

FINAL TERMS

dated 16 November 2012

BNP PARIBAS

(incorporated in France)

(as Issuer)

Issue of GBP 300,000,000 2.375 per cent. Fixed Rate Notes due November 2019

under the €90,000,000,000

Programme for the Issuance of Debt Instruments

guaranteed by BNP Paribas

(the Programme)

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (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 in that Relevant Member State of the Notes may only do so 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. Neither the Issuer nor any Dealer has authorised, or authorises, the making of any offer of Notes in any other circumstances.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth under the section entitled "Terms and Conditions of the Notes" in the Base Prospectus dated 1 June 2012 which received visa no 12-239 from the *Autorité des marchés financiers* ("**AMF**") on 1 June 2012 and the Supplements to the Base Prospectus dated 22 June 2012 (which received visa no 12-290 from the AMF on 22 June 2012 (the "**First Supplement**")), 7 August 2012 (which received visa no 12-404 from the AMF on 7 August 2012 (the "**Second Supplement**")), 14 September 2012 (which received visa no 12-444 from the AMF on 14 September 2012 (the "**Third Supplement**")) and 30 October 2012 (which received visa no 12-527 from the AMF on 30 October 2012 (the "**Fourth Supplement**")) which together constitute a base prospectus for the purposes of the Prospectus Directive as amended (which includes the amendments made by the 2010 PD Amending Directive to the extent that such amendments have been implemented in a Member State). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive, and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus, these Final Terms, the First Supplement, the Second Supplement, the Third Supplement and the Fourth Supplement (in each case, together with any documents incorporated therein by reference) are available for viewing at, and copies may be obtained from, BNP Paribas Securities Services, Luxembourg Branch (in its capacity as Principal Paying Agent), 33, rue de Gasperich, Howald - Hesperange, L-2085 Luxembourg and (save in respect of the Final Terms) on the Issuer's website (www.invest.bnpparibas.com). The Base Prospectus, these Final Terms, the First Supplement, the Second Supplement, the Third Supplement and the Fourth Supplement will also be available on the AMF website www.amf-france.org and these Final Terms will be available for viewing on the website of French *Autorité des marchés financiers* on www.amf-france.org.

A copy of these Final Terms, the Base Prospectus, the First Supplement, the Second Supplement, the Third Supplement and the Fourth Supplement will be sent free of charge by the Issuer to any investor requesting such documents.

1.	Issuer:	BNP Paribas
2.	(i) Series Number:	15384
	(ii) Tranche Number:	1
3.	Specified Currency:	Sterling (GBP)
4.	Aggregate Nominal Amount:	
	(i) Series:	GBP 300,000,000
	(ii) Tranche:	GBP 300,000,000
5.	Issue Price of Tranche:	99.929 per cent. of the Aggregate Nominal Amount
6.	Minimum Trading Size:	Not applicable
7.	(i) Specified Denominations:	GBP 1,000
	(ii) Calculation Amount:	GBP 1,000
8.	Issue Date and Interest Commencement Date:	20 November 2012
9.	Maturity Date:	20 November 2019
10.	Form of Notes:	Bearer
11.	Interest Basis:	2.375 per cent. Fixed Rate

(further particulars specified below)

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| 12. | Redemption/Payment Basis: | Redemption at par |
| 13. | Change of Interest Basis or Redemption/Payment Basis: | Not applicable |
| 14. | Put/Call Options: | Not applicable |
| 15. | Status of the Notes: | Senior |
| 16. | BNP Paribas Tax Gross-Up: | Condition 6(a) applicable |
| 17. | BNPP B.V. Tax Gross-up : | Not applicable |
| 18. | Listing: | See " <i>Listing and Admission to Trading</i> " in paragraph 1 of Part B |
| 19. | Method of distribution: | Syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 20. | Fixed Rate Provisions: | Applicable |
| | (i) Fixed Rate of Interest: | 2.375 per cent. per annum payable annually |
| | (ii) Interest Period End Date(s): | 20 November in each year |
| | • Business Day Convention for Interest Period End Date(s): | Not applicable |
| | (iii) Interest Payment Date(s): | 20 November in each year |
| | • Business Day Convention for Interest Payment Date(s): | Following |
| | (iv) Fixed Coupon Amount(s): | GBP 23.75 per Calculation Amount |
| | (v) Broken Amount(s): | Not applicable |
| | (vi) Day Count Fraction: | Actual/Actual Unadjusted |
| | (vii) Determination Date(s): | 20 November in each year |
| | (viii) Other terms relating to the method of calculating interest for Fixed Rate Notes: | None |
| 21. | Floating Rate Provisions: | Not Applicable |
| 22. | Zero Coupon Provisions: | Not applicable |
| 23. | Index Linked Interest Provisions: | Not applicable |

24.	Share Linked Interest Provisions	Not applicable
25.	Inflation Linked Interest Provisions:	Not applicable
26.	Commodity Linked Interest Provisions:	Not applicable
27.	Fund Linked Interest Provisions:	Not applicable
28.	ETI Linked Interest Provisions:	Not applicable
29.	Foreign Exchange (FX) Rate Linked Interest Provisions:	Not applicable
30.	Formula Linked Interest Provisions:	Not applicable
31.	Additional Business Centre(s) (Condition 3(b)):	Not applicable

PROVISIONS RELATING TO REDEMPTION

32.	Issuer Call Option:	Not applicable
33.	Noteholder Put Option:	Not applicable
34.	Final Redemption Amount:	GBP 1,000 per Calculation Amount
35.	Index Linked Redemption Amount:	Not applicable
36.	Share Linked Redemption Amount:	Not applicable
37.	Inflation Linked Redemption Amount:	Not applicable
38.	Commodity Linked Redemption Amount:	Not applicable
39.	Fund Linked Redemption Amount:	Not applicable
40.	Credit Linked Notes:	Not applicable
41.	ETI Linked Redemption Amount:	Not applicable
42.	Foreign Exchange (FX) Rate Linked Redemption Amount:	Not applicable
43.	Formula Linked Redemption Amount:	Not applicable
44.	Early Redemption Amount:	As set out in Condition 5(e)
45.	Provisions applicable to Physical Delivery:	Not applicable
46.	Variation of Settlement:	
	(i) Issuer's option to vary settlement:	The Issuer does not have the option to vary settlement in respect of the Notes.
	(ii) Variation of Settlement of Physical Delivery Notes:	Not applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

47.	Form of Notes:	Bearer Notes
	New Global Note:	Yes

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes only upon an Exchange Event.

48. Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a): London
49. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): No
50. 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, if different from those specified in the Temporary Global Note, consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not applicable
51. Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made: Not applicable
52. Redenomination, renominatisation and reconventioning provisions: Not applicable
53. Other terms or special conditions: Not applicable

DISTRIBUTION

54. (i) If syndicated, names and addresses of Managers and underwriting commitments (specifying Lead Manager):
- Lead Manager:**
BNP Paribas UK Limited, 10 Harewood Avenue, London NW1 6AA
(GBP 270,000,000)

Co-Lead Managers:

Danske Bank A/S, 2-12 Holmens Kanal, DK- 1092 Copenhagen K Denmark

Banco Santander, S.A., Ciudad Grupo Santander, Avenida de Cantabria S/N, Edificio Encinar, Planta baja, 28660, Boadilla del Monte, Madrid, España

Standard Chartered Bank, One Basinghall Avenue, London, EC2V 5DD

The Royal Bank of Scotland plc, 135 Bishopsgate, London, EC2M 3UR

The Toronto-Dominion Bank, 60 Threadneedle Street,

London EC2R 8AP
(GBP 6,000,000 each)

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| (ii) | Date of Subscription Agreement: | 16 November 2012 |
| (iii) | Stabilising Manager (if any): | Not applicable |
| 55. | If non-syndicated, name and address of Dealer: | Not applicable |
| 56. | Total commission and concession: | 0.275 per cent. of the Aggregate Nominal Amount |
| 57. | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| 58. | Non exempt Offer: | Not applicable |
| 59. | Additional selling restrictions: | Not applicable |

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the BNP Paribas and BNP Paribas Arbitrage Issuance B.V. €90,000,000,000 Programme for the Issuance of Debt Instruments.

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: 
Duly authorised

PART B – OTHER INFORMATION

1. Listing and Admission to trading

- (i) Listing: Euronext Paris
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Euronext Paris S.A. with effect from the Issue Date.
- (iii) Estimate of total expenses related to admission to trading: EUR 4,600.00

2. Ratings

- Ratings: The Notes to be issued have been rated:
- A2 by Moody's Investors Service Ltd
 - A+ by Standard & Poor's Rating Services
 - A+ by Fitch Ratings Ltd
- Standard & Poor's Ratings Services, Moody's Investors Service Ltd and Fitch Ratings Ltd are established in the European Union and are registered under Regulation (EC) No. 1060/2009 (as amended).

3. Risk Factors

The attention of potential purchasers of the Notes is drawn to the Risk Factors set out in the Base Prospectus.

4. Interests of Natural and Legal Persons Involved in the Issue

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- (i) Reasons for the offer: See "Use of Proceeds" wording in the Base Prospectus
- (ii) Estimated net proceeds: GBP 298,962,000
- (iii) Estimated total expenses: EUR 14,600.00

6. Fixed Rate Notes only – Yield

Indication of yield: 2.372 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

7. Floating Rate Notes only – Historic Interest Rates

Not applicable

8. Performance of Index/ Share/ Commodity/ Inflation/ Foreign Exchange Rate/ Fund/ Reference Entity/ Entities/ ETI Interest/ Formula, Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying

Not applicable

9. OPERATIONAL INFORMATION

(i) ISIN Code: XS0856595961

(ii) Common Code: 085659596

(iii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg approved by the Issuer and the Principal Paying Agent and the relevant identification number(s): Not applicable

(iv) Delivery: Delivery against payment

(v) Additional Paying Agent(s) (if any): Not applicable

(vi) Intended to be held in a manner which would allow Eurosystem eligibility: Yes
Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as Common Safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria

10. Public Offers Not applicable

11. Placing and Underwriting Not applicable