### **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 the 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 manufacturer's 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 manufacturer's target market assessment) and determining appropriate distribution channels.

Final Terms dated 19 February 2020

**BNP PARIBAS** 

(incorporated in France)

(the Issuer)

Legal entity identifier (LEI): R0MUWSFPU8MPR08K5P83

Issue of NOK 800,000,000 Floating Rate Subordinated Notes due 21 February 2030

ISIN Code: XS2123828092

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 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 English Law Notes" in the Base Prospectus dated 5 July 2019 which received visa nº 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 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 websites (www.invest.bnpparibas.com and https://ratesglobalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx). The Base Prospectus, these Final Terms and any Supplement(s) to the Base Prospectus will also be available on the AMF website (www.amffrance.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.

1. Issuer: **BNP Paribas** 2. (i) Series Number: E19247

(ii) Tranche Number: 1 Specified Currency: NOK

4. Aggregate Nominal Amount:

3.

Series: NOK 800,000,000 (i) (ii) Tranche: NOK 800,000,000

Issue Price of Tranche: 5. 100 per cent. of the Aggregate Nominal Amount

Minimum Trading Size: 6. Not Applicable 7. (i) Specified Denomination: NOK 2,000,000

> NOK 2,000,000 and integral multiples of NOK 1,000,000 in excess thereof up to and including NOK 3,000,000. No Notes in definitive form will be issued with a denomination above NOK 3,000,000.

NOK 1,000,000 (ii) Calculation Amount:

8. (i) Issue Date: 21 February 2020

> Interest Commencement (ii)

Date:

**Issue Date** 

Maturity Date: 21 February 2030 9. (i)

**Business Day Convention** (ii) for Maturity Date:

**Modified Following** 

10. Form of Notes: Bearer

11. Interest Basis: 3 month NIBOR + 1.20 per cent. Floating Rate (further

particulars specified below)

12. Coupon Switch: Not applicable

13.	Redemption/Payment Basis:		Redemption at par	
14.	Change of Interest Basis or		Not applicable	
15.	Redemption/Payment Basis: Put/Call Options:		lance Call (forther particulars as affind below)	
16.		•	Issuer Call (further particulars specified below)	
17.	Exchange Rate:		Not applicable	
	Status of the Notes:		Subordinated	
18.	Knock-in Event:		Not applicable	
19.	Knock-out Event		Not applicable	
20.	Method of distribution:		Non-syndicated	
21.	Hybrid Notes:		Not applicable	
22.	1ax G	ross-Up:	Condition 6(d) (No Gross-up) of the Terms and Conditions of the English Law not applicable	
PROV	ISIONS	RELATING TO INTEREST (IF	FANY) PAYABLE	
23.	Interest:		Applicable	
	(i)	Interest Period(s):	From and including each Interest Payment Date to but excluding the following Interest Payment Date.	
	(ii)	Interest Period End Date(s):	21 February, 21 May, 21 August, 21 November each year, commencing on the 21 May 2020 up to and including the Maturity Date	
	(iii)	Business Day Convention for Interest Period End Date(s):	Modified Following	
	<ul> <li>(iv) Interest Payment Date(s):</li> <li>(v) Business Day Convention for Interest Payment Date(s):</li> </ul>		21 February, 21 May, 21 August and 21 November each year, from and including 21 May 2020 up to and including the Maturity Date	
			Modified Following	
i d		Party responsible for calculating the Rate(s) of Interest and Interest Amount(s):	Calculation Agent	
	<ul><li>(vii) Margin(s):</li><li>(viii) Minimum Interest Rate:</li><li>(ix) Maximum Interest Rate:</li></ul>		+1.20 per cent. per annum	
			Not applicable  Not applicable  Act/360	
(x) Da		Day Count Fraction:		
	(xi)	Determination Dates:	21 February, 21 May, 21 August and 21 November in each year	
	(xiii) Accrual to Redemption: (xiii) Rate of Interest:		Applicable	
			Floating Rate	
	(xiv) Coupon Rate:		Not Applicable	
24.	Fixed Rate Provisions:		Not applicable	

25. Floating Rate Provisions: **Applicable** 

> (i) Manner in which the Rate of Interest and Interest Amount is to be

determined:

(ii) Linear Interpolation: Not applicable

26. Screen Rate Determination: **Applicable** 

> (i) Reference Rate: 3 month NIBOR

Interest Determination Second Oslo business day prior to the start of each (ii)

Screen Rate Determination

Interest Period Date(s):

Specified Time: 12:00 p.m. Oslo time (iii)

Relevant Screen Page: Reuters screen "OIBOR=" page (iv)

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 Not applicable

Interest Provisions:

32. Inflation Linked Interest Provisions: Not applicable

33. Commodity Linked Interest Not applicable

Provisions:

34. Fund Linked Interest Provisions:

35. ETI Linked Interest Provisions: Not applicable

36. Foreign Exchange (FX) Rate Not applicable Linked Interest Provisions:

37. Underlying Interest Rate Linked Not applicable

Interest Provisions:

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):

Oslo and TARGET2

Not applicable

## PROVISIONS RELATING TO REDEMPTION

39. Final Redemption: Calculation Amount x 100 per cent.

40. Not applicable Final Payout: 41. Automatic Early Redemption: Not applicable

Issuer Call Option: 42. **Applicable** 

> Optional Redemption The Interest Payment Date falling on or about 21 (i) February 2025

Date(s):

(ii) Optional Redemption Not Applicable Valuation Date(s):

	(iii)	Optional Redemption Amount(s):	Calculation Amount x 100 per cent.				
	(iv)	If redeemable in part:	Not Applicable				
	(v)	Notice period:	Minimum notice period: 30 calendar days				
			Maximum notice period: 45 calendar days				
43.	Noteh	older Put Option:	Not applicable				
44.	Aggre	gation:	Not applicable				
<b>45</b> .	Index	Linked Redemption Amount:	Not applicable				
46.	Share Linked/ETI Share Linked Redemption Amount:		Not applicable				
47.	Inflatio Amour	on Linked Redemption nt:	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 Not applicable Linked Redemption Amount:						
53.	Underlying Interest Rate Linked Redemption Amount:		Not applicable				
54.	Events Prefer	s of Default for Senior red Notes:	Not applicable				
55.	Admin	istrator/Benchmark Event:	Not applicable				
56.	Early F	Redemption Amount(s):	Article 45b2(b) BRRD: Not applicable				
			Final Redemption Amount				
57.	Provisi Delive	ions applicable to Physical ry:	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 F	Payment Disruption Event:	Not applicable				
GENERAL PROVISIONS APPLICABLE TO THE NOTES							
60.	Form o	of Notes:	Bearer Notes:				

New Global Note: No Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes only upon an Exchange Event. 61. Financial Centre(s) or other special Oslo and TARGET2 provisions relating to Payment Days for the purposes of Condition 4(a): 62. Talons for future Coupons or No Receipts to be attached to definitive Notes (and dates on which such Talons mature): Details relating to Partly Paid 63. Not applicable 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: 64. Details relating to Notes Not applicable redeemable in instalments: amount of each instalment, date on which each payment is to be made: 65. Redenomination, renominalisation Not applicable and reconventioning provisions: Masse (Condition 12 of the Terms 66. Contractual representation of Noteholders/No Masse and Conditions of the French Law shall apply. Notes): 67. Governing law: English law. Condition 2(b) is governed by French 68. Calculation Agent: BNP Paribas Securities Services Luxembourg DISTRIBUTION 69. (i) If syndicated, names of Not applicable Managers (specifying Lead Manager): Stabilisation Manager (if Not applicable (ii) any): If non-syndicated, name of (iii) Swedbank AB (publ) relevant Dealer:

Reg. S Compliance Category 2; TEFRA D

The Notes are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code

Not applicable

of 1986.

70.

71.

72.

U.S. Selling Restrictions:

**United States Tax Considerations** 

Non exempt Offer:

# RESPONSIBILITY

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

Signed on behalf of the leaver.

ANA BAIDOUKOVA

AUTHORISED SIGNATORY

## **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 from or on the Issue Date.

(ii) Estimate of total expenses related to admission to trading:

EUR 3,850

2. Ratings

Ratings: The Notes have not been rated.

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

Save for the fees payable to the Dealers so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

#### 4. Operational Information

ISIN: XS2123828092

(ii) Common Code: 212382809 (iii) CFI:

(iv) FISN: BNP PARIBAS/VAR MTN 20300221

(v) 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

**DTVXFB** 

(vi) Delivery:

Delivery against payment

(vii) Additional Paying Agent(s) (if any):

Not applicable

(viii) 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.

Name and address of (ix) Registration Agent:

Not applicable