

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

PROHIBITION OF SALES TO EEA RETAIL INVESTORS –The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MiFID II product governance / target market assessment – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories in item 18 of the Guidelines published by ESMA on 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients, each as defined in MiFID II; and (ii) all channels for distribution of the Notes . Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Final Terms dated 24 August 2023

BNP PARIBAS

(incorporated in France)

(the Issuer)

Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83

Issue of ZAR 250,000,000 Floored Floating Rate Callable Notes due 31 August 2033

ISIN Code: ZAG000198326

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 section entitled "Terms and Conditions of the French Law Notes" in the Base Prospectus dated 30 June 2023 which received approval n° 23-268 from the *Autorité des marchés financiers* ("**AMF**") on 30 June 2023 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 constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (as amended, 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. **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 <https://invest.bnpparibas/en/search/debt/documents> and copies may be obtained free of charge at the specified office of the Principal Paying Agent.**

1. Issuer: BNP Paribas
2. (i) Trade Date: 8 August 2023
(ii) Series Number: 20011
(iii) Tranche Number: 1
3. Specified Currency: South African rand ("**ZAR**")
4. Aggregate Nominal Amount:
(i) Series: ZAR 250,000,000
(ii) Tranche: ZAR 250,000,000
5. Issue Price of Tranche: 100 per cent. of the Aggregate Nominal Amount
6. Minimum Trading Size: ZAR 2,500,000
7. (i) Specified Denomination: ZAR 2,500,000
(ii) Calculation Amount: ZAR 2,500,000
8. (i) Issue Date: 31 August 2023
(ii) Interest Commencement Date: Issue Date
9. (i) Maturity Date: 31 August 2033
(ii) Business Day Convention for Maturity Date: Modified Following
10. Form of Notes: Bearer
11. Interest Basis: 3-month JIBAR + 1.75 per cent. Floating Rate
(further particulars specified below)
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: Issuer Call

		(further particulars specified below)
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) (<i>No Gross-Up</i>) 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 (and includes) 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 these Final Terms)
	(ii) Interest Period End Date(s):	28 February, 31 May, 31 August and 30 November in each year, from, and including, 30 November 2023 to, and including, the Maturity Date
	(iii) Business Day Convention for Interest Period End Date(s):	Not applicable
	(iv) Interest Payment Date(s):	28 February, 31 May, 31 August and 30 November in each year, from, and including, 30 November 2023 to, and including, the Maturity Date or, if such day is not a Business Day, the Business Day on which the interest will be paid, as determined in accordance with the applicable Business Day Convention (as specified in these Final Terms)
	(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):	+1.75 per cent. per annum
	(viii) Minimum Interest Rate:	0.00 per cent. per annum.
	(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
24.	Fixed Rate Provisions:	Not applicable
25.	Resettable Notes:	Not applicable
26.	Floating Rate Provisions:	Applicable
		Floating Rate is determined by the Calculation Agent in accordance with the following formula:
		3-month JIBAR + Margin
	(i) Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
	(ii) Linear Interpolation:	Not applicable
27.	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
		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.
28.	ISDA Determination:	Not applicable
29.	FBF Determination:	Not applicable
30.	Zero Coupon Provisions:	Not applicable
31.	Index Linked Interest Provisions:	Not applicable
32.	Share Linked/ETI Share Linked Interest Provisions:	Not applicable
33.	Inflation Linked Interest Provisions:	Not applicable
34.	Commodity Linked Interest Provisions:	Not applicable
35.	Fund Linked Interest Provisions:	Not applicable
36.	ETI Linked Interest Provisions:	Not applicable
37.	Foreign Exchange (FX) Rate Linked Interest Provisions:	Not applicable
38.	Underlying Interest Rate Linked Interest Provisions:	Not applicable

39. Additional Business Centre(s) (Condition 3(e) of the Terms and Conditions of the English Law Notes or Condition 3(e) of the Terms and Conditions of the French Law Notes, as the case may be): London, T2 and Johannesburg

PROVISIONS RELATING TO REDEMPTION

40. Final Redemption: Calculation Amount x 100 per cent.
41. Final Payout: Not applicable
42. Automatic Early Redemption: Not applicable
43. Issuer Call Option: Applicable
- (i) Optional Redemption Date(s): 31 August 2028
- (ii) Optional Redemption Valuation Date(s): Not applicable
- (iii) Optional Redemption Amount(s): Calculation Amount x 100 per cent.
- (iv) If redeemable in part: Not applicable
- (v) Notice Period: Minimum Notice Period: 25 Business Days
Maximum Notice Period: Not applicable
44. Issuer Clean-Up Call: Not applicable
45. Noteholder Put Option: Not applicable
46. Aggregation: Not applicable
47. Index Linked Redemption Amount: Not applicable
48. Share Linked/ETI Share Linked Redemption Amount: Not applicable
49. Inflation Linked Redemption Amount: Not applicable
50. Commodity Linked Redemption Amount: Not applicable
51. Fund Linked Redemption Amount: Not applicable
52. Credit Linked Notes: Not applicable
53. ETI Linked Redemption Amount: Not applicable
54. Foreign Exchange (FX) Rate Linked Redemption Amount: Not applicable
55. Underlying Interest Rate Linked Redemption Amount: Not applicable
56. Events of Default for Senior Preferred Notes: Not applicable
57. Administrator/Benchmark Event: Not applicable

58.	Early Redemption Amount(s):	Article 45b2(b) BRRD: Not applicable Final Redemption Amount
59.	Provisions applicable to Physical Delivery:	Not applicable
60.	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
61.	CNY Payment Disruption Event:	Not applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

62.	Form of Notes: New Global Note:	Bearer Notes: No Dematerialised Notes Bearer dematerialised form (<i>au porteur</i>)
63.	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
64.	Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):	Yes as the Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made
65.	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
66.	Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made:	Not applicable
67.	Redenomination, renominatisation and reconventioning provisions:	Not applicable
68.	<i>Masse</i> (Condition 12 of the Terms and Conditions of the French Law Notes):	Contractual representation of Noteholders/ <i>No Masse</i> shall apply.

69.	Governing law:	French law
70.	Calculation Agent:	BNP Paribas
DISTRIBUTION		
71.	(i) If syndicated, names of Managers (specifying Lead Manager):	Not applicable
	(i) Date of Subscription Agreement:	Not applicable
	(ii) Stabilisation Manager (if any):	Not applicable
	(iii) If non-syndicated, name of relevant Dealer:	BNP Paribas
72.	Total commission and concession:	Not applicable
73.	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA not applicable
74.	Additional Canadian selling restrictions:	Not applicable
75.	Other terms or special conditions:	
	(i) Last Day to Register:	By 17h00 on 17 February, 20 May, 20 August and 19 November of each year until the Maturity Date, or if any early redemption occurs, 11 Days prior to the actual redemption date, 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 18 February to 27 February, 21 May to 30 May, 21 August to 30 August and 20 November to 29 November of each year until the Maturity Date, or if any early redemption occurs, 10 Days prior to the actual redemption date.
	(iii) Selling Restrictions:	See Annex A
	(iv) Exchange Control Approval:	16 May 2023
76.	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.
77.	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 Terms 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 and 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 Deloitte & Associés, PricewaterhouseCoopers, Mazars or Mazars Paardekooper Hoffman Accountants N.V. in making the aforementioned statement.

Signed on behalf of the Issuer:

Signed on behalf of the Issuer:

By: 
Duly authorised Vikas Katyal
AUTHORISED SIGNATORY
Date: 24 August 2023

By: 
Duly authorised Luke Thorne
AUTHORISED SIGNATORY
Date: 24 August 2023

PART B – OTHER INFORMATION

1. Listing and Admission to trading

- | | | |
|------|---|---|
| (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: | Not applicable |

2. **Ratings:** The Notes have not been rated.

3. 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: | ZAG000198326 |
| (ii) | Common Code: | BNPS11 |
| (iii) | 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 |
| (iv) | Delivery: | Delivery against payment |
| (v) | Additional Paying Agent(s) (if any): | FirstRand Bank Limited, acting through its Rand Merchant Bank division

BankCity, 3 First Place Mezzanine Floor
Cnr Simmonds & Jeppe Street
Johannesburg, 2001
South Africa |
| (vi) | 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. |
| (vii) | 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 ZAR5,680,000,000 of Commercial Paper (as defined in the Commercial Paper Regulations) (exclusive of this issuance); 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 ZAR8,000,000,000 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 Restriction

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.