

**FINAL TERMS FOR CERTIFICATES**

**FINAL TERMS DATED 30 November 2019**

**BNP Paribas Issuance B.V.**

*(incorporated in The Netherlands)  
(as Issuer)*

Legal entity identifier (LEI): 7245009UXRIGIRYOBR48

**BNP Paribas**

*(incorporated in France)  
(as Guarantor)*

Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83

**Issue of up to 50,000 Callable Step Up Fixed Rate Securities due 8 January 2030**

under the Note, Warrant and Certificate Programme

of BNP Paribas Issuance B.V., BNP Paribas and BNP Paribas Fortis Funding

Any person making or intending to make an offer of the Securities may only do so:

- (i) in those Non-exempt Offer Jurisdictions mentioned in Paragraph 47 of Part A below, provided such person is a Manager or an Authorised Offeror (as such term is defined in the Base Prospectus) and that the offer is made during the Offer Period specified in that paragraph and that any conditions relevant to the use of the Base Prospectus are complied with; or
- (ii) otherwise in circumstances in which no obligation arises for the Issuer or any Manager to publish a prospectus pursuant to Article 3 of Regulation (EU) 2017/1129 or to supplement a prospectus pursuant to Article 23 of Regulation (EU) 2017/1129, in each case, in relation to such offer.

None of the Issuer, the Guarantor or any Manager has authorised, nor do they authorise, the making of any offer of Securities in any other circumstances.

Investors should note that if a supplement to or an updated version of the Base Prospectus referred to below is published at any time during the Offer Period (as defined below), such supplement or updated base prospectus, as the case may be, will be published and made available in accordance with the arrangements applied to the original publication of these Final Terms. Any investors who have indicated acceptances of the Offer (as defined below) prior to the date of publication of such supplement or updated version of the Base Prospectus, as the case may be, (the "**Publication Date**") have the right within two working days of the Publication Date to withdraw their acceptances.

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 3 June 2019, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (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 Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitutes a base prospectus for the purposes of Directive 2003/71/EC (as amended or superseded, the "**Prospectus Directive**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Securities 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 BNP Paribas Issuance B.V. (the "**Issuer**"), BNP Paribas (the "**Guarantor**") and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the Securities (which comprises the Summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. **The Base Prospectus and any Supplements to the Base Prospectus are available for viewing at <https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx> and copies may be obtained from the offices of the Security Agent. The Base Prospectus, these Final Terms and the Supplements to the Base Prospectus will also be available on the AMF website [www.amf-france.org](http://www.amf-france.org).**

References herein to numbered Conditions are to the terms and conditions of the relevant series of Securities and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms in so far as they relate to such series of Securities, save as where otherwise expressly provided.

These Final Terms relate to the series of Securities as set out in "Specific Provisions for each Series" below. References herein to "**Securities**" shall be deemed to be references to the relevant Securities that are the subject of these Final Terms and references to "**Security**" shall be construed accordingly.

### SPECIFIC PROVISIONS FOR EACH SERIES

Series Number:	FICRT 5903 TT
Tranche Number:	1
Number of Securities issued:	Up to 50,000
Number of Securities:	Up to 50,000
ISIN:	XS1523731716
Common Code:	152373171
Issue Price per Security:	100.00 per cent. of the Notional Amount
Redemption Date:	8 January 2030
Relevant Jurisdiction:	Not applicable
Share Amount/Debt Security Amount:	Not applicable

Specified Securities pursuant to Section 871(m): No

## GENERAL PROVISIONS

The following terms apply to each series of Securities:

1. Issuer: BNP Paribas Issuance B.V.
2. Guarantor: BNP Paribas
3. Trade Date: 7 November 2019
4. Issue Date and Interest Commencement Date: 8 January 2020
5. Consolidation: Not applicable
6. Type of Securities:
  - (a) Certificates
  - (b) The Securities are Fixed Rate Securities.

Unwind Costs: Not applicable

Waiver of Set-Off: Not applicable

Essential Trigger: Applicable
7. Form of Securities: Clearing System Global Security
8. Business Day Centre(s): The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 1 is a day upon which the TARGET2 System is open
9. Settlement: Settlement will be by way of cash payment (Cash Settled Securities).
10. Rounding Convention for Cash Settlement Amount: Not applicable
11. Variation of Settlement:

Issuer's option to vary settlement: The Issuer does not have the option to vary settlement in respect of the Securities.
12. Final Payout  
**SPS Payouts** **SPS Fixed Percentage Securities**  
Constant Percentage 1

where:

**Constant Percentage 1** means 100%.

Payout Switch:	Not applicable
Aggregation:	Not applicable
13. Relevant Asset(s):	Not applicable
14. Entitlement:	Not applicable
15. Exchange Rate / Conversion Rate:	Not applicable.
16. Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is Euro ( <b>EUR</b> ).
17. Syndication:	The Securities will be distributed on a non-syndicated basis.
18. Minimum Trading Size:	EUR 1,000
19. Principal Security Agent:	BNP Paribas Arbitrage S.N.C.
20. Registrar:	Not applicable
21. Calculation Agent:	BNP Paribas 10 Harewood Avenue London NW1 6AA United Kingdom
22. Governing law:	English law
23. <i>Masse</i> provisions (Condition 9.4):	Not applicable

#### **PRODUCT SPECIFIC PROVISIONS**

24. Hybrid Securities:	Not applicable
25. Index Securities:	Not applicable
26. Share Securities:	Not applicable
27. ETI Securities	Not applicable
28. Debt Securities:	Not applicable
29. Commodity Securities:	Not applicable
30. Inflation Index Securities:	Not applicable
31. Currency Securities:	Not applicable
32. Fund Securities:	Not applicable

33. Futures Securities: Not applicable
34. Credit Security Provisions: Not applicable
35. Underlying Interest Rate Securities: Not applicable
36. Preference Share Certificates: Not applicable
37. OET Certificates: Not applicable
38. Illegality (Security Condition 7.1) and Force Majeure (Security Condition 7.2):  
 Illegality: Monetisation Option applicable  
 Protected Amount: 100.00 per cent. of the Notional Amount  
 Force Majeure: redemption in accordance with Security Condition 7.2(a)
39. Additional Disruption Events and Optional Additional Disruption Events:
- (a) Additional Disruption Events: Not applicable
  - (b) The following Optional Additional Disruption Events apply to the Securities:  
 Administrator/Benchmark Event  
 Extraordinary External Event  
 Significant Alteration Event  
 Jurisdiction Event  
 Hedging Arrangements: Not applicable
  - (c) Redemption:  
 Monetisation Option: Applicable  
 Protected Amount: 100.00 per cent. of the Notional Amount
40. Knock-in Event: Not applicable
41. Knock-out Event: Not applicable
42. **EXERCISE, VALUATION AND REDEMPTION**
- (a) Notional Amount of each EUR 1,000 Certificate:
  - (b) Partly Paid Certificates: The Certificates are not Partly Paid Certificates

- (c) Interest: Applicable
- Coupon Switch: Not applicable
- (i) Interest Period(s): As specified in the Conditions
- (ii) Interest Period End Date(s): 8 January in each year from and including 8 January 2021 to and including 8 January 2030
- (iii) Business Day Convention for Interest Period End Date(s): None
- (iv) Interest Payment Date(s): 8 January in each year from and including 8 January 2021 to and including 8 January 2030
- (v) Business Day Convention for Interest Payment Date(s): Modified Following
- (vi) Party responsible for calculating the Rate(s) of Interest Amount(s) (if not the Calculation Agent): Calculation Agent
- (vii) Margin(s): Not applicable
- (viii) Minimum Interest Rate: Not applicable
- (ix) Maximum Interest Rate: Not applicable
- (x) Day Count Fraction: 30/360, unadjusted
- (xi) Determination Dates: Not applicable
- (xii) Accrual to Redemption: Not applicable
- (xiii) Rate of Interest: Fixed Rate
- (xiv) Coupon Rate: Not applicable
- (d) Fixed Rate Provisions: Applicable
- (i) Fixed Rate of Interest: 0.40 per cent. per annum in respect of the Interest Period commencing on the Interest Commencement Date;
- 0.45 per cent. per annum in respect of the Interest Period commencing on 8 January 2021;
- 0.50 per cent. per annum in respect of the Interest Period commencing on 8 January 2022;
- 0.55 per cent. per annum in respect of the Interest Period commencing on 8 January 2023;

0.60 per cent. per annum in respect of the Interest Period commencing on 8 January 2024;

0.65 per cent. per annum in respect of the Interest Period commencing on 8 January 2025;

0.70 per cent. per annum in respect of the Interest Period commencing on 8 January 2026;

0.75 per cent. per annum in respect of the Interest Period commencing on 8 January 2027;

0.80 per cent. per annum in respect of the Interest Period commencing on 8 January 2028; and

0.85 per cent. per annum in respect of the Interest Period commencing on 8 January 2029

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|--|---------------|----------------|
| (ii) Fixed Coupon Amount:                                |               | Not applicable |
| (e) Floating Rate Provisions:                            |               | Not applicable |
| (f) Linked Interest Certificates:                        |               | Not applicable |
| (g) Payment of Premium Amount(s):                        |               | Not applicable |
| (h) Index Linked [Interest/Premium Amount] Certificates: |               | Not applicable |
| (i) Share Linked [Interest/Premium Amount] Certificates: |               | Not applicable |
| (j) ETI Linked [Interest/Premium Amount] Certificates:   |               | Not applicable |
| (k) Debt Linked [Interest/Premium Amount] Certificates:  |               | Not applicable |
| (l) Commodity [Interest/Premium Amount] Certificates:    | Linked Amount | Not applicable |
| (m) Inflation [Interest/Premium Amount] Certificates:    | Linked Amount | Not applicable |
| (n) Currency [Interest/Premium Amount] Certificates:     | Linked Amount | Not applicable |
| (o) Fund Linked [Interest/Premium Amount] Certificates:  |               | Not applicable |

- (p) Futures Linked [Interest/Premium Amount] Certificates: Not applicable
- (q) Underlying Interest Rate Linked Interest Provisions: Not applicable
- (r) Instalment Certificates: The Certificates are not Instalment Certificates
- (s) Issuer Call Option: Applicable
- (i) Optional Redemption Date(s): Each Interest Payment Date from and including the Interest Payment Date due to fall on 8 January 2023 to and including the Interest Payment Date due to fall on 8 January 2029
- (ii) Optional Redemption Valuation Date(s): Not applicable
- (iii) Optional Redemption Amount(s): NA x 100.00 per cent.
- (iv) Minimum Notice Period: 25 Business Days
- (v) Maximum Notice Period: Not applicable
- (t) Holder Put Option: Not applicable
- (u) Automatic Early Redemption: Not applicable
- (v) Renouncement Notice Cut-off Time: Not applicable
- (w) Strike Date: Not applicable
- (x) Strike Price: Not applicable
- (y) Redemption Valuation Date: Not applicable
- (z) Averaging: Not applicable
- (aa) Observation Dates: Not applicable
- (bb) Observation Period: Not applicable
- (cc) Settlement Business Day: Not applicable
- (dd) Cut-off Date: Not applicable
- (ee) Security Threshold on the Issue Date: Not applicable



- (ff) Identification information of Holders as provided by Condition 29: Not applicable

#### **DISTRIBUTION AND US SALES ELIGIBILITY**

43. U.S. Selling Restrictions: Not applicable
44. Additional U.S. Federal income tax considerations: The Securities are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986
45. Registered broker/dealer: Not applicable
46. TEFRA C or TEFRA Not Applicable: TEFRA Not Applicable
47. Non-exempt Offer: Applicable
- (i) Non-exempt Offer Jurisdictions: Belgium
- (ii) Offer Period: From and including 30 November 2019 to and including 27 December 2019
- (iii) Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it: BNP Paribas Fortis SA/NV, Montagne du Parc, B-1000 Brussels, Belgium (the “**Authorised Offeror**”)
- (iv) General Consent: Not applicable
- (v) Other Authorised Offeror Terms: Not applicable
48. Prohibition of Sales to EEA Retail Investors:
- (a) Selling Restriction: Not applicable
- (b) Legend: Not applicable

#### **PROVISIONS RELATING TO COLLATERAL AND SECURITY**

49. Secured Securities other than Notional Value Repack Securities: Not applicable
50. Notional Value Repack Securities: Not applicable

**Responsibility**

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of the knowledge of the Issuer (who has taken all reasonable care to ensure that such is the case), the information contained herein is in accordance with the facts and does not omit anything likely to affect the import of such information.

Signed on behalf of BNP Paribas Issuance B.V.

As Issuer:

By:

Duly authorised

## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

Listing and admission to trading: Application will be made to list and to admit the Securities for trading on the Euro MTF Market of the Luxembourg Stock Exchange on or around the Issue Date.

### 2. Ratings

Ratings: The Securities have not been rated.

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

Save as discussed in the "*Potential Conflicts of Interest*" paragraph in the "*Risk Factors*" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

Investors shall be informed that the following fees are included in the Issue Price, linked to the structuration and the placement of the Certificates and borne by the investors:

- Structuring fees of 0.74% of the subscribed nominal amount of Certificates; and
- Placement fees of 0.80% of the subscribed nominal amount of Certificates, paid to BNP Paribas Fortis SA/NV in its capacity as Authorised Offeror.

The structuring fees and placement fees mentioned above are indicative only. These fees may fluctuate either upwards or downwards depending on the market conditions during the Offer Period, however, the sum of these fees will not be greater than 2.50%.

### 4. Performance of Underlying References and Other Information concerning the Underlying References

See the "Risks" section in the Base Prospectus for an explanation of the effect of the Underlying Reference on the value of an investment in the Securities and associated risks in investing in Securities.

The Issuer does not intend to provide post-issuance information.

### 5. Operational Information

Relevant Clearing System(s): Euroclear and Clearstream, Luxembourg

### 6. Terms and Conditions of the Public Offer

Offer Price: 100.00 per cent. of the Notional Amount

Conditions to which the offer is subject: The Issuer reserves the right to modify the total nominal amount of the Certificates to which investors can subscribe, withdraw the offer of the Securities and cancel the issuance of the Securities for any reason, in accordance with the Authorised Offeror at any time on or prior to the

Offer End Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities. Such an event will be notified to investors via the following link:

[www.bnpparibasfortis.be/emissions](http://www.bnpparibasfortis.be/emissions)

The Issuer will in its sole discretion determine the final amount of Securities issued up to a limit of 50,000 Securities. Securities will be allotted subject to availability in the order of receipt of investors' applications. The final amount of the Securities issued will be determined by the Issuer in light of prevailing market conditions, and in its sole and absolute discretion depending on the number of Securities which have been agreed to be purchased as of the Issue Date.

Description of the application process:

From and including 30 November 2019 to and including 27 December 2019, or such earlier date as the Issuer determines as notified on or around such earlier date by loading the following link [www.bnpparibasfortis.be/emissions](http://www.bnpparibasfortis.be/emissions) (the "**Offer End Date**").

Application to subscribe for the Securities can be made in the Kingdom of Belgium through the Authorised Offeror. The distribution activity will be carried out in accordance with the usual procedures of the Authorised Offeror.

Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription for the Securities.

Details of the minimum and/or maximum amount of application:

Minimum subscription amount per investor: EUR 1,000

Maximum subscription amount per investor: Up to EUR 50,000,000

The maximum amount of application of Securities will be subject only to availability at the time of application.

There are no pre-identified allotment criteria.

The Authorised Offerors will adopt allotment criteria that ensure equal treatment of prospective

investors. All of the Securities requested through the Authorised Offerors during the Offer Period will be assigned up to the maximum amount of the Offer.

In the event that during the Offer Period the requests exceed the total amount of the offer destined to prospective investors the Issuer, in accordance with the Authorised Offerors, will proceed to early terminate the Offer Period and will immediately suspend the acceptance of further requests.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

Not applicable

Details of the method and time limits for paying up and delivering the Securities:

The Securities will be issued on the Issue Date against payment to the Issuer by the Authorised Offerors of the gross subscription moneys.

The Securities are cleared through the clearing systems and are due to be delivered through the Authorised Offeror on or around the Issue Date.

Manner in and date on which results of the offer are to be made public:

Publication on the following link: [www.bnpparibasfortis.be/emissions](http://www.bnpparibasfortis.be/emissions) on or around the Issue Date.

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:

Not applicable

Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:

In the case of over subscription, allotted amounts will be notified to applicants by loading the following link:

[www.bnpparibasfortis.be/emissions](http://www.bnpparibasfortis.be/emissions) on or around the Issue Date.

No dealing in the Securities may be done before any such notification is made.

In all other cases, allotted amounts will be equal to the amount of the application, and no further notification shall be made.

In all cases, no dealing in the Securities may take place prior to the Issue Date.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

Not applicable

Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and after rates and a description of the main terms of their commitment: None

## **7. Placing and Underwriting**

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: The Authorised Offerors identified in Paragraph 47 of Part A and identifiable from the Base Prospectus

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer: Not applicable

Name and address of any paying agents and depository agents in each country (in addition to the Principal Security Agent): Not applicable

Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements: No underwriting commitment is undertaken by the Authorised Offerors

When the underwriting agreement has been or will be reached: Not applicable