

FINAL TERMS DATED 8 NOVEMBER 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 "Turbo Pro" Certificates relating to European 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 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. The Base Prospectus, any Supplement(s) to 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
NL0010270757	312,000	312,000	85389092	Y519B	EUR 0.32	2 January 2013	20
NL0010270765	2,500,000	2,500,000	85389106	Y520B	EUR 0.04	2 January 2013	1
NL0010270773	3,000,000	3,000,000	85389122	Y521B	EUR 0.03	2 January 2013	1
NL0010270781	1,500,000	1,500,000	85389157	Y522B	EUR 0.06	2 January 2013	1
NL0010270799	1,000,000	1,000,000	85389181	Y523B	EUR 0.11	2 January 2013	1
NL0010270807	625,000	625,000	85389220	Y524B	EUR 0.16	2 January 2013	1
NL0010270815	525,000	525,000	85389165	Y525B	EUR 0.19	2 January 2013	10
NL0010270823	475,000	475,000	85389211	Y526B	EUR 0.21	2 January 2013	10
NL0010270831	325,000	325,000	85389149	Y527B	EUR 0.31	2 January 2013	5
NL0010270849	625,000	625,000	85389238	Y528B	EUR 0.16	2 January 2013	10
NL0010270856	1,500,000	1,500,000	85389262	Y529B	EUR 0.06	2 January 2013	10
NL0010270864	700,000	700,000	85389173	Y530B	EUR 0.14	2 January 2013	10
NL0010270872	2,500,000	2,500,000	85389319	Y531B	EUR 0.04	2 January 2013	10
NL0010270880	700,000	700,000	85389335	Y532B	EUR 0.14	2 January 2013	10
NL0010270898	400,000	400,000	85389394	Y533B	EUR 0.24	2 January 2013	10
NL0010270906	300,000	300,000	85389416	Y534B	EUR 0.34	2 January 2013	10
NL0010270914	300,000	300,000	85389475	Y535B	EUR 0.33	2 January 2013	10
NL0010270922	750,000	750,000	85389513	Y536B	EUR 0.13	2 January 2013	10
NL0010270930	250,000	250,000	85389190	Y537B	EUR 0.38	2 January 2013	10
NL0010270948	150,000	150,000	85389254	Y538B	EUR 0.65	2 January 2013	10
NL0010270955	220,000	220,000	85389297	Y539B	EUR 0.45	2 January 2013	10
NL0010270963	650,000	650,000	85389327	Y540B	EUR 0.15	2 January 2013	10
NL0010270971	2,500,000	2,500,000	85389351	Y541B	EUR 0.04	2 January 2013	5
NL0010270989	750,000	750,000	85389408	Y542B	EUR 0.13	2 January 2013	5
NL0010270997	300,000	300,000	85389530	Y543B	EUR 0.32	2 January 2013	10
NL0010271003	450,000	450,000	85389432	Y544B	EUR 0.22	2 January 2013	10
NL0010271011	850,000	850,000	85389602	Y545B	EUR 0.12	2 January 2013	10
NL0010271029	200,000	200,000	85389343	Y546B	EUR 0.48	2 January 2013	10
NL0010271037	350,000	350,000	85389386	Y547B	EUR 0.30	2 January 2013	5
NL0010271045	140,000	140,000	85389424	Y548B	EUR 0.70	2 January 2013	5
NL0010271052	300,000	300,000	85389483	Y549B	EUR 0.34	2 January 2013	10
NL0010271060	400,000	400,000	85389459	Y550B	EUR 0.24	2 January 2013	10
NL0010271078	300,000	300,000	85389491	Y551B	EUR 0.32	2 January 2013	20
NL0010271086	500,000	500,000	85389521	Y552B	EUR 0.22	2 January 2013	20

Series Number / ISIN Code	No. of Securities issued	No. of Securities	Common Code	Mnemonic Code	Issue Price per Security	Redemption Date	Parity
NL0010271094	160,000	160,000	85389556	Y553B	EUR 0.60	2 January 2013	20
NL0010271102	285,000	285,000	85389637	Y554B	EUR 0.35	2 January 2013	20
NL0010271110	150,000	150,000	85389572	Y555B	EUR 0.65	2 January 2013	20
NL0010271128	3,000,000	3,000,000	85389688	Y556B	EUR 0.03	2 January 2013	10
NL0010271136	1,500,000	1,500,000	85389564	Y557B	EUR 0.07	2 January 2013	10
NL0010271144	125,000	125,000	85389629	Y558B	EUR 0.81	2 January 2013	10
NL0010271151	550,000	550,000	85389653	Y559B	EUR 0.18	2 January 2013	10
NL0010271169	1,250,000	1,250,000	85389645	Y560B	EUR 0.08	2 January 2013	10
NL0010271177	1,000,000	1,000,000	85389734	Y561B	EUR 0.09	2 January 2013	10
NL0010271185	5,000,000	5,000,000	85389661	Y562B	EUR 0.02	2 January 2013	10
NL0010271193	850,000	850,000	85389700	Y563B	EUR 0.12	2 January 2013	10
NL0010271201	125,000	125,000	85389718	Y564B	EUR 0.81	2 January 2013	8
NL0010271219	150,000	150,000	85389769	Y565B	EUR 0.68	2 January 2013	10
NL0010271227	200,000	200,000	85389785	Y566B	EUR 0.48	2 January 2013	10
NL0010271235	350,000	350,000	85389742	Y567B	EUR 0.28	2 January 2013	10
NL0010271243	850,000	850,000	85389777	Y568B	EUR 0.12	2 January 2013	10
NL0010271250	300,000	300,000	85389807	Y569B	EUR 0.32	2 January 2013	10
NL0010271268	200,000	200,000	85389815	Y570B	EUR 0.51	2 January 2013	5
NL0010271276	325,000	325,000	85389831	Y571B	EUR 0.31	2 January 2013	5
NL0010271284	200,000	200,000	85389858	Y572B	EUR 0.50	2 January 2013	5

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 and further subject to the occurrence of each a Knock-in Event and a Knock-out Event.

The underlying ("**Underlying**") in respect of each series ("**Series Number/ISIN Code**") is set out in the table in 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: 5 November 2012.
4. Issue Date: 8 November 2012.
5. Consolidation: Not applicable.
6. Type of Securities:
 - (a) Certificates.
 - (b) The Securities are Share Securities.

The Certificates are Turbo Pro Call Certificates or Turbo Pro Put Certificates (together, Turbo Pro Certificates). Further particulars set out in "Specific Provisions for each Series" above and as set out in the table in Part C - "Other Applicable Terms".

		The provisions of Annex 2 (<i>Additional Terms and Conditions for Share Securities</i>) shall apply.
7.	Form of Securities:	Dematerialised bearer form (<i>au porteur</i>).
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. 160-162 Boulevard MacDonald 75019 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:	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 the relevant Series (each an 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 the table 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:	As per Conditions.
(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 Event applies 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:	Applicable. A Knock-in Event shall be deemed to occur if the Level of the relevant Underlying as at the Knock-in Valuation Time on any Knock-in Determination Day is comprised within the Knock-in Range Level.
(a) Knock-in Range Level:	The range of levels (both levels included) as set out in the table in Part C - "Other Applicable Terms".
(b) Knock-in Period Beginning Date:	The Issue Date.
(c) Knock-in Period Beginning Date Day	Applicable.

Convention:

- (d) Knock-in Determination Period: The period beginning on (and including) the Knock-in Period Beginning Date and ending on (and including) the Knock-in Period Ending Date.
- (e) Knock-in Determination Day(s): Each Scheduled Trading Day during the Knock-in Determination Period.
- (f) Knock-in Period Ending Date: The Redemption Valuation Date.
- (g) Knock-in Period Ending Date Day Convention: Applicable.
- (h) Knock-in Valuation Time: Any time during a Knock-in Determination Day.
38. Knock-out Event: Applicable.
- A Knock-out Event shall be deemed to occur if the Level of the relevant Underlying as at the Knock-out Valuation Time on any Knock-out Determination Day is:
- (i) **"less than or equal to" the Knock-out Level**, in respect of the **Turbo Pro Call Certificates**; or
- (ii) **"greater than or equal to" the Knock-out Level**, in respect of the **Turbo Pro Put Certificates**.
- (a) Knock-out Level: As set out in the table in Part C - "Other Applicable Terms".
- (b) Knock-out Period Beginning Date: The Knock-in Determination Day on which a Knock-in Event has occurred.
- (c) Knock-out Period Beginning Date Day Convention: Applicable.
- (d) Knock-out Determination Period: The period beginning on (and including) the Knock-out Period Beginning Date and ending on (and including) the Knock-out Period Ending Date.
- (e) Knock-out Determination Day(s): Each Scheduled Trading Day during the Knock-out Determination Period.
- (f) Knock-out Period Ending Date: The Redemption Valuation Date.
- (g) Knock-out Period Ending Date Day Convention: Applicable.
- (h) Knock-out Valuation Time: Any time during a Knock-out Determination Day. For the avoidance of doubt, the Knock-out Valuation Time on the Knock-out Period Beginning Date shall be at any time as from the time a Knock-in Event has occurred.

PROVISIONS RELATING TO WARRANTS

39. Provisions relating to Warrants: Not applicable.

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:	Not applicable.
(u) Cash Settlement Amount:	Unless previously redeemed or purchased and cancelled by the Issuer, the Holder shall receive, in respect of each Certificate, payment of a Cash Settlement Amount in accordance with the following provisions:

1) If no Knock-in Event has occurred, then the Cash Settlement Amount payable on the Redemption Date, in respect of both **Turbo Pro Call Certificates** and **Turbo Pro Put Certificates** shall be equal to:

Issue Price

For the avoidance of doubt, it is specified that potential investors (other than the Holder of the Certificates as at the Issue Date) cannot purchase the Certificates on NYSE Euronext Paris until a Knock-in Event has occurred.

2) If a Knock-in Event has occurred AND no Knock-out Event has occurred, then the Cash Settlement Amount payable on the Redemption Date shall be equal to:

In respect of Turbo Pro Call Certificates:

(Settlement Price - Strike Price) / Parity

In respect of Turbo Pro Put Certificates:

(Strike Price - Settlement Price) / Parity

3) If a Knock-in Event AND a Knock-out Event have each occurred, the Certificates will automatically early expire worthless and the

Cash Settlement Amount shall be equal to:

Zero (0)

Where:

Parity 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.

(i) Bonus Level:	Not applicable.
(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:	Not applicable.
(ix) Strike Price:	As set out in the table in Part C - "Other Applicable Terms".
(x) Upper Level:	Not applicable.
(xi) Other:	Not applicable.
(v) Renunciation Notice Cut-off Time:	Not applicable.
(w) Strike Date:	Not applicable.
(x) Redemption Valuation Date:	As set out in the table in Part C - "Other Applicable Terms".
(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	Not applicable.

consequences:

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 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 Jurisdictions and admission to trading on NYSE Euronext Paris ("**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 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.

In the case of the occurrence of each a Knock-in Event and a Knock-out Event, the Securities will automatically early expire worthless. The Securities will therefore be de-listed by Euronext Paris.

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. 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 Turbo Pro Call Certificates or Turbo Pro Put Certificates (together, Turbo Pro Certificates) relating to European shares and denominated in EUR.

As per the provisions set out in **Part A §40(u)** “Cash Settlement Amount” :

- If no Knock-in Event occurs, the Holder will receive on the Redemption Date a Cash Settlement Amount equal to the Issue Price per Security. For the avoidance of doubt, it is specified that potential investors (other than the Holder of the Securities as at the Issue Date) cannot purchase the Securities on Euronext Paris until a Knock-in Event has occurred.

- In the case of the occurrence of each a Knock-in Event AND a Knock-out Event, the Securities will automatically early expire worthless. The Cash Settlement Amount in respect thereof shall be equal to zero (0). The Securities will therefore be de-listed by Euronext Paris.

- Otherwise, if a Knock-in Event has occurred AND no Knock-out Event has occurred, the Holder will receive on the Redemption Date a Cash Settlement Amount per Security equals to the excess (if any) – adjusted by Parity – of the Settlement Price over the Strike Price in case of a Turbo Pro Call Certificate, or the excess (if any) – adjusted by Parity – of the Strike Price over the Settlement Price in case of a Turbo Pro Put Certificate. Such amount (if any) will be paid in EUR.

The Securities are not capital-protected and, 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.

6. Operational Information

Relevant Clearing System(s) : Euroclear France

Mnemonic Codes : See « **Specific Provisions for each Series** » in Part A.

7. 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.

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 further 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	Knock-in Range Level	Knock-out Level	Strike Price	Redemption Valuation Date
NL0010270757	TURBO PRO CALL	EUR 88-1,000	EUR 85	EUR 85	21 December 2012
NL0010270765	TURBO PRO CALL	EUR 0.78-1,000	EUR 0.75	EUR 0.75	21 December 2012
NL0010270773	TURBO PRO CALL	EUR 0.83-1,000	EUR 0.80	EUR 0.80	21 December 2012
NL0010270781	TURBO PRO PUT	EUR 0.10-0.82	EUR 0.85	EUR 0.85	21 December 2012
NL0010270799	TURBO PRO PUT	EUR 0.10-0.87	EUR 0.90	EUR 0.90	21 December 2012
NL0010270807	TURBO PRO PUT	EUR 0.10-0.92	EUR 0.95	EUR 0.95	21 December 2012
NL0010270815	TURBO PRO CALL	EUR 10.40-1,000	EUR 10	EUR 10	21 December 2012
NL0010270823	TURBO PRO PUT	EUR 0.10-13.50	EUR 14	EUR 14	21 December 2012
NL0010270831	TURBO PRO PUT	EUR 0.10-13.50	EUR 14	EUR 14	21 December 2012
NL0010270849	TURBO PRO CALL	EUR 38.30-1,000	EUR 37	EUR 37	21 December 2012
NL0010270856	TURBO PRO CALL	EUR 39.30-1,000	EUR 38	EUR 38	21 December 2012
NL0010270864	TURBO PRO CALL	EUR 40.40-1,000	EUR 39	EUR 39	21 December 2012
NL0010270872	TURBO PRO PUT	EUR 0.10-37.60	EUR 39	EUR 39	21 December 2012
NL0010270880	TURBO PRO PUT	EUR 0.10-38.60	EUR 40	EUR 40	21 December 2012
NL0010270898	TURBO PRO PUT	EUR 0.10-39.50	EUR 41	EUR 41	21 December 2012
NL0010270906	TURBO PRO PUT	EUR 0.10-40.50	EUR 42	EUR 42	21 December 2012
NL0010270914	TURBO PRO CALL	EUR 15.50-1,000	EUR 15	EUR 15	21 December 2012
NL0010270922	TURBO PRO CALL	EUR 17.60-1,000	EUR 17	EUR 17	21 December 2012
NL0010270930	TURBO PRO PUT	EUR 0.10-21.20	EUR 22	EUR 22	21 December 2012
NL0010270948	TURBO PRO CALL	EUR 26.90-1,000	EUR 26	EUR 26	21 December 2012

Series Number / ISIN Code	Type of Security	Knock-in Range Level	Knock-out Level	Strike Price	Redemption Valuation Date
NL0010270955	TURBO PRO CALL	EUR 29-1,000	EUR 28	EUR 28	21 December 2012
NL0010270963	TURBO PRO PUT	EUR 0.10-32.80	EUR 34	EUR 34	21 December 2012
NL0010270971	TURBO PRO CALL	EUR 6.20-1,000	EUR 6	EUR 6	21 December 2012
NL0010270989	TURBO PRO PUT	EUR 0.10-6.30	EUR 6.50	EUR 6.50	21 December 2012
NL0010270997	TURBO PRO CALL	EUR 24.80-1,000	EUR 24	EUR 24	21 December 2012
NL0010271003	TURBO PRO CALL	EUR 25.90-1,000	EUR 25	EUR 25	21 December 2012
NL0010271011	TURBO PRO CALL	EUR 26.90-1,000	EUR 26	EUR 26	21 December 2012
NL0010271029	TURBO PRO PUT	EUR 0.10-30.90	EUR 32	EUR 32	21 December 2012
NL0010271037	TURBO PRO PUT	EUR 0.10-9.65	EUR 10	EUR 10	21 December 2012
NL0010271045	TURBO PRO PUT	EUR 0.10-11.50	EUR 12	EUR 12	21 December 2012
NL0010271052	TURBO PRO CALL	EUR 15.50-1,000	EUR 15	EUR 15	21 December 2012
NL0010271060	TURBO PRO CALL	EUR 16.60-1,000	EUR 16	EUR 16	21 December 2012
NL0010271078	TURBO PRO CALL	EUR 41.40-1,000	EUR 40	EUR 40	21 December 2012
NL0010271086	TURBO PRO CALL	EUR 43.50-1,000	EUR 42	EUR 42	21 December 2012
NL0010271094	TURBO PRO CALL	EUR 57-1,000	EUR 55	EUR 55	21 December 2012
NL0010271102	TURBO PRO CALL	EUR 62-1,000	EUR 60	EUR 60	21 December 2012
NL0010271110	TURBO PRO PUT	EUR 0.10-77	EUR 80	EUR 80	21 December 2012
NL0010271128	TURBO PRO CALL	EUR 4.70-1,000	EUR 4.50	EUR 4.50	21 December 2012
NL0010271136	TURBO PRO PUT	EUR 0.10-5.30	EUR 5.50	EUR 5.50	21 December 2012
NL0010271144	TURBO PRO CALL	EUR 62-1,000	EUR 60	EUR 60	21 December 2012
NL0010271151	TURBO PRO CALL	EUR 23.80-1,000	EUR 23	EUR 23	21 December 2012
NL0010271169	TURBO PRO CALL	EUR 24.80-1,000	EUR 24	EUR 24	21 December 2012
NL0010271177	TURBO PRO CALL	EUR 25.90-1,000	EUR 25	EUR 25	21 December 2012
NL0010271185	TURBO PRO PUT	EUR 0.10-24.10	EUR 25	EUR 25	21 December 2012
NL0010271193	TURBO PRO PUT	EUR 0.10-25.10	EUR 26	EUR 26	21 December 2012
NL0010271201	TURBO PRO CALL	EUR 82.80-1,000	EUR 80	EUR 80	21 December 2012
NL0010271219	TURBO PRO CALL	EUR 33.10-1,000	EUR 32	EUR 32	21 December 2012
NL0010271227	TURBO PRO CALL	EUR 35.20-1,000	EUR 34	EUR 34	21 December 2012
NL0010271235	TURBO PRO CALL	EUR 37.30-1,000	EUR 36	EUR 36	21 December 2012
NL0010271243	TURBO PRO PUT	EUR 0.10-38.60	EUR 40	EUR 40	21 December 2012
NL0010271250	TURBO PRO PUT	EUR 0.10-40.50	EUR 42	EUR 42	21 December 2012
NL0010271268	TURBO PRO CALL	EUR 13.50-1,000	EUR 13	EUR 13	21 December 2012
NL0010271276	TURBO PRO CALL	EUR 14.50-1,000	EUR 14	EUR 14	21 December 2012
NL0010271284	TURBO PRO PUT	EUR 0.10-17.40	EUR 18	EUR 18	21 December 2012

Series Number / ISIN Code	Underlying	ISIN Code of the Underlying	Reuters Code of the Underlying	Underlying website	Exchange	Exchange website
NL0010270757	AIR LIQUIDE	FR0000120073	AIRP.PA	www.airliquide.com	Euronext Paris	www.euronext.com
NL0010270765	ALCATEL-LUCENT	FR0000130007	ALUA.PA	www.alcatel.fr	Euronext Paris	www.euronext.com
NL0010270773	ALCATEL-LUCENT	FR0000130007	ALUA.PA	www.alcatel.fr	Euronext Paris	www.euronext.com
NL0010270781	ALCATEL-LUCENT	FR0000130007	ALUA.PA	www.alcatel.fr	Euronext Paris	www.euronext.com
NL0010270799	ALCATEL-LUCENT	FR0000130007	ALUA.PA	www.alcatel.fr	Euronext Paris	www.euronext.com
NL0010270807	ALCATEL-LUCENT	FR0000130007	ALUA.PA	www.alcatel.fr	Euronext Paris	www.euronext.com
NL0010270815	ARCELOR MITTAL	LU0323134006	ISPA.AS	www.arcelormittal.com/	Euronext Amsterdam	www.euronext.com
NL0010270823	ARCELOR MITTAL	LU0323134006	ISPA.AS	www.arcelormittal.com/	Euronext Amsterdam	www.euronext.com
NL0010270831	AXA	FR0000120628	AXAF.PA	www.axa.fr/	Euronext Paris	www.euronext.com
NL0010270849	BNP PARIBAS	FR0000131104	BNPP.PA	www.bnpparibas.com/	Euronext Paris	www.euronext.com
NL0010270856	BNP PARIBAS	FR0000131104	BNPP.PA	www.bnpparibas.com/	Euronext Paris	www.euronext.com
NL0010270864	BNP PARIBAS	FR0000131104	BNPP.PA	www.bnpparibas.com/	Euronext Paris	www.euronext.com
NL0010270872	BNP PARIBAS	FR0000131104	BNPP.PA	www.bnpparibas.com/	Euronext Paris	www.euronext.com
NL0010270880	BNP PARIBAS	FR0000131104	BNPP.PA	www.bnpparibas.com/	Euronext Paris	www.euronext.com
NL0010270898	BNP PARIBAS	FR0000131104	BNPP.PA	www.bnpparibas.com/	Euronext Paris	www.euronext.com
NL0010270906	BNP PARIBAS	FR0000131104	BNPP.PA	www.bnpparibas.com/	Euronext Paris	www.euronext.com
NL0010270914	BOUYGUES	FR0000120503	BOUY.PA	www.bouygues.com/	Euronext Paris	www.euronext.com
NL0010270922	BOUYGUES	FR0000120503	BOUY.PA	www.bouygues.com/	Euronext Paris	www.euronext.com
NL0010270930	BOUYGUES	FR0000120503	BOUY.PA	www.bouygues.com/	Euronext Paris	www.euronext.com
NL0010270948	CAP GEMINI	FR0000125338	CAPP.PA	www.fr.capgemini.com/	Euronext Paris	www.euronext.com
NL0010270955	CAP GEMINI	FR0000125338	CAPP.PA	www.fr.capgemini.com/	Euronext Paris	www.euronext.com
NL0010270963	CAP GEMINI	FR0000125338	CAPP.PA	www.fr.capgemini.com/	Euronext Paris	www.euronext.com

Series Number / ISIN Code	Underlying	ISIN Code of the Underlying	Reuters Code of the Underlying	Underlying website	Exchange	Exchange website
NL0010270971	CREDIT AGRICOLE	FR0000045072	CAGR.PA	www.credit-agricole.fr/	Euronext Paris	www.euronext.com
NL0010270989	CREDIT AGRICOLE	FR0000045072	CAGR.PA	www.credit-agricole.fr/	Euronext Paris	www.euronext.com
NL0010270997	EADS	NL0000235190	EAD.PA	www.eads.net/	Euronext Paris	www.euronext.com
NL0010271003	EADS	NL0000235190	EAD.PA	www.eads.net/	Euronext Paris	www.euronext.com
NL0010271011	EADS	NL0000235190	EAD.PA	www.eads.net/	Euronext Paris	www.euronext.com
NL0010271029	EADS	NL0000235190	EAD.PA	www.eads.net/	Euronext Paris	www.euronext.com
NL0010271037	FRANCE TELECOM	FR0000133308	FTE.PA	www.francetelecom.com/	Euronext Paris	www.euronext.com
NL0010271045	FRANCE TELECOM	FR0000133308	FTE.PA	www.francetelecom.com/	Euronext Paris	www.euronext.com
NL0010271052	KBC GROEP	BE0003565737	KBC.BR	www.kbc.be	Euronext Brussels	www.euronext.com
NL0010271060	KBC GROEP	BE0003565737	KBC.BR	www.kbc.be	Euronext Brussels	www.euronext.com
NL0010271078	LAFARGE	FR0000120537	LAFP.PA	www.lafarge.fr/	Euronext Paris	www.euronext.com
NL0010271086	LAFARGE	FR0000120537	LAFP.PA	www.lafarge.fr/	Euronext Paris	www.euronext.com
NL0010271094	MICHELIN	FR0000121261	MICP.PA	www.michelin.com/	Euronext Paris	www.euronext.com
NL0010271102	MICHELIN	FR0000121261	MICP.PA	www.michelin.com/	Euronext Paris	www.euronext.com
NL0010271110	MICHELIN	FR0000121261	MICP.PA	www.michelin.com/	Euronext Paris	www.euronext.com
NL0010271128	PEUGEOT	FR0000121501	PEUP.PA	www.psa.fr/	Euronext Paris	www.euronext.com
NL0010271136	PEUGEOT	FR0000121501	PEUP.PA	www.psa.fr/	Euronext Paris	www.euronext.com
NL0010271144	SANOFI-AVENTIS	FR0000120578	SASY.PA	www.sanofi-aventis.com/	Euronext Paris	www.euronext.com
NL0010271151	SOCIETE GENERALE	FR0000130809	SOGN.PA	www.societegenerale.fr	Euronext Paris	www.euronext.com
NL0010271169	SOCIETE GENERALE	FR0000130809	SOGN.PA	www.societegenerale.fr	Euronext Paris	www.euronext.com
NL0010271177	SOCIETE GENERALE	FR0000130809	SOGN.PA	www.societegenerale.fr	Euronext Paris	www.euronext.com
NL0010271185	SOCIETE GENERALE	FR0000130809	SOGN.PA	www.societegenerale.fr	Euronext Paris	www.euronext.com
NL0010271193	SOCIETE GENERALE	FR0000130809	SOGN.PA	www.societegenerale.fr	Euronext Paris	www.euronext.com

Series Number / ISIN Code	Underlying	ISIN Code of the Underlying	Reuters Code of the Underlying	Underlying website	Exchange	Exchange website
NL0010271201	TECHNIP	FR0000131708	TECF.PA	www.technip.com	Euronext Paris	www.euronext.com
NL0010271219	TOTAL	FR0000120271	TOTF.PA	www.total.com/	Euronext Paris	www.euronext.com
NL0010271227	TOTAL	FR0000120271	TOTF.PA	www.total.com/	Euronext Paris	www.euronext.com
NL0010271235	TOTAL	FR0000120271	TOTF.PA	www.total.com/	Euronext Paris	www.euronext.com
NL0010271243	TOTAL	FR0000120271	TOTF.PA	www.total.com/	Euronext Paris	www.euronext.com
NL0010271250	TOTAL	FR0000120271	TOTF.PA	www.total.com/	Euronext Paris	www.euronext.com
NL0010271268	VIVENDI	FR0000127771	VIV.PA	www.vivendi.com/corp/fr/home/	Euronext Paris	www.euronext.com
NL0010271276	VIVENDI	FR0000127771	VIV.PA	www.vivendi.com/corp/fr/home/	Euronext Paris	www.euronext.com
NL0010271284	VIVENDI	FR0000127771	VIV.PA	www.vivendi.com/corp/fr/home/	Euronext Paris	www.euronext.com