

**FINAL TERMS**

**dated 20 December 2012**

***BNP PARIBAS***

***(incorporated in France)***

***(as Issuer)***

**Issue of EUR3,000,000,000 Floating Rate Notes due December 2013**

**Series 15458**

***under the €90,000,000,000***

***Programme for the Issuance of Debt Instruments***

***guaranteed by BNP Paribas***

***(the Programme)***

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

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

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth under the section entitled "Terms and Conditions of the Notes" in the Base Prospectus dated 1 June 2012 which received visa no 12-239 from the *Autorité des marchés financiers* ("**AMF**") on 1 June 2012 and the Supplements to the Base Prospectus dated 22 June 2012, 7 August 2012, 14 September 2012, 30 October 2012 and 22 November 2012 which together constitute a base prospectus for the purposes of the Prospectus Directive as amended (which includes the amendments made by the 2010 PD Amending Directive to the extent that such amendments have been implemented in a Member State). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive, and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus, these Final Terms, the Supplements to the Base 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 and (save in respect of the Final Terms) on the Issuer's website ([www.invest.bnpparibas.com](http://www.invest.bnpparibas.com)). The Base Prospectus, these Final Terms, the Supplements to the Base Prospectus will also be available on the AMF website ([www.amf-france.org](http://www.amf-france.org)). A copy of these Final Terms, the Base Prospectus, the Supplements to the Base Prospectus will be sent free of charge by the Issuer to any investor requesting such documents.

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|-----|---|--|
| 1.  | Issuer:   | BNP Paribas  |
| 2.  | (i) Series Number:                                    | 15458  |
|     | (ii) Tranche Number:                                  | 1  |
| 3.  | Specified Currency:                                   | Euro ( <b>EUR</b> )  |
| 4.  | Aggregate Nominal Amount:                             |  |
|     | (i) Series:   | EUR 3,000,000,000  |
|     | (ii) Tranche:   | EUR 3,000,000,000  |
| 5.  | Issue Price of Tranche:                               | 100 per cent. of the Aggregate Nominal Amount  |
| 6.  | Minimum Trading Size:                                 | Not applicable   |
| 7.  | (i) Specified Denominations:                          | EUR 1,000  |
|     | (ii) Calculation Amount:                              | EUR 1,000  |
| 8.  | Issue Date and Interest Commencement Date:            | 21 December 2012   |
| 9.  | Maturity Date:  | 20 December 2013   |
| 10. | Form of Notes:  | Bearer   |
| 11. | Interest Basis:                                       | 3-month EURIBOR + 0.28 per cent. Floating Rate (further particulars specified below) |
| 12. | Redemption/Payment Basis:                             | Redemption at par  |
| 13. | Change of Interest Basis or Redemption/Payment Basis: | Not applicable   |
| 14. | Put/Call Options:                                     | Not applicable   |

15. Status of the Notes: Senior
16. BNP Paribas Tax Gross-Up: Condition 6(a) applicable
17. BNPP B.V. Tax Gross-up : Not applicable
18. Listing: See "*Listing and Admission to Trading*" in paragraph 1 of Part B
19. Method of distribution: Non-syndicated

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

20. Fixed Rate Provisions: Not applicable
21. Floating Rate Provisions: Applicable
- (i) Interest Period(s): As per conditions
- (ii) Interest Period End Date(s): 20 March, 20 June, 20 September and 20 December in each year from and including 20 March 2013 to and including the Maturity Date
- Business Day Convention for Interest Period End Date(s): Modified Following
- (iii) Interest Payment Date(s): 20 March, 20 June, 20 September and 20 December in each year from and including 20 March 2013 (first short coupon) to and including the Maturity Date
- Business Day Convention for Interest Payment Date(s): Modified Following
- (iv) Manner in which the Rate of Interest and Interest Amount is to be determined: Screen Rate Determination
- (v) Party responsible for calculating the Rate of Interest and Interest Amount: BNP Paribas Securities Services, Luxembourg Branch (the "**Calculation Agent**")
- (vi) Screen Rate Determination:
- Reference Rate: 3-Month EURIBOR (except interpolation 2 and 3 month EURIBOR for the first short coupon)
  - Interest Determination Date(s): Second TARGET2 day prior to the start of each Interest Period
  - Specified Time: 11:00 am, Brussels time
  - Relevant Screen Page: Reuters Screen page "EURIBOR01"
- (vii) ISDA Determination: Not applicable
- Floating Rate Option: Not applicable
  - Designated Maturity: Not applicable
  - Reset Date: Not applicable

|  |   |                                  |
|--|---|----------------------------------|
| (viii)                                   | Margin(s):  | +0.28 per cent. per annum        |
| (ix)                                     | Minimum Interest Rate:  | Not applicable                   |
| (x)                                      | Maximum Interest Rate:  | Not applicable                   |
| (xi)                                     | Day Count Fraction:   | Act/360, adjusted                |
| (xii)                                    | Fall back provisions, day count fraction, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: | Condition 3(b)(vi) applies       |
| <b>22.</b>                               | Zero Coupon Provisions:   | Not applicable                   |
| <b>23.</b>                               | Index Linked Interest Provisions:   | Not applicable                   |
| <b>24.</b>                               | Share Linked Interest Provisions:   | Not applicable                   |
| <b>25.</b>                               | Inflation Linked Interest Provisions:   | Not applicable                   |
| <b>26.</b>                               | Commodity Linked Interest Provisions:   | Not applicable                   |
| <b>27.</b>                               | Fund Linked Interest Provisions:  | Not applicable                   |
| <b>28.</b>                               | ETI Linked Interest Provisions:   | Not applicable                   |
| <b>29.</b>                               | Foreign Exchange (FX) Rate Linked Interest Provisions:  | Not applicable                   |
| <b>30.</b>                               | Formula Linked Interest Provisions:   | Not applicable                   |
| <b>31.</b>                               | Additional Business Centre(s) (Condition 3(b)):   | Not applicable                   |
| <b>PROVISIONS RELATING TO REDEMPTION</b> |   |                                  |
| <b>32.</b>                               | Issuer Call Option:   | Not applicable                   |
| <b>33.</b>                               | Noteholder Put Option:  | Not applicable                   |
| <b>34.</b>                               | Final Redemption Amount:  | EUR 1,000 per Calculation Amount |
| <b>35.</b>                               | Index Linked Redemption Amount:   | Not applicable                   |
| <b>36.</b>                               | Share Linked Redemption Amount:   | Not applicable                   |
| <b>37.</b>                               | Inflation Linked Redemption Amount:   | Not applicable                   |
| <b>38.</b>                               | Commodity Linked Redemption Amount:   | Not applicable                   |
| <b>39.</b>                               | Fund Linked Redemption Amount:  | Not applicable                   |
| <b>40.</b>                               | Credit Linked Notes:  | Not applicable                   |
| <b>41.</b>                               | ETI Linked Redemption Amount:   | Not applicable                   |

|     |  |   |
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| 42. | Foreign Exchange (FX) Rate Linked Redemption Amount:     | Not applicable  |
| 43. | Formula Linked Redemption Amount:                        | Not applicable  |
| 44. | Early Redemption Amount:                                 | As set out in Condition 5(e)  |
| 45. | Provisions applicable to Physical Delivery:              | Not applicable  |
| 46. | Variation of Settlement:                                 |   |
|     | (i) Issuer's option to vary settlement:                  | The Issuer does not have the option to vary settlement in respect of the Notes. |
|     | (ii) Variation of Settlement of Physical Delivery Notes: | Not applicable  |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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

#### **DISTRIBUTION**

|     |                              |                |
|-----|------------------------------|----------------|
| 54. | (i) If syndicated, names and | Not applicable |
|-----|------------------------------|----------------|

addresses of Managers and underwriting commitments (specifying Lead Manager):

- |       |  |  |
|-------|--|--|
| (ii)  | Date of Subscription Agreement:                | Not applicable   |
| (iii) | Stabilising Manager (if any):                  | Not applicable   |
| 55.   | If non-syndicated, name and address of Dealer: | BNP Paribas UK Limited, 10 Harewood Avenue, London NW1 6AA, United Kingdom |
| 56.   | Total commission and concession:               | 0.02 per cent. of the Aggregate Nominal Amount                             |
| 57.   | U.S. Selling Restrictions:                     | Reg. S Compliance Category 2; TEFRA D                                      |
| 58.   | Non exempt Offer:                              | Not applicable   |
| 59.   | Additional selling restrictions:               | Not applicable   |

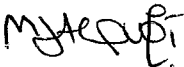
#### **PURPOSE OF FINAL TERMS**

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

#### **RESPONSIBILITY**

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

Signed on behalf of the Issuer:

By:   
Duly authorised

## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

- (i) Listing: Euronext Paris
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Euronext Paris S.A. with effect from the Issue Date.
- (iii) Estimate of total expenses related to admission to trading: EUR 1,600

### 2. Ratings

- Ratings: The Notes to be issued have been rated:
- P-1 by Moody's Investors Service Ltd ("**Moody's**")
  - A-1 by Standard & Poor's Rating Services ("**S&P**")
  - F1+ by Fitch Ratings Ltd ("**Fitch**")
- Each of Moody's, S&P and Fitch are established in the European Union and registered under Regulation (EC) No. 1060/2009 (as amended).

### 3. Risk Factors

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

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

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

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

- (i) Reasons for the offer: See "Use of Proceeds" wording in the Base Prospectus
- (ii) Estimated net proceeds: EUR 2,999,400,000
- (iii) Estimated total expenses: See item 1(iii) above

### 6. Fixed Rate Notes only – Yield

Not applicable

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

Details of Historic EURIBOR rates can be obtained from Reuters

### 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: XS0870031670

|            |  |  |
|------------|--|--|
| (ii)       | Common Code:   | 087003167  |
| (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:  | <p>Yes</p> <p>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</p> |
| <b>10.</b> | <b>Public Offers</b>   | Not applicable   |
| <b>11.</b> | <b>Placing and Underwriting</b>  | Not applicable   |