

FOR LISTING PURPOSES ONLY

FINAL TERMS DATED 2 DECEMBER 2016

BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Guarantor)

(Note, Warrant and Certificate Programme)

1,000 EUR "Athena" Certificates relating to GDF Suez Share due 5 June 2025

To be consolidated on 2 December 2016 with the 1,000 Warrants issued on 25 May 2015

ISIN Code: XS1190228277

BNP Paribas Arbitrage S.N.C.

(as Manager)

Any person making or intending to make an offer 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 to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

None of the Issuer nor, the Guarantor or any Manager has authorised, nor do they authorise, the making of any offer of Securities in any other circumstances.

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 9 June 2016, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other 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 the 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**") (the "**Base Prospectus**"). 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 the 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. A summary of the Securities (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 any Supplements to the Base Prospectus are available for viewing at BNP Paribas Securities Services, Luxembourg Branch (in its capacity as Principal Paying Agent), 33 rue de Gasperich, Howald - Hesperange, L-2085 Luxembourg and on the website of the Luxembourg Stock Exchange (www.bourse.lu) and copies may be obtained free of charge at the specified offices of the Security Agents. The Base Prospectus and the Supplements to the Base Prospectus will also be available on the AMF website www.amf-france.org.

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 Securities issued	No. of Securities	ISIN	Common Code	Issue Price per Security	Redemption Date
CE5699MI	400	1,400	XS1190228277	119022827	100% of the Notional Amount	5 June 2025

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:** 28 November 2016.
4. **Issue Date:** 2 December 2016.
5. **Consolidation:** The Certificate have to be consolidated and form a single series with the 1,000 Warrant issued on 29 May 2015 (ISIN Code : XS1190228277).
6. **Type of Securities:**
 - (a) Certificates.
 - (b) The Securities are Share Securities.

The provisions of Annex 3 (Additional Terms and Conditions for Share Securities) shall apply.
7. **Form of Securities:** Clearing System Global Security.
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. **Rounding Convention for cash Settlement Amount:** Not applicable.
11. **Variation of Settlement:**
 - Issuer's option to vary settlement:** The Issuer does not have the option to vary settlement in respect of the Securities.
12. **Final Payout:** NA x SPS Payout

"NA" means Notional Amount.

SPS Payout:

Autocall Standard Securities

- (A) If FR Barrier Value is greater than or equal to the Final Redemption Condition Level:
100% + FR Exit Rate; or
- (B) If FR Barrier Value is less than the Final Redemption Condition Level and no Knock-in Event has occurred:
100% + Coupon Airbag Percentage; or
- (C) If FR Barrier Value is less than the Final Redemption Condition Level and a Knock-in Event has occurred:
Min(100%, Final Redemption Value).

"FR Barrier Value" means, in respect of a SPS FR Barrier Valuation Date, the Underlying Reference Value.

In respect of the provisions relating to the determination of FR Barrier Value, the following definitions are applicable (any terms not defined herein or elsewhere in this Final Terms being as defined in the Base Prospectus):

"SPS FR Barrier Valuation Date" means the Settlement Price Date.

"Settlement Price Date" means the Valuation Date.

"Valuation Date" means the Redemption Valuation Date.

"Underlying Reference Value" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.

"Underlying Reference" means as set out in §26(a) below.

"SPS Valuation Date" means the Strike Date or the SPS FR Barrier Valuation Date, as applicable.

"Underlying Reference Closing Price Value" means, in respect of a SPS Valuation Date, the Closing Price in respect of such day.

"Underlying Reference Strike Price" means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

"Strike Price Closing Value" is applicable.

"Final Redemption Condition Level" is 95 per cent.

"FR Exit Rate" means FR Rate

"FR Rate" is 96 per cent.

"Coupon Airbag Percentage" is 0 per cent.

"Final Redemption Value" means the Underlying Reference Value.

In respect of the provisions relating to the determination of Final Redemption Value, the following definitions are applicable (any terms not defined herein or elsewhere in this Final Terms being as defined in the Base Prospectus):

"Underlying Reference Value" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.

"Underlying Reference" means as set out in §26(a) below.

"SPS Valuation Date" means the Strike Date or the SPS Redemption Valuation Date, as applicable.

"SPS Redemption Valuation Date" means the Settlement Price Date.

"Settlement Price Date" means the Valuation Date.

"Valuation Date" means the Redemption Valuation Date.

"Underlying Reference Closing Price Value" means, in respect of a SPS Valuation Date, the Closing Price in respect of such day.

"Underlying Reference Strike Price" means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

"Strike Price Closing Value" is applicable.

Payout Switch:	Not applicable.
Aggregation:	Not applicable.
13. Relevant Asset(s):	Not applicable.
14. Entitlement:	Not applicable.
15. Exchange Rate:	Not applicable.
16. Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is Euro (" EUR ").
17. Syndication:	The Securities will be distributed on a non-syndicated basis.
18. Minimum Trading Size:	Not applicable.
19. Principal Security Agent:	BNP Paribas Securities Services, Luxembourg Branch.
20. Registrar:	Not applicable.
21. Calculation Agent:	BNP Paribas Arbitrage S.N.C. 160-162 boulevard MacDonald, 75019 Paris, France.
22. Governing law:	English law.
23. Masse provisions (Condition 9.4):	Not applicable.

PRODUCT SPECIFIC PROVISIONS

24. Hybrid Securities:	Not applicable.
25. Index Securities:	Not applicable.
26. Share Securities:	Applicable.
(a) Share(s)/Share Company/Basket Company/GDR/ADR:	An ordinary share in the share capital of GDF Suez (the " Share Company "), (ISIN: FR0010208488 / Bloomberg Code: GSZ FP) (the " Underlying Reference "). For the purposes of the Conditions, the Underlying Reference shall be deemed to be the Share.
(b) Relative Performance Basket:	Not applicable.
(c) Share Currency:	EUR.
(d) ISIN of Share(s):	FR0010208488
(e) Exchange(s):	Euronext Paris.
(f) Related Exchange(s):	All Exchanges.
(g) Exchange Business Day:	Single Share Basis.
(h) Scheduled Trading Day:	Single Share Basis.
(i) Weighting:	Not applicable.
(j) Settlement Price:	Not applicable.

(k) Specified Maximum Days of Disruption:	Three (3) Scheduled Trading Days.
(l) Valuation Time:	The Scheduled Closing Time as defined in Condition 1.
(m) Delayed Redemption of 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.
27. ETI Securities:	Not applicable.
28. Debt Securities:	Not applicable.
29. Commodity Securities:	Not applicable.
30. Inflation Index Securities:	Not applicable.
31. Currency Securities:	Not applicable.
32. Fund Securities:	Not applicable.
33. Futures Securities:	Not applicable.
34. Credit Securities:	Not applicable.
35. Underlying Interest Rate Securities:	Not applicable.
36. Preference Share Certificates:	Not applicable.
37. OET Certificates:	Not applicable.
38. Additional Disruption Events:	Applicable.
39. Optional Additional Disruption Events:	<p>(a) The following Optional Additional Disruption Event applies to the Securities: Insolvency Filing.</p> <p>(b) Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable.</p>
40. Knock-in Event:	<p>Applicable.</p> <p>If the Knock-in Value is less than the Knock-in Level on the Knock-in Determination Day.</p>
(a) SPS Knock-in Valuation:	Applicable.

"Knock-in Value" means the Underlying Reference Value.

In respect of the provisions relating to the determination of Knock-in Value, the following definitions are applicable (any terms not defined herein or elsewhere in this Final Terms being as defined in the Base Prospectus):

"Underlying Reference Value" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.

"Underlying Reference" means as set out in §26(a) above.

"SPS Valuation Date" means the Knock-in Determination Day or the Strike Date, as applicable.

"Underlying Reference Closing Price Value" means, in respect of a SPS Valuation Date, the Closing Price in respect of such day.

"Underlying Reference Strike Price" means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

"Strike Price Closing Value" is applicable.

(b) Level:	Not applicable.
(c) Knock-in Level/Knock-in Range Level:	60 per cent
(d) Knock-in Period Beginning Date:	Not applicable.
(e) Knock-in Period Beginning Date Day Convention:	Not applicable.
(f) Knock-in Determination Period:	Not applicable.
(g) Knock-in Determination Day(s):	The Redemption Valuation Date.
(h) Knock-in Period Ending Date:	Not applicable.
(i) Knock-in Period Ending Date Day Convention:	Not applicable.
(j) Knock-in Valuation Time:	Not applicable.
(k) Knock-in Observation Price Source:	Not applicable.
(l) Disruption Consequences:	Applicable.

41. Knock-out Event: Not applicable.

PROVISIONS RELATING TO WARRANTS

42. Provisions relating to Warrants: Not applicable.

PROVISIONS RELATING TO CERTIFICATES

43. Provisions relating to Certificates:	Applicable.
(a) Notional Amount of each Certificate:	EUR 1,000
(b) Partly Paid Certificates:	The Certificates are not Partly Paid Certificates.
(c) Interest:	Not applicable.
(d) Screen Rate Determination:	Not applicable
(e) ISDA Determination:	Not applicable
(f) FBF Determination:	Not applicable

(g) Instalment Certificates:	The Certificates are not Instalment Certificates.
(h) Issuer Call Option:	Not applicable.
(i) Holder Put Option:	Not applicable.
(j) Automatic Early Redemption:	Applicable.
(i) Automatic Early Redemption Event:	<p>Single Standard Automatic Early Redemption</p> <p>If on any Automatic Early Redemption Valuation Date the SPS AER Value is greater than or equal to the Automatic Early Redemption Level.</p>
(ii) Automatic Early Redemption Payout:	<p>SPS Automatic Early Redemption Payout:</p> <p>$NA \times (AER \text{ Redemption Percentage} + AER \text{ Exit Rate})$</p> <p>"AER Redemption Percentage" is 102.40 per cent.</p> <p>"AER Exit Rate" means, in respect of a SPS ER Valuation Date, the AER Rate.</p> <p>"SPS ER Valuation Date" means the Settlement Price Date.</p> <p>"Settlement Price Date" means the Valuation Date.</p> <p>"Valuation Date" means the relevant Automatic Early Redemption Valuation Date.</p> <p>"NA" means Notional Amount.</p>
(iii) Automatic Early Redemption Date(s):	<p>7 December 2015 (n=2), 7 March 2016 (n=3), 6 June 2016 (n=4), 5 September 2016 (n=5), 6 December 2016 (n=6), 7 March 2017 (n=7), 5 June 2017 (n=8), 5 September 2017 (n=9), 6 December 2017 (n=10), 7 March 2018 (n=11), 5 June 2018 (n=12), 5 September 2018 (n=13), 6 December 2018 (n=14), 7 March 2019 (n=15), 5 June 2019 (n=16), 5 September 2019 (n=17), 6 December 2019 (n=18), 9 March 2020 (n=19), 5 June 2020 (n=20), 7 September 2020 (n=21), 7 December 2020 (n=22), 8 March 2021 (n=23), 7 June 2021 (n=24), 6 September 2021 (n=25), 6 December 2021 (n=26), 7 March 2022 (n=27), 6 June 2022 (n=28), 5 September 2022 (n=29), 6 December 2022 (n=30), 7 March 2023 (n=31), 5 June 2023 (n=32), 5 September 2023 (n=33), 6 December 2023 (n=34), 7 March 2024 (n=35), 5 June 2024 (n=36), 5 September 2024 (n=37), 6 December 2024 (n=38) and 7 March 2025 (n=39).</p>
(iv) Observation Price Source:	Not applicable.
(v) Underlying Reference Level:	<p>SPS AER Valuation: Applicable.</p> <p>"SPS AER Value" means the Underlying Reference Value.</p> <p>In respect of the provisions relating to the determination of SPS AER Value, the following definitions are applicable (any terms not defined herein or elsewhere in this Final Terms being as defined in the Base Prospectus):</p> <p>"Underlying Reference Value" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.</p> <p>For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.</p>

"Underlying Reference" means as set out in §26(a) above.

"SPS Valuation Date" means each Automatic Early Redemption Valuation Date or the Strike Date, as applicable.

"Underlying Reference Closing Price Value" means, in respect of a SPS Valuation Date, the Closing Price in respect of such day.

"Underlying Reference Strike Price" means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

"Strike Price Closing Value" is applicable.

"SPS Valuation Date" means the Strike Date.

(vi) Automatic Early Redemption Level:	95 per cent.
(vii) Automatic Early Redemption Percentage:	Not applicable.
(viii) Automatic Early Redemption Percentage Up:	Not applicable.
(ix) Automatic Early Redemption Percentage Down:	Not applicable.
(x) AER Rate:	n x 2.40%.
n is a number from 2 to 39 representing the relevant Automatic Redemption Valuation Date.	
(xi) AER Exit Rate:	AER Rate
(xii) Automatic Early Redemption Valuation Date(s):	30 November 2015 (n=2), 29 February 2016 (n=3), 30 May 2016 (n=4), 29 August 2016 (n=5), 29 November 2016 (n=6), 28 February 2017 (n=7), 29 May 2017 (n=8), 29 August 2017 (n=9), 29 November 2017 (n=10), 28 February 2018 (n=11), 29 May 2018 (n=12), 29 August 2018 (n=13), 29 November 2018 (n=14), 28 February 2019 (n=15), 29 May 2019 (n=16), 29 August 2019 (n=17), 29 November 2019 (n=18), 2 March 2020 (n=19), 29 May 2020 (n=20), 31 August 2020 (n=21), 30 November 2020 (n=22), 1 March 2021 (n=23), 31 May 2021 (n=24), 30 August 2021 (n=25), 29 November 2021 (n=26), 28 February 2022 (n=27), 30 May 2022 (n=28), 29 August 2022 (n=29), 29 November 2022 (n=30), 28 February 2023 (n=31), 29 May 2023 (n=32), 29 August 2023 (n=33), 29 November 2023 (n=34), 29 February 2024 (n=35), 29 May 2024 (n=36), 29 August 2024 (n=37), 29 November 2024 (n=38) and 28 February 2025 (n=39).
(k) Renouncement Notice Cut-off Time:	Not applicable.
(l) Strike Date:	29 May 2015
(m) Strike Price:	Not applicable.
(n) Redemption Valuation Date:	29 May 2025.
(o) Averaging:	Averaging does not apply to the Securities.
(p) Observation Dates:	Not applicable.

- (q) **Observation Period:** Not applicable.
- (r) **Settlement Business Day:** Not applicable.
- (s) **Cut-off Date:** Not applicable.
- (t) **Identification information of Holders as provided by Condition 29:** Not applicable.

DISTRIBUTION AND US SALES ELIGIBILITY

44. **U.S. Selling Restrictions:** Not applicable.
45. **Additional U.S. Federal income tax consequences:** Not applicable.
46. **Registered broker/dealer:** Not applicable.
47. **TEFRA C or TEFRA Not Applicable:** TEFRA Not Applicable.
48. **Non exempt Offer:** Not applicable

PROVISIONS RELATING TO COLLATERAL AND SECURITY

49. **Collateral Security Conditions:** Not applicable.

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: Guillaume RIVIERE Duly authorised

PART B - OTHER INFORMATION

1. Listing and Admission to trading - De listing

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

The Securities have not been rated.

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

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 and Other Information concerning the Underlying Reference

See Base Prospectus for an explanation of effect on value of Investment and associated risks in investing in Securities.

Information on the Share shall be available on the website as set out in below

Past and further performances of the Share are available on the Share Sponsor website as set out below, and its volatility may be obtained from the Calculation Agent by emailing dl.eqddistributionfrance@bnpparibas.com

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

**Place where information on the Underlying Share
can be obtained:**

GDF Suez
Website: www.gdfsuez.com

5. Operational Information

Relevant Clearing System(s):

Euroclear and Clearstream Luxembourg.

Any Clearing System(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme, Euroclear France, Euroclear Netherlands, include the relevant identification number(s) and in the case of Swedish Securities, the Swedish Security Agent:

Valoren: 27340553

ISSUE SPECIFIC SUMMARY OF THE PROGRAMME IN RELATION TO THIS BASE PROSPECTUS

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 Securities, Issuer and Guarantor. 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 Securities, Issuer and Guarantor(s), 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	<ul style="list-style-type: none"> 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 B.V., BNPP, BP2F, BNPPF and BGL dated 5 June 2014 as supplemented from time to time. In the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP B.V., BNPP, BP2F, BNPPF and BGL dated 5 June 2014. Any decision to invest in any Securities 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 or the Guarantor 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 Securities.
A.2	Consent as to use the Base Prospectus, period of validity and other conditions attached	Not applicable - the Securities are not being offered to the public as part of a Non-exempt Offer.

Section B - Issuer and Guarantor

Element	Title	
B.1	Legal and commercial name of the Issuer	BNP Paribas Arbitrage Issuance B.V. ("BNPP B.V." or the "Issuer").
B.2	Domicile/ legal form/ legislation/ country of incorporation	The Issuer was incorporated in the Netherlands as a private company with limited liability under Dutch law having its registered office at Herengracht 537, 1017 BV Amsterdam, the Netherlands.

Element	Title																
B.4b	Trend information	BNPP B.V. is dependent upon BNPP. BNPP B.V. is a wholly owned subsidiary of BNPP specifically involved in the issuance of securities such as Notes, Warrants or Certificates or other obligations which are developed, setup and sold to investors by other companies in the BNPP Group (including BNPP). The securities are hedged by acquiring hedging instruments from BNP Paribas and BNP Paribas entities as described in Element D.2 below. As a consequence, the Trend Information described with respect to BNPP shall also apply to BNPP B.V.															
B.5	Description of the Group	BNPP B.V. is a wholly owned subsidiary of BNP Paribas. BNP Paribas is the ultimate holding company of a group of companies and manages financial operations for those subsidiary companies (together the " BNPP Group ").															
B.9	Profit forecast or estimate	<p>The Group's 2014-2016 business development plan confirms the universal bank business model. The goal of the 2014-2016 business development plan is to support clients in a changing environment.</p> <p>The Group has defined the five following strategic priorities for 2016:</p> <ul style="list-style-type: none"> • enhance client focus and services; • simple: simplify our organisation and how we operate; • efficient: continue improving operating efficiency; • adapt certain businesses to their economic and regulatory environment • implement business development initiatives. <p>BNPP continues to implement its 2014-2016 development plan in a low interest rate context and has to take into account new taxes and regulations.</p>															
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	<p>Selected historical key financial information:</p> <p>Comparative Annual Financial Data - In EUR</p> <table> <tr> <th></th><th>31/12/2013</th><th>31/12/2012</th></tr> <tr> <td>Revenues</td><td>397,608</td><td>337,955</td></tr> <tr> <td>Net income, Group share</td><td>26,749</td><td>22,531</td></tr> <tr> <td>Total balance sheet</td><td>48,963,076,836</td><td>37,142,623,335</td></tr> <tr> <td>Shareholders' equity (Group share)</td><td>416,163</td><td>389,414</td></tr> </table>			31/12/2013	31/12/2012	Revenues	397,608	337,955	Net income, Group share	26,749	22,531	Total balance sheet	48,963,076,836	37,142,623,335	Shareholders' equity (Group share)	416,163	389,414
	31/12/2013	31/12/2012															
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Total balance sheet	48,963,076,836	37,142,623,335															
Shareholders' equity (Group share)	416,163	389,414															
	<p>Comparative Interim Financial Data - In EUR</p> <table> <tr> <th></th><th>30/06/2014</th><th>30/06/2013</th></tr> <tr> <td>Revenues</td><td>218,961</td><td>149,051</td></tr> <tr> <td>Net income, Group share</td><td>14,804</td><td>9,831</td></tr> <tr> <td>Total balance sheet</td><td>53,421,815,849</td><td>39,988,616,135</td></tr> <tr> <td>Shareholders' equity (Group share)</td><td>430,967</td><td>399,245</td></tr> </table>			30/06/2014	30/06/2013	Revenues	218,961	149,051	Net income, Group share	14,804	9,831	Total balance sheet	53,421,815,849	39,988,616,135	Shareholders' equity (Group share)	430,967	399,245
	30/06/2014	30/06/2013															
Revenues	218,961	149,051															
Net income, Group share	14,804	9,831															
Total balance sheet	53,421,815,849	39,988,616,135															
Shareholders' equity (Group share)	430,967	399,245															
	<p>Statements of no significant or material adverse change</p> <p>There has been no significant change in the financial or trading position of the BNPP Group since 31</p>																

Element	Title	
	December 2014 (being the end of the last financial period for which audited-financial statements have been published). There has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2014 (being the end of the last financial period for which audited financial statements have been published).	
	There has been no significant change in the financial or trading position of BNPP B.V. since 30 June 2014 and there has been no material adverse change in the prospects of BNPP B.V. since 31 December 2013.	
B.13	Events impacting the Issuer's solvency	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 2013.
B.14	Dependence upon other group entities	<p>The Issuer is dependent upon BNPP and other members of the BNPP Group. See also Element B.5 above.</p> <p>BNPP B.V. is dependent upon BNPP. BNPP B.V. is a wholly owned subsidiary of BNPP specifically involved in the issuance of securities such as Notes, Warrants or Certificates or other obligations which are developed, setup and sold to investors by other companies in the BNPP Group (including BNPP). The securities are hedged by acquiring hedging instruments from BNP Paribas and BNP Paribas entities as described in Element D.2 below.</p>
B.15	Principal activities	The principal activity of the Issuer is to issue and/or acquire financial instruments of any nature and to enter into related agreements for the account of various entities within the BNPP Group.
B.16	Controlling shareholders	BNP Paribas holds 100 per cent. of the share capital of the Issuer.
B.17	Solicited credit ratings	<p>BNPP B.V.'s long term credit rating are A+ with a negative outlook (Standard & Poor's Credit Market Services France SAS) and BNPP B.V.'s short term credit rating are A-1 (Standard & Poor's Credit Market Services France SAS).</p> <p>The Securities have not been rated.</p> <p>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.</p>
B.18	Description of the Guarantee	<p>The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas ("BNPP" or the "Guarantor") pursuant to an English law deed of guarantee executed by BNPP on or around 5 June 2014 (the "Guarantee").</p> <p>The obligations under the guarantee are direct unconditional, unsecured and unsubordinated obligations of BNPP 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 BNPP (save for statutorily preferred exceptions).</p>
B.19	Information about the Guarantor	
B.19/ B.1	Legal and commercial name of the Guarantor	BNP Paribas.
B.19/ B.2	Domicile/ legal form/ legislation/ country of incorporation	The Guarantor 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.19/ B.4b	Trend information	<p>Macroeconomic risk</p> <p>Macroeconomic and market conditions affect BNPP's results. The nature of BNPP's business makes it particularly sensitive to macroeconomic and market conditions in</p>

Element	Title	
		<p>Europe, which have been difficult and volatile in recent years.</p> <p>In 2014, the global economy continued its slow recovery but there remain uncertainties, in particular in Europe where the economic performance during the second half of 2014 was weaker than expected. IMF and OECD¹ economic forecasts for 2015 indicate a continuation of moderate growth in developed economies but with differences between countries, including in the euro-zone, where growth is forecast to be weak in certain countries (including France and Italy). The forecast is similar for emerging markets (i.e., moderate growth but with areas of weakness). Short term risks to macroeconomic growth highlighted by the IMF include heightened geopolitical tensions and increased financial market volatility; medium-term risks highlighted include weak economic growth or stagnation in developed countries. Deflation remains a risk in the euro-zone, although the risk has been reduced through the ECB's announcement of non-conventional policy measures.</p> <p>Legislation and Regulation applicable to Financial Institutions</p> <p>Laws and regulations applicable to financial institutions that have an impact on BNPP have significantly evolved. The measures that have been proposed and/or adopted in recent years include more stringent capital and liquidity requirements (particularly for large global banking groups such as the BNPP Group), taxes on financial transactions, restrictions and taxes on employee compensation, limits on the types of activities that commercial banks can undertake and ring-fencing or even prohibition of certain activities considered as speculative within separate subsidiaries, restrictions on certain types of financial products, increased internal control and reporting requirements, more stringent conduct of business rules, mandatory clearing and reporting of derivative transactions, requirements to mitigate risks in relation to over-the-counter derivative transactions and the creation of new and strengthened regulatory bodies.</p> <p>The measures that were recently adopted, or that are (or whose implementation measures are) in some cases proposed and still under discussion, that have affected or are likely to affect BNPP, include in particular the French Ordinance of 27 June 2013 relating to credit institutions and financing companies ("Sociétés de financement"), which came into force on 1 January 2014, the French banking law of 26 July 2013 on the separation and regulation of banking activities and the related implementing decrees and orders and the Ordinance of 20 February 2014 for the adaptation of French law to EU law with respect to financial matters; the Directive and Regulation of the European Parliament and of the Council on prudential requirements "CRD 4/CRR" dated 26 June 2013 (and the related delegated and implementing acts) and many of whose provisions have been applicable since January 1, 2014; the regulatory and implementing technical standards relating to the Directive and Regulation CRD 4/CRR published by the European Banking Authority; the designation of BNPP as a systemically important financial institution by the Financial Stability Board and the consultation for a common international standard on total loss-absorbing capacity ("TLAC") for global systemically important banks; the public consultation for the reform of the structure of the EU banking sector of 2013 and the proposal for a Regulation of the European Parliament and of the Council of 29 January 2014 on structural measures to improve the resilience of EU credit institutions; the proposal for a Regulation of the European Parliament and of the Council of 18 September 2013 on indices used as benchmarks in financial instruments and financial contracts; the Regulation of the European Parliament and of the Council of 16 April 2014 on market abuse and the Directive of the European Parliament and of the Council of 16 April 2014 on criminal sanctions for market abuse; the Directive and the Regulation of the European Parliament and of the Council on markets in financial instruments of 15 May 2014; the European Single Supervisory Mechanism led by the</p>

¹See in particular: International Monetary Fund. World Economic Outlook (WEO) Update, January 2015: Gross Currents; International Monetary Fund. 2014 ; International Monetary Fund. World Economic Outlook: Legacies, Clouds, Uncertainties. Washington (October 2014) ; OECD - Putting the Euro area on a road to recovery - C. Mann - 25 November 2014

Element	Title	
		European Central Bank adopted in October 2013 (Council Regulation of October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions and the Regulation of the European Parliament and of the Council of 22 October 2013 establishing a European Supervisory Authority as regards the conferral of specific tasks on the European Central Bank (and the related delegated and implementing acts)), as well as the related French Ordinance of 6 November 2014 for the adaptation of French law to the single supervisory mechanism of the credit institutions; the Directive of the European Parliament and of the Council of 16 April 2014 on deposit guarantee schemes, which strengthens the protection of citizens' deposits in case of bank failures (and the related delegated and implementing acts); the Directive of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms, which harmonizes the tools to address potential bank crises; the Single Resolution Mechanism adopted by the European Parliament on 15 April 2014 (Regulation of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a single resolution mechanism and a single resolution fund, and the related delegated and implementing acts), which provides for the establishment of a Single Resolution Board as the authority in charge of the implementation of the Single Resolution Mechanism and the establishment of the Single Resolution Fund; the Delegated Regulation on the provisional system of installments on contributions to cover the administrative expenditures of the Single Resolution Board during the provisional period adopted by the European Commission on 8 October 2014, the implementing Regulation of the Council of 19 December 2014 specifying uniform conditions for the ex-ante contribution to the Single Resolution Fund; the U.S. Federal Reserve's final rule imposing enhanced prudential standards on the U.S. operations of large foreign banks; the "Volcker Rule" imposing certain restrictions on investments in or sponsorship of hedge funds and private equity funds and proprietary trading activities of U.S. banks and non-U.S. banks adopted by the U.S. regulatory authorities in December 2013; and the final U.S. credit risk retention rule adopted on 22 October 2014. More generally, regulators and legislators in any country may, at any time, implement new or different measures that could have a significant impact on the financial system in general or BNPP in particular.
B.19/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 75 countries and has almost 188,000 employees, including over 147,000 in Europe. BNPP is the parent company of the BNP Paribas Group (the " BNPP Group ").
B.19/B.9	Profit forecast or estimate	<p>The Group's 2014-2016 business development plan confirms the universal bank business model. The goal of the 2014-2016 business development plan is to support clients in a changing environment.</p> <p>The Group has defined the five following strategic priorities for 2016:</p> <ul style="list-style-type: none"> • enhance client focus and services; • simple: simplify our organisation and how we operate; • efficient: continue improving operating efficiency; • adapt certain businesses to their economic and regulatory environment • implement business development initiatives. <p>BNPP continues to implement its 2014-2016 development plan in a low interest rate context and has to take into account new taxes and regulations.</p>
B.19/ 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.19/ B.12	Selected historical key financial information:	

Element	Title		
	Comparative Annual Financial Data - In millions of EUR		
		31/12/2014	31/12/2013[*]
	Revenues	39,168	37,286 ^{**}
	Cost of risk	(3,705)	(3,643) ^{**}
	Net income, Group share	157	4,818
	<i>*Restated</i> <i>** Further restated</i>		
		31/12/2014	31/12/2013
	Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.30%	10.30%
	Total consolidated balance sheet	2,077,759	1,810,522 [*]
	Consolidated loans and receivables due from customers	657,403	612,455 [*]
	Consolidated items due to customers	641,549	553,497 [*]
	Shareholders' equity (Group share)	89,410	87,433 [*]
	<i>* Restated following the application of accounting standards IFRS10, IFRS11 and IAS32 revised</i> <i>** Further restated following the application of accounting standards IFRS10, IFRS11 and IAS32 revised</i>		
	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 31 December 2014 (being the end of the last financial period for which audited financial statements have been published).		
	There has been no material adverse change in the prospects of BNPP since 31 December 2014 (being the end of the last financial period for which audited financial statements have been published).		
B.19/ B.13	Events impacting the Guarantor's solvency	As at 30 March 2015 and to the best of the Guarantor's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency since 31 December 2014.	
B.19/ B.14	Dependence upon other Group entities	<p>Subject to the following paragraph, BNPP is not dependent upon other members of the BNPP Group.</p> <p>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 (including BNP Paribas Personal Finance, BP2S, and BNP Paribas Cardif), 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.</p> <p>BP²I is under the operational control of IBM France. BNP Paribas has a strong influence over this entity, which is 50/50 owned with IBM France. The BNP Paribas staff made available to BP²I make up half of that entity's permanent staff, its buildings and processing centres are the property of the Group, and the governance in place provides BNP Paribas with the contractual right to monitor the entity and bring it back</p>	

Element	Title	
		<p>into the Group if necessary.</p> <p>ISFS, a fully-owned IBM subsidiary, handles IT Infrastructure Management for BNP Paribas Luxembourg.</p> <p>BancWest's data processing operations are outsourced to Fidelity Information Services. Cofinoga France's data processing is outsourced to SDDC, a fully-owned IBM subsidiary.</p> <p>See Element B.5 above.</p>
B.19/ B.15	Principal activities	<p>BNP Paribas holds key positions in its two main businesses:</p> <ul style="list-style-type: none"> • Retail Banking and Services, which includes: <ul style="list-style-type: none"> • Domestic Markets, comprising: <ul style="list-style-type: none"> • French Retail Banking (FRB), • BNL banca commerciale (BNL bc), Italian retail banking, • Belgian Retail Banking (BRB), • Other Domestic Markets activities, including Luxembourg Retail Banking (LRB); • International Financial Services, comprising: <ul style="list-style-type: none"> • Europe-Mediterranean, • BancWest, • Personal Finance, • Insurance, • Wealth and Asset Management; • Corporate and Institutional Banking (CIB), which includes: <ul style="list-style-type: none"> • Corporate Banking, • Global Markets, • Securities Services.
B.19/ B.16	Controlling shareholders	<p>None of the existing shareholders controls, either directly or indirectly, BNPP. The main shareholders are Société Fédérale de Participations et d'Investissement (SFPI) a <i>public-interest société anonyme</i> (public limited company) acting on behalf of the Belgian government holding 10.3% of the share capital as at 31 December 2014 and Grand Duchy of Luxembourg holding 1.0% of the share capital as at 31 December 2014. To BNPP's knowledge, no shareholder other than SFPI owns more than 5% of its capital or voting rights.</p>
B.19/ B.17	Solicited credit ratings	<p>BNPP's long term credit ratings are A+ with a negative outlook (Standard & Poor's Credit Market Services France SAS), A1 with a negative outlook (Moody's Investors Service Ltd.) and A+ with a stable outlook (Fitch France S.A.S.) and BNPP's short-term credit ratings are A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's Investors Service Ltd.) and F1 (Fitch France S.A.S.).</p> <p>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.</p>

Section C - Securities

Element	Title	
C.1	Type and class of Securities/ISIN	<p>The Securities are certificates ("Certificates") and are issued in Series.</p> <p>The Series Number of the Securities is CE5699MI.</p> <p>The ISIN is XS1190228277.</p> <p>The Common Code is 119022827.</p> <p>The Securities are cash settled Securities.</p>
C.2	Currency	The currency of this Series of Securities is Euro ("EUR").
C.5	Restrictions on free transferability	The Securities will be freely transferable, subject to the offering and selling restrictions in the United States, the European Economic Area, Austria, Belgium, the Czech Republic, France, Finland, Germany, Hungary, Ireland, Portugal, Spain, Sweden, the Republic of Italy, Poland, the United Kingdom, Japan and Australia and under the Prospectus Directive and the laws of any jurisdiction in which the relevant Securities are offered or sold.
C.8	Rights attaching to the Securities	<p>Securities issued under the Programme will have terms and conditions relating to, among other matters:</p> <p>Status</p> <p>The Certificates are issued on a unsecured basis. Securities issued on an unsecured basis 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).</p>
		<p>Taxation</p> <p>The Holder must pay all taxes, duties and/or expenses arising from the exercise and settlement or redemption of the W&C Securities and/or the delivery or transfer of the Entitlement. The Issuer shall deduct from amounts payable or assets deliverable to Holders certain taxes and expenses not previously deducted from amounts paid or assets delivered to Holders, as the Calculation Agent determines are attributable to the W&C Securities.</p>
		<p>Negative pledge</p> <p>The terms of the Securities will not contain a negative pledge provision.</p>
		<p>Events of Default</p> <p>The terms of the Securities will not contain events of default.</p>
		<p>Meetings</p> <p>The terms of the Securities will contain provisions for calling meetings of holders of such Securities 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.</p> <p>Governing law</p> <p>The W&C Securities, the English Law Agency Agreement (as amended or supplemented from time to time), the Related Guarantee in respect of the W&C Securities and any non-contractual obligations arising out of or in connection with the W&C Securities, the English Law Agency Agreement (as amended or supplemented from time to time) and the Guarantee in respect of the W&C Securities will be</p>

Element	Title			
		governed by and shall be construed in accordance with English law.		
C.9	Interest/Redemption	<p>Interest</p> <p>The Securities do not bear or pay interest.</p> <p>Redemption</p> <p>Unless previously redeemed or cancelled, each Security will be redeemed on 5 June 2025 as set out in Element C.18.</p> <p>Representative of Holders</p> <p>No representative of the Holders has been appointed by the Issuer. Please also refer to item C.8 above for rights attaching to the Securities.</p>		
C.10	Derivative component in the interest payment	Not applicable.		
C.11	Admission to Trading	Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on Luxembourg Stock Exchange.		
C.15	How the value of the investment in the derivative securities is affected by the value of the underlying assets	The amount payable on redemption is calculated by reference to the Underlying Reference(s). See item C.9 above and C.18 below.		
C.16	Maturity of the derivative Securities	The Redemption Date of the Securities is 5 June 2025.		
C.17	Settlement Procedure	<p>This Series of Securities is cash settled.</p> <p>The Issuer does not have the option to vary settlement.</p>		
C.18	Return on derivative securities	<p>See Element C.8 above for the rights attaching to the Securities.</p> <p>Information on interest amount in relation to the Securities is set out in Element C.9 above.</p> <p>Final Redemption</p> <p>Unless previously redeemed or purchased and cancelled, each Security entitles its holder to receive from the Issuer on the Redemption Date a Cash Settlement Amount equal to the Final Payout.</p> <p>Final Payout: NA x SPS Payout</p> <p>"NA" means Notional Amount.</p> <p>"Notional Amount" is EUR 1,000</p> <p>SPS Payout : Autocall Standard Securities</p> <p>Autocall Standard Securities</p> <table><tr><td>(A)</td><td>If FR Barrier Value is greater than or equal to the Final Redemption Condition Level: 100% + FR Exit Rate; or</td></tr></table>	(A)	If FR Barrier Value is greater than or equal to the Final Redemption Condition Level: 100% + FR Exit Rate; or
(A)	If FR Barrier Value is greater than or equal to the Final Redemption Condition Level: 100% + FR Exit Rate; or			

Element	Title					
		<table><tr><td>(B)</td><td>If FR Barrier Value is less than the Final Redemption Condition Level and no Knock-in Event has occurred: 100% + Coupon Airbag Percentage; or</td></tr><tr><td>(C)</td><td>If FR Barrier Value is less than the Final Redemption Condition Level and a Knock-in Event has occurred: Min(100%, Final Redemption Value).</td></tr></table> <p>"FR Barrier Value" means, in respect of a SPS FR Barrier Valuation Date, the Underlying Reference Value.</p> <p>In respect of the provisions relating to the determination of FR Barrier Value, the following definitions are applicable (any terms not defined herein or elsewhere in this Final Terms being as defined in the Base Prospectus):</p> <p>"SPS FR Barrier Valuation Date" means the Settlement Price Date.</p> <p>"Settlement Price Date" means the Valuation Date.</p> <p>"Valuation Date" means the Redemption Valuation Date.</p> <p>"Underlying Reference Value" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.</p> <p>For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date</p> <p>"Underlying Reference" means as set out in Element C.20.</p> <p>"SPS Valuation Date" means the Strike Date or the SPS FR Barrier Valuation Date, as applicable.</p> <p>"Underlying Reference Closing Price Value" means, in respect of a SPS Valuation Date, the Closing Price in respect of such day.</p> <p>"Closing Price" means the official closing price of the Underlying Reference on the relevant day;</p> <p>"Underlying Reference Strike Price" means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.</p> <p>"Strike Price Closing Value" is applicable.</p> <p>"Strike Date" means 29 May 2015</p> <p>"Final Redemption Condition Level" is 95 per cent.</p> <p>"FR Exit Rate" means FR Rate</p> <p>"FR Rate" is 96 per cent.</p> <p>"Coupon Airbag Percentage" is 0 per cent.</p> <p>"Final Redemption Value" means the Underlying Reference Value.</p> <p>In respect of the provisions relating to the determination of Final Redemption Value, the following definitions are applicable (any terms not defined herein or</p>	(B)	If FR Barrier Value is less than the Final Redemption Condition Level and no Knock-in Event has occurred: 100% + Coupon Airbag Percentage; or	(C)	If FR Barrier Value is less than the Final Redemption Condition Level and a Knock-in Event has occurred: Min(100%, Final Redemption Value).
(B)	If FR Barrier Value is less than the Final Redemption Condition Level and no Knock-in Event has occurred: 100% + Coupon Airbag Percentage; or					
(C)	If FR Barrier Value is less than the Final Redemption Condition Level and a Knock-in Event has occurred: Min(100%, Final Redemption Value).					

Element	Title	
		<p>elsewhere in this Final Terms being as defined in the Base Prospectus):</p> <p>"Underlying Reference Value" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.</p> <p>For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date</p> <p>"Underlying Reference" means as set out in Element C.20.</p> <p>"SPS Valuation Date" means the Strike Date or the SPS Redemption Valuation Date, as applicable.</p> <p>"SPS Redemption Valuation Date" means the Settlement Price Date.</p> <p>"Settlement Price Date" means the Valuation Date.</p> <p>"Valuation Date" means the Redemption Valuation Date.</p> <p>"Underlying Reference Closing Price Value" means, in respect of a SPS Valuation Date, the Closing Price in respect of such day.</p> <p>"Closing Price" means the official closing price of the Underlying Reference on the relevant day;</p> <p>"Underlying Reference Strike Price" means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.</p> <p>"Strike Price Closing Value" is applicable.</p> <p>"Strike Date" means 29 May 2015</p> <p>Redemption Valuation Date means 29 May 2025</p> <hr/> <p>Knock-in Event is applicable</p> <p>Knock-in Event : If the Knock-in Value is less than the Knock-in Level on the Knock-in Determination Day.</p> <p>"Knock-in Value" means the Underlying Reference Value.</p> <p>In respect of the provisions relating to the determination of Knock-in Value, the following definitions are applicable (any terms not defined herein or elsewhere in this Final Terms being as defined in the Base Prospectus):</p> <p>"Underlying Reference Value" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.</p> <p>For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date</p> <p>"Underlying Reference" means as set out in Element C.20.</p> <p>"SPS Valuation Date" means the Knock-in Determination Day or the Strike Date,</p>

Element	Title	
		<p>as applicable.</p> <p>"Underlying Reference Closing Price Value" means, in respect of a SPS Valuation Date, the Closing Price in respect of such day.</p> <p>"Closing Price" means the official closing price of the Underlying Reference on the relevant day;</p> <p>"Underlying Reference Strike Price" means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.</p> <p>"Strike Price Closing Value" is applicable.</p> <p>"Strike Date" means 29 May 2015</p> <p>Knock-in Determination Day means Redemption Valuation Date</p> <p>Knock-in Level means 60 per cent.</p> <p>Redemption Valuation Date means 29 May 2025</p> <hr/> <p>Automatic Early Redemption</p> <p>If on any Automatic Early Redemption Valuation Date an Automatic Early Redemption Event occurs, the Securities will be redeemed early at the Automatic Early Redemption Amount on the Automatic Early Redemption Date.</p> <p>The Automatic Early Redemption Amount will be equal to the SPS Automatic Early Redemption Payout.</p> <p>Automatic Early Redemption Event: Single Standard Automatic Early Redemption</p> <p>If on any Automatic Early Redemption Valuation Date the SPS AER Value is greater than or equal to the Automatic Early Redemption Level.</p> <p>SPS Automatic Early Redemption Payout:</p> <p>$NA \times (AER \text{ Redemption Percentage} + AER \text{ Exit Rate})$</p> <p>"AER Redemption Percentage" is 102.40 per cent.</p> <p>"AER Exit Rate" means, in respect of a SPS ER Valuation Date, the AER Rate.</p> <p>"SPS ER Valuation Date" means the Settlement Price Date.</p> <p>"Settlement Price Date" means the Valuation Date.</p> <p>"Valuation Date" means the relevant Automatic Early Redemption Valuation Date.</p> <p>"NA" means Notional Amount.</p> <p>"Notional Amount" is EUR 1,000.</p> <p>SPS AER Valuation: Applicable.</p>

Element	Title	
		<p>"SPS AER Value" means the Underlying Reference Value.</p> <p>In respect of the provisions relating to the determination of SPS AER Value, the following definitions are applicable (any terms not defined herein or elsewhere in this Final Terms being as defined in the Base Prospectus):</p> <p>"Underlying Reference Value" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.</p> <p>For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date</p> <p>"Underlying Reference" means as set out in Element C.20.</p> <p>"SPS Valuation Date" means each Automatic Early Redemption Valuation Date or the Strike Date, as applicable.</p> <p>"Underlying Reference Closing Price Value" means, in respect of a SPS Valuation Date, the Closing Price in respect of such day.</p> <p>"Closing Price" means the official closing price of the Underlying Reference on the relevant day;</p> <p>"Underlying Reference Strike Price" means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.</p> <p>"Strike Price Closing Value" is applicable.</p> <p>"SPS Valuation Date" means the Strike Date.</p> <p>"Strike Date" means 29 May 2015</p> <p>"Automatic Early Redemption Valuation Date" means 30 November 2015 (n=2), 29 February 2016 (n=3), 30 May 2016 (n=4), 29 August 2016 (n=5), 29 November 2016 (n=6), 28 February 2017 (n=7), 29 May 2017 (n=8), 29 August 2017 (n=9), 29 November 2017 (n=10), 28 February 2018 (n=11), 29 May 2018 (n=12), 29 August 2018 (n=13), 29 November 2018 (n=14), 28 February 2019 (n=15), 29 May 2019 (n=16), 29 August 2019 (n=17), 29 November 2019 (n=18), 2 March 2020 (n=19), 29 May 2020 (n=20), 31 August 2020 (n=21), 30 November 2020 (n=22), 1 March 2021 (n=23), 31 May 2021 (n=24), 30 August 2021 (n=25), 29 November 2021 (n=26), 28 February 2022 (n=27), 30 May 2022 (n=28), 29 August 2022 (n=29), 29 November 2022 (n=30), 28 February 2023 (n=31), 29 May 2023 (n=32), 29 August 2023 (n=33), 29 November 2023 (n=34), 29 February 2024 (n=35), 29 May 2024 (n=36), 29 August 2024 (n=37), 29 November 2024 (n=38) and 28 February 2025 (n=39).</p> <p>"Automatic Early Redemption Level" is 95 per cent.</p> <p>"Automatic Early Redemption Date" means 7 December 2015 (n=2), 7 March 2016 (n=3), 6 June 2016 (n=4), 5 September 2016 (n=5), 6 December 2016 (n=6), 7 March 2017 (n=7), 5 June 2017 (n=8), 5 September 2017 (n=9), 6 December 2017 (n=10), 7 March 2018 (n=11), 5 June 2018 (n=12), 5 September 2018 (n=13), 6 December 2018 (n=14), 7 March 2019 (n=15), 5 June 2019 (n=16), 5 September 2019 (n=17), 6 December 2019 (n=18), 9 March 2020 (n=19), 5 June 2020 (n=20), 7 September 2020 (n=21), 7 December 2020 (n=22), 8 March 2021 (n=23), 7 June 2021 (n=24), 6 September 2021 (n=25), 6 December 2021 (n=26), 7 March 2022 (n=27), 6 June 2022 (n=28), 5 September 2022 (n=29), 6 December 2022 (n=30), 7 March 2023 (n=31), 5 June 2023 (n=32), 5 September 2023</p>

Element	Title	
		<p>(n=33), 6 December 2023 (n=34), 7 March 2024 (n=35), 5 June 2024 (n=36), 5 September 2024 (n=37), 6 December 2024 (n=38) and 7 March 2025 (n=39).</p> <p>"AER Rate" is $n \times 2.40\%$.</p> <p>n is a number from 2 to 39 representing the relevant Automatic Redemption Valuation Date.</p> <p>Redemption Valuation Date means 29 May 2025</p>
C.19	Final reference price of the Underlying	The final reference price of the underlying will be determined in accordance with the valuation mechanics set out in Element C.18 above
C.20	Underlying	The Underlying Reference specified in Element C.18 above is as follows. Information on the Underlying Reference(s) can be obtained on the following website(s):

k	Share Company	Underlying Reference ^k		Underlying Reference Strike Price ^k _{Initial}	Website
		Bloomberg Code	ISIN Code		
1	GDF Suez	GSZ FP	FR0010208488	TBD	www.gdfsuez.com

Section D - Risks

Element	Title	
D.2	Key risks regarding the Issuer and the Guarantor	<p>There are certain factors that may affect the Issuer's ability to fulfil its obligations under the Securities issued under the Programme and the Guarantor's obligations under the Guarantee.</p> <p>Eleven main categories of risk are inherent in BNPP's activities:</p> <ul style="list-style-type: none"> • Credit Risk; • Counterparty Risk; • Securitisation; • Market Risk; • Operational Risk; • Compliance and Reputation Risk; • Concentration Risk; • Banking Book Interest Rate Risk; • Strategy Risk and Business-Related Risk; • Liquidity Risk; • Insurance subscription Risk. <p>Difficult market and economic conditions have had and may continue to 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.</p> <p>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, rating downgrades, increases in credit spreads or other factors.</p> <p>Significant interest rate changes could adversely affect BNPP's revenues or profitability.</p> <p>The soundness and conduct of other financial institutions and market participants could adversely affect BNPP.</p> <p>BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility.</p> <p>BNPP may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.</p> <p>Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.</p> <p>Laws and regulations adopted in response to the global financial crisis may materially impact BNPP and the financial and economic environment in which it operates.</p> <p>BNPP is subject to extensive and evolving regulatory regimes in the jurisdictions in which it operates.</p> <p>BNPP may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations.</p>

Element	Title	
		<p>There are risks related to the implementation of BNPP's strategic plan.</p> <p>BNPP may experience difficulties integrating acquired companies and may be unable to realise the benefits expected from its acquisitions.</p> <p>Intense competition by banking and non-banking operators could adversely affect BNPP's revenues and profitability.</p> <p>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.</p> <p>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.</p> <p>BNPP's hedging strategies may not prevent losses.</p> <p>BNPP's competitive position could be harmed if its reputation is damaged.</p> <p>An interruption in or a breach of BNPP's information systems may result in material losses of client or customer information, damage to BNPP's reputation and lead to financial losses.</p> <p>Unforeseen external events may disrupt BNPP's operations and cause substantial losses and additional costs.</p> <p>The following risk factors relate to BNPP B.V.: BNPP B.V. is an operating company. BNPP B.V.'s sole business is the raising and borrowing of money by issuing securities such as Notes, Warrants or Certificates or other obligations. BNPP B.V. has, and will have, no assets other than hedging agreements (OTC contracts mentioned in the Annual Reports), cash and fees payable to it, or other assets acquired by it, in each case in connection with the issue of securities or entry into other obligations related thereto from time to time. BNPP B.V. has a small equity and limited profit base. The net proceeds from each issue of Securities issued by the Issuer will become part of the general funds of BNPP B.V. BNPP B.V. uses such proceeds to hedge its market risk by acquiring hedging instruments from BNP Paribas and BNP Paribas entities ("Hedging Agreements") and/or, in the case of Secured Securities, to acquire Collateral Assets. The ability of BNPP B.V. to meet its obligations under Securities issued by it will depend on the receipt by it of payments under the relevant Hedging Agreements. Consequently, Holders of BNPP B.V. Securities will, subject to the provisions of the relevant Guarantee, be exposed to the ability of BNP Paribas and BNP Paribas entities to perform their obligations under such Hedging Agreements. Securities sold in the United States or to U.S. Persons may be subject to transfer restrictions.</p>
D.3	Key risks regarding the Securities	<p>There are certain factors which are material for the purposes of assessing the market risks associated with Securities issued under the Programme, including that:</p> <ul style="list-style-type: none"> -Securities (other than Secured Securities) are unsecured obligations, -the trading price of the Securities is affected by a number of factors including, but not limited to, the price of the relevant Underlying Reference(s), time to expiration or redemption and volatility and such factors mean that the trading price of the Securities may be below the Final Redemption Amount or Cash Settlement Amount or value of the Entitlement, -exposure to the Underlying Reference in many cases will be achieved by the relevant Issuer entering into hedging arrangements and, in respect of Securities linked to an Underlying Reference, potential investors are exposed to the performance of these hedging arrangements and events that may affect the hedging arrangements and

Element	Title	
		<p>consequently the occurrence of any of these events may affect the value of the Securities,</p> <p>-the occurrence of an additional disruption event or optional additional disruption event may lead to an adjustment to the Securities, cancellation (in the case of Warrants) or early redemption (in the case of Notes and Certificates) or may result in the amount payable on scheduled redemption being different from the amount expected to be paid at scheduled redemption and consequently the occurrence of an additional disruption event and/or optional additional disruption event may have an adverse effect on the value or liquidity of the Securities,</p> <p>-expenses and taxation may be payable in respect of the Securities,</p> <p>-the Securities may be cancelled (in the case of Warrants) or redeemed (in the case of Notes and Certificates) 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 Securities,</p> <p>-the meetings of Holders provisions permit defined majorities to bind all Holders,</p> <p>-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 Securities affected by it,</p> <p>-a reduction in the rating, if any, accorded to outstanding debt securities of the Issuer or Guarantor (if applicable) by a credit rating agency could result in a reduction in the trading value of the Securities,</p> <p>-certain conflicts of interest may arise (see Element E.4 below),</p> <p>-the only means through which a Holder can realise value from the Security prior to its Exercise Date, Maturity Date or Redemption Date, as applicable, is to sell it at its then market price in an available secondary market and that there may be no secondary market for the Securities (which could mean that an investor has to exercise or wait until redemption of the Securities to realise a greater value than its trading value),</p> <p>In addition, there are specific risks in relation to Securities which are linked to an Underlying Reference (including Hybrid Securities) and an investment in such Securities will entail significant risks not associated with an investment in a conventional debt security. Risk factors in relation to Underlying Reference linked Securities include: exposure to one or more share, similar market risks to a direct equity investment, global depositary receipt ("GDR") or American depositary receipt ("ADR"), potential adjustment events or extraordinary events affecting shares and market disruption or failure to open of an exchange which may have an adverse effect on the value and liquidity of the Securities, and that the Issuer will not provide post-issuance information in relation to the Underlying Reference.</p> <p>In certain circumstances Holders may lose the entire value of their investment.</p>
D.6	Risk warning	<p>See Element D.3 above.</p> <p>In the event of the insolvency of the Issuer or if it is otherwise unable or unwilling to repay the Securities when repayment falls due, an investor may lose all or part of his investment in the Securities.</p> <p>If the Guarantor is unable or unwilling to meet its obligations under the Guarantee when due, an investor may lose all or part of his investment in the Securities.</p> <p>In addition, investors may lose all or part of their investment in the Securities as a result of the terms and conditions of the Securities.</p>

Element	Title	
E.2b	Reasons for the offer and use of proceeds	The net proceeds from the issue of the Securities 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 Securities is 100% of their nominal amount.
E.4	Interest of natural and legal persons involved in the issue/offer	<p>Any Manager and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.</p> <p>Other than as mentioned above, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer, including conflicting interests.</p>
E.7	Expenses charged to the investor by the Issuer	No expenses are being charged to an investor by the Issuer.