

**MiFID II product governance / Retail investors, professional investors and ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities, taking into account the five categories in item 18 of the Guidelines published by the European Securities and Markets Authority ("ESMA") on 5 February 2018, has led to the conclusion that: (i) the target market for the Securities is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Securities to retail clients are appropriate – investment advice, portfolio management, and non-advised sales, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Securities (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

## FINAL TERMS DATED 11 AUGUST 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

(Warrant and Certificate Programme)

## EUR "Open End Turbo BEST" Certificates relating to an Index

**Series Number FRBNPP052J34 (DAX®)**

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

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 37 of Part A below, provided such person is a Manager or 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.

## PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Base Prospectus dated 1 July 2022, each Supplement to it 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 it 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) provide 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 are incorporated by reference in the Base Prospectus dated 30 June 2023. This document constitutes the Final Terms of the Securities described herein for the purposes of the Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") and must be read in conjunction with the Base Prospectus dated 30 June 2023 and any supplements to it to obtain all relevant information, which together constitute a base prospectus for the purposes of

the Prospectus Regulation (the "**Base Prospectus**"), including the Conditions incorporated by reference in the Base Prospectus. A summary of the Securities is annexed to these Final Terms. **The Base Prospectus, any Supplement(s) to the Base Prospectus and these Final Terms are available for viewing on the following website(s): [www.produitsdeourse.bnpparibas.fr](http://www.produitsdeourse.bnpparibas.fr) for public offering in France and [www.bnpparibasmarkets.be](http://www.bnpparibasmarkets.be) for public offering in Belgium 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 / ISIN Code	No. of Securities issued	No. of Securities	Mnemonic Code	Issue Price per Security	Call / Put	Exercise Price	Capitalised Exercise Price Rounding Rule	Security Threshold Rounding Rule	Security Percentage	Dividend Percentage	Interbank Rate 1 Screen Page	Financing Rate Percentage	Delivery or expiry month	Futures or Options Exchange	Redemption Date	Parity	SPECIFIED SECURITIES PURSUANT TO SECTION 871(m)
FRBNPP052J34	70,000	100,000	O5LJB	EUR 7.69	Put	EUR 16,772.4492	Downwards 4 digits	Downwards 4 digits	0%	N/A	EURIBOR1MD=	-3.50%	-	Eurex	Open End	100	No

Series Number / ISIN Code	Index	Index Currency	ISIN of Index	Reuters Code of Index / Reuters Screen Page	Index Sponsor	Index Sponsor Website	Exchange	Exchange Website
FRBNPP052J34	DAX®	EUR	DE0008469008	.GDAXI	Deutsche Börse AG	<a href="http://www.dax-indices.com">www.dax-indices.com</a>	Deutsche Börse AG (XETRA)	<a href="http://www.deutsche-boerse.com">www.deutsche-boerse.com</a>

## 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:** 7 August 2023.
4. **Issue Date:** 11 August 2023.
5. **Consolidation:**

**Series Number FRBNPP052J34 (DAX®)**  
The Securities are to be consolidated on the Issue Date and form a single series with the current outstanding amount of the Securities of the same Series.
6. **Type of Securities:**

(a) Certificates.

(b) The Securities are Index Securities.

The provisions of Annex 2 (Additional Terms and Conditions for Index Securities) and Annex 9 (Additional Terms and Conditions for OET Certificates) shall apply.

Unwind Costs: Not applicable.

Waiver of Set-Off: Not applicable.

Essential Trigger: Applicable.
7. **Form of Securities:** Dematerialised bearer form (*au porteur*).
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).  
  
Issuer's Option to Substitute: Not applicable.
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:**

**ETS Payout:** **Leverage Products:**  
  
ETS Final Payout 2210.  
Call Securities or Put Securities (see the Specific Provisions for each Series above).

**Aggregation:** Not applicable.
13. **Relevant Asset(s):** Not applicable.
14. **Entitlement:** Not applicable.
15. **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:** Not applicable.
19. **Principal Security Agent:** BNP Paribas.
20. **Calculation Agent:** BNP Paribas Arbitrage S.N.C.  
1 rue Laffitte 75009 Paris, France.

21. **Governing law:** French law.
22. **Masse provisions (Condition 9.4):** Not applicable.

#### PRODUCT SPECIFIC PROVISIONS

23. **Index Securities:** Applicable.
- (a) **Index/Basket of Indices/Index Sponsor(s):** See the Specific Provisions for each Series above.
  - (b) **Index Currency:** See the Specific Provisions for each Series above.
  - (c) **Exchange(s):** See the Specific Provisions for each Series above.
  - (d) **Related Exchange(s):** All Exchanges.
  - (e) **Exchange Business Day:** Single Index Basis.
  - (f) **Scheduled Trading Day:** Single Index Basis.
  - (g) **Weighting:** Not applicable.
  - (h) **Settlement Price:** Official closing level.
  - (i) **Specified Maximum Days of Disruption:** Twenty (20) Scheduled Trading Days.
  - (j) **Valuation Time:** The Scheduled Closing Time as defined in Condition 1.
  - (k) **Redemption on Occurrence of an Index Adjustments Event:** Market Value: Applicable.  
If the Calculation Agent determines an Index Adjustment Event constitutes a force majeure, Index Condition 3.2(d)(vi) applies.
  - (l) **Index Correction Period:** As per Conditions.
  - (m) **Additional provisions applicable to Custom Indices:** Not applicable.
  - (n) **Additional provisions applicable to Futures Price Valuation:** Not applicable.
24. **Share Securities/ETI Share Securities:** Not applicable.
25. **ETI Securities:** Not applicable.
26. **Debt Securities:** Not applicable.
27. **Commodity Securities:** Not applicable.
28. **Currency Securities:** Not applicable.
29. **Futures Securities:** Not applicable.
30. **OET Certificates:** Applicable.
- (a) **Final Price:** As per OET Certificate Conditions.
  - (b) **Valuation Date:** As per OET Certificate Conditions.
  - (c) **Exercise Price:** See the Specific Provisions for each Series above.
  - (d) **Capitalised Exercise Price:** Capitalised Exercise Price applicable, in accordance with the OET Certificate Conditions.  
  
OET Website(s):  
[www.produitsdebourse.bnpparibas.fr](http://www.produitsdebourse.bnpparibas.fr)  
[www.bnpparibasmarkets.be](http://www.bnpparibasmarkets.be)  
  
Local Business Day Centre(s): Paris.
  - (e) **Capitalised Exercise Price Rounding Rule:** See the Specific Provisions for each Series above.

(f) <b>Dividend Percentage:</b>	See the Specific Provisions for each Series above, subject to adjustment by the Calculation Agent in accordance with the OET Certificate Conditions.
(g) <b>Financing Rate:</b>	
(i) <b>Interbank Rate 1 Screen Page:</b>	See the Specific Provisions for each Series above.
(ii) <b>Interbank Rate 1 Specified Time:</b>	As per OET Certificate Conditions.
(iii) <b>Interbank Rate 2 Screen Page:</b>	Not applicable (i.e. Interbank Rate 2 means Zero (0)).
(iv) <b>Interbank Rate 2 Specified Time:</b>	Not applicable.
(v) <b>Financing Rate Percentage:</b>	See the Specific Provisions for each Series above.
(vi) <b>Financing Rate Range:</b>	In respect of Call Securities: 0% / +10%. In respect of Put Securities: -10% / 0%.
(h) <b>Automatic Early Redemption:</b>	Applicable.
(i) <b>Automatic Early Redemption Payout:</b>	Automatic Early Redemption Payout 2210/2.
(ii) <b>Automatic Early Redemption Date:</b>	Not applicable.
(iii) <b>Observation Price:</b>	Official level.
(iv) <b>Observation Price Source:</b>	Index Sponsor.
(v) <b>Observation Price Time(s):</b>	At any time during the opening hours of the Exchange.
(vi) <b>Security Threshold:</b>	As per OET Certificate Conditions.  Security Threshold Time: As per Conditions.  The Security Threshold in respect of a Relevant Business Day will be published as soon as practicable after its determination on the OET Website(s), as set out in § 30(d).
(vii) <b>Security Threshold Rounding Rule:</b>	See the Specific Provisions for each Series above.
(viii) <b>Security Percentage:</b>	See the Specific Provisions for each Series above.
(ix) <b>Minimum Security Percentage:</b>	Not applicable.
(x) <b>Maximum Security Percentage:</b>	Not applicable.
(xi) <b>Reset Date:</b>	Option 2 is applicable.
31. <b>Illegality (Condition 7.1) and Force Majeure (Condition 7.2):</b>	Illegality: Market Value.  Force Majeure: redemption in accordance with Condition 7.2(a).
32. <b>Additional Disruption Events and Optional Additional Disruption Events:</b>	(a) Additional Disruption Events: Not applicable.  (b) The following Optional Additional Disruption Events apply to the Securities: Significant Alteration Event, Administrator/Benchmark Event.  (c) Redemption:  Market Value: Applicable.
33. <b>Knock-in Event:</b>	Not applicable.
34. <b>Knock-out Event:</b>	Not applicable.

## PROVISIONS RELATING TO WARRANTS

35. **Provisions relating to Warrants:** Not applicable.

## PROVISIONS RELATING TO CERTIFICATES

36. **Provisions relating to Certificates:** Applicable.
- (a) **Notional Amount of each Certificate:** Not applicable.
  - (b) **Instalment Certificates:** The Certificates are not Instalment Certificates.
  - (c) **Issuer Call Option:** Applicable. The Issuer may redeem the OET Certificates in accordance with the OET Certificate Conditions. See item 30 above.
  - (d) **Holder Put Option:** Applicable provided that (i) no Automatic Early Redemption Event has occurred and (ii) the Issuer has not already designated the Valuation Date in accordance with the OET Certificate Conditions.
    - (i) **Optional Redemption Date(s):** The day falling ten (10) Business Days immediately following the relevant Optional Redemption Valuation Date.
    - (ii) **Optional Redemption Valuation Date:** The last Relevant Business Day in March in each year commencing in March of the calendar year after the Issue Date, subject to adjustment in the event that such day is a Disrupted Day as provided in the definition of Valuation Date in Condition 25.
    - (iii) **Optional Redemption Amount(s):** Put Payout 2210.
    - (iv) **Minimum Notice Period:** Not less than 30 days prior to the next occurring Optional Redemption Valuation Date.
    - (v) **Maximum Notice Period:** Not applicable.
  - (e) **Automatic Early Redemption:** Not applicable.
  - (f) **Strike Date:** Not applicable.
  - (g) **Strike Price:** Not applicable.
  - (h) **Redemption Valuation Date:** Not applicable.
  - (i) **Averaging:** Averaging does not apply to the Securities.
  - (j) **Observation Dates:** Not applicable.
  - (k) **Observation Period:** Not applicable.
  - (l) **Settlement Business Day:** Not applicable.
  - (m) **Cut-off Date:** Not applicable.
  - (n) **Identification information of Holders as provided by Condition 26:** Not applicable.

## DISTRIBUTION

37. **Non exempt Offer:** Applicable.
- (i) **Non-exempt Offer Jurisdictions:** France and Belgium.
  - (ii) **Offer Period:** From (and including) the Issue Date until (and including) the date on which the Securities are delisted.
  - (iii) **Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:** The Manager and BNP Paribas.
  - (iv) **General Consent:** Not applicable.

- (v) **Other Authorised Offeror Terms:** Not applicable.
- 38. **Additional U.S. Federal income tax considerations:** The Securities are not Specified Securities the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.
- 39. **Prohibition of Sales to EEA and UK Retail Investors:**
  - (a) **Selling Restriction:** Not applicable.
  - (b) **Legend:** 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 these Final Terms make no omission likely to affect the import of such information.

Signed on behalf of BNP Paribas Issuance B.V  
As Issuer:



By: Vincent Dechaux      Duly authorised



## PART B - OTHER INFORMATION

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

Application has been made to list the Securities on Euronext Access Paris and to admit the Securities described herein for trading on Euronext Access Paris, with effect from the Issue Date.

The de-listing of the Securities on the exchange specified above shall occur on at the opening time on the Valuation Date, subject to any change to such date by such exchange or any competent authorities, for which the Issuer and the Guarantor shall under no circumstances be liable.

### 2. Ratings

The Securities have not been rated.

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

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

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

- |                                      |   |
|--------------------------------------|---|
| (a) <b>Reasons for the Issue:</b>    | See "Use of Proceeds" in the Base Prospectus.   |
| (b) <b>Estimated net proceeds:</b>   | EUR 538,300.00                                  |
| (c) <b>Estimated total expenses:</b> | The estimated total expenses are not available. |

### 5. Performance of Underlying/Formula/Other Variable and Other Information concerning the Underlying Reference

See Base Prospectus for an explanation of effect on value of Investment and associated risks in investing in Securities.

Information on each Index shall be available on the relevant Index Sponsor website as set out in "Specific Provisions for each Series" in Part A.

Past and further performances of each Index are available on the relevant Index Sponsor website as set out in "Specific Provisions for each Series" in Part A and the volatility of each Index as well as the Conversion Rate may be obtained from the Calculation Agent at the phone number: **0 800 235 000**.

### Index Disclaimer

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

### CAC40® Index

Euronext N.V. or its subsidiaries holds all (intellectual) proprietary rights with respect to the Index. Euronext N.V. or its subsidiaries do not sponsor, endorse or have any other involvement in the issue and offering of the product. Euronext N.V. and its subsidiaries disclaim any liability for any inaccuracy in the data on which the Index is based, for any mistakes, errors, or omissions in the calculation and/or dissemination of the Index, or for the manner in which it is applied in connection with the issue and offering thereof. CAC40® and CAC40-index® are registered trademarks of Euronext N.V. or its subsidiaries.

### DAX® Index

This financial instrument is neither sponsored nor promoted, distributed or in any other manner supported by Deutsche Börse AG (the "Licensor"). The Licensor does not give any explicit or implicit warranty or representation, neither regarding the results deriving from the use of the Index and/or the Index Trademark nor regarding the Index value at a certain point in time or on a certain date nor in any

other respect. The Index is calculated and published by the Licensor. Nevertheless, as far as admissible under statutory law the Licensor will not be liable vis-à-vis third parties for potential errors in the Index. Moreover, there is no obligation for the Licensor vis-à-vis third parties, including investors, to point out potential errors in the Index.

Neither the publication of the Index by the Licensor nor the granting of a license regarding the Index as well as the Index Trademark for the utilization in connection with the financial instrument or other securities or financial products, which one derived from the Index, represents a recommendation by the Licensor for a capital investment or contains in any manner a warranty or opinion by the Licensor with respect to the attractiveness of an investment in this product.

In its capacity as sole owner of all rights to the Index and the Index Trademark the Licensor has solely licensed to the issuer of the financial instrument and its affiliates the utilization of the Index and the Index Trademark as well as any reference to the Index and the Index Trademark in connection with the financial instrument.

## 6. Operational Information

**Relevant Clearing System(s):** Euroclear France.

## 7. Terms and Conditions of the Non-Exempt Offer

**Offer Price:** The price of the Certificates will vary in accordance with a number of factors including, but not limited to, the price of the relevant Index.

**Conditions to which the offer is subject:** Not applicable.

**Description of the application process:** Not applicable.

**Details of the minimum and/or maximum amount of the application:** Minimum purchase amount per investor: One (1) Certificate.

Maximum purchase amount per investor: The number of Certificates issued in respect of each Series of Certificates.

**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 Certificates are cleared through the clearing systems and are due to be delivered on or about the second Business Day after their purchase by the investor against payment of the purchase amount.

**Manner in and date on which results of the offer are to be made public:** Not applicable.

**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:** Not applicable.

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

Series Number	Issue Price per Security	Expenses included in the Issue Price
FRBNPP052J34	EUR 7.69	EUR 0.777

## 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 offer rates and a description of the main terms of their commitment:** None.

## 9. Placing and Underwriting

**Name(s) and address(es), to the extent known to the issuer, of the placers in the various countries** None.

**where the offer takes place:**

**Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:** BNP Paribas  
20 Boulevard des Italiens, 75009 Paris, France.

**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:** BNP Paribas Arbitrage S.N.C.

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

**10. EU Benchmarks Regulation**

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

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

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

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

<b>Benchmark</b>	<b>Administrator</b>	<b>Register</b>
CAC 40®	Euronext Paris	Included
EURIBOR 1M	European Money Markets Institute (EMMI)	Included
DAX®	STOXX Ltd.	Included

# Summary

## Section A - Introduction and Warnings

### Warnings

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

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

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

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

Civil liability in any such Member State attaches to the Issuer or the Guarantor (if any) 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 "Open End Turbo BEST" certificates relating to an Index

International Securities Identification Number ("ISIN"): Please refer to tables as set out below.

### Identity and contact details of the issuer

BNP Paribas Issuance B.V. ("BNPP B.V." or the "Issuer"). The Issuer 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

### Identity and contact details of the offeror

BNP Paribas Warrants & Certificats, 20 boulevard des Italiens 75009 Paris France, phone number: 0 800 235 000.

### Identity and contact details of the competent authority approving the prospectus

Dutch Authority for the Financial Markets ("AFM"), Postbus 11723 - 1001 GS Amsterdam, The Netherland. [www.afm.nl](http://www.afm.nl)

### Date of approval of the prospectus

This Prospectus has been approved on 30 June 2023 by the AFM, 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

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

Managing Directors of BNP Paribas Finance B.V.: Edwin Herskovic/Cyril Le Merrer/Folkert van Asma/Geert Lippens/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	1
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

The Securities are certificates ("Certificates") and are issued in Series. ISIN: please refer to tables as set out below.

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

The currency of securities is Euro ("EUR"). The Securities have no par value. Number/Term of Securities: please refer to tables as set out below.

##### 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 French law.

*Interest* - The Securities do not bear or pay interest.

*Underlying(s)* - Index

*Redemption* - The Securities are cash settled Securities.

Unless previously redeemed or cancelled, each Security will be redeemed on the Redemption Date.

The Certificates may be redeemed early at the option of the Holders at the Optional Redemption Amount equal to:

##### Put Payout 2210

- (i) if the Securities are specified as being *Call* Securities:  

$$\text{Max} \left( 0; \left( \frac{\text{Final Price} - \text{Capitalised Exercise Price}}{\text{Parity} \times \text{Conversion Rate Final}} \right) \right); \text{ or}$$
- (ii) if the Securities are specified as being *Put* Securities:  

$$\text{Max} \left( 0; \left( \frac{\text{Capitalised Exercise Price} - \text{Final Price}}{\text{Parity} \times \text{Conversion Rate Final}} \right) \right).$$

##### Description of the Put Payout 2210

If the Holder has exercised its Holder Put Option provided that no Automatic Early Redemption Event has occurred and the Issuer has not already designated the Valuation Date, the Payout will be equal to (i) in the case of Call Securities, the excess (if any) of the Final Price on the Valuation Date over the Capitalised Exercise Price, or (ii), in the case of Put Securities, the excess (if any) of the Capitalised Exercise Price over the Final Price on the Valuation Date, in each case divided by the product of the Conversion Rate Final and Parity.

##### Final Redemption

Unless previously redeemed or purchased and cancelled, each Security entitles its holder to receive from the Issuer on the Redemption Date a Cash Settlement Amount equal to:

##### Final Payouts

##### Exchange Traded Securities (ETS) Final Payouts

##### Leverage Products:

**Leverage:** open end products which have a return linked to the performance of the Underlying Reference. The calculation of the return is based on various mechanisms (including knock-out features). There is no capital protection.

##### ETS Final Payout 2210

- (i) if the Securities are specified as being *Call* Securities:  

$$\text{Max} \left( 0; \left( \frac{\text{Final Price} - \text{Capitalised Exercise Price}}{\text{Parity} \times \text{Conversion Rate Final}} \right) \right); \text{ or}$$
- (ii) if the Securities are specified as being *Put* Securities:  

$$\text{Max} \left( 0; \left( \frac{\text{Capitalised Exercise Price} - \text{Final Price}}{\text{Parity} \times \text{Conversion Rate Final}} \right) \right).$$

##### Description of the Payout

The Payout will be equal to (i) in the case of Call Securities, the excess (if any) of the Final Price over the Capitalised Exercise Price, or (ii) in the case of Put Securities, the excess (if any) of the Capitalised Exercise Price over the Final Price, in each case divided by the Conversion Rate and Parity.

#### **Automatic Early Redemption**

If on any Automatic Early Redemption Valuation Date an Automatic Early Redemption Event occurs, the Securities will be redeemed early at the Automatic Early Redemption Amount (if any) on the Automatic Early Redemption Date.

The Automatic Early Redemption Amount will be an amount equal to:

#### **Automatic Early Redemption Payout 2210/2:**

0 (zero).

"Automatic Early Redemption Event" means:

- in respect to a Call Security, the Observation Price is less than or equal to the applicable Security Threshold; or
- in respect to a Put Security, the Observation Price is greater than or equal to the applicable Security Threshold.

**Taxation** - The Holder must pay all taxes, duties and/or expenses arising from the disposal, exercise and settlement or redemption of the Securities and/or the delivery or transfer of the Entitlement. The Issuer shall deduct from amounts payable or assets deliverable to Holders certain taxes and expenses not previously deducted from amounts paid or assets delivered to Holders, as the Calculation Agent determines are attributable to the Securities. Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment, (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "Code") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or any law implementing an intergovernmental approach thereto, and (iii) any withholding or deduction required pursuant to Section 871(m) of the Code.

**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** - The Holders shall not be grouped in a Masse.

#### **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 Euronext Access Paris.

#### **Is there a guarantee attached to the securities?**

#### **Nature and scope of the guarantee**

The obligations under the *garantie* are senior preferred obligations (within the meaning of Article L.613-30-3-I-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 by 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 Security 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 a French law *garantie* executed by BNPP on 30 June 2023 (the "**Guarantee**"). Legal entity identifier (LEI): R0MUW5FPU8MPRO8K5P83. 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. 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, Türkiye 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 31 December 2022, 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 7.80% of the share capital, BlackRock Inc. holding 6% of the share capital, Amundi holding 6% of the share capital and Grand Duchy of Luxembourg holding 1% 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	31/03/2023	31/03/2022
Net interest income	n.a	19,238	21,312	n.a	n.a
Net fee and commission income	n.a	10,362	9,862	n.a	n.a
Net gain on financial instruments	n.a	7,777	7,146	n.a	n.a
Revenues	45,430	43,762	44,275	12,032	11,868
Cost of risk	-3,003	-2,791	-5,717	-642	-631
Operating Income	12,564	11,325	8,364	2,199	2,463
Net income attributable to equity holders	9,848	9,488	7,067	4,435	1,840
Earnings per share (in euros)	7.8	7.26	5.31	2.19	1.53
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	31/03/2023	31/03/2022
Total assets	2,666,376	2,634,444	2,488,491	2,693,796	2,860,836
Debt securities	224,603	220,106	212,351	243,281	233,552
Of which mid long term Senior Preferred	58,899*	78,845*	82,086*	n.a	n.a
Subordinated debt	24,832	25,667	23,325	n.a	n.a
Loans and receivables from customers (net)	857,020	814,000	809,533	854,272	838,965
Deposits from customers	1,008,054	957,684	940,991	1,001,453	1,009,206
Shareholders' equity (Group share)	121,792	117,886	112,799	127,145	119,050
Doubtful loans/ gross outstandings**	1.7%	2%	2.1%	1.7%	1.9%
Common Equity Tier 1 capital (CET1) ratio	12.3%	12.9%	12.8%	13.6%	12.4%
Total Capital Ratio	16.2%	16.4%	16.4%	17.9%	16%
Leverage Ratio***	4.4%	4.1%	4.4%	4.4%	3.8%

(\*) 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 amortised 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, 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 non-compliance 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 Certificates, including:

#### 1. Risk relating to the structure of the Certificates:

**Leverage Products:** Investors may be exposed to a partial or total loss of their investment. The return on the Securities depends on the performance of the Underlying Reference(s) and the application of automatic early redemption features. Additionally, the return may depend on other market factors such as interest rates, the implied volatility of the Underlying Reference(s) and the time remaining until redemption. The effect of leverage on the Securities may be either positive or negative. Open End Certificates and OET Certificates do not have any pre-determined maturity and may be redeemed on any date determined by the relevant Issuer and investment in such Open End Certificates and OET Certificates entails additional risks compared with other Certificates due to the fact that the redemption date cannot be determined by the investor.

#### 2. Risk relating to the Underlying and its Disruption and Adjustments:

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

events and market disruption or failure to open of an exchange which may have an adverse effect on the value and liquidity of the Securities and that the Issuer will not provide post-issuance information in relation to the Underlying Reference.

**3. Risks related to the trading markets of the Certificates:**

**Factors affecting the value and trading price of 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 risk:**

**Meeting of Holders:** 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 fully subscribed by BNP Paribas Arbitrage S.N.C. as Manager on 9 August 2023.  
Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on Euronext Access Paris.  
This issue of Securities is being offered in a Non-exempt Offer in France and Belgium.

**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 are being charged to an investor by the Issuer.

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

**Description of the offeror**

BNP Paribas Warrants & Certificats, 20 boulevard des Italiens 75009 Paris France, phone number: 0 800 235 000. Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83.

The Offeror was incorporated in France as a société anonyme under French law.

***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 301,600.

**Underwriting agreement**

Not applicable.

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

Any 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 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.



Series Number / ISIN Code	No. of Securities issued	No. of Securities	Mnemonic Code	Issue Price per Security	Call / Put	Exercise Price	Capitalised Exercise Price Rounding Rule	Security Threshold Rounding Rule	Security Percentage	Interbank Rate 1 Screen Page	Financing Rate Percentage	Delivery or expiry month	Futures or Options Exchange	Redemption Date	Parity	SPECIFIED SECURITIES PURSUANT TO SECTION 871(m)
FRBNPP05WRL5	150,000	150,000	W05LB	EUR 0.36	Call	EUR 7,262.6841	Upwards 4 digits	Upwards 4 digits	0%	EURIBOR1MD=	+3.50%	-	Euronext Derivatives (Paris)	Open End	100	No
FRBNPP05WRM3	150,000	150,000	X05LB	EUR 0.18	Call	EUR 7,280.9321	Upwards 4 digits	Upwards 4 digits	0%	EURIBOR1MD=	+3.50%	-	Euronext Derivatives (Paris)	Open End	100	No
FRBNPP05WRN1	150,000	150,000	Y05LB	EUR 0.01	Put	EUR 7,280.9321	Downwards 4 digits	Downwards 4 digits	0%	EURIBOR1MD=	-3.50%	-	Euronext Derivatives (Paris)	Open End	100	No
FRBNPP05WRO9	150,000	150,000	Z05LB	EUR 0.01	Call	EUR 7,299.1800	Upwards 4 digits	Upwards 4 digits	0%	EURIBOR1MD=	+3.50%	-	Euronext Derivatives (Paris)	Open End	100	No
FRBNPP05WRP6	150,000	150,000	A15LB	EUR 0.01	Put	EUR 7,299.1800	Downwards 4 digits	Downwards 4 digits	0%	EURIBOR1MD=	-3.50%	-	Euronext Derivatives (Paris)	Open End	100	No
FRBNPP05WRQ4	150,000	150,000	B15LB	EUR 0.01	Call	EUR 7,317.4280	Upwards 4 digits	Upwards 4 digits	0%	EURIBOR1MD=	+3.50%	-	Euronext Derivatives (Paris)	Open End	100	No
FRBNPP05WRR2	150,000	150,000	C15LB	EUR 0.18	Put	EUR 7,317.4280	Downwards 4 digits	Downwards 4 digits	0%	EURIBOR1MD=	-3.50%	-	Euronext Derivatives (Paris)	Open End	100	No
FRBNPP05WRS0	100,000	100,000	D15LB	EUR 0.40	Call	EUR 15,851.3523	Upwards 4 digits	Upwards 4 digits	0%	EURIBOR1MD=	+3.50%	-	Eurex	Open End	100	No
FRBNPP05WRT8	100,000	100,000	E15LB	EUR 0.40	Put	EUR 15,930.8077	Downwards 4 digits	Downwards 4 digits	0%	EURIBOR1MD=	-3.50%	-	Eurex	Open End	100	No
FRBNPP05WRU6	30,000	30,000	F15LB	EUR 1.61	Call	USD 35,216.8310	Upwards 4 digits	Upwards 4 digits	0%	USDSOFR=	+4%	-	CBOE (Chicago Board Options Exchange)	Open End	100	No
FRBNPP05WRV4	30,000	30,000	G15LB	EUR 0.81	Call	USD 35,305.3155	Upwards 4 digits	Upwards 4 digits	0%	USDSOFR=	+4%	-	CBOE (Chicago Board Options Exchange)	Open End	100	No
FRBNPP05WRW2	100,000	100,000	H15LB	EUR 0.35	Put	USD 1,975.7400	Downwards 4 digits	Downwards 4 digits	0%	USDSOFR=	-3.50%	-	Chicago Mercantile Exchange (CME)	Open End	100	No

Series Number / ISIN Code	Index	Index Currency	ISIN of Index	Reuters Code of Index / Reuters Screen Page	Index Sponsor	Index Sponsor Website	Exchange	Exchange Website	Conversion Rate
FRBNPP05WRL5	CAC 40®	EUR	FR0003500008	.FCHI	Euronext N.V.	<a href="http://www.euronext.com">www.euronext.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>	1
FRBNPP05WRM3	CAC 40®	EUR	FR0003500008	.FCHI	Euronext N.V.	<a href="http://www.euronext.com">www.euronext.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>	1
FRBNPP05WRN1	CAC 40®	EUR	FR0003500008	.FCHI	Euronext N.V.	<a href="http://www.euronext.com">www.euronext.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>	1
FRBNPP05WRO9	CAC 40®	EUR	FR0003500008	.FCHI	Euronext N.V.	<a href="http://www.euronext.com">www.euronext.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>	1
FRBNPP05WRP6	CAC 40®	EUR	FR0003500008	.FCHI	Euronext N.V.	<a href="http://www.euronext.com">www.euronext.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>	1
FRBNPP05WRQ4	CAC 40®	EUR	FR0003500008	.FCHI	Euronext N.V.	<a href="http://www.euronext.com">www.euronext.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>	1
FRBNPP05WRR2	CAC 40®	EUR	FR0003500008	.FCHI	Euronext N.V.	<a href="http://www.euronext.com">www.euronext.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>	1
FRBNPP05WRS0	DAX®	EUR	DE0008469008	.GDAXI	Deutsche Börse AG	<a href="http://www.dax-indices.com">www.dax-indices.com</a>	Deutsche Börse AG (XETRA)	<a href="http://www.deutsche-boerse.com">www.deutsche-boerse.com</a>	1
FRBNPP05WRT8	DAX®	EUR	DE0008469008	.GDAXI	Deutsche Börse AG	<a href="http://www.dax-indices.com">www.dax-indices.com</a>	Deutsche Börse AG (XETRA)	<a href="http://www.deutsche-boerse.com">www.deutsche-boerse.com</a>	1
FRBNPP05WRU6	Dow Jones Industrial Average®	USD	US2605661048	.DJI	S&P Dow Jones Indices LLC ("SPDJ")	<a href="http://www.spglobal.com">www.spglobal.com</a>	As set out in Annex 2 for a Composite Index (Multi-Exchange Index)	-	EUR / USD
FRBNPP05WRV4	Dow Jones Industrial Average®	USD	US2605661048	.DJI	S&P Dow Jones Indices LLC ("SPDJ")	<a href="http://www.spglobal.com">www.spglobal.com</a>	As set out in Annex 2 for a Composite Index (Multi-Exchange Index)	-	EUR / USD
FRBNPP05WRW2	Russell 2000® Index	USD	US7827001089	.RUT	FTSE Russell	<a href="http://www.ftserussell.com">www.ftserussell.com</a>	As set out in Annex 2 for a Composite Index (Multi-Exchange Index)	<a href="http://www.nasdaq.com">www.nasdaq.com</a>	EUR / USD

# 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 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 les codes internationaux d'identification des valeurs mobilières (codes ISIN)

EUR "Open End Turbo BEST" certificats sur Indice  
Numéro International d'Identification des Valeurs Mobilières ("ISIN") : veuillez-vous référer aux tableaux ci-dessous.

### Identité et coordonnées de l'émetteur

BNP Paribas Issuance B.V. ("BNPP B.V." ou l'"Emetteur"). L'Emetteur 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 CE Amsterdam, Pays-Bas. Identifiant d'entité juridique ("IEJ") : 7245009UXRIGIRYOBR48

### Identité et coordonnées de l'offreur

BNP Paribas Warrants & Certificats, 20 boulevard des Italiens 75009 Paris France, n°0 800 235 000.

### Identité et coordonnées de l'autorité compétente qui approuve le prospectus

Autorité Néerlandaise des Marchés Financiers ("AFM"), Postbus 11723 - 1001 GS Amsterdam, Pays-Bas. [www.afm.nl](http://www.afm.nl)

### Date d'approbation du prospectus

Ce Prospectus a été approuvé le 30 juin 2023 par l'AFM, tel que modifié ou complété à tout moment par des suppléments.

## Section B - Informations clés sur l'émetteur

### Qui est l'émetteur des valeurs mobilières?

#### Siège social / forme juridique / IEJ / droit régissant ses activités / pays d'origine

L'Emetteur 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 CE Amsterdam, Pays-Bas. Identifiant d'entité juridique ("IEJ") : 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 de crédit à court terme de BNPP B.V. est : A-1 (S&P Global Ratings Europe Limited).

#### Principales activités

L'Emetteur 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 Titulaires de titres de 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 en vertu de ces contrats de couverture et peuvent subir des pertes si ces entités ne respectent pas leur engagement.

#### Principaux actionnaires

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

#### Identité de ses principaux dirigeants

L'Administrateur de l'Émetteur est BNP Paribas Finance B.V. Administrateurs de BNP Paribas Finance B.V. : Edwin Herskovic/Cyriel Le Merrer/Folkert van Asma/Geert Lippens/Matthew Yandle.

#### Identité de ses contrôleurs légaux des comptes

Deloitte Accountants N.V. sont les auditeurs de l'Émetteur. Deloitte Accountants 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 €	31/12/2022	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	1
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)	Aucune charge d'intérêt	Aucune charge d'intérêt
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 net provenant des activités d'investissement	0	0

#### Réserves 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 risques spécifiques à l'émetteur?

Non applicable. 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 valeurs mobilières

#### Quelles sont les principales caractéristiques des valeurs mobilières?

##### Nature, catégorie et code ISIN

Les Titres sont des certificats ("Certificats") et sont émis en Souches. Code ISIN: veuillez-vous référer aux tableaux ci-dessous.

##### Monnaie / dénomination / valeur nominale / nombre de valeurs mobilières émises / échéance

La devise de Titres est l' Euro ("EUR"). Les Titres n'ont pas de valeur nominale. Nombre/échéance des Titres : veuillez-vous référer aux tableaux ci-dessous.

##### 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 Défaute* - Les modalités des Titres ne prévoient pas de cas de défaut.

*Loi applicable* - Les Titres sont soumis au droit français.

*Intérêts* - Les Titres ne portent pas intérêts et ne donneront lieu à aucun paiement d'intérêts.

*Sous-jacent* - Indice.

*Remboursement* - Les Titres sont des Titres à Règlement en Numéraire.

A moins qu'il ne soit antérieurement remboursé ou annulé, chaque Titre sera remboursé à la Date de Remboursement.

Les Certificats peuvent être remboursés par anticipation à l'option des Titulaires moyennant le paiement d'un Montant de Remboursement Optionnel égal à :

##### Formule de Paiement Put 2210

si les Titres sont décrits comme étant des Titres *Call*:

$$(i) \quad \text{Max} \left( 0; \left( \frac{\text{Prix Final} - \text{Prix d'Exercice Capitalisé}}{\text{Parité} \times \text{Taux de Conversion Final}} \right) \right); \text{ ou}$$

si les Titres sont décrits comme étant des Titres *Put*:

$$(ii) \quad \text{Max} \left( 0; \left( \frac{\text{Prix d'Exercice Capitalisé} - \text{Prix Final}}{\text{Parité} \times \text{Taux de Conversion Final}} \right) \right).$$

##### Description de la Formule de Paiement

Si le Porteur a exercé son Option, à condition qu'aucun Evénement de Remboursement Anticipé Automatique ne se soit produit et que l'Emetteur n'ai pas déjà indiqué la Date d'Evaluation, la Formule de Paiement sera égale (i) en cas de Titres *Call*, au surplus (le cas échéant) entre le Prix Final à la Date d'Evaluation et le Prix d'Exercice Capitalisé, ou (ii) en cas de Titres *Put*, au surplus (le cas échéant) entre le Prix d'Exercice Capitalisé et le Prix Final à la Date d'Evaluation, dans chaque cas divisé par le Taux de Conversion Final et la Parité.

##### Remboursement Final

A moins qu'il n'ait été préalablement remboursé ou racheté et annulé, chaque Titre habilite son titulaire à recevoir de l'Emetteur à la Date de Remboursement un Montant de Règlement en numéraire égal à :

##### Formules de Paiement Final

##### Formules de Paiement Final des Titres Négociés sur les Marchés ETS

##### Produits à Effet de levier:

**Effet de levier:** produits open end qui ont un rendement indexé sur la performance d'un ou plusieurs Sous-Jacents de Référence. Le calcul du rendement peut être basé sur des mécanismes variés (y compris des mécanismes de barrière désactivante). Le capital ne peut pas être garanti.

##### Formules de Paiement Final (ETS 2210)

si les Titres sont définis comme étant des Titres Call :

$$(i) \quad \text{Max} \left( 0; \left( \frac{\text{Prix Final} - \text{Prix d'Exercice Capitalisé}}{\text{Parité} \times \text{Taux de Conversion Final}} \right) \right); \text{ ou}$$

si les Titres sont définis comme étant des Titres Put :

$$(ii) \quad \text{Max} \left( 0; \left( \frac{\text{Prix d'Exercice Capitalisé} - \text{Prix Final}}{\text{Parité} \times \text{Taux de Conversion Final}} \right) \right)$$

#### Description de la Formule de Paiement

La Formule de Paiement sera égale (i) en cas de Titres Call, au surplus (le cas échéant) entre le Prix Final et le Prix d'Exercice Capitalisé, ou (ii) en cas de Titres Put, au surplus (le cas échéant) entre le Prix d'Exercice Capitalisé et le Prix Final, dans chaque cas divisé par le Taux de Conversion et la Parité.

#### Remboursement Anticipé Automatique

Si, lors de toute Date d'Evaluation du Remboursement Anticipé Automatique il survient un Cas de Remboursement Anticipé Automatique, les Titres seront remboursés par anticipation au Montant de Remboursement Anticipé Automatique (le cas échéant) à la Date de Remboursement Anticipé Automatique.

Le Montant de Remboursement Anticipé Automatique sera un montant égal à :

#### Formule de Paiement en cas de Remboursement Anticipé Automatique 2210/2:

0 (zéro).

"Cas de Remboursement Anticipé Automatique" désigne les situations dans lesquelles :

- en matière de Titre Call, le Prix d'Observation est inférieur ou égal au Seuil du Titre concerné ; ou
- en matière de Titre Put, le Prix d'observation est supérieur ou égal au Seuil du Titre concerné.

"Date de Remboursement Anticipé Automatique" désigne la date tombant quatre Jours Ouvrés suivants la Date d'Evaluation.

**Fiscalité** - Le Titulaire devra payer tous les impôts, taxes et/ou frais découlant de l'exercice et du règlement ou du remboursement des Titres et/ou de la livraison ou du transfert des actifs dus en cas de Règlement Physique. L'Emetteur devra déduire des montants payables ou des actifs livrables aux Titulaires certains impôts, taxes et frais non antérieurement déduits des montants payés ou des actifs livrés à des Titulaires, que l'Agent de Calcul déterminera comme attribuables aux Titres.

Les paiements seront soumis dans tous les cas (i) aux lois et réglementations fiscales ou autres qui leur sont applicables dans le lieu de paiement, (ii) à toute retenue à la source ou tout prélèvement libératoire devant être effectué en vertu d'un accord de la nature décrite à la Section 1471(b) de l'U.S. Internal Revenue Code de 1986 (le "Code"), ou qui est autrement imposé en vertu des Sections 1471 à 1474 du Code, de toutes réglementations ou conventions prises pour leur application, de toutes leurs interprétations officielles ou de toute loi prise pour appliquer une approche intergouvernementale de celles-ci, et (iii) à toute retenue à la source ou tout prélèvement libératoire devant être effectué en vertu de la Section 871(m) du Code.

**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** - Les Titulaires ne seront pas regroupés en une Masse.

#### Rang de créance des valeurs mobilières

Les Titres sont des obligations non subordonnées et non assorties de sûretés de l'Emetteur 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 a été présentée par l'Emetteur (ou pour son compte) en vue de faire admettre les Titres à la négociation sur Euronext Access Paris.

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

#### Nature et portée de la garantie

Les obligations en vertu de la garantie sont des obligations senior préférées (au sens de l'article L.613-30-3-1-3° du Code monétaire et financier) et non assorties de sûretés de BNPP et viendront au même rang que toutes les 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 réductions ou modifications appliquées aux dettes de BNPP résultant de l'application du renflouement interne de BNPP par toute autorité de régulation compétente (y compris dans une situation 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 français signée par BNPP le 30 juin 2023 (la "Garantie"). Identifiant d'entité juridique ("IEJ") : R0MUWSFPU8MPRO8K5P83. 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. 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).

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, Securities Services.

**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, couvrant les banques commerciales hors zone euro, notamment en Europe centrale, en Europe de l'Est, en Turquie et en Afrique.

- les services financiers: BNP Paribas Personal Finance, Arval et BNP Paribas Leasing Solutions, les nouveaux métiers digitaux (en particulier Nickel, Floa, Lyf) et BNP Paribas Personal Investors.

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

Au 31 décembre 2022, 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 7,80% du capital social, BlackRock Inc. qui détient 6% du capital social, Amundi qui détient 6% du capital social et le Grand-Duché de Luxembourg, qui détient 1% du capital social.

#### Informations financières clés afin d'évaluer la capacité du garant à remplir ses engagements au titre 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 d'€	31/12/2022	31/12/2021	31/12/2020	31/03/2023	31/03/2022
<b>Produits d'intérêts nets</b>	n.a	19 238	21 312	n.a	n.a
<b>Commissions</b>	n.a	10 362	9 862	n.a	n.a
<b>Gains nets sur instruments financiers</b>	n.a	7 777	7 146	n.a	n.a
<b>Produit Net Bancaire</b>	45 430	43 762	44 275	12 032	11 868
<b>Coût du risque</b>	-3 003	-2 791	-5 717	-642	-631
<b>Résultat d'exploitation</b>	12 564	11 325	8 364	2 199	2 463
<b>Résultat net, part du Groupe</b>	9 848	9 488	7 067	4 435	1 840
<b>Résultat par action</b>	7,8	7,26	5,31	2,19	1,53
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	31/03/2023	31/03/2022
<b>Total des actifs</b>	2 666 376	2 634 444	2 488 491	2 693 796	2 860 836
<b>Dettes représentées par un titre</b>	224 603	220 106	212 351	243 281	233 552
<b>Dont dettes senior préférées à moyen long terme</b>	58 899*	78 845*	82 086*	n.a	n.a
<b>Dettes subordonnées</b>	24 832	25 667	23 325	n.a	n.a
<b>Prêts et créances sur la clientèle</b>	857 020	814 000	809 533	854 272	838 965
<b>Dettes envers la clientèle</b>	1 008 054	957 684	940 991	1 001 453	1 009 206
<b>Capitaux propres (part du Groupe)</b>	121 792	117 886	112 799	127 145	119 050
<b>Créances douteuses / encours bruts**</b>	1,7%	2%	2,1%	1,7%	1,9%
<b>Ratio Common Equity Tier 1 (CET1)</b>	12,3%	12,9%	12,8%	13,6%	12,4%
<b>Ratio de fonds propres total</b>	16,2%	16,4%	16,4%	17,9%	16%
<b>Ratio de levier***</b>	4,4%	4,1%	4,4%	4,4%	3,8%

(\*) 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).

(\*\*\*) Sans 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). 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 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.

## Quels sont les principaux risques spécifiques aux valeurs mobilières?

### Principaux facteurs de risque spécifiques aux valeurs mobilières

Il existe également des risques liés aux Certificats, notamment :

#### 1. Risque relatif à la structure des Titres :

**Produits à effet de levier :** Les investisseurs peuvent être exposés à une perte partielle ou totale de leur investissement. Le rendement de ces Titres dépend de la performance du ou des Sous-Jacent(s) de Référence, plus particulièrement en fonction du niveau de remboursements automatiques anticipés. De plus, le rendement peut dépendre d'autres facteurs de marché tels que les taux d'intérêt, la volatilité implicite du Sous-Jacent de Référence, et la durée avant l'échéance. L'effet de levier de ces Titres peut être soit positif soit négatif. Les Certificats Open End et les Certificats OET n'ont aucune échéance prédéterminée et peuvent être remboursés à toute date déterminée par l'Emetteur concerné et l'investissement dans ces Certificats Open End et ces Certificats OET entraîne des risques additionnels par rapport à d'autres Certificats, en raison du fait que la date de remboursement ne peut pas être déterminée par l'investisseur,

#### 2. Risque relatif au Sous-jacent et à ses Perturbations et Ajustements :

Les Titres Indice sont liés à la performance d'un indice sous-jacent (un « Indice »), qui peut faire référence à diverses classes d'actifs comme des actions, des obligations, des taux de change ou des données de prix de biens, ou peuvent faire référence à une combinaison de classes d'actifs. Les investisseurs dans des Titres Indice sont exposés au risque d'un large ensemble de circonstances ce qui fait que la performance des actifs sous-jacents de l'Indice n'est pas celle attendue en comparaison avec un investissement dans des titres de créance classiques. Par conséquent, la probabilité que le rendement d'un investissement dans des Titres Indice soit affecté négativement est plus élevée que pour un investissement dans des titres de créance classiques : l'exposition à un ou plusieurs indices, un cas d'ajustement et de perturbation du marché ou le défaut d'ouverture d'une bourse, qui peuvent avoir un effet défavorable sur la valeur de la liquidité des Titres, et le fait que l'Emetteur ne fournira pas d'informations post-émission sur le Sous-Jacent de Référence.

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

**Facteurs affectant la valeur et le cours 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. Risque juridique :

**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.

## 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 intégralement souscrits par BNP Paribas Arbitrage S.N.C. en sa qualité de Gestionnaire le 11 août 2023. Une demande a été présentée par l'Emetteur (ou pour son compte) en vue de faire admettre les Titres à la négociation sur Euronext Access Paris. Cette émission de Titres est offerte dans le cadre d'une Offre Non-exemptée en France et en Belgique.

#### 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

Il n'existe pas de dépenses facturées à l'investisseur par l'Emetteur.

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

##### Description de l'offreur

BNP Paribas Warrants & Certificats, 20 boulevard des Italiens 75009 Paris France, n° 0 800 235 000. Identifiant d'entité juridique ("IEJ") : ROMUWSFPU8MPRO8K5P83.

L'offreur a été constitué en France sous la forme d'une société anonyme de droit français.

#### 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'Emetteur. 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.

Produit net estimé : 538 300 EUR.

#### Convention de prise ferme

Non applicable.

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

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

Diverses entités au sein du groupe BNPP (y compris l'Emetteur et le Garant) et les Sociétés affiliées assument différents rôles en rapport avec les Titres, notamment celui d'Emetteur 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'Emetteur 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'Emetteur 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'Emetteur, un intérêt pouvant influencer sensiblement sur l'offre, y compris des intérêts conflictuels.

N° de Souche / Code ISIN	Nbre de Titres émis	Nbre de Titres	Code Mnemonique	Prix d'émission par Titre	Call / Put	Prix d'Exercice	Capitalised Exercise Price Rounding Rule	Security Threshold Rounding Rule	Security Percentage	Dividend Percentage	Interbank Rate 1 Screen Page	Financing Rate Percentage	Livraison ou mois d'échéance	Bourse des Futures ou Options	Date de Remboursement	Parité	SPECIFIED SECURITIES PURSUANT TO SECTION 871(m)
FRBNPP052J34	70 000	100 000	O5LJB	EUR 7,69	Put	EUR 16 772,4492	Downwards 4 digits	Downwards 4 digits	0%	N/A	EURIBOR1MD=	-3,50%	-	Eurex	Open End	100	No

N° de Souche / Code ISIN	Indice	Devise	Code ISIN de l'Indice	Code Reuters de l'Indice	Sponsor de l'Indice	Site Internet du Sponsor	Bourse	Site Internet de la Bourse
FRBNPP052J34	DAX®	EUR	DE0008469008	.GDAXI	Deutsche Börse AG	<a href="http://www.dax-indices.com">www.dax-indices.com</a>	Deutsche Börse AG (XETRA)	<a href="http://www.deutsche-boerse.com">www.deutsche-boerse.com</a>



# 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 (if any) 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 "Open End Turbo BEST" certificates relating to an Index

International Securities Identification Number ("ISIN"): Please refer to tables as set out below.

### Identity and contact details of the issuer

BNP Paribas Issuance B.V. ("BNPP B.V." or the "Issuer"). The Issuer 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

### Identity and contact details of the offeror

BNP Paribas Warrants & Certificats, 20 boulevard des Italiens 75009 Paris France, phone number: 0 800 235 000.

### Identity and contact details of the competent authority approving the prospectus

Dutch Authority for the Financial Markets ("AFM"), Postbus 11723 - 1001 GS Amsterdam, The Netherland. [www.afm.nl](http://www.afm.nl)

### Date of approval of the prospectus

This Prospectus has been approved on 30 June 2023 by the AFM, 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

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

Managing Directors of BNP Paribas Finance B.V.: Edwin Herskovic/Cyril Le Merrer/Folkert van Asma/Geert Lippens/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	1
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

The Securities are certificates ("Certificates") and are issued in Series. ISIN: please refer to tables as set out below.

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

The currency of securities is Euro ("EUR"). The Securities have no par value. Number/Term of Securities: please refer to tables as set out below.

##### 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 French law.

*Interest* - The Securities do not bear or pay interest.

*Underlying(s)* - Index

*Redemption* - The Securities are cash settled Securities.

Unless previously redeemed or cancelled, each Security will be redeemed on the Redemption Date.

The Certificates may be redeemed early at the option of the Holders at the Optional Redemption Amount equal to:

##### Put Payout 2210

- (i) if the Securities are specified as being *Call* Securities:  

$$\text{Max} \left( 0; \left( \frac{\text{Final Price} - \text{Capitalised Exercise Price}}{\text{Parity} \times \text{Conversion Rate Final}} \right) \right); \text{ or}$$
- (ii) if the Securities are specified as being *Put* Securities:  

$$\text{Max} \left( 0; \left( \frac{\text{Capitalised Exercise Price} - \text{Final Price}}{\text{Parity} \times \text{Conversion Rate Final}} \right) \right).$$

##### Description of the Put Payout 2210

If the Holder has exercised its Holder Put Option provided that no Automatic Early Redemption Event has occurred and the Issuer has not already designated the Valuation Date, the Payout will be equal to (i) in the case of Call Securities, the excess (if any) of the Final Price on the Valuation Date over the Capitalised Exercise Price, or (ii), in the case of Put Securities, the excess (if any) of the Capitalised Exercise Price over the Final Price on the Valuation Date, in each case divided by the product of the Conversion Rate Final and Parity.

##### Final Redemption

Unless previously redeemed or purchased and cancelled, each Security entitles its holder to receive from the Issuer on the Redemption Date a Cash Settlement Amount equal to:

##### Final Payouts

##### Exchange Traded Securities (ETS) Final Payouts

##### Leverage Products:

**Leverage:** open end products which have a return linked to the performance of the Underlying Reference. The calculation of the return is based on various mechanisms (including knock-out features). There is no capital protection.

##### ETS Final Payout 2210

- (i) if the Securities are specified as being *Call* Securities:  

$$\text{Max} \left( 0; \left( \frac{\text{Final Price} - \text{Capitalised Exercise Price}}{\text{Parity} \times \text{Conversion Rate Final}} \right) \right); \text{ or}$$
- (ii) if the Securities are specified as being *Put* Securities:  

$$\text{Max} \left( 0; \left( \frac{\text{Capitalised Exercise Price} - \text{Final Price}}{\text{Parity} \times \text{Conversion Rate Final}} \right) \right).$$

##### Description of the Payout

The Payout will be equal to (i) in the case of Call Securities, the excess (if any) of the Final Price over the Capitalised Exercise Price, or (ii) in the case of Put Securities, the excess (if any) of the Capitalised Exercise Price over the Final Price, in each case divided by the Conversion Rate and Parity.

#### **Automatic Early Redemption**

If on any Automatic Early Redemption Valuation Date an Automatic Early Redemption Event occurs, the Securities will be redeemed early at the Automatic Early Redemption Amount (if any) on the Automatic Early Redemption Date.

The Automatic Early Redemption Amount will be an amount equal to:

#### **Automatic Early Redemption Payout 2210/2:**

0 (zero).

"Automatic Early Redemption Event" means:

- in respect to a Call Security, the Observation Price is less than or equal to the applicable Security Threshold; or
- in respect to a Put Security, the Observation Price is greater than or equal to the applicable Security Threshold.

**Taxation** - The Holder must pay all taxes, duties and/or expenses arising from the disposal, exercise and settlement or redemption of the Securities and/or the delivery or transfer of the Entitlement. The Issuer shall deduct from amounts payable or assets deliverable to Holders certain taxes and expenses not previously deducted from amounts paid or assets delivered to Holders, as the Calculation Agent determines are attributable to the Securities. Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment, (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "Code") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or any law implementing an intergovernmental approach thereto, and (iii) any withholding or deduction required pursuant to Section 871(m) of the Code.

**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** - The Holders shall not be grouped in a Masse.

#### **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 Euronext Access Paris.

#### **Is there a guarantee attached to the securities?**

#### **Nature and scope of the guarantee**

The obligations under the *garantie* are senior preferred obligations (within the meaning of Article L.613-30-3-I-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 by 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 Security 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 a French law *garantie* executed by BNPP on 30 June 2023 (the "**Guarantee**"). Legal entity identifier (LEI): R0MUW5FPU8MPRO8K5P83. 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. 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, Türkiye 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 31 December 2022, 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 7.80% of the share capital, BlackRock Inc. holding 6% of the share capital, Amundi holding 6% of the share capital and Grand Duchy of Luxembourg holding 1% 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	31/03/2023	31/03/2022
Net interest income	n.a	19,238	21,312	n.a	n.a
Net fee and commission income	n.a	10,362	9,862	n.a	n.a
Net gain on financial instruments	n.a	7,777	7,146	n.a	n.a
Revenues	45,430	43,762	44,275	12,032	11,868
Cost of risk	-3,003	-2,791	-5,717	-642	-631
Operating Income	12,564	11,325	8,364	2,199	2,463
Net income attributable to equity holders	9,848	9,488	7,067	4,435	1,840
Earnings per share (in euros)	7.8	7.26	5.31	2.19	1.53
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	31/03/2023	31/03/2022
Total assets	2,666,376	2,634,444	2,488,491	2,693,796	2,860,836
Debt securities	224,603	220,106	212,351	243,281	233,552
Of which mid long term Senior Preferred	58,899*	78,845*	82,086*	n.a	n.a
Subordinated debt	24,832	25,667	23,325	n.a	n.a
Loans and receivables from customers (net)	857,020	814,000	809,533	854,272	838,965
Deposits from customers	1,008,054	957,684	940,991	1,001,453	1,009,206
Shareholders' equity (Group share)	121,792	117,886	112,799	127,145	119,050
Doubtful loans/ gross outstandings**	1.7%	2%	2.1%	1.7%	1.9%
Common Equity Tier 1 capital (CET1) ratio	12.3%	12.9%	12.8%	13.6%	12.4%
Total Capital Ratio	16.2%	16.4%	16.4%	17.9%	16%
Leverage Ratio***	4.4%	4.1%	4.4%	4.4%	3.8%

(\*) 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 amortised 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, 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 non-compliance 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 Certificates, including:

#### 1. Risk relating to the structure of the Certificates:

**Leverage Products:** Investors may be exposed to a partial or total loss of their investment. The return on the Securities depends on the performance of the Underlying Reference(s) and the application of automatic early redemption features. Additionally, the return may depend on other market factors such as interest rates, the implied volatility of the Underlying Reference(s) and the time remaining until redemption. The effect of leverage on the Securities may be either positive or negative. Open End Certificates and OET Certificates do not have any pre-determined maturity and may be redeemed on any date determined by the relevant Issuer and investment in such Open End Certificates and OET Certificates entails additional risks compared with other Certificates due to the fact that the redemption date cannot be determined by the investor.

#### 2. Risk relating to the Underlying and its Disruption and Adjustments:

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

events and market disruption or failure to open of an exchange which may have an adverse effect on the value and liquidity of the Securities and that the Issuer will not provide post-issuance information in relation to the Underlying Reference.

**3. Risks related to the trading markets of the Certificates:**

**Factors affecting the value and trading price of 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 risk:**

**Meeting of Holders:** 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 fully subscribed by BNP Paribas Arbitrage S.N.C. as Manager on 9 August 2023.  
Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on Euronext Access Paris.  
This issue of Securities is being offered in a Non-exempt Offer in France and Belgium.

**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 are being charged to an investor by the Issuer.

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

**Description of the offeror**

BNP Paribas Warrants & Certificats, 20 boulevard des Italiens 75009 Paris France, phone number: 0 800 235 000. Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83.

The Offeror was incorporated in France as a société anonyme under French law.

***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 301,600.

**Underwriting agreement**

Not applicable.

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

Any 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 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.

Series Number / ISIN Code	No. of Securities issued	No. of Securities	Mnemonic Code	Issue Price per Security	Call / Put	Exercise Price	Capitalised Exercise Price Rounding Rule	Security Threshold Rounding Rule	Security Percentage	Interbank Rate 1 Screen Page	Financing Rate Percentage	Delivery or expiry month	Futures or Options Exchange	Redemption Date	Parity	SPECIFIED SECURITIES PURSUANT TO SECTION 871(m)
FRBNPP05WRL5	150,000	150,000	W05LB	EUR 0.36	Call	EUR 7,262.6841	Upwards 4 digits	Upwards 4 digits	0%	EURIBOR1MD=	+3.50%	-	Euronext Derivatives (Paris)	Open End	100	No
FRBNPP05WRM3	150,000	150,000	X05LB	EUR 0.18	Call	EUR 7,280.9321	Upwards 4 digits	Upwards 4 digits	0%	EURIBOR1MD=	+3.50%	-	Euronext Derivatives (Paris)	Open End	100	No
FRBNPP05WRN1	150,000	150,000	Y05LB	EUR 0.01	Put	EUR 7,280.9321	Downwards 4 digits	Downwards 4 digits	0%	EURIBOR1MD=	-3.50%	-	Euronext Derivatives (Paris)	Open End	100	No
FRBNPP05WRO9	150,000	150,000	Z05LB	EUR 0.01	Call	EUR 7,299.1800	Upwards 4 digits	Upwards 4 digits	0%	EURIBOR1MD=	+3.50%	-	Euronext Derivatives (Paris)	Open End	100	No
FRBNPP05WRP6	150,000	150,000	A15LB	EUR 0.01	Put	EUR 7,299.1800	Downwards 4 digits	Downwards 4 digits	0%	EURIBOR1MD=	-3.50%	-	Euronext Derivatives (Paris)	Open End	100	No
FRBNPP05WRQ4	150,000	150,000	B15LB	EUR 0.01	Call	EUR 7,317.4280	Upwards 4 digits	Upwards 4 digits	0%	EURIBOR1MD=	+3.50%	-	Euronext Derivatives (Paris)	Open End	100	No
FRBNPP05WRR2	150,000	150,000	C15LB	EUR 0.18	Put	EUR 7,317.4280	Downwards 4 digits	Downwards 4 digits	0%	EURIBOR1MD=	-3.50%	-	Euronext Derivatives (Paris)	Open End	100	No
FRBNPP05WRS0	100,000	100,000	D15LB	EUR 0.40	Call	EUR 15,851.3523	Upwards 4 digits	Upwards 4 digits	0%	EURIBOR1MD=	+3.50%	-	Eurex	Open End	100	No
FRBNPP05WRT8	100,000	100,000	E15LB	EUR 0.40	Put	EUR 15,930.8077	Downwards 4 digits	Downwards 4 digits	0%	EURIBOR1MD=	-3.50%	-	Eurex	Open End	100	No
FRBNPP05WRU6	30,000	30,000	F15LB	EUR 1.61	Call	USD 35,216.8310	Upwards 4 digits	Upwards 4 digits	0%	USDSOFR=	+4%	-	CBOE (Chicago Board Options Exchange)	Open End	100	No
FRBNPP05WRV4	30,000	30,000	G15LB	EUR 0.81	Call	USD 35,305.3155	Upwards 4 digits	Upwards 4 digits	0%	USDSOFR=	+4%	-	CBOE (Chicago Board Options Exchange)	Open End	100	No
FRBNPP05WRW2	100,000	100,000	H15LB	EUR 0.35	Put	USD 1,975.7400	Downwards 4 digits	Downwards 4 digits	0%	USDSOFR=	-3.50%	-	Chicago Mercantile Exchange (CME)	Open End	100	No

Series Number / ISIN Code	Index	Index Currency	ISIN of Index	Reuters Code of Index / Reuters Screen Page	Index Sponsor	Index Sponsor Website	Exchange	Exchange Website	Conversion Rate
FRBNPP05WRL5	CAC 40®	EUR	FR0003500008	.FCHI	Euronext N.V.	<a href="http://www.euronext.com">www.euronext.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>	1
FRBNPP05WRM3	CAC 40®	EUR	FR0003500008	.FCHI	Euronext N.V.	<a href="http://www.euronext.com">www.euronext.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>	1
FRBNPP05WRN1	CAC 40®	EUR	FR0003500008	.FCHI	Euronext N.V.	<a href="http://www.euronext.com">www.euronext.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>	1
FRBNPP05WRO9	CAC 40®	EUR	FR0003500008	.FCHI	Euronext N.V.	<a href="http://www.euronext.com">www.euronext.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>	1
FRBNPP05WRP6	CAC 40®	EUR	FR0003500008	.FCHI	Euronext N.V.	<a href="http://www.euronext.com">www.euronext.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>	1
FRBNPP05WRQ4	CAC 40®	EUR	FR0003500008	.FCHI	Euronext N.V.	<a href="http://www.euronext.com">www.euronext.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>	1
FRBNPP05WRR2	CAC 40®	EUR	FR0003500008	.FCHI	Euronext N.V.	<a href="http://www.euronext.com">www.euronext.com</a>	Euronext Paris	<a href="http://www.euronext.com">www.euronext.com</a>	1
FRBNPP05WRS0	DAX®	EUR	DE0008469008	.GDAXI	Deutsche Börse AG	<a href="http://www.dax-indices.com">www.dax-indices.com</a>	Deutsche Börse AG (XETRA)	<a href="http://www.deutsche-boerse.com">www.deutsche-boerse.com</a>	1
FRBNPP05WRT8	DAX®	EUR	DE0008469008	.GDAXI	Deutsche Börse AG	<a href="http://www.dax-indices.com">www.dax-indices.com</a>	Deutsche Börse AG (XETRA)	<a href="http://www.deutsche-boerse.com">www.deutsche-boerse.com</a>	1
FRBNPP05WRU6	Dow Jones Industrial Average®	USD	US2605661048	.DJI	S&P Dow Jones Indices LLC ("SPDJ")	<a href="http://www.spglobal.com">www.spglobal.com</a>	As set out in Annex 2 for a Composite Index (Multi-Exchange Index)	-	EUR / USD
FRBNPP05WRV4	Dow Jones Industrial Average®	USD	US2605661048	.DJI	S&P Dow Jones Indices LLC ("SPDJ")	<a href="http://www.spglobal.com">www.spglobal.com</a>	As set out in Annex 2 for a Composite Index (Multi-Exchange Index)	-	EUR / USD
FRBNPP05WRW2	Russell 2000® Index	USD	US7827001089	.RUT	FTSE Russell	<a href="http://www.ftserussell.com">www.ftserussell.com</a>	As set out in Annex 2 for a Composite Index (Multi-Exchange Index)	<a href="http://www.nasdaq.com">www.nasdaq.com</a>	EUR / USD