

FINAL TERMS FOR CERTIFICATES

FINAL TERMS DATED 11 SEPTEMBER 2023

BNP Paribas Issuance B.V.

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

Legal entity identifier (LEI): 7245009UXRIGIRYOBR48

BNP Paribas

*(incorporated in France)
(as Guarantor)*

Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83

**Issue of EUR 10,000,000 Callable Fixed Rate to Underlying Interest Rate Linked Interest Securities
due 13 October 2026**

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. 23-197 on 31 May 2023

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 two working days of the Publication Date to withdraw their acceptances.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 31 May 2023, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Securities described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus to obtain all the relevant information. A summary of the Securities is annexed to these Final Terms. **The Base Prospectus and any Supplements to the Base Prospectus and these Final Terms are available for viewing at <https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx> and copies may be obtained free of charge at the specified offices of the Security Agents.**

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

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

SPECIFIC PROVISIONS FOR EACH SERIES

Series Number:	FICRT 12971 DF
Tranche Number:	1
Number of Securities issued:	10,000
Number of Securities:	10,000
ISIN:	XS2576624204
Common Code:	257662420
Issue Price per Security:	100.00% of the Notional Amount
Redemption Date:	13 October 2026
Relevant Jurisdiction:	Not applicable
Share Amount/Debt Security Amount:	Not applicable
Specified Securities pursuant to Section 871(m):	No

GENERAL PROVISIONS

The following terms apply to each series of Securities:

1.	Issuer:	BNP Paribas Issuance B.V.
2.	Guarantor:	BNP Paribas
3.	Trade Date:	11 August 2023
4.	Issue Date and Interest Commencement Date:	13 October 2023
5.	Consolidation:	Not applicable
6.	Type of Securities:	<p>(a) Certificates</p> <p>(b) The Securities are Fixed Rate to Underlying Interest Rate Linked Interest Securities.</p> <p>The provisions of Annex 11 (<i>Additional Terms and Conditions for Underlying Interest Rate Securities</i>) shall apply.</p>
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 a day upon which the T2 system is open
9.	Settlement:	Settlement will be by way of cash payment (Cash Settled Securities).
10.	Rounding Convention for Cash Settlement Amount:	Not applicable
11.	Variation of Settlement:	<p>Issuer's option to vary settlement: The Issuer does not have the option to vary settlement in respect of the Securities.</p>
12.	Final Payout	<p>SPS Fixed Percentage Securities</p> <p>Constant Percentage 1</p> <p>where:</p> <p>Constant Percentage 1 means 100%.</p>
	Payout Switch:	Not applicable
	Aggregation:	Not applicable

13.	Relevant Asset(s):	Not applicable
14.	Entitlement:	Not applicable
15.	Exchange Rate / Conversion Rate:	Not applicable.
16.	Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is Euro (" EUR ").
17.	Syndication:	The Securities will be distributed on a non-syndicated basis.
18.	Minimum Trading Size:	EUR 1,000
19.	Agent(s):	
	(a) Principal Security Agent:	BNP Paribas Arbitrage S.N.C.
	(b) Security Agent(s):	Not applicable
20.	Registrar:	Not applicable
21.	Calculation Agent:	BNP Paribas 10 Harewood Avenue, London NW1 6AA
22.	Governing law:	English law
23.	<i>Masse</i> provisions (Condition 9.4):	Not applicable
PRODUCT SPECIFIC PROVISIONS		
24.	Hybrid Securities:	Not applicable
25.	Index Securities:	Not applicable
26.	Share Securities:	Not applicable
27.	ETI Securities	Not applicable
28.	Debt Securities:	Not applicable
29.	Commodity Securities:	Not applicable
30.	Inflation Index Securities:	Not applicable
31.	Currency Securities:	Not applicable
32.	Fund Securities:	Not applicable
33.	Futures Securities:	Not applicable
34.	Credit Security Provisions:	Not applicable
35.	Underlying Interest Rate Securities:	Applicable from and including 13 October 2025 to but excluding 13 October 2026

(a)	Underlying Interest Determination Date(s):	Two (2) TARGET2 Settlement Days prior to the final day of the relevant Interest Period
(b)	Manner in which the Underlying Interest Rate is to be determined:	Screen Rate Determination
	(A) Screen Rate Determination:	Applicable
	(a) Underlying Reference Rate:	The EUR interest rate swap with a maturity of 30 years which appears on the Relevant Screen Page at the Specified Time on the relevant Underlying Interest Determination Date; and The EUR interest rate swap with a maturity of 5 years which appears on the Relevant Screen Page at the Specified Time on the relevant Underlying Interest Determination Date, as applicable.
	(b) Specified Time:	11:00 am, Frankfurt time
	(c) Relevant Screen Page:	Reuters 'ICESWAP2' (or any successor page thereto)
	(B) ISDA Determination	Not applicable
	(c) Underlying Margin(s):	Not applicable
	(d) Minimum Underlying Reference Rate:	Not applicable
	(e) Maximum Underlying Reference Rate:	Not applicable
36.	Preference Share Certificates:	Not applicable
37.	OET Certificates:	Not applicable
38.	Illegality (Security Condition 7.1) and Force Majeure (Security Condition 7.2):	Illegality: redemption in accordance with Security Condition 7.1(d) Force Majeure: redemption in accordance with Security Condition 7.2(b)
39.	Additional Disruption Events and Optional Additional Disruption Events:	(a) Additional Disruption Events: Applicable (b) The following Optional Additional Disruption Events apply to the Securities: Administrator/Benchmark Event (c) Redemption:

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

40. Knock-in Event: Not 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: Applicable

Coupon Switch: Not applicable

(i) Interest Period(s): As specified in the Conditions

(ii) Interest Period End Date(s): 13 October in each year from and including 13 October 2024 to and including 13 October 2026

(iii) Business Day Convention for Interest Period End Date(s): None

(iv) Interest Payment Date(s): 13 October in each year from and including 13 October 2024 to and including 13 October 2026

(v) Business Day Convention for Interest Payment Date(s): Following

(vi) Party responsible for calculating the Rate(s) of Interest Amount(s) (if not the Calculation Agent): Calculation Agent

(vii) Margin(s): Not applicable

(viii) Minimum Interest Rate: Not applicable

(ix) Maximum Interest Rate: Not applicable

(x) Day Count Fraction: 30/360

(xi) Determination Dates: Not applicable

(xii) Accrual to Redemption: Not applicable

(xiii) Rate of Interest: Fixed Rate to Linked Interest

(xiv) Coupon Rate: Applicable

Digital Coupon applicable

	Single Digital Coupon Condition is applicable:
	(A) if the Digital Coupon Condition is satisfied in respect of SPS Coupon Valuation Date(i):
	Rate _(i)
	(B) if the Digital Coupon Condition is not satisfied in respect of SPS Coupon Valuation Date(i), as applicable:
	zero
	Where:
	Barrier Level means 0.00 per cent.
	Basket means:

k	Underlying Reference	Underlying Reference Strike Price	Underlying Reference Weighting
1	The EUR interest rate swap with a maturity of 30 years which appears on the Relevant Screen Page at the Specified Time on the relevant Underlying Interest Determination Date	1	100%
2	The EUR interest rate swap with a maturity of 5 years which appears on the Relevant Screen Page at the Specified Time on the relevant Underlying Interest Determination Date	1	-100%

	Basket Value means, in respect of a SPS Valuation Date, the sum of the values calculated for each Underlying Reference in the Basket as (a) the Underlying Reference Value for such Underlying Reference in respect of such SPS Valuation Date multiplied by (b) the relevant Underlying Reference Weighting.
	Digital Coupon Condition means that the DC Barrier Value for the relevant SPS Coupon Valuation Date is greater than the Barrier Level.
	DC Barrier Value means Basket Value

	i means 3, being the SPS Valuation Date due to fall on 9 October 2026.
	Rate_(i) means 2.15 per cent. per annum
	SPS Coupon Valuation Date means Underlying Interest Determination Date
	SPS Valuation Date means SPS Coupon Valuation Date
	Underlying Reference means the Underlying Reference Rate.
	Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Underlying Reference Rate in respect of such day.
	Underlying Reference Strike Price is set out in the table above
	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 Weighting is set out in the table above

- (d) Fixed Rate Provisions: Applicable from and including the Interest Commencement Date to but excluding 13 October 2025
- (i) Fixed Rate of Interest: 4.30 per cent. per annum
- (ii) Fixed Coupon Amount: Not applicable
- (e) Floating Rate Provisions: Not applicable
- (f) Linked Interest Certificates: Not applicable
- (g) Payment of Premium Amount(s): Not applicable
- (h) Index Linked [Interest/Premium Amount] Certificates: Not applicable
- (i) Share Linked [Interest/Premium Amount] Certificates: Not applicable
- (j) ETI Linked [Interest/Premium Amount] Certificates: Not applicable

(k)	Debt Linked [Interest/Premium Amount] Certificates:	Linked	Not applicable
(l)	Commodity [Interest/Premium Certificates:	Linked Amount]	Not applicable
(m)	Inflation [Interest/Premium Certificates:	Linked Amount]	Not applicable
(n)	Currency [Interest/Premium Certificates:	Linked Amount]	Not applicable
(o)	Fund Linked [Interest/Premium Amount] Certificates:		Not applicable
(p)	Futures Linked [Interest/Premium Amount] Certificates:		Not applicable
(q)	Underlying Interest Rate Interest Provisions:	Linked	Applicable from and including 13 October 2025 to but excluding 13 October 2026
(i)	Underlying Interest Determination Date(s):		Two (2) TARGET2 Settlement Days prior to the final day of the relevant Interest Period
(ii)	Manner in which the Underlying Interest Rate is to be determined:		Screen Rate Determination
	(A) Screen Rate Determination:		Applicable
	(a) Underlying Reference Rate:		The EUR interest rate swap with a maturity of 30 years which appears on the Relevant Screen Page at the Specified Time on the relevant Underlying Interest Determination Date; and The EUR interest rate swap with a maturity of 5 years which appears on the Relevant Screen Page at the Specified Time on the relevant Underlying Interest Determination Date, as applicable.
	(b) Specified Time:		11:00 am, Frankfurt time
	(c) Relevant Screen Page:		Reuters 'ICESWAP2' (or any successor page thereto)
	(B) ISDA Determination		Not applicable
(iii)	Underlying Margin(s):		Not applicable

- | | | |
|------|--|--|
| (iv) | Minimum Underlying Reference Rate: | Not applicable |
| (v) | Maximum Underlying Reference Rate: | Not applicable |
| (r) | Instalment Certificates: | The Certificates are not Instalment Certificates |
| (s) | Issuer Call Option: | Applicable |
| | (i) Optional Redemption Date(s): | Each Interest Payment Date from and including the Interest Payment Date due to fall on 13 October 2024 to and including the Interest Payment Date due to fall on 13 October 2025 |
| | (ii) Optional Redemption Valuation Date(s): | Not applicable |
| | (iii) Optional Redemption Amount(s): | NA x 100.00 per cent. |
| | (iv) Minimum Notice Period: | 15 Business Days |
| | (v) Maximum Notice Period: | Not applicable |
| (t) | Holder Put Option: | Not applicable |
| (u) | Automatic Early Redemption: | Not applicable |
| (v) | Strike Date: | Not applicable |
| (w) | Strike Price: | Not applicable |
| (x) | Redemption Valuation Date: | Not applicable |
| (y) | Averaging: | Not applicable |
| (z) | Observation Dates: | Not applicable |
| (aa) | Observation Period: | Not applicable |
| (bb) | Settlement Business Day: | Not applicable |
| (cc) | Cut-off Date: | Not applicable |
| (dd) | Security Threshold on the Issue Date: | Not applicable |
| (ee) | Identification information of Holders as provided by Condition 29: | Not applicable |

DISTRIBUTION AND US SALES ELIGIBILITY

- | | | |
|------------|----------------------------|----------------|
| 43. | U.S. Selling Restrictions: | Not applicable |
|------------|----------------------------|----------------|

- | | | |
|-----|---|---|
| 44. | Additional U.S. Federal income tax considerations: | The Securities are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986 |
| 45. | Registered broker/dealer: | Not applicable |
| 46. | TEFRA C or TEFRA Not Applicable: | TEFRA Not Applicable |
| 47. | Non-exempt Offer: | Applicable |
| | (i) Non-exempt Offer Jurisdictions: | France |
| | (ii) Offer Period: | From and including 11 September 2023 to and including 6 October 2023 |
| | (iii) Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it: | None |
| | (iv) General Consent: | Applicable |
| | (v) Other Authorised Offeror Terms: | Not applicable |
| 48. | Prohibition of Sales to EEA and UK Investors: | |
| | (a) Prohibition of Sales to EEA Retail Investors: | Not applicable |
| | (b) Prohibition of Sales to Belgian Consumers: | Not applicable |
| | (c) Prohibition of Sales to UK Retail Investors: | Not applicable |
| | (d) Prohibition of Sales to EEA Non Retail Investors (where Securities are held in a retail account): | Not applicable |
| | (e) Prohibition of Sales to UK Non Retail Investors (where Securities are held in a retail account): | 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 |
| 51. | Actively Managed Securities: | Not applicable |

Responsibility

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

Signed on behalf of BNP Paribas Issuance B.V.

As Issuer:

By: 

Duly authorised

PART B – OTHER INFORMATION

1. Listing and Admission to trading

Listing and admission to trading: Application will be made 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 on or around the Issue Date.

2. Ratings

Ratings: The Securities have not been rated.

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

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

Investors should be informed of the fact that the Authorised Offerors will receive from the Issuer placement fees implicit in the Issue Price of the Securities equal to an amount of 0.50% per annum of the Notional Amount of each Certificate. All placement fees will be paid out upfront.

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

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

(a) Reasons for the offer: See "*Use of Proceeds*" in Base Prospectus

(b) Estimated net proceeds: EUR 10,000,000

(c) Estimated total expenses: Not applicable

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

See the "*Risks*" section in the Base Prospectus for an explanation of the effect of the Underlying Reference on the value of an investment in the Securities and associated risks in investing in Securities.

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

6. Operational Information

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

If other than Euroclear Bank S.A./N.V., Not applicable
Clearstream Banking, S.A., Euroclear France,
include the relevant identification number(s) and
in the case of Swedish Dematerialised
Securities, the Swedish Security Agent:

7. Terms and Conditions of the Non-exempt Offer

Offer Price:	The Issue Price
Conditions to which the offer is subject:	<p>Offers of the Securities are conditional on their issue and on any additional conditions set out in the standard terms of business of the Authorised Offerors, notified to investors by such relevant Authorised Offeror.</p> <p>The Issuer reserves the right to modify the total nominal amount of the Securities to which investors can subscribe, curtail the offer of the Securities or withdraw the offer of the Securities and/or, if the Securities have not yet been issued, cancel the issuance of the Securities for any reason at any time on or prior to the Offer End Date (as defined above) and advise the Authorised Offeror accordingly. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right to withdraw the offer, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities.</p>
Description of the application process:	<p>Application to subscribe for the Securities can be made in France at the offices of the relevant Authorised Offeror. The distribution of the Securities will be carried out in accordance with Authorised Offeror's usual procedures notified to investors by such Authorised Offeror.</p> <p>Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription for the Securities.</p>
Details of the minimum and/or maximum amount of application:	<p>The minimum amount of application is the Notional Amount of each Certificate.</p> <p>Maximum subscription amount per investor: 10,000 x Notional Amount of each Certificate</p>

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 Offerors will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Authorised Offerors 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 Offerors, 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 excess amount paid by applicants:

Not applicable

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

The Securities will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. Investors will be notified by the relevant Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.

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

Publication on the following website:
<https://eqdpo.bnpparibas.com/XS2576624204>

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:

No dealings in the Securities on a regulated market for the purposes of the Markets in Financial Instruments Directive 2014/65/EU may take place prior to the Issue Date.

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

The Issuer is not aware of any expenses and taxes specifically charged to the subscriber.

8. Intermediaries with a firm commitment to act

Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and after rates and a description of the main terms of their commitment: Not applicable

9. Placing and Underwriting

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: None

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer: Not applicable

Name and address of any paying agents and depository agents in each country (in addition to the Principal Security Agent): Not applicable

Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements: No underwriting commitment is undertaken by the Authorised Offeror.

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

10. EU Benchmarks Regulation

Not applicable

Summary

Section A – Introduction and Warnings

Warnings

This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms.

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

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

Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated.

Civil liability in any such Member State attaches to the Issuer or the Guarantor solely on the basis of this summary, including any translation hereof, but only if it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the applicable Final Terms or it does not provide, when read together with the other parts of the Base Prospectus and the applicable Final Terms, key information in order to aid investors when considering whether to invest in the Securities.

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

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

Issue of EUR 10,000,000 Callable Fixed Rate to Underlying Interest Rate Linked Interest Securities due 13 October 2026 - The securities are Certificates. International Securities Identification Number ("ISIN"): XS2576624204.

Identity and contact details of the issuer

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

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

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

Identity and contact details of the competent authority approving the prospectus

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

Date of approval of the prospectus

The Base Prospectus has been approved on 31 May 2023 under the approval number 23-197 by the AMF, as supplemented from time to time.

Section B - Key information on the issuer

Who is the issuer of the securities?

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

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

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

Principal activities

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

The assets of BNPP B.V. consist of the obligations of other BNPP Group entities. Holders of securities issued by BNPP B.V. will, subject to the provisions of the Guarantee issued by BNPP, be exposed to the ability of BNPP Group entities to perform their obligations towards BNPP B.V.

Major shareholders

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

Identity of the issuer's key managing directors

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

The Managing Directors of BNP Paribas Finance B.V. are Edwin Herskovic, Cyril Le Merrer, Folkert van Asma, Geert Lippens, François Buhagiar and Matthew Yandle.

Identity of the issuer's statutory auditors

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

What is the key financial information regarding the issuer?

Key financial information

Income statement				
	Year	Year-1		
In €	31/12/2022	31/12/2021		
Operating profit/loss	120,674	47,856		
Balance sheet				
	Year	Year-1		
In €	31/12/2022	31/12/2021		
Net financial debt (long term debt plus short term debt minus cash)	94,563,113,054	87,075,923,521		
Current ratio (current assets/current liabilities)	1.0	1.0		
Debt to equity ratio (total liabilities/total shareholder equity)	126,405	133,566		
Interest cover ratio (operating income/interest expense)	No interest expenses	No interest expenses		
Cash flow statement				
	Year	Year-1		
In €	31/12/2022	31/12/2021		
Net Cash flows from operating activities	-113,916	622,151		
Net Cash flows from financing activities	0	0		
Net Cash flows from investing activities	0	0		

Qualifications in the audit report

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

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

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

Section C - Key Information on the securities

What are the main features of the securities?

Type, class and ISIN

Issue of EUR 10,000,000 Callable Fixed Rate to Underlying Interest Rate Linked Interest Securities due 13 October 2026 - The securities are Certificates. International Securities Identification Number ("ISIN"): XS2576624204.

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. 10,000 Securities will be issued. The Securities will be redeemed on 13 October 2026.

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 contain events of default including non-payment, non-performance or non-observance of the Issuer's or Guarantor's obligations in respect of the Securities; the insolvency or winding up of the Issuer or Guarantor.

Governing law - The Securities are governed by English law.

Redemption: Unless the Certificates have been early redeemed or purchased and cancelled, on the Redemption Date each Holder will receive a payment in cash in respect of each Certificate equal to the Notional Amount.

Redemption at the Option of the Issuer: If, in respect of an Optional Redemption Date, the Issuer gives notice to the Holders (of not less than 15 business days) that it will exercise its option to early redeem the Certificates, on such Optional Redemption Date each Holder will receive a payment in respect of each Certificate of the Notional Amount.

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

Coupon Rate:

During the period from and including 13 October 2023 to but excluding 13 October 2025, the Coupon Rate in respect of the relevant Fixed Coupon Payment Date will be 4.30% per annum.

During the period from and including 13 October 2025 to but excluding 13 October 2026, the Coupon Rate in respect of the relevant Variable Coupon Payment Date will be:

- 1) 2.15% per annum if EUR CMS 30Y minus EUR CMS 5Y is greater than 0.00% per annum;
- 2) 0.00% per annum otherwise.

Each such Coupon Rate will be determined on the day that is two TARGET2 Settlement Days prior to the final day of the relevant Interest Period.

Issue Date	13 October 2023	Issue Price (per Certificate)	100%
Redemption Date	13 October 2026	Product Currency	EUR
Optional Redemption Date(s)	The Coupon Payment Date scheduled to fall on 13 October 2024 and 13 October 2025	Notional Amount (per Certificate)	EUR 1,000
Fixed Coupon Payment Dates	13 October in each year from and including 13 October 2024 to and including 13 October 2025 (subject to adjustment)		
Variable Coupon Payment Dates	13 October 2026 (subject to adjustment)		
EUR CMS 30Y	The EUR interest rate swap with a maturity of 30 years which appears on Reuters 'ICESWAP2' (or any successor page thereto) at 11:00 a.m., Frankfurt time.		
EUR CMS 5Y	The EUR interest rate swap with a maturity of 5 years which appears on Reuters 'ICESWAP2' (or any successor page thereto) at 11:00 a.m., Frankfurt time.		

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 Official List of Luxembourg Stock Exchange.

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.613-30-3-1-3° of the French Code monétaire et financier) and unsecured obligations of BNPP and will rank *pari passu* with all its other present and future senior preferred and unsecured obligations subject to such exceptions as may from time to time be mandatory under French law.

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

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

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 31 May 2023 (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' organisation is based on three operating divisions: Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) and Investment & Protection Services (IPS).

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

Commercial, Personal Banking & Services (CPBS):

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

- *Commercial & Personal Banking outside the eurozone, organised around*: Europe-Mediterranean, covering Commercial & Personal Banking outside the eurozone, in particular in Central and Eastern Europe, Turkey and Africa.

- *Specialised Businesses*: BNP Paribas Personal Finance, Arval and BNP Paribas Leasing Solutions, new digital businesses ((in particular Nickel, Floa, Lyf) and BNP Paribas Personal Investors.

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

As at 30 June 2023, 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 5.1% of the share capital, BlackRock Inc. holding 6.9% of the share capital, Amundi holding 5.0% 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					
On 2 May 2023, BNP Paribas reported restated quarterly series for 2022 to reflect for each quarter: (i) the application of IFRS 5 relating to disposal groups of assets and liabilities held for sale, following the sale of Bank of the West on 1 February 2023; (ii) the application of IFRS 17 (Insurance Contracts) and the application of IFRS 9 for insurance entities, effective 1 January 2023; (iii) the application of IAS 29 (Financial Reporting in Hyperinflationary Economies) to Türkiye, effective 1 January 2022; and (iv) the internal transfers of activities and results at Global Markets and Commercial & Personal Banking in Belgium					
Income statement					
	Year	Year -1	Year-2	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2022	31/12/2021	31/12/2020	31/06/2023	31/06/2022
Net interest income	N/A	19,238	21,312	9,056	10,344
Net fee and commission income	N/A	10,362	9,862	4,926	5,105
Net gain on financial instruments	N/A	7,777	7,146	6,071	5,678
Revenues	45,430	43,762	44,275	23,395	23,404
Cost of risk	-3,003	-2,971	-5,717	-1,331	-1,409
Operating Income	12,564	11,325	8,364	5,984	6,462
Net income attributable to equity holders	9,848	9,488	7,067	7,245	4,933
Earnings per share (in euros)	7.80	7.26	5.31	4.72*	4.04
Balance sheet					
	Year	Year-1	Year-2	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2022	31/12/2021	31/12/2020	31/06/2023	31/06/2022
Total assets	2,663,748	2,634,444	2,488,491	2,671,181	2,891,007
Debt securities	220,937	220,106	212,351	262,923	229,506
Of which mid long term Senior Preferred	58,899**	78,845**	82,086**	N/A	N/A
Subordinated debt	24,160	25,667	23,325	23,734	25,702
Loans and receivables from customers (net)	857,020	814,000	809,533	852,649	855,044
Deposits from customers	1,008,056	957,684	940,991	977,676	1,008,661
Shareholders' equity (Group share)	121,237	117,886	112,799	123,301	115,945
Doubtful loans/ gross outstandings***	1.7%	2.0%	2.1%	1.7%	1.8%
Common Equity Tier 1 capital (CET1) ratio	12.3%	12.9%	12.8%	13.6%	12.2%
Total Capital Ratio	16.2%	16.4%	16.4%	17.8%	15.7%
Leverage Ratio****	4.4%	4.1%	4.4%	4.5%	3.8%

(*) Calculated on the basis of the distributable net income in 2023

(**) Regulatory scope

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

(****) Without the effect of the temporary exemption related to deposits with Eurosystem central banks (calculated in accordance with Regulation (EU) No. 2020/873, Article 500b). The temporary exemption for the exclusion of deposits with Eurosystem central banks ended on 31 March 2022.

Most material risk factors pertaining to the guarantor

1. A substantial increase in new provisions or a shortfall in the level of previously recorded provisions exposed to credit risk and counterparty risk could adversely affect the BNP Paribas Group's results of operations and financial condition
2. An interruption in or a breach of the BNP Paribas Group's information systems may cause substantial losses of client or customer information, damage to the BNP Paribas Group's reputation and result in financial losses
3. The BNP Paribas Group may incur significant losses on its trading and investment activities due to market fluctuations and volatility

4. Adjustments to the carrying value of the BNP Paribas Group's securities and derivatives portfolios and the BNP Paribas Group's own debt could have an adverse effect on its net income and shareholders' equity
5. The BNP Paribas Group's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in sovereign credit spreads or other factors
6. Adverse economic and financial conditions have in the past had and may in the future have an impact on the BNP Paribas Group and the markets in which it operates
7. Laws and regulations adopted in recent years, as well as current and future legislative and regulatory developments, may significantly 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

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

Most material risk factors specific to the securities

There are also risks associated with the Securities, including:

1. Risks related to the structure of the securities:

The variable rate of return of the Securities and when the Securities redeem is dependent upon the performance of EUR CMS 30Y and EUR CMS 5Y.

2. Risks related to disruption and adjustments:

If an Administrator/Benchmark Event occurs, the Securities may be subject to adjustment or early redemption. Such consequences may have a material adverse effect on the value and liquidity of the Securities and/or the return a Holder can expect to receive on their investment.

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 time remaining until the scheduled redemption date of the Securities. The possibility that the value and trading price of the Securities will fluctuate (either positively or negatively) depends on a number of factors, which investors should consider carefully before purchasing or selling Securities.

4. Legal risks:

The terms of the Securities will contain provisions for calling meetings of holders of such Securities to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.

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

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

General terms, conditions and expected timetable of the offer

The securities will be offered to the public from and including 11 September 2023 to and including 6 October 2023, 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 Official List of the Luxembourg Stock Exchange.

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

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

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

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

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

Why is this prospectus being produced?

Use and estimated net amount of the proceeds

The net proceeds from the issue of the Securities will become part of the general funds of the Issuer. Such proceeds may be used to maintain positions in options or futures contracts or other hedging instruments.

Estimated net proceeds: EUR 10,000,000

Underwriting agreement

No underwriting commitment is undertaken.

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

BNP Paribas 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 which may give rise to potential conflicts of interest.

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

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

Résumé

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 État Membre de l'Espace Économique européen, l'investisseur plaignant peut, selon la législation nationale de l'État 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.

Aucune responsabilité civile ne sera recherchée auprès de l'Émetteur ou du Garant dans cet État Membre sur la seule base du présent résumé, y compris sa traduction, à moins que le contenu du résumé ne soit jugé trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus de Base et des Conditions Définitives applicables, ou à moins qu'il ne fournisse 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 les Titres.

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

Nom et numéro d'identification internationale de titres (*International Securities Identification Number - ISIN*) des titres

Émission de 10 000 000 EUR « Callable Fixed Rate to Underlying Interest Rate Linked Interest Securities due 13 October 2026 » - Les titres sont des Certificats. Code ISIN (« *International Securities Identification Number* ») : XS2576624204.

Identité et coordonnées de l'émetteur

BNP Paribas Issuance B.V. (l'« *Émetteur* »), Herengracht 595, 1017 CE Amsterdam, Pays-Bas (numéro de téléphone : +31(0)88 738 0000). L'Identifiant d'Entité Légale (LEI) de l'Émetteur est 7245009UXRIGIRYOBR48.

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

Personne demandant l'admission à la négociation : BNP Paribas Issuance B.V. (l'« *Émetteur* »), Herengracht 595, 1017 CE Amsterdam, Pays-Bas (numéro de téléphone : +31(0)88 738 0000).

Identité et coordonnées de l'autorité compétente approuvant le 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 d'approbation du prospectus

Le Prospectus de Base a été approuvé par l'AMF le 31 mai 2023 sous le numéro d'approbation 23-197, tel que complété de temps à autre.

Section B - Informations clés sur l'émetteur

Qui est l'émetteur des titres ?

Domicile / forme juridique / LEI / droit en vertu duquel l'émetteur opère / pays de constitution

BNPP B.V. a été constituée 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 CE Amsterdam, Pays-Bas. Identifiant d'Entité Légale (LEI) : 7245009UXRIGIRYOBR48.

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

Activités principales

L'Émetteur 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 des autres entités du Groupe BNPP. Les porteurs de Titres émis par BNPP B.V. seront, sous réserve des dispositions de la Garantie pertinente émise par BNPP, exposés à la capacité des entités du Groupe BNPP à exécuter leurs obligations envers BNPP B.V.

Actionnaires principaux

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

Identité des directeurs généraux clés de l'émetteur

Le Directeur général de l'Émetteur est BNP Paribas Finance B.V.

Les Directeurs généraux de BNP Paribas Finance B.V. sont Edwin Herskovic, Cyril Le Merrer, Folkert van Asma, Geert Lippens, François Buhagiar et Matthew Yandle.

Identité des commissaires aux comptes de l'émetteur

Deloitte Accountants N.V. est le commissaire aux comptes de l'Émetteur. Deloitte Accountants N.V. est un cabinet d'expertise-comptable indépendant enregistré aux Pays-Bas 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 €	31/12/2022	31/12/2021	
Bénéfice/perte d'exploitation	120 674	47 856	
Bilan			
	Année	Année -1	
En €	31/12/2022	31/12/2021	
Endettement financier net (dette à long terme plus dette à court terme moins trésorerie)	94 563 113 054	87 075 923 521	
Ratio courant (actif courant/passif courant)	1,0	1,0	
Ratio dette sur capitaux propres (total du passif/total des capitaux propres)	126 405	133 566	
Ratio de couverture des intérêts (résultat d'exploitation/charge d'intérêts)	Pas de charge d'intérêts	Pas de charge d'intérêts	
État des flux de trésorerie			
	Année	Année -1	
En €	31/12/2022	31/12/2021	
Flux de trésorerie net provenant des activités d'exploitation	-113 916	622 151	
Flux de trésorerie net provenant des activités de financement	0	0	
Flux de trésorerie nets provenant des activités d'investissement	0	0	

Qualifications dans le rapport d'audit

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

Quels sont les principaux risques spécifiques à l'émetteur ?

Sans objet. BNPP B.V. est une société opérationnelle. La solvabilité de BNPP B.V. dépend de la solvabilité de BNPP.

Section C - Informations clés sur les titres

Quelles sont les principales caractéristiques des titres ?

Type, catégorie et ISIN

Émission de 10 000 000 EUR « Callable Fixed Rate to Underlying Interest Rate Linked Interest Securities due 13 October 2026 » - Les titres sont des Certificats. Code ISIN (« **International Securities Identification Number** ») : XS2576624204.

Devise / dénomination / valeur au pair / nombre de titre émis / terme des titres

La devise des Titres est l'euro (« EUR »). Les Titres ont une valeur au pair de 1000 EUR. 10 000 Titres seront émis. Les Titres seront remboursés le 13 octobre 2026.

Droits attachés aux Titres

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 Certificats prévoiront des cas de défaut, y compris le défaut de paiement, le défaut d'exécution ou le non-respect des obligations de l'Émetteur ou du Garant en vertu des Titres ; l'insolvabilité ou la liquidation de l'Émetteur ou du Garant.

Droit applicable - Les Titres sont régis par le droit anglais.

Remboursement : À moins que les Certificats soient remboursés par anticipation ou rachetées et annulées, à la Date de Remboursement, chaque Titulaire recevra un paiement en espèces égal au Montant Notionnel pour chaque Certificat.

Remboursement à l'Option de l'Émetteur : Si, à l'égard d'une Date de Remboursement Optionnel, l'Émetteur notifie par avance les Titulaires (d'au moins 15 jours ouvrables) qu'il exercera son option de rembourser anticipativement les Certificats, chaque Titulaire recevra à la Date de Remboursement Optionnel un paiement pour chaque Certificat égal au Montant Notionnel.

Coupon : À chaque Date de Paiement de Coupon Fixe ou chaque Date de Paiement de Coupon Variable, chaque Titulaire recevra un paiement pour chaque Certificat correspondant au Montant Notionnel multiplié par le Taux de Coupon défini pour la Période de Coupon se terminant à cette Date de Paiement de Coupon Fixe ou Date de Paiement de Coupon Variable, le cas échéant.

Taux de Coupon :

Pendant la période comprise entre le 13 octobre 2023 inclus et le 13 octobre 2025 exclu, le Taux de Coupon à la Date de Paiement du Coupon Fixe sera de 4,30 % par an.

Pendant la période comprise entre le 13 octobre 2025 inclus et le 13 octobre 2026 exclu, le Taux de Coupon à la Date de Paiement du Coupon Variable sera :

1) 2.15% par an si EUR CMS 30Y moins EUR CMS 5Y est supérieur ou égale à 0.00%;

2) Sinon, 0.00% par an.

Tout Taux de Coupon sera déterminé à la date tombant deux Jours de Règlement TARGET2 avant le dernier jour de la Période d'Intérêt concernée.

Date d'Émission	13 octobre 2023	Prix d'Émission (par Certificat)	100 %
Date de Remboursement Final	13 octobre 2026	Devise du Produit	EUR
Dates de Remboursement Optionel	La Date de Paiement du Coupon prévue pour le 13 octobre 2024 et 13 octobre 2025	Montant Notionnel (par Certificat)	1000 EUR
Dates de Paiement de Coupon Fixe	Le 13 octobre de chaque année à compter du 13 octobre 2024 inclus et jusqu'au 13 octobre 2025 inclus (sous réserve d'ajustements)		
Dates de Paiement de Coupon Variable	Le 13 octobre 2026 (sous réserve d'ajustements)		
EUR CMS 30Y	Le swap de taux d'intérêt EUR avec une échéance de 30 ans qui figure sur Reuters « ICESWAP2 » (ou sur toute page lui succédant) à 11 h 00, heure de Francfort.		
EUR CMS 5Y	Le swap de taux d'intérêt EUR avec une échéance de 5 ans qui figure sur Reuters « ICESWAP2 » (ou sur toute page lui succédant) à 11 h 00, heure de Francfort.		

Assemblées - 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 ni voté à l'assemblée concernée et ceux qui auront voté d'une manière contraire à celle de la majorité.

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

Ancienneté des titres

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

Restrictions de la libre négociation des titres

Il n'existe pas de restrictions de la libre négociation des Titres.

Dividende ou politique de paiement

Non applicable

Où les titres seront-ils négociés ?

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 la Liste officielle de la Bourse de Luxembourg.

Existe-t-il une garantie attachée aux titres ?

Nature et portée de la garantie

Les obligations au titre de la garantie sont des obligations privilégiées de premier rang (au sens de l'article L.613-30-3-l-3° du Code monétaire et financier) et des obligations non assorties de sûretés de BNPP et seront de même rang que ses autres obligations privilégiées de premier rang et non assorties de sûretés actuelles et futures, sous réserve des exceptions qui peuvent de temps à autre être obligatoires en vertu du droit français.

Dans le cas d'un bail-in de BNPP mais pas de BNPP B.V., les obligations et/ou montants dus par BNPP au titre de la garantie seront réduits afin d'illustrer toute modification ou réduction appliquée au passif de BNPP, suite au bail-in de BNPP par un régulateur compétent (y compris dans une situation où la Garantie elle-même ne fait l'objet d'aucun bail-in).

Le Garant garantit inconditionnellement et irrévocablement à chaque Titulaire que, si pour quelque raison que ce soit, BNPP B.V. ne verse pas une somme qu'elle doit payer ou ne remplit pas une autre obligation liée aux Titres à la date spécifiée pour ce paiement ou l'exécution de cette obligation, conformément aux Conditions, le Garant paiera cette somme dans la devise dans laquelle le paiement est dû, en fonds immédiatement disponibles, ou, le cas échéant, remplira ou fera remplir l'obligation concernée à la date prévue pour l'exécution.

Description du Garant

Les Titres seront inconditionnellement et irrévocablement garantis par BNP Paribas (« BNPP » ou le « Garant ») en vertu d'un acte de garantie de droit Angleterre signé par BNPP le 31 mai 2023 (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 Légale (LEI) : R0MUWSFPU8MPRO8K5P83.

Les notations de crédit à long terme de BNPP sont A+ avec perspective stable (S&P Global Ratings Europe Limited), Aa3 assortie d'une perspective stable (Moody's Investors Service Ltd.), AA- avec perspective stable (Fitch Ratings Ireland Limited) (la note à long terme attribuée à la dette senior privilégiée de BNPP par Fitch Ratings Ireland Limited) et AA (faible) avec 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).

L'organisation de BNP Paribas repose sur trois pôles opérationnels: Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) et Investment & Protection Services (IPS).

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

Commercial, Personal Banking & Services (CPBS) :

- *Commercial & Personal Banking dans la zone euro* : Commercial & Personal Banking en France (CPBF), BNL banca commerciale (BNL bc), Commercial & Personal Banking en Italie, Commercial & Personal Banking en Belgique (CPBB), Commercial & Personal Banking au Luxembourg (CPBL).

- *Commercial & Personal Banking en dehors de la zone euro, organisé autour de* : la région Europe-Méditerranée, couvrant les activités Commercial & Personal Banking en dehors de la zone euro, notamment en Europe centrale, en Europe de l'Est, en Turquie et en Afrique.

- *Métiers spécialisés* : BNP Paribas Personal Finance, Arval et BNP Paribas Leasing Solutions, les nouveaux métiers numériques spécialisés (en particulier Nickel, Floa, Lyf) et BNP Paribas Personal Investors.

Investment & Protection Services (IPS) : Assurance (BNP Paribas Cardif), gestion d'actifs et de patrimoine : BNP Paribas Asset Management, BNP Paribas Real Estate, BNP Paribas Principal Investments (gestion du portefeuille d'investissements industriels et commerciaux cotés et non cotés du Groupe BNP Paribas) et BNP Paribas Wealth Management.

Au 30 juin 2023, 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 5,1% du capital social, BlackRock Inc. qui détient 6,9% du capital social, Amundi qui détient 5% du capital social et le Grand-Duché de Luxembourg, qui détient 1% du capital social.

Informations financières clés pour évaluer la capacité du garant à remplir ses engagements en vertu de la garantie					
BNP Paribas a publié le 2 mai 2023 des séries trimestrielles de l'année 2022 recomposées pour tenir compte sur chacun des trimestres (i) de l'application de la norme IFRS 5 relative aux groupes d'actifs et de passifs destinés à la vente à la suite de la cession de Bank of the West le 1er février 2023 ; (ii) de l'application de la norme IFRS 17 « Contrats d'assurance » et de l'application de la norme IFRS 9 pour les entités d'assurance à partir du 1er janvier 2023 ; (iii) de l'application de la norme IAS 29 « Information financière dans les économies hyper-inflationnistes » en Turquie à partir du 1er janvier 2022 et (iv) de transferts internes d'activités et de résultats opérés chez Global Markets et dans la Banque Commerciale en Belgique.					
Compte de résultat					
	Année	Année-1	Année-2	Intermédiaire	Valeur intermédiaire pour la même période de l'année précédente pour comparaison
En millions €	31/12/2022	31/12/2021	31/12/2020	31/06/2023	31/06/2022
Revenu net d'intérêts	N/A	19 238	21 312	9 056	10 344
Produit net des honoraires et commissions	N/A	10 362	9 862	4 926	5 105
Gain net sur instruments financiers	N/A	7 777	7 146	6 071	5 678
Revenus	45 430	43 762	44 275	23 395	23 404
Coût du risque	-3 003	-2 971	-5 717	-1 331	-1 409
Revenu d'exploitation	12 564	11 325	8 364	5 984	6 462
Résultat net attribuable aux actionnaires	9 848	9 488	7 067	7 245	4 933
Bénéfice par action (en euros)	7,80	7,26	5,31	4,72*	4,04
Bilan					
	Année	Année-1	Année-2	Intermédiaire	Valeur intermédiaire pour la même période de l'année précédente pour comparaison
En millions d'€	31/12/2022	31/12/2021	31/12/2020	31/06/2023	31/06/2022
Total des actifs	2 663 748	2 634 444	2 488 491	2 671 181	2 891 007
Dettes représentées par un titre	220 937	220 106	212 351	262 923	229 506
Dont dettes senior préférées à moyen long terme	58 899**	78 845**	82 086**	N/A	N/A
Dettes subordonnées	24 160	25 667	23 325	23 734	25 702
Prêts et créances sur la clientèle	857 020	814 000	809 533	852 649	855 044
Dettes envers la clientèle	1 008 056	957 684	940 991	977 676	1 008 661
Capitaux propres (part du Groupe)	121 237	117 886	112 799	123 301	115 945
Créances douteuses / encours bruts***	1,7%	2,0%	2,1%	1,7%	1,8%
Ratio Common Equity Tier 1 (CET1)	12,3%	12,9%	12,8%	13,6%	12,2%
Ratio de fonds propres total	16,2%	16,4%	16,4%	17,8%	15,7%
Ratio de levier****	4,4%	4,1%	4,4%	4,5%	3,8%

(*) Calculé sur la base du résultat net distribuable en 2023

(**) Portée réglementaire

(***) Prêts douteux (stade 3) à la clientèle et à des établissements de crédit, non nets de garanties, y compris au bilan et hors bilan et titres de créance évalués au coût amorti ou à la juste valeur en capitaux propres communiqués dans l'encours brut de prêts à la clientèle et aux établissements de crédit, au bilan et hors bilan et y compris les titres de créance évalués au coût amorti ou à la juste valeur en capitaux propres (hors assurance).

(****) Sans l'effet de la dérogation temporaire pour les dépôts auprès des banques centrales de l'Eurosystème (calculée conformément au règlement (UE) 2020/873, article 500b). L'exemption temporaire des dépôts auprès des banques centrales de l'Eurosystème a pris fin le 31 mars 2022.

Principaux facteurs de risque liés au Garant

1. Toute augmentation substantielle des provisions ou tout engagement insuffisamment provisionné exposé au risque de crédit et au risque 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 propre dette du groupe BNP Paribas pourraient avoir un effet négatif 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 de crises financières, de détérioration des conditions économiques, de dégradation des notations, d'accroissement des spreads de crédit ou d'autres facteurs
6. Les conditions économiques et financières défavorables ont eu dans le passé et pourront avoir à l'avenir un impact sur le groupe BNP Paribas et sur les marchés dans lesquels il opère
7. Des mesures législatives et réglementaires adoptées ces dernières années, ainsi que des évolutions législatives et réglementaires en cours ou à venir, pourraient affecter de manière significative le Groupe BNP Paribas ainsi que l'environnement financier et économique dans lequel il 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 également subir des pertes dans le cadre de litiges connexes (ou non connexes) avec des parties privées

Quels sont les principaux risques spécifiques aux titres ?

Principaux facteurs de risque spécifiques aux titres

Il y a également les risques associés aux Titres, notamment :

1. Risque relatif à la structure des Titres :

Le taux variable de rendement des Titres et la date de remboursement des Titres dépendent de la performance des EUR CMS 30Y et EUR CMS 5Y.

2. Risques relatifs aux perturbations et ajustements :

Si un Événement de l'Administrateur ou de Référence se produit, les Titres pourraient faire l'objet d'ajustements ou d'un remboursement anticipé. Ces conséquences pourraient avoir un effet négatif important sur la valeur et la liquidité des Titres et/ou sur le rendement qu'un Titulaire peut espérer recevoir sur son investissement.

3. Risque relatif aux marchés sur lesquels sont négociés les titres :

Le cours des Titres peut être affecté par différents facteurs, y compris, sans s'y limiter, le temps restant jusqu'à la date de remboursement prévue des Titres. 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 ni 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 de titres au public et/ou l'admission à la négociation sur un marché réglementé

Dans quelles conditions et selon quel calendrier puis-je investir dans ce titre ?

Conditions générales, modalités et calendrier prévu de l'offre

Les titres seront offerts au public entre le 11 septembre 2023 inclus et le 6 octobre 2023 inclus, sous réserve de toute clôture anticipée ou prolongation de la période d'offre.

Une demande sera présentée par l'Émetteur (ou pour son compte) en vue de faire admettre les Titres à la négociation sur la Liste officielle de la Bourse de Luxembourg.

Estimation du total des frais liés à l'émission et/ou l'offre, y compris l'estimation des frais facturés à l'investisseur par l'émetteur ou l'offreur

Il n'existe pas de frais facturés aux investisseurs par l'émetteur.

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

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

Personne demandant l'admission à la négociation : BNP Paribas Issuance B.V. (l'« Émetteur »), Herengracht 595, 1017 CE Amsterdam, Pays-Bas (numéro de téléphone : +31(0)88 738 0000).

Pourquoi le présent prospectus est-il édité ?

Utilisation et montant net estimé des produits

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, des contrats à terme ou d'autres instruments de couverture.

Produit net estimé : 10 000 000 EUR

Contrat de prise ferme

Aucun contrat de prise ferme n'est conclu.

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

BNP Paribas et ses filiales peuvent également avoir conclu, et pourraient dans le futur conclure des transactions en tant que banque d'investissement ou banque commerciale avec, et peuvent fournir des services à, l'Émetteur et le Garant et leurs filiales respectives dans le cadre d'activités courantes.

Différentes entités au sein du Groupe BNPP (y compris l'Émetteur et le Garant) et leurs Filiales assument différentes fonctions en lien avec les Titres, y compris Émetteur des Titres et Agent de Calcul des Titres, ce qui peut entraîner de potentiels conflits d'intérêts.

BNP Paribas, qui agit en tant qu'Agent de Calcul, est une Filiale de l'Émetteur et du Garant et de potentiels conflits d'intérêts peuvent exister entre cette entité et les porteurs de Titres, y compris concernant certaines décisions et certains jugements que l'Agent de Calcul doit prendre. Les intérêts économiques de l'Émetteur et de BNP Paribas en tant qu'Agent de Calcul sont potentiellement défavorables 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.