

FINAL TERMS FOR CERTIFICATES
FINAL TERMS DATED 12 SEPTEMBER 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

30,000 EUR "Athena Prestige Mensuel Action Airbus SE Novembre 2027" Certificates relating to Airbus SE Share due 4 November 2027

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

ISIN Code: XS2406095336

BNP Paribas Arbitrage S.N.C.

(as Manager)

The Securities are offered to the public in France from 12 September 2022 to 21 October 2022.

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 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://egdpo.bnpparibas.com/XS2406095336> 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 |
|---------------|--------------------------|-------------------|--------------|-------------|--------------------------|-----------------|
| CE6933EAG | 30,000 | 30,000 | XS2406095336 | 240609533 | 100 % | 4 November 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:** 25 July 2022
4. **Issue Date and Interest Commencement Date:** 12 September 2022
5. **Consolidation:** Not applicable.
6. **Type of Securities:**
 - (a) Certificates
 - (b) The Securities are Share Securities.

The provisions of Annex 3 (Additional Terms and Conditions for Share 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.

"Strike Price Closing Value" is applicable.

In respect of the provisions relating to the determination of FR Barrier Value, the following definitions are applicable (any terms not defined herein or elsewhere in this Final Terms being as defined in the Base Prospectus):

"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.

"Underlying Reference" means as set out in §26(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 Price in respect of such day.

"Underlying Reference Strike Price" means, in respect of an Underlying Reference, the Underlying Reference Closing Level Value for such Underlying Reference on the Strike Date.

"Final Redemption Condition Level" is 80 per cent.

"FR Exit Rate" means FR Rate

"FR Rate" is 54 per cent.

"Coupon Airbag Percentage" is 0 per cent.

"Final Redemption Value" means the Underlying Reference Value.

In respect of the provisions relating to the determination of Final Redemption Value, the following definitions are applicable (any terms not defined herein or elsewhere in this Final Terms being as defined in the Base Prospectus):

"Underlying Reference Value" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying

Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

"Underlying Reference" means as set out in §26(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 Price in respect of such day.

"Underlying Reference Strike Price" means, in respect of an Underlying Reference, the Underlying Reference Closing Level Value for such Underlying Reference on the Strike Date.

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| 13. Relevant Asset(s): | Not applicable. |
| 14. Entitlement: | Not applicable. |
| 15. Exchange Rate: | Not applicable. |
| 16. Settlement Currency: | The settlement currency for the payment of the Cash Settlement Amount or, as the case may be, the Disruption Cash Settlement Price is Euro ("EUR"). |
| 17. Syndication: | The Securities will be distributed on a non-syndicated basis. |
| 18. Minimum Trading Size: | Not applicable. |
| 19. Principal Security Agent: | BNP Paribas Arbitrage S.N.C. |
| 20. Registrar: | Not applicable. |
| 21. Calculation Agent: | BNP Paribas Arbitrage S.N.C. 1 rue Laffitte 75009 Paris, France. |
| 22. Governing law: | English law. |
| 23. Masse provisions (Condition 9.4): | Not applicable. |

PRODUCT SPECIFIC PROVISIONS

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| 24. Hybrid Securities: | Not applicable. |
| 25. Index Securities: | Not Applicable. |
| 26. Share Securities/ETI Share Securities: | Applicable. Share Securities: Applicable. |
| (a) Share(s)/Share Company/Basket Company/GDR/ADR/ETI Interest/Basket of ETI Interests: | An ordinary share in the share capital of Airbus SE (the " Share Company "), (ISIN: NL0000235190 / Bloomberg Code: AIR FP) (the " Underlying Reference "). For the purposes of the Conditions, the Underlying Reference shall be deemed to be the Share. |
| (b) Relative Performance Basket: | Not applicable. |

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| (c) Share/ETI Interest Currency: | Euro ("EUR"). |
| (d) ISIN of Share(s))/ETI Interest(s): | NL0000235190 |
| (e) Exchange(s): | Euronext Paris |
| (f) Related Exchange(s): | All Exchanges. |
| (g) Exchange Business Day: | Single Share Basis. |
| (h) Scheduled Trading Day: | Single Share Basis. |
| (i) Weighting: | Not Applicable. |
| (j) Settlement Price: | Not Applicable. |
| (k) Specified Maximum Days of Disruption: | Eight (8) Scheduled Trading Days. |
| (l) Valuation Time: | The Scheduled Closing Time as defined in Condition 1. |
| (m) Redemption on Occurrence of an Extraordinary Event: | Delayed Redemption on Occurrence of an Extraordinary Event: Not applicable. |
| (n) Share/ETI Interest Correction Period: | As per Conditions. |
| (o) Dividend Payment: | Not applicable. |
| (p) Listing Change: | Applicable. |
| (q) Listing Suspension: | Applicable. |
| (r) Illiquidity: | Applicable. |
| (s) Tender Offer: | Applicable. |
| (t) CSR Event: | Not applicable. |
| (u) Hedging Liquidity Event: | Not applicable. |
| 27. ETI Securities: | Not applicable. |
| 28. Debt Securities: | Not applicable. |
| 29. Commodity Securities: | Not applicable. |
| 30. Inflation Index Securities: | Not applicable. |
| 31. Currency Securities: | Not applicable. |
| 32. Fund Securities: | Not applicable. |
| 33. Futures Securities: | Not applicable. |
| 34. Credit Security Provisions: | Not applicable. |
| 35. Underlying Interest Rate Securities: | Not applicable. |
| 36. Preference Share Certificates: | Not applicable. |
| 37. OET Certificates: | Not applicable. |
| 38. Illegality (Security Condition 7.1) and Force Majeure (Security Condition 7.2): | Illegality: redemption in accordance with Security Condition 7.1(d). Force Majeure: redemption in accordance with Security Condition 7.2(b). |
| 39. Additional Disruption Events and Optional Additional Disruption Events: | (a) Additional Disruption Events: Applicable. |

(b) The following Optional Additional Disruption Events apply to the Securities: Administrator/Benchmark Event; Failure to Deliver due to Illiquidity; Insolvency Filing.

(c) Redemption:

Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable.

40. **Knock-in Event:**

Applicable.

If the Knock-in Value is less than the Knock-in Level on the Knock-in Determination Day.

(a) **SPS Knock-in Valuation:**

Applicable.

"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 means, in respect of an Underlying Reference, the Underlying Reference Closing Level Value for such Underlying Reference on the Strike Date.

(b) **Level:**

Not applicable.

(c) **Knock-in Level/Knock-in Range Level:**

60 per cent.

(d) **/Knock-in Period Beginning Date:**

Not applicable.

(e) **Knock-in Level/Knock-in Period Beginning Date Day Convention:**

Not applicable.

(f) **Knock-in Determination Period:**

Not applicable.

(g) **Knock-in Determination Day(s):**

The Redemption Valuation Date.

(h) **Knock-in Level/Knock-in Period Ending Date:**

Not applicable.

(i) **Knock-in Period Ending Date Day Convention:**

Not applicable.

(j) **Knock-in Valuation Time:**

The Valuation Time.

(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) **Issuer Call Option:** Not applicable.
- (e) **Holder Put Option:** Not applicable.
- (f) **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 x (AER Redemption Percentage + AER Exit Rate)
"AER Redemption Percentage" is 100per cent.
- (iii) **Automatic Early Redemption Date(s):** 6 November 2023 (n=12), 5 December 2023 (n=13), 5 January 2024 (n=14), 5 February 2024 (n=15), 6 March 2024 (n=16), 8 April 2024 (n=17), 7 May 2024 (n=18), 4 June 2024 (n=19), 5 July 2024 (n=20), 5 August 2024 (n=21), 4 September 2024 (n=22), 7 October 2024 (n=23), 4 November 2024 (n=24), 5 December 2024 (n=25), 7 January 2025 (n=26), 4 February 2025 (n=27), 7 March 2025 (n=28), 4 April 2025 (n=29), 6 May 2025 (n=30), 4 June 2025 (n=31), 7 July 2025 (n=32), 4 August 2025 (n=33), 4 September 2025 (n=34), 6 October 2025 (n=35), 4 November 2025 (n=36), 5 December 2025 (n=37), 6 January 2026 (n=38), 4 February 2026 (n=39), 9 March 2026 (n=40), 8 April 2026 (n=41), 6 May 2026 (n=42), 4 June 2026 (n=43), 6 July 2026 (n=44), 4 August 2026 (n=45), 4 September 2026 (n=46), 5 October 2026 (n=47), 4 November 2026 (n=48), 7 December 2026 (n=49), 5 January 2027 (n=50), 4 February 2027 (n=51), 8 March 2027 (n=52), 6 April 2027 (n=53), 5 May 2027 (n=54), 4 June 2027 (n=55), 5 July 2027 (n=56), 4 August 2027 (n=57), 6 September 2027 (n=58) and 5 October 2027 (n=59)
- (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" means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

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| (vi) Automatic Early Redemption Level: | 100 per cent. |
| (vii) Automatic Early Redemption Percentage: | Not applicable. |
| (viii) AER Exit Rate: | AER Rate AER Rate means $i * 0.90$ per cent. i is a number from 12 to 59 representing the relevant Automatic Redemption Valuation Date. |
| (ix) Automatic Early Redemption Valuation Date(s): | 30 October 2023 (n=12), 28 November 2023 (n=13), 28 December 2023 (n=14), 29 January 2024 (n=15), 28 February 2024 (n=16), 28 March 2024 (n=17), 29 April 2024 (n=18), 28 May 2024 (n=19), 28 June 2024 (n=20), 29 July 2024 (n=21), 28 August 2024 (n=22), 30 September 2024 (n=23), 28 October 2024 (n=24), 28 November 2024 (n=25), 30 December 2024 (n=26), 28 January 2025 (n=27), 28 February 2025 (n=28), 28 March 2025 (n=29), 28 April 2025 (n=30), 28 May 2025 (n=31), 30 June 2025 (n=32), 28 July 2025 (n=33), 28 August 2025 (n=34), 29 September 2025 (n=35), 28 October 2025 (n=36), 28 November 2025 (n=37), 29 December 2025 (n=38), 28 January 2026 (n=39), 2 March 2026 (n=40), 30 March 2026 (n=41), 28 April 2026 (n=42), 28 May 2026 (n=43), 29 June 2026 (n=44), 28 July 2026 (n=45), 28 August 2026 (n=46), 28 September 2026 (n=47), 28 October 2026 (n=48), 30 November 2026 (n=49), 28 December 2026 (n=50), 28 January 2027 (n=51), 1 March 2027 (n=52), 30 March 2027 (n=53), 28 April 2027 (n=54), 28 May 2027 (n=55), 28 June 2027 (n=56), 28 July 2027 (n=57), 30 August 2027 (n=58) and 28 September 2027 (n=59) |
| (g) Strike Date: | 28 October 2022 |
| (h) Strike Price: | Not applicable. |
| (i) Redemption Valuation Date: | 28 October 2027 |
| (j) Averaging: | Averaging does not apply to the Securities. |
| (k) Observation Dates: | Not applicable. |
| (l) Observation Period: | Not applicable. |
| (m) Settlement Business Day: | Not applicable. |
| (n) Cut-off Date: | Not applicable. |
| (o) Identification information of Holders as provided by Condition 29: | Not applicable. |

DISTRIBUTION AND U.S. SALES ELIGIBILITY

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| 43. U.S. Selling Restrictions: | Not applicable - the Securities may not be legally or beneficially owned by or transferred to any U.S. person at any time. |
| 44. Additional U.S. Federal income tax considerations: | The Securities are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986. |
| 45. Registered broker/dealer: | Not applicable. |
| 46. TEFRA C or TEFRA Not Applicable: | TEFRA Not Applicable. |

47. **Non exempt Offer:** Applicable.
- (i) **Non-exempt Offer Jurisdictions:** France.
- (ii) **Offer Period:** From, and including, 12 September 2022 until, and including, 21 October 2022, subject to any early closing, as indicated in Part B, item 7.
- (iii) **Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:** **BNP Paribas Wealth Management**
33, rue du Quatre Septembre
75002 Paris
(the “**Authorised Offeror**”)
Legal entity identifier (LEI): 969500YY0S9J4G79N626.
- (iv) **General Consent:** Not applicable.
- (v) **Other Authorised Offeror Terms:** Not applicable.

PROVISIONS RELATING TO COLLATERAL AND SECURITY

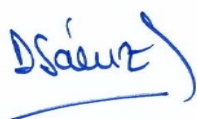
49. **Secured Securities other than Notional Value Repack Securities:** Not applicable.
50. **Notional Value Repack Securities:** Not applicable.

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:



By: Déyanira SAENZ LOZANO... 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

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| (a) Reasons for the Issue: | See "Use of Proceeds" in the Base Prospectus. |
| (b) Estimated net proceeds: | 30,000,000.00 |
| (c) Estimated total expenses: | 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 Share shall be available on the website as set out in below

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

Place where information on the Underlying Share can be obtained: Airbus SE
Website: <https://www.airbus.com/en>

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): Valoren: 119867442
 CFI: DEAVRS

7. Terms and Conditions of the Non-Exempt Offer

Offer Price: The offer price of the Certificates is 100.00% per cent of their Notional Amount (i.e. EUR 1,000 per Certificate, of which commissions of a maximum of 0.80% per cent. per annum shall be retained by the Authorised Offeror).

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

The Issuer reserves the right to modify the total nominal amount of the Certificates to which investors can subscribe, withdraw the offer of the Securities 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. Such an event will be notified to investors via the following link:

<http://eqdpo.bnpparibas.com/XS2406095336>.

The Issuer will in its sole discretion determine the final amount of Securities issued up to a limit of 30,000 Securities.

The final amount that are issued on the Issue Date will be listed on the Luxembourg Stock Exchange's regulated market.

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 in its sole and absolute discretion depending on the number of Securities which have been agreed to be purchased as of the Issue Date.

The Offer Period may be closed early as determined by Issuer in its sole discretion and notified on or around such earlier date by publication on the following webpage: <http://eqdpo.bnpparibas.com/XS2406095336>.

The Issuer reserves the right to extend the Offer Period. The Issuer will inform of the extension of the Offer Period by means of a notice to be published on the following webpage:

<http://eqdpo.bnpparibas.com/XS2406095336>.

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:

<http://eqdpo.bnpparibas.com/XS2406095336>.

Description of the application process:

From, and including, 12 September 2022 until, and including, 21 October 2022, or such earlier date as the Issuer determines as notified on or around such earlier date by (i) loading the following link:

<http://eqdpo.bnpparibas.com/XS2406095336>.

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

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

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.

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

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

Minimum purchase amount per investor: One (1) Certificate.

Maximum subscription amount per investor: The number of Securities issued as set out in SPECIFIC PROVISIONS FOR EACH SERIES in Part A.

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

There are no pre-identified allotment criteria.

The Authorised Offeror will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Authorised Offeror 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, in accordance with the Authorised Offeror, will proceed to early terminate the Offer Period and will immediately suspend the acceptance of further requests.

Description of possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants:

Not applicable.

Details of the method and time limits for paying up and delivering Securities:

The Securities will be issued on the Issue Date against payment to the Issuer by the Authorised Offeror of the gross subscription moneys. The Securities are cleared through the clearing systems and are due to be delivered through the Authorised Offeror 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:
<http://eqdpo.bnpparibas.com/XS2406095336> 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:

In the case of over subscription, allotted amounts will be notified to applicants on the following website:
<http://eqdpo.bnpparibas.com/XS2406095336> on or around the Issue Date.

No dealing in the Certificates may begin before any such notification is made.

In all other cases, allotted amounts will be equal to the amount of the application, and no further notification shall be made.

In all cases, no dealing in the Certificates may take place prior to the Issue Date.

Amount of any expenses and taxes charged to the subscriber or purchaser:

| Series Number | Issue Price per Security | Expenses included in the Issue Price |
|---------------|--------------------------|--|
| CE6933EAG | 100% | 3.05% of the Notional Amount per Certificate |

8. Intermediaries with a firm commitment to act

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| Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and a description of the main terms of their commitment: | <p>BNP Paribas Arbitrage S.N.C. 1 rue Laffitte 75009 Paris France</p> <p>Daily liquidity: subject to normal market conditions prevailing, Holders may purchase or resell securities (subject to the current outstanding amount of securities) at their market value and with a spread between the bid and offer prices no greater than 1%, on any business day during the life of the securities</p> |
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9. Placing and Underwriting

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| 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 Authorised Offerors 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 Paying 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: | <p>BNP Paribas Wealth Management 33, rue du Quatre Septembre 75002 Paris (the "Authorised Offeror") Legal entity identifier (LEI): 969500YY0S9J4G79N626.</p> |
| When the underwriting agreement has been or will be reached: | No underwriting commitment is undertaken by the Authorised Offeror |

10. EU Benchmarks Regulation

| | |
|--|-----------------|
| EU Benchmarks Regulation: Article 29(2)statement on benchmarks: | 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

EUR "Athena Prestige Mensuel Action Airbus SE Novembre 2027" Certificates linked to Airbus SE Share - The securities are Certificates. International Securities Identification Number ("ISIN"): XS2406095336.

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: BNP Paribas Wealth Management, 33, rue du Quatre Septembre, 75002 Paris. The legal entity identifier of the Offeror is 969500YY0S9J4G79N626.

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.

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|---------------------------|
| Major shareholders |
|---------------------------|

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

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| Identity of the issuer's key managing directors |
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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.

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| 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*).

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| <i>What is the key financial information regarding the issuer?</i> |
|---|

| 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 | | |

| |
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| 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.

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| <i>What are the key risks that are specific to the issuer?</i> |
|---|

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 Prestige Mensuel Action Airbus SE Novembre 2027" Certificates linked to Airbus SE Share - The securities are Certificates. International Securities Identification Number ("ISIN"): XS2406095336.

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. 30,000 Securities will be issued. The Securities will be redeemed on 4 November 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 share. 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 80% of the Initial Reference Price: a payment in cash equal to 154% of the Notional Amount.
2. If the Final Reference Price is less than 80% 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 | 28 October 2022 | Issue Price | 100% |
| Issue Date | 12 September 2022 | Product Currency | EUR |
| Redemption Valuation Date | 28 October 2027 | Notional Amount (per certificate) | EUR 1,000 |
| Redemption Date (maturity) | 04 November 2027 | | |
| Barrier | 60% 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 | ISIN |
|------------|----------------|--------------|
| Airbus SE | AIR FP | NL0000235190 |

ANNEX

► Automatic Early Redemption

| Autocall Valuation Date(s) | Early Redemption Date(s) | Exit Rate(s) |
|----------------------------|--------------------------|-------------------------------|
| 30 October 2023 | 06 November 2023 | 10.80% of the Notional Amount |
| 28 November 2023 | 05 December 2023 | 11.70% of the Notional Amount |
| 28 December 2023 | 05 January 2024 | 12.60% of the Notional Amount |
| 29 January 2024 | 05 February 2024 | 13.50% of the Notional Amount |
| 28 February 2024 | 06 March 2024 | 14.40% of the Notional Amount |
| 28 March 2024 | 08 April 2024 | 15.30% of the Notional Amount |
| 29 April 2024 | 07 May 2024 | 16.20% of the Notional Amount |
| 28 May 2024 | 04 June 2024 | 17.10% of the Notional Amount |
| 28 June 2024 | 05 July 2024 | 18% of the Notional Amount |
| 29 July 2024 | 05 August 2024 | 18.90% of the Notional Amount |
| 28 August 2024 | 04 September 2024 | 19.80% of the Notional Amount |
| 30 September 2024 | 07 October 2024 | 20.70% of the Notional Amount |
| 28 October 2024 | 04 November 2024 | 21.60% of the Notional Amount |
| 28 November 2024 | 05 December 2024 | 22.50% of the Notional Amount |
| 30 December 2024 | 07 January 2025 | 23.40% of the Notional Amount |
| 28 January 2025 | 04 February 2025 | 24.30% of the Notional Amount |
| 28 February 2025 | 07 March 2025 | 25.20% of the Notional Amount |
| 28 March 2025 | 04 April 2025 | 26.10% of the Notional Amount |
| 28 April 2025 | 06 May 2025 | 27% of the Notional Amount |
| 28 May 2025 | 04 June 2025 | 27.90% of the Notional Amount |
| 30 June 2025 | 07 July 2025 | 28.80% of the Notional Amount |
| 28 July 2025 | 04 August 2025 | 29.70% of the Notional Amount |
| 28 August 2025 | 04 September 2025 | 30.60% of the Notional Amount |
| 29 September 2025 | 06 October 2025 | 31.50% of the Notional Amount |
| 28 October 2025 | 04 November 2025 | 32.40% of the Notional Amount |
| 28 November 2025 | 05 December 2025 | 33.30% of the Notional Amount |
| 29 December 2025 | 06 January 2026 | 34.20% of the Notional Amount |
| 28 January 2026 | 04 February 2026 | 35.10% of the Notional Amount |
| 02 March 2026 | 09 March 2026 | 36% of the Notional Amount |
| 30 March 2026 | 08 April 2026 | 36.90% of the Notional Amount |
| 28 April 2026 | 06 May 2026 | 37.80% of the Notional Amount |
| 28 May 2026 | 04 June 2026 | 38.70% of the Notional Amount |
| 29 June 2026 | 06 July 2026 | 39.60% of the Notional Amount |
| 28 July 2026 | 04 August 2026 | 40.50% of the Notional Amount |
| 28 August 2026 | 04 September 2026 | 41.40% of the Notional Amount |
| 28 September 2026 | 05 October 2026 | 42.30% of the Notional Amount |
| 28 October 2026 | 04 November 2026 | 43.20% of the Notional Amount |
| 30 November 2026 | 07 December 2026 | 44.10% of the Notional Amount |
| 28 December 2026 | 05 January 2027 | 45% of the Notional Amount |
| 28 January 2027 | 04 February 2027 | 45.90% of the Notional Amount |
| 01 March 2027 | 08 March 2027 | 46.80% of the Notional Amount |
| 30 March 2027 | 06 April 2027 | 47.70% of the Notional Amount |
| 28 April 2027 | 05 May 2027 | 48.60% of the Notional Amount |
| 28 May 2027 | 04 June 2027 | 49.50% of the Notional Amount |
| 28 June 2027 | 05 July 2027 | 50.40% of the Notional Amount |
| 28 July 2027 | 04 August 2027 | 51.30% of the Notional Amount |
| 30 August 2027 | 06 September 2027 | 52.20% of the Notional Amount |
| 28 September 2027 | 05 October 2027 | 53.10% 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.

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 Luxembourg Stock Exchange (Regulated Market).

Is there a guarantee attached to the securities?

Nature and scope of the guarantee

The obligations under the guarantee are senior preferred obligations (within the meaning of Article L.613-30-3-l-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.

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 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.

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 € | 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 € | 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% | 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% | 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 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.

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| Most material risk factors pertaining to the guarantor |
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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

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|---|
| <i>What are the key risks that are specific to the securities?</i> |
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| |
|--|
| 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:

Unlike a direct investment in any Share(s), Stapled Share(s), GDR(s) and/or ADR(s) comprising the Underlying Reference(s) (together the "Share(s)"), an investment in Share Securities does not entitle Holders to vote or receive dividends or distributions (unless otherwise specified in the Final Terms). Accordingly, the return on Share Securities will not be the same as a direct investment in the relevant Share(s) and could be less than a direct investment.

Exposure to shares, similar market risks to a direct investment in an equity, potential adjustment events or extraordinary 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.

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| Section D - Key Information on the offer of securities to the public and/or admission to trading on a regulated market |
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| <i>Under which conditions and timetable can I invest in this security?</i> |
|---|

| |
|--|
| General terms, conditions and expected timetable of the offer |
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The securities will be offered to the public in France from and including September 12th, 2022 to and including October 21st, 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 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

Offeror: BNP Paribas Wealth Management, 33, rue du Quatre Septembre, 75002 Paris. The legal entity identifier of the Offeror is 969500YY0S9J4G79N626.

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 30,000,000

Underwriting agreement

No underwriting commitment is undertaken by the Offeror

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

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.

Résumé du Prospectus

Section A - Introduction et Avertissements

Avertissements

Le présent résumé doit être lu comme une introduction au Prospectus de Base et aux Conditions Définitives applicables. Toute décision d'investir dans les Titres concernés doit être fondée sur un examen exhaustif du Prospectus de Base dans son ensemble, y compris tous documents incorporés par référence et les Conditions Définitives applicables.

Les investisseurs peuvent être exposés à une perte partielle ou totale de leur investissement.

Lorsqu'une action concernant l'information contenue dans le Prospectus de Base et les Conditions Définitives applicables est intentée devant un tribunal d'un Etat Membre de l'Espace Economique Européen, l'investisseur plaignant peut, selon la législation nationale de l'Etat Membre où l'action est intentée, avoir à supporter les frais de traduction de ce Prospectus de Base et des Conditions Définitives applicables avant le début de la procédure judiciaire.

La responsabilité civile sera recherchée dans cet Etat Membre auprès de l'Emetteur ou du Garant (le cas échéant) sur la seule base du présent résumé, y compris sa traduction, mais seulement si le contenu du résumé est jugé trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus de Base et des Conditions Définitives applicables, ou, s'il ne fournit pas, lu en combinaison avec les autres parties du Prospectus de Base et des Conditions Définitives applicables, les informations clés permettant d'aider les investisseurs lorsqu'ils envisagent d'investir dans ces Titres.

Vous êtes sur le point d'acheter un produit qui n'est pas simple et peut être difficile à comprendre.

Nom et codes internationaux d'identification des valeurs mobilières (code ISIN)

EUR "Athena Prestige Mensuel Action Airbus SE Novembre 2027" Certificats liés à l'Action Airbus SE - Les Titres sont des Certificats. Numéro International d'Identification des Valeurs Mobilières ("ISIN"): XS2406095336.

Identité et coordonnées de l'émetteur

BNP Paribas Issuance B.V. (l'**Emetteur**), Herengracht 595, 1017 BV Amsterdam, Pays-Bas (numéro de téléphone : +31(0)88 738 0000). L'identifiant d'entité juridique (IEJ) de l'Emetteur est 7245009UXRIGIRYOBR48.

Identité et coordonnées de l'offreur et/ou de la personne qui sollicite l'admission à la négociation

Offreur: BNP Paribas Wealth Management, 33, rue du Quatre Septembre, 75002 Paris. L'identifiant d'entité juridique (IEJ) de l'Offreur est 969500YY0S9J4G79N626.

Personne qui sollicite l'admission à la négociation : BNP Paribas Issuance B.V. (l'"Emetteur"), Herengracht 595, 1017 CE Amsterdam, Pays-Bas (tel: +31(0)88 738 0000).

Identité et coordonnées de l'autorité compétente approuvant le prospectus

Autorité des Marchés Financiers (l'« **AMF** »), 17, place de la Bourse, 75082 Paris Cedex 02, France - Tél. : 01 53 45 60 00 - www.amf-france.org

Date d'approbation du prospectus

Ce Prospectus a été approuvé le 1 juin 2022 sous le numéro d'approbation n°22-189 par l'AMF, tel que modifié ou complété à tout moment.

Section B - Informations clés sur l'émetteur

Qui est l'émetteur des valeurs mobilières ?

Siège social/ Forme juridique/ IEJ/ Législation/ Pays d'immatriculation

BNPP B.V. a été constitué aux Pays-Bas sous la forme d'une société non cotée en bourse à responsabilité limitée de droit néerlandais, et son siège social est situé Herengracht 595, 1017 BV Amsterdam, Pays-Bas. L'identifiant d'entité juridique (IEJ) de l'Emetteur est 7245009UXRIGIRYOBR48.

La notation de crédit à long terme de BNPP B.V. est A + avec une perspective stable (S&P Global Ratings Europe Limited) et la notation à court terme de BNPP B.V. est : A-1 (S&P Global Ratings Europe Limited).

Principales activités

BNPP B.V. a pour activité principale d'émettre et/ou d'acquérir des instruments financiers de toute nature et de conclure des contrats à cet effet pour le compte de différentes entités au sein du Groupe BNPP.

Les actifs de BNPP B.V. sont constitués des obligations d'autres entités du Groupe BNPP. Les détenteurs de titres émis par BNPP B.V. sont, sous réserve des dispositions de la Garantie émise par BNPP, exposés à la capacité des entités du Groupe BNPP à remplir leurs obligations envers BNPP B.V.

Principaux actionnaires

BNP Paribas détient 100% du capital social de BNPP B.V.

Identité de ses principaux dirigeants

Le dirigeant (*Managing Director*) de l'Émetteur est BNP Paribas Finance B.V.

Les dirigeants (*Managing Directors*) de BNP Paribas Finance B.V. sont Edwin Herskovic, Erik Stroet, Folkert van Asma, Richard Daelman, Geert Lippens et Matthew Yandle.

Identité des contrôleurs légaux des comptes

Mazars N.V. sont les auditeurs de l'Émetteur. Mazars N.V. est un cabinet d'expertise comptable indépendant aux Pays-Bas, enregistré auprès de la NBA (*Nederlandse Beroepsorganisatie van Accountants*).

Quelles sont les informations financières clés concernant l'émetteur ?

Informations financières clés

| Compte de résultat | | | | |
|--|-------------------------|-------------------------|--|--|
| | Année | Année-1 | | |
| En € | 31/12/2021 | 31/12/2020 | | |
| Bénéfice/perte d'exploitation | 47 856 | 54 758 | | |
| Bilan | | | | |
| | Année | Année-1 | | |
| En € | 31/12/2021 | 31/12/2020 | | |
| Endettement financier net (dette à long terme plus dette à court terme moins trésorerie) | 87 075 921 726 | 69 621 531 827 | | |
| Ratio courant (actif courant/passif courant) | 1 | 1 | | |
| Ratio dette sur capitaux propres (total du passif/total des capitaux propres) | 133 566 | 112 649 | | |
| Ratio de couverture des intérêts (résultat d'exploitation/charge d'intérêts) | Aucune charge d'intérêt | Aucune charge d'intérêt | | |
| État des flux de trésorerie | | | | |
| | Année | Année-1 | | |
| En € | 31/12/2021 | 31/12/2020 | | |
| Flux de trésorerie net provenant des activités d'exploitation | 622 151 | -563 228 | | |
| Flux de trésorerie net provenant des activités de financement | 0 | 0 | | |
| Flux de trésorerie net provenant des activités d'investissement | 0 | 0 | | |

Réserves formulées dans le rapport d'audit

Sans objet, il n'existe aucune réserve dans les rapports d'audit sur les informations financières historiques contenues dans le Prospectus.

Quels sont les risques spécifiques à l'émetteur ?

Sans objet. BNPP B.V. est une société d'exploitation. La solvabilité de BNPP B.V. dépend de la solvabilité de BNPP.

Section C - Informations clés sur les valeurs mobilières

Quelles sont les principales caractéristiques des valeurs mobilières ?

Nature, catégorie et code ISIN

EUR "Athena Prestige Mensuel Action Airbus SE Novembre 2027" Certificats linked to Airbus SE Share - Les Titres sont des Certificats. Numéro International d'Identification des Valeurs Mobilières ("ISIN"): XS2406095336.

| |
|---|
| Devise / dénomination / valeur nominale / nombre de valeurs mobilières émises / échéance |
|---|

Les Titres sont libellés en Euro ("EUR"). Les Titres ont une valeur nominale de EUR 1 000. 30 000 Titres seront émis. Les Titres seront remboursés le 4 novembre 2027.

| |
|---|
| Droits attachés aux valeurs mobilières |
|---|

Maintien de l'Emprunt à son Rang - Les modalités des Titres ne contiendront aucune clause de maintien de l'emprunt à son rang.

Cas de Défaut - Les modalités des Titres ne prévoient pas de cas de défaut

Loi applicable - Les Titres seront régis par le droit anglais.

Ce produit est indexé sur la performance d'une action sous-jacente. Ce produit sera remboursé à la Date de remboursement, à moins qu'il ne soit remboursé de manière anticipée conformément aux dispositions relatives au Remboursement anticipé automatique ci-après.

À moins que le produit n'ait été remboursé de manière anticipée, les dispositions suivantes s'appliqueront.

À la Date de remboursement, vous recevrez, par Certificat :

1. Si le Prix de référence final est supérieur(e) ou égal(e) à 80% du Prix de référence initial: un montant équivalent à 154% de la Valeur nominale.
2. Si le Prix de référence final est inférieur(e) à 80% du Prix de référence initial :
 - a. Si aucun Franchissement de Barrière n'est survenu : un montant équivalent à la Valeur nominale
 - b. Si un Franchissement de Barrière est survenu : un montant équivalent à la Valeur nominale, diminué de la Performance du Sous-jacent. Vous subirez donc une perte partielle ou totale de la Valeur nominale.

Remboursement anticipé automatique : Si, à une Date d'évaluation de remboursement anticipé automatique, le cours de clôture du Sous-jacent est supérieur(e) ou égal(e) à 100% du Prix de référence initial, le produit sera remboursé à la date correspondante. Vous recevrez, par Certificat un montant équivalent à la Valeur nominale, plus une prime qui dépend du Taux de sortie applicable.

Avec :

- Un Franchissement de Barrière intervient si le Prix de référence final est inférieur(e) à la Barrière.
- La Performance d'un Sous-jacent correspond à la différence entre son Prix de référence final et son Prix de référence initial, divisée par son Prix de référence initial, exprimée en valeur absolue.
- Le Prix de référence initial correspond au cours de clôture du Sous-jacent à la Date de constatation initiale.
- Le Prix de référence final correspond au cours de clôture du Sous-jacent à la Date de constatation finale.

| | | | |
|--|----------------------------------|---|-------------|
| Date de constatation initiale | 28 octobre 2022 | Prix d'émission | 100% |
| Date d'émission | 12 septembre 2022 | Devise du produit | EUR |
| Date de constatation finale | 28 octobre 2027 | Valeur nominale (par Certificat) | 1 000 EUR |
| Date de remboursement (échéance) | 4 novembre 2027 | | |
| Barrière | 60% du Prix de référence initial | Date(s) d'évaluation de remboursement anticipé automatique | Voir Annexe |
| Date(s) de remboursement anticipé automatique | Voir Annexe | Taux de sortie | Voir Annexe |

| | | |
|--------------------|-----------------------|--------------|
| Sous-jacent | Code Bloomberg | ISIN |
| Airbus SE | AIR FP | NL0000235190 |

ANNEXE

► Remboursement anticipé automatique

| Date(s) d'évaluation de remboursement anticipé automatique | Date(s) de remboursement anticipé automatique | Taux de sortie |
|--|---|------------------------------|
| 30 octobre 2023 | 6 novembre 2023 | 10,80% de la Valeur nominale |
| 28 novembre 2023 | 5 décembre 2023 | 11,70% de la Valeur nominale |
| 28 décembre 2023 | 5 janvier 2024 | 12,60% de la Valeur nominale |
| 29 janvier 2024 | 5 février 2024 | 13,50% de la Valeur nominale |
| 28 février 2024 | 6 mars 2024 | 14,40% de la Valeur nominale |
| 28 mars 2024 | 8 avril 2024 | 15,30% de la Valeur nominale |
| 29 avril 2024 | 7 mai 2024 | 16,20% de la Valeur nominale |
| 28 mai 2024 | 4 juin 2024 | 17,10% de la Valeur nominale |
| 28 juin 2024 | 5 juillet 2024 | 18% de la Valeur nominale |
| 29 juillet 2024 | 5 août 2024 | 18,90% de la Valeur nominale |
| 28 août 2024 | 4 septembre 2024 | 19,80% de la Valeur nominale |
| 30 septembre 2024 | 7 octobre 2024 | 20,70% de la Valeur nominale |
| 28 octobre 2024 | 4 novembre 2024 | 21,60% de la Valeur nominale |
| 28 novembre 2024 | 5 décembre 2024 | 22,50% de la Valeur nominale |
| 30 décembre 2024 | 7 janvier 2025 | 23,40% de la Valeur nominale |
| 28 janvier 2025 | 4 février 2025 | 24,30% de la Valeur nominale |
| 28 février 2025 | 7 mars 2025 | 25,20% de la Valeur nominale |
| 28 mars 2025 | 4 avril 2025 | 26,10% de la Valeur nominale |
| 28 avril 2025 | 6 mai 2025 | 27% de la Valeur nominale |
| 28 mai 2025 | 4 juin 2025 | 27,90% de la Valeur nominale |
| 30 juin 2025 | 7 juillet 2025 | 28,80% de la Valeur nominale |
| 28 juillet 2025 | 4 août 2025 | 29,70% de la Valeur nominale |
| 28 août 2025 | 4 septembre 2025 | 30,60% de la Valeur nominale |
| 29 septembre 2025 | 6 octobre 2025 | 31,50% de la Valeur nominale |
| 28 octobre 2025 | 4 novembre 2025 | 32,40% de la Valeur nominale |
| 28 novembre 2025 | 5 décembre 2025 | 33,30% de la Valeur nominale |
| 29 décembre 2025 | 6 janvier 2026 | 34,20% de la Valeur nominale |
| 28 janvier 2026 | 4 février 2026 | 35,10% de la Valeur nominale |
| 2 mars 2026 | 9 mars 2026 | 36% de la Valeur nominale |
| 30 mars 2026 | 8 avril 2026 | 36,90% de la Valeur nominale |
| 28 avril 2026 | 6 mai 2026 | 37,80% de la Valeur nominale |
| 28 mai 2026 | 4 juin 2026 | 38,70% de la Valeur nominale |
| 29 juin 2026 | 6 juillet 2026 | 39,60% de la Valeur nominale |
| 28 juillet 2026 | 4 août 2026 | 40,50% de la Valeur nominale |
| 28 août 2026 | 4 septembre 2026 | 41,40% de la Valeur nominale |
| 28 septembre 2026 | 5 octobre 2026 | 42,30% de la Valeur nominale |
| 28 octobre 2026 | 4 novembre 2026 | 43,20% de la Valeur nominale |
| 30 novembre 2026 | 7 décembre 2026 | 44,10% de la Valeur nominale |
| 28 décembre 2026 | 5 janvier 2027 | 45% de la Valeur nominale |
| 28 janvier 2027 | 4 février 2027 | 45,90% de la Valeur nominale |
| 1 mars 2027 | 8 mars 2027 | 46,80% de la Valeur nominale |
| 30 mars 2027 | 6 avril 2027 | 47,70% de la Valeur nominale |
| 28 avril 2027 | 5 mai 2027 | 48,60% de la Valeur nominale |
| 28 mai 2027 | 4 juin 2027 | 49,50% de la Valeur nominale |
| 28 juin 2027 | 5 juillet 2027 | 50,40% de la Valeur nominale |
| 28 juillet 2027 | 4 août 2027 | 51,30% de la Valeur nominale |
| 30 août 2027 | 6 septembre 2027 | 52,20% de la Valeur nominale |
| 28 septembre 2027 | 5 octobre 2027 | 53,10% de la Valeur nominale |

Assemblées Générales - Les modalités des Titres contiendront des dispositions relatives à la convocation d'assemblées générales des titulaires de ces Titres, afin d'examiner des questions affectant leurs intérêts en général. Ces dispositions

permettront à des majorités définies de lier tous les titulaires, y compris ceux qui n'auront pas assisté et voté à l'assemblée concernée et ceux qui auront voté d'une manière contraire à celle de la majorité.

Représentant des Titulaires de Titres - Aucun représentant des Titulaires de Titres n'a été nommé par l'Émetteur.

Rang de créance des valeurs mobilières

Les Titres sont des obligations non subordonnées et non assorties de sûretés de l'Émetteur et viennent au même rang entre eux.

Restrictions au libre transfert des valeurs mobilières

Il n'y a aucune restriction à la libre négociabilité des titres.

Politique de dividende ou de distribution

Sans objet.

Où les valeurs mobilières seront-elles négociées ?

Admission à la négociation

Une demande sera présentée par l'Émetteur (ou pour son compte) en vue de faire admettre les Titres à la négociation sur Luxembourg Stock Exchange (Marché réglementé).

Les valeurs mobilières font-elles l'objet d'une garantie ?

Nature et de la portée de la garantie

Les obligations en vertu de [l'acte de garantie/la garantie] sont des obligations senior préférées (au sens de l'article L.613-30-3-I-3° du Code monétaire et financier) et non assorties de sûretés de BNPP et viendront au même rang que toutes ses autres obligations présentes et futures senior préférées et non assorties de sûretés, soumises à des exceptions qui peuvent au cours du temps être obligatoires en vertu du droit français.

Dans le cas où BNPP fait l'objet d'un renflouement interne, mais sans que BNPP B.V. n'en fasse l'objet, les obligations et/ou montants dus par BNPP, au titre de la garantie devront être réduits afin de prendre en compte toutes les modifications ou réductions appliquées aux dettes de BNPP résultant de l'application du renflouement interne de BNPP par toute autorité de régulation compétente (y compris dans le cas où la garantie elle-même ne fait pas l'objet d'un tel renflouement interne).

Le Garant garantit inconditionnellement et irrévocablement à chaque Titulaire de titres que si, pour une raison quelconque, BNPP B.V. ne paie pas une somme payable par elle ou n'exécute pas une autre obligation relative à une Garantie à la date spécifiée pour ce paiement ou cette exécution, le Garant, conformément aux Conditions, paiera cette somme dans la devise dans laquelle ce paiement est dû en fonds immédiatement disponibles ou, selon le cas, exécutera ou fera exécuter l'obligation concernée à la date d'échéance de cette exécution.

Description du garant

Les Titres seront inconditionnellement et irrévocablement garantis par BNP Paribas ("BNPP" ou le "Garant") en vertu d'une garantie de droit anglais signée par BNPP le 1 juin 2022 (la "Garantie"). Le Garant a été constitué en France sous la forme d'une société anonyme de droit français et agréée en qualité de banque, dont le siège social est situé 16, boulevard des Italiens – 75009 Paris, France. Identifiant d'entité juridique (IEJ) : R0MUWSFPU8MPRO8K5P83.

Les notations de crédit à long terme de BNPP sont : A+ avec une perspective stable (S&P Global Ratings Europe Limited), Aa3 avec une perspective stable (Moody's Investors Service Ltd.), AA- avec une perspective stable (Fitch Ratings Ireland Limited) (*qui est la notation long-terme attribuée à la dette senior préférée de BNPP par Fitch Ratings Ireland Limited*) et AA (low) avec une perspective stable (DBRS Rating GmbH), et les notations de crédit à court terme de BNPP sont : A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1+ (Fitch Ratings Ireland Limited) et R-1 (middle) (DBRS Rating GmbH).

BNP Paribas est un leader européen des services bancaires et financiers et possède quatre marchés domestiques de banque de détail en Europe : la France, la Belgique, l'Italie et le Luxembourg. Il est présent dans 65 pays et compte près de 190 000 collaborateurs, dont près de 145 000 en Europe.

BNP Paribas SA est la société mère du Groupe BNP Paribas (ensemble le "**Groupe BNPP**").

En 2021, BNP Paribas a décidé de faire évoluer son organisation, avec deux nouveaux pôles opérationnels : Commercial, Personal Banking & Services (CPBS) et Investment & Protection Services (IPS). Avec Corporate & Institutional Banking (CIB), troisième pôle opérationnel du modèle diversifié et intégré de BNP Paribas, ils travaillent notamment à la préparation du plan stratégique 2022-2025. Dans ce cadre, la nouvelle organisation du Groupe effective dès 2022 est la suivante :

Commercial, Personal Banking & Services (CPBS):

- *les banques commerciales de la zone euro* : Banque Commerciale en France (BCEf), BNL banca commerciale (BNL bc), Banque Commerciale en Italie, Banque Commerciale en Belgique (BCB) et Banque Commerciale au Luxembourg (BCL).

- les banques commerciales hors zone euro, qui s'organisent autour de : Europe Méditerranée, pour couvrir l'Europe centrale, l'Europe de l'Est et la Turquie, et BancWest aux États-Unis.

- les services financiers : Arval, BNP Paribas Leasing Solutions, BNP Paribas Personal Finance, BNP Paribas Personal Investors et les nouveaux métiers digitaux (Nickel, Paypal, etc.).

Investment & Protection Services (IPS) : l'Assurance (BNP Paribas Cardif), Gestion Institutionnelle et Privée (BNP Paribas Asset Management, BNP Paribas Wealth Management et BNP Paribas Real Estate), la gestion du portefeuille de participations industrielles et commerciales non cotées et cotées du Groupe BNP Paribas (BNP Paribas Principal Investments).

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

Au 31 décembre 2021, les principaux actionnaires étaient la Société Fédérale de Participations et d'Investissement ("SFPI"), société anonyme d'intérêt public agissant pour le compte de l'Etat belge, qui détient 7,8% du capital social, BlackRock Inc. qui détient 6,1% du capital social et le Grand-Duché de Luxembourg, qui détient 1,0% du capital social.

Informations financières clés pertinentes afin d'évaluer la capacité du garant à remplir ses engagements au titre de la garantie

| Compte de résultat | | | | | |
|--|--------------|----------------|----------------|----------------------|---|
| | Année | Année-1 | Année-2 | Intermédiaire | Valeur intermédiaire pour la même période de l'année précédente pour comparaison |
| En millions d'€ | 31/12/2021* | 31/12/2020 | 31/12/2019 | 31/03/2022 | 31/03/2021 |
| Produits d'intérêts nets | 19 238 | 21 312 | 21 127 | n.a | n.a |
| Commissions | 10 362 | 9 862 | 9 365 | n.a | n.a |
| Gains nets sur instruments financiers | 7 777 | 7 146 | 7 464 | n.a | n.a |
| Produit Net Bancaire | 43 762 | 44 275 | 44 597 | 13 218 | 11 829 |
| Coût du risque | -2 971 | -5 717 | -3 203 | -456 | -896 |
| Résultat d'exploitation | 11 325 | 8 364 | 10 057 | 3 109 | 2 336 |
| Résultat net, part du Groupe | 9 488 | 7 067 | 8 173 | 2 108 | 1 768 |
| Résultat par action | 7,26 | 5,31 | 6,21 | 1,53 | 1,31 |
| Bilan | | | | | |
| | Année | Année-1 | Année-2 | Intermédiaire | Valeur intermédiaire pour la même période de l'année précédente pour comparaison |
| En millions d'€ | 31/12/2021* | 31/12/2020 | 31/12/2019 | 31/03/2022 | 31/03/2021 |
| Total des actifs | 2 634 444 | 2 488 491 | 2 164 713 | 2 860 836 | 2 660 266 |
| Dettes représentées par un titre | 220 106 | 212 351 | 221 336 | 233 552 | 236 942 |
| Dont dettes senior préférées à moyen long terme | 78 845** | 82 086** | 88 466** | n.a | n.a |
| Dettes subordonnées | 25 667 | 23 325 | 20 896 | n.a | n.a |
| Prêts et créances sur la clientèle | 814 000 | 809 533 | 805 777 | 838 965 | 821 991 |
| Dettes envers la clientèle | 957 684 | 940 991 | 834 667 | 1 009 206 | 974 083 |
| Capitaux propres (part du Groupe) | 117 886 | 112 799 | 107 453 | 119 050 | 113 788 |
| Créances douteuses / encours bruts*** | 2% | 2,1% | 2,2% | 1,9% | 2,1% |
| Ratio Common Equity Tier 1 (CET1) | 12,9% | 12,8% | 12,1% | 12,4% | 12,8% |
| Ratio de fonds propres total | 16,4% | 16,4% | 15,5% | 16% | 16,2% |
| Ratio de levier**** | 4,1% | 4,9% | 4,6% | 3,8% | 4,3% |

(*) En application d'IFRS 5.

(**) Périmètre prudentiel

(***) Encours dépréciés (stage 3), bilan et hors bilan, non nettés des garanties reçues, sur la clientèle et les établissements de crédit, y compris les titres de dette au coût amorti et les titres de dette en valeur de marché par capitaux propres sur les encours bruts sur la clientèle et les établissements de crédit, bilan et hors bilan, y compris titres au coût amorti et les titres de dette en valeur de marché par capitaux propres (hors assurance).

(****) En tenant compte de l'effet de l'exemption temporaire des dépôts auprès des banques centrales de l'Eurosystème (calculé conformément à l'article 500 ter du Règlement UE n° 2020/873). Il s'élève à 4,7% sans cet effet au 31 décembre 2021.

Principaux facteurs de risque liés au garant

1. Toute augmentation substantielle des provisions ou tout engagement insuffisamment provisionné au titre du risque de crédit et de contrepartie pourrait peser sur les résultats et sur la situation financière du Groupe BNP Paribas.
2. Toute interruption ou défaillance des systèmes informatiques du Groupe BNP Paribas, pourrait provoquer des pertes significatives d'informations relatives aux clients, nuire à la réputation du Groupe BNP Paribas et provoquer des pertes financières.
3. Les fluctuations de marché et la volatilité exposent le Groupe BNP Paribas au risque de pertes substantielles dans le cadre de ses activités de marché et d'investissement.
4. Des ajustements apportés à la valeur comptable des portefeuilles de titres et d'instruments dérivés du Groupe BNP Paribas ainsi que de la dette du Groupe BNP Paribas pourraient avoir un effet défavorable sur son résultat net et sur ses capitaux propres.
5. L'accès du Groupe BNP Paribas au financement et les coûts de ce financement pourraient être affectés de manière défavorable en cas de résurgence des crises financières, de détérioration des conditions économiques, de dégradation de notation, d'accroissement des spreads de crédit des États ou d'autres facteurs
6. Le contexte économique et financier défavorable a eu par le passé, et pourrait avoir à l'avenir, un impact sur le Groupe BNP Paribas et les marchés dans lesquels il opère.
7. Des mesures législatives et réglementaires prises ces dernières années, en particulier en réponse à la crise financière mondiale, ainsi que des nouvelles propositions de loi, pourraient affecter de manière substantielle le Groupe BNP Paribas ainsi que l'environnement financier et économique dans lequel elle opère.
8. En cas de non-conformité avec les lois et règlements applicables, le Groupe BNP Paribas pourrait être exposé à des amendes significatives et d'autres sanctions administratives et pénales, et pourrait subir des pertes à la suite d'un contentieux privé, en lien ou non avec ces sanctions.
9. Les épidémies et pandémies, y compris la pandémie de coronavirus en cours (COVID-19) et leurs conséquences économiques, peuvent affecter négativement les activités, les opérations, les résultats et la situation financière du Groupe.

Quels sont les principaux risques spécifiques aux valeurs mobilières ?

Principaux facteurs de risque spécifiques aux valeurs mobilières

Il existe également des risques associés aux Titres, y compris :

1. Risques relatifs à la structure des Titres:

Le rendement de ces Titres dépend de la performance du ou des Sous-Jacents de Référence et de l'application ou non des mécanismes de barrière activante ou désactivante. Les Produits Auto-callable comprennent des mécanismes de remboursement anticipé automatique. En fonction de la formule applicable, si un événement de remboursement anticipé automatique se réalise, les investisseurs peuvent être exposés à une perte partielle de leur investissement. Les investisseurs peuvent être exposés à une perte partielle ou totale de leur investissement.

2. Risques relatifs au Sous-Jacent ainsi qu'à ses Perturbations et Ajustements:

À la différence d'un investissement direct dans une ou des Actions, des Actions Composées, des GDR et/ou des ADR composant la ou les Références Sous-jacentes (collectivement la/les « Action(s) »), un investissement dans des Titres Actions ne donne pas droit aux Titulaires de voter ou de recevoir des dividendes ou des distributions (sauf stipulation contraire dans les Conditions Définitives). Par conséquent, le rendement des Titres Actions ne sera pas le même que celui d'un investissement direct dans la ou les Actions concernées et pourrait être inférieur à celui d'un investissement direct.

Dans le cas de Titres Indexés sur Action : l'exposition à une ou plusieurs actions (y compris des actions qui sont attachées les unes aux autres et qui sont négociées comme une seule unité (les "Actions Jumelées")), des risques de marché similaires à ceux liés à un investissement direct dans un titre de capital, des cas d'ajustement potentiels ou des événements exceptionnels affectant les actions, un dérèglement du marché ou le défaut d'ouverture d'une bourse, qui peuvent avoir un effet défavorable sur la valeur et la liquidité des Titres.

3. Risques liés aux marchés des Titres:

Le cours des Titres peut être affecté par un certain nombre de facteurs dont, notamment, le prix, la valeur ou le niveau de la ou des Références Sous-jacentes, le temps restant jusqu'à la date de remboursement prévue des Titres, la volatilité réelle ou implicite associée à la ou aux Références Sous-jacentes et le risque de corrélation de la ou des Références Sous-jacentes concernées. La possibilité que la valeur et le cours des Titres fluctuent (de manière positive comme négative) dépend d'un certain nombre de facteurs, que les investisseurs doivent examiner attentivement avant d'acheter ou de vendre des Titres.

4. Risques juridiques:

Les modalités des Titres contiendront des dispositions relatives à la convocation d'assemblées générales des titulaires de ces Titres, afin d'examiner des questions affectant leurs intérêts en général. Ces dispositions permettront à des majorités

définies de lier tous les titulaires, y compris ceux qui n'auront pas assisté et voté à l'assemblée concernée et ceux qui auront voté d'une manière contraire à celle de la majorité.

Section D - Informations clés sur l'offre au public de valeurs mobilières et/ou l'admission à la négociation sur un marché réglementé

À quelles conditions et selon quel calendrier puis-je investir dans cette valeur mobilière ?

Conditions générales et calendrier prévisionnel de l'offre

Les titres seront proposés au public en France à compter du 12 Septembre 2022 inclus jusqu'au 21 Octobre 2022 sous réserve de toute clôture anticipée ou de toute extension de la durée de l'offre.

Une demande sera présentée par l'Émetteur (ou pour son compte) en vue de faire admettre les Titres à la négociation sur Luxembourg Stock Exchange (Marché Réglementé).

Estimation des dépenses totales liées à l'émission et/ou à l'offre, y compris une estimation des dépenses facturées à l'investisseur par l'émetteur ou l'offreur

Aucune dépense ne sera facturée aux investisseurs.

Qui est l'offreur et/ou la personne qui sollicite l'admission à la négociation ?

Description de l'offreur et/ou la personne qui sollicite l'admission à la négociation

Offreur: BNP Paribas Wealth Management, 33, rue du Quatre Septembre, 75002 Paris. L'identifiant d'entité juridique (IEJ) de l'Offreur est 969500YY0S9J4G79N626.

Personne qui sollicite l'admission à la négociation : BNP Paribas Issuance B.V. (l'“Émetteur”), Herengracht 595, 1017 CE Amsterdam, Pays-Bas (tel: +31(0)88 738 0000).

Pourquoi ce prospectus est-il établi ?

Utilisation et montant net estimé du produit

Les produits nets de l'émission des Titres seront affectés aux besoins généraux de financement de l'Émetteur. Ces produits pourront être utilisés pour maintenir des positions sur des contrats d'options ou des contrats à terme ou d'autres instruments de couverture.

Estimation du produit net : EUR 30 000 000

Convention de prise ferme

Les Offrants ne prennent aucun engagement de souscription.

Principaux conflits d'intérêts liés à l'offre ou à l'admission à la négociation

L'Agent Placeur et ses affiliés peuvent aussi avoir été impliqué, et pourraient dans le futur être impliqué, dans des transactions de banque d'investissement ou commerciale avec, ou fournir d'autres services à, l'Émetteur et son Garant et leurs affiliés dans le cours normal de leurs activités.

Diverses entités au sein du groupe BNPP (y compris l'Émetteur et le Garant) et les Sociétés affiliées assument différents rôles en rapport avec les Titres, notamment celui d'Émetteur des Titres et d'Agent de Calcul des Titres et peuvent également s'engager dans des activités de négociation (y compris des activités de couverture) relatives au Sous-jacent et à d'autres instruments ou produits dérivés basés sur le Sous-jacent, ou liés à celui-ci, qui peuvent donner lieu à des conflits d'intérêts potentiels.

BNP Paribas Arbitrage SNC, qui agit en tant que Gestionnaire et Agent de Calcul, est une Société affiliée de l'Émetteur et du Garant, et des conflits d'intérêts potentiels peuvent exister entre elle et les titulaires de Titres, y compris en ce qui concerne certaines décisions et jugements que l'Agent de Calcul doit prendre. Les intérêts économiques de l'Émetteur et de BNP Paribas Arbitrage SNC en tant que Gestionnaire et Agent de Calcul sont potentiellement contraires aux intérêts des Titulaires en tant qu'investisseurs dans les Titres.

Exception faite de ce qui est mentionné ci-dessus, aucune personne intervenant dans l'émission des Titres ne détient, à la connaissance de l'Émetteur, un intérêt pouvant influencer sensiblement sur l'offre, y compris des intérêts conflictuels.