42
FR0000120271	TOTAL	FP	0537 Integrated Oil & Gas	EUR	12.66
FR0000124711	UNIBAIL-RODAMCO	UL	8737 Real Estate Investment Trusts	EUR	1.13

FR0000120354	VALLOUREC	VK	2757 Industrial Machinery	EUR	0.95
FR0000124141	VEOLIA ENVIRON.	VIE	7577 Water	EUR	2.36
FR0000125486	VINCI (EX.SGE)	DG	2357 Heavy Construction	EUR	2.47
FR0000127771	VIVENDI	VIV	5553 Broadcasting & Entertainment	EUR	3.51

## **Product Information**

The Index is the main benchmark for Euronext Paris S.A. Tracking a sample of Blue Chip stocks, its performance is closely correlated to that of the market as a whole. The Index contains 40 stocks selected among the top 100 market capitalisation and the most active stocks listed on Euronext Paris, and is the underlying asset for options and futures contracts. The base value was 1,000 at 31 December 1987.

### *Quarterly updates of the number of shares of the Index*

In order to limit the number of consecutive updates for changing of the number of shares of the stocks composing the Index (ISIN FR0003500008), the Index Expert Committee has decided that, as from October 24<sup>th</sup>, 2005, the modification of the number of shares of the stocks composing the Index will be made quarterly, after the market close every third Friday of March, June, September and December. These dates correspond to the quarterly expiration of CAC40 derivative products on Euronext.liffe.

At quarterly updates, the number of shares taken into account in the Index is based on the number of shares listed on the Stock Exchange at this date.

In between two quarterly updates, the number of shares of the stocks composing the Index will be updated exceptionally:

- if a corporate action brings an adjustment of the price of the stock simultaneously with its number of shares; and
- in other cases: if the change in the number of shares (this number of shares can result from various successive operations) is greater than or equal to 5% in comparison to the number which is at that time taken into account in the Index calculation.

As from October 24<sup>th</sup> 2005, the modification of the number of shares on the Index stocks composing will not take place daily any more.

The review of the free float and capping factors remains annual, except for special cases. These changes of free float and capping factors will be published on the website [www.euronext.com](http://www.euronext.com).

## **Price dissemination**

The Index is calculated by Euronext Paris S.A. on any Business Day and the values are published on the Euronext Paris S.A. website ([www.euronext.com](http://www.euronext.com)), on the main info-provider systems such as Reuters (at the page: .CAC40), on the most accredited financial newspapers (Financial Times, Wall Street Journal Europe, Les Echos, La Tribune) and on the Warrant Debtor's website [www.tradinglab.fr](http://www.tradinglab.fr) and may be requested on any Business Day by calling: 800 9012 9012 (call free).

Historical prices and volatility of the Index will be available on the website [www.tradinglab.fr](http://www.tradinglab.fr) in connection with each Security issued under these Final Terms.