

FINAL TERMS DATED 7 APRIL 2014

BNP Paribas Arbitrage Issuance B.V.

*(incorporated in The Netherlands)
(as Issuer)*

BNP Paribas

*(incorporated in France)
(as Guarantor)*

(Note, Warrant and Certificate Programme)

Up to 100,000 EUR "Bonus Protection" Certificates relating to the EURO STOXX 50® Index

due 30 April 2018

ISIN Code: NL0010399960

The Certificates are offered to the public in the Republic of Italy from 7 April 2014 to 24 April 2014

BNP Paribas Arbitrage S.N.C.

(as Manager)

Any person making or intending to make an offer of the Securities may only do so:

- (i) in those Public Offer Jurisdictions mentioned in Paragraph 47 of Part A below, provided such person is of a kind specified in that paragraph and that the offer is made during the Offer Period specified in that paragraph; or
- (ii) otherwise in circumstances in which no obligation arises for the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

None of the Issuer, the Guarantor or any Manager has authorised, nor do they authorise, the making of any offer of Securities 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.

Investors should note that if a supplement to or an updated version of the Base Prospectus referred to below is published at any time during the Offer Period (as defined below), such supplement or updated base prospectus, as the case may be, will be published and made available in accordance with the arrangements applied to the original publication of these Final Terms. Any investors who have indicated acceptances of the Offer (as defined below) prior to the date of publication of such supplement or updated version of the Base Prospectus, as the case may be, (the "**Publication Date**") have the right within two working days of the Publication Date to withdraw their acceptances.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 3 June 2013, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provide for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitute a base prospectus for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") (the "**Base Prospectus**"). The Base Prospectus and any Supplements to the Base Prospectus have been passported into Italy in compliance with Article 18 of the Prospectus Directive. This document constitutes the Final Terms of the Securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on BNP Paribas Arbitrage Issuance B.V. (the "**Issuer**"), BNP Paribas (the "**Guarantor**") and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the Securities (which comprises the Summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. The Base Prospectus, any Supplements to the Base Prospectus and these Final Terms are available for viewing on www.prodottidiborsa.com and copies may be obtained free of charge at the specified offices of the Security Agents. The Base Prospectus and the Supplements to the Base Prospectus will also be available on the AMF website www.amf-france.org

References herein to numbered Conditions are to the terms and conditions of the relevant series of Securities and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms in so far as they relate to such series of Securities, save as where otherwise expressly provided.

These Final Terms relate to the series of Securities as set out in "Specific Provisions for each Series" below. References herein to "**Securities**" shall be deemed to be references to the relevant Securities that are the subject of these Final Terms and references to "**Security**" shall be construed accordingly.

SPECIFIC PROVISIONS FOR EACH SERIES

SERIES NUMBER	NO. OF SECURITIES ISSUED	NO OF SECURITIES	ISIN	COMMON CODE	ISSUE PRICE PER SECURITY	EXERCISE DATE	Trading Code
CE1520UR	Up to 100,000	Up to 100,000	NL0010399960	104867057	EUR 100	23 April 2018	P99960

GENERAL PROVISIONS

The following terms apply to each series of Securities:

1. Issuer: BNP Paribas Arbitrage Issuance B.V.
2. Guarantor: BNP Paribas
3. Trade Date: 24 April 2014
4. Issue Date: 29 April 2014
5. Consolidation: Not applicable
6. Type of Securities:
 - (a) Certificates
 - (b) The Securities are Index SecuritiesThe Certificates are European Style Certificates.

Automatic Exercise applies.

The Exercise Date is 23 April 2018 or, if such day is not a Business Day, the immediately succeeding Business Day.

The Exercise Date will be subject to the same adjustments provided for the Redemption Valuation Date. For the purposes of Borsa Italiana, the Exercise Date shall be deemed to be also the expiration date of the Securities.

The Exercise Settlement Date is 30 April 2018

The minimum number of Securities that may be exercised by the Holder is (1) one Security and in excess thereof by multiples of (1) one Security.

The provisions of Annex 2 (*Additional Terms and Conditions for Index Securities*) shall apply.

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|-----|---|--|
| 7. | Form of Securities: | Italian Dematerialised Securities |
| 8. | Business Day Centre(s): | The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 1 is TARGET2. |
| 9. | Settlement: | Settlement will be by way of cash payment (Cash Settled Securities) |
| 10. | Rounding Convention for Cash Settlement Amount: | Not applicable |
| 11. | Variation of Settlement: | |
| | Issuer's option to vary settlement: | The Issuer does not have the option to vary settlement in respect of the Securities. |
| 12. | Final Payout | NA x SPS Payout |
| | | NA means the Notional Amount |
| | SPS Payout: | Certi plus: Bonus Securities |

(A) if a Knock-out Event has occurred:

(Down Final Redemption Value); or

(B) if no Knock-out Event has occurred:

Max (Bonus Percentage, Up Final Redemption Value)

"Bonus Percentage" means 100%.

"Down Final Redemption Value" means the Underlying Reference Value on the SPS Redemption Valuation Date;

"Up Final Redemption Value" means the Underlying Reference Value on the SPS Redemption Valuation Date

"Underlying Reference Value" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price,

"**SPS Valuation Date**" means the SPS Redemption Valuation Date;

"**SPS Redemption Valuation Date**" means the Redemption Valuation Date;

"**Underlying Reference**" is as set out in item 24(a) below;

"**Underlying Reference Closing Price Value**" means, in respect of a SPS Valuation Date, the Closing Level in respect of such day;

"**Strike Price Closing Value**": Applicable

"**Underlying Reference Strike Price**" means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

In respect of the Strike Date:

"**Underlying Reference Closing Price Value**" means, in respect of a SPS Valuation Date, the Closing Price in respect of such day;

Where:

"**SPS Valuation Date**" means the Strike Date

Cap is not available

Payout Switch:	Not applicable
Aggregation:	Not applicable
13. Relevant Asset(s):	Not applicable
14. Entitlement:	Not applicable
15. Exchange Rate	Not applicable
16. Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is Euro (" EUR ")
17. Syndication:	The Securities will be distributed on a non-syndicated basis.
18. Minimum Trading Size:	The minimum trading size will be established by Borsa Italiana S.p.A. with the notice communicating the first day of trading.
19. Principal Security Agent:	BNP Paribas Securities Services, Milan Branch
20. Registrar:	Not applicable
21. Calculation Agent:	BNP Paribas Arbitrage S.N.C. 160-162 boulevard MacDonald, 75019 Paris, France.
22. Governing law:	English law
23. Masse provisions (Condition 9.4):	Not applicable

PRODUCT SPECIFIC PROVISIONS (ALL SECURITIES)

24. Index Securities: Applicable
- (a) Index/Basket of Indices/Index Sponsor(s): EURO STOXX 50[®] Index (Reuters Code: **.STOXX50E**/ Bloomberg Code: **SX5E < Index >**)
The Index Sponsor is STOXX Limited or any successor thereto.
The Index is a Composite Index.
- (b) Index Currency: EUR
- (c) Exchange(s): W&C Security Conditions apply.
- (d) Related Exchange(s): All Exchanges
- (e) Exchange Business Day: Single Index Basis
- (f) Scheduled Trading Day: Single Index Basis
- (g) Weighting: Not applicable
- (h) Settlement Price: Not applicable
- (i) Specified Maximum Days of Disruption: Three (3) Scheduled Trading Days
- (j) Valuation Time: As per the W&C Security Conditions
- (k) Delayed Redemption on occurrence of an Index Adjustment Event (in the case of Certificates only): Not applicable
- (l) Index Correction Period: As per the W&C Security Conditions
- (m) Additional provisions applicable to Custom Indices: Not applicable
- (n) Additional provisions applicable to Futures Price Valuation: Not applicable
25. Share Securities: Not applicable
26. ETI Securities: Not applicable
27. Debt Securities: Not applicable
28. Commodity Securities: Not applicable
29. Inflation Index Securities: Not applicable
30. Currency Securities: Not applicable
31. Fund Securities: Not applicable
32. Futures Securities: Not applicable
33. Credit Securities: Not applicable
34. Underlying Interest Rate Securities: Not applicable
35. Preference Share Certificates: Not applicable

36. OET Certificates: Not applicable
37. Additional Disruption Events: Applicable
Hedging Disruption does not apply to the Securities.
38. Optional Additional Disruption Events: Not applicable
39. Knock-in Event: Not applicable
40. Knock-out Event: Applicable
- If the Knock-out Value is less than the Knock-out Level on the Knock-out Determination Day
- (a) SPS Knock-out Valuation: Applicable.
- "Knock-out Value"** means the Underlying Reference Value;
- "Underlying Reference Value"** means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price, where:
- "Underlying Reference"** is as set out in item 24(a) above;
- "Underlying Reference Closing Price Value"** means, in respect of a SPS Valuation Date, the Closing Level in respect of such day;
- "SPS Valuation Date"** means the Knock-out Determination Day;
- "Strike Price Closing Value"**: Applicable
- "Underlying Reference Strike Price"** means , in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.
- In respect of the Strike Date:
- "Underlying Reference Closing Price Value"** means, in respect of a SPS Valuation Date, the Closing Price in respect of such day;
- Where:
- "SPS Valuation Date"** means the Strike Date
- (b) Level: Not applicable
- (c) Knock-out Level/Knock-out Range Level: 55%
Not applicable
- (d) Knock-out Period Beginning Date: Not applicable
- (e) Knock-out Period Beginning Date Day

Convention:

(f) Knock-out Determination Period:	Not applicable
(g) Knock-out Determination Day(s):	Redemption Valuation Date
(h) Knock-out Period Ending Date:	Not applicable
(i) Knock-out Period Ending Date Day Convention:	Not applicable
(j) Knock-out Valuation Time:	Not applicable
(k) Knock-out Observation Price Source:	Not applicable
(l) Disruption Consequences:	Not applicable
	Not applicable

PROVISIONS RELATING TO WARRANTS

41. Provisions relating to Warrants:	Not applicable
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PROVISIONS RELATING TO CERTIFICATES

42. Provisions relating to Certificates:	Applicable
(a) Notional Amount of each Certificate:	EUR 100
(b) Partly Paid Certificates:	The Certificates are not Partly Paid Certificates.
(c) Interest:	Not applicable
(d) Payment of Premium Amount(s):	Not applicable
(e) Instalment Certificates:	The Certificates are not Instalment Certificates.
(f) Issuer Call Option:	Not applicable
(g) Holder Put Option:	Not applicable
(h) Automatic Early Redemption:	Not applicable
(i) Renouncement Notice Cut-off Time:	5.00 p.m. (Milan time)
(j) Strike Date:	24 April 2014
(k) Strike Price:	Not applicable
(l) Redemption Valuation Date:	The Exercise Date
(m) Averaging:	Averaging does not apply to the Securities
(n) Observation Dates:	Not applicable
(o) Observation Period:	Not applicable

- (p) Settlement Business Day: Not applicable
(q) Cut-off Date: Not applicable

DISTRIBUTION AND US SALES ELIGIBILITY

43. Selling Restrictions: Not applicable
44. Additional U.S. Federal income tax consequences: Not applicable
45. Registered broker/dealer: Not applicable
46. TEFRA C or TEFRA Not Applicable: TEFRA Not Applicable
47. Non-exempt Offer: An offer of the Securities will be made by the Issuer other than pursuant to Article 3(2) of the Prospectus Directive in Italy through the electronic "Securitized Derivatives Market" ("**SeDeX**") during the period from and including 7 April 2014 starting from 9:00am until and including 24 April 2014 until 5:25pm subject to early closing in the cases set out in Paragraph 6 of Part B below (the "**Offer Period**" or the "**Distribution Period**").

General Consent: Not applicable

Other Conditions to consent: Not applicable

PROVISIONS RELATING TO COLLATERAL AND SECURITY

48. Collateral Security Conditions: Not applicable

Responsibility

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of the knowledge of the Issuer (who has taken all reasonable care to ensure that such is the case), the information contained herein is in accordance with the facts and does not omit anything likely to affect the import of such information.

Signed on behalf of BNP Paribas Arbitrage Issuance B.V.

As Issuer:



By: ..Cezar NASTASA.. Duly authorised

PART B – OTHER INFORMATION

1. Listing and Admission to trading

Application has been made for the Securities to be listed on the Italian Stock Exchange and admitted for a distribution phase and subsequent trading on the SeDeX, organised and managed by Borsa Italiana S.p.A. The Securities have already been admitted to listing – preceded by the distribution phase on the SeDeX and the final amount of Securities that are issued on the Issue Date will be admitted to trading on the SeDeX on the date specified by means of a notice of the Italian Stock Exchange.

2. Ratings

The Securities have not been rated.

Issuer's long-term credit ratings are A+ with a negative outlook (Standard & Poor's) and Issuer's short term credit ratings are A-1 (Standard & Poor's).

The rating of the Guarantor is A2 from Moody's and A+ from Standard and Poor's.

As defined by Moody's, an "A" rating means that the obligations of the Issuer and the Guarantor under the Programme are judged to be upper-medium grade and are subject to low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aaa through Caa. The modifier 2 indicates a mid-range ranking.

As defined by Standard & Poor's, an obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the relevant Issuer and Guarantor's capacity to meet its financial commitment on the obligation is still strong. The addition of a plus (+) or minus (-) sign shows relative standing within the major rating category

Moody's and Standard & Poor's are established in the European Union and are registered under Regulation (EC) No. 1060/2009 (as amended).

3. Interests of Natural and Legal Persons Involved in the Offer

Investors must be informed of the fact that the Distributors (if any), will receive from the Issuer placement fees equal to a maximum amount of 2% of the amount of Securities placed through the same. All placement fees will be paid out upfront by the Issuer.

Investors must also consider that such fees are not included in the price of the Securities on the secondary market and, therefore, if the Securities are sold on the secondary market, fees embedded in the Issue Price will be deducted from the sale price.

No fees will be paid by the Issuer to intermediaries performing the investment services of the collection and transmission of orders or of the mere execution of orders in the context of the distribution of the Securities during the Distribution Period and directly or indirectly connected to the SeDeX through which investors will apply for the Securities.

Save as discussed in the "Potential Conflicts of Interest" paragraph in the "Risk Factors" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

4. **Performance of Underlying Reference Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying Reference**

See the Base Prospectus for an explanation of effect on value of Investment and associated risks in investing in Securities.

Past and further performances of the Underlying Index are available on the dedicated website: www.stoxx.com and its volatility may be obtained at the office of the Calculation Agent by mail to the following address: prodottidiborsa@bnpparibas.com

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

General 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.

Index Disclaimer

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.

5. Operational Information

Relevant Clearing System(s): Monte Titoli

6. Terms and Conditions of the Public Offer

Offer Period: From 7 April 2014 to, and including, 24 April 2014 during the SeDeX market's trading hours (i.e. from 9:00am until 5:25pm) or such earlier date as the Issuer determines (i) in the case that the Securities are distributed for an amount equal to EUR 10,000,000, and (ii) at any time during the Distribution Period provided that an amount of Securities at least equal to EUR 2,000,000 has been distributed.

In the case of early closure set out under (i) above, the Dealer (as defined below) will cease to display sell orders on the SeDeX market as soon as the Securities have been distributed for an amount of EUR 10,000,000. Following this occurrence, the Issuer will promptly inform the public of the Distribution Period's early closure by means of a notice to be sent to Borsa Italiana and published on the website www.prodottidiborsa.it.

In the case of early closure set out under (ii) above, the Issuer will inform the public by means of a notice to be sent to Borsa Italiana and published on the website <http://www.prodottidiborsa.com> by 10.30am of the same Distribution Period's early closure date. In such a case, the Distribution Period will end at 5.25pm of the the Distribution Period's early closure date as indicated in the relevant notice.

The Securities will be placed through door-to-door selling pursuant to Article 30 of the Italian Financial Services Act from (and including) 7 April 2014 to (and including) 14 April 2014.

Offer Price: The Issue Price

Conditions to which the offer is subject: The Offer of the Securities is conditional on their

issue.

The Issuer reserves the right to withdraw the Offer and cancel the issuance of the Securities at any time before 7:59am of the second open market day following the last day of the Distribution Period (*i.e.* 28 April 2014) in the case that (i) any extraordinary changes in the economic and politic situation or in the capital, currency and exchange rates markets, either at a national or international level, or (ii) any change, or any development or event involving a prospective change, in the condition (financial or otherwise), business, properties or results of operations of the Issuer and its subsidiaries which, in the judgment of the Issuer, is material and adverse and makes it impractical or inadvisable to proceed with completion of the distribution or the payment for the Securities, will have occurred.

The Issuer will inform the public of the withdrawal of the the Offer and the cancelation of the issuance of the Securities by means of a notice to be sent to Borsa Italiana and published on the website <http://www.prodottidiborsa.com>.

For the avoidance of doubt, if any contract has been entered into on behalf of a potential investor and the Issuer exercises such a right, each such potential investor will not be entitled to receive the relevant Securities.

The Issuer reserves the right to increase the amount of Securities to be issued over EUR 10,000,000 during the Distribution Period but in any case within the open market day before the Distribution Period's closure date. The Issuer will inform the public of the increase of the issuance's size by means of a notice to be sent to Borsa Italiana and published on the website <http://www.prodottidiborsa.com>. The Issuer will also publish a revised version of these Final Terms including the increased number and amount of Securities to be issued on the website <http://www.prodottidiborsa.com>. In any case, the Dealer will cease to display sell orders on the SeDeX market as soon as the Securities have been distributed for an amount of EUR 10,000,000 and will start again to display sell orders on the SeDeX market at the date and time indicated in the notice relating to the increase of

the issuance's size.

The Issuer will determine the final amount of Securities issued up to a limit of EUR 10,000,000 – save as provided above – also depending on the number of the buy orders transmitted to the SeDeX during the Distribution Period.

Description of the application process:

Prospective investors intending to apply for the Securities during the Distribution Period are required to contact their own intermediaries for the purpose of transmitting their buy orders – directly or indirectly through the market's participants – to the SeDeX.

BNP Paribas Arbitrage S.N.C.—as the dealer (the “**Dealer**”) will display continuously during the Distribution Period a price equal to the Issue Price for the sale and will display sell orders to match buy orders displayed by the intermediaries connected to the SeDeX and transmitted to them directly or indirectly by investors. Prospective investors will not enter into any contractual arrangements directly with the Issuer in relation to the distribution for the Securities. In fact, the relationship between intermediaries and prospective investors will be regulated by intermediaries' policies applicable to their carrying out investment services *vis-à-vis* their clients, also with reference to expenses/commissions to be borne by prospective investors and information provided to them.

Details of the minimum and/or maximum amount of application:

Minimum amount per buy order: one Certificate (EUR 100). There is no maximum number of buy orders which can be transmitted on behalf of a single prospective investor. The irrevocable buy orders of Securities that have been transmitted to the SeDeX and caused the relevant contracts be entered into according to the SeDeX's rules within the date and time of the Distribution Period's closure (even early) will be accepted for the entire amount of such contracts, subject to the issue of the Securities up to their maximum amount.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

Not applicable

Details of the method and time limits for paying

The Securities will be issued on the Issue Date

up and delivering the Securities:	against payment to the Issuer by the intermediaries directly or indirectly connected to the SeDeX through which prospective investors have transmitted their buy orders of such buy orders' moneys.
	The Securities are cleared through Monte Titoli on the Issue Date.
Manner in and date on which results of the offer are to be made public:	Publication by means of a notice to be sent to Borsa Italiana and published on the website http://www.prodottidiborsa.com on the Issue Date.
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not applicable
Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:	Each intermediary, including Distributors (if any) will notify the relevant investors of its Securities in accordance with their own applicable policies and procedures.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	The Issuer is not aware of any expenses and taxes specifically charged by the intermediaries to the subscriber. See section "Italian Taxation" in the Base Prospectus.

7. Placing and Underwriting

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	None
Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:	Not applicable
Name and address of any paying agents and depository agents in each country (in addition to the Principal Security Agent):	BNP Paribas Securities Services, Milan Branch Via Ansperto 5, 20123, Milano, Italy
Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements:	The Issuer reserves the right to appoint intermediaries to act as distributors during the Distribution Period according to the applicable law. Such appointment will be notified to the public by means of a notice published on the website https://rates-globalmarkets.bnpparibas.com/gm/Public/Legal Docs.aspx (the Distributors).
	The Distributors will receive from the Issuer placement fees equal to a maximum amount of 2% of the amount of Securities placed through

the same. All placement fees will be paid out upfront by the Issuer.

No underwriting commitment will be undertaken by the Distributor(s).

BNP Paribas Arbitrage Issuance B.V. will act as *Responsabile del Collocamento* (as defined under article 93-bis of the Legislative Decree of 24 February 1998, n. 58) in relation to any placement activities carried out by the Distributors (if any) but will not act itself as Distributor and, accordingly, will not place any Securities to the public in Italy.

The Dealer is BNP Paribas Arbitrage S.N.C.

In particular, in the context of the collection of buy orders on behalf of their clients and the direct or indirect transmission of buy orders on behalf of their clients or on their own account for the purpose of transmitting all such orders to the SeDeX, the intermediaries involved in the distribution of the Securities; other than the Distributors (if any), will perform the investment services of the collection and transmission of orders or of the mere execution of orders, as defined by Italian Legislative Decree No. 58/1998 as amended.

When the underwriting agreement has been or will be reached: Not applicable

8. Yield (in the case of Certificates)

Not applicable.

9. Form of Renouncement Notice

RENOUNCEMENT NOTICE

(to be completed by the Holder of the Security)

BNP Paribas Arbitrage Issuance B.V.

Up to 100,000 EUR "Bonus Protection" Certificates relating to the EURO STOXX 50® Index due 30 April 2018

ISIN Code: NL0010399960

(the "Securities")

To: **BNP Paribas Securities Services, Milan Branch**

Via Ansperto 5, 20123 Milano, Italy

Fax No: (39) 02 72474 444

We/I the undersigned Holder(s) of the Securities

hereby communicate that we are renouncing the automatic exercise on the Exercise of the rights granted by the Securities in accordance with the Terms and Conditions of the Securities, as amended and/or supplemented by the applicable Final Terms (the "**Security Terms**").

Series No. of the Securities:

Number of Securities the subject of this notice:

The undersigned understands that if this Renouncement Notice is not completed and delivered as provided in the Security Terms or is determined to be incomplete or not in proper form (in the determination of the Italian Security Agent), it will be treated as null and void.

If this Renouncement Notice is subsequently corrected to the satisfaction of the Italian Security Agent, it will be deemed to be a new Renouncement Notice submitted at the time such correction was delivered to the Italian Security Agent.

Expressions defined in the Security Terms shall bear the same meanings in this Renouncement Notice.

Place and date:

Signature of the Holder

Name of beneficial owner of the Securities

Signature

**ISSUE SPECIFIC SUMMARY OF THE PROGRAMME IN RELATION TO THIS BASE
PROSPECTUS**

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for this type of Securities, Issuer and Guarantor. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of Securities, Issuer and Guarantor(s), it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary explaining why it is not applicable.

Section A - Introduction and warnings

Element	Title	
A.1	Warning that the summary should be read as an introduction and provision as to claims	<ul style="list-style-type: none"> • This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms. In this summary, unless otherwise specified and except as used in the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP B.V., BNPP, BP2F, BNPPF and BGL dated 3 June 2013 as supplemented from time to time. In the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP B.V., BNPP, BP2F, BNPPF and BGL dated 3 June 2013. • Any decision to invest in any Securities should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms. • Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated. • No civil liability will attach to the Issuer or the Guarantor in any such Member State solely on the basis of this summary, including any translation hereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the applicable Final Terms or, following the implementation of the relevant provisions of Directive 2010/73/EU in the relevant Member State, it does not provide, when read together with the other parts of the Base Prospectus and the applicable Final Terms, key information (as defined in Article 2.1(s) of the Prospectus Directive) in order to aid investors when considering whether to invest in the Securities.

Element	Title	
A.2	Consent as to use the Base Prospectus, period of validity and other conditions attached	<p>The Issuer – acting through the Manager – is the offeror of the Securities.</p> <p>An offer of the Securities will be made by the Issuer other than pursuant to Article 3(2) of the Prospectus Directive in Italy through the electronic “Securitized Derivatives Market” (“SeDeX”) during the period from and including 7 April 2014 starting from 9:00am until and including 24 April 2014 until 5:25pm subject to early closing in the cases set out in Paragraph 6 of Part B below (the “Offer Period” or the “Distribution Period”).</p>
		<p>AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY SECURITIES IN A NON-EXEMPT OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH SECURITIES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE, ALLOCATIONS AND SETTLEMENT ARRANGEMENTS. THE INVESTOR MUST LOOK TO THE AUTHORISED OFFEROR AT THE TIME OF SUCH OFFER FOR THE PROVISION OF SUCH INFORMATION AND THE AUTHORISED OFFEROR WILL BE RESPONSIBLE FOR SUCH INFORMATION.</p>

Section B - Issuer and Guarantor

Element	Title	
B.1	Legal and commercial name of the Issuer	BNP Paribas Arbitrage Issuance B.V. (“ BNPP B.V. ” or the “ Issuer ”).
B.2	Domicile/ legal form/ legislation/ country of incorporation	The Issuer was incorporated in the Netherlands as a private company with limited liability under Dutch law having its registered office at Herengracht 537, 1017 BV Amsterdam, the Netherlands.
B.4b	Trend information	Not applicable, there are no trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on BNPP B.V. and the industries in which it operates for at least the current financial year.
B.5	Description of the Group	BNPP B.V. is a wholly owned subsidiary of BNP Paribas. BNP Paribas is the ultimate holding company of a group of companies and manages financial operations for those subsidiary companies (together the “ BNPP Group ”).
B.9	Profit forecast or estimate	Not applicable, the Issuer has not made a profit forecast or estimate.

Element	Title	
B.10	Audit report qualifications	Not applicable, there are no qualifications in any audit report on the historical financial information included in the Base Prospectus.
B.12	Selected historical key financial information:	
	Comparative Annual Financial Data - In EUR	
		31/12/2011
		31/12/2012
	Revenues	317,178
	Net income, Group share	21,233
	Total balance sheet	32,347,971,221
	Shareholders' equity (Group share)	366,883
		37,142,623,335
		389,414
	Comparative Interim Financial Data – In EUR	
		30/06/2012
		30/06/2013
	Revenues	180,590
	Net Income, Group Share	11,989
	Total Balance Sheet	35,550,297,750
	Shareholder's Equity (Group share)	378,872
		39,988,616,135
		399,245
	Statements of no significant or material adverse change	
	There has been no significant change in the financial or trading position of the BNPP Group since 30 September 2013. However, the Bank has recorded in its financial statements for the fourth quarter of 2013 a provision of EUR 798 million related to the retrospective review of US dollar payments involving parties subject to US economic sanctions.	
	There has been no material adverse change in the prospects of the BNPP Group since 31 December 2012.	
	There has been no significant change in the financial or trading position of BNPP B.V. since 30 June 2013 and there has been no material adverse change in the prospects of the BNPP B.V. since 31 December 2012.	
B.13	Events impacting the Issuer's solvency	Not applicable, to the best of the Issuer's knowledge there have not been any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency since 31 December 2012.
B.14	Dependence upon other group entities	The Issuer is dependent upon BNPP and other members of the BNPP Group. See also Element B.5 above.
B.15	Principal activities	The principal activity of the Issuer is to issue and/or acquire financial instruments of any nature and to enter into related agreements for the account of

Element	Title	
		various entities within the BNPP Group.
B.16	Controlling shareholders	BNP Paribas holds 100 per cent. of the share capital of the Issuer.
B.17	Solicited credit ratings	<p>BNPP B.V.'s long term credit rating is A+ with a negative outlook (Standard & Poor's Credit Market Services France SAS) and BNPP B.V.'s short term credit ratings are A-1 (Standard & Poor's).</p> <p>The Securities have not been rated.</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>
B.18	Description of the Guarantee	<p>The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas ("BNPP" or the "Guarantor") pursuant to an English law deed of guarantee executed by BNPP on 3 June 2013 (the "Guarantee").</p> <p>The obligations under the guarantee are direct unconditional, unsecured and unsubordinated obligations of BNPP and rank and will rank <i>pari passu</i> among themselves and at least <i>pari passu</i> with all other direct, unconditional, unsecured and unsubordinated indebtedness of BNPP (save for statutorily preferred exceptions).</p>
B.19	Information about the Guarantor	
B.19/ B.1	Legal and commercial name of the Guarantor	BNP Paribas
B.19/ B.2	Domicile/ legal form/ legislation/ country of incorporation	The Guarantor was incorporated in France as a <i>société anonyme</i> under French law and licensed as a bank having its head office at 16, boulevard des Italiens – 75009 Paris, France.
B.19/ B.4b	Trend information	<p>Macroeconomic Conditions.</p> <p>BNPP's results of operations are affected by the macroeconomic and market environment. Given the nature of its business, BNPP is particularly susceptible to macroeconomic and market conditions in Europe, which have experienced disruptions in recent years.</p> <p>While global economic conditions generally improved over the course of 2012, growth prospects diverge for advanced and developing economies in 2013 and</p>

Element	Title		
		<p>going forward. In the Euro-zone, sovereign spreads came down in 2012 from historically high levels, although uncertainty remains over the solvability of certain sovereigns and the extent to which E.U. member states are willing to provide additional financing.</p> <p>Legislation and Regulations Applicable to Financial Institutions.</p> <p>BNPP is affected by legislation and regulations applicable to global financial institutions, which are undergoing significant change in the wake of the global financial crisis. New measures that have been proposed and adopted include more stringent capital and liquidity requirements, taxes on financial transactions, restrictions and taxes on employee compensation, limits on commercial banking activities, restrictions of types of financial products, increased internal control and transparency requirements, more stringent business conduct rules, mandatory reporting and clearing of derivative transactions, requirements to mitigate risks relating to OTC derivatives and the creation of new and strengthened regulatory bodies. New or proposed measures that affect or will affect BNPP include the Basel 3 and CRD4 prudential frameworks, the related requirements announced by the EBA, the designation of BNPP as a systemically important financial institution by the FSB, the French banking law, the E.U. Liikanen proposal and the Federal Reserve's proposed framework for the regulation of foreign banks.</p>	
B.19/B.5	Description of the Group	BNPP is a European leading provider of banking and financial services and has four domestic retail banking markets in Europe, namely in Belgium, France, Italy and Luxembourg. It is present in 78 countries and has almost 190,000 employees, including over 145,000 in Europe. BNPP is the parent company of the BNP Paribas Group (the " BNPP Group ").	
B.19/B.9	Profit forecast or estimate	Not applicable, the Guarantor has not made a profit forecast or estimate.	
B.19/B.10	Audit report qualifications	Not applicable, there are no qualifications in any audit report on the historical financial information included in the Base Prospectus	
B.19/B.12	Selected historical key financial information:		
	Comparative Annual Financial Data - In millions of EUR		
		31/12/2012	31/12/2013 (unaudited)
	Revenues	39,072	38,822
	Cost of risk	(3,941)	(4,054)
	Net income, Group share	6,564	4,832
	Common Equity Tier 1 Ratio (Basel 2.5)	11.7%	11.7%
	Tier 1 Ratio	13.6%	12.8%
	Total consolidated balance sheet	1,907,200	1,800,139

Element	Title		
	Consolidated loans and receivables due from customers	630,520	617,161
	Consolidated items due to customers	539,513	557,903
	Shareholders' equity (Group share)	85,444	87,591

Comparative Interim Financial Data for the six month period ended 30 June 2013 - In millions of EUR		
	30/06/2012	30/06/2013
Revenues	19,984	19,972
Cost of risk	(1,798)	(2,087)
Net income, Group share	4,719	3,347
Common Equity Tier 1 Ratio (Basel 2.5)	10.9%	12.2%
Tier 1 Ratio	12.7%	13.6%
Total consolidated balance sheet	1,969,943	1,861,338
Consolidated loans and receivables due from customers	657,441	623,587
Consolidated items due to customers	535,359	554,198
Shareholders' equity (Group share)	81,172	86,136

Comparative Interim Financial Data for the three month period ended 30 September 2013 - In millions of EUR		
	30/09/2012	30/09/2013
Revenues	9,693	9,287
Cost of risk	(944)	(892)
Net income, Group share	1,326	1,358
	31/12/2012	30/09/2013
Common Equity Tier 1 Ratio (Basel 2.5)	11.8%	12.6%
Tier 1 Ratio	13.6%	13.8%

Total consolidated balance sheet	1,907,200	1,855,621
Consolidated loans and receivables due from customers	630,520	610,987
Consolidated items due to customers	539,513	552,547
Shareholders' equity (Group share)	85,444	86,644

	<p>Statements of no significant or material adverse change</p> <p>See Element B.12 above in the case of the BNPP Group.</p> <p>There has been no material adverse change in the prospects of BNPP since 31 December 2012.</p>	
B.19/ B.13	Events impacting the Guarantor's solvency	Not applicable, to the best of the Guarantor's knowledge there have not been any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency since 30 September 2013.
B.19/ B.14	Dependence upon other Group entities	<p>Subject to the following paragraph, BNPP is not dependent upon other members of the BNPP Group.</p> <p>In April 2004, BNPP began outsourcing IT Infrastructure Management Services to the “BNP Paribas Partners for Innovation” (BP²I) joint venture set up with IBM France at the end of 2003. BP²I provides IT Infrastructure Management Services for BNPP and several BNPP subsidiaries in France, Switzerland, and Italy. In mid-December 2011 BNPP renewed its agreement with IBM France for a period lasting until end-2017. At the end of 2012, the parties entered into an agreement to gradually extend this arrangement to BNP Paribas Fortis as from 2013. BP²I is 50/50-owned by BNPP and IBM France; IBM France is responsible for daily operations, with a strong commitment of BNPP as a significant shareholder.</p> <p>See also Element B.5 above.</p>
B.19/ B.15	Principal activities	<p>BNP Paribas holds key positions in its three activities:</p> <ul style="list-style-type: none"> • Retail Banking, which includes: <ul style="list-style-type: none"> • a set of Domestic Markets, comprising: <ul style="list-style-type: none"> • French Retail Banking (FRB), • BNL banca commerciale (BNL bc), Italian retail banking, • Belgian Retail Banking (BRB),

		<ul style="list-style-type: none"> • Other Domestic Markets activities, including Luxembourg Retail Banking (LRB); • International Retail Banking, comprising: <ul style="list-style-type: none"> • Europe-Mediterranean, • BancWest; • Personal Finance; • Investment Solutions; • Corporate and Investment Banking (CIB).
B.19/ B.16	Controlling shareholders	None of the existing shareholders controls, either directly or indirectly, BNPP. The main shareholders are Société Fédérale de Participations et d'Investissement (SFPI) a <i>public-interest société anonyme</i> (public limited company) acting on behalf of the Belgian government holding 10.3% of the share capital as at 30 June 2013; AXA holding 2.9% of the share capital as at 30 June 2013 and Grand Duchy of Luxembourg holding 1.0% of the share capital as at 30 June 2013. To BNPP's knowledge, no shareholder other than SFPI owns more than 5% of its capital or voting rights.
B.19/ B.17	Solicited credit ratings	BNPP's long term credit ratings are A+ with a negative outlook (Standard & Poor's Credit Market Services France SAS), A2 with a stable outlook (Moody's Investors Service Ltd.) and A+ with a stable outlook (Fitch France S.A.S.). A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Section C – Securities

Element	Title	
C.1	Type and class of Securities/ ISIN	<p>The Securities are certificates ("Certificates") and are issued in Series.</p> <p>The Series Number of the Securities is CE1520UR. The Tranche number is 1.</p> <p>The ISIN is NL0010399960</p> <p>The Common Code is 104867057</p> <p>The Trading Code is P99960</p> <p>The Securities are cash settled Securities.</p>
C.2	Currency	The currency of this Series of Securities is euro ("EUR")
C.5	Restrictions on free transferability	The Securities will be freely transferable, subject to the offering and selling restrictions in the United States, the European Economic Area, Austria, Belgium, the Czech Republic, France, Germany, Hungary, Ireland, Portugal, Spain, Sweden, the

Element	Title	
	ty	Netherlands, Poland, the United Kingdom, Japan and Australia and under the Prospectus Directive and the laws of any jurisdiction in which the relevant Securities are offered or sold.
C.8	Rights attaching to the Securities	<p>Securities issued under the Programme will have terms and conditions relating to, among other matters:</p> <p>Status</p> <p>The Certificates are issued on a unsecured basis. Securities issued on an unsecured basis constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer and rank and will rank <i>pari passu</i> among themselves and at least <i>pari passu</i> with all other direct, unconditional, unsecured and unsubordinated indebtedness of the Issuer (save for statutorily preferred exceptions).</p>
		<p>Taxation</p> <p>The Holder must pay all taxes, duties and/or expenses arising from the exercise and settlement or redemption of the W&C Securities and/or the delivery or transfer of the Entitlement. The Issuer shall deduct from amounts payable or assets deliverable to Holders certain taxes and expenses not previously deducted from amounts paid or assets delivered to Holders, as the Calculation Agent determines are attributable to the W&C Securities.</p>
		<p>Negative pledge</p> <p>The terms of the Securities will not contain a negative pledge provision.</p>
		<p>Events of Default</p> <p>The terms of the Securities will not contain events of default.</p>
		<p>Meetings</p> <p>The terms of the Securities will contain provisions for calling meetings of holders of such Securities to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p>
		<p>Governing law</p> <p>The W&C Securities, the English Law Agency Agreement (as amended or supplemented from time to time), the Related Guarantee in respect of the W&C Securities and any non-contractual obligations arising out of or in connection with the W&C Securities, the English Law Agency Agreement (as amended or supplemented from time to time) and the Guarantee in respect of the W&C Securities will be governed by and shall be construed in accordance with English law.</p>
C.9	Interest/	Interest

Element	Title	
	Redemption	<p>The Securities do not bear or pay interest or premium amount.</p> <p>Redemption</p> <p>Unless previously redeemed or cancelled, each Security will be redeemed as set out in Element C.18.</p> <p>The Certificates may also be redeemed early on occurrence of an Additional Disruption Event, an Optional Additional Disruption Event, an Extraordinary Event, a Potential Adjustment Event or if performance of the Issuer's obligations under the Securities becomes illegal, or becomes illegal or impractical by reason of force majeure or act of state. The amount payable under the Securities on early redemption will be the fair market value of each Security.</p> <p>Representative of Securityholders</p> <p>No representative of the Securityholders has been appointed by the Issuer.</p> <p>Please also refer to item C.8 above for rights attaching to the Securities.</p>
C.10	Derivative component in the interest payment	Not Applicable
C.11	Admission to Trading	Application has been made for the Securities to be listed on the Italian Stock Exchange and admitted for a distribution phase and subsequent trading on the SeDeX, organised and managed by Borsa Italiana S.p.A
C.15	How the value of the investment in the derivative securities is affected by the value of the underlying assets	The amount payable on redemption is calculated by reference to the EURO STOXX 50[®] Index (Bloomberg Code: SX5E < Index >) (the “ Underlying Reference ”). See item C.9 above and C.18 below.
C.16	Maturity of the derivative Securities	The Exercise Date of the Securities is 23 April 2018 and the Exercise Settlement Date is 30 April 2018.

Element	Title	
C.17	Settlement Procedure	<p>This Series of Securities is cash settled.</p> <p>The Issuer does not have the option to vary settlement.</p>
C.18	Return on derivative securities	<p>See Element C.8 above for the rights attaching to the Securities.</p> <p>Settlement</p> <p>The Certificates will be automatically exercised on the Exercise Date. Upon automatic exercise each Certificate entitles the Holder to receive on the Exercise Settlement Date a Cash Settlement Amount equal to the Final Payout.</p> <p>The "Final Payout" is an amount equal to:</p> <p>Notional Amount multiplied by SPS Payout</p> <p>SPS Payout means Certi plus: Bonus Securities</p> <p>(A) if a Knock-out Event has occurred: (Down Final Redemption Value); or</p> <p>(B) if no Knock-out Event has occurred: [Max(Bonus Percentage, Up Final Redemption Value)]</p> <p>Description of Payout</p> <p><i>The Payout comprises:</i></p> <ul style="list-style-type: none"> if no Knock-out Event has occurred, a minimum percentage and indexation to the value of the Underlying Reference above the Bonus Percentage; or if a Knock-out Event has occurred indexation to the value of the Underlying Reference (this value may differ from the above value). <p>Notional Amount means EUR100;</p> <p>Bonus Percentage means 100%;</p> <p>Down Final Redemption Value means the Underlying Reference Value;</p> <p>Up Final Redemption Value means the Underlying Reference Value;</p> <p>Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price,</p> <p>Underlying Reference is as set out in Element C.20;</p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Closing Level in respect of such day;</p>

Element	Title	
		<p>SPS Valuation Date means the SPS Redemption Valuation Date;</p> <p>SPS Redemption Valuation Date means the Redemption Valuation Date;</p> <p>Redemption Valuation Date means 23 April 2018</p> <p>Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date;</p> <p>In respect of the Strike Date:</p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Closing Level in respect of such day;</p> <p>Where:</p> <p>SPS Valuation Date means the Strike Date</p> <p>Strike Date means 24 April 2014</p> <p>Closing Level means the official closing level of the Underlying Reference on the relevant day.</p> <p><u>Provisions for the purposes of determining the Knock-out Event</u></p> <p>Knock-out Event is applicable;</p> <p>Knock-out Event means that the Knock-out Value is less than or equal to the Knock-out Level on the Knock-out Determination Day.</p> <p>Knock-out Level means 55.00 per cent;</p> <p>Knock-out Value means the Underlying Reference Value.</p> <p>Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price;</p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Closing Level in respect of such day;</p> <p>SPS Valuation Date means the Knock-out Determination Day</p> <p>Knock-out Determination Day means the Redemption Valuation Date:</p> <p>Redemption Valuation Date means 23 April 2018</p> <p>Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date;</p> <p>In respect of the Strike Date:</p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation</p>

Element	Title	
		<p>Date, the Closing Level in respect of such day;</p> <p>Where:</p> <p>SPS Valuation Date means the Strike Date</p> <p>Strike Date means 24 April 2014</p> <p>Closing Level means the official closing level of the Underlying Reference on the relevant day.</p> <p>The above provisions are subject to adjustment as provided in the conditions of the Securities to take into account events in relation to the Underlying Reference or the Securities. This may lead to adjustments being made to the Securities or in some cases the Securities being terminated early at an early redemption amount (see item C.9).</p>
C.19	Final reference price of the Underlying	The final reference price of the underlying will be determined in accordance with the valuation mechanics set out in Element C.9 and C.18 above
C.20	Underlying	The Underlying Reference specified in Element C.18 above. Information on the Underlying Reference can be obtained from www.stoxx.com

Section D – Risks

Element	Title	
D.2	Key risks regarding the Issuer and the Guarantor	<p>There are certain factors that may affect the Issuer's ability to fulfil its obligations under the Securities issued under the Programme and the Guarantor's obligations under the Guarantee</p> <p>Twelve main categories of risk are inherent in BNPP's activities:</p> <ul style="list-style-type: none"> • Credit Risk; • Counterparty Risk; • Securitisation; • Market Risk; • Operational Risk • Compliance and Reputation Risk; • Concentration Risk • Asset-liability management Risk; • Breakeven Risk;

Element	Title	
		<ul style="list-style-type: none"> • Strategy Risk; • Liquidity and refinancing Risk; • Insurance subscription Risk. <p>Difficult market and economic conditions could have a material adverse effect on the operating environment for financial institutions and hence on BNPP's financial condition, results of operations and cost of risk.</p> <p>Legislative action and regulatory measures taken in response to the global financial crisis may materially impact BNPP and the financial and economic environment in which it operates.</p> <p>BNPP's access to and cost of funding could be adversely affected by a resurgence of the Euro-zone sovereign debt crisis, worsening economic conditions, further rating downgrades or other factors.</p> <p>A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPP's results of operations and financial condition.</p> <p>BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility.</p> <p>BNPP may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.</p> <p>Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.</p> <p>Significant interest rate changes could adversely affect BNPP's revenues or profitability.</p> <p>The soundness and conduct of other financial institutions and market participants could adversely affect BNPP.</p> <p>BNPP's competitive position could be harmed if its reputation is damaged.</p> <p>An interruption in or a breach of BNPP's information systems may result in lost business and other losses.</p> <p>Unforeseen external events can interrupt BNPP's operations and cause substantial losses and additional costs.</p> <p>BNPP is subject to extensive and evolving regulatory regimes in the countries and regions in which it operates.</p> <p>Notwithstanding BNPP's risk management policies, procedures and methods, it could still be exposed to unidentified or unanticipated risks, which could lead to material losses.</p>

Element	Title	
		<p>BNPP's hedging strategies may not prevent losses.</p> <p>BNPP may experience difficulties integrating acquired companies and may be unable to realise the benefits expected from its acquisitions.</p> <p>Intense competition, especially in France where it has the largest single concentration of its businesses, could adversely affect BNPP's revenues and profitability.</p> <p>The following risk factors relate to BNPP B.V.: BNPP B.V. is an operating company. BNPP B.V.'s sole business is the raising and borrowing of money by issuing securities such as Notes, Warrants or Certificates or other obligations. BNPP B.V. has, and will have, no assets other than hedging agreements (OTC contracts mentioned in the Annual Reports), cash and fees payable to it, or other assets acquired by it, in each case in connection with the issue of securities or entry into other obligations related thereto from time to time. The net proceeds from each issue of Securities issued by the Issuer will become part of the general funds of BNPP B.V. BNPP B.V. uses such proceeds to maintain positions in options or futures contracts or other hedging instruments ("Hedging Agreements") and/or, in the case of Secured Securities, to acquire Collateral Assets. The ability of BNPP B.V. to meet its obligations under Securities issued by it will depend on the receipt by it of payments under the relevant Hedging Agreements. Consequently, Holders of BNPP B.V. Securities will, subject to the provisions of the relevant Guarantee, be exposed to the ability of counterparties in respect of such Hedging Agreements to perform their obligations under such Hedging Agreements. Securities sold in the United States or to U.S. Persons may be subject to transfer restrictions.</p>
D.3	Key risks regarding the Securities	<p>There are certain factors which are material for the purposes of assessing the market risks associated with Securities issued under the Programme, including that:</p> <ul style="list-style-type: none"> - Securities (other than Secured Securities) are unsecured obligations, - the trading price of the Securities is affected by a number of factors including, but not limited to, the price of the relevant Underlying Reference(s), time to expiration or redemption and volatility and such factors mean that the trading price of the Securities may be below the Final Redemption Amount or Cash Settlement Amount or value of the Entitlement, - exposure to the Underlying Reference in many cases will be achieved by the relevant Issuer entering into hedging arrangements and potential investors are exposed to the performance of these hedging arrangements and events that may affect the hedging arrangements and consequently the occurrence of any of these events may affect the value of the Securities, - the occurrence of an additional disruption event or optional additional disruption event may lead to an adjustment to the Securities, cancellation (in the case of Warrants) or early redemption (in the case of Notes and Certificates) or may result in the amount payable on scheduled redemption being different from the amount expected to be paid at scheduled redemption and consequently the occurrence of an

Element	Title	
		<p>additional disruption event and/or optional additional disruption event may have an adverse effect on the value or liquidity of the Securities,</p> <ul style="list-style-type: none"> - expenses and taxation may be payable in respect of the Securities; - the Securities may be cancelled (in the case of Warrants) or redeemed (in the case of Notes and Certificates) in the case of illegality or impracticability and such cancellation or redemption may result in an investor not realising a return on an investment in the Securities, - any judicial decision or change to an administrative practice or change to English law after the date of the Base Prospectus could materially adversely impact the value of any Securities affected by it; - a reduction in the rating, if any, accorded to outstanding debt securities of the Issuer or Guarantor by a credit rating agency could result in a reduction in the trading value of the Securities; - certain conflicts of interest may arise (see Element E.4 below); - the only means through which a Holder can realise value from the Security prior to its Exercise Date, Maturity Date or Redemption Date, as applicable, is to sell it at its then market price in an available secondary market and that there may be no secondary market for the Securities (which could mean that an investor has to exercise or wait until redemption of the Securities to realise a greater value than its trading value), <p>In addition, there are specific risks in relation to Securities which are linked to an Underlying Reference and an investment in such Securities will entail significant risks not associated with an investment in a conventional debt security. Risk factors in relation to Underlying Reference linked Securities include:</p> <p>exposure to the Index, index adjustment events and market disruption and failure to open of an exchange which may have an adverse effect on the value and liquidity of the Securities</p> <p>and that the Issuer will not provide post-issuance information in relation to the Underlying Reference.</p> <p>In certain circumstances Holders may lose the entire value of their investment</p>

Element	Title	
D.6	Risk warning	<p>See Element D.3 above.</p> <p>In the event of the insolvency of the Issuer or if it is otherwise unable or unwilling to repay the Securities when repayment falls due, an investor may lose all or part of his investment in the Securities.</p> <p>If the Guarantor is unable or unwilling to meet its obligations under the Guarantee when due, an investor may lose all or part of his investment in the Securities.</p> <p>In addition, investors may lose all or part of their investment in the Securities as a result of the terms and conditions of the Securities.</p>

Section E - Offer

Element	Title	
E.2b	Reasons for the offer and use of proceeds	The net proceeds from the issue of the Securities will become part of the general funds of the Issuer. Such proceeds may be used to maintain positions in options or futures contracts or other hedging instruments
E.3	Terms and conditions of the offer	<p>This issue of Securities is being offered in a Non-Exempt Offer in Italy.</p> <p>The issue price of the Securities is EUR100</p>
E.4	Interest of natural and legal persons involved in the issue/offer	Other than as mentioned above, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer, including conflicting interests.
E.7	Expenses charged to the investor by the Issuer or an offeror	No expenses are being charged to an investor by the Issuer.

NOTA DI SINTESI SPECIFICA PER LA SINGOLA EMISSIONE

Le note di sintesi sono composte dagli elementi informativi richiesti dalla normativa applicabile noti come "Elementi". Detti Elementi sono numerati nelle sottostanti Sezioni da A ad E (A.1 - E.7). La presente Nota di Sintesi contiene tutti gli Elementi che devono essere inclusi in una nota di sintesi per questo tipo di Titoli, di Emittente e di Garante. Dal momento che taluni Elementi potrebbero non essere richiesti per questa specifica Nota di Sintesi, potrebbero esserci delle mancanze e/o dei salti nella sequenza numerica degli Elementi. Anche se un Elemento potrebbe essere inserito nella Nota di Sintesi in base al tipo di Titoli, di Emittente e di Garante, è possibile che non vi siano informazioni pertinenti da fornire in relazione a detto Elemento. In tal caso, sarà inserita un breve descrizione dell'Elemento in questione unitamente alla specificazione "Non Applicabile".

Sezione A - Introduzione e avvertenze

Elemento	Titolo	
A.1	Avvertenza che la nota di sintesi va letta come un'introduzione, e disposizione in merito ai ricorsi	<ul style="list-style-type: none">• La presente Nota di Sintesi dovrebbe essere letta quale introduzione del Prospetto di Base e delle Condizioni Definitive. Nella presente Nota di sintesi, salvo ove diversamente specificato e fatto salvo quanto previsto al primo paragrafo dell'Elemento D.3, "Prospetto di Base" indica il Prospetto di Base di BNPP B.V., BNPP, BP2F, BNPPF e BGL datato 3 giugno 2013 e successive modifiche. Nel primo paragrafo dell'Elemento D.3, "Prospetto di Base" indica il Prospetto di Base di BNPP B.V., BNPP, BP2F, BNPPF e BGL datato 3 giugno 2013.• Qualsiasi decisione di investire nei Titoli dovrebbe basarsi sull'esame del presente Prospetto di Base completo, inclusi ogni eventuale documento incorporato mediante riferimento e le Condizioni Definitive.• Qualora sia presentato un ricorso dinanzi all'autorità giudiziaria di uno Stato Membro dello Spazio Economico Europeo in merito alle informazioni contenute nel Prospetto di Base e nelle Condizioni Definitive, l'investitore ricorrente potrebbe essere tenuto, a norma del diritto nazionale dello Stato Membro in cui è presentato il ricorso, a sostenere le spese di traduzione del Prospetto di Base e delle Condizioni Definitive prima dell'inizio del procedimento legale.• Non sarà attribuita alcuna responsabilità civile all'Emittente o all'eventuale Garante in tale Stato Membro esclusivamente sulla base della presente nota di sintesi, inclusa ogni traduzione della stessa, a meno che essa sia fuorviante, imprecisa o incoerente se letta congiuntamente alle altre parti del presente Prospetto di Base e delle Condizioni Definitive o, a seguito dell'attuazione delle relative disposizioni della Direttiva 2010/73/UE nello Stato Membro del caso, non offra, se letta insieme alle altre parti del Prospetto di Base e delle Condizioni Definitive, le informazioni fondamentali (come definite nell'Articolo 2.1(s) della Direttiva Prospetti) per aiutare gli investitori al momento di valutare l'opportunità di investire in tali

Elemento	Titolo	
		Titoli.
A.2	Consenso all'utilizzo del Prospetto di Base, periodo di validità e altre condizioni correlate	<p>L'Emittente – che agisce per il tramite del Manager – è l'offerente dei Titoli.</p> <p>L'Emittente effettuerà un'offerta di Titoli in Italia non esente ai sensi dell'Articolo 3(2) della Direttiva Prospetti attraverso il mercato regolamentato telematico dei "Securitized Derivatives" ("SeDeX") durante il periodo compreso tra le ore 9:00 del 7 aprile 2014 (incluso) e le ore 17:25 del 24 aprile 2014 (incluso), salvo chiusura anticipata nei casi specificati nel Paragrafo 6 della Parte B sottostante (il "Periodo di Offerta" o il "Periodo di Distribuzione").</p>
		<p>UN INVESTITORE CHE INTENDA ACQUISTARE O CHE ACQUISTI TITOLI IN UN'OFFERTA NON ESENTE DA UN COLLOCATORE AUTORIZZATO LO FARÀ, E LE OFFERTE E VENDITE DI TALI TITOLI A UN INVESTITORE DA PARTE DI TALE COLLOCATORE AUTORIZZATO SARANNO EFFETTUATE, IN CONFORMITÀ A TUTTI I TERMINI E ALTRI ACCORDI IN ESSERE TRA TALE COLLOCATORE AUTORIZZATO E IL PREDETTO INVESTITORE, INCLUSO QUANTO CONCERNE PREZZO, RIPARTO E ACCORDI DI REGOLAMENTO. L'INVESTITORE DEVE RIVOLGERSI AL COLLOCATORE AUTORIZZATO AL MOMENTO DI TALE OFFERTA PER OTTENERE TALI INFORMAZIONI E IL COLLOCATORE AUTORIZZATO SARÀ RESPONSABILE DI TALI INFORMAZIONI.</p>

Sezione B - Emittenti e Garanti

Elemento	Titolo	
B.1	Denominazione legale e commerciale dell'Emittente	BNP Paribas Arbitrage Issuance B.V. ("BNPP B.V." o l'"Emittente").
B.2	Domicilio/ forma giuridica/ legislazione/ paese di costituzione	L'Emittente è stato costituito in Olanda nella forma di una società a responsabilità limitata ai sensi della legge olandese, con sede legale a Herengracht 537, 1017 BV Amsterdam, Olanda.
B.4b	Informazioni sulle tendenze	Non applicabile: non vi sono tendenze, incertezze, richieste, impegni o fatti noti che potrebbero ragionevolmente avere un effetto significativo su BNPP B.V. e sui settori di attività in cui esso opera, almeno per l'esercizio fiscale in corso.
B.5	Descrizione del Gruppo	BNPP B.V. è una controllata al 100% di BNP Paribas. BNP Paribas è la società holding di un gruppo di società e gestisce le operazioni finanziarie di tali controllate (congiuntamente, il " Gruppo BNPP ").
B.9	Previsione o stima	Non applicabile, l'Emittente non ha effettuato alcuna previsione o stima degli utili.

	degli utili																															
B.10	Riserve nella relazione dei revisori	Non applicabile, non vi sono riserve in alcuna relazione dei revisori sulle informazioni finanziarie relative agli esercizi passati incluse nel Prospetto di Base.																														
B.12	<p>Informazioni finanziarie fondamentali selezionate relative agli esercizi passati:</p> <p>Dati Finanziari Annuali Comparativi - In EUR</p> <table border="1"> <thead> <tr> <th></th> <th>31/12/2011</th> <th>31/12/2012</th> </tr> </thead> <tbody> <tr> <td>Ricavi</td> <td>317.178</td> <td>337.955</td> </tr> <tr> <td>Reddito netto, quota del Gruppo</td> <td>21.233</td> <td>22.531</td> </tr> <tr> <td>Totale bilancio</td> <td>32.347.971.221</td> <td>37.142.623.335</td> </tr> <tr> <td>Patrimonio netto (quota del Gruppo)</td> <td>366.883</td> <td>389.414</td> </tr> </tbody> </table> <p>Dati Finanziari Infrannuali Comparativi – In EUR</p> <table border="1"> <thead> <tr> <th></th> <th>30/06/2012</th> <th>30/06/2013</th> </tr> </thead> <tbody> <tr> <td>Ricavi</td> <td>180.590</td> <td>149.051</td> </tr> <tr> <td>Reddito netto, quota del Gruppo</td> <td>11.989</td> <td>9.831</td> </tr> <tr> <td>Totale bilancio</td> <td>35.550.297.750</td> <td>39.988.616.135</td> </tr> <tr> <td>Patrimonio netto (quota del Gruppo)</td> <td>378.872</td> <td>399.245</td> </tr> </tbody> </table> <p>Dichiarazioni di cambiamenti significativi o negativi sostanziali</p> <p>Non si è verificato alcun cambiamento significativo nella posizione finanziaria o commerciale del Gruppo BNPP dal 30 settembre 2013. Tuttavia la Banca ha registrato nel bilancio d'esercizio relativo al quarto trimestre del 2013 un accantonamento di 798 milioni di EUR relativo all'esame retrospettivo di pagamenti in dollari USA che interessino parti soggette a sanzioni economiche USA.</p> <p>Non si sono verificati cambiamenti negativi sostanziali nelle prospettive del Gruppo BNPP dal 31 dicembre 2012.</p> <p>Non si sono verificati cambiamenti significativi nella posizione finanziaria o commerciale del BNPP B.V. dal 31 giugno 2012 e non si sono verificati cambiamenti negativi sostanziali nelle prospettive del BNPP B.V. dal 31 dicembre 2012.</p>			31/12/2011	31/12/2012	Ricavi	317.178	337.955	Reddito netto, quota del Gruppo	21.233	22.531	Totale bilancio	32.347.971.221	37.142.623.335	Patrimonio netto (quota del Gruppo)	366.883	389.414		30/06/2012	30/06/2013	Ricavi	180.590	149.051	Reddito netto, quota del Gruppo	11.989	9.831	Totale bilancio	35.550.297.750	39.988.616.135	Patrimonio netto (quota del Gruppo)	378.872	399.245
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B.13	Eventi aventi un impatto sulla solvibilità dell'Emittente	Non applicabile, in quanto alla data del presente Prospetto di Base e per quanto a conoscenza degli Emittenti non si sono verificati eventi recenti sostanzialmente rilevanti per la valutazione della solvibilità di alcuno degli Emittenti dal 31 dicembre 2012.																														
B.14	Dipendenza da	L'Emittente dipende da BNPP e da altri soggetti del Gruppo BNPP.																														

	altri soggetti del Gruppo	Si veda anche l'Elemento B.5 che precede.
B.15	Principali attività	L'attività principale dell'Emittente consiste nell'emettere e/o acquisire strumenti finanziari di qualsiasi natura e nello stipulare contratti correlati per conto di vari enti nell'ambito del Gruppo BNPP.
B.16	Azionisti di controllo	BNP Paribas detiene il 100% del capitale sociale di BNPP B.V.
B.17	Rating	<p>I rating del credito a lungo termine di BNPP B.V. è A+ con outlook negativo (Standard & Poor's Credit Market Services France SAS) e il rating del credito a breve termine di BNPP B.V. è A-1 (Standard & Poor's Credit Market Services France SAS).</p> <p>Ai Titoli non è stato assegnato alcun giudizio di rating.</p> <p>Il rating di un titolo non costituisce una raccomandazione ad acquistare, vendere o detenere titoli, e può essere soggetto a sospensione, riduzione o ritiro in qualsiasi momento da parte dell'agenzia di rating che l'ha assegnato.</p>
B.18	Descrizione della Garanzia	<p>I Titoli emessi saranno garantiti incondizionatamente e irrevocabilmente da BNP Paribas ("BNPP" o il "Garante") ai sensi di un atto di garanzia di diritto inglese stipulato da BNPP in data 3 giugno 2013 (la "Garanzia").</p> <p>Le obbligazioni ai sensi della garanzia costituiscono obbligazioni dirette, incondizionate, non garantite e non subordinate di BNPP e hanno e avranno pari priorità tra esse e almeno pari priorità rispetto a ogni altro indebitamento diretto, incondizionato, non garantito e non subordinato di BNPP (salvo per debiti privilegiati per legge).</p>
B.19	Informazioni sui Garanti	
B.19/ B.1	Denominazione legale e commerciale del Garante	BNP Paribas
B.19/ B.2	Domicilio/ forma giuridica / legislazione/ paese di costituzione	Il Garante è stato costituito nella forma di <i>société anonyme</i> (" <i>naamloze vennootschap</i> ") ai sensi della legge francese e ha ottenuto l'autorizzazione a operare quale banca. La sede legale al 16, boulevard des Italiens – 75009 Parigi, Francia.
B.19/ B.4b	Informazioni sulle tendenze	<p>Condizioni macroeconomiche</p> <p>I risultati operativi di BNPP sono influenzati dal contesto macroeconomico e di mercato. Data la natura della sua attività, BNPP è particolarmente sensibile alle</p>

		<p>condizioni macroeconomiche e di mercato in Europa, che hanno subito turbative negli ultimi anni.</p> <p>Mentre la situazione economica globale è generalmente migliorata nel corso del 2012, le prospettive di crescita divergono per i paesi avanzati e in via di sviluppo nel 2013 e per il futuro. Nella Zona Euro, gli spread sovrani sono scesi nel 2012 da livelli storicamente alti, sebbene permanga un'incertezza quanto alla solvibilità di alcuni sovrani e alla misura in cui gli stati membri dell'UE sono disposti a fornire ulteriori finanziamenti.</p> <p>Legislazione e regolamenti applicabili alle istituzioni finanziarie</p> <p>BNPP è influenzata dalla legislazione e dai regolamenti applicabili alle istituzioni finanziarie globali, che stanno subendo modifiche significative sulla scia della crisi finanziaria globale. Nuove misure che sono state proposte e adottate includono requisiti patrimoniali e di liquidità più severi, imposte sulle operazioni finanziarie, restrizioni e tasse sulla remunerazione dei dipendenti, limiti alle attività bancarie commerciali, restrizioni sui tipi di prodotti finanziari, un aumento dei requisiti di trasparenza e di controllo interno, regole di condotta commerciale più severe, rendicontazione e autorizzazione di operazioni su derivati obbligatorie, requisiti di limitazione dei rischi relativi ai derivati fuori Borsa e la costituzione di nuovi e più solidi organi di regolamentazione. Nuove misure o proposte che hanno o che avranno un effetto su BNPP includono i quadri normativi prudenziali di Basilea 3 e CRD4, i requisiti correlati annunciati dall'Autorità Bancaria Europea, la designazione di BNPP quale istituzione finanziaria sistemicamente importante da parte dell'FSB, la legge bancaria francese, la proposta UE in seguito alla relazione Liikanen e la proposta di quadro normativo della Riserva Federale per la regolamentazione delle banche straniere.</p>	
B.19/B.5	Descrizione del Gruppo	BNPP è un <i>leader</i> europeo nei servizi bancari e finanziari e ha quattro mercati bancari retail nazionali in Europa: Belgio, Francia, Italia e Lussemburgo. È presente in 78 paesi e dispone di quasi 190.000 dipendenti, inclusi oltre 145.000 in Europa. BNPP è la controllante del Gruppo BNP Paribas (il " Gruppo BNPP ")	
B.19/B.9	Previsione o stima degli utili	Non applicabile, il Garante non ha effettuato alcuna previsione o stima degli utili.	
B.19/ B.10	Riserve nella relazione dei revisori	Non applicabile, non vi sono riserve in alcuna relazione dei revisori sulle informazioni finanziarie relative agli esercizi passati incluse nel Prospetto di Base.	
B.19/ B.12	Informazioni finanziarie fondamentali selezionate relative agli esercizi passati:		
	Dati Finanziari Annuali Comparativi - In milioni di EUR		
		31/12/2012	31/12/2013 (non sottoposto a audit)
	Ricavi	39.072	38.822
Costo del rischio	(3.941)	(4.054)	

Reddito netto, quota del Gruppo	6.564	4.832
<i>Common Equity Tier 1 Ratio (Basilea 2,5)</i>	11,7%	11,7%
<i>Tier 1 Ratio</i>	13,6%	12,8%
Totale bilancio consolidato	1.907.200	1.800.139
Crediti verso clienti e finanziamenti consolidati	630.520	617.161
Voci consolidate di debito verso clienti	539.513	557.903
Patrimonio netto (quota del Gruppo)	85.444	87.591

Dati Finanziari Infrannuali Comparativi per il semestre terminato il 30 giugno 2013 - In milioni di EUR

	30/06/2012	30/06/2013
Ricavi	19.984	19.972
Costo del rischio	(1.798)	(2.087)
Reddito netto, quota del Gruppo	4.719	3.347
<i>Common Equity Tier 1 Ratio (Basilea 2,5)</i>	10,9%	12,2%
<i>Tier 1 Ratio</i>	12,7%	13,6%
Totale bilancio consolidato	1.969.943	1.861.338
Crediti verso clienti e finanziamenti consolidati	657.441	623.587
Voci consolidate di debito verso clienti	535.359	554.198
Patrimonio netto (quota del Gruppo)	81.721	86.136

Dati Finanziari Infrannuali Comparativi per il periodo di tre mesi terminato il 30 settembre 2013- In milioni di EUR

	30/09/2012	30/09/2013
Ricavi	9.693	9.287
Costo del rischio	(944)	(892)

Reddito netto, quota del Gruppo	1.326	1.358
	31/12/2012	30/09/2013
Common Equity Tier 1 Ratio (Basilea 2,5)	11,8%	12,6%
Tier 1 Ratio	13,6%	13,8%
Totale bilancio consolidato	1.907.200	1.855.621
Crediti verso clienti e finanziamenti consolidati	630.520	610.987
Voci consolidate di debito verso clienti	539.513	552.547
Patrimonio netto (quota del Gruppo)	85.444	86.644

	<p><i>Dichiarazioni di assenza di cambiamenti significativi o negativi sostanziali</i></p> <p>Si veda l'Elemento B.12 che precede nel caso del Gruppo BNPP.</p> <p>Non si sono verificati cambiamenti negativi sostanziali nelle prospettive di BNPP dal 31 dicembre 2012.</p>	
B.19/ B.13	Eventi aventi un impatto sulla solvibilità del Garante	Non applicabile, per quanto a conoscenza del Garante non si sono verificati eventi sostanzialmente rilevanti per la valutazione della solvibilità del Garante dal 30 settembre 2013
B.19/ B.14	Dipendenza da altri soggetti del Gruppo	<p>Salvo quanto previsto dal seguente paragrafo, BNPP non è dipendente da altri membri del Gruppo BNPP.</p> <p>Nell'aprile 2004, BNPP ha iniziato l'esternalizzazione dei Servizi di Gestione delle Infrastrutture IT all'associazione in partecipazione "BNP Paribas Partners for Innovation" (BP²I) costituita con IBM France alla fine del 2003. BP²I fornisce Servizi di Gestione delle Infrastrutture IT a BNPP e a varie controllate di BNPP in Francia, Svizzera e Italia. A metà dicembre 2011, BNPP ha rinnovato il suo contratto con IBM France fino alla fine del 2017. Alla fine del 2012, le parti hanno stipulato un contratto per estendere progressivamente questo accordo a BNP Paribas Fortis a partire dal 2013. BP²I è controllata al 50% da BNPP e al</p>

		<p>50% da IBM France; IBM France è responsabile delle operazioni quotidiane, con un forte impegno di BNPP quale importante azionista.</p> <p>Si veda anche l'Elemento B.5 che precede.</p>
B.19/ B.15	Principali attività	<p>BNP Paribas detiene posizioni importanti nelle sue tre attività:</p> <ul style="list-style-type: none"> • Retail Banking, che comprende: <ul style="list-style-type: none"> • una serie di Mercati Nazionali, inclusi: <ul style="list-style-type: none"> • French Retail Banking (FRB), • BNL banca commerciale (BNL bc), l'attività bancaria retail italiana, • Belgian Retail Banking (BRB), • Attività di Altri Mercati Nazionali, tra cui Luxembourg Retail Banking (LRB); • International Retail Banking, che include: <ul style="list-style-type: none"> • Europe-Mediterranean, • BancWest; • Personal Finance; • Investment Solutions; • Corporate and Investment Banking (CIB).
B.19/ B.16	Azionisti di controllo	<p>Nessuno degli azionisti esistenti controlla, direttamente o indirettamente, BNPP. Gli azionisti principali sono Société Fédérale de Participations et d'Investissement (SFPI), una società per azioni di interesse pubblico che agisce per conto del Governo belga, che detiene il 10,3% del capitale sociale al 30 giugno 2013; AXA, che detiene il 2,9% del capitale sociale al 30 giugno 2013, e il Granducato di Lussemburgo, che detiene l'1,0% del capitale sociale al 30 giugno 2013. Per quanto a conoscenza di BNPP, nessun azionista diverso da SFPI detiene più del 5% del suo capitale o dei suoi diritti di voto.</p>
B.19/ B.17	Rating	<p>I rating del credito a lungo termine di BNPP sono A+ con outlook negativo (Standard & Poor's Credit Market Services France SAS), A2 con outlook stabile (Moody's Investors Service Ltd.) e A+ con outlook stabile (Fitch France S.A.S.)</p> <p>Il rating di un titolo non costituisce una raccomandazione ad acquistare, vendere o detenere titoli, e può essere soggetto a sospensione, riduzione o ritiro in qualsiasi momento da parte dell'agenzia di rating che l'ha assegnato.</p>

Sezione C – Titoli

Elemento	Titolo	
C.1	Tipo e classe di Titoli/ISIN	<p>I Titoli sono certificates (i“<i>Certificates</i>”) e sono emessi in Serie.</p> <p>Il Numero di Serie dei Titoli è CE1520UR. Il numero della Tranche è 1.</p> <p>Il codice ISIN è NL0010399960</p> <p>Il <i>Common Code</i> è 104867057</p> <p>Il Codice di Negoziazione è P99960</p> <p>I Titoli sono Titoli Regolati in Contanti.</p>
C.2	Valuta	La valuta della presente Serie di Titoli è l'Euro (EURO).
C.5	Restrizioni alla libera trasferibilità	I Titoli saranno liberamente trasferibili, fatte salve le restrizioni all’offerta e alla vendita negli Stati Uniti, nello Spazio Economico Europeo, in Austria, in Belgio, nella Repubblica Ceca, in Francia, in Germania, in Ungheria, in Irlanda, in Portogallo, in Spagna, in Svezia, nella Repubblica italiana, nei Paesi Bassi, in Polonia, nel Regno Unito, in Giappone e in Australia e ai sensi della Direttiva sui Prospetti e delle leggi di ogni giurisdizione in cui i relativi Titoli sono offerti o venduti.
C.8	Diritti connessi ai Titoli	<p>I Titoli emessi ai sensi del Programma avranno termini e condizioni relativi, tra l’altro, a:</p> <p>Status</p> <p>I Titoli sono emessi su base non garantita. I Titoli emessi su base non garantita costituiscono obbligazioni dirette, incondizionate, non garantite e non subordinate dell’Emittente e hanno e avranno pari priorità tra esse e almeno pari priorità rispetto a ogni altro debito diretto, incondizionato, non garantito e non subordinato dell’Emittente (salvo per debiti privilegiati per legge).</p>
		<p>Tassazione</p> <p>Il Portatore deve pagare tutte le tasse, imposte e/o spese derivanti dall’esercizio e dal regolamento o rimborso dei Titoli W&C e/o dalla consegna o dalla cessione del Diritto Spettante. L’Emittente detraerà dagli importi pagabili o dai beni consegnabili ai Portatori le tasse e spese non previamente detratte da importi pagati o da beni consegnati ai Portatori che l’Agente per il Calcolo determini essere attribuibili ai Titoli W&C.</p>
		<p>Divieto di costituzione di garanzie reali (negative pledge)</p> <p>I termini dei Titoli non conterranno alcuna clausola di divieto di costituzione di garanzie reali.</p>
		<p>Eventi di Inadempimento</p> <p>I termini dei Titoli non conterranno eventi di inadempimento.</p>
		<p>Assemblee</p> <p>I termini dei Titoli conterranno disposizioni per la convocazione di assemblee dei portatori di tali Titoli per valutare questioni aventi un impatto sui loro interessi in</p>

Elemento	Titolo	
		<p>generale. Tali disposizioni consentono a maggioranze definite di vincolare tutti i portatori, inclusi i portatori che non abbiano partecipato e votato all'assemblea del caso e i titolari che abbiano votato in maniera contraria alla maggioranza.</p>
		<p>Legge applicabile</p> <p>I Titoli W&C, l'Accordo di Agenzia di diritto inglese (e sue successive modifiche e integrazioni), la Garanzia correlata in relazione ai Titoli W&C e ogni obbligazione non contrattuale derivante da o in relazione ai Titoli W&C, l'Accordo di Agenzia di diritto inglese (e sue successive modifiche e integrazioni) e la Garanzia in relazione ai Titoli W&C saranno disciplinati dalla legge inglese e dovranno essere interpretati alla stregua della stessa.</p>
C.9	Interessi/ Rimborso	<p>Interessi</p> <p>I Titoli non maturano e non pagano interessi, né importi premio.</p> <p>Liquidazione</p> <p>A meno che sia già stato liquidato o annullato, ciascun Titolo sarà liquidato come indicato nell'Elemento C.18.</p> <p>I <i>Certificates</i> possono essere liquidati anticipatamente al verificarsi di un Evento di Turbativa Aggiuntivo, un Evento di Turbativa Aggiuntivo Opzionale, un Evento Straordinario, un Evento di Rettifica Potenziale o se l'adempimento delle obbligazioni dell'Emittente ai sensi dei Titoli diventa contraria alla legge o impossibile per motivi di forza maggiore o per legge. L'importo pagabile ai sensi dei Titoli in caso di liquidazione anticipata sarà pari al valore di mercato di ciascun Titolo</p> <p>Rappresentante dei Portatori dei Titoli</p> <p>L'Emittente non ha nominato alcun Rappresentante dei Portatori dei Titoli.</p> <p>Si veda anche l'Elemento C.8 che precede per quanto riguarda i diritti connessi ai Titoli.</p>
C.10	Componente derivata per quanto riguarda il pagamento degli interessi	Non applicabile.
C.11	Ammissione alla negoziazione	È stata presentata richiesta di ammissione alla quotazione dei Titoli su Borsa Italiana ai fini della loro distribuzione e successiva ammissione alle negoziazioni sul mercato SeDeX, organizzato e gestito da Borsa Italiana S.p.A.
C.15	Come il valore dell'investimento in titoli derivati è influenzato dal valore degli	L'eventuale importo pagabile al momento del rimborso è calcolato con riferimento all'Indice EURO STOXX 50® (codice Bloomberg: SX5E <Indice>) (il " Sottostante di Riferimento "). Si veda l'Elemento C.9 che precede e l'Elemento C.18 che segue.

Elemento	Titolo	
	strumenti sottostanti	
C.16	Scadenza dei titoli derivati	La Data di Esercizio dei Titoli è il 23 aprile 2018 e la Data di Liquidazione è il 30 aprile 2018
C.17	Procedura di Regolamento	I Titoli sono regolati in contanti. L'Emittente non può modificare il regolamento.
C.18	Rendimento degli strumenti derivati	<p>Si veda l'Elemento C.8 che precede per i diritti connessi ai Titoli.</p> <p>Regolamento</p> <p>I <i>Certificates</i> saranno esercitati automaticamente alla Data di esercizio. Al momento dell'esercizio automatico ogni <i>Certificates</i> dà diritto al Portatore di ricevere alla Data di Liquidazione un Importo di Liquidazione in Contanti pari al <i>Payout</i> Finale.</p> <p>Il "Payout Finale" è un importo pari a:</p> <p>Ammontare Nominale moltiplicato per SPS Payout</p> <p>SPS Payout indica <i>Certi plus</i>: Titoli <i>Bonus</i></p> <p>(A) Se si è verificato un Evento <i>Knock-out</i>:</p> <p style="text-align: center;"><i>(Valore di Liquidazione Finale Down)</i>; o</p> <p>(B) Se non si è verificato alcun Evento <i>Knock-out</i>:</p> <p style="text-align: center;"><i>[Max (Percentuale Bonus, Valore di Liquidazione Finale Up)]</i>.</p> <p>Descrizione del Payout</p> <p><i>Il Payout comprende:</i></p> <ul style="list-style-type: none"> • <i>se non si è verificato alcun Evento Knock-out, una percentuale minima e un'indicizzazione al valore del Sottostante di Riferimento che supera la Percentuale Bonus; o</i> • <i>se l'Evento Knock-out si è verificato, indicizzazione al valore del Sottostante di Riferimento (tale valore potrebbe differire dal valore di cui sopra).</i> <p>Ammontare Nominale significa EUR1.000</p> <p>Percentuale Bonus indica 100 per cento;</p> <p>Valore di Liquidazione Finale Down indica il Valore del Sottostante di Riferimento;</p> <p>Valore di Liquidazione Finale Up indica il Valore del Sottostante di Riferimento;</p> <p>Valore del Sottostante di Riferimento significa, con riferimento ad un Sottostante di Riferimento e ad una Data di Valutazione SPS, (i) il Valore del Prezzo di Chiusura del Sottostante di Riferimento per tale Sottostante di Riferimento in relazione a tale Data di Valutazione SPS, (ii) diviso per il relativo Prezzo di Strike del Sottostante di</p>

Elemento	Titolo	
		<p>Riferimento;</p> <p>Sottostante di Riferimento" è indicato alla voce C.20</p> <p>Valore del Prezzo di Chiusura del Sottostante di Riferimento significa in relazione ad una Data di Valutazione SPS, il Livello di Chiusura in tale giorno;</p> <p>Data di Valutazione SPS significa la Data di Valutazione della Liquidazione SPS;</p> <p>Data di Valutazione della Liquidazione SPS significa la Data di Valutazione della Liquidazione;</p> <p>Data di Valutazione della Liquidazione significa 23 aprile 2018</p> <p>Prezzo di Strike del Sottostante di Riferimento significa con riferimento ad un Sottostante di Riferimento, il Valore del Prezzo di Chiusura del Sottostante di Riferimento alla Data di Strike;</p> <p>Con riferimento alla Data di <i>Strike</i>:</p> <p>Valore del Prezzo di Chiusura del Sottostante di Riferimento significa in relazione ad una Data di Valutazione SPS, il Livello di Chiusura in tale giorno;</p> <p>Dove:</p> <p>Data di Valutazione SPS significa la Data di <i>Strike</i>;</p> <p>Data di Strike significa 24 aprile 2014</p> <p>Livello di Chiusura significa il livello ufficiale di chiusura del Sottostante di Riferimento nel relativo giorno;</p> <p><u>Disposizioni per la determinazione dell'Evento di Knock-out</u></p> <p>Evento di Knock-out: applicabile;</p> <p>Evento di Knock-out significa che il Valore di Knock-out è inferiore o uguale del Livello di Knock-out alla Data di Determinazione del Knock-out.</p> <p>Livello di Knock-out significa 55.00%;</p> <p>Valore di Knock-out significa il Valore del Sottostante di Riferimento;</p> <p>Valore del Sottostante di Riferimento significa, con riferimento ad un Sottostante di Riferimento e ad una Data di Valutazione SPS, (i) il Valore del Prezzo di Chiusura del Sottostante di Riferimento per tale Sottostante di Riferimento in relazione a tale Data di Valutazione SPS, (ii) diviso per il relativo Prezzo di Strike del Sottostante di Riferimento.</p> <p>Valore del Prezzo di Chiusura del Sottostante di Riferimento significa in relazione ad una Data di Valutazione SPS, il Livello di Chiusura in tale giorno;</p> <p>Data di Valutazione SPS significa la Data di Determinazione del <i>Knock-out</i>;</p> <p>Data di Determinazione del Knock-out significa la Data di Valutazione della Liquidazione;</p>

Elemento	Titolo	
		<p>Data di Valutazione della Liquidazione significa 23 aprile 2018</p> <p>Prezzo di Strike del Sottostante di Riferimento significa, in relazione ad un Sottostante di Riferimento, il Valore del Prezzo di Chiusura del Sottostante di Riferimento alla Data di Strike;</p> <p>Con riferimento alla Data di <i>Strike</i>:</p> <p>Valore del Prezzo di Chiusura del Sottostante di Riferimento significa in relazione ad una Data di Valutazione SPS, il Livello di Chiusura in tale giorno;</p> <p>Dove:</p> <p>Data di Valutazione SPS significa la Data di <i>Strike</i>;</p> <p>Data di Strike significa 24 aprile 2014</p> <p>Livello di Chiusura significa il livello ufficiale di chiusura del Sottostante di Riferimento nel relativo giorno;</p> <p>Le previsioni di cui sopra sono soggette a rettifiche secondo quanto previsto nelle condizioni dei Titoli al fine di tenere in considerazione eventi in relazione al Sottostante di Riferimento o ai Titoli. Questo potrebbe comportare degli aggiustamenti dei Titoli, o in alcuni casi, la liquidazione anticipata dei Titoli all'importo di liquidazione anticipata (si veda l'Elemento C.9).</p>
C.19	Prezzo di riferimento finale del Sottostante	Il prezzo di riferimento finale del sottostante sarà determinato in conformità ai meccanismi di valutazione indicati nell'Elemento C.9 e nell'Elemento C.18 che precede.
C.20	Sottostante di Riferimento	Il Sottostante di Riferimento indicato all'Elemento C.18. Informazioni sul Sottostante di Riferimento possono essere ottenute da www.stoxx.com

Sezione D - Rischi

Elemento	Titolo	
D.2	Rischi fondamentali relativi agli Emittenti e ai Garanti	<p>Vi sono certi fattori che possono avere un impatto sulla capacità dell'Emittente di adempiere le proprie obbligazioni ai sensi dei Titoli emessi ai sensi del Programma e, se del caso, le obbligazioni del Garante ai sensi della Garanzia.</p> <p>Dodici categorie principali di rischio sono inerenti alle attività di BNPP:</p> <p>(a) Rischio di Credito;</p> <p>(b) Rischio di Controparte;</p> <p>(c) Cartolarizzazione;</p> <p>(d) Rischio di Mercato;</p> <p>(e) Rischio Operativo;</p>

Elemento	Titolo	
		<p>(f) Rischio di <i>Compliance</i> e Rischio Reputazionale;</p> <p>(g) Rischio di Concentrazione;</p> <p>(h) Rischio di Gestione Patrimoniale;</p> <p>(i) Rischio di Break-even;</p> <p>(j) Rischio di Strategia;</p> <p>(k) Rischio di liquidità e di rifinanziamento;</p> <p>(l) Rischio di sottoscrizione di assicurazione;</p> <p>Le difficili condizioni di mercato ed economiche difficili potrebbero avere un effetto sostanzialmente pregiudizievole sul contesto operativo per le istituzioni finanziarie e quindi sulla situazione finanziaria, sui risultati operativi e sul costo del rischio di BNPP.</p> <p>Gli interventi legislativi e le misure di regolamentazione adottate in risposta alla crisi finanziaria globale potrebbero avere un impatto significativo su BNPP e sul contesto finanziario ed economico in cui opera.</p> <p>La possibilità di BNPP di accedere al, nonché il costo del, <i>funding</i> potrebbero risentire di un ritorno della crisi del debito sovrano della Zona Euro, del peggioramento delle condizioni economiche, di ulteriori riduzioni dei rating o di altri fattori.</p> <p>Un aumento sostanziale dei nuovi accantonamenti o un ammanco nel livello degli accantonamenti precedentemente registrati potrebbero avere un impatto negativo sui risultati operativi e sulla situazione finanziaria di BNPP.</p> <p>BNPP potrebbe subire perdite significative sulle sue attività di negoziazione e di investimento a causa di oscillazioni e della volatilità del mercato.</p> <p>BNPP potrebbe generare ricavi inferiori dalle sue attività di intermediazione e altre attività basate su commissioni e provvigioni durante periodi di crisi dei mercati.</p> <p>Il protrarsi della discesa dei mercati può ridurre la liquidità dei mercati, rendendo più difficile vendere attività e conducendo potenzialmente a perdite significative.</p> <p>Mutamenti significativi dei tassi d'interesse potrebbero avere un impatto negativo sui ricavi o sulla redditività di BNPP.</p> <p>La solidità e la condotta di altre istituzioni finanziarie e partecipanti del mercato potrebbero avere un impatto negativo su BNPP.</p> <p>La posizione competitiva di BNPP potrebbe essere pregiudicata qualora la reputazione di BNPP sia danneggiata.</p> <p>Una interruzione o violazione dei sistemi informativi di BNPP potrebbe avere</p>

Elemento	Titolo	
		<p>come conseguenza una perdita di lavoro e altre perdite.</p> <p>Eventi esterni imprevisi possono interrompere le attività di BNPP e causare perdite significative e costi aggiuntivi.</p> <p>BNPP è soggetta a regimi di estesa regolamentazione in continua evoluzione nei paesi e nelle regioni in cui opera.</p> <p>Malgrado le politiche, procedure e modalità di gestione dei rischi di BNPP, la stessa potrebbe ancora essere esposta a rischi non identificati o imprevisi, che potrebbero causare perdite significative.</p> <p>Le strategie di copertura di BNPP potrebbero non impedire perdite.</p> <p>BNPP potrebbe incontrare difficoltà nell'integrare le società acquisite e potrebbe non essere in grado di realizzare i benefici attesi dalle sue acquisizioni.</p> <p>La forte concorrenza, particolarmente in Francia dove BNPP detiene la più grande concentrazione di attività, potrebbe avere un impatto negativo sui ricavi e sulla redditività di BNPP.</p> <p>I seguenti fattori di rischio riguardano BNPP B.V.: BNPP B.V. è una società operativa. L'unica attività di BNPP B.V. consiste nel raccogliere in prestito liquidità emettendo strumenti finanziari come Notes, Warrant, <i>Certificates</i> o altre obbligazioni. BNPP B.V. non ha e non avrà <i>assets</i> al di fuori degli accordi di copertura (contratti OTC menzionati negli <i>Annual Reports</i>), contanti e commissioni pagabili alla stessa, o altre attività acquisite dalla stessa, in ciascun caso in relazione all'emissione di titoli o alla assunzione di altre obbligazioni agli stessi relative di volta in volta. I proventi netti di ciascuna emissione di Titoli emessi dall'Emittente diventeranno parte dei fondi generali di BNPP B.V.. BNPP B.V. utilizza tali proventi per mantenere posizioni in contratti di opzione o <i>futures</i> o altri strumenti di copertura ("Accordi di Copertura") e/o, nel caso di Titoli Garantiti, per acquistare Beni di Garanzia. La capacità di BNPP B.V. di adempiere le sue obbligazioni ai sensi dei Titoli emessi dalla stessa dipenderà dal ricevimento da parte della stessa di pagamenti ai sensi dei relativi Accordi di Copertura. Pertanto, i Portatori di Titoli di BNPP B.V. saranno esposti, fatte salve le disposizioni della relativa Garanzia, alla capacità delle controparti in relazione a tali Accordi di Copertura di adempiere le proprie obbligazioni ai sensi dei predetti accordi.</p>
D.3	Rischi chiave relativi ai Titoli	<p>Esistono certi fattori che sono rilevanti ai fini della valutazione dei rischi di mercato associati ai Titoli emessi ai sensi del Programma, questi comprendono quanto segue:</p> <ul style="list-style-type: none"> - i Titoli (esclusi i Titoli Garantiti) sono obbligazioni non garantite; - il prezzo di negoziazione dei Titoli è influenzato da vari fattori, tra cui, a mero titolo esemplificativo, il prezzo del o dei relativi Sottostanti di Riferimento, il periodo di tempo residuo prima della scadenza o della liquidazione e la volatilità, e tali fattori implicano che il prezzo di negoziazione dei Titoli può essere inferiore

Elemento	Titolo	
		<p>all'Importo di Liquidazione Finale o all'Importo di Regolamento in Contanti o al valore del Diritto Spettante</p> <p>- l'esposizione al Sottostante di Riferimento in molti casi sarà realizzata tramite la stipula da parte del relativo Emittente di accordi di copertura e i potenziali investitori sono esposti all'andamento di questi accordi di copertura e ad eventi che possono avere un effetto sugli accordi di copertura e, di conseguenza, il verificarsi di uno di questi eventi può avere un effetto sul valore dei Titoli;</p> <p>- il verificarsi di un ulteriore evento di turbativa o di un evento di turbativa ulteriore opzionale può portare a una rettifica dei Titoli, a un annullamento (nel caso di Warrant) o a una liquidazione anticipata (nel caso di Notes e di Certificates) o può avere come conseguenza una differenza tra l'importo pagabile al momento della liquidazione programmata e l'importo che si prevede sia pagato al momento della liquidazione programmata e, di conseguenza, il verificarsi di un evento di turbativa ulteriore e/o di un evento di turbativa ulteriore opzionale può avere un effetto pregiudizievole sul valore o sulla liquidità dei Titoli</p> <p>- potrebbero essere pagabili spese e tasse in relazione ai Titoli;</p> <p>- i Titoli potrebbero essere annullati (nel caso di Warrant) o liquidati (nel caso di Notes e di Certificates) nel caso di illegalità o impossibilità, e tale annullamento o liquidazione potrebbe avere come conseguenza il fatto che un investitore non realizzi un ritorno su un investimento nei Titoli</p> <p>- una decisione giudiziaria o un mutamento di una prassi amministrativa o una modifica della legge inglese dopo la data del Prospetto di Base potrebbero avere un impatto sostanzialmente pregiudizievole sul valore dei Titoli da essi influenzati;</p> <p>- un abbassamento dell'eventuale rating assegnato a titoli di debito in essere dell'Emittente o del Garante da parte di un'agenzia di rating potrebbe causare una riduzione del valore di negoziazione dei Titoli;</p> <p>- potrebbero sorgere certi conflitti di interessi (si veda l'Elemento E.4 che segue);</p> <p>- il solo modo per un Portatore di realizzare valore da un Titolo prima della sua Data di Esercizio, Data di Scadenza o Data di Liquidazione, a seconda dei casi, consiste nel vendere tale Titolo al suo prezzo di mercato allora corrente in un mercato secondario disponibile e potrebbe non esservi alcun mercato secondario per i Titoli (nel qual caso un investitore dovrebbe esercitare o aspettare fino alla liquidazione dei Titoli per realizzare un valore superiore al valore di negoziazione)</p> <p>Inoltre, esistono rischi specifici in relazione ai Titoli che sono legati a un Sottostante di Riferimento (inclusi Titoli Ibridi) e un investimento in tali Titoli comporterà rischi significativi non associati a un investimento in un titolo di debito tradizionale. I fattori di rischio relativi ai Titoli Legati a un Sottostante di Riferimento includono:</p> <p>l'esposizione all'Indice, eventi di correzione dell'indice, ed eventi di turbativa del</p>

Elemento	Titolo	
		<p>mercato o la mancata apertura di una borsa, che potrebbero avere un effetto negativo sul valore e sulla liquidità dei Titoli;</p> <p>e il rischio che l'Emittente non fornisca informazioni poste-emissione in relazione al Sottostante di Riferimento</p> <p>In certe circostanze i Portatori potrebbero perdere l'intero valore del loro investimento.</p>
D.6	Avvertenza relativa ai rischi	<p>Si veda l'Elemento D.3 che precede.</p> <p>Nel caso di insolvenza di un Emittente o qualora lo stesso non sia altrimenti in grado di, o disposto a, rimborsare i Titoli alla scadenza, un investitore potrebbe perdere tutto o parte del suo investimento nei Titoli.</p> <p>Qualora il Garante non sia in grado di, o non sia disposto a, adempiere le proprie obbligazioni ai sensi della Garanzia dovute alla scadenza, un investitore potrebbe perdere tutto o parte del suo investimento nei Titoli.</p> <p>Inoltre, gli investitori potrebbero perdere tutto o parte del loro investimento nei Titoli in conseguenza dei termini e condizioni dei Titoli stessi.</p>

Sezione E - Offerta

Elemento	Titolo	
E.2b	Ragioni dell'offerta e utilizzo dei proventi	I proventi netti dell'emissione dei Titoli andranno a far parte dei fondi generali dell'Emittente. Tali proventi potranno essere utilizzati per mantenere posizioni in contratti di opzioni o di <i>future</i> o altri strumenti di copertura
E.3	Termini e condizioni dell'offerta	<p>L'emissione di Titoli è effettuata in Italia come Offerta Non Esente.</p> <p>Il prezzo di emissione dei Titoli è pari a EUR100</p>
E.4	Interesse di persone fisiche e giuridiche coinvolte nell'emissione / offerta	Fatto salvo quanto sopra menzionato, nessun soggetto coinvolto nell'emissione dei Titoli ha un interesse sostanziale nell'offerta, inclusi conflitti di interessi.
E.7	Spese addebitate all'investitore dall'Emittente o da un offerente	Nessuna spesa sarà addebitata ad un investitore da parte dell'Emittente.