

FINAL TERMS dated 21 September 2012

**BGL BNP PARIBAS**  
50, avenue J.F. Kennedy, L-2951 Luxembourg

Incorporated with limited liability under the laws of the Grand Duchy of Luxembourg  
Registered with the Registre de Commerce et des Sociétés, Luxembourg, B6481

Issue of minimum USD 2,000,000 and maximum USD 30,000,000  
Floating Rate Notes due 18 October 2015

Issued pursuant to the EUR 12,000,000,000 Euro Medium Term Note Programme  
of  
BGL BNP Paribas

### PART A – CONTRACTUAL TERMS

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a "Relevant Member State") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes may only do so:

- (i) in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (ii) in those Public Offer Jurisdictions mentioned in Paragraph 40 of Part A below, provided such person is one of the persons mentioned in Paragraph 40 of Part A below and that such offer is made during the Offer Period specified for such purposes therein.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances. This document constitutes the Final Terms relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 22 June 2012. These Final Terms of the Notes must be read in conjunction with such Base Prospectus.

- |    |   |  |
|----|---|--|
| 1. | (i) Issuer:   | BGL BNP Paribas ("BGL")                          |
|    | (ii) Whether the Notes are Euro Notes or Luxembourg Notes:                | Euro Notes                                       |
|    | (iii) Specified Branch (if any) through which the Notes are being issued: | Not Applicable                                   |
| 2. | (i) Series Number:  | 2334   |
|    | (ii) Tranche Number:  | 1  |
| 3. | Specified Currency or Currencies:   | US Dollar ("USD")                                |
| 4. | Aggregate Nominal Amount:   |  |
|    | (i) Series:   | minimum USD 2,000,000 and maximum USD 30,000,000 |
|    | (ii) Tranche:   | minimum USD 2,000,000 and maximum USD 30,000,000 |
| 5. | Issue Price:  | 100.00 per cent. of the Aggregate Nominal        |

	Amount
6. (i) Specified Denomination	USD 2,000 Provided that for so long as the Notes are represented by a Global Note held on behalf of Euroclear and Clearstream, Luxembourg, the Notes will only be transferable in lots of minimum USD 10,000 and thereafter in multiples of USD 2,000.
(ii) Calculation Amount	USD 2,000
7. Issue Date:	18 October 2012
8. Maturity Date:	18 October 2015, subject to adjustment for payment only in accordance with the Modified Following Business Day Convention
9. Interest Basis:	3 month USD LIBOR Floating Rate (further particulars specified below)
10. Redemption/Payment Basis:	Redemption at par
11. Change of Interest or Redemption/Payment Basis:	Not Applicable
12. Put/Call Options:	Not Applicable
13. Status of the Notes:	Senior Notes
14. Method of distribution:	Non-syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15. Fixed Rate Note Provisions	Not Applicable
16. Floating Rate Note Provisions	Applicable
(i) Interest Period(s)/Specified Interest Payment Dates/Specified Period:	18 January, 18 April, 18 July and 18 October in each year from and including 18 January 2013 up to and including the Maturity Date. The interest will be paid quarterly in arrear and all Interest Payment Dates are subject to adjustment for payment only in accordance with the Business Day Convention below.
(ii) Business Day Convention:	Modified Following Business Day Convention
(iii) Additional Business Centre(s):	London and New York
(iv) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(v) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Agent):	BGL BNP Paribas 50, avenue J.F. Kennedy L-2951 Luxembourg
(vi) Screen Rate Determination:	Applicable
- Reference Rate:	3 month USD LIBOR
- Interest Determination Date(s):	Two (2) London Business Days prior to the start of each Interest Period
- Relevant Screen Page:	USD LIBOR as quoted on Reuters "LIBOR01" fixed at 11:00 am London time
(vii) ISDA Determination:	Not Applicable
(viii) Margin(s):	Not Applicable
(ix) Minimum Rate of Interest:	1.50 per cent. per annum
(x) Maximum Rate of Interest:	4.00 per cent. per annum
(xi) Day Count Fraction:	30/360, unadjusted

(xii)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	As set out in the Conditions
17.	<b>Zero Coupon Note Provisions</b>	Not Applicable
18.	<b>Index-Linked Interest Note/Equity-Linked Interest Note//other Variable Interest Note Provisions</b>	Not Applicable
19.	<b>Dual Currency Note Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
20.	<b>Issuer Call</b>	Not Applicable
21.	<b>Investor Put</b>	Not Applicable
22.	<b>Final Redemption Amount</b>	Par
23.	<b>Early Redemption Amount</b>	
(i)	Early redemption for taxation reasons and method of calculating the same (if required or if different from that set out in the Conditions):	Applicable
	(a) Early Redemption Amount per Calculation Amount payable on redemption:	As per Conditions
	(b) Method of calculating (if required or if different from that set out in the Conditions):	Not Applicable
(ii)	Early redemption on event of default and method of calculating the same (if required or if different from that set out in the Conditions):	Applicable
	(a) Early Redemption Amount per Calculation Amount payable on redemption:	As per Conditions
	(b) Method of calculating (if required or if different from that set out in the Conditions):	Applicable The Early Redemption Amount will be determined by the Calculation Agent. An amount shall be determined by the Calculation Agent on the Early Redemption Date in its absolute discretion (acting reasonably) to have the effect of preserving for the Noteholder the economic equivalent of the obligations of the Issuer under the Notes (including, but not limited to, taking into consideration the obligation of the Issuer to make payments of interest under the Notes and the cost to the Issuer of unwinding any contractual or swap arrangements. For the purposes of determining the Early Redemption Amount, the Calculation Agent shall, for avoidance of doubt, act as an independent expert and not as an agent for the Noteholders.
(iii)	Early redemption for other reasons ( <i>specify</i> ) and/or the method of calculating the same (if required or if different from that set out in the Conditions):	Not Applicable

**INDEX-LINKED NOTE PROVISIONS**

24.	<b>Index-Linked Note Provisions</b>	Not Applicable
-----	-------------------------------------	----------------

**EQUITY-LINKED NOTE PROVISIONS**

25. **Equity-Linked Note Provisions** Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

27. (i) If Euro Notes whether the Notes are Bearer Notes or Registered Notes: Bearer
- (ii) Form of the Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.
28. New Global Note No
29. Additional Financial Centre(s) or other special provisions relating to Payment Days: London and New York
30. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
31. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
32. Details relating to Instalment Notes:
- (i) Instalment Amount(s): Not Applicable
- (ii) Instalment Date(s): Not Applicable
33. Redenomination, renominatisation and reconventioning provisions: Not Applicable
34. Taxation: The provisions in Condition 8 apply.
35. Other final terms: Not Applicable

**DISTRIBUTION**

36. (i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable
- (ii) Date of Subscription Agreement: Not Applicable
- (iii) Stabilising Manager (if any): Not Applicable
37. If non-syndicated, name and address of relevant Dealer: BNP Paribas  
10 Harewood Avenue  
London NW1 6AA  
United Kingdom
38. Total commission and concession: Estimated commission between a range of 0.50 per cent and 1.50 per cent of the Aggregate Nominal Amount depending on the final amount of the offer.
39. Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA D
40. Non-Exempt Offer: An offer of the Notes may be made by the Managers other than pursuant to Article 3(2) of the Prospectus Directive in Luxembourg ("Public Offer Jurisdictions") during the period from and including 21 September 2012 until and including 12 October 2012 ("Offer Period").

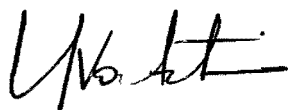
41. Additional selling restrictions: Not Applicable  
42. Delivery Agent: Not Applicable

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

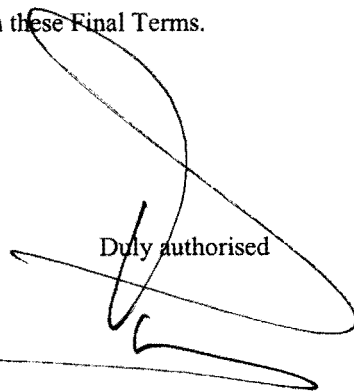
By:



Duly authorised

**Yvon ANTONI**

By:



Duly authorised

**Paul WAGNER**

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing: None
- (ii) Admission to trading: Not Applicable

### 2. RATINGS

Ratings: The Programme under which the Notes will be issued has been rated:

S & P: AA-

Moody's: A2

Fitch: A

A rating is not a recommendation to buy, sell or hold Notes and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.

### 3. NOTIFICATION

Not Applicable

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealers, and as discussed in "Potential Conflicts of Interest" and "Subscription and Sale" so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

### 5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

See "Use of Proceeds" wording in Base Prospectus.

### 6. YIELD (Fixed Rate Notes only)

Indication of yield: Not Applicable

### 7. HISTORIC INTEREST RATES (*Floating Rate Notes only*)

Details of historic Libor rates can be obtained from Reuters.

### 8. PERFORMANCE OF INDEX/SHARE(S)/FUND INTEREST(S)/FORMULA/OTHER VARIABLE, – EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS] AND OTHER INFORMATION CONCERNING THE UNDERLYING

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

### 9. PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT (*Dual Currency Notes only*)

Not Applicable

### 10. OPERATIONAL INFORMATION

- (i) ISIN Code: XS0831330237
- (ii) Common Code: 083133023
- (iii) Intended to be held in a manner which would allow Eurosystem eligibility: No
- (iv) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, société anonyme and the

relevant identification number(s):

- |  |                          |
|--|--------------------------|
| (v) Delivery:  | Delivery against payment |
| (vi) Names and addresses of additional Paying Agent(s) (if any): | Not Applicable           |

## 11. TERMS AND CONDITIONS OF THE OFFER

- (i) Offer Price: 100.00 per cent of the Nominal Amount.  
The investors who are not Qualified Investors (as defined in the Prospectus Directive) will pay the Issue Price. The Qualified Investors will pay the Issue Price less a discount or plus a margin, such resulting price being subject to change during the Offer Period based among others on (i) the evolution of the credit quality of the Issuer (credit spread), (ii) the evolution of interest rates, (iii) the success (or lack of success) of the placement of the Notes, and (iv) the amount of Notes purchased by an investor, each as determined by the Dealer in its sole discretion.
- (ii) Conditions to which the offer is subject: The Issuer reserves the right to withdraw the present offer if there are market or other disruptions not enabling a smooth placement or settlement of the Notes, as determined by the Issuer in its sole discretion.  
Moreover, the offer of the Notes is subject to the following conditions:
- there has been no such a change in national or international financial, political or economic conditions or currency exchange rates or exchange controls as would in the view of the Issuer or the Dealer be likely to prejudice materially the success of the offering and distribution of the Notes or dealings in the Notes in the secondary market; and
  - there has been no adverse change, financial or otherwise in the condition or general affairs of the Issuer as determined by the Dealer in its sole discretion.
- (iii) Description of the application process: An offer to the public will be made in the Grand Duchy of Luxembourg from (and including) 21 September 2012 at 9:00 am until (and including) 12 October 2012 at 4:00 pm (Luxembourg time).
- (iv) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: In case of early termination of the subscription period due to oversubscription or to changes in market conditions as determined by the Dealer or the Issuer in its sole discretion, allotment of the Notes will be made based on objective allotment criteria according to which the subscriptions will be served in the chronological order of their receipt by the Dealer and, if required, the last subscriptions will be reduced proportionately in order to correspond with the total amount of Notes that will be issued. Any payments made in connection with the subscription of Notes and not allotted will be redeemed within 7 Luxembourg Business Days (i.e., days on which banks are open for general business in Luxembourg) after the date of payment and the holders thereof shall not be entitled to any interest in respect of such payments.  
By subscribing to or otherwise acquiring the Notes, the holders of the Notes are deemed to have knowledge of all the Terms and Conditions of the Notes and to accept the said Terms and Conditions.
- (v) Details of the minimum and/or Total amount of the offer: minimum USD 2,000,000

- maximum amount of application: and maximum USD 30,000,000.  
 Minimum subscription amount per investor:  
 USD 10,000.  
 Nevertheless, the Issuer reserves the right to modify the total nominal amount of the Notes to which investors can subscribe, to close earlier the subscription period and to cancel the planned issue, being understood that in the later case no Notes will be issued. Such an event will be published in the same way the Final Terms and the Base Prospectus will be published in relation to the Notes in a leading newspaper having general circulation in Luxembourg (which is expected to be the d'Wort) or on the website of the Issuer ([www.bgl.lu](http://www.bgl.lu)).
- (vi) Details of the method and time limits for paying up and delivering the Notes: Payment of the Notes must be received at the latest on or before the Issue Date by debit of a cash account.  
 The delivery of the Notes will take place as described in the Base Prospectus and this Final Terms. On or about the Issue Date, the relevant securities account of each Noteholder will be credited of the relevant amount of Notes purchased.
- (vii) Manner in and date on which results of the offer are to be made to the public: The results of the offer of the Notes will be published as soon as possible on the website of the issuer ([www.bgl.lu](http://www.bgl.lu)).
- (viii) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable
- (ix) Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries: The offer will consist of an offer to the public in the Grand Duchy of Luxembourg.
- (x) Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: The Noteholders will be directly notified of the number of Notes which has been allotted to them as soon as possible after the Issue Date (See also above the manner and date in which results of the offer are to be made public).
- (xi) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Expenses and taxes charged to the subscribers or purchasers of the Notes include:  
 - Costs for the subscribers relating to holding of the Notes on a securities account\*: free of charge at BGL BNP Paribas.  
 - Financial service\*: free of charge at BGL BNP Paribas.  
 (\*) It is the responsibility of investors to ensure that they are kept informed of the costs that could be charged to them by financial institutions.
- (xii) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: BGL BNP Paribas  
 50 Av. J.F. Kennedy  
 L-2951 Luxembourg