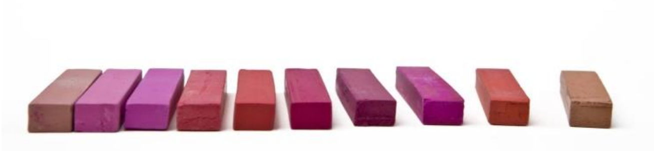

BNP PARIBAS
WEALTH MANAGEMENT

Product Agreement – APE - Callable Protected Note

Final Documentation
October 5th, 2015

Currency	EUR
Maturity	5 years max
Capital guaranteed at maturity?	Yes, at 90%

Investment context

A Callable Protected Note is a structured investment solution that is (entirely or partially) capital protected at maturity. At maturity, it provides a participation to the positive price performance of the Underlying Asset. Thanks to the "Call" feature the maturity may be shortened. An Issuer Call triggers an early redemption at par with an attractive memory coupon. The investor needs to have a positive (i.e., "bullish") view on the trend of the Underlying Asset.

Features

Type of product	Callable Protected Note
• Issuer	BNP Paribas Arbitrage Issuance B.V. (S&P's A+)
• Issuer's domicile	Herengracht 537 – 1017 BV Amsterdam – The Netherlands
• Guarantor	BNP Paribas (S&P's A+ / Moody's A1 / Fitch A+)
• Guarantor's domicile	16, boulevard des Italiens, 75009 Paris, France
• Issue Form	Certificate
• Maturity	5 years max
• Currency	EUR
• Nominal Amount	EUR 1,000,000
• ISIN Code	XS1251229149
• Underlying Asset	Ethical Europe Climate Care Equity Index (Bloomberg: SOLCARE)
• Initial Level	official closing price of the Underlying Asset on November 02nd, 2015
• Strike Price	90% of the Initial Level of the Underlying Asset
• Issuer's Call	The Issuer is allowed to early redeemed ("Call") the structure on each Issuer's Call Observation Date(s)
• Issuer's Call Observation Date(s)	Annual n, n=1 to 4.
• Potential Coupon	5.00% p.a x number of elapsed periods since inception, paid in case of early redemption.
• Coupon Observation Date(s)	Annual n, n=1 to 4.
• Gearing at maturity	100% of the Underlying Asset's Performance.
• Underlying Asset's Performance	Max[0; (Final Level – Strike Price) / Initial Level]
• Capital protected	Yes, 90% capital protected (at maturity only)
• Financing Ratio	67.50% subject to a credit facility prior approval, ratio been subject to modification without any prior notice.

Advantages

➔ Minimum 90% capital protected at maturity. Capita loss is limited to -10%.
➔ At maturity, the Underlying Asset's Performance is uncapped.
➔ Attractive potential coupon with memory effect.
➔ The effective maturity may be shorter than the stated maximum maturity (in case the product is called by the Issuer).

Risks

➔ There is an opportunity cost : the risk-free rate over the period.
➔ Issuer's default risk.
➔ In case of early redemption the maximum return is capped at the Potential Coupon level.
➔Risk of capital loss (but limited to -10%).

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Mechanism

On each Issuer's Call Observation Date n (n=1 to 4) :

- The Issuer has the right – but not the obligation – to call the Callable Protected Note. This event triggers an early redemption at par and pays a Coupon multiplied by the number of elapsed periods since inception. The investor is redeemed as follows: 100% + Potential Coupon x n.
- Otherwise, no Coupon is paid and the product continues.

If the Issuer calls back the Callable Protected Note → (100% + Coupon x n)

At maturity: there will be 2 cases for the reimbursement (see chart below)

Redemption at Maturity

Underlying Asset's Performance is positive → 90% + Underlying Asset's Performance

Underlying Asset's Performance is negative → 90%

with:

- Underlying Asset's Performance = (Final Level – Strike Price) / Initial Level
- Initial Level: official closing price of the Underlying Asset on November 02nd, 2015
- Strike Price: 90% of the Initial Level
- Final Level: official closing price of the Underlying Asset on November 02nd, 2020

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Scenario

1) Best case scenario

The Issuer never calls back the product. At maturity, the Underlying Asset is above the Initial Level. The product is redeemed at 100% and pays the positive performance of the Underlying Asset without cap.

Observation Date	1	...	n
Strike Price	-	-	90%
Spot (% of Initial Level)	-	-	145%
Issuer calls back the structure ?	No	No	NA
Potential Coupon	-	-	NA
Performance versus Strike	-	-	55%
Capital protection	-	-	90%
Redemption Price	-	-	145% (=90% + 55%)

2) Intermediate case scenario

At the end of the 3rd Observation Date, the Issuer calls back the product. Product is redeemed at 100% + 3 x Potential Coupon.

Observation Date	1	2	3
Strike Price	-	-	-
Spot (% of Initial Level)	-	-	145%
Issuer calls back the structure ?	No	No	Yes
Potential Coupon	-	-	15% = 3 x 5%
Performance versus Strike	-	-	45%
Capital protection	-	-	-
Redemption Price	-	-	115% (=100% + 15%)

3) Worst case scenario

The Issuer never calls back the product. At maturity, the Underlying Asset is below the Initial Level. The investor is redeemed at 90% without any additional gain.

Observation Date	1	...	n
Issuer calls back the structure ?	No	No	NA
Strike Price	-	-	90%
Spot (% of Initial Level)	-	-	70%
Potential Coupon	-	-	NA
Performance versus Strike	-	-	-20%
Capital protection			90%
Redemption Price	-	-	90%

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Capital guaranteed at maturity?	Yes, at 90%

Features

- Secondary market:

No representation is made as to the existence of a market, but the issuer will endeavour to make a secondary market in the product, subject to it being satisfied that normal market conditions prevail. Any prices indicated will be dependent upon factors affecting or likely to affect the value of the product such as, but not limited to, the remaining time to the Redemption Date, the outstanding principal amount, the Issuer's or, if applicable, the Guarantor's credit risk, the performance and volatility of the underlying asset, interest rates, exchange rates, credit spreads, and any incidental costs. Such prices will have a bid-offer spread. The minimum size for any trade shall be the amount stipulated by the product issuer. In view of this, subscribers must be aware that they might not be able to sell their investment for amount below the specified amount.

- 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.

- Market risk / country risk / non-transfer risk / emerging markets

Emerging markets are the markets of countries that may have a certain degree of political and social instability, and of which both the financial markets and the economy are still developing. These markets may experience high volatility. On such markets, the risks are accentuated. The politico-economic context and the regulatory framework of certain countries may be of an unstable nature and be sensitive to future changes that may prove unfavourable for this instrument, particularly as regards non-transfer risks (impossibility to convert currencies, asset freezes, restricted rights ...).

- Specific Market Risk

Commodity markets products are reserved for very sophisticated investors due to their significant volatility and the extremely particular characteristics of their underlyings (seasonal effects, announcements and market forecasts on production levels, stocks ...).

Final Documentation **October 5th, 2015**	Currency	EUR
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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 APE - EUR 5Y Callable Participation Note on Ethical Europe Climate Care Equity Index issued by BNP Paribas Arbitrage Issuance B.V. 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 (http://www.eqdpo.bnpparibas.com/) 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
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- 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 Arbitrage Issuance B.V. 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 acknowledge that I have read and understand the content of this product agreement and/or have received sufficient explanations from my relationship manager about the risks associated with this product. In addition to my investor profile, which determines my ability to invest in this type of product, I acknowledge that I can broaden my understanding of the specific risks associated with structured products by visiting, if needed, the e-connect Wealth Management secure Website, under the Financial information section.
- 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")