

9 June 2017

**Notice to the Holders**

**De-listing Banco Popular Español S.A. (Banco Popular)**

**(the “Warrants”)**

**Issued by BNP Paribas Issuance B.V. (the “Issuer”)**

BNP Paribas Arbitrage S.N.C. (the “Calculation Agent”), in its capacity as Calculation Agent in connection with the Warrants, wishes to advise Holders of the occurrence of an Extraordinary Event (“De-Listing”) in respect to the Share of the Banco Popular Español S.A (the “Affected Share” and the “Affected Share Company”) as per Condition 4 “Extraordinary Events” of the Annex 3 “Additional Terms and Conditions for Share Securities” of the Base Prospectus dated 9 June 2016 (the “Base Prospectus”) to determine the appropriate adjustments to be made to the Warrants.

On 7 June 2017, the Single Resolution Board (the “SRB”) has taken resolution action in respect of Banco Popular Español S.A.

The Single Resolution Board (SRB) has transferred all shares and capital instruments of Banco Popular Español S.A. (Banco Popular) to Banco Santander S.A (Santander). This means that Banco Popular will operate under normal business conditions as a solvent and liquid member of the Santander Group with immediate effect.

Due to its recent stressed liquidity situation, the European Central Bank (ECB) had decided that Banco Popular was “failing or likely to fail” on 6 June 2017 and notified the SRB accordingly. The SRB and the Spanish National Resolution Authority – FROB – have decided that the sale was in the public interest as it protects all depositors of Banco Popular and ensures financial stability. The resolution scheme enters into force 7 June 2017, following the endorsement by the European Commission.

Following the occurrence of the De-Listing of the Affected Share on 9 June 2017, the Calculation Agent has decided to cancel all Warrants at the amount equal to the fair market value of such Warrants if any, in accordance with the provisions of the Condition 4.2 (a) Consequences of the occurrence of an Extraordinary Event of the Annex 3 of the Base Prospectus as follows:

	SIBE	ISIN	Products	Underlying Name	Underlying Currency		Parity	Ratio	Liquidation	Settlement Price	Exchange Rate	Settlement Amount (EUR)
1	F8442	NL0011958723	WARRANT CALL	Banco Popular Español SA	EUR	Exercise Price: 1.2	1	1	EUR 0.00	0 EUR	1	0.00 EUR
2	F8443	NL0011958731	WARRANT CALL	Banco Popular Español SA	EUR	Exercise Price: 1.4	1	1	EUR 0.00	0 EUR	1	0.00 EUR
3	F8444	NL0011958749	WARRANT CALL	Banco Popular Español SA	EUR	Exercise Price: 1.6	1	1	EUR 0.00	0 EUR	1	0.00 EUR
4	F8445	NL0011958756	WARRANT PUT	Banco Popular Español SA	EUR	Exercise Price: 1	1	1	EUR 1.00	0 EUR	1	1.00 EUR
5	F8447	NL0011958772	WARRANT PUT	Banco Popular Español SA	EUR	Exercise Price: 1.3	1	1	EUR 1.30	0 EUR	1	1.30 EUR
6	G0337	NL0012015390	WARRANT CALL	Banco Popular Español SA	EUR	Exercise Price: 0.9	1	1	EUR 0.00	0 EUR	1	0.00 EUR
7	G0338	NL0012015408	WARRANT CALL	Banco Popular Español SA	EUR	Exercise Price: 0.9	1	1	EUR 0.00	0 EUR	1	0.00 EUR
8	G0340	NL0012015424	WARRANT CALL	Banco Popular Español SA	EUR	Exercise Price: 1	1	1	EUR 0.00	0 EUR	1	0.00 EUR
9	G0341	NL0012015432	WARRANT CALL	Banco Popular Español SA	EUR	Exercise Price: 1	1	1	EUR 0.00	0 EUR	1	0.00 EUR
10	G0343	NL0012015457	WARRANT CALL	Banco Popular Español SA	EUR	Exercise Price: 1.1	1	1	EUR 0.00	0 EUR	1	0.00 EUR
11	G0344	NL0012015465	WARRANT CALL	Banco Popular Español SA	EUR	Exercise Price: 1.2	1	1	EUR 0.00	0 EUR	1	0.00 EUR
12	G0346	NL0012015481	WARRANT PUT	Banco Popular Español SA	EUR	Exercise Price: 0.75	1	1	EUR 0.75	0 EUR	1	0.75 EUR

13	<b>G0347</b>	<b>NL0012015499</b>	<b>WARRANT PUT</b>	<b>Banco Popular Español SA</b>	<b>EUR</b>	Exercise Price: <b>0.75</b>	1	1	<b>EUR 0.75</b>	0 EUR	1	<b>0.75 EUR</b>
14	<b>G0349</b>	<b>NL0012015515</b>	<b>WARRANT PUT</b>	<b>Banco Popular Español SA</b>	<b>EUR</b>	Exercise Price: <b>0.9</b>	1	1	<b>EUR 0.90</b>	0 EUR	1	<b>0.90 EUR</b>
15	<b>G0350</b>	<b>NL0012015523</b>	<b>WARRANT PUT</b>	<b>Banco Popular Español SA</b>	<b>EUR</b>	Exercise Price: <b>0.9</b>	1	1	<b>EUR 0.90</b>	0 EUR	1	<b>0.90 EUR</b>

The Payment Date will be effective 12 June 2017.

The Issuer deems the Calculation Agent's determinations to have been made in accordance with the provisions of the Base Prospectus and will therefore proceed as described herein without the consent of the Holders.

Unless otherwise defined, terms mentioned herein shall be those defined in the Final Terms and/or the Base Prospectus. Copies of the documentation referred to above is available upon request from the Calculation Agent.

Signed on behalf of BNP Paribas Issuance B.V.

As Issuer:

By: Carlos GARDEAZABAL ORTIZ. Duly authorised