

## FINAL TERMS

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation

**MiFID II product governance / target market assessment** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories in item 18 of the Guidelines published by ESMA on 5 February 2018, has led to the conclusion that: (i) the target market for the Notes 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 of the Notes are appropriate (iii) the following channels for distribution of the Notes to retail clients are appropriate, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any information on sales to negative target market will be reported as applicable under MiFID II. Any person subsequently offering, selling or recommending the Notes (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 Notes (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 15 March 2022*

**BNP PARIBAS**

*(incorporated in France)*

*(the Issuer)*

**Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83**

**Issue of up to EUR 30,000,000 3 Year EUR Capped Floored Floater Notes due 31 March 2025**

**Series: XS2454342275**

**under the €90,000,000,000**

**Euro Medium Term Note Programme**

*(the Programme)*

Any person making or intending to make an offer of the Notes may only do so:

- (a) in those Non-exempt Offer Jurisdictions mentioned in Paragraph 73 of Part A below, provided such person is a Dealer 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
- (b) otherwise in circumstances in which no obligation arises for the Issuer or any Dealer 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.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

Investors should note that if a supplement to or an updated version of the Base Prospectus referred to below is published at any time during the Offer Period (as defined below), such supplement or updated base prospectus as the case may be, will be published and made available in accordance with the arrangements applied to the original publication of these Final Terms.

## 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 under the sections entitled "Terms and Conditions of the English Law Notes" in the Base Prospectus dated 2 July 2021 which received approval n° 21-273 from the *Autorité des marchés financiers* ("**AMF**") on 21-273 and the Supplements to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Notes such changes shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate) which together constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation, and must be read in conjunction with the Base Prospectus to obtain all relevant information. A summary of the Notes is annexed to these Final Terms. **The Base Prospectus and any Supplement(s) to the Base Prospectus and these Final Terms are available for viewing at BNP Paribas 16, boulevard des Italiens 75009 Paris, France and [www.investimenti.bnpparibas.it](http://www.investimenti.bnpparibas.it) and <https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx> and copies may be obtained free of charge at the specified office of the Principal Paying Agent.**

1.	Issuer:	BNP Paribas
2.	(i) Trade Date:	1 March 2022
	(ii) Series Number:	19715
	(ii) Tranche Number:	1
3.	Specified Currency:	Euro (" <b>EUR</b> ")
4.	Aggregate Nominal Amount:	
	(i) Series:	Up to EUR 30,000,000
	(ii) Tranche:	Up to EUR 30,000,000
5.	Issue Price of Tranche:	100 per cent of the Aggregate Nominal Amount
6.	Minimum Trading Size:	EUR 1,000
7.	(i) Specified Denomination:	EUR 1,000
	(ii) Calculation Amount:	EUR 1,000
8.	(i) Issue Date:	31 March 2022
	(ii) Interest Commencement Date:	Issue Date
9.	(i) Maturity Date:	31 March 2025
	(ii) Business Day Convention for Maturity Date:	Modified Following
10.	Form of Notes:	Bearer
11.	Interest Basis:	EURIBOR Floating Rate
12.	Coupon Switch:	Not applicable
13.	Redemption/Payment Basis:	Redemption at par

- Payout Switch: Not applicable
14. Change of Interest Basis or Redemption/Payment Basis: Not applicable
15. Put/Call Options: Not applicable
16. Exchange Rate: Not applicable
17. Status of the Notes: Senior Preferred Notes  
Prior approval of the Relevant Regulator for Senior Preferred Notes: Not Applicable
18. Knock-in Event: Not applicable
19. Knock-out Event: Not applicable
20. Method of distribution: Non-syndicated
21. Hybrid Notes: Not applicable
22. Tax Gross-Up: Condition 6(d) (*No Gross-Up*) of the Terms and Conditions of the English Law Notes not applicable

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

23. Interest: applicable

(i) Interest Period(s):

t	Interest Period Start Date <sub>t</sub>	Interest Period End Date <sub>t</sub>
1	31 March 2022	30 June 2022
2	30 June 2022	30 September 2022
3	30 September 2022	31 December 2022
4	31 December 2022	31 March 2023
5	31 March 2023	30 June 2023
6	30 June 2023	30 September 2023
7	30 September 2023	31 December 2023
8	31 December 2023	31 March 2024
9	31 March 2024	30 June 2024
10	30 June 2024	30 September 2024
11	30 September 2024	31 December 2024
12	31 December 2024	31 March 2025

(ii) Interest Period End Date(s):

Each Interest Payment Date<sub>t</sub>

(iii) Business Day Convention for Interest Period End Date(s):

Not applicable

(iv) Interest Payment Date(s):

Each of the Interest Payment Date set out in the column entitled "Each Interest Payment Date" in the below:

<b>t</b>	<b>Interest Payment Date<sub>t</sub></b>
1	30 June 2022
2	30 September 2022
3	30 December 2022
4	31 March 2023
5	30 June 2023
6	29 September 2023
7	29 December 2023
8	28 March 2024
9	28 June 2024
10	30 September 2024
11	31 December 2024
12	31 March 2025

- (v) Business Day Convention for Interest Payment Date(s): Modified Following
- (vi) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s): BNP Paribas
- (vii) Margin(s): Not applicable
- (viii) Minimum Interest Rate: Not applicable
- (ix) Maximum Interest Rate: Not applicable
- (x) Day Count Fraction: 30/360, Unadjusted
- (xi) Determination Dates: Not applicable
- (xii) Accrual to Redemption: Not applicable
- (xiii) Rate of Interest: Floating Rate
- (xiv) Coupon Rate: Not applicable
24. Fixed Rate Provisions: Not applicable
25. Resettable Notes: Not applicable
26. Floating Rate Provisions: Applicable

**Combination Floater Coupon**

$$\text{Min} \left\{ \text{Global Cap}, \text{Max} \left( \text{Global Floor}, \text{Min} \left( \text{Local Cap}, \text{Max} \left( \text{Local Floor}, \text{Global Margin} + \sum_{i=1}^n \text{Gearing}_i \times \text{FI Rate}_i \right) \right) \right) \right\}.$$

Where:

**n** means 1

**Global Cap** means 0.75%

**Global Floor** means 0.20%

**Local Cap** is Not applicable

**Local Floor** is Not applicable

**Global Margin** 0.00%

**Gearing** means 100.00%

**FI Rate(i)** means Rate

**3 month Euribor** means the 3-month EURIBOR rate as quoted on Reuters page EURIBOR01 at 11:00 am Brussels Time, on each Underlying Interest Determination Date

**t** means (from 1 to 12) means the relevant FI Interest Valuation Date

**FI Interest Valuation Date** means each Underlying Interest Determination Date

	(i) Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
	(ii) Linear Interpolation:	Not applicable
27.	Screen Rate Determination:	Applicable
	(i) Reference Rate:	3 month EURIBOR
	(ii) Interest Determination Date(s):	Second Brussels Business Day prior to the start of each Interest Period
	(iii) Specified Time:	11:00 am, Brussels time
	(iv) Relevant Screen Page:	Reuters EURIBOR01
28.	ISDA Determination:	Not applicable
29.	FBF Determination:	Not applicable
30.	Zero Coupon Provisions:	Not applicable
31.	Index Linked Interest Provisions:	Not applicable
32.	Share Linked/ETI Share Linked Interest Provisions:	Not applicable
33.	Inflation Linked Interest Provisions:	Not applicable
34.	Commodity Linked Interest Provisions:	Not applicable
35.	Fund Linked Interest Provisions:	Not applicable
36.	ETI Linked Interest Provisions:	Not applicable
37.	Foreign Exchange (FX) Rate Linked Interest Provisions:	Not applicable
38.	Underlying Interest Rate Linked Interest Provisions:	Not applicable

39. Additional Business Centre(s)  
(Condition 3(e) of the Terms and  
Conditions of the English Law Notes  
or Condition 3(e) of the Terms and  
Conditions of the French Law Notes,  
as the case may be): Not applicable

**PROVISIONS RELATING TO REDEMPTION**

40. Final Redemption: Final Payout
41. Final Payout: **SPS Fixed Percentage Securities**  
Constant 1  
Where:  
**Constant Percentage 1** means 100%
42. Automatic Early Redemption: Not applicable
43. Issuer Call Option: Not applicable
44. Noteholder Put Option: Not applicable
45. Aggregation: Not applicable
46. Index Linked Redemption Amount: Not applicable
47. Share Linked/ETI Share Linked  
Redemption Amount: Not applicable
48. Inflation Linked Redemption Amount: Not applicable
49. Commodity Linked Redemption  
Amount: Not applicable
50. Fund Linked Redemption Amount: Not applicable
51. Credit Linked Notes: Not applicable
52. ETI Linked Redemption Amount: Not applicable
53. Foreign Exchange (FX) Rate Linked  
Redemption Amount: Not applicable
54. Underlying Interest Rate Linked  
Redemption Amount: Not applicable
55. Events of Default for Senior Preferred  
Notes: Not applicable
56. Administrator/Benchmark Event: Not applicable
57. Early Redemption Amount(s): Market Value less Costs
58. Provisions applicable to Physical  
Delivery: Not applicable
59. Variation of Settlement:  
(i) Issuer's option to vary  
settlement: The Issuer does not have the option to vary settlement in  
respect of the Notes.

- |      |   |                |
|------|---|----------------|
| (ii) | Variation of Settlement of Physical Delivery Notes: | Not applicable |
| 60.  | CNY Payment Disruption Event:                       | Not applicable |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |  |  |
|-----|--|--|
| 61. | Form of Notes:<br>New Global Note:   | Bearer Notes:<br>No<br>Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes only upon an Exchange Event. |
| 62. | Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a):   | Not applicable   |
| 63. | Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):  | No   |
| 64. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and, if different from those specified in the Temporary Bearer Global Note or Permanent Bearer Global Note, consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not applicable   |
| 65. | Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made:  | Not applicable   |
| 66. | Redenomination, renominatisation and reconventioning provisions:   | Not applicable   |
| 67. | <i>Masse</i> (Condition 12 of the Terms and Conditions of the French Law Notes):   | Not applicable   |
| 68. | Governing law:   | English law. Condition 2(a) is governed by French law.   |
| 69. | Calculation Agent:   | BNP Paribas  |

**DISTRIBUTION**

- |     |   |                |
|-----|---|----------------|
| 70. | (i) If syndicated, names of Managers (specifying Lead Manager): | Not applicable |
|     | (ii) Date of Subscription Agreement:                            | Not applicable |
|     | (iii) Stabilisation Manager (if any):                           | Not applicable |
|     | (iv) If non-syndicated, name of relevant Dealer:                | BNP Paribas    |
| 71. | Total commission and concession:                                | Not applicable |



- 72.** U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- 73.** Non exempt Offer: Applicable
- (i) Non-exempt Offer Jurisdictions: Republic of Italy
- (ii) Offer Period: From and including 15 March 2022 to and including 28 March 2022 (or such other date as the Issuer determines as notified on or around such date)
- (iii) Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it: Not applicable. See “Placing and Underwriting” of Part B.
- (iv) General Consent: Not applicable
- (v) Other Authorised Offeror Terms: Not applicable
- 74.** Prohibition of Sales to Retail Investors: Prohibition of Sales to EEA Retail Investors: Not applicable  
Prohibition of Sales to UK Retail Investors: Applicable
- 75.** United States Tax Considerations The Notes are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

A handwritten signature in black ink, appearing to be 'L. J. J.', written over a horizontal line.

By: \_\_\_\_\_  
Duly authorised

## **PART B – OTHER INFORMATION**

### **1. Listing and Admission to trading**

(i)

Application will be made for the Notes to be admitted to trading on the Multilateral Trading Facility EuroTLX (organised and managed by Borsa Italiana S.p.A.) (the "EuroTLX").

### **2. Ratings**

Ratings:

The Notes have not been rated.

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

Investors shall be informed of the fact that the Authorised Offeror will receive from the Issuer placement fees implicit in the Issue Price of the Notes equal to a maximum amount of 0.30% of the Aggregate Nominal Amount. All placement fees will be paid out upfront.

Moreover, investors shall be aware that implicit in the Issue Price of the Notes are structuring costs equal to an estimated maximum annual amount of 0.20% of the Aggregate Nominal Amount.

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

Save as discussed in the "*Risk Factors*" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

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

- |       |                           |  |
|-------|---------------------------|--|
| (i)   | Reasons for the offer:    | See "Use of Proceeds" wording in Base Prospectus   |
| (ii)  | Estimated net proceeds:   | Aggregate Nominal Amount from which the Issuer will pay the placement fees as specified in Part B3 above |
| (iii) | Estimated total expenses: | See item 1(ii) above   |

### 5. Operational Information

- |        |  |   |
|--------|--|---|
| (i)    | ISIN:  | XS2454342275  |
| (ii)   | Common Code:   | 245434227   |
| (iii)  | CFI:   | DTVXFB  |
| (iv)   | FISN:  | BNP PARIBAS SA/VAREMTN 20250331   |
| (v)    | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg approved by the Issuer and the Principal Paying Agent and the relevant identification number(s): | Not applicable  |
| (vi)   | Delivery:  | Delivery against payment  |
| (vii)  | Additional Paying Agent(s) (if any):   | Not applicable  |
| (viii) | Intended to be held in a manner which would allow Eurosystem eligibility:  | No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safe-keeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |
| (ix)   | Name and address of Registration Agent:  | Not applicable  |

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

Offer Price:

The Issue Price (of which a maximum total amount of 0.30% of the Aggregate Nominal Amount is represented by commissions payable to the Authorised Offeror).

Moreover, investors shall be aware that implicit in the Issue Price of the Notes are structuring costs equal to an estimated maximum annual amount of 0.20% of the Aggregate Nominal Amount.

Conditions to which the offer is subject:

Offers of the Notes are conditional on their issue and on any additional conditions set out in the standard terms of business of the Authorised Offerors, notified to investors by such relevant Authorised Offerors.

The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any reason, in accordance with the Authorised Offerors at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, each such potential investor shall not be entitled to subscribe or otherwise acquire the Notes.

The Issuer will in its sole discretion determine the final amount of Notes issued up to a limit of EUR 30,000,000. The final amount that is issued on the Issue Date will be listed on the Multilateral Trading Facility EuroTLX (managed by Borsa Italiana S.p.A.). Notes will be allotted subject to availability in the order of receipt of investors' applications. The final amount of the Notes issued will be determined by the Issuer in light of prevailing market conditions, and in its sole and absolute discretion depending on the number of Notes which have been agreed to be purchased as of the Offer End Date.

Description of the application process:

From 15 March 2022 to and including 28 March 2022, or such earlier time as the Issuer determines as notified on or around such earlier date by loading the following link <https://www.investimenti.bnpparibas.it> (the **Offer End Date**).

Application to subscribe for the Notes can be made in Italy at the offices of the relevant Authorised Offeror. The distribution of the Notes will be carried out in accordance with Authorised Offeror's usual procedures notified to investors by such Authorised Offeror.

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

The Notes will also be distributed through door-to-door selling pursuant to Article 30 of the Italian Legislative Decree No. 58 of 24 February 1998, as amended from

time to time (the "Italian Financial Services Act") from and including 15 March 2022 to and including 21 March 2022 subject to any early closing or extension of the Offer Period.

Pursuant to Article 30, paragraph 6, of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of purchase by the relevant investor. Within such period investors may notify the relevant Distributor of their withdrawal without payment of any charge or commission.

The Notes will also be distributed by the relevant Authorised Offeror by means of distance communication techniques (tecniche di comunicazione a distanza) pursuant to article 32 of the Italian Financial Services Act. In this case, the investor may purchase the Certificates, after being identified by the Distributor, by using their personal password/identification codes. The relevant Authorised Offeror is responsible for the notification of any withdrawal right applicable in relation to the offer of the Notes to potential investors.

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

Minimum subscription amount per investor: EUR 1,000.

Maximum subscription amount per investor: EUR 30,000,000.

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

There are no pre-identified allotment criteria.

The Authorised Offeror will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Notes requested through the Authorised Offeror during the Offer Period will be assigned up to the maximum amount of the Offer.

In the event that during the Offer Period the requests exceed the total amount of the offer destined to prospective investors the Issuer, in accordance with the Authorised Offeror, will proceed to early terminate the Offer Period and will immediately suspend the acceptance of further requests.

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

Not applicable

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

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

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

Publication on or around 28 March 2022 on the following website:

<https://investimenti.bnpparibas.it/product-details/XS2454342275>

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 the indication whether dealing may begin before notification is made:

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

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

Series Number	Issue Price	Expenses included in the Issue Price
19715	100 per cent of the Aggregate Nominal Amount	0.39 per cent. of the Aggregate Nominal Amount

## 7. Placing and Underwriting

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer and to the extent known to the Issuer, of the placers in the various countries where the offer takes place:

The Authorised Offerors with the address set out below.

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:

The placement activity will be carried out by:

Banca Nazionale del Lavoro S.p.A.

Viale Altiero Spinelli, 30

00157 Rome,

Italy

LEI: 7245009UXRIGIRYOBR48

(the Authorised Offerors)

No underwriting commitment is undertaken by the Authorised Offerors

When the underwriting agreement has been or will be reached:

Not applicable

## 11. Floating Rate Notes only – Performance of Rates

Details of historic EURIBOR rates can be obtained from Reuters.

# Summary

## Section A – Introduction and Warnings

### Warnings

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

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

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

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

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

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

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

Up to EUR 30,000,000 "3 Year EUR Capped Floored Floater Notes due 31 March 2025- The securities are Notes. International Securities Identification Number ("ISIN"): XS2454342275.

### Identity and contact details of the issuer

BNP Paribas (the "Issuer" or "BNPP"), 16, boulevard des Italiens – 75009 Paris, France (telephone number: +33 (0)1 57 08 22 00. The legal entity identifier of the Issuer is R0MUWSFPU8MPRO8K5P83.

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

BNP Paribas (the "Issuer" or "BNPP"), 16, boulevard des Italiens – 75009 Paris, France (telephone number: +33 (0)1 57 08 22 00. The legal entity identifier of the Issuer is R0MUWSFPU8MPRO8K5P83.

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

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

### Date of approval of the prospectus

The Base Prospectus has been approved on 2 July 2021 under the approval number 21-273 by the AMF, as supplemented from time to time.

## Section B - Key information on the issuer

### Who is the issuer of the securities?

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

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

BNPP's long-term credit ratings are A+ with a negative outlook (S&P Global Ratings Europe Limited), Aa3 with a stable outlook (Moody's Investors Service Ltd.), AA- with a "rating watch negative" outlook (Fitch France S.A.S.) and AA (low) with a stable outlook (DBRS Limited) 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 France S.A.S.) and R-1 (middle) (DBRS Limited).

#### Principal activities

BNP Paribas, Europe's leading provider of banking and financial services, has four domestic Retail Banking markets in Europe, namely in France, Belgium, Italy and Luxembourg. It operates in 71 countries and has nearly 199,000 employees, including over 151,000 in Europe.

BNP Paribas holds key positions in its two main businesses:

- Retail Banking and Services, which includes:

Domestic Markets, comprising: French Retail Banking (FRB), BNL banca commerciale (BNL bc), Italian retail banking, Belgian Retail Banking (BRB), Other Domestic Markets activities including Arval, BNP Paribas Leasing Solutions, Personal Investors, Nickel and Luxembourg Retail Banking (LRB);

International Financial Services, comprising: Europe-Mediterranean, BancWest, Personal Finance, Insurance, Wealth and Asset Management;

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

BNP Paribas SA is the parent company of the BNP Paribas Group.

#### Major shareholders

Main shareholders as at 31 December 2019 : Société Fédérale de Participations et d'Investissement ("SFPI") a public-interest société anonyme (public limited company) acting on behalf of the Belgian State holding 7.7% of the share capital; BlackRock Inc. holding 5.0% of the share capital; Grand Duchy of Luxembourg holding 1.0% of the share capital.



### Identity of the issuer's key managing directors

Jean LEMIERRE: Chairman of the Board of directors of BNP Paribas  
 Jean-Laurent BONNAFÉ: Director and Chief Executive of BNP Paribas  
 Philippe BORDENAVE: Chief Operating Officer of BNP Paribas

### Identity of the issuer's statutory auditors

■ Deloitte & Associés was re-appointed as Statutory Auditor at the Annual General Meeting of 24 May 2018 for a six-year period expiring at the close of the Annual General Meeting called in 2024 to approve the financial statements for the year ending 31 December 2023. The firm was first appointed at the Annual General Meeting of 23 May 2006.

Deloitte & Associés is represented by Laurence Dubois  
 Deputy:

Société BEAS, 6, place de la Pyramide, Paris-La Défense Cedex (92), France, SIREN No. 315 172 445, Nanterre trade and companies register.

■ PricewaterhouseCoopers audit was re-appointed as Statutory Auditor at the Annual General Meeting of 24 May 2018 for a six-year period expiring at the close of the Annual General Meeting called in 2024 to approve the financial statements for the year ending 31 December 2023. The firm was first appointed at the Annual General Meeting of 26 May 1994.

PricewaterhouseCoopers Audit is represented by Patrice Morot.

Deputy:

Jean-Baptiste Deschryver, 63, rue de Villiers, Neuilly-sur-Seine (92).

■ Mazars was re-appointed as Statutory Auditor at the Annual General Meeting of 24 May 2018 for a six-year period expiring at the close of the Annual General Meeting called in 2024 to approve the financial statements for the year ending 31 December 2023. The firm was first appointed at the Annual General Meeting of 23 May 2000.

Mazars is represented by Virginie Chauvin.

Deputy:

Charles de Boisriou, 28 rue Fernand Forest, Suresnes (92).

Deloitte & Associés, PricewaterhouseCoopers and Mazars are registered as Statutory Auditors with the Versailles Regional Association of Statutory Auditors, under the authority of the French National Accounting Oversight Board (Haut Conseil du Commissariat aux Comptes).

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

### What is the key financial information regarding the issuer?

Income statement					
	Year	Year -1	Year-2	Interim	Comparative interim from same period in prior year
In millions of euros	31/12/2019	31/12/2018	31/12/2017	31/03/2020	31/03/2019
<b>Net interest income</b>	21,127	21,062	21,191	n.a	n.a
<b>Net fee and commission income</b>	9,365	9,207	9,430	n.a	n.a
<b>Cost of Risk</b>	-3,203	-2,764	-2,907	-1,426	-769
<b>Net gain on financial instruments</b>	7,464	6,118	7,112	n.a	n.a
<b>Revenues</b>	44,597	42,516	43,161	10,888	11,144
<b>Net income attributable to equity holders</b>	8,173	7,526	7,759	1,282	1,918
<b>Earnings per share (in euros)</b>	6.21	5.73	6.05	0.93	1.46

Balance sheet					
	Year	Year -1	Year-2	Interim	Value as outcome from the most recent Supervisory Review and Evaluation Process ('SREP')
In millions of euros	31/12/2019	31/12/2018	31/12/2017	31/03/2020	31/03/2019
<b>Total assets</b>	2,164,713	2,040,836	1,952,166	2,673,276	2,164,713
<b>Debt securities</b>	221,336	206,359	198,646	223,387	227,962
<i>Of which mid long term Senior Preferred</i>	88,466*	88,381*	88,432	<i>n.a</i>	<i>n.a</i>
<b>Subordinated debt</b>	20,896	18,414	16,787	<i>n.a</i>	<i>n.a</i>
<b>Loans and receivables from customers (net)</b>	805,777	765,871	735,013	841,099	783,273
<b>Deposits from customers</b>	834,667	796,548	760,941	907,662	826,100
<b>Shareholders' equity (Group share)</b>	107,453	101,467	101,983	109,037	105,339
<b>Doubtful loans / gross outstandings**</b>	2.2%	2.6%	3.3%	2.1%	2.6%
<b>Common Equity Tier 1 capital (CET1) ratio</b>	12.1%	11.8%	11.9%	12.0%	11.7%
<b>Total Capital Ratio</b>	15.5%	15.0%	14.8%	15.5%	15.1%
<b>Leverage Ratio</b>	4.6%	4.5%	4.6%	3.9%	4.2%

(\*) Regulatory scope

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

#### Qualifications in the audit report

Not applicable.

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

1. A substantial increase in new provisions or a shortfall in the level of previously recorded provisions exposed to credit risk and counterparty risk could adversely affect the BNP Paribas Group's results of operations and financial condition
2. An interruption in or a breach of the BNP Paribas Group's information systems may cause substantial losses of client or customer information, damage to the BNP Paribas Group's reputation and result in financial losses
3. The BNP Paribas Group may incur significant losses on its trading and investment activities due to market fluctuations and volatility
4. Adjustments to the carrying value of the BNP Paribas Group's securities and derivatives portfolios and the BNP Paribas Group's own debt could have an adverse effect on its net income and shareholders' equity
5. The BNP Paribas Group's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in sovereign credit spreads or other factors
6. Adverse economic and financial conditions have in the past had and may in the future have an impact on the BNP Paribas Group and the markets in which it operates
7. Laws and regulations adopted in recent years, particularly in response to the global financial crisis, as well as new legislative proposals, may materially impact the BNP Paribas Group and the financial and economic environment in which it operates
8. The BNP Paribas Group may incur substantial fines and other administrative and criminal penalties for noncompliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties
9. Epidemics and pandemics, including the ongoing coronavirus (COVID-19) pandemic and their economic consequences may adversely affect the Group's business, operations and financial condition

### Section C - Key Information on the securities

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

#### Type, class and ISIN

Up to EUR 30,000,000 "3 Year EUR Capped Floored Floater Notes due 31 March 2025" The securities are Notes. International Securities Identification Number ("ISIN"): XS2454342275

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

The currency of the Securities is Euro ("EUR"). The Securities have a par value of EUR 1,000. 8,200 Securities will be issued. The Securities will be redeemed on 31 March 2025.

#### Rights attached to the securities

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

*Events of Default* - The terms of the Securities will not contain events of default.  
*Governing law* - The Securities are governed by English law.

The objective of this product is to provide you with a return based on the performance of an interest rate (the Underlying) in accordance with the coupon provisions below. This product has a fixed term and will redeem on the Redemption Date. On the Redemption Date you will receive in respect of each note, in addition to any final payment of a coupon 100% of the Notional Amount.

Floater Coupon: a coupon is due for payment at the relevant Floating Coupon Rate on each Floater coupon Payment Date. The Floating Coupon Rate is the relevant Coupon Reference Rate fixed on the relevant Observation Date, floored by the relevant Floor and capped by the relevant Cap (per annum of the Notional Amount).

<b>Issue Date</b>	31 March 2022	<b>Issue Price</b>	100%
<b>Redemption Date (maturity)</b>	31 March 2025	<b>Product Currency</b>	EUR
		<b>Notional Amount (per note)</b>	EUR 1,000

Coupon Reference Rate	Floor(s)	Cap(s)	Observation Date(s)	Floating Coupon Payment Date(s)*
Euribor 3M	0.20%	0.75%	29 March 2022	30 June 2022
Euribor 3M	0.20%	0.75%	28 June 2022	30 September 2022
Euribor 3M	0.20%	0.75%	28 September 2022	30 December 2022
Euribor 3M	0.20%	0.75%	29 December 2022	31 March 2023
Euribor 3M	0.20%	0.75%	29 March 2023	30 June 2023
Euribor 3M	0.20%	0.75%	28 June 2023	29 September 2023
Euribor 3M	0.20%	0.75%	28 September 2023	29 December 2023
Euribor 3M	0.20%	0.75%	28 December 2023	28 March 2024
Euribor 3M	0.20%	0.75%	27 March 2024	28 June 2024
Euribor 3M	0.20%	0.75%	27 June 2024	30 September 2024
Euribor 3M	0.20%	0.75%	26 September 2024	31 December 2024
Euribor 3M	0.20%	0.75%	27 December 2024	31 March 2025

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

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

#### Seniority of the securities

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

The exercise of any power under the Directive 2014/59/EU, as amended by Directive (EU) 2019/879 of the European Parliament and of the Council of 20 May 2019 (the "Bank Recovery and Resolution Directive" or "BRRD") by the relevant resolution authority or any suggestion that such powers may be exercised could materially adversely affect the rights of the holders of Securities, the price or value of their investment in the Securities and/or the ability of the Issuer to satisfy its obligations under the Securities. As a result, holders of Securities may be subject to write-down or conversion into equity on any application of the general bail-in tool under BRRD which may result in holders losing all or a substantial part of their investment in the Securities.

#### Restrictions on the free transferability of the securities

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

#### Dividend or payout policy

Not Applicable

#### Where will the securities be traded?

#### Admission to trading

Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Multilateral Trading Facility EuroTlx (managed by Borsa Italiana S.p.A.) (the "EuroTlx").

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

Not Applicable

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

#### Most material risk factors specific to the securities

There are also risks associated with the Securities, including:

##### 1. Risks related to the structure of the securities:

The return on the Securities depends on the performance of the Underlying Reference(s) and whether knock-in or knock out features apply. Auto-callable Products include automatic early redemption mechanisms. Depending on the applicable formula, if an automatic early redemption event occurs investors may be exposed to a partial loss of their investment. Investors may be exposed to a partial or total loss of their investment.

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

Unlike a direct investment in any Share(s), Stapled Share(s), GDR(s) and/or ADR(s) comprising the Underlying Reference(s) (together the "Share(s)"), an investment in Share Securities does not entitle Holders to vote or receive dividends or distributions (unless otherwise specified in the Final Terms). Accordingly, the return on Share Securities will not be the same as a direct investment in the relevant Share(s) and could be less than a direct investment. Exposure to shares, similar market risks to a direct investment in an equity, potential adjustment events or extraordinary events and market disruption or failure to open of an exchange may have an adverse effect on the value and liquidity of the Securities.

##### 3. Risks related to the trading markets of the securities:

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

##### 4. Legal risks:

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

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

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

##### General terms, conditions and expected timetable of the offer

The securities will be offered to the public from and including March 15, 2022 to and including March 28, 2022, subject to any early closing or extension of the offer period.

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

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

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

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

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

Person asking for admission to trading : Person asking for admission to trading: BNP Paribas (the "Issuer"), 16, boulevard des Italiens – 75009 Paris, France (telephone number: +33 (0)1 57 08 22 00

##### *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: 8,200

##### Underwriting agreement

No underwriting commitment is undertaken by the Offeror

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

The Manager and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their respective affiliates in the ordinary course of business.

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

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

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

## Nota di sintesi

### Sezione A – Introduzione e avvertenze

#### Avvertenze

La presente nota di sintesi va intesa quale introduzione al Prospetto di Base e alle Condizioni Definitive.

Ogni decisione di investire nei Titoli dovrebbe basarsi sull'esame del Prospetto di Base nel suo insieme, incluso ogni eventuale documento incorporato mediante riferimento e incluse le Condizioni Definitive applicabili.

Gli investitori possono essere esposti a una perdita parziale o totale dell'investimento.

Qualora sia presentato un ricorso dinanzi all'autorità giudiziaria di uno Stato Membro dello Spazio Economico Europeo in relazione alle informazioni contenute nel Prospetto di Base e nelle Condizioni Definitive, l'investitore ricorrente potrebbe essere tenuto, a norma del diritto nazionale dello Stato Membro in cui è presentato il ricorso, a sostenere le spese di traduzione del Prospetto di Base e delle Condizioni Definitive prima dell'inizio del procedimento legale.

La responsabilità civile in tale Stato Membro può essere ricondotta in capo all'Emittente o al Garante esclusivamente sulla base della presente nota di sintesi, inclusa ogni traduzione della stessa, ma solo se essa è fuorviante, imprecisa o incoerente quando letta congiuntamente alle altre parti del Prospetto di Base e delle Condizioni Definitive applicabili oppure se non offre, qualora letta insieme alle altre parti del Prospetto di Base e delle Condizioni Definitive applicabili, le informazioni fondamentali per aiutare gli investitori al momento di valutare l'opportunità di investire in tali Titoli.

Sta per acquistare un prodotto complesso che può risultare difficile da comprendere.

#### Nome e codice internazionale di identificazione dei titoli (ISIN)

Fino a EURO 30.000.000 "Tasso Variabile con Cap e Floor" Notes a 3 Anni con scadenza 31 marzo 2025 - I titoli sono Notes. Codice internazionale di identificazione dei titoli (ISIN): XS2454342275.

#### Identità e dati di contatto dell'emittente

BNP Paribas ("Emittente" o "BNPP"), 16, boulevard des Italiens – 75009 Parigi, Francia (numero di telefono: +33 (0)1 57 08 22 00. L'identificativo della persona giuridica dell'Emittente è ROMUWSFPU8MPRO8K5P83.

#### Identità e dettagli di contatto dell'offerente e / o della persona che richiede l'ammissione alla negoziazione

BNP Paribas ("Emittente" o "BNPP"), 16, boulevard des Italiens – 75009 Parigi, Francia (numero di telefono: +33 (0)1 57 08 22 00. L'identificativo della persona giuridica dell'Emittente è ROMUWSFPU8MPRO8K5P83.

#### Identità e dati di contatto dell'autorità competente che approva il prospetto

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

#### Data di approvazione del prospetto

Il Prospetto di Base è stato approvato il 2 luglio 2021 con il numero di approvazione 21-273 dall'AMF, come integrato di volta in volta.

### Sezione B - Informazioni fondamentali relative all'emittente

#### Chi è l'emittente dei titoli?

#### Domicilio / forma legale / LEI / legge che disciplina l'emittente / paese di costituzione

BNPP è stata costituita in Francia nella forma di una società per azioni (société anonyme) ai sensi della legge francese, e ha ottenuto l'autorizzazione a operare quale banca con sede centrale al numero 16, boulevard des Italiens – 75009 Parigi, Francia. Codice LEI (Identificativo della persona giuridica): ROMUWSFPU8MPRO8K5P83.

I rating del credito a lungo termine di BNPP sono A+ con outlook negativo (S&P Global Ratings Europe Limited), Aa3 con outlook stabile (Moody's Investors Service Ltd.), AA- con outlook "rating watch negative" (Fitch France S.A.S.) e AA (basso) con outlook stabile (DBRS Limited) e i rating del credito a breve termine di BNPP sono A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1+ (Fitch France S.A.S.) e R-1 (medio) (DBRS Limited).

#### Principali attività

BNP Paribas è leader europeo nei servizi bancari e finanziari e opera in quattro mercati nazionali in Europa nella banca al dettaglio (*retail banking*): Belgio, Francia, Italia e Lussemburgo. È presente in 71 Paesi e ha in organico quasi 199.000 dipendenti, con oltre 151.000 in Europa.

BNP Paribas detiene posizioni importanti nelle sue due aree di attività principali:

- Attività e servizi bancari al dettaglio, che include:

Mercati domestici, comprendente: Retail Banking Francia (FRB), BNL Banca Commerciale (BNL bc), Retail Banking Italia, Retail Banking Belgio (BRB), altre attività dei mercati domestici, come Arval, BNP Paribas Leasing Solutions, Personal Investors, Nickel e Retail banking Lussemburgo (LRB);

Servizi finanziari internazionali, comprendente: Europe-Mediterranean, BancWest, Personal Finance, Assicurazione, Gestione patrimoniale e Asset Management;

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

BNP Paribas SA è la capogruppo del Gruppo BNP Paribas.

#### Principali azionisti

Principali azionisti al 31 dicembre 2019: Société Fédérale de Participations et d'Investissement ("SFPI"), una société anonyme di interesse pubblico (società per azioni) che agisce per conto del Governo belga, che detiene il 7,7% del capitale sociale; BlackRock Inc. che detiene il 5,0% del capitale sociale; Granducato di Lussemburgo, che detiene l'1,0% del capitale sociale.

#### Identità dei principali amministratori delegati dell'emittente

Jean LEMIERRE: Presidente del Consiglio di amministrazione di BNP Paribas  
Jean-Laurent BONNAFÉ: Direttore e Amministratore delegato di BNP Paribas  
Philippe BORDENAVE: Direttore operativo di BNP Paribas

#### Identità del revisore legale dell'emittente

Deloitte & Associés è stata riconfermata come Revisore legale all'Assemblea generale annuale del 24 maggio 2018 per un periodo di sei anni che scade alla chiusura dell'Assemblea generale annuale convocata nel 2024 per l'approvazione del bilancio dell'anno che termina il 31 dicembre 2023. L'azienda è stata nominata per la prima volta all'Assemblea generale annuale del 23 maggio 2006.

Deloitte & Associés è rappresentata da Laurence Dubois  
Supplente:

Société BEAS, 6, place de la Pyramide, Paris-La Défense Cedex (92), Francia, SIREN No. 315 172 445, Registro delle Imprese di Nanterre.

PricewaterhouseCoopers Audit è stata riconfermata come Revisore legale all'Assemblea generale annuale del 24 maggio 2018 per un periodo di sei anni che scade alla chiusura dell'Assemblea generale annuale convocata nel 2024 per l'approvazione del bilancio dell'anno che termina il 31 dicembre 2023. L'azienda è stata nominata per la prima volta all'Assemblea generale annuale del 26 maggio 1994.

PricewaterhouseCoopers Audit è rappresentata da Patrice Morot.

Supplente:

Jean-Baptiste Deschryver, 63, rue de Villiers, Neuilly-sur-Seine (92).

Mazars è stata riconfermata come Revisore legale all'Assemblea generale annuale del 24 maggio 2018 per un periodo di sei anni che scade alla chiusura dell'Assemblea generale annuale convocata nel 2024 per l'approvazione del bilancio dell'anno che termina il 31 dicembre 2023. L'azienda è stata nominata per la prima volta all'Assemblea generale annuale del 23 maggio 2000.

Mazars è rappresentata da Virginie Chauvin.

Supplente:

Charles de Boisriou, 28 rue Fernand Forest, Suresnes (92).

Deloitte & Associés, PricewaterhouseCoopers e Mazars sono registrate come Revisori legali presso l'Associazione regionale di Versailles dei Revisori legali, sotto l'autorità dell'Organismo nazionale di supervisione contabile francese (Haut Conseil du Commissariat aux Comptes).

Mazars N.V. è il revisore legale dell'Emittente. Mazars N.V. è un'azienda di revisione contabile indipendente con sede nei Paesi Bassi ed accreditata presso la NBA (*Nederlandse Beroepsorganisatie van Accountants*).

#### Quali sono le informazioni finanziarie fondamentali relative all'emittente?

Conto economico					
	Esercizio	Esercizio -1	Esercizio -2	Infrannuale	Infrannuale comparativo rispetto allo stesso periodo dell'esercizio precedente
In milioni di €	31/12/2019	31/12/2018	31/12/2017	31/03/2020	31/03/2019
Margine netto di interesse	21.127	21.062	21.191	n.d.	n.d.
Proventi da commissioni nette	9.365	9.207	9.430	n.d.	n.d.
Costo del rischio	-3.203	-2.764	-2.907	-1.426	-769
Utile netto su strumenti finanziari	7.464	6.118	7.112	n.d.	n.d.
Ricavi	44.597	42.516	43.161	10.888	11.144
Utile netto attribuibile ai detentori di azioni	8.173	7.526	7.759	1.282	1.918
Utile per azione (in €)	6,21	5,73	6,05	0,93	1,46

<b>Bilancio</b>					
	<b>Esercizio</b>	<b>Esercizio -1</b>	<b>Esercizio -2</b>	<b>Infrannuale</b>	<b>Valore come risultato del Processo di Revisione e Valutazione Prudenziale (SREP) più recente</b>
<b>In milioni di €</b>	<b>31/12/2019</b>	<b>31/12/2018</b>	<b>31/12/2017</b>	<b>31/03/2020</b>	<b>31/03/2019</b>
<b>Totale attività</b>	2.164.713	2.040.836	1.952.166	2.673.276	2.164.713
<b>Titoli di debito</b>	221.336	206.359	198.646	223.387	227.962
<i>Di cui Senior Preferred a medio-lungo termine</i>	88.466*	88.381*	88.432	n.d.	n.d.
<b>Debito subordinato</b>	20.896	18.414	16.787	n.d.	n.d.
<b>Finanziamenti e crediti da clienti (netto)</b>	805.777	765.871	735.013	841.099	783.273
<b>Raccolta da clientela</b>	834.667	796.548	760.941	907.662	826.100
<b>Patrimonio netto (quota del Gruppo)</b>	107.453	101.467	101.983	109.037	105.339
<b>Incagli / impieghi lordi in essere**</b>	2,2%	2,6%	3,3%	2,1%	2,6%
<b>Indice di capitale primario di classe 1 (Common Equity Tier 1, CET1)</b>	12,1%	11,8%	11,9%	12,0%	11,7%
<b>Rapporto capitale totale</b>	15,5%	15,0%	14,8%	15,5%	15,1%
<b>Coefficiente di leva finanziaria</b>	4,6%	4,5%	4,6%	3,9%	4,2%

(\*) Ambito normativo

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

#### Rilievi nella relazione del revisore legale

Non applicabile.

#### Quali sono i rischi fondamentali, di specifico rilievo per l'emittente?

- Un sostanziale aumento di nuovi accantonamenti o una riduzione del livello degli accantonamenti precedentemente registrati esposti al rischio di credito e al rischio di controparte possono influire negativamente sui risultati delle operazioni e delle condizioni finanziarie del Gruppo BNP Paribas.
- Un'interruzione o una violazione dei sistemi informatici del Gruppo BNP Paribas può causare sostanziali perdite di informazioni sui clienti, danni alla reputazione del Gruppo BNP Paribas e perdite finanziarie.
- Il Gruppo BNP Paribas potrebbe subire perdite importanti nelle sue attività di negoziazione e investimento a causa delle fluttuazioni e della volatilità del mercato.
- Le rettifiche al valore contabile dei portafogli di titoli e derivati del Gruppo BNP Paribas e del debito del Gruppo BNP Paribas possono avere un effetto negativo sull'utile netto e sul patrimonio netto.
- L'accesso al finanziamento del Gruppo BNP Paribas e il relativo costo possono essere condizionati negativamente da una ricomparsa di crisi finanziarie, dal peggioramento delle condizioni economiche, dal declassamento del rating, dall'aumento degli spread del credito sovrano o da altri fattori
- Le condizioni economiche e finanziarie sfavorevoli nel passato oppure possibilmente presenti nel futuro possono avere un impatto sul Gruppo BNP Paribas e sui mercati in cui opera.
- Le leggi e i regolamenti adottati negli ultimi anni, in particolare in risposta alla crisi finanziaria globale, nonché le nuove proposte legislative, possono avere un impatto importante sul Gruppo BNP Paribas e sull'ambiente finanziario ed economico in cui opera.
- Il Gruppo BNP Paribas può incorrere in pesanti ammende e altre sanzioni amministrative e penali per il mancato adeguamento alle leggi e i regolamenti in vigore e può inoltre subire perdite derivanti (o non derivanti) da controversie con privati.
- Epidemie e pandemie, come quella del coronavirus (COVID-19) in corso e le loro conseguenze economiche, possono condizionare in modo negativo le attività, le operazioni e le condizioni finanziarie del Gruppo.

### Sezione C - Informazioni fondamentali relative ai titoli

#### Quali sono le caratteristiche principali dei titoli?

##### Tipo, classe e ISIN

Fino a EUR 30.000.000 "Tasso Variabile con Cap e Floor" Notes a 3 Anni con scadenza 31 marzo 2025 - I titoli sono Notes. Codice internazionale di identificazione dei titoli (ISIN): XS2454342275

##### Valuta / denominazione / valore nominale / numero di titoli emessi / durata dei titoli

La valuta dei Titoli è l'euro ("EUR"). I Titoli hanno un valore nominale di 1.000 EUR. Saranno emessi fino a 30.000 Titoli. I Titoli saranno rimborsati il lunedì 31 marzo 2025.

##### Diritti inerenti ai titoli

*Costituzione de garanzie reali* I termini dei Titoli non conterranno alcuna clausola di divieto di costituzione di garanzie reali.

*Eventi di Insolvenza* I termini dei Titoli non conterranno eventi di insolvenza.

*Legge applicabile* - I Titoli sono disciplinati dal diritto inglese.

L'obiettivo di questo prodotto è di fornire un rendimento collegato all'andamento di un tasso d'interesse (il Sottostante). Questo prodotto ha una scadenza predeterminata con rimborso del 100% del Valore Nominale di ciascuna Obbligazione alla Data di Scadenza.

Cedola: per ciascuna Obbligazione è previsto il pagamento di una Cedola Variabile ad ogni Data di Pagamento della Cedola.

Cedola Variabile: a ciascuna Data di Pagamento della Cedola Variabile, un importo pari al Valore Nominale moltiplicato per il Tasso di Riferimento osservato alla Data di Osservazione della Cedola Variabile corrispondente, su base 30/360. Il Tasso di Riferimento non potrà essere inferiore al Tasso Minimo e non potrà essere superiore al Tasso Massimo.

<b>Data di Emissione</b>	31 marzo 2022	<b>Prezzo di Emissione</b>	100%
<b>Data di Scadenza</b>	31 marzo 2025	<b>Valuta del prodotto</b>	EUR
		<b>Valore Nominale (per titolo)</b>	EUR 1.000

Tasso di Riferimento	Tasso Minimo	Tasso Massimo	Data/e di Osservazione della Cedola Variabile	Data/e di Pagamento della Cedola Variabile
Euribor 3M	0,20%	0,75%	29 marzo 2022	30 giugno 2022
Euribor 3M	0,20%	0,75%	28 giugno 2022	30 settembre 2022
Euribor 3M	0,20%	0,75%	28 settembre 2022	30 dicembre 2022
Euribor 3M	0,20%	0,75%	29 dicembre 2022	31 marzo 2023
Euribor 3M	0,20%	0,75%	29 marzo 2023	30 giugno 2023
Euribor 3M	0,20%	0,75%	28 giugno 2023	29 settembre 2023
Euribor 3M	0,20%	0,75%	28 settembre 2023	29 dicembre 2023
Euribor 3M	0,20%	0,75%	28 dicembre 2023	28 marzo 2024
Euribor 3M	0,20%	0,75%	27 marzo 2024	28 giugno 2024
Euribor 3M	0,20%	0,75%	27 giugno 2024	30 settembre 2024
Euribor 3M	0,20%	0,75%	26 settembre 2024	31 dicembre 2024
Euribor 3M	0,20%	0,75%	27 dicembre 2024	31 marzo 2025

*Riunioni* -Le condizioni dei Titoli conterranno disposizioni per la convocazione di assemblee dei detentori di tali Titoli per valutare questioni che riguardano i loro interessi in generale. Tali disposizioni consentono a maggioranze definite di vincolare tutti i detentori, inclusi i detentori che non hanno partecipato e votato all'assemblea in questione e i detentori che hanno votato in modo contraria rispetto alla maggioranza.

*Rappresentante dei detentori* - L'Emittente non ha nominato alcun rappresentante dei Portatori.

#### Priorità dei titoli

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

L'esercizio di poteri ai sensi della Direttiva 2014/59/UE, come modificata dalla Direttiva (UE) 2019/879 del Parlamento Europeo e del Consiglio del 20 maggio 2019 (la "**La Direttiva di Risanamento e Risoluzione**" o "**BRRD**") da parte della relativa autorità di risoluzione o qualsiasi suggerimento che tali poteri possano essere esercitati potrebbe influire materialmente in modo negativo sui diritti dei detentori di Titoli, sul prezzo o sul valore del loro investimento nei Titoli e/o sulla capacità dell'Emittente di soddisfare i propri obblighi in relazione ai Titoli. Di conseguenza, i detentori di Titoli potrebbero essere soggetti a svalutazione o conversione in azioni in caso di applicazione dello strumento generale di bail-in ai sensi della BRRD, il che potrebbe comportare per i detentori la perdita totale o di una parte sostanziale del loro investimento nei Titoli.

#### Limitazioni alla libera trasferibilità dei titoli

Non esistono limitazioni alla libera trasferibilità dei Titoli.

#### Politica in materia di dividendi o distribuzione

Non applicabile

#### Dove saranno negoziati i titoli?

#### Ammissione alla negoziazione

L'Emittente (o un suo rappresentante) presenterà domanda di ammissione dei Titoli alla negoziazione sul Sistema Multilaterale di Negoziazione EuroTlx (gestito da EuroTLX SIM S.p.A.) ("EuroTlx").

#### Esiste una garanzia associata ai titoli?

Non applicabile

#### Quali sono i rischi fondamentali di specifico rilievo per i titoli?

#### Principali fattori di rischio sostanziale di specifico rilievo per i titoli

Esistono anche rischi relativi ai Titoli, compresi:

#### 1. Rischi relativi alla struttura dei titoli:



Il rendimento dei Titoli dipende dall'andamento del/i Titolo/i Sottostante/i di Riferimento e dall'applicazione delle clausole di knock-in or knock out. I Prodotti Auto-callable includono un meccanismo di rimborso anticipato automatico. Sulla base della formula applicabile, in caso si verificasse un evento di rimborso anticipato automatico, gli investitori potrebbero essere esposti a una perdita parziale dell'investimento. Gli investitori possono essere esposti a una perdita parziale o totale dell'investimento.

## **2. Rischi relativi al titolo sottostante e ai fatti perturbativi e rettifiche che potrebbero influire su di esso:**

A differenza di un investimento diretto in una o più Azioni, le Azioni Stapled, GDR e/o ADR che comprendono il/i Riferimento/i Sottostante/i (insieme la/le "Azione/i"), un investimento in Titoli di Azioni non autorizza i Detentori a votare o ricevere dividendi o distribuzioni (salvo diversamente specificato nelle Condizioni Definitive). Di conseguenza, il rendimento dei Titoli Azionari non sarà lo stesso di un investimento diretto nella/e Azione/i pertinente/i e potrebbe essere inferiore a un investimento diretto.

L'esposizione alle azioni, rischi di mercato simili a un investimento diretto in un'azione, eventi di rettifica potenziali o eventi straordinari e turbative di mercato o la mancanza di apertura di una borsa possono avere un effetto negativo sul valore e la liquidità dei Titoli.

## **3. Rischi relativi ai mercati dove sono negoziati i titoli:**

Il prezzo di negoziazione dei Titoli può essere influenzato da una serie di fattori tra cui, a titolo esemplificativo ma non esaustivo: il prezzo, il valore o il livello del/i Riferimento/i Sottostante/i, il tempo rimanente fino alla data di rimborso programmata dei Titoli, l'effettiva o implicita volatilità associata al/i Riferimento/i Sottostante/ie al rischio di correlazione del/i relativo/i Riferimento/i Sottostante/i. La possibilità che il valore e il prezzo di negoziazione dei Titoli fluttuino (positivamente o negativamente) dipende da una serie di fattori, che gli investitori dovranno considerare attentamente prima di acquistare o vendere Titoli.

## **4. Rischi legali:**

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

## **Sezione D - Informazioni fondamentali sull'offerta dei titoli al pubblico e/o ammissione alla negoziazione su un mercato regolato**

### ***In quali condizioni e in base a quali scadenze posso investire in questo titolo?***

#### **Condizioni generali e scadenziario previsto dell'offerta**

I titoli saranno offerti al pubblico dal 15 marzo 2022 incluso fino al 28 marzo 2022 inclus<sup>o</sup>, fatte salve eventuali chiusure anticipate o estensioni del periodo di offerta.

L'Emittente (o un suo rappresentante) presenterà una richiesta per l'ammissione dei Titoli alla negoziazione sulla Borsa del Lussemburgo (mercato regolamentato).

#### **Stima delle spese totali dell'emissione e/o offerta, incluse le spese stimate addebitate all'investitore dall'emittente o dall'offerente**

Nessun onere verrà addebitato agli investitori dall'emittente.

### ***Chi è l'offerente e/o la persona che richiede l'ammissione alla negoziazione?***

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

Persona che chiede l'ammissione alla negoziazione: Persona che chiede l'ammissione alla negoziazione: BNP Paribas ("Emittente"), 16, boulevard des Italiens – 75009 Parigi, Francia (numero di telefono: +33 (0)1 57 08 22 00

### ***Perché viene redatto questo prospetto?***

#### **Uso e importo netto stimato dei proventi**

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

Proventi netti stimati: Fino a EUR 30.000.000

#### **Contratto di sottoscrizione**

L'Offerente non prende alcun impegno di sottoscrizione.

### **Principali conflitti di interesse sostanziali relativi all'offerta o all'ammissione alla negoziazione**

Nel corso della normale attività, il Collocatore e le sue affiliate possono inoltre avere intrapreso, e possono intraprendere in futuro, operazioni tramite la banca d'investimento e la banca commerciale con l'Emittente e l'eventuale Garante e le loro affiliate e possono prestare altri servizi per gli stessi.

Vari soggetti all'interno del Gruppo BNPP Group (inclusi l'Emittente e il Garante) e le Affiliate assumono vari ruoli in relazione ai Titoli, inclusi quelli di Emittente dei Titoli e Agente per il Calcolo dei Titoli e possono inoltre intraprendere attività di negoziazione (incluse attività di copertura) relative al Sottostante e ad altri strumenti o prodotti derivati basati su o relativi al Sottostante, che possono dare origine a potenziali conflitti di interessi.

BNP Paribas Arbitrage SNC, che agisce quale Collocatore e Agente per il Calcolo dei Titoli è un'Affiliata dell'Emittente e del Garante; potrebbero pertanto sorgere conflitti di interesse tra essa e i detentori dei Titoli, anche rispetto a certe decisioni che può prendere l'Agente per il Calcolo dei Titoli. Gli interessi economici dell'Emittente e di BNP Paribas Arbitrage SNC quale Controllore e Agente per il Calcolo sono potenzialmente avverse agli interessi dei Detentori quali investitori nei Titoli.

Oltre a quanto sopra indicato, per quanto a conoscenza dell'Emittente, nessuna persona coinvolta nell'emissione dei Titoli ha un interesse sostanziale verso l'offerta, inclusi interessi in conflitto.

