

## FINAL TERMS DATED 23 FEBRUARY 2012

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

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

(Warrant and Certificate Programme)

### EUR "BONUS CAPPED Certificates" relating to the Shares

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

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 Securities 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 Securities. Accordingly any person making or intending to make an offer of the Securities may only do so:

- (i) in circumstances in which no obligation arises for the Issuer or any Manager 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 jurisdictions mentioned in Paragraph 44 of Part A below, provided such person is one of the persons mentioned in Paragraph 44 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor any Manager has authorised, nor do they authorise, the making of any offer of Securities 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.

## PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 7 June 2011, the First Supplement to the Base Prospectus dated 19 August 2011, the Second Supplement to the Base Prospectus dated 14 September 2011, the Third Supplement to the Base Prospectus dated 10 November 2011, the Fourth Supplement to the Base Prospectus dated 13 December 2011 and the Fifth Supplement to the Base Prospectus dated 20 February 2012 which together constitute a base prospectus for the purposes of 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 relevant Member State). This document constitutes the Final Terms of the Securities 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 Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus, any Supplement thereto and these Final Terms are available for viewing, respectively, on the following websites: [www.produitsdebourse.bnpparibas.fr](http://www.produitsdebourse.bnpparibas.fr) for public offering in France and [www.listedproducts.cib.bnpparibas.be](http://www.listedproducts.cib.bnpparibas.be) for public offering in the Kingdom of Belgium and copies of these documents may be obtained free of charge at the specified offices of the Security Agents.

References herein to numbered Conditions are to the terms and conditions of the relevant series of Securities and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms in so far as they relate to such series of Securities, save as where otherwise expressly provided.

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

# **SPECIFIC PROVISIONS FOR EACH SERIES**

<b>Series Number / ISIN Code</b>	<b>No. of Securities issued</b>	<b>No. of Securities</b>	<b>Common Code</b>	<b>Mnemonic Code</b>	<b>Issue Price per Security</b>	<b>Redemption Date</b>	<b>Parity</b>
NL0010031092	80,000	80,000	75122276	T417B	EUR 25.65	2 January 2013	1
NL0010031100	80,000	80,000	75122462	T418B	EUR 25.65	2 January 2013	1
NL0010031118	80,000	80,000	75122578	T419B	EUR 25.65	2 January 2013	1
NL0010031126	420,000	420,000	75120958	T420B	EUR 4.78	2 January 2013	1
NL0010031134	1,000,000	1,000,000	75121067	T421B	EUR 1.86	2 January 2013	1
NL0010031142	1,000,000	1,000,000	75121164	T422B	EUR 1.86	2 January 2013	1
NL0010031159	1,000,000	1,000,000	75121296	T423B	EUR 1.86	2 January 2013	1
NL0010031167	20,000	20,000	75121539	T424B	EUR 89.72	2 January 2013	1
NL0010031175	70,000	70,000	75121644	T425B	EUR 30.22	2 January 2013	1
NL0010031183	70,000	70,000	75121849	T426B	EUR 30.22	2 January 2013	1
NL0010031191	120,000	120,000	75121890	T427B	EUR 16.36	2 January 2013	1
NL0010031209	120,000	120,000	75121946	T428B	EUR 16.36	2 January 2013	1
NL0010031217	30,000	30,000	75122101	T429B	EUR 68.54	2 January 2013	1
NL0010031225	50,000	50,000	75124015	T430B	EUR 42.58	2 January 2013	1
NL0010031233	160,000	160,000	75124074	T431B	EUR 12.31	2 January 2013	1
NL0010031241	160,000	160,000	75124163	T432B	EUR 12.31	2 January 2013	1
NL0010031258	160,000	160,000	75124244	T433B	EUR 12.31	2 January 2013	1
NL0010031266	35,000	35,000	75124368	T434B	EUR 56.40	2 January 2013	1
NL0010031274	70,000	70,000	75124490	T435B	EUR 29.42	2 January 2013	1
NL0010031282	55,000	55,000	75124449	T436B	EUR 36.85	2 January 2013	1
NL0010031290	55,000	55,000	75124295	T437B	EUR 36.85	2 January 2013	1
NL0010031308	55,000	55,000	75120486	T438B	EUR 36.85	2 January 2013	1
NL0010031316	60,000	60,000	75120800	T439B	EUR 32.67	2 January 2013	1
NL0010031324	60,000	60,000	75122594	T440B	EUR 32.67	2 January 2013	1
NL0010031332	90,000	90,000	75122624	T441B	EUR 22.58	2 January 2013	1
NL0010031340	90,000	90,000	75123361	T442B	EUR 22.58	2 January 2013	1
NL0010031357	90,000	90,000	75123442	T443B	EUR 22.58	2 January 2013	1
NL0010031365	40,000	40,000	75123515	T444B	EUR 47.71	2 January 2013	1
NL0010031373	120,000	120,000	75123752	T445B	EUR 16.66	2 January 2013	1
NL0010031381	110,000	110,000	75123680	T446B	EUR 18.87	2 January 2013	1
NL0010031399	75,000	75,000	75123850	T447B	EUR 26.59	2 January 2013	1
NL0010031407	75,000	75,000	75123922	T448B	EUR 26.59	2 January 2013	1
NL0010031415	75,000	75,000	75122055	T449B	EUR 26.59	2 January 2013	1

Series Number / ISIN Code	No. of Securities issued	No. of Securities	Common Code	Mnemonic Code	Issue Price per Security	Redemption Date	Parity
NL0010031423	75,000	75,000	75122080	T450B	EUR 26.59	2 January 2013	1
NL0010031431	175,000	175,000	75122152	T451B	EUR 11.42	2 January 2013	1
NL0010031449	175,000	175,000	75122217	T452B	EUR 11.42	2 January 2013	1
NL0010031456	100,000	100,000	75122268	T453B	EUR 19.89	2 January 2013	1
NL0010031464	115,000	115,000	75122349	T454B	EUR 17.26	2 January 2013	1
NL0010031472	85,000	85,000	75122381	T455B	EUR 23.94	2 January 2013	1
NL0010031480	60,000	60,000	75122438	T456B	EUR 34.36	2 January 2013	1
NL0010031498	60,000	60,000	75122535	T457B	EUR 34.36	2 January 2013	1
NL0010031506	60,000	60,000	75121440	T458B	EUR 34.36	2 January 2013	1
NL0010031514	90,000	90,000	75121547	T459B	EUR 22.03	2 January 2013	1
NL0010031522	40,000	40,000	75121652	T460B	EUR 54.75	2 January 2013	1
NL0010031530	40,000	40,000	75121717	T461B	EUR 54.75	2 January 2013	1
NL0010031548	40,000	40,000	75121768	T462B	EUR 53.65	2 January 2013	1
NL0010031555	670,000	670,000	75121792	T463B	EUR 2.98	2 January 2013	1
NL0010031563	670,000	670,000	75121822	T464B	EUR 2.98	2 January 2013	1
NL0010031571	140,000	140,000	75121881	T465B	EUR 14.46	2 January 2013	1
NL0010031589	140,000	140,000	75121903	T466B	EUR 14.46	2 January 2013	1
NL0010031597	140,000	140,000	75121962	T467B	EUR 14.46	2 January 2013	1
NL0010031605	130,000	130,000	75120559	T468B	EUR 16.06	2 January 2013	1
NL0010031613	50,000	50,000	75120621	T469B	EUR 39.51	2 January 2013	1
NL0010031621	50,000	50,000	75120753	T470B	EUR 39.51	2 January 2013	1
NL0010031639	50,000	50,000	75120834	T471B	EUR 39.51	2 January 2013	1
NL0010031647	50,000	50,000	75120915	T472B	EUR 39.51	2 January 2013	1
NL0010031654	80,000	80,000	75121008	T473B	EUR 25.18	2 January 2013	1
NL0010031662	80,000	80,000	75121172	T474B	EUR 23.90	2 January 2013	1
NL0010031670	80,000	80,000	75121253	T475B	EUR 23.90	2 January 2013	1
NL0010031688	20,000	20,000	75121326	T476B	EUR 86.64	2 January 2013	1
NL0010031696	370,000	370,000	75119097	T477B	EUR 5.36	2 January 2013	1
NL0010031704	370,000	370,000	75119372	T478B	EUR 5.36	2 January 2013	1
NL0010031712	200,000	200,000	75119496	T479B	EUR 10.40	2 January 2013	1
NL0010031720	25,000	25,000	75119704	T480B	EUR 79.74	2 January 2013	1
NL0010031738	14,000	14,000	75119887	T481B	EUR 146.35	2 January 2013	1
NL0010031746	50,000	50,000	75119992	T482B	EUR 39.49	2 January 2013	1
NL0010031753	35,000	35,000	75120249	T483B	EUR 56.92	2 January 2013	1
NL0010031761	210,000	210,000	75120320	T484B	EUR 9.52	2 January 2013	1
NL0010031779	210,000	210,000	75120397	T485B	EUR 9.52	2 January 2013	1

Series Number / ISIN Code	No. of Securities issued	No. of Securities	Common Code	Mnemonic Code	Issue Price per Security	Redemption Date	Parity
NL0010031787	210,000	210,000	75118953	T486B	EUR 9.52	2 January 2013	1

*If the scheduled Redemption Date is not a Business Day, the Redemption Date shall be the immediately succeeding Business Day such that it will always be at least 5 Business Days following the Redemption Valuation Date.*

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 Securities:

1. Issuer: BNP Paribas Arbitrage Issuance B.V.
2. Guarantor: BNP Paribas.
3. Trade Date: 20 February 2012.
4. Issue Date: 23 February 2012.
5. Consolidation: Not applicable.
6. Type of Securities:
  - (a) Certificates.
  - (b) The Securities are Share Securities.

The Certificates are BONUS CAPPED Certificates (**Bonus Capped Certificates**). Further particulars set out in "Specific Provisions for each Series" above and as set out in set out in Part C - "Other Applicable Terms".

The provisions of Annex 2 (*Additional Terms and Conditions for Share Securities*) shall apply.
7. Form of Securities: Dematerialised bearer form (*au porteur*).
8. Business Day Centre(s): The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 1 is TARGET2.
9. Settlement: Settlement will be by way of cash payment (**Cash Settled Certificates**).
10. Variation of Settlement:
  - (a) Issuer's option to vary settlement: The Issuer does not have the option to vary settlement in respect of the Securities.
  - (b) Variation of Settlement of Physical Delivery Securities: Not applicable.
11. Relevant Asset(s): Not applicable.
12. Entitlement: Not applicable.
13. Exchange Rate: Not applicable.
14. Settlement Currency: Euro (**EUR**).
15. Syndication: The Securities will be distributed on a non-syndicated basis.
16. Minimum Trading Size: Not applicable.
17. Principal Security Agent: BNP Paribas Securities Services S.C.A.
18. Registrar: Not applicable.
19. Calculation Agent: BNP Paribas Arbitrage S.N.C.  
8 rue de Sofia 75018 Paris (France).

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| 20. | Governing law:   | French law.     |
| 21. | Special conditions or other modifications to the Terms and Conditions: | Not applicable. |

#### PRODUCT SPECIFIC PROVISIONS

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|-----|---|---|
| 22. | Index Securities:   | Not applicable.   |
| 23. | Share Securities:   | Applicable.   |
|     | (a) Share(s)/Share Company/BasketCompany/GDR/ADR:               | An ordinary share in the share capital of each Share Company, as specified in the table set out in Part C - "Other Applicable Terms", in respect of each series of Securities (each the "Underlying").    |
|     |   | For the purposes of the Conditions each Underlying shall be deemed a Share.   |
|     | (b) Relative Performance Basket:                                | Not applicable.   |
|     | (c) Share Currency:   | EUR.  |
|     | (d) Exchange(s):  | As set out in Part C - "Other Applicable Terms".  |
|     | (e) Related Exchange(s):  | All Exchanges.  |
|     | (f) Exchange Business Day:                                      | Single Share Basis.   |
|     | (g) Scheduled Trading Day:                                      | Single Share Basis.   |
|     | (h) Weighting:  | Not applicable.   |
|     | (i) Settlement Price:   | As set out in sub-paragraph (b) of the definition of "Settlement Price" provided in Condition 1 of Annex 2 ( <i>Additional Terms and Conditions for Share Securities</i> ).                               |
|     | (j) Disrupted Day:  | If the relevant Settlement Price Date is a Disrupted Day, the Settlement Price will be calculated in accordance with the provisions set out in the definition of Valuation Date provided in Condition 28. |
|     | (k) Specified Maximum Days of Disruption:                       | 20 (twenty) Scheduled Trading Days.   |
|     | (l) Valuation Time:   | At any time on any Observation Date and the relevant time on the relevant Settlement Price Date is the Scheduled Closing Time.  |
|     | (m) Delayed Redemption on Occurrence of an Extraordinary Event: | Not applicable.   |
|     | (n) Share Correction Period:                                    | As per Conditions.  |
|     | (o) Dividend Payment:   | Not applicable.   |
|     | (p) Listing Change:   | Applicable.   |
|     | (q) Listing Suspension:   | Applicable.   |
|     | (r) Illiquidity:  | Applicable.   |
|     | (s) Tender Offer:   | Applicable.   |
|     | (t) Other terms or special conditions:                          | Not applicable.   |
| 24. | ETI Securities:   | Not applicable.   |
| 25. | Debt Securities:  | Not applicable.   |
| 26. | Commodity Securities:   | Not applicable.   |
| 27. | Inflation Index Securities:                                     | Not applicable.   |

28.	Currency Securities:	Not applicable.
29.	Fund Securities:	Not applicable.
30.	Market Access Securities:	Not applicable.
31.	Futures Securities:	Not applicable.
32.	Credit Securities:	Not applicable.
33.	Preference Share Certificates:	Not applicable.
34.	OET Certificates:	Not applicable.
35.	Additional Disruption Events:	Applicable.
36.	Optional Additional Disruption Events:	(a) The following Optional Additional Disruption Events apply to the Securities: Insolvency Filing.  (b) Delayed Redemption on Occurrence of an Additional Disruption Event and/or an Optional Additional Disruption Event: Not applicable.
37.	Knock-in Event:	Not applicable.
38.	Knock-out Event:	Not applicable.

#### **PROVISIONS RELATING TO WARRANTS**

39.	Provisions relating to Warrants:	Not applicable.
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#### **PROVISIONS RELATING TO CERTIFICATES**

40.	Provisions relating to Certificates:	Applicable.
	(a) Notional Amount of each Certificate:	Not applicable.
	(b) Partly Paid Certificates:	The Certificates are not Partly Paid Certificates.
	(c) Interest:	Not applicable.
	(d) Fixed Rate Provisions:	Not applicable.
	(e) Floating Rate Provisions:	Not applicable.
	(f) Linked Interest Certificates:	Not applicable.
	(g) Payment of Premium Amount(s):	Not applicable.
	(h) Index Linked Interest Certificates:	Not applicable.
	(i) Share Linked Interest Certificates:	Not applicable.
	(j) ETI Linked Interest Certificates:	Not applicable.
	(k) Debt Linked Interest Certificates:	Not applicable.
	(l) Commodity Linked Interest Certificates:	Not applicable.
	(m) Inflation Index Linked Interest Certificates:	Not applicable.
	(n) Currency Linked Interest Certificates:	Not applicable.
	(o) Fund Linked Interest Certificates:	Not applicable.

(p) Futures Linked Interest Certificates:	Not applicable.
(q) Instalment Certificates:	The Certificates are not Instalment Certificates.
(r) Issuer Call Option:	Not applicable.
(s) Holder Put Option:	Not applicable.
(t) Automatic Early Redemption Event:	Not applicable.
(u) Cash Settlement Amount:	<p>Unless previously redeemed or purchased and cancelled by the Issuer, the Holder shall receive on the Redemption Date, in respect of each Certificate, a Cash Settlement Amount in accordance with the following provisions:</p> <p>1) If the relevant Underlying has never been less than or equal to the Security Barrier at any time on any Observation Date:</p> <p style="text-align: center;"><b>Bonus Level / Parity</b></p> <p>2) Otherwise:</p> <p style="text-align: center;"><b>Settlement Price / Parity</b></p> <p>with a maximum Cash Settlement Amount equal to:</p> <p style="text-align: center;"><b>Bonus Level / Parity</b></p> <p><i>Where:</i></p> <p><b>Parity</b> is the number of Certificates linked to one (1) Underlying, as set out in "Specific Provisions for each Series" above, which may be subject to adjustment.</p>
(i) Bonus Level:	As set out in Part C - "Other Applicable Terms".
(ii) Knock-in Window:	Not applicable.
(iii) Lower Level:	Not applicable.
(iv) Observation Level:	Not applicable.
(v) Participation Coefficient:	Not applicable.
(vi) Reference Threshold:	Not applicable.
(vii) Reverse Level:	Not applicable.
(viii) Security Barrier:	As set out in Part C - "Other Applicable Terms".
(ix) Strike Price:	Not applicable.
(x) Upper Level:	Not applicable.
(xi) Other:	Not applicable.
(v) Renouncement Notice Cut-off Time:	Not applicable.
(w) Strike Date:	20 February 2012.
(x) Redemption Valuation Date:	As set out in Part C - "Other Applicable Terms".
(y) Averaging:	Averaging does not apply to the Securities.
(z) Observation Dates:	Each Scheduled Trading Day during the Observation Period.

For the avoidance of doubt and for the purpose of these Final Terms, Condition 2 (Market Disruption) of Annex 2 (*Additional Terms and Conditions for Share Securities*) does not apply to the Observation Dates.

- (aa) Observation Period: The period beginning on (and including) the Issue Date and ending on (and including) the Redemption Valuation Date.
- (bb) Settlement Business Day: Not applicable.
- (cc) Cut-off Date: Not applicable.

## DISTRIBUTION AND US SALES ELIGIBILITY

41. Selling Restrictions: As set out in the Base Prospectus.
- (a) Eligibility for sale of Securities in the United States to AIs: The Securities are not eligible for sale in the United States to AIs.
- (b) Eligibility for sale of Securities in the United States to QIBs within the meaning of Rule 144A: The Securities are not eligible for sale in the United States under Rule 144A to QIBs.
- (c) Eligibility for sale of Securities in the United States to QIBs within the meaning of Rule 144A who are also QPs within the meaning of the Investment Company Act: The Securities are not eligible for sale in the United States to persons who are QIBs and QPs.
42. Additional U.S. Federal income tax consequences: Not applicable.
43. Registered broker/dealer: Not applicable.
44. Non exempt Offer: An offer of the Securities 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 France and in the Kingdom of Belgium ("Public Offer Jurisdictions"). See further Paragraph 8 of Part B below.

## PROVISIONS RELATING TO COLLATERAL AND SECURITY

45. Collateral Security Conditions: Not applicable.

### Purpose of Final Terms

These Final Terms comprise the final terms required for issue and public offer in the Public Offer Jurisdictions and admission to trading on Euronext Paris of the Securities 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.

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

As Issuer:



By: Marie-Laurence Dosière  
Duly authorised



## PART B - OTHER INFORMATION

### 1. Listing and Admission to Trading / De-listing

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

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

### 2. Ratings

The Securities 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 Issue/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 Securities 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:   | EUR 140,259,950 in respect of all series of Securities.   |
| (c) Estimated total expenses: | EUR 5,250 corresponding to admission fees in respect of all series of Securities. In addition, the Issuer will pay market access fees up to EUR 1.50 per calendar day and per ISIN Code listed on Euronext Paris. |

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

The Securities are BONUS CAPPED Certificates (**Bonus Capped Certificates**) denominated in EUR.

The Holder shall receive on the Redemption Date, in respect of each Certificate, a Cash Settlement Amount, as set out in definition of Cash Settlement Amount in **Part A §40(r)**. Such amount will be paid in EUR.

If the relevant Underlying has never been less than or equal to the Security Barrier at any time during the regular trading hours on the relevant Exchange on any Observation Date, then the Cash Settlement Amount shall be equal to the Bonus Level divided by Parity. Otherwise, the Holder will receive the Settlement Price divided by Parity with a maximum Cash Settlement Amount equal to the Bonus Level divided by Parity.

**The Securities are not capital-protected.** Accordingly, investors should be aware that they may sustain a partial or total loss of the purchase price of their Securities.

In respect of secondary market transactions, the price of the Securities will depend upon market conditions and may be subject to significant fluctuations.

Investment in the Securities is highly speculative, could involve significant risk and 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 "**Specific Provisions for each Series**" in Part A.

**8. Terms and Conditions of the Public Offer**

Offer Period:	Not applicable.
Offer Price:	The price of the Certificates will vary in accordance with a number of factors including, but not limited to, the price of the relevant Underlying.
Conditions to which the offer is subject:	Not applicable.
Description of the application process:	Not applicable.
Details of the minimum and/or maximum amount of application:	Minimum purchase amount per investor: One (1) Certificate.  Maximum purchase amount per investor: The number of Certificates issued in respect of each series of Certificates.
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not applicable.
Details of the method and time limits for paying up and delivering the Securities:	The 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 in and date on which results of the offer are to be made public:	Not applicable.
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not applicable.
Categories of potential investors to which the Securities 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 charged to the subscriber or purchaser:	Not applicable.

**9. Placing and Underwriting**

Not applicable.

## PART C - OTHER APPLICABLE TERMS

Place where information relating to the Share can be obtained:

Information on each Underlying shall be available on the **relevant Underlying website** (see table below).

Past and future performances of each Underlying are available on the **relevant Exchange website** (see table below) 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.

## SHARE DISCLAIMER

The issue of the Securities is not sponsored or promoted by any Share Company and is under the sole responsibility of BNP Paribas. No Share Company makes any representation whatsoever nor promotes the growth of the Securities in relation to their Shares and consequently does not have any financial or legal obligation with respect to the Securities. In addition, Securities do not give the right to dividends distributed by the Share Company or voting rights or any other right with respect of the Share Company.

## OTHER APPLICABLE TERMS

Series Number / ISIN Code	Type of Security	Security Barrier	Bonus Level	Redemption Valuation Date
NL0010031092	BONUS CAPPED	EUR 16	EUR 29	21 December 2012
NL0010031100	BONUS CAPPED	EUR 17.50	EUR 30	21 December 2012
NL0010031118	BONUS CAPPED	EUR 19	EUR 30.50	21 December 2012
NL0010031126	BONUS CAPPED	EUR 3	EUR 5.50	21 December 2012
NL0010031134	BONUS CAPPED	EUR 1.10	EUR 2.30	21 December 2012
NL0010031142	BONUS CAPPED	EUR 1.20	EUR 2.40	21 December 2012
NL0010031159	BONUS CAPPED	EUR 1.30	EUR 2.50	21 December 2012
NL0010031167	BONUS CAPPED	EUR 65	EUR 100	21 December 2012
NL0010031175	BONUS CAPPED	EUR 21.50	EUR 34	21 December 2012
NL0010031183	BONUS CAPPED	EUR 23	EUR 35	21 December 2012
NL0010031191	BONUS CAPPED	EUR 12	EUR 20	21 December 2012
NL0010031209	BONUS CAPPED	EUR 12.50	EUR 20.50	21 December 2012
NL0010031217	BONUS CAPPED	EUR 50	EUR 77	21 December 2012
NL0010031225	BONUS CAPPED	EUR 34	EUR 47	21 December 2012
NL0010031233	BONUS CAPPED	EUR 8	EUR 14.50	21 December 2012
NL0010031241	BONUS CAPPED	EUR 9	EUR 15	21 December 2012
NL0010031258	BONUS CAPPED	EUR 9.50	EUR 15	21 December 2012
NL0010031266	BONUS CAPPED	EUR 44	EUR 63	21 December 2012
NL0010031274	BONUS CAPPED	EUR 19.50	EUR 36	21 December 2012

Series Number / ISIN Code	Type of Security	Security Barrier	Bonus Level	Redemption Valuation Date
NL0010031282	BONUS CAPPED	EUR 23	EUR 43	21 December 2012
NL0010031290	BONUS CAPPED	EUR 25	EUR 44	21 December 2012
NL0010031308	BONUS CAPPED	EUR 26	EUR 44	21 December 2012
NL0010031316	BONUS CAPPED	EUR 23	EUR 36	21 December 2012
NL0010031324	BONUS CAPPED	EUR 26	EUR 38	21 December 2012
NL0010031332	BONUS CAPPED	EUR 14	EUR 27.50	21 December 2012
NL0010031340	BONUS CAPPED	EUR 16	EUR 29	21 December 2012
NL0010031357	BONUS CAPPED	EUR 17	EUR 30	21 December 2012
NL0010031365	BONUS CAPPED	EUR 32	EUR 54	21 December 2012
NL0010031373	BONUS CAPPED	EUR 12	EUR 18.50	21 December 2012
NL0010031381	BONUS CAPPED	EUR 14	EUR 21	21 December 2012
NL0010031399	BONUS CAPPED	EUR 16	EUR 31	21 December 2012
NL0010031407	BONUS CAPPED	EUR 17.50	EUR 32	21 December 2012
NL0010031415	BONUS CAPPED	EUR 18.50	EUR 33	21 December 2012
NL0010031423	BONUS CAPPED	EUR 20	EUR 34	21 December 2012
NL0010031431	BONUS CAPPED	EUR 7.80	EUR 12.20	21 December 2012
NL0010031449	BONUS CAPPED	EUR 8.40	EUR 12.70	21 December 2012
NL0010031456	BONUS CAPPED	EUR 14	EUR 22	21 December 2012
NL0010031464	BONUS CAPPED	EUR 11.50	EUR 21.50	21 December 2012
NL0010031472	BONUS CAPPED	EUR 18.50	EUR 27	21 December 2012
NL0010031480	BONUS CAPPED	EUR 22	EUR 38	21 December 2012
NL0010031498	BONUS CAPPED	EUR 23.50	EUR 38.50	21 December 2012
NL0010031506	BONUS CAPPED	EUR 25	EUR 39	21 December 2012
NL0010031514	BONUS CAPPED	EUR 16	EUR 24.50	21 December 2012
NL0010031522	BONUS CAPPED	EUR 39	EUR 62	21 December 2012
NL0010031530	BONUS CAPPED	EUR 42	EUR 64	21 December 2012
NL0010031548	BONUS CAPPED	EUR 42	EUR 60	21 December 2012
NL0010031555	BONUS CAPPED	EUR 1.70	EUR 3.40	21 December 2012
NL0010031563	BONUS CAPPED	EUR 2	EUR 3.60	21 December 2012
NL0010031571	BONUS CAPPED	EUR 9	EUR 17	21 December 2012
NL0010031589	BONUS CAPPED	EUR 10	EUR 17.50	21 December 2012
NL0010031597	BONUS CAPPED	EUR 11	EUR 18	21 December 2012
NL0010031605	BONUS CAPPED	EUR 11.50	EUR 17.50	21 December 2012
NL0010031613	BONUS CAPPED	EUR 25	EUR 45	21 December 2012
NL0010031621	BONUS CAPPED	EUR 26	EUR 45.50	21 December 2012
NL0010031639	BONUS CAPPED	EUR 28	EUR 46.50	21 December 2012

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NL0010031647	BONUS CAPPED	EUR 30	EUR 48	21 December 2012
NL0010031654	BONUS CAPPED	EUR 19	EUR 26.50	21 December 2012
NL0010031662	BONUS CAPPED	EUR 16	EUR 30	21 December 2012
NL0010031670	BONUS CAPPED	EUR 17	EUR 30	21 December 2012
NL0010031688	BONUS CAPPED	EUR 66	EUR 94	21 December 2012
NL0010031696	BONUS CAPPED	EUR 3.50	EUR 6	21 December 2012
NL0010031704	BONUS CAPPED	EUR 4	EUR 6.30	21 December 2012
NL0010031712	BONUS CAPPED	EUR 8	EUR 11.20	21 December 2012
NL0010031720	BONUS CAPPED	EUR 64	EUR 89	21 December 2012
NL0010031738	BONUS CAPPED	EUR 115	EUR 160	21 December 2012
NL0010031746	BONUS CAPPED	EUR 30	EUR 46	21 December 2012
NL0010031753	BONUS CAPPED	EUR 44	EUR 68	21 December 2012
NL0010031761	BONUS CAPPED	EUR 6	EUR 11	21 December 2012
NL0010031779	BONUS CAPPED	EUR 6.50	EUR 11.50	21 December 2012
NL0010031787	BONUS CAPPED	EUR 7	EUR 12	21 December 2012

Series Number / ISIN Code	Underlying	ISIN Code of the Underlying	Reuters Code of the Underlying	Underlying website	Exchange	Exchange website
NL0010031092	ACCOR	FR0000120404	ACCP.PA	<a href="http://www.accor.com">www.accor.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031100	ACCOR	FR0000120404	ACCP.PA	<a href="http://www.accor.com">www.accor.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031118	ACCOR	FR0000120404	ACCP.PA	<a href="http://www.accor.com">www.accor.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031126	AIR FRANCE-KLM	FR0000031122	AIRF.PA	<a href="http://www.airfrance.fr/">www.airfrance.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031134	ALCATEL-LUCENT	FR0000130007	ALUA.PA	<a href="http://www.alcatel.fr">www.alcatel.fr</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031142	ALCATEL-LUCENT	FR0000130007	ALUA.PA	<a href="http://www.alcatel.fr">www.alcatel.fr</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031159	ALCATEL-LUCENT	FR0000130007	ALUA.PA	<a href="http://www.alcatel.fr">www.alcatel.fr</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031167	ALLIANZ	DE0008404005	ALVG.DE	<a href="http://www.allianz.de/">www.allianz.de/</a>	XETRA	<a href="http://www.deutsche-borse.com">www.deutsche-borse.com</a>
NL0010031175	ALSTOM	FR0010220475	ALSO.PA	<a href="http://www.alstom.com">www.alstom.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031183	ALSTOM	FR0010220475	ALSO.PA	<a href="http://www.alstom.com">www.alstom.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031191	ARCELOR MITTAL	LU0323134006	ISPA.AS	<a href="http://www.arcelormittal.com/">www.arcelormittal.com/</a>	Euronext Amsterdam	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031209	ARCELOR MITTAL	LU0323134006	ISPA.AS	<a href="http://www.arcelormittal.com/">www.arcelormittal.com/</a>	Euronext Amsterdam	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031217	ARKEMA	FR0010313833	AKE.PA	<a href="http://www.arkema.fr">www.arkema.fr</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031225	ATOS ORIGIN	FR0000051732	ATOS.PA	<a href="http://www.fr.atosorigin.com/">www.fr.atosorigin.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031233	AXA	FR0000120628	AXAF.PA	<a href="http://www.axa.fr/">www.axa.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031241	AXA	FR0000120628	AXAF.PA	<a href="http://www.axa.fr/">www.axa.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031258	AXA	FR0000120628	AXAF.PA	<a href="http://www.axa.fr/">www.axa.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031266	BAYER	DEAD05752000	BAYGn.DE	<a href="http://www.bayer.com/">www.bayer.com/</a>	XETRA	<a href="http://www.deutsche-borse.com">www.deutsche-borse.com</a>

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NL0010031274	BEKAERT	BE0974258874	BEKB.BR	<a href="http://www.bekaert.com">www.bekaert.com</a>	Euronext Brussels	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031282	BNP PARIBAS	FR0000131104	BNPP.PA	<a href="http://www.bnpparibas.com/">www.bnpparibas.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031290	BNP PARIBAS	FR0000131104	BNPP.PA	<a href="http://www.bnpparibas.com/">www.bnpparibas.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031308	BNP PARIBAS	FR0000131104	BNPP.PA	<a href="http://www.bnpparibas.com/">www.bnpparibas.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031316	CAP GEMINI	FR0000125338	CAPP.PA	<a href="http://www.fr.capgemini.com/">www.fr.capgemini.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031324	CAP GEMINI	FR0000125338	CAPP.PA	<a href="http://www.fr.capgemini.com/">www.fr.capgemini.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031332	CGG VERITAS	FR0000120164	GEPH.PA	<a href="http://www.cgg.com/">www.cgg.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031340	CGG VERITAS	FR0000120164	GEPH.PA	<a href="http://www.cgg.com/">www.cgg.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031357	CGG VERITAS	FR0000120164	GEPH.PA	<a href="http://www.cgg.com/">www.cgg.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031365	DAIMLER CHRYSLER	DE0007100000	DAIGn.DE	<a href="http://www.daimlerchrysler.fr/">www.daimlerchrysler.fr/</a>	XETRA	<a href="http://www.deutsche-borse.com">www.deutsche-borse.com</a>
NL0010031373	E.ON	DE000ENAG999	EONGn.DE	<a href="http://www.eon.com">www.eon.com</a>	XETRA	<a href="http://www.deutsche-borse.com">www.deutsche-borse.com</a>
NL0010031381	EDF	FR0010242511	EDF.PA	<a href="http://www.edf.fr/">www.edf.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031399	EIFFAGE	FR0000130452	FOUG.PA	<a href="http://www.eiffage.fr/">www.eiffage.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031407	EIFFAGE	FR0000130452	FOUG.PA	<a href="http://www.eiffage.fr/">www.eiffage.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031415	EIFFAGE	FR0000130452	FOUG.PA	<a href="http://www.eiffage.fr/">www.eiffage.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031423	EIFFAGE	FR0000130452	FOUG.PA	<a href="http://www.eiffage.fr/">www.eiffage.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031431	FRANCE TELECOM	FR0000133308	FTE.PA	<a href="http://www.francetelecom.com/">www.francetelecom.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031449	FRANCE TELECOM	FR0000133308	FTE.PA	<a href="http://www.francetelecom.com/">www.francetelecom.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031456	GDF SUEZ	FR0010208488	GSZ.PA	<a href="http://www.gdfsuez.com">www.gdfsuez.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031464	KBC GROEP	BE0003565737	KBC.BR	<a href="http://www.kbc.be">www.kbc.be</a>	Euronext Brussels	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031472	KLEPIERRE	FR0000121964	LOIM.PA	<a href="http://www.kleptierre.com/">www.kleptierre.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031480	LAFARGE	FR0000120537	LAFF.PA	<a href="http://www.lafarge.fr/">www.lafarge.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>

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NL0010031498	LAFARGE	FR0000120537	LAFP.PA	<a href="http://www.lafarge.fr/">www.lafarge.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031506	LAFARGE	FR0000120537	LAFP.PA	<a href="http://www.lafarge.fr/">www.lafarge.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031514	LAGARDERE	FR0000130213	LAGA.PA	<a href="http://www.lagardere.com/">www.lagardere.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031522	MICHELIN	FR0000121261	MICP.PA	<a href="http://www.michelin.com/">www.michelin.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031530	MICHELIN	FR0000121261	MICP.PA	<a href="http://www.michelin.com/">www.michelin.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031548	NEXANS	FR0000044448	NEXS.PA	<a href="http://www.nexans.fr/">www.nexans.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031555	PAGES JAUNES	FR0010096354	PAJ.PA	<a href="http://www.pagesjaunes.fr/">www.pagesjaunes.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031563	PAGES JAUNES	FR0010096354	PAJ.PA	<a href="http://www.pagesjaunes.fr/">www.pagesjaunes.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031571	PEUGEOT	FR0000121501	PEUP.PA	<a href="http://www.psa.fr/">www.psa.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031589	PEUGEOT	FR0000121501	PEUP.PA	<a href="http://www.psa.fr/">www.psa.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031597	PEUGEOT	FR0000121501	PEUP.PA	<a href="http://www.psa.fr/">www.psa.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031605	PHILIPS	NL0000009538	PHG.AS	<a href="http://www.philips.fr/">www.philips.fr/</a>	Euronext Amsterdam	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031613	RENAULT	FR0000131906	RENA.PA	<a href="http://www.renault.fr">www.renault.fr</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031621	RENAULT	FR0000131906	RENA.PA	<a href="http://www.renault.fr">www.renault.fr</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031639	RENAULT	FR0000131906	RENA.PA	<a href="http://www.renault.fr">www.renault.fr</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031647	RENAULT	FR0000131906	RENA.PA	<a href="http://www.renault.fr">www.renault.fr</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031654	SAFRAN	FR0000073272	SAF.PA	<a href="http://www.safran-group.com/">www.safran-group.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031662	SOCIETE GENERALE	FR0000130809	SOGN.PA	<a href="http://www.societegenerale.fr">www.societegenerale.fr</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031670	SOCIETE GENERALE	FR0000130809	SOGN.PA	<a href="http://www.societegenerale.fr">www.societegenerale.fr</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031688	SOLVAY	BE0003470755	SOLB.BR	<a href="http://www.solvay.com">www.solvay.com</a>	Euronext Brussels	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031696	STMICROELECTRONICS	NL0000226223	STM.PA	<a href="http://www.st.com/">www.st.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031704	STMICROELECTRONICS	NL0000226223	STM.PA	<a href="http://www.st.com/">www.st.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>



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NL0010031712	SUEZ ENVIRONNEMENT	FR0010613471	SEVI.PA	<a href="http://www.suez-environnement.com/">www.suez-environnement.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031720	TECHNIP	FR0000131708	TECF.PA	<a href="http://www.technip.com">www.technip.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031738	UNIBAIL	FR0000124711	UNBP.PA	<a href="http://www.unibail.fr/">www.unibail.fr/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031746	VALEO	FR0000130338	VLOF.PA	<a href="http://www.valeo.com/fr.html">www.valeo.com/fr.html</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031753	VALLOUREC	FR0000120354	VLLP.PA	<a href="http://www.vallourec.com/">www.vallourec.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031761	VEOLIA ENVIRONNEMENT	FR0000124141	VIE.PA	<a href="http://www.veoliaenvironnement.com/">www.veoliaenvironnement.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031779	VEOLIA ENVIRONNEMENT	FR0000124141	VIE.PA	<a href="http://www.veoliaenvironnement.com/">www.veoliaenvironnement.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>
NL0010031787	VEOLIA ENVIRONNEMENT	FR0000124141	VIE.PA	<a href="http://www.veoliaenvironnement.com/">www.veoliaenvironnement.com/</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>

