

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

**FINAL TERMS FOR EXEMPT SECURITIES DATED 9 JUNE 2022**

**BNP Paribas Issuance B.V.**

*(incorporated in The Netherlands)*

*(as Issuer)*

Legal entity identifier (LEI): 7245009UXRIGIRYOBR48

**BNP Paribas**

*(incorporated in France)*

*(as Guarantor)*

Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83

**(Note, Warrant and Certificate Programme)**

**ZAR 500,000,000 Floating Rate Collateralised Notes due 29 August 2022**

**Series: FINTE 9227 BA**

**ISIN: ZAG000186974**

**ISSUANCE OF SOUTH AFRICAN SECURITIES BY BNP PARIBAS ISSUANCE B.V. UNDER THE NOTE, WARRANT AND CERTIFICATE PROGRAMME (THE "PROGRAMME") HAS BEEN APPROVED BY JSE LIMITED ("JSE"), A LICENSED FINANCIAL EXCHANGE IN TERMS OF THE SOUTH AFRICAN FINANCIAL MARKETS ACT, 2012 ON 9 JUNE 2022.**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "Conditions") set forth under the sections entitled "Terms and Conditions of the Notes" and Annex 13 – Additional Terms and Conditions for Secured Securities in the Base Prospectus in respect of the Notes dated 1 June 2022 and any Supplement(s) thereto approved and published on or before the date of these Final Terms for Exempt Securities (copies of which are available as described below) which together constitute a base prospectus (the "**Base Prospectus**") read together with the placement document, dated 1 September 2016 (the "**JSE Placement Document**"), prepared by the Issuers for purposes of listing South African Securities on the Interest Rate Market or the Main Board of the JSE Limited (the "**JSE**"). This document constitutes these Final Terms for Exempt Securities of the Notes described herein, and must be read in conjunction with the Base Prospectus as supplemented by the JSE Placement Document to obtain all the relevant information. The Base Prospectus and any Supplement(s) to the Base Prospectus and these Final Terms for Exempt Securities are available for viewing at, and copies may be obtained free of charge from, the specified offices of the South African Transfer Agent. A copy of these Final Terms for Exempt Securities and the Base Prospectus will be sent free of charge by the Issuer to any investor requesting such documents.

1. (i) Issuer: BNP Paribas Issuance B.V.
- (ii) Guarantor: BNP Paribas
2. Trade Date: 7 June 2022
3. (i) Series Number: FINTE 9227 BA
- (ii) Tranche Number: 1
4. (i) Specified Currency: South African Rand (“ZAR”)
- (ii) Settlement Currency: ZAR
5. Aggregate Nominal Amount:
  - (i) Series: ZAR 500,000,000
  - (ii) Tranche: ZAR 500,000,000
6. Issue Price of Tranche: 100.00 per cent. of the Aggregate Nominal Amount of the applicable Tranche
7. Minimum Trading Size: ZAR 2,000,000
8. (i) Specified Denominations: ZAR 100,000
- (ii) Calculation Amount: ZAR 100,000
9. (i) Issue Date: 14 June 2022
- (ii) Interest Commencement Date: The Issue Date
10. Maturity Date: 29 August 2022  
Business Day Convention for Maturity Date: Modified Following
11. Form of Notes: Listed Notes issued in uncertificated form and held in the CSD
12. Last Day to Register: By 17h00 on 23 August 2022, or if such day is not a Business Day, the Business Day before each Books Closed Period
13. Books Closed Period: The Register will be closed from 24 August 2022
14. Record Date: 26 August 2022
15. Last Day to Trade: 23 August 2022
16. Ex-Date: 24 August 2022
17. Declaration Date: 8 August 2022
18. Interest Basis: Three month Johannesburg Interbank Agreed Rate (“JIBAR”) + 0.80 per cent. per annum Floating Rate (further particulars specified below)

19.	Coupon Switch:	Not applicable
20.	Redemption/Payment Basis:	Redemption at par
21.	Put/Call Options:	Not applicable
22.	Exchange Rate:	Not applicable
23.	Strike Date:	Not applicable
24.	Strike Price:	Not applicable
25.	Averaging:	Averaging does not apply to the Securities.
26.	Observation Dates:	Not applicable
27.	Observation Period:	Not applicable
28.	Illegality (Security Condition 10.1) and Force Majeure (Security Condition 10.2)	Illegality: redemption in accordance with Security Condition 10.1(d)  Force Majeure: redemption in accordance with Security Condition 10.2(b)
29.	Additional Disruption Events and Optional Additional Disruption Events:	(a) Additional Disruption Events: Applicable  (b) Optional Additional Disruption Events: Administrator/Benchmark Event  (c) Redemption:  Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable
30.	Knock-in Event:	Not applicable
31.	Knock-out Event:	Not applicable
32.	Tax Gross-up:	Condition 6.3 ( <i>No Gross-up</i> ) of the Note Conditions applicable
33.	Method of distribution:	Non-syndicated

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

34.	Interest:	Applicable
	(i) Interest Period(s):	As per the Conditions
	(ii) Interest Period End Date(s):	29 August 2022
	(iii) Business Day Convention for Interest Period End Date(s):	Modified Following
	(iv) Interest Payment Date(s):	29 August 2022

(v)	Business Day Convention for Interest Payment Date(s):	Modified Following
(vi)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	The Calculation Agent
(vii)	Margin(s):	+ 0.80 per cent. per annum
(viii)	Minimum Interest Rate:	As per the Conditions
(ix)	Maximum Interest Rate:	Not applicable
(x)	Day Count Fraction:	Actual/365 (Fixed)
(xi)	Determination Dates:	Not applicable
(xii)	Accrual to Redemption:	Applicable
(xiii)	Rate of Interest:	Floating Rate
(xiv)	Coupon Rate:	Not applicable
<b>35.</b>	Fixed Rate Provisions:	Not applicable
<b>36.</b>	Floating Rate Provisions:	Applicable
(i)	Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
(ii)	Linear Interpolation:	Not applicable
<b>37.</b>	Screen Rate Determination:	Applicable
	- Reference Rate:	Three month JIBAR
	- Interest Determination Date(s):	First Johannesburg Business Day of the Interest Period where "Johannesburg Business Day" means a day on which commercial banks and foreign exchange markets settle payment and are open for general business (including dealing in foreign exchange and foreign currency deposits) in Johannesburg.
	- Specified Time:	11:00 am, Johannesburg time
	- Relevant Screen Page:	Reuters JIBAR3M (or any successor thereto)
<b>38.</b>	ISDA Determination:	Not applicable
<b>39.</b>	FBF Determination:	Not applicable
<b>40.</b>	Zero Coupon Provisions:	Not applicable
<b>41.</b>	Index Linked Interest Provisions:	Not applicable

- |     |  |   |
|-----|--|---|
| 42. | Share Linked/ETI Share Linked Interest Provisions      | Not applicable                                  |
| 43. | Inflation Linked Interest Provisions:                  | Not applicable                                  |
| 44. | Commodity Linked Interest Provisions:                  | Not applicable                                  |
| 45. | Fund Linked Interest Provisions:                       | Not applicable                                  |
| 46. | ETI Linked Interest Provisions:                        | Not applicable                                  |
| 47. | Foreign Exchange (FX) Rate Linked Interest Provisions: | Not applicable                                  |
| 48. | Underlying Interest Rate Linked Interest Provisions:   | Not applicable                                  |
| 49. | Debt Linked Interest Provisions:                       | Not applicable                                  |
| 50. | Additional Business Centre(s) (Condition 3.12):        | New York and London in addition to Johannesburg |

#### **PROVISIONS RELATING TO REDEMPTION**

- |     |  |                                       |
|-----|--|---------------------------------------|
| 51. | Final Redemption Amount:                             | Calculation Amount x 100.00 per cent. |
| 52. | Final Payout:  | Not applicable                        |
| 53. | Automatic Early Redemption:                          | Not applicable                        |
| 54. | Issuer Call Option:                                  | Not applicable                        |
| 55. | Noteholder Put Option:                               | Not applicable                        |
| 56. | Aggregation:   | Not applicable                        |
| 57. | Index Linked Redemption Amount:                      | Not applicable                        |
| 58. | Share Linked/ETI Share Linked Redemption Amount:     | Not applicable                        |
| 59. | Inflation Linked Redemption Amount:                  | Not applicable                        |
| 60. | Commodity Linked Redemption Amount:                  | Not applicable                        |
| 61. | Fund Linked Redemption Amount:                       | Not applicable                        |
| 62. | Credit Security Provisions:                          | Not applicable                        |
| 63. | ETI Linked Redemption Amount:                        | Not applicable                        |
| 64. | Foreign Exchange (FX) Rate Linked Redemption Amount: | Not applicable                        |
| 65. | Underlying Interest Rate Linked Redemption Amount:   | Not applicable                        |
| 66. | Debt Linked Redemption Amount:                       | Not applicable                        |

67. Early Redemption Amount: Market Value less Costs
68. Provisions applicable to Physical Delivery: Not applicable
69. Hybrid Securities: Not applicable
70. Variation of Settlement and Issuer's option to Substitute: Not applicable
71. CNY Payment Disruption Event: Not applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

72. Form of Notes: Uncertificated form held in the CSD  
New Global Note: No
73. Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a) of the 'Terms and Conditions of the Notes' in the Base Prospectus: Johannesburg, New York and London
74. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): No.
75. Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made: Not applicable
76. Redenomination, renominalisation and reconventioning provisions: Not applicable
77. Masse (Condition 18): Not applicable
78. Calculation Agent: BNP Paribas  
Calculation Agent address for purpose of the Noteholder Account Information Notice: Not applicable
79. Principal Paying Agent: BNP Paribas Arbitrage S.N.C.  
See also 'Changes to Transfer Agent and Paying Agent' as set out in sub-paragraph 88(b) below.
80. Governing law: English law
81. Identification information of Holders as provided by Condition 1 in relation to French Law Notes: Not applicable

## DISTRIBUTION

82. (i) If syndicated, names of Managers (specifying Lead Manager): Not applicable
- (ii) Date of Subscription Agreement: Not applicable
- (iii) Stabilisation Manager (if any): Not applicable
- (iv) Prohibition of Sales to EEA and UK Retail Investors:
- (a) Selling Restriction: Not applicable
- (b) Legend: Not applicable
- (v) Notification under Section 309B(1)(c) of the SFA: Not applicable
83. Total commission and concession: Not applicable
84. U.S. Selling Restrictions: TEFRA Not applicable
85. Additional U.S. Federal income tax consequences: The Notes are not Specified Securities for purposes of Section 871(m) of the U.S. Internal Revenue Code of 1986.
86. Capital raising process: Private placement
87. Other terms or special conditions:
- (a) This Series of South African Securities will be issued on, and subject to, the applicable Conditions (being the terms and conditions of the Securities set out in the section of the Base Prospectus headed “*Terms and Conditions of the Notes*” (the “**Note Conditions**”), as replaced and/or supplemented by (i) the additional terms and conditions set out in the JSE Placement Document headed “*Additional Terms and Conditions*” (the “**Additional Terms and Conditions**”) and (ii) the terms and conditions of this Series of Notes set out in these Final Terms for Exempt Securities).
- (b) Changes to Transfer Agent and Paying Agent:
- In relation to the listing of Securities (as defined in the JSE Placement Document) on the JSE, Computershare Investor Services (Proprietary) Limited (“**Computershare**”), FirstRand Bank Limited, acting through its Rand Merchant Bank division (“**FNB**”), BNP

Paribas Arbitrage S.N.C. (“**BNPA**”) and the Issuer entered into a separate Agency Agreement dated 1 September 2016, as amended and/or supplemented from time to time (the “**South African Agency Agreement**”) in terms of which the Issuer appointed Computershare Investor Services (Proprietary) Limited to act as Transfer Agent, FirstRand Bank Limited, acting through its Rand Merchant Bank division to act as Paying Agent (in respect of Notes, Warrants and Certificates), and BNP Paribas Arbitrage S.N.C. or BNP Paribas to act as Calculation Agent respectively in respect of a relevant Series of South African Securities to be issued under the Programme pursuant to the Base Prospectus relating to Notes as read with the JSE Placement Document. All references in the Base Prospectus relating to Notes to the “**Agency Agreement**” shall be to the “**South African Agency Agreement**.”

Specified Offices:

**Computershare Investor Services  
Proprietary Limited**

Rosebank Towers  
15 Biermann Avenue  
Rosebank  
Johannesburg, 2196  
South Africa  
Contact: Mr C Lourens  
Tel: +27 11 370 7843  
Fax: +27 11 688 7707

**FirstRand Bank Limited,  
acting through its Rand Merchant Bank  
division**

BankCity, 3 First Place Mezzanine Floor  
Cnr Simmonds & Jeppe Street  
Johannesburg, 2001  
South Africa  
Contact: Ms Maritjie Coetzee  
Tel: +27 11 371 3451  
Fax: +27 11 352 2010

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

8 Rue de Sofia  
F-75018  
Paris  
France  
Tel: +331 55 77 43 14



**PROVISIONS RELATING TO COLLATERAL AND SECURITY**

- 88.** Secured Securities other than Nominal Value Repack Securities: Applicable – Part A of Annex 13 (*Additional Terms and Conditions for Secured Securities*) will apply
- (a) Collateral Pool: Collateral Assets will be held in Euroclear Bank SA/NV account number 45145
- (b) Type of Collateral Pool: Multiple Series Pool
- (c) (i) Eligible Collateral: Any notes, warrants, certificates or other transferable securities capable of being cleared through the securities settlement system of Euroclear Bank SA/NV, provided that such securities are not issued by any entity within the BNP Paribas Group.
- (ii) Fallback Collateral: Not applicable
- (d) Type of collateralisation: Nominal Value Collateralisation
- (e) Type of enforcement: Collateral Cash Settlement
- (f) Haircut: Not applicable
- (g) Security Termination Amount: Security Value Termination Amount
- (h) Priority of Payments: Holder Priority of Payments
- (i) Additional or Alternative Security Agreement(s): Not applicable
- (j) Limited Diversification: Applicable
- (k) Collateral Valuation Dates: Each Business Day from and including the Issue Date to but excluding the Maturity Date
- (l) Collateral Calculation Agent: BNP Paribas SA. In accordance with Collateral Security Condition 5, BNP Paribas has delegated its obligation to calculate the marked-to-market value of the Collateral Assets to Euroclear Bank SA/NV. Notwithstanding such delegation, BNP Paribas may from time to time, at its discretion, provide Euroclear Bank SA/NV with the marked-to-market value of any Collateral Assets or correct a marked-to-market value previously determined by Euroclear Bank SA/NV.
- (m) Collateral Custodian: Euroclear Bank SA/NV
- (n) Triparty Agent: Not applicable
- (o) Collateral Agent: BNP Paribas Trust Corporation UK Limited
- (p) Swap Agreement: Applicable
- (q) Swap Counterparty: BNP Paribas SA

- |            |  |                |
|------------|--|----------------|
| (r)        | Repurchase Agreement:                    | Not applicable |
| (s)        | Repo Counterparty:                       | Not applicable |
| (t)        | Collateral Asset Default:                | Not applicable |
| (u)        | Collateral Security Credit Certificates: | Not applicable |
| (v)        | Collateral Asset Linked Securities:      | Not applicable |
| <b>89.</b> | Nominal Value Repack Securities:         | Not applicable |
| <b>90.</b> | Actively Managed Securities:             | Not applicable |

The Programme amount is unlimited

### Responsibility

The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from the JSE Placement Document, the Base Prospectus relating to Notes or these Final Terms for Exempt Securities which would make any statement false or misleading, that all reasonable enquiries to ascertain such facts have been made and that the JSE Placement Document and the Base Prospectus relating to Notes together with these Final Terms for Exempt Securities contain all information required by law, the Debt Listings Requirements of the JSE and where applicable, section 19 of the Listings Requirements of the JSE. The Issuer accepts full responsibility for the accuracy of the information contained in the JSE Placement Document, the Base Prospectus relating to Notes and these Final Terms for Exempt Securities and all documents incorporated by reference (see the section of the JSE Placement Document headed "*Documents Incorporated by Reference*").

The JSE takes no responsibility for the contents of the JSE Placement Document, the Base Prospectus relating to Notes, the annual financial statements, the annual reports and these Final Terms for Exempt Securities of the Issuer and any amendments or supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of the JSE Placement Document, the Base Prospectus relating to Notes, the annual financial statements, the annual reports and these Final Terms for Exempt Securities of the Issuer and any amendments or supplements to the aforementioned documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the aforementioned documents. The JSE's approval of the registration of the JSE Placement Document and listing of the Notes is not to be taken in any way as an indication of the merits of the Issuer or of the Notes and that, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

Signed on behalf of the Issuer:

By:  \_\_\_\_\_  
 Name: David Blofeld

Duly authorised

Victoria Sur

By: \_\_\_\_\_

Name: Victoria Sur

Duly authorised

## PART B – OTHER INFORMATION

1. **Listing and Admission to trading** Application has been made to list the Notes on the Interest Rate Market of the JSE and to admit the Notes described herein for trading through the CSD.
2. **Ratings** The Notes have not been rated.
3. ***Floating Rate Notes only* – Historic Interest Rates**  
Details of historic JIBAR rates can be obtained from Reuters
4. **Performance of Rates of Exchange/Index/ Share/ Commodity/ Inflation/ Foreign Exchange Rate/ Fund/ Reference Entity/ Entities/ ETI Interest/ Formula, Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying Reference**  
  
Not applicable
5. **Operational Information**
  - (i) ISIN: ZAG000186974
  - (ii) Common Code: BNPP22
  - (iii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and Euroclear France approved by the Issuer and the Principal Paying Agent and the relevant identification number(s): Strate Proprietary Limited (the “CSD”)
  - (iv) Delivery: Delivery against payment
  - (v) Additional Paying Agent(s) (if any): Not applicable
  - (vi) Intended to be held in a manner which would allow Eurosystem eligibility: No

**Disclosure Requirements in terms of Paragraphs 3(5) of the Commercial Paper Regulations in relation to these Notes, as at the date of these Final Terms for Exempt Securities**

**Paragraph 3(5)(a)**

The ultimate borrower is the Issuer.

**Paragraph 3(5)(b)**

The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments, thereby reflecting the adequacy of the liquidity and solvency of the Issuer.

**Paragraph 3(5)(c)**

The auditors of the Issuer are Mazars, South Africa

**Paragraph 3(5)(d)**

As at the Issue Date:

- (i) the Issuer has issued ZAR10,368,279,721 (excluding this Series) commercial paper (as defined in the Commercial Paper Regulations) in South Africa; and
- (ii) to the best of the Issuer's knowledge and belief, the Issuer estimates that it will issue commercial paper (as defined in the Commercial Paper Regulations) up to an amount of ZAR28,000,000,000 during the current financial year ending 31 December 2022.

**Paragraph 3(5)(f)**

There has been no material adverse change in the Issuer's financial position since the date of its last audited financial statements.

**Paragraph 3(5)(g)**

This Series of Notes will be listed on the Interest Rate Market of the JSE.

**Paragraph 3(5)(h)**

The proceeds of the issue of this Series of Notes will be applied by the Issuer for its general corporate purposes.

**Paragraph 3(5)(i)**

The obligations of the Issuer in respect of this Series of Notes are unsecured, however, they are guaranteed by the Guarantor.

**Paragraph 3(5)(j)**

Mazars, South Africa have confirmed that, based on their procedures performed, nothing has come to their attention which indicates each of the Issuers will not comply in all respects with the relevant provisions of the Commercial Paper Regulations.