

FINAL TERMS DATED 8 NOVEMBER 2011

AMENDED AND RESTARTED FINAL TERMS DATED 15 JUNE 2012 FOR LISTING PURPOSES

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

BNP Paribas
(incorporated in France)
(as Guarantor)

(Warrant and Certificate Programme)

EUR "OET Call Certificates" relating to AEX® Index

ISIN Code: NL0009923119

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 subparagraph (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 and the Second Supplement to the Base Prospectus dated 14 September 2011 which are incorporated by reference in the Base Prospectus dated 1 June 2012. This document constitutes the Final Terms of the Securities described herein for the purposes of Article 5.4 of the Prospectus Directive (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) and must be read in conjunction with the Base Prospectus dated 7 June 2011 as so supplemented and the Base Prospectus dated 1 June 2012, which together constitute a base prospectus for the purposes of the Prospectus Directive. 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 dated 7 June 2011 as so supplemented and the Base Prospectus dated 1 June 2012. The Base Prospectus and these Final Terms are available for viewing, respectively, on the following websites: www.produitsdebourse.bnpparibas.fr for public offering in France and 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

Series Number / ISIN Code	No. of Securities issued	No. of Securities	Common Code	Mnemonic Code	Issue Price per Security	Redemption Date	Parity
NL0009923119	500,000	500,000	70457873	R739B	EUR 6.63	Open End	10

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: 2 November 2011.
4. Issue Date: 8 November 2011.
5. Consolidation: Not applicable.
6. Type of Securities:
 - (a) Certificates.
 - (b) The Securities are Index Securities.

The Certificates are Open End Turbo Certificates (“**OET Call Certificates**” or “**OET Certificates**”). Further particulars set out in "Specific Provisions for each Series" above and as set out in Part C - "Other Applicable Terms".

The provisions of Annex 1 (*Additional Terms and Conditions for Index Securities*) and Annex 14 (*Additional Terms and Conditions for OET Certificates*) 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. Conversion 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.A.
18. Registrar: Not applicable.
19. Calculation Agent: BNP Paribas Arbitrage S.N.C.
8 rue de Sofia 75018 Paris (France).
20. Governing law: French law.
21. Special conditions or other modifications to the Terms and Conditions: Not applicable.

PRODUCT SPECIFIC PROVISIONS

22. Index Securities: Applicable.
- (a) Index/Basket of Indices/Index Sponsor(s): The OET Certificates relate to the **AEX[®] Index** (Reuters Code: .AEX; ISIN Code: NL0000000107) (the “**Underlying**”), as set out in the table in Part C - “Other Applicable Terms”.
- The Index Sponsor is **Euronext Indices B.V.**, or any successor acceptable to the Calculation Agent.
- For the purposes of the Conditions, the Underlying shall be deemed an Index.
- (b) Index Currency: EUR.
- (c) Exchange(s): Euronext Amsterdam (www.euronext.com)
- (d) Related Exchange(s): All Exchanges.
- (e) Exchange Business Day: Single Index Basis.
- (f) Scheduled Trading Day: Single Index Basis.
- (g) Weighting: Not applicable.
- (h) Settlement Price: The settlement price means the Final Price as set out in § 34 (a).
- (i) Disrupted Day: As per Conditions.
- (j) Specified Maximum Days of Disruption: 20 (twenty) Scheduled Trading Days.
- (k) Valuation Time: As set out in § 34 (b).
- (l) Delayed Redemption on Occurrence of an Index Adjustment Event: Not applicable.
- (m) Index Correction Period: As per Conditions.
- (n) Other terms or special conditions: Not applicable.
- (o) Additional provisions applicable to Custom Indices: Not applicable.
23. Share Securities: 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: Applicable.
- (a) Final Price: 1) If an Automatic Early Redemption Event has occurred, as per the provisions of the sub-paragraph beginning with “provided that” of the definition of “Final Price” as set out in Annex 14 in respect of the Underlying;
2) If no Automatic Early Redemption Event has occurred, as per the provisions of sub-paragraph (a) of the definition of “Final Price” as set out in Annex 14 in respect of the Underlying.
- (b) Valuation Time: Provided that no Automatic Early Redemption Event has occurred, the Valuation Time on the Valuation Date will be the time when the Final Price is published by the Index Sponsor, provided that:

If the Valuation Date is the same date as the maturity date of the futures or options contracts on the relevant Index maturing on the Related Exchange, then the relevant time on the Valuation Date will be the time when the official liquidation price for the relevant futures or options contracts on the relevant Index is calculated and published by the Related Exchange.
- (c) Exercise Price: The exercise price per OET Certificate is set out in Part C - “Other Applicable Terms” (the “**Capitalised Exercise Price_{Initial}**”), together with the applicable rounding rule (the “**Capitalised Exercise Price Rounding Rule**”).
- (d) Capitalised Exercise Price: As per OET Certificate Conditions.
- (e) Dividend Percentage: 100 per cent.
- (f) Substitute Futures: Not applicable.
- (g) Financing Rate: As defined in the OET Certificate Conditions and as specified in § 34 (h) (iii) below.
- (h) Automatic Early Redemption Event: Applicable.
An Automatic Early Redemption Event shall be deemed to occur if the Observation Price of the Underlying during the Observation Time(s) is less than or equal to the Security Threshold.
- (i) Observation Price: The traded price.
- (ii) Observation Time(s): At any time during the opening hours of the Exchange.
- (iii) Financing Rate: The 1 month EURIBOR rate (the “overnight interbank rate”) which appears on Reuters screen page “EURIBOR1M=” at or around of 2.15 p.m. (Paris time) and shall be ascertained by the Calculation Agent plus a percentage set at 2.5%.

If such rate does not appear on Reuters screen page “EURIBOR1M=”, then the last rate available shall apply.

The percentage above may vary according to the following provisions:

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

The Financing Rate is available, subject to technical problems, during normal business hours on any day (other than a Saturday or Sunday) on which commercial banks are open for general business in Paris during the

term of the relevant OET Certificate, on the following websites of the Issuer "www.produitsdebourse.bnpparibas.fr" and "www.listedproducts.cib.bnpparibas.be" or such other website(s) of the Issuer as may be notified to the Holders.

(iv)	Security Threshold:	As specified in the table set out in Part C - "Other Applicable Terms" (the " Security Threshold _{Initial} "), subject to the Minimum Security Percentage and the Maximum Security Percentage below.
(v)	Security Threshold Rounding Rule:	As specified in the table set out in Part C - "Other Applicable Terms".
(vi)	Security Percentage:	As specified in the table set out in Part C - "Other Applicable Terms".
(vii)	Minimum Security Percentage:	0%
(viii)	Maximum Security Percentage:	20%
(ix)	Reset Date:	As per OET Certificate Conditions.
(i)	Other provisions:	Not applicable.
35.	Additional Disruption Events:	Applicable.
36.	Optional Additional Disruption Events:	(a) The following Optional Additional Disruption Events apply to the Securities: Not applicable. (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:	In case of the occurrence of an Automatic Early Redemption Event as specified in §34(h) above or upon redemption at the discretion of the Issuer in accordance with the provisions of the definition of Valuation Date, detailed in the OET Certificate Conditions, the Holder shall receive, in respect of each OET Certificate, a Cash Settlement Amount in accordance with the following provisions: Max [0; Final Price – Capitalised Exercise Price] / Parity
(v) Renoucement Notice Cut-off Time:	Not applicable.
(w) Strike Date:	Not applicable.
(x) Redemption Valuation Date:	As per the provisions of the definition of “Valuation Date” in the OET Certificate Conditions.
(y) Averaging:	Averaging does not apply to the Securities.
(z) Observation Dates:	Not applicable.
(aa) Observation Period:	Not applicable.
(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 NYSE Euronext Paris ("**Euronext Paris**") and as from 15 June 2012 on NYSE Euronext Brussels ("**Euronext Brussels**") 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.

Application has been made to list the Securities on Euronext Brussels and to admit the Securities described herein for trading on Euronext Brussels, as from 15 June 2012.

The de-listing of the Securities on the exchange specified above shall occur at the opening time on the 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

Not applicable.

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 Open End Turbo Certificates ("OET Call Certificates" or "OET Certificates") denominated in EUR.

The OET Certificates are undated Certificates and may be redeemed at a date designated as such by the Issuer, in its sole discretion and notified to the Holders in accordance with Annex 14 (Additional Terms and Conditions for OET Certificates) and subject to the provisions of the definition of "Valuation Date".

The percentage comprising the Financing Rate may be revised in the sole discretion of the Calculation Agent in accordance with the provisions of **Part A §34(h)(iii)**. Investors should be aware that these modifications may have a significant effect, adverse or positive, on the price of the OET Certificates and consequently on the cash amount to be received by the investors.

The OET Certificates can also be automatically early redeemed upon the occurrence of an Automatic Early Redemption Event. An Automatic Early Redemption Event shall be deemed to occur if the Observation Price of the Underlying during the Observation Time(s) is less than or equal to the Security Threshold (see **Part A §34(h)**).

Upon redemption at the discretion of the Issuer or upon the occurrence of an Automatic Early Redemption Event, the Holder will receive on the Redemption Date a Cash Settlement Amount equals to the excess (if any) - adjusted by Parity - of the Final Price over the Capitalised Exercise Price, as set out in definition of Cash Settlement Amount in **Part A §40(u)**. Such amount will be paid in EUR.

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

The 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 OET Certificates will vary in accordance with a number of factors including, but not limited to, the price of the Underlying.

Conditions to which the offer is subject: Not applicable.

Description of the application process: Not applicable.

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

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

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 Index can be obtained:

Information on the Underlying shall be available on the following Index Sponsor website: www.euronext.com

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

Post-issuance information:

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

INDEX DISCLAIMER

Neither the Issuer nor the Guarantor shall have any liability for any act or failure to act by an Index Sponsor in connection with the calculation, adjustment or maintenance of an Index. Except as disclosed prior to the Issue Date, neither the Issuer, the Guarantor nor their affiliates has any affiliation with or control over an Index or Index Sponsor or any control over the computation, composition or dissemination of an Index. Although the Calculation Agent will obtain information concerning an Index from publicly available sources it believes reliable, it will not independently verify this information. Accordingly, no representation, warranty or undertaking (express or implied) is made and no responsibility is accepted by the Issuer, the Guarantor, their affiliates or the Calculation Agent as to the accuracy, completeness and timeliness of information concerning an Index.

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(as at 2 November 2011)

Series Number / ISIN Code	Underlying	Type of Security	Capitalised Exercise Price_{initial}	Capitalised Exercise Rounding Rule	Security Threshold_{initial}	Security Threshold Rounding Rule	Security Percentage	Maximum percentage
NL0009923119	AEX®	OET CALL	EUR 232.17	4 digits	EUR 236.82	2 digits	2%	Up to 10%

* see Part A §34 (h) (iii) "Financing Rate"