

**FINAL TERMS DATED 1 March 2013**

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

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

(Warrant and Certificate Programme)

**Issue of 2,000,000 American Style Cash Settled Call Warrants due 5 May 2015 relating to ordinary shares of Mahindra & Mahindra Financial Services Ltd referenced in a Corporate Action Notice dated 15 February 2013**

**To be consolidated and form a single series with the 500,000 American Style Cash Settled Call Warrants due 5 May 2015 relating to ordinary shares of Mahindra & Mahindra Financial Services Ltd issued on 19 December 2012**

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that 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 in that Relevant Member State of the Securities may only do so 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. 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 which constitutes 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). For the avoidance of doubt, none of the 2005 Warrant Conditions, January 2006 Warrant Conditions, June 2006 Warrant Conditions, December 2006 Warrant Conditions, March 2007 Warrant Conditions, May 2007 Warrant Conditions, May 2008 Warrant Conditions, August 2008 Warrant Conditions, June 2009 Warrant Conditions, June 2010 Securities Conditions, March 2011 Securities Conditions, June 2011 Securities Conditions, September 2011 Securities Conditions and April 2012 Securities Conditions (each as defined and incorporated by reference in the Base Prospectus dated 1 June 2012) applies/apply to the Warrants that are the subject of this Final Terms. 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. 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 is 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 this document may be obtained free of charge at the specified office 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 FUNGIBLE SECURITIES ISSUED	NO. OF WARRANTS PER UNIT	ISIN	COMMON CODE	ISSUE PRICE PER FUNGIBLE SECURITY	CALL/ PUT	EXERCISE PRICE	EXERCISE PERIOD	RELEVANT JURISDICTION	SHARE AMOUNT/ DEBT SECURITY AMOUNT
WT3763TI W	2,000,000	N/A	NL00102 56210	086851008	N/A	CALL	USD 0.000001	Issue Date to Expiration Date	India	1

## 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: The Trade Date of the Fungible Securities is 15 February 2013
4. Issue Date: The Issue Date of the Fungible Securities is 1 March 2013
5. Consolidation: Issue of 2,000,000 American Style Cash Settled Call Warrants due 5 May 2015 relating to ordinary shares of Mahindra & Mahindra Financial Services Ltd referenced in a Corporate Action Notice dated 15 February 2013 (the "Fungible Securities") are to be consolidated and form a single series with the 500,000 American Style Cash Settled Call Warrants due 5 May 2015 relating to ordinary shares of Mahindra & Mahindra Financial Services Ltd issued on 19 December 2012 (the "Original Securities", together with the Fungible Securities, the "Securities")
6. Type of Securities:
  - (a) Warrants.
  - (b) The Securities are Share Securities.
  - (c) The Warrants are American Style Warrants.

The Warrants are Call Warrants

Automatic Exercise applies.

The provisions of Annex 2 (*Additional Terms and Conditions for Share Securities*) and Annex 9 (*Additional Terms and Conditions for Market Access Securities*) shall apply.
7. Form of Securities: Clearing System Global Security
8. Business Day Centre(s): The applicable Business Day Centres for the purposes of the definition of "Business Day" in Condition 1 are Mumbai and New York.
9. Settlement: Settlement will be by way of cash payment (Cash Settled Securities).
10. Variation of Settlement:
  - (a) Issuer's option to vary The Issuer does not have the option to vary settlement in respect of the

	settlement:	Securities.
(b)	Variation of Settlement of Physical Delivery Securities:	Not applicable.
11.	Relevant Asset(s):	Not applicable.
12.	Entitlement:	Not applicable.
13.	Exchange Rate:	The applicable rate of exchange for conversion of any amount into the relevant settlement currency for the purposes of determining the Settlement Price (as defined in the relevant Annex to the Terms and Conditions) or the Cash Settlement Amount (as defined in Condition 1) is the actually executed Indian Rupees ("INR")/U.S. dollars ("USD") exchange rate on the final Averaging Date, as determined by the Calculation Agent.
14.	Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is USD.
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, Luxembourg Branch.
18.	Registrar:	Not applicable.
19.	Calculation Agent:	BNP Paribas Arbitrage S.N.C.
20.	Governing law:	English law.
21.	Special conditions or other modifications to the Terms and Conditions:	Not applicable.

#### **PRODUCT SPECIFIC PROVISIONS (ALL SECURITIES)**

22.	Index Securities:	Not applicable.
23.	Share Securities:	Applicable.
(a)	Share(s)/Share Company/Basket Company/GDR/ADR:	Ordinary shares of Mahindra & Mahindra Financial Services Ltd.
(b)	Relative Performance Basket:	Not applicable.
(c)	Share Currency:	INR.
(d)	Exchange(s):	The National Stock Exchange of India Limited.
(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:	Please refer to Paragraph 39(m) of these Final Terms.
	(j) Disrupted Day:	If the relevant Settlement Price Date or an Averaging Date, as the case may be, is a Disrupted Day, the Settlement Price will be calculated in accordance with the definition of "Valuation Date" as set out in Condition 20.
	(k) Specified Maximum Days of Disruption:	As defined in Condition 1.
	(l) Valuation Time:	As defined in Condition 20.
	(m) Delayed Redemption on Occurrence of an Extraordinary Event (in the case of Certificates only):	Not applicable.
	(n) Share Correction Period	As per Conditions.
	(o) Dividend Payment:	Not applicable.
	(p) Listing Change:	Applicable.
	(q) Listing Suspension:	Applicable.
	(r) Illiquidity:	Not 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:	Applicable.
	(a) Share Security:	Applicable.
	(b) Share Amount:	1

	(c) Market Access Security Condition 1 of Annex 9:	Applicable.
	(d) Market Access Security Condition 2 of Annex 9:	Applicable.
	(e) Market Access Security Condition 3 of Annex 9:	Applicable.
	(f) Market Access Security Condition 4 of Annex 9:	Applicable.
	(g) Market Access Security Condition 5 of Annex 9:	Applicable.
	(h) Market Access Security Condition 6 of Annex 9:	Not applicable.
	(i) Market Access Security Condition 7 of Annex 9:	Applicable, save that Condition 7 of Annex 9 shall be amended by the deletion of the words "Euronext Amsterdam and admission to trading on the regulated market of Euronext Amsterdam" and the insertion of the words "the Luxembourg Stock Exchange and admission to trading on the Luxembourg Stock Exchange's regulated market" in their place.
	(j) Market Access Security Condition 8 of Annex 9 (in the case of Warrants only):	Not applicable.
	(k) Other terms or special conditions:	Not applicable.
	(l) Market Access Security Condition 9 of Annex 9:	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:  Increased Cost of Hedging  Insolvency Filing  Currency Event

#### Force Majeure Event

#### Jurisdiction Event

- (b) For the purposes of the Conditions it shall also constitute a Force Majeure Event if, by virtue of the SEBI Press Release, it is, becomes or will become illegal, impossible or impracticable in whole or in part for the Issuer to enter into or perform its obligations under any Relevant Instruments or for any Relevant Instruments to remain outstanding, including where, in the opinion of the Issuer, the effect would be to impose any limit on the notional amount of any such Relevant Instruments which may be or remain outstanding or to require any or all of such Relevant Instruments to be unwound, cancelled or terminated.

Upon the occurrence of such Force Majeure Event, the Issuer shall have the sole and absolute discretion to elect and cancel any Warrants/Certificates by giving notice to the Holders in accordance with Condition 11. The Issuer shall have an absolute discretion in determining whether to exercise its rights to cancel the Warrants/Certificates and/or to cancel or terminate any other Relevant Instruments, and shall have no duty to have regard to the interests of holders or any other person in determining which (if any) of the Relevant Instruments shall be cancelled or terminated, nor whether any such cancellation or termination should be in whole or in part.

**"Offshore Derivative Instruments"** means offshore derivative instruments within the meaning of the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 (as amended) and any legislation replacing or supplementing the same and guidelines and circulars published by SEBI pursuant thereto as such may be interpreted and/or applied from time to time.

**"Relevant Instruments"** means the Warrants/Certificates and any other securities, instruments or contracts issued or entered into by the Issuer and any of its Affiliates which are, or are commonly regarded by SEBI as, Offshore Derivative Instruments.

**"SEBI Press Release"** means the proposals set out in the SEBI Press Release (PR No. 286/2007) issued pursuant to the Board Meeting of SEBI held on 25th October, 2007 (as the same may be reissued or modified), and any actual or proposed change in law or regulations or rules imposed by any regulatory or governmental authority in India to implement such proposals or which would, or are reasonably expected to have (or are expressed to be intended to have) a comparable effect to such proposals or otherwise would limit and/or restrict the ability of Foreign Institutional Investors and/or any of its sub-accounts in

India to enter into or perform Offshore Derivative Instruments or require any or all of such Offshore Derivative Instruments to be unwound, cancelled or terminated.

37. Knock-in Event: Not applicable.

38. Knock-out Event: Not applicable.

#### PROVISIONS RELATING TO WARRANTS

39. Provisions relating to Warrants: Applicable.

(a) Units: Warrants must be exercised in Units. Each Unit consists of the number of Warrants set out in "Specific Provisions for each Series" above.

(b) Minimum Exercise Number: The minimum number of Warrants that may be exercised (including automatic exercise) on any day by any Holder is one and Warrants may only be exercised (including automatic exercise) in integral multiples of one Warrant in excess thereof.

(c) Maximum Exercise Number: The maximum number of Warrants that must be exercised on any day by any Holder or group of Holders (whether or not acting in concert) is the number of Warrants outstanding at the relevant time.

(d) Exercise Price(s): The exercise price(s) per Warrant (which may be subject to adjustment in accordance with Annex 2 in the case of Share Securities and Annex 1 in the case of Index Securities) is set out in "Specific Provisions for each Series" above.

(e) Exercise Date: Not applicable.

(f) Exercise Period: The exercise period in respect of the Warrants is set out in "Specific Provisions for each Series" above, inclusive of the dates specified, or if either day specified is not an Exercise Business Day, the immediately succeeding Exercise Business Day.

(g) Renouncement Notice Cut-off Time: Not applicable.

(h) Valuation Date: As defined in Condition 20.

(i) Strike Date: Not applicable.

(j) Averaging: Averaging applies to the Warrants. The Averaging Dates are the seven consecutive Scheduled Trading Days commencing on (and including) the earlier of the Actual Exercise Date and 5 May 2015 (the "Expiration Date") (the "Valuation Period").

In the event that an Averaging Date is a Disrupted Day, Postponement (as defined in Condition 20) will apply.



(k) Observation Dates: Not applicable.

(l) Cash Settlement Amount: A Holder, upon due exercise, will receive from the Issuer on the Settlement Date, in respect of each Warrant, a Cash Settlement Amount calculated by the Calculation Agent (which shall not be less than zero) equal to:

$$\text{MAX} \left[ 0, [1 - \text{Tax}] * [\text{Settlement Price} - \text{Exercise Price}] \right] * \text{Share Amount}$$

where:

- "Costs" means any costs, expenses, duties, taxes, levies, registration fees or other charges of whatever nature (other than interest, additions to tax or penalties which have been imposed as a result of errors, omissions, negligence or intentional misconduct on the part of the Issuer and/or its Affiliates), which are incurred, sustained or would become payable by the Issuer and/or the hedge provider as a result of, or in connection with (i) the exercise of the Warrants and/or any payment and/or delivery in respect thereof, and/or (ii) the realisation or disposal of any Shares or any other security or securities or instrument(s) held by the Issuer, its Affiliate and/or the hedge provider in connection with any relevant hedging arrangements in respect of the Warrants;

However, the foregoing taxes and costs are limited to those that a foreign institutional investor would pay or incur where it is incorporated in France, which has entered into a tax treaty with India providing tax related benefits or exemptions to payees incorporated in such jurisdiction but taxes does not include any French tax, levy, impost, duty, charge, assessment or fee, including but without limitation income, capital gains, withholding, wealth, value-added, sales, use, excise, goods, services, consumption, transaction, or similar tax or impost;

- "Exercise Price" means the exercise price as set out in "Specific Provisions for each Series" above;
- "Share Amount" means 1;
- "Settlement Price" means, in respect of the Valuation Period, the Calculation Agent's good faith determination of the arithmetic average price per Share (net of any Costs) which the Issuer or its affiliate obtains in selling or otherwise realising the Shares or unwinding any relevant hedging arrangements held directly or indirectly by the hedge provider to hedge the Issuer's obligation in respect of the Warrants during the Valuation Period converted into the Settlement Currency by the Calculation Agent

using the Exchange Rate (specified in paragraph 13 above) or such other factors as the Calculation Agent shall determine; and

- "Tax" means 0.001.

(m) Settlement Date: As defined in Condition 20.

#### **PROVISIONS RELATING TO CERTIFICATES**

40. Provisions relating to Certificates: Not applicable.

#### **DISTRIBUTION AND US SALES ELIGIBILITY (ALL SECURITIES)**

41. Selling Restrictions: The selling restrictions of the Relevant Jurisdiction as set out in the Base Prospectus shall apply to the Securities.

(a) Eligibility for sale of Securities in the United States to AIs (N.B. Only US Securities issued by BNPP can be so eligible): 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 (N.B. except as provided in (c) below only U.S. Securities issued by BNPP can be so eligible): 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 (N.B. All U.S. Securities issued by BNPP B.V. must include these restrictions in lieu of restrictions in (a) or (b) above) 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: Not applicable.

#### **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 of the Securities and admission to trading on the Luxembourg Stock Exchange's regulated market and listing on the Official List of Luxembourg Stock Exchange 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 the Annex (the "Information About the Shares") consists of extracts from or summaries of information that is publicly available in respect of the Share Company (as defined therein). 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 Bloomberg, 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: .....

Duly authorised

## **PART B – OTHER INFORMATION**

### **1. Listing and Admission to trading**

Application has been made to list the Securities on the Official List of the Luxembourg Stock Exchange and to admit the Securities for trading on the Luxembourg Stock Exchange's regulated market.

### **2. Ratings**

Ratings: The Securities to be issued have not been rated.

### **3. Interests of Natural and Legal Persons Involved in the Issue/Offer**

Save as discussed in the "*Potential Conflicts of Interest*" paragraph in the "*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.

### **4. Performance of Underlying/Formula/Other Variable, Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying**

An investment in the Securities provides Holders with a return calculated by reference to the difference between the Exercise Price and the price of the Shares upon exercise.

The higher the price of the Shares in comparison to the Exercise Price, the higher the payoff at expiry or exercise.

The attention of potential purchasers of the Securities is drawn to the section entitled "Risk Factors" set out in the Base Prospectus as modified and supplemented with particular reference to those risk factors relating to Share Securities, Securities linked to Emerging Markets, Warrants and Market Access Products. Potential purchasers of the Securities should note that, in particular, the return in respect of the Securities described herein is linked to the value of the Shares.

The past performance of the Share and its volatility may be found by reference to the Bloomberg page MMFS IN.

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

### **5. Operational Information**

Relevant Clearing System(s): Euroclear and Clearstream, Luxembourg.

## **ANNEX**

### **INFORMATION ABOUT THE SHARES**

Bloomberg Financial Markets Information Service is the source of all the information set out in this Annex. The Issuer accepts responsibility only for the accurate extraction of the information contained in this Annex extracted from such source and accordingly makes no representation, warranty, or undertaking, express or implied, as to the accuracy or completeness of the information relating to Mahindra & Mahindra Financial Services Ltd (the "Share Company") (Bloomberg: MMFS IN; ISIN Code: INE774D01016). The past performance of the Share and its volatility may be found by reference to the Bloomberg page MMFS IN.

The Issuer does not intend to provide post issuance information, except if required by any applicable laws and regulations.

#### **1. General**

The Share Company is incorporated in India.

The registered office of the Share Company is at 2nd Floor Sadhana House, 570 P B Marg Worli, Mumbai, 400018, India.

Mahindra & Mahindra Financial Services Limited is a finance company that provides finance to prospective buyers of Mahindra range of utility vehicles and tractors. The Company extends finance through hire purchase/loan and lease modes. Mahindra & Mahindra has a network of branches located across India.

Copies of the English versions of audited annual financial statements of the Share Company will be available free of charge from the principal office in Luxembourg of the Luxembourg Warrant Agent for so long as the Securities are listed on the Luxembourg Stock Exchange.

#### **2. Shares**

The Shares are ordinary shares of the Share Company and have the right to receive dividends if declared. The Shares are listed on the National Stock Exchange of India Limited.

