

## FINAL TERMS

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MiFID II product governance / target market assessment** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories in item 18 of the Guidelines published by ESMA on 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients, each as defined in MiFID II; and (ii) all channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**UK MiFIR product governance / target market assessment** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**") and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

***Final Terms dated 11 January 2021***

***BNP PARIBAS***

***(incorporated in France)***

***(the Issuer)***

***Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83***

***Issue of GBP 1,000,000,000 Fixed Rate Senior Non Preferred Notes due 13 July 2031***

***ISIN Code: FR0014001GJ0***

***under the €90,000,000,000***

***Euro Medium Term Note Programme***

***(the Programme)***

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

## 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 section entitled "Terms and Conditions of the French Law Notes" in the Base Prospectus dated 3 July 2020 which received approval n° 20-314 from the *Autorité des marchés financiers* ("**AMF**") on 3 July 2020 and any supplements to the Base Prospectus approved and published on or before the date of these Final Terms (copies of which are available as described below) (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Notes such changes shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate), which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation, and must be read in conjunction with the Base Prospectus to obtain all relevant information. The Base Prospectus, any Supplement(s) to the Base Prospectus and these Final Terms are available on the AMF website ([www.amf-france.org](http://www.amf-france.org)) and these Final Terms will be available for viewing on the website of Euronext Paris. The Base Prospectus, any Supplement(s) to the Base Prospectus and these Final Terms are available for viewing at [www.invest.bnpparibas.com](http://www.invest.bnpparibas.com) and copies may be obtained free of charge at the specified office of the Principal Paying Agent.

1. Issuer: BNP Paribas
2. (i) Trade Date: 6 January 2021  
(ii) Series Number: 19407  
(iii) Tranche Number: 1
3. Specified Currency: GBP
4. Aggregate Nominal Amount:  
(i) Series: GBP 1,000,000,000  
(ii) Tranche: GBP 1,000,000,000
5. Issue Price of Tranche: 99.522 per cent. of the Aggregate Nominal Amount
6. Minimum Trading Size: GBP 100,000
7. (i) Specified Denomination: GBP 100,000  
(ii) Calculation Amount: GBP 100,000
8. (i) Issue Date: 13 January 2021  
(ii) Interest Commencement Date: Issue Date
9. (i) Maturity Date: 13 July 2031  
(ii) Business Day Convention for Maturity Date: Following
10. Form of Notes: Bearer
11. Interest Basis: 1.250 per cent. Fixed Rate *per annum*.  
(further particulars specified below)
12. Coupon Switch: Not applicable
13. Redemption/Payment Basis: Redemption at par
14. Change of Interest Basis or Redemption/Payment Basis: Not applicable

|     |                         |  |
|-----|-------------------------|--|
| 15. | Put/Call Options:       | Not applicable   |
| 16. | Exchange Rate:          | Not applicable   |
| 17. | Status of the Notes:    | Senior Non Preferred Notes<br>MREL/TLAC Criteria Event: Not applicable                                   |
| 18. | Knock-in Event:         | Not applicable   |
| 19. | Knock-out Event:        | Not applicable   |
| 20. | Method of distribution: | Syndicated   |
| 21. | Hybrid Notes:           | Not applicable   |
| 22. | Tax Gross-Up:           | Condition 6(e) ( <i>No Gross-Up</i> ) of the Terms and Conditions of the French Law Notes not applicable |

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

|     |  |   |
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| 23. | Interest:  | Applicable  |
|     | (i) Interest Period(s):  | Annually  |
|     | (ii) Interest Period End Date(s):  | 13 July in each year, starting from and including 13 July 2021 to and including the Maturity Date<br><br>There will be a first short coupon from, and including, the Issue Date, to, but excluding, 13 July 2021 (the " <b>First Short Coupon</b> "). |
|     | (iii) Business Day Convention for Interest Period End Date(s):                         | Not applicable  |
|     | (iv) Interest Payment Date(s):   | 13 July in each year, starting from and including 13 July 2021 to and including the Maturity Date   |
|     | (v) Business Day Convention for Interest Payment Date(s):                              | Following   |
|     | (vi) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s): | Calculation Agent   |
|     | (vii) Margin(s):   | Not applicable  |
|     | (viii) Minimum Interest Rate:  | Not applicable  |
|     | (ix) Maximum Interest Rate:  | Not applicable  |
|     | (x) Day Count Fraction:  | Actual/Actual ICMA, unadjusted  |
|     | (xi) Determination Dates:  | 13 July in each year  |
|     | (xii) Accrual to Redemption:   | Applicable  |
|     | (xiii) Rate of Interest:   | Fixed Rate  |
|     | (xiv) Coupon Rate:   | Not applicable  |
| 24. | Fixed Rate Provisions:   | Applicable  |
|     | (i) Fixed Rate of Interest:  | 1.250 per cent. <i>per annum</i> payable annually in arrear on each Interest Payment Date   |

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|     | (ii) Fixed Coupon Amount(s):   | GBP 1,250 per Calculation Amount, except for the First Short Coupon |
|     | (iii) Broken Amount(s):  | GBP 619.86 per Calculation Amount (for the First Short Coupon)      |
|     | (iv) Resettable Notes:   | Not applicable  |
| 25. | Floating Rate Provisions:  | Not applicable  |
| 26. | Screen Rate Determination:   | Not applicable  |
| 27. | ISDA Determination:  | Not applicable  |
| 28. | FBF Determination:   | Not applicable  |
| 29. | Zero Coupon Provisions:  | Not applicable  |
| 30. | Index Linked Interest Provisions:  | Not applicable  |
| 31. | Share Linked/ETI 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(e) of the Terms and Conditions of the English Law Notes or Condition 3(e) of the Terms and Conditions of the French Law Notes, as the case may be): | TARGET2, London   |

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

|     |  |                                    |
|-----|--|------------------------------------|
| 39. | Final Redemption:                                | Calculation Amount x 100 per cent. |
| 40. | Final Payout:                                    | Not applicable                     |
| 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:                  | Not applicable                     |
| 46. | Share Linked/ETI Share Linked Redemption Amount: | Not applicable                     |
| 47. | Inflation Linked Redemption Amount:              | Not applicable                     |
| 48. | Commodity Linked Redemption Amount:              | Not applicable                     |

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| 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<br>Linked Redemption Amount:     | Not applicable   |
| 53. | Underlying Interest Rate Linked<br>Redemption Amount:       | Not applicable   |
| 54. | Events of Default for Senior<br>Preferred Notes:            | Not applicable   |
| 55. | Administrator/Benchmark Event:                              | Not applicable   |
| 56. | Early Redemption Amount(s):                                 | Article 45b2(b) BRRD: Not applicable<br>Final Redemption Amount                    |
| 57. | Provisions applicable to Physical<br>Delivery:              | Not applicable   |
| 58. | Variation of Settlement:                                    |  |
|     | (i) Issuer's option to vary<br>settlement:                  | The Issuer does not have the option to vary settlement<br>in respect of the Notes. |
|     | (ii) Variation of Settlement of<br>Physical Delivery Notes: | Not applicable   |
| 59. | CNY Payment Disruption Event:                               | Not applicable   |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

|     |  |   |
|-----|--|---|
| 60. | Form of Notes:   | Bearer Notes:   |
|     | New Global Note:   | No<br>Dematerialised Notes<br>Bearer dematerialised form ( <i>au porteur</i> ). |
| 61. | Financial Centre(s) or other special<br>provisions relating to Payment Days<br>for the purposes of Condition 4(a):   | TARGET2, London   |
| 62. | Talons for future Coupons or<br>Receipts to be attached to<br>definitive Notes (and dates on<br>which such Talons mature):   | No  |
| 63. | Details relating to Partly Paid<br>Notes: amount of each payment<br>comprising the Issue Price and<br>date on which each payment is to<br>be made and, if different from<br>those specified in the Temporary<br>Bearer Global Note or Permanent<br>Bearer Global Note, consequences<br>of failure to pay, including any right<br>of the Issuer to forfeit the Notes<br>and interest due on late payment: | Not applicable  |
| 64. | Details relating to Notes<br>redeemable in instalments: amount   | Not applicable  |

of each instalment, date on which each payment is to be made:

- |            |  |   |
|------------|--|---|
| <b>65.</b> | Redenomination, renominatisation and reconventioning provisions:                 | Not applicable  |
| <b>66.</b> | <i>Masse</i> (Condition 12 of the Terms and Conditions of the French Law Notes): | Contractual representation of Noteholders/ <i>No Masse</i> shall apply. |
| <b>67.</b> | Governing law:   | French law  |
| <b>68.</b> | Calculation Agent:   | BNP Paribas   |

## DISTRIBUTION

- |            |   |  |
|------------|---|--|
| <b>69.</b> | (i) If syndicated, names of Managers (specifying Lead Manager): | <p><b>Lead Manager</b><br/>BNP Paribas</p> <p><b>Joint Lead Managers</b><br/>Commerzbank Aktiengesellschaft<br/>ING Bank N.V., Belgian Branch<br/>Landesbank Baden-Württemberg<br/>Nykredit Bank A/S</p> <p><b>Co-Lead Managers</b><br/>HYPO NOE Landesbank für Niederösterreich und Wien AG<br/>Nordea Bank Abp<br/>Banco de Sabadell, S.A.<br/>TD Global Finance unlimited company</p> |
|            | (ii) Stabilisation Manager (if any):                            | BNP Paribas  |
|            | (iii) If non-syndicated, name of relevant Dealer:               | Not applicable   |
| <b>70.</b> | U.S. Selling Restrictions:                                      | Reg. S Compliance Category 2; TEFRA Not applicable   |
| <b>71.</b> | Non exempt Offer:   | Not applicable   |
| <b>72.</b> | Prohibition of Sales to EEA and UK Retail Investors:            | Applicable   |
| <b>73.</b> | United States Tax Considerations                                | The Notes are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.  |

**RESPONSIBILITY**

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

Signed on behalf of the Issuer:

By:

Duly authorised

A handwritten signature in black ink, appearing to be 'Hassan', written in a cursive style.

## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

- (i) Listing and admission to trading: Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect on or from the Issue Date
- (ii) Estimate of total expenses related to admission to trading: EUR 7,575

### 2. Ratings

- Ratings: The Notes to be issued are expected to be rated:
- Baa1 by Moody's France SAS ("**Moody's**"),
  - A- by S&P Global Ratings Europe Limited, France Branch ("**S&P**")
  - A+ by Fitch Ratings Ireland Limited ("**Fitch**") and
  - A (High) by DBRS Ratings GmbH ("**DBRS**").

Moody's, S&P, Fitch and DBRS are established in the European Union. Each of Moody's, S&P, Fitch and DBRS is registered under Regulation (EC) No. 1060/2009 (as amended).

### 3. Interests of Natural and Legal Persons Involved in the Issue

Save for the fees payable to the Managers 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 and Estimated Net Proceeds

- (i) Reasons for the offer: See "Use of Proceeds" wording in the Base Prospectus.
- (ii) Estimated net proceeds: GBP 991,620,000

### 5. Operational Information

- (i) ISIN: FR0014001GJ0
- (ii) Common Code: 228316768
- (iii) Any clearing system(s) other than Euroclear France, Euroclear and Clearstream, Luxembourg approved by the Issuer and the Principal Paying Agent and the relevant identification number(s): Not applicable
- (iv) Delivery: Delivery free of payment
- (v) Additional Paying Agent(s) (if any): Not applicable
- (vi) Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be

deposited with one of the ICSDs as common safe-keeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

(vii) Name and address of Registration Agent: Not applicable

**6. Fixed Rate Notes only – Yield**

Indication of yield: 1.299 per cent. *per annum*