

FINAL TERMS DATED 20 MAY 2013

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

BNP Paribas
(incorporated in France)
(as Guarantor)

(Warrant and Certificate Programme)

EUR "Capped Bonus Last Minute" 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
FR0011499094	328,800	328,800	93585186	M429B	EUR 1.16	26-Mar-14	1
FR0011499102	14,500	14,500	93585275	M430B	EUR 28.82	24-Sep-14	1
FR0011499110	29,300	29,300	93585305	M431B	EUR 14.87	25-Jun-14	1
FR0011499136	9,300	9,300	93586115	M432B	EUR 44.94	25-Jun-14	1
FR0011499144	11,300	11,300	93588088	M433B	EUR 39.19	26-Mar-14	1
FR0011499169	22,900	22,900	93588118	M434B	EUR 18.81	25-Jun-14	1
FR0011499185	61,100	61,100	93588126	M435B	EUR 7.07	26-Mar-14	1
FR0011499193	10,500	10,500	93588134	M436B	EUR 43.04	26-Mar-14	1
FR0011499219	24,400	24,400	93588169	M437B	EUR 18.19	26-Mar-14	1
FR0011499227	52,300	52,300	93588177	M438B	EUR 8.25	26-Mar-14	1
FR0011499235	8,300	8,300	93588193	M439B	EUR 53.72	26-Mar-14	1
FR0011499243	6,200	6,200	93588215	M440B	EUR 67.54	25-Jun-14	1
FR0011499326	125,300	125,300	93588916	M441B	EUR 3.53	26-Mar-14	1
FR0011499334	7,300	7,300	93590929	M442B	EUR 58.23	25-Jun-14	1
FR0011499367	12,800	12,800	93590937	M443B	EUR 32.68	25-Jun-14	1
FR0011499375	59,700	59,700	93591542	M444B	EUR 7.10	26-Mar-14	1
FR0011499383	5,400	5,400	93591569	M445B	EUR 84.44	26-Mar-14	1
FR0011499391	10,500	10,500	93591585	M446B	EUR 41.14	26-Mar-14	1
FR0011499409	36,500	36,500	93591615	M447B	EUR 10.40	25-Jun-14	1
FR0011499417	12,000	12,000	93591623	M448B	EUR 37.58	25-Jun-14	1
FR0011499425	27,600	27,600	93591640	M449B	EUR 15.63	25-Jun-14	1

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.

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: 15 May 2013.
4. Issue Date: 20 May 2013.
5. Consolidation: Not applicable.
6. Type of Securities:
 - (a) Certificates.
 - (b) The Securities are Share Securities.

The Certificates are Capped Bonus Last Minute 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 set out in the table 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 (*Additional Terms and Conditions for Share Securities*).

(j) Disrupted Day:	As per Conditions.
(k) Specified Maximum Days of Disruption:	20 (twenty) Scheduled Trading Days.
(l) Valuation Time:	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 Events apply 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:	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.
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(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:	<p>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:</p> <p>1) If the relevant Underlying is strictly greater than the Security Barrier on the Redemption Valuation Date:</p> <p style="text-align: center;">Bonus Level / Parity</p> <p>2) Otherwise:</p> <p style="text-align: center;">Settlement Price / Parity</p> <p><i>NB: with a maximum Cash Settlement Amount equal to (Bonus Level / Parity)</i></p> <p><i>Where:</i> 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.</p>
(i) Bonus Level:	As set out in the table in Part C - "Other Applicable Terms".
(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:	As set out in the table in Part C - "Other Applicable Terms".
(ix) Strike Price:	Not applicable.
(x) Upper Level:	Not applicable.
(xi) Other:	Not applicable.
(v) Renunciation Notice Cut-off Time:	Not applicable.
(w) Strike Date:	15 May 2013.
(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 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 7 of Part B below.

PROVISIONS RELATING TO COLLATERAL AND SECURITY

45.	Collateral Security Conditions:	Not applicable.
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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 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 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 Capped Bonus Last Minute Certificates relating to a Share and denominated in EUR.

The Holder shall receive on the Redemption Date, in respect of each Certificate, a Cash Settlement Amount, as set out in definition of Cash Settlement Amount in **Part A §40(u)**. Such amount will be paid in EUR.

If the relevant Underlying is strictly greater than the Security Barrier on the Redemption Valuation Date, then the Cash Settlement Amount shall be equal to the Bonus Level divided by Parity. Otherwise, the Holder will receive the Settlement Price divided by Parity (with a maximum Cash Settlement Amount equal to the Bonus Level divided by Parity).

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 the volatility of each Underlying 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	Security Barrier	Bonus Level	Redemption Valuation Date
FR0011499094	EUR 0.99	EUR 1.52	21-Mar-14
FR0011499102	EUR 24.50	EUR 34.41	19-Sep-14
FR0011499110	EUR 13.09	EUR 17.06	20-Jun-14
FR0011499136	EUR 39.55	EUR 53.70	20-Jun-14
FR0011499144	EUR 35.66	EUR 44.31	21-Mar-14
FR0011499169	EUR 16.55	EUR 21.86	20-Jun-14
FR0011499185	EUR 6.43	EUR 8.18	21-Mar-14
FR0011499193	EUR 39.17	EUR 47.77	21-Mar-14
FR0011499219	EUR 16.55	EUR 20.52	21-Mar-14
FR0011499227	EUR 7.51	EUR 9.55	21-Mar-14
FR0011499235	EUR 48.89	EUR 60.16	21-Mar-14
FR0011499243	EUR 59.44	EUR 80.10	20-Jun-14
FR0011499326	EUR 3.21	EUR 3.99	21-Mar-14
FR0011499334	EUR 51.24	EUR 68.92	20-Jun-14
FR0011499367	EUR 28.75	EUR 38.92	20-Jun-14
FR0011499375	EUR 6.46	EUR 8.38	21-Mar-14
FR0011499383	EUR 76.84	EUR 92.69	21-Mar-14
FR0011499391	EUR 37.43	EUR 47.47	21-Mar-14
FR0011499409	EUR 9.15	EUR 13.69	20-Jun-14
FR0011499417	EUR 33.07	EUR 41.70	20-Jun-14
FR0011499425	EUR 13.75	EUR 18.11	20-Jun-14

Series Number / ISIN Code	Underlying	ISIN Code of the Underlying	Reuters Code of the Underlying	Underlying website	Exchange	Exchange website
FR0011499094	ALCATEL-LUCENT	FR0000130007	ALUA.PA	www.alcatel.fr	Euronext Paris	www.euronext.com
FR0011499102	ALSTOM	FR0010220475	ALSO.PA	www.alstom.com	Euronext Paris	www.euronext.com
FR0011499110	AXA	FR0000120628	AXAF.PA	www.axa.fr/	Euronext Paris	www.euronext.com
FR0011499136	BNP PARIBAS	FR0000131104	BNPP.PA	www.bnpparibas.com/	Euronext Paris	www.euronext.com
FR0011499144	CAP GEMINI	FR0000125338	CAPP.PA	www.fr.capgemini.com/	Euronext Paris	www.euronext.com
FR0011499169	CGG VERITAS	FR0000120164	GEPH.PA	www.cgg.com/	Euronext Paris	www.euronext.com
FR0011499185	CREDIT AGRICOLE	FR0000045072	CAGR.PA	www.credit-agricole.fr/	Euronext Paris	www.euronext.com
FR0011499193	EADS	NL0000235190	EAD.PA	www.eads.net/	Euronext Paris	www.euronext.com
FR0011499219	EDF	FR0010242511	EDF.PA	www.edf.fr/	Euronext Paris	www.euronext.com
FR0011499227	FRANCE TELECOM	FR0000133308	FTE.PA	www.francetelecom.com/	Euronext Paris	www.euronext.com
FR0011499235	LAFARGE	FR0000120537	LAFP.PA	www.lafarge.fr/	Euronext Paris	www.euronext.com
FR0011499243	MICHELIN	FR0000121261	MICP.PA	www.michelin.com/	Euronext Paris	www.euronext.com
FR0011499326	NATIXIS	FR0000120685	CNAT.PA	www.natixis.fr/	Euronext Paris	www.euronext.com
FR0011499334	RENAULT	FR0000131906	RENA.PA	www.renault.fr	Euronext Paris	www.euronext.com
FR0011499367	SAINT-GOBAIN	FR0000125007	SGOB.PA	www.saint-gobain.com/	Euronext Paris	www.euronext.com
FR0011499375	ST MICROELECTRONICS	NL0000226223	STM.PA	www.st.com/	Euronext Paris	www.euronext.com
FR0011499383	TECHNIP	FR0000131708	TECF.PA	www.technip.com	Euronext Paris	www.euronext.com
FR0011499391	VALLOUREC	FR0000120354	VLLP.PA	www.vallourec.com/	Euronext Paris	www.euronext.com
FR0011499409	VEOLIA ENVIRONNEMENT	FR0000124141	VIE.PA	www.veoliaenvironnement.com/	Euronext Paris	www.euronext.com
FR0011499417	VINCI	FR0000125486	SGEF.PA	www.vinci.com/	Euronext Paris	www.euronext.com
FR0011499425	VIVENDI	FR0000127771	VIV.PA	www.vivendi.com/corp/fr/home/	Euronext Paris	www.euronext.com