

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, including investment advice, portfolio management, non-advised sales and pure execution services. 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.

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

Final Terms dated 30 January 2019

BNP PARIBAS

(incorporated in France)

(the Issuer)

Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83

**Issue of USD 140,000,000 Callable Zero Coupon Senior Non Preferred Notes
due 15 February 2049**

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 French 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:	18984
	(ii) Tranche Number:	1
3.	Specified Currency:	USD
4.	Aggregate Nominal Amount:	
	(i) Series:	USD 140,000,000
	(ii) Tranche:	USD 140,000,000
5.	Issue Price of Tranche:	100 per cent. of the Aggregate Nominal Amount
6.	Minimum Trading Size:	USD 1,000,000
7.	(i) Specified Denominations:	USD 1,000,000
	(ii) Calculation Amount:	USD 1,000,000
8.	(i) Issue Date:	15 February 2019
	(ii) Interest Commencement Date (if different from the Issue Date):	Not applicable
9.	(i) Maturity Date:	15 February 2049
	(ii) Business Day Convention for Maturity Date:	Not applicable
10.	Form of Notes:	Bearer
11.	Interest Basis:	Zero Coupon (further particulars specified below)
12.	Coupon Switch:	Not applicable
13.	Redemption/Payment Basis:	As described in sub-paragraph 39 below for Final Redemption
14.	Change of Interest Basis or Redemption/Payment Basis:	Not applicable
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(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

23.	Interest:	Not applicable
24.	Fixed Rate Provisions:	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:	Applicable
	(i) Accrual Yield:	5.40 per cent. <i>per annum</i>
	(ii) Reference Price:	100 per cent.
	(iii) Day Count Fraction:	30/360 Unadjusted
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):	New York, London and Taipei

PROVISIONS RELATING TO REDEMPTION

39.	Final Redemption Amount:	Subject to the Issuer Call Option set out in the subparagraph 42 below, the Final Redemption Amount shall be an amount equal to: Calculation Amount x 484.41583 per cent.
40.	Final Payout:	Not applicable
41.	Automatic Early Redemption:	Not applicable

42.	Issuer Call Option:	Applicable																		
	(i) Optional Redemption Dates:	15 February 2024, 15 February 2029, 15 February 2034, 15 February 2039 or 15 February 2044 or if the Optional Redemption Date is not a Business Day, the immediately succeeding Business Day, unless it would thereby fall into the following calendar month, in which event it will be brought forward to the immediately preceding Business Day.																		
	(ii) Optional Redemption Valuation Date(s):	Not applicable																		
	(iii) Optional Redemption Amount(s):	The “ Optional Redemption Amount ” in respect of the relevant Optional Redemption Date shall be as set out below:																		
		<table border="0" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Optional Redemption Dates</th> <th style="text-align: center;">Optional Redemption Amount in USD per Aggregate Nominal Amount</th> <th style="text-align: center;">Optional Redemption Amount in USD per Calculation Amount</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">15 February 2024</td> <td style="text-align: right;">182,108,866.02</td> <td style="text-align: right;">1,300,777.61</td> </tr> <tr> <td style="text-align: center;">15 February 2029</td> <td style="text-align: right;">236,883,136.31</td> <td style="text-align: right;">1,692,022.40</td> </tr> <tr> <td style="text-align: center;">15 February 2034</td> <td style="text-align: right;">308,132,280.96</td> <td style="text-align: right;">2,200,944.86</td> </tr> <tr> <td style="text-align: center;">15 February 2039</td> <td style="text-align: right;">400,811,573.36</td> <td style="text-align: right;">2,862,939.81</td> </tr> <tr> <td style="text-align: center;">15 February 2044</td> <td style="text-align: right;">521,366,722.23</td> <td style="text-align: right;">3,724,048.02</td> </tr> </tbody> </table>	Optional Redemption Dates	Optional Redemption Amount in USD per Aggregate Nominal Amount	Optional Redemption Amount in USD per Calculation Amount	15 February 2024	182,108,866.02	1,300,777.61	15 February 2029	236,883,136.31	1,692,022.40	15 February 2034	308,132,280.96	2,200,944.86	15 February 2039	400,811,573.36	2,862,939.81	15 February 2044	521,366,722.23	3,724,048.02
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	(iv) If redeemable in part:																			
	(a) Minimum Redemption Amount:	Not applicable																		
	(b) Higher Redemption Amount:	Not applicable																		
	(v) Notice period:	Minimum notice period: 25 New York, Taipei and London Business Days’ notice prior to the relevant Optional Redemption Date Maximum notice period: 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																		
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):	Amortised Face Amount
	(i)	Accrual Yield: 5.40 per cent. <i>per annum</i>
	(ii)	Reference Price: 100 per cent.
	(iii)	Day Count Fraction: 30/360 Unadjusted
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

60.	Form of Notes:	Bearer Notes:
	New Global Note:	No
		Bearer dematerialised form (<i>au porteur</i>)
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:	New York, London and Taipei
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	Not applicable

Issuer to forfeit the Notes and interest due on late payment:

- | | | |
|-----|---|--|
| 65. | Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made: | Not applicable The Notes are redeemable in instalments and Instalment Adjustment is 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): | Contractual representation of Noteholders/ <i>No Masse</i> shall apply. |
| 68. | Governing law: | French law |
| 69. | Calculation Agent: | BNP Paribas Securities Services |

DISTRIBUTION

- | | | |
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| 70. | (i) If syndicated, names of Managers and underwriting commitments (specifying Lead Manager): | Lead Manager:
BNP Paribas, Taipei Branch
Co-Managers:
E.SUN Commercial Bank, Ltd.
Yuanta Securities Co., Ltd. |
| | (ii) Date of Subscription Agreement: | 30 January 2019 |
| | (iii) Stabilisation Manager (if any): | Not applicable |
| | (iv) If non-syndicated, name of relevant Dealer: | Not applicable |
| 71. | Total commission and concession: | Not applicable |
| 72. | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA Not applicable |
| 73. | Additional Canadian selling restrictions: | Not applicable |
| 74. | Other terms or special conditions: | The following selling restriction shall be deemed to replace the “Taiwan” selling restriction set out in the Base Prospectus:

<u>Republic of China selling restrictions:</u>

The Notes have not been, and shall not be, offered, sold or re-sold, directly or indirectly, to investors other than “professional institutional investors” as defined under Paragraph 2, Article 4 of the Financial Consumer Protection Act of the Republic of China. Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to a professional institutional investor as aforementioned. |
| 75. | 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. |
| 76. | 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: Application will be made by the Issuer (or on its behalf) for the Notes to be listed on the Taipei Exchange (the "TPEX") with effect from the Issue Date.
- The Notes will be listed on the TPEX pursuant to the applicable rules of the TPEX. Effective date of listing and trading of the Notes is on or about the Issue Date.
- The TPEX is not responsible for the content of this document and the Base Prospectus and any supplement or amendment thereto and no representation is made by the TPEX as to the accuracy or completeness of this document and the Base Prospectus and any supplement or amendment thereto. The TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this document and the Base Prospectus and any supplement or amendment thereto.
- Admission to the listing and trading of the Notes on the TPEX shall not be taken as an indication of the merits of the Issuer or the Notes.
- (ii) Estimate of total expenses related to admission to trading: \$70,000 New Taiwan Dollars

2. Ratings

- Ratings: The Notes to be issued are expected to be rated A+ by Fitch Ratings ("Fitch").
- Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended).

3. Operational Information

- (i) ISIN: FR0013398237
- (ii) Common Code: 194008511
- (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): For further settlement details please refer to the provisions set out in Annex 1 to these Final Terms
- (iv) Delivery: Delivery against payment
- (v) Additional Paying Agent(s) (if any): BNP Paribas Securities Services
- (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

ANNEX 1

ROC Settlement, trading and Taxation

ROC SETTLEMENT AND TRADING

The Notes will be settled through Euroclear France. Euroclear and Clearstream, Luxembourg each has an account opened with European France. Therefore, investors having an account opened with Euroclear and Clearstream, Luxembourg may settle the Notes indirectly through Euroclear France. Investors with a securities book-entry account with a Republic of China (the "**ROC**") securities broker and a foreign currency deposit account with an ROC bank, may request the approval of the Taiwan Depository & Clearing Corporation (the "**TDCC**") for the settlement of the Notes through the account of TDCC with Euroclear or Clearstream, Luxembourg and if such approval is granted by the TDCC, the Notes may be so cleared and settled. In such circumstances, the TDCC will allocate the respective book-entry interest of such investor in the Notes position to the securities book-entry account designated by such investor in the ROC. The Notes will be traded and settled pursuant to the applicable rules and operating procedures of the TDCC and the TPEX as domestic bonds.

In addition, an investor may apply to the TDCC (by filing in a prescribed form) to transfer the Notes in its own account with Euroclear or Clearstream, Luxembourg to the TDCC account with Euroclear or Clearstream, Luxembourg for trading in the domestic market or vice versa for trading in overseas markets.

For such investors who hold their interest in the Notes through an account opened and held by the TDCC with Euroclear or Clearstream, Luxembourg, distributions of principal and/or interest for the Notes to such holders may be made by payment services banks whose systems are connected to the TDCC to the foreign currency deposit accounts of the holders. Such payment is expected to be made on the second Taiwanese business day following the TDCC's receipt of such payment (due to time difference, the payment is expected to be received by the TDCC one Taiwanese business day after the distribution date). However, when the holders will actually receive such distributions may vary depending upon the daily operations of the ROC banks with which the holder has the foreign currency deposit account.

ROC TAXATION

The following is a summary of certain taxation provisions under ROC law is, based on current laws and practice and that the Notes will be issued, offered, sold and re-sold to professional institutional investors as defined under Paragraph 2, Article 4 of the Financial Consumer Protection Act of the ROC only. It does not purport to be comprehensive and does not constitute legal or tax advice. Investors (particularly those subject to special tax rules, such as banks, dealers, insurance companies and tax-exempt entities) should consult with their own tax advisers regarding the tax consequences of an investment in the Notes.

Interest on the Notes

As the Issuer of the Notes is not an ROC statutory tax withholder, there is no ROC withholding tax on any interest or deemed interest to be paid by the Issuer on the Notes.

ROC corporate holders must include any interest or deemed interest receivable under the Notes as part of their taxable income and pay income tax at a flat rate of 20 per cent. (unless the total taxable income for a fiscal year is under \$500,000 New Taiwan Dollars), as they are subject to income tax on their worldwide income on an accrual basis. The alternative minimum tax (the "**AMT**") is not applicable.

Sale of the Notes

In general, the sale of corporate bonds or financial bonds is subject to 0.1 per cent. securities transaction tax (the "**STT**") on the transaction price. However, Article 2-1 of the Securities Transaction Tax Act prescribes that STT will cease to be levied on the sale of corporate bonds and financial bonds from 1 January 2010 to 31 December 2026. Therefore, the sale of the Notes will be exempt from STT if the sale is conducted on or before 31 December 2026. Starting from 1 January 2027, any sale of the Notes will be subject to STT at 0.1 per cent. of the transaction price, unless otherwise provided by the tax laws that may be in force at that time.

Capital gains generated from the sale of bonds are exempt from income tax. Accordingly, ROC corporate holders are not subject to income tax on any capital gains generated from the sale of the Notes. However, ROC corporate holders should include the capital gains in calculating their basic income for the purpose of calculating their AMT. If the amount of the AMT exceeds the annual income tax calculated pursuant to the Income Basic Tax Act of the ROC (also known as the AMT Act), the excess becomes the ROC corporate holders' AMT payable. Capital losses, if any, incurred by such holders could be carried over 5 years to offset against capital gains of same category of income for the purposes of calculating their AMT.

Non-ROC corporate holders with a fixed place of business (e.g. a branch) or a business agent in the ROC are not subject to income tax on any capital gains generated from the sale of the notes. However, their fixed place of business or business agent should include any such capital gains in calculating their basic income for the purpose of calculating AMT.

As to non-ROC corporate holders without a fixed place of business and a business agent in the ROC, they are not subject to income tax or AMT on any capital gains generated from the sale of the Notes.