



## Structured Products Simplified Prospectus

This product does not represent a share in a collective investment scheme and thus is not subject to the approval and supervision of the Swiss Financial Market Supervisory Authority FINMA. Therefore, investors in this product are not eligible for the specific investor protection under the Swiss Federal Act on Collective Investment Schemes

Final Terms and Conditions

### EUR Capped and Floored Floater Note – 5 Years 100% Principal Protected EUR Note – PUBLIC OFFER in LUXEMBOURG

This Note provides the bearer with floating coupon that moves with 3 month EURIBOR but which is floored at 1.50% and capped at 4.00%. At maturity, the full principal of the Note is due to be repaid.

Issuer	BNP Paribas (S&P A+ / Moody's A2 (as of the Trade Date) on an unsecured basis)
Issuer's Domicile	16 boulevard des Italiens 75009 Paris France
Dealer	BNP Paribas (UK) Limited
Issue Type	EMTN
Form	Bearer Note
Status	Senior, Unsecured
Form of Global Note	Classic Global Note (CGN)
Intended to be ECB Eligible	No
ISIN Code / Common Code	XS0862289716 / 086228971
Valor	20155386
Series Number	E15411
Currency	EUR
Issue Amount	Minimum EUR 1,040,000 and Maximum 20,000,000
Issue Price	100%
Redemption Price	100%
Public Offer	Yes, in Luxembourg only
Subscription Period	From 10th December 2012 to 24th December 2012 16h00 Luxembourg Time, (both dates inclusive), subject to early termination of the offer due to oversubscription or to changes in market conditions as determined by the Issuer or the Dealer in its sole and absolute discretion.
Denomination / Nominal Amount per Note (NA)	1 Note = EUR 1,000
Minimum Subscription Amount	<p>Holders acknowledge having been informed that the Notes cannot be sold by way of a public offering outside Luxembourg. No action has been or will be taken in any jurisdiction other than Luxembourg that would, or is intended to, permit a public offering of the Notes. Each Holder undertakes to comply with the following rules:</p> <p>Minimum Subscription Amount shall be an amount equal to at least EUR 10,000 (ten thousands) and multiples of EUR 1,000 thereafter.</p>
Secondary Market	<p>Holders may sell the Notes on the secondary market in amounts at least equal to EUR 10,000 (ten thousands) and multiple of EUR 1,000 thereafter.</p> <p>No representation is made as to the existence of a market for the Notes. BNP Paribas will endeavour to make a secondary market during business hours subject to it being satisfied that normal market conditions prevail. Any such repurchases will be on such terms as it deems reasonable, based on market conditions at the time and on such other factors as BNP Paribas may determine.</p>

The price indicated, if any, may be affected by many factors including, but not limited to, the remaining time to the Maturity Date, the outstanding principal amount, the performance and volatility

	of the Index, interest rates, exchange rates and credit spreads.
<b>Minimum Trading Size</b>	10 Notes
<b>Trade Date</b>	29 November 2012
<b>Issue Date</b>	28 December 2012
<b>Maturity Date</b>	28 December 2017
<b>Interest rate (Coupon Rate)</b>	3-month EURIBOR floored at 1.50% and capped at 4.00%
<b>3-month EURIBOR</b>	EURIBOR as quoted on Reuters EURIBOR01 fixed at 11:00am Brussels Time, 2 (two) Business Days before the start of the Calculation Period.
<b>Interest Period (Calculation Period)</b>	From, and including, each Interest payment Date (or if none, the Issue Date), to and excluding, the next following Interest Payment Date.
<b>Interest Payment Dates (Coupon payment Dates)</b>	Quarterly, on 28 March, 28 June, 28 September and 28 December in each year, from and including 28 March 2013 until the Maturity Date.
<b>Day Count Fraction</b>	30/360, unadjusted
<b>Business Day Convention</b>	Modified Following
<b>Business Day for Fixing</b>	TARGET2
<b>Business Day for Payment</b>	TARGET2
<b>Calculation Agent</b>	BNP Paribas UK Limited
<b>Calculation Agent's Domicile</b>	10 Harewood Avenue, London NW1 6AA, United Kingdom
<b>Common Depository/Paying Agent</b>	BNP Paribas Securities Services, Luxembourg branch
<b>Common Depository/Paying Agent's Domicile</b>	33, rue de Gasperich Howald-Hesperange L-2085 Luxembourg
<b>Listing</b>	<b>No</b>
<b>Public Offer</b>	<b>Yes, in Luxembourg</b>
<b>Governing Law</b>	<b>English</b>
<b>Jurisdiction</b>	<b>The Courts of England and Wales</b>
<b>Documentation</b>	<p>This document includes the information required for a simplified prospectus pursuant to Article 5 of the Federal Act on Collective Investment Schemes and may be obtained free of charge from BNP Paribas (Suisse) SA, Place de Hollande 2, Case postale, CH-1211, Geneva, Switzerland.</p> <p>This document is not a prospectus within the meaning of Articles 652a and 1156 of the Swiss Code of Obligations.</p> <p>Documentation comprises the Final Terms under the Euro 90,000,000,000 Programme for the Issuance of Debt Instruments of BNP Paribas dated 1 June 2012 (as supplemented from time to time) (the "Base Prospectus"), copies of which are available free of charge from BNP Paribas on request. This document must be read in conjunction with such Final Terms (when available) and the Base Prospectus.</p> <p>In the event of any inconsistency between this document and the Final Terms relating to the Notes, the Final Terms will prevail.</p> <p>The Base Prospectus can be viewed at:  <a href="http://rates-globalmarkets.bfi.echonet/asp/public/DisplaySnippet.aspx?id=rates_legal_docs">http://rates-globalmarkets.bfi.echonet/asp/public/DisplaySnippet.aspx?id=rates_legal_docs</a></p> <p><b>This document is delivered to the investor / purchaser by the distributor. The investor / purchaser is fully informed about the content of this document and fully understand the terms and conditions herein.</b></p>
<b>Valuation</b>	On each Business Day, the Calculation Agent will provide the Purchaser with a daily valuation in respect of the Note.
<b>Settlement/Clearing Changes</b>	<p>BNP Paribas will settle via Euroclear 92542</p> <p>If there are any unforeseen changes to the conditions for the Notes during its term such as changes in the underlying currencies, these and any consequences will be notified to the Holder of the Notes via the Clearing Systems in accordance with the Terms and Conditions and will be published on the following website:  <a href="http://rates-globalmarkets.bfi.echonet/asp/public/DisplaySnippet.aspx?id=rates_legal_docs">http://rates-globalmarkets.bfi.echonet/asp/public/DisplaySnippet.aspx?id=rates_legal_docs</a>.</p>

## Specific Risks

The Notes are capital protected at maturity.

Investment in the Notes involve a degree of risk reflecting among others, interest rate, foreign exchange, time value and political risks.

The Terms and Conditions in the Base Prospectus provide for early redemption of the Notes at Their nominal value on the occurrence of an Event of Default or for Taxation reasons. Early redemption will be notified to the Noteholders in accordance with Condition 12 of the Base Prospectus.

### Issuer Risk

Notes are unsecured obligations: The Notes retention of value is dependent not only on the development of the value of the underlying, but also on the creditworthiness of the Issuer, which may change over the term of the structured product. The Notes are direct unsecured obligations of the Issuer and will rank *pari passu* with all other direct unsecured obligations of the Issuer.

Possible illiquidity of the Notes in the secondary market:

It is not possible to predict the price at which Notes will trade in the secondary market. The trading market for the Notes may be volatile and may be adversely impacted by many events. An active trading market for the Notes may not develop. A Noteholder's actual yield on the Notes may be reduced from the stated yield by transaction costs. A Noteholder's effective yield on the Notes may be diminished by the tax impact on that Noteholder of its investment in the Notes. In the secondary market a bid/ask spread will generally apply.

## Transfer and Selling Restrictions

As set out in the Base Prospectus

## Prudential Supervision

BNP Paribas is authorised and supervised by the *Autorité de Contrôle Prudentiel*

## Fees/Discount

The reference to Issue Price is not an expression of market value and does not imply that transactions in the market will not be executed at prices above or below such Issue Price to reflect prevailing market conditions.

In connection with the offer and sale of the Notes, the distributor will acquire the Notes from the Issuer at a discount to the Issue Price or at the Issue Price. If the distributor acquires the Notes at the Issue Price, BNP Paribas will pay to the distributor a distribution fee. Such amounts received by the distributor may be in addition to the brokerage cost/fee normally applied by the distributor. The purchaser acknowledges that such distribution fee may be retained by the distributor. Further information is available from the distributor on request.

## Swiss Tax Section

The following Swiss tax summary is valid at the time of the issuance of the product. It is for general information only and does not purport to be a comprehensive description of all Swiss tax consequences that may be relevant to a decision to purchase, own or dispose of the product. Swiss tax laws and the practice of the Swiss tax authorities may change, possibly with retroactive effect. Prospective Swiss resident, EU resident and third country resident purchasers of the product should consult their own tax advisers concerning the tax consequences of purchasing, holding and disposing of the product in the light of their particular circumstances.

## Withholding tax and stamp duties

This product is not subject to Swiss withholding tax and Swiss stamp issuance tax. Secondary market transactions concerning the product are subject to Swiss stamp transfer tax if they are made by or through the intermediary of a Swiss bank or Swiss securities dealer and no exemption applies.

## Tax Treatment for Swiss resident individuals

This product is classified for Swiss tax purposes as a non-Swiss bond without predominantly one-time interest payment ("non-IUP").

As a result, the coupon payments generated by the product are taxable income at payment date for Swiss resident individual investors. Any gain on the disposal of the product is tax-free for Swiss resident individual investors holding the product for private investment purposes.

A capital loss is not tax-deductible.

## EU Savings Tax retention

Coupons paid by Swiss paying agents to a beneficial owner who is an EU resident individual are subject to retention of 35% EU Savings Tax (Telekurs Code 1). The Swiss paying agent may be explicitly authorised by the beneficial owner of the interest payment to report interest payments to the Swiss Federal Tax Administration, which will then substitute the tax retention.

## Note Disclaimer

This document must be read in conjunction with the Final Terms dated the Issue Date (when available) and the Base Prospectus and any Supplements to the Base Prospectus (together the "Base Prospectus") and these documents prevail over any prior communications or materials relating to the terms of the securities described in this document (the "Securities"). Neither BNP Paribas nor any of its affiliates (together, "BNP Paribas") gives any assurance that any transaction will be entered into on the basis of these terms and no specific issuer shall be obliged to issue any security or instrument on such terms. The information contained herein is provided to you only and it may not be copied, reproduced or otherwise distributed by you other than in compliance with the applicable securities laws and regulations in force in the jurisdiction(s) in which you offer the Securities. The Securities may be offered to the public in Switzerland however no action has been or will be taken in any other jurisdiction that would, or is intended to, permit a public offering of the Securities. If you subscribe for the Securities once issued, these will be sold to you as principal and on the understanding that you will comply with all securities laws and public offer requirements in jurisdictions where you place or resell the Securities, including, without limitation, Directive 2003/71/EC (the "EU Prospective Directive") and the relevant implementing measures in any EU member state. As you may not be the only purchaser of the Securities from us, any public offer exemption relying on offers only being made to a restricted number of investors (classified by type or location as applicable) may not be available. In addition, the Securities may not be offered or sold in the United States or to U.S Persons (as defined in regulations under the U.S. Securities Act of 1933 or the U.S. Internal Revenue Code) at any time. The Securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or the securities laws of any state in the United States, and are subject to U.S Tax requirements. In purchasing the Securities the purchaser represents and warrants that it is neither located in the United States nor a U.S. Person and that it is not purchasing for the account or benefit of any such person. The Securities may not be offered, sold, transferred or delivered without compliance with all applicable securities laws and regulations.

By agreeing to purchase any Securities once issued, each purchaser of Securities confirms that (i) it is acting as principal for its own account and has made its own independent decision as to whether or not to invest in the Securities and as to whether such Securities are appropriate, suitable and proper for it based upon its own judgment and any advice from accounting, tax, regulatory and/or other advisors as it has seen fit; (ii) it is not relying on any communication (written or oral, including the information and explanations provided in this term sheet or in any marketing material provided to it by BNP Paribas) (unless otherwise agreed in writing with BNP Paribas), and it has not received from BNP Paribas any assurance or guarantee as to the expected results of any investment in the Securities and it acknowledges that BNP Paribas owes no duty to it to exercise any judgement as to the merits or suitability of the Securities for it; (iii) it is capable of understanding and assessing the merits of an investment in and the value of the Securities (by itself or through independent professional advice, including in relation to all financial, legal, regulatory, accounting and tax aspects), and understands and accepts the terms, conditions and risks involved in an investment in the Securities and it is capable of assuming such risks; and (iv) it acknowledges that it is its responsibility to review the offering documentation relating to the Securities to ensure that such documentation is acceptable to it. In addition, by agreeing to purchase any Securities once issued, each purchaser undertakes that, in placing or reselling any of the Securities (a) it will comply with all relevant securities or other laws and regulations and public offer requirements in each relevant jurisdiction, including, without limitation, the EU Prospectus Directive and implementing legislation; (b) to the extent required by applicable law or regulation, it is solely responsible for determining whether any purchaser of any Securities from it is eligible to purchase such Securities and whether an investment in such Securities is appropriate and proper for such purchaser in the light of investor suitability considerations; (c) it will not hold itself out as agent or partner of BNP Paribas or any of its affiliates in relation to any such placement or resale; (d) in the event of onward sale of any Securities to any third party, it will deliver all information and documentation (including risk disclosures) which may be necessary and supply sufficient information in order for such third party to make an informed investment decision with respect to any investment in such Securities; and (e) it will not make any representations in relation to any Securities other than as specified in any related marketing materials prepared and/or approved by BNP Paribas.

Financial transactions such as a purchase of the Securities will involve various risks which may in each case include risks of variation in interest rates, exchange rates, correlation, default risk, indicators of creditworthiness or perceived creditworthiness of one or more underlying entities, and/or the prices or levels of securities, commodities, funds and/or indices and lack of liquidity – see the Risk Factors section of the Base Prospectus and (if any) of the supplement relating to the Securities for further details. The return on these Securities may be variable or contingent and any return anticipated by a purchaser of securities may, therefore, not be realised. In addition, the holder of the Securities will either be exposed to (i) the unsecured credit risk of the Issuer and, if applicable, any Guarantor; and/ or (ii) where the Issuer is a bankruptcy-remote special purpose entity, the credit risk of any collateral ring-fenced for the purposes of the Securities and that of any swap counterparty, custodian, guarantor or other entity on which the Issuer is relying in order to finance the scheduled cashflows on the Securities. Securities may, under their terms, be principal protected but this does not in and of itself alter or mitigate this credit risk and (unless otherwise stated) principal protection (i) only applies in respect of the nominal amount of the Securities, and (ii) only applies at maturity and hence any redemption prior to maturity may be at less than par. Where Securities are not, under their terms, principal protected, there is also a risk of partial or total loss of the principal amount of the Securities in accordance with their terms, and such Securities should therefore only be considered by persons who can withstand a loss of their entire investment. Further, where these Securities involve leverage, it must be recognised that whilst leverage presents opportunities to increase profit, it also has the effect of potentially increasing losses. Such losses may therefore significantly diminish the performance of the Securities in a relatively short time. There may not be any active or liquid secondary trading market for the Securities or any market at all. Accordingly, purchasers should note that it may not be possible to liquidate or sell the Securities for a substantial period of time, if at all, and if liquidated or sold, the amount realised from such liquidation or sale may be significantly less than the amount paid by the purchaser to purchase the Securities and/ or the present value of the expected cashflows of the Securities. Any reference to an Issue Price herein is not necessarily an expression of the market value of the Securities and the initial placement of the Securities (if issued) by any dealer may be executed at prices above or below such Issue Price.

In view of these risks, purchasers or potential purchasers of the Securities should have the requisite knowledge and experience to assess the characteristics and risks associated with the Securities. BNP Paribas will provide any additional information, reasonably requested by the purchaser or potential purchaser prior to purchase of the Securities, in order to enable it to assess the risks and characteristics of the Securities. However, no information will be provided by BNP Paribas with respect to any entity or the obligations of any entity referred to in this document. In no circumstances shall BNP Paribas be obliged to disclose to investors any information which it has received on a confidential basis or the existence thereof. Accordingly, when the purchaser acquires the Securities, it will be deemed to understand and accept the terms, conditions and risks associated with it. The Issuer reserves the right not to issue the Securities described herein in its sole discretion. BNP Paribas may (or may in the future) be long or short, or may have a financial interest in, any securities, loans or any other underlying asset described herein. Furthermore, BNP Paribas or its affiliates may face possible conflicts of interest in connection with certain duties to be carried out in respect of the Securities. Purchasers should ensure that they understand and accept the identities of such parties and the roles they play in relation to the Securities. It is also understood that all information given by BNP Paribas related to the terms and conditions of Securities shall not be considered investment advice or as a recommendation to acquire, hold, dispose of or otherwise deal in any Securities (unless otherwise agreed in writing by BNP Paribas). Any illustrative price quotations, disclosure materials or analyses provided to you have been prepared on the basis of assumptions and parameters that reflect our good faith judgment or selection and, therefore, no guarantee is given as to the accuracy, completeness or reasonableness of any such quotations, disclosures or analyses. To the extent that any such information or analyses are based on information from public sources, such information has not been independently verified by BNP Paribas and is subject to change from time to time. BNP Paribas does not represent or warrant the accuracy of such information which may be incomplete or condensed. BNP Paribas will not assume any responsibility for the financial consequences of the purchaser acquiring and/or trading in the Securities described herein. The terms of this disclaimer shall not be amended except as agreed in writing by BNP Paribas.

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