



Final Termsheet

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Founder run Companies TR Index Tracker Certificate – Open End – in CHF

Valor: 29162416; Symbol: FOUNDC; ISIN: CH0291624168

SSPA Product Type: Tracker Certificate (1300)

This product is not a collective investment scheme as per the Swiss Federal Act on Collective Investment Schemes (CISA) and thus is not subject to the supervision of the Swiss Financial Market Supervision Authority (FINMA). Therefore, investors in this product are not eligible for the specific investor protection under the Swiss Federal Act on Collective Investment Schemes and bear the credit risk of the Issuer and the Guarantor respectively.

This document is not available in one of the official Swiss languages.

A. Product Description

A Certificate without a fixed expiration that tracks the performance of the Underlying less fees. Tracker Certificates offer Holders a participation in the performance of the Underlying less fees. The performance of this Tracker Certificate will also be affected by the relative strength of the Swiss Franc, in which it is denominated, compared to the US-Dollar, in which the Underlying is denominated.

Issuer	BNP Paribas Arbitrage Issuance B.V., Herengracht 537, NL-1017 BV Amsterdam, The Netherlands (S&P: A+) (on an unsecured basis)
Guarantor	BNP Paribas SA, 16 Boulevard des Italiens, 75009 Paris, France (S&P: A+ / Moody's: A1 / Fitch: A+) (on an unsecured basis)
Calculation Agent	BNP Paribas Arbitrage S.N.C., 160-162 Boulevard Macdonald, 75019 Paris, France
Principal Security Agent	BNP Paribas Securities Services, Paris, Succursale de Zurich, Selnaustrasse 16, P.O. Box, 8022 Zurich, Switzerland
Prudential Supervision	BNP Paribas Arbitrage Issuance B.V. is not subject to prudential supervision. BNP Paribas SA is authorised by the European Central Bank (ECB) and the <i>Autorité de Contrôle Prudentiel et de Résolution</i> (ACPR) and regulated by the <i>Autorité des marchés financiers</i> in France.
Issue Type	Certificate
Number of Certificates	100,000, with option to issue further Certificates
Settlement Currency	CHF
Issue Price per Certificate	CHF 100
Subscription Period	From 17 August 2015 until and including 10 September 2015 5 p.m. Zurich time
Trade Date	11 September 2015
Issue Date	18 September 2015
Expiration Date	Open End - no fixed Expiration Date
Redemption Date	The Redemption Date will always be 5 Business Days following the earlier of (i) the Holder Put Optional Redemption Valuation Date or (ii) the Issuer Call Optional Redemption Valuation Date, as the case may be, subject to adjustment with the Business Day Convention.
Underlying	Solactive Founder-run Companies Index (Total Return Net), the "Index", Bloomberg Code: SOLFCEO, Reuters Code: .SOLFCEO, ISIN: DE000SLA03T8.
Index Sponsor	Solactive AG
Index Calculation Agent	Solactive AG
Underlying Currency	USD
Certificate Value	An amount determined recursively on each Calculation Date by the Calculation Agent in accordance with the following formula: On the Trade Date: $CV_0 = \text{Initial Certificate Value}$ On any Calculation Date t:



$$CV_t = CV_{t-1} \times \frac{I_t \times FX_t}{I_{t-1} \times FX_{t-1}} \times \left(1 - F \times \frac{Days_{t-1,t}}{360}\right)$$

Initial Certificate Value	CHF 99
CV_{t-1}	Certificate Value on Calculation Date $_{t-1}$
I_t	Reference Price on Calculation Date $_t$
I_{t-1}	Reference Price on Calculation Date $_{t-1}$
FX_t	The Conversion Rate on Calculation Date $_t$
FX_{t-1}	The Conversion Rate on Calculation Date $_{t-1}$
F	Certificate Fee Rate
$Days_{t-1,t}$	Actual number of calendar days between Calculation Date $_{t-1}$ and Calculation Date $_t$

Reference Price	The official closing level of the Underlying on the relevant Calculation Date. (93.58 as of the Trade Date.)
Conversion Rate	The exchange rate between the Settlement Currency and the Underlying Currency (Settlement Currency per Underlying Currency) on the relevant Calculation Date, derived from Reuters' Screen Page WMRSPOT01, as determined by the Calculation Agent. (0.97575 as of the Trade Date.)
Calculation Date	Each day which is a Scheduled Trading Day. The Initial Calculation Date is the Trade Date. The Final Calculation Date is the earlier of (i) the Holder's Put Optional Redemption Valuation Date or (ii) the Issuer's Call Optional Redemption Valuation Date.
Certificate Fee Rate	1% p.a.
Distribution Fee	Up to 0.10% p.a. fee included in the Issue Price per Certificate, up to 0.3% p.a. recurring fee included in the Certificate Fee Rate.
Holder's Put Option	Holders are entitled to exercise their option to redeem their Certificates, provided that the Issuer has not previously exercised its Issuer's Call Option, by giving notice not less than 30 calendar days prior to the scheduled Holder's Put Optional Redemption Valuation Date.
Holder Put Optional Redemption Valuation Date	The last Calculation Date of March each year, commencing one year after the Issue Date.
Issuer's Call Option	The Issuer has the option, commencing one day after the Issue Date, to redeem all of the Certificates at the Settlement Amount by giving at least one week notice specifying the Issuer's Call Optional Redemption Valuation Date.
Issuer Call Optional Redemption Valuation Date	The date specified as such by the Issuer in the notice notifying the Holders that the Issuer wishes to redeem early the Certificates.
Cash Settlement Amount	In case of Holder's Put or Issuer's Call, for each Certificate an amount equal to the Certificate Value on the Holder Put Optional Redemption Valuation Date or Issuer Call Optional Redemption Valuation Date, as the case may be.
Business Day Convention	Following Business Day
Payment Business Days	Zurich
Governing Law	French law
Jurisdiction	The jurisdiction of the Paris Court of Appeal (Cour d'Appel de Paris)
Security	Guarantee of Guarantor, subject to French law and jurisdiction of the Paris Court of Appeal (Cour d'Appel de Paris)
Listing	Will be applied for on SIX Swiss Exchange Ltd.
Swiss Offering	The Certificates qualify for distribution to non-qualified investors in Switzerland.
Relevant Clearing System / Form	SIX SIS Ltd. / Uncertificated Securities



**Minimum Investment,
Minimum Trading Size,
Minimum Exercise,**

1 Certificate and multiples of 1 thereafter

Secondary Market

The market maker intends but is not obliged to maintain a secondary market on a regular basis throughout the life of the product at an indicative bid/offer-spread of 1% which may be higher when markets are closed on which components of the Underlying are traded. Please also refer to Secondary Market Risks below.

**Swiss Tax Information
(indicative and may be
subject to change)**

The following Swiss tax summary is valid at the time of the issuance of the product. It is for general information only and does not purport to be a comprehensive description of all Swiss tax consequences that may be relevant to a decision to purchase, own or dispose of the product. Swiss tax laws and the practice of the Swiss tax authorities may change, possibly with retroactive effect. Prospective purchasers of the product should consult their own tax advisers concerning the tax consequences of purchasing, holding and disposing of the product in the light of their particular circumstances.

**Swiss Withholding
Tax and Swiss
Stamp Duty**

The product is not subject to Swiss withholding tax.

This product is not a taxable security for Swiss stamp duty purposes. Therefore, secondary market transactions are not subject to Swiss stamp duty.

Swiss Income Tax

The following income tax treatment is only applicable for private investors with tax domicile in Switzerland holding the product as part of their private assets.

In general any dividend and interest income from the Underlying is subject to the Federal Direct Tax. In case the Issuer does not provide an annual Swiss income tax reporting for the product, the taxable income will be assessed by the Swiss tax administration by means of estimation. This could lead to an income tax treatment according to the so-called pure difference taxation ("reine Differenzbesteuerung"). The tax treatment regarding the cantonal and communal income taxes can differ from the tax treatment for the Federal Direct Tax but in general the tax treatments are corresponding.

EU Savings Tax

For Swiss paying agents, the product is not subject to EU Savings Tax (out of scope – TK 9).

**Foreign Final
Withholding Tax**

Swiss paying agents may be required to deduct final foreign withholding tax on payments on the product held by an individual resident in Austria or the United Kingdom on an account or deposit with a Swiss paying agent. Similar treaties with other European countries may follow.

B. Prospects for Profits and Losses

Market expectation

Holders expect the value of the Underlying to rise and do not expect the Underlying Currency to depreciate against the Settlement Currency. Tracker Certificates offer Holders a participation in the performance of the Underlying less fees.

Risk tolerance

Holders of this product should be experienced and familiar with both derivative products, the Conversion Rate and the Underlying. Holders must be willing to make an investment that is exposed to the full down-side risk of the Underlying. Holders do not require capital protection. The value of the product will be affected both by the performance of the Underlying and by changes in the Conversion Rate.

Profits potential

The maximum payout to the Holder is proportional to the positive performance of the Underlying, less fees. The profit potential for Tracker Certificates is therefore theoretically unlimited. The value of the product will also be positively affected by an appreciation of the Underlying Currency against the Settlement Currency.

Loss potential

Holders may lose some or all of their investment as they are fully exposed to the performance of the Underlying. The maximum loss is limited to the initial capital invested. The value of the product will also be negatively affected by a depreciation of the Underlying Currency against the Settlement Currency.

C. Significant Risks for Investors

General

An investment in the Certificates involves a high degree of risk, which may include, among others, price risks associated with the Underlying(s), interest rate, foreign exchange, market, time value and political risks.

Potential investors must have the knowledge and experience necessary to enable them to evaluate the risks and merits of an investment in the Certificates. Prospective investors should determine, based on their own independent review and such professional advice (including, without limitation, tax, accounting, credit, legal and regulatory advice) as they deem appropriate under the circumstances, that the acquisition and holding of the Certificates (i) is fully consistent with their financial needs,



objectives and condition, (ii) complies and is fully consistent with all investment policies, guidelines and restrictions applicable to them and (iii) is a fit, proper and suitable investment for them, notwithstanding the clear and substantial risks inherent in investing in or holding the Certificates. In making such determination, an investor should consider carefully all the information set forth in the Final Terms and the Base Prospectus.

No Capital Protection

The Certificates are not capital protected at any time. There is a risk of partial or total capital loss, and therefore an investment in the Certificates is highly speculative, involving significant risk, including the possible loss of the amount invested, and should therefore only be considered by persons who can afford a loss of their entire investment.

Index Linked Risks

An investment in Certificates linked to an Index entails significant risks not associated with an investment in a conventional debt security. On redemption Holders will receive an amount determined by reference to the value of the Underlying and the Conversion Rate. Potential investors should take advice accordingly. The movements in the level of an index may be subject to significant fluctuations that may or may not correlate with other indices, changes in interest rates or currencies and the timing of changes in the relevant level of the index may affect the actual return to Holders, even if the average level of the index is consistent with their expectations

Early Redemption

The Terms and Conditions in the Base Prospectus provide for early redemption on the occurrence of force majeure, illegality and certain other events affecting the Underlying and/or the hedge, whereupon the Calculation Agent shall calculate the fair market value of each Certificate less the cost to the Issuer and/or its affiliates of unwinding any underlying related hedging arrangements, all as determined by the Calculation Agent in its sole and absolute discretion. Payment will be made in such manner as shall be notified to Holders in accordance with Condition 10 of the Certificates as set out in the Base Prospectus. The amount that Holders receive as a consequence of such early redemption may be less than the initial capital invested per Certificate and even zero. Holders who choose to reinvest monies received as a consequence of early redemption of the Certificates may be able to do so only in securities with a lower yield than the redeemed Certificates.

Issuer and Guarantor Risk

Certificates are unsecured obligations: The Certificates retention of value is dependent not only on the development of the value of the Underlying(s), but also the creditworthiness of the Issuer and the Guarantor, which may change over the term of the product. The Certificates are direct unsecured obligations of the Issuer and will rank *pari passu* with all other direct unsecured obligations of the Issuer. The obligations of the Guarantor under the Guarantee are unsecured obligations of the Guarantor and will rank *pari passu* with all its other present and future unsecured obligations, subject as may from time to time be mandatory under French law.

In addition, the Issuer's and the Guarantor's ability to fulfil their obligations under the Certificates may be affected by certain other factors, including liquidity risks, market risks, credit risks, cross-border and foreign exchange risks, operational risks, legal and regulatory risks and competition risks.

Secondary Market Risks

Under normal market conditions, the market maker appointed by the Issuer intends but is not obliged to maintain a secondary market on a regular basis throughout the life of the product. Neither the Issuer nor the Guarantor nor the market maker appointed by the Issuer is under any obligation to provide bid- or ask-prices for a specific order or volume and there is no commitment on a specific liquidity or on a specific market making spread. Hence investors cannot rely on being able to purchase or sell the product on a specific date or at a specific price.

Market Risk

The market value of, and expected return on, the Certificates may be influenced by a number of factors, some or all of which may be unpredictable (and which may offset or magnify each other), such as (i) the development of the value of the Underlying(s) (ii) economic, financial, political and regulatory or judicial events that affect the Issuer, the Guarantor, the Underlying(s) or financial markets generally, (iii) interest and yield rates in the markets generally, (iv) the time remaining until the Redemption Date and (v) the creditworthiness of the Issuer and the Guarantor.

Additional Risks

In addition, investors should read the section in the Base Prospectus entitled 'Risk Factors'.

Legal Notice

Product documentation

This Termsheet is for information purposes only and is only a summary of the key terms of the product. It is not a prospectus within the meaning of Articles 652a and 1156 of the Swiss Code of Obligations. This Termsheet is not an offer to buy the securities described herein. The Indicative Termsheet possibly containing indicative parameters shall include the information required for a preliminary simplified prospectus pursuant to Article 5 of the Swiss Federal Act on Collective Investment Schemes ("CISA"). The Final Termsheet shall include the information required for a definitive simplified prospectus pursuant to Article 5 CISA and will be available no later than on the Issue Date. Reference should always be made to the base prospectus dated 9 October 2014, as supplemented from time to time (the "Base Prospectus"), which shall be read together with the Final Terms, which together contain the only legally binding terms and conditions and other information related to this product. The Base Prospectus, the Final Terms and the Termsheet can be obtained free of charge from: BNP Paribas Securities Services, Paris, Succursale de Zurich. Written or oral requests for such documents should be directed to the BNP Paribas Securities Services,



Paris, Succursale de Zurich, Selnaustrasse 16, P.O. Box, 8022 Zurich, Switzerland or may be obtained by telephone (+41 58 212 6335) or fax (+41 58 212 6360). In addition, copies of any documents incorporated by reference will be made available, along with the Base Prospectus, for viewing on the website of BNP Paribas at the following address, www.bnpparibasmarkets.ch or any other website specified in the applicable Final Terms.

Publication

If there are any unforeseen changes to the conditions for the securities (the "Securities") during their term, these will be notified to the holders of the Securities ("Holders") in accordance with the Terms and Conditions. All notifications to Holders concerning the products and adjustments to the product terms are published through the online information system of SIX Swiss Exchange, by publishing on the SIX Swiss Exchange's website (www.six-exchangeregulation.com/publications/published_notifications/official_notices_en.html) as provided for in the rules of SIX Swiss Exchange.

In addition, any such notice may be published in any other manner provided by the rules of the SIX Swiss Exchange.

Important Information

BNP Paribas is not providing the recipients of this document with any investment advice or recommendation to enter into any potential transaction.

This document should be read together with the Base Prospectus for the Securities and the applicable Final Terms for the Securities (when available) and these documents prevail over any prior communications or materials relating to the terms of the Securities. Potential investors should carefully read the sections headed "Risk Factors" in the Base Prospectus and the Final Terms for a full description of the potential risks associated with the Securities, and "Offering and Sale", for certain limitations on the purchase and onward sales of the Securities.

Any reference to an Issue Price in this document is not necessarily an expression of the market value of the Securities. Actual prices will depend on market conditions at the time the transaction is concluded. You should conduct your own independent analysis or seek independent advice as to any market value of the Securities. Please note that there can be conflicts of interests between BNP Paribas and potential investors (see below) and BNP Paribas can therefore not assume any responsibility for the financial consequences of your investment decision, which must be independent. BNP Paribas requires that you undertake your own independent due diligence and avail yourself of your own advisors in order to assess the suitability of the Securities in relation to your own financial objectives. Accordingly, if you decide to purchase the Securities, you will be deemed to understand and accept the terms, conditions and risks associated with the Securities. You will also be deemed to act for your own account, to have made your own independent decision to purchase the Securities and to declare that such transaction is appropriate for you based upon your own judgment the advice from such advisers as you have deemed necessary to consult.

Each Holder shall also be deemed to assume and be responsible for any and all taxes of any jurisdiction or governmental or regulatory authority and should consult their own tax advisers in this respect. You should note and assess for the purposes of any investment decision that members of the BNP Paribas group may face possible conflicts of interest in connection with certain duties under the Securities, such as trading in an underlying for their own account or for the account of others, receiving fees in a number of capacities or taking market views which are not consistent with the objective of the Securities.

No action has been or will be taken in any other jurisdiction than Switzerland that would, or is intended to, permit a public offering of the Securities.

Selling Restrictions

As further set out in the Base Prospectus, the Securities 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 Securities 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 Securities 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 Securities may not be offered, sold, transferred or delivered without compliance with all applicable securities laws and regulations.

Further selling restrictions, including the European Economic Area, France and the Netherlands, are set out in the Base Prospectus.

The Securities may not be offered, sold, transferred or delivered without compliance with all applicable securities laws and regulations.

Index Disclaimer

The financial instrument is not sponsored, promoted, sold or supported by Solactive ("the Licensor") nor does the Licensor offer any express or implicit guarantee or assurance either with regard to the results of using the Index and/or Index trade mark or the Index Price, at any time or in any other respect. The Index is calculated and published by the Licensor. The Licensor uses its best efforts to ensure that the Index is calculated correctly. Irrespective of its obligations towards the Issuer, the Licensor has no obligation to point out errors in the Index to third parties including, but not limited to, investors and/or financial intermediaries of the Financial instrument. The Licensor does not guarantee the accuracy and/or the completeness of the Index or any related data, and shall not have any liability for any errors, omissions or interruptions therein. Neither publication of the Index by the Licensor, nor the licensing of the Index or Index trade mark, for the purpose of use in connection with the Financial instrument, constitutes a recommendation by the Licensor to invest capital in said Financial instrument nor does it, in any way, represent an assurance or opinion of the Licensor with regard to any investment in this Financial instrument. In no event shall the Licensor have any liability for any lost profits or indirect, punitive, special or consequential damages or losses, even if notified of the possibility thereof. The Index has been licensed to the issuer of the financial instrument for specific purposes.