

Final Terms dated 23 January 2017

BNP PARIBAS

(incorporated in France)

(the Issuer)

Issue of [Aggregate Nominal Amount available after the Offer Period]

Share Linked Redemption Notes due February 2022

relating to the ROYAL DUTCH SHELL PLC share

Series 18039

under the €90,000,000,000

Euro Medium Term Note Programme

(the Programme)

("17% Royal Dutch Shell Click Note 2017-2022")

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

- (a) in those Non-exempt Offer Jurisdictions mentioned in Paragraph 70 of Part A below, provided such person is a Dealer or 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
- (b) otherwise 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.

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 (the "**Conditions**") set forth under the sections entitled "Terms and Conditions of the English Law Notes", "Annex 1 - Additional Terms and Conditions for Payouts" and "Annex 3 - Additional Terms and Conditions for Share Linked Notes" in the Base Prospectus dated 9 December 2016 which received visa n° 16-575 from the *Autorité des marchés financiers* ("**AMF**") on 9 December 2016 which constitutes 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 and these Final Terms (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). The Base Prospectus and these Final Terms will also be available on the AMF website (www.amf-france.org). A copy of these Final Terms and the Base Prospectus will be sent free of charge by the Issuer to any investor requesting such documents. A summary of the Notes (which comprises the Summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms.

1. Issuer: BNP Paribas
2. (i) Series Number: 18039
(ii) Tranche Number: 1
3. Specified Currency: Euros ("**EUR**")
4. Aggregate Nominal Amount:
(i) Series: EUR [aggregate nominal amount available after the Offer Period]
(ii) Tranche: EUR [aggregate nominal amount available after the Offer Period]
5. Issue Price of Tranche: Expected to be between 100% and 101% of the Aggregate Nominal Amount, as determined by the Issuer after the Offer Period.
6. Minimum Trading Size: EUR 1,000
7. (i) Specified Denomination: EUR 1,000
(ii) Calculation Amount: EUR 1,000
8. Issue Date and Interest Commencement Date: 17 February 2017
9. Maturity Date: 17 February 2022 or if that is not a Business Day the immediately succeeding Business Day.
10. Form of Notes: Bearer
11. Interest Basis: Not applicable
12. Coupon Switch: Not applicable
13. Redemption/Payment Basis: Share Linked Redemption (See paragraph 45 below)
Payout Switch: Not applicable

- | | | |
|-----|---|------------------------|
| 14. | Change of Interest Basis or Redemption/Payment Basis: | Not applicable |
| 15. | Put/Call Options: | Not applicable |
| 16. | Exchange Rate: | Not applicable |
| 17. | Status of the Notes: | Senior Preferred Notes |
| 18. | Knock-in Event: | Applicable |

A Knock-in Event will occur if the Knock-in Value is less than the Knock-in Level on the relevant Knock-in Determination Day

- (i) SPS Knock-in Valuation:

Applicable

Knock-in Value means the Lowest Underlying Reference Value

Lowest Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Period, the lowest Underlying Reference Value for such Underlying Reference for all the SPS Valuation Dates in such SPS Valuation Period.

SPS Valuation Date means, in respect of these Knock-in provisions, the relevant Knock-in Determination Day.

SPS Valuation Period means the Knock-in Determination Period

Strike Price Closing Value: applicable

Underlying Reference is as set out in item 45(i) below

Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Closing Price in respect of such day.

Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

- (ii) Level:

Not applicable

	(iii)	Knock-in Level/Knock-in Range Level:	70%
	(iv)	Knock-in Period Beginning Date:	Strike Date
	(v)	Knock-in Period Beginning Date Convention:	Not applicable
	(vi)	Knock-in Determination Period:	The period beginning on (but excluding) the Knock-in Period Beginning Date and ending on (and including) the Knock-in Period Ending Date
	(vii)	Knock-in Determination Day(s):	Each Scheduled Trading Day in the Knock-in Determination Period
	(viii)	Knock-in Period Ending Date:	The Redemption Valuation Date
	(ix)	Knock-in Period Ending Date Day Convention:	Not applicable
	(x)	Knock-in Valuation Time:	Not applicable
	(xi)	Knock-in Observation Price Source:	Not applicable
	(xii)	Disruption Consequences:	Not applicable
19.		Knock-out Event:	Not applicable
20.		Method of distribution:	Non-syndicated
21.		Hybrid Securities:	Not applicable
22.		Interest:	Not applicable
23.		Fixed Rate Provisions:	Not applicable
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 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):

Not applicable

38. Final Redemption:

Final Payout

39. Final Payout:

SPS Payouts

AutoCallable Notes

Autocall Notes

Calculation Amount multiplied by:

A) If FR Barrier Value is greater than or equal to
the Final Redemption Condition Level:

Constant Percentage 1 + FR Exit Rate; or

B) If FR Barrier Value is less than the Final
Redemption Condition Level and no Knock-in
Event has occurred:

**Constant Percentage 2 + Coupon Airbag
Percentage; or**

C) If FR Barrier Value is less than the Final
Redemption Condition Level and a Knock-in
Event has occurred:

**Max (Constant Percentage 3 + Gearing x
Option; 0%).**

Where:

Constant Percentage 1 means 100%
with

FR Exit Rate means FR Rate

FR Rate means 85%

Constant Percentage 2 means 100%
with

Coupon Airbag Percentage means 0%

Constant Percentage 3 means 100%
with

Gearing means - (minus) 100%

Option means Put

Put means **Max (Strike Percentage – Final
Redemption Value; 0)**

Strike Percentage means 100%

Final Redemption Value means the Underlying Reference Value

Strike Price Closing Value: applicable

With

Closing Price means, in respect of the Underlying Reference and a Scheduled Trading Day, the official closing price of such Underlying Reference on such day as determined by the Calculation Agent, subject as provided in Share Linked Notes Condition 2.

Settlement Price Date means the Valuation Date

SPS Redemption Valuation Date means the Settlement Price Date

Valuation Date means as per Conditions

Underlying Reference is as set out in item 45(i) below

Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Closing Price in respect of such day.

Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

Final Redemption Condition means if FR Barrier Value is equal to or greater than the Final Redemption Condition Level on the SPS FR Barrier Valuation Date.

FR Barrier Value means the Underlying Reference Value

Final Redemption Condition Level means 100%

SPS FR Barrier Valuation Date means the Settlement Price Date

SPS Valuation Date means the SPS Redemption Valuation Date, the SPS FR Barrier Valuation Date, or the relevant Knock-in Determination Day, as applicable

40. Automatic Early Redemption: Applicable
- (i) Automatic Early Redemption Event: Standard Automatic Early Redemption Automatic Early Redemption Event 1: "greater than or equal to"
 - (ii) Automatic Early Redemption Valuation Time: Not applicable
 - (iii) Automatic Early Redemption Payout: SPS Automatic Early Redemption Payout:
NA x (AER Redemption Percentage + AER Exit Rate)

Where

AER Redemption Percentage means 100%

NA means Calculation Amount

SPS ER Valuation Date means the relevant Settlement Price Date

SPS Valuation Date means, for these Automatic Early Redemption provisions, SPS ER Valuation Date

Settlement Price Date means the relevant Observation Date

Strike Price Closing Value: applicable

Observation Date means the relevant Automatic Early Redemption Valuation Date as set out in item (iv) below.

Underlying Reference is as set out in item 45(i) below

(iv)	Automatic Early Redemption Date(s):	Each Automatic Early Redemption Date n (with n =1 to n=4)
n	AER1 Redemption Valuation Date	Automatic Early Redemption Date
		AER Rate
	1 12 February 2018	19 February 2018 17%
	2 11 February 2019	18 February 2019 34%
	3 10 February 2020	17 February 2020 51%
	4 10 February 2021	17 February 2021 68%
(v)	(A) Automatic Early Redemption Level 1:	100%
	(B] Automatic Early Redemption Level 2:	Not applicable
(vi)	Automatic Early Redemption Percentage:	Not applicable
(vii)	AER Rate:	As per item (iv) above
(viii)	AER Exit Rate:	AER Rate (as defined in item (iv) above)
(ix)	Automatic Early Redemption Valuation Date(s)/Period(s):	AER 1 Redemption Valuation Date n (with n=1 to n=4) as set out in the table in item (iv) above
(x)	Observation Price Source:	Not applicable
(xi)	Underlying Reference Level:	Not applicable
(xii)	SPS AER Valuation:	Applicable
		SPS AER Value 1: With SPS AER Value 1 being the Underlying Reference Value
(xiii)	AER Event 1 Underlyings:	Underlying Reference as per item 45(i) below
(xiv)	AER Event 2 Underlyings:	Not applicable
(xv)	AER Event 1 Basket:	Not applicable
(xvi)	AER Event 2 Basket:	Not applicable
41.	Issuer Call Option:	Not applicable
42.	Noteholder Put Option:	Not applicable
43.	Aggregation:	Not applicable
44.	Index Linked Redemption Amount:	Not applicable
45.	Share Linked Redemption Amount:	Applicable
(i)	Share(s)/Share Company/Basket Company/GDR/ADR:	For the purposes of the Conditions, the “ Underlying Reference ” or the “ Share ” is: ROYAL DUTCH SHELL PLC

	(ii) Relative Performance Basket:	Not applicable
	(iii) Share Currency:	EUR
	(iv) ISIN of Share(s):	GB00B03MLX29
	(v) Screen Page/Exchange Code:	Screen Page means Bloomberg: RDSA NA Equity
	(vi) Strike Date:	10 February 2017
	(vii) Averaging:	Averaging does not apply to the Notes.
	(viii) Redemption Valuation Date:	10 February 2022
	(ix) Observation Date(s):	Not applicable
	(x) Observation Period:	Not applicable
	(xi) Exchange Business Day:	(Single Share Basis)
	(xii) Scheduled Trading Day:	(Single Share Basis)
	(xiii) Exchange(s):	The relevant Exchange is Euronext Amsterdam.
	(xiv) Related Exchange(s):	All Exchanges
	(xv) Weighting:	Not applicable
	(xvi) Valuation Time:	Scheduled Closing Time
	(xvii) Share Correction Period:	As per Conditions
	(xviii) Optional Additional Disruption Events:	(a) The following Optional Additional Disruption Events apply to the Notes: -Insolvency Filing
	Trade Date	10 February 2017
		(b) Delayed Redemption on the Occurrence of Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable
	(xix) Market Disruption:	Specified Maximum Days of Disruption will be equal to 3 (three)
	(xx) Tender Offer:	Applicable
	(xxi) Delayed Redemption on the Occurrence of an Extraordinary Event:	Not applicable
	(xxii) Listing Change:	Not applicable
	(xxiii) Listing Suspension:	Not applicable
	(xxiv) Illiquidity:	Not applicable
	(xxv) CSR Event:	Not applicable
46.	Inflation Linked Redemption Amount:	Not applicable
47.	Commodity Linked Redemption Amount:	Not applicable
48.	Fund Linked Redemption Amount:	Not applicable

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| 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(s): | Market Value less Costs |
| 54. | Provisions applicable to Physical Delivery: | Physical Delivery Option 3 |
| (i) | The Entitlement in relation to each Note is: | The Entitlement Amount in relation to each Note is: |

Delivery of the Underlying: applicable

NA x Redemption Payout / (Underlying Reference Closing Price Value (i) x FX(i))

FX(i) means the relevant Underlying Reference FX Level(i) on the relevant SPS Valuation Date (or if that is not a Business Day the immediately succeeding Business Day)

FX (k,i) means the relevant Underlying Reference FX Level on the relevant SPS Valuation Date (or if that is not a Business Day the immediately succeeding Business Day)

NA means Calculation Amount

Number (k,i) is equal to the Entitlement Amount for the relevant Underlying Reference (k) and SPS Valuation Date (i)

Redemption Payout means Final Payout as set out in item 39 above

Rounding and Residual Amount means that the Entitlement Amount will be rounded down to the nearest unit of each Relevant Asset capable of being delivered and in lieu thereof the Issuer will pay an amount equal to:

$$NA \times \text{Redemption Payout} - \sum_{k=1}^{K} \text{Number (k, i)} * \text{FX}_{(k,i)} * \text{Underlying Reference Closing Price Value}_{(k,i)}$$

Settlement Currency means the settlement currency for payment of the Cash Settlement Amount, or as the case, may be, the Disruption Cash Settlement Price is Euro

(EUR).

Settlement Price Date means the Valuation Date

SPS Redemption Valuation Date means the Settlement Price Date

SPS Valuation Date means the SPS Redemption Valuation Date

Underlying Reference means as set out in item 45(i)

Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Closing Price in respect of such day.

Underlying Reference Closing Price Value (k,i) is the Underlying Reference Closing Price Value(i) on the relevant SPS Valuation Date in respect of the relevant Underlying Reference (k).

Underlying Reference FX Level means 1

Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

Valuation Date means as per Conditions

The Entitlement will be evidenced by delivery of the Entitlement to the securities account with the clearing system specified by clearing system(s), all in accordance with the rules, regulations and operating procedures of such clearing system(s).

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| (ii) Relevant Asset(s): | The “Share” or the “Underlying Reference”, as specified in item 45(i) above |
| (iii) Cut-Off Date: | As specified in Condition 4(b) of the Terms and Conditions of the English Law Notes. |
| (iv) Settlement Business Day(s): | If applicable, any day on which the clearing or settlement system relevant to the Underlying is open. |

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|------------|--|---|
| | (v) Delivery Agent: | BNP Paribas Arbitrage SNC |
| | (vi) Failure to Deliver due to Illiquidity: | 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. | CNY Payment Disruption Event: | Not applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|------------|---|---|
| 57. | 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. |
| 58. | Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a): | Not applicable |
| 59. | Identification information of Holders: | Not applicable |
| 60. | Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): | No |
| 61. | 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 |
| 62. | Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made: | Not applicable |
| 63. | Redenomination, renominatisation and reconventioning provisions: | Not applicable |
| 64. | <i>Masse</i> (Condition 12 of the Terms and Conditions of the French Law Notes): | Not applicable |
| 65. | Governing law: | English law |
| 66. | Calculation Agent: | BNP Paribas Arbitrage SNC (the " Calculation Agent ") |

DISTRIBUTION

67.	(i) If syndicated, names of Managers (specifying Lead Manager):	Not applicable
	(ii) Date of Subscription Agreement:	Not applicable
	(iii) Stabilisation Manager (if any):	Not applicable
	(iv) If non-syndicated, name of relevant Dealer:	BNP Paribas UK Limited
68.	Total commission and concession:	Not applicable
69.	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
70.	Non exempt Offer:	Applicable
	Non-exempt Offer Jurisdictions:	An offer of the Notes may be made by the Dealer (the " Initial Authorised Offeror ") and any additional financial intermediaries who have or obtained the Issuer's consent to use the Base Prospectus in connection with the Non-exempt Offer and who are identified on the Issuer's website at (https://ratesglobalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx) as an Authorised Offeror together with any financial intermediaries granted General Consent, being persons to whom the issuer has given consent, (the " Authorised Offerors ") other than pursuant to Article 3(2) of the Prospectus Directive in The Netherlands (the " Public Offer Jurisdiction ") during the Offer Period .
		See further Paragraph 7 of PART B below.
	Offer Period:	From (and including) 23 January 2017 until (and including) 10 February 2017 (or such other date as the Issuer determines as notified on or around such date).
	Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:	Wilgenhaege Capital Market B.V. Marktplein 47 2132 DA Hoofddorp The Netherlands
	General Consent:	Applicable
	Other Authorised Offeror Terms:	Not applicable
71.	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.

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: Mykalojus
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: | None |

2. Ratings

Ratings: The Notes to be issued have not been rated.

3. Interests of Natural and Legal Persons Involved in the Offer

Save for any 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. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- (i) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus
- (ii) Estimated net proceeds: EUR [Issue Price x Aggregate Nominal Amount]
- (iii) Estimated total expenses: Not applicable

5. 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

Share	Website	Relevant Screen Page
Royal Dutch Shell	www.shell.com	Bloomberg: RDSA NA equity

6. OPERATIONAL INFORMATION

- (i) ISIN: **XS1551236307**
- (ii) Common Code: **15512363**
- (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

7. Public Offers

Offer Price:	The Issue Price of the notes is expected to be 100% and 101% as determined by the Issuer and the Managers after the Offer Period in accordance with market conditions then prevailing including supply and demand for the Notes and other similar securities and the then current market price
Conditions to which the offer is subject:	<p>Offers of the Notes are conditional on their issue and on any additional conditions set out in the standard terms of business of the Authorised Offerors, notified to investors by such relevant Authorised Offerors.</p> <p>The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any reason, in accordance with the Authorised Offerors at any time on or prior to the Issue 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 Notes.</p>
Description of the application process:	<p>Application to subscribe for the Notes can be made in The Netherlands at the offices of the relevant Authorised Offeror. The distribution of the Notes will be carried out in accordance with Authorised Offeror's usual procedures notified to investors by such Authorised Offeror.</p> <p>Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription for the Notes.</p>
Details of the minimum and/or maximum amount of application:	The minimum amount of application per investor is: EUR 1,000
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 Notes:	The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. Investors will be notified by the relevant Authorised Offerors of their allocations of Notes and the settlement arrangements in respect thereof.
Manner and date in which results of the offers are to be made public:	The results of the offer of the Notes will be published as soon as possible via Euroclear and Clearstream, Luxembourg.
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 the indication whether dealing may begin before notification is made:	The Noteholders will be directly notified of the number of Notes which has been allotted to them as soon as possible after the Issue Date (See also above the manner and date in which results of the offer are to be made public).

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

There are no expenses or taxes charged to the subscriber or purchaser that the Issuer is aware of.

Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and a description of the main terms of their commitment:

None

8. Placing and Underwriting

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer and 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 70 of Part A above and identifiable in the Base Prospectus.

Name and address of any paying agents and depository agents in each country (in addition to the Principal Paying 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

ANNEX – SUMMARY OF THE NOTES

ISSUE SPECIFIC SUMMARY OF THE NOTES

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for this type of Notes and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of Notes, Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary explaining why it is not applicable.

Section A - Introduction and warnings

Element	Title	
A.1	Warning that the summary should be read as an introduction and provision as to claims	<ul style="list-style-type: none"> • This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms. In this summary, unless otherwise specified and except as used in the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP dated 9 December 2016 as supplemented from time to time. In the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP dated 9 December 2016. • Any decision to invest in any Notes should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms. • Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated. • No civil liability will attach to the Issuer in any such Member State solely on the basis of this summary, including any translation hereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the applicable Final Terms or it does not provide, when read together with the other parts of the Base Prospectus and the applicable Final Terms, key information (as defined in Article 2.1(s) of the Prospectus Directive) in order to aid investors when considering whether to invest in the Notes.
A.2	Consent as to use the Base Prospectus, period of validity and other conditions attached	<p><i>Consent:</i> Subject to the conditions set out below, the Issuer consents to the use of the Base Prospectus in connection with a Non-exempt Offer of Notes by the Dealers, Wilgenhaege Capital Market B.V., and each financial intermediary whose name is published on the Issuer's website (https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx) and identified as an Authorised Offeror in respect of the relevant Non-exempt Offer and any financial intermediary which is authorised to make such offers under applicable legislation implementing the</p>

		<p>Markets in Financial Instruments Directive (Directive 2004/39/EC) and publishes on its website the following statement (with the information in square brackets being duly completed with the relevant information):</p> <p><i>"We, [insert legal name of financial intermediary], refer to the offer of BNP PARIBAS EUR [aggregate nominal amount available after the Offer Period] Share Linked Redemption Note due February 2022, Series 18039, Isin XS1551236307, (17% ROYAL DUTCH SHELL PLC Clik Note 2017-2022)" (the "Notes") described in the Final Terms dated 23 January 2017 (the "Final Terms") published by BNP Paribas (the "Issuer"). In consideration of the Issuer offering to grant its consent to our use of the Base Prospectus (as defined in the Final Terms) in connection with the offer of the Notes in The Netherlands during the Offer Period and subject to the other conditions to such consent, each as specified in the Base Prospectus we hereby accept the offer by the Issuer in accordance with the Authorised Offeror Terms (as specified in the Base Prospectus), and confirm that we are using the Base Prospectus accordingly."</i></p> <p><i>Offer period:</i> The Issuer's consent referred to above is given for Non-exempt Offers of Notes during the offer period from and including 23 January 2017 to and including 10 February 2017 (the "Offer Period").</p> <p><i>Conditions to consent:</i> The conditions to the Issuer's consent (in addition to the conditions referred to above) are that such consent (a) is only valid during the Offer Period; and (b) only extends to the use of the Base Prospectus to make Non-exempt Offers of the relevant Tranche of Notes in The Netherlands.</p> <p>AN INVESTOR INTENDING TO PURCHASE OR PURCHASING ANY NOTES IN A NON-EXEMPT OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH NOTES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE OFFER IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING ARRANGEMENTS IN RELATION TO PRICE, ALLOCATIONS, EXPENSES AND SETTLEMENT. THE RELEVANT INFORMATION WILL BE PROVIDED BY THE AUTHORISED OFFEROR AT THE TIME OF SUCH OFFER.</p>
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Section B - Issuer

Element	Title	
B.1	Legal and commercial name of the Issuer	BNP Paribas (" BNPP " or the " Bank " or the " Issuer ").
B.2	Domicile/ legal form/ legislation/ country of incorporation	The Issuer was incorporated in France as a <i>société anonyme</i> under French law and licensed as a bank, having its head office at 16, boulevard des Italiens – 75009 Paris, France.
B.4b	Trend information	<p>Macroeconomic environment.</p> <p>Macroeconomic and market conditions affect the Bank's results. The nature of the Bank's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.</p> <p>In 2015, the global economic activity remained sluggish. Activity slowed down in emerging countries, while a modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the diminished economic growth in China, the fall in prices of energy and other commodities, and an initial tightening of US monetary policy in a context of resilient internal recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity¹ but with low growth prospects on the medium term in developed and emerging countries.</p> <p>In that context, two risks can be identified:</p> <p><i>Financial instability due to the vulnerability of emerging countries</i></p> <p>While the exposure of the BNP Paribas Group in emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group and potentially alter its results.</p> <p>In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first rate increase decided by the Federal Reserve in December 2015), as well as heightened financial volatility linked to the concerns regarding growth in emerging countries, have contributed to the stiffening of external financial conditions, capital outflows, further currency depreciations in numerous emerging countries and an increase in risks for banks. This could lead to the downgrading of sovereign ratings.</p> <p>Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit offering, and chaotic de-leveraging) that would affect all banking institutions.</p>

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

	<p><i>Systemic risks related to economic conditions and market liquidity</i></p> <p>The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.</p> <p>Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.</p> <p>Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.</p> <p>Laws and regulations applicable to financial institutions.</p> <p>Recent and future changes in the laws and regulations applicable to financial institutions may have a significant impact on the Bank. Measures that were recently adopted or which are (or whose application measures are) still in draft format, that have or are likely to have an impact on the Bank notably include:</p> <ul style="list-style-type: none"> - the structural reforms comprising the French banking law of 26 July 2013 requiring that banks create subsidiaries for or segregate "speculative" proprietary operations from their traditional retail banking activities, the "Volcker rule" in the US which restricts proprietary transactions, sponsorship and investment in private equity funds and hedge funds by US and foreign banks, and expected potential changes in Europe; - regulations governing capital: CRD IV/CRR the international standard for total loss-absorbing capacity ("TLAC") and the Bank's designation as a financial institution that is of systemic importance by the Financial Stability Board; - the European Single Supervisory Mechanism and the ordinance of 6 November 2014; - the Directive of 16 April 2014 related to deposit guarantee schemes and its delegation and implementing decrees, the Directive of 15 May 2014 establishing a Bank Recovery and Resolution framework, the Single Resolution Mechanism establishing the Single Resolution Council and the Single Resolution Fund; - the U Final Rule by the US Federal Reserve imposing tighter prudential rules on the US transactions of large foreign banks, notably the obligation to create a separate intermediary holding company in the US (capitalised and subject to regulation) to house their US subsidiaries; - the new rules for the regulation of over-the-counter derivative activities pursuant to Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act, notably margin requirements for uncleared derivative products and the derivatives of securities traded by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants, and the rules of the US Securities and Exchange Commission which require the registration of banks and major swap participants active on derivatives
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		<p>markets and transparency and reporting on derivative transactions;</p> <p>– the new MiFID and MiFIR, and European regulations governing the clearing of certain over-the-counter derivative products by centralised counterparties and the disclosure of securities financing transactions to centralised bodies.</p> <p>Cyber risk</p> <p>In recent years, financial institutions have been impacted by a number of cyber incidents, notably involving large-scale alterations of data which compromise the quality of financial information. This risk remains today and the Bank, like other banks, has taken measures to implement systems to deal with cyber attacks that could destroy or damage data and critical systems and hamper the smooth running of its operations. Moreover, the regulatory and supervisory authorities are taking initiatives to promote the exchange of information on cyber security and cyber criminality in order to improve the security of technological infrastructures and establish effective recovery plans after a cyber incident.</p>	
B.5	Description of the Group	BNPP, Europe's leading provider of banking and financial services, has four domestic retail banking markets in Europe, namely in Belgium, France, Italy and Luxembourg. It is present in 74 countries and has more than 189,000 employees, including close to 147,000 in Europe. BNPP is the parent company of the BNP Paribas Group (together the "BNPP Group").	
B.9	Profit forecast or estimate	Not applicable, as there are no profit forecasts or estimates made in respect of the Bank in the Base Prospectus to which this Summary relates.	
B.10	Audit report qualifications	Not applicable, there are no qualifications in any audit report on the historical financial information included in the Base Prospectus.	
B.12	Selected historical key financial information:		
	Comparative Annual Financial Data – In millions of EUR		
		31/12/2015	31/12/2014*
		(audited)	(audited)
	Revenues	42,938	39,168
	Cost of risk	(3,797)	(3,705)
	Net income, Group share	6,694	157
		31/12/2015	31/12/2014*
	Common equity Tier 1 Ratio (Basel 3 fully loaded, CRD 4)	10.9%	10.3%
		31/12/2015	31/12/2014*
		(audited)	(audited)
Total consolidated balance sheet	1,994,193	2,077,758	
Consolidated loans and receivables due from customers	682,497	657,403	
Consolidated items due to customers	700,309	641,549	

Shareholders' equity (Group share)	96,269	89,458
<i>* Restated according to the IFRIC 21 interpretation.</i>		
Comparative Interim Financial Data for the six-month period ended 30 June 2016 – In millions of EUR		
	1H16 (unaudited)	1H15 (unaudited)
Revenues	22,166	22,144
Cost of Risk	(1,548)	(1,947)
Net income, Group share	4,374	4,203
	30/06/2016	31/12/2015
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	11.1%	10.9%
	30/06/2016 (unaudited)	31/12/2015 (audited)
Total consolidated balance sheet	2,171,989	1,994,193
Consolidated loans and receivables due from customers	693,304	682,497
Consolidated items due to customers	725,596	700,309
Shareholders' equity (Group share)	97,509	96,269
Comparative Interim Financial Data for the nine-month period ended 30 September 2016 – In millions of EUR		
	9M16 (unaudited)	9M15 (unaudited)
Revenues	32,755	32,489
Cost of Risk	(2,312)	(2,829)
Net income, Group share	6,260	6,029
	30/09/2016	31/12/2015
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	11.4%	10.9%
	30/09/2016 (unaudited)	31/12/2015 (audited)
Total consolidated balance sheet	2,173,877	1,994,193
Consolidated loans and receivables due from customers	690,082	682,497
Consolidated items due to customers	741,897	700,309
Shareholders' equity (Group share)	98,711	96,269

Statements of no significant or material adverse change		
There has been no significant change in the financial or trading position of the BNPP Group since 30 June 2016 (being the end of the last financial period for which interim financial statements have been published). There has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published).		
B.13	Events impacting the Issuer's solvency	Not applicable, as at 9 December 2016 and to the best of the Issuer's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency since 30 June 2016.
B.14	Dependence upon other group entities	<p>Subject to the following paragraph, BNPP is not dependent upon other members of the BNPP Group.</p> <p>In April 2004, BNP Paribas SA began outsourcing IT Infrastructure Management Services to the BNP Paribas Partners for Innovation (BP²I) joint venture set up with IBM France at the end of 2003. BP²I provides IT Infrastructure Management Services for BNP Paribas SA and several BNP Paribas subsidiaries in France (including BNP Paribas Personal Finance, BP2S, and BNP Paribas Cardiff), Switzerland, and Italy. In mid-December 2011 BNP Paribas renewed its agreement with IBM France for a period lasting until end-2017. At the end of 2012, the parties entered into an agreement to gradually extend this arrangement to BNP Paribas Fortis as from 2013.</p> <p>BP²I is under the operational control of IBM France. BNP Paribas has a strong influence over this entity, which is 50/50 owned with IBM France. The BNP Paribas staff made available to BP²I make up half of that entity's permanent staff, its buildings and processing centres are the property of the Group, and the governance in place provides BNP Paribas with the contractual right to monitor the entity and bring it back into the Group if necessary.</p> <p>ISFS, a fully-owned IBM subsidiary, handles IT Infrastructure Management for BNP Paribas Luxembourg.</p> <p>BancWest's data processing operations are outsourced to Fidelity Information Services. Cofinoga France's data processing is outsourced to SDDC, a fully-owned IBM subsidiary.</p> <p>See also Element B.5 above.</p>
B.15	Principal activities	<p>BNP Paribas holds key positions in its two main businesses:</p> <ul style="list-style-type: none"> • Retail Banking and Services, which includes: <ul style="list-style-type: none"> • Domestic Markets, comprising: <ul style="list-style-type: none"> • French Retail Banking (FRB), • BNL banca commerciale (BNL bc), Italian retail banking, • Belgian Retail Banking (BRB), • Other Domestic Markets activities, including Luxembourg Retail Banking (LRB); • International Financial Services, comprising: <ul style="list-style-type: none"> • Europe-Mediterranean,

		<ul style="list-style-type: none"> • BancWest; • Personal Finance; • Insurance • Wealth and Asset Management • Corporate and Institutional Banking (CIB), which includes: <ul style="list-style-type: none"> • Corporate Banking, • Global Markets, • Securities Services.
B.16	Controlling Shareholders	None of the existing shareholders controls, either directly or indirectly, BNPP. As at 30 June 2016, the main shareholders are Société Fédérale de Participations et d'Investissement (" SFPI ") a <i>public-interest société anonyme</i> (public limited company) acting on behalf of the Belgian government holding 10.2% of the share capital, BlackRock Inc. holding 5.0% of the share capital and Grand Duchy of Luxembourg holding 1.0% of the share capital. To BNPP's knowledge, no shareholder other than SFPI and BlackRock Inc. owns more than 5% of its capital or voting rights.
B.17	Solicited credit ratings	<p>BNPP's long-term credit ratings are A with a stable outlook (Standard & Poor's Credit Market Services France SAS), A1 with a stable outlook (Moody's Investors Service Ltd.), A+ with a stable outlook (Fitch France S.A.S.) and AA (low) with a stable outlook (DBRS Limited) and BNPP's short-term credit ratings are A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's Investors Service Ltd.), F1 (Fitch France S.A.S.) and R-1 (middle) (DBRS Limited).</p> <p>The Notes have not been rated.</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time.</p>

Section C – Notes

Element	Title	
C.1	Type and class of Notes/ISIN	<p>The Notes are issued in Series. The Series Number of the Notes is 18039. The Tranche number is 1.</p> <p>The ISIN is: XS1551236307.</p> <p>The Common Code is: 155123630.</p> <p>The Notes are either cash settled Notes or physically settled Notes.</p>
C.2	Currency	The currency of this Series of Notes is euro (EUR).
C.5	Restrictions on free transferability	The Notes will be freely transferable, subject to the offering and selling restrictions in <i>Subscription and Sale</i> and under the Prospectus Directive and the laws of any jurisdiction in which the relevant Notes are offered or sold.

C.8	Rights attaching to the Notes	<p>Notes issued under the Programme will have terms and conditions relating to, among other matters:</p> <p>Status and Subordination (Ranking)</p> <p>The Notes are Senior Notes.</p> <p>Senior Notes and (if applicable) the relative Coupons constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer and rank and will rank <i>pari passu</i> among themselves and at least <i>pari passu</i> with all other direct, unconditional, unsecured and unsubordinated indebtedness of the Issuer (save for statutorily preferred exceptions).</p> <p>Negative pledge</p> <p>The terms of the Notes will not contain a negative pledge provision.</p> <p>Events of Default</p> <p>The terms of the Senior Notes will contain events of default including non-payment, non-performance or non-observance of the Issuer's obligations in respect of the Notes and the insolvency or winding up of the Issuer.</p> <p>Meetings</p> <p>The terms of the Notes will contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p> <p>Taxation</p> <p>All payments in respect of Notes will be made without deduction for or on account of withholding taxes imposed by France or any political subdivision or any authority thereof or therein having power to tax unless such deduction or withholding is required by law. In the event that any such deduction is made, the Issuer will, save in certain limited circumstances, be required to pay additional amounts to cover the amounts so deducted.</p> <p>Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment, but without prejudice to the provisions of Condition 6 of the Terms and Conditions of the English Law Notes and Condition 6 of the Terms and Conditions of the French Law Notes, as the case may be, (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "Code") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or (without prejudice to the provisions of Condition 6 of the Terms and Conditions of the English Law Notes and Condition 6 of the Terms and Conditions of the French Law Notes, as the case may be) any law implementing an intergovernmental approach thereto, and (iii) any withholding or deduction required</p>
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		<p>pursuant to Section 871(m) of the Code.</p> <p>Governing law</p> <p>This Series of Notes is governed by English law.</p>
C.9	Interest/Redemption	<p>Interest</p> <p>The Notes do not bear or pay interest.</p> <p>Redemption</p> <p>Unless previously redeemed, each Note will be redeemed on the Maturity Date as set out in Element C.18.</p> <p>The Notes may be redeemed early for tax reasons at the Early Redemption Amount calculated in accordance with the Conditions.</p> <p>Representative of Noteholders</p> <p>No representative of the Noteholders has been appointed by the Issuer.</p> <p>Please also refer to item C.8 above for rights attaching to the Notes.</p>
C.10	Derivative component in the interest payment	Not Applicable
C.11	Admission to Trading	The Notes are not intended to be admitted to trading on any market.
C.15	How the value of the investment in derivative securities is affected by the value of the underlying assets	<p>The amount payable in respect of amount payable and/or assets deliverable on redemption are calculated by reference to a share:</p> <p>ROYAL DUTCH SHELL PLC (Bloomberg: RDSA NA Equity)</p> <p>(the “Share” or the “Underlying Reference”).</p> <p>See item C.9 above and C.18 below.</p>
C.16	Maturity	The Maturity Date of the Notes is 17 February 2022.
C.17	Settlement Procedure	<p>This Series of Notes is either cash or physically settled.</p> <p>The Issuer does not have the option to vary settlement.</p>

<p>C.18</p>	<p>Return on derivative securities</p>	<p>See Element C.8 above for the rights attaching to the Notes.</p> <p>Final Redemption</p> <p>Unless previously redeemed or purchased and cancelled, each Note will be redeemed by the Issuer on the Maturity Date at the Final Redemption Amount equal to the Final Payout or by delivery of the Entitlement Amount, being the quantity of Shares (the "Relevant Assets") equal to the Entitlement Amount.</p> <p>Final Payouts</p> <p>Auto-callable Notes: fixed term notes that include an automatic early redemption feature. The return is linked to the performance of the Underlying Reference, calculation being based on various mechanisms (including knock-in features). There is partial capital protection.</p> <p>Autocall Notes</p> <p>Calculation Amount multiplied by:</p> <p>A) If FR Barrier Value is greater than or equal to the Final Redemption Condition Level: 185%; or</p> <p>B) If FR Barrier Value is less than the Final Redemption Condition Level and no Knock-in Event has occurred: 100%; or</p> <p>C) If FR Barrier Value is less than the Final Redemption Condition Level and a Knock-in Event has occurred: Max (100%, Final Redemption Value).</p> <p>Calculation Amount means EUR 1,000</p> <p>Final Redemption Condition Level means 100%</p> <p>Final Redemption Value means the Underlying Reference Value</p> <p>FR Barrier Value means the Underlying Reference Value</p> <p>With</p> <p>Knock-in Event is applicable</p> <p>Knock-in Event means that the Knock-in Value is less than the Knock-in Level on the relevant Knock-in Determination Day</p>
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		<p>Knock-in Determination Day means each Scheduled Trading Day in the Knock-in Determination Period</p> <p>Knock-in Determination Period means the period beginning on (but excluding) the Strike Date and ending on (and including) the Redemption Valuation Date.</p> <p>Knock-in Level means 70%</p> <p>Knock-in Value means the Lowest Underlying Reference Value</p> <p>Lowest Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Period, the lowest Underlying Reference Value for such Underlying Reference for all the SPS Valuation Dates in such SPS Valuation Period.</p> <p>Redemption Valuation Date means 10 February 2022</p> <p>Settlement Price Date means the Valuation Date</p> <p>SPS FR Barrier Valuation Date means the Settlement Price Date</p> <p>SPS Knock-in Valuation is applicable</p> <p>SPS Redemption Valuation Date means the Redemption Valuation Date</p> <p>SPS Valuation Date means the SPS Redemption Valuation Date, the SPS FR Barrier Valuation Date or the relevant Knock-in Determination Day, as applicable.</p> <p>SPS Valuation Period means the Knock-in Determination Period</p> <p>Strike Price Closing Value: applicable</p> <p>Valuation Date means the Redemption Valuation Date</p> <p>Strike Date means 10 February 2017</p> <p>Underlying Reference as set out in C.18 above</p> <p>Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Closing Price in respect of such day</p> <p>Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.</p> <p>Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.</p> <p>Calculation Agent means BNP Paribas Arbitrage S.N.C.</p>
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	<p>Closing Price means, in respect of the Underlying Reference and a Scheduled Trading Day, the official closing price of such Underlying Reference on such day as determined by the Calculation Agent, subject to Share Linked Notes Condition 2.</p> <p>Scheduled Trading Day means any day on which the relevant Exchange and the relevant Related Exchange are scheduled to be open for trading during their respective regular trading session(s).</p> <p>Entitlement Amount</p> <p>Delivery of the Underlying</p> <p>NA x Redemption Payout / (Underlying Reference Closing Price Value (i) x FX(i))</p> <p>If a Knock-in Event has occurred, no Final Redemption Amount will be payable and physical delivery of the Entitlement Amount will apply.</p> <p>Where</p> <p>Business Day means a day which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) and a day on which the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET2) System (the “TARGET2 Settlement Day”) is open.</p> <p>FX(i) means the relevant Underlying Reference FX Level(i) on the relevant SPS Valuation Date (or if that is not a Business Day the immediately succeeding Business Day)</p> <p>FX (k,i) means the relevant Underlying Reference FX Level on the relevant SPS Valuation Date (or if that is not a Business Day the immediately succeeding Business Day)</p> <p>NA means Calculation Amount</p> <p>Number (k,i) is equal to the Entitlement Amount for the relevant Underlying Reference (k) and SPS Valuation Date (i)</p> <p>Redemption Payout means Final Payout as set out in above</p> <p>Relevant Asset means the Underlying Reference</p> <p>Rounding and Residual Amount means that the Entitlement Amount will be rounded down to the nearest unit of each Relevant Asset capable of being delivered and in lieu thereof the Issuer will pay an amount equal to:</p> <p>$NA \times \text{Redemption Payout} - \sum_{k=1}^K \text{Number (k, i)} * \text{FX}_{(k,i)} * \text{Underlying Reference Closing Price Value}_{(k,i)}$</p>
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		<p>SPS Valuation Date is as defined under Final Payout above</p> <p>Underlying Reference Closing Price Value (k,i) is the Underlying Reference Closing Price Value(i) on the relevant SPS Valuation Date in respect of the relevant Underlying Reference (k).</p> <p>Underlying Reference FX Level means 1</p> <p>The Entitlement Amount will be rounded down to the nearest unit of each Relevant Asset capable of being delivered and in lieu thereof the Issuer will pay an amount equal to the Rounding and Residual Amount.</p> <p>Automatic Early Redemption</p> <p>If on any Automatic Early Redemption Valuation Date an Automatic Early Redemption Event occurs, the Notes will be redeemed early at the Automatic Early Redemption Amount on the Automatic Early Redemption Date.</p> <p>The Automatic Early Redemption Amount in respect of each nominal amount of Notes equal to the Calculation Amount will be equal to the Automatic Early Redemption payout:</p> <p>Automatic Early Redemption Payouts</p> <p>SPS Automatic Early Redemption Payout</p> <div style="border: 1px solid black; padding: 5px;"> <p>NA X (100% + AER Exit Rate)</p> <p>with</p> <p>Automatic Early Redemption Event means, if on any Automatic Early Redemption Valuation Date the SPS AER Value 1 is equal to or greater than the Automatic Early Redemption Level 1 on the relevant AER Redemption Valuation Date</p> <p>Automatic Early Redemption Level 1 means 100%</p> <p>AER Exit Rate means AER Rate as set out in the table below</p> <p>Automatic Early Redemption Valuation Date n (with n, n=1 to n=4) or AER 1 Redemption Valuation Date n (with n, n=1 to n=4) is as set out in the table below</p> </div>
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Automatic Early Redemption Date n (with n, n=1 to n=4) is as set out in the table below

n	AER 1 Redemption Valuation Date	Automatic Early Redemption Date	AER Rate
1	12 February 2017	19 February 2017	17%
2	11 February 2018	18 February 2018	34%
3	10 February 2019	17 February 2019	51%
4	10 February 2020	17 February 2020	68%

NA means Calculation Amount

Observation Date means the relevant Automatic Early Redemption Valuation Date

Settlement Price Date means the relevant Observation Date

SPS Valuation Date means the relevant SPS ER Valuation Date

SPS AER Value 1 means the Underlying Reference Value

SPS AER Valuation: applicable

SPS ER Valuation Date means the relevant Settlement Price Date

Strike Date means 10 February 2017

Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Closing Price in respect of such day

Underlying Reference Strike Price means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

Underlying Reference Value means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

The above provisions are subject to adjustment as provided in the conditions of the Notes to take into account events in relation to the Underlying Reference or the Notes. This may lead to adjustments being made to the Notes or, in some cases, the Notes being terminated early at an early redemption amount (see item C.9).

C.19	Final reference price of the Underlying	The final reference price of the underlying will be determined in accordance with the valuation mechanics set out in Element C.18 above.
C.20	Underlying	The Underlying Reference specified in Element C.15 above. Information on the Underlying Reference can be obtained from relevant screen page Bloomberg RDA NA Equity.

Section D- Risks

Element	Title	
D.2	Key risks regarding the Issuer	<p>Potential investors should have sufficient knowledge and experience in capital markets transactions and should be able to correctly assess the risks associated with Notes. Certain risk factors may affect the Issuer's ability to fulfil its obligations under the Notes, some of which are beyond its control. An investment in Notes presents certain risks that should be taken into account before any investment decision is made. In particular, the Issuer, together with the BNPP Group is exposed to the risks associated with its activities, as described below:</p> <p>Eleven main categories of risk are inherent in BNPP's activities:</p> <p>(1) <i>Credit Risk</i> – Credit risk is the potential that a bank borrower or counterparty will fail to meet its obligations in accordance with agreed terms. The probability of default and the expected recovery on the loan or receivable in the event of default are key components of the credit quality assessment;</p> <p>(2) <i>Counterparty Credit Risk</i> – Counterparty credit risk is the credit risk embedded in payment or transactions between counterparties. Those transactions include bilateral contracts such as over-the-counter (OTC) derivatives contracts which potentially expose the Bank to the risk of counterparty default, as well as contracts settled through clearing houses. The amount of this risk may vary over time in line with changing market parameters which then impacts the replacement value of the relevant transactions or portfolio;</p> <p>(3) <i>Securitisation</i> – Securitisation means a transaction or scheme, whereby the credit risk associated with an exposure or pool of exposures is tranced, having the following characteristics:</p> <ul style="list-style-type: none"> • payments made in the transaction or scheme are dependent upon the performance of the exposure or pool of exposures; • the subordination of tranches determines the distribution of losses during the life of the risk transfer. <p>Any commitment (including derivatives and liquidity lines) granted to a securitisation operation must be treated as a securitisation exposure. Most of these commitments are held in the prudential banking book;</p> <p>(4) <i>Market Risk</i> – Market risk is the risk of incurring a loss of value due to adverse trends in market prices or parameters, whether directly observable or not.</p> <p>Observable market parameters include, but are not limited to, exchange rates, prices of securities and commodities (whether listed or obtained by reference to a similar asset), prices of derivatives, and other parameters that can be directly inferred from them, such as interest rates, credit spreads, volatilities and implied correlations or other similar parameters.</p>

		<p>Non-observable factors are those based on working assumptions such as parameters contained in models or based on statistical or economic analyses, non-ascertainable in the market.</p> <p>In fixed income trading books, credit instruments are valued on the basis of bond yields and credit spreads, which represent market parameters in the same way as interest rates or foreign exchange rates. The credit risk arising on the issuer of the debt instrument is therefore a component of market risk known as issuer risk.</p> <p>Liquidity is an important component of market risk. In times of limited or no liquidity, instruments or goods may not be tradable or may not be tradable at their estimated value. This may arise, for example, due to low transaction volumes, legal restrictions or a strong imbalance between demand and supply for certain assets.</p> <p>The market risk related to banking activities encompasses the risk of loss on equity holdings on the one hand, and the interest rate and foreign exchange risks stemming from banking intermediation activities on the other hand;</p> <p>(5) <i>Operational Risk</i> – Operational risk is the risk of incurring a loss due to inadequate or failed internal processes, or due to external events, whether deliberate, accidental or natural occurrences. Management of operational risk is based on an analysis of the "cause – event – effect" chain.</p> <p>Internal processes giving rise to operational risk may involve employees and/or IT systems. External events include, but are not limited to floods, fire, earthquakes and terrorist attacks. Credit or market events such as default or fluctuations in value do not fall within the scope of operational risk.</p> <p>Operational risk encompasses fraud, human resources risks, legal risks, non-compliance risks, tax risks, information system risks, conduct risks (risks related to the provision of inappropriate financial services), risk related to failures in operating processes, including loan procedures or model risks, as well as any potential financial implications resulting from the management of reputation risks;</p> <p>(6) <i>Compliance and Reputation Risk</i> – Compliance risk as defined in French regulations as the risk of legal, administrative or disciplinary sanctions, of significant financial loss or reputational damage that a bank may suffer as a result of failure to comply with national or European laws and regulations, codes of conduct and standards of good practice applicable to banking and financial activities, or instructions given by an executive body, particularly in application of guidelines issued by a supervisory body.</p> <p>By definition, this risk is a sub-category of operational risk. However, as certain implications of compliance risk involve more than a purely financial loss and may actually damage the institution's reputation, the Bank treats compliance risk separately.</p>
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D.3	Key risks regarding the Notes	<p>In addition to the risks relating to the Issuer (including the default risk) that may affect the Issuer's ability to fulfil its obligations under the Notes, there are certain factors which are material for the purposes of assessing the market risks associated with Notes issued under the Programme, including:</p> <p><i>Market Risks</i></p> <p>the Notes are unsecured obligations;</p> <p>the trading price of the Notes is affected by a number of factors including, but not limited to, (in respect of Notes linked to an Underlying Reference) the price of the relevant Underlying Reference(s) and volatility and such factors mean that the trading price of the Notes may be below the Final Redemption Amount or value of the Entitlement;</p> <p>exposure to the Underlying Reference in many cases will be achieved by the Issuer entering into hedging arrangements and, in respect of Notes linked to an Underlying Reference, potential investors are exposed to the performance of these hedging arrangements and events that may affect the hedging arrangements and consequently the occurrence of any of these events may affect the value of the Notes;</p> <p><i>Noteholder Risks</i></p> <p>the Notes may have a minimum trading amount and if, following the transfer of any Notes, a Noteholder holds fewer Notes than the specified minimum trading amount, such Noteholder will not be permitted to transfer their remaining Notes prior to redemption without first purchasing enough additional Notes in order to hold the minimum trading amount;</p> <p>the meetings of Noteholders provisions permit defined majorities to bind all Noteholders;</p> <p>in certain circumstances Noteholders may lose the entire value of their investment;</p> <p><i>Issuer Risk</i></p> <p>a reduction in the rating, if any, accorded to outstanding debt securities of the Issuer by a credit rating agency could result in a reduction in the trading value of the Notes;</p> <p>certain conflicts of interest may arise (see Element E.4 below);</p> <p><i>Legal Risks</i></p> <p>settlement may be postponed following the occurrence or existence of a Settlement Disruption Event and, in these circumstances, the Issuer may pay a Disruption Cash Settlement Price (which may be less than the fair market value of the Entitlement) in lieu of delivering the</p>

		<p>Entitlement;</p> <p>the occurrence of an additional disruption event or optional additional disruption event may lead to an adjustment to the Notes, or early redemption or may result in the amount payable on scheduled redemption being different from the amount expected to be paid at scheduled redemption and consequently the occurrence of an additional disruption event and/or optional additional disruption event may have an adverse effect on the value or liquidity of the Notes;</p> <p>the Notes may be redeemed in the case of illegality or impracticability and such redemption may result in an investor not realising a return on an investment in the Notes;</p> <p>any judicial decision or change to an administrative practice or change to English law or French law, as applicable, after the date of the Base Prospectus could materially adversely impact the value of any Notes affected by it;</p> <p>at the commencement of the offer period, the issue price will not be known but the Final Terms will specify an indicative range. Prospective investors are required to make their decision to purchase the Notes on the basis of that indicative range prior to the actual issue price which will apply to the Notes being notified to them. Notice of the actual rate, level or percentage, as applicable, will be published in the same manner as the publication of the Final Terms;</p> <p><i>Secondary Market Risks</i></p> <p>an active secondary market may never be established or may be illiquid and that this may adversely affect the value at which an investor may sell its Notes (investors may suffer a partial or total loss of the amount of their investment);</p> <p>the trading market for Notes may be volatile and may be adversely impacted by many events;</p> <p><i>Risks Relating to Underlying Reference Asset(s)</i></p> <p>In addition, there are specific risks in relation to Notes which are linked to an Underlying Reference [(including Hybrid Notes)] and an investment in such Notes will entail significant risks not associated with an investment in a conventional debt security. Risk factors in relation to Underlying Reference linked Notes include:</p> <p>exposure to one or more share, similar market risks to a direct equity investment, global depositary receipt ("GDR") or American depositary receipt ("ADR"), potential adjustment events or extraordinary events affecting shares and market disruption or failure to open of an exchange which may have an adverse effect on the value and liquidity of the Notes</p> <p><i>Risks Relating to Specific Types of Notes</i></p> <p>The following risks are associated with SPS Notes</p> <p style="padding-left: 40px;">Auto-callable Notes</p> <p style="padding-left: 40px;">Investors may be exposed to a partial or total loss of their investment. The return on the Notes depends on the performance of the Underlying Reference(s) and the application of knock-in features. Auto-callable Notes include</p>
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		automatic early redemption mechanisms. If an automatic early redemption event occurs investors may be exposed to a partial loss of their investment.
D.6	Risk warning	In the event of the insolvency of the Issuer or if it is otherwise unable or unwilling to repay the Notes when repayment falls due, an investor may lose all or part of his investment in the Notes. In addition, investors may lose all or part of their investment in the Notes as a result of the terms and conditions of the Notes.

Section E - Offer

Element	Title	
E.2b	Reasons for the offer and use of proceeds	The net proceeds from the issue of the Notes will become part of the general funds of the Issuer. Such proceeds may be used to maintain positions in options or futures contracts or other hedging instruments.
E.3	Terms and conditions of the offer	This issue of Notes is being offered in a Non-Exempt Offer in The Netherlands. The issue price of the Notes is expected to be between 100% and 101 per cent. of their nominal amount (as determined by the Issuer after the Offer Period).
E.4	Interest of natural and legal persons involved in the issue/offer	Any Dealer and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its Affiliates in the ordinary course of business. Other than as mentioned above,, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer, including conflicting interests.
E.7	Expenses charged to the investor by the Issuer	No expenses are being charged to an investor by the Issuer.