



## Term Sheet

Final Terms and Conditions (our ref. CE709AX) as of September 15<sup>th</sup>, 2014

### 8Y Phoenix Snowball on S&P 500 in USD

<b>Issuer</b>	BNP Paribas Arbitrage Issuance B.V. (S&P's A+)
<b>Guarantor</b>	BNP Paribas (S&P's A+ / Moody's A1 / Fitch A+)
<b>Issue Type</b>	Certificate
<b>Issue Amount</b>	USD 2,000,000
<b>Number of Certificates</b>	2,000
<b>Notional Amount per Certificate (N)</b>	1 Certificate = USD 1,000
<b>Currency</b>	USD
<b>Issue Price per Certificate</b>	100%
<b>Listing</b>	Luxembourg Stock Exchange
<b>Trade Date</b>	September 12 <sup>th</sup> , 2014
<b>Strike Date</b>	September 12 <sup>th</sup> , 2014
<b>Issue Date</b>	September 26 <sup>th</sup> , 2014
<b>Redemption Valuation Date</b>	September 12 <sup>th</sup> , 2022
<b>Redemption Date</b>	September 26 <sup>th</sup> , 2022
<b>Underlying Index</b>	S&P 500 (Bloomberg: SPX Index)
<b>Strike Level</b>	<b>100% x Index<sub>Initial</sub></b> , i.e. 1,985.54
<b>Conditional Coupon (for each Certificate)</b>	If, on any Coupon Valuation Date <sub>n</sub> or on the Redemption Valuation Date, the official closing level of the Underlying Index is greater than or equal to <b>70% of Index<sub>Initial</sub></b> i.e. <b>1,389.8780</b> , then a Coupon calculated as follows will be paid on the corresponding Coupon Payment Date <sub>n</sub> or on the Redemption Date per Certificate:
	$N \times 2.60\% \times (1 + T)$ Where:  $T$ is the number of Coupon Payment Dates since the last Coupon Payment Date on which a Coupon was paid, or since the Issue Date if there has not yet been any Coupon paid (for example, if the Coupon was paid on the previous Coupon Payment Date, then $T$ equals 0 for the following Coupon Payment Date).  Otherwise, no Coupon will be paid.  <i>For the avoidance of doubt, no further Coupon will be paid after the Certificates have been automatically early redeemed.</i>
<b>Automatic Early Redemption</b>	If, on any Automatic Early Redemption Valuation Date <sub>n</sub> , the official closing level of the Underlying Index is greater than or equal to the <b>Automatic Early Redemption Level</b> , then the Issuer shall redeem each Certificate on the relevant <b>Automatic Early Redemption Date<sub>n</sub></b> at the Automatic Early Redemption Amount calculated as follows:
	$N \times 100\%$



n	Automatic Early Redemption Valuation Date <sub>n</sub> / Coupon Valuation Date <sub>n</sub>	Automatic Early Redemption Date <sub>n</sub>	Coupon Payment Date <sub>n</sub>
1	March 12 <sup>th</sup> , 2015	March 26 <sup>th</sup> , 2015	March 26 <sup>th</sup> , 2015
2	September 14 <sup>th</sup> , 2015	September 28 <sup>th</sup> , 2015	September 28 <sup>th</sup> , 2015
3	March 14 <sup>th</sup> , 2016	March 28 <sup>th</sup> , 2016	March 28 <sup>th</sup> , 2016
4	September 12 <sup>th</sup> , 2016	September 26 <sup>th</sup> , 2016	September 26 <sup>th</sup> , 2016
5	March 13 <sup>th</sup> , 2017	March 27 <sup>th</sup> , 2017	March 27 <sup>th</sup> , 2017
6	September 12 <sup>th</sup> , 2017	September 26 <sup>th</sup> , 2017	September 26 <sup>th</sup> , 2017
7	March 12 <sup>th</sup> , 2018	March 26 <sup>th</sup> , 2018	March 26 <sup>th</sup> , 2018
8	September 12 <sup>th</sup> , 2018	September 26 <sup>th</sup> , 2018	September 26 <sup>th</sup> , 2018
9	March 12 <sup>th</sup> , 2019	March 26 <sup>th</sup> , 2019	March 26 <sup>th</sup> , 2019
10	September 12 <sup>th</sup> , 2019	September 26 <sup>th</sup> , 2019	September 26 <sup>th</sup> , 2019
11	March 12 <sup>th</sup> , 2020	March 26 <sup>th</sup> , 2020	March 26 <sup>th</sup> , 2020
12	September 14 <sup>th</sup> , 2020	September 28 <sup>th</sup> , 2020	September 28 <sup>th</sup> , 2020
13	March 12 <sup>th</sup> , 2021	March 26 <sup>th</sup> , 2021	March 26 <sup>th</sup> , 2021
14	September 13 <sup>th</sup> , 2021	September 27 <sup>th</sup> , 2021	September 27 <sup>th</sup> , 2021
15	March 14 <sup>th</sup> , 2022	March 28 <sup>th</sup> , 2022	March 28 <sup>th</sup> , 2022

<b>Automatic Early Redemption Level</b>	$110\% \times \text{Index}_{\text{Initial}}$ i.e. 2,184.0940
<b>Knock-in Level</b>	$70\% \times \text{Index}_{\text{Initial}}$ i.e. 1,389.8780
<b>Knock-in Determination Day</b>	The Redemption Valuation Date.
<b>Knock-in Valuation Time</b>	Scheduled Closing Time of the Underlying Index on the Redemption Valuation Date.
<b>Knock-in Event</b>	A Knock-in Event shall be deemed to occur if, at the Knock-in Valuation Time on the Knock-in Determination Day, the Underlying Index closes at a level strictly less than the Knock-in Level.
<b>Final Redemption</b>	On the <b>Redemption Date</b> , if the Certificates have not been automatically early redeemed or purchased and cancelled by the Issuer prior to the Redemption Valuation Date, the Issuer shall redeem each Certificate at the following Cash Settlement Amount:

1) If no **Knock-in Event** has occurred:

$$N \times 100\%$$

2) Otherwise:

$$N \times \frac{\text{Index}_{\text{Final}}}{\text{Index}_{\text{Initial}}}$$

#### Where

**Index<sub>Initial</sub>** is the official closing level of the Underlying Index on the **Strike Date**, i.e. 1,985.54.

**Index<sub>Final</sub>** is the official closing level of the Underlying Index on the **Redemption Valuation Date**.

<b>Business Day Convention</b>	Following Business Day
<b>Payment Business Days</b>	New York
<b>Calculation Agent</b>	BNP Paribas Arbitrage S.N.C.
<b>Governing Law</b>	English



<b>Documentation</b>	The securities will be issued under the Issuer's Note, Warrant and Certificate Programme (the "Programme") by way of Final Terms or Pricing Supplement. Copies of the Programme's base prospectus (the "Base Prospectus") dated 5 June 2014 (which sets out the terms and conditions to be completed by the Final Terms or Pricing Supplement) and any supplements thereto are available from BNP Paribas Arbitrage S.N.C. on request.  In the event of any inconsistency between this termsheet and the Final Terms relating to the Certificates, the Final Terms will prevail.
<b>Form</b>	Clearing System Global Certificate
<b>Codes</b>	- ISIN: XS1083630027 - Common: 108363002
<b>Reuters Ric for Structure</b>	XS1083630027=BNPP
<b>Common Depository</b>	BNP Paribas Securities Services, Luxembourg Branch
<b>Minimum Trading Size</b>	1 Certificate (and multiples of 1 Certificate thereafter)
<b>Secondary Trading</b>	Daily price indications including accrued interest will be published on Reuters.  No representation is made as to the existence of a market for the Certificates. BNP Paribas Arbitrage S.N.C. will endeavour to make a secondary market in the Certificates, subject to it being satisfied that normal market conditions prevail. Any prices indicated will be dependent upon factors affecting or likely to affect the value of the Certificates such as, but not limited to, the remaining time to the Redemption Date, the outstanding principal amount, the Issuer's or, if applicable, the Guarantor's credit risk, the performance and volatility of the underlying asset, interest rates, exchange rates, credit spreads, and any incidental costs. To the extent BNP Paribas Arbitrage S.N.C. holds Certificates that it can offer and subject to it being satisfied that normal market conditions prevail, such prices will have a bid-offer spread no greater than 1%.  Holders should be aware that the secondary market price for any Certificate quoted on or after the fourth (4 <sup>th</sup> ) Clearing System business day preceding any date on which the Issuer is due to make a payment thereon, shall exclude the amount so payable per Certificate. The Holder of the Certificates on the record date, as determined by the rules of the relevant Clearing System, shall be entitled to receive or retain any such amount on the due date for payment thereof.
<b>Initial Settlement</b>	Delivery versus payment. BNP Paribas Arbitrage S.N.C. will settle through Clearstream 81851. Settlement must be made in Nominal.
<b>Distributor</b>	CREDIT SUISSE ZURICH
<b>Fees</b>	In connection with the offer and sale of the Certificates, the Distributor will acquire the Certificates from BNP Paribas Arbitrage S.N.C. at a discount to the Issue Price or at the Issue Price. If the Distributor acquires the Certificates at the Issue Price, BNP Paribas Arbitrage S.N.C. will pay to the Distributor a distribution fee. Such amounts received by the Distributor may be in addition to the brokerage cost/fee normally applied by the Distributor. They cover distribution cost for a maximum annual amount equivalent to 1% (all tax included) of the Issue Amount. The purchaser acknowledges that such distribution fee may be retained by the Distributor. Further information regarding such discount/distribution fee is available from the Distributor on request.
<b>Selling Restrictions</b>	As set out in the Base Prospectus.

#### IMPORTANT INFORMATION

No action has been or will be taken in any jurisdiction that would, or is intended to, permit a public offering of the Certificates. The Certificates are sold to investors on the understanding that they will comply with all relevant securities laws and public offer requirements in the jurisdictions in which the Certificates are placed or resold, including, without limitation, Directive 2003/71/EC (the EU Prospectus Directive) as amended (which includes the amendments made by Directive 2010/73/EU the "2010 PD Amending Directive") and the relevant implementing measures in any EU member state. Where the investor of the Certificates is not the only purchaser of the Certificates, any public offer exemption relying solely on offers only being made to a restricted number of investors (classified by type or location, as applicable) may not be available.

The Certificates may not be offered or sold in the United States or to U.S. persons at any time (as defined in regulation S under the U.S. Securities Act of 1933 or the U.S. internal revenue code). The Certificates have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or the securities laws of any state in the United States, and are subject to U.S. tax requirements. In purchasing the Certificates you represent and warrant that you are neither located in the United States nor a U.S. person and that you are not purchasing for the account or benefit of any such person. The Certificates may not be offered, sold, transferred or delivered without compliance with all applicable securities laws and regulations.

#### Risk Analysis



The Securities have no capital protection at any time and there can be a partial or total loss of any capital invested. Investment in the Securities is therefore highly speculative and should only be considered by persons who can afford to lose their entire investment.

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