

## 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 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 2002/92/EC (as amended, the "Insurance Mediation 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 the Prospectus Directive. 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.

**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.

*Final Terms dated 2 December 2019*

**BNP PARIBAS**

*(incorporated in France)*

*(the Issuer)*

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

**Issue of EUR 750,000,000 Fixed to Floating Rate Senior Non Preferred Notes due June 2026**

**ISIN Code: FR0013465358**

**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 Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, 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 5 July 2019 which received visa n° 19-328 from the *Autorité des marchés financiers* ("**AMF**") on 5 July 2019 and any Supplement(s) thereto approved and published on or before the date of these Final Terms (copies of which are available as described below), which together constitute a base prospectus for the purposes of the Directive 2003/71/EC, as amended or superseded (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 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 any Supplement(s) to the Base Prospectus will also be 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. A copy of these Final Terms and the Base Prospectus and any Supplement(s) to the Base Prospectus will be sent free of charge by the Issuer to any investor requesting such documents.

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| 1.  | Issuer:   | BNP Paribas   |
| 2.  | (i) Series Number:                              | 19195   |
|     | (ii) Tranche Number:                            | 1   |
| 3.  | Specified Currency:                             | EUR   |
| 4.  | Aggregate Nominal Amount:                       |   |
|     | (i) Series:                                     | EUR 750,000,000   |
|     | (ii) Tranche:                                   | EUR 750,000,000   |
| 5.  | Issue Price of Tranche:                         | 99.806 per cent. of the Aggregate Nominal Amount  |
| 6.  | Minimum Trading Size:                           | Not applicable  |
| 7.  | (i) Specified Denomination:                     | EUR 100,000   |
|     | (ii) Calculation Amount:                        | EUR 100,000   |
| 8.  | (i) Issue Date:                                 | 4 December 2019   |
|     | (ii) Interest Commencement Date:                | Issue Date  |
| 9.  | (i) Maturity Date:                              | 4 June 2026   |
|     | (ii) Business Day Convention for Maturity Date: | Not applicable  |
| 10. | Form of Notes:                                  | Bearer  |
| 11. | Interest Basis:                                 | 0.500 per cent. <i>per annum</i> Fixed Rate from and including the Interest Commencement Date to but excluding the Optional Redemption Date (as defined below).<br><br>3 month EURIBOR + 0.750 per cent. Floating Rate from and including the Optional Redemption Date to but excluding the Maturity Date.<br><br>(further particulars specified below) |
| 12. | Coupon Switch:                                  | Not applicable  |
| 13. | Redemption/Payment Basis:                       | Redemption at par   |

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| 14. | Change of Interest Basis or Redemption/Payment Basis: | The initial Interest Basis shall be Fixed Rate until the Optional Redemption Date.<br><br>The Interest Basis subsequent to the Optional Redemption Date shall be Floating Rate.<br><br>(further particulars specified below) |
| 15. | Put/Call Options:                                     | Issuer Call (further particulars specified below)  |
| 16. | Exchange Rate:  | Not applicable   |
| 17. | Status of the Notes:                                  | Senior Non Preferred Notes<br><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):  | As per Conditions  |
|     | (ii) Interest Period End Date(s):  | 4 June in each year from and including 4 June 2020 to and including the Optional Redemption Date, then 4 September 2025, 4 December 2025, 4 March 2026 and 4 June 2026 |
|     | (iii) Business Day Convention for Interest Period End Date(s):                         | Not applicable (with respect to the Fixed Rate Interest Period)<br><br>Modified following (with respect to the Floating Rate Interest Period)                          |
|     | (iv) Interest Payment Date(s):   | 4 June in each year from and including 4 June 2020 to and including the Optional Redemption Date, then 4 September 2025, 4 December 2025, 4 March 2026 and 4 June 2026 |
|     | (v) Business Day Convention for Interest Payment Date(s):                              | Modified Following   |
|     | (vi) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s): | Calculation Agent  |
|     | (vii) Margin(s):   | 0.750 per cent. applicable to the Floating Rate in respect of the Floating Rate Interest Period only   |
|     | (viii) Minimum Interest Rate:  | As per Conditions  |
|     | (ix) Maximum Interest Rate:  | Not applicable   |

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|            | (x)    | Day Count Fraction:   | Actual/Actual ICMA (applicable to the Fixed Rate Interest Period)<br>Actual/360 (applicable to the Floating Rate Interest Period)  |
|            | (xi)   | Determination Dates:  | 4 June in each year from and including 4 June 2020   |
|            | (xii)  | Accrual to Redemption:  | Applicable   |
|            | (xiii) | Rate of Interest:   | Fixed Rate to Floating Rate  |
|            | (xiv)  | Coupon Rate:  | Not applicable   |
| <b>24.</b> |        | Fixed Rate Provisions:  | Applicable from and including the Interest Commencement Date to but excluding the Optional Redemption Date (the <b>Fixed Rate Interest Period</b> )                                      |
|            | (i)    | Fixed Rate of Interest:   | 0.500 per cent. <i>per annum</i> payable annually in arrear on each Interest Payment Date during the Fixed Rate Interest Period  |
|            | (ii)   | Fixed Coupon Amount(s):   | EUR 500 per Calculation Amount   |
|            | (iii)  | Broken Amount(s):   | EUR 250 per Calculation Amount payable on the Interest Payment Date falling on 4 June 2020 for the period from and including the Interest Commencement Date to but excluding 4 June 2020 |
|            | (iv)   | Resettable Notes:   | Not applicable   |
| <b>25.</b> |        | Floating Rate Provisions:   | Applicable from and including the Optional Redemption Date to but excluding the Maturity Date (the <b>Floating Rate Interest Period</b> )  |
|            | (i)    | Manner in which the Rate of Interest and Interest Amount is to be determined: | Screen Rate Determination  |
|            | (ii)   | Linear Interpolation:   | Not applicable   |
| <b>26.</b> |        | Screen Rate Determination:  | Applicable   |
|            | (i)    | Reference Rate:   | 3 month EURIBOR  |
|            | (ii)   | Interest Determination Date(s):   | Second TARGET2 day prior to the start of each Floating Rate Interest Period  |
|            | (iii)  | Specified Time:   | 11:00 am, Brussels time  |
|            | (iv)   | Relevant Screen Page  | Bloomberg page "EUR003M"   |
| <b>27.</b> |        | ISDA Determination:   | Not applicable   |
| <b>28.</b> |        | FBF Determination:  | Not applicable   |
| <b>29.</b> |        | Zero Coupon Provisions:   | Not applicable   |
| <b>30.</b> |        | Index Linked Interest Provisions:   | Not applicable   |
| <b>31.</b> |        | Share Linked/ETI Share Linked Interest Provisions:                            | Not applicable   |
| <b>32.</b> |        | Inflation Linked Interest Provisions:   | Not applicable   |
| <b>33.</b> |        | Commodity Linked Interest Provisions:   | Not applicable   |
| <b>34.</b> |        | Fund Linked Interest Provisions:  | Not applicable   |
| <b>35.</b> |        | ETI Linked Interest Provisions:   | Not applicable   |

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| 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        |

**PROVISIONS RELATING TO REDEMPTION**

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| 39. | Final Redemption:                                    | Calculation Amount x 100 per cent.   |
| 40. | Final Payout:  | Not applicable   |
| 41. | Automatic Early Redemption:                          | Not applicable   |
| 42. | Issuer Call Option:                                  | Applicable   |
|     | (i) Optional Redemption Date(s):                     | The Interest Payment Date falling on 4 June 2025                                   |
|     | (ii) Optional Redemption Valuation Date(s):          | Not applicable   |
|     | (iii) Optional Redemption Amount(s):                 | Calculation Amount x 100 per cent.   |
|     | (iv) If redeemable in part:                          |  |
|     | (a) Minimum Redemption Amount:                       | Not applicable   |
|     | (b) Higher Redemption Amount:                        | Not applicable   |
|     | (v) Notice period:                                   | Minimum notice period: 30 calendar days<br>Maximum notice period: 45 calendar days |
| 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   |
| 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. | Events of Default for Senior                         | Not applicable   |

Preferred Notes:

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| 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 Delivery:              | Not applicable  |
| 58. | 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  |
| 59. | CNY Payment Disruption Event:                            | Not applicable  |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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| 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 provisions relating to Payment Days for the purposes of Condition 4(a):   | TARGET2   |
| 62. | Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):  | No  |
| 63. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and, if different from those specified in the Temporary Bearer Global Note or Permanent Bearer Global Note, consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not applicable  |
| 64. | Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made:  | Not applicable  |
| 65. | Redenomination, renominatisation and reconventioning provisions:   | Not applicable  |
| 66. | Masse (Condition 12 of the Terms and Conditions of the French Law Notes):  | Contractual representation of Noteholders/No Masse shall apply.                 |
| 67. | Governing law:   | French law  |
| 68. | Calculation Agent:   | BNP Paribas Securities Services   |

## DISTRIBUTION

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| 69. | (i)   | If syndicated, names of Managers (specifying Lead Manager): | <b>Lead Manager</b><br>BNP Paribas<br><b>Joint Lead Managers</b><br>ABN AMRO Bank N.V.<br>Banco Bilbao Vizcaya Argentaria, S.A.<br>Banco Santander, S.A.<br>Danske Bank A/S<br>ING Bank N.V.<br>Skandinaviska Enskilda Banken AB (publ)<br><b>Co-Lead Managers</b><br>DNB Markets, a division of DNB Bank ASA<br>OP Corporate Bank plc<br>Standard Chartered Bank<br>Swedbank AB (publ)<br>Unione di Banche Italiane S.p.A. |
|     | (ii)  | Stabilisation Manager (if any):                             | BNP Paribas   |
|     | (iii)   | If non-syndicated, name of relevant Dealer:                 | Not applicable  |
| 70. | U.S. Selling Restrictions:                    |   | Reg. S Compliance Category 2; TEFRA Not applicable  |
| 71. | Non exempt Offer:                             |   | Not applicable  |
| 72. | Prohibition of Sales to EEA Retail Investors: |   | Applicable  |
| 73. | 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



## 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 5,700

### 2. Ratings

Ratings: The Notes to be issued are expected to be rated:

- Baa1 by Moody's Investors Services Ltd. ("**Moody's**"),
- A- by S&P Global Ratings Europe Limited ("**S&P**")
- A+ by Fitch France S.A.S. ("**Fitch**") and
- A (High) by DBRS Limited ("**DBRS**").

Each of Moody's, S&P, Fitch and DBRS is established in the European Union and 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

Reasons for the Offer: The net proceeds of the issue of the Notes will be allocated or reallocated from time to time to the financing and/or refinancing, in whole or in part, of Eligible Green Assets as defined below and further described in the BNP Paribas Green Bond Framework dated 18 November 2019 available on <https://invest.bnpparibas.com/en/green-bond-issues>, as may be amended from time to time by the Issuer (the "**BNP Paribas Green Bond Framework**").

Pending the allocation or reallocation, as the case may be, of the net proceeds of the Notes to Eligible Green Assets, the Issuer will invest the balance of the net proceeds, at its own discretion, in cash and/or cash equivalent and/or other liquid marketable instruments. The Issuer will use its best efforts to substitute any redeemed loans, any other form of financing that is no longer financed or refinanced by the net proceeds, and/or any such loans or any other form of financing which cease to be Eligible Green Assets, as soon as practicable



once an appropriate substitution option has been identified. The Issuer will monitor the use of the net proceeds of the Notes via its internal information systems.

For the avoidance of doubt, payment of principal and interest in respect of the Notes will be made from general funds of the Issuer and will not be directly or indirectly linked to the performance of Eligible Green Assets.

"Eligible Green Assets" means any existing, on-going and/or future loans or any other form of financing from Eligible Sectors selected by the Issuer, which meet the Eligibility Criteria, all in accordance with the BNP Paribas Green Bond Framework.

Eligible Sectors means the following sectors (all as more fully described in the BNP Paribas Green Bond Framework):

- Renewable Energies
- Energy Efficiency
- Mass and Public Transportation
- Water Management and Water Treatment
- Recycling

For the avoidance of doubt, the following sectors are excluded from the BNP Paribas Green Bond Framework: defence and security, palm oil, wood pulp, nuclear power generation, coal-fired power generation, unconventional oil and gas, mining and tobacco.

"Eligibility Criteria" means the criteria with which any loan or any other form of financing should comply, at any time, in order to be considered as an Eligible Green Asset (as such criteria may be amended, from time to time, by the Issuer, subject to external review by third parties, as the case may be, as per the BNP Paribas Green Bond Framework). As part of the application of the Eligibility Criteria, the Issuer will assess the potential environmental, social and governance risks of the relevant assets, in line with its framework for managing such risks, including specific risk assessment tools and the Equator Principles. The selection of the Eligible Green Assets in accordance with the Eligibility Criteria will then be verified by external third parties, as per the BNP Paribas Green Bond Framework.

As long as any Notes are outstanding, the Issuer is expected to provide a report, at least annually, on (i) the Eligible Green Assets financed or refinanced by the net proceeds and their relevant environmental impact indicators, (ii) the allocation of the net proceeds of the

Notes to Eligible Green Assets detailing the aggregate amount dedicated to each of the Eligible Sectors and (iii) the balance of unallocated cash and/or cash equivalent and/or other liquid marketable instruments still held by the Issuer, as further described in the BNP Paribas Green Bond Framework. The report will be published by the Issuer on <https://invest.bnpparibas.com/en/green-bond-issues>.

Pursuant to the BNP Paribas Green Bond Framework, a second party opinion has been obtained from an appropriate second party opinion provider and the Issuer has mandated an appropriate external independent auditor to provide an assurance report. The opinion and assurance report are available on <https://invest.bnpparibas.com/en/green-bond-issues>.

**5. Fixed Rate Notes only – Yield**

Indication of yield: 0.536 per cent. *per annum* up to the Optional Redemption Date

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

**5. Floating Rate Notes only – Historic Interest Rates**

Details of historic 3 month EURIBOR rates can be obtained from Bloomberg.

**6. Operational Information**

- (i) ISIN: FR0013465358
- (ii) Common Code: 208927922
- (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 against payment
- (v) Additional Paying Agent(s) (if any): Not applicable

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| (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  |

**7. EU Benchmarks Regulation**

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| EU Benchmarks Regulation: Article 29(2) statement on benchmarks: | Applicable: Amounts payable under the Notes will, from and including the Optional Redemption Date to but excluding the Maturity Date, be calculated by reference to 3 month EURIBOR, which is provided by the European money market institute (" <b>EMMI</b> ").    |
|  | As at the date of these Final Terms, EMMI is included in the register of Administrators and Benchmarks established and maintained by the European Securities and Markets Authority pursuant to article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011). |