

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, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH DIRECTIVE 2003/71/EC FOR THE ISSUE OF NOTES DESCRIBED BELOW.

Final Terms dated 18 January 2019

BNP PARIBAS

(incorporated in France)

(the "Issuer")

Legal entity identifier ("LEI"): R0MUWSFPU8MPRO8K5P83

Issue of JPY 31,600,000,000 Fixed to Floating Senior Non Preferred Notes due 22 January 2029

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 sections entitled "Terms and Conditions of the English Law Notes" in the Base Prospectus dated 5 July 2018 which received visa n° 18-288 from the *Autorité des marchés financiers* on 5 July 2018 and the Supplements to the Base Prospectus dated 6 August 2018 and 9 November 2018 which together constitute a base prospectus (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus, these Final Terms and the Supplements to the Base Prospectus (in each case, together with any documents incorporated therein by reference) are available for viewing at, and copies may be obtained from, BNP Paribas Securities Services, Luxembourg Branch (in its capacity as Principal Paying Agent), 60, avenue J.F.Kennedy, L-1855 Luxembourg and (save in respect of the Final Terms) on the Issuer's website (www.invest.bnpparibas.com). A copy of these Final Terms and the Base Prospectus and the Supplements to the Base Prospectus will be sent free of charge by the Issuer to any investor requesting such documents.

1.	Issuer:	BNP Paribas
2.	(i) Series Number:	18974
	(ii) Tranche Number:	1
3.	Specified Currency:	Japanese Yen (" JPY ")
4.	Aggregate Nominal Amount:	
	(i) Series:	JPY 31,600,000,000
	(ii) Tranche:	JPY 31,600,000,000
5.	Issue Price of Tranche:	100 per cent. of the Aggregate Nominal Amount
6.	Minimum Trading Size:	Not applicable
7.	(i) Specified Denominations:	JPY 100,000,000
	(ii) Calculation Amount:	JPY 100,000,000
8.	(i) Issue Date and Interest Commencement Date:	22 January 2019
	(ii) Interest Commencement Date (if different from the Issue Date):	Not applicable
9.	(i) Maturity Date:	The Interest Payment Date falling on or nearest to 22 January 2029.
	(ii) Business Day Convention for Maturity Date:	Not applicable
10.	Form of Notes:	Bearer
11.	Interest Basis:	Fixed Rate from and including the Interest Commencement Date to but excluding the First Optional Redemption Date (as defined below). Floating Rate from and including the First Optional Redemption Date to but excluding the Maturity Date. (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:	The initial Interest Basis shall be Fixed Rate until the First Optional Redemption Date. The Interest Basis subsequent to the First Optional Redemption Date shall be Floating Rate.
15.	Put/Call Options:	Issuer Call (further particulars specified below)
16.	Exchange Rate:	Not applicable
17.	Status of the Notes:	Senior Non Preferred Notes 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(d) (<i>No Gross-Up</i>) of the Terms and Conditions of the English Law Notes not applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

23.	Interest:	Applicable
	(i) Interest Period(s):	From and including the Interest Commencement Date to but excluding the following Interest Payment Date falling on or about 22 July 2019. Thereafter, from and including each Interest Payment Date to but excluding the following Interest Payment Date, up to the Maturity Date
	(ii) Interest Period End Date(s):	22 January and 22 July in each year from and including 22 July 2019 to and including the Maturity Date
	(iii) Business Day Convention for Interest Period End Date(s):	Not applicable to Fixed Rate Interest Periods. Modified Following applicable to Floating Rate Interest Periods only.
	(iv) Interest Payment Date(s):	22 January and 22 July in each year from and including 22 July 2019 to and including the Maturity Date
	(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):	1.35 per cent. applicable to the Floating Rate Interest Periods only
	(viii) Minimum Interest Rate:	0.00 per cent.
	(ix) Maximum Interest Rate:	Not applicable
	(x) Day Count Fraction:	30/360, Unadjusted (applicable to the Fixed Rate Interest Periods) Act/360, Adjusted (applicable to the Floating Rate Interest Periods)
	(xi) Determination Dates:	Not applicable
	(xii) Accrual to Redemption:	Applicable
	(xiii) Rate of Interest:	Fixed Rate to Floating Rate

	(xiv) Coupon Rate:	Not applicable
24.	Fixed Rate Provisions:	Applicable from and including the Interest Commencement Date to but excluding the First Optional Redemption Date
	(i) Fixed Rate of Interest:	1.545 per cent. per annum payable semi-annually in arrear on each Interest Payment Date
	(ii) Fixed Coupon Amount(s):	JPY 772,500 per Calculation Amount
	(iii) Broken Amount(s):	Not applicable
	(iv) Resettable Notes:	Not applicable
25.	Floating Rate Provisions:	Applicable from and including the First Optional Redemption Date to the Maturity Date
	(i) Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
	(ii) Linear Interpolation:	Not applicable
26.	Screen Rate Determination:	Applicable
	(i) Reference Rate:	6 month JPY LIBOR
	(ii) Interest Determination Date(s):	Second Tokyo business day prior to the start of each Interest Period
	(iii) Specified Time:	11:00 am Tokyo time
	(iv) Relevant Screen Page:	Reuters LIBOR01 page
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 and Condition 3(e) of the Terms and Conditions of the French Law Notes):	Tokyo, TARGET2, London and New York
PROVISIONS RELATING TO REDEMPTION		
39.	Final Redemption Amount:	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:	The Interest Payment Date falling on or about 22 January 2028 (the " First Optional Redemption Date ")
	(ii) Optional Redemption Valuation Date:	Not applicable
	(iii) Optional Redemption Amount:	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 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 Preferred Notes:	Not applicable
55.	Administrator/Benchmark Event:	Not applicable
56.	Early Redemption Amount(s):	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:
New Global Note: | Bearer Notes:
Yes
Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes only upon an Exchange Event. |
| 61. | Identification information of Holders: | Not Applicable |
| 62. | Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a) of the Terms and Conditions of the English Law Notes or Condition 4(b) of the Terms and Conditions of the French Law Notes, as the case may be: | Tokyo, TARGET2, London and New York |
| 63. | Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): | No |
| 64. | 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 |
| 65. | Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made: | Not applicable |
| 66. | Redenomination, renominatisation and reconventioning provisions: | Not applicable |
| 67. | <i>Masse</i> (Condition 12 of the Terms and Conditions of the French Law Notes): | Not applicable |
| 68. | Governing law: | English law. Condition 2(a) is governed by French law. |
| 69. | Calculation Agent: | BNP Paribas Securities Services |

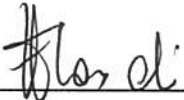
DISTRIBUTION

- | | | |
|-----|-------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 70. | (i) If syndicated, names of Managers and underwriting commitments/quotas (material features) (specifying Lead Manager): | Lead Manager
BNP Paribas
(JPY 15,700,000,000)
Joint Lead Managers
Daiwa Capital Markets Europe Limited
(JPY 6,300,000,000)
Mizuho International plc
(JPY 4,800,000,000) |
|-----|-------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

SMBC Nikko Capital Markets Limited
(JPY 4,800,000,000)

- (ii) Date of Subscription Agreement: 18 January 2019
- (iii) Stabilisation Manager (if any): Not applicable
- (iv) If non-syndicated, name of relevant Dealer: Not applicable
71. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
72. Non-exempt Offer: Not applicable
73. United States Tax Considerations: Not applicable
74. Prohibition of Sales to EEA Retail Investors: Applicable

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: Not applicable
- (ii) Estimate of total expenses related to admission to trading: Not applicable

2. Ratings

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

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

3. Yield:

1.545 per cent. per annum

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

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

Details of historic JPY LIBOR rates can be obtained from Reuters.

5. Operational Information

- (i) ISIN: XS1936843355
- (ii) Common Code: 193684335
- (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) 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. EU Benchmarks Regulation

EU Benchmarks Regulation: Article 29(2)
statement on benchmarks:

Applicable: Amounts payable under the Notes will, from and including the First Optional Redemption Date to the Maturity Date, be calculated by reference to JPY LIBOR, which is provided by ICE Benchmark Administration Limited ("**ICE**").

As at the date of these Final Terms, ICE 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).