

**NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH REGULATION (EU) 2017/1129 AND/OR THE FINANCIAL SERVICES AND MARKETS ACT 2000 FOR THE ISSUE OF CERTIFICATES DESCRIBED BELOW**

**FINAL TERMS FOR EXEMPT SECURITIES DATED 25 MAY 2022**

**BNP Paribas Issuance B.V.**

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

Legal entity identifier (LEI): 7245009UXRIGIRYOBR48

**BNP Paribas**

*(incorporated in France)  
(as Guarantor)*

Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83

(Note, Warrant and Certificate Programme)

**Up to 2,950 EUR Zero Recovery Credit Linked Certificates with principal and interest at risk on a 12% to 24% tranche of the iTraxx® Europe Crossover Series 37 Version 1 due July 2027**

Any person making or intending to make an offer of Securities may only do so in circumstances in which no obligation arises for the Issuer, the Guarantor or any Manager to publish a prospectus pursuant to either of Article 3 of the Prospectus Regulation or Section 85 of the Financial Services and Markets Act 2000 or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

**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 for Exempt Securities (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published before the issue of any additional amount of Securities (the "**Supplements**") (provided that to the extent any such Supplement (i) is published after the date of these Final Terms for Exempt Securities 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 for Exempt Securities relate) (the "**Base Prospectus**"). This document constitutes the Final Terms for Exempt Securities of the Securities described herein and must be read in conjunction with the Base Prospectus to obtain all the relevant information. The Base Prospectus and any Supplement(s) to the Base Prospectus are available for viewing at <https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx> and copies may be obtained free of charge at the specified offices of the Security Agents.

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

These Final Terms for Exempt Securities 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 for Exempt Securities and references to "**Security**" shall be construed accordingly.

## **SPECIFIC PROVISIONS FOR EACH SERIES**

Series Number:	FICRT 8970 IZ
Tranche Number:	1
Number of Securities issued:	1,950
Number of Securities:	Up to 2,950 The number of Securities being issued as at the Issue Date is 1,950. The maximum number of Securities to be issued is up to 2,950. After the Issue Date, further additional amounts of Securities may be issued on other dates and at different Issue Prices up to the maximum number specified above. Any further amount of additional Securities shall be notified to the Clearing Systems by the Agent.
ISIN:	XS2372833256
Common Code:	237283325
Issue Price per Security:	100.00 per cent. of the Notional Amount
Scheduled Redemption Date:	5 July 2027
Specified Securities pursuant to Section No 871(m):	No

## **GENERAL PROVISIONS**

The following terms apply to each series of Securities:

1. Issuer: BNP Paribas Issuance B.V.
2. Guarantor: BNP Paribas
3. Trade Date: 17 May 2022
4. Issue Date and Interest Commencement Date: 25 May 2022
5. Consolidation: Not applicable
6. Type of Securities:
  - (a) Certificates
  - (b) The Securities are Credit Securities

The provisions of Annex 12 (Additional Terms and Conditions for Credit Securities) shall apply

7. Form of Securities: Clearing System Global Security
8. Business Day Centre(s): The applicable Business Day Centres for the purposes of the definition of "Business Day" in Condition 1 are London and a day upon which the TARGET2 System is open
9. Settlement: Settlement will be by way of cash payment (Cash Settled Securities)
10. Rounding Convention for Cash Settlement Amount: Not applicable
11. Variation of Settlement:
- (a) Issuer's option to vary settlement: The Issuer does not have the option to vary settlement in respect of the Securities
- (b) Variation of Settlement of Physical Delivery Securities: Not applicable
12. Final Payout: Not applicable
- Aggregation: Not applicable
13. Relevant Asset(s): Not applicable
14. Entitlement: Not applicable
15. Exchange Rate /Conversion Rate: Not applicable
16. Settlement Currency: The settlement currency for the payment of the Cash Settlement Amount is Euro ("EUR")
17. Syndication: The Securities will be distributed on a non-syndicated basis
18. Minimum Trading Size: EUR 1,000. For the avoidance of doubt, trading in amounts below the Minimum Trading Size is not permitted
19. Principal Security Agent: BNP Paribas Arbitrage S.N.C.
20. Registrar: Not applicable
21. Calculation Agent: BNP Paribas
22. Governing law: English 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: Not applicable
27. ETI Securities: Not applicable

- 28. Debt Securities: Not applicable
- 29. Commodity Securities: Not applicable
- 30. Inflation Index Securities: Not applicable
- 31. Currency Securities: Not applicable
- 32. Fund Securities: Not applicable
- 33. Futures Securities: Not applicable
- 34. Credit Security Provisions: Applicable

(a) Type of Credit Securities:

- (i) Single Reference Entity Credit Securities: Not applicable
- (ii) Nth-to-Default Credit Securities: Not applicable
- (iii) Basket Credit Securities: Not applicable
- (iv) Tranched Credit Securities: Applicable

Attachment Point: 12%

Exhaustion Point: 24%

Incurred Recoveries: Not applicable

(b) Credit Linkage:

- (i) Reference Entity(ies): Index Credit Securities:

Relevant Annex:

iTraxx Europe Crossover Series 37 Version 1

Index RED Code: 2I667KJP4;

Roll Date: 21 March 2022;

Annex Date: 16 March 2022.

Index Sponsor: Markit Indices Limited, or any successor thereto

- (ii) Transaction Type: As specified in the Relevant Annex
- (iii) Reference Entity Notional Amount/Reference Entity Weighting: As specified in the Relevant Annex
- (iv) Reference Obligation(s): Applicable

	Standard	Reference	As specified in the Relevant Annex
	Obligation:		
(v)	Credit Linked Interest Only:		Not applicable
(vi)	Credit-Linked Principal Only:		Not applicable
(c)	Terms relating to Credit Event Settlement		
(i)	Settlement Method:		Zero Recovery
(ii)	Credit Unwind Costs		Not applicable
(iii)	Settlement at Maturity:		Not applicable
(iv)	Settlement Currency		EUR
(d)	Miscellaneous Credit Terms		
(i)	Merger Event:		Applicable
			Merger Event Redemption Date: The date falling 10 business days after the delivery by the Issuer of the notice relating to the Merger Event
			Merger Type: Reference Entity/Holders Merger
(ii)	Credit Event Backstop Date:		The date that is 60 calendar days prior to the Trade Date
(iii)	Credit Observation Period End Date:		Applicable: 20 June 2027
(iv)	CoCo Supplement:		Not applicable
(v)	LPN Reference Entities:		Not applicable
(vi)	NTCE Provisions:		As per the Transaction Type
(vii)	Accrual of Interest upon Credit Event:		Accrual to: Interest Payment Date
(viii)	Interest following Scheduled Redemption:		Not applicable
(ix)	Hybrid Credit Securities:		Not applicable
(x)	Bonus Coupon Credit Securities:		Not applicable

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|--------|--|--|
| (xi)   | Additional Credit Security Disruption Events:    | Applicable<br>Change in Law: Applicable<br>Hedging Disruption: Applicable<br>Increased Cost of Hedging: Applicable<br>Disruption redemption basis: Fair Market Value |
| (xii)  | Change in Standard Terms and Market Conventions: | Applicable   |
| (xiii) | Hedging Link Provisions:                         | Applicable   |
| (xiv)  | Calculation and Settlement Suspension:           | Applicable   |
| (xv)   | Additional Credit Provisions:                    | Not applicable   |
35. Underlying Interest Rate Securities: Not applicable
36. Preference Share Certificates: Not applicable
37. OET Certificates: Not applicable
38. Illegality (Security Condition 7.1) and Force Majeure (Security Condition 7.2):  
 Illegality: redemption in accordance with Security Condition 7.1(d)  
 Force Majeure: redemption in accordance with Security Conditions 7.2(b)
39. Additional Disruption Events and Optional Additional Disruption Events:
- |     |  |                |
|-----|--|----------------|
| (a) | Additional Disruption Events:  | Not applicable |
| (b) | The following Optional Additional Disruption Events apply to the Securities:<br>Administrator/Benchmark Event                  |                |
| (c) | Redemption:<br>Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: | Not applicable |
40. Knock-in Event: Not applicable
41. Knock-out Event: Not applicable
- 42. EXERCISE, VALUATION AND REDEMPTION**
- |     |                                      |   |
|-----|--------------------------------------|---|
| (a) | Notional Amount of each Certificate: | EUR 1,000   |
| (b) | Partly Paid Certificates:            | The Certificates are not Partly Paid Certificates |
| (c) | Interest:                            | Applicable  |

		Coupon Switch: Not applicable
(i)	Interest Period(s):	As defined in the Conditions
(ii)	Interest Period End Date(s):	5 July in each year from and including 5 July 2023 to and including 5 July 2027
(iii)	Business Day Convention for Interest Period End Date(s):	None
(iv)	Interest Payment Date(s):	5 July in each year from and including 5 July 2023 to and including 5 July 2027, subject as provided in the Credit Security Conditions
(v)	Business Day Convention for Interest Payment Date(s):	Following
(vi)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Calculation Agent
(vii)	Margin(s):	Not applicable
(viii)	Minimum Interest Rate:	As per the Conditions
(ix)	Maximum Interest Rate:	Not applicable
(x)	Day Count Fraction:	30/360
(xi)	Determination Dates:	Not applicable
(xii)	Accrual to Redemption:	Not applicable Accrual to Preceding IPED: Not applicable
(xiii)	Rate of Interest:	Fixed Rate
(xiv)	Coupon Rate:	Not applicable
(d)	Fixed Rate Provisions:	Applicable
	(i) Fixed Rate(s) of Interest (excluding on overdue amounts after Scheduled Redemption Date or date set for early redemption):	13.20 per cent. per annum
	(ii) Fixed Coupon Amount(s):	Not applicable
(e)	Floating Rate Provisions	Not applicable
(f)	Linked Interest Certificates	Not applicable

(g)	Payment of Premium Amount(s):	Not applicable
(h)	Index Linked [Interest/Premium Amount] Certificates:	Not applicable
(i)	Share Linked/ETI Share Linked [Interest/Premium Amount] Certificates:	Not applicable
(j)	ETI Linked [Interest/Premium Amount] Certificates:	Not applicable
(k)	Debt Linked [Interest/Premium Amount] Certificates:	Not applicable
(l)	Commodity Linked [Interest/Premium Amount] Certificates:	Not applicable
(m)	Inflation Index Linked [Interest/Premium Amount] Certificates:	Not applicable
(n)	Currency Linked [Interest/Premium Amount] Certificates:	Not applicable
(o)	Fund Linked [Interest/Premium Amount] Certificates:	Not applicable
(p)	Futures Linked [Interest/Premium Amount] Certificates:	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:	Not applicable
(v)	Strike Date:	Not applicable
(w)	Strike Price:	Not applicable
(x)	Redemption Valuation Date:	Not applicable
(y)	Averaging:	Averaging does not apply to the Securities
(z)	Observation Dates:	Not applicable
(aa)	Observation Period:	Not applicable
(bb)	Settlement Business Day:	Not applicable



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|------|--|----------------|
| (cc) | Cut-off Date:  | Not applicable |
| (dd) | Security Threshold on the Issue Date:                              | Not applicable |
| (ee) | Identification information of Holders as provided by Condition 29: | Not applicable |

**DISTRIBUTION AND US SALES ELIGIBILITY**

- |            |  |   |
|------------|--|---|
| <b>43.</b> | U.S. Selling Restrictions:   | Not applicable – the Securities may not be legally or beneficially owned by or transferred to any U.S. person at any time |
| (a)        | Eligibility for sale of Securities in the United States to AIs (N.B. Only U.S. Securities issued by BNPP can be so eligible):  | The Securities are not eligible for sale in the United States.  |
| (b)        | Eligibility for sale of Securities in the United States to QIBs within the meaning of Rule 144A (N.B. except as provided in (c) below only U.S. Securities issued by BNPP can be so eligible):   | The Securities are not eligible for sale in the United States.  |
| (c)        | Eligibility for sale of Securities in the United States to QIBs within the meaning of Rule 144A who are also QPs within the meaning of the Investment Company Act (N.B. All U.S. Securities issued by BNPP B.V. must include these restrictions in lieu of restrictions in (a) or (b) above) | The Securities are not eligible for sale in the United States.  |
| <b>44.</b> | Additional U.S. Federal income tax considerations:   | The Securities are not Specified Securities for purposes of Section 871(m) of the U.S. Internal Revenue Code of 1986      |
| <b>45.</b> | Registered broker/dealer:  | Not applicable  |
| <b>46.</b> | TEFRA C or TEFRA Not Applicable:   | TEFRA Not Applicable  |
| <b>47.</b> | Prohibition of Sales to EEA and UK Retail Investors:   |   |
| (a)        | Selling Restriction:   | Not applicable  |
| (b)        | Legend:  | Not applicable  |
| <b>48.</b> | Notification under Section 309B(1)(c) of the SFA:  | Not applicable  |

**PROVISIONS RELATING TO COLLATERAL AND SECURITY**

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

50. Notional Value Repack Securities: Not applicable

**OTHER**

51. Other terms or special conditions: Not applicable

Signed on behalf of BNP Paribas Issuance B.V.

As Issuer:

By:  .....

Duly authorised

## **PART B – OTHER INFORMATION**

1. **Listing and Admission to trading**

Not applicable

2. **Ratings**

Ratings: The Securities have not been rated

3. **Performance of Underlying/Formula/Other Variable, Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying Reference**

The Issuer does not intend to provide post-issuance information

4. **Operational Information**

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

5. **Buy-back Provisions**

Not applicable

6. **Description of Charged Assets**

Not applicable