

PRICING SUPPLEMENT (To product supplement dated May 10, 2017 and base prospectus dated May 5, 2017 as supplemented by prospectus supplement No. 1 dated August 2, 2017 and prospectus supplement No. 2 dated November 3, 2017)



BNP PARIBAS

U.S.\$1,500,000,000 Fixed Rate Senior Non Preferred Notes Due November 16, 2027

November 9, 2017

This Pricing Supplement should be read together with the accompanying product supplement dated May 10, 2017 (“Product Supplement”), and base prospectus dated May 5, 2017 as supplemented by prospectus supplement No. 1 dated August 2, 2017 and prospectus supplement No. 2 dated November 3, 2017 (together, the “Base Prospectus”, and together with the Product Supplement, the “Base Documents”) and the documents incorporated by reference therein. Terms used in this Pricing Supplement are described or defined in the Base Documents. The Senior Non Preferred Notes will have terms described in the Base Documents, as supplemented by this Pricing Supplement. If the terms described in this Pricing Supplement are different or inconsistent with those described in the Base Documents, the terms described in this Pricing Supplement will supersede. Before you decide to invest we urge you to read this Pricing Supplement together with the Base Documents, which can be accessed via the following uniform resource locator: <https://invest.bnpparibas.com/en/debts/senior-unsecured-debt-issues/usmnt-program>.

Issuer: BNP Paribas

Expected Rating of the Senior Non Preferred Notes: Baa1/A-/A+/A(High)*

Principal Amount: \$1,500,000,000.

Issue Price: 99.266% or \$1,488,990,000.

Pricing Date: November 9, 2017.

Issue Date: November 16, 2017.

Maturity Date: November 16, 2027.

Redemption Amount: 100% of the Principal Amount of the Senior Non Preferred Notes, plus accrued interest thereon.

Redemption: The Issuer may at any time redeem the Senior Non Preferred Notes in whole at their final redemption amount, together with accrued interest, upon the occurrence of a Withholding Tax Event or Gross-Up Event (subject to Condition 5(o) (*Conditions to redemption prior to the Maturity Date or substitution and variation of Senior Non Preferred Notes*)).

Call Option: None except as described under “Optional Redemption for Taxation Reasons”.

Status: Senior Non Preferred. See “Additional Information” below.

Substitution and Variation of Senior Non Preferred Notes: Subject to having given notice to the Fiscal and Paying Agent and the Noteholders, if a MREL/TLAC Disqualification Event has occurred and is continuing, the Issuer may, at its option, but subject to Condition 5(o) (*Conditions to redemption prior to the Maturity Date or substitution and variation of Senior Non Preferred Notes*), substitute all (but not some only) of the Senior Non Preferred Notes or vary the terms of all (but not some only) of the Senior Non Preferred Notes without any requirement for the consent or approval of the Noteholders, so that they become or remain Qualifying Notes.

Waiver of Set-Off: No Noteholder may at any time exercise or claim (and shall be deemed to have waived) any Set-Off Rights against any right, claim, or liability the Issuer has or may have or acquire against such Noteholder, directly or indirectly, howsoever arising.

No Events of Default: The terms of the Notes do not include events of default. However Noteholders may, upon written notice to the Fiscal and Paying Agent, cause the Notes to become due and payable, together with any accrued interest, as of the date on which said notice is received by the Fiscal and Paying Agent, in the event that an order is made or an effective decision is passed for the liquidation (*liquidation amiable ou liquidation judiciaire*) of the Issuer.

Type of Notes: Fixed Rate.

Type of Security: Senior Non Preferred Notes.

Rate of Interest: 3.500%.

Benchmark Yield and Note: 2.338%, U.S. Treasury 2.250% due August 15, 2027

Issue Yield: 3.588% per annum.

Issue Spread to Pricing Benchmark: 1.25%.

Interest Payment Date(s): November 16 and May 16 of each year, commencing on May 16, 2018, and ending on the Maturity Date.

Interest Calculation Period: The Interest Amount, if any, will be payable semi-annually in arrears on each Interest Payment Date. The first Interest Calculation Period will begin on, and include November 16, 2017 and end on, but exclude, the first Interest Payment Date. Subsequent Interest Calculation Periods will begin on, and include, the most recent Interest Payment Date and end on, but exclude, the next succeeding Interest Payment Date.

Regular Record Dates: With respect to each Interest Payment Date, the date that is one Business Day prior to such Interest Payment Date, whether or not that Interest Payment Date is a Business Day; provided that for an Interest Payment Date that is also the Maturity Date, the interest payable on that Interest Payment Date will be payable to the person to whom the principal is payable.

Statutory Write-Down or Conversion: By its acquisition of the Senior Non Preferred Notes, each Noteholder (which includes any current or future holder of a beneficial interest in the Notes) acknowledges, accepts, consents and agrees to be bound by the effect of the exercise of the Bail-In or Loss Absorption Power by a Relevant Resolution Authority.

Business Day Convention: Following.

Day Count Fraction: 30/360, Unadjusted.

Business Day: New York and TARGET 2.

Lead Manager: BNP Paribas Securities Corp.

Co-Lead Managers: Banco Bradesco BBI S.A., Citigroup Global Markets Inc., ICBC Standard Bank Plc, TD Securities (USA) LLC.

Calculation Agent: BNP Paribas Securities Corp.

Denominations: \$200,000 and integral multiples of U.S. \$1,000 in excess thereof.

CUSIP: 144A: 09659W2C7; **Reg S:** 09659X2C5

ISIN: 144A: US09659W2C78; **Reg S:** US09659X2C50

Series: 2764

* “Baa1” by Moody’s Investors Service Ltd, “A-” by Standard and Poor’s Ratings Group, “A+” by Fitch Ratings and “A(High)” by DBRS.

A rating (1) is subject to downward revision, suspension or withdrawal at any time by the assigning rating organization, (2) does not take into account market risk or the performance-related risks of the investment, and (3) is not a recommendation to buy, sell or hold securities.

Certain Co-Lead Managers may not be U.S. registered broker-dealers and therefore may not make sales of any Notes in the United States or to U.S. persons except in compliance with applicable U.S. laws and regulations. To the extent that any such Co-Lead Manager intends to effect sales of the Senior Non Preferred Notes in the United States, they will do so only through one or more U.S. registered broker-dealers or otherwise as permitted by applicable U.S. law.

ICBC Standard Bank Plc is restricted in its U.S. securities dealings under the United States Bank Holding Company Act and may not underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that are offered or sold in the United States. Accordingly, ICBC Standard Bank Plc shall not be obligated to, and shall not, underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that may be offered or sold by other underwriters in the United States. ICBC Standard Bank Plc shall offer and sell the Securities constituting part of its allotment solely outside the United States.

The Issuer has not been registered under the Investment Company Act of 1940, as amended, and the Senior Non Preferred Notes have not been, and will not be, registered under the Securities Act of 1933, as amended (the “Securities Act”), or the state securities laws of any state of the United States or the securities laws of any other jurisdiction and are being offered only to qualified institutional buyers (“QIBs”), within the meaning of Rule 144A, pursuant to the registration exemption under Rule 144A and outside the United States to non-“U.S. persons” in “offshore transactions” (as such terms are defined in Rule 902 under the Securities Act) pursuant to Regulation S under the Securities Act.

Neither the Securities and Exchange Commission (the “SEC”) nor any state securities commission has approved or disapproved of the Senior Non Preferred Notes or determined that this Pricing Supplement is truthful or complete. Any representation to the contrary is a criminal offense. Under no circumstances shall this Pricing Supplement constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these Notes, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to qualification under the securities laws of any such jurisdiction.

The Senior Non Preferred Notes constitute unconditional liabilities of the Issuer. The Senior Non Preferred Notes are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency or instrumentality.

It is expected that delivery of the Senior Non Preferred Notes will be delivered against payment therefor on or about November 16, 2017, which will be the fifth business day following the date of pricing of the Senior Non Preferred Notes (such settlement cycle being referred to herein as “T+5”). Under Rule 15c6-1 under the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in two business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Senior Non Preferred Notes on the date of pricing will be required, by virtue of the fact that the Senior Non Preferred Notes initially will settle in T+5, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of the Notes who wish to trade those Notes on the date of pricing or the next two business days should consult their own advisor.

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ADDITIONAL INFORMATION

You should read this Pricing Supplement together with the Base Documents.

This Pricing Supplement, together with the Base Documents, contains the terms of the Senior Non Preferred Notes and supersedes all prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in “Risk Factors” in the Base Documents (including, in particular, the Risk Factors included under the heading “Risk Factors” in the Base Prospectus and the Risk Factors included under the heading “Risks Relating to All Notes” in the Product Supplement).

An investment in the Senior Non Preferred Notes entails significant risks relating to the Senior Non Preferred Notes not associated with similar investments in a conventional debt security, including those described below. You should read the following information about these risks, together with the other information in this Pricing Supplement, before investing in the Senior Non Preferred Notes. We urge you to consult your investment, legal, tax, accounting and other advisors before you invest in the Senior Non Preferred Notes.

Status of the Senior Non Preferred Notes

The Notes will be Senior Non Preferred Obligations (as defined in the Base Prospectus) and constitute direct, unconditional, unsecured and senior (*chirographaires*) obligations of the Issuer, and rank and will at all times rank (a) senior to Eligible Creditors (as defined in the Base Prospectus) of the Issuer, Ordinarily Subordinated Obligations (as defined in the Base Prospectus) and any other present or future claims otherwise ranking junior to Senior Non Preferred Obligations; (b) *pari passu* among themselves and with other Senior Non Preferred Obligations; and (c) junior to present and future claims benefiting from preferred exceptions including Senior Preferred Obligations (as defined in the Base Prospectus). Subject to applicable law, in the event of the voluntary or judicial liquidation (*liquidation amiable ou liquidation judiciaire*) of the Issuer, bankruptcy proceedings or any other similar proceedings affecting the Issuer, the rights of Noteholders to payment under the Senior Non Preferred Notes rank (a) junior to Senior Preferred Obligations; and (b) senior to any Eligible Creditors of the Issuer, Ordinarily Subordinated Obligations and any other present or future claims otherwise ranking junior to Senior Non Preferred Obligations.