

Final Terms dated 13 February 2015

BNP PARIBAS

(incorporated in France)

(the Issuer)

Issue of EUR 1,500,000,000 2.375 per cent. Subordinated Tier 2 Notes due 17 February 2025

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, 22 September 2014, 7 November 2014 and 6 February 2015, 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:	17172
	(ii) Tranche Number:	1
3.	Specified Currency:	Euro (" EUR ")
4.	Aggregate Nominal Amount:	
	(i) Series:	1,500,000,000
	(ii) Tranche:	1,500,000,000
5.	Issue Price of Tranche:	99.640 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:	17 February 2015
	(ii) Interest Commencement Date (if different from the Issue Date):	Not applicable
9.	Maturity Date:	17 February 2025
10.	Form of Notes:	Bearer
11.	Interest Basis:	2.375 per cent. per annum Fixed Rate (further particulars specified below)
12.	Coupon Switch:	Not applicable
13.	Redemption/Payment Basis:	Redemption at par
14.	Change of Interest Basis or	Not applicable

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Redemption/Payment Basis:

15.	Put/Call Options:	Not applicable
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 17 February 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:	17 February in each year
	(iii) Business Day Convention for Interest Period End Dates:	Not applicable
	(iv) Interest Payment Dates:	17 February in each year from and including 17 February 2016 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:	Not applicable
	(ix) Maximum Interest Rate:	Not applicable
	(x) Day Count Fraction:	Actual/Actual (ICMA)
	(xi) Determination Dates:	17 February in each year
	(xii) Accrual to Redemption:	Applicable
	(xiii) Rate of Interest:	Fixed Rate
	(xiv) Coupon Rate:	Not applicable
23.	Fixed Rate Provisions:	Applicable
	(i) Fixed Rate of Interest:	2.375 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii) Fixed Coupon Amounts:	EUR 23.75 per Calculation Amount
	(iii) Broken Amounts:	Not applicable
	(iv) Resettable Notes:	Not applicable
24.	Floating Rate Provisions:	Not applicable
25.	Screen Rate Determination:	Not applicable
26.	ISDA Determination:	Not applicable
27.	FBF Determination:	Not applicable

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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:	Not applicable
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	Not applicable

Physical Delivery Notes:

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| 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, renominatisation and reconventioning provisions: | Not applicable |
| 63. | <i>Masse</i> (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): | <p>Bookrunner and Lead Manager:
 BNP Paribas UK Limited
 (EUR 915,000,000)</p> <p>Lead Managers
 ABN AMRO Bank N.V.
 Banco Santander, S.A.
 Commerzbank Aktiengesellschaft
 ING Bank N.V., Belgium branch
 Lloyds Bank plc
 Natixis
 (EUR 97,500,000 each)</p> |
| | (ii) Stabilisation Manager (if any): | BNP Paribas UK Limited |

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| (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: VERONIQUE FLOXOLI

Duly authorised

PART B – OTHER INFORMATION

1. Listing and Admission to trading

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| (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 17 February 2015. |
| (ii) | Estimate of total expenses related to admission to trading: | EUR 12,000 |

2. Ratings

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| Ratings: | The Notes to be issued 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

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| Indication of yield: | 2.416 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

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|-------|--|---|
| (i) | ISIN: | XS1190632999 |
| (ii) | Common Code: | 119063299 |
| (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 | No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility |

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