

Amended and Restated Final Terms dated 5 April 2013

BNP PARIBAS

(incorporated in France)

as Issuer

Issue of EUR 30,000,000 Index Linked Index Linked Redemption Notes due 5 July 2019

Series 15619

(the "Notes")

under the €90,000,000,000

Programme for the Issuance of Debt Instruments

(the Programme)

("Montaigne Double Opportunité")

The Notes will be offer to the public in the Republic of France from and including 8 April 2013
to and including 28 June 2013

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 (b) below, 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 may only do so:

- a) 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; or
- b) in those Public Offer Jurisdictions mentioned in Paragraph 58 of Part A below, provided such person is one of the persons mentioned in Paragraph 58 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

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.

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 approval of such supplement or updated version of the Base Prospectus, as the case may be (the "**Approval Date**", have the right within two working days of the Approval 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 (the "**Conditions**") set forth under the section entitled "Terms and Conditions of the Notes" and "Annex 1 – Additional Terms and Conditions for Index Linked Notes" in the Base Prospectus dated 1 June 2012 which received visa no 12-239 from the *Autorité des marchés financiers* ("**AMF**") on 1 June 2012 and the supplements to the Base Prospectus dated 22 June 2012, 7 August 2012, 14 September 2012, 30 October 2012, 22 November 2012 and 15 February 2013 (the "**Supplements**") 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 and the Supplements. 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 supplemented. These 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 and (save in respect of the Final Terms) on the Issuer's website (www.invest.bnpparibas.com). These Final Terms, the Base Prospectus and the Supplements will also be available on the AMF website (www.amf-france.org). A copy of these Final Terms, the Base Prospectus and the Supplements will be sent free of charge by the Issuer to any investor requesting such documents.

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| 1. | Issuer: | BNP Paribas |
| 2. | (i) Series Number: | 15619 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency: | Euro (" EUR ") |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | EUR 30,000,000 |
| | (ii) Tranche: | EUR 30,000,000 |
| 5. | Issue Price of Tranche: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | Minimum Trading Size: | EUR1,000 |
| 7. | (i) Specified Denominations: | EUR1,000 |

	(ii)	Calculation Amount:	EUR1,000
8.	(i)	Issue Date:	8 April 2013
	(ii)	Interest Commencement Date:	Not Applicable
9.		Maturity Date:	5 July 2019 or if that is not a Business Day the immediately succeeding Business Day.
10.		Form of Notes:	Bearer
11.		Interest Basis:	Not Applicable
12.		Redemption/Payment Basis:	See Index Linked Redemption (further particulars specified below)
13.		Change of Interest Basis or Redemption/Payment Basis:	None
14.		Put/Call Options:	None
15.		Status of the Notes:	Senior
16.		BNP Paribas Tax Gross-up:	Condition 6(a) applies
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:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

20.		Fixed Rate Provisions:	Not Applicable
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.		Inflation Linked Interest provisions:	Not Applicable

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| 26. | Commodity Linked Interest Provisions: | Not Applicable |
| 27. | Fund Linked Interest Provisions: | Not Applicable |
| 28. | ETI 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) (Condition 3(b)): | TARGET2 only |

PROVISIONS RELATING TO REDEMPTION

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| 32. | Issuer Call Option: | Not Applicable |
| 33. | Noteholder Put Option: | Not Applicable |
| 34. | Final Redemption Amount: | See Index Linked Redemption Amount |
| 35. | Index Linked Redemption Amount: | Applicable |

- (i) Index/Basket of Indices: The EURO STOXX 50® Index, as calculated and sponsored by the Index Sponsor.
This is a Composite Index
- (ii) Index Currency: EUR
- (iii) Screen Page: Bloomberg page "SX5E Index"
- (iv) Formula: Unless the Notes have been previously redeemed or purchased and cancelled by the Issuer, the Calculation Agent shall determine the Index Linked Redemption Amount as follows:

a) if **INDEX final** is greater than or equal to 65% x **INDEX Initial**, then the Index Linked Redemption Amount shall be:

$$N \times \left[100\% + \text{Max} \left(0; \frac{\text{Lookback} - \text{index}_{\text{initial}}}{\text{Index}_{\text{initial}}} \right) \right]$$

Otherwise

b) the Index Linked Redemption Amount shall be calculated in accordance with the following formula:

$$N \cdot \left[100\% - \text{Min} \left(0; \frac{\text{Index}_{\text{Final}} - \text{Index}_{\text{Initial}}}{\text{Index}_{\text{Initial}}} \right) \right]$$

(For avoidance of doubt, such amount will be lower than the principal amount of the Notes or could even be nil).

Where:

"**INDEX Final**" means the Settlement Price of the Index on the Redemption Valuation Date

"**INDEX Initial**" means the Settlement Price of the Index on the Strike Date

"**Lookback**" means the highest Settlement Price of the Index during the Lookback Period

"**Lookback Period**" means all

Exchange Business Days from and including the Strike Date and the Redemption Valuation Date

“N” means Calculation Amount

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| (v) | Settlement Price: | As per Conditions |
| (vi) | Disrupted Day: | If the Redemption Valuation Date or an Automatic Early Valuation Date is a Disrupted Day, the Settlement Price will be calculated in accordance with Annex 1 |
| (vii) | Specified Maximum Days of Disruption: | As defined in Annex 1 |
| (viii) | Calculation responsible Agent for calculating the redemption amount due: | BNP Paribas Arbitrage SNC (the “ Calculation Agent ”)

All determination in respect of the Notes shall be made by the Calculation Agent in its sole and absolute discretion acting in good faith and in a commercially reasonable manner and shall be binding on the Noteholders in the absence of manifest error |
| (ix) | Provisions for determining redemption amount where calculation by reference to Formula is impossible or impracticable: | As per Conditions |
| (x) | Strike Date: | 28 June 2013 |
| (xi) | Averaging: | Averaging does not apply to the Notes |
| (xii) | Redemption Valuation Date: | 28 June 2019 |
| (xiii) | Observation Date(s): | Not applicable |
| (xiv) | Observation Period: | Not Applicable |
| (xv) | Exchange Business Day: | Single Index Basis |
| (xvi) | Scheduled Trading Day: | Single Index Basis |
| (xvii) | Exchange(s) and Index Sponsor: | a) the relevant Exchange is as set out in the Conditions; and

b) the relevant Index Sponsor is STOXX Limited or any successor thereto. |
| (xviii) | Related Exchange: | All Exchanges |
| (xix) | Weighting: | Not Applicable |
| (xx) | Valuation Time: | Scheduled Closing Time |

(xxi)	Index	Correction	As per Conditions
	Period:		
(xxii)	Optional	Additional	The following Optional Additional
	Disruption Events:		Disruption Events apply to the Notes: - Increased Cost of Hedging
		Trade Date:	6 March 2013
			Delayed Redemption on the Occurrence of Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable
(xxiii)	Market Disruption:		Specified Maximum Days of Disruption will be equal to 8 (eight)
(xxiv)	Knock-in Event:		Not Applicable
(xxv)	Knock-out Event:		Not Applicable
(xxvi)	Automatic	Early	Applicable
	Redemption Event:		If the Settlement Price of the Index on the relevant Automatic Early Redemption Valuation Date is greater than or equal to the Automatic Early Redemption Level, the Notes will be redeemed early on the relevant Automatic Early Redemption Date at the corresponding Automatic Early Valuation Amount
a)	Automatic	Early	Redemption
	Amount:		$N \times [100\% + n \times 10\%]$ with $n = 1,2,3$ per Calculation Amount
b)	Automatic	Early	Redemption
	Date(s):		7 July 2014 (n=1) 7 July 2015 (n=2) 7 July 2016 (n=3)
c)	Automatic Early Redemption Level:		100% of INDEX Initial
d)	Automatic Early Redemption Rate:		Not Applicable
e)	Automatic	Early	Redemption
	Valuation Date(s)		30 June 2014 (n=1) 30 June 2015 (n=2) 30 June 2016 (n=3)
(xxvii)	Delayed Redemption		Not Applicable
	on Occurrence of		
	Index Adjustment		
	Event:		
(xxviii)	Other terms or special		Not Applicable
	conditions:		
(xxix)	Additional provisions		Not Applicable
	applicable to Custom		
	Indices:		

36.	Share Linked Redemption Amount:	Not Applicable
37.	Inflation Linked Redemption Amount:	Not Applicable
38.	Commodity Linked Redemption Amount:	Not Applicable
39.	Fund Linked Redemption Amount:	Not Applicable
40.	Credit Linked Notes:	Not Applicable
41.	ETI Linked Redemption Amount:	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 5(e)):	
45.	Provisions applicable to Physical Delivery:	Not Applicable
46.	Variation of Settlement: (i) Issuer's option to vary settlement: (ii) Variation of Settlement of Physical Delivery Notes:	The Issuer does not have the option to vary settlement in respect of the Notes. Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

47.	Form of Notes:	Bearer Notes
	New Global Note:	No
		Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive 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 only

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| 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 |
| | -Instalment Amounts: | Not Applicable |
| | -Instalment Dates: | Not Applicable |
| 52. | Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 53. | Other terms or special conditions: | Not Applicable |

DISTRIBUTION

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| 54. | (i) If syndicated, names and addresses of Managers and underwriting commitments (specifying Lead Manager): | Not Applicable |
| | (ii) Date of Subscription Agreement: | Not Applicable |
| | (iii) <i>Stabilising Manager (if any):</i> | Not Applicable |
| 55. | If non-syndicated, name and address of Dealer: | BNP Paribas UK Limited, 10 Harewood Avenue, London NW1 6AA, United Kingdom |
| 56. | Total commission and concession: | The reference to Issue Price is not an expression of market value and does not imply that transactions in the market will not be executed at prices above or below such Issue Price to reflect prevailing market conditions. In connection with the offer and sale of the Notes, the Distributor will acquire the Notes from the Issuer at a discount to the Issue |

Price or at the Issue Price. If the Distributor acquires the Notes at the Issue Price, the Issuer will pay to the Distributor a distribution fee. Such amounts received by the Distributor may be in addition to the brokerage cost/fee normally applied by the Distributor. The purchaser acknowledges that such distribution fee may be retained by the Distributor. Further information is available from the Distributor upon request.

57. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
58. Non exempt Offer: An offer of Notes may be made by the Dealer and the distributor(s) (together with the Dealer, the “**Financial Intermediaries**”) other than pursuant to Article 3(2) of the Prospectus Directive in France (the “**Public Offer Jurisdiction**”) during the “**Offer Period**” (as defined in Item 10(i) of PART B below)
- See further Paragraph 10 of PART B below
59. Additional selling restrictions: Not Applicable

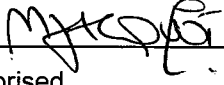
PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue, public offer in the Public Offer Jurisdictions 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

- (i) Listing: Euronext Paris
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Euronext Paris S.A. with effect from the Issue Date.
- In this respect investors are advised that, a new base prospectus is expected to be approved by the AMF by 30 May 2013 and such listing and admission to trading will be made pursuant to such new base Prospectus, however the terms and conditions applicable to the Notes will remain as those set out forth in the Base Prospectus dated 1 June 2012.
- (iii) Estimate of total expenses related to admission to trading: EUR 2,529

2. Ratings

The Notes to be issued have not been rated

3. Risk Factors

The attention of potential purchasers is drawn to the Risk factors set out in the Base Prospectus as so supplemented, with particular reference to those relating to Index Linked Notes. Potential investors should in particular note that the return of the Notes described herein is linked to 1 equity index. Small movements in the Index may adversely affect the value of the Notes and could result in the Noteholders receiving upon final redemption an amount which may be lower than the principal amount of the Notes (or even nil)

4. Interests of Natural and Legal Persons Involved in the Issue/Offer

Save for any fees payable to the Dealers, 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

- (i) Reasons for the offer: *See "Use of Proceeds" wording in Base Prospectus*
- (ii) Estimated net proceeds: EUR 30,000,000
- (iii) Estimated total expenses: see item 1(ii) above

6. **Fixed Rate Notes only – Yield**

Not Applicable

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**

Calculation methodology, details of past performance and other background information in respect of the index may be obtained from the website of the relevant Index Sponsor and/or the relevant Screen Page as follows:

Index	Website	Screen Page
EURO STOXX 50 [®] Index	www.stoxx.com	Bloomberg SX5E Index

The Notes are subject to market disruption event provisions and adjustment rules in relation to events concerning the underlying Index.

INDEX DISCLAIMER

STOXX and its licensors, including Dow Jones & Company, Inc. (the “Licensors”) have no relationship to BNP Paribas, other than the licensing of the EURO STOXX 50[®] and the related trademarks for use in connection with the Notes.

STOXX and its Licensors do not:

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

STOXX and its Licensors will not have any liability in connection with the Notes. 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 Notes, the owner of the Notes or any other person in connection with the use of the relevant index and the data included in the EURO STOXX 50[®];
 - The accuracy or completeness of the relevant index and its data;
 - The merchantability and the fitness for a particular purpose or use of the EURO STOXX 50[®] and its data;
- STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the EURO STOXX 50[®] 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 Notes or any other third parties.

General disclaimer

None of the Issuer, the Calculation Agent or any Agents accepts responsibility for the calculation, maintenance or publication of the Index or any successor index.

9. Operational Information

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| (i) | ISIN Code: | XS0905654785 |
| (ii) | Common Code: | 090565478 |
| (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: | No |

10. Public Offers Applicable

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| (i) | Offer Period: | From (and including) 8 April 2013 to (and including) 28 June 2013 |
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Investors should note that the Offer Period (as defined herein) relating to the Notes will end after the date falling 12 months after the date of the 2012 Base Prospectus. Application will be made for an updated Base Prospectus (the **2013 Base Prospectus**) relating to the Programme to be approved as a base prospectus by AMF in its capacity as competent authority by 30 May 2013 (the **Approval Date**) and will be published on the website of the AMF on such date in accordance with Article 14 of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). Any investors who have indicated acceptances of the Offer (as defined herein) prior to the Approval Date have the right, within two working days of the Approval Date, to withdraw such acceptance.

- (ii) Offer Price: 100 per cent.
- (iii) Conditions to which the offer is subject: Offers of the Notes are conditional on their issue and on any additional conditions set out in the standard terms of business of the Financial Intermediaries, notified to investors by such relevant Financial Intermediaries.
- The Issuer reserves the right to withdraw the offer of the Notes at any time on or prior to the Issue Date. 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 Notes.
- (iv) Description of the application process: Application to subscribe for the Notes can be made in France at the offices of a relevant distributor. The distributor of the Notes will be carried out in accordance with the distributor's usual procedure notified to investors by such distributor.
- (v) Details of the minimum and/or maximum amount of application: The minimum amount of application is the Specified Denomination
- (vi) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not applicable
- (vii) Details of the method and time limits for paying up and delivering the Notes: The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. Investors will be notified by the relevant Financial Intermediary of their allocation of Notes and the settlement arrangements in respect thereof.
- (viii) Manner and date in which the results of the offers are to be made public: Not applicable
- (ix) Procedure for exercise of any right of-pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not applicable
- (x) Categories of potential investors to which the Notes are offered: Retail, private and institutional investors in France.
- In other EEA countries, offers will only be made

by the Financial Intermediaries pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.

- (xi) Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Not applicable
- (xii) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: As per French Taxation

11. Placing and Underwriting

- (i) Name and address of the co-ordinator(s) of the global offer and of single parts to the offer: Not applicable
- (ii) Name and address of any paying agents and depository agents in each country (in addition to the Principal Security Agent): Not applicable
- (iii) 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: Details of any distributors are available upon request
BNP Paribas UK Limited will subscribe the Notes on the Issue Date
- (iv) When the underwriting agreement has been or will be reached: Not applicable