

Final Terms dated 22 August 2012

BNP PARIBAS

(incorporated in France)

(as Issuer)

**Issue of PLN 38,590,000 Index Linked Notes relating to a basket of 3 Indices due
August 2015**

under the €90,000,000,000

Programme for the Issuance of Debt Instruments

guaranteed by BNP Paribas

(the Programme)

Series 15019

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" and "Annex 1 – Additional Terms and Conditions in relation to Index Linked 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 (the "**Base Prospectus**") and the Supplement to the Base Prospectus dated 22 June 2012 and 7 August 2012 (the "**Supplements**") which, together, constitute a base prospectus for the purposes of the Directive 2003/71/EC (the "**Prospectus Directive**") as amended (which includes the amendments made by the Directive 2010/73/EU (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 and the Supplements. 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. These Final Terms, the Base Prospectus and the Supplements 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. The Base Prospectus and the Supplements will also be available on the AMF

website www.amf-france.org. A copy of these Final Terms, the Base Prospectus and the Supplements will be sent free of charge by the Issuer to any investor requesting such documents.

1. Issuer: BNP Paribas
2. (i) Series Number: 15019
(ii) Tranche Number: 1
3. Specified Currency: Polish Zloty ("**PLN**")
4. Aggregate Nominal Amount:
 - (i) Series: PLN 38,590,000
 - (ii) Tranche: PLN 38,590,000
5. Issue Price of Tranche: 100.00 per cent. of the Aggregate Nominal Amount
6. Minimum Trading Size: PLN 5,000
7. (i) Specified Denominations: PLN 5,000 which may not be divided into smaller denominations
(ii) Calculation Amount: PLN 5,000
8. (i) Issue Date: 22 August 2012
(ii) Interest Commencement Date: Not applicable
9. Maturity Date: 24 August 2015 or if that is not a Business Day the immediately succeeding Business Day
10. Form of Notes: Bearer
11. Interest Basis: Not applicable
12. Redemption/Payment Basis: Index Linked Redemption (further particulars specified below)

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| 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) applies |
| 17. | BNPP B.V. Tax Gross-up: | Not applicable |
| 18. | Listing: | See "Listing and Admission to Trading" in paragraph 1 of Part B |
| 19. | Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|------------|--|----------------|
| 20. | Fixed Rate Provisions: | Not applicable |
| 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. | Foreign Exchange (FX) Rate Linked Interest Provisions: | Not applicable |
| 29. | ETI Linked Interest Provisions: | Not applicable |
| 30. | Formula Linked Interest Provisions: | Not applicable |

31. Additional Business Centre(s) (Condition 3(b)): Warsaw and TARGET2

PROVISIONS RELATING TO REDEMPTION

32. Issuer Call Option: Not applicable
33. Noteholder Put Option: Not applicable
34. Final Redemption Amount: The Index Linked Redemption Amount specified below
35. Index Linked Redemption Amount: Applicable

- (i) Index/Basket of Indices: A basket comprised of 3 indices as detailed in the table below (each being an "Index", together the "Indices")

i	Index ¹ Name	Index Sponsor	Index Currency ¹	Bloomberg Code	Index Currency ¹	Exchange	Composite / Non-Composite
1	Warsaw Stock Exchange Top 20 Index	Warsaw Stock Exchange	PLN	WIG20	PLN	Warsaw Stock Exchange	Non-Composite
2	EURO STOXX 50	Stoxx Limited	EUR	SX5E	EUR	Euronext	Non-Composite
3	S&P BRIC 40 Euro	Standard and Poors	EUR	SBE	EUR	As set out in the Conditions	Composite

- (ii) Index Currency: See table above

- (iii) Screen Page: See table above

- (iv) Formula: Unless the Notes have been previously redeemed or purchased and cancelled by the Issuer prior to the Redemption Valuation Date, the Calculation Agent shall determine the Index Linked Redemption Amount per Calculation Amount as follows:

PLN 5,000 x [100% + Bonus1 + Bonus2 + Bonus3]

(the resultant amount shall be rounded upwards to the next whole PLN)

Where:

t	Observation Date ^t	Bonus ^t
1	16 August 2013	Bonus1
2	18 August 2014	Bonus2
3	17 August 2015	Bonus3

If on Observation Date^t the Performance of the Worst Performing Index is greater than or equal to its Barrier Levelⁱ then Bonus^t shall be 10 per cent., otherwise Bonus^t shall be zero.

With:

Barrier Levelⁱ means 107.50 per cent.;

IndexⁱInitial means the arithmetic average of the Settlement Prices of Indexⁱ (rounded to the nearest four decimal places, with 0.00005 being rounded upwards) determined in respect of the Initial Observation Dates;

Index Level^t means the Settlement Prices of Indexⁱ on Observation Date^t;

Initial Observation Date(s) means each of 16 August 2012, 17 August 2012, 20 August 2012, 21 August 2012 and 22 August 2012;

Performance is the value of Indexⁱ calculated as follows:

$$\text{Index Level}^t / \text{Index}^i \text{Initial};$$

Worst Performing Index means Indexⁱ with the lowest calculated Performance on Observation Date^t.

- (v) **Settlement Price:** The Settlement Price will be calculated in accordance with sub-paragraph (a) of the definition of "**Settlement Price**" in Condition 7 of Annex 1 (Additional Terms and Conditions for Index Linked Notes)
- (vi) **Disrupted Day:** If the Redemption Valuation Date is a Disrupted Day, the Settlement Price will be calculated in accordance with the definition of "**Valuation Date**" in Condition 7 of Annex 1 (Additional Terms and Conditions for Index Linked Notes)
- (vii) **Specified Maximum** Three (3) Scheduled Trading Days

Days of Disruption:

- | | | |
|---------|--|---|
| (viii) | Calculation Agent responsible for calculating the redemption amount due: | BNP Paribas Arbitrage S.N.C.

(the " Calculation Agent ")

All determinations made in respect of the Notes shall be made by the Calculation Agent in its sole and absolute discretion acting in good faith and in a commercially reasonable manner and shall be binding on the Noteholders in the absence of manifest error. |
| (ix) | Provisions for determining redemption amount where calculation by reference to Formula is impossible or impracticable: | As set out in Conditions of Annex 1 (Additional Terms and Conditions for Index Linked Notes) |
| (x) | Strike Date: | Not applicable |
| (xi) | Averaging: | Averaging does not apply to the Notes |
| (xii) | Redemption Valuation Date: | 17 August 2015 |
| (xiii) | Observation Date(s): | Not applicable |
| (xiv) | Observation Period: | Not applicable |
| (xv) | Exchange Business Day: | All Indices Basis |
| (xvi) | Scheduled Trading Day: | All Indices Basis |
| (xvii) | Exchange(s) and Index Sponsor: | As set out §35(i) |
| (xviii) | Related Exchange: | All Exchanges |
| (xix) | Weighting: | Not applicable |
| (xx) | Valuation Time: | Scheduled Closing Time |
| (xxi) | Index Correction Period: | As per Conditions |
| (xxii) | Optional Additional | (a) The following Optional Additional Disruption Events apply to the Notes: Increased Cost of Hedging |

Disruption Events:

		(b) Delayed Redemption on Occurrence of Additional Disruption Event and/or Optional Additional Disruption Event: Applicable
(xxiii)	Market Disruption:	Specified Maximum Days of Disruption will be equal to three (3).
(xxiv)	Knock-in Event:	Not applicable
(xxv)	Knock-out Event:	Not applicable
(xxvi)	Automatic Early Redemption Event:	Not applicable
(xxvii)	Delayed Redemption on Occurrence of Index Adjustment Event:	Not applicable
(xxviii)	Other terms or special conditions:	Not applicable
(xxix)	Additional provisions applicable to Custom Indices:	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:
- Early Redemption Amount(s) (if required or if different from that set out in Condition 5(e)): In the event of the Notes becoming due and payable for taxation reasons or on Event of Default of the Issuer or the Guarantor on or after the Issue Date but prior to the Maturity Date then the Early Redemption Amount in respect of the Notes shall be such amount as shall be determined by the Calculation Agent acting in its sole and absolute discretion which would have the effect of preserving for the Noteholders the economic equivalent of the obligations of the Issuer or Guarantor to make payments of principal in respect of the Notes on the Maturity Date and interest, as applicable on or prior thereto
- 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: No
- Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer 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): Warsaw and TARGET2
- 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 Not applicable

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:

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|------------|---|----------------|
| 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: | None |

DISTRIBUTION

- | | | |
|------------|---|---------------------------------------|
| 54. | (i) If syndicated, names of Managers (specifying Lead Manager): | Not applicable |
| | (ii) Date of Subscription Agreement: | Not applicable |
| | (iii) Stabilising Manager (if any): | Not applicable |
| 55. | If non-syndicated, name of Dealer: | BNP Paribas UK Limited |
| 56. | Total commission and concession: | None |
| 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 the Bourse de Luxembourg and listing on the Official List of the Luxembourg Stock Exchange 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: Luxembourg Stock Exchange's Official List
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Luxembourg Stock Exchange's Regulated Market with effect from the Issue Date.
- (iii) Estimate of total expenses related to admission to trading: EUR 1,500

2. Ratings

Ratings: The Notes to be issued have not been rated

3. Risk Factors

The attention of potential purchasers of the Notes is drawn to the Risk Factors set out in the Base Prospectus with particular reference to those relating to Index Linked Notes and they should note that the redemption in respect of the Notes described herein are linked to the value of an equity security.

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.

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

Not applicable

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

Not applicable

6. *Fixed Rate Notes only* – Yield

Not applicable

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

Calculation methodology, details of past performance and other background information in respect of the indices may be obtained from the website of the relevant Index Sponsor and/or the relevant Screen Page as follows:

Index	Website	Screen Page
EURO STOXX 50® Index	www.stoxx.com	Bloomberg SX5E
S&P BRIC 40 Euro Index	http://www.standardandpoor.com	Bloomberg SBE
Warsaw Stock Exchange Top 20 Index	http://www.bloomberg.com/quote/WIG20:IND	Bloomberg WIG20

The Notes are subject to market disruption event provisions and adjustment rules in relation to events concerning the underlying Index.

INDEX DISCLAIMER

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S&P BRIC 40 Euro Index

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Warsaw Stock Exchange Top 20 Index

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General disclaimer

None of the Issuer, the Calculation Agent or any Agents accepts responsibility for the calculation, maintenance or publication of the Index or any successor index.

9. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | XS0793852988 |
| (ii) | Common Code: | 079385298 |
| (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: | No |

10. Public Offers

Not applicable

11. Placing and Underwriting

Not applicable