



**BNP PARIBAS**

**NOTICE**

**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

**800 EUR "Phoenix Snowball Worst-of" Certificates relating to 2 Shares due 11 November 2024**

under the Note, Warrant and Certificate Programme  
of BNP Paribas Issuance B.V., BNP Paribas and BNP Paribas Fortis Funding  
The Base Prospectus received approval no. 23-197 on 31 May 2023

**ISIN Code: XS2316356299**

This Notice is dated 11 November 2024 and should be read in conjunction with the Final Terms dated 09 November 2023 in respect of the Certificates.

Holders are informed that the Final Terms is hereby amended in accordance with the attached Annex.

All other terms and conditions remain unchanged.

This Notice is governed by, and shall be construed in accordance with, English law.

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

A handwritten signature in black ink, consisting of a stylized 'D' followed by a horizontal line.

By: Frederic FOURRIER Duly authorised

**FINAL TERMS DATED 11 NOVEMBER 2024 AMENDING AND RESTATING FINAL TERMS DATED 09 NOVEMBER 2023 FOR LISTING PURPOSES ONLY**

**FINAL TERMS FOR CERTIFICATES**

**FINAL TERMS DATED 09 NOVEMBER 2021**

**BNP Paribas Issuance B.V.**  
*(incorporated in The Netherlands)*  
*(as Issuer)*

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**800 EUR "Phoenix Snowball Worst-of" Certificates relating to 2 Shares due 11 November 2024**

under the Note, Warrant and Certificate Programme  
of BNP Paribas Issuance B.V., BNP Paribas and BNP Paribas Fortis Funding  
The Base Prospectus received approval no. 21-196 on 1 June 2021

**ISIN Code: XS2316356299**

**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 47 of Part A below, provided such person is a Manager or an Authorised Offeror (as such term is defined in the Base Prospectus and that the offer is made during the Offer Period specified in that paragraph and that any conditions relevant to the use of the Base Prospectus are complied with; or
- (ii) otherwise in circumstances in which no obligation arises for the Issuer, the Guarantor or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

None of the Issuer, the Guarantor or any Manager has authorised, nor do they authorise, the making of any offer of Securities in any other circumstances.

Investors should note that if a supplement to or an updated version of the Base Prospectus referred to below is published at any time during the Offer Period (as defined below), such supplement or updated Base Prospectus, as the case may be, will be published and made available in accordance with the arrangements applied to the original publication of these Final Terms. Any investors who have indicated acceptances of the Offer (as defined below) prior to the date of publication of such supplement or updated version of the Base Prospectus, as the case may be, (the "**Publication Date**") have the right within three working days of the Publication Date to withdraw their acceptances.

**PART A - CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 1 June 2021, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Securities described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus to obtain all the relevant information. A summary of the Securities is annexed to these Final Terms. The Base Prospectus and any Supplements to the Base Prospectus are available for viewing at BNP Paribas

Securities Services, Luxembourg Branch, 60 avenue J.F. KENNEDY, L-1855 Luxembourg and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)), <http://eqdpo.bnpparibas.com/> XS2298758330 and copies may be obtained free of charge at the specified offices of the Security Agents.

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

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

## SPECIFIC PROVISIONS FOR EACH SERIES

Series Number	No. of Securities issued	No. of Securities	ISIN	Common Code	Issue Price per Security	Redemption Date
CE18781CBE	800	800	XS2316356299	231635629	100.00%	11 November 2024

## 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:** 26 October 2021.
4. **Issue Date and Interest Commencement Date:** 09 November 2021.
5. **Consolidation:** Not applicable.
6. **Type of Securities:**
  - (a) Certificates.
  - (b) The Securities are Share Securities.

The provisions of Annex 3 (Additional Terms and Conditions for Share Securities) shall apply.

Unwind Costs: Applicable.
7. **Form of Securities:** 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).
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:** **Auto-Callable Products**

**SPS Payout:** Autocall Securities

(A) If the Final Redemption Condition is satisfied:  
**Constant Percentage 1 + FR Exit Rate; or**

(B) If the Final Redemption Condition is not satisfied and no Knock-in Event has occurred:

**Constant Percentage 2 + Coupon Airbag Percentage; or**

(C) If the Final Redemption Condition is not satisfied and a Knockin Event has occurred

**Max (Constant Percentage 3 + Gearing x Option ; 0%)**

**Where :**

**Constant Percentage 1** means 100.00%;

**FR Exit Rate** means the FR Athena Up Rate

**Cap:** Not applicable;

**FR Athena Up Rate:**

Max(FR Floor Percentage, FR Gearing x (FR Value - FR Strike Percentage)+FR Spread) + FR Constant Percentage

**FR Floor Percentage: 0%;**

**FR Gearing: 100%;**

**FR Strike Percentage: 100%;**

**FR Spread: 0%;**

**FR Constant Percentage: 0%;**

**"FR Value"** means the Worst Value

**"Worst Value"** means, in respect of a SPS Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date.

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

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

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

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

**"Underlying Reference Value"** means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

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

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

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

**"Underlying Reference Strike Price"** means as set out in §26(a) below.

**"Basket"** is as set out in §26(a) below

**Constant Percentage 2** means 100.00%

**Coupon Airbag Percentage** means 0% ;

**Constant Percentage 3** means 100.00% ;

**Gearing** means -100.00%

**Option** means Put;

**Put:**  $\text{Max}(\text{Strike Percentage} - \text{Final Redemption Value}; 0)$

**Strike Percentage** means 100.00%;

**"Final Redemption Value"** means the Worst Value.

**"Worst Value"** means, in respect of a SPS Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date.

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

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

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

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

**"Underlying Reference Value"** means, in respect of an

Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

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

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

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

**"Underlying Reference Strike Price"** means as set out in §26(a) below.

**"Basket"** is as set out in §26(a) below.

**"Final Redemption Condition"** means if FR Barrier Value is equal to or greater than the Final Redemption Condition Level on the SPS FR Barrier Valuation Date.

**“FR Barrier Value”** means the Worst Value;

**"Worst Value"** means, in respect of a SPS Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date.

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

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

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

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

**"Underlying Reference Value"** means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

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

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

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

**"Underlying Reference Strike Price"** means as set out in §26(a) below.

**"Basket"** is as set out in §26(a) below.

**“Final Redemption Condition Level”** means 100%.

13. **Relevant Asset(s):**

Not applicable.

14. **Entitlement:**

**Applicable.**

**Physical Delivery Option 2**

(a) The Entitlement Amount in relation to each Security is:

**$NA \times \text{Redemption Payout} / (\text{Underlying Reference Closing Price Value} \times \text{FX}(i))$**

*Where:*

**Redemption Payout** means the Final Payout as set out in item 12 above.

**Underlying Reference Closing Price Value** means the Underlying Reference Closing Price Value on the relevant SPS Valuation Date.

**FX(i)** means the Underlying Reference FX Level on the relevant SPS Valuation Date or if that is not a Business Day the immediately succeeding Business Day.

**Underlying Reference FX Level** means 1.

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

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

**SPS Valuation Date** means the SPS Redemption Valuation Date;

**SPS Redemption Valuation Date** means the Settlement Price Date;

**Settlement Price Date** means the Valuation Date;

**Valuation Date** means the Redemption Valuation Date;

**Rounding and Residual Amount :**

The Entitlement Amount will be rounded down to the nearest unit of each Relevant Asset capable of being delivered and in lieu thereof the Issuer will pay an amount equal to:

$$NA \times \text{Redemption Payout} - \sum_{k=1}^n \text{Number}(k, i) \times FX_{(k,i)} \times \text{Underlying Reference Closing Price Value}_{(k,i)}$$

*Where:*

**NA** means Notional Amount.

**Number (k,i)** is equal to the Entitlement Amount for the relevant Underlying Reference (k) and SPS Valuation Date (i).

**"K"** means 1;

**Underlying Reference Closing Price Value** means the Underlying Reference Closing Price Value(i) on the relevant SPS Valuation Date in respect of the relevant Underlying Reference (k).

**FX<sub>(k,i)</sub>** means the relevant Underlying Reference FX Level on the relevant SPS Valuation Date or if that is not a Business Day the immediately succeeding Business Day.

**Underlying Reference FX Level** means 1.

**SPS Valuation Date** means the SPS Redemption Valuation Date;

**SPS Redemption Valuation Date** means the Settlement Price Date;

**Settlement Price Date** means the Valuation Date;

**Valuation Date** means the Redemption Valuation Date;

(b) The Entitlement will be evidenced by delivery of the Entitlement to the securities account with the clearing system specified by the Holder in the relevant Asset Transfer Notice (such Asset Transfer Notice must be completed and delivered in accordance with Condition 35.2).

(c) The Entitlement will be delivered to the Holder(s) upon registration of the transfer of the Shares in the books of the relevant clearing system(s), all in accordance with the rules, regulations and operating procedures of such clearing system(s).

The Issuer shall be under no obligation to register or procure the registration of the Holder in the register of the members of the Share Company, if applicable.

15. **Exchange 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 Securities Services.
20. **Registrar:** Not applicable.
21. **Calculation Agent:** BNP Paribas Arbitrage S.N.C.  
1 rue Laffitte 75009 Paris, France.
22. **Governing law:** French law.
23. **Masse provisions (Condition 9.4):** Not applicable.

#### PRODUCT SPECIFIC PROVISIONS

24. **Hybrid Securities:** Not applicable.
25. **Index Securities:** Not applicable.
26. **Share Securities/ETI Share Securities:** Applicable.  
Share Securities: Applicable.

- (a) **Share(s)/Share Company/Basket Company/GDR/ADR/ETI Interest/Basket of ETI Interests:** An ordinary share, or, if so indicated in the table below in the column Share Company, another share type in the share capital of the relevant Share Company (each an "Underlying Reference<sup>k</sup>").

k	Share Company / Share	Underlying Reference <sup>k</sup>			Underlying Reference Strike Price <sup>k</sup> <sub>Initial</sub>	Coupon Barrier Price <sup>k</sup> (i.e. 75% of Share <sup>k</sup> <sub>Initial</sub> )	Exchange
		Bloomberg Code	ISIN Code	Currency			
1	Adidas AG	ADS GY	DE000A1EWWW0	EUR	279.95	209.9625	XETRA
2	Nike INC	NKE UN	US6541061031	USD	163.79	122.8425	NYSE

- (b) **Relative Performance Basket:** Applicable.
- (c) **Share/ETI Interest Currency:** See table above.
- (d) **ISIN of Share(s)/ETI Interest(s):** See the Specific Provisions for each Series above.
- (e) **Exchange(s):** See table above.
- (f) **Related Exchange(s):** All Exchanges.
- (g) **Exchange Business Day:** All Shares Basis.
- (h) **Scheduled Trading Day:** All Shares Basis.
- (i) **Weighting:** Not applicable.
- (j) **Settlement Price:** Not applicable.
- (k) **Specified Maximum Days of Disruption:** Eight (8) Scheduled Trading Days.



(l) <b>Valuation Time:</b>	The Scheduled Closing Time as defined in Condition 1.
(m) <b>Redemption on Occurrence of an Extraordinary Event:</b>	Delayed Redemption on Occurrence of an Extraordinary Event: Not applicable.
(n) <b>Share/ETI Interest Correction Period:</b>	As per Conditions.
(o) <b>Dividend Payment:</b>	Not applicable.
(p) <b>Listing Change:</b>	Applicable.
(q) <b>Listing Suspension:</b>	Applicable.
(r) <b>Illiquidity:</b>	Applicable.
(s) <b>Tender Offer:</b>	Applicable
(t) <b>CSR Event:</b>	Not applicable.
(u) <b>Hedging Liquidity Event:</b>	Not applicable.
27. <b>ETI Securities:</b>	Not applicable.
28. <b>Debt Securities:</b>	Not applicable.
29. <b>Commodity Securities:</b>	Not applicable.
30. <b>Inflation Index Securities:</b>	Not applicable.
31. <b>Currency Securities:</b>	Not applicable.
32. <b>Fund Securities:</b>	Not applicable.
33. <b>Futures Securities:</b>	Not applicable.
34. <b>Credit Security Provisions:</b>	Not applicable.
35. <b>Underlying Interest Rate Securities:</b>	Not applicable.
36. <b>Preference Share Certificates:</b>	Not applicable.
37. <b>OET Certificates:</b>	Not applicable.
38. <b>Illegality (Security Condition 7.1) and Force Majeure (Security Condition 7.2):</b>	Illegality: redemption in accordance with Security Condition 7.1(d). Force Majeure: redemption in accordance with Security Condition 7.2(b).
39. <b>Additional Disruption Events and Optional Additional Disruption Events:</b>	(a) Additional Disruption Events: Applicable.  (b) The following Optional Additional Disruption Events apply to the Securities: Administrator/Benchmark Event; Insolvency Filing.  (c) Redemption:  Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable.
40. <b>Knock-in Event:</b>	Applicable.  If the Knock-in Value is less than the Knock-in Level on the Knock-in Determination Day.
(a) <b>SPS Knock-in Valuation:</b>	Applicable.  "Knock-in Value" means the Worst Value.

"Worst Value" means, in respect of a SPS Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date.

"**SPS Valuation Date**" means the Knock-in Determination Day.

"**Underlying Reference Value**" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

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

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

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

- |   |  |
|---|--|
| (b) <b>Level:</b>   | Not applicable.  |
| (c) <b>Knock-in Level/Knock-in Range Level:</b>           | 60 per cent  |
| (d) <b>Knock-in Period Beginning Date:</b>                | Not applicable.  |
| (e) <b>Knock-in Period Beginning Date Day Convention:</b> | Not applicable.  |
| (f) <b>Knock-in Determination Period:</b>                 | Not applicable.  |
| (g) <b>Knock-in Determination Day(s):</b>                 | The Redemption Valuation Date.   |
| (h) <b>Knock-in Period Ending Date:</b>                   | Not applicable.  |
| (i) <b>Knock-in Period Ending Date Day Convention:</b>    | Not applicable.  |
| (j) <b>Knock-in Valuation Time:</b>                       | The Valuation Time.  |
| (k) <b>Knock-in Observation Price Source:</b>             | Not applicable.  |
| (l) <b>Disruption Consequences:</b>                       | Applicable.  |
| 41. <b>Knock-out Event:</b>                               | Not applicable.  |
| 42. <b>EXERCISE, VALUATION AND REDEMPTION</b>             |  |
| (a) <b>Notional Amount of each Certificate:</b>           | EUR 1,000  |
| (b) <b>Partly Paid Certificates:</b>                      | The Certificates are not Partly Paid Certificates.   |
| (c) <b>Interest:</b>                                      | Applicable.  |
| (i) <b>Interest Period(s):</b>                            | As per Conditions.   |
| (ii) <b>Interest Period End Date(s):</b>                  | 10 December 2021 (i = 1), 10 January 2022 (i = 2), 9 February 2022 (i = 3), 14 March 2022 (i = 4), 11 April 2022 (i = 5), 10 May 2022 (i = 6), 9 June 2022 (i = 7), 11 July 2022 (i = 8), 09 August 2022 (i = 9), 09 September 2022 (i = 10), 10 October 2022 (i = 11), 09 November 2022 (i = 12), 12 December 2022 (i = 13), 10 January 2023 (i = 14), 09 February 2023 (i = 15), 13 March 2023 (i = 16), 11 April 2023 (i = 17), 10 May 2023 (i = 18), 09 June 2023 (i = 19), 10 July 2023 (i = 20), 09 August 2023 (i = 21), 11 September 2023 (i = 22), 10 October 2023 (i = 23), 09 November 2023 (i = 24), 11 December 2023 (i = 25), 10 January 2024 (i = 26), 09 February 2024 (i = 27), 11 March 2024 (i = 28), 09 April 2024 (i = 29), 10 May 2024 |

(i = 30), 11 June 2024 (i = 31), 10 July 2024 (i = 32), 09 August 2024 (i = 33), 09 September 2024 (i = 34), 10 October 2024 (i = 35), 11 November 2024 (i = 36), and the Redemption Date (i = 37).

- (iii) **Business Day Convention for Interest Period End Date(s):** Not applicable.
- (iv) **Interest Payment Date(s):** 10 December 2021 (i = 1), 10 January 2022 (i = 2), 9 February 2022 (i = 3), 14 March 2022 (i = 4), 11 April 2022 (i = 5), 10 May 2022 (i = 6), 9 June 2022 (i = 7), 11 July 2022 (i = 8), 09 August 2022 (i = 9), 09 September 2022 (i = 10), 10 October 2022 (i = 11), 09 November 2022 (i = 12), 12 December 2022 (i = 13), 10 January 2023 (i = 14), 09 February 2023 (i = 15), 13 March 2023 (i = 16), 11 April 2023 (i = 17), 10 May 2023 (i = 18), 09 June 2023 (i = 19), 10 July 2023 (i = 20), 09 August 2023 (i = 21), 11 September 2023 (i = 22), 10 October 2023 (i = 23), 09 November 2023 (i = 24), 11 December 2023 (i = 25), 10 January 2024 (i = 26), 09 February 2024 (i = 27), 11 March 2024 (i = 28), 09 April 2024 (i = 29), 10 May 2024 (i = 30), 11 June 2024 (i = 31), 10 July 2024 (i = 32), 09 August 2024 (i = 33), 09 September 2024 (i = 34), 10 October 2024 (i = 35), 11 November 2024 (i = 36), and the Redemption Date (i = 37).
- (v) **Business Day Convention for Interest Payment Date(s):** Following Business Day Convention.
- (vi) **Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):** Not applicable.
- (vii) **Margin(s):** Not applicable.
- (viii) **Minimum Interest Rate:** Not applicable.
- (ix) **Maximum Interest Rate:** Not applicable.
- (x) **Day Count Fraction:** Not applicable.
- (xi) **Determination Date(s):** Not applicable.
- (xii) **Accrual to Redemption:** Not applicable.
- (xiii) **Rate of Interest:** Not applicable.
- (xiv) **Coupon rate:**

Snowball Digital Coupon is applicable(i) if the Snowball Digital Coupon Condition is satisfied in respect of SPS Coupon Valuation Date(i):

$Rate_{(i)} + SumRate_{(i)}$ ; or

(ii) if the Snowball Digital Coupon Condition is not satisfied in respect of SPS Coupon Valuation Date(i):

zero.

Where

"**Snowball Digital Coupon Condition**" means that the Snowball Barrier Value for the relevant SPS Coupon Valuation Date is equal to or greater than the Snowball Level;

"**Snowball Barrier Value**" means in respect of a SPS Coupon Valuation Date, the Worst Value;

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

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

"**Valuation Date**" means the Interest Valuation Date.

"**Interest Valuation Date**" means as set out in item 43(l)(v) below.

"**Worst Value**" means, in respect of a SPS Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date.

"**SPS Valuation Date**" means the relevant SPS Coupon Valuation Date.

"**Underlying Reference Value**" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

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

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

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

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

"**Basket**" is as set out in §26(a) above.

"**Snowball Level**" is 75 per cent.

"**SPS Coupon Valuation Date**" means the Settlement Price Date as defined above.

"**i**" is a number from 1 to 37 and it means the relevant SPS Valuation Date;

"**Rate**" is 0.65 per cent.

"**SumRate**" means the sum of Rate for each SPS Coupon Valuation Date in the period from (but excluding) the last occurring Snowball Date (or if none the Issue Date) to (but excluding) the relevant SPS Coupon Valuation Date;

"**Snowball Date**" means each date on which the relevant Snowball Digital Coupon Condition is satisfied.

- (d) **Fixed Rate Provisions:** Not applicable.
- (e) **Floating Rate Provisions:** Not applicable.
- (f) **Linked Interest Certificates:** Applicable - see Share Linked Interest Certificates below.
- (g) **Payment of Premium Amount(s):** Not applicable.

(h) <b>Index Linked Interest Certificates:</b>	Not applicable.
(i) <b>Share Linked Interest Certificates:</b>	Applicable.
(i) <b>Share(s)/Share Company/Basket Company/GDR/ADR:</b>	As set out in §26.
(ii) <b>Relative Basket Performance:</b>	Applicable.
(iii) <b>Averaging:</b>	Not applicable.
(iv) <b>Interest Valuation Time:</b>	As set out in §26.
(v) <b>Interest Valuation Date(s):</b>	26 November 2021 (i = 1), 27 December 2021 (i = 2), 26 January 2022 (i = 3), 28 February 2022 (i = 4), 28 March 2022 (i = 5), 26 April 2022 (i = 6), 26 May 2022 (i = 7), 27 June 2022 (i = 8), 26 July 2022 (i = 9), 26 August 2022 (i = 10), 26 September 2022 (i = 11), 26 October 2022 (i = 12), 28 November 2022 (i = 13), 27 December 2022 (i = 14), 26 January 2023 (i = 15), 27 February 2023 (i = 16), 27 March 2023 (i = 17), 26 April 2023 (i = 18), 26 May 2023 (i = 19), 26 June 2023 (i = 20), 26 July 2023 (i = 21), 28 August 2023 (i = 22), 26 September 2023 (i = 23), 26 October 2023 (i = 24), 27 November 2023 (i = 25), 27 December 2023 (i = 26), 26 January 2024 (i = 27), 26 February 2024 (i = 28), 26 March 2024 (i = 29), 26 April 2024 (i = 30), 28 May 2024 (i = 31), 26 June 2024 (i = 32), 26 July 2024 (i = 33), 26 August 2024 (i = 34), 26 September 2024 (i = 35), 28 October 2024 (i = 36) and the Redemption Valuation Date (i = 37).
(vi) <b>Observation Dates:</b>	Not applicable.
(vii) <b>Observation Period:</b>	Not applicable.
(viii) <b>Specified Maximum Days of Disruption:</b>	As set out in §26.
(ix) <b>Exchange(s):</b>	As set out in §26.
(x) <b>Related Exchange(s):</b>	As set out in §26.
(xi) <b>Exchange Business Day</b>	As set out in §26.
(xii) <b>Scheduled Trading Day:</b>	As set out in §26.
(xiii) <b>Settlement Price:</b>	Not applicable.
(xv) <b>Weighting:</b>	Delayed Redemption on Occurrence of an Extraordinary Event : Not applicable .
(j) <b>ETI Linked Interest Certificates:</b>	Not applicable.
(k) <b>Debt Linked Interest Certificates:</b>	Not applicable.
(l) <b>Commodity Linked Interest Certificates:</b>	Not applicable.
(m) <b>Inflation Index Linked Interest Certificates:</b>	Not applicable.
(n) <b>Currency Linked Interest Certificates:</b>	Not applicable.
(o) <b>Fund Linked Interest Certificates:</b>	Not applicable.
(p) <b>Futures Linked Interest Certificates:</b>	Not applicable.

- (q) **Underlying Interest Rate Linked Interest Provisions:** Not applicable.
- (r) **Instalment Certificates:** The Certificates are not Instalment Certificates.
- (s) **Issuer Call Option:** Not applicable.
- (t) **Holder Put Option:** Not applicable.
- (u) **Automatic Early Redemption:** Applicable.
- (i) **Automatic Early Redemption Event:** **Single Standard Automatic Early Redemption**  
If on any Automatic Early Redemption Valuation Date the SPS AER Value is greater than or equal to the Automatic Early Redemption Level.
- (ii) **Automatic Early Redemption Payout:** **SPS Automatic Early Redemption Payout**  
NA x (AER Redemption Percentage + AER Exit Rate)  
**"AER Redemption Percentage"** is 100 per cent.  
**AER Exit Rate** means, in respect of a SPS ER Valuation Date, the AER Rate.  
**"SPS ER Valuation Date"** means the Settlement Price Date.  
**"Settlement Price Date"** means the Valuation Date.  
**"Valuation Date"** means the relevant Automatic Early Redemption Valuation Date.  
**"NA"** means Notional Amount.
- (iii) **Automatic Early Redemption Date(s):** 10 May 2022 (n=1), 09 June 2022 (n=2), 11 July 2022 (n=3), 09 August 2022 (n=4), 09 September 2022 (n=5), 10 October 2022 (n=6), 09 November 2022 (n=7), 12 December 2022 (n=8), 10 January 2023 (n=9), 09 February 2023 (n=10), 13 March 2023 (n=11), 11 April 2023 (n=12), 10 May 2023 (n=13), 09 June 2023 (n=14), 10 July 2023 (n=15), 09 August 2023 (n=16), 11 September 2023 (n=17), 10 October 2023 (n=18), 09 November 2023 (n=19), 11 December 2023 (n=20), 10 January 2024 (n=21), 09 February 2024 (n=22), 11 March 2024 (n=23), 09 April 2024 (n=24), 10 May 2024 (n=25), 11 June 2024 (n=26), 10 July 2024 (n=27), 09 August 2024 (n=28), 09 September 2024 (n=29), 10 October 2024 (n=30)
- (iv) **Observation Price Source:** Not applicable.
- (v) **Underlying Reference Level:** **SPS AER Valuation:** Applicable.  
**"SPS AER Value"** means the Underlying Reference Value.  
**"Underlying Reference Value"** means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.  
For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.  
**"Underlying Reference"** means as set out in §26(a) above.  
**"SPS Valuation Date"** means each Automatic Early Redemption Valuation

Date.

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

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

"**Basket**" is as set out in §26(a) above.

- (vi) **Automatic Early Redemption Level:** 100 per cent.
- (vii) **Automatic Early Redemption Percentage:** Not applicable.
- (viii) **AER Exit Rate:** AER Athena Up Rate

Cap: Not applicable

AER Athena Up Rate :

$\text{Max}(\text{ER Floor Percentage}(i), \text{ER Gearing}(i) \times (\text{ER Value}(i) - \text{ER Strike Percentage}(i)) + \text{ER Spread}(i)) + \text{ER Constant Percentage}(i)$

**ER Floor Percentage:** 0%;

**ER Gearing:** 100;

**ER Spread:** 0%;

**ER Strike Percentage:** 100%;

**ER Constant Percentage:** 0%;

**AER Rate** means 0 per cent.

**ER Value** means the Worst Value;

"**Worst Value**" means, in respect of a SPS Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date.

"**SPS Valuation Date**" means each SPS ER Valuation Date;

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

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

"**Valuation Date**" means the relevant Automatic Early Redemption Valuation Date;

"**Underlying Reference Value**" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

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

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

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

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

"**Basket**" is as set out in §26(a) above.

(ix) <b>Automatic Early Redemption Valuation Date(s):</b>	26 April 2022 (n=1), 26 May 2022 (n=2), 27 June 2022 (n=3), 26 July 2022 (n=4), 26 August 2022 (n=5), 26 September 2022 (n=6), 26 October 2022 (n=7), 28 November 2022 (n=8), 27 December 2022 (n=9), 26 January 2023 (n=10), 27 February 2023 (n=11), 27 March 2023 (n=12), 26 April 2023 (n=13), 26 May 2023 (n=14), 26 June 2023 (n=15), 26 July 2023 (n=16), 28 August 2023 (n=17), 26 September 2023 (n=18), 26 October 2023 (n=19), 27 November 2023 (n=20), 27 December 2023 (n=21), 26 January 2024 (n=22), 26 February 2024 (n=23), 26 March 2024 (n=24), 26 April 2024 (n=25), 28 May 2024 (n=26), 26 June 2024 (n=27), 26 July 2024 (n=28), 26 August 2024 (n=29), 26 September 2024 (n=30)
(v) <b>Strike Date:</b>	26 October 2021
(w) <b>Strike Price:</b>	Not applicable.
(x) <b>Redemption Valuation Date:</b>	28 October 2024
(y) <b>Averaging:</b>	Averaging does not apply to the Securities.
(z) <b>Observation Dates:</b>	Not applicable.
(aa) <b>Observation Period:</b>	Not applicable.
(bb) <b>Settlement Business Day:</b>	Not applicable.
(cc) <b>Cut-off Date:</b>	Not applicable.
(dd) <b>Identification information of Holders as provided by Condition 29:</b>	Not applicable.

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

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

#### PROVISIONS RELATING TO COLLATERAL AND SECURITY

49. <b>Secured Securities other than Notional Value Repack Securities:</b>	Not applicable.
50. <b>Notional Value Repack Securities:</b>	Not applicable.

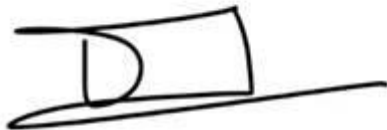


**Responsibility**

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

┌  
Signed on behalf of BNP Paribas Issuance B.V.

As Issuer:

A handwritten signature in black ink, consisting of a stylized 'F' and 'O' followed by a horizontal line.

By: Frédéric FOURRIER - Duly authorised

## PART B - OTHER INFORMATION

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

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

### 2. Ratings

The Securities have not been rated.

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

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

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

- (a) **Reasons for the Issue:** See "Use of Proceeds" in the Base Prospectus.
- (b) **Estimated net proceeds:** EUR Quanto 800,000
- (c) **Estimated total expenses:** The estimated total expenses are not available.

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

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

Information on each Share shall be available on the relevant website as set out below.

Past and further performances of each Share are available on the relevant Exchange website as set out in below and its volatility as well as the Exchange Rate may be obtained from the Calculation Agent by emailing [dl.privatebanks@bnpparibas.com](mailto:dl.privatebanks@bnpparibas.com)

**Place where information on the Underlying Share can be obtained:** **Adidas AG**  
Website: [www.adidas.com](http://www.adidas.com)

**Nike INC**  
Website: [www.nike.com](http://www.nike.com)

### 6. Operational Information

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

**If other than Euroclear Bank S.A./N.V., Clearstream Banking, S.A., Euroclear France, include the relevant identification number(s):** Valoren: 111919839  
CFI: DECVRB

**7. Amount of any expenses and taxes charged to the subscriber or purchaser:** 100.00% of the Notional Amount

### 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** None.

through bid and offer rates and a description of the main terms of their commitment:

## 9. Placing and Underwriting

Name(s) and address(es), to the extent known to the issuer, of the placers in the various countries where the offer takes place:

The Authorised Offerors identified in Paragraph 48 of Part A and identifiable from the Base Prospectus

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:

Not applicable.

Name and address of any paying agents and depository agents in each country (in addition to the Principal Paying Agent):

Not applicable.

Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements:

Not applicable.

When the underwriting agreement has been or will be reached:

No underwriting commitment is undertaken by the Authorised Offeror

## 10. EU Benchmarks Regulation

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

Not applicable.

# Summary

## Section A – Introduction and Warnings

### Warnings

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

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

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

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

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

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

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

EUR Quanto "Phoenix Snowball Worst-of" Certificates relating to 2 Shares - The securities are Certificates. International Securities Identification Number ("ISIN"): XS2316356299

### Identity and contact details of the issuer

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

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

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

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

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

### Date of approval of the prospectus

The Base Prospectus has been approved on 1 June 2021 under the approval number 21-196 by the AMF, as supplemented from time to time.

## Section B - Key information on the issuer

### Who is the issuer of the securities?

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

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

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

### Principal activities

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

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

### Major shareholders

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

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

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

The Managing Directors of BNP Paribas Finance B.V. are Edwin Herskovic, Erik Stroet, Folkert van Asma, Richard Daelman, Geert Lippens and Matthew Yandle.

### Identity of the issuer's statutory auditors

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

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

#### Key financial information

#### Income statement

	Year	Year-1	Interim	Comparative interim from same period in prior year
In €	31/12/2020	31/12/2019	30/06/2021	30/06/2020
Operating profit/loss	54,758	47,976	24,718	27,896

Balance sheet				
	Year	Year-1	Interim	Comparative interim from same period in prior year
In €	31/12/2020	31/12/2019	30/06/2021	30/06/2020
Net financial debt (long term debt plus short term debt minus cash)	69,621,531,827	64,938,742,676	94,686,587,018	80,868,819,411
Current ratio (current assets/current liabilities)	1	1	1	1
Debt to equity ratio (total liabilities/total shareholder equity)	112,649	112,828	148,764	135,904
Interest cover ratio (operating income/interest expense)	No interest expenses	No interest expenses	No interest expenses	No interest expenses
Cash flow statement				
	Year	Year-1	Interim	Comparative interim from same period in prior year
In €	31/12/2020	31/12/2019	30/06/2021	30/06/2020
Net Cash flows from operating activities	-563,228	661,222	656,425	-595,018
Net Cash flows from financing activities	0	0	0	0
Net Cash flows from investing activities	0	0	0	0

#### Qualifications in the audit report

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

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

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

### Section C - Key Information on the securities

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

##### Type, class and ISIN

EUR Quanto "Phoenix Snowball Worst-of" Certificates relating to 2 Shares - The securities are Certificates. International Securities Identification Number ("ISIN"): XS2316356299

##### 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. 800 Securities will be issued. The Securities will be redeemed on 11 November 2024.

##### 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.

The objective of this product is to provide you with a return based on the performance of underlying shares (each share, an Underlying). This product has a fixed term and will redeem on the Redemption Date unless redeemed early in accordance with the Automatic Early Redemption provisions below. The product may also pay coupon under predefined conditions in accordance with the Coupon provisions below.

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

On the Redemption Date you will receive in respect of each certificate, in addition to any final payment of a coupon:

1. If the Final Reference Price of the Worst-Performing Underlying is greater than or equal to 60% of its Initial Reference Price: a payment in cash of the Notional Amount.
2. If the Final Reference Price of the Worst-Performing Underlying is less than 60% of its Initial Reference Price:
  - a. If a Barrier Event has not occurred: a payment in cash equal to the Notional Amount.
  - b. If a Barrier Event has occurred: a payment in cash equal to the Notional Amount decreased by the Performance of the Worst-Performing Underlying. In this case you will suffer a partial or total loss of the Notional Amount.

**Coupon:** A conditional coupon is due for payment at the relevant Conditional Coupon Rate each time the following condition (Coupon Condition) is met: if, on a Coupon Valuation Date, the closing price of each underlying is greater than or equal to the relevant Conditional Coupon Barrier. Otherwise, the coupon is missed but not lost definitely. All missed coupons will accumulate and become payable only if the Coupon Condition is subsequently satisfied.

**Automatic Early Redemption:** If, on any Autocall Valuation Date, the closing price of each underlying is greater than or equal to 100% of its Initial Reference Price, the product will be redeemed on the corresponding Early Redemption Date. You will receive for each certificate a payment in cash equal to the Notional Amount plus the positive Performance of the Worst-Performing Underlying.

#### Where:

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

Strike Date	26 October 2021	Issue Price	100%
Issue Date	09 November 2021	Product Currency	EUR
Redemption Valuation Date	28 October 2024	Notional Amount (per certificate)	EUR 1,000
Redemption Date (maturity)	11 November 2024		
Coupon Valuation Date(s)	See Annex	Coupon Payment Date(s)	See Annex
Conditional Coupon Barrier(s)	See Annex	Conditional Coupon Rate(s)	See Annex

<b>Barrier</b>	60% of the Initial Reference Price	<b>Autocall Valuation Date(s)</b>	See Annex
<b>Early Redemption Date(s)</b>	See Annex		

<b>Underlying</b>	<b>Bloomberg Code</b>	<b>ISIN</b>
Adidas AG	ADS GY	DE000A1EWWW0
NIKE INC	NIKE UN	US6541061031

## ANNEX

### ► Coupon

Coupon Valuation Date(s)	Coupon Payment Date(s)	Conditional Coupon Barrier(s)	Conditional Coupon Rate(s)
26 November 2021	10 December 2021	65% of the Initial Reference Price	0.20% of the Notional Amount
27 December 2021	10 January 2022	65% of the Initial Reference Price	0.20% of the Notional Amount
26 January 2022	09 February 2022	65% of the Initial Reference Price	0.20% of the Notional Amount
28 February 2022	14 March 2022	65% of the Initial Reference Price	0.20% of the Notional Amount
28 March 2022	11 April 2022	65% of the Initial Reference Price	0.20% of the Notional Amount
26 April 2022	10 May 2022	65% of the Initial Reference Price	0.20% of the Notional Amount
26 May 2022	09 June 2022	65% of the Initial Reference Price	0.20% of the Notional Amount
27 June 2022	11 July 2022	65% of the Initial Reference Price	0.20% of the Notional Amount
26 July 2022	09 August 2022	65% of the Initial Reference Price	0.20% of the Notional Amount
26 August 2022	09 September 2022	65% of the Initial Reference Price	0.20% of the Notional Amount
26 September 2022	10 October 2022	65% of the Initial Reference Price	0.20% of the Notional Amount
26 October 2022	09 November 2022	65% of the Initial Reference Price	0.20% of the Notional Amount
28 November 2022	12 December 2022	65% of the Initial Reference Price	0.20% of the Notional Amount
27 December 2022	10 January 2023	65% of the Initial Reference Price	0.20% of the Notional Amount
26 January 2023	09 February 2023	65% of the Initial Reference Price	0.20% of the Notional Amount
27 February 2023	13 March 2023	65% of the Initial Reference Price	0.20% of the Notional Amount
27 March 2023	11 April 2023	65% of the Initial Reference Price	0.20% of the Notional Amount
26 April 2023	10 May 2023	65% of the Initial Reference Price	0.20% of the Notional Amount
26 May 2023	09 June 2023	65% of the Initial Reference Price	0.20% of the Notional Amount
26 June 2023	10 July 2023	65% of the Initial Reference Price	0.20% of the Notional Amount
26 July 2023	09 August 2023	65% of the Initial Reference Price	0.20% of the Notional Amount
28 August 2023	11 September 2023	65% of the Initial Reference Price	0.20% of the Notional Amount
26 September 2023	10 October 2023	65% of the Initial Reference Price	0.20% of the Notional Amount
26 October 2023	09 November 2023	65% of the Initial Reference Price	0.20% of the Notional Amount
27 November 2023	11 December 2023	65% of the Initial Reference Price	0.20% of the Notional Amount
27 December 2023	10 January 2024	65% of the Initial Reference Price	0.20% of the Notional Amount
26 January 2024	09 February 2024	65% of the Initial Reference Price	0.20% of the Notional Amount
26 February 2024	11 March 2024	65% of the Initial Reference Price	0.20% of the Notional Amount
26 March 2024	09 April 2024	65% of the Initial Reference Price	0.20% of the Notional Amount
26 April 2024	10 May 2024	65% of the Initial Reference Price	0.20% of the Notional Amount
28 May 2024	11 June 2024	65% of the Initial Reference Price	0.20% of the Notional Amount
26 June 2024	10 July 2024	65% of the Initial Reference Price	0.20% of the Notional Amount
26 July 2024	09 August 2024	65% of the Initial Reference Price	0.20% of the Notional Amount
26 August 2024	09 September 2024	65% of the Initial Reference Price	0.20% of the Notional Amount
26 September 2024	10 October 2024	65% of the Initial Reference Price	0.20% of the Notional Amount
28 October 2024	11 November 2024	65% of the Initial Reference Price	0.20% of the Notional Amount

### ► Automatic Early Redemption

Autocall Valuation Date(s)	Early Redemption Date(s)
26 April 2022	10 May 2022
26 May 2022	09 June 2022
27 June 2022	11 July 2022
26 July 2022	09 August 2022
26 August 2022	09 September 2022
26 September 2022	10 October 2022
26 October 2022	09 November 2022
28 November 2022	12 December 2022
27 December 2022	10 January 2023
26 January 2023	09 February 2023
27 February 2023	13 March 2023
27 March 2023	11 April 2023
26 April 2023	10 May 2023
26 May 2023	09 June 2023
26 June 2023	10 July 2023
26 July 2023	09 August 2023
28 August 2023	11 September 2023
26 September 2023	10 October 2023
26 October 2023	09 November 2023
27 November 2023	11 December 2023
27 December 2023	10 January 2024
26 January 2024	09 February 2024
26 February 2024	11 March 2024
26 March 2024	09 April 2024
26 April 2024	10 May 2024
28 May 2024	11 June 2024
26 June 2024	10 July 2024
26 July 2024	09 August 2024
26 August 2024	09 September 2024
26 September 2024	10 October 2024

**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 will, in respect of all Tranches in any Series, be grouped automatically for the defence of their common interests in a masse (the "Masse"). The Masse will act in part through a representative (the "Representative") and in part through a general meeting of the Holders (the "General Meeting") or decisions taken by written resolution (a "Written Resolution").

The names and addresses of the initial Representative of the Masse and its alternate are:

Name and address of the Representative: SELARL MCM AVOCAT - 10, rue de Sèze, 75009 Paris, France - Tel: +33 1 53 43 36 00 - Fax: +33 1 53 43 36 01 - Contact : rmo@avocat-mcm.com

Name and address of the alternate Representative: Maître Philippe MAISONNEUVE, Avocat - 10, rue de Sèze, 75009 Paris, France

#### Seniority of the securities

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

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

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

#### Dividend or payout policy

Not Applicable

#### Where will the securities be traded?

#### Admission to trading

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

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

#### Nature and scope of the guarantee

The obligations under the guarantee are senior preferred obligations (within the meaning of Article L.613-30-3-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 BNPP resulting from the application of a bail-in of BNPP by any relevant regulator (including in a situation where the Guarantee itself is not the subject of such bail-in).

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

#### Description of the guarantor



The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas ("BNPP" or the "Guarantor") pursuant to a French law deed of guarantee executed by BNPP 1 June 2021 (the "Guarantee").

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

BNPP's long-term credit ratings are A+ with a stable outlook (S&P Global Ratings Europe Limited), Aa3 with a stable outlook (Moody's Investors Service Ltd.), AA- with a stable outlook (Fitch Ratings Ireland Limited) (which is the long-term rating assigned to BNPP's senior preferred debt by Fitch Ratings Ireland Limited) and AA (low) with a stable outlook (DBRS Rating GmbH) and BNPP's short-term credit ratings are A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1+ (Fitch Ratings Ireland Limited.) and R-1 (middle) (DBRS Rating GmbH).

BNPP is a European leading provider of banking and financial services and has four domestic Retail Banking markets in Europe, namely in France, Belgium, Italy and Luxembourg. It operates in 66 countries and has nearly 190,000 employees, including nearly 150,000 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.

As at 30 June 2021, the main shareholders were Société Fédérale de Participations et d'Investissement ("SFPI") a public-interest société anonyme (public limited company) acting on behalf of the Belgian government state holding 7.7% of the share capital, BlackRock Inc. holding 6.0% of the share capital and Grand Duchy of Luxembourg holding 1.0% of the share capital.

<b>Key financial information for the purpose of assessing the guarantor's ability to fulfil its commitments under the guarantee</b>					
<b>Income statement</b>					
	<b>Year</b>	<b>Year-1</b>	<b>Year-2</b>	<b>Interim</b>	<b>Comparative interim from same period in prior year</b>
<b>In millions of €</b>	31/12/2020	31/12/2019	31/12/2018	30/06/2021	30/06/2020
<b>Net interest income</b>	21,312	21,127	21,062	10,823	10,707
<b>Net fee and commission income</b>	9,862	9,365	9,207	5,194	4,795
<b>Net gain on financial instruments</b>	7,146	7,464	6,118	4,283	4,025
<b>Revenues</b>	44,275	44,597	42,516	23,605	22,563
<b>Cost of risk</b>	-5,717	-3,203	-2,764	-1,709	-2,873
<b>Operating Income</b>	8,364	10,057	9,169	6,127	4,195
<b>Net income attributable to equity holders</b>	7,067	8,173	7,526	4,679	3,581
<b>Earnings per share (in euros)</b>	5.31	6.21	5.73	3.56	2.69
<b>Balance sheet</b>					
	<b>Year</b>	<b>Year-1</b>	<b>Year-2</b>	<b>Interim</b>	<b>Comparative interim from same period in prior year</b>
<b>In millions of €</b>	31/12/2020	31/12/2019	31/12/2018	30/06/2021	30/06/2020
<b>Total assets</b>	2,488,491	2,164,713	2,040,836	2,671,803	2,622,988
<b>Debt securities</b>	212,351	221,336	206,359	239,945	224,303
<b>Of which mid long term Senior Preferred</b>	82,086*	88,466*	88,381	n.a	n.a
<b>Subordinated debt</b>	23,325	20,896	18,414	24,071	22,555
<b>Loans and receivables from customers (net)</b>	809,533	805,777	765,871	825,226	828,053
<b>Deposits from customers</b>	940,991	834,667	796,548	1,000,870	963,183
<b>Shareholders' equity (Group share)</b>	112,799	107,453	101,467	115,991	111,469
<b>Doubtful loans/ gross outstandings**</b>	2.1%	2.2%	2.6%	2.1%	2.2%
<b>Common Equity Tier 1 capital (CET1) ratio</b>	12.8%	12.1%	11.8%	12.9%	12.4%
<b>Total Capital Ratio</b>	16.4%	15.5%	15%	16.5%	15.9%
<b>Leverage Ratio***</b>	4.9%	4.6%	4.5%	4%	4%

(\*) Regulatory scope

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

(\*\*\*) Taking into account the temporary exemption related to deposits with Eurosystem central banks (calculated in accordance with Regulation (EU) No. 2020/873, Article 500b). It amounts to 4.4% as at 31.12.20 excluding this effect.

#### **Most material risk factors pertaining to the guarantor**

1. A substantial increase in new provisions or a shortfall in the level of previously recorded provisions exposed to credit risk and counterparty risk could adversely affect the BNP Paribas Group's results of operations and financial condition
2. An interruption in or a breach of the BNP Paribas Group's information systems may cause substantial losses of client or customer information, damage to the BNP Paribas Group's reputation and result in financial losses
3. The BNP Paribas Group may incur significant losses on its trading and investment activities due to market fluctuations and volatility
4. Adjustments to the carrying value of the BNP Paribas Group's securities and derivatives portfolios and the BNP Paribas Group's own debt could have an adverse effect on its net income and shareholders' equity
5. The BNP Paribas Group's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in sovereign credit spreads or other factors
6. Adverse economic and financial conditions have in the past had and may in the future have an impact on the BNP Paribas Group and the markets in which it operates

7. Laws and regulations adopted in recent years, particularly in response to the global financial crisis, as well as new legislative proposals, may materially impact the BNP Paribas Group and the financial and economic environment in which it operates
8. The BNP Paribas Group may incur substantial fines and other administrative and criminal penalties for noncompliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties
9. Epidemics and pandemics, including the ongoing coronavirus (COVID-19) pandemic and their economic consequences may adversely affect the Group's business, operations, results and financial condition

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

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

There are also risks associated with the Securities, including:

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

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

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

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**

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

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

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

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

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

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

### ***Why is this prospectus being produced?***

#### **Use and estimated net amount of the proceeds**

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

Estimated net proceeds: EUR 800,000

#### **Underwriting agreement**

No underwriting commitment is undertaken by the Offeror

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

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

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

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

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