

**FINAL TERMS DATED 14 June 2013**

**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 Linked Redemption Amount Notes due 13 August 2020**

**(Commercial name : SRI Note 2020/2)**

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, or do 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" and Annex 1- Additional Terms and Conditions for Payouts, 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 which constitutes 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 (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 will also be available on the AMF website [www.amf-france.org](http://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:	N002
	(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:	102 per cent. of the Aggregate Nominal Amount
6.		Minimum Trading Size:	EUR 1,000
7.	(i)	Specified Denominations:	EUR 1,000
	(ii)	Calculation Amount (Applicable to Notes in definitive form):	EUR 1,000
8.	(i)	Issue Date:	13 August 2013
	(ii)	Interest Commencement Date (if different from the Issue Date):	Not applicable
9.		Maturity Date:	13 August 2020 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:	See item 40
16.	Strike Price:	Not applicable
17.	Averaging:	Not applicable
18.	Observation Dates:	Not applicable
19.	Observation Period:	Not applicable
20.	Additional Disruption Events:	Change in Law/ Hedging Disruption apply
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 ( <i>No Gross-up</i> ) 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 Provisions:	Not applicable
33.	Commodity Linked Interest Provisions:	Not applicable
34.	Fund Linked Interest Provisions:	Not applicable
35.	ETI Linked Interest Provisions:	Not applicable
36.	Foreign Exchange (FX) Rate Linked Interest Provisions:	Not applicable
37.	Underlying Interest Rate Linked Interest Provisions:	Not applicable
38.	Additional Business Centre(s) (Condition 3.2 (a))	TARGET

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

39.	Final Redemption Amount:	Calculation Amount x Final Payout
40.	Final Payout:	

SPS Payouts

**SPS Vanilla Products**

Vanilla Call Securities:

**Constant Percentage 1 + Gearing \* Max(Final Redemption Value-Strike Percentage, Floor Percentage)**

Where:

“**Constant Percentage 1**” means 100%

“**Gearing**” means 100%

“**Strike Percentage**” means 100%

“**Floor Percentage**” means 0%

“**Final Redemption Value**”: Average Underlying Reference Value.

With

“**Average Underlying Reference Value**” means, in respect of an Underlying Reference and a SPS Valuation Period, the arithmetic average of the Underlying Reference Value for such Underlying Reference for all the SPS Valuation Dates in such SPS Valuation Period.

“**Underlying Reference Value**” means, in respect of an Underlying Reference and a SPS Valuation Date, (a) (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 Strike Price**” means, in respect of an Underlying Reference, if Strike Price Closing Value is specified as applicable in the applicable Final Terms, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

“**Underlying Reference Closing Price Value**” means, in respect of a SPS Valuation Date: if the relevant Underlying Reference is an Index or Custom Index, the Closing Level.

Where

“**Underlying Reference Strike Price**” means Strike Price Closing Value.

“**Strike Date**”: 1<sup>st</sup> August 2013

“**Underlying Reference**” means Ethical Europe Equity Index (SOLEEE Index)

“**SPS Valuation Period**” includes the here-below “**SPS Valuation Dates**”:

August 6th, 2018  
September 6th, 2018  
October 8th, 2018  
November 6th, 2018  
December 6th, 2018  
January 7th, 2019  
February 6th 2019  
March 6th 2019  
April 8th 2019  
May 6th 2019  
June 6th, 2019  
July 8th, 2019  
August 6<sup>th</sup>, 2019  
September 6<sup>th</sup>, 2019  
October 7th, 2019  
November 6th, 2019  
December 6th, 2019  
January 6th, 2020  
February 6th 2020  
March 6th 2020  
April 6th 2020  
May 6th 2020  
June 8th, 2020  
July 6th, 2020  
August 6<sup>th</sup>, 2020

<b>41.</b>	Automatic Early Redemption:	Not applicable
<b>42.</b>	Issuer Call Option:	Not applicable
<b>43.</b>	Noteholder Put Option:	Not applicable
<b>44.</b>	Aggregation:	Not applicable
<b>45.</b>	Index Linked Redemption Amount:	Applicable
	(i) Index/Basket of Indices:	Composite
	(ii) Index Currency:	<b>EUR</b>
	(iii) Screen Page:	<a href="http://www.structured-solutions.de">http://www.structured-solutions.de</a>

	(iv)	Redemption Valuation Date:	6 August 2020
	(v)	Exchange Business Day:	Single Index Basis
	(vi)	Scheduled Trading Day:	Single Index Basis
	(vii)	Exchange(s) and Index Sponsor:	(a) the relevant Exchange is Boerse Stuttgart AG  (b) the relevant Index Sponsor is Solactive AG.
	(viii)	Related Exchange:	All Exchanges
	(ix)	Settlement Price:	Official closing level
	(x)	Weighting:	Not applicable
	(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
<b>46.</b>		Share Linked Redemption Amount:	Not applicable
<b>47.</b>		Inflation Linked Redemption Amount:	Not applicable
<b>48.</b>		Commodity Linked Redemption Amount:	Not applicable
<b>49.</b>		Fund Linked Redemption Amount:	Not applicable
<b>50.</b>		Credit Linked Notes:	Not applicable
<b>51.</b>		ETI Linked Redemption Amount:	Not applicable
<b>52.</b>		Foreign Exchange (FX) Rate Linked Redemption Amount:	Not applicable
<b>53.</b>		Underlying Interest Rate Linked Redemption Amount:	Not applicable
<b>54.</b>		Early Redemption Amount:	Not applicable
<b>55.</b>		Provisions applicable to Physical Delivery:	Not applicable
<b>56.</b>		Variation of Settlement:	
	(i)	Issuer's option to vary settlement:	The Issuer does not have the option to vary settlement in respect of the Notes.
	(ii)	Variation of Settlement of	Not applicable

Physical Delivery Notes:

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

<b>57.</b>	Form of Notes:	Bearer Notes:
	New Global Note:	Yes
		Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes.
<b>58.</b>	Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a):	Not applicable
<b>59.</b>	Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):	No
<b>60.</b>	Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made:	Not applicable
<b>61.</b>	Redenomination, renominalisation and reconventioning provisions:	Not applicable
<b>62.</b>	Calculation Agent:	BNP Paribas Fortis SA/NV

**DISTRIBUTION**

<b>63.</b>	(i) If syndicated, names of Managers (specifying Lead Manager):	Not applicable
	(ii) Date of Subscription Agreement:	Not applicable
	(iii) Stabilising Manager (if any):	Not applicable
<b>64.</b>	Total commission and concession:	<b>Commissions borne by the investor:</b>  Placement commission of 2.00% borne by the investor who is not a Qualified Investor (as defined under item 11(i) 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.  <b>Other commissions perceived by BNP Paribas Fortis, included in the value of the structured Note and thus included in the Issue Price:</b>  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 17 June 2013 until 31 July 2013 (the "**Offer Period**"). See further Paragraph 9 of Part B below.

General Consent: Applicable

Other Conditions to consent: Not Applicable

### **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 the Base Prospectus
- (ii) Estimated net proceeds: 100% 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 and Associated Risks and Other Information concerning the Underlying

Specifications and information relevant for calculating the Index are made available on the <http://www.structured-solutions.de> web page and sub-pages but the reference to such website is mentioned in these Final Terms for information purposes only, and none of the information mentioned in such website forms part in any way to these Final Terms. Neither the Issuer, the Guarantor, nor the Manager takes any responsibility for the information published from time to time by the Index Sponsor regarding the Index.

The Issuer does not intend to provide post-issuance information regarding the Underlying (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.

The Ethical Europe Equity index (the "**Index**" (Bloomberg: SOLEEE<Index>; Reuters: <SOLEEE>; ISIN code DE000SLA5EE6)) is an index of Structured Solutions AG (the legal name of such entity being expected to change soon into Solactive AG) and is calculated and distributed by Structured Solutions AG. It tracks the price movements in **shares of 30 European companies** that have, according to the Index Sponsor, a potential of high dividend, relatively low historical volatility and pass several corporate social responsibility screens applied by the index advisor. The shares composing the Index are rated by VIGEO (a European label for a social responsibility performance) and are selected by the Index Sponsor based on (i) environmental, social responsibility and ethical criteria and (ii) financial criteria.

The composition of the Index is reviewed and eventually updated every 3 months (or any other frequency as determined by the Index Sponsor from time to time).

The Index is a newly created index that has no historical data. This is a price return index (the

dividends of the shares are then not reinvested in the value of the Index) and is published in Euro. The Index is less diversified than other equity indexes such as the Dow Jones Euro Stoxx 50 or the Stoxx Europe 600.

The Ethical Europe Equity index is published via the price marketing services of Boerse Stuttgart AG and is distributed to all affiliated vendors.

The price of the Ethical Europe Equity index is calculated on each Index Business Day based on the prices on the respective Exchanges on which the Index components are listed. The most recent prices of all Index components are used. Prices of Index components not listed in the Index currency are translated using spot foreign exchange rates quoted by Reuters. Should there be no current price available on Reuters, the most recent price or the trading price on Reuters for the preceding trading day is used in the calculation.

The Ethical Europe Equity index is calculated every Index Business Day from 9:00am to 10:30pm, CET. In the event that data cannot be provided to Reuters or to the pricing services of Boerse Stuttgart AG the Index cannot be communicated and the Calculation Agent will then use the provisions to determine the value of the Index as foreseen under Annex 2 of the Conditions as completed by these Final Terms.

## **8. OPERATIONAL INFORMATION**

- |        |  |                          |
|--------|--|--------------------------|
| (i)    | ISIN Code:   | XS0934062067             |
| (ii)   | Common Code:   | 093406206                |
| (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) 17 June 2013 at 9.00 a.m. to (and including) 31 July 2013 at 4.00 p.m. (Brussels time) subject to any early closing of the Offer Period.

Offer Price: The Issuer has offered the Notes to the Manager at the initial issue price of 102 less a total commission of 2% that will be born by the

investors who are not Qualified Investors .

“**Qualified Investors**” shall mean investors who are professional client (*client professionnel/professionele cliënt*) or eligible counterparty (*contrepartie éligibles/in aanmerking komende tegenpartij*) as defined in the Royal Decree of 27 April 2007 (as amended from time to time) implementing in Belgium the Markets in Financial Services Directive (2004/39/CE)

The Qualified Investors may borne 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.

Conditions to which the offer is subject:

The Offer of the Notes is conditional on its issue.

In particular the offer of the Notes may be cancelled if the minimum amount is not placed or if market conditions are likely, in 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.

Description of the application process:

An offer to the public will be made in Belgium from (and including) 17 June 2013 at 9.00 a.m. to (and including) 31 July 2013 at 4.00 p.m. (Brussels time) subject to any early closing of the Offer Period.

Details of the minimum and/or maximum amount of application:

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.

Minimum subscription amount per investor: EUR 1,000.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

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.

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.

Details of the method and time limits for paying up and delivering the Notes:

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

Manner and date in which results of the offers are to be made public:

The results of the offer of the Notes will be published as soon as possible on the website [www.bnpparibasfortis.be](http://www.bnpparibasfortis.be)

Procedure for exercise of any right of pre-emption,

Not applicable

negotiability of subscription  
rights and treatment of  
subscription rights not exercised:

Process for notification to  
applicants of the amount allotted  
and the indication whether  
dealing may begin before  
notification is made:

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).

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.

Amount of any expenses and  
taxes specifically charged to the  
subscriber or purchaser:

A. Commissions

(i) A commission of 2% included in the Issue Price will be borne by the non-qualified investors.

(ii) The subscribers who are Qualified Investors may bear (if any) a commission equal or below 2% 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

## INDEX DISCLAIMER

**None of the Issuer, the Calculation Agent or the Principal Security Agent accepts responsibility for the calculation, maintenance or publication of the Index or any successor index.**

**The issue of the Securities is not sponsored, endorsed, sold, or promoted by any index to which the return on the Securities is linked (an "Index", including any successor index) or any index sponsor of an Index to which the return on the Securities is linked (an "Index Sponsor") and no Index Sponsor makes any representation whatsoever, whether express or implied, either as to the results to be obtained from the use of an Index and/or the levels at which an Index stands at any particular time on any particular date or otherwise. No Index or Index Sponsor shall be liable (whether in negligence or otherwise) to any person for any error in an Index and Index Sponsor is under no obligation to advise any person of any error therein.**

**No Index Sponsor is making any representation whatsoever, whether express or implied, as to the advisability of purchasing or assuming any risk in connection with the Securities. Neither the Issuer nor the Guarantor shall have any liability for any act or failure to act by an Index Sponsor in connection with the calculation, adjustment or maintenance of an Index. Except as disclosed prior to the Issue Date, neither the Issuer, the Guarantor nor the affiliates has any affiliation with or control over an Index or Index Sponsor or any control over the computation, composition or dissemination of an Index. Although the Calculation Agent will obtain information concerning an Index from publicly available sources it believes reliable, it will not independently verify this information. Accordingly, no representation, warranty or undertaking (express or implied) is made and no responsibility is accepted by the Issuer, the Guarantor, their affiliates or the Calculation Agent as to the accuracy, completeness and timeliness of information concerning an Index.**