

**FINAL TERMS FOR CERTIFICATES**

**FINAL TERMS DATED 6 MAY 2019**

**BNP Paribas Issuance B.V.**

*(incorporated in The Netherlands)*  
*(as Issuer)*

Legal entity identifier (LEI): 7245009UXRIGIRYOBR48

**BNP Paribas**

*(incorporated in France)*  
*(as Guarantor)*

Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83

**Up to 200,000 EUR Quanto “Athena Relax Premium Semestrale” Certificates relating to 2 shares due 31 May 2023**

**ISIN Code: XS1942301174**

under the Note, Warrant and Certificate Programme  
of BNP Paribas Issuance B.V., BNP Paribas and BNP Paribas Fortis Funding

**BNP Paribas Arbitrage S.N.C.**

*(as Manager)*

**The Certificates are offered to the public in the Republic of Italy from 6 May 2019 to 29 May 2019**

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

- (i) in those Non-exempt Offer Jurisdictions mentioned in Paragraph 47 of Part A below, provided such person is a Manager or an 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
- (ii) otherwise in circumstances in which no obligation arises for the Issuer or any Manager 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.

None of the Issuer, the Guarantor or any Manager has authorised, nor do they authorise, the making of any offer of Securities 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 set forth in the Base Prospectus dated 5 June 2018, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provide for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitute a base prospectus for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") (the "**Base Prospectus**"). The Base Prospectus has been passported into Italy in compliance with Article 18 of the Prospectus Directive. This document constitutes the Final Terms of the Securities 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 BNP Paribas Issuance B.V. (the "**Issuer**") BNP Paribas (the "**Guarantor**") and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the Securities (which comprises the Summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. **The Base Prospectus and any Supplement(s) to the Base Prospectus and these Final Terms are available for viewing at [www.investimenti.bnpparibas.it](http://www.investimenti.bnpparibas.it) and copies may be obtained free of charge at the specified offices of the Security Agents. The Base Prospectus and the Supplement(s) to the Base Prospectus will also be available on the AMF website [www.amf-france.org](http://www.amf-france.org)**

References herein to numbered Conditions are to the terms and conditions of the relevant series of Securities and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms in so far as they relate to such series of Securities, save as where otherwise expressly provided.

These Final Terms relate to the series of Securities as set out in "Specific Provisions for each Series" below. References herein to "**Securities**" shall be deemed to be references to the relevant Securities that are the subject of these Final Terms and references to "**Security**" shall be construed accordingly.

## SPECIFIC PROVISIONS FOR EACH SERIES

SERIES NUMBER	NO. OF SECURITIES ISSUED	NO OF SECURITIES	ISIN	COMMON CODE	ISSUE PRICE PER SECURITY	EXERCISE DATE
CE5156AC	Up to 200,000	Up to 200,000	XS1942301174	194230117	EUR 100	24 May 2023

## GENERAL PROVISIONS

The following terms apply to each series of Securities:

1. Issuer: BNP Paribas Issuance B.V.
2. Guarantor: BNP Paribas.
3. Trade Date: 11 April 2019.
4. Issue Date: 31 May 2019.
5. Consolidation: Not applicable
6. Type of Securities:
  - (a) Certificates
  - (b) The Securities are Share Securities

Automatic Exercise of Certificates applies to the Certificates.

The Exercise Date is 24 May 2023 or, if such day is not a Business Day, the immediately succeeding Business Day.

The Exercise Date will be subject to the same adjustments provided for the Redemption Valuation Date.

The Exercise Settlement Date is 31 May 2023.

The minimum number of Securities that may be exercised by the Holder is (1) one Security and in excess thereof by multiples of (1) one Security.

The provisions of Annex 3 (*Additional Terms and Conditions for Share Securities*) shall apply.

Unwind Costs: Not applicable
7. Form of Securities: Clearing System Global Security.
8. Business Day Centre(s): The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 1 is **TARGET2**.
9. Settlement: Settlement will be by way of cash payment (**Cash Settled Securities**)
10. Rounding Convention for Cash Settlement Amount: Not applicable
11. Variation of Settlement:
 

Issuer's option to vary settlement: The Issuer does not have the option to vary settlement in respect of the Securities.
12. Final Payout
 

SPS Payout: **SPS Reverse Convertible Securities:**  
SPS Reverse Convertible Standard Securities:

(A) If no Knock-in Event has occurred:  
100%; or

(B) If a Knock-in Event has occurred:  
Min(100%, Final Redemption Value)

Where:

**Final Redemption Value** means the **Worst Value** means, in respect of a SPS Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date.

**Basket** means the Basket of Shares as set out in item 26(a);

**Underlying Reference<sup>k</sup>** means as set out in item 26(a);

**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;

**SPS Valuation Date** means the SPS Redemption Valuation Date;

**SPS Redemption Valuation Date** means the Redemption Valuation Date

**Strike Price Closing Value:** Applicable

**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.

In respect of the Strike Date:

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

Where:

**SPS Valuation Date** means the Strike Date.

	Aggregation:	Not applicable
13.	Relevant Asset(s):	Not applicable
14.	Entitlement:	Not applicable
15.	Exchange Rate:	Not applicable
16.	Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is Euro ("EUR").
17.	Syndication:	The Securities will be distributed on a non-syndicated basis.
18.	Minimum Trading Size:	Not applicable.

19. Principal Security Agent: BNP Paribas Arbitrage S.N.C.
20. Registrar: Not applicable
21. Calculation Agent: BNP Paribas Arbitrage S.N.C.  
1 rue Laffitte, 75009 Paris France
22. Governing law: English law
23. *Masse* provisions (Condition 9.4): Not applicable

#### PRODUCT SPECIFIC PROVISIONS

24. Hybrid Securities: Not applicable
25. Index Securities: Not applicable
26. Share Securities/ETI Share Securities: Applicable  
Share Securities: Applicable
- (a) Share(s)/Share Company/Basket Company/GDR/ADR/ETI Interest/Basket of ETI Interests: The Securities are linked to the performance of 2 ordinary shares, or, if so indicated in the table, another share type in the share capital of the relevant Share Company (each an "**Underlying Reference**<sup>kn</sup>" or "**Share**<sup>kc</sup>") set out in the table below.

k	Underlying Reference <sup>k</sup>	Underlying Reference <sup>k</sup> Currency	Bloomberg code	ISIN Code	Exchange <sup>k</sup>
1	BP PLC	GBP	BP / LN	GB0007980591	London Stock Exchange
2	Saipem SpA	EUR	SPM IM	IT0005252140	Borsa Italiana

- (b) Relative Performance Basket: Applicable.
- (c) Share/ETI Interest Currency: See table above.
- (d) ISIN of Share(s)/ETI Interest(s): See table above.
- (e) Exchange(s): See table above.
- (f) Related Exchange(s): All Exchanges
- (g) Exchange Business Day: All Shares Basis.
- (h) Scheduled Trading Day: All Shares Basis.
- (i) Weighting: Not applicable
- (j) Settlement Price: Not applicable
- (k) Specified Maximum Days of Disruption: Three (3) Scheduled Trading Days
- (l) Valuation Time: Conditions apply
- (m) Redemption on Occurrence of an Extraordinary Event: Delayed Redemption on Occurrence of an Extraordinary Event: Not applicable
- (n) Share/ETI Interest Correction Period: As per Conditions
- (o) Dividend Payment: Not applicable

	(p) Listing Change:	Not applicable
	(q) Listing Suspension:	Not applicable
	(r) Illiquidity:	Not applicable
	(s) Tender Offer:	Applicable
	(t) CSR Event:	Not applicable
	(u) Hedging Liquidity Event:	Not applicable
27.	ETI Securities	Not applicable
28.	Debt Securities:	Not applicable
29.	Commodity Securities:	Not applicable
30.	Inflation Index Securities:	Not applicable
31.	Currency Securities:	Not applicable
32.	Fund Securities:	Not applicable
33.	Futures Securities:	Not applicable
34.	Credit Security Provisions:	Not applicable
35.	Underlying Interest Rate Securities:	Not applicable
36.	Preference Share Certificates:	Not applicable
37.	OET Certificates:	Not applicable
38.	Illegality (Security Condition 7.1) and Force Majeure (Security Condition 7.2):	Illegality: redemption in accordance with Security Condition 7.1 (d). Force Majeure: redemption in accordance with Security Condition 7.2 (b).
39.	Additional Disruption Events and Optional Additional Disruption Events:	(a) Additional Disruption Events: Applicable Hedging Disruption does not apply to the Securities.  (b) The following Optional Additional Disruption Events apply to the Securities: Administrator/Benchmark Event Insolvency Filing  (c) Redemption: Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable
40.	Knock-in Event:	Applicable If the Knock-in Value is less than the Knock-in Level on the Knock-in Determination Day
	(a) SPS Knock-in Valuation:	Applicable <b>Knock-in Value</b> means the Worst Value; <b>Worst Value</b> means, in respect of a SPS Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date;

**Basket** means the Basket of Shares as set out in item 26(a);

**Underlying Reference<sup>k</sup>** means as set out in item 26(a);

**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;

**SPS Valuation Date** means the Knock-in Determination Day;

**Strike Price Closing Value:** Applicable;

**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.

In respect of the Strike Date:

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

Where:

**SPS Valuation Date** means the Strike Date

- |     |  |                           |
|-----|--|---------------------------|
| (b) | Level:   | Not applicable            |
| (c) | Knock-in Level/Knock-in Range Level:           | 60 per cent.              |
| (d) | Knock-in Period Beginning Date:                | Not applicable            |
| (e) | Knock-in Period Beginning Date Day Convention: | Not applicable            |
| (f) | Knock-in Determination Period:                 | Not applicable            |
| (g) | Knock-in Determination Day(s):                 | Redemption Valuation Date |
| (h) | Knock-in Period Ending Date:                   | Not applicable            |
| (i) | Knock-in Period Ending Date Day Convention:    | Not applicable            |
| (j) | Knock-in Valuation Time:                       | Not applicable            |
| (k) | Knock-in Observation Price Source:             | Not applicable.           |
| (l) | Disruption Consequences:                       | Not applicable.           |
| 41. | Knock-out Event:                               | Not applicable            |

#### **42. EXERCISE, VALUATION AND REDEMPTION**

- |     |                                      |  |
|-----|--------------------------------------|--|
| (a) | Notional Amount of each Certificate: | EUR 100  |
| (b) | Partly Paid Certificates:            | The Certificates are not Partly Paid Certificates. |

(c)	Interest:	Not applicable
(d)	Fixed Rate Provisions:	Not applicable
(e)	Floating Rate Provisions:	Not applicable
(f)	Linked Interest Certificates:	Not applicable
(g)	Payment of Premium Amount(s):	Applicable
	(i) Premium Amount(s)	In respect of i=1: EUR 4.60 In respect of i=2 to i=8: NA x Premium Amount Rate.
	(ii) Linked Premium Amount Certificates:	Applicable – see Share Linked/ETI Linked Premium Amount Certificates below.
	Day Count Fraction:	Not applicable.
	(iii) Variable Premium Amount Certificates:	Not applicable.
	(iv) Premium Amount Payment Date(s):	29 November 2019 (i=1), 29 May 2020 (i=2), 30 November 2020 (i=3), 31 May 2021 (i=4), 30 November 2021 (i=5), 31 May 2022 (i=6), 30 November 2022 (i=7) and 31 May 2023 (i=8).
	(v) Business Day Convention for Premium Amount Payment Date(s):	Following
	(vi) Premium Amount Rate:	<b>Digital Coupon</b> applicable: (i) If the Digital Coupon Condition is satisfied in respect of SPS Coupon Valuation Date <sub>(i)</sub> : Rate <sub>(i)</sub> ; or (ii) If the Digital Coupon Condition is not satisfied in respect of SPS Coupon Valuation Date <sub>(i)</sub> : zero,

Where:

**Rate<sub>(i)</sub>** means 4.60 per cent;

**"i"** is a number from 2 to 8 and it means the relevant SPS Coupon Valuation Date;

**SPS Coupon Valuation Date<sub>(i)</sub>** means the relevant Settlement Price Date;

**Settlement Price Date** means the relevant Valuation Date;

**Valuation Date** means the Premium Amount Valuation Date;

**Premium Amount Valuation Date** means as set out in § 42(i)(v).

**Digital Coupon Condition** means that the Digital Coupon Barrier Value for the SPS Coupon Valuation Date is greater than or equal to the Barrier Level;

**Barrier Level** means 80 per cent;

**Digital Coupon Barrier Value** means Worst Value;

**Worst Value** means, in respect of a SPS Valuation Date,



the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date.

**Basket** means the Basket of Shares as set out in item 26(a);

**Underlying Reference Value** means, in respect of an Underlying Reference and the 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** is as set out in §26(a);

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

**SPS Valuation Date** means the SPS Coupon Valuation Date;

**Strike Price Closing Value** is applicable;

**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.

In respect of the Strike Date:

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

where:

**SPS Valuation Date** means the Strike Date.

(vii)	Premium Amount Record Date(s):	27 November 2019 (i=1), 27 May 2020 (i=2), 26 November 2020 (i=3), 27 May 2021 (i=4), 26 November 2021 (i=5), 27 May 2022 (i=6), 28 November 2022 (i=7) and 29 May 2023 (i=8).
(h)	Index Linked Premium Amount Certificates	Not applicable
(i)	Share Linked/ETI Linked Premium Amount Certificates:	Applicable Share Securities: Applicable
(i)	Share(s) /Share Company / Basket Compagny / GDR / ADR /ETI Interest/ Basket of ETI Interests:	As set out in §26(a) above.
(ii)	Relative Basket Performance:	Not applicable.
(iii)	Averaging:	Averaging does not apply.
(iv)	Premium Amount Valuation Time:	As set out in § 26 above.
(v)	Premium Amount Valuation Date(s):	22 May 2020 (i=2), 23 November 2020 (i=3), 24 May 2021 (i=4), 23 November 2021 (i=5), 24 May 2022

	(i=6), 23 November 2022 (i=7) and 24 May 2023 (i=8).
(vi) Observation Dates:	Not applicable.
(vii) Observation Period:	Not applicable.
(viii) Specified Maximum Days of Disruption:	As set out in §26 above.
(ix) Exchange(s):	As set out in §26 above.
(x) Related Exchange(s):	As set out in §26 above.
(xi) Exchange Business Day:	As set out in §26 above.
(xii) Scheduled Trading Day:	As set out in §26 above.
(xiii) Settlement Price:	Not applicable.
(xiv) Weighting:	Not applicable.
(xv) Redemption on Occurrence of an Extraordinary Event:	Delayed Redemption on Occurrence of an Extraordinary Event: Not applicable
(j) ETI Linked Premium Amount Certificates:	Not applicable
(k) Debt Linked Premium Amount Certificates:	Not applicable
(l) Commodity Linked Premium Amount Certificates:	Not applicable
(m) Inflation Index Linked Premium Amount Certificates	Not applicable
(n) Currency Linked Premium Amount Certificates:	Not applicable
(o) Fund Linked Premium Amount Certificates:	Not applicable
(p) Futures Linked Premium Amount Certificates:	Not applicable
(q) Underlying Interest Rate Linked Interest Provisions	Not applicable
(r) Instalment Certificates:	The Certificates are not Instalment Certificates.
(s) Issuer Call Option:	Not applicable
(t) Holder Put Option:	Not applicable
(u) Automatic Early Redemption:	Applicable
(i) Automatic Early Redemption Event:	<b>Single Standard Automatic Early Redemption</b> If on any Automatic Early Redemption Valuation Date the SPS AER Value is greater than or equal to the Automatic Early Redemption Level.
(ii) Automatic Early Redemption Payout:	<b>SPS Automatic Early Redemption Payout</b> NA x (AER Redemption Percentage + AER Exit Rate) <b>AER Redemption Percentage</b> means 100%
(iii) Automatic Early Redemption Date(s):	29 November 2019 (i=1), 29 May 2020 (i=2), 30 November 2020 (i=3), 31 May 2021 (i=4), 30 November 2021 (i=5), 31

May 2022 (i=6) and 30 November 2022 (i=7).

(iv) Observation Price Source: Not applicable

(v) Underlying Reference Level: Not applicable

**SPS AER Valuation:** Applicable

**SPS AER Value** means the Underlying Reference Value

**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** is as set out in item 26(a) above;

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

**SPS Valuation Date** means each Automatic Early Redemption Valuation Date;

**Strike Price Closing Value:** Applicable;

**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.

In respect of the Strike Date:

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

Where:

**SPS Valuation Date** means the Strike Date

(vi) Automatic Early Redemption Level: 100%

(vii) Automatic Early Redemption Percentage: Not applicable

(viii) AER Exit Rate: AER Rate

AER Rate means 0%

(ix) Automatic Early Redemption Valuation Date(s)/Period(s): 22 November 2019 (i=1), 22 May 2020 (i=2), 23 November 2020 (i=3), 24 May 2021 (i=4), 23 November 2021 (i=5), 24 May 2022 (i=6) and 23 November 2022 (i=7).

(v) Renouncement Notice Cut-off Time: Not applicable.

(w) Strike Date: 29 May 2019.

(x) Strike Price: Not applicable.

(y) Redemption Valuation Date: The Exercise Date.

(z) Averaging: Averaging does not apply to the Securities.

(aa) Observation Dates: Not applicable.

(bb)	Observation Period:	Not applicable.
(cc)	Settlement Business Day:	Not applicable
(dd)	Cut-off Date:	Not applicable
(ee)	Identification information of Holders as provided by Condition 29:	Not applicable

#### **DISTRIBUTION AND U.S. SALES ELIGIBILITY**

43.	U.S. Selling Restrictions:	Not applicable – the Securities may not be legally or beneficially owned by or transferred to any U.S. person at any time
44.	Additional U.S. Federal income tax considerations:	The Securities are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.
45.	Registered broker/dealer:	Not applicable
46.	TEFRA C or TEFRA Not Applicable:	TEFRA C/TEFRA Not Applicable
47.	Non-exempt Offer:	Applicable
	(i) Non-exempt Offer Jurisdictions:	Republic of Italy
	(ii) Offer Period:	The period from, and including, 6 May 2019 to, and including, 29 May 2019, subject to any early closing or extension of the Offer Period, as indicated in Part B, item 6.
	(iii) Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:	Not applicable. See “Placing and Underwriting” of Part B.
	(iv) General Consent:	Not applicable
	(v) Other Authorised Offeror Terms:	Not applicable
48.	Prohibition of Sales to EEA Retail Investors:	
	(a) Selling Restrictions:	Not applicable
	(b) Legend:	Not applicable

#### **PROVISIONS RELATING TO COLLATERAL AND SECURITY**

49.	Secured Security other than Notional Value Repack Securities:	Not applicable
50.	Notional Value Repack Securities	Not applicable

#### **Responsibility**

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of the knowledge of the Issuer (who has taken all reasonable care to ensure that such is the case), the information contained herein is in accordance with the facts and does not omit anything likely to affect the import of such information.

Signed on behalf of BNP Paribas Issuance B.V.

As Issuer:

A handwritten signature in blue ink, appearing to read "C. Nastasa", with a long horizontal stroke underneath.

By: Cezar NASTASA Duly authorised

## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

Application will be made for the Securities to be admitted to trading on the Multilateral Trading Facility EuroTLX (managed by EuroTLX SIM S.p.A.) with effect from a date prior to the Issue Date.

### 2. Ratings

The Securities have not been rated.

The rating of the Issuer is A from Standard and Poor's.

The rating of the Guarantor is Aa3 from Moody's and A from Standard and Poor's.

As defined by Moody's, an "Aa" rating means that the obligations of the Issuer and the Guarantor under the Programme are judged to be of high quality and are subject to very low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aaa through Caa. The modifier 3 indicates a ranking in the lower end of that generic rating category.

As defined by Standard & Poor's, an obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the relevant Issuer and Guarantor's capacity to meet its financial commitment on the obligation is still strong. The addition of a plus (+) or minus (-) sign shows relative standing within the major rating category"

Moody's and Standard & Poor's are established in the European Union and are registered under Regulation (EC) No. 1060/2009 (as amended).

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

Investors shall be aware of the fact that the distributor appointed for the placement of the Securities under these Final Terms, Banca Nazionale del Lavoro S.p.A. (the "Distributor"), belongs to the same Group as the Issuer, the BNP Paribas Group. In this respect, investors shall also be informed of the fact that the Distributor will receive from the Issuer placement fees implicit in the Issue Price of the Securities equal to a maximum amount of 4% (all tax included) of the issue amount. All placement fees will be paid out upfront. Moreover, investors shall be aware that implicit in the Issue Price of the Securities are costs for the Issuer, which include but are not limited to structuring costs, equal to an estimated amount of 2.63% of the issue amount.

Investors must also consider that such fees and costs are not included in the price of the Securities on the secondary market and, therefore, if the Securities are sold on the secondary market, fees and costs embedded in the Issue Price will be deducted from the sale price.

Save as discussed in the "*Potential Conflicts of Interest*" paragraph in the "*Risk Factors*" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

### 4. Performance of Underlying/Formula/Other Variable and Other Information concerning the Underlying Reference

See Base Prospectus for an explanation of effect on value of Investment and associated risks in investing in Securities.

Past and further performances of the Shares are available on the relevant Exchange website [www.londonstockexchange.com](http://www.londonstockexchange.com) and [www.borsaitaliana.it](http://www.borsaitaliana.it) and their volatility may be obtained at the office of the Calculation Agent by mail to the following address: [investimenti@bnpparibas.com](mailto:investimenti@bnpparibas.com)

The Issuer does not intend to provide post-issuance information.

**5. Operational Information**

Relevant Clearing System(s): Euroclear and Clearstream, Luxembourg

**6. Terms and Conditions of the Public Offer**

Offer Price: The Issue Price (of which a maximum amount of 4% (all tax included) is represented by commissions payable to the Distributor). Moreover, investors shall be aware that implicit in the Issue Price of the Securities are costs for the Issuer, which include but are not limited to structuring costs, equal to an estimated amount of 2.63% of the issue amount.

Conditions to which the offer is subject: The offer of the Securities is conditional on their issue.

The Issuer reserves the right to withdraw the offer and cancel the issuance of the Securities for any reason, in accordance with the Distributor 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 Securities.

The Issuer will in its sole discretion determine the final amount of Securities issued up to a limit of EUR 20,000,000. The final amount that are issued on Issue Date will be listed on Multilateral Trading Facility EuroTLX (managed by EuroTLX SIM S.p.A.). The final amount of the Securities issued will be determined by the Issuer in light of prevailing market conditions, and in its sole and absolute discretion depending on the number of Securities which have been agreed to be purchased as of the Issue Date.

The Offer Period may be closed early as determined by Issuer in its sole discretion and notified on or around such earlier date by publication on the following webpage [investimenti.bnpparibas.it](http://investimenti.bnpparibas.it)

The Issuer reserves the right to extend the Offer Period. The Issuer will inform of the extension of the Offer Period by means of a notice to be published on the following webpage [investimenti.bnpparibas.it](http://investimenti.bnpparibas.it)

The Issuer reserves the right to increase the number of Securities to be issued during the Offer Period. The Issuer will inform the public of the size increase by means of a notice to be published on the following webpage [investimenti.bnpparibas.it](http://investimenti.bnpparibas.it)

The final amount of the Securities issued will be determined by the Issuer in light of prevailing market conditions, and in its sole and absolute discretion depending on the number of Securities

which have been asked to be subscribed for during the Offer Period.

Description of the application process:

Application to subscribe for the Securities can be made in Italy through the Distributor. The distribution activity will be carried out in accordance with the usual procedures of the Distributor.

Investors may apply for the subscription of the Securities during normal Italian banking hours at the offices (*filiali*) of the Distributor from, and including, 6 May 2019 to, and including, 29 May 2019, subject to any early closing or extension of the Offer Period.

The Securities will also be distributed through door-to-door selling pursuant to Article 30 of the Italian Legislative Decree No. 58 of 24 February 1998, as amended from time to time (the "**Italian Financial Services Act**") from and including 6 May 2019 until, and including, 22 May 2019, subject to any early closing or extension of the Offer Period.

Pursuant to Article 30, paragraph 6, of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of purchase by the relevant investor. Within such period investors may notify the relevant Distributor of their withdrawal without payment of any charge or commission.

Certificates will also be distributed by Banca Nazionale del Lavoro S.p.A. by means of distance communication techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Italian Financial Services Act. In this case, the investor may purchase the Certificates, after being identified by the Distributor, by using their personal password/identification codes.

The Distributor is responsible for the notification of any withdrawal right applicable in relation to the offer of the Securities to potential investors.

Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription for the Securities.

Applicants having no client relationship with the Distributor with whom the acceptance form is filed may be required to open a current account or to make a temporary non-interest bearing deposit of an amount equal to the counter-value of the Securities requested, calculated on the basis of the Issue Price of the Securities. In the event that the Securities are not allotted or only partially allotted, the total amount paid as a



temporary deposit, or any difference with the counter-value of the Securities allotted, will be repaid to the applicant without charge by the Issue Date.

By purchasing the Securities, the holders of the Securities are deemed to have knowledge of all the Conditions of the Securities and to accept said Conditions.

Applications received by the Distributor prior to the start of the Offer Period or after the closing date of the Offer Period, will be considered as not having been received and will be void.

Details of the minimum and/or maximum amount of application:

Minimum subscription amount per investor: EUR 100

Maximum subscription amount per investor: 200,000\* Notional Amount.

The maximum amount of application of Securities will be subject only to availability at the time of the application.

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 Securities:

The Securities will be issued on the Issue Date against payment to the Issuer by the Distributor of the gross subscription moneys.

The Securities are cleared through the clearing systems and are due to be delivered through the Distributor on or around the Issue Date.

Manner in and date on which results of the offer are to be made public:

Publication by means of a notice by loading the following link ([www.investimenti.bnpparibas.it](http://www.investimenti.bnpparibas.it)) in each case on or around the Issue Date.

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 indication whether dealing may begin before notification is made:

There are no pre-identified allotment criteria.

The Distributor will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Distributor during the Offer Period will be assigned up to the maximum amount of the Offer.

In the event that during the Offer Period the requests exceed the number of Securities to be issued, the Issuer will at its discretion, either, (i) proceed to increase the size of the offer or, (ii) early terminate the Offer Period and suspend the acceptance of further requests.

Each investor will be notified by the Distributor of its allocation of Securities after the end of the

	Offer Period and in any event on or around the Issue Date.
	No dealings in the Securities may take place prior to the Issue Date.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	The Issuer is not aware of any expenses and taxes specifically charged to the subscriber.
	For the Offer Price which includes the commissions payable to the Distributor and costs for the Issuer see above "Offer Price".
<b>7. Placing and Underwriting</b>	
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	The Distributor with the address set out below.
Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:	Not applicable.
Name and address of any paying agents and depository agents in each country (in addition to the Principal Security Agent):	BNP Paribas Securities Services, Milan Branch Piazza Lina Bo Bardi 3, 20124 Milan, Italy.
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:	The placement activity will be carried out by: <b>Banca Nazionale del Lavoro S.p.A.</b> Viale Altiero Spinelli, 30 00157 Rome, Italy (the " <b>Distributor</b> ")
	No underwriting commitment is undertaken by the Distributor
When the underwriting agreement has been or will be reached:	Not applicable.
<b>8. Intermediaries with a firm commitment to act</b>	None
Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and after rates and a description of the main terms of their commitment:	
<b>9. Yield</b>	
	Not applicable.
<b>10. EU Benchmarks Regulation</b>	
EU Benchmarks Regulation: Article 29(2) statement on benchmarks:	Not applicable