

## **FINAL TERMS DATED 15 DECEMBER 2009**

**BNP Paribas Arbitrage Issuance B.V.**  
*(incorporated in The Netherlands)*  
*(as Issuer)*

**BNP Paribas**  
*(incorporated in France)*  
*(as Guarantor)*

### **Warrant and Certificate Programme**

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

**EUR “OET PUT” Certificates relating to Dow Jones Eurostoxx 50<sup>®</sup> Index**

**BNP Paribas Arbitrage S.N.C.**  
*(as Manager)*

## **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the sections entitled "Terms and Conditions of the Open End Turbo Certificates" in the Base Prospectus dated 4 June 2009, the First Supplement to the Base Prospectus dated 13 August 2009, the Second Supplement to the Base Prospectus dated 12 October 2009 and the Third Supplement to the Base Prospectus dated 17 November 2009 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Open End Turbo Certificates (the "**OET Certificates**") described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on BNP Paribas Arbitrage Issuance B.V. (the "**Issuer**") and the offer of the OET Certificates is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and any Supplement thereto are available for viewing on the Netherlands Authority for the Financial Markets' (Autoriteit Financiële Markten - AFM) website [www.afm.nl](http://www.afm.nl) and on the following website [www.produitsdeboerse.bnpparibas.fr](http://www.produitsdeboerse.bnpparibas.fr) and copies may be obtained free of charge at the specified office of the Certificate Agents.

References herein to numbered Conditions are to the terms and conditions of the relevant series of OET Certificates and words and expressions defined in such terms and conditions shall bear the same meaning in this Final Terms in so far as it relates to such series of OET Certificates, save as where otherwise expressly provided.

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

1. Issuer: BNP Paribas Arbitrage Issuance B.V.

2. Guarantor: BNP Paribas

#### **SPECIFIC PROVISIONS FOR EACH SERIES**

Series Number / ISIN Code	No. of Certificates Issued	No. of Certificates	Common Code	Mnemonic Code	Issue Price Per OET Certificate	Redemption Date	Parity
NL0009167329	1,000,000	1,000,000	47357292	G953B	EUR 5.07	Open End	100

The underlying (“**Underlying**”) in respect of each series (“**Series Number/ISIN Code**”) is set out in the Part C “Other applicable terms”.

#### **GENERAL PROVISIONS**

The following terms apply to each series of OET Certificates:

3. Trade Date: 8 December 2009.
4. Issue Date: 15 December 2009.
5. Consolidation: Not Applicable.
6. Type of Certificates:
- (a) The Certificates are Index OET Certificates.
  - (b) The Certificates are OET Puts (“**OET Put Certificates**” or “**OET PUT**”), as set out in “Specific Provisions for each Series” above and as set out in Part C “Other Applicable Terms”.
7. Form of Certificates: Dematerialised bearer form (*au porteur*).
8. Business Day Centre: The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 4 is TARGET.
9. Settlement: Settlement will be by way of a cash payment in an amount equal to the applicable Cash Settlement Amount.
10. Conversion Rate: Not Applicable.

- |  |   |
|--|---|
| 11. Settlement Currency:   | The settlement currency for the payment of the Cash Settlement Amount is Euro (“ <b>EUR</b> ”). |
| 12. Notional Amount of each OET Certificate:                               | Not Applicable.   |
| 13. Syndication:   | The OET Certificates will be distributed on a non-syndicated basis.                             |
| 14. Minimum Trading Size:  | Not Applicable.   |
| 15. Certificate Agent:   | BNP Paribas Arbitrage S.N.C.  |
| 16. Calculation Agent:   | BNP Paribas Arbitrage S.N.C.<br>8 rue de Sofia, 75018 Paris (France).                           |
| 17. Governing law:   | French law.   |
| 18. Special conditions or other modifications to the Terms and Conditions: | Not Applicable.   |

## PRODUCT SPECIFIC PROVISIONS

- |                             |   |
|-----------------------------|---|
| 19. Index OET Certificates: | Applicable.   |
| (a) Index:                  | The Certificates relate to the <b>Dow Jones Eurostoxx 50®</b> Index (Reuters Code: .STOXX50E / ISIN Code: EU0009658145) (the “ <b>Underlying</b> ”), as specified in the table set out in Part C “Other Applicable Terms”.<br><br>For the purposes of the Conditions, the Underlying shall be deemed an Index.                            |
| (b) Index Sponsor           | The Index Sponsor is STOXX Limited or any successor acceptable to the Calculation Agent.  |
| (c) Exchange(s):            | XETRA.  |
| (d) Related Exchange(s):    | All Exchanges.  |
| (e) Final Price:            | 1) If an Automatic Early Redemption Event has occurred, as per the provisions of the sub-paragraph beginning with “provided that” of the definition of “Final Price” as set out in Condition 4 in respect of the Underlying;<br><br>2) If no Automatic Early Redemption Event has occurred, as per the provisions of sub-paragraph (a) of |

the definition of “Final Price”, as set out in Condition 4 in respect of the Underlying.

- (f) Market Disruption:
  - (a) As per Condition 7;
  - (b) Specified Maximum Days of Disruption: 20 (twenty) Trading Business Days.
- (g) Valuation Time:
 

Provided no Automatic Early Redemption Event has occurred, the Valuation Time on the Valuation Date will be the time when the Final Price is published by the Index Sponsor, provided that:

If the Valuation Date is the same date as the maturity date of the futures or options contracts on the relevant Index maturing on the Related Exchange, then the relevant time on the Valuation Date will be the time when the official liquidation price for the relevant futures or options contracts on the relevant Index is calculated and published by the Related Exchange.
- (h) Exercise Price:
 

The exercise price per OET Certificate is set out in Part C “Other Applicable Terms” (the “**Capitalised Exercise Price<sub>Initial</sub>**”), together with the applicable rounding rule (the “**Capitalised Exercise Price Rounding Rule**”).
- (i) Capitalised Exercise Price: As per Condition 4.
- (j) Dividend Percentage: 100 per cent.
- (k) Automatic Early Redemption:
 

Applicable.

An Automatic Early Redemption Event shall be deemed to occur if the Observation Price of the Underlying during the Observation Time(s) **is greater than or equal to the Security Threshold.**

  - (i) Observation Price: Traded price of the Underlying.
  - (ii) Observation Time(s): At any time during the opening hours of the Exchange.
  - (iii) Financing Rate: The 1 month EURIBOR rate (the “interbank rate”) for each business day in Paris, which appears on Reuters page “EURIBOR1M=” at or around of 14.15 p.m. (Paris time) as ascertained by the Calculation Agent minus a percentage set at 2.5%.

If such rate does not appear on Reuters page “EURIBOR1M=” for any business day in Paris, then the rate applicable to the previous Business Day in Paris shall apply.

The value of the interbank rate on any calendar day which is not a business day in Paris shall be deemed to be such value ascribed to the interbank rate on the first preceding business day in Paris.

The percentage above may vary according to the following provisions:

The percentage may be revised, at the sole discretion of the Calculation Agent, each day (other than a Saturday or Sunday) on which commercial banks are open for general business in Paris between 0% and a Maximum percentage, as specified in Part C “Other Applicable Terms”.

The Financing Rate is available, subject to technical problems, during normal business hours on any day (other than a Saturday or Sunday) on which commercial banks are open for general business in Paris during the term of the relevant OET Certificate, on the website of the Issuer "[www.produitsdebourse.bnpparibas.fr](http://www.produitsdebourse.bnpparibas.fr)" or such other website of the Issuer as may be notified to the Holders.

(iv)	Security Threshold:	As specified in the table set out in Part C “Other Applicable Terms”, subject to the Minimum Security Percentage and the Maximum Security Percentage below.
(v)	Security Threshold Rounding Rule:	As specified in the table set out in Part C “Other Applicable Terms”.
(vi)	Security Percentage:	As specified in the table set out in Part C “Other Applicable Terms”.
(vii)	Minimum Security Percentage:	0%
(viii)	Maximum Security	20%

Percentage:

- |     |                             |             |                     |
|-----|-----------------------------|-------------|---------------------|
|     | (ix)                        | Reset Date: | As per Condition 4. |
| 20. | Share OET Certificates:     |             | Not Applicable.     |
| 21. | Commodity OET Certificates: |             | Not Applicable.     |
| 22. | Currency OET Certificates:  |             | Not Applicable.     |
| 23. | Fund OET Certificates:      |             | Not Applicable.     |
| 24. | Futures OET Certificates:   |             | Not Applicable.     |
| 25. | Other provisions:           |             | Not Applicable.     |

**PROVISIONS RELATING TO VALUATION ON REDEMPTION**

- |     |                         |   |
|-----|-------------------------|---|
| 26. | Cash Settlement Amount: | In case of the occurrence of an Automatic Early Redemption Event or upon redemption at the discretion of the Issuer in accordance with the provisions of the definition of Valuation Date, the Holder shall receive on the Redemption Date, in respect of each OET Certificate, a Cash Settlement Amount calculated as follows: |
|     |                         | $\text{Max}[0; \text{Capitalised Exercise Price} - \text{Final Price}] / \text{Parity}$   |
| 27. | Valuation Date:         | As per Condition 4.   |
| 28. | Redemption Date:        | As per Condition 4.   |

### **Purpose of Final Terms**

These Final Terms comprise the final terms required for issue and public offer in France (the “**Public Offer Jurisdiction**”) and admission to trading on Euronext Paris of the OET Certificates described herein pursuant to the BNP Paribas, BNP Paribas Arbitrage Issuance B.V. Warrant and Certificate Programme.

### **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. The information included in “Part C-Other Applicable Terms” consist of extracts from or summaries of information that is publicly available in respect of the Index. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by the Index sponsor, no facts have been omitted which would render the reproduced inaccurate or misleading.

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

As Issuer:

A handwritten signature in black ink, appearing to read 'MLT', with a horizontal line underneath it.

By: Marie-Laurence Dosière

Duly authorised

## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

Application has been made to list the OET Certificates on Euronext Paris and to admit the OET Certificates described herein for trading on Euronext Paris.

The de-listing of the OET Certificates on Euronext Paris specified above shall occur at the opening time on the Valuation Date, subject to any change to such date by Euronext Paris or any competent authorities, for which the Issuer and the Guarantor shall under no circumstances be liable.

### 2. Ratings

The OET Certificates to be issued have not been rated.

### 3. Risk Factors

As stated in the Base Prospectus.

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

Save as discussed in “*Risk Factors*” in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Certificates has an interest material to the offer.

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

- |     |                           |  |
|-----|---------------------------|--|
| (a) | Reasons for the offer:    | The net proceeds from the issue of Securities will become part of the general funds of BNPP B.V. Such proceeds may be used to maintain positions in options or futures contracts or other hedging instruments. |
| (b) | Estimated net proceeds:   | The net proceeds are not available.  |
| (c) | Estimated total expenses: | The estimated total expense is not available.  |

### 6. Performance of Underlying/Formula/Other Variable, Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying

The Certificates are Turbo Open End Put Certificates (“**OET Put Certificates**” or “**OET Certificates**”) denominated in EUR and relate to Dow Jones Eurostoxx 50<sup>®</sup> Index.

The OET Put Certificates are undated certificates and may be redeemed at a date designated as such by the Issuer, in its sole discretion and notified to the Holders in accordance with Condition 17 and subject to the provisions of the definition of “Valuation Date”.



The percentage comprising the Financing Rate may be revised in the sole discretion of the Calculation Agent in accordance with the provisions of Part A §19 (k). Investors should be aware that these modifications may have a significant effect, adverse or positive, on the price of the OET Certificates and consequently on the cash amount to be received by the investors.

The OET Put Certificates can also be automatically early redeemed upon the occurrence of an Automatic Early Redemption Event. An Automatic Early Redemption Event shall be deemed to occur if the Observation Price of the Underlying during the Observation Time(s) is greater than or equal to the Security Threshold (see Part A §19 (k)).

Upon redemption at the discretion of the Issuer or upon the occurrence of an Automatic Early Redemption Event, the Holder will receive on the Redemption Date a Cash Settlement Amount equals to the excess (if any) - adjusted by Parity - of the Capitalised Exercise Price over the Final Price, as set out in definition of Cash Settlement Amount in Part A §26. Such amount will be paid in EUR.

The OET Certificates include a leverage factor which increases the exposure to the Underlying compared to a conventional investment in the Underlying.

**The OET Certificate are not capital-protected.** Accordingly, the investor should be aware that it may sustain a partial or total loss (a residual part of its purchase price per OET Certificate may be payable) of the purchase price of its OET Certificate.

During the secondary market period, the price of the OET Certificate will depend upon market conditions and may be subject to significant fluctuations.

Therefore, an investment in the OET Certificates is highly speculative, and could involve significant risk that should only be considered by persons who can afford a loss of their entire investment.

## 7. Operational Information

Relevant Clearing System(s):	Euroclear France Mnemonic Codes: See “ <b>Specific Provisions for each Series</b> ” in Part A.
------------------------------	---

## 8. Terms and Conditions of the Public Offer

An offer of OET Certificates may be made by the Manager and BNP Paribas (together with the Manager, the “**Financial Intermediaries**”) other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdiction.

Offer Price:	The price of the OET Certificates will vary in accordance with a number of factors including, but not limited to, the price of the Underlying.
Conditions to which the offer is subject:	Not applicable.
Total amount of the issue/offer; if the amount is not fixed, description of the	The number of OET Certificates issued.

arrangements and time for announcing to the public the definitive amount of the offer:

The time period, including any possible amendments, during which the offer will be open and description of the application process: Not applicable.

A description of the possibility to reduce subscriptions and the manner for refunding excess amount paid by applicants: Not applicable.

Details of the minimum and/or maximum amount of application: Minimum purchase amount per investor: One (1) OET Certificate.

Maximum purchase amount per investor: The number of OET Certificates issued.

Method and time limits for paying up the OET Certificates and for delivery of the OET Certificates: The OET Certificates are cleared through the clearing systems and are due to be delivered on or about the third Business Day after their purchase by the investor against payment of the purchase amount.

Manner and date in which results of the offer are to be made public: Not applicable.

Categories of potential investors to which the OET Certificates are offered: Retail, private and institutional investors.

Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Not applicable.

Amount of any expenses and taxes specifically charges to the subscriber or purchaser: Not applicable.

## 9. Placing and Underwriting

Not applicable.

## PART C – OTHER APPLICABLE TERMS

Place where information relating to the Index can be obtained: Information on the Underlying shall be available on the following **Index Sponsor website**: [www.stoxx.com](http://www.stoxx.com)

Past and future performances of the Underlying are available on the above **Index Sponsor website** and its volatility may be obtained at the office of the Calculation Agent at the phone number: 0 800 235 000.

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

### INDEX DISCLAIMER

None of the Issuer, the Calculation Agent or the Principal Warrant Agent accepts responsibility for the calculation, maintenance or publication of the Index or any successor index.

### Dow Jones Eurostoxx 50®

STOXX and Dow Jones have no relationship to BNP PARIBAS, other than the licensing of **Dow Jones Eurostoxx 50®** and the related trademarks for use in connection with the Warrants.

#### STOXX and Dow Jones do not:

- Sponsor, endorse, sell or promote the Warrants.
- Recommend that any person invest in the Warrants or any other Warrants.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of Warrants.
- Have any responsibility or liability for the administration, management or marketing of the Warrants.
- Consider the needs of the Warrants or the owners of the Warrants in determining, composing or calculating the **Dow Jones Eurostoxx 50®** or have any obligation to do so.

STOXX and Dow Jones will not have any liability in connection with the Warrants. Specifically,

- STOXX and Dow Jones do not make any warranty, express or implied and disclaim any and all warranty about:
- The results to be obtained by the Warrants, the owner of the Warrants or any other person in connection with the use of the Dow Jones Eurostoxx 50® and the data included in the Dow Jones Eurostoxx 50®;
- The accuracy or completeness of the Dow Jones Eurostoxx 50® and its data;
- The merchantability and the fitness for a particular purpose or use of the Dow Jones Eurostoxx 50® and its data;
- STOXX and Dow Jones will have no liability for any errors, omissions or interruptions in the Dow Jones Eurostoxx 50® or its data;
- Under no circumstances will STOXX or Dow Jones be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or Dow Jones knows that they might occur.

The licensing agreement between BNP PARIBAS and STOXX is solely for their benefit and not for the benefit of the owners of the Warrants or any other third parties.

### Indices (as at 8 December 2009)

Series Number / ISIN Code	Underlying	Type of Certificate	Capitalised Exercise Price <sub>initial</sub>	Capitalised Exercise Rounding Rule	Security Threshold	Security Threshold Rounding Rule	Security Percentage	Maximum percentage*
NL0009167329	Dow Jones EuroStoxx50®	OET PUT	EUR 3,650	4 digits	EUR 3,577	2 digits	2%	Up to 10%

\* see Part A §19 (k) (iii) "Financing Rate"

Series Number / ISIN Code	Underlying	ISIN Code of the Underlying	Code Reuters of the Underlying	Index Sponsor	Index Sponsor website	Exchange	Exchange website
NL0009167329	Dow Jones EuroStoxx50®	EU0009658988	.STOXX50E	STOXX Limited	<a href="http://www.stoxx.com">www.stoxx.com</a>	XETRA	<a href="http://www.deutsche-borse.com">www.deutsche-borse.com</a>