

Final Terms dated 6 August 2010

BNP PARIBAS

(incorporated in France)

(as Issuer)

Issue of EUR 500,000,000 2.875 per cent. Notes due 13 July 2015

to be consolidated (*assimilables* for the purposes of French law)

and form a single series with the

EUR 1,000,000,000 2.875 per cent. Notes due 13 July 2015

issued on 13 July 2010

under the €90,000,000,000

Programme for the Issuance of Debt Instruments

(the Programme)

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (as defined below) (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, or authorises, the making of any offer of Notes in any other circumstances.

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 Notes" in the Base Prospectus dated 3 June 2010 which constitutes a base prospectus for the purposes of the Directive 2003/71/EC (the "**Prospectus Directive**"). 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 such 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. These Final Terms and the French translation of the summary of the Base Prospectus dated 3 June 2010 will also be available on the website of the French *Autorité des marchés financiers* on www.amf-france.org.

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| 1. | Issuer: | BNP Paribas |
| 2. | (i) Series Number: | 13584 |
| | (ii) Tranche Number: | 2 |

The Notes will on the Issue Date be consolidated (*assimilables* for the purposes of French law) and form

a single series with the EUR 1,000,000,000 2.875 per cent. Notes due 13 July 2015 issued on 13 July 2010 (the **Existing Notes**)

3. Specified Currency: Euro (**EUR**)
4. Aggregate Nominal Amount:
- (i) Series: EUR 1,500,000,000
 - (ii) Tranche: EUR 500,000,000
5. (i) Issue Price of Tranche: 101.216 per cent. of the Aggregate Nominal Amount plus accrued interest from (and including) 13 July 2010 to (but excluding) the Issue Date and amounting to EUR 1,102,739.73
- (ii) Net Proceeds: EUR 506,057,739.73 (including the accrued interest referred to above)
6. Minimum Trading Size: Not Applicable
7. (i) Specified Denominations: EUR 1,000
- (ii) Calculation Amount: EUR 1,000
8. (i) Issue Date: 10 August 2010
- (ii) Interest Commencement Date: 13 July 2010
9. Maturity Date: 13 July 2015
10. Form of Notes: Bearer
11. Interest Basis: Fixed Rate
(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. Status of the Notes: Senior
16. Tax Gross-Up: Condition 6(a) applies
17. For Notes issued by BNPP: As per "Taxation" section
18. Listing: See "Listing and Admission to Trading" in paragraph 1 of PART B below
19. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

20. Fixed Rate Provisions: Applicable
- (i) Fixed Rate of Interest: 2.875 per cent. per annum payable annually in arrear
 - (ii) Interest Period End Date(s): 13 July in each year from and including 13 July 2011 to and including the Maturity Date
 - Business Day Convention for Interest Period End Date(s): None
 - (iii) Interest Payment Date(s): 13 July in each year from and including 13 July 2011 to and including the Maturity Date

	- Business Day Convention for Interest Payment Date(s):	Following
	(iv) Fixed Coupon Amount(s):	EUR 28.75 per Calculation Amount
	(v) Broken Amount:	Not Applicable
	(vi) Day Count Fraction:	Actual/Actual (ICMA)
	(vii) Determination Date:	13 July in each year
	(viii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
21.	Floating Rate Provisions:	Not Applicable
22.	Zero Coupon Provisions:	Not Applicable
23.	Index Linked Interest Provisions:	Not Applicable
24.	Share Linked Interest Provisions	Not Applicable
25.	ETI 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.	Foreign Exchange (FX) Rate Linked Interest Provisions:	Not Applicable
30.	Formula Linked Interest Provisions:	Not Applicable
31.	Additional Business Centre(s) (Condition 3(b)):	Not Applicable

PROVISIONS RELATING TO REDEMPTION

32.	Issuer Call Option:	Not Applicable
33.	Noteholder Put Option:	Not Applicable
34.	Final Redemption Amount:	EUR 1,000 per Calculation Amount
35.	Index Linked Redemption Amount:	Not Applicable
36.	Share Linked Redemption Amount:	Not Applicable
37.	ETI Linked Redemption Amount:	Not Applicable
38.	Inflation Linked Redemption Amount:	Not Applicable
39.	Commodity Linked Redemption Amount:	Not Applicable
40.	Fund Linked Redemption Amount:	Not Applicable
41.	Credit Linked Notes:	Not Applicable
42.	Foreign Exchange (FX) Rate Linked Redemption Amount:	Not Applicable
43.	Formula Linked Redemption	Not Applicable

Amount:

44. Early Redemption Amount:
Early Redemption Amount(s) (if required or if different from that set out in Condition 5(e)): As set out in the Conditions
45. Provisions applicable to Physical Delivery: Not Applicable
46. 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

GENERAL PROVISIONS APPLICABLE TO THE NOTES

47. 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.
48. Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a): TARGET2
49. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): Not Applicable
50. 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
51. Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made: Not Applicable
52. Redenomination, renominatisation and reconventioning provisions: Not Applicable
53. Other terms or special conditions: Not Applicable

DISTRIBUTION

54. (i) If syndicated, names and addresses of Managers and underwriting Lead-Manager:
BNP Paribas UK Limited

commitments (specifying Lead Manager): (EUR 362,500,000)

Senior Co-lead Managers:

Banca IMI S.p.A.

Lloyds TSB Bank plc

Standard Chartered Bank

(EUR 25,000,000 each)

Co-Lead Managers:

Commerzbank Aktiengesellschaft

ING Belgium SA/NV

Mitsubishi UFJ Securities International plc

Pohjola Bank plc

The Royal Bank of Scotland plc

(EUR 12,500,000 each)

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| (ii) | Date of Subscription Agreement | 6 August 2010 |
| (iii) | Stabilising Manager (if any): | Not Applicable |
| 55. | If non-syndicated, name of Dealer: | Not Applicable |
| 56. | Total commission and concession: | 0.225% of the Aggregate Nominal Amount |
| 57. | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| 58. | Non exempt Offer: | Not Applicable |
| 59. | Additional selling restrictions: | Not Applicable |

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue of the Notes pursuant to the BNP Paribas and BNP Paribas Arbitrage Issuance B.V. €90,000,000,000 Programme for the Issuance of Debt Instruments.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: 

Duly authorised

PART B – OTHER INFORMATION

1. Listing and Admission to trading

- (i) Listing: Euronext Paris
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading and listing on Euronext Paris with effect from the Issue Date
- (iii) Estimate of total expenses related to admission to trading: EUR 3,700

2. Ratings

Ratings The Notes have been rated as follows:

- Aa2 by Moody's Investors Service Ltd
- AA by Standard & Poor's
- AA- by Fitch

3. Risk Factors

As per the Base Prospectus

4. 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.

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

- (i) Reasons for the offer See "Use of Proceeds" wording in Base Prospectus
- (ii) Estimated net proceeds: EUR 506,057,739.73
- (iii) Estimated total expenses: See item 1(iii) above

6. Fixed Rate Notes only – Yield

Indication of yield: 2.608%

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

7. Floating Rate Notes only – Historic Interest Rates

Not Applicable

8. Performance of Index/ Share/ Commodity/ Inflation/ Foreign Exchange Rate/ Fund/ Reference Entity/ Entities/ ETI Interest/ Formula, Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying

Not Applicable

9. OPERATIONAL INFORMATION

- (i) ISIN Code for Tranche 1 and 2: XS0525490198
- (ii) Common Code for Tranche 1 and 2: 052549019
- (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):

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| (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 Safekeeper 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 satisfaction of the Eurosystem eligibility criteria. |