

**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 dated 1 March 2023***

***BNP PARIBAS***

***(incorporated in France)***

***(the Issuer)***

***Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83***

***Issue of ZAR 500,000,000 Floating Rate Senior Non-Preferred Notes due 1 March 2029***

***ISIN Code: ZAG000193442***

***under the Euro Medium Term Note Programme***

***(the Programme)***

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to either of Article 3 of the Prospectus Regulation or section 85 of the FSMA or to supplement a prospectus pursuant to either of Article 23 of the Prospectus Regulation or Article 23 of the UK Prospectus Regulation, in each case, in relation to such offer.

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth under the sections entitled "Terms and Conditions of the French Law Notes" in the Base Prospectus dated 1 July 2022 which received approval n° 22-263 from the *Autorité des marchés financiers* ("**AMF**") on 1 July 2022 and the Supplements to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Notes such changes shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate) which together constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation, and must be read in conjunction with the Base Prospectus to obtain all relevant information. A summary of the Notes is annexed to these Final Terms. **The Base Prospectus and any Supplement(s) to the Base Prospectus and these Final Terms are available for viewing at BNP Paribas 16, boulevard des Italiens 75009 Paris, France and [www.invest.bnpparibas.com](http://www.invest.bnpparibas.com) and <https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx> and copies may be obtained free of charge at the specified office of the Principal Paying Agent.**

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|-----|---|---|
| 1.  | Issuer:   | BNP Paribas                                   |
| 2.  | (i) Trade Date:                                 | See Section 4 (i) below                       |
|     | (ii) Series Number:                             | 19924   |
|     | (iii) Tranche Number:                           | 1   |
| 3.  | Specified Currency:                             | South African rand (" <b>ZAR</b> ")           |
| 4.  | Aggregate Nominal Amount:                       |   |
|     | (i) Series:                                     | Total Issue Amount: ZAR 500,000,000           |
|     |   | (a) Issue Amount: ZAR 170,000,000             |
|     |   | Trade Date: 15 February 2023                  |
|     |   | (b) Issue Amount: ZAR 330, 000,000            |
|     |   | Trade Date: 21 February 2023                  |
|     | (ii) Tranche:                                   | ZAR 500,000,000                               |
| 5.  | Issue Price of Tranche:                         | 100 per cent. of the Aggregate Nominal Amount |
| 6.  | Minimum Trading Size:                           | ZAR 2,000,000                                 |
| 7.  | (i) Specified Denominations:                    | ZAR 2,000,000                                 |
|     | (ii) Calculation Amount:                        | ZAR 2,000,000                                 |
| 8.  | (i) Issue Date:                                 | 1 March 2023                                  |
|     | (ii) Interest Commencement Date:                | Issue Date                                    |
| 9.  | (i) Maturity Date:                              | 1 March 2029                                  |
|     | (ii) Business Day Convention for Maturity Date: | Modified Following                            |
| 10. | Form of Notes:                                  | Registered                                    |

11.	Interest Basis:	3-month JIBAR + 1.70 per cent. Floating Rate <i>(further particulars specified below)</i>
12.	Coupon Switch:	Not applicable
13.	Redemption/Payment Basis:	Redemption at par
14.	Change of Interest Basis or Redemption/Payment Basis:	Not applicable
15.	Put/Call Options:	Not applicable
16.	Exchange Rate:	Not applicable
17.	Status of the Notes:	Senior Non Preferred Notes MREL/TLAC Criteria Event: Not applicable
18.	Knock-in Event:	Not applicable
19.	Knock-out Event:	Not applicable
20.	Method of distribution:	Non-syndicated
21.	Hybrid Notes:	Not applicable
22.	Tax Gross-Up:	Condition 6(e) (No Gross-Up) of the Terms and Conditions of the French Law Notes not applicable

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

23.	Interest:	Applicable
	(i) Interest Period(s):	Each period from, and including, the applicable Interest Payment Date and ending on, but excluding, the following Interest Payment Date, the first Interest Period commences on the Issue Date and ends on (but excludes) the first Interest Payment Date (each Interest Payment Date is adjusted in accordance with the Applicable Business Day Convention, as specified in this Final Terms)
	(ii) Interest Period End Date(s):	1 March, 1 June, 1 September and 1 December of each year from 1 June 2023 to and including the Maturity Date
	(iii) Business Day Convention for Interest Period End Date(s):	Not applicable
	(iv) Interest Payment Date(s):	1 March, 1 June, 1 September and 1 December of each year from 1 June 2023 to and including the Maturity Date
	(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):	Calculation Agent
	(vii) Margin(s):	Not applicable
	(viii) Minimum Interest Rate:	Not applicable
	(ix) Maximum Interest Rate:	Not applicable
	(x) Day Count Fraction:	Act/365 Fixed, adjusted

	(xi) Determination Dates:	Not applicable
	(xii) Accrual to Redemption:	Applicable
	(xiii) Rate of Interest:	Floating Rate
	(xiv) Coupon Rate:	Not applicable
<b>24.</b>	Fixed Rate Provisions:	Not applicable
<b>25.</b>	Resettable Notes:	Not applicable
<b>26.</b>	Floating Rate Provisions:	Applicable
	Floating Rate is determined by the Calculation Agent in accordance with the following formula:	
	3-month JIBAR + 1.70 per cent.	
	If the Calculation Agent determines that the Screen Page is not available for the purpose of determining the Reference Rate, the Calculation Agent acting in good faith and in a commercially reasonable manner will determine a successor benchmark rate or substitute rate that there is an industry accepted successor rate to be used by the Calculation Agent as applicable, to determine the Rate of Interest.	
	(i) Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
	(ii) Linear Interpolation:	Not applicable
<b>27.</b>	Screen Rate Determination:	Applicable
	(i) Reference Rate:	3-month JIBAR
	(ii) Interest Determination Date(s):	Johannesburg Business Day at the start of each Interest Period
	(iii) Specified Time:	11:00 am, Johannesburg time
	(iv) Relevant Screen Page:	Reuters JIBAR3M
<b>28.</b>	ISDA Determination:	Not applicable
<b>29.</b>	FBF Determination:	Not applicable
<b>30.</b>	Zero Coupon Provisions:	Not applicable
<b>31.</b>	Index Linked Interest Provisions:	Not applicable
<b>32.</b>	Share Linked/ETI Share Linked Interest Provisions:	Not applicable
<b>33.</b>	Inflation Linked Interest Provisions:	Not applicable
<b>34.</b>	Commodity Linked Interest Provisions:	Not applicable
<b>35.</b>	Fund Linked Interest Provisions:	Not applicable
<b>36.</b>	ETI Linked Interest Provisions:	Not applicable
<b>37.</b>	Foreign Exchange (FX) Rate Linked Interest Provisions:	Not applicable

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|-----|--|--------------------------|
| 38. | Underlying Interest Rate Linked Interest Provisions:   | Not applicable           |
| 39. | Additional Business Centre(s) (Condition 3(f) of the Terms and Conditions of the English Law Notes or Condition 3(f) of the Terms and Conditions of the French Law Notes, as the case may be): | TARGET2 and Johannesburg |

**PROVISIONS RELATING TO REDEMPTION**

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|-----|--|---|
| 40. | Final Redemption Amount:                                 | Calculation Amount x 100 per cent.  |
| 41. | Final Payout:  | Not applicable  |
| 42. | Automatic Early Redemption:                              | Not applicable  |
| 43. | Issuer Call Option:                                      | Not applicable  |
| 44. | Noteholder Put Option:                                   | Not applicable  |
| 45. | Aggregation:   | Not applicable  |
| 46. | Index Linked Redemption Amount:                          | Not applicable  |
| 47. | Share Linked/ETI Share Linked Redemption Amount:         | Not applicable  |
| 48. | Inflation Linked Redemption Amount:                      | Not applicable  |
| 49. | Commodity Linked Redemption Amount:                      | Not applicable  |
| 50. | Fund Linked Redemption Amount:                           | Not applicable  |
| 51. | Credit Linked Notes:                                     | Not applicable  |
| 52. | ETI Linked Redemption Amount:                            | Not applicable  |
| 53. | Foreign Exchange (FX) Rate Linked Redemption Amount:     | Not applicable  |
| 54. | Underlying Interest Rate Linked Redemption Amount:       | Not applicable  |
| 55. | Events of Default for Senior Preferred Notes:            | Not applicable  |
| 56. | Administrator/Benchmark Event:                           | Not applicable  |
| 57. | Early Redemption Amount(s):                              | Article 45b2(b) BRRD: Not applicable<br>Final Redemption Amount                 |
| 58. | Provisions applicable to Physical Delivery:              | Not applicable  |
| 59. | Variation of Settlement:                                 |   |
|     | (i) Issuer's option to vary settlement:                  | The Issuer does not have the option to vary settlement in respect of the Notes. |
|     | (ii) Variation of Settlement of Physical Delivery Notes: | Not applicable  |
| 60. | CNY Payment Disruption Event:                            | Not applicable  |

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

61.	Form of Notes:	Registered Notes
	New Global Note:	No
		Dematerialised Notes
		Registered dematerialised form
62.	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 English Law Notes or Condition 4(b) of the Terms and Conditions of the French Law Notes, as the case may be:	Johannesburg
63.	Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):	No
64.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and, if different from those specified in the Temporary Bearer Global Note or Permanent Bearer Global Note, consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not applicable
65.	Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made:	Not applicable
66.	Redenomination, renominatisation and reconventioning provisions:	Not applicable
67.	<i>Masse</i> (Condition 12 of the Terms and Conditions of the French Law Notes):	Contractual representation of Noteholders/No Masse shall apply.
68.	Governing law:	French law
69.	Calculation Agent:	BNP Paribas

## DISTRIBUTION

70.	(i)	If syndicated, names of Managers (specifying Lead Manager):	Not applicable
	(iii)	Date of Subscription Agreement:	Not applicable
	(iv)	Stabilisation Manager (if any):	Not applicable
	(v)	If non-syndicated, name of relevant Dealer:	BNP Paribas

71.	Total commission and concession:	Not applicable
72.	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA Not applicable
73.	Additional Canadian selling restrictions:	Not applicable
74.	Other terms or special conditions:	
	(i) Last Day to Register	By 17h00 on 18 February, 21 May, 21 August and 20 November of each year until the Maturity Date, except for the period falling in February 2024 and February 2028 where the Last Day to Register will be 20 February, or if such day is not a Business Day, the Business Day before each Books Closed Period
	(ii) Books Closed	The Register will be closed from 19 February to 28 February, 22 May to 31 May, 22 August to 31 August and 21 November to 30 November, of each year until the Maturity Date, except for the period falling in February 2024 and February 2028 where the Register will be closed from 20 February 2024 to 29 February, (all dates inclusive), or if any early redemption occurs, 10 Days prior to the actual redemption date
	(iii) Selling Restrictions	See Annex A
	(iv) Exchange Control Approval	21 October 2022
75.	United States Tax Considerations	The Notes are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.
76.	Prohibition of Sales to Retail Investors:	Prohibition of Sales to EEA Retail Investors: Applicable  Prohibition of Sales to UK Retail Investors: Applicable

## 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 the Notes or these Final 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 contain all information required by law, the Debt 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 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 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 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.

**Material Change:**

As at the date of these Final Terms, and after due and careful enquiry, there has been no material change in the financial or trading position of the Issuer since the date of the Issuer's latest interim financial results. As at the date of these Final Terms, there has been no involvement by Mazars in making the aforementioned statement.

Signed on behalf of the Issuer:

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

Duly authorised

Anne Besson-Imbert  
AUTHORISED SIGNATORY



## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

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|------|---|---|
| (i)  | Listing and admission to trading:                           | Application will be made by the Issuer (or on its behalf) for the Notes to be listed on Johannesburg Stock Exchange with effect on or around the Issue Date |
| (ii) | Estimate of total expenses related to admission to trading: | N/A   |

### 2. Ratings

Ratings: The Notes are not to be rated.

### 3. *Floating Rate Notes only – Performance of Rates*

Details of the performance of 3-month JIBAR rates can be obtained free of charge, from Reuters JIBAR3M

### 4. Operational Information

- |       |   |  |
|-------|---|--|
| (i)   | ISIN:   | <b>ZAG000193442</b>  |
| (ii)  | Common Code:  | <b>BNPS02</b>  |
| (v)   | Any clearing system(s) other than Euroclear France Euroclear and Clearstream, Luxembourg approved by the Issuer and the Principal Paying Agent and the relevant identification number(s): | Strate Proprietary Limited   |
| (vi)  | Delivery:   | Delivery against payment   |
| (vii) | Additional Paying Agent(s) (if any):  | FirstRand Bank Limited, acting through its Rand Merchant Bank division   |
|       |   | BankCity, 3 First Place Mezzanine Floor<br>Cnr Simmonds & Jeppe Street<br>Johannesburg, 2001<br>South Africa   |
| (xi)  | Intended to be held in a manner which would allow Eurosystem eligibility:   | No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safe-keeper (and registered in the name of a nominee of one of the ICSDs acting as common safe-keeper). Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |
| (xii) | Name and address of Registration Agent:   | Not applicable   |

**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**

**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 no commercial paper (exclusive of this issue of Notes and all other Notes issuing on the same Issue Date) (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 ZAR5,000,000,000 (exclusive of this issue of Notes and all other Notes issuing on the same Issue Date) during the current financial year ending 31 December 2023.

**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.

## **Annex A**

### **South African Selling Restrictions**

The Notes may not be offered or sold, directly or indirectly, and neither the JSE Placement Document nor any advertisement or other offering material may be distributed or published in any jurisdiction other than in South Africa.

The Arranger and any Dealer have (or will have) represented, warranted and agreed that they (i) will not offer the Notes for subscription, (ii) will not solicit any offers for subscription for or sale of the Notes, and (iii) will not sell or offer the Notes in South Africa in contravention of the South African Companies Act, South African Banks Act, South African Exchange Control Regulations and/or any other applicable laws and regulations of South Africa in force from time to time.

Prior to the issue of any Series of Notes under the Programme, the Dealer who has (or will have) agreed to place that Series of Notes will be required to represent and agree that it will not make an *offer to the public* (as such expression is defined in the South African Companies Act, and which expression includes any section of the public) of Notes (whether for subscription, purchase or sale) in South Africa. This JSE Placement Document does not, nor is it intended to, constitute a prospectus prepared and registered under the South African Companies Act.

#### *Offers not deemed to be offers to the public*

Offers for subscription for, or sale of, Notes are not deemed to be offers to the public if:

- (a) made to certain investors contemplated in section 96(1)(a) of the South African Companies Act; or
- (b) the total contemplated acquisition cost of Notes, for any single addressee acting as principal, shall be equal to or greater than ZAR1,000,000, or such higher amount as may be promulgated by notice in the Government Gazette of South Africa pursuant to section 96(2)(a) of the South African Companies Act.

Information made available in this JSE Placement Document should not be considered as *advice* as defined in the South African Financial Advisory and Intermediary Services Act, 2002.