

Final Terms dated 1 February 2012

BNP PARIBAS

(incorporated in France)

(as Issuer)

Issue of EUR 100,000,000 1.52 per cent. Fixed Rate Notes due 17 January 2014

Series 14765

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 (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.

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 (the "**Conditions**") set forth under the section entitled "Terms and Conditions of the Notes" in the Base Prospectus dated 7 June 2011 which received 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, 9 September 2011, 9 November 2011, 15 December 2011 and 20 December 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 as so supplemented. The Final Terms, the Base Prospectus and the Supplements 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, the Base Prospectus and 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: | 14765 |
| | (ii) Tranche Number: | 1 |

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| 3. | Specified Currency: | Euro ("EUR") |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | EUR 100,000,000 |
| | (ii) Tranche: | EUR 100,000,000 |
| 5. | Issue Price of Tranche: | 99.01 per cent. of the Aggregate Nominal Amount |
| 6. | Minimum Trading Size: | EUR 50,000 |
| 7. | (i) Specified Denominations: | EUR 50,000 |
| | (ii) Calculation Amount: | EUR 50,000 |
| 8. | (i) Issue Date: | 03 February 2012 |
| | (ii) Interest Commencement Date: | Issue Date |
| 9. | Maturity Date: | 17 January 2014 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: | 1.52 per cent. 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. | 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: | Syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 20. | Fixed Rate Provisions: | Applicable |
| | (i) Fixed Rate of Interest: | 1.52 per cent. per annum payable annually in arrear |
| | (ii) Interest Period End Date(s): | 17 January in each year from and including 17 January 2013 (short first coupon) to and including 17 January 2014 |
| | <ul style="list-style-type: none"> • Business Day Convention for Interest Period End Date(s): | None |
| | (iii) Interest Payment Date(s): | 17 January in each year from and including 17 January 2013 (short first coupon) to and including 17 January 2014 |
| | <ul style="list-style-type: none"> • Business Day Convention for Interest Payment Date(s): | Modified Following Business Day |
| | (iv) Fixed Coupon Amount(s): | EUR 760 per Calculation Amount payable on each Interest Payment Date (except 17 January 2013) |

(v)	Broken Amount(s):	EUR 726.22 per Calculation Amount payable on 17 January 2013 (short first coupon from and including the interest Commencement Date to but excluding 17 January 2013)
(vi)	Day Count Fraction:	30/360
(vii)	Determination Date(s):	Not applicable
(viii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	None
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):	None
PROVISIONS RELATING TO REDEMPTION		
32.	Issuer Call Option:	Not applicable
33.	Noteholder Put Option:	Not applicable
34.	Final Redemption Amount:	EUR 50,000 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 Amount:	Not applicable
44.	Early Redemption Amount:	

	Early Redemption Amount(s) (if required or if different from that set out in Condition):	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):	No
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, renominalisation 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 commitments (specifying Lead Manager):	Lead Manager: BNP Paribas UK Limited (Underwriting commitment: EUR 95,000,000)
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Co-Lead Managers:

Danske Bank A/S

HSH Nordbank AG

(Underwriting commitment: EUR 2,500,000 each)

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| (ii) | Date of Subscription Agreement: | 1 February 2012 |
| (iii) | Stabilising Manager (if any): | Not applicable |
| 55. | If non-syndicated, name of Dealer: | Not applicable |
| 56. | Total commission and concession: | Not applicable |
| 57. | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| 58. | Non-exempt Offer: | Not applicable |
| 59. | Additional selling restrictions: | Not applicable |

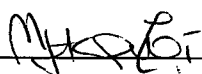
PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris 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

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| (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 1,750 |

2. Ratings

The Notes to be issued have been rated as follows:

Aa3 by Moody's Investors Service Ltd

AA- by Standard & Poor's

Standard & Poor's Ratings Services and Moody's Investors Ltd are established in the European Union and are registered under Regulation (EC) No.1060/200 (as amended). As such, each of Standard and Poor's Ratings Services and Moody's Investors Service Ltd is included in the list of credit rating agencies published by the European Securities and Markets Association on its website in accordance with such Regulation.

3. Risk Factors

Not applicable

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

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| (i) | Reasons for the offer: | See "Use of Proceeds" wording in Base Prospectus |
| (ii) | Estimated net proceeds: | Not applicable |
| (iii) | Estimated total expenses: | See clause 1(iii) above |

6. Fixed Rate Notes only – Yield

Indication of Yield: 2.042 per cent.

As set out above, the yield is calculated at the Issue Date on the basis on 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

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| (i) | ISIN Code: | XS0741038987 |
| (ii) | Common Code: | 074103898 |
| (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: | <p>Yes</p> <p>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.</p> |