

**FINAL TERMS DATED 17 OCTOBER 2012**

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

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

(Warrant and Certificate Programme)

**40,000 EUR "Autocall" Certificates relating to the EURO STOXX 50® Index due 30 March 2021**

**ISIN Code: FR0011336270**

**Mnemonic Code: Y200B**

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

**The Securities are offered to the public in France from 17 October 2012 to 22 November 2012**

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.

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 to the date of publication of such supplement or updated version of the Base Prospectus, as the case may be, (the "**Publication Date**") have the right within two working days of the Publication 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 set forth in the Base Prospectus dated 1 June 2012, each Supplement to the Base Prospectus published and approved on or before the date of the Final Terms (copies of which are available as described below) and any Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the "**Supplements**") (provided that to the extent any Such Supplement (i) is published and approved after the date of these Final Terms and (ii) provide for any change to the Conditions of Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) 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 as so supplemented. The Base Prospectus and any Supplement(s) to the Base Prospectus and the Final Terms are available for viewing on the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten - AFM) website [www.afm.nl](http://www.afm.nl) and copies of these documents and the Final Terms may be obtained free of charge at the specified offices of the Principal 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	No. of Securities issued	No. of Securities	ISIN Code	Common Code	Mnemonic Code	Issue Price per Security	Redemption Date
CE2827MI	40,000	40,000	FR0011336270	083770619	Y200B	EUR 1,000	30 March 2021

### 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:** 25 September 2012.
4. **Issue Date:** 23 November 2012.
5. **Consolidation:** Not applicable.
6. **Type of Securities:**
  - (a) Certificates.
  - (b) The Securities are Index Securities.

The Certificates are "Autocall" Certificates.

The provisions of Annex 1 (*Additional Terms and Conditions for Index 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 Securities**).
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:** The settlement currency for payment of the Cash Settlement Amount is 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.
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 "**Underlying Index**" is the EURO STOXX 50® Index (Bloomberg Code: SX5E Index).  
  
STOXX Limited or any successor thereto is the Index Sponsor.  
  
The EURO STOXX 50® Index is a Composite Index.  
  
For the purposes of the Conditions, the Underlying Index shall be deemed an Index.
- (b) **Index Currency:** EUR.
- (c) **Exchange(s):** As set out in Annex 1 for a Composite Index.
- (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:** As set out in sub-paragraph (b) of the definition of "Settlement Price" provided in Condition 1 of Annex 1 - Additional Terms and Conditions for Index Securities.
- (i) **Disrupted Day:** As per Conditions.
- (j) **Specified Maximum Days of Disruption:** Three (3) Scheduled Trading Days.
- (k) **Valuation Time:** The Scheduled Closing Time.
- (l) **Delayed Redemption on Occurrence of an Index Adjustments 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.
- (p) **Additional provisions applicable to Futures Price Valuation:** 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:	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 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:	EUR 1,000
(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:** Applicable.
- An Automatic Early Redemption shall be deemed to occur if the official Closing Level of the Underlying Index on the relevant Automatic Early Redemption Valuation Date<sub>t</sub> is greater than or equal to the Automatic Early Redemption Level.
- Where:*
- Closing Level is the Settlement Price provided that the corresponding definition of "Settlement Price" shall apply as if references to "Valuation Date" were to "Automatic Early Redemption Valuation Date".
- (i) **Automatic Early Redemption Amount:** **N x 106%**
- In respect of Automatic Early Redemption Valuation Date<sub>t = 1</sub>:
- In respect of Automatic Early Redemption Valuation Date<sub>t = 2</sub>:  
**N x 112%**
- In respect of Automatic Early Redemption Valuation Date<sub>t = 3</sub>:  
**N x 118%**
- In respect of Automatic Early Redemption Valuation Date<sub>t = 4</sub>:  
**N x 124%**
- In respect of Automatic Early Redemption Valuation Date<sub>t = 5</sub>:  
**N x 130%**
- In respect of Automatic Early Redemption Valuation Date<sub>t = 6</sub>:  
**N x 136%**
- In respect of Automatic Early Redemption Valuation Date<sub>t = 7</sub>:  
**N x 142%**
- In respect of Automatic Early Redemption Valuation Date<sub>t = 8</sub>:  
**N x 148%**
- In respect of Automatic Early Redemption Valuation Date<sub>t = 9</sub>:  
**N x 154%**
- Where:*
- N** is the Notional Amount of each Certificate (see §40(a)).
- (ii) **Automatic Early Redemption Date(s):** 30 September 2013 (t = 1), 30 July 2014 (t = 2), 1 June 2015 (t = 3), 31 March 2016 (t = 4), 30 January 2017 (t = 5), 30 November 2017 (t = 6), 1 October 2018 (t = 7), 30 July 2019 (t = 8) and 1 June 2020 (t = 9).
- (iii) **Automatic Early Redemption Level:** **87% x Index<sub>initial</sub>**

- (iv) **Automatic Early Redemption Rate:** Not applicable.
- (v) **Automatic Early Redemption Valuation Date(s):** 23 September 2013 (t = 1), 23 July 2014 (t = 2), 25 May 2015 (t = 3), 23 March 2016 (t = 4), 23 January 2017 (t = 5), 23 November 2017 (t = 6), 24 September 2018 (t = 7), 23 July 2019 (t = 8) and 25 May 2020 (t = 9).
- (u) **Cash Settlement Amount:** Unless previously redeemed or purchased and cancelled by the Issuer, the Holder shall receive on the Redemption Date, in respect of each Certificate payment of a Cash Settlement Amount in accordance with the following provisions:
- 1) If on the Redemption Valuation Date, **Index<sub>Final</sub>** is greater than or equal to 87% of **Index<sub>Initial</sub>**:
- N x 160%**
- 2) If on the Redemption Valuation Date, **Index<sub>Final</sub>** is strictly less than 87% of **Index<sub>Initial</sub>** AND greater than or equal to 70% x **Index<sub>Initial</sub>**:
- N x 100%**
- 3) If on the Redemption Valuation Date, **Index<sub>Final</sub>** is strictly less than 70% of **Index<sub>Initial</sub>**:
- $$N \times \left[ \frac{Index_{Final}}{Index_{Initial}} \right]$$
- Where:
- N** is the Notional Amount of each Certificate (see §40(a));
- Index<sub>Initial</sub>** is the lowest official Closing Level of the Underlying Index on the Strike Dates;
- Index<sub>Final</sub>** is the official Closing Level of the Underlying Index on the Redemption Valuation Date;
- Closing Level** is the Settlement Price.
- (v) **Renouncement Notice Cut-off Time:** Not applicable.
- (w) **Strike Date:** 23 November 2012 and 30 November 2012 (see the definition of **Index<sub>Initial</sub>** above).
- (x) **Redemption Valuation Date:** 23 March 2021.
- (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 Als:** The Securities are not eligible for sale in the United States to Als.

**(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 Meeschaert Gestion Privée (the "**Distributor**") (together with the Manager, the "**Financial Intermediaries**") other than pursuant to article 3(2) of the Prospectus Directive in France (the "**Public Offer Jurisdiction**") during the period from 17 October 2012 until 22 November 2012 ("**Offer Period**"). See further Paragraph 7 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 Jurisdiction and admission to trading on NYSE 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. The information included in Part B (the "**Other Information**") consists of extracts from or summaries of information that is publicly available in respect of the Index. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by the Index Sponsor, no facts have been omitted which would render the reproduced inaccurate or misleading.

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

As Issuer:



By: ...Céline DOFFÉMONT... Duly authorised

## PART B - OTHER INFORMATION

### 1. Listing and Admission to trading

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

The de-listing of the Securities on the 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 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. Performance of Underlying/Formula/Other Variable, Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying

The "Autocall" Securities are denominated in EUR and are scheduled to be redeemed 8 years and 4 months after their issue.

The Securities may be automatically early redeemed pursuant to the provisions detailed in §40(t) of Part A.

If neither early redeemed nor purchased and cancelled, the Securities offers the possibility to receive on the Redemption Date a Redemption Amount pursuant to the provisions detailed in §40(u) of Part A.

**The Securities are not capital-protected.** There is a risk of partial or total capital loss, and consequently an investment in the Securities is highly speculative, involving significant risk, including the possible loss of the entire amount invested, and should therefore only be considered by investors who can afford a loss of their entire investment.

During the secondary market period, the price of the Securities will depend upon market conditions and may be subject to significant fluctuations. If the Securities are sold, before the Redemption Date, there is a higher probability that the investor will suffer a loss of its investment.

**Place where information relating to the Index can be obtained:** Information on the **EURO STOXX 50® Index** shall be available on the dedicated website: [www.stoxx.com](http://www.stoxx.com).

Past and future performances of the Underlying Index are available on the above website and its volatility may be obtained on the Bloomberg page set out in § 22 Part A or at the specified office of the Calculation Agent.

**Source of information relating to the Underlying:**

Bloomberg and Reuters.

**Post-Issuance information:**

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

### 6. Operational Information

**Relevant Clearing System(s):**

Euroclear France.

**Any Clearing System(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme, Euroclear France, Euroclear Netherlands, include the relevant identification number(s) and in the case of Swedish Securities, the Swedish Security Agent:**

Mnemonic Code:

See "**SPECIFIC PROVISIONS FOR EACH SERIES**" in Part A.

## 7. Terms and Conditions of the Public Offer

<b>Offer Period:</b>	From 17 October 2012 to 22 November 2012.
<b>Offer Price:</b>	The Issue Price per Security.
<b>Conditions to which the offer is subject:</b>	The Issuer reserves the right to withdraw the offer of the Securities at any time on or prior to the Offer End Date (as defined below). 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 Securities.
<b>Description of the application process:</b>	From, on or about 17 October 2012 to, and including, 22 November 2012, or such earlier date as the Issuer determines as notified on or around such earlier date by publication on the following website <a href="http://eqdpo.bnpparibas.com/FR0011336270">http://eqdpo.bnpparibas.com/FR0011336270</a> (the "Offer End Date").
<b>Details of the minimum and/or maximum amount of application:</b>	Minimum subscription amount per investor: EUR 1,000. Maximum subscription amount per investor: EUR 40,000,000.
<b>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:</b>	Not applicable.
<b>Details of the method and time limits for paying up and delivering the Securities:</b>	The Securities are cleared through the clearing systems and are due to be delivered on or about the Issue Date.
<b>Manner in and date on which results of the offer are to be made public:</b>	Publication on the following website <a href="http://eqdpo.bnpparibas.com/FR0011336270">http://eqdpo.bnpparibas.com/FR0011336270</a> on or around 3 December 2012.
<b>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</b>	Not applicable.
<b>Categories of potential investors to which the Securities are offered:</b>	Retail, private and institutional investors.
<b>Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:</b>	In the case of over subscription, allotted amounts will be notified to applicants by publication on the following website <a href="http://eqdpo.bnpparibas.com/FR0011336270">http://eqdpo.bnpparibas.com/FR0011336270</a> on or around 3 December 2012. No dealing in the Securities may begin before any such notification is made.  In all other cases, allotted amounts will be equal to the amount of the application, and no further notification shall be made.  In all cases, no dealing in the Securities may take place prior to the Issue Date.
<b>Amount of any expenses and taxes specifically charged to the subscriber or purchaser:</b>	Not applicable.

## 8. Placing and Underwriting

<b>Name(s) and address(es), to the extent known to the issuer, of the places in the various countries where the offer takes place:</b>	None.
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**Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:** **Meeschaert Gestion Privée**  
 12 Rond-Point des Champs-Élysées  
 75008 Paris  
 France  
[www.meeschaert.com](http://www.meeschaert.com)

**Name and address of any paying agents and depository agents in each country (in addition to the Principal Paying Agent):** Not applicable.

**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:** Not applicable.

**When the underwriting agreement has been or will be reached:** Not applicable.

## 9. Yield

Not applicable

## 10. Historic Interest Rates

Not applicable

### 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.

### EURO STOXX 50® Index

STOXX and its licensors (the "Licensors") have no relationship to BNP PARIBAS, other than the licensing of the EURO STOXX 50® Index and the related trademarks for use in connection with the Certificates.

#### **STOXX and its Licensors do not:**

- Sponsor, endorse, sell or promote the Certificates.
- Recommend that any person invest in the Certificates or any other securities.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of Certificates.
- Have any responsibility or liability for the administration, management or marketing of the Certificates.
- Consider the needs of the Certificates or the owners of the Certificates in determining, composing or calculating the EURO STOXX 50® Index or have any obligation to do so.

#### **STOXX and its Licensors will not have any liability in connection with the Certificates. Specifically,**

- **STOXX and its Licensors do not make any warranty, express or implied and disclaim any and all warranty about:**
  - **The results to be obtained by the Certificates, the owner of the Certificates or any other person in connection with the use of the EURO STOXX 50® Index and the data included in the EURO STOXX 50® Index;**
  - **The accuracy or completeness of the EURO STOXX 50® Index and its data;**
  - **The merchantability and the fitness for a particular purpose or use of the EURO STOXX 50® Index and its data;**
- **STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the EURO STOXX 50® Index or its data;**
- **Under no circumstances will STOXX or its Licensors be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or its Licensors knows that they might occur.**

The licensing agreement between BNP PARIBAS and STOXX is solely for their benefit and not for the benefit of the owners of the Certificates or any other third parties.