

**FINAL TERMS DATED 21 JULY 2017**

**BNP Paribas Issuance B.V.**

*(formerly BNP Paribas Issuance B.V.)*

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

**BNP Paribas**

*(incorporated in France)  
(as Guarantor)*

**10,000 Certificates linked to a hybrid basket of Funds and an Index due 29 September 2022**

under the Note, Warrant and Certificate Programme

of BNP Paribas Issuance B.V., BNP Paribas and BNP Paribas Fortis Funding

**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 or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, 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 7 June 2017, 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) provide for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitute a base prospectus for the purposes of Directive 2003/71EC (the "**Prospective Directive**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on BNP Paribas Issuance B.V. (the "**Issuer**"), BNP Paribas (the "**Guarantor**") and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and any Supplements to the Base Prospectus and these Final Terms 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. The Base Prospectus, these Final Terms and the Supplements to the Base Prospectus will also be available on the AMF website [www.amf-france.org](http://www.amf-france.org).

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**

<b>SERIES NUMBER</b>	<b>NO. SECURITIES ISSUED</b>	<b>OF NO SECURITIES</b>	<b>OF ISIN</b>	<b>COMMON CODE</b>	<b>ISSUE PRICE PER SECURITY</b>	<b>REDEMPTION DATE</b>
CE2504IVL	10,000	10,000	XS1582794795	158279479	100% of Notional Amount	the 29 September 2022

#### **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: 30 June 2017
4. Issue Date: 29 September 2017
5. Consolidation: Not applicable
6. Type of Securities:
  - (a) Certificates
  - (b) The Securities are Hybrid Securities.

The provisions of Annex 2 (*Additional Terms and Conditions for Index Securities*) and Annex 9 (*Additional Terms and Conditions for Fund 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 is TARGET2 System.

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

## SPS Payouts

### *Vanilla Call Securities*

Constant Percentage 1 + Gearing \* Max(Final Redemption Value – Strike Percentage; Floor Percentage)

where:

**Average Basket Value** means in respect of a SPS Valuation Period, the arithmetic average of the Basket Values for all the SPS Valuation Dates in such SPS Valuation Period.

**Basket Value** means in respect of a SPS Valuation Date, the sum of the values calculated for each Underlying Reference in the Basket as (a) the Underlying Reference Value for such Underlying Reference in respect of such SPS Valuation Date multiplied by (b) the relevant Underlying Reference Weighting.

**Constant Percentage 1** means 95%.

**Final Redemption Value** means the Average Basket Value.

**Floor Percentage** means 0%.

**Gearing** means 100%.

**SPS Redemption Valuation Dates** means each Averaging Date.

**SPS Redemption Valuation Period** means the period from and including 22 March 2021 to and including 22 September 2022.

**SPS Valuation Dates** means the SPS Redemption Valuation Dates.

**SPS Valuation Period** means SPS Redemption Valuation Period.

**Strike Price Closing Value:** Applicable.

**Strike Percentage** means 100%.

**Underlying Reference** means each Fund as set out in item 32(a) and the Index as set out in item 25(a).

**Underlying Reference Closing Price Value** means, in respect of a SPS

Valuation Date and the Funds, the NAV per Fund Share and in respect of the Index, 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.

**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 Weighting** means as set out in item 25(g) and item 32(a)

	Payout Switch:	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 ( <b>EUR</b> ).
17.	Syndication:	The Securities will be distributed on a non-syndicated basis.
18.	Minimum Trading Size:	One (1) Certificate and integral multiples of one (1) Certificate thereafter.
19.	Principal Security Agent:	BNP Paribas Arbitrage S.N.C., 160-162 boulevard MacDonald, 75019, Paris, France
20.	Registrar:	Not applicable
21.	Calculation Agent:	BNP Paribas Arbitrage S.N.C., 160-162 boulevard MacDonald, 75019, Paris, France
22.	Governing law:	English law
23.	<i>Masse</i> provisions (Condition 9.4):	Not Applicable

#### PRODUCT SPECIFIC PROVISIONS

24.	Hybrid Securities:	Applicable
	(a)	The Securities are linked to each of the types of Underlying Reference (each a " <b>Type of Underlying Reference</b> ") set out in the table below. The terms and conditions of the Securities will be construed on the basis that in respect of each separate Type of

Underlying Reference, the relevant terms applicable to each such separate Type of Underlying Reference will apply, as the context admits, separately and independently in respect of the relevant Type of Underlying Reference, subject as provided in (b) below.

Type of Underlying Reference

Index See item 25

Fund See item 32

(b) Hybrid Business Day Applicable

**"Hybrid Business Day"** means a day which is a Scheduled Trading Day (as defined in the relevant Annex and completed in the applicable Final Terms) for each Type of Underlying Reference specified in the applicable Final Terms

25. Index Securities: Applicable
- (a) Index/Basket Indices/Index Sponsor(s): of Solactive Deep Value Atlantic Index (Bloomberg: SOLADVSP Index)  
The Index Sponsor is Solactive AG or any successor thereto  
The Index is a Multi-Exchange Index.
  - (b) Index Currency: EUR
  - (c) Exchange(s): As per Conditions.
  - (d) Related Exchange(s): All Exchanges.
  - (e) Exchange Business Day: Single Index Basis
  - (f) Scheduled Trading Day: Single Index Basis
  - (g) Weighting: The weighting to be applied to the Index to ascertain the Settlement Price is 25%
  - (h) Settlement Price: Official closing level
  - (i) Specified Maximum Days of Disruption: Five (5) Scheduled Trading Days
  - (j) Valuation Time: As per Conditions
  - (k) Redemption on Occurrence of an Index Adjustment Event: Delayed Redemption on Occurrence of an Index Adjustment Event: Not applicable
  - (l) Index Correction Period: As per Conditions

(m) Additional provisions applicable to Custom Indices: Not applicable

(n) Additional provisions applicable to Futures Price Valuation: Not applicable

- 26. 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: Applicable

Fund/Fund Basket:

(a) Fund/Fund Basket/Fund Index/Fund Indices: The Funds in the Fund Basket are as follows:

<b>i</b>	<b>Fund</b>	<b>Bloomberg Screen Page</b>	<b>Underlying Reference Weighting</b>	<b>Fund ISIN</b>	<b>Currency</b>
1	Old Mutual Equity Absolute Return Fund	OMEAEHA ID Equity	25%	IE00BLP5S460	EUR
2	M&G Optimal Income Fund	MGOIAEA LN Equity	25%	GB00B1VMCY93	EUR
3	Pictet Multi Asset Global Opportunities	PCMAGOR LX Equity	25%	LU0941349275	EUR

The Funds are Mutual Funds.

- (b) Fund Share(s): As per Conditions
- (c) Fund Documents: As per Conditions
- (d) Fund Business Day: Per Fund Share Basis
- (e) Maximum Days of Disruption: As per Conditions
- (f) Fund Service Provider: As per Conditions

- (g) Calculation Date(s): As per Conditions
- (h) Initial Calculation Strike Date  
Date:
- (i) Final Calculation Date: Redemption Valuation Date
- (j) Hedging Date: Strike Date
- (k) AUM Level: As per Conditions
- (l) NAV Trigger As per Conditions  
Percentage:
- (m) NAV Trigger Period: Ten (10) Fund Business Days
- (n) Number of NAV As per Conditions  
Publication Days:
- (o) Basket Trigger Level: Not applicable
- (p) Termination Amount: Principal Protected Termination Amount
- (q) Simple Interest Spread: Not applicable
- (r) Termination Date: As per Conditions
- (s) Delayed Redemption Not applicable  
on Occurrence of an  
Extraordinary Fund  
Event:
- (t) Delayed Payment Cut- As per Conditions  
off Date:
- (u) Weighting: The weighting to be applied to each Fund Share comprising the Fund  
Basket is set out in item 32(a) under the column entitled "Underlying  
Reference Weighting".
- (v) Protected Amount: Not applicable
- (w) Redemption on Delayed Redemption on Occurrence of a Fund Index Adjustment Event:  
Occurrence of a Fund Not applicable  
Index Adjustment  
Event:
- 33.** Futures Securities: Not applicable
- 34.** Credit Securities: Not applicable
- 35.** Underlying Interest Rate Not applicable  
Securities:
- 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: Not applicable
  - (b) The following Optional Additional Disruption Events apply to the Securities: Not applicable
  - (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 EUR1,000 each Certificate:
  - (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) Screen Rate Determination: Not applicable
  - (g) ISDA Determination: Not applicable
  - (h) FBF Determination: Not applicable
  - (i) Linked Interest Certificates: Not applicable
  - (j) Payment of Premium Amount(s): Not applicable
  - (k) Index Linked [Interest/Premium Amount] Certificates: Not applicable
  - (l) Share Linked [Interest/Premium



- Amount] Certificates:
- (m) ETI                      Linked    Not applicable  
[Interest/Premium  
Amount] Certificates:
- (n) Debt                      Linked    Not applicable  
[Interest/Premium  
Amount] Certificates:
- (o) Commodity            Linked    Not applicable  
[Interest/Premium  
Amount] Certificates:
- (p) Inflation              Linked    Not applicable  
[Interest/Premium  
Amount] Certificates:
- (q) Currency              Linked    Not applicable  
[Interest/Premium  
Amount] Certificates:
- (r) Fund                      Linked    Not applicable  
[Interest/Premium  
Amount] Certificates:
- (s) Futures                  Linked    Not applicable  
[Interest/Premium  
Amount] Certificates:
- (t) Underlying            Interest    Not applicable  
Rate    Linked    Interest  
Provisions:
- (u) Instalment Certificates:    The Certificates are not Instalment Certificates
- (v) Issuer Call Option:            Not applicable
- (w) Holder Put Option:            Not applicable
- (x) Automatic              Early    Not applicable  
Redemption:
- (y) Renouncement        Notice    Not applicable  
Cut-off Time
- (z) Strike Date:                      22 September 2017 or if such day is not a Hybrid Business Day the  
immediately succeeding Hybrid Business Day
- (aa) Strike Price:                      Not applicable.
- (bb) Redemption Valuation        22 September 2022 or if such day is not a Hybrid Business Day the  
Date:                                      immediately succeeding Hybrid Business Day

- (cc) Averaging: Averaging applies. The Averaging Dates are 22 March 2021, 22 April 2021, 25 May 2021, 22 June 2021, 22 July 2021, 23 August 2021, 22 September 2021, 22 October 2021, 22 November 2021, 22 December 2021, 24 January 2022, 22 February 2022, 22 March 2022, 22 April 2022, 23 May 2022, 22 June 2022, 22 July 2022, 22 August 2022 and 22 September 2022
- (dd) Observation Dates: Not applicable
- (ee) Observation Period: Not applicable
- (ff) Settlement Business Day: Not applicable
- (gg) Cut-off Date: Not applicable
- (hh) Security Threshold on the Issue Date: Not applicable
- (ii) Identification information of Holders as provided by Condition 29: Not applicable

#### **DISTRIBUTION AND US SALES ELIGIBILITY**

43. U.S. Selling Restrictions: Not applicable
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
- (i) Non-exempt Offer Jurisdictions: Ireland
- (ii) Offer Period: From and including 21 July 2017 to and including 22 September 2017
- (iii) Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it: B.C.P Asset Management Limited, 71 Upper Leeson Street, Dublin, Ireland (the “**Authorised Offeror**”)
- (iv) General Consent: Not applicable
- (v) Other Authorised: Not applicable

Offeror Terms:

48. Prohibition of Sales to EEA  
Retail Investors:

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

**PROVISIONS RELATING TO COLLATERAL AND SECURITY**

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

50. Notional Value Repack Not applicable  
Securities:

**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:



Duly authorised

## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

Listing and admission to trading: Application has been made to list the Securities on the Official List of the Luxembourg Stock Exchange and to admit the Certificates for trading on Luxembourg Stock Exchange's regulated market with effect from the Issue Date.

### 2. Ratings

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 "*Risk Factors*" 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. Performance of Underlying References and Other Information concerning the Underlying References

See Base Prospectus for an explanation of effect on value of investment and associated risks in investing in Securities. The amount Securityholders will receive on redemption will be determined by reference to the performance of the Fund.

Details of the past and further performance and the volatility of each Underlying Reference can be obtained from:

Old Mutual Equity Absolute Return Fund website: [www.omglobalinvestors.com/](http://www.omglobalinvestors.com/) / Bloomberg Page: OMEAEHA ID Equity

M&G Optimal Income Fund website: <http://www.mandg.co.uk/investor> / Bloomberg Page: MGOIAEA LN Equity

Pictet – Multi Assets Global Opportunities website: <https://www.am.pictet/> Bloomberg Page: PCMAGOR LX Equity

The Issuer does not intend to provide post-issuance information.

### 5. Operational Information

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

### 6. Terms and Conditions of the Public Offer

Offer Price: Issue Price (of which a maximum annual amount of 0.80 per cent. of the Issue Amount is represented by commissions payable to the Authorised Offeror).

Conditions to which the offer is subject: The Offer of the Certificates are conditional on their issue.

The Issuer reserves the right to withdraw the offer and cancel the issuances of 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.

Securities will be allotted subject to availability in the order of receipt of investors' applications.

The Issuer will determine the final amount of Securities issued up to a limit of EUR 10,000,000.

The final amount of the Securities issued will be determined by the Issuer in light of prevailing market conditions, and depending on the number of Securities which have been agreed to be purchased as of the Offer End Date.

Description of the application process:

Application to subscribe for the Securities can be made in Ireland at the offices of the Authorised Offerors. The distribution activity will be carried out in accordance with the usual procedures of the Authorised Offerors.

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

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

Minimum subscription amount per investor: EUR 1,000

Maximum subscription amount per investor: EUR 10,000,000

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

There are no pre-identified allotment criteria.

The Authorised Offerors will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Authorised Offerors 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 Offerors, will proceed to early terminate the Offer Period and will immediately suspend the acceptance of further requests.
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not applicable
Details of the method and time limits for paying up and delivering the Securities:	The Securities will be issued on the Issue Date against payment to the Issuer by the Authorised Offerors 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: <a href="http://eqdpo.bnpparibas.com/XS1582794795">eqdpo.bnpparibas.com/XS1582794795</a> on or around the end of the Offer Period .
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not applicable
Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:	No dealings in the Securities may take place prior to the Issue Date.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not applicable
Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and after rates and a description of the main terms of their commitment:	None

## **7. 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 47 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 Security Agent):	Not applicable
Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the	No underwriting commitment is undertaken by the Authorised Offerors

issue without a firm commitment or under "best efforts" arrangements:

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

## **Index Disclaimer**

### **Solactive Deep Value Atlantic Index**

The financial instrument is not sponsored, promoted, sold or supported in any other manner by Solactive AG nor does Solactive AG offer any express or implicit guarantee or assurance either with regard to the results of using the Index and/or Index trade mark or the Index Price at any time or in any other respect. The Index is calculated and published by Solactive AG. Solactive AG uses its best efforts to ensure that the Index is calculated correctly. Irrespective of its obligations towards the Issuer, Solactive AG has no obligation to point out errors in the Index to third parties including but not limited to investors and/or financial intermediaries of the financial instrument. Neither publication of the Index by Solactive AG nor the licensing of the Index or Index trade mark for the purpose of use in connection with the financial instrument constitutes a recommendation by Solactive AG to invest capital in said financial instrument nor does it in any way represent an assurance or opinion of Solactive AG with regard to any investment in this financial instrument.

## **General Disclaimer**

Neither the Issuer nor the Guarantor shall have any liability for any act or failure to act by an Index Sponsor in connection with the calculation, adjustment or maintenance of an Index. Except as disclosed prior to the Issue Date, neither the Issuer, the Guarantor nor their affiliates has any affiliation with or control over 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.



**PRO FORMA ISSUE SPECIFIC SUMMARY OF THE PROGRAMME IN RELATION TO THIS BASE PROSPECTUS**

*Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for this type of Securities and Issuer and Guarantor. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of Securities, and Issuer and Guarantor, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary explaining why it is not applicable.*

**Section A - Introduction and warnings**

<b>Element</b>	<b>Title</b>	
<b>A.1</b>	Warning that the summary should be read as an introduction and provision as to claims	<ul style="list-style-type: none"> <li>• <b>This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms. In this summary, unless otherwise specified and except as used in the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP B.V. and BNPP dated 7 June 2017 as supplemented from time to time under the Note, Warrant and Certificate Programme of BNPP B.V., BNPP and BNP Paribas Fortis Funding. In the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP B.V. and BNPP dated 7 June 2017 under the Note, Warrant and Certificate Programme of BNPP B.V., BNPP and BNP Paribas Fortis Funding.</b></li> <li>• <b>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.</b></li> <li>• <b>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.</b></li> <li>• <b>No civil liability will attach to the Issuer or the Guarantor in any such Member State solely on the basis of this summary, including any translation hereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the applicable Final Terms or, following the implementation of the relevant provisions of Directive 2010/73/EU in the relevant Member State, it does not provide, when read together with the other parts of the Base Prospectus and the applicable Final Terms, key information (as</b></li> </ul>

Element	Title	
		<b>defined in Article 2.1(s) of the Prospectus Directive) in order to aid investors when considering whether to invest in the Securities.</b>
<b>A.2</b>	Consent as to use the Base Prospectus, period of validity and other conditions attached	<p><i>Consent:</i> Subject to the conditions set out below, the Issuer consents to the use of the Base Prospectus in connection with a Non-exempt Offer of Securities by the Managers, B.C.P. Asset Management Limited, and each financial intermediary whose name is published on BNPP's website (<a href="https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx">https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx</a>) and identified as an Authorised Offeror in respect of the relevant Non-exempt Offer.</p> <p><i>Offer period:</i> The Issuer's consent referred to above is given for Non-exempt Offers of Securities during the period from and including 21 July 2017 to and including 22 September 2017 (the "<b>Offer Period</b>").</p> <p><i>Conditions to consent:</i> The conditions to the Issuer's consent are that such consent (a) is only valid during the Offer Period; and (b) only extends to the use of the Base Prospectus to make Non-exempt Offers of the relevant Tranche of Securities in Ireland.</p> <p><b>AN INVESTOR INTENDING TO PURCHASE OR PURCHASING ANY SECURITIES IN A NON-EXEMPT OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH SECURITIES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE OFFER IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING ARRANGEMENTS IN RELATION TO PRICE, ALLOCATIONS, EXPENSES AND SETTLEMENT. THE RELEVANT INFORMATION WILL BE PROVIDED BY THE AUTHORISED OFFEROR AT THE TIME OF SUCH OFFER.</b></p>

#### Section B - Issuer and Guarantor

Element	Title	
<b>B.1</b>	Legal and commercial name of the Issuer	BNP Paribas Issuance B.V. (formerly BNP Paribas Arbitrage Issuance B.V.) (" <b>BNPP B.V.</b> " or the " <b>Issuer</b> ").
<b>B.2</b>	Domicile/ legal form/ legislation/ country of incorporation	The Issuer was incorporated in the Netherlands as a private company with limited liability under Dutch law having its registered office at Herengracht 595, 1017 CE Amsterdam, the Netherlands.
<b>B.4b</b>	Trend Information	BNPP B.V. is dependent upon BNPP. BNPP B.V. is a wholly owned subsidiary of BNPP specifically involved in the issuance of securities such as notes, warrants or certificates or other obligations which are developed, set up and sold to investors by other companies in the BNP Paribas Group (including BNPP). The securities are hedged by acquiring hedging

Element	Title		
		instruments and/or collateral from BNP Paribas and BNP Paribas entities, as described in Element D.2 below. As a consequence, the Trend Information described with respect to BNPP shall also apply to BNPP B.V.	
<b>B.5</b>	Description of the Group	BNPP B.V. is a wholly owned subsidiary of BNP Paribas. BNP Paribas is the ultimate holding company of a group of companies and manages financial operations for those subsidiary companies (together the " <b>BNPP Group</b> ").	
<b>B.9</b>	Profit forecast or estimate	Not applicable, as there are no profit forecasts or estimates made in respect of the Issuer in the Base Prospectus to which this Summary relates.	
<b>B.10</b>	Audit report qualifications	Not applicable, there are no qualifications in any audit report on the historical financial information included in the Base Prospectus.	
<b>B.12</b>	Selected historical key financial information:		
	<b>Comparative Annual Financial Data - In EUR</b>		
		<b>31/12/2016 (audited)</b>	<b>31/12/2015 (audited)</b>
	Revenues	399,805	315,558
	Net income, Group share	23,307	19,786
	Total balance sheet	48,320,273,908	43,042,575,328
	Shareholders' equity (Group share)	488,299	464,992
	<b>Statements of no significant or material adverse change</b>		
	There has been no significant change in the financial or trading position of the BNPP Group since 31 December 2016 (being the end of the last financial period for which audited financial statements have been published).		
	There has been no significant change in the financial or trading position of BNPP B.V. since 31 December 2016 and there has been no material adverse change in the prospects of BNPP B.V. since 31 December 2016.		
<b>B.13</b>	Events impacting the Issuer's solvency	Not applicable, as at 7 June 2017 and to the best of the Issuer's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency since 31 December 2016.	
<b>B.14</b>	Dependence upon other group entities	BNPP B.V. is dependent upon BNPP. BNPP B.V. is a wholly owned subsidiary of BNPP specifically involved in the issuance of securities such as notes, warrants or certificates or other obligations which are developed, set up and sold to investors by other companies in the BNPP Group (including BNPP). The securities are hedged by acquiring hedging instruments and/or collateral from BNP Paribas and BNP Paribas entities as described in Element D.2 below. See also Element B.5 above.	
<b>B.15</b>	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.	

Element	Title	
B.16	Controlling shareholders	BNP Paribas holds 100 per cent. of the share capital of the Issuer.
B.17	Solicited credit ratings	BNPP B.V.'s long term credit ratings are A with a stable outlook (Standard & Poor's Credit Market Services France SAS) and BNPP B.V.'s short term credit ratings are A-1 (Standard & Poor's Credit Market Services France SAS).
B.18	Description of the Guarantee	<p>The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas ("<b>BNPP</b>" or the "<b>Guarantor</b>") pursuant to an English law deed of guarantee executed by BNPP on or around 7 June 2017 (the "<b>Guarantee</b>").</p> <p>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).</p>
B.19	Information about the Guarantor	
B.19/ B.1	Legal and commercial name of the Guarantor	BNP Paribas
B.19/ B.2	Domicile/ legal form/ legislation/ country of incorporation	The Guarantor was incorporated in France as a <i>société anonyme</i> under French law and licensed as a bank having its head office at 16, boulevard des Italiens – 75009 Paris, France.
B.19/ B.4b	Trend information	<p><b><i>Macroeconomic environment</i></b></p> <p>Macroeconomic and market conditions affect BNPP's results. The nature of BNPP's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.</p> <p>In 2016, global growth stabilised slightly above 3%, despite a much lower growth in the advanced economies. Three major transitions continue to affect the global outlook: declining economic growth in China, fluctuating energy prices that rose in 2016, and a second tightening of monetary policy in the United States in the context of a resilient domestic recovery. It should be noted that the central banks of several large developed countries continue to maintain accommodative monetary policies. IMF economic forecasts for 2017<sup>1</sup> point to a recovery in global activity, no significant improvement in growth in the euro zone and Japan, and a slowdown in the United Kingdom.</p> <p>In that context, two risks can be identified:</p> <p><i>Financial instability due to the vulnerability of emerging countries</i></p> <p>While the exposure of the BNP Paribas Group to emerging countries is</p>

<sup>1</sup> See notably: IMF – World Economic Outlook, updated in January 2017.

Element	Title	
		<p>limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group and potentially alter its results.</p> <p>A broad increase in the foreign exchange liabilities of the economies of many emerging market economies was observed in 2016, at a time when debt levels (in both foreign and local currency) were already high. The private sector was the main source of the increase in this debt. Furthermore, the prospect of a gradual increase in US key rates (the Federal Reserve Bank made its first increase in December 2015, and a second in December 2016) and increased financial volatility stemming from concerns about growth and mounting geopolitical risk in emerging markets have contributed to a tightening of external financial conditions, increased capital outflows, further currency depreciations in many emerging markets and heightened risks for banks. These factors could result in further downgrades of sovereign ratings.</p> <p>There is still a risk of disturbances in global markets (rising risk premiums, erosion of confidence, declining growth, deferral or slower pace of normalisation of monetary policies, declining liquidity in markets, asset valuation problems, decline in credit supply and disorderly deleveraging) that could affect all banking institutions.</p> <p><i>Systemic risks related to increased debt and market liquidity</i></p> <p>Despite the upturn since mid-2016, interest rates remain low, which may continue to encourage excessive risk-taking among some players in the financial system: increased maturities of financing and assets held, less stringent policy for granting loans, increase in leveraged financing.</p> <p>Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.</p> <p>Recent years have also seen an increase in debt (public and private) in both developed and emerging countries. The resulting risk could materialise either in the event of a spike in interest rates or a further negative growth shock.</p> <p><b><i>Laws and regulations applicable to financial institutions.</i></b></p> <p>Recent and future changes in the laws and regulations applicable to financial institutions may have a significant impact on BNPP. Measures that were recently adopted or which are (or whose application measures are) still in draft format, that have or are likely to have an impact on BNPP notably include:</p> <ul style="list-style-type: none"> <li>- the structural reforms comprising the French banking law of 26 July 2013 requiring that banks create subsidiaries for or segregate "speculative" proprietary operations from their traditional retail</li> </ul>

Element	Title	
		<p>banking activities, the "Volcker rule" in the US which restricts proprietary transactions, sponsorship and investment in private equity funds and hedge funds by US and foreign banks, and upcoming potential changes in Europe;</p> <ul style="list-style-type: none"> <li>- regulations governing capital: the Capital Requirements Directive IV ("<b>CRD4</b>")/the Capital Requirements Regulation ("<b>CRR</b>"), the international standard for total loss-absorbing capacity ("<b>TLAC</b>") and BNPP's designation as a financial institution that is of systemic importance by the Financial Stability Board;</li> <li>- the European Single Supervisory Mechanism and the ordinance of 6 November 2014;</li> <li>- the Directive of 16 April 2014 related to deposit guarantee systems and its delegation and implementing decrees, the Directive of 15 May 2014 establishing a Bank Recovery and Resolution framework, the Single Resolution Mechanism establishing the Single Resolution Council and the Single Resolution Fund;</li> <li>- the Final Rule by the US Federal Reserve imposing tighter prudential rules on the US transactions of large foreign banks, notably the obligation to create a separate intermediary holding company in the US (capitalised and subject to regulation) to house their US subsidiaries;</li> <li>- the new rules for the regulation of over-the-counter derivative activities pursuant to Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act, notably margin requirements for uncleared derivative products and the derivatives of securities traded by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants, and the rules of the US Securities and Exchange Commission which require the registration of banks and major swap participants active on derivatives markets and transparency and reporting on derivative transactions;</li> <li>- the new Markets in Financial Instruments Directive ("<b>MiFID</b>") and Markets in Financial Instruments Regulation ("<b>MiFIR</b>"), and European regulations governing the clearing of certain over-the-counter derivative products by centralised counterparties and the disclosure of securities financing transactions to centralised bodies.</li> </ul> <p>Moreover, in today's tougher regulatory context, the risk of non-compliance with existing laws and regulations, in particular those relating to the protection of the interests of customers, is a significant risk for the banking industry, potentially resulting in significant losses and fines. In addition to its compliance system, which specifically covers this type of risk, the BNP Paribas Group places the interest of its customers, and more broadly that of its stakeholders, at the heart of its values. The new code of conduct adopted by the BNP Paribas Group in 2016 sets out detailed values and rules of conduct</p>

Element	Title		
		<p>in this area.</p> <p><b>Cyber risk</b></p> <p>In recent years, financial institutions have been impacted by a number of cyber incidents, notably involving large-scale alterations of data which compromise the quality of financial information. This risk remains today and BNPP, like other banks, has taken measures to implement systems to deal with cyber attacks that could destroy or damage data and critical systems and hamper the smooth running of its operations. Moreover, the regulatory and supervisory authorities are taking initiatives to promote the exchange of information on cyber security and cyber criminality in order to improve the security of technological infrastructures and establish effective recovery plans after a cyber incident.</p>	
<b>B.19/B.5</b>	Description of the Group	BNPP is a European leading provider of banking and financial services and has four domestic retail banking markets in Europe, namely in Belgium, France, Italy and Luxembourg. It is present in 74 countries and has more than 192,000 employees, including more than 146,000 in Europe. BNPP is the parent company of the BNP Paribas Group (together the " <b>BNPP Group</b> ").	
<b>B.19/B.9</b>	Profit forecast or estimate	Not applicable, as there are no profit forecasts or estimates made in respect of the Guarantor in the Base Prospectus to which this Summary relates.	
<b>B.19/ B.10</b>	Audit report qualifications	Not applicable, there are no qualifications in any audit report on the historical financial information included in the Base Prospectus.	
<b>B.19/ B.12</b>	Selected historical key financial information:		
	<b>Comparative Annual Financial Data - In millions of EUR</b>		
		<b>31/12/2016 (audited)</b>	<b>31/12/2015 (audited)</b>
	Revenues	43,411	42,938
	Cost of risk	(3,262)	(3,797)
	Net income, Group share	7,702	6,694
		<b>31/12/2016</b>	<b>31/12/2015</b>
	Common equity Tier 1 ratio (Basel 3 fully loaded CRD4)	11.5%	10.9%
		<b>31/12/2016 (audited)</b>	<b>31/12/2015 (audited)</b>
	Total consolidated balance sheet	2,076,959	1,994,193
	Consolidated loans and receivables due from customers	712,233	682,497
	Consolidated items due to customers	765,953	700,309
	Shareholders' equity (Group share)	100,665	96,269
	<b>Comparative Interim Financial Data for the three-month period ended 31 March 2017 – In millions</b>		

Element	Title		
	<b>of EUR</b>		
		<b>1Q17 (unaudited)</b>	<b>1Q16 (unaudited)</b>
	Revenues	11,297	10,844
	Cost of risk	(592)	(757)
	Net income, Group share	1,894	1,814
		<b>31/03/2017</b>	<b>31/12/2016</b>
	Common equity Tier 1 ratio (Basel 3 fully loaded CRD4)	11.6%	11.5%
		<b>31/03/2017 (unaudited)</b>	<b>31/12/2016 (audited)</b>
	Total consolidated balance sheet	2,197,658	2,076,959
	Consolidated loans and receivables due from customers	718,009	712,233
	Consolidated items due to customers	801,381	765,953
	Shareholders' equity (Group share)	102,076	100,665
	<b>Statements of no significant or material adverse change</b>		
	See Element B.12 above in the case of the BNPP Group.		
	There has been no material adverse change in the prospects of BNPP since 31 December 2016 (being the end of the last financial period for which audited financial statements have been published).		
<b>B.19/ B.13</b>	Events impacting the Guarantor's solvency	Not applicable, as at 7 June 2017 and to the best of the Guarantor's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency since 31 December 2016.	
<b>B.19/ B.14</b>	Dependence upon other Group entities	<p>Subject to the following paragraph, BNPP is not dependent upon other members of the BNPP Group.</p> <p>In April 2004, BNPP began outsourcing IT Infrastructure Management Services to the BNP Paribas Partners for Innovation (BP<sup>2</sup>I) joint venture set up with IBM France at the end of 2003. BP<sup>2</sup>I provides IT Infrastructure Management Services for BNPP and several BNPP subsidiaries in France (including BNP Paribas Personal Finance, BP2S, and BNP Paribas Cardif), Switzerland, and Italy. In mid-December 2011 BNPP renewed its agreement with IBM France for a period lasting until end-2017. At the end of 2012, the parties entered into an agreement to gradually extend this arrangement to BNP Paribas Fortis as from 2013. The Swiss subsidiary was closed on 31</p>	



Element	Title	
		<p>December 2016.</p> <p>BP2I is under the operational control of IBM France. BNP Paribas has a strong influence over this entity, which is 50/50 owned with IBM France. The BNP Paribas staff made available to BP2I make up half of that entity's permanent staff, its buildings and processing centres are the property of the Group, and the governance in place provides BNP Paribas with the contractual right to monitor the entity and bring it back into the Group if necessary.</p> <p>ISFS is a fully-owned IBM subsidiary, which has changed its name to IBM Luxembourg, and handles IT Infrastructure Management for part of BNP Paribas Luxembourg's entities.</p> <p>BancWest's data processing operations are outsourced to Fidelity Information Services ("FIS") for its core banking. The hosting and production operations are also located at FIS in Honolulu.</p> <p>Cofinoga France's data processing is outsourced to SDDC, a fully-owned IBM subsidiary.</p> <p>See also Element B.5 above.</p>
B.19/ B.15	Principal activities	<p>BNP Paribas holds key positions in its two main businesses:</p> <ul style="list-style-type: none"> <li>• <b>Retail Banking and Services</b>, which includes: <ul style="list-style-type: none"> <li>• Domestic Markets, comprising: <ul style="list-style-type: none"> <li>• French Retail Banking (FRB),</li> <li>• BNL banca commerciale (BNL bc), Italian retail banking,</li> <li>• Belgian Retail Banking (BRB),</li> <li>• Other Domestic Markets activities, including Luxembourg Retail Banking (LRB);</li> </ul> </li> <li>• International Financial Services, comprising: <ul style="list-style-type: none"> <li>• Europe-Mediterranean,</li> <li>• BancWest,</li> <li>• Personal Finance,</li> <li>• Insurance,</li> <li>• Wealth and Asset Management;</li> </ul> </li> </ul> </li> <li>• <b>Corporate and Institutional Banking (CIB)</b>, which includes:</li> </ul>

Element	Title	
		<ul style="list-style-type: none"> <li>• Corporate Banking,</li> <li>• Global Markets,</li> <li>• Securities Services.</li> </ul>
<b>B.19/ B.16</b>	Controlling shareholders	<p>None of the existing shareholders controls, either directly or indirectly, BNPP. As at 31 December 2016, the main shareholders were Société Fédérale de Participations et d'Investissement ("<b>SFPI</b>") a <i>public-interest société anonyme</i> (public limited company) acting on behalf of the Belgian government holding 10.2% of the share capital, BlackRock Inc. holding 5.2% of the share capital and Grand Duchy of Luxembourg holding 1.0% of the share capital. To BNPP's knowledge, no shareholder other than SFPI and BlackRock Inc. owns more than 5% of its capital or voting rights.</p> <p>On 4 May 2017, the Belgian State, via the Federal Holding and Investment Company ("<b>SFPI-FPIM</b>"), announced that it had entered into forward sale transactions in respect of 31,198,404 shares of BNPP representing approximately 2.5% of the share capital held by SFPI-FPIM. Upon settlement of such forward sale transactions, SFPI-FPIM's shareholding in BNPP will reduce to approximately 7.8%.</p>
<b>B.19/ B.17</b>	Solicited credit ratings	<p>BNPP's long-term credit ratings are A with a stable outlook (Standard &amp; Poor's Credit Market Services France SAS), A1 with a stable outlook (Moody's Investors Service Ltd.), A+ with a stable 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 (Standard &amp; Poor's Credit Market Services France SAS), P-1 (Moody's Investors Service Ltd.), F1 (Fitch France S.A.S.) and R-1 (middle) (DBRS Limited).</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>

### Section C – Securities

Element	Title	
<b>C.1</b>	Type and class of Securities/ISIN	<p>The Securities are certificates ("<b>Certificates</b>") and are issued in Series. The Series Number of the Securities is CE2504IVL. The Tranche number is 1.</p> <p>The ISIN is: XS1582794795.</p> <p>The Common Code is: 158279479.</p> <p>The Certificates are governed by English law.</p> <p>The Securities are cash settled Securities.</p>
<b>C.2</b>	Currency	The currency of this Series of Securities is Euro (" <b>EUR</b> ")

Element	Title	
C.5	Restrictions on free transferability	<p>The Securities will be freely transferable, subject to the offering and selling restrictions in the United States, the European Economic Area, Belgium, the Czech Republic, Denmark, Finland, France, Germany, Hungary, Ireland, Italy, Luxembourg, Norway, Poland, Portugal, Romania, Spain, Sweden, the United Kingdom, Japan and Australia and under the Prospectus Directive and the laws of any jurisdiction in which the relevant Securities are offered or sold.</p>
C.8	Rights attaching to the Securities	<p>Securities issued under the Base Prospectus will have terms and conditions relating to, among other matters:</p> <p><b>Status</b></p> <p>The Securities are issued on a unsecured basis. Securities issued on an unsecured basis are unsubordinated and unsecured obligations of the Issuer and rank <i>pari passu</i> among themselves.</p> <p><b>Taxation</b></p> <p>The Holder must pay all taxes, duties and/or expenses arising from the redemption of the Securities and/or the delivery or transfer of the Entitlement. The Issuer shall deduct from amounts payable or assets deliverable to Holders certain taxes and expenses not previously deducted from amounts paid or assets delivered to Holders, as the Calculation Agent determines are attributable to the Securities.</p> <p>Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "<b>Code</b>") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or any law implementing an intergovernmental approach thereto, and (iii) any withholding or deduction required pursuant to Section 871(m) of the Code.</p> <p>In addition, in determining the amount of withholding or deduction required pursuant to Section 871(m) of the Code imposed with respect to any amounts to be paid on the Securities, the Issuer shall be entitled to withhold on any "dividend equivalent" payment (as defined for purposes of Section 871(m) of the Code) at a rate of 30 per cent.</p> <p><b>Negative pledge</b></p> <p>The terms of the Securities will not contain a negative pledge provision.</p> <p><b>Events of Default</b></p> <p>The terms of the Securities will not contain events of default.</p> <p><b>Meetings</b></p>

Element	Title	
		<p>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.</p> <p><b>Governing law</b></p> <p>The Securities, the English Law Agency Agreement (as amended or supplemented from time to time), the Guarantee in respect of the Securities and any non-contractual obligations arising out of or in connection with the Securities, the English Law Agency Agreement (as amended or supplemented from time to time) and the Guarantee in respect of the Securities will be governed by and shall be construed in accordance with English law.</p>
C.9	Interest/Redemption	<p><b>Interest</b></p> <p>The Securities do not bear or pay interest.</p>
C.10	Derivative component in the interest payment	Not Applicable
C.11	Admission to Trading	Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Luxembourg Stock Exchange.
C.15	How the value of the investment in the derivative securities is affected by the value of the underlying assets	The amount payable on redemption is calculated by reference to the Underlying Reference(s). See item C.9 above and C.18 below.
C.16	Maturity of the derivative Securities	The Redemption Date of the Securities is 29 September 2022.
C.17	Settlement Procedure	<p>This Series of Securities is cash settled.</p> <p>The Issuer does not have the option to vary settlement.</p>
C.18	Return on derivative securities	<p>See Element C.8 above for the rights attaching to the Securities.</p> <p><b>Final Redemption</b></p> <p>Unless previously redeemed or purchased and cancelled, each Security entitles its holder to receive from the Issuer on the Redemption Date a Cash Settlement Amount equal to:</p> <p><b>Final Payouts</b></p> <p><b>Structured Products Securities (SPS) Final Payouts</b></p>

Element	Title													
		<p><b>Vanilla Securities:</b> fixed term products which have a return linked to the performance of the Underlying Reference(s). The return calculation can be based on various mechanisms. There is no capital protection.</p> <p><b>Vanilla Call Securities</b></p> <p>Notional Amount multiplied by:</p> <p>Constant Percentage 1 + Gearing * Max (Final Redemption Value – Strike Percentage; Floor Percentage)</p> <p>here:</p> <p><b>Average Basket Value</b> means in respect of a SPS Valuation Period, the arithmetic average of the Basket Values for all the SPS Valuation Dates in such SPS Valuation Period;</p> <p>“<b>Averaging Date</b>” means 22 March 2021, 22 April 2021, 25 May 2021, 22 June 2021, 22 July 2021, 23 August 2021, 22 September 2021, 22 October 2021, 22 November 2021, 22 December 2021, 24 January 2022, 22 February 2022, 22 March 2022, 22 April 2022, 23 May 2022, 22 June 2022, 22 July 2022, 22 August 2022 and 22 September 2022;</p> <p><b>Basket Value</b> means in respect of a SPS Valuation Date, the sum of the values calculated for each Underlying Reference in the Basket as (a) the Underlying Reference Value for such Underlying Reference in respect of such SPS Valuation Date multiplied by (b) the relevant Underlying Reference Weighting;</p> <p><b>Constant Percentage 1</b> means 95%;</p> <p><b>Final Redemption Value</b> means Average Basket Value;</p> <p><b>Floor Percentage</b> means 0%;</p> <p><b>Fund</b> means each Mutual Fund specified below;</p> <p><b>Fund Basket</b> means the following basket comprising Fund Shares of the following Funds:</p> <table border="1" data-bbox="603 1664 1374 2029"> <thead> <tr> <th data-bbox="603 1664 651 1906">k</th> <th data-bbox="651 1664 783 1906">Fund, each an “Underlying Reference”</th> <th data-bbox="783 1664 916 1906">Bloomberg Screen Page</th> <th data-bbox="916 1664 1066 1906">Underlying Reference Weighting</th> <th data-bbox="1066 1664 1257 1906">Fund ISIN</th> <th data-bbox="1257 1664 1374 1906">Currency</th> </tr> </thead> <tbody> <tr> <td data-bbox="603 1906 651 2029">1</td> <td data-bbox="651 1906 783 2029">Old Mutual Equity</td> <td data-bbox="783 1906 916 2029">OMEAE HA ID Equity</td> <td data-bbox="916 1906 1066 2029">25%</td> <td data-bbox="1066 1906 1257 2029">IE00BLP5S460</td> <td data-bbox="1257 1906 1374 2029">EUR</td> </tr> </tbody> </table>	k	Fund, each an “Underlying Reference”	Bloomberg Screen Page	Underlying Reference Weighting	Fund ISIN	Currency	1	Old Mutual Equity	OMEAE HA ID Equity	25%	IE00BLP5S460	EUR
k	Fund, each an “Underlying Reference”	Bloomberg Screen Page	Underlying Reference Weighting	Fund ISIN	Currency									
1	Old Mutual Equity	OMEAE HA ID Equity	25%	IE00BLP5S460	EUR									

Element	Title						
			Absolute Return Fund				
		2	M&G Optimal Income Fund	MGOIA EA LN Equity	25%	GB00B1VMC Y93	EUR
		3	Pictet Multi Asset Global Opportunities	PCMAG OR LX Equitty	25%	LU094134927 5	EUR
		<p>The Funds are "<b>Mutual Funds</b>";</p> <p><b>Fund Documents</b> means, with respect to any Fund Share, the offering document of the Fund specifying, among other matters, the terms and conditions relating to such Fund Share and, for the avoidance of doubt, any other documents or agreements in respect of the Fund as further described in any Fund Document;</p> <p><b>Fund Reporting Date</b> means, subject to the occurrence of an extraordinary fund event in accordance with the Terms and Conditions, in respect of any Fund Share and a Fund Valuation Date, the date on which, in accordance with the Fund Documents, the relevant NAV per Fund Share is reported or published in respect of such Fund Valuation Date;</p> <p><b>Fund Service Provider</b> means, in respect of a Fund, any person who is appointed to provide services, directly or indirectly, in respect of such Fund, whether or not specified in the Fund Documents, including any adviser, manager, administrator, operator, management company, depository, custodian, sub-custodian, prime broker, administrator, trustee, registrar and transfer agent, domiciliary agent, sponsor or general partner;</p> <p><b>Fund Share(s)</b> means an ownership interest issued to or held by an investor in a Fund;</p> <p><b>Fund Valuation Date</b> means any date as of which, in accordance with the Fund Documents, a Fund (or the Fund Service Provider that generally determines such value) is or but for the occurrence of an extraordinary fund event in accordance with the Terms and Conditions would have been, scheduled to determine the NAV per Fund Share;</p> <p><b>Gearing</b> means 100%;</p> <p><b>Index</b> means:</p>					

Element	Title						
		k	Index (“Underlying Reference”)	Bloomberg Screen Page	Underlying Reference Weighting	Sponsor	Currency
		1	Solactive Deep Value Atlantic Index	SOLAD VSP Index	25%	Solactive AG	EUR
		<p><b>NAV per Fund Share</b> means, with respect to the relevant Fund Shares and the Fund Reporting Date relating to such Fund Shares, (i) the net asset value per Fund Share as of the relevant Fund Valuation Date, as reported on such Fund Reporting Date by the Fund Service Provider that generally publishes or reports such value on behalf of the Fund to its investors or a publishing service, or (ii) if the Fund Service Provider of the Fund publishes or reports only the aggregate net asset value of the Fund Shares, the net asset value per Fund Share calculated by the Calculation Agent on the basis of such aggregate net asset value of the Fund Shares divided by the number of Fund Shares issued and outstanding as of the relevant Fund Valuation Date;</p> <p><b>Settlement Price Date</b> means the Valuation Date;</p> <p><b>SPS Redemption Valuation Date</b> means each Averaging Date;</p> <p><b>SPS Redemption Valuation Period</b> means from and including 22 March 2021 to and including 22 September 2022;</p> <p><b>SPS Valuation Date</b> means the SPS Redemption Valuation Date;</p> <p><b>SPS Valuation Period</b> means SPS Redemption Valuation Period;</p> <p><b>Strike Price Closing Value:</b> Applicable;</p> <p><b>Strike Percentage</b> means 100%;</p> <p><b>Underlying Reference</b> means each Fund and the Index, see item C.20;</p> <p><b>Underlying Reference Closing Price Value</b> means, means, in respect of a SPS Valuation Date and the Funds, the NAV per Fund Share and in respect of the Index, the Closing Level in respect of such day;</p> <p><b>Underlying Reference Strike Price</b> means in respect of an Underlying Reference, the Underlying Reference Closing Price Value for an Underlying Reference on the Strike Date;</p> <p><b>Underlying Reference Value</b> 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;</p>					

Element	Title	
		<p><b>Underlying Reference Weighting</b> means as set out in the definition of “Fund Basket” and “Index” directly above; and</p> <p><b>Valuation Date</b> means Redemption Valuation Date.</p>
<b>C.19</b>	Final reference price of the Underlying	The final reference price of the underlying will be determined in accordance with the valuation mechanics set out in Element C.18 above
<b>C.20</b>	Underlying Reference	The Underlying Reference specified in Element C.18 above. Information on the Underlying Reference can be obtained from Bloomberg Screen OMEAEHA ID Equity in respect of the Old Mutual Equity Absolute Return Fund, MGOIAEA LN Equity in respect of M&G Optimal Income Fund, PCMAGOR LX Equity in respect of Pictet Multi Asset Global Opportunities and SOLADVSP Index in respect of Solactive Deep Value Atlantic Index.



## Section D – Risks

Element	Title	
D.2	Key risks regarding the Issuer and the Guarantor	<p>Prospective purchasers of the Securities should be experienced with respect to options and options transactions and should understand the risks of transactions involving the Securities. An investment in the Securities presents certain risks that should be taken into account before any investment decision is made. Certain risks may affect the Issuer's ability to fulfil its obligations under the Securities or the Guarantor's ability to perform its obligations under the Guarantee, some of which are beyond its control. In particular, the Issuer and the Guarantor, together with the BNPP Group, are exposed to the risks associated with its activities, as described below:</p> <p><b><i>Guarantor</i></b></p> <p>As defined in BNPP's 2016 Registration Document (in English) and Annual Financial Report, eight main categories of risk are inherent in BNPP's activities:</p> <p>(1) <i>Credit Risk</i> - Credit risk is the consequence resulting from the likelihood that a borrower or counterparty will fail to meet its obligations in accordance with agreed terms. The probability of default and the expected recovery on the loan or receivable in the event of default are key components of the credit quality assessment;</p> <p>(2) <i>Securitisation in the Banking Book</i> - Securitisation means a transaction or scheme, whereby the credit risk associated with an exposure or pool of exposures is tranching, having the following characteristics:</p> <ul style="list-style-type: none"> <li>• payments made in the transaction or scheme are dependent upon the performance of the exposure or pool of exposures;</li> <li>• the subordination of tranches determines the distribution of losses during the life of the risk transfer.</li> </ul> <p>Any commitment (including derivatives and liquidity lines) granted to a securitisation operation must be treated as a securitisation exposure. Most of these commitments are held in the prudential banking book;</p> <p>(3) <i>Counterparty Credit Risk</i> - Counterparty credit risk is the translation of the credit risk embedded in financial transactions, investments and/or settlement transactions between counterparties. Those transactions include bilateral contracts such as over-the-counter ("<b>OTC</b>") derivatives contracts as well as contracts settled through clearing houses. The amount of this risk may vary over time in line with changing market parameters which then impacts the replacement value of the relevant transactions.</p>

Element	Title	
		<p>Counterparty risk lies in the event that a counterparty defaults on its obligations to pay the Bank the full present value of the flows relating to a transaction or a portfolio for which the Bank is a net receiver. Counterparty credit risk is also linked to the replacement cost of a derivative or portfolio in the event of counterparty default. Hence, it can be seen as a market risk in case of default or a contingent risk. Counterparty risk arises both from both bilateral activities of BNP Paribas with clients and clearing activities through a clearing house or an external clearer;</p> <p>(4) <i>Market Risk</i> - Market risk is the risk of incurring a loss of value due to adverse trends in market prices or parameters, whether directly observable or not.</p> <p>Observable market parameters include, but are not limited to, exchange rates, prices of securities and commodities (whether listed or obtained by reference to a similar asset), prices of derivatives, and other parameters that can be directly inferred from them, such as interest rates, credit spreads, volatilities and implied correlations or other similar parameters.</p> <p>Non-observable factors are those based on working assumptions such as parameters contained in models or based on statistical or economic analyses, non-ascertainable in the market.</p> <p>In fixed income trading books, credit instruments are valued on the basis of bond yields and credit spreads, which represent market parameters in the same way as interest rates or foreign exchange rates. The credit risk arising on the issuer of the debt instrument is therefore a component of market risk known as issuer risk.</p> <p>Liquidity is an important component of market risk. In times of limited or no liquidity, instruments or goods may not be tradable or may not be tradable at their estimated value. This may arise, for example, due to low transaction volumes, legal restrictions or a strong imbalance between demand and supply for certain assets.</p> <p>The market risk related to banking activities encompasses the risk of loss on equity holdings on the one hand, and the interest rate and foreign exchange risks stemming from banking intermediation activities on the other hand;</p> <p>(5) <i>Liquidity Risk</i> - Liquidity risk is the risk that BNPP will not be able to honour its commitments or unwind or settle a position due to the market environment or idiosyncratic factors (i.e. specific to BNP Paribas), within a given timeframe and at a reasonable cost.</p> <p>Liquidity risk reflects the risk of the BNPP Group being unable to fulfil current or future foreseen or unforeseen cash or collateral</p>

Element	Title	
		<p>requirements, across all time horizons, from the short to the long term.</p> <p>This risk may stem from the reduction in funding sources, draw down of funding commitments, a reduction in the liquidity of certain assets, or an increase in cash or collateral margin calls. It may be related to the bank itself (reputation risk) or to external factors (risks in some markets).</p> <p>The BNPP Group's liquidity risk is managed under a global liquidity policy approved by the BNPP Group's ALM Committee. This policy is based on management principles designed to apply both in normal conditions and in a liquidity crisis. The BNPP Group's liquidity position is assessed on the basis of internal indicators and regulatory ratios.</p> <p>(6) <i>Operational Risk</i> - Operational risk is the risk of incurring a loss due to inadequate or failed internal processes, or due to external events, whether deliberate, accidental or natural occurrences. Management of operational risk is based on an analysis of the "cause – event – effect" chain.</p> <p>Internal processes giving rise to operational risk may involve employees and/or IT systems. External events include, but are not limited to floods, fire, earthquakes and terrorist attacks. Credit or market events such as default or fluctuations in value do not fall within the scope of operational risk.</p> <p>Operational risk encompasses fraud, human resources risks, legal risks, non-compliance risks, tax risks, information system risks, conduct risks (risks related to the provision of inappropriate financial services), risk related to failures in operating processes, including loan procedures or model risks, as well as any potential financial implications resulting from the management of reputation risks;</p> <p>(7) <i>Compliance and Reputation Risk</i> - Compliance risk is defined in French regulations as the risk of legal, administrative or disciplinary sanctions, of significant financial loss or reputational damage that a bank may suffer as a result of failure to comply with national or European laws and regulations, codes of conduct and standards of good practice applicable to banking and financial activities, or instructions given by an executive body, particularly in application of guidelines issued by a supervisory body.</p> <p>By definition, this risk is a sub-category of operational risk. However, as certain implications of compliance risk involve more than a purely financial loss and may actually damage the institution's reputation, BNPP treats compliance risk separately.</p> <p>Reputation risk is the risk of damaging the trust placed in a</p>

Element	Title	
		<p>corporation by its customers, counterparties, suppliers, employees, shareholders, supervisors and any other stakeholder whose trust is an essential condition for the corporation to carry out its day-to-day operations.</p> <p>Reputation risk is primarily contingent on all the other risks borne by BNPP;</p> <p>(8) <i>Insurance Risk</i> - BNP Paribas Cardif is exposed to the following risks:</p> <ul style="list-style-type: none"> <li>• market risk, risk of a financial loss arising from adverse movements of financial markets. These adverse movements are notably reflected in prices (foreign exchange rates, bond prices, equity and commodity prices, derivatives prices, real estate prices...) and derived from fluctuations in interest rates, credit spreads, volatility and correlation;</li> <li>• credit risk, risk of loss resulting from fluctuations in the credit standing of issuers of securities, counterparties and any debtors to which insurance and reinsurance undertakings are exposed. Among the debtors, risks related to financial instruments (including the banks in which the Company holds deposits) and risks related to receivables generated by the underwriting activities (premium collection, reinsurance recovering...) are distinguished into two categories: "Asset Credit Risk" and "Liabilities Credit Risk";</li> <li>• underwriting risk is the risk of a financial loss caused by a sudden, unexpected increase in insurance claims. Depending on the type of insurance business (life, non-life), this risk may be statistical, macroeconomic or behavioural, or may be related to public health issues or disasters;</li> <li>• operational risk is the risk of loss resulting from the inadequacy or failure of internal processes, IT failures or deliberate external events, whether accidental or natural. The external events mentioned in this definition include those of human or natural origin.</li> </ul> <p>(a) Difficult market and economic conditions have had and may continue to have a material adverse effect on the operating environment for financial institutions and hence on BNPP's financial condition, results of operations and cost of risk.</p> <p>(b) The United Kingdom's referendum to leave the European Union may lead to significant uncertainty, volatility and disruption in European and broader financial and economic markets and hence may adversely affect BNPP's operating environment.</p>

Element	Title	
		<p>(c) Due to the geographic scope of its activities, BNPP may be vulnerable to country or regional-specific political, macroeconomic and financial environments or circumstances.</p> <p>(d) BNPP's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in credit spreads or other factors.</p> <p>(e) Significant interest rate changes could adversely affect BNPP's revenues or profitability.</p> <p>(f) The prolonged low interest rate environment carries inherent systemic risks, and an exit from such environment also carries risks.</p> <p>(g) The soundness and conduct of other financial institutions and market participants could adversely affect BNPP.</p> <p>(h) BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility.</p> <p>(i) BNPP may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.</p> <p>(j) Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.</p> <p>(k) Laws and regulations adopted in recent years, particularly in response to the global financial crisis may materially impact BNPP and the financial and economic environment in which it operates.</p> <p>(l) BNPP is subject to extensive and evolving regulatory regimes in the jurisdictions in which it operates.</p> <p>(m) BNPP may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties.</p> <p>(n) There are risks related to the implementation of BNPP's strategic plans.</p> <p>(o) BNPP may experience difficulties integrating acquired companies and may be unable to realize the benefits expected from its acquisitions.</p> <p>(p) Intense competition by banking and non-banking operators could adversely affect BNPP's revenues and profitability.</p> <p>(q) A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPP's results</p>

Element	Title	
		<p>of operations and financial condition.</p> <p>(r) BNPP's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses.</p> <p>(s) BNPP's hedging strategies may not prevent losses.</p> <p>(t) Adjustments to the carrying value of BNPP's securities and derivatives portfolios and BNPP's own debt could have an impact on its net income and shareholders' equity.</p> <p>(u) The expected changes in accounting principles relating to financial instruments may have an impact on BNPP's balance sheet and regulatory capital ratios and result in additional costs.</p> <p>(v) BNPP's competitive position could be harmed if its reputation is damaged.</p> <p>(w) An interruption in or a breach of BNPP's information systems may result in material losses of client or customer information, damage to BNPP's reputation and lead to financial losses.</p> <p>(x) Unforeseen external events may disrupt BNPP's operations and cause substantial losses and additional costs.</p> <p><b>Issuer</b></p> <p>The main risks described above in relation to BNPP also represent the main risks for BNPP B.V., either as an individual entity or a company in the BNPP Group.</p> <p><b>Dependency Risk</b></p> <p>BNPP B.V. is an operating company. The assets of BNPP B.V. consist of the obligations of other BNPP Group entities. The ability of BNPP B.V. to meet its own obligations will depend on the ability of other BNPP Group entities to fulfil their obligations. In respect of securities it issues, the ability of BNPP B.V. to meet its obligations under such securities depends on the receipt by it of payments under certain hedging agreements that it enters with other BNPP Group entities. Consequently, Holders of BNPP B.V. securities will, subject to the provisions of the Guarantee issued by BNPP, be exposed to the ability of BNP Group entities to perform their obligations under such hedging agreements.</p> <p><b>Market Risk</b></p> <p>BNPP B.V. takes on exposure to market risks arising from positions in interest rates, currency exchange rates, commodities and equity products, all of which are exposed to general and specific market movements. However, these risks are hedged by option and swap agreements and therefore these</p>

Element	Title	
		<p>risks are mitigated in principle.</p> <p><i>Credit Risk</i></p> <p>BNPP B.V. has significant concentration of credit risks as all OTC contracts are acquired from its parent company and other BNPP Group entities. Taking into consideration the objective and activities of BNPP B.V. and the fact that its parent company is under supervision of the European Central Bank and the <i>Autorité de Contrôle Prudentiel et de Résolution</i> management considers these risks as acceptable. The long term senior debt of BNP Paribas is rated (A) by Standard &amp; Poor's and (A1) by Moody's.</p> <p><i>Liquidity Risk</i></p> <p>BNPP B.V. has significant liquidity risk exposure. To mitigate this exposure, BNPP B.V. entered into netting agreements with its parent company and other BNPP Group entities.</p>
D.3	Key risks regarding the Securities	<p>In addition to the risks (including the risk of default) that may affect the Issuer's ability to fulfil its obligations under the Securities or the Guarantor's ability to perform its obligations under the Guarantee, there are certain factors which are material for the purposes of assessing the risks associated with Securities issued under the Base Prospectus, including:</p> <p><i>Market Risks</i></p> <p>Securities are unsecured obligations;</p> <p>exposure to the Underlying Reference in many cases will be achieved by the relevant Issuer entering into hedging arrangements and, in respect of Securities linked to an Underlying Reference, potential investors are exposed to the performance of these hedging arrangements and events that may affect the hedging arrangements and consequently the occurrence of any of these events may affect the value of the Securities;</p> <p><i>Holder Risks</i></p> <p>the Securities may have a minimum trading amount and if, following the transfer of any Securities, a Holder holds fewer Securities than the specified minimum trading amount, such Holder will not be permitted to transfer their remaining Securities prior to redemption without first purchasing enough additional Securities in order to hold the minimum trading amount;</p> <p>in certain circumstances Holders may lose the entire value of their investment;</p> <p><i>Issuer /Guarantor Risks</i></p> <p>a reduction in the rating, if any, accorded to outstanding debt securities of the Issuer or Guarantor (if applicable) by a credit rating agency could result in a reduction in the trading value of the Securities;</p>

Element	Title	
		<p><i>Legal Risks</i></p> <p>the occurrence of an additional disruption event or optional additional disruption event may lead to an adjustment to the Securities early redemption or may result in the amount payable on scheduled redemption being different from the amount expected to be paid at scheduled redemption and consequently the occurrence of an additional disruption event and/or optional additional disruption event may have an adverse effect on the value or liquidity of the Securities;</p> <p>in certain circumstances settlement may be postponed or payments made in USD if the Settlement Currency specified in the applicable Final Terms is not freely transferable, convertible or deliverable;</p> <p>expenses and taxation may be payable in respect of the Securities;</p> <p>the Securities may be redeemed in the case of illegality or impracticability and such redemption may result in an investor not realising a return on an investment in the Securities;</p> <p>any judicial decision or change to an administrative practice or change to English law or French law, as applicable, after the date of the Base Prospectus could materially adversely impact the value of any Securities affected by it;</p> <p><i>Secondary Market Risks</i></p> <p>the only means through which a Holder can realise value from the Security prior to its Redemption Date is to sell it at its then market price in an available secondary market and that there may be no secondary market for the Securities (which could mean that an investor has to exercise or wait until redemption of the Securities to realise a greater value than its trading value);</p> <p>an active secondary market may never be established or may be illiquid and this may adversely affect the value at which an investor may sell its Securities (investors may suffer a partial or total loss of the amount of their investment).</p> <p>BNP Paribas Arbitrage S.N.C. is required to act as market-maker in respect of the Securities. BNP Paribas Arbitrage S.N.C. will endeavour to maintain a secondary market throughout the life of the Securities, subject to normal market conditions and will submit bid and offer prices to the market. The spread between bid and offer prices may change during the life of the Securities. However, during certain periods, it may be difficult, impractical or impossible for BNP Paribas Arbitrage S.N.C. to quote bid and offer prices, and during such periods, it may be difficult, impracticable or impossible to buy or sell these Securities. This may, for example, be due to adverse market conditions, volatile prices or large price fluctuations, a large marketplace being closed or restricted or experiencing technical problems such as an IT system failure or network disruption.</p>



Element	Title	
		<p><i>Risks relating to Underlying Reference Asset(s)</i></p> <p>In addition, there are specific risks in relation to Securities which are linked to an Underlying Reference (including Hybrid Securities) and an investment in such Securities will entail significant risks not associated with an investment in a conventional debt security. Risk factors in relation to Underlying Reference linked Securities include:</p> <p>exposure to one or more index, adjustment events and market disruption or failure to open of an exchange which may have an adverse effect on the value and liquidity of the Securities</p> <p>exposure to a fund share or unit or fund index, similar risks to a direct fund investment, that the amount payable on Fund Securities may be less than the amount payable from a direct investment in the relevant Fund(s) or Fund Index(ices), extraordinary fund events which may have an adverse effect on the value or liquidity of the Securities</p>
<b>D.6</b>	Risk warning	<p>See Element D.3 above.</p> <p>In the event of the insolvency of the Issuer or if it is otherwise unable or unwilling to repay the Securities when repayment falls due, an investor may lose all or part of his investment in the Securities.</p> <p>If the Guarantor is unable or unwilling to meet its obligations under the Guarantee when due, an investor may lose all or part of his investment in the Securities.</p> <p>In addition, investors may lose all or part of their investment in the Securities as a result of the terms and conditions of the Securities.</p>

#### Section E – Offer

Element	Title	
<b>E.2b</b>	Reasons for the offer and use of 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.
<b>E.3</b>	Terms and conditions of the offer	<p>This issue of Securities is being offered in a Non-Exempt Offer in Ireland.</p> <p>The issue price of the Securities is 100 per cent. of their nominal amount,</p>
<b>E.4</b>	Interest of natural and legal persons involved in the issue/offer	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.

<b>Element</b>	<b>Title</b>	
<b>E.7</b>	Expenses charged to the investor by the Issuer	No expenses are being charged to an investor by the Issuer.

