

**FINAL TERMS FOR CERTIFICATES****FINAL TERMS DATED 10 JUNE 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

**FINAL TERMS DATED AMENDED AND RESTATED ON 10 JUNE 2022 FOR LISTING PURPOSES ONLY**

**ISIN Code: XS2380304472**

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. 22-189 on 1 June 2022

**BNP Paribas Arbitrage S.N.C.**  
*(as Manager)*

Any person making or intending to make an offer of the Securities may only do so in circumstances in which no obligation arises for the Issuer 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 nor, the Guarantor or any Manager has authorised, nor do they authorise, the making of any offer of Securities in any other circumstances.

**PART A - CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 1 June 2022, 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 constitute 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 are available for viewing at BNP Paribas Securities Services, Luxembourg Branch, 60 avenue J.F. KENNEDY, L-1855 Luxembourg and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) 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	No. of Securities issued	No. of Securities	ISIN	Common Code	Issue Price per Security	Redemption Date
CE3565EAN	1,175	1,175	XS2380304472	238030447	100.00%	1 June 2027

## 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:** 18 May 2022.
4. **Issue Date:** 10 June 2022.
5. **Consolidation:** Not applicable.
6. **Type of Securities:**
  - (a) Certificates.
  - (b) The Securities are Index Securities.

The provisions of Annex 2 (Additional Terms and Conditions for Index Securities) shall apply.

Unwind Costs: 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:**

### Autocall Standard Securities

- (A) If FR Barrier Value is greater than or equal to the Final Redemption Condition Level:  
100% + FR Exit Rate; or
- (B) If FR Barrier Value is less than the Final Redemption Condition Level and no Knock-in Event has occurred:  
100% + Coupon Airbag Percentage; or
- (C) If FR Barrier Value is less than the Final Redemption Condition Level and a Knock-in Event has occurred:  
Min(100%, Final Redemption Value).

"**FR Barrier Value**" means, in respect of a SPS FR Barrier Valuation Date, the Underlying Reference Value.

"**SPS FR Barrier Valuation Date**" means the Settlement Price Date.

"**Settlement Price Date**" means the Valuation Date.

"**Valuation Date**" means the Redemption Valuation Date.

**"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.

For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.

**"Underlying Reference"** means as set out in §25(a) below.

**"SPS Valuation Date"** means the SPS FR Barrier Valuation Date.

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

**"Underlying Reference Strike Price"** is EUR 3,690.74.

**"Final Redemption Condition Level"** is 100 per cent.

**"FR Exit Rate"** means FR Rate

**"FR Rate"** is 31.25 per cent.

**"Coupon Airbag Percentage"** is 0 per cent.

**"Final Redemption 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.

For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.

**"Underlying Reference"** means as set out in §25(a) below.

**"SPS Valuation Date"** means the SPS Redemption Valuation Date.

**"SPS Redemption Valuation Date"** means the Settlement Price Date.

**"Settlement Price Date"** means the Valuation Date.

**"Valuation Date"** means the Redemption Valuation Date.

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

**"Underlying Reference Strike Price"** is EUR 3,690.74.

<b>Aggregation:</b>	Not applicable.
13. <b>Relevant Asset(s):</b>	Not applicable.
14. <b>Entitlement:</b>	Not applicable.
15. <b>Exchange Rate:</b>	Not applicable.
16. <b>Settlement Currency:</b>	The settlement currency for the payment of the Cash Settlement Amount is Euro (" <b>EUR</b> ").

- |  |   |
|--|---|
| 17. <b>Syndication:</b>                      | The Securities will be distributed on a non-syndicated basis.       |
| 18. <b>Minimum Trading Size:</b>             | Not applicable.   |
| 19. <b>Principal Security Agent:</b>         | BNP Paribas Arbitrage S.N.C.  |
| 20. <b>Registrar:</b>                        | Not applicable.   |
| 21. <b>Calculation Agent:</b>                | BNP Paribas Arbitrage S.N.C.<br>1 rue Laffitte 75009 Paris, France. |
| 22. <b>Governing law:</b>                    | English law.  |
| 23. <b>Masse provisions (Condition 9.4):</b> | Not applicable.   |

#### PRODUCT SPECIFIC PROVISIONS

- |   |  |
|---|--|
| 24. <b>Hybrid Securities:</b>   | Not applicable.  |
| 25. <b>Index Securities:</b>  | Applicable.  |
| (a) <b>Index/Basket of Indices/Index Sponsor(s):</b>                    | The " <b>Underlying Reference</b> " is the EURO STOXX 50® Index (Bloomberg Code: SX5E).<br><br>STOXX Limited or any successor thereto is the Index Sponsor.<br><br>The EURO STOXX 50® Index is a Multi-Exchange Index.<br><br>For the purposes of the Conditions, the Underlying Reference shall be deemed an Index. |
| (b) <b>Index Currency:</b>  | EUR.   |
| (c) <b>Exchange(s):</b>   | As set out in Annex 2 for a Composite Index.   |
| (d) <b>Related Exchange(s):</b>   | All Exchanges.   |
| (e) <b>Exchange Business Day:</b>                                       | Single Index Basis.  |
| (f) <b>Scheduled Trading Day:</b>                                       | Single Index Basis.  |
| (g) <b>Weighting:</b>   | Not applicable.  |
| (h) <b>Settlement Price:</b>  | Not applicable   |
| (i) <b>Specified Maximum Days of Disruption:</b>                        | Eight (8) Scheduled Trading Days.  |
| (j) <b>Valuation Time:</b>  | Conditions apply.  |
| (k) <b>Redemption on Occurrence of an Index Adjustments Event:</b>      | Delayed Redemption on Occurrence of an Index Adjustment Event: Not applicable.   |
| (l) <b>Index Correction Period:</b>                                     | As per Conditions.   |
| (m) <b>Additional provisions applicable to Custom Indices:</b>          | Not applicable.  |
| (n) <b>Additional provisions applicable to Futures Price Valuation:</b> | Not applicable.  |
| 26. <b>Share Securities/ETI Share Securities:</b>                       | Not applicable.  |
| 27. <b>ETI Securities:</b>  | Not applicable.  |
| 28. <b>Debt Securities:</b>   | Not applicable.  |
| 29. <b>Commodity Securities:</b>  | 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.  
(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:** 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.  
**"Knock-in 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.  
For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.  
**"Underlying Reference"** means as set out in §26(a) above.  
**"SPS Valuation Date"** means the Knock-in Determination Day or the Strike Date, as applicable.  
**"Underlying Reference Closing Price Value"** means, in respect of a SPS Valuation Date, the Closing Price in respect of such day.  
**"Underlying Reference Strike Price"** is EUR 3,690.74.
- (b) **Level:** Not applicable.
- (c) **Knock-in Level/Knock-in Range Level:** 50 per cent
- (d) **Knock-in Period Beginning Date:** Not applicable.
- (e) **Knock-in Period Beginning Date Day Convention:** Not applicable.
- (f) **Knock-in Determination** Not applicable.

**Period:**

- (g) **Knock-in Determination Day(s):** The 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:** Applicable.

41. **Knock-out Event:** Not applicable.

42. **EXERCISE, VALUATION AND REDEMPTION**

- (a) **Notional Amount of each Certificate:** EUR 1,000
- (b) **Partly Paid Certificates:** The Certificates are not Partly Paid Certificates.
- (c) **Interest:** Not applicable.
- (d) **Instalment Certificates:** The Certificates are not Instalment Certificates.
- (e) **Issuer Call Option:** Not applicable.
- (f) **Holder Put Option:** Not applicable.
- (g) **Automatic Early Redemption:** Applicable.
- (i) **Automatic Early Redemption Event:** **Single Standard Automatic Early Redemption**  
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:** **SPS Automatic Early Redemption Payout**  
 $NA \times (\text{AER Redemption Percentage} + \text{AER Exit Rate})$   
**"AER Redemption Percentage"** is 104.6875 per cent.
- (iii) **Automatic Early Redemption Date(s):** 12 June 2023 (i=1), 11 September 2023 (i=2), 13 December 2023 (i=3), 13 March 2024 (i=4), 12 June 2024 (i=5), 11 September 2024 (i=6), 11 December 2024 (i=7), 13 March 2025 (i=8), 11 June 2025 (i=9), 10 September 2025 (i=10), 11 December 2025 (i=11), 13 March 2026 (i=12), 10 June 2026 (i=13), 10 September 2026 (i=14), 11 December 2026 (i=15) and 15 March 2027 (i=16).
- (iv) **Observation Price Source:** Not applicable.
- (v) **Underlying Reference Level:** **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.

For the avoidance of doubt, when determining (i) above the SPS

Valuation Date shall never refer to the Strike Date.

"**Underlying Reference**" means as set out in §26(a) above.

"**SPS Valuation Date**" means each Automatic Early Redemption Valuation Date.

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

"**Underlying Reference Strike Price**" is EUR 3,690.74.

(vi) <b>Automatic Early Redemption Level:</b>	100 per cent.
(vii) <b>Automatic Early Redemption Percentage:</b>	Not applicable.
(viii) <b>AER Exit Rate:</b>	AER Rate
	<b>AER Rate</b> means $i * 1.5625$ per cent. i is a number from 1 to <b>16</b> representing the relevant Automatic Redemption Valuation Date.
(ix) <b>Automatic Early Redemption Valuation Date(s)/Period(s):</b>	18 May 2023 (i=1), 18 August 2023 (i=2), 20 November 2023 (i=3), 19 February 2024 (i=4), 20 May 2024 (i=5), 19 August 2024 (i=6), 18 November 2024 (i=7), 18 February 2025 (i=8), 19 May 2025 (i=9), 18 August 2025 (i=10), 18 November 2025 (i=11), 18 February 2026 (i=12), 18 May 2026 (i=13), 18 August 2026 (i=14), 18 November 2026 (i=15) and 18 February 2027 (i=16).
(h) <b>Strike Date:</b>	18 May 2022
(i) <b>Strike Price:</b>	Not applicable.
(j) <b>Redemption Valuation Date:</b>	18 May 2027.
(k) <b>Averaging:</b>	Averaging does not apply to the Securities.
(l) <b>Observation Dates:</b>	Not applicable.
(m) <b>Observation Period:</b>	Not applicable.
(n) <b>Settlement Business Day:</b>	Not applicable.
(o) <b>Cut-off Date:</b>	Not applicable.
(p) <b>Identification information of Holders as provided by Condition 29:</b>	Not applicable.

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

43. <b>U.S. Selling Restrictions:</b>	Not applicable - the Securities may not be legally or beneficially owned by or transferred to any U.S. person at any time.
44. <b>Additional U.S. Federal income tax considerations:</b>	The Securities are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.
45. <b>Registered broker/dealer:</b>	Not applicable.
46. <b>TEFRA C or TEFRA Not Applicable:</b>	TEFRA C/TEFRA not applicable.
47. <b>Non exempt Offer:</b>	Not applicable.
48. <b>Prohibition of Sales to EEA and UK Retail Investors:</b>	

- (a) **Selling Restriction:** Not applicable.
- (b) **Legend:** Not 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:

A handwritten signature in black ink, consisting of a stylized 'F' followed by a horizontal line, enclosed in a rectangular box.

By: Frédéric FOURRIER Duly authorised



## PART B - OTHER INFORMATION

### 1. Listing and Admission to trading - De listing

Application has been made to list the Securities on the Official List of the Luxembourg Stock Exchange and to admit the Securities for trading on the Luxembourg Stock Exchange's regulated market.

### 2. 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 issue of the Securities has an interest material to the issue.

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

- |                                      |   |
|--------------------------------------|---|
| (a) <b>Reasons for the Issue:</b>    | See "Use of Proceeds" in the Base Prospectus.   |
| (b) <b>Estimated net proceeds:</b>   | EUR 1,175,000.00                                |
| (c) <b>Estimated total expenses:</b> | The estimated total expenses are not available. |

### 5. 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.

Information on the Index shall be available on the Index Sponsor website as set out in below

Past and further performances of the Index are available on the Index Sponsor website as set out below, and its volatility may be obtained from the Calculation Agent by emailing [dl.privatebanks@bnpparibas.com](mailto:dl.privatebanks@bnpparibas.com)

**Place where information on the Underlying Index can be obtained:** **EURO STOXX 50®**  
Website: [www.stoxx.com](http://www.stoxx.com)

### Index Disclaimer

Neither the Issuer nor the Guarantor shall have any liability for any act or failure to act by an Index Sponsor in connection with the calculation, adjustment or maintenance of an Index. Except as disclosed prior to the Issue Date, neither the Issuer, the Guarantor nor their affiliates has any affiliation with or control over an Index or Index Sponsor or any control over the computation, composition or dissemination of an Index. Although the Calculation Agent will obtain information concerning an Index from publicly available sources it believes reliable, it will not independently verify this information. Accordingly, no representation, warranty or undertaking (express or implied) is made and no responsibility is accepted by the Issuer, the Guarantor, their affiliates or the Calculation Agent as to the accuracy, completeness and timeliness of information concerning an Index.

### EURO STOXX 50® Index

STOXX Limited, Deutsche Börse Group and their licensors, research partners or data providers have no relationship to BNP PARIBAS, other than the licensing of the EURO STOXX 50® Index and the related trademarks for use in connection with the Securities.

### **STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not:**

- Sponsor, endorse, sell or promote the Securities.
- Recommend that any person invest in the Securities or any other securities.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of Securities.

- Have any responsibility or liability for the administration, management or marketing of the Securities.
- Consider the needs of the Securities or the owners of the Securities in determining, composing or calculating the EURO STOXX 50® Index or have any obligation to do so.

**STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty, and exclude any liability (whether in negligence or otherwise), in connection with the Securities or their performance.**

STOXX does not assume any contractual relationship with the purchasers of the Securities or any other third parties.

**Specifically,**

STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not give any warranty, express or implied, and exclude any liability about:

- The results to be obtained by the Securities, the owner of the Securities or any other person in connection with the use of the EURO STOXX 50® Index and the data included in the EURO STOXX 50® Index;
- The accuracy, timeliness, and completeness of the EURO STOXX 50® Index and its data;
- The merchantability and the fitness for a particular purpose or use of the EURO STOXX 50® Index and its data;
- The performance of the Securities generally.

STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty and exclude any liability, for any errors, omissions or interruptions in the EURO STOXX 50® Index or its data;

Under no circumstances will STOXX, Deutsche Börse Group or their licensors, research partners or data providers be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a result of such errors, omissions or interruptions in the EURO STOXX 50® Index or its data or generally in relation to the Securities, even in circumstances where STOXX, Deutsche Börse Group or their licensors, research partners or data providers are aware that such loss or damage may occur.

The licensing Agreement between BNP PARIBAS and STOXX is solely for their benefit and not for the benefit of the owners of the Securities or any other third parties.

## 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, include the relevant identification number(s):** CFI: DEAVRI

## 7. EU Benchmarks Regulation

### **EU Benchmarks Regulation: Article 29(2) statement on benchmarks:**

Applicable: Amounts payable under the Securities are calculated by reference to the relevant Benchmark which is provided by the relevant Administrator, as specified in the table below.

As at the date of these Final Terms, the relevant Administrator is not included / included, as the case may be, in the register of Administrators and Benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011) (the "**BMR**"), as specified in the table below.

As far as the Issuer is aware, the transitional provisions in Article 51 of the BMR apply, such that the relevant Administrator is not currently required to obtain authorisation/registration, as specified in the table below.

Benchmark	Administrator	Register
EURO STOXX 50®	STOXX Ltd.	Included

# 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

EUR "Athena" Certificates linked to EURO STOXX 50® Index - The securities are Certificates. International Securities Identification Number ("ISIN"): XS2380304472.

### 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

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 2022 under the approval number 22-189 by the AMF, as supplemented from time to time.

## 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.

The assets of BNPP B.V. consist of the obligations of other BNPP Group entities. 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 towards BNPP B.V.

#### 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		
In €	31/12/2021	31/12/2020		
Operating profit/loss	47,856	54,758		

Balance sheet			
	Year	Year-1	
In €	31/12/2021	31/12/2020	
Net financial debt (long term debt plus short term debt minus cash)	87,075,921,726	69,621,531,827	
Current ratio (current assets/current liabilities)	1	1	
Debt to equity ratio (total liabilities/total shareholder equity)	133,566	112,649	
Interest cover ratio (operating income/interest expense)	No interest expenses	No interest expenses	
Cash flow statement			
	Year	Year-1	
In €	31/12/2021	31/12/2020	
Net Cash flows from operating activities	622,151	-563,228	
Net Cash flows from financing activities	0	0	
Net Cash flows from investing activities	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?

Not applicable. BNPP B.V. is an operating company. The creditworthiness of BNPP B.V. depends on the creditworthiness of BNPP.

### Section C - Key Information on the securities

#### What are the main features of the securities?

##### Type, class and ISIN

EUR "Athena" Certificates linked to EURO STOXX 50® Index - The securities are Certificates. International Securities Identification Number ("ISIN"): XS2380304472.

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

The currency of the Securities is Euro ("EUR"). The Securities have a par value of EUR 1,000. 1,175 Securities will be issued. The Securities will be redeemed on 1 June 2027.

##### 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 performance of an underlying index. This product has a fixed term and will redeem on the Redemption Date unless redeemed early in accordance with the Automatic Early Redemption provisions below.

Unless the product has been redeemed early, the following provisions would apply.

On the Redemption Date you will receive in respect of each certificate:

1. If the Final Reference Price is greater than or equal to 100% of the Initial Reference Price: a payment in cash equal to 131.25% of the Notional Amount.
2. If the Final Reference Price is less than 100% of the Initial Reference Price:
  - a. If a Barrier Event has not occurred: a payment in cash equal to the Notional Amount.
  - b. If a Barrier Event has occurred: a payment in cash equal to the Notional Amount decreased by the Performance of the Underlying. In this case you will suffer a partial or total loss of the Notional Amount.

**Automatic Early Redemption:** If, on any Autocall Valuation Date, the closing price of the Underlying is greater than or equal to 100% of the Initial Reference Price, the product will be redeemed on the corresponding Early Redemption Date. You will receive for each certificate a payment in cash equal to the Notional Amount plus a premium based on the relevant Exit Rate.

#### Where:

- A Barrier Event shall be deemed to occur if the Final Reference Price is below the Barrier.
- The Performance of an Underlying is the difference between its Final Reference Price and its Initial Reference Price, divided by its Initial Reference Price, expressed in absolute value.
- The Initial Reference Price is the closing price of the Underlying on the Strike Date.
- The Final Reference Price is the closing price of the Underlying on the Redemption Valuation Date.

Strike Date	18 May 2022	Issue Price	100%
Issue Date	10 June 2022	Product Currency	EUR
Redemption Valuation Date	18 May 2027	Notional Amount (per certificate)	EUR 1,000
Redemption Date (maturity)	01 June 2027		
Barrier	50% of the Initial Reference Price	Autocall Valuation Date(s)	See Annex
Early Redemption Date(s)	See Annex	Exit Rate(s)	See Annex
Underlying	Bloomberg Code		
EURO STOXX 50®	SX5E		

## ► Automatic Early Redemption

Autocall Valuation Date(s)	Early Redemption Date(s)	Exit Rate(s)
18 May 2023	12 June 2023	6.25% of the Notional Amount
18 August 2023	11 September 2023	7.8125% of the Notional Amount
20 November 2023	13 December 2023	9.3750% of the Notional Amount
19 February 2024	13 March 2024	10.9375% of the Notional Amount
20 May 2024	12 June 2024	12.50% of the Notional Amount
19 August 2024	11 September 2024	14.0625% of the Notional Amount
18 November 2024	11 December 2024	15.6250% of the Notional Amount
18 February 2025	13 March 2025	17.1875% of the Notional Amount
19 May 2025	11 June 2025	18.75% of the Notional Amount
18 August 2025	10 September 2025	20.3125% of the Notional Amount
18 November 2025	11 December 2025	21.8750% of the Notional Amount
18 February 2026	13 March 2026	23.4375% of the Notional Amount
18 May 2026	10 June 2026	25% of the Notional Amount
18 August 2026	10 September 2026	26.5625% of the Notional Amount
18 November 2026	11 December 2026	28.1250% of the Notional Amount
18 February 2027	15 March 2027	29.6875% of the Notional Amount

**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.

<b>Seniority of the securities</b>
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The Securities are unsubordinated and unsecured obligations of the Issuer and rank *pari passu* among themselves.

<b>Restrictions on the free transferability of the securities</b>
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There are no restrictions on the free transferability of the Securities.

<b>Dividend or payout policy</b>
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Not Applicable

<b>Where will the securities be traded?</b>
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<b>Admission to trading</b>
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Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Luxembourg Stock Exchange (Regulated Market).

<b>Is there a guarantee attached to the securities?</b>
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<b>Nature and scope of the guarantee</b>
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The obligations under the guarantee are senior preferred obligations (within the meaning of Article L.613-30-3-1-3° of the French Code monétaire et financier) and unsecured obligations of BNPP and will rank *pari passu* with all its other present and future senior preferred and unsecured obligations subject to such exceptions as may from time to time be mandatory under French law.

In the event of a bail-in of BNPP but not BNPP B.V., the obligations and/or amounts owed by BNPP under the guarantee shall be reduced to reflect any such modification or reduction applied to liabilities of BNPP resulting from the application of a bail-in of BNPP by any relevant regulator (including in a situation where the Guarantee itself is not the subject of such bail-in).

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.

<b>Description of the guarantor</b>
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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 1 June 2022 (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).

BNP Paribas, Europe's leading provider of banking and financial services, has four domestic Retail Banking markets in Europe, namely in France, Belgium, Italy and Luxembourg. It operates in 65 countries and has close to 190,000 employees, including nearly 145,000 in Europe.

BNP Paribas SA is the parent company of the BNP Paribas Group (together the "BNPP Group").

BNP Paribas' organisation changed in 2021 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), Italian Retail Banking, 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.

<b>Key financial information for the purpose of assessing the guarantor's ability to fulfil its commitments under the guarantee</b>					
<b>Income statement</b>					
	<b>Year</b>	<b>Year-1</b>	<b>Year-2</b>	<b>Interim</b>	<b>Comparative interim from same period in prior year</b>
<b>In millions of €</b>	31/12/2021*	31/12/2020	31/12/2019	31/03/2022	31/03/2021
<b>Net interest income</b>	19,238	21,312	21,127	n.a	n.a
<b>Net fee and commission income</b>	10,362	9,862	9,365	n.a	n.a
<b>Net gain on financial instruments</b>	7,777	7,146	7,464	n.a	n.a
<b>Revenues</b>	43,762	44,275	44,597	13,218	11,829
<b>Cost of risk</b>	-2,971	-5,717	-3,203	-456	-896
<b>Operating Income</b>	11,325	8,364	10,057	3,109	2,336
<b>Net income attributable to equity holders</b>	9,488	7,067	8,173	2,108	1,768
<b>Earnings per share (in euros)</b>	7.26	5.31	6.21	1.53	1.31
<b>Balance sheet</b>					
	<b>Year</b>	<b>Year-1</b>	<b>Year-2</b>	<b>Interim</b>	<b>Comparative interim from same period in prior year</b>
<b>In millions of €</b>	31/12/2021*	31/12/2020	31/12/2019	31/03/2022	31/03/2021
<b>Total assets</b>	2,634,444	2,488,491	2,164,713	2,860,836	2,660,266
<b>Debt securities</b>	220,106	212,351	221,336	233,552	236,942
<b>Of which mid long term Senior Preferred</b>	78,845**	82,086**	88,466**	n.a	n.a
<b>Subordinated debt</b>	25,667	23,325	20,896	n.a	n.a
<b>Loans and receivables from customers (net)</b>	814,000	809,533	805,777	838,965	821,991
<b>Deposits from customers</b>	957,684	940,991	834,667	1,009,206	974,083
<b>Shareholders' equity (Group share)</b>	117,886	112,799	107,453	119,050	113,788
<b>Doubtful loans/ gross outstandings***</b>	2%	2.1%	2.2%	1.9%	2.1%
<b>Common Equity Tier 1 capital (CET1) ratio</b>	12.9%	12.8%	12.1%	12.4%	12.8%
<b>Total Capital Ratio</b>	16.4%	16.4%	15.5%	16%	16.2%
<b>Leverage Ratio****</b>	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 amortized costs or at fair value through shareholders' equity reported on gross outstanding loans to customers and credit institutions, 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. An interruption in or a breach of the BNP Paribas Group's information systems may cause substantial losses of client or customer information, damage to the BNP Paribas Group's reputation and result in financial 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. The BNP Paribas Group's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in sovereign credit spreads or other factors
6. 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
7. 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
8. The BNP Paribas Group may incur substantial fines and other administrative and criminal penalties for noncompliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties
9. 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 performance of the Underlying Reference(s) and whether knock-in or knock out features apply. Auto-callable Products include automatic early redemption mechanisms. Depending on the applicable formula, if an automatic early redemption event occurs investors may be exposed to a partial loss of their investment. Investors may be exposed to a partial or total loss of their investment.

### 2. Risks related to the underlying and its disruption and adjustments:

Index Securities are linked to the performance of an underlying index (an "Index"), which may reference various asset classes such as, equities, bonds, currency exchange rates or property price data, or could reference a mixture of asset classes. Investors in Index Securities face the risk of a broader set of circumstances that mean that the assets underlying the Index do not perform as expected compared to an investment in conventional debt securities. Accordingly, the return on an investment in Index Securities is more likely to be adversely affected than an investment in conventional debt securities.

Exposure to indices, adjustment events and market disruption or failure to open of an exchange may have an adverse effect on the value and liquidity of the Securities.

### 3. 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 Underlying Reference(s), the time remaining until the scheduled redemption date of the Securities, the actual or implied volatility associated with the Underlying Reference(s) and the correlation risk of the relevant Underlying Reference(s). 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.

### 4. Legal risks:

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.

## 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

Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Luxembourg Stock Exchange (Regulated Market).

### 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

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: EUR 1,175,000

### Underwriting agreement

No underwriting commitment is undertaken by the Offeror

### Most material conflicts of interest pertaining to the offer or the admission to trading

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.

Various entities within the BNPP Group (including the Issuer and Guarantor) and Affiliates undertake different roles in connection with the Securities, including Issuer of the Securities and Calculation Agent of the Securities and may also engage in trading activities (including hedging activities) relating to the Underlying and other instruments or derivative products based on or relating to the Underlying which may give rise to potential conflicts of interest.

BNP Paribas Arbitrage SNC, which acts as Manager and 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 Arbitrage SNC as Manager and 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.