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## Non-collateralised Structured Products

### Launch Announcement for Callable Bull/Bear Contracts (“CBBCs”)

to be issued by

**BNP PARIBAS ARBITRAGE ISSUANCE B.V.**

*(incorporated in The Netherlands with its statutory seat in Amsterdam)*

unconditionally and irrevocably guaranteed by

**BNP PARIBAS (“Guarantor”)**

*(incorporated in France)*

Sponsor

**BNP Paribas Securities (Asia) Limited**

#### Particulars of CBBCs

We intend to issue the following CBBCs:

CBBCs	Series 1	Series 2	Series 3	Series 4	Series 5
Stock Code	62698	62699	62700	62701	62702
Issue size	200,000,000 CBBCs	200,000,000 CBBCs	200,000,000CBBCs	200,000,000CBBCs	200,000,000 CBBCs
Type	European style cash settled category R bull CBBCs	European style cash settled category R bull CBBCs	European style cash settled category R bull CBBCs	European style cash settled category R bull CBBCs	European style cash settled category R bull CBBCs
Index	Hang Seng Index	Hang Seng Index	Hang Seng Index	Hang Seng Index	Hang Seng Index
Board Lot	10,000 CBBCs	10,000 CBBCs	10,000 CBBCs	10,000 CBBCs	10,000 CBBCs
Issue Price (HK\$)	0.50	0.40	0.35	0.30	0.30
Strike Level	14,800	15,300	15,800	16,000	16,200
Call Level	15,000	15,500	16,000	16,200	16,400
Index Currency Amount (HK\$)	1.00	1.00	1.00	1.00	1.00
Divisor	10,000	10,000	10,000	10,000	10,000
Launch Date	1 June 2012	1 June 2012	1 June 2012	1 June 2012	1 June 2012
Issue Date	7 June 2012	7 June 2012	7 June 2012	7 June 2012	7 June 2012
Expected listing date <sup>‡</sup>	8 June 2012	8 June 2012	8 June 2012	8 June 2012	8 June 2012
Observation Commencement Date	8 June 2012	8 June 2012	8 June 2012	8 June 2012	8 June 2012
Expiry Date / Valuation Date <sup>Δ</sup>	27 March 2013	27 March 2013	27 March 2013	27 March 2013	27 March 2013
Effective Gearing*	3.73x	4.66x	5.32x	6.21x	6.21x
Gearing*	3.73x	4.66x	5.32x	6.21x	6.21x
Premium*	6.28%	3.60%	3.60%	1.99%	3.06%
Funding Cost as of Launch Date <sup>#</sup>	9.65% p.a.	5.35% p.a.	5.18% p.a.	2.83% p.a.	4.30% p.a.

<sup>‡</sup> If such day is not a Business Day, the immediately succeeding Business Day. “Business Day” means a day (excluding Saturdays) on which the Stock Exchange is scheduled to open for dealings in Hong Kong and banks are open for business in Hong Kong.

<sup>Δ</sup> If such date is not the day on which the Index Futures Contracts expire on the Hong Kong Futures Exchange Limited, the day on which the Index Futures Contracts expire on the Hong Kong Futures Exchange Limited (or its successor or assign).

\* This data may fluctuate during the life of the CBBCs and may not be comparable to similar information provided by other issuers of callable bull/bear contracts. Each issuer may use different pricing models.

<sup>#</sup> The funding cost is calculated in accordance with the following formula: for series 1: HIBOR 6 months + 9.05% p.a., for series 2: HIBOR 6 months + 4.75% p.a., for series 3: HIBOR 6 months + 4.58% p.a.; for series 4: HIBOR 6 months + 2.23% p.a.; and for series 5: HIBOR 6 months + 3.70% p.a..

**How much will you receive upon occurrence of a Mandatory Call Event?**

A Mandatory Call Event occurs when the Spot Level of the Index on any day on which the Index Exchange (being the Stock Exchange) is scheduled to open for trading during the Observation Period is:

- (a) in respect of a series of bull CBBCs, at or below the Call Level; and
- (b) in respect of a series of bear CBBCs, at or above the Call Level.

“**Spot Level**” means the spot level of the Index as compiled and published by the Index Compiler.

“**Observation Period**” means the period commencing from and including the Observation Commencement Date up to and including the close of trading on the Stock Exchange on the trading day immediately preceding the Expiry Date.

Subject to Product Condition 3.3(b), upon the occurrence of a Mandatory Call Event, we must terminate the CBBCs and you may receive a Residual Value (if positive) per Board Lot in Hong Kong Dollars calculated as follows:

In respect of a series of bull CBBCs:

$$\text{Residual Value per Board Lot} = \frac{(\text{Minimum Index Level} - \text{Strike Level}) \times \text{Index Currency Amount} \times \text{one Board Lot}}{\text{Divisor}}$$

Where:

“**Minimum Index Level**” means the lowest Spot Level of the Index during the MCE Valuation Period; and

“**MCE Valuation Period**” means the period immediately following the Mandatory Call Event and up to the end of the following trading session on the Index Exchange subject to any potential extension.

If the Residual Value is at or below zero, you will lose all your investment in the CBBCs.

In respect of a series of bear CBBCs:

$$\text{Residual Value per Board Lot} = \frac{(\text{Strike Level} - \text{Maximum Index Level}) \times \text{Index Currency Amount} \times \text{one Board Lot}}{\text{Divisor}}$$

Where:

“**Maximum Index Level**” means the highest Spot Level of the Index during the MCE Valuation Period; and

“**MCE Valuation Period**” means the period immediately following the Mandatory Call Event and up to the end of the following trading session on the Index Exchange subject to any potential extension.

If the Residual Value is at or below zero, you will lose all your investment in the CBBCs.

**How much will you receive on expiry?**

If no Mandatory Call Event occurs during the Observation Period, the CBBCs will be automatically exercised on the Expiry Date if the Cash Settlement Amount is greater than zero. You will receive a Cash Settlement Amount per Board Lot in Hong Kong dollars (net of any Exercise Expenses) calculated as follows (if positive):

In respect of a series of bull CBBCs:

$$\text{Cash Settlement Amount per Board Lot} = \frac{(\text{Closing Level} - \text{Strike Level}) \times \text{Index Currency Amount} \times \text{one Board Lot}}{\text{Divisor}}$$

In respect of a series of bear CBBCs:

$$\frac{\text{Cash Settlement Amount per Board Lot}}{\text{Board Lot}} = \frac{(\text{Strike Level} - \text{Closing Level}) \times \text{Index Currency Amount} \times \text{one Board Lot}}{\text{Divisor}}$$

“**Closing Level**” means the final settlement price for settling (i) (in respect of series 1) the Hang Seng Index March 2013 Futures Contracts, (ii) (in respect of series 2) the Hang Seng Index March 2013 Futures Contracts; (iii) (in respect of series 3) the Hang Seng Index March 2013 Futures Contracts; (iv) (in respect of series 4) the Hang Seng Index March 2013 Futures Contracts or (v) (in respect of series 5) the Hang Seng Index March 2013 Futures Contracts (the “**Index Futures Contracts**”), determined pursuant to Regulation 012 of the Regulations for Trading Stock Index Futures and the Contract Specifications for Hang Seng Index Futures Contracts (as amended from time to time) of the Hong Kong Futures Exchange Limited, subject to our right to determine the Closing Level in good faith on the Valuation Date upon the occurrence of a Market Disruption Event as described further in Product Condition 1.

“**Exercise Expenses**” means any charges or expenses including any taxes or duties which are incurred in respect of the early expiration of CBBCs upon the occurrence of a Mandatory Call Event or exercise of the CBBCs upon expiry.

#### **Listing of the CBBCs**

We will make an application to the Stock Exchange for listing of and permission to deal in the CBBCs on the Stock Exchange.

#### **Where do you obtain quotes?**

You may request to obtain a quote for the CBBCs by calling the following telephone number:

*Liquidity Provider:* BNP Paribas Securities (Asia) Limited  
*Broker ID Number:* For series 1: 9551  
For series 2: 9669  
For series 3: 9671  
For series 4: 9539  
For series 5: 9551  
*Telephone number:* +852 2108 5600  
*Address:* 59th-63rd Floors, Two International Finance Centre, 8 Finance Street,  
Central, Hong Kong

We do not have any special arrangements in place with any brokers with respect to our CBBCs.

#### **Where can you inspect the relevant documents?**

The following documents (“**Listing Documents**”), each in separate English and Chinese versions, are available for inspection until the Expiry Date at the office of King & Wood Mallesons, which is presently at 13/F, Gloucester Tower, The Landmark, 15 Queen's Road Central, Central, Hong Kong:

- 1 our base listing document dated 29 March 2012 and the addendum to the base listing document dated 30 April 2012; and
- 2 the supplemental listing document for the CBBCs to be dated on or about 7 June 2012.

## IMPORTANT INFORMATION

### *Unsecured nature of the CBBCs*

The issue of the CBBCs was authorised by our board of directors on 10 May 2012. The CBBCs constitute our general, unsecured and contractual obligations and of no other person, and the Guarantee executed by the Guarantor in respect of the CBBCs constitutes the general, unsecured and contractual obligations of the Guarantor and of no other person. The CBBCs will rank equally among themselves and with all our other unsecured obligations and all other unsecured obligations of the Guarantor (save for those obligations preferred by law) upon our liquidation. You are relying upon our creditworthiness and the creditworthiness of the Guarantor and have no rights under the CBBCs against any company comprising the Index and the index compiler.

### *Guarantor*

Our obligations in relation to the CBBCs will be unconditionally and irrevocably guaranteed by the Guarantor.

The Guarantor's long term debt ratings are:

Rating agency	Rating as of the Launch Date
Moody's Investors Service, Inc.	Aa3
Standard & Poor's Ratings Group	AA-
Fitch Ratings	A+

### *Are we regulated by any bodies referred to in Rule 15A.13(2) or (3)?*

We are not regulated by any of the bodies referred to in Rule 15A.13(2) or (3) of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited. The Guarantor is regulated by the Hong Kong Monetary Authority. The Guarantor is also regulated by Comité des Etablissements de Crédit et des Entreprises d'Investissement.

### *Selling restriction*

The CBBCs have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and will not be offered, sold, delivered or traded, at any time, indirectly or directly, in the United States or to, or for the account or benefit of, any U.S. person (as defined in the Securities Act).

### *Investment risks*

The price of the CBBCs may fall in value as rapidly as it may rise and you may sustain a total loss of your investment. If the Cash Settlement Amount is less than or equal to zero, all CBBCs will expire worthless on the Expiry Date.

We or the Liquidity Provider may be the only market participant for the CBBCs. The secondary market for the CBBCs may be limited.

You must:

- carefully study the risk factors set out in the relevant Listing Documents;
- fully understand the potential risks and rewards and independently determine whether the CBBCs are appropriate for you given your objectives, experience, financial and operational resources, and other relevant circumstances; and
- consult with such advisers as you deem necessary to assist yourself in making these determinations.

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Hong Kong, 1 June 2012