

Final Terms dated 10 October 2014

BNP PARIBAS

(incorporated in France)

(the Issuer)

Issue of EUR 750,000,000 Fixed to Fixed Reset Rate Subordinated Tier 2 Notes due 14 October 2027

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.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

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 June 2014 which received visa n° 14-275 from the *Autorité des marchés financiers* ("**AMF**") on 5 June 2014 and the Supplements to the Base Prospectus dated 10 July 2014, 7 August 2014 and 22 September 2014 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC (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 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), 33, rue de Gasperich, Howald - Hesperange, L-2085 Luxembourg and (save in respect of the Final Terms) on the Issuer's website (www.invest.bnpparibas.com). 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). 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:	17046
	(ii) Tranche Number:	1
3.	Specified Currency:	Euro ("EUR")
4.	Aggregate Nominal Amount:	
	(i) Series:	750,000,000
	(ii) Tranche:	750,000,000
5.	Issue Price of Tranche:	99.524 per cent. of the Aggregate Nominal Amount
6.	Minimum Trading Size:	Not applicable
7.	(i) Specified Denominations:	EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000.
	(ii) Calculation Amount (<i>Applicable to Notes in definitive form</i>):	EUR 1,000
8.	(i) Issue Date and Interest Commencement Date:	14 October 2014
	(ii) Interest Commencement Date (if different from the Issue Date):	Not applicable
9.	Maturity Date:	14 October 2027
10.	Form of Notes:	Bearer
11.	Interest Basis:	Fixed Rate (Resettable). Initial Rate of Interest: 2.625 per cent. per annum (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:	Not applicable
15.	Put/Call Options:	Issuer Call (further particulars specified below)
16.	Exchange Rate:	Not applicable
17.	Status of the Notes:	Subordinated
18.	Knock-in Event:	Not applicable
19.	Knock-out Event:	Not applicable
20.	Method of distribution:	Syndicated
21.	Hybrid Securities:	Not applicable
22.	Interest:	Applicable
	(i) Interest Periods:	From and including 14 October in each year (commencing on and including the Interest Commencement Date) to but excluding the next Interest Period End Date up to the Maturity Date.
	(ii) Interest Period End Dates:	14 October in each year
	(iii) Business Day Convention for Interest Period End Dates:	Not applicable
	(iv) Interest Payment Dates:	14 October in each year from and including 14 October 2015 to and including the Maturity Date.
	(v) Business Day Convention for Interest Payment Dates:	Following
	(vi) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Calculation Agent):	Calculation Agent
	(vii) Margin:	Not applicable
	(viii) Minimum Interest Rate:	0.00 per cent.
	(ix) Maximum Interest Rate:	Not applicable
	(x) Day Count Fraction:	Actual/Actual (ICMA)
	(xi) Determination Dates:	14 October in each year
	(xii) Accrual to Redemption:	Applicable
	(xiii) Rate of Interest:	Fixed Rate (Resettable)
	(xiv) Coupon Rate:	Not applicable
23.	Fixed Rate Provisions:	Applicable
	(i) Fixed Rates of Interest:	See (iv) below
	(ii) Fixed Coupon Amounts:	EUR 26.25 per Calculation Amount in respect of the Initial Rate of Interest
	(iii) Broken Amounts:	Not applicable
	(iv) Resettable Notes:	Applicable
	(a) Initial Rate of Interest:	2.625 per cent. per annum from and including the Interest Commencement Date to but excluding the First Reset Date, payable annually in arrear on each Interest Payment Date up to (and including) the First Reset Date

From (and including) the First Reset Date to (but excluding) the Maturity Date, Notes will bear interest at the First Reset Rate of Interest, payable annually in arrear on each Interest Payment Date from (but excluding) the First Reset Date.

	(b)	First Margin:	+1.83 per cent.
	(c)	Subsequent Margin:	Not applicable
	(d)	First Reset Date:	The Interest Payment Date falling on or about 14 October 2022
	(e)	Second Reset Date:	Not applicable
	(f)	Subsequent Reset Dates:	Not applicable
	(g)	Relevant Screen Page:	ISDAFIX2
	(h)	Mid-Swap Rate:	Single Mid-Swap Rate
	(i)	Mid-Swap Maturity:	5-year
	(j)	Reset Determination Date:	The day falling two Target Business Days prior to the First Reset Date
	(k)	Relevant Time:	11.00 a.m. Central European Time
24.		Floating Rate Provisions:	Not applicable
25.		Screen Rate Determination:	Not applicable
26.		ISDA Determination:	Not applicable
27.		FBF Determination:	Not applicable
28.		Zero Coupon Provisions:	Not applicable
29.		Index Linked Interest Provisions:	Not applicable
30.		Share Linked Interest Provisions:	Not applicable
31.		Inflation Linked Interest Provisions:	Not applicable
32.		Commodity Linked Interest Provisions:	Not applicable
33.		Fund Linked Interest Provisions:	Not applicable
34.		ETI Linked Interest Provisions:	Not applicable
35.		Foreign Exchange (FX) Rate Linked Interest Provisions:	Not applicable
36.		Underlying Interest Rate Linked Interest Provisions:	Not applicable
37.		Additional Business Centres (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):	Not applicable
38.		Final Redemption:	Calculation Amount x 100 per cent.
39.		Final Payout:	Not applicable
40.		Automatic Early Redemption:	Not applicable
41.		Issuer Call Option:	Applicable

(i)	Optional Redemption Date:	The Interest Payment Date falling on or about 14 October 2022
(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
42.	Noteholder Put Option:	Not applicable
43.	Aggregation:	Not applicable
44.	Index Linked Redemption Amount:	Not applicable
45.	Share Linked Redemption Amount:	Not applicable
46.	Inflation Linked Redemption Amount:	Not applicable
47.	Commodity Linked Redemption Amount:	Not applicable
48.	Fund Linked Redemption Amount:	Not applicable
49.	Credit Linked Notes:	Not applicable
50.	ETI Linked Redemption Amount:	Not applicable
51.	Foreign Exchange (FX) Rate Linked Redemption Amount:	Not applicable
52.	Underlying Interest Rate Linked Redemption Amount:	Not applicable
53.	Early Redemption Amount:	Calculation Amount x 100 per cent
54.	Provisions applicable to Physical Delivery:	Not applicable
55.	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
56.	Form 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.
57.	Financial Centres or other special provisions relating to Payment Days for the purposes of Condition 4(a):	Not applicable

58. Identification information of Holders: Not applicable
59. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): No
60. 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 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
61. Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made: Not applicable
62. Redenomination, renormalisation and reconventioning provisions: Not applicable
63. *Masse* (Condition 12 of the Terms and Conditions of the French Law Notes): Not applicable
64. Governing law: English law. Condition 2(b) is governed by French law.
65. Calculation Agent: BNP Paribas Securities Services
66. (i) If syndicated, names of Managers and underwriting commitments/quotas (material features) (specifying Lead Manager):
- Sole Bookrunner and Lead Manager:**
BNP Paribas UK Limited
(EUR 420,000,000)
- Joint Lead Managers:**
Barclays Bank PLC
(EUR 52,500,000)
Commerzbank Aktiengesellschaft
(EUR 52,500,000)
Danske Bank A/S
(EUR 52,500,000)
ING Bank N.V.
(EUR 52,500,000)
Société Générale
(EUR 105,000,000)
- Co-Lead Manager:**
The Toronto-Dominion Bank
(EUR 15,000,000)
- (ii) Stabilisation Manager (if any): BNP Paribas UK Limited
- (iii) If non-syndicated, name of relevant Dealer: Not applicable

67. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
68. Non exempt Offer: Not Applicable

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: _____ *Flaxoli*

Duly authorised

Véronique Flaxoli

PART B – OTHER INFORMATION

1. Listing and Admission to trading

- | | | |
|------|---|--|
| (i) | Listing and admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 14 October 2014. |
| (ii) | Estimate of total expenses related to admission to trading: | EUR 13,800 |

2. Ratings

- Ratings:
- The Notes are expected to be rated BBB by Standard & Poor's Credit Market Services France SAS ("**Standard & Poor's**"), Baa2 by Moody's Investors Service Ltd. ("**Moody's**") and A by Fitch France S.A.S. ("**Fitch France**").
- Each of Standard & Poor's, Moody's and Fitch France 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 any 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. Fixed Rate Notes only – Yield

- | | |
|----------------------|-----------------|
| Indication of yield: | 2.692 per cent. |
|----------------------|-----------------|
- As set out above, 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

Not applicable

6. Performance of Index/ Share/ Commodity/ Inflation/ Foreign Exchange Rate/ Fund/ Reference Entity/ Entities/ ETI Interest/ Underlying Interest Rate and Other Information concerning the Underlying Reference

Not applicable

7. OPERATIONAL INFORMATION

- | | | |
|-------|--|---|
| (i) | ISIN: | XS1120649584 |
| (ii) | Common Code: | 112064958 |
| (iii) | Any clearing systems other than Euroclear and Clearstream, Luxembourg approved by the Issuer and the Principal Paying Agent and the relevant identification numbers: | Not applicable |
| (iv) | Delivery: | Delivery against payment |
| (v) | Additional Paying Agents (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
8.	Public Offers	Not applicable
9.	Placing and Underwriting	Not applicable