



Structured Products Simplified Prospectus

This product does not represent a participation in a collective investment scheme and thus is not subject to the supervision of the Swiss Financial Market Supervision 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 (our ref. CE0558RAK)

5Y Phoenix on EURO STOXX 50 in EUR

The following product is a derivative financial instrument, offering an attractive return if, on any Automatic Early Redemption Valuation Date, the Underlying Index closes at or above 60% of the Initial Level. In this case, the investor will receive a fixed payment for the observation period considered. Moreover, if, on any Automatic Early Redemption Valuation Date, the Underlying Index closes at or above the Initial Level, the certificates will be early redeemed at par. If no such event occurs, the investor will still receive 100% of the Notional Amount on the Redemption Date, provided that the Underlying Index never traded below 40% of the Initial Level during the Knock-in Determination Period. Otherwise, depending on the official Closing Level of the Underlying Index on the Redemption Valuation Date, the product will be redeemed at par or by cash settlement at the official Closing Level of the Underlying Index on the Redemption Valuation Date.

Issuer	BNP Paribas Arbitrage Issuance B.V.
Issuer's Domicile	Herengracht 537 - 1017 BV Amsterdam - The Netherlands
Guarantor	BNP Paribas (AA- / A2) (on an unsecured basis)
Guarantor's Domicile	16 boulevard des Italiens - 75009 Paris - France
Issue Type	Certificate

Traded Amount	EUR 1,370,000
Initial Issue Amount	EUR 2,000,000
Issue Amount	Up to EUR 5,000,000
Number of Certificates	2,000 up to 5,000
Notional Amount per Certificate (N)	1 Certificate = EUR 1,000
Currency	EUR
Issue Price per Certificate	100%

Trade Date	September 21 st , 2012
Subscription Period	From October 08 th , 2012 to October 15 th , 2012
Strike Date	October 15 th , 2012
Issue Date	October 22 nd , 2012
Redemption Valuation Date	October 16 th , 2017
Redemption Date	October 23 rd , 2017, subject to the occurrence of (i) any Call Option by Issuer (Illegality and Force Majeure, as described in the Base Prospectus) and (ii) the Additional Disruption Events (as described in the Base Prospectus).

Underlying Index	EURO STOXX 50 (Bloomberg: SX5E Index)
Conditional Coupon (for each Certificate)	If, on any Automatic Early Redemption Valuation Date _n or on the Redemption Valuation Date, the official Closing Level of the Underlying Index is greater than or equal to 60% of Index_{Initial} , then a Coupon calculated as follows will be paid on the corresponding Coupon Payment Date _n or on the Redemption Date per Certificate: N x 6% Otherwise, no Coupon will be paid.



For the avoidance of doubt, no further Coupon will be paid after the Certificates have been automatically early redeemed.

Automatic Early Redemption If, on any Automatic Early Redemption Valuation Date_n, the official Closing Level of the Underlying Index is greater than or equal to the **Automatic Early Redemption Level**, then the Issuer shall redeem each Certificate on the relevant **Automatic Early Redemption Date_n** at the Automatic Early Redemption Amount calculated as follows:

$N \times 100\%$

n	Automatic Early Redemption Valuation Date _n	Automatic Early Redemption Date _n	Coupon Payment Date _n
1	October 15 th , 2013	October 22 nd , 2013	October 22 nd , 2013
2	October 15 th , 2014	October 22 nd , 2014	October 22 nd , 2014
3	October 15 th , 2015	October 22 nd , 2015	October 22 nd , 2015
4	October 17 th , 2016	October 24 th , 2016	October 24 th , 2016

Automatic Early Redemption Level

$100\% \times \text{Index}_{\text{Initial}}$

Final Redemption

On the **Redemption Date**, if the Certificates have not been redeemed or purchased and cancelled by the Issuer prior to the Redemption Valuation Date, the Issuer shall redeem each Certificate at the following Cash Settlement Amount:

1) If $\text{Index}_{\text{Final}}$ is greater than or equal to $\text{Index}_{\text{Initial}}$:

$N \times 100\%$

2) Else if $\text{Index}_{\text{Final}}$ is less than $\text{Index}_{\text{Initial}}$ and no **Knock-in Event** has occurred:

$N \times 100\%$

3) Otherwise:

$$N \times \left[100\% + \min \left(0\%, \frac{\text{Index}_{\text{Final}} - \text{Index}_{\text{Initial}}}{\text{Index}_{\text{Initial}}} \right) \right]$$

Where

$\text{Index}_{\text{Initial}}$ is the official Closing Level of the Underlying Index on the **Strike Date**.

$\text{Index}_{\text{Final}}$ is the official Closing Level of the Underlying Index on the **Redemption Valuation Date**.

Knock-in Level

$40\% \times \text{Index}_{\text{Initial}}$

Knock-in Determination Period

The period beginning on (but excluding) the Strike Date and ending on (and including) the Redemption Valuation Date.

Knock-in Valuation Time

At any time during the Knock-in Determination Period (continuous barrier).

Knock-in Event

A Knock-in Event shall be deemed to occur if, at any Knock-in Valuation Time in the Knock-in Determination Period, the Underlying Index trades at a level strictly less than the Knock-in Level.

Business Day Convention

Following Business Day

Payment Business Days

TARGET2

**Calculation Agent/
Principal Security Agent**

BNP Paribas Arbitrage S.N.C.

**Calculation Agent/
Principal Security Agent's
Domicile**

8 rue de Sofia - 75018 Paris - France

Governing Law

English



Jurisdiction	The Courts of England and Wales
Listing	None
Fees/Discount	<p>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.</p> <p>In connection with the offer and sale of the Certificates, BNP Paribas Wealth Management may acquire the Certificates from BNP Paribas Arbitrage S.N.C. at a discount to the Issue Price or at the Issue Price. If BNP Paribas Wealth Management acquires the Certificates at the Issue Price, BNP Paribas Arbitrage S.N.C. will pay to BNP Paribas Wealth Management a distribution fee. Further information is available from BNP Paribas Wealth Management on request.</p>
Issuer's Web Page / Publication	<p>www.eqdpo.bnpparibas.com</p> <p>The Base Prospectus can be viewed at the Issuer's Web Page and the website of the Netherlands Authority for Financial Markets' (Autoriteit Financiële Markten - AFM) (http://www.afm.nl).</p> <p>If there are any unforeseen changes to the conditions for the Certificates during their term, these will be notified to the Holders of the Certificates via the Clearing Systems in accordance with the Terms and Conditions and will be published on the Issuer's Web Page.</p>
Documentation	<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 Geneve 11, Switzerland.</p> <p>This document is not a prospectus within the meaning of Articles 652a and 1156 of the Swiss Code of Obligations. Documentation on this investment product comprises the Final Terms of the Certificates to be dated the Issue Date and the Base Prospectus for the BNP Paribas Arbitrage Issuance B.V. / BNP Paribas S.A. Warrant and Certificate Programme dated June 1st, 2012, as supplemented from time to time (the "Base Prospectus") a copy of which is available free of charge from BNP Paribas on request and which may be obtained freely and directly from BNP Paribas Arbitrage SNC (in its capacity as Principal Security Agent), 8 rue de Sofia - 75018 Paris - France or BNP Paribas (Suisse) SA, Place de Hollande 2, Case postale, CH-1211 Geneve 11, Switzerland. This document must be read in conjunction with the Final Terms (when available) and the Base Prospectus.</p> <p>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.</p>
Form	Clearing System Global Certificate
Codes	<ul style="list-style-type: none">- ISIN: XS0774366859- Common: 077436685
Reuters Ric for Structure	XS0774366859=BNPP
Common Depositary	BNP Paribas Securities Services, Luxembourg Branch
Common Depositary's Domicile	33, rue de Gasperich Howald-Hesperange L-2085 Luxembourg
Minimum Trading Size	1 certificate (and multiples of 1 certificate thereafter)
Minimum Subscription Amount	<p>Holders acknowledge having been informed that the Certificates cannot be sold by way of a public offering within or outside the European Economic Area (EEA). No action has been or will be taken in any jurisdiction that would, or is intended to, permit a public offering of the Certificates. Each Holder undertakes to comply with the following rules:</p> <ul style="list-style-type: none">(i) Where the Holder is located in a EEA member State, the Minimum Subscription Amount shall be an amount equal to at least EUR 10,000 (ten thousand) and multiples of EUR 1,000 thereafter;(ii) Where the Holder is located other than in a EEA member State, the Minimum Subscription Amount shall be an amount equal to the higher of:<ul style="list-style-type: none">- the minimum subscription amount or trading size that would not, by local regulation, require the approval of a prospectus or any offering material in connection with the Certificates; and- EUR 1,000 (one thousand) and multiples of EUR 1,000 thereafter.



Secondary Trading

Holders may sell the Certificates on the secondary market in amounts at least equal to:

- (i) EUR 1,000 (one thousand) and multiples of EUR 1,000 thereafter where the purchaser is either a credit institution or an investment firm (which includes the Distributor, the Issuer and Members of the Issuer's Group), or otherwise
- (ii) EUR 10,000 (ten thousand) and multiples of EUR 1,000 thereafter.

Daily price indications including accrued interest will be published on Reuters.

No representation is made as to the existence of a market for the Certificates. BNP Paribas Arbitrage SNC will endeavour to make a secondary market in the Certificates, 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 Certificates 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. To the extent BNP Paribas Arbitrage SNC holds Certificates that it can offer and subject to it being satisfied that normal market conditions prevail, such prices will have a bid-offer spread no greater than 1%. Such bid-offer spread might be extended to 3% maximum, subject to market conditions. The bid price includes accrued interest.

Holders should be aware that the secondary market price for any Security quoted on or after the fourth (4th) Clearing System business day preceding any date on which the Issuer is due to make a payment thereon, shall exclude the amount so payable per Security. The Holder of the Securities on the record date, as determined by the rules of the relevant Clearing System, shall be entitled to receive or retain any such amount on the due date for payment thereof.

Initial Settlement/Clearing

Delivery versus payment.

BNPP will settle through Clearstream 81851.

Settlement must be made in Nominal.

Specific Risks

Potential loss:

- There is a risk of total capital loss, and therefore an investment in the Certificates is highly speculative, involving significant risk, including the possible loss of all of the amount invested, and should therefore only be considered by persons who can afford a loss of all of their investment.

- An investment in the Certificates involves a high degree of risk, which may include, among others, interest rate, foreign exchange, time value and political risks.

Purchasers should be prepared to sustain a total loss of the purchase price of their Certificates.

The Terms and Conditions in the Base Prospectus provide for early redemption on the occurrence of Force Majeure, Illegality and certain other events affecting the Underlying and/or the hedge, whereupon the Calculation Agent shall calculate the fair market value of each Certificate less the cost to the Issuer and/or its Affiliates of unwinding any underlying related hedging arrangements, all as determined by the Calculation Agent in its sole and absolute discretion. Payment will be made in such manner as shall be notified to the Certificate holders in accordance with the Condition 10 of the Base Prospectus.

Issuer Risk and Guarantor Risk:

- Certificates are unsecured obligations: The Certificates retention of value is dependent not only on the development of the value of the underlying, but also the creditworthiness of the Issuer and the Guarantor, which may change over the term of the structured product. The Certificates are direct unsecured obligations of the Issuer and will rank pari passu with all other direct unsecured obligations of the Issuer. The obligations of the Guarantor under the guarantee are unsecured obligations of the Guarantor and will rank pari passu with all its other present and future unsecured obligations, subject as may from time to time be mandatory under French law.

- Possible illiquidity of the Certificates in the secondary market: It is not possible to predict the price at which Certificates will trade in the secondary market.

- The trading market for the Certificates may be volatile and may be adversely impacted by many events.

- An active trading market for the Certificates may not develop.

- The Certificates may be redeemed prior to maturity.

- A Certificate holder's actual yield on the Certificates may be reduced from the stated yield by transaction costs.

- A Certificate holder's effective yield on the Certificates may be diminished by the tax impact on that Certificate holder's of its investment in the Certificates.

- In the secondary market a bid/ask spread will generally apply.

In addition, potential investors should read the section of the Base Prospectus entitled "Risk Factors".



Swiss Tax Information

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.

Swiss Federal Stamp Duty

This product is subject to Swiss stamp duty.
Therefore, secondary market transactions are subject to Swiss stamp duty.

Swiss Withholding Tax

The product is not subject to the Swiss withholding tax.

EU Savings Tax

For Swiss paying agents, the product is not subject to the EU savings tax (TK7).

Swiss Tax Treatment

This product is classified as transparent, where the majority of the return of the bondpart is in the form of a Bond. Therefore, private investor with tax domicile in Switzerland, is subject to the Swiss Federal Income Tax on the difference between the bondfloor at purchase and the bondfloor at sale or redemption (if denominated in foreign currency these amounts must be converted into CHF by applying the prevailing exchange rate at purchase date and sale or redemption date when applicable). The present value of the bond part at issue is 95.32% (ref.rate: 0.9630%). However, any gain derived from the option is considered as a capital gain and therefore for such investor not subject to the Swiss federal, cantonal or communal Income Tax.

Prudential Supervision

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

Transfer and Selling Restrictions

Restrictions apply to offers, sales or transfers of the Certificates in various jurisdictions. In all jurisdictions offers, sales or transfers may only be effected to the extent lawful in the relevant jurisdiction. For a description of certain further restrictions on offers and sales of Certificates and the distribution of the Final Terms, see the section entitled "Offering and Sale" in the Base Prospectus.

IMPORTANT INFORMATION

Neither BNP Paribas nor any of its affiliates gives any assurance that any Certificate will be issued or any transaction will be entered into on the basis of the terms set out in this document. The information contained in this document is provided to you alone and you agree that it may not be 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 Certificates described in this document (the "Certificates"). If you have received a copy of this document from anyone other than BNP Paribas or any distributor, it will not contain all the information required for you to assess its contents.

BNP Paribas is not providing the recipients of this document with any investment advice or recommendation to enter into any potential transaction. Any purchaser of Certificates, other than a BNP Paribas counterparty or distributor, will be purchasing the Certificates from such counterparty or distributor and will have no contractual relationship with BNP Paribas or any of its affiliates. In particular BNP Paribas will not be responsible for assessing the appropriateness or suitability of an investment in the Certificates in relation to such third parties.

This document should be read together with the base prospectus for the Certificates (including any Supplements to it, the "Base Prospectus") and the applicable Final Terms for the Certificates (when available) and these documents prevail over any prior communications or materials relating to the terms of the Certificates. Potential investors should carefully read the sections headed "Risk Factors" in the Base Prospectus for a full description of the potential risks associated with the Certificates, and "Selling Restrictions", for certain limitations on the purchase and onward sales of the Certificates.

Any illustrative price quotations, investment cases or market analysis contained in this document or any related marketing materials we may have provided to you have been prepared on assumptions and parameters that reflect our good faith judgment or selection but must be subject to your own independent analysis and due diligence before you make any investment decision. Please note that there can be conflicts of interests between BNP Paribas and potential investors (see below) and we can therefore not assume any responsibility for the financial consequences of your investment decision, which must be independent. We require that you undertake your own independent due diligence and avail yourself of your own advisors in order to assess the suitability of Certificates in relation to your own financial objectives. Accordingly, if you decide to purchase Certificates, you will be deemed to understand and accept the terms, conditions and risks associated with the Certificates. You will also be deemed to act for your own account, to have made your own independent decision to purchase the Certificates and to declare that such transaction is appropriate for you based upon your own judgment the advice from such advisers as you have deemed necessary to consult. Each holder of the Certificates shall also be deemed to assume and be responsible for any and all taxes of any jurisdiction or governmental or regulatory authority and should consult their own tax advisers in this respect.

You should note and assess for the purposes of any investment decision that members of the BNP Paribas group may face possible conflicts of interest in connection with certain duties under the Certificates, such as trading in an underlying for their own account or for the account of others, receiving fees in a number of capacities or taking market views which are not consistent with the objective of the Certificates.



Investor Responsibilities

The Certificates will be offered to the public in Luxembourg, no action has been or will be taken in any jurisdiction that would, or is intended to, permit a public offering of the Certificates in another country.

The Certificates are sold to you as principal and on the understanding that you will comply with all relevant securities laws and public offer requirements in the jurisdictions in which you place or resell the Certificates, including, without limitation, Directive 2003/71/EC (the EU Prospectus Directive) as amended (which includes the amendments made by Directive 2010/73/EU the "2010 PD Amending Directive") and the relevant implementing measures in any EU member state. As you may not be the only purchaser of the Certificates 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) will not be available.

Selling Restrictions

The Certificates may not be offered or sold in the United States or to U.S. persons at any time (as defined in regulation S under the U.S. Securities Act of 1933 or the U.S. internal revenue code). The Certificates 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 Certificates you represent and warrant that you are neither located in the United States nor a U.S. person and that you are not purchasing for the account or benefit of any such person. The Certificates may not be offered, sold, transferred or delivered without compliance with all applicable securities laws and regulations.

BNP Paribas is incorporated in France with Limited Liability and is regulated by the Autorité de Contrôle Prudentiel for the conduct of its investment business in France. Registered Office: 16 Boulevard des Italiens, 75009 Paris, France. www.bnpparibas.com.

Index Disclaimer

Neither the Issuer nor the Guarantor shall have any liability for any act or failure to act by an Index Sponsor in connection with the calculation, adjustment or maintenance of an Index. Except as disclosed prior to the Issue Date, neither the Issuer, the Guarantor nor their affiliates has any affiliation with or control over an Index or Index Sponsor or any control over the computation, composition or dissemination of an Index. Although the Calculation Agent will obtain information concerning an Index from publicly available sources it believes reliable, it will not independently verify this information. Accordingly, no representation, warranty or undertaking (express or implied) is made and no responsibility is accepted by the Issuer, the Guarantor, their affiliates or the Calculation Agent as to the accuracy, completeness and timeliness of information concerning an Index.

EURO STOXX 50® Index

STOXX and its licensors (the "Licensors") have no relationship to BNP PARIBAS, other than the licensing of the EURO STOXX 50® Index and the related trademarks for use in connection with the Certificates.

STOXX and its Licensors do not:

- Sponsor, endorse, sell or promote the Certificates.
- Recommend that any person invest in the Certificates or any other securities.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of Certificates.
- Have any responsibility or liability for the administration, management or marketing of the Certificates.
- Consider the needs of the Certificates or the owners of the Certificates in determining, composing or calculating the EURO STOXX 50® Index or have any obligation to do so.

STOXX and its Licensors will not have any liability in connection with the Certificates. Specifically,

- **STOXX and its Licensors do not make any warranty, express or implied and disclaim any and all warranty about:**
 - The results to be obtained by the Certificates, the owner of the Certificates or any other person in connection with the use of the EURO STOXX 50® Index and the data included in the EURO STOXX 50® Index;
 - The accuracy or completeness of the EURO STOXX 50® Index and its data;
 - The merchantability and the fitness for a particular purpose or use of the EURO STOXX 50® Index and its data;
- STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the EURO STOXX 50® Index or its data;
- Under no circumstances will STOXX or its Licensors be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or its Licensors knows that they might occur.

The licensing agreement between BNP PARIBAS and STOXX is solely for their benefit and not for the benefit of the owners of the Certificates or any other third parties.