

**Final Terms dated 2 November 2011**

**BNP PARIBAS**

**(incorporated in France)**

**(as Issuer)**

**Issue of EUR 25,000,000 Index Linked Redemption Notes due 27 December 2021**

**Series 14629**

**under the €90,000,000,000**

**Programme for the Issuance of Debt Instruments**

**(the Programme)**

**The Notes are offered to the public in the Republic of France from and including 2 November 2011 to and including 16 December 2011.**

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (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 of the Notes may only do so:

(i) 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; or

(ii) in those Public Offer Jurisdictions mentioned in Paragraph 58 of Part A below, provided such person is one of the persons mentioned in Paragraph 58 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor any Dealer has authorised, or authorises, the making of any offer of Notes in any other circumstances.

The expression **Prospectus Directive** means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression **2010 PD Amending Directive** means Directive 2010/73/EU.

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

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth under the section entitled "Terms and Conditions of the Notes" and "Annex 1 – Additional Terms and Conditions for Index Linked Notes" in the Base Prospectus dated 7 June 2011 which receives visa no 11-208 from the *Autorité des marchés financiers* ("**AMF**") on 7 June 2011 and

the Supplements to the Base Prospectus dated 16 August 2011 and 9 September 2011 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC (the "**Prospectus Directive**") as amended (which includes the amendments made by Directive 2010/73/EU (the "**2010 PD Amending Directive**") to the extent that such amendments have been implemented in a Member State). 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 as so supplemented. 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, the Supplements and these Final Terms (in each case, together with any documents incorporated therein by reference) are available for viewing on the Luxembourg Stock Exchange website *www.bourse.lu*, and copies may be obtained – free of charge - from, BNP Paribas Securities Services, Luxembourg Branch (in its capacity as Principal Paying Agent), 33, rue de Gasperich, Howald - Hesperange, L-2085. These Final Terms, the Base Prospectus, the Supplements will also be available on the AMF website *www.amf-france.org*.

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|-----|--|--|
| 1.  | Issuer:                                    | BNP Paribas  |
| 2.  | (i) Series Number:                         | 14629  |
|     | (ii) Tranche Number:                       | 1  |
| 3.  | Specified Currency:                        | Euro (" <b>EUR</b> ")  |
| 4.  | Aggregate Nominal Amount:                  |  |
|     | (i) Series:                                | EUR 25,000,000   |
|     | (ii) Tranche:                              | EUR 25,000,000   |
| 5.  | (i) Issue Price of Tranche:                | 100 per cent. of the Aggregate Nominal Amount  |
|     | (ii) Net Proceeds:                         | EUR 25,000,000   |
| 6.  | Minimum Trading Size:                      | EUR 1,000  |
| 7.  | (i) Specified Denominations:               | EUR 1,000  |
|     | (ii) Calculation Amount:                   | EUR 1,000  |
| 8.  | Issue Date and Interest Commencement Date: | 27 December 2011   |
| 9.  | Maturity Date:                             | 27 December 2021 or if that is not a Business Day the immediately succeeding Business Day unless it would thereby fall into the next calendar month, in which event it will be brought forward to the immediately preceding Business Day |
| 10. | Form of Notes:                             | Bearer   |
| 11. | Interest Basis:                            | Not applicable   |

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|-----|---|--|
| 12. | Redemption/Payment Basis:                             | Index Linked Redemption<br>(further particulars specified below)         |
| 13. | Change of Interest Basis or Redemption/Payment Basis: | Not applicable   |
| 14. | Put/Call Options:                                     | Not applicable   |
| 15. | Status of the Notes:                                  | Senior   |
| 16. | BNP Paribas Tax Gross-Up:                             | Condition 6(a) applicable  |
| 17. | BNPP B.V. Tax Gross-Up:                               | Not applicable   |
| 18. | Listing:  | See " <i>Listing and Admission to Trading</i> " in paragraph 1 of Part B |
| 19. | Method of distribution:                               | Non-syndicated   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|--|----------------|
| 20. | Fixed Rate Provisions:                                 | 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: The Index Linked Redemption Amount specified below
35. Index Linked Redemption Amount: Applicable
- (i) Index/Basket of Indices: CAC 40 Index  
Non Composite Index
- (ii) Index Currency: EUR
- (iii) Screen Page: Bloomberg screen page CAC Index, or any successor thereto
- (iv) Formula: Unless the Notes have been previously redeemed or purchased and cancelled by the Issuer, the Calculation Agent shall determine the Index Linked Redemption Amount of each Note as follows:
- $$N \times \left[ 100\% + \frac{2}{3} \text{maximum} \left( 0\%; \frac{Index_{Max} - Index_{initial}}{Index_{initial}} \right) \right]$$
- Where
- “**Index<sub>Initial</sub>**” means the Settlement Price of the Index on the Strike Date
- “**Index<sub>Max</sub>**” means maximum(Index t) with t = (1,...,10) and **Index t** being the Settlement Price of the Index on the Observation Date t
- N** means EUR1,000
- (v) Settlement Price: As set out in the Conditions
- (vi) Disrupted Day: If the Redemption Valuation Date or any of the Observation Date is a Disrupted Day, the Settlement Price will be calculated in accordance with Annex 1
- (vii) Specified Maximum Days of Disruption: Eight (8) Scheduled Trading Days
- (viii) Calculation Agent responsible for calculating: BNP Paribas Arbitrage S.N.C. (the “**Calculation**”

the redemption amount due:

**Agent”)**

All determinations in respect of the Notes shall be made by the Calculation Agent in its sole and absolute discretion acting in good faith and in a commercially reasonable manner and shall be binding on the Noteholders in the absence of manifest error.

(ix) Provisions for determining redemption amount where calculation by reference to Formula is impossible or impracticable:

As set out in the Conditions

(x) Strike Date:

19 December 2011

(xi) Averaging:

Averaging does not apply to the Notes

(xii) Redemption Valuation Date:

20 December 2021

(xiii) Observation Date(s):

Each **Observation Date t** means:

**t**

**Observation Date t**

1

19 December 2012

2

19 December 2013

3

19 December 2014

4

21 December 2015

5

19 December 2016

6

19 December 2017

7

19 December 2018

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19 December 2019

9

21 December 2020

10

Redemption Valuation Date

(xiv) Observation Period:

Not applicable

(xv) Exchange Business Day:

Single Index Basis

(xvi) Scheduled Trading Day:

Single Index Basis

(xvii) Exchange(s) and Index Sponsor:

(a) the relevant Exchange is Euronext Paris; and

(b) the relevant Index Sponsor is Euronext Indices

BV or any successors thereto

|            |   |   |
|------------|---|---|
| (xviii)    | Related Exchange:   | As per Conditions   |
| (xix)      | Weighting:  | Not applicable  |
| (xx)       | Valuation Time:   | Scheduled Closing Time  |
| (xxi)      | Index Correction Period:                                    | As per Conditions   |
| (xxii)     | Optional Additional Disruption Events:                      | (a) The following Optional Additional Disruption Events apply to the Notes:<br><br>- Change in Law<br><br>- Hedging Disruption<br><br>- Increased Cost of Hedging |
|            | Trade Date:   | 21 September 2011<br><br>(b) Delayed Redemption on the Occurrence of Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable      |
| (xxiii)    | Market Disruption:  | Specified Maximum Days of Disruption will be equal to eight (8)   |
| (xxiv)     | Knock-in Event:   | Not Applicable  |
| (xxv)      | Knock-out Event:  | Not applicable  |
| (xxvi)     | Automatic Early Redemption Event:                           | Not Applicable  |
| (xxvii)    | Delayed Redemption on Occurrence of Index Adjustment Event: | Not applicable  |
| (xxviii)   | Other terms or special conditions:                          | Not Applicable  |
| (xxix)     | Additional provisions applicable to Custom Indices:         | Not applicable  |
| <b>36.</b> | Share Linked Redemption Amount:                             | Not applicable  |
| <b>37.</b> | ETI Linked Redemption Amount:                               | Not applicable  |

|            |   |  |
|------------|---|--|
| <b>38.</b> | Inflation Linked Redemption Amount:   | Not applicable   |
| <b>39.</b> | Commodity Linked Redemption Amount:   | Not applicable   |
| <b>40.</b> | Fund Linked Redemption Amount:  | Not applicable   |
| <b>41.</b> | Credit Linked Notes:  | Not applicable   |
| <b>42.</b> | Foreign Exchange (FX) Rate Linked Redemption Amount:  | Not applicable   |
| <b>43.</b> | Formula Linked Redemption Amount:   | Not applicable   |
| <b>44.</b> | Early Redemption Amount:  |  |
|            | Early Redemption Amount(s) (if required or if different from that set out in Condition 5(e)): | In the event of the Notes becoming due and payable for taxation reasons or on event of default of the Issuer on or after the Issue Date but prior to the Maturity Date then the Early Redemption Amount in respect of the Notes shall be such amount as shall be determined by the Calculation Agent in its absolute discretion which would have the effect of preserving for the Noteholders the economic equivalent of the obligations of the Issuer to make payments of principal on the Maturity Date on and prior thereto |
| <b>45.</b> | Provisions applicable to Physical Delivery:   | Not applicable   |
| <b>46.</b> | 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**

|            |                  |   |
|------------|------------------|---|
| <b>47.</b> | Form of Notes:   | Bearer Notes:   |
|            | New Global Note: | No  |
|            |                  | Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes only upon an Exchange Event. |

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|------------|---|----------------|
| <b>48.</b> | Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a):  | TARGET 2       |
| <b>49.</b> | Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):   | No             |
| <b>50.</b> | 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 |
| <b>51.</b> | Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made:   | Not applicable |
| <b>52.</b> | Redenomination, renominalisation and reconventioning provisions:  | Not applicable |
| <b>53.</b> | Other terms or special conditions:  | Not applicable |

**DISTRIBUTION**

- |            |  |   |
|------------|--|---|
| <b>54.</b> | (i) If syndicated, names and addresses of Managers and underwriting commitments (specifying Lead Manager): | Not applicable  |
|            | (ii) Date of Subscription Agreement:   | Not applicable  |
|            | (iii) Stabilising Manager (if any):  | Not applicable  |
| <b>55.</b> | If non-syndicated, name of and address Dealer:   | BNP Paribas UK Limited  |
| <b>56.</b> | Total commission and concession:   | The reference to Issue Price is not an expression of market value and does not imply that transactions in the market will not be executed at prices above or below such Issue Price to reflect prevailing market conditions. In connection with the offer and sale of the |



Notes, the Distributor will acquire the Notes from the Issuer at a discount to the Issue Price or at the Issue Price. If the Distributor acquires the Notes at the Issue Price, the Issuer will pay to the Distributor a distribution fee. Such amounts received by the Distributor may be in addition to the brokerage cost/fee normally applied by the Distributor. The purchaser acknowledges that such distribution fee may be retained by the Distributor. Further information is available from the Distributor upon request.

57. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
58. Non exempt Offer: An offer of Notes may be made by the Dealer and the distributor(s) (together with the Dealer, the “**Financial Intermediaries**” ) other than pursuant to Article 3(2) of the Prospectus Directive in France (the “**Public Offer Jurisdiction**”) during the “**Offer Period**” (as defined in Item 10(i) of PART B below)
- See further Paragraph 10 of PART B below
59. Additional selling restrictions: Not applicable

#### **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue, public offer in the Public Offer Jurisdictions and admission to trading on the Bourse de Luxembourg and listing on the Official List of the Luxembourg Stock Exchange of the Notes described herein pursuant to the BNP Paribas and BNP Paribas Arbitrage Issuance B.V. €90,000,000,000 Programme for the Issuance of Debt Instruments.

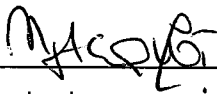
#### **RESPONSIBILITY**

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: Luxembourg Stock Exchange's Official List
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Luxembourg Stock Exchange's Regulated Market with effect from the Issue Date
- (iii) Estimate of total expenses related to admission to trading: EUR 3,550

### 2. Ratings

The Notes to be issued have not been rated

### 3. Risk Factors

The attention of potential purchasers is drawn to the Risk factors set out in the Base Prospectus, with particular reference to those relating to Index Linked Notes. Potential investors should in particular note that the return of the Notes described herein is linked to 1 equity index. Small movements in the Index may adversely affect the value of the Notes and could result in the Noteholders receiving upon final redemption an amount which may be no higher than the principal amount of the Notes

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

Save for any fees payable to the Dealer, 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 25,000,000
- (iii) Estimated total expenses: See item 1 (iii) above

### 6. Fixed Rate Notes only – Yield

Not applicable

### 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**

Calculation methodology, details of past performance and other background information in respect of the index may be obtained from the website of the relevant Index Sponsor and/or the relevant Screen Page as follows:

| <b>Index</b>              | <b>Website</b>   | <b>Screen Page</b>          |
|---------------------------|--|-----------------------------|
| CAC 40 <sup>®</sup> Index | <a href="http://www.euronext.com">www.euronext.com</a> | Bloomberg page: CAC <index> |

The Notes are subject to market disruption event provisions and adjustment rules in relation to events concerning the underlying Index.

**INDEX DISCLAIMER**

Euronext N.V. or its subsidiaries holds all (intellectual) proprietary rights with respect to the Index. Euronext N.V. or its subsidiaries do not sponsor, endorse or have any other involvement in the issue and offering of the product. Euronext N.V. and its subsidiaries disclaim any liability for any inaccuracy in the data on which the Index is based, for any mistakes, errors, or omissions in the calculation and/or dissemination of the Index, or for the manner in which it is applied in connection with the issue and offering thereof.

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**General disclaimer**

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

**9. OPERATIONAL INFORMATION**

- (i) ISIN Code: XS0685405770
- (ii) Common Code: 068540577
- (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: No

## 10. Public Offer

- (vii) Offer Period: From (and including) 2 November 2011 to (and including) 16 December 2011
- (viii) Offer Price: 100 per cent.
- (ix) Conditions to which the offer is subject: Offers of the Notes are conditional on their issue and on any additional conditions set out in the standard terms of business of the Financial Intermediaries, notified to investors by such relevant Financial Intermediaries.
- The Issuer reserves the right to withdraw the offer of the Notes at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, each such potential investor shall not be entitled to subscribe or otherwise acquire the Notes.
- (x) Description of the application process: Application to subscribe for the Notes can be made in France at the offices of a relevant distributor. The distributor of the Notes will be carried out in accordance with the distributor's usual procedure notified to investors by such distributor.
- (xi) Details of the minimum and/or maximum amount of application: The minimum amount of application is the Specified Denomination
- (xii) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not applicable
- (xiii) Details of the method and time limits for paying up and delivering the Notes: The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. Investors will be notified by the relevant Financial Intermediary of their allocation of Notes and the settlement arrangements in respect thereof.
- (xiv) Manner and date in which the results of the offers are to be made public: Not applicable
- (xv) Procedure for exercise of any right of-pre-emption, negotiability of

- subscription rights and treatment of subscription rights not exercised: Not applicable
- (xvi) Categories of potential investors to which the Notes are offered: Retail, private and institutional investors in France.  
In other EEA countries, offers will only be made by the Financial Intermediaries pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.
- (xvii) Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Not applicable
- (xviii) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: As per French Taxation

## 10. Placing and Underwriting

- (i) Name and address of the co-ordinator(s) of the global offer and of single parts to the offer: Not applicable
- (ii) Name and address of any paying agents and depository agents in each country (in addition to the Principal Security Agent): Not applicable
- (iii) Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements: Details of any distributors are available upon request  
BNP Paribas UK Limited will subscribe the Notes on the Issue Date
- (iv) When the underwriting agreement has been or will be reached: Not applicable