

FINAL TERMS FOR CERTIFICATES

FINAL TERMS DATED 23 MAY 2022

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

Issue of up to EUR 2,000,000 Credit Linked Certificates due July 2023

under the Note, Warrant and Certificate Programme

of BNP Paribas Issuance B.V., BNP Paribas and BNP Paribas Fortis Funding

The Base Prospectus received approval no. 21-196 on 1 June 2021

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, the Guarantor or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, 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 three 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 1 June 2021, 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) provides 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 constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Securities described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus to obtain all the relevant information. A summary of the Securities is annexed to these Final Terms. **The Base Prospectus and any Supplements to the Base Prospectus and these Final Terms are available for viewing at <https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx> and copies may be obtained free of charge at the specified offices of the Security Agents.**

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:	FICRT 9051 AM
Tranche Number:	1
Number of Securities issued:	Up to 20
Number of Securities:	Up to 20
ISIN:	XS2380238076
Common Code:	238023807
Issue Price per Security:	EUR 100,000
Redemption Date:	4 July 2023
Relevant Jurisdiction:	Not applicable
Share Amount/Debt Security Amount:	Not applicable
Specified Securities pursuant to Section 871(m):	No

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: 10 May 2022
4. Issue Date and Interest Commencement Date: 30 May 2022
5. Consolidation: Not applicable
6. Type of Securities:
 - (a) Certificates
 - (b) The Securities are Credit Securities.

The provisions of Annex 12 (Additional Terms and Conditions for Credit Securities) shall apply.
7. Form of Securities: Clearing System Global Security
8. Business Day Centre(s): The applicable Business Day Centres for the purposes of the definition of "Business Day" in Condition 1 are London and a day upon which the TARGET2 System is open
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: Not applicable
- Payout Switch: Not applicable
- Aggregation: Not applicable
13. Relevant Asset(s): Not applicable
14. Entitlement: Not applicable
15. Exchange Rate / Conversion Rate: Not applicable.

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| 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: | EUR 100,000 |
| 19. | Principal Security Agent: | BNP Paribas Arbitrage S.N.C. |
| 20. | Registrar: | Not applicable |
| 21. | Calculation Agent: | BNP Paribas
10 Harewood Avenue
London NW1 6AA |
| 22. | Governing law: | English law |
| 23. | <i>Masse</i> provisions (Condition 9.4): | Not applicable |

PRODUCT SPECIFIC PROVISIONS

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|-----|--|----------------|
| 24. | Hybrid Securities: | Not applicable |
| 25. | Index Securities: | Not applicable |
| 26. | Share Securities: | 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: | Applicable |
| | (a) Type of Credit Securities: | |
| | (i) Single Reference Entity Credit Securities: | Applicable |
| | (ii) Nth-to-Default Credit Securities: | Not applicable |
| | (iii) Basket Credit Securities: | Not applicable |

- (iv) Tranching Credit Securities: Not applicable
- (b) Credit Linkage:
- (i) Reference Entity(ies): MEDIOBANCA BANCA DI CREDITO FINANZIARIO SOCIETA PER AZIONI
- (ii) Transaction Type: Standard European Financial Corporate
- (iii) Reference Entity Notional Amount/Reference Entity Weighting: As per the Credit Security Conditions
- (iv) Reference Obligation(s): Applicable
- Standard Reference Obligation: Applicable
- Seniority Level: Subordinated Level
- (v) Credit Linked Interest Only: Not applicable
- (vi) Credit-Linked Principal Only: Not applicable
- (c) Terms relating to Credit Event Settlement
- (i) Settlement Method: Auction Settlement
- Fallback Settlement Method: Cash Settlement
- (ii) Credit Unwind Costs: Not applicable
- (iii) Settlement at Maturity: Not applicable
- (iv) Settlement Currency: EUR
- (d) Miscellaneous Credit Terms
- (i) Merger Event: Applicable
- Merger Event Redemption Date: The date falling 10 business days after the delivery by the Issuer of the notice relating to the Merger Event
- Merger Type: Reference Entity/holders Merger and Reference Entity/Issuer Merger
- (ii) Credit Event Backstop Date: The date that is 60 calendar days prior to the Trade Date

	(iii)	Credit Observation Period End Date:	Applicable: 20 June 2023
	(iv)	CoCo Supplement:	Not applicable
	(v)	LPN Reference Entities:	Not applicable
	(vi)	NTCE Provisions:	As per the Transaction Type
	(vii)	Accrual of Interest upon Credit Event:	Accrual to: Interest Payment Date
	(viii)	Interest following Scheduled Redemption:	Not applicable
	(ix)	Hybrid Credit Securities:	Not applicable
	(x)	Bonus Coupon Credit Securities:	Not applicable
	(xi)	Additional Credit Security Disruption Events:	Applicable Change in Law: Applicable Hedging Disruption: Applicable Increased Cost of Hedging: Applicable Disruption redemption basis: Fair Market Value
	(xii)	Change in Standard Terms and Market Conventions:	Applicable
	(xiii)	Hedging Link Provisions:	Applicable
	(xiv)	Calculation and Settlement Suspension:	Applicable
	(xv)	Additional Credit 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: Not applicable
 - (b) The following Optional Additional Disruption Events apply to the Securities:
Administrator/Benchmark Event
 - (c) Redemption:
Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable
40. Knock-in Event: Not applicable
41. Knock-out Event: Not applicable
42. **EXERCISE, VALUATION AND REDEMPTION**
- (a) Notional Amount of each EUR 100,000 Certificate:
 - (b) Partly Paid Certificates: The Certificates are not Partly Paid Certificates
 - (c) Interest: Applicable
Coupon Switch: Not applicable
 - (i) Interest Period(s): As specified in the Conditions
 - (ii) Interest Period End Date(s): 4 January, 4 April, 4 July and 4 October in each year from and including 4 July 2022 to and including 4 July 2023
 - (iii) Business Day Convention for Interest Period End Date(s): None
 - (iv) Interest Payment Date(s): 4 January, 4 April, 4 July and 4 October in each year from and including 4 July 2022 to and including 4 July 2023
 - (v) Business Day Convention for Interest Payment Date(s): Following

(vi)	Party responsible for calculating the Rate(s) of Interest Amount(s) (if not the Calculation Agent):	Calculation Agent
(vii)	Margin(s):	Not applicable
(viii)	Minimum Interest Rate:	As specified in the Conditions
(ix)	Maximum Interest Rate:	Not applicable
(x)	Day Count Fraction:	30/360
(xi)	Determination Dates:	Not applicable
(xii)	Accrual to Redemption:	Not applicable
(xiii)	Rate of Interest:	Fixed Rate
(xiv)	Coupon Rate:	Not applicable
(d)	Fixed Rate Provisions:	Applicable
	(i) Fixed Rate of Interest:	1.73 per cent. per annum
	(ii) Fixed Coupon Amount:	Not applicable
(e)	Floating Rate Provisions:	Not applicable
(f)	Linked Interest Certificates:	Not applicable
(g)	Payment of Premium Amount(s):	Not applicable
(h)	Index Linked [Interest/Premium Amount] Certificates:	Not applicable
(i)	Share Linked [Interest/Premium Amount] Certificates:	Not applicable
(j)	ETI Linked [Interest/Premium Amount] Certificates:	Not applicable
(k)	Debt Linked [Interest/Premium Amount] Certificates:	Not applicable
(l)	Commodity [Interest/Premium Amount] Certificates:	Linked Amount Not applicable
(m)	Inflation [Interest/Premium Amount] Certificates:	Linked Amount Not applicable

(n)	Currency [Interest/Premium Certificates:	Linked Amount]	Not applicable
(o)	Fund Certificates:	Linked [Interest/Premium Amount]	Not applicable
(p)	Futures Certificates:	Linked [Interest/Premium Amount]	Not applicable
(q)	Underlying Interest Rate Interest Provisions:	Linked	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:		Not applicable
(v)	Strike Date:		Not applicable
(w)	Strike Price:		Not applicable
(x)	Redemption Valuation Date:		Not applicable
(y)	Averaging:		Not applicable
(z)	Observation Dates:		Not applicable
(aa)	Observation Period:		Not applicable
(bb)	Settlement Business Day:		Not applicable
(cc)	Cut-off Date:		Not applicable
(dd)	Security Threshold on the Issue Date:		Not applicable
(ee)	Identification information of Holders as provided by Condition 29:		Not applicable

DISTRIBUTION AND US SALES ELIGIBILITY

43.	U.S. Selling Restrictions:	Not applicable
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 Not Applicable
47. Non-exempt Offer: Applicable
- (i) Non-exempt Offer Jurisdictions: Republic of Italy
- (ii) Offer Period: From and including 23 May 2022 to and including 26 May 2022
- (iii) Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it: MEDIOBANCA BANCA DI CREDITO FINANZIARIO SOCIETA PER AZIONI, Piazzetta Enrico Cuccia,1, 20121 Milano, Italy (the "**Distributor**" or "**Authorised Offeror**")
- (iv) General Consent: Not applicable
- (v) Other Authorised Offeror Terms: Not applicable
48. Prohibition of Sales to EEA and UK Retail Investors:
- (a) Selling Restriction: Not applicable
- (b) Legend: Not applicable
- (c) Prohibition of Sales to Belgian Consumers: Applicable

PROVISIONS RELATING TO COLLATERAL AND SECURITY

49. Secured Securities 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:

By:



Duly authorised

PART B – OTHER INFORMATION

1. Listing and Admission to trading

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.). The Issuer is not a sponsor of, nor is it responsible for, the admission and trading of the Securities on the EuroTLX and no assurance can be given that any such application will be successful.

2. Ratings

Ratings: The Securities have not been rated.

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

Save as discussed in the "*Potential Conflicts of Interest*" paragraph in the "*Risks*" section 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.

Investors should 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 0.25% of the Notional Amount of each Certificate. All placement fees will be paid out upfront.

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.

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

- (a) Reasons for the offer: See "*Use of Proceeds*" in Base Prospectus
- (b) Estimated net proceeds: Up to EUR 2,000,000
- (c) Estimated total expenses: Not applicable

5. Performance of Underlying References and Other Information concerning the Underlying References

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

6. Operational Information

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

If other than Euroclear Bank S.A./N.V., Clearstream Banking, S.A., Euroclear France, Not applicable

include the relevant identification number(s) and in the case of Swedish Dematerialised Securities, the Swedish Security Agent:

7. Terms and Conditions of the Non-exempt Offer

Offer Price: Issue Price of which a maximum amount of 0.25% (all tax included) is represented by commissions payable to the Distributor.

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 determine the final amount of Securities issued up to a limit of 20 Securities. Securities will be allotted subject to availability in the order of receipt of investors' applications. The final amount of the Securities issued will be determined by the Issuer in light of prevailing market conditions, and depending on the number of Securities which have been agreed to be purchased as of end of the Offer Period.

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 webpage 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 webpage 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.

Description of the application process:

Investors may apply for the subscription of the Securities during normal Italian banking hours at the offices (*filiali*) of the Distributor from and including 23 May 2022 to and including 26 May 2022, 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 23 May 2022 to and including 26 May 2022, 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.

Securities will also be distributed by the Distributor 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 Securities from and including 23 May 2022 to and including 26 May 2022, subject to any early closing or extension of the Offer Period. The Distributor is responsible for the notification of any withdrawal right applicable in relation to the offer of the Securities to potential investors.

The distribution activity will be carried out in accordance with the usual procedures of the Distributor. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription for the Securities. The Distributor is responsible for the notification of any withdrawal right applicable in relation to the offer of the Securities to potential investors.

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: one Certificate (EUR 100,000). 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 on the following website: investimenti.bnpparibas.it 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 total amount of the Offer destined to prospective investors, 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 see above "Offer Price".

8. Intermediaries with a firm commitment to act

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: None

9. Placing and Underwriting

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 identified in Paragraph 47 of Part A and identifiable from the Base Prospectus

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): 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 Distributor.

When the underwriting agreement has been or will be reached: Not applicable

10. EU Benchmarks Regulation

Not applicable

Summary

Section A – Introduction and Warnings

Warnings

This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms. Any decision to invest in any Securities should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms.

Investors may be exposed to a partial or total loss of their investment.

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.

Civil liability in any such Member State attaches to the Issuer or the Guarantor solely on the basis of this summary, including any translation hereof, but only if 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 in order to aid investors when considering whether to invest in the Securities.

You are about to purchase a product that is not simple and may be difficult to understand.

Name and international securities identification number (ISIN) of the securities

Up to EUR 2,000,000 Credit Linked Certificates due July 2023.- The securities are Certificates. International Securities Identification Number ("ISIN"): XS2380238076.

Identity and contact details of the issuer

BNP Paribas Issuance B.V. (the "Issuer"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000). The legal entity identifier of the Issuer is 7245009UXRIGIRYOBR48.

Identity and contact details of the offeror and / or person asking for admission to trading

Offeror: MEDIUMBANCA BANCA DI CREDITO FINANZIARIO SOCIETA PER AZIONI, Piazzetta Enrico Cuccia, 1, 20121 Milano, Italy
LEI PSNL19R2RXX5U3QWHI44, Italian law

Person asking for admission to trading : BNP Paribas Issuance B.V. (the "Issuer"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000).

Identity and contact details of the competent authority approving the prospectus

Autorité des Marchés Financiers ("AMF"), 17, place de la Bourse, 75082 Paris Cedex 02, France - +33(0)1 53 45 60 00 - www.amf-france.org

Date of approval of the prospectus

The Base Prospectus has been approved on 1 June 2021 under the approval number 21-196 by the AMF.

Section B - Key information on the issuer

Who is the issuer of the securities?

Domicile / legal form / LEI / law under which the issuer operates / country of incorporation

BNPP B.V. was incorporated in the Netherlands as a private company with limited liability under Dutch law having its registered office at Herengracht 595, 1017 CE Amsterdam, the Netherlands. Legal entity identifier (LEI): 7245009UXRIGIRYOBR48.

BNPP B.V.'s long term credit rating is A+ with a stable outlook (S&P Global Ratings Europe Limited) and BNPP B.V.'s short term credit rating is A-1 (S&P Global Ratings Europe Limited).

Principal activities

The principal activity of the Issuer is to issue and/or acquire financial instruments of any nature and to enter into related agreements for the account of various entities within the BNPP Group.

Major shareholders

BNP Paribas holds 100 per cent. of the share capital of BNPP B.V.

Identity of the issuer's key managing directors

The Managing Director of the Issuer is BNP Paribas Finance B.V.

The Managing Directors of BNP Paribas Finance B.V. are Edwin Herskovic, Erik Stroet, Folkert van Asma, Richard Daelman, Geert Lippens and Matthew Yandle.

Identity of the issuer's statutory auditors

Mazars N.V. are the auditors of the Issuer. Mazars N.V. is an independent public accountancy firm in the Netherlands registered with the NBA (Nederlandse Beroepsorganisatie van Accountants).

What is the key financial information regarding the issuer?

Key financial information

Income statement

	Year	Year -1	Interim	Comparative interim from same period in prior year
In €	31/12/2020	31/12/2019	30/06/2021	30/06/2020
Operating profit/loss	54,758	47,976	24,718	27,896

Balance sheet				
	Year	Year -1	Interim	Comparative interim from same period in prior year
In €	31/12/2020	31/12/2019	30/06/2021	30/06/2020
Net financial debt (long term debt plus short term debt minus cash)	69,621,531,827	64,938,742,676	94,686,587,018	80,868,819,411
Current ratio (current assets/current liabilities)	1.0	1.0	1.0	1.0
Debt to equity ratio (total liabilities/total shareholder equity)	112,649	112,828	148,764	135,904
Interest cover ratio (operating income/interest expense)	No interest expenses	No interest expenses	No interest expenses	No interest expenses
Cash flow statement				
	Year	Year -1	Interim	Comparative interim from same period in prior year
In €	31/12/2020	31/12/2019	30/06/2021	30/06/2020
Net Cash flows from operating activities	-563,228	661,222	656,425	-595,018
Net Cash flows from financing activities	0	0	0	0
Net Cash flow from investing activities	0	0	0	0

Qualifications in the audit report

Not applicable, there are no qualifications in any audit report on the historical financial information included in the Base Prospectus.

What are the key risks that are specific to the issuer?

Dependency Risk: BNPP B.V. is an operating company. The assets of BNPP B.V. consist of the obligations of other BNPP Group entities. In respect of securities it issues, the ability of BNPP B.V. to meet its obligations under such securities depends on the receipt by it of payments under certain hedging agreements that it enters with other BNPP Group entities. Consequently, Holders of securities issued by BNPP B.V. will, subject to the provisions of the Guarantee issued by BNPP, be exposed to the ability of BNPP Group entities to perform their obligations under such hedging agreements and may suffer losses should these entities fail to keep their commitment.

Section C - Key Information on the securities

What are the main features of the securities?

Type, class and ISIN

The securities are Certificates. International Securities Identification Number ("ISIN"): XS2380238076.

Currency / denomination / par value / number of securities issued / term of the securities

The currency of the Securities is Euro ("EUR"). The notional amount per Security is EUR 100,000. Up to 20 Securities will be issued. The Securities will be redeemed on 4 July 2023.

Rights attached to the securities

Negative pledge - The terms of the Securities will not contain a negative pledge provision.

Events of Default - The terms of the Securities will not contain events of default.

Governing law - The Securities are governed by English law.

The objective of this product is to provide you with a return based on the credit of MEDIOBANCA BANCA DI CREDITO FINANZIARIO SOCIETA PER AZIONI.

Issue Date	30 May 2022	Issue Price	EUR 100,000 per certificate
Redemption Date (maturity)	4 July 2023	Product Currency	EUR
Fixed Coupon Payment Dates	4 January, 4 April, 4 July and 4 October in each year from and including 4 July 2022 to and including 4 July 2023 (subject to adjustment)	Notional Amount (per certificate)	EUR 100,000

Coupon: On each Fixed Coupon Payment Date, each Holder will receive a payment in respect of each Certificate equal to the Notional Amount multiplied by the Coupon Rate in respect of the Coupon Period ending on such Fixed Coupon Payment Date.

Coupon Rate:

The Coupon Rate in respect of the relevant Fixed Coupon Payment Date will be 1.73% per annum.

Credit Terms

Reference Entity	MEDIOBANCA BANCA DI CREDITO FINANZIARIO SOCIETA PER AZIONI	Event Determination Date	The date on which the CDDC is asked to determine whether the relevant Credit Event has occurred or, the date on which the product Calculation Agent notifies the Issuer that a Credit Event has occurred.
CDDC	A Credit Derivatives Determinations Committee established by ISDA (or any successor thereto), further information on the committee, its members and its rules is available at the following website: http://dc.isda.org/	ISDA	"International Swaps and Derivatives Association", a private trade organisation consisting of financial institutions and other derivatives market participants.
Credit Observation Period End Date	20 June 2023	Credit Event Backstop Date	11 March 2022
Recovery Rate	A percentage, determined in respect of one or more obligations of the Reference Entity, in an auction procedure organised by the CDDC after determination of a Credit Event (or if an auction does not happen, by the Calculation Agent seeking dealer quotations to determine the price of selected obligations of the Reference Entity that will be used as Recovery Rate).		

The Securities will be redeemed on the Redemption Date by a payment in cash in respect of each Certificate equal to the Notional Amount provided that no Event Determination Date has occurred with respect to the Reference Entity. The occurrence of an Event Determination Date will be determined by the CDDC or by BNP Paribas as Calculation Agent, following the occurrence of any one of the following events (each a "Credit Event") :

- Bankruptcy: the Reference Entity experiences bankruptcy or liquidation or insolvency or related events.
- Failure to Pay: the Reference Entity fails to make payments to creditors due on its debt at all or in good time.
- Restructuring: the Reference Entity's debt is restructured on terms that are detrimental to the holder(s) of the relevant debt in a form that is binding on all holder(s).

Only Credit Events occurring between the Credit Event Backstop Date and the Credit Observation Period End Date (or a later date in some circumstances) shall affect the product (earlier or later Credit Events shall not be taken into account). If a Credit Event occurs with respect to the Reference Entity, the product will be redeemed on the Redemption Date following a Credit Event (as defined above) following the determination of the Recovery Rate (as described above). The investor will suffer a loss of up to 100% of the Notional Amount per certificate, as he will only receive the Recovery Rate x Notional Amount per certificate as the Redemption Amount (instead of 100% of the Notional Amount per certificate in the absence of a Credit Event). The return (if any) an investor in the Securities receives on such early termination is likely to be different depending on the scenarios described above and may be less than the amount invested (including a possible reduction to zero).

In the event that the Reference Entity transfers all or a portion of its obligations to one or more other entities, those entities may be determined to be successors to the Reference Entity and such successor entity (or entities) may replace the Reference Entity (a "Succession Event"). Following such succession an investor will take credit risk on the relevant successor(s) instead of the Reference Entity specified above.

General Terms

Meetings - The terms of the Securities will contain provisions for calling meetings of holders of such Securities 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.

Representative of holders - No representative of the Holders has been appointed by the Issuer.

Seniority of the securities

The Securities are unsubordinated and unsecured obligations of the Issuer and rank pari passu among themselves.

Restrictions on the free transferability of the securities

There are no restrictions on the free transferability of the Securities.

Dividend or payout policy

Not Applicable

Where will the securities be traded?

Admission to trading

Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the EuroTLX.

Is there a guarantee attached to the securities?

Nature and scope of the guarantee

The Guarantee is an unsubordinated and unsecured obligation of BNPP and will rank pari passu with all its other present and future unsubordinated and unsecured obligations subject to such exceptions as may from time to time be mandatory under French law.

The Guarantor unconditionally and irrevocably guarantees to each Holder that, if for any reason BNPP B.V. does not pay any sum payable by it or perform any other obligation in respect of any Securities on the date specified for such payment or performance the Guarantor will, in accordance with the Conditions pay that sum in the currency in which such payment is due in immediately available funds or, as the case may be, perform or procure the performance of the relevant obligation on the due date for such performance.

Description of the guarantor

The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas ("BNPP" or the "Guarantor") pursuant to an English law deed of guarantee executed by BNPP on 1 June 2021 (the "Guarantee").

The Guarantor was incorporated in France as a société anonyme under French law and licensed as a bank having its head office at 16, boulevard des Italiens - 75009 Paris, France. Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83.

BNPP's long term credit ratings are A+ with a stable outlook (S&P Global Ratings Europe Limited), Aa3 with a stable outlook (Moody's Investors Service Ltd.), AA- with a stable outlook (Fitch Ratings Ireland Limited) (which is the long-term rating assigned to BNPP's senior preferred debt by Fitch Ratings Ireland Limited) and AA (low) with a stable outlook (DBRS Rating GmbH) and BNPP's short-term credit ratings are A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1+ (Fitch Ratings Ireland Limited) and R-1 (middle) (DBRS Rating GmbH).

BNPP operates in 65 countries and has close to 190,000 employees, including nearly 145,000 in Europe. BNPP is the parent company of the BNP Paribas Group (together the "BNPP Group").

In 2021, BNPP decided to change its organisation with two new operating divisions: Commercial, Personal Banking & Services (CPBS) and Investment & Protection Services (IPS). With Corporate & Institutional Banking (CIB), the third operating division of BNP Paribas' diversified and integrated model, they are working in particular to prepare the 2022-2025 strategic plan. Within this framework, the Group's new organisation effective from 2022 is as follows:

Commercial, Personal Banking & Services (CPBS):

- *Commercial & Personal banks in the euro zone:* Commercial & Personal Banking in France (CPBF), BNL banca commerciale (BNL bc), commercial banking in Italy, Commercial & Personal Banking in Belgium (CPBB), Commercial & Personal Banking in Luxembourg (CPBL).

- *Commercial banks outside the euro zone, which are organised around:* Europe-Mediterranean, to cover Central and Eastern Europe and Turkey, BancWest in the United States.

- *Specialised businesses:* Arval, BNP Paribas Leasing Solutions, BNP Paribas Personal Finance, BNP Paribas Personal Investors, New digital business lines (Nickel, Paypal, etc.).

Investment & Protection Services (IPS): Insurance (BNP Paribas Cardif), Wealth and Asset Management (BNP Paribas Asset Management, BNP Paribas Wealth Management and BNP Paribas Real Estate), Management of the BNP Paribas Group's portfolio of unlisted and listed industrial and commercial investments (BNP Paribas Principal Investments).

Corporate and Institutional Banking (CIB): Global Banking, Global Markets, Securities Services.

As at 31 December 2021, the main shareholders were Société Fédérale de Participations et d'Investissement ("SFPI") a public-interest société anonyme (public limited company) acting on behalf of the Belgian government state holding 7.8% of the share capital, BlackRock Inc. holding 6.1% of the share capital and Grand Duchy of Luxembourg holding 1.0% of the share capital.

Key financial information for the purpose of assessing the guarantor's ability to fulfil its commitments under the guarantee

Income statement					
	Year	Year -1	Year-2	Interim	Comparative interim from same period in prior year
In millions of euros	31/12/2021*	31/12/2020	31/12/2019	31/03/2022	31/03/2021
Net interest income	19,238	21,312	21,127	n.a	n.a
Net fee and commission income	10,362	9,862	9,365	n.a	n.a
Net gain on financial instruments	7,777	7,146	7,464	n.a	n.a
Revenues	43,762	44,275	44,597	13,218	11,829
Cost of risk	(2,971)	-5,717	-3,203	-456	-896
Operating Income	11,325	8,364	10,057	3,109	2,336
Net income attributable to equity holders	9,488	7,067	8,173	2,108	1,768
Earnings per share (in euros)	7.26	5.31	6.21	1.53	1.31
Balance sheet					
	Year	Year -1	Year-2	Interim	Comparative interim from same period in prior year
In millions of euros	31/12/2021*	31/12/2020	31/12/2019	31/03/2022	31/03/2021
Total assets	2,634,444	2,488,491	2,164,713	2,860,836	2,660,266
Debt securities	220,106	212,351	221,336	233,552	236,942
Of which mid long term Senior Preferred	78,845**	82,086**	88,466**	n.a	n.a
Subordinated debt	25,667	23,325	20,896	n.a	n.a
Loans and receivables from customers (net)	814,000	809,533	805,777	838,965	821,991
Deposits from customers	957,684	940,991	834,667	1,009,206	974,083
Shareholders' equity (Group share)	117,886	112,799	107,453	119,050	113,788
Doubtful loans / gross outstandings***	2.0%	2.1%	2.2%	1.9%	2.1%
Common Equity Tier 1 capital (CET1) ratio	12.9%	12.8%	12.1%	12.4%	12.8%
Total Capital Ratio	16.4%	16.4%	15.5%	16.0%	16.2%
Leverage Ratio****	4.1%	4.9%	4.6%	3.8%	4.3%

(*) Application of IFRS 5

(**) Regulatory scope

(***) Impaired loans (stage 3) to customers and credit institutions, not netted of guarantees, including on-balance sheet and off-balance sheet and debt securities measured at amortised costs or at fair value through shareholders' equity reported on gross outstanding loans to customers and credit institutions, including on-balance sheet and off-balance sheet and including debt securities measured at amortized costs or at fair value through shareholders' equity (excluding insurance).

(****) Taking into account the temporary exemption related to deposits with Eurosystem central banks (calculated in accordance with Regulation (EU) No. 2020/873, Article 500b). It amounts to 4.7% as at 31.12.21 excluding this effect.

Most material risk factors pertaining to the guarantor

1. A substantial increase in new provisions or a shortfall in the level of previously recorded provisions exposed to credit risk and counterparty risk could adversely affect the BNP Paribas Group's results of operations and financial condition
2. The BNP Paribas Group's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses
3. The BNP Paribas Group may incur significant losses on its trading and investment activities due to market fluctuations and volatility
4. Adjustments to the carrying value of the BNP Paribas Group's securities and derivatives portfolios and the BNP Paribas Group's own debt could have an adverse effect on its net income and shareholders' equity
5. Adverse economic and financial conditions have in the past had and may in the future have an impact on the BNP Paribas Group and the markets in which it operates
6. Laws and regulations adopted in recent years, particularly in response to the global financial crisis, as well as new legislative proposals, may materially impact the BNP Paribas Group and the financial and economic environment in which it operates
7. Epidemics and pandemics, including the ongoing coronavirus (COVID-19) pandemic and their economic consequences may adversely affect the Group's business, operations, results and financial condition

What are the key risks that are specific to the securities?

Most material risk factors specific to the securities

There are also risks associated with the Securities, including:

1. Risks related to the structure of the securities:

The return on the Securities depends on the credit of the Reference Entity, and the capital protection applies only at maturity and only if the Securities have not been redeemed in accordance with the Credit Terms

2. Risks related to the Reference Entity:

Investors will be exposed to the credit risk of one or more the Reference Entities (being, in general terms, the risk that a given such entity does not perform its financial obligations when due or becomes insolvent), which exposure may be to the full extent of their investment in such Credit Securities. If a Credit Event occurs, investors may suffer significant losses.

3. Correlated Credit Risks:

In purchasing the Securities, investors assume credit exposure to both the Reference Entity or and the Issuer and the Guarantor. The credit risk to investors may further be increased if the Reference Entity is concentrated in the same industry sector or geographic area as the Issuer or the Guarantor.

4. Actions of the Reference Entities may affect the value of the Credit Securities:

Actions of the Reference Entities (for example, merger or demerger or the repayment or transfer of indebtedness) may adversely affect the value of the Credit Securities. Holders of the Credit Securities Investors should be aware that the Reference Entity to which the value of the Credit Securities is exposed, and the terms of such exposure, may change over the term of the Credit Securities.

5. Suspension of Obligations will suspend payment of principal and interest:

In certain circumstances (for example, where a Credit Event has occurred and the related credit loss has not been determined as at the relevant date for payment, or, if applicable, where a potential Credit Event exists as at the scheduled maturity of the Securities), investors may be adversely affected where payment of the redemption amount on the Securities is deferred for a material period in whole or part without compensation to investors.

6. Risks related to the trading markets of the securities:

The trading price of the Securities may be affected by a number of factors including, but not limited to, the relevant price, value or level of the Reference Entity, the time remaining until the scheduled redemption date of the Securities, the actual or implied volatility associated with the Reference Entity, and the correlation risk of the Reference Entity. The possibility that the value and trading price of the Securities will fluctuate (either positively or negatively) depends on a number of factors, which investors should consider carefully before purchasing or selling Securities.

Section D - Key Information on the offer of securities to the public and/or admission to trading on a regulated market

Under which conditions and timetable can I invest in this security?

General terms, conditions and expected timetable of the offer

The securities will be offered to the public from and including 23 May 2022 to and including 26 May 2022, subject to any early closing or extension of the offer period. Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the EuroTLX .

Estimate of the total expenses of the issue and/or offer, including estimated expenses charged to the investor by the issuer or the offeror

No expenses will be charged to the investors by the issuer.

Who is the offeror and/or the person asking for admission to trading?

Description of the offeror and / or person asking for admission to trading

Offeror: MEDIOBANCA BANCA DI CREDITO FINANZIARIO SOCIETA PER AZIONI, Piazzetta Enrico Cuccia,1, 20121 Milano, Italy

LEI PSNL19R2RXX5U3QWHI44, Italian law

Person asking for admission to trading : BNP Paribas Issuance B.V. (the "Issuer"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000).

Why is this prospectus being produced?

Use and estimated net amount of the proceeds

The net proceeds from the issue of the Securities 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.

Estimated net proceeds: up to EUR 2,000,000

Underwriting agreement

No underwriting commitment is undertaken by the Offeror

Most material conflicts of interest pertaining to the offer or the admission to trading
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The Manager 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 the Guarantor and their respective affiliates in the ordinary course of business.

BNP Paribas, which acts as Calculation Agent is an Affiliate of the Issuer and the Guarantor and potential conflicts of interest may exist between it and holders of the Securities, including with respect to certain determinations and judgments that the Calculation Agent must make. The economic interests of the Issuer and of BNP Paribas as Calculation Agent are potentially adverse to Holders interests as an investor in the Securities.

Other than as mentioned above, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer, including conflicting interests.

Nota di sintesi

Sezione A - Introduzione e Avvertenze

Avvertenze

La presente Nota di Sintesi va intesa quale introduzione al Prospetto di Base e alle Condizioni Definitive. Qualsiasi decisione di investimento nei Titoli dovrebbe basarsi sull'esame del presente Prospetto di Base nella sua interezza, incluso ogni eventuale documento incorporato mediante riferimento, e delle relative Condizioni Definitive. Gli investitori possono essere esposti a una perdita parziale o totale dell'investimento. Qualora sia presentato un ricorso dinanzi all'autorità giudiziaria di uno Stato Membro dello Spazio Economico Europeo in merito alle informazioni contenute nel Prospetto di Base e nelle Condizioni Definitive applicabili, l'investitore ricorrente potrebbe essere tenuto, a norma del diritto nazionale dello Stato Membro in cui è presentato il ricorso, a sostenere le spese di traduzione del Prospetto di Base e delle Condizioni Definitive prima dell'inizio del procedimento legale. La responsabilità civile in ciascuno di tali Stati Membri è a carico dell'Emittente o dell'eventuale Garante esclusivamente sulla base della presente nota di sintesi, inclusa ogni traduzione della stessa, ma solo se è fuorviante, imprecisa o incoerente ove letta congiuntamente alle altre parti del Prospetto di Base e delle Condizioni Definitive applicabili o, non offra, se letta insieme alle altre parti del Prospetto di Base e delle Condizioni Definitive applicabili, le informazioni fondamentali per aiutare gli investitori a valutare l'opportunità di investire in tali Titoli. Il prodotto che si sta per acquistare non è semplice e può essere di difficile comprensione.

Name e codice internazionale di identificazione dei titoli (ISIN)

Fino a EUR 2.000.000 di certificati di credito con scadenza in data luglio 2023. I titoli sono Certificates. Codice internazionale di identificazione dei titoli ("ISIN"): XS2380238076.

Nome e contatti dell'emittente

BNP Paribas Issuance B.V. ("BNPP B.V." o l'"Emittente"). Herengracht 595, 1017 CE Amsterdam, Paesi Bassi (numero di telefono: +31(0)88 738 0000). L'identificativo della persona giuridica dell'Emittente (LEI): è 7245009UXRIGIRYOBR48

Nome e contatti dell'offerente e / o del richiedente l'ammissione alla negoziazione

Offerente: MEDIOBANCA BANCA DI CREDITO FINANZIARIO SOCIETA PER AZIONI, Piazzetta Enrico Cuccia,1, 20121 Milano, Italy. L'identificativo della persona giuridica dell'Emittente (LEI) è PSQL19R2RXX5U3QWHI44.

Richiedente l'ammissione alla negoziazione: BNP Paribas Issuance B.V. (in seguito denominata l'"Emittente"), Herengracht 595, 1017 CE Amsterdam, Paesi Bassi (numero di telefono: +31(0)88 738 0000).

Nome e contatti dell'autorità competente che approva il prospetto

Autorité des Marchés Financiers ("AMF"), 17, place de la Bourse 75082 Parigi Cedex 02, Francia - +33 (0)1 53 45 60 00 - www.amf-france.org

Data di approvazione del prospetto

Il Prospetto di Base è stato approvato il 1 giugno 2021 dall'AMF con il numero di approvazione 21-196, e successive modifiche.

Sezione B - Informazioni chiave concernenti l'emittente

Chi è l'emittente dei titoli?

Domicilio / forma giuridica / codice LEI / legge che disciplina l'emittente / stato di costituzione

L'Emittente è stato costituito in Olanda nella forma di una società a responsabilità limitata ai sensi della legge olandese, con sede legale in Herengracht 595, 1017 CE Amsterdam, Olanda. Identificativo della persona giuridica (LEI): 7245009UXRIGIRYOBR48.

I rating del credito a lungo termine di BNPP B.V. è A + con outlook stabile (S&P Global Ratings Europe Limited) e i rating del credito a breve termine di BNPP B.V. sono A-1 (S&P Global Ratings Europe Limited).

Attività principali

L'attività principale dell'Emittente consiste nell'emettere e/o acquisire strumenti finanziari di qualsiasi natura e nello stipulare contratti a essi inerenti a favore di varie società del Gruppo BNPP.

Le attività di BNPP B.V. sono costituite dalle passività di altre entità del Gruppo BNPP. I detentori di titoli emessi da BNPP B.V., soggetti alle disposizioni della Garanzia emessa da BNPP, saranno esposti alla capacità delle entità del Gruppo BNPP di adempiere ai propri obblighi nei confronti di BNPP B.V.

Maggiori azionisti

BNP Paribas detiene il 100% del capitale sociale di BNPP B.V.

Nome dei suoi principali dirigenti

Il Managing Director dell'Emittente è BNP Paribas Finance B.V.

I Managing Directors di BNP Paribas Finance B.V. sono Edwin Herskovic, Erik Stroet, Folkert van Asma, Richard Daelman, Geert Lippens e Matthew Yandle.

Nome dei del revisore contabile

Mazars N.V. è la società di revisione dell'Emittente. Mazars N.V. è una società di revisione contabile indipendente dei Paesi Bassi registrata presso la NBA (*Nederlandse Beroepsorganisatie van Accountants*).

Quali sono le informazioni finanziarie chiave relative all'emittente?

Informazioni finanziarie chiave

Conto economico				
	Anno	Anno-1	Provvisorio	Infrannuale comparativo rispetto allo stesso periodo dell'anno precedente
In €	31/12/2020	31/12/2019	30/06/2021	30/06/2020
Utile/perdita operativa	54.758	47.976	24.718	27.896
Bilancio				
	Anno	Anno-1	Provvisorio	Infrannuale comparativo rispetto allo stesso periodo dell'anno precedente
In €	31/12/2020	31/12/2019	30/06/2021	30/06/2020
Debito finanziario netto (debito a lungo termine più debito a breve meno cassa)	69.621.531.827	64.938.742.676	94.686.587.018	80.868.819.411
Rapporto corrente (attività correnti/passività correnti)	1	1	1	1
Rapporto debito/patrimonio netto (passività totali/patrimonio netto totale)	112.649	112.828	148.764	135.904
Rapporto di copertura degli interessi (proventi operativi/interessi passivi)	Nessuna spesa per interessi	Nessuna spesa per interessi	Nessuna spesa per interessi	Nessuna spesa per interessi
Rendiconto finanziario				
	Anno	Anno-1	Provvisorio	Infrannuale comparativo rispetto allo stesso periodo dell'anno precedente
In €	31/12/2020	31/12/2019	30/06/2021	30/06/2020
Flussi di cassa netti da attività operative	-563.228	661.222	656.425	-595.018
Flussi di cassa netti da attività di finanziamento	0	0	0	0
Flusso di cassa netto da attività di investimento	0	0	0	0

Riserve nella relazione di revisione

Non applicabile, non vi sono riserve in alcuna relazione dei revisori sulle informazioni finanziarie relative agli esercizi passati incluse nel Prospetto di Base.

Quali sono i principali rischi specifici dell'emittente?

Non applicabile. BNPP B.V. è una società operativa. Il merito creditizio di BNPP B.V. dipende dal merito creditizio di BNPP.

Sezione C - Informazioni chiave sui titoli

Quali sono le principali caratteristiche dei titoli?

Tipologia, classe e codice ISIN

Fino a EUR 2.000.000 di certificati di credito con scadenza in data luglio 2023. I titoli sono Certificates. Codice internazionale di identificazione dei titoli ("ISIN"): XS2380238076.

Valuta / valore nominale di titoli emessi / numero di titoli emessi / scadenza dei titoli

La valuta dei Titoli è Euro ("EUR"). I Titoli hanno un valore nominale di EUR 100,000. Saranno emessi un quantitativo fino a 20 Titoli. I Titoli saranno liquidati in data 4 luglio 2023.

Diritti connessi ai titoli

Divieto di costituzione di garanzie reali (negative pledge) - I termini dei Titoli non conterranno alcuna clausola di divieto di costituzione di garanzie reali.

Eventi di Inadempimento - I termini dei Titoli non conterranno eventi di inadempimento.

Legge applicabile - I Titoli saranno regolati ai sensi del diritto inglese.

L'obiettivo di questo prodotto è di fornire un rendimento collegato del credito di MEDIOBANCA BANCA DI CREDITO FINANZIARIO SOCIETA PER AZIONI.

Data di Emissione	30 maggio 2022	Prezzo di Emissione	EUR 100,000 per certificato
Data di Liquidazione (rimborso)	4 luglio 2023	Valuta del Prodotto	EUR
Data/e di Valutazione del/i Premio/i Fisso/i	4 gennaio, 4 aprile, 4 luglio e 4 ottobre di ogni anno a partire dall'4 luglio 2022 (incluso) fino all'4 luglio 2023 (incluso) (soggetto ad aggiustamenti)	Importo Nozionale (per certificato)	EUR 100,000

Premio: In ogni Data di Pagamento del Premio Fisso, ogni investitore riceverà per ogni Certificato un importo pari all'Importo Nozionale moltiplicato per il Tasso del Premio rispetto alla Fine del Periodo del Premio in tale Data di Pagamento del Premio Fisso.

Tasso del Premio

Il Tasso di Premio in ogni Data di Pagamento del Premio Fisso è pari a 1,73% per anno.

Termini del Credito

Entità di Riferimento	MEDIOBANCA BANCA DI CREDITO FINANZIARIO SOCIETA PER AZIONI	Data di Determinazione dell'Evento	La data in cui viene richiesto al CDDC di determinare se il relativo Evento di Credito si sia verificato o, la data in cui l'Agente per il Calcolo notifica all'Emittente che un Evento di Credito si è verificato.
CDDC	Un <i>Credit Derivatives Determinations Committee</i> (comitato per le determinazioni sui derivati su credito) stabilito dall'ISDA (o qualsiasi successore dello stesso), ulteriori informazioni sul comitato, i suoi membri e le sue regole sono disponibili al seguente indirizzo: http://dc.isda.org/	ISDA	" <i>International Swaps and Derivatives Association</i> ", una organizzazione commerciale privata composta da istituti finanziari e altri partecipanti al mercato dei derivati.
Data di Fine del Periodo di Osservazione del Credito	20 giugno 2023	Data Backstop dell'Evento di Credito	11 marzo 2022
Tasso di Riscatto	Una percentuale, determinata con riferimento ad una o più obbligazioni dell'Entità di Riferimento, in una procedura d'asta organizzata dal CDDC a seguito della determinazione di un Evento di Credito (o se un'asta non si verifica, dall'Agente per il Calcolo che cerchi quotazioni per determinare il prezzo di obbligazioni selezionate dell'Entità di Riferimento che saranno usate come Tasso di Riscatto).		

I Titoli saranno rimborsati alla Data di Liquidazione con un pagamento in contanti per ogni Certificato pari all'Importo Nozionale a condizione che non si sia verificata alcuna Data di Determinazione dell'Evento rispetto all'Entità di Riferimento. Il verificarsi di una Data di Determinazione dell'Evento sarà determinato dal CDDC o da BNP Paribas in qualità di Agente per il Calcolo, a seguito del verificarsi di uno qualsiasi dei seguenti eventi (ciascuno un "Evento di Credito"):

- Fallimento: l'Entità di Riferimento subisce il fallimento o la liquidazione o l'insolvenza o eventi correlati.
- Inadempienza nei pagamenti: l'Entità di riferimento non riesce ad effettuare i pagamenti ai creditori dovuti sul suo debito in tutto o in parte o in tempo utile.
- Ristrutturazione: il debito dell'Entità di Riferimento è ristrutturato a condizioni pregiudizievoli per il detentore o i detentori del debito in questione in una forma vincolante per tutti i detentori.

Solo Eventi di Credito che si verifichino tra la Data Backstop dell'Evento di Credito e la Data di Fine del Periodo di Osservazione del Credito (o una data successiva in talune circostanze) potranno sortire effetti sul prodotto (Eventi di Credito anteriori o successivi non dovranno essere presi in considerazione).

Se si verifica un Evento di Credito rispetto all'Entità di Riferimento, il prodotto sarà rimborsato alla Data di Liquidazione dopo un Evento di Credito (come definito sopra) a seguito della determinazione del Tasso di Riscatto (come descritto sopra). L'investitore subirà una perdita fino al 100% dell'Importo Nozionale per certificato, in quanto riceverà solo il Tasso di Riscatto x Importo Nozionale per certificato come Importo di Rimborso (invece del 100% dell'Importo Nozionale per certificato in assenza di un Evento di Credito). L'eventuale rendimento che un investitore dei Titoli riceve in seguito a tale risoluzione anticipata è probabilmente diverso a seconda degli scenari sopra descritti e può essere inferiore all'importo investito (inclusa un'eventuale riduzione a zero).

Nel caso in cui l'Entità di Riferimento trasferisca tutte o parte delle sue obbligazioni a una o più altre entità, tali entità possono essere considerate successori dell'Entità di Riferimento e tale (o tali) entità può sostituire l'Entità di Riferimento (un "Evento di Successione"). A seguito di tale successione, l'investitore si assumerà il rischio di credito sul o sui successori in questione al posto dell'Entità di Riferimento sopra indicata.

Termini Generali

Assemblee - Le condizioni dei Titoli conterranno disposizioni per la convocazione di assemblee dei Portatori di tali Titoli per valutare questioni che riguardano i loro interessi. Tali disposizioni consentono a maggioranze predefinite di vincolare tutti i Portatori, inclusi i Portatori che non hanno partecipato o votato all'assemblea in questione e i Portatori che hanno votato in modo contrario rispetto alla maggioranza.

Rappresentante dei Portatori dei Titoli - L'Emittente non ha nominato alcun Rappresentante dei Portatori dei Titoli

Status dei titoli

I Titoli costituiscono obbligazioni non subordinate e non garantite dell'Emittente che concorreranno con pari priorità tra esse.

Restrizioni alla libera trasferibilità dei titoli

Non vi sono restrizioni alla libera trasferibilità dei Titoli.

Politica in materia di dividendi o pagamenti

Non applicabile.

Dove saranno negoziati i titoli?

Ammissione alla negoziazione

L'Emittente (o altri per suo conto) presenterà domanda per l'ammissione alla negoziazione dei Titoli su EuroTLX.

Ai titoli è connessa una garanzia?

Natura e della portata della garanzia

Le obbligazioni in conformità con la garanzia sono obbligazioni senior privilegiate (ai sensi dell'Articolo L.613-30-3-I-3° del Code monétaire et financier francese) e non garantite di BNPP e avranno pari priorità rispetto a ogni altra obbligazione non subordinata e non garantita presente e futura, fatte salve le eccezioni di volta in volta rese obbligatorie ai sensi del diritto francese.

Nell'eventualità di un bail-in di BNPP ma non di BNPP B.V., le obbligazioni e/o gli importi dovuti da BNPP ai sensi della garanzia saranno ridotti per riflettere tale eventuale modifica o riduzione applicata alle responsabilità di BNPP e derivante dall'applicazione di una misura di bail-in di BNPP da parte di un organismo di vigilanza incaricato (anche nel caso in cui la garanzia non sia soggetta al bail-in).

Il Garante garantisce incondizionatamente e irrevocabilmente a ciascun Titolare che, se per qualsiasi motivo BNPP B.V. non dovesse corrispondere somme dovute o non dovesse adempiere ad altre obbligazioni in relazione a qualsiasi Titolo alla data specificata per tale pagamento o obbligazione, il Garante, in conformità alle Condizioni, pagherà tale somma nella valuta in cui tale pagamento è dovuto in fondi immediatamente disponibili o, a seconda dei casi, eseguirà o farà adempiere al relativo obbligo nella data dovuta.

Descrizione del garante

I Titoli emessi saranno garantiti incondizionatamente e irrevocabilmente da BNP Paribas ("**BNPP**" o il "**Garante**") ai sensi di un atto di garanzia di diritto inglese stipulato da BNPP in data 1 giugno 2021, o in prossimità di tale data (la "**Garanzia**"). Il Garante è stato costituito in Francia sotto forma di società per azioni (*société anonyme*) ai sensi della legge francese e ha ottenuto l'autorizzazione a operare quale istituto bancario con sede centrale al numero 16 di Boulevard des Italiens - 75009 Parigi, Francia. Identificativo della persona giuridica (LEI): R0MUWSFPU8MPRO8K5P83.

I rating del credito a lungo termine di BNPP sono A+ con outlook stabile (S&P Global Ratings Europe Limited), Aa3 con outlook stabile (Moody's Investors Service Ltd.), AA- con outlook stabile (Fitch Ratings Ireland Limited) (*che è il rating a lungo termine assegnato al debito senior privilegiato di BNPP da Fitch Ratings Ireland Limited*) e AA (basso) con outlook stabile (DBRS Rating GmbH), i rating del credito a breve termine di BNPP sono A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1+ (Fitch Ratings Ireland Limited) e R-1 (medio) (DBRS Rating GmbH).

BNPP è presente in 65 paesi e ha quasi 190.000 dipendenti, di cui quasi 145.000 in Europa. BNPP è la controllante del Gruppo BNP Paribas (collettivamente il "Gruppo BNPP").

L'organizzazione di BNPPP è cambiata nel 2021 con due nuove divisioni operative: Commercial, Personal Banking & Services (CPBS) e Investment & Protection Services (IPS). Insieme a Corporate & Institutional Banking (CIB), la terza divisione operativa del modello diversificato ed integrato di BNP Paribas, esse stanno lavorando in particolare per perseguire gli obiettivi del piano strategico 2022-2025.

Commercial, Personal Banking & Services (CPBS):

- *Banche commerciali della zona euro:* Commercial & Personal Banking in France (CPBF), BNL banca commerciale (BNL bc), banca commerciale italiana, Commercial & Personal Banking in Belgium (CPBB), Commercial & Personal Banking in Luxembourg (CPBL).

- *Banche commerciali fuori della zona euro, che sono organizzate attorno a:* Europe-Mediterranean, per l'Europa Orientale e la Turchia, BancWest negli Stati Uniti.

- *Linee di Business specializzate:* Arval, BNP Paribas Leasing Solutions, BNP Paribas Personal Finance, BNP Paribas Personal Investors, Nuove linee di business digitali (Nickel, Paypal, etc.).

Investment & Protection Services (IPS): Assicurazioni (BNP Paribas Cardif), Wealth and Asset Management (BNP Paribas Asset Management, BNP Paribas Wealth Management and BNP Paribas Real Estate), che gestisce il portfolio di investimenti industriali e commerciali non quotati e quotati del Gruppo BNP Paribas (BNP Paribas Principal Investments).

Attività bancarie corporate e istituzionali (CIB): Global Banking, Global Markets, Securities Services.

Al 31 dicembre 2021 gli azionisti principali erano Société Fédérale de Participations et d'Investissement ("SFPI"), una société anonyme di interesse pubblico (società per azioni) che agisce per conto del Governo belga, che detiene il 7,8% del capitale sociale, BlackRock Inc. che detiene il 6,1% del capitale sociale e il Granducato di Lussemburgo, che detiene l'1% del capitale sociale.

Informazioni finanziarie chiave per valutare la capacità del garante di adempiere ai propri obblighi derivanti dalla garanzia

Conto economico					
	Anno	Anno-1	Anno-2	Infrannuale	Infrannuale comparativo rispetto allo stesso periodo dell'anno precedente
In milioni di €	31/12/2021*	31/12/2020	31/12/2019	31/03/2022	31/03/2021
Interessi attivi netti	19.238	21.312	21.127	n.a	n.a
Commissioni nette	10.362	9.862	9.365	n.a	n.a
Utile netto su strumenti finanziari	7.777	7.146	7.464	n.a	n.a
Ricavi	43.762	44.275	44.597	13.218	11.829
Costo del rischio	-2.971	-5.717	-3.203	-456	-896
Risultato operativo	11.325	8.364	10.057	3.109	2.336
Utile netto attribuibile ai possessori di azioni	9.488	7.067	8.173	2.108	1.768
Utile per azione (in €)	7,26	5,31	6,21	1,53	1,31
Bilancio					
	Anno	Anno-1	Anno-2	Infrannuale	Infrannuale comparativo rispetto allo stesso periodo dell'anno precedente
In milioni di €	31/12/2021*	31/12/2020	31/12/2019	31/03/2022	31/03/2021
Totale attività	2.634.444	2.488.491	2.164.713	2.860.836	2.660.266
Titoli di debito	220.106	212.351	221.336	233.552	236.942
Di cui a medio lungo termine Senior Preferred	78.845**	82.086**	88.466**	n.a	n.a
Debito subordinato	25.667	23.325	20.896	n.a	n.a
Prestiti e crediti da clienti (netto)	814.000	809.533	805.777	838.965	821.991
Depositi di clienti	957.684	940.991	834.667	1.009.206	974.083
Patrimonio netto (quota del Gruppo)	117.886	112.799	107.453	119.050	113.788
Prestiti incerti/lordi irrisolti***	2,0%	2,1%	2,2%	1,9%	2,1%
Rapporto sul Common Equity Tier 1 (CET1)	12,9%	12,8%	12,1%	12,4%	12,8%
Rapporto Capitale Totale	16,4%	16,4%	15,5%	16,0%	16,2%
Coefficiente di leva finanziaria****	4,1%	4,9%	4,6%	3,8%	4,3%

(*) IFRS5

(**) Ambito normativo

(***) Crediti deteriorati (fase 3) a clienti e istituti di credito, non compensati da garanzie, inclusi titoli in bilancio e fuori bilancio e titoli di debito valutati a costi ammortizzati o al valore equo attraverso il patrimonio netto riportato su prestiti lordi in essere a clienti ed enti creditizi, in bilancio e fuori bilancio e compresi i titoli di debito valutati a costi ammortizzati o al valore equo attraverso il patrimonio netto (esclusa l'assicurazione).

(****) Tenuto conto dell'esenzione temporanea relativa ai depositi presso le banche centrali dell'Eurosistema (calcolata in conformità al Regolamento (UE) N° 2020/873, Articolo 500 bis). Ammonta al 4,7% al 31.12.21 se si esclude questo effetto.

Fattori di rischio più significativi relativi del garante

1. Un sostanziale aumento di nuovi accantonamenti o un incremento del livello degli accantonamenti precedentemente previsti esposti al rischio di credito e al rischio di controparte potrebbero influire negativamente sui risultati delle operazioni e delle condizioni finanziarie del Gruppo BNPP.
2. Un'interruzione o una violazione dei sistemi informatici del Gruppo BNPP può causare sostanziali perdite di informazioni sui clienti, danni alla reputazione del Gruppo BNPP e perdite finanziarie.
3. Il Gruppo BNPP potrebbe subire perdite importanti nelle sue attività di negoziazione e investimento a causa di oscillazioni e della volatilità di mercato.
4. Le rettifiche al valore contabile dei portafogli titoli e derivati del Gruppo BNPP e dell'indebitamento del Gruppo BNPP potrebbero avere un effetto negativo sul reddito netto e sul patrimonio netto.

5. La capacità di finanziamento e il costo dello stesso per il Gruppo BNPP potrebbero essere influenzati negativamente da una ripresa della crisi finanziaria, dal peggioramento delle condizioni economiche, dal declassamento del rating, dall'aumento degli spread del credito sovrano o da altri fattori.
6. Le condizioni economiche e finanziarie hanno avuto in passato e potranno avere in futuro un impatto sul Gruppo BNPP e sui mercati in cui lo stesso opera.
7. Le leggi e normative adottate negli ultimi anni, in particolare in risposta alla grande crisi finanziaria globale, nonché nuove proposte legislative, possono avere un impatto importante sul Gruppo BNPP e sulle condizioni finanziarie ed economiche in cui lo stesso opera.
8. Il Gruppo BNPP può incorrere in significative sanzioni amministrative, penali o di altra natura per non conformità alle leggi e ai regolamenti in vigore e può anche subire perdite in contenziosi correlati (o non correlati) con soggetti privati.
9. Epidemie e pandemie, inclusa la pandemia di coronavirus (COVID-19) in corso e le loro conseguenze economiche possono influenzare negativamente gli affari, le operazioni, risultati e le condizioni finanziarie del Gruppo.

Quali sono i principali rischi specifici dei titoli?

Fattori di rischio più significativi specifici dei titoli

Esistono anche rischi relativi ai Titoli, compresi:

1. Rischio relativo alla struttura dei Titoli:

Il rendimento dei Titoli dipende dal credito dell'Entità di Riferimento, e la protezione del capitale si applica solamente alla scadenza e solo se i Titoli non sono stati rimborsati in conformità con i Termini del Credito.

2. Rischi connessi all'Entità di Riferimento:

Gli investitori saranno esposti al rischio di credito di una o più Entità di Riferimento (ovvero, in termini generali, il rischio che una data entità di tale tipo non adempia alle proprie obbligazioni finanziarie alla scadenza o diventi insolvente), esposizione che può essere pari all'intero ammontare del loro investimento in tali Titoli di Credito. Se si verifica un Evento di Credito, gli investitori potranno subire perdite significative.

3. Rischi di credito correlati

Nell'acquistare i Titoli, gli investitori assumono un'esposizione creditizia sia verso l'Entità di Riferimento che verso l'Emittente e il Garante. Il rischio di credito per gli investitori può essere ulteriormente aumentato se l'Entità di Riferimento è concentrata nello stesso settore industriale o nella stessa area geografica dell'Emittente o del Garante.

4. Le azioni delle Entità di Riferimento possono influenzare il valore dei Titoli di Credito

Le azioni delle Entità di Riferimento (ad esempio, la fusione o la scissione o il rimborso o il trasferimento del debito) possono influire negativamente sul valore dei Titoli di Credito. Gli investitori devono essere consapevoli che l'Entità di Riferimento a cui è esposto il valore dei Titoli di Credito, e le condizioni di tale esposizione, possono cambiare nel corso della durata dei Titoli di Credito.

5. La sospensione degli obblighi sospenderà il pagamento del capitale e degli interessi:

In determinate circostanze (ad esempio, quando si è verificato un Evento di Credito e la relativa perdita di credito non è stata determinata alla data rilevante per il pagamento, o, se applicabile, quando un potenziale Evento di Credito esiste alla scadenza prevista dei Titoli), gli investitori possono essere influenzati negativamente qualora il pagamento dell'importo del rimborso sui Titoli sia differito per un periodo rilevante in tutto o in parte senza compensazione agli.

6. Rischi relativi ai mercati di negoziazione dei Titoli:

Il Prezzo di negoziazione dei Titoli può essere influenzato da una serie di fattori tra cui, a titolo esemplificativo ma non esaustivo, il prezzo, il valore o il livello dell'Entità di Riferimento, il tempo rimanente fino alla data di liquidazione/rimborso dei Titoli, la volatilità implicita o realizzata associata all'Entità di Riferimento e il rischio di correlazione dell'Entità di Riferimento. La possibilità che il prezzo di negoziazione del Titolo fluttui (positivamente o negativamente) dipende da una serie di fattori che gli investitori dovranno considerare attentamente prima di acquistare o vendere i Titoli.

Sezione D - Informazioni fondamentali sull'offerta pubblica dei titoli e/o sull'ammissione alla negoziazione in un mercato regolamentato

A quali condizioni posso investire in questo titolo e qual è il calendario previsto?

Termini generali, condizioni e calendario previsto dell'offerta

I titoli saranno offerti al pubblico dalla data 23 maggio 2022 (inclusa) e fino alla data 26 maggio 2022 (inclusa), fatte salve eventuali chiusure anticipate o estensioni del periodo di offerta.

L'Emittente (o altri per suo conto) presenterà domanda per l'ammissione alla negoziazione dei Titoli su EuroTLX .

Stima delle spese totali legate all'emissione e/o all'offerta, inclusi i costi stimati a carico dell'investitore dall'emittente o dall'offerente

Nessuna spesa sarà addebitata agli investitori da parte dell'Emittente.

Chi è l'offerente e/o il soggetto che chiede l'ammissione alla negoziazione?

Descrizione dell'offerente e / o della persona che richiede l'ammissione alla negoziazione

Offerente: MEDIOBANCA BANCA DI CREDITO FINANZIARIO SOCIETA PER AZIONI, Piazzetta Enrico Cuccia,1, 20121 Milano, Italy. L'identificativo della persona giuridica dell'Emittente (LEI) è PSQL19R2RXX5U3QWHI44.

Richiedente l'ammissione alla negoziazione: BNP Paribas Issuance B.V. (in seguito denominata l' "Emittente"), Herengracht 595, 1017 CE Amsterdam, Paesi Bassi (numero di telefono: +31(0)88 738 0000).

Perché è stato redatto il presente prospetto?

Utilizzo e l'importo stimato dei proventi netti

I proventi netti dell'emissione dei Titoli confluiranno nei fondi generali dell'Emittente. Tali proventi potranno essere utilizzati per mantenere posizioni in contratti di opzioni o di *future* o altri strumenti di copertura.

Ricavi netti stimati: fino a EUR 2.000.000.

Accordo di sottoscrizione

L'Offerente non assume alcun impegno di sottoscrizione.

Conflitti di interesse più rilevanti che riguardano l'offerta o l'ammissione alla negoziazione

Il Gestore (Manager) e le sue collegate possono inoltre avere intrapreso, e possono intraprendere in futuro, operazioni di investment banking e/o di commercial banking con, e possono prestare altri servizi per, l'Emittente e l'eventuale Garante e le società a esse collegate nel corso della normale attività.

BNP Paribas, che agisce in qualità di Agente per il Calcolo, è un'Affiliata dell'Emittente e del Garante e possono esistere potenziali conflitti di interesse tra la stessa e i Portatori dei Titoli, anche in relazione ad alcune determinazioni e giudizi che l'Agente per il Calcolo deve effettuare. Gli interessi economici dell'Emittente e di BNP Paribas in qualità di Agente per il Calcolo sono potenzialmente contrari agli interessi dei Portatori dei Titoli in qualità di investitori nei Titoli.

Fatto salvo quanto sopra menzionato, nessun soggetto coinvolto nell'emissione dei Titoli ha un interesse sostanziale nell'offerta, inclusi conflitti di interessi.