

FINAL TERMS

dated 9 January 2014

BNP PARIBAS

(incorporated in France)

(as Issuer)

Issue of EUR 1,250,000,000 2.250 per cent. Fixed Rate Notes due 13 January 2021

Series 16402

under the €90,000,000,000

**Euro Medium Term Note Programme
(the Programme)**

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 English Law Notes" in the Base Prospectus dated 3 June 2013 which received visa no 13-258 from the *Autorité des marchés financiers* ("**AMF**") on 3 June 2013 and the Supplements to the Base Prospectus dated 8 August 2013, 2 October 2013, 5 November 2013, 19 November 2013 and 6 December 2013 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC (the "**Prospectus Directive**") (the "**Base Prospectus**"). 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 the Base Prospectus. 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. A summary of the Notes (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. The Base Prospectus and these Final Terms (in each case, together with any documents incorporated therein by reference) 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). The Base Prospectus and these Final Terms will be available for viewing on the AMF website (www.amf-france.org) and these Final Terms will be available for viewing on the website of Euronext Paris. A copy of these Final Terms and the Base Prospectus 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: | 16402 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency: | Euro (EUR) |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | EUR 1,250,000,000 |
| | (ii) Tranche: | EUR 1,250,000,000 |
| 5. | Issue Price of Tranche: | 99.610 per cent. of the Aggregate Nominal Amount |
| 6. | Minimum Trading Size: | Not applicable |
| 7. | (i) Specified Denominations: | EUR 1,000 |
| | (ii) Calculation Amount | EUR 1,000 |
| | <i>(Applicable to Notes in</i> | |

definitive form);

8.	Issue Date and Interest Commencement Date:	13 January 2014
9.	Maturity Date:	13 January 2021
10.	Form of Notes:	Bearer
11.	Interest Basis:	2.250 per cent. Fixed Rate per annum (further particulars specified below)
12.	Redemption/Payment Basis:	Redemption at par
13.	Change of Interest Basis or Redemption/Payment Basis:	Not applicable
14.	Put/Call Options:	Not applicable
15.	Exchange Rate	Not applicable
16.	Status of the Notes:	Senior
17.	Knock-in Event:	Not applicable
18.	Knock-out Event:	Not applicable
19.	Method of distribution:	Syndicated
20.	Interest:	Applicable
	(i) Interest Periods:	From and including 13 January in each year to but excluding the next 13 January up to the Maturity Date.
	(ii) Interest Period End Dates:	13 January in each year
	(iii) Business Day Convention for Interest Period End Dates:	Not applicable
	(iv) Interest Payment Dates:	13 January in each year from and including 13 January 2015 to and including the Maturity Date.
	(v) Business Day Convention for Interest Payment Dates:	Modified Following
	(vi) Party responsible for calculating the Rate of Interest and Interest Amounts (if not the Calculation Agent):	Not applicable
	(vii) Margin:	Not applicable
	(viii) Minimum Interest Rate:	Not applicable
	(ix) Maximum Interest Rate:	Not applicable
	(x) Day Count Fraction:	Actual/Actual ICMA (unadjusted)
	(xi) Determination Dates:	13 January in each year.
	(xii) Accrual to Redemption:	Not applicable
	(xiii) Rate of Interest:	Fixed Rate
21.	Fixed Rate Provisions:	Applicable
	(i) Fixed Rate of Interest:	2.250 per cent. per annum payable annually in arrear on each Interest Payment Date

(ii)	Fixed Coupon Amount:	EUR 22.5 per Calculation Amount
(iii)	Broken Amount:	Not applicable
22.	Floating Rate Provisions:	Not applicable
23.	Zero Coupon Provisions:	Not applicable
24.	Index Linked Interest Provisions:	Not applicable
25.	Share Linked Interest Provisions	Not applicable
26.	Inflation Linked Interest Provisions:	Not applicable
27.	Commodity Linked Interest Provisions:	Not applicable
28.	Fund Linked Interest Provisions:	Not applicable
29.	ETI Linked Interest Provisions:	Not applicable
30.	Foreign Exchange (FX) Rate Linked Interest Provisions:	Not applicable
31.	Underlying Interest Rate Linked Interest Provisions:	Not applicable
32.	Additional Business Centre(s) (Condition 3(b) of the Terms and Conditions of the English Law Notes or Condition 3(b) of the Terms and Conditions of the French Law Notes, as the case may be):	Not applicable
33.	Final Redemption:	Calculation Amount x 100 per cent.
34.	Final Payout:	Not applicable
35.	Automatic Early Redemption:	Not applicable
36.	Issuer Call Option:	Not applicable
37.	Noteholder Put Option:	Not applicable
38.	Aggregation:	Not applicable
39.	Index Linked Redemption Amount:	Not applicable
40.	Share Linked Redemption Amount:	Not applicable
41.	Inflation Linked Redemption Amount:	Not applicable
42.	Commodity Linked Redemption Amount:	Not applicable

43.	Fund Linked Redemption Amount:	Not applicable
44.	Credit Linked Notes:	Not applicable
45.	ETI Linked Redemption Amount:	Not applicable
46.	Foreign Exchange (FX) Rate Linked Redemption Amount:	Not applicable
47.	Underlying Interest Rate Linked Redemption Amount:	Not applicable
48.	Early Redemption Amount:	Calculation Amount x 100 per cent.
49.	Provisions applicable to Physical Delivery:	Not applicable
50.	Variation of Settlement:	
	(i) Issuer's option to vary settlement:	The Issuer does not have the option to vary settlement in respect of the Notes.
	(ii) Variation of Settlement of Physical Delivery Notes:	Not applicable
51.	Form of Notes:	Bearer Notes:
	New Global Note:	Yes
		Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes only upon an Exchange Event.
52.	Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a):	Not applicable
53.	Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):	No
54.	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
55.	Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made:	Not applicable
56.	Redenomination, renominatisation and reconventioning provisions:	Not applicable
57.	Masse (Condition 12 of the Terms	Not applicable

and Conditions of the French Law Notes):

58. Governing law: English law

DISTRIBUTION

59.	(i)	If syndicated, names of Managers and underwriting commitments (specifying Lead Manager):	Lead Manager: BNP Paribas UK Limited (EUR 975,000,000) Senior Co-Lead Managers: ABN AMRO Bank N.V. Banca IMI S.p.A. Danske Bank A/S Landesbank-Hessen-Thüringen-Girozentrale (EUR 50,000,000 each) Co-Lead Managers: Banco Bilbao Vizcaya Argentaria S.A. Bank of Montreal, London Branch DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main Raiffeisen Bank International AG Skandinaviska Enskilda Banken AB (publ) The Toronto-Dominion Bank (EUR 12,500,000 each)	Zentral-
	(ii)	Date of Subscription Agreement:	9 January 2014	
	(iii)	Stabilising Manager (if any):	BNP Paribas UK Limited	
60.		Total commission and concession:	0.275 per cent. of the Aggregate Nominal Amount.	
61.		U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D	
62.		Non exempt Offer:	Not applicable	

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: _____

Duly authorised

A. B.
Alice Bowden

PART B – OTHER INFORMATION

1. Listing and Admission to trading

- (i) Listing: Application has been made by the Issuer (or on its behalf) for the Notes to be listed on Euronext Paris with effect from the Issue Date.
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date.
- (iii) Estimate of total expenses related to admission to trading: EUR 10,200

2. Ratings

- Ratings:
- The Notes to be issued are expected to be rated:
- A+ by Standard & Poor's Rating Services ("S&P")
- A2 by Moody's Investors Service Ltd ("Moody's")
- A+ by Fitch Ratings Ltd ("Fitch")
- As defined by S&P, an A+ rating means that the Issuer's capacity to meet its financial commitment under the Notes is very strong.
- Obligations rated A2 by Moody's are judged to be of high quality and are subject to very low credit risk.
- As defined by Fitch an A+ rating denotes a very low expectation of credit risk. It indicates a very strong capacity for timely payment of financial commitments. Such capacity is not significantly vulnerable to foreseeable events.

3. Interests of Natural and Legal Persons Involved in the Issue

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- (i) Reasons for the offer: See "Use of Proceeds" wording in the Base Prospectus
- (ii) Estimated net proceeds: EUR 1,241,687,500
- (iii) Estimated total expenses: EUR 10,200

5. Fixed Rate Notes only – Yield

- Indication of yield: 2.311 per cent.
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. Floating Rate Notes only – Historic Interest Rates

Not applicable

7. Performance of Index/ Share/ Commodity/ Inflation/ Foreign Exchange Rate/ Fund/ Reference Entity/ Entities/ ETI Interest/ Underlying Interest Rate and Other Information concerning the Underlying Reference

Not applicable

8. OPERATIONAL INFORMATION

- | | | |
|-------|--|--|
| (i) | ISIN Code: | XS1014704586 |
| (ii) | Common Code: | 101470458 |
| (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: | Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safe-keeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |
| (vii) | Name and address of Registration Agent: | Not applicable |

9. Public Offers Not applicable

10. Placing and Underwriting Not applicable

ANNEX

Summary of the Notes

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for this type of Notes and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of Notes, Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary explaining why it is not applicable.

Section A - Introduction and warnings

Element	Title	
A.1	Warning that the summary should be read as an introduction and provision as to claims	• This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms. In this summary, unless otherwise specified and except as used in the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP dated 3 June 2013 as supplemented from time to time. In the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP dated 3 June 2013. • Any decision to invest in any Notes should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms. • Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated. • No civil liability will attach to the Issuer in any such Member State solely on the basis of this summary, including any translation hereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the applicable Final Terms or, following the implementation of the relevant provisions of Directive 2010/73/EU in the relevant Member State, it does not provide, when read together with the other parts of the Base Prospectus and the applicable Final Terms, key information (as defined in Article 2.1(s) of the Prospectus Directive) in order to aid investors when considering whether to invest in the

		Notes.
A.2	Consent as to use the Base Prospectus, period of validity and other conditions attached	Not applicable

Section B - Issuer

Element	Title	
B.1	Legal and commercial name of the Issuer	BNP Paribas ("BNPP" or the "Bank" or the "Issuer").
B.2	Domicile/ legal form/ legislation/ country of incorporation	The Issuer was incorporated in France as a <i>société anonyme</i> under French law and licensed as a bank, having its head office at 16, boulevard des Italiens – 75009 Paris, France.
B.4b	Trend information	Macroeconomic Conditions: The Bank's results of operations are affected by the macroeconomic and market environment. Given the nature of its business, the Bank is particularly susceptible to macroeconomic and market conditions in Europe, which have experienced disruptions in recent years. While global economic conditions generally improved over the course of 2012, growth prospects diverge for advanced and developing economies in 2013 and going forward. In the Euro-zone, sovereign spreads came down in 2012 from historically high levels, although uncertainty remains over the solvability of certain sovereigns and the extent to which E.U. member states are willing to provide additional financing. Legislation and Regulations Applicable to Financial Institutions: The Bank is affected by legislation and regulations applicable to global financial institutions, which are undergoing significant change in the wake of the global financial crisis. New measures that have been proposed and adopted include more stringent capital and liquidity requirements, taxes on financial transactions, restrictions and taxes on employee compensation, limits on commercial banking activities, restrictions of types of financial products, increased internal control and transparency requirements, more stringent business conduct rules, mandatory reporting and clearing of derivative transactions, requirements to mitigate risks relating to OTC derivatives and the

		creation of new and strengthened regulatory bodies. New or proposed measures that affect or will affect the Bank include the Basel 3 and CRD4 prudential frameworks, the related requirements announced by the EBA, the designation of the Bank as a systemically important financial institution by the FSB, the French banking law, the E.U. Liikanen proposal and the Federal Reserve's proposed framework for the regulation of foreign banks.	
B.5	Description of the Group	BNPP is a European leading provider of banking and financial services and has four domestic retail banking markets in Europe, namely in Belgium, France, Italy and Luxembourg. It is present in 78 countries and has almost 190,000 employees, including over 145,000 in Europe. BNPP is the parent company of the BNP Paribas Group (the "BNPP Group").	
B.9	Profit forecast or estimate	Not applicable, the Issuer has not made a profit forecast or estimate.	
B.10	Audit report qualifications	Not applicable, there are no qualifications in any audit report on the historical financial information included in the Base Prospectus.	
B.12	Selected historical key financial information:		
	Comparative Annual Financial Data - In millions of EUR		
		31/12/2011	31/12/2012
	Revenues	42,384	39,072
	Cost of risk	(6,797)	(3,941)
	Net income, Group share	6,050	6,564
	Common Equity Tier 1 Ratio (Basel 2.5)	9.6%	11.8%
	Tier 1 Ratio	11.6%	13.6%
	Total consolidated balance sheet	1,965,283	1,907,200
	Consolidated loans and receivables due from customers	665,834	630,520
	Consolidated items due to customers	546,284	539,513
	Shareholders' equity (Group share)	75,370	85,444
	Comparative Interim Financial Data for the six month period ended 30 June 2013 - In millions of EUR		
		30/06/2012	30/06/2013

Revenues	19,984	19,972
Cost of risk	(1,798)	(2,087)
Net income, Group share	4,719	3,347
Common Equity Tier 1 Ratio (Basel 2.5)	10.9%	12.2%
Tier 1 Ratio	12.7%	13.6%
Total consolidated balance sheet	1,969,943	1,861,338
Consolidated loans and receivables due from customers	657,441	623,587
Consolidated items due to customers	535,359	554,198
Shareholders' equity (Group share)	81,721	86,136
Comparative Interim Financial Data for the three month period ended 30 September 2013 - In millions of EUR		
	30/09/2012	30/09/2013
Revenues	9,693	9,287
Cost of risk	(944)	(892)
Net income, Group share	1,326	1,358
	31/12/2012	30/09/2013
Common Equity Tier 1 Ratio (Basel 2.5)	11.8%	12.6%
Tier 1 Ratio	13.6%	13.8%
Total consolidated balance sheet	1,907,200	1,855,621
Consolidated loans and receivables due from customers	630,520	610,987
Consolidated items due to customers	539,513	552,547
Shareholders' equity (Group share)	85,444	86,644
Statements of no significant or material adverse change		
There has been no significant change in the financial or trading position of the BNPP Group since 30 September 2013 and there has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2012.		

B.13	Events impacting the Issuer's solvency	Not applicable, to the best of the Issuer's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency since 31 December 2012.
B.14	Dependence upon other group entities	Subject to the following paragraph, BNPP is not dependent upon other members of the BNPP Group. In April 2004, BNPP began outsourcing IT Infrastructure Management Services to the "BNP Paribas Partners for Innovation" (BP²I) joint venture set up with IBM France at the end of 2003. BP²I provides IT Infrastructure Management Services for BNPP and several BNPP subsidiaries in France, Switzerland, and Italy. In mid-December 2011 BNPP renewed its agreement with IBM France for a period lasting until end-2017. At the end of 2012, the parties entered into an agreement to gradually extend this arrangement to BNP Paribas Fortis as from 2013. BP²I is 50/50-owned by BNPP and IBM France; IBM France is responsible for daily operations, with a strong commitment of BNPP as a significant shareholder. See also Element B.5 above.
B.15	Principal activities	• BNP Paribas holds key positions in its three activities: • Retail Banking, which includes: • a set of Domestic Markets, comprising: • French Retail Banking (FRB), • BNL bancacommerciale (BNL bc), Italian retail banking, • Belgian Retail Banking (BRB), • Other Domestic Markets activities, including Luxembourg Retail Banking (LRB); • International Retail Banking, comprising: • Europe-Mediterranean, • BancWest; - Personal Finance; • Investment Solutions; and • Corporate and Investment Banking (CIB).
B.16	Controlling shareholders	None of the existing shareholders controls, either directly or indirectly, the Issuer. The main shareholders are <i>Société Fédérale de Participations et d'Investissement</i> (SFPI) a public-interest <i>société anonyme</i> (public limited company) acting on behalf of the Belgian government holding 10.3% of the share capital as at 30 June 2013;

		AXA holding 2.9% of the share capital as at 30 June 2013 and Grand Duchy of Luxembourg holding 1.0% of the share capital as at 30 June 2013. To BNPP's knowledge, no shareholder other than SFPI owns more than 5% of its capital or voting rights.
B.17	Solicited credit ratings	BNPP's long term credit ratings are A+ with a negative outlook (Standard & Poor's Credit Market Services France SAS), A2 with a stable outlook (Moody's Investors Service Ltd.) and A+ with a stable outlook (Fitch France S.A.S.). The Notes are expected to be rated as follows: A+ by Standard & Poor's Rating Services ("S&P") A2 by Moody's Investors Service Ltd ("Moody's") A+ by Fitch Ratings Ltd ("Fitch") A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Section C – Notes

Element	Title	
C.1	Type and class of Notes/ ISIN	The Notes are issued in Series. The Series Number of the Notes is 16402. The Tranche number is 1. The ISIN is: XS1014704586. The Common Code is: 101470458. The Notes are cash settled Notes.
C.2	Currency	The currency of this Series of Notes is Euros (EUR).
C.5	Restrictions on free transferability	The Notes will be freely transferable, subject to the offering and selling restrictions in <i>Subscription and Sale</i> in the Base Prospectus and under the Prospectus Directive and the laws of any jurisdiction in which the relevant Notes are offered or sold.
C.8	Rights attaching to the Notes	Notes issued under the Programme will have terms and conditions relating to, among other matters: <i>Status and Subordination</i> The Notes are Senior Notes. Senior Notes constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer and rank and will rank <i>pari passu</i> among themselves and at least <i>pari passu</i> with all other direct, unconditional, unsecured and unsubordinated indebtedness of the Issuer (save for statutorily preferred exceptions).

		Negative pledge The terms of the Notes will not contain a negative pledge provision.
		Events of Default The terms of the Senior Notes will contain events of default including non-payment, non-performance or non-observance of the Issuer's obligations in respect of the Notes and the insolvency or winding up of the Issuer.
		Meetings The terms of the Notes will contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.
		Taxation All payments in respect of Notes will be made without deduction for or on account of withholding taxes imposed by France or any political subdivision or any authority thereof or therein having power to tax or any other jurisdiction or any political subdivision thereof or therein to which BNPP becomes subject in respect of the Notes, unless such deduction or withholding is required by law. In the event that any such deduction is made, the Issuer will, save in certain limited circumstances, be required to pay additional amounts to cover the amounts so deducted. Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment, but without prejudice to the provisions of Condition 6 of the Terms and Conditions of the English Law Notes, (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "Code") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or (without prejudice to the provisions of Condition 6 of the Terms and Conditions of the English Law Notes) any law implementing an intergovernmental approach thereto, and (iii) any withholding or deduction required pursuant to Section 871(m) of the Code.
		Governing law This Series of Notes is governed by English law.
C.9	Interest/ Redemption	Interest The Notes pay interest from 13 January 2014 (the Interest Commencement Date) at the fixed rate of 2.250 per cent. per annum. The yield of the Notes is 2.311 per cent. per annum. Interest will be paid

		annually in arrear on 13 January in each year. The first interest payment will be made on 13 January 2015. Redemption Unless previously redeemed or cancelled, each Note will be redeemed on 13 January 2021 at par. The Notes may be redeemed early for tax reasons at the Early Redemption Amount calculated in accordance with the Conditions. Representative of Noteholders No representative of the Noteholders has been appointed by the Issuer. Please also refer to item C.8 above for rights attaching to the Notes.
C.10	Derivative component in the interest payment	Not applicable
C.11	Admission to Trading	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Euronext Paris.
C.15	How the value of the investment in derivative securities is affected by the value of the underlying assets	Not applicable. The Notes are not derivative securities.
C.16	Maturity	Not applicable. The Notes are not derivative securities.
C.17	Settlement Procedure	This Series of Notes is cash settled. The Issuer does not have the option to vary settlement.
C.18	Return on derivative securities	Not applicable. The Notes are not derivative securities.
C.19	Final reference price of the Underlying	Not applicable, there is no final reference price of the Underlying.
C.20	Underlying	Not applicable, there is no underlying reference.

Section D - Risks

Element	Title	
D.2	Key risks regarding the Issuer	There are certain factors that may affect the Issuer's ability to fulfil its obligations under the Notes issued under the Programme. Twelve main categories of risk are inherent in BNPP's activities: 1. Credit Risk; 2. Counterparty Risk; 3. Securitisation; 4. Market Risk; 5. Operational Risk; 6. Compliance and Reputation Risk; 7. Concentration Risk; 8. Asset-liability management Risk; 9. Breakeven Risk; 10. Strategy Risk; 11. Liquidity and refinancing Risk; 12. Insurance subscription Risk. Difficult market and economic conditions could have a material adverse effect on the operating environment for financial institutions and hence on BNPP's financial condition, results of operations and cost of risk. Legislative action and regulatory measures taken in response to the global financial crisis may materially impact BNPP and the financial and economic environment in which it operates. BNPP's access to and cost of funding could be adversely affected by a resurgence of the Euro-zone sovereign debt crisis, worsening economic conditions, further rating downgrades or other factors. A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPP's results of operations and financial condition. BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility. BNPP may generate lower revenues from brokerage and other

		commission and fee-based businesses during market downturns. Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses. Significant interest rate changes could adversely affect BNPP's revenues or profitability. The soundness and conduct of other financial institutions and market participants could adversely affect BNPP. BNPP's competitive position could be harmed if its reputation is damaged. An interruption in or a breach of BNPP's information systems may result in lost business and other losses. Unforeseen external events can interrupt BNPP's operations and cause substantial losses and additional costs. BNPP is subject to extensive and evolving regulatory regimes in the countries and regions in which it operates. Notwithstanding BNPP's risk management policies, procedures and methods, it could still be exposed to unidentified or unanticipated risks, which could lead to material losses. BNPP's hedging strategies may not prevent losses. BNPP may experience difficulties integrating acquired companies and may be unable to realise the benefits expected from its acquisitions. Intense competition, especially in France where it has the largest single concentration of its businesses, could adversely affect BNPP's revenues and profitability.
D.3	Key risks regarding the Notes	In addition to the risks relating to the Issuer (including the default risk) that may affect the Issuer's ability to fulfil its obligations under the Notes, there are certain factors which are material for the purposes of assessing the market risks associated with Notes issued under the Programme, including that the Notes are unsecured obligations, the trading market for Notes may be volatile and may be adversely impacted by many events, an active secondary market may never be established or may be illiquid and that this may adversely affect the value at which an investor may sell its Notes, investors may suffer a partial or total loss of the amount of their investment, the Notes may have a minimum trading amount and if, following the transfer of any Notes, a Noteholder holds fewer Notes than the specified minimum trading amount, such Noteholder will not be permitted to transfer their remaining Notes prior to redemption without first purchasing enough additional Notes in order to hold the minimum trading amount, the Notes may be redeemed in the case of illegality or impracticability and such cancellation or redemption may result in an investor not realising

		a return on an investment in the Notes, the meetings of Holders provisions permit defined majorities to bind all Holders, any judicial decision or change to an administrative practice or change to English law or French law, as applicable, after the date of the Base Prospectus could materially adversely impact the value of any Notes affected by it, a reduction in the rating, if any, accorded to outstanding debt securities of the Issuer by a credit rating agency could result in a reduction in the trading value of the Notes, certain conflicts of interest may arise (see Element E.4 below).
D.6	Risk warning	In the event of the insolvency of the Issuer or if it is otherwise unable or unwilling to repay the Notes when repayment falls due, an investor may lose all or part of his investment in the Notes.

Section E - Offer

Element	Title	
E.2b	Reasons for the offer and use of proceeds	The net proceeds from the issue of the Notes will become part of the general funds of the Issuer. Such proceeds may be used to maintain positions in options or futures contracts or other hedging instruments.
E.3	Terms and conditions of the offer	The issue price of the Notes is 99.610 per cent. of their nominal amount.
E.4	Interest of natural and legal persons involved in the issue/offer	Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer, including conflicting interests.
E.7	Expenses charged to the investor by the Issuer or an offeror	No expenses are being charged to an investor by the Issuer.