#### **FINAL TERMS FOR CERTIFICATES**

# **FINAL TERMS DATED 12 NOVEMBER 2020**

# **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

# Up to 5,000 EUR "Capped Double" Certificates relating to Solactive Governance Europe Select 50 PR Index due 31 December 2025

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. 20-233 on 2 June 2020

ISIN Code: XS2201045916

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

(as Manager)

The Securities are offered to the public in Ireland from 12 November 2020 to 21 December 2020.

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 or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

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

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

#### **PART A - CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 2 June 2020, 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 <a href="http://eqdpo.bnpparibas.com/XS2201045916">http://eqdpo.bnpparibas.com/XS2201045916</a> 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<br>Number | No. of<br>Securities<br>issued | No. of<br>Securities | ISIN         | Common<br>Code | Issue Price per Security | Redemption Date  |
|------------------|--------------------------------|----------------------|--------------|----------------|--------------------------|------------------|
| CE8215HOF        | Up to 5,000                    | Up to 5,000          | XS2201045916 | 220104591      | 100.00%                  | 31 December 2025 |

#### **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: 5 November 2020. 4 Issue Date and Interest 29 December 2020. **Commencement Date:** 

5. Consolidation: Not applicable. 6. Type of Securities: (a) Certificates.

(b) The Securities are Index Securities.

The provisions of Annex 2 (Additional Terms and Conditions for Index

Securities) shall apply.

Unwind Costs: Applicable.

7. Form of Securities: Clearing System Global Security.

8. Business Day Centre(s): The applicable Business Day Centre for the purposes of the definition of

"Business Day" in Condition 1 is 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:

Indexation Securities **SPS Payout:** 

**Certi Plus: Generic Securities** 

Constant Percentage 1+ Gearing Up x Option Up + Gearing Down x

Option Down

Where:

"Constant Percentage 1" is 100 per cent.

"Gearing Up" is 200 per cent.

"Option Up" means Up Call Spread.

"Up Call Spread" means Min (Max (Up Final Redemption Value - Up

Strike Percentage; Up Floor Percentage); Up Cap Percentage).

"Up Strike Percentage" means 100 per cent.

"Up Cap Percentage" means 19 per cent.

"Up Floor Percentage" means 0 per cent.

"Up Final Redemption Value" means the Average Underlying Reference Value.

"Strike Price Closing Value" is applicable.

"Average Underlying Reference Value" means, in respect of an Underlying Reference and a SPS Valuation Period, the arithmetic average of the Underlying Reference Value for such Underlying Reference for all the SPS Valuation Dates in such SPS Valuation Period.

"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 §25(a) below.

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

"Underlying Reference Strike Price" means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date;

"SPS Valuation Period" means the SPS Redemption Valuation Period.

**"SPS Redemption Valuation Period"** means the period from, and including, 23 December 2024 to, and including, 22 December 2025.

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

"SPS Redemption Valuation Date" means each Averaging Date.

Averaging Date is as set out in §42 (I).

"Valuation Date" means the Redemption Valuation Date.

"Gearing Down" is -100 per cent.

"Option Down" means Down Put Spread.

"Down Put Spread" means Min (Max (Down Strike Percentage – Down Final Redemption Value; Down Floor Percentage); Down Cap Percentage).

"Down Strike Percentage" means 100 per cent.

"Down Cap Percentage" means 15 per cent.

"Down Floor Percentage" means 0 per cent.

"Down Final Redemption Value" means the Average Underlying Reference Value.

"Strike Price Closing Value" is applicable.

"Average Underlying Reference Value" means, in respect of an Underlying Reference and a SPS Valuation Period, the arithmetic average of the Underlying Reference Value for such Underlying Reference for all the SPS Valuation Dates in such SPS Valuation Period.

"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 §25(a) below.

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

"Underlying Reference Strike Price" means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date;

"SPS Valuation Period" means the SPS Redemption Valuation Period.

"SPS Redemption Valuation Period" means the period from, and including, 23 December 2024 to, and including, 22 December 2025..

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

"SPS Redemption Valuation Date" means each Averaging Date.

Averaging Date is as set out in §42 (I).

13. Relevant Asset(s): Not applicable.

14. Entitlement: Not 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 Arbitrage S.N.C.

20. Registrar: Not applicable.

21. Calculation Agent: BNP Paribas Arbitrage S.N.C.

1 rue Laffitte 75009 Paris, France.

22. Governing law: English law.

Masse provisions (Condition 9.4): Not applicable.

24. Hybrid Securities: Not applicable.

25. Index Securities: Applicable.

> (a) Index/Basket of Indices/Index Sponsor(s):

The "Underlying Index" is the Solactive Governance Europe Select 50

PR Index (Bloomberg Code: SOGOVESP).

Solactive AG or any successor thereto is the Index Sponsor.

The Solactive Governance Europe Select 50 PR Index is a Multi-

Exchange Index.

For the purposes of the Conditions, the Underlying Index shall be deemed

an Index.

(b) Index Currency: EUR.

(c) Exchange(s): As set out in Annex 2 for a Composite Index.

(d) Related Exchange(s): Not applicable.

(e) Exchange Business Day: Single Index Basis.

Exchange/Related Exchange: Applicable

(f) Scheduled Trading Day: Single Index Basis.

Exchange/Related Exchange: Applicable

(g) Weighting: Not applicable. (h) Settlement Price: Not applicable

(i) Specified Maximum Days of Disruption:

three (3) Scheduled Trading Days.

(i) Valuation Time: As per Conditions.

(k) Redemption on Occurrence of an Index

**Adjustments Event:** 

Delayed Redemption on Occurrence of an Index Adjustment Event: Not

applicable.

(1) Index Correction Period: As per Conditions.

(m) Additional provisions applicable to Custom

Indices:

Not applicable.

(n) Additional provisions applicable to Futures

**Price Valuation:** 

Not applicable.

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: 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 Condition 7.2(b).

39. Additional Disruption Events and Optional Additional Disruption Events:

(a) Additional Disruption Events: Applicable.

(b) The following Optional Additional Disruption Events apply to the

Securities: Administrator/Benchmark Event.

(c) Redemption:

Delayed Redemption on Occurrence of an Additional Disruption Event

and/or Optional Additional Disruption Event: Not applicable.

40. Knock-in Event: Not applicable.

41. Knock-out Event: Not applicable.

42. EXERCISE, VALUATION AND REDEMPTION

(a) Notional Amount of each Certificate:

EUR 1,000

(b) Partly Paid Certificates: The Certificates are not Partly Paid Certificates.

(c) Interest: Not applicable.

(d) Fixed Rate Provisions: 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 Certificates:

Not applicable.

(i) Share Linked Interest Certificates:

Not applicable.

(j) ETI Linked Interest Certificates:

Not applicable.

(k) Debt Linked Interest Certificates:

Not applicable.

(l) Commodity Linked Interest Certificates:

Not applicable.

(m) Inflation Index Linked Interest Certificates:

Not applicable.

(n) Currency Linked Interest Certificates:

Not applicable.

(o) Fund Linked Interest

Certificates:

Not applicable.

(p) Futures Linked Interest 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.

**Automatic Early** Not applicable. Redemption:

(v) Strike Date: 21 December 2020

(w) Strike Price: Not applicable.

**Redemption Valuation** 22 December 2025. Date:

(y) Averaging: Averaging applies to the Securities.

> The averaging Dates are: 23 December 2024 (n = 1), 22 January 2025 (n = 2), 24 February 2025 (n = 3), 24 March 2025 (n = 4), 22 April 2025 (n = 5), 22 May 2025 (n = 6), 23 June 2025 (n = 7), 22 July 2025 (n = 8), 22 August 2025 (n = 9), 22 September 2025 (n = 10), 22 October 2025 (n = 11), 24 November 2025 (n = 12) and the Redemption Valuation Date (n =

In the event that an Averaging Date is a Disrupted Day, Postponement will apply.

(z) Observation Dates: Not applicable.

(aa) Observation Period: Not applicable.

(bb) Settlement Business Day: Not applicable.

(cc) Cut-off Date: Not applicable.

(dd) Identification information of Holders as provided by

Not applicable.

Condition 29:

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

43. 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.

44. Additional U.S. Federal income tax

considerations:

The Securities are not Specified Securities for the purpose of Section

871(m) of the U.S. Internal Revenue Code of 1986.

45. Registered broker/dealer: Not applicable.

46. TEFRA C or TEFRA Not Applicable: TEFRA Not Applicable.

47. Non exempt Offer: Applicable.

> **Non-exempt Offer** (i)

Republic of Ireland. Jurisdictions:

(ii) Offer Period: From, and including, 12 November 2020 until, and including, 21

December 2020, subject to any early closing, as indicated in Part B, item

Financial intermediaries MMPI Limited,

granted specific consent to use the Base 101 Morehampton Road,

Prospectus in accordance with the Dublin, Conditions in it: Ireland

LEI: 635400UOTXLCCIEV7A24

(the "Authorised Offeror")

General Consent: Not applicable.

(v) **Other Authorised Offeror** Not applicable. Terms:

48. Prohibition of Sales to EEA and UK

#### **Retail Investors:**

(a) Selling Restriction: Not applicable.(b) Legend: 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.

# Responsibility

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

Signed on behalf of BNP Paribas Issuance B.V.

As Issuer:

By: Camille LAMY. Duly authorized

#### **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 offer of the Securities has an interest material to the offer.

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

(a) Reasons for the Issue: A portion of the net proceeds from the issue of the Securities will be

allocated to finance the plantation of one tree for each 1,000 euros

invested in the Securities (or euros equivalent invested).

The remaining balance of the net proceeds will become part of the

general funds of the Issuer.

The plantation will be organized by a plantation partner in one or several forestry projects. The plantation partner will ensure that the trees are planted during the plantation season starting from 2020 and ending in

2021.

Forestry projects will be located in Europe, Asia, Africa or South America.

(b) Estimated net proceeds: Up to EUR 5,000,000.00

(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 Index shall be available on the relevant website as set out below.

Past and further performances of each Index are available on the relevant Index Sponsor website as set out in below and its volatility as well as the Exchange Rate may be obtained from the Calculation Agent by emailing <a href="mailto:sps.ireland@uk.bnpparibas.com">sps.ireland@uk.bnpparibas.com</a>

Place where information on the Underlying Index can be

Solactive Governance Europe Select 50 PR Index

**obtained:** Website: <a href="https://www.solactive.com">https://www.solactive.com</a>

## **Index Disclaimer**

#### Solactive Governance Europe Select 50 PR Index

The issue of the Securities is not sponsored, endorsed, sold, or promoted by any index to which the return on the Securities is linked (an "Index", including any successor index) or any index sponsor of an Index to which the return on the Securities is linked (an "Index Sponsor") and no Index Sponsor makes any representation whatsoever, whether express or implied, either as to the results to be obtained from the use of an Index and/or the levels at which an Index stands at any particular time on any particular date or otherwise. No Index or Index Sponsor shall be liable (whether in negligence or otherwise) to any person for any error in an Index and an Index Sponsor is under no obligation to advise any person of any error therein. No Index Sponsor is making any representation whatsoever, whether express or implied, as to the advisability of purchasing or assuming any risk in connection with the Securities. Neither the Issuer nor the Guarantor shall have any liability for any act

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

#### 6. Operational Information

Relevant Clearing System(s):

Euroclear and Clearstream Luxembourg.

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

Offer Price:

The offer price of the Certificates is EUR 1,000 per Certificate, of which commissions of a maximum of 1 per cent. per annum (all tax included) shall be retained by the Authorised Offeror.

Conditions to which the offer is subject:

The offer of the Securities is conditional on their issue.

The Issuer reserves the right to withdraw the offer of the Securities and cancel the issuance of the Securities for any reason, in accordance with the Authorised Offeror 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 Securities. Such an event will be notified to investors via the following link :

# http://eqdpo.bnpparibas.com/XS2201045916

The Issuer will in its sole discretion determine the final amount of Securities issued up to a limit of 5,000 Securities. The final amount that are issued on the Issue Date will be listed on the Luxembourg Stock Exchange. Securities will be allotted subject to availability in the order of receipt of investors' applications. The final amount of the Securities 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 Securities which have been agreed to be purchased as of the Issue Date.

The Offer Period may be closed early as determined by Issuer in its sole discretion and notified on or around such earlier date by publication on the following webpage:

http://eqdpo.bnpparibas.com/XS2201045916

The Issuer reserves the right to extend the Offer Period. The Issuer will inform of the extension of the Offer Period by means of a notice to be published on the following webpage:

http://eqdpo.bnpparibas.com/XS2201045916

The Issuer reserves the right to increase the number of Securities to be issued during the Offer Period. The Issuer will inform the public of the size increase by means of a notice to be published on the following webpage:

http://eqdpo.bnpparibas.com/XS2201045916

**Description of the application process:** 

From, and including, 12 November 2020 to 21 December 2020, or such earlier date as the Issuer determines as notified on or around such earlier date by (i) loading the following link:

http://eqdpo.bnpparibas.com/XS2201045916

Application to subscribe for the Securities can be made in Republic of Ireland through the Authorised Offeror. The distribution activity will be carried out in accordance with the usual procedures of the Authorised Offeror. The Authorised Offeror is responsible for the notification of any withdrawal right applicable in relation to the offer of the Securities to potential investors. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription for the Securities. By purchasing the Securities, the holders of the Securities are deemed to have knowledge of all the Conditions of the Securities and to accept said Conditions.

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

Minimum purchase amount per investor: One (1) Certificate.

Maximum subscription amount per investor: The number of Securities issued as set out in SPECIFIC PROVISIONS FOR EACH SERIES in Part  ${\tt A}$ 

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

There are no pre-identified allotment criteria.

The Authorised Offeror will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities 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 amounts paid in excess amount paid by applicants:

Not applicable.

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

The Securities will be issued on the Issue Date against payment to the Issuer by the Authorised Offeror of the gross subscription moneys.

The Securities are cleared through the clearing systems and are due to be delivered through the Authorised Offeror on or around the Issue Date.

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

Publication on the following website:

http://eqdpo.bnpparibas.com/XS2201045916

on or around the Issue Date.

Procedure for exercise of any right of preemption, negotiability of subscription rights and treatment of subscription rights not exercised:

Not applicable.

Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:

In the case of over subscription, allotted amounts will be notified to applicants on the following website:

http://eqdpo.bnpparibas.com/XS2201045916

on or around the Issue Date.

No dealing in the Certificates may begin before any such notification is made.

In all other cases, allotted amounts will be equal to the amount of the application, and no further notification shall be made.

In all cases, no dealing in the Certificates may take place prior to the Issue Date.

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

| Series    | Issue Price  | Expenses    |
|-----------|--------------|-------------|
| Number    | per Security | included in |
|           |              | the Issue   |
|           |              | Price       |
| CE8215HOF | 100%         | 4.77%       |

#### 8. Intermediaries with a firm commitment to act

Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and a description of the main terms of their commitment:

None.

#### 9. Placing and Underwriting

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

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

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

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 Authorised Offerors identified in Paragraph 47 of Part A and identifiable from the Base Prospectus

Not applicable.

Not applicable.

MMPI LIMITED, 101 Morehampton Road, Dublin, Ireland

LEI: 635400UOTXLCCIEV7A24

(the "Authorised Offeror")

No underwriting commitment is undertaken by the Authorised Offeror

When the underwriting agreement has been or will be reached:

Not applicable.

#### 10. EU Benchmarks Regulation

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

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

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

Regulation (Regulation (EU) 2016/1011) (the "BMR"), as specified in the table below.

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

| Benchmark   | Administrator | Register |
|---|---------------|----------|
| Solactive Governance Europe<br>Select 50 PR Index | Solactive AG  | Included |

# **Summary**

# Section A - Introduction and Warnings

#### Warnings

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

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

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

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

Civil liability in any such Member State attaches to the Issuer or the Guarantor 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 "Capped Double Note" Certificates linked to Solactive Governance Europe Select 50 PR Index- The securities are Certificates. International Securities Identification Number ("ISIN"): XS2201045916.

#### 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

Offeror: MMPI LIMITED, 101 Morehampton Rd, Dublin 4, Ireland D04 T0C2. The legal entity identifier of the Offeror is 635400UOTXLCCIEV7A24

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 2 June 2020 under the approval number 20-233 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 negative 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  |                               |            |            |            |  |  |  |
|   | Comparative interim from same |            |            |            |  |  |  |
| Year Year-1 Interim period in prior year                    |                               |            |            |            |  |  |  |
| ln€   | 31/12/2019                    | 31/12/2018 | 30/06/2020 | 30/06/2019 |  |  |  |
| Operating profit/loss                                       | 47.976                        | 39.967     | 27.896     | 27.516     |  |  |  |

| Balance sheet   |                |                |                |  |  |  |
|---|----------------|----------------|----------------|--|--|--|
|   | Year           | Year-1         | Interim        | Comparative interim from same period in prior year |  |  |
| ln €  | 31/12/2019     | 31/12/2018     | 30/06/2020     | 30/06/2019   |  |  |
| Net financial debt (long term debt plus short term debt minus cash) | 64,938,742,676 | 56,232,036,938 | 80,868,819,411 | 67,131,860,338                                     |  |  |
| Current ratio (current assets/current liabilities)                  | 1              | 1              | 1              | 1  |  |  |
| Debt to equity ratio (total liabilities/total shareholder           | 112,828        | 103,624        | 135,904        | 119,864  |  |  |
| equity)   |                |                |                |  |  |  |
| Interest cover ratio (operating income/interest                     | No interest    | No interest    | No interest    | No interest expenses                               |  |  |
| expense)  | expenses       | expenses       | expenses       |  |  |  |
|   | Cash flo       | ow statement   |                |  |  |  |
|   |                |                |                | Comparative interim from same                      |  |  |
|   | Year           | Year-1         | Interim        | period in prior year                               |  |  |
| In €  | 31/12/2019     | 31/12/2018     | 30/06/2020     | 30/06/2019   |  |  |
| Net Cash flows from operating activities                            | 661,222        | -153,286       | -595,018       | 349,674  |  |  |
| 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 "Capped Double Note" Certificates linked to Solactive Governance Europe Select 50 PR Index - The securities are Certificates. International Securities Identification Number ("ISIN"): XS2201045916.

# 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. Up to 5,000 Securities will be issued. The Securities will be redeemed on 31 December 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 underlying index. On the Redemption Date you will receive in respect of each certificate:

- 1. If the Final Reference Price is greater than or equal to 119% of the Initial Reference Price: a payment in cash of 138% of the Notional Amount
- 2. If the Final Reference Price is less than 119% of the Initial Reference Price:
- a. If the Final Reference Price is greater than or equal to 100% of the Initial Reference Price: a payment in cash equal to the Notional Amount increased by 200% of the Performance of the Underlying.
- b. If the Final Reference Price is less than 100% of the Initial Reference Price: a payment in cash equal to the Notional Amount decreased by the Performance of the Underlying. However, the minimum payment will be 85% of the Notional Amount. In this case you will suffer a partial loss of the Notional Amount.

#### Where:

- 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 Initial Reference Price is the closing price of the Underlying on the Strike Date.
- The Final Reference Price is the arithmetic average of the closing prices of the Underlying on the Final Averaging Dates.

| Strike Date                | 21 December 2020   |
|----------------------------|--|
| Issue Date                 | 29 December 2020   |
| Redemption Valuation Date  | 22 December 2025   |
| Redemption Date (maturity) | 31 December 2025   |
| Final Averaging Date(s)    | 23 December 2024, 22 January 2025, 24<br>February 2025, 24 March 2025, 22 April<br>2025, 22 May 2025, 23 June 2025, 22<br>July 2025, 22 August 2025, 22<br>September 2025, 22 October 2025, 24<br>November 2025 and 22 December 2025 |

| Issue Price                       | 100%      |
|-----------------------------------|-----------|
| Product Currency                  | EUR       |
| Notional Amount (per certificate) | EUR 1,000 |

| Underlying                                     | Bloomberg Code |
|--|----------------|
| Solactive Governance Europe Select 50 PR Index | SOGOVESP       |

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.

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 an English law deed of garantee executed by BNPP 2 June 2020 (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): ROMUWSFPU8MPRO8K5P83.

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).

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 more than 197,000 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.

Main shareholders as at 30 June 2020: 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 6.1% of the share capital; Grand Duchy of Luxembourg holding 1.0% of the share capital.

| Key financial information for the purpose of assessing the guarantor's ability to fulfil its commitments under the guarantee |            |            |            |            |            |  |  |
|--|------------|------------|------------|------------|------------|--|--|
| Income statement   |            |            |            |            |            |  |  |
| Year Year-1 Year-2 Interim same period ir  |            |            |            |            |            |  |  |
| In millions of €   | 31/12/2019 | 31/12/2018 | 31/12/2017 | 30/06/2020 | 30/06/2019 |  |  |
| Net interest income  | 21,127     | 21,062     | 21,191     | 10,107     | 10,498     |  |  |
| Net fee and commission income  | 9,365      | 9,207      | 9,430      | 4,795      | 4,469      |  |  |
| Net gain on financial instruments  | 7,464      | 6,118      | 7,112      | 4,025      | 3,910      |  |  |
| Revenues   | 44,597     | 42,516     | 43,161     | 25,563     | 22,368     |  |  |
| Cost of Risk   | -3,203     | -2,764     | -2,907     | -2,873     | -1,390     |  |  |
| Operating Income   | 10,057     | 9,169      | 10,310     | 4,195      | 5,094      |  |  |
| Net income attributable to equity holders  | 8,173      | 7,526      | 7,759      | 3,581      | 4,386      |  |  |
| Earnings per share (in euros)  | 6.21       | 5.73       | 6.05       | 2.69       | 3.35       |  |  |

| Balance sheet                       |            |            |            |            |  |  |
|-------------------------------------|------------|------------|------------|------------|--|--|
|                                     | Year       | Year-1     | Year-2     | Interim    | Comparative interim from same period in prior year |  |
| In millions of €                    | 31/12/2019 | 31/12/2018 | 31/12/2017 | 30/06/2020 | 30/06/2019   |  |
| Total assets                        | 2,164,713  | 2,040,836  | 1,952,166  | 2,622,988  | 2,372,620  |  |
| Debt securities                     | 221,336    | 206,359    | 198,646    | 224,303    | 230,086  |  |
| Of which mid long term Senior       | 88,466*    | 88,381*    | 88,432     | n.a        | n.a  |  |
| Preferred                           |            |            |            |            |  |  |
| Subordinated debt                   | 20,896     | 18,414     | 16,787     | 22,555     | 19,507   |  |
| Loans and receivables from          | 805,777    | 765,871    | 735,013    | 828,053    | 793,960  |  |
| customers (net)                     |            |            |            |            |  |  |
| Deposits from customers             | 834,667    | 796,548    | 760,941    | 963,183    | 833,265  |  |
| Shareholders' equity (Group share)  | 107,453    | 101,467    | 101,983    | 111,469    | 104,135  |  |
| Doubtful loans/ gross               | 2.2%       | 2.6%       | 3.3%       | 2.2%       | 2.5%   |  |
| outstandings**                      |            |            |            |            |  |  |
| Common Equity Tier 1 capital (CET1) | 12.1%      | 11.8%      | 11.9%      | 12.4%      | 11.9%  |  |
| ratio                               |            |            |            |            |  |  |
| Total Capital Ratio                 | 15.5%      | 15%        | 14.8%      | 15.9%      | 15.2%  |  |
| Leverage Ratio                      | 4.6%       | 4.5%       | 4.6%       | 4%         | 4.1%   |  |

<sup>(\*)</sup> Regulatory scope

#### 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 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 the capital protection applies only at Maturity.

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

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

Exposure to indices, adjustment 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 12 November 2020 to and including 21 December 2020, 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).

<sup>(&</sup>quot;) 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).

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

Offeror: MMPI LIMITED, 101 Morehampton Rd, Dublin 4, Ireland D04 T0C2. The legal entity identifier of the Offeror is 635400UOTXLCCIEV7A24

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.

A portion of the net proceeds from the issue of the Securities will be allocated to finance the plantation of one tree for each 1,000 euros invested in the Securities (or euros equivalent invested). The remaining balance of the net proceeds will become part of the general funds of the Issuer. The plantation will be organized by a plantation partner in one or several forestry projects. The plantation partner will ensure that the trees are planted during the plantation season starting from 2020 and ending in 2021. Forestry projects will be located in Europe, Asia, Africa or South America.

Estimated net proceeds: Up to EUR 5,000,000

# **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.