



BNP PARIBAS
WEALTH MANAGEMENT

Product Agreement–Phoenix

Final Documentation
April 23rd, 2013

Currency	EUR
Maturity	4 Years Max
Capital guaranteed at maturity?	No

Investment context

Phoenix structure is a product that offers the Investor the opportunity to receive a Potential recurrent Coupon even in stable or slightly bearish markets.

Thanks to the Autocall Feature, the maturity may be shortened in case of bullish trends.

Features

Type of product

PHOENIX with barrier at maturity

<ul style="list-style-type: none"> • Issuer • Issuer's domicile • Guarantor • Guarantor's domicile • Issue Form 	<p>BNP Paribas Arbitrage Issuance BV Herengracht 537 – 1017 BV Amsterdam – The Netherlands BNP Paribas (A+ / A2) (on an unsecured basis) 16 boulevard des Italiens – 75009 Paris - France Certificate</p>
<ul style="list-style-type: none"> • Maturity • Currency • Nominal Amount • ISIN Code • Underlying Asset 	<p>4 Years Max EUR EUR 1,000,000 XS0877047000 Total SA (FP FP)</p>
<ul style="list-style-type: none"> • Potential Coupon (C) • Coupon Observation Date(s) • Coupon Barrier Level • Trigger Level • Trigger Observation Date(s) • Capital Barrier Level 	<p>4.25% semi-annually (8.50% p.a.) At the end of each semester n, n=1,...,8 70% of the initial level 100% of the initial level At the end of each semester n, n=1,...,7 70% of the initial level (observed at maturity)</p>
<ul style="list-style-type: none"> • Financing Ratio 	<p>70% subject to a credit facility prior approval, ratio been subject to modification without any prior notice</p>

Advantages

- ➔ Possibility of early redemption to appeal to short term investors
- ➔ Attractive conditions for the Coupon payment

Risks

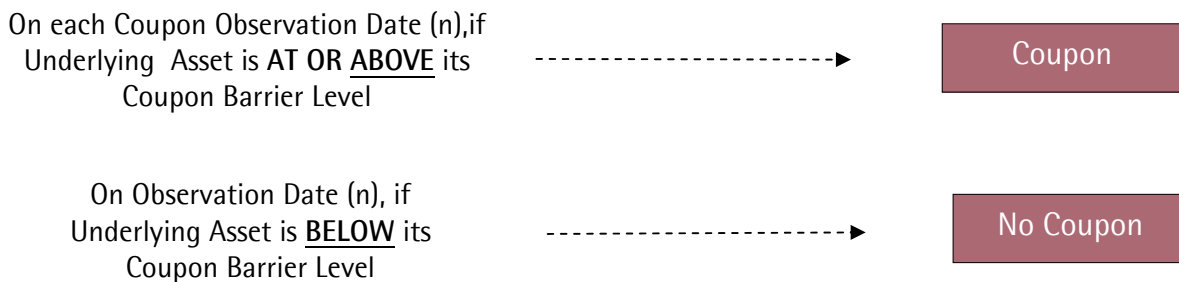
- ➔ Capital is at risk. (Capital loss is possible). Please refer to the Risk Factors “Capital Protection”
- ➔ In the case of a strong increase of the Underlying Asset, the maximum return is capped at the coupon level
- ➔ Investor takes the issuer's default risk

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Mechanism

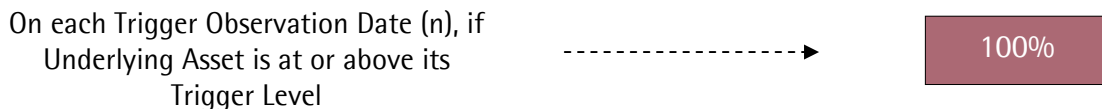
Coupon Mechanism:

On each Coupon Observation Date, a Potential Coupon (C) will be paid if the Underlying Asset closes at or above its Coupon Barrier level. Otherwise, no coupon will be paid for the prevailing period



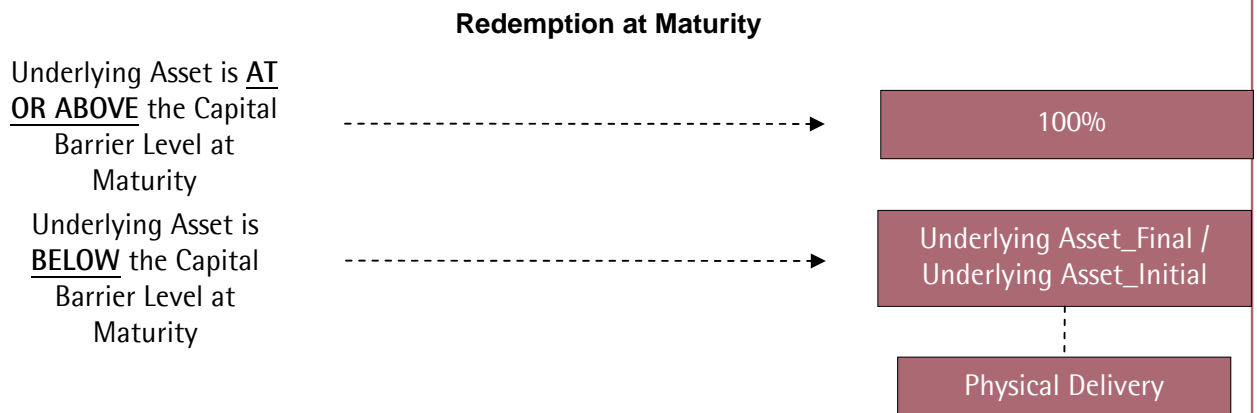
Early redemption Mechanism

On each Trigger Observation Date, if the Underlying Asset is at or above the Trigger Level, the product will be early redeemed at 100%. Otherwise, no early redemption occurs and the product continues.



At maturity

There will be 2 cases for the reimbursement as follows:



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Scenario

1) Best case scenario

On each Observation Date, the Underlying Asset is above the Coupon Barrier Level, all coupons are paid. On the fourth Observation Date, the Underlying Asset is above the Trigger Level. Product is early redeemed at 100% and pays a coupon (C):

Observation date (n)	1	2	3	4
Trigger level	NA	NA	NA	100%
Coupon Barrier Level	70%	70%	70%	70%
Capital Barrier Level	-	-	-	-
Spot (% of initial level)	77%	80%	94%	105%
Coupon (C)	4.25%	4.25%	4.25%	4.25%
Redemption	0	0	0	100%

2) Intermediate case scenario

On each Observation Date (n), the Underlying Asset is below the Trigger Level but above the Coupon Barrier Level, no early redemption occurs but a coupon is paid. At maturity, the Underlying Asset is above the Capital Barrier Level, product is redeemed at 100%

Observation date (n)	1	...	n
Trigger Level	100%	100%	100%
Coupon Barrier Level	70%	70%	70%
Capital Barrier Level	-	-	70%
Spot (% of initial level)	80%	82%	85%
Coupon (C)	4.25%	4.25%	4.25%
Redemption	0	0	100%

3) Worst case scenario

On each Observation Date (n), the Underlying Asset is below the Trigger Level, no early redemption occurs. After the second Observation Date, the Underlying Asset is below the Coupon Barrier Level, no coupon is paid. At maturity, the Underlying Asset is below the Capital Barrier Level, capital loss occurs (physical delivery).

Observation date (n)	1	...	n
Trigger Level	100%	100%	100%
Coupon Barrier Level	70%	70%	70%
Capital Barrier Level	-	-	70%
Spot (% of initial level)	80%	55%	40%
Coupon (C)	4.25%	0%	0%
Redemption	0	0	40%



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Market Risk

The market value of a structured security may vary significantly under the influence of various factors, such as the performance level of the underlying assets, their volatility, changes in interest rates or exchange rates, particularly if the security is denominated in a currency other than the investor's reference currency, the economic and financial context of the country(ies) that is/are concerned, and the remaining duration of the security to its maturity.

For structured securities with an "issuer call" enabling early redemption, prospects of reinvesting redeemed total amounts may be unfavourable. For structured securities linked to credit markets, the bankruptcy risk of the various issuers of the underlying bonds changes chiefly according to their quality (reflected by their rating – see issuer risk below applied to the underlying bonds) and to the macroeconomic context. The investor must be aware of the quality of the issuer(s) in which investments are made. In addition, bond prices may vary considerably between the moment bonds are issued and their maturity date. This price variation is linked to interest rate changes on the market.

Structuring Risk

Structured securities being based on several complex parameters, the investor must have a perfect understanding of the mechanisms of the structured security offered and the consequences arising from the chosen redemption formula or valuation method, depending on different market forecasts and the nature of the underlying(s).

Issuer Risk

The structured security is not issued nor guaranteed by BNP Paribas Wealth Management which is acting only as distributor of the security. Each investor assumes both the issuer's credit risk and the potential guarantor's risk as defined in the security legal documentation. The issuer's and its guarantor's credit ratings reflect the independent opinion of the relevant credit rating agencies and are not to be considered as a guarantee of the credit quality. In case of the issuer's bankruptcy or indeed that of its guarantor, the investor could suffer partial or total loss of the initially invested capital.

Liquidity Risk

In the case of structured securities, product liquidity lies entirely in the hands of the issuer, who may or may not undertake in normal market conditions to buy or sell the security from/to the investor according to certain criteria defined at the outset (price, periodicity and minimum amount). Should he wish to exit before the maturity date, the investor may thus be unable to sell part or all of his financial asset, or may have to sell at a considerably unfavourable price. Finally, certain securities becoming relatively illiquid may face high volatility and a decline in their market value, thereby reducing the accuracy of their valuation in portfolios or even making such valuation impossible.

Financing

The purchase of financial instruments by means of borrowing brings with it additional risk. On the one hand, additional guarantees (additional assets as collateral) may be required. On the other hand, the loss incurred when prices move adversely is likely to be higher than without any borrowing. Fluctuations in prices of pledged financial instruments can therefore have a negative influence on the ability to repay the loans. It is important to clearly understand that the leveraging effect produced by buying financial instruments through the means of borrowing results in proportionately greater sensitivity to fluctuations in price, and therefore offers the prospect of higher gains, but also at the same time the risk of higher losses. In summary, the higher the leverage is, the greater the possible loss can be.

Conflicts of interest

Various potential and actual conflicts of interest may arise from the overall investment activities of the parties involved in the transaction, their investment professionals and their affiliates. In particular, the manager or its affiliates can offer/manage other investment vehicles which interests may be different to the interests of the holders of the securities described herein.

Capital Protection

For capital-guaranteed products, the guarantee concerns the capital invested and is applicable at maturity of the product. During the life of a product, market value goes up and down depending on various elements (change in the underlying asset, volatility, change in interest rates ...). In the case of early redemption (not planned at the outset) if market liquidity so permits, the investor may bear a partial or total loss of the capital initially invested.

Furthermore, in the case of an EMTN or Certificate, the capital guarantee may not be effective if either the issuer or its guarantor defaults. For non-capital guaranteed products, the capital invested does not benefit from any guarantee. Therefore, in the case of an unfavourable change in the underlying asset, the investor may bear a partial or total loss of the capital initially invested.

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Prior to investing in a structured security each investor should fully understand the financial risks and merits and consult with its own legal, regulatory, tax, financial and accounting advisors before making his subscription. Investors should be in a position to fully understand the features of the investment and, in the absence of any provision to the contrary, be financially able to bear a loss of their investment and willing to accept such risk. The risk descriptions in this document are only a summary description of the most relevant risks related to this structured security. For a more detailed description of this type of structured security, its risks and use, please refer to our Investor Guide and to the risk sections in the Prospectus (as hereinafter defined). BGL BNP Paribas cannot guarantee whether a structured security will achieve its objectives.

In consideration of my desire to invest in **Phoenix on Total issued by BNP Paribas Arbitrage Issuance BV** you provided me with the Investor Guide, the indicative and/or Final Terms Sheet (as hereinafter described) and this Product Agreement describing the investment context, features, advantages, risks, mechanism, scenario and other characteristics of the Structured Security (hereafter "the Documentation"). Having acquainted myself with the contents of the Documentation and the Prospectus (as hereinafter described), I hereby confirm that I wish to subscribe in the Structured Security.

I have duly noted that:

Before subscribing, every potential subscriber (i) must first have been provided with the Documentation and (ii) can access through BGL BNP Paribas or via the Issuer's Web Page (www.bgl.lu/wmproduits) to the Final Terms Sheet, the Base Prospectus and any supplement (the items enumerated under (ii) hereafter all together referred to as "the Prospectus"). Full information on the terms and conditions and the risks of the Structured Security is only available on the basis of the combination of all the documents listed above.

The terms set forth herein are subject to the final expression of the terms of the transaction, if the transaction takes place. The final terms of the transaction will be set forth in the Structured Security Final Terms Sheet, in any applicable agreement and/or confirmation. To the extent of any inconsistency between the Structured Security's indicative Terms Sheet and the Structured Security Final Terms Sheet, the Structured Security Final Terms Sheet shall prevail. To the extent of any inconsistency between (i) the Structured Security indicative Terms Sheet / the Structured Security Final Terms Sheet and (ii) this Product Agreement, the Structured Security Final Terms Sheet shall prevail.

The Structured Security may be subject to restrictions with regards to certain persons or in certain countries under national regulations applicable to said persons or in said countries. It is the investor's responsibility to ensure that he is authorized to subscribe in this Structured Security.

Although the information provided herein may have been obtained from published or unpublished sources considered to be reliable and while all reasonable care has been taken in the preparation of this document, BGL BNP Paribas does not make any representation or warranty, express or implied, as to its accuracy or completeness and does not accept responsibility for any inaccuracy, error or omission.

To the extent that past and/or future and or simulated performances are displayed, the figures relating thereto are not a reliable indicator of future results. In connection with the offer and sale of the Structured Security, BGL BNP Paribas may pay or receive fees, commissions or other, non-monetary, benefits from third parties. Further information is available from BGL BNP Paribas upon request.



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BGL BNP Paribas will not assume any responsibility regarding the financial rating given by an International Rating Agent to any security's issuer or guarantor. A financial rating should not be understood by a subscriber as a financial guarantee given on the performance, the liquidity or the guarantee/protection of the capital invested in a security.

Save as otherwise expressly agreed in writing, BGL BNP Paribas is not acting as financial adviser or fiduciary of the subscriber in any subscription.

The tax treatment of the Structured Security depends on the individual circumstances of the investor and may be subject to changes in the future. Any reference to taxation and/or tax systems in the Documentation and/or the Prospectus is given for informational purposes only.

BGL BNP Paribas and/or persons associated or connected with it may effect or have effected a transaction for their own account in a security described in the Documentation or any related security before the report is published. On the date of the Documentation, BGL BNP Paribas, persons associated or connected with it and their respective directors and/or representatives and/or employees may take proprietary positions and may have a long or short position or other interests or make a market in a security mentioned in the Documentation, or in derivative instruments based thereon, and may purchase and/or sell the investment(s) at any time in the open market or otherwise, whether as principal or as agent or as market maker. Additionally, BGL BNP Paribas within the previous twelve months may have acted as an investment banker or may have provided significant advice or investment services to the companies or in relation to a security mentioned in the Documentation.

This document is not a prospectus in the sense of applicable legislation on the offer and/or listing of financial instruments. It has not been and will not be endorsed or approved by any authority in any jurisdiction. The Structured Securities may not be eligible for offer or sale in all jurisdictions and or for certain categories of subscribers and must be offered and sold in accordance with all applicable selling restrictions in the jurisdictions in which they are offered or sold.

BNP Paribas Issuance Arbitrage BV is the issuer. BGL BNP Paribas, with registered office at 50, avenue J.F. Kennedy, L – 2951 Luxembourg, is responsible for the distribution of the Structured Security and for this document. It is authorised and regulated as a credit institution by the Luxembourg Commission de Surveillance du Secteur Financier, 110, route d'Arlon, L – 2991 Luxembourg.

By accepting the Documentation :

- I agree to be bound by the limitations set forth in it;
- I agree that BGL BNP Paribas' general terms and conditions, that I herewith declare to have read and accepted, are applicable for all issues not explicitly covered in this Product Agreement;
- and I duly confirm my subscription in the Structured Security under the conditions specified herein, in the Documentation and in the Prospectus for an amount of

Account number:.....
.....
.....

Signed at on
(to be handwritten over your signature and meaning "I have read the Documentation and I confirm my subscription and the conditions defined herein")