

**Final Terms dated 3 March 2011**

**BNP PARIBAS**

**(incorporated in France)**

**(as Issuer)**

**Issue of EUR 1,500,000,000 3.50 per cent, Fixed Rate Notes due 7 March 2016**

**under the €90,000,000,000**

**Programme for the Issuance of Debt Instruments**

**(the Programme)**

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, or authorises, the making of any offer of Notes in any other circumstances.

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth under the section entitled "Terms and Conditions of the Notes" in the Base Prospectus dated 3 June 2010 and the Supplements to the Base Prospectus dated 11 August 2010, 3 September 2010, 19 November 2010 and 28 February 2011 respectively which together constitute a base prospectus for the purposes of the Directive 2003/71/EC (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive, and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus, these Final Terms and the Supplements to the Prospectus (in each case, together with any documents incorporated therein by reference) are available for viewing at, and copies may be obtained from, BNP Paribas Securities Services, Luxembourg Branch (in its capacity as Principal Paying Agent), 33, rue de Gasperich, Howald - Hesperange, L-2085 Luxembourg. The Base Prospectus and the Supplements to the Prospectus will also be available on the Luxembourg Stock Exchange website [www.bourse.lu](http://www.bourse.lu). These Final Terms and the French translation of the summary of the Base Prospectus dated 3 June 2010 will also be available on the website of the French *Autorité des marchés financiers* on [www.amf-france.org](http://www.amf-france.org).

1. Issuer: BNP Paribas
2. (i) Series Number: 14039
- (ii) Tranche Number: Tranche 1 : EUR 1,250,000,000  
Tranche 2: EUR 250,000,000

|            |   |   |
|------------|---|---|
| <b>3.</b>  | Specified Currency:   | Euro (“EUR”)  |
| <b>4.</b>  | Aggregate Nominal Amount:   |   |
|            | (i) Series:   | EUR 1,500,000,000   |
|            | (ii) Tranche 1:   | EUR 1,250,000,000   |
|            | Tranche 2:  | EUR 250,000,000   |
| <b>5.</b>  | (i) Issue Price of Tranches:  | Tranche 1: 99.748 per cent. of the Aggregate Nominal Amount |
|            |   | Tranche 2: 99.743 per cent. of the Aggregate Nominal Amount |
|            | (ii) Net Proceeds of Series:  | EUR 1,492,832,500   |
| <b>6.</b>  | Minimum Trading Size:   | Not applicable  |
| <b>7.</b>  | (i) Specified Denominations:  | EUR 1,000   |
|            | (ii) Calculation Amount<br><i>(Applicable to Notes in definitive form):</i> | EUR-1,000   |
| <b>8.</b>  | (i) Issue Date:   | 7 March 2011  |
|            | (ii) Interest Commencement Date:  | 7 March 2011  |
| <b>9.</b>  | Maturity Date:  | 7 March 2016  |
| <b>10.</b> | Form of Notes:  | Bearer  |
| <b>11.</b> | Interest Basis:   | 3.50 per cent. Fixed Rate                                   |
|            |   | (further particulars specified below)                       |
| <b>12.</b> | Redemption/Payment Basis:   | Redemption at par   |
| <b>13.</b> | Change of Interest Basis or Redemption/Payment Basis:                       | Not applicable  |
| <b>14.</b> | Put/Call Options:   | Not applicable  |
| <b>15.</b> | Status of the Notes:  | Senior  |
| <b>16.</b> | Tax Gross-Up:   | Condition 6(a) applies                                      |

17. For Notes issued by BNPP: As per the "Taxation" section
18. Listing: See "*Listing and Admission to Trading*" in paragraph 1 of Part B
19. Method of distribution: Syndicated

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

20. Fixed Rate Provisions: Applicable
- (i) Fixed Rate of Interest: 3.50 per cent. per annum payable annually in arrear
- (ii) Interest Period End Date(s): 7 March in each year from and including 7 March 2012 to and including the Maturity Date
- Business Day Convention for Interest Period End Date(s): None
- (iii) Interest Payment Date(s): 7 March in each year from and including 7 March 2012 to and including the Maturity Date
- Business Day Convention for Interest Payment Date(s): Modified Following
- (iv) Fixed Coupon Amount(s): EUR 35 per Calculation Amount
- (v) Broken Amount(s): Not applicable
- (vi) Day Count Fraction: Actual/Actual (ICMA)
- (vii) Determination Date(s): 7 March in each year
- (viii) Other terms relating to the method of calculating interest for Fixed Rate Notes: None
21. Floating Rate Provisions: Not applicable
22. Zero Coupon Provisions: Not applicable
23. Index Linked Interest Provisions: Not applicable
24. Share Linked Interest Provisions: Not applicable
25. ETI Linked Interest Provisions: Not applicable

|     |  |                |
|-----|--|----------------|
| 26. | Inflation Linked Interest Provisions:                  | Not applicable |
| 27. | Commodity Linked Interest Provisions:                  | Not applicable |
| 28. | Fund Linked Interest Provisions:                       | Not applicable |
| 29. | Foreign Exchange (FX) Rate Linked Interest Provisions: | Not applicable |
| 30. | Formula Linked Interest Provisions:                    | Not applicable |
| 31. | Additional Business Centre(s) (Condition 3(b)):        | TARGET2        |

#### **PROVISIONS RELATING TO REDEMPTION**

|     |   |                                  |
|-----|---|----------------------------------|
| 32. | Issuer Call Option:   | Not applicable                   |
| 33. | Noteholder Put Option:  | Not applicable                   |
| 34. | Final Redemption Amount:  | EUR 1,000 per Calculation Amount |
| 35. | Index Linked Redemption Amount:   | Not applicable                   |
| 36. | Share Linked Redemption Amount:   | Not applicable                   |
| 37. | ETI Linked Redemption Amount:   | Not applicable                   |
| 38. | Inflation Linked Redemption Amount:   | Not applicable                   |
| 39. | Commodity Linked Redemption Amount:   | Not applicable                   |
| 40. | Fund Linked Redemption Amount:  | Not applicable                   |
| 41. | Credit Linked Notes:  | Not applicable                   |
| 42. | Foreign Exchange (FX) Rate Linked Redemption Amount:  | Not applicable                   |
| 43. | Formula Linked Redemption Amount:   | Not applicable                   |
| 44. | Early Redemption Amount:  |                                  |
|     | Early Redemption Amount(s) (if required or if different from that set out in Condition 5(e)): | As set out in Condition 5(e)     |

- |            |  |   |
|------------|--|---|
| <b>45.</b> | Provisions applicable to Physical Delivery:              | Not applicable  |
| <b>46.</b> | Variation of Settlement:                                 |   |
|            | (i) Issuer's option to vary settlement:                  | The Issuer does not have the option to vary settlement in respect of the Notes. |
|            | (ii) Variation of Settlement of Physical Delivery Notes: | Not applicable  |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |            |   |  |
|------------|---|--|
| <b>47.</b> | Form of Notes:  | Bearer Notes   |
|            | New Global Note:  | Yes  |
|            |   | Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes only upon an Exchange Event |
| <b>48.</b> | Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a):  | TARGET2  |
| <b>49.</b> | Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):   | No   |
| <b>50.</b> | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and, if different from those specified in the Temporary Global Note, consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not applicable   |
| <b>51.</b> | Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made:   | Not applicable   |
| <b>52.</b> | Redenomination, renominalisation and reconventioning provisions:  | Not applicable   |
| <b>53.</b> | Other terms or special conditions:  | Not applicable   |

## DISTRIBUTION

54. (i) If syndicated, names of Managers and underwriting commitments (specifying Lead Manager):
- Lead Manager:  
BNP Paribas UK Limited  
(EUR 1,080,000,000)
- Co-Lead Managers:  
ABN Amro Bank N.V.  
Banca Akros S.p.A. – Gruppo Bipiemme Banca Popolare di Milano  
Banco Santander, S.A.  
Banco Bilbao Vizcaya Argentaria S.A.  
Barclays Bank PLC  
Commerzbank Aktiengesellschaft  
DekaBank Deutsche Girozentrale  
HSBC Bank plc  
ING Belgium SA/NV  
Lloyds TSB Bank plc  
Norddeutsche Landesbank Girozentrale  
Nykredit Bank A/S  
Pohjola Bank plc  
Raiffeisen Bank International Aktiengesellschaft  
(EUR 30,000,000 each)
- (ii) Date of Subscription Agreement: 3 March 2011
- (iii) Stabilising Manager (if any): Not applicable
55. If non-syndicated, name of and address Dealer: Not applicable

56. Total commission and concession: 0.225 per cent. of the Aggregate Nominal Amount
57. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
58. Non exempt Offer: Not applicable
59. Additional selling restrictions: The section "Public Offer Selling Restriction under the Prospectus Directive" in the Subscription and Sale section of the Base Prospectus is deemed deleted and replaced by the following:

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a **Relevant Member State**), each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date) it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Base Prospectus as contemplated by the final terms in relation thereto to the public in that Relevant Member State, except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Notes to the public in that Relevant Member State:

(a) if the final terms in relation to the Notes specify that an offer of those Notes may be made other than pursuant to Article 3(2) of the Prospectus Directive in that relevant Member State (a **Non-exempt Offer**), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, provided that any such prospectus has subsequently been completed by the final terms contemplating such Non-exempt Offer, in accordance with the Prospectus Directive in the period beginning and ending on the dates specified in such prospectus or final terms, as applicable;

(b) at any time to any legal entity which is a qualified investor as defined under the Prospectus Directive;

(c) at any time no fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the relevant Dealer or

Dealers nominated by the Issuer for any such offer; or

(d) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Notes referred to in (b) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer of Notes to the public" in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, and the expression "Prospectus Directive" means Directive 2003/71/EC (and the amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in each Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EC.

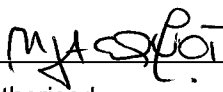
#### **PURPOSE OF FINAL TERMS**

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

#### **RESPONSIBILITY**

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

Signed on behalf of the Issuer:

By:  \_\_\_\_\_  
Duly authorised



## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

- (i) Listing: Euronext Paris
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from Issue Date.
- (iii) Estimate of total expenses related to admission to trading: EUR 4,000

### 2. Ratings

- Ratings: The Notes to be issued have been rated:
- Aa2 by Moody's Investors Service Ltd
  - AA by Standard & Poor's
  - AA- by Fitch

### 3. Risk Factors

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

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

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

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

- (i) Reasons for the offer: See "Use of Proceeds" wording in the Base Prospectus
- (ii) Estimated net proceeds: EUR 1,492,832,500
- (iii) Estimated total expenses: As per 1 (iii) above

### 6. Fixed Rate Notes only – Yield

- Indication of yield: Tranche 1: 3.556 per cent.  
Tranche 2: 3.559 per cent

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

**7. Floating Rate Notes only – Historic Interest Rates**

Not applicable

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

Not applicable

**9. OPERATIONAL INFORMATION**

(i) ISIN Code for Series: XS0599711826

(ii) Common Code for Series: 059971182

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

(iv) Delivery: Delivery against payment

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

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

**10. Public Offers**

Not applicable

**11. Placing and Underwriting**

Not applicable