

FINAL TERMS DATED 9 MAY 2014

BNP Paribas Fortis Funding

(incorporated in Luxembourg)

(as Issuer)

BNP Paribas Fortis SA/NV

(incorporated in Belgium)

(as Guarantor)

(Note, Warrant and Certificate Programme)

Issue of minimum EUR 1,000,000 and maximum EUR 50,000,000

Index Basket Linked Redemption Amount Notes due 30 November 2016

(Commercial name: BNP Paribas Fortis Funding Runner Note 2016)

Any person making or intending to make an offer of the Notes may only do so in those Public Offer Jurisdictions mentioned in Paragraph 66 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.

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

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 (the "Conditions") set forth under the sections entitled "Terms and Conditions of the Notes", Annex 1- Additional Terms and Conditions for Payouts, and Annex 2 - Additional Terms and Conditions for Index Securities in the Base Prospectus dated 3 June 2013 which received visa no 13-259 from the Autorité des marchés financiers ("AMF") on 3 June 2013 and the Supplements to the Base Prospectus dated 24 July 2013, 12 August 2013, 12 September 2013, 6 November 2013, 12 November 2013, 22 November 2013, 6 December 2013, 20 December 2013, 10 January 2014, 21 February 2014, 8 April 2014 and 11 April 2014 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC (the "Prospectus Directive") (the "Base Prospectus"). 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 the Base Prospectus. Full information on the Issuer, the Guarantor 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 and (save in respect of the Final Terms) on the Issuer's website (www.invest.bnpparibas.com). The Base Prospectus and the Supplements to the Prospectus will also be available on the AMF website www.amf-france.org. 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..

1. (i) Issuer: BNP Paribas Fortis Funding
- (ii) Guarantor: BNP Paribas Fortis SA/NV
2. (i) Series Number: N038
- (ii) Tranche Number: 1
3. Specified Currency: Euros ("EUR")
4. Aggregate Nominal Amount:
 - (i) Series: Minimum EUR 1,000,000 and maximum EUR 50,000,000
 - (ii) Tranche: Minimum EUR 1,000,000 and maximum EUR 50,000,000
5. Issue Price of Tranche: 101.25 per cent. of the Aggregate Nominal Amount
6. Minimum Trading Size: EUR 15,000
7. (i) Specified Denominations: EUR 1,000
- (ii) Calculation Amount (Applicable to Notes in definitive form): EUR 1,000
8. (i) Issue Date: 30 May 2014
- (ii) Interest Commencement Date (if different from the Issue Date): Not applicable
9. Maturity Date: 30 November 2016 or if that is not a Business Day the

immediately succeeding Business Day

10. Form of Notes: Bearer
11. Interest Basis: Non-interest bearing
12. Redemption/Payment Basis: Index Linked Redemption
13. Put/Call Options: Not applicable
14. Exchange Rate: Not applicable
15. Strike Date: The Strike Dates are:

1	9 May 2014
2	16 May 2014
2	23 May 2014

or if each of such dates is not a Business Day, subject to adjustment to the immediately succeeding Business Day at the level of all underlyings in case a Strike Date is not a Business Day for the fixing of all underlyings comprised in the Basket, in accordance with the Following Business Day Convention for which the relevant Business Day is an Exchange Business Day.

16. Strike Price: See Underlying Reference Strike Price in item 40 below
17. Averaging: Averaging applies to the Securities.
18. Observation Dates: Not applicable
19. Observation Period: Not applicable
20. Additional Disruption Events: Applicable
21. Optional Additional Disruption Events: Not applicable
22. Knock-in Event: Not applicable
23. Knock-out Event: Not applicable
24. Tax Gross-up: Condition 6.4(*No Gross-up*) applicable
25. Method of distribution: Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

26. Interest: Not applicable
27. Fixed Rate Provisions: Not applicable
28. Floating Rate Provisions: Not applicable
29. Zero Coupon Provisions: Not applicable
30. Index Linked Interest Provisions: Not applicable
31. Share Linked Interest Provisions: Not applicable
32. Inflation Linked Interest: Not applicable

- Provisions:
33. Commodity Linked Interest Not applicable
Provisions:
34. Fund Linked Interest Not applicable
Provisions:
35. ETI Linked Interest Provisions: Not applicable
36. Foreign Exchange (FX) Rate Not applicable
Linked Interest Provisions:
37. Underlying Interest Rate Not applicable
Linked Interest Provisions:
38. Additional Business Centre(s) Not applicable
(Condition 3.2(a)):

PROVISIONS RELATING TO REDEMPTION

39. Final Redemption Amount: Final Payout
40. Final Payout: Applicable
SPS Payouts

Certi Plus: Booster Securities

Constant Percentage 1 + [Final Redemption Value + Additional Gearing x Max (Final Redemption Value – Strike Percentage, 0)]

Constant Percentage 1: 0%

Additional Gearing: 50%

Strike Percentage: 100%

Final Redemption Value: Basket Value

Strike Price Average Value: Applicable

Basket:

k	Underlying Reference	Underlying Reference Weighting
1	IBEX	50%
2	FTSEMIB	50%

Where

Basket Value: means, in respect of a SPS Valuation Date, the sum of the values calculated for each Underlying Reference in the Basket as (a) the Underlying Reference Value for such Underlying Reference in respect of such SPS Valuation Date multiplied by (b) the relevant Underlying Reference Weighting;

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.

Underlying Reference Closing Price: means, in respect of a SPS Valuation Date, the Closing Level in respect of such day.

Underlying Reference Strike Price: means the arithmetic average of the Underlying Reference Closing Price Values for such Underlying Reference for all the Strike Days in the Strike Period

Where:

Strike Period: from the 9th of May 2014 to the 23th of May 2014

Strike Days: Strike Dates being 9 May 2014, 16 May 2014 and 23 May 2014

SPS Valuation Date: SPS Valuation Redemption Date

SPS Redemption Valuation Date: Redemption Valuation Date being 23 November 2016

41. Automatic Early Redemption: Not applicable
42. Issuer Call Option: Not applicable
43. Noteholder Put Option: Not applicable
44. Aggregation: Not applicable
45. Index Linked Redemption Amount: Applicable

- (i) Index/Basket of Indices: of Basket of Indices

i	Index Name	Bloomberg Code	Index Sponsor	Exchange	Web Site
1	IBEX 35 INDEX	IBEX Index	Sociedad de Bolsas S.A.	Madrid Stock Exchange	www.bmerv.es
2	FTSE MIB INDEX	FTSEMIB Index	FTSE International Limited	Borsa Italiana SpA	www.borsaitaliana.it

Composite

- (ii) Index Currency: EUR
- (iii) Screen Page: Not applicable
- (iv) Redemption Valuation Date: 23 November 2016, or if that date is not a Business Day, subject to adjustment to the immediately succeeding Business Day at the level of all underlyings in case the Redemption Valuation Date is not a Business Day for the fixing of all underlyings comprised in

the Basket, in accordance with the Following Business Day Convention for which the relevant Business Day is an Exchange Business Day.

- | | | | |
|--------|--|---|--|
| (v) | Exchange Business Day: | All Indices Basis | Means any Scheduled Trading Day on which (a) in respect of any Indices other than Composite Indices, each Exchange and each Related Exchange, if any, are open for trading during their respective regular trading session(s) in respect of such Indices, notwithstanding any such Exchange or Related Exchange closing prior to their Scheduled Closing Time and (b) in respect of any Composite Indices, (i) the Index Sponsor publishes the level of such Composite Indices and (ii) each Related Exchange, if any, is open for trading during its regular trading session in respect of such Composite Indices, notwithstanding any such Related Exchange closing prior to its Scheduled Closing Time. |
| (vi) | Scheduled Trading Day: | All Indices Basis | Means any day on which (a) in respect of any Indices other than Composite Indices, each Exchange and each Related Exchange, if any, are scheduled to be open for trading during their respective regular trading session(s) in respect of such Indices, and (b) in respect of any Composite Indices, (i) the Index Sponsor is scheduled to publish the level of such Composite Indices and (ii) the Related Exchange, if any, is scheduled to be open for trading during its regular trading session in respect of such Composite Indices. |
| (vii) | Exchange(s) and Index Sponsor: | (a) | the relevant Exchanges are the main exchanges on which the Shares comprised in the relevant Index are traded, as determined by the Sponsor; and |
| | | (b) | see item 45(i) above |
| (viii) | Related Exchange: | All Exchanges | |
| (ix) | Settlement Price: | Official closing level | |
| (x) | Weighting: | See Underlying Reference Weighting specified above under paragraph 40 | |
| (xi) | Valuation Time: | Scheduled Closing Time | |
| (xii) | Index Correction Period: | As per Conditions | |
| (xiii) | Market Disruption: | Specified Maximum Days of Disruption will be equal to eight: | |
| (xiv) | Additional provisions applicable to Custom Indices: | Not applicable | |
| (xv) | Additional provisions applicable to Futures Price Valuation: | Not applicable | |

46.	Share Linked Redemption Amount:	Not applicable
47.	Inflation Linked Redemption Amount:	Not applicable
48.	Commodity Linked Redemption Amount:	Not applicable
49.	Fund Linked Redemption Amount:	Not applicable
50.	Credit Linked Notes:	Not applicable
51.	ETI Linked Redemption Amount:	Not applicable
52.	Foreign Exchange (FX) Rate Linked Redemption Amount:	Not applicable
53.	Underlying Interest Rate Linked Redemption Amount:	Not applicable
54.	Early Redemption Amount:	Market Value less Costs
55.	Provisions applicable to Physical Delivery:	Not applicable
56.	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

57.	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
58.	Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a):	Not applicable
59.	Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on	No

which such Talons mature):

60. Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made: Not applicable
61. Redenomination, renominalisation and reconventioning provisions: Not applicable
62. Calculation Agent: BNP Paribas Fortis SA/NV

DISTRIBUTION

63. (i) If syndicated, names and addresses of Managers and underwriting commitments (specifying Lead Manager): Not applicable
- (ii) Date of Subscription Agreement: Not applicable
- (iii) Stabilising Manager (if any): Not applicable
64. Total commission and concession: **Commissions borne by the investor:**
Placement commission of 1.25% borne by the investor who is not a Qualified Investor (as defined under item 9 of Part B), not recurring, included in the Issue Price and thus payable in advance by the investor (private individual) to the Issuer who will retrocede this commission to BNP Paribas Fortis (in its capacity as distributor) on the Issue Date.
Other commissions perceived by BNP Paribas Fortis, included in the value of the structured Note and thus included in the Issue Price:
This is a recurrent commission, payable annually of maximum 1.00%, pursuant to the distribution and promotion of the Notes.
65. U.S. Selling Restrictions: TEFRA D
66. Non-exempt Offer: An offer of the Notes may be made by BNP Paribas Fortis SA/NV as Manager (together with any financial intermediaries granted General Consent, being persons to whom the Issuer has given consent, the "Authorised Offerors") other than pursuant to Article 3(2) of the Prospectus Directive in Belgium (the "Public Offer Jurisdictions") during the period from 12 May 2014 until 23 May 2014 (the "Offer Period"). See further Paragraph 9 of Part B below.

General Consent: Applicable

Other Conditions to consent: Each Authorised Offeror shall inform the Issuer and the Guarantor of its acceptance to use the Base Prospectus under the terms and conditions described in such Base Prospectus (as completed by these Final Terms) by notifying the Issuer and the Guarantor by sending an e-mail to info@bp2f.lu and docsecurities.mbc@bnpparibasfortis.com as soon as practicable and at the latest within 5 calendar days from the publication date of the statement required under paragraph b(ii) of the section entitled "Consent" on page 7 of the Base Prospectus.

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By:

Duly authorised

Signed on behalf of the Guarantor:

By:

Duly authorised

PART B – OTHER INFORMATION

1. Listing and Admission to trading

- (i) Listing and admission to trading: The Notes are unlisted.
- (ii) Estimate of total expenses related to admission to trading: Not applicable

2. Ratings

The Notes have not been rated

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

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 Notes has an interest material to the offer.

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

- (i) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus
- (ii) Estimated net proceeds: 100 per cent of the Principal Amount of Tranche
- (iii) Estimated total expenses: Not applicable

5. Fixed Rate Notes only – Yield

Not applicable

6. Floating Rate Notes only – Historic Interest Rates

Not applicable

7. 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

The Notes have a maturity of 2.5 years. The Redemption Amount of these Index Linked Notes issued by BNP Paribas Fortis Funding for an amount of minimum EUR 1,000,000 and maximum EUR 50,000,000 is linked to the evolution of the IBEX 35 Index and the FTSE MIB Index. This implies that the redemption can be lower or higher than the Calculation Amount being EUR 1,000.

IBEX 35® Index: The IBEX 35® is the official index of the Spanish Continuous Market. The index is comprised of the 35 most liquid stocks traded on the Continuous market. It is calculated, supervised and published by the Sociedad de Bolsas. The equities use free float shares in the index calculation. The index was created with a base level of 3000 as of December 29, 1989.

FTSE MIB Index: The FTSE MIB Index, developed by FTSE and Borsa Italiana, is the primary benchmark index for the Italian equity market. Capturing approximately 80% of the domestic market capitalisation, the Index is comprised of highly liquid, leading companies across leading sectors in Italy. The Index currently measures the performance of 40 equities in Italy and seeks to replicate the broad sector weights of the Italian stock market. The index is derived from the universe of stocks trading on Borsa Italiana exchanges. The Index is a market capitalisation weighted index after adjusting constituents for freefloat.

Details of historic of IBEX 35 Index can be obtained from www.bmerv.es. Details of historic of FTSE MIB Index can be obtained from www.borsaitaliana.it.

The Issuer does not intend to provide post-issuance information (including information about corporate actions or other events affecting the underlying and adjustments or substitutions to the underlying resulting therefrom), except if required by any applicable laws and regulations.

8. OPERATIONAL INFORMATION

(i)	ISIN Code:	XS1058773158
(ii)	Common Code:	105877315
(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)	CMU Instrument No.:	Not applicable
(vii)	CMU Lodging Agent:	Not applicable
(viii)	CMU Paying Agent:	Not applicable
(ix)	Intended to be held in a manner which would allow Eurosystem eligibility:	No

9. Public Offers

Offer Period:	An offer to the public will be made in Belgium from (and including) 12 May 2014 at 9.00 a.m. to (and including) 23 May 2014 at 4.00 p.m. (Brussels time) subject to any early closing of the Offer Period.
Offer Price:	<p>The Issuer has offered the Notes to the Managers at the initial issue price of 101.25% less a total commission of 1.25% that will be borne by the investors who are not Qualified Investors.</p> <p>“Qualified Investors” shall mean investors who are professional client (<i>client professionnel/professionele cliënt</i>) or eligible counterparty (<i>contrepartie éligible/in aanmerking komende tegenpartij</i>) as defined in the Belgian Prospectus Law of 16 June 2006 (as amended from time to time)..</p> <p>The Qualified Investors may bear a lower commission depending on (i) the evolution of the credit quality of the Issuer (credit spread), (ii) the evolution of interest rates, (iii) the success (or lack of success) of the placement of the Notes, and (iv) the amount of Notes purchased by an investor, each as determined by the Authorized Offerors in their sole discretion.</p>
Conditions to which the offer is subject:	<p>The Offer of the Notes is conditional on its issue.</p> <p>In particular the offer of the Notes may be cancelled if the minimum amount is not placed or if market conditions are likely, in</p>

	<p>the opinion of the Issuer, to prejudice the success of the offering and distribution of Notes or the dealing of the Notes in the secondary market or for any other reason as decided by the Issuer.</p>
Description of the application process:	<p>An offer to the public will be made in Belgium from (and including) 12 May 2014 at 9.00 a.m. to (and including) 23 May 2014 at 4.00 p.m. (Brussels time) subject to any early closing of the Offer Period.</p>
Details of the minimum and/or maximum amount of application:	<p>Total amount of the offer: Minimum EUR 1,000,000 and maximum EUR 50,000,000 based on the need of the Issuer and on the demand from the investors.</p> <p>Minimum subscription amount per investor: EUR 15,000.</p>
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	<p>In the case of early termination of the Offer Period due to an oversubscription of the Notes, a proportional reduction of the subscriptions receive by the Authorised Offerors will be applied. Any payments made in connection with the subscription of Notes not allotted will be redeemed within 7 Brussels Business Days (i.e., days on which banks are open for general business in Brussels) after the date of payment and the holders thereof shall not be entitled to any interest in respect of such payments.</p> <p>By subscribing to or otherwise acquiring the Notes, the holders of the Notes are deemed to have knowledge of all the Terms and Conditions of the Notes and to accept the said Terms and Conditions.</p>
Details of the method and time limits for paying up and delivering the Notes:	<p>The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. Investors will be notified by the relevant Authorised Offeror of their allocations of Notes and the settlement arrangements in respect thereof.</p>
Manner and date in which results of the offers are to be made public:	<p>The results of the offer of the Notes will be published as soon as possible on the website www.bnpparibasfortis.be</p>
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	<p>Not applicable</p>
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	<p>The Noteholders will be directly notified of the number of Notes which has been allotted to them as soon as possible after the Issue Date (See also above the manner and date in which results of the offer are to be made public)</p> <p>No dealings in the Notes on a regulated market for the purposes of the Markets in Financial Instruments Directive 2004/39/EC may take place prior to the Issue Date.</p>
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	<p>A. Commissions</p> <p>(i) A commission of 1.25% included in the Issue Price will be borne by the non-qualified investors.</p>

(ii) The subscribers who are Qualified Investors may bear (if any) a commission equal or below 1.25% included in the Offer Price (see “Offer Price” item 9 of the Part B)

B. Legal, administrative and other costs relating to the issue of the Notes and amounting to minimum EUR 0;

C. Costs for the subscribers relating to holding of the Notes on a securities account: free of charge at BNP Paribas Fortis SA/NV

D. Financial service: free of charge at BNP Paribas Fortis SA/NV

ISSUE SPECIFIC SUMMARY- SERIES NUMBER N038- XS1058773158

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	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>

Element	Title	
A.2	Consent as to use the Base Prospectus, period of validity and other conditions attached	<p><i>Consent:</i> Subject to the conditions set out below, the Issuer consents to the use of the Base Prospectus in connection with a Non-exempt Offer of Securities by the Managers and any financial intermediary which is authorised to make such offers under applicable legislation implementing the Markets in Financial Instruments Directive (Directive 2004/39/EC) and publishes on its website the following statement (with the information in square brackets being completed with the relevant information):</p> <p><i>"We, [insert legal name of financial intermediary], refer to the BNP Paribas Fortis Funding Index Linked Redemption Amount Notes due 30 November 2016 (commercial name: BNP Paribas Fortis Funding Runner Note 2016) (the "Securities") described in the Final Terms dated 9 May 2014 (the "Final Terms) published by BNP Paribas Fortis Funding SA (the "Issuer"). We hereby accept the offer by the Issuer of its consent to our use of the Base Prospectus (as defined in the Final Terms) in connection with the offer of the Securities in accordance with the Authorised Offeror Terms and subject to the conditions to such consent, each as specified in the Base Prospectus, and we are using the Base Prospectus accordingly."</i></p> <p>(each an "Authorised Offeror").</p> <p><i>Offer period:</i> The Issuer's consent referred to above is given for Non-exempt Offers of Securities during the period from 12 May 2014 until 23 May 2014 (the "Offer Period").</p> <p><i>Conditions to consent:</i> The conditions to the Issuer's consent (in addition to the conditions referred to above) are that such consent (a) is only valid during the Offer Period; (b) only extends to the use of the Base Prospectus to make Non-exempt Offers of the relevant Tranche of Securities in Belgium; and (c) is only valid if the relevant Authorised Offeror has informed the Issuer and the Guarantor of its acceptance to use the Base Prospectus under the terms and conditions described in such Base Prospectus (as completed by these Final Terms) by notifying the Issuer and the Guarantor by sending an e-mail to info@bp2f.lu and docsecurities.mbc@bnpparibasfortis.com as soon as practicable and at the latest within 5 calendar days from the publication date of the statement required as mentioned above under the paragraph "Consent".</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</p>

Element	Title	
		AUTHORISED OFFEROR WILL BE RESPONSIBLE FOR SUCH INFORMATION.

Section B - Issuer and Guarantor

Element	Title	
B.1	Legal and commercial name of the Issuer	BNP Paribas Fortis Funding (" BP2F " or the " Issuer ").
B.2	Domicile/ legal form/ legislation/ country of incorporation	The Issuer was incorporated as a <i>société anonyme</i> under the laws of the Grand Duchy of Luxembourg having its registered office at 67, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg.
B.4b	Trend information	<p>Macroeconomic Conditions.</p> <p>BP2F's results of operations are affected by the macroeconomic and market environment. Given the nature of their business, BP2F 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 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>
B.5	Description of the Group	BNP Paribas Fortis Funding is a subsidiary of BNP Paribas Fortis SA/NV and acts as a financing vehicle for BNP Paribas Fortis SA/NV and the companies controlled by BNP Paribas Fortis SA/NV. BNP Paribas Fortis SA/NV is in turn a subsidiary of BNP Paribas which 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.
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 :	
		31/12/2011
		31/12/2012
		EUR
		EUR

Element	Title		
	Selected items of the Balance Sheet		
	Assets		
	Fixed assets (loans to affiliated undertakings)	5,261,088,495	6,763,911,498
	Current assets (Amounts owed by affiliated undertakings becoming due and payable after less than 1 year)	170,106,379	933,735,013
	Total assets	5,580,765,179	7,853,435,205
	Liabilities		
	Capital and reserves	8,053,553	7,136,902
	Subordinated creditors	2,119,719,386	1,811,125,851
	Non-subordinated debts		
	Non-convertible loans		
	- becoming due and payable within 1 year	893,492,429	2,043,358,203
	- becoming due and payable after more than 1 year	2,354,947,039	3,040,052,136
	Charges & Income: selected items		
	Income from financial fixed assets derived from affiliated undertakings	149,938,055	164,102,344
	Total income	400,951,114	368,793,560
	Interest payable and similar charges	310,422,392	291,638,574
	Profit for the financial year	638,908	1,583,350
	Comparative Interim Financial Data:		
		30/06/2013	31/12/2012
		in EUR	in EUR

Element	Title		
	Selected items of the Balance Sheet		
	<i>Assets</i>		
	Fixed assets (loans to affiliated undertakings)	5,180,637,183	6,763,911,498
	Current assets (Amounts owed by affiliated undertakings becoming due and payable after less than 1 year)	643,812,978	933,735,013
	Total assets	5,925,798,877	7,853,435,205
	<i>Liabilities</i>		
	Capital and reserves	6,573,900	7,136,902
	Subordinated creditors	1,683,033,022	1,811,125,851
	Non-subordinated debts		
	Non-convertible loans		
	- becoming due and payable within 1 year	209,987,844	2,043,358,203
	- becoming due and payable after more than 1 year	3,321,414,014	3,040,052,136
	Charges & Income: selected items		
		30/06/2013	30/06/2012
		in EUR	in EUR
	Income from financial fixed assets derived from affiliated undertakings	65,133,879	85,652,535
	Total income	183,385,698	191,994,214
	Interest payable and similar charges	145,850,703	173,498,070
	Profit for the financial period	636,998	764,780
	<i>Statements of no significant or material adverse change</i>		
	There has been no significant change in the financial or trading position of the BNPP Group since 30 September 2013 and there has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2012.		
	There has been no significant change in the financial or trading position of BP2F since 30 June 2013 and there has been no material adverse change in the prospects of BP2F since 31 December		

Element	Title	
	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 Issuer's main object is to grant loans to BNP Paribas Fortis SA/NV and its affiliates. In order to implement its main object, BP2F may issue bonds or similar securities, raise loans, with or without a guarantee and in general have recourse to any sources of finance. BP2F can carry out any operation it perceives as being necessary to the accomplishment and development of its business, whilst staying within the limits of the Luxembourg law of 10 August 1915 on commercial companies (as amended).
B.16	Controlling shareholders	BNP Paribas Fortis SA/NV holds 99.995% of the share capital of the Issuer.
B.17	Solicited credit ratings	The Securities have not been rated.
B.18	Description of the Guarantee	The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas Fortis SA/NV (" BNPPF " or the " Guarantor ") pursuant to an English law deed of guarantee executed by the Guarantor on 3 June 2013 (the " Guarantee "). The obligations under the Guarantee constitute direct, unconditional, unsubordinated and unsecured obligations of BNPPF and rank pari passu (subject to mandatorily preferred debts under applicable laws) equally and rateably with all other present and future outstanding unsecured and unsubordinated obligations of BNPPF.
B.19	Information about the Guarantor	Please see below in the case of BNPPF.
B.19/ B.1	Legal and commercial name of the Guarantor	BNP Paribas Fortis SA/NV, acting under the commercial name of BNP Paribas Fortis
B.19/ B.2	Domicile/ legal form/ legislation/ country of incorporation	The Guarantor was incorporated as a public company with limited liability (" <i>société anonyme/naameloze vennootschap</i> ") under the laws of Belgium with its registered office at 1000 Brussels, Montagne du Parc 3 and is licensed as a bank.
B.19/	Trend	<i>Macroeconomic Conditions.</i>

Element	Title	
B.4b	information	<p>BNPPF's results of operations are affected by the macroeconomic and market environment. Given the nature of its business, BNPPF 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 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><i>Legislation and Regulations Applicable to Financial Institutions.</i></p> <p>BNPPF 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 BNPPF include the Basel 3 and CRD4 prudential frameworks, the related requirements announced by the EBA, the designation of BNPPF as a systemically important financial institution by the FSB, the Belgian 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	BNPPF is a subsidiary of BNP Paribas.
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		
	31/12/2013	31/12/2012
Revenues	6,515	5,881
Cost of risk	(493)	(374)

Element	Title		
	Net Income	960	545
	Net Income attributable to shareholders	638	307
	Total Consolidated Balance Sheet	261,463	272,254
	Shareholders' equity	18,660	19,007
	Consolidated loans and receivables due from customers	160,519	147,781
	Consolidated items due to customers	160,839	146,246
	Tier 1 Capital	18,620	19,018
	Tier 1 Ratio	14.8%	15.3%
	Total Capital	21,913	23,452
	Total Capital Ratio	17.4%	18.9%
	<p><i>Statements of no significant or material adverse change</i></p> <p>There has been no significant change in the financial or trading position of BNPPF since 31 December 2013 and no material adverse change in the prospects of BNPPF since 31 December 2013.</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 31 December 2012.	
B.19/ B.14	Dependence upon other Group entities	The Guarantor is dependent upon BNPP and other members of the BNPP Group. See also Element B.5 above.	
B.19/ B.15	Principal activities	The Guarantor's object is to carry on the business of a credit institution, including brokerage and transactions involving derivatives. It is free to carry out all businesses and operations which are directly or indirectly related to its purpose or which are of a nature that benefit the realisation thereof. BNPPF is free to hold shares and share interests within the limits set by the legal framework for banks.	
B.19/ B.16	Controlling shareholders	BNP Paribas holds 99.93 per cent. of the share capital of the Guarantor.	
B.19/ B.17	Solicited credit ratings	Not Applicable	

Section C – Securities

Element	Title	
C.1	Type and class of Securities/ ISIN	<p>The Securities are notes ("Notes") and are issued in Series. The Series Number of the Securities is N038. The Tranche number is 1.</p> <p>The ISIN is: XS1058773158</p> <p>The Common Code is: 105877315</p> <p>The Securities are cash settled Securities.</p> <p>The minimum subscription amount is EUR 15,000.</p> <p>The Calculation Amount and the Specified Denomination is EUR 1,000.</p>
C.2	Currency	The currency of this Series of Securities is Euros ("EUR").
C.5	Restrictions on free transferability	The Securities will be freely transferable, subject to the offering and selling restrictions in Belgium 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 Securities and the relative Coupons constitute direct, unconditional, unsubordinated and unsecured and general obligations of the Issuer and rank <i>pari passu</i> (subject to mandatorily preferred debts under applicable laws) without any preference among themselves and at least equally and rateably with all other present and future outstanding unsecured and unsubordinated obligations, including guarantees and other obligations of a similar nature of the Issuer.</p>
		<p>Taxation</p> <p>Neither the Issuer nor the Guarantor shall be liable for or otherwise obliged to pay any tax, duty, withholding or other payment which may arise as a result of the ownership, transfer, presentation and surrender for payment, or enforcement of any Note and all payments made by the Issuer or the Guarantor shall be made subject to any tax, duty, withholding or other payment which may be required to be made, paid, withheld or deducted.</p>
		<p>Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment, but without prejudice to the provisions of Note Condition 6, (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "Code") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or (without prejudice to the provisions of Note Condition 6) any law implementing</p>

Element	Title	
		<p>an intergovernmental approach thereto, and (iii) any withholding or deduction required pursuant to Section 871(m) of the Code.</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 Notes will contain events of default including non-payment, non-performance or non-observance of the Issuer's or Guarantor's obligations in respect of the Securities; the insolvency or winding up of the Issuer or Guarantor; default by the Issuer or Guarantor in payment on other loan indebtedness of or assumed or guaranteed by the Issuer or Guarantor of at least EUR 50,000,000 or its equivalent in any other currency;</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 Note Agency Agreement (as amended or supplemented from time to time), the Deed of Covenant, the Guarantee in respect of the Notes, the Notes and the Coupons and any non-contractual obligations arising out of or in connection with the Note Agency Agreement (as amended or supplemented from time to time), the Deed of Covenant, the Guarantee and the Notes (except as aforesaid) and the Coupons are governed by, and shall be construed in accordance with, English law.</p>
C.9	Interest/ Redemption	<p>The Securities do not bear or pay interest :</p> <p>Redemption</p> <p>Unless previously redeemed or cancelled, each Security will be redeemed on 30 November 2016 as set out in Element C.18.</p> <p>The Notes may be redeemed early for tax reasons at the Early Redemption Amount calculated in accordance with the Conditions at the Optional Redemption Amount specified in the applicable Final Terms.</p> <p>Representative of Security holders</p> <p>No representative of the Security holders 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	Not applicable

Element	Title	
	in the interest payment	Please also refer to Elements C.9 above and C.15 below.
C.11	Admission to Trading	The Securities are not intended to be admitted to trading on any market.
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 Underlying Reference(s). See item C.9 above and C.18 below.
C.16	Maturity of the derivative Securities	The Maturity Date of the Securities is 30 November 2016.
C.17	Settlement Procedure	This Series of Securities is cash settled. The Issuer does not have the option to vary settlement.
C.18	Return on derivative securities	<p>See Element C.8 above for the rights attaching to the Securities.</p> <p>Final Redemption</p> <p>Unless previously redeemed or purchased and cancelled, each Security will be redeemed by the Issuer on the Maturity Date at an amount calculated as follows:</p> <p>Final Payouts</p> <p>Certi Plus: Booster Securities</p> <p>Constant Percentage 1 + [Final Redemption Value + Additional Gearing x Max (Final Redemption Value – Strike Percentage, 0)]</p> <p>Constant Percentage 1: 0% Additional Gearing: 50% Strike Percentage: 100% Final Redemption Value: Basket Value Strike Price Average Value: Applicable Basket:</p>

Element	Title										
		<table border="1" data-bbox="523 259 1195 448"> <thead> <tr> <th data-bbox="523 259 730 360">k</th> <th data-bbox="730 259 995 360">Underlying Reference</th> <th data-bbox="995 259 1195 360">Underlying Reference Weighting</th> </tr> </thead> <tbody> <tr> <td data-bbox="523 360 730 405">1</td> <td data-bbox="730 360 995 405">IBEX</td> <td data-bbox="995 360 1195 405">50%</td> </tr> <tr> <td data-bbox="523 405 730 448">2</td> <td data-bbox="730 405 995 448">FTSEMIB</td> <td data-bbox="995 405 1195 448">50%</td> </tr> </tbody> </table> <p data-bbox="523 488 596 517">Where</p> <p data-bbox="523 557 1374 730">Basket Value: means, in respect of a SPS Valuation Date, the sum of the values calculated for each Underlying Reference in the Basket as (a) the Underlying Reference Value for such Underlying Reference in respect of such SPS Valuation Date multiplied by (b) the relevant Underlying Reference Weighting;</p> <p data-bbox="523 777 1374 920">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 data-bbox="523 965 1374 1032">Underlying Reference Closing Price: means, in respect of a SPS Valuation Date, the Closing Level in respect of such day.</p> <p data-bbox="523 1077 1374 1178">Underlying Reference Strike Price: means the arithmetic average of the Underlying Reference Closing Price Values for such Underlying Reference for all the Strike Days in the Strike Period</p> <p data-bbox="523 1223 596 1252">Where:</p> <p data-bbox="523 1296 1235 1326">Strike Period: from the 9th of May 2014 to the 23th of May 2014</p> <p data-bbox="523 1335 1374 1402">Strike Days: Strike Dates being 9th of May 2014, 16th of May and 23th of May 2014</p> <p data-bbox="523 1411 1117 1440">SPS Valuation Date: SPS Valuation Redemption Date</p> <p data-bbox="523 1449 1374 1516">SPS Redemption Valuation Date: Redemption Valuation Date being 23th November 2016</p>	k	Underlying Reference	Underlying Reference Weighting	1	IBEX	50%	2	FTSEMIB	50%
k	Underlying Reference	Underlying Reference Weighting									
1	IBEX	50%									
2	FTSEMIB	50%									
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 Element C.18 above.									
C.20	Underlying	The Underlying Reference specified in Element C.9 above. Information on the Underlying Reference can be obtained from www.bmerv.es for the IBEX Index and from www.borsaitaliana.it for the FTSE MIB Index.									

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>The following is a summary of some of the additional investment considerations relating to the business of BP2F:</p> <ul style="list-style-type: none"> (a) The primary credit protection for Securities issued by BP2F will derive from the guarantees given by BNPPF. (b) BP2F's ability to perform its obligations in respect of the structured return on structured securities may depend on the ability of its hedging counterparties to meet their obligations under any hedge. (c) BP2F's ability to make payments under the Securities may depend on the operating performance of those companies to which the proceeds of the Securities are lent. (d) The financial condition of the operating companies to which the proceeds of the Notes are lent may deteriorate and this may affect BP2F's ability to make payments under the Securities which it issues. (e) During deteriorating or challenging economic conditions BP2F may find it difficult to raise further finance. (f) Transfer pricing tax rules in Luxembourg generate additional costs, which may vary from time to time.
		<p>The following is a summary of some of the investment considerations relating to the business of BNPPF:</p> <ul style="list-style-type: none"> (a) Difficult market and economic conditions including, without limitation, concerns regarding the ability of certain countries in the eurozone to refinance their debt obligations, could in the future have a material adverse effect on the operating environment for financial institutions and hence on BNPPF's financial condition, results of operations and cost of risk. (b) Legislative action and regulatory measures taken in response to the global financial crisis may materially impact BNPPF and the financial and economic environment in which it operates. (c) BNPPF's access to and cost of funding could be adversely affected by a further deterioration of the euro zone sovereign debt crisis, worsening economic conditions, a ratings downgrade or other factors.

Element	Title	
		<p>(d) The soundness and conduct of other financial institutions and market participants could adversely affect BNPPF.</p> <p>(e) BNPPF may incur significant losses on its trading and investment activities due to market fluctuations and volatility.</p> <p>(f) A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPPF's results of operations and financial condition.</p> <p>(g) BNPPF may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.</p> <p>(h) BNPPF's hedging strategies may not prevent losses.</p> <p>(i) Significant interest rate changes could adversely affect BNPPF's revenues or profitability.</p> <p>(j) Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.</p> <p>(k) Notwithstanding BNPPF's risk management policies, procedures and methods, it could still be exposed to unidentified or unanticipated risks, which could lead to material losses.</p> <p>(l) While each of BNPPF's businesses manages its operational risks, these risks remain an inherent part of all of BNPPF's businesses.</p> <p>(m) BNPPF has significant counterparty risk exposure and exposure to systemic risks.</p> <p>(n) BNPPF's competitive position could be harmed if its reputation is damaged.</p> <p>(o) An interruption in or a breach of BNPPF's information systems may result in lost business and other losses.</p> <p>(p) Litigation or other proceedings or actions may adversely affect BNPPF's business, financial condition and results of operations.</p> <p>(q) Uncertainty linked to fair value accounting and use of estimates.</p> <p>(r) Risks and uncertainties connected to the integration and optimization of the operations of BNPPF following its acquisition by BNP Paribas.</p> <p>(s) A deterioration of the credit rating of BNP Paribas of its debt quality could adversely affect BNPPF.</p> <p>(t) Unforeseen external events can interrupt BNPPF's operations and cause substantial losses and additional costs.</p> <p>(u) BNPPF is subject to extensive and evolving regulatory regimes in the countries and regions in which it operates.</p>

Element	Title	
		(v) Intense competition in the financial services industry could adversely affect BNPPF revenues and profitability.
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: Securities (other than Secured Securities) are unsecured obligations.</p> <p>The trading price of the Securities is affected by a number of factors including, but not limited to, (in respect of Securities linked to an Underlying Reference) 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.</p> <p>Exposure to the Underlying Reference in many cases will be achieved by the relevant Issuer entering into hedging arrangements and, in respect of Securities linked to an Underlying Reference, 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.</p> <p>Settlement may be postponed following the occurrence or existence of a Settlement Disruption Event and, in these circumstances, the Issuer may pay a Disruption Cash Settlement Price (which may be less than the fair market value of the Entitlement) in lieu of delivering the Entitlement.</p> <p>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 additional disruption event and/or optional additional disruption event may have an adverse effect on the value or liquidity of the Securities.</p> <p>The Securities may be 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.</p> <p>The meetings of Holders provisions permit defined majorities to bind all Holders.</p> <p>Any judicial decision or change to an administrative practice or change to English law or French law, as applicable, after the date of the Base Prospectus could materially adversely impact the value of any Securities affected by it.</p> <p>A reduction in the rating, if any, accorded to outstanding debt securities of the Issuer or Guarantor (if applicable) by a credit rating agency could result in a reduction in the trading value of the Securities.</p> <p>Certain conflicts of interest may arise (see Element E.4 below).</p>

Element	Title	
		<p>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> <p>An active secondary market may never be established or may be illiquid and this may adversely affect the value at which an investor may sell its Securities (investors may suffer a partial or total loss of the amount of their investment).</p> <p>In addition, there are specific risks in relation to Securities which are linked to an Underlying Reference (including Hybrid Securities) 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: exposure to one or more share, similar market risks to a direct equity investment, global depositary receipt ("GDR") or American depositary receipt ("ADR"), potential adjustment events or extraordinary events affecting shares and market disruption or failure to open of an exchange which may have an adverse effect on the value and liquidity of the Securities.</p>
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>

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.
E.3	Terms and conditions of the offer	<p>This issue of Securities is being offered in a Non-Exempt Offer in Belgium.</p> <p>The issue price of the Securities is 101.25 per cent. of their nominal amount.</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	No expenses are being charged to an investor by the Issuer. For this specific issue, however, expenses may be charged by an Authorised Offeror (as

Element	Title	
	the Issuer or an offeror	defined above) in the range between 0 per cent. and 1.25 per cent. of the nominal amount of the Securities to be purchased by the relevant investor.