

**FINAL TERMS FOR CERTIFICATES**

**FINAL TERMS DATED 13 APRIL 2023**

**BNP Paribas Issuance B.V.**  
*(incorporated in The Netherlands)*  
*(as Issuer)*

Legal entity identifier (LEI): 7245009UXRIGIRYOBR48

**BNP Paribas**  
*(incorporated in France)*  
*(as Guarantor)*

Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83

**Up to 10,000 EUR "Athena Airbag" Certificates relating to Solactive Europe & US Top Pharmaceuticals 2020 AR  
5% Index due 19 April 2029**

under the Note, Warrant and Certificate Programme  
of BNP Paribas Issuance B.V., BNP Paribas and BNP Paribas Fortis Funding  
The Base Prospectus received approval no. 22-189 on 1 June 2022

**ISIN Code: FI4000549241**

**BNP Paribas Arbitrage S.N.C.**  
*(as Manager)*

**The Securities are offered to the public in Finland from 22 February 2023 to 30 March 2023**

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

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

Investors should note that if a supplement to or an updated version of the Base Prospectus referred to below is published at any time during the Offer Period (as defined below), such supplement or updated base prospectus, as the case may be, will be published and made available in accordance with the arrangements applied to the original publication of these Final Terms. Any investors who have indicated acceptances of the Offer (as defined below) prior to the date of publication of such supplement or updated version of the Base Prospectus, as the case may be (the "**Publication Date**"), have the right within three 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 1 June 2022, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Securities described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus to obtain all the relevant information. A summary of the Securities is annexed to these Final Terms. **The Base Prospectus, any Supplements to the Base Prospectus and these Final Terms are available for viewing at <http://eqdpo.bnpparibas.com/FI4000549241> and copies may be obtained free of charge at the specified offices of the Security Agents.**

References herein to numbered Conditions are to the terms and conditions of the relevant series of Securities and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms in so far as they relate to such series of Securities, save as where otherwise expressly provided.

These Final Terms relate to the series of Securities as set out in "Specific Provisions for each Series" below. References herein to "**Securities**" shall be deemed to be references to the relevant Securities that are the subject of these Final Terms and references to "**Security**" shall be construed accordingly.

## SPECIFIC PROVISIONS FOR EACH SERIES

<b>Series Number</b>	<b>No. of Securities issued</b>	<b>No. of Securities</b>	<b>ISIN</b>	<b>Common Code</b>	<b>Issue Price per Security</b>	<b>Redemption Date</b>
CE4889GEO	Up to 10,000	Up to 10,000	FI4000549241	Not applicable	100% of the Notional Amount	19 April 2029

## GENERAL PROVISIONS

The following terms apply to each series of Securities:

- 1. Issuer:** BNP Paribas Issuance B.V.
- 2. Guarantor:** BNP Paribas
- 3. Trade Date:** 5 April 2023.
- 4. Issue Date:** 13 April 2023.
- 5. Consolidation:** Not applicable.
- 6. Type of Securities:**
  - (a) Certificates.
  - (b) The Securities are Index Securities.  
  
The provisions of Annex 2 (Additional Terms and Conditions for Index Securities) shall apply.  
  
Unwind Costs: Applicable.
- 7. Form of Securities:** Finnish Dematerialized Securities.
- 8. Business Day Centre(s):** The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 1 is TARGET2.
- 9. Settlement:** Settlement will be by way of cash payment (Cash Settled Securities).
- 10. Rounding Convention for cash Settlement Amount:** Not applicable.
- 11. Variation of Settlement:**
  - Issuer's option to vary settlement:** The Issuer does not have the option to vary settlement in respect of the Securities.
- 12. Final Payout:**
  - SPS Payout:**
    - Auto-callable Products**
    - Autocall Standard Securities**
      - (A) If FR Barrier Value is greater than or equal to the Final Redemption Condition Level:  
  
**100% + FR Exit Rate;** or

(B) If FR Barrier Value is less than the Final Redemption Condition Level and no Knock-in Event has occurred:

**100% + Coupon Airbag Percentage;** or

(C) If FR Barrier Value is less than the Final Redemption Condition Level and a Knock-in Event has occurred:

**Min(100%, Final Redemption Value).**

*Where*

"**FR Barrier Value**" means, in respect of a SPS FR Barrier Valuation Date, the Underlying Reference Value.

"**SPS FR Barrier Valuation Date**" means the Settlement Price Date.

"**Settlement Price Date**" means the Valuation Date.

"**Valuation Date**" means the Redemption Valuation Date.

"**Strike Price Closing Value**" is applicable.

"**Underlying Reference Value**" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date

"**Underlying Reference**" means as set out in §25(a) below.

"**SPS Valuation Date**" means the SPS FR Barrier Valuation Date or the Strike Date, as applicable.

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

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

"**Final Redemption Condition Level**" is 100 per cent.

"**FR Exit Rate**" means FR Rate.

"**FR Rate**" is 12 x ER1%. **ER1 %** is a percentage expected to be about 4.50 per cent. but which will not be less than 4 per cent. as determined by the Issuer on the Trade Date after the end of the Offer Period. Notice of the rate will be published in the same manner as the publication of these Final Terms and be available by accessing the following link

<http://eqdpo.bnpparibas.com/FI4000549241>

"**Coupon Airbag Percentage**" is ER2%.ER2% is  $12 \times ER1\%/2$ , a percentage expected to be about 27 per cent. but which will not be less than 24 per cent. as determined by the Issuer on the Trade Date after the end of the Offer Period. Notice of the rate will be published in the same manner as the publication of these Final Terms and be available by accessing the following link <http://eqdpo.bnpparibas.com/FI4000549241>

"**Final Redemption Value**" means the Underlying Reference Value.

"**Underlying Reference Value**" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.

"**Underlying Reference**" means as set out in §25(a) below.

"**SPS Valuation Date**" means the SPS Redemption Valuation Date or the Strike Date, as applicable.

"**SPS Redemption Valuation Date**" means the Settlement Price Date.

"**Settlement Price Date**" means the Valuation Date.

"**Valuation Date**" means the Redemption Valuation Date.

"**Strike Price Closing Value**" is applicable.

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

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

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|--------------------------------------|---|
| 13. <b>Relevant Asset(s):</b>        | Not applicable.   |
| 14. <b>Entitlement:</b>              | Not applicable.   |
| 15. <b>Exchange Rate:</b>            | Not applicable.   |
| 16. <b>Settlement Currency:</b>      | The settlement currency for the payment of the Cash Settlement Amount is Euro (" <b>EUR</b> "). |
| 17. <b>Syndication:</b>              | The Securities will be distributed on a non-syndicated basis.                                   |
| 18. <b>Minimum Trading Size:</b>     | Not applicable.   |
| 19. <b>Principal Security Agent:</b> | The Finnish Security Agent as indicated in § 6 of Part B - "Other Information".                 |
| 20. <b>Registrar:</b>                | Not applicable.   |
| 21. <b>Calculation Agent:</b>        | BNP Paribas Arbitrage S.N.C.<br>1 rue Laffitte 75009 Paris, France.                             |

22. **Governing law:** English law.
23. **Masse provisions (Condition 9.4):** Not applicable.

**PRODUCT SPECIFIC PROVISIONS**

24. **Hybrid Securities:** Not applicable.
25. **Index Securities:** Applicable.
- (a) **Index/Basket of Indices/Index Sponsor(s):** The "**Underlying Reference**" is the Solactive Europe & US Top Pharmaceuticals 2020 AR 5% Index (Bloomberg Code: **SOPH2020**).  
Solactive A.G. or any successor thereto is the Index Sponsor.  
  
The Solactive Europe & US Top Pharmaceuticals 2020 AR 5% Index is a Multi-Exchange Index.  
  
For the purposes of the Conditions, the Underlying Reference shall be deemed an Index.
- (b) **Index Currency:** EUR.
- (c) **Exchange(s):** As set out in Annex 2 for a Composite Index.
- (d) **Related Exchange(s):** Not applicable.
- (e) **Exchange Business Day:** Single Index Basis.  
  
Exchange/Related Exchange: Applicable
- (f) **Scheduled Trading Day:** Single Index Basis.  
  
Exchange/Related Exchange: Applicable
- (g) **Weighting:** Not applicable.
- (h) **Settlement Price:** Not applicable
- (i) **Specified Maximum Days of Disruption:** Eight (8) Scheduled Trading Days.
- (j) **Valuation Time:** Conditions apply.
- (k) **Redemption on Occurrence of an Index Adjustments 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/ETI Share Securities:** Not applicable.
27. **ETI Securities:** Not applicable.
28. **Debt Securities:** Not applicable.
29. **Commodity Securities:** Not applicable.
30. **Inflation Index Securities:** Not applicable.
31. **Currency Securities:** Not applicable.

32. **Fund Securities:** Not applicable.
33. **Futures Securities:** Not applicable.
34. **Credit Security Provisions:** Not applicable.
35. **Underlying Interest Rate Securities:** Not applicable.
36. **Preference Share Certificates:** Not applicable.
37. **OET Certificates:** Not applicable.
38. **Illegality (Security Condition 7.1) and Force Majeure (Security Condition 7.2):** Illegality: redemption in accordance with Security Condition 7.1(d).  
Force Majeure: redemption in accordance with Security Condition 7.2(b).
39. **Additional Disruption Events and Optional Additional Disruption Events:** (a) Additional Disruption Events: Applicable.  
(b) The following Optional Additional Disruption Events apply to the Securities: Administrator/Benchmark Event.  
(c) Redemption:  
Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable.
40. **Knock-in Event:** Applicable.  
If the Knock-in Value is strictly less than the Knock-in Level on the Knock-in Determination Day.
- (a) **SPS Knock-in Valuation:** Applicable.  
"**Knock-in Value**" means the Underlying Reference Value.  
"**Underlying Reference Value**" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.  
For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.  
"**Strike Price Closing Value**" Applicable  
"**Underlying Reference Closing Price Value**" means, in respect of a SPS Valuation Date, the Closing Level in respect of such day.  
"**Underlying Reference Strike Price**" is means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.  
"**Underlying Reference**" means as set out in §25(a) above.  
"**SPS Valuation Date**" means the Knock-in Determination Day or the Strike Date as applicable.
- (b) **Level:** Not applicable.
- (c) **Knock-in Level/Knock-in Range Level:** 75 per cent.

(d) <b>Knock-in Period Beginning Date:</b>	Not applicable.
(e) <b>Knock-in Period Beginning Date Day Convention:</b>	Not applicable.
(f) <b>Knock-in Determination Period:</b>	Not applicable.
(g) <b>Knock-in Determination Day(s):</b>	The Redemption Valuation Date.
(h) <b>Knock-in Period Ending Date:</b>	Not applicable.
(i) <b>Knock-in Period Ending Date Day Convention:</b>	Not applicable.
(j) <b>Knock-in Valuation Time:</b>	Not applicable.
(k) <b>Knock-in Observation Price Source:</b>	Not applicable.
(l) <b>Disruption Consequences:</b>	Applicable.
41. <b>Knock-out Event:</b>	Not applicable.
42. <b>EXERCISE, VALUATION AND REDEMPTION</b>	
(a) <b>Notional Amount of each Certificate:</b>	EUR 1,000
(b) <b>Partly Paid Certificates:</b>	The Certificates are not Partly Paid Certificates.
(c) <b>Interest:</b>	Not applicable.
(d) <b>Instalment Certificates:</b>	The Certificates are not Instalment Certificates.
(e) <b>Issuer Call Option:</b>	Not applicable.
(f) <b>Holder Put Option:</b>	Not applicable.
(g) <b>Automatic Early Redemption:</b>	Applicable.
(i) <b>Automatic Early Redemption Event:</b>	<b>Single Standard Automatic Early Redemption</b>  If on any Automatic Early Redemption Valuation Date the SPS AER Value is greater than or equal to the Automatic Early Redemption Level.
(ii) <b>Automatic Early Redemption Payout:</b>	<b>SPS Automatic Early Redemption Payout:</b>  NA x (AER Redemption Percentage + AER Exit Rate)  "AER Redemption Percentage" is 100 per cent.
(iii) <b>Automatic Early Redemption Date(s):</b>	21 October 2024 (n=3), 22 April 2025 (n=4), 20 October 2025 (n=5), 21 April 2026 (n=6), 19 October 2026 (n=7), 19 April 2027 (n=8), 19 October 2027 (n=9), 19 April 2028 (n=10) and 19 October 2028 (n=11).
(iv) <b>Observation Price Source:</b>	Not applicable.
(v) <b>Underlying Reference Level:</b>	Not applicable.



**SPS AER Valuation:** Applicable.

"**SPS AER Value**" means the Underlying Reference Value.

"**Underlying Reference Value**" means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.

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

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

"**Underlying Reference**" means as set out in §25(a) above.

"**SPS Valuation Date**" means each Automatic Early Redemption Valuation Date or the Strike Date, as applicable.

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| (vi) <b>Automatic Early Redemption Level:</b>       | 100 per cent.                               |
| (vii) <b>Automatic Early Redemption Percentage:</b> | Not applicable.                             |
| (viii) <b>AER Exit Rate:</b>                        | AER Rate<br><br>AER Rate is <b>n x ER1%</b> |

**ER1%** is a percentage expected to be about 4.50 per cent. but which will not be less than 4 per cent. as determined by the Issuer on the Trade Date after the end of the Offer Period. Notice of the rate will be published in the same manner as the publication of these Final Terms and be available by accessing the following link

<http://eqdpo.bnpparibas.com/FI4000549241>

**n** is a number from 3 to 11 representing the relevant Automatic Redemption Valuation Date.

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| (ix) <b>Automatic Early Redemption Valuation Date(s):</b> | 7 October 2024 (n=3), 7 April 2025 (n=4), 6 October 2025 (n=5), 7 April 2026 (n=6), 5 October 2026 (n=7), 5 April 2027 (n=8), 5 October 2027 (n=9), 5 April 2028 (n=10) and 5 October 2028 (n=11). |
| (h) <b>Strike Date:</b>                                   | 5 April 2023.  |
| (i) <b>Strike Price:</b>                                  | Not applicable.  |
| (j) <b>Redemption Valuation Date:</b>                     | 5 April 2029.  |
| (k) <b>Averaging:</b>                                     | Averaging does not apply to the Securities.  |
| (l) <b>Observation Dates:</b>                             | Not applicable.  |

- (m) **Observation Period:** Not applicable.
- (n) **Settlement Business Day:** Not applicable.
- (o) **Cut-off Date:** Not applicable.
- (p) **Identification information of Holders as provided by Condition 29:** Not applicable.

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

- 43. **U.S. Selling Restrictions:** Not applicable - the Securities may not be legally or beneficially owned by or transferred to any U.S. person at any time.
- 44. **Additional U.S. Federal income tax considerations:** The Securities are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.
- 45. **Registered broker/dealer:** Not applicable.
- 46. **TEFRA C or TEFRA Not Applicable:** TEFRA Not Applicable.
- 47. **Non exempt Offer:** Applicable.
  - (i) **Non-exempt Offer Jurisdictions:** Finland.
  - (ii) **Offer Period:** From (and including) 22 February 2023 until (and including) 30 March 2023, subject to any early closing, as indicated in Part B, item 7.
  - (iii) **Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:** **Alexandria Markets Oy and Alexandria Pankkiiriliike Oyj (the Authorised Offerors)**  
Etelaesplanadi 22 A 4 KRS  
Helsinki 00130, Finland  
  
Legal Entity Identifier (LEI) of Alexandria Markets Oy is 743700V5TUSQ8H4DR079  
Legal Entity Identifier (LEI) of Alexandria Pankkiiriliike Oyj is 7437002ONTEZT59NA993
  - (iv) **General Consent:** Not applicable.
  - (v) **Other Authorised Offeror Terms:** Not applicable.
- 48. **Prohibition of Sales to EEA and UK Retail Investors:**
  - (a) **Selling Restriction:** Not applicable.
  - (b) **Legend:** Not applicable.

#### **PROVISIONS RELATING TO COLLATERAL AND SECURITY**

- 49. **Secured Securities other than Notional Value Repack Securities:** Not applicable.
- 50. **Notional Value Repack Securities:** Not applicable.
- 51. **Actively Managed Securities:** Not applicable.

## Responsibility

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

Signed on behalf of BNP Paribas Issuance B.V.  
As Issuer:

A handwritten signature in black ink, appearing to read 'V. Dechaux', is written over a faint, light-colored circular stamp or watermark.

By: Vincent DECHAUX ... Duly authorised

## PART B - OTHER INFORMATION

### 1. Listing and Admission to trading - De listing

Application will be made to list the Securities and to admit the Securities for trading on or around the Issue Date on the Official List of NASDAQ Helsinki Ltd.

### 2. Ratings

The Securities have not been rated.

### 3. Interests of Natural and Legal Persons Involved in the Issue

Save as discussed in the "*Potential Conflicts of Interest*" paragraph in the "*Risks*" section in the Base Prospectus, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue.

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

- (a) **Reasons for the Issue:** See "Use of Proceeds" in the Base Prospectus.
- (b) **Estimated net proceeds:** Up to EUR 10,000,000.
- (c) **Estimated total expenses:** The estimated total expenses are not available.

### 5. Performance of Underlying/Formula/Other Variable and Other Information concerning the Underlying Reference

See Base Prospectus for an explanation of effect on value of Investment and associated risks in investing in Securities.

Information on the Index shall be available on the relevant website as set out in below

Past and further performances of the Index are available on the Index relevant website as set out below, and its volatility may be obtained from the Calculation Agent by emailing DL EQD NORDIC [dl.eqd.nordic@uk.bnpparibas.com](mailto:dl.eqd.nordic@uk.bnpparibas.com) or EMEA GM CLIENT SERVICE [emea.gm.client.service@bnpparibas.com](mailto:emea.gm.client.service@bnpparibas.com)

**Place where information on the Underlying Index can be obtained:** **Solactive Europe & US Top Pharmaceuticals 2020 AR 5% Index**  
<https://www.solactive.com/indices/?index=DE000SL0ALU9>

#### Index Disclaimer

#### 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 an Index or Index Sponsor or any control over the computation, composition or dissemination of an Index. Although the Calculation Agent will obtain information concerning an Index from publicly available sources it believes reliable, it will not independently verify this information. Accordingly, no representation, warranty or undertaking (express or implied) is made and no responsibility is accepted by the Issuer, the Guarantor, their affiliates or the Calculation Agent as to the accuracy, completeness and timeliness of information concerning an Index.

#### **Solactive Europe & US Top Pharmaceuticals 2020 AR 5% Index**

Solactive AG ("**Solactive**") is the licensor of Solactive Europe & US Top Pharmaceuticals 2020 AR 5% Index (the "Index"). The financial instruments that are based on the Index are not sponsored, endorsed, promoted or sold by Solactive in any way and Solactive makes no express or implied representation, guarantee or assurance with regard to: (a) the advisability in investing in the financial instruments; (b) the quality, accuracy and/or completeness of the Index; and/or (c)

the results obtained or to be obtained by any person or entity from the use of the Index. Solactive reserves the right to change the methods of calculation or publication with respect to the Index. Solactive shall not be liable for any damages suffered or incurred as a result of the use (or inability to use) of the Index.

## 6. Operational Information

### Relevant Clearing System(s):

Euroclear Finland.

**If other than Euroclear Bank S.A./N.V., Clearstream Banking, S.A., Euroclear France include the relevant identification number and in the case of the Finnish Dematerialised Securities, the Finnish Security Agent:**

Identification number: 0861597-4

Finnish Security Agent

### **Nordea Bank Abp**

Issuer Services  
Fleminginkatu 27  
Helsinki  
FI-00020 Nordea  
Finland

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

### Offer Price:

The Issue Price.

### Conditions to which the offer is subject:

The offer of the Securities is conditional on their issue.

The Issuer reserves the right to withdraw the offer of the Securities and cancel the issuance of the Securities for any reason, in accordance with the Authorised Offeror at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities. Such an event will be notified to investors via the following link:  
<http://eqdpo.bnpparibas.com/FI4000549241>

The Issuer will in its sole discretion determine the final amount of Securities issued up to a limit of 10,000 Securities.

The final amount that is issued on the Issue Date will be listed on NASDAQ Helsinki Ltd.

Securities will be allotted subject to availability in the order of receipt of investors' applications. The final amount of the Securities issued will be determined by the Issuer in light of prevailing market conditions, and in its sole and absolute discretion depending on the number of Securities which have been agreed to be purchased as of the Issue Date.

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

<http://eqdpo.bnpparibas.com/FI4000549241>

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

<http://eqdpo.bnpparibas.com/FI4000549241>

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

<http://eqdpo.bnpparibas.com/FI4000549241>

**Description of the application process:**

From, and including, to, and including, 22 February 2023 to, and including, 30 March 2023, or such earlier date as the Issuer determines as notified on or around such earlier date by loading the following link

<http://eqdpo.bnpparibas.com/FI4000549241>

Application to subscribe for the Securities can be made in Finland through the Authorised Offeror. The distribution activity will be carried out in accordance with the usual procedures of the Authorised Offeror.

The Authorised Offeror is responsible for the notification of any withdrawal right applicable in relation to the offer of the Securities to potential investors.

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

By purchasing the Securities, the holders of the Securities are deemed to have knowledge of all the Conditions of the Securities and to accept said Conditions.

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

Minimum subscription amount per investor: EUR 5,000.

Maximum subscription amount per investor: The number of Securities issued as set out in SPECIFIC PROVISIONS FOR EACH SERIES in Part A.

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

There are no pre-identified allotment criteria.

The Authorised Offeror will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Authorised Offeror during the Offer Period will be assigned up to the maximum amount of the Offer.

In the event that during the Offer Period the requests exceed the total amount of the offer destined to prospective investors the Issuer, in accordance with the Authorised Offeror, will proceed to early terminate the Offer Period and will immediately suspend the acceptance of further requests.

**Description of possibility to reduce subscriptions and manner for refunding 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 Offeror of the gross subscription moneys.

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

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

Publication on the following link:  
<http://eqdpo.bnpparibas.com/FI4000549241> on or around the Issue Date.

**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:**

In the case of over subscription, allotted amounts will be notified to applicants by loading the following link:  
<http://eqdpo.bnpparibas.com/FI4000549241> on or around the Issue Date.

No dealing in the Securities may be done before any such notification is made.

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

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

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

Series Number	Issue Price per Security	Expenses included in the Issue Price
CE4889GEO	100%	5.8% of the Notional Amount per Certificate

## 8. Intermediaries with a firm commitment to act

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

None

## 9. Placing and Underwriting

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

The Authorised Offeror 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 Paying Agent):**

Not applicable.

**Entities agreeing to underwrite the issue on a firm commitment basis, and entities**

**Alexandria Markets Oy and Alexandria Pankkiiriliike Oyj (the**

agreeing to place the issue without a firm commitment or under "best efforts" arrangements:

Authorised Offerors)  
Etelaesplanadi 22 A 4 KRS  
Helsinki 00130, Finland

Legal Entity Identifier (LEI) of Alexandria Markets Oy is 743700V5TUSQ8H4DR079

Legal Entity Identifier (LEI) of Alexandria Pankkiiriliike Oyj is 7437002ONTEZT59NA993

No underwriting commitment is undertaken by the Authorised Offeror.

When the underwriting agreement has been or will be reached:

Not applicable

#### 10. Buy-back Provisions

Not applicable

#### 11. EU Benchmarks Regulation

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

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

As at the date of these Final Terms, the relevant Administrator is not included / included, as the case may be, in the register of Administrators and Benchmarks established and maintained by the European Securities and Markets Authority ("ESMA") pursuant to article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011) (the "BMR"), as specified in the table below.

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

Benchmark	Administrator	Register
Solactive Europe & US TOP Pharmaceuticals 2020 AR 5% Index	Solactive A.G.	Included



# Summary

## Section A – Introduction and Warnings

### Warnings

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

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

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

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

Civil liability in any such Member State attaches to the Issuer or the Guarantor solely on the basis of this summary, including any translation hereof, but only if it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the applicable Final Terms or it does not provide, when read together with the other parts of the Base Prospectus and the applicable Final Terms, key information in order to aid investors when considering whether to invest in the Securities.

You are about to purchase a product that is not simple and may be difficult to understand.

### Name and international securities identification number (ISIN) of the securities

EUR "Athena Airbag" Certificates linked to Solactive Europe & US Top Pharmaceuticals 2020 AR 5% Index - The securities are Certificates. International Securities Identification Number ("ISIN"): FI4000549241.

### Identity and contact details of the issuer

BNP Paribas Issuance B.V. (the "Issuer"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000). The legal entity identifier of the Issuer is 7245009UXRIGIRYOBR48.

### Identity and contact details of the offeror and / or person asking for admission to trading

Offeror: Alexandria Markets Oy and Alexandria Pankkiiriliike Oyj (each an "Offeror"), Etelaesplanadi 22 A 4 KRS, Helsinki 00130, Finland. The legal entity identifier (LEI) of Alexandria Markets Oy is 743700V5TUSQ8H4DR079 and the legal entity identifier (LEI) of Alexandria Pankkiiriliike Oyj is 7437002ONTEZT59NA993.

Person asking for admission to trading : BNP Paribas Issuance B.V. (the "Issuer"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000).

### Identity and contact details of the competent authority approving the prospectus

Autorité des Marchés Financiers ("AMF"), 17, place de la Bourse, 75082 Paris Cedex 02, France - +33(0)1 53 45 60 00 - www.amf-france.org

### Date of approval of the prospectus

The Base Prospectus has been approved on 1 June 2022 under the approval number 22-189 by the AMF, as supplemented from time to time.

## Section B - Key information on the issuer

### Who is the issuer of the securities?

#### Domicile / legal form / LEI / law under which the issuer operates / country of incorporation

BNPP B.V. was incorporated in the Netherlands as a private company with limited liability under Dutch law having its registered office at Herengracht 595, 1017 CE Amsterdam, the Netherlands. Legal entity identifier (LEI): 7245009UXRIGIRYOBR48.

BNPP B.V.'s long term credit rating is A+ with a stable outlook (S&P Global Ratings Europe Limited) and BNPP B.V.'s short term credit rating is A-1 (S&P Global Ratings Europe Limited).

#### Principal activities

The principal activity of the Issuer is to issue and/or acquire financial instruments of any nature and to enter into related agreements for the account of various entities within the BNPP Group.

The assets of BNPP B.V. consist of the obligations of other BNPP Group entities. Holders of securities issued by BNPP B.V. will, subject to the provisions of the Guarantee issued by BNPP, be exposed to the ability of BNPP Group entities to perform their obligations towards BNPP B.V.

#### Major shareholders

BNP Paribas holds 100 per cent. of the share capital of BNPP B.V.

#### Identity of the issuer's key managing directors

The Managing Director of the Issuer is BNP Paribas Finance B.V.

The Managing Directors of BNP Paribas Finance B.V. are Edwin Herskovic, Erik Stroet, Folkert van Asma, Richard Daelman, Geert Lippens and Matthew Yandle.

#### Identity of the issuer's statutory auditors

Mazars N.V. are the auditors of the Issuer. Mazars N.V. is an independent public accountancy firm in the Netherlands registered with the NBA (*Nederlandse Beroepsorganisatie van Accountants*).

### What is the key financial information regarding the issuer?

#### Key financial information

##### Income statement

	Year	Year-1		
In €	31/12/2021	31/12/2020		
Operating profit/loss	47,856	54,758		

Balance sheet				
	Year	Year-1		
In €	31/12/2021	31/12/2020		
Net financial debt (long term debt plus short term debt minus cash)	87,075,921,726	69,621,531,827		
Current ratio (current assets/current liabilities)	1	1		
Debt to equity ratio (total liabilities/total shareholder equity)	133,566	112,649		
Interest cover ratio (operating income/interest expense)	No interest expenses	No interest expenses		
Cash flow statement				
	Year	Year-1		
In €	31/12/2021	31/12/2020		
Net Cash flows from operating activities	622,151	-563,228		
Net Cash flows from financing activities	0	0		
Net Cash flows from investing activities	0	0		

#### Qualifications in the audit report

Not applicable, there are no qualifications in any audit report on the historical financial information included in the Base Prospectus.

#### What are the key risks that are specific to the issuer?

Not applicable. BNPP B.V. is an operating company. The creditworthiness of BNPP B.V. depends on the creditworthiness of BNPP.

### Section C - Key Information on the securities

#### What are the main features of the securities?

##### Type, class and ISIN

EUR "Athena Airbag" Certificates linked to Solactive Europe & US Top Pharmaceuticals 2020 AR 5% Index - The securities are Certificates. International Securities Identification Number ("ISIN"): FI4000549241.

##### Currency / denomination / par value / number of securities issued / term of the securities

The currency of the Securities is Euro ("EUR"). The Securities have a par value of EUR 1,000. Up to 10,000 Securities will be issued. The Securities will be redeemed on 19 April 2029.

##### Rights attached to the securities

*Negative pledge* - The terms of the Securities will not contain a negative pledge provision.

*Events of Default* - The terms of the Securities will not contain events of default.

*Governing law* - The Securities are governed by English law.

The objective of this product is to provide you with a return based on the performance of an underlying index. This product has a fixed term and will redeem on the Redemption Date unless redeemed early in accordance with the Automatic Early Redemption provisions below.

Unless the product has been redeemed early, the following provisions would apply.

On the Redemption Date you will receive in respect of each certificate:

1. If the Final Reference Price is greater than or equal to 100% of the Initial Reference Price: a payment in cash equal to 154% of the Notional Amount but not less than 148% of the notional amount.

2. If the Final Reference Price is less than 100% of the Initial Reference Price:

a. If a Barrier Event has not occurred: a payment in cash equal to 127% of the Notional Amount but not less than 124% of the Notional Amount.

b. If a Barrier Event has occurred: a payment in cash equal to the Notional Amount decreased by the Performance of the Underlying. In this case you will suffer a partial or total loss of the Notional Amount.

**Automatic Early Redemption:** If, on any Autocall Valuation Date, the closing price of the Underlying is greater than or equal to 100% of the Initial Reference Price, the product will be redeemed on the corresponding Early Redemption Date. You will receive for each certificate a payment in cash equal to the Notional Amount plus a premium based on the relevant Exit Rate

#### Where:

- A Barrier Event shall be deemed to occur if the Final Reference Price is below the Barrier.
- The Performance of an Underlying is the difference between its Final Reference Price and its Initial Reference Price, divided by its Initial Reference Price, expressed in absolute value.
- The Initial Reference Price is the closing price of the Underlying on the Strike Date.
- The Final Reference Price is the closing price of the Underlying on the Redemption Valuation Date.

Strike Date	05 April 2023	Issue Price	100%
Issue Date	13 April 2023	Product Currency	EUR
Redemption Valuation Date	05 April 2029	Notional Amount (per certificate)	EUR 1,000
Redemption Date (maturity)	19 April 2029		
Barrier	75% of the Initial Reference Price	Autocall Valuation Date(s)	07 October 2024, 07 April 2025, 06 October 2025, 07 April 2026, 05 October 2026, 05 April 2027, 05 October 2027, 05 April 2028 and 05 October 2028
Early Redemption Date(s)	21 October 2024, 22 April 2025, 20 October 2025, 21 April 2026, 19 October 2026, 19 April 2027, 19 October 2027, 19 April 2028 and 19 October 2028	Exit Rate(s)	Expected to be 4.50% but not less than 4% of the Notional Amount

Underlying	Bloomberg Code
Solactive Europe & US Top Pharmaceuticals 2020 AR 5% Index	SOPH2020

**Meetings** - The terms of the Securities will contain provisions for calling meetings of holders of such Securities to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.

**Representative of holders** - No representative of the Holders has been appointed by the Issuer.

#### Seniority of the securities

The Securities are unsubordinated and unsecured obligations of the Issuer and rank *pari passu* among themselves.

#### Restrictions on the free transferability of the securities

There are no restrictions on the free transferability of the Securities.

#### Dividend or payout policy

Not Applicable

#### Where will the securities be traded?

#### Admission to trading

Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Nasdaq Helsinki (Regulated Market).

#### Is there a guarantee attached to the securities?

#### Nature and scope of the guarantee

The obligations under the guarantee are senior preferred obligations (within the meaning of Article L.613-30-3-l-3° of the French Code monétaire et financier) and unsecured obligations of BNPP and will rank *pari passu* with all its other present and future senior preferred and unsecured obligations subject to such exceptions as may from time to time be mandatory under French law.

In the event of a bail-in of BNPP but not BNPP B.V., the obligations and/or amounts owed by BNPP under the guarantee shall be reduced to reflect any such modification or reduction applied to liabilities of BNPP resulting from the application of a bail-in of BNPP by any relevant regulator (including in a situation where the Guarantee itself is not the subject of such bail-in).

The Guarantor unconditionally and irrevocably guarantees to each Holder that, if for any reason BNPP B.V. does not pay any sum payable by it or perform any other obligation in respect of any Securities on the date specified for such payment or performance the Guarantor will, in accordance with the Conditions pay that sum in the currency in which such payment is due in immediately available funds or, as the case may be, perform or procure the performance of the relevant obligation on the due date for such performance.

#### Description of the guarantor

The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas ("BNPP" or the "Guarantor") pursuant to an English law deed of guarantee executed by BNPP 1 June 2022 (the "Guarantee").

The Guarantor was incorporated in France as a société anonyme under French law and licensed as a bank having its head office at 16, boulevard des Italiens - 75009 Paris, France. Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83.

BNPP's long-term credit ratings are A+ with a stable outlook (S&P Global Ratings Europe Limited), Aa3 with a stable outlook (Moody's Investors Service Ltd.), AA- with a stable outlook (Fitch Ratings Ireland Limited) (which is the long-term rating assigned to BNPP's senior preferred debt by Fitch Ratings Ireland Limited) and AA (low) with a stable outlook (DBRS Rating GmbH) and BNPP's short-term credit ratings are A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1+ (Fitch Ratings Ireland Limited.) and R-1 (middle) (DBRS Rating GmbH).

BNP Paribas SA is the parent company of the BNP Paribas Group (together the "**BNPP Group**").

BNP Paribas' organisation evolved in 2021, and is now based on three operating divisions: Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) and Investment & Protection Services (IPS).

Corporate and Institutional Banking (CIB): Global Banking, Global Markets and Securities Services.

Commercial, Personal Banking & Services (CPBS):

- *Commercial & Personal banking in the euro zone*: Commercial & Personal Banking in France (CPBF), BNL banca commerciale (BNL bc), Commercial & Personal Banking in Italy, Commercial & Personal Banking in Belgium (CPBB) and Commercial & Personal Banking in Luxembourg (CPBL).

- *Commercial & Personal Banking outside the euro zone, organised around*: Europe-Mediterranean, covering Commercial & Personal Banking outside the euro zone and the United States, in particular in Central and Eastern Europe, Turkey and Africa, and BancWest in the United States.

- *Specialised businesses*: BNP Paribas Personal Finance, Arval and BNP Paribas Leasing Solutions, New digital business lines (in particular Nickel, Floa, Lyf) and BNP Paribas Personal Investors.

Investment & Protection Services (IPS): Insurance (BNP Paribas Cardif) and Wealth and Asset Management: BNP Paribas Asset Management, BNP Paribas Real Estate, BNP Paribas Principal Investments (management of the BNP Paribas Group's portfolio of unlisted and listed industrial and commercial investments) and BNP Paribas Wealth Management.

As at 30 June 2022, the main shareholders were Société Fédérale de Participations et d'Investissement ("SFPI") a public-interest société anonyme (public limited company) acting on behalf of the Belgian government state holding 7.8% of the share capital, BlackRock Inc. holding 5.9% of the share capital and Grand Duchy of Luxembourg holding 1.0% of the share capital.

#### Key financial information for the purpose of assessing the guarantor's ability to fulfil its commitments under the guarantee

Income statement					
	Year	Year-1	Year-2	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2021*	31/12/2020	31/12/2019	30/09/2022*	30/09/2021*
Net interest income	19,238	21,312	21,127	15,435	14,575
Net fee and commission income	10,362	9,862	9,365	7,530	7,557
Net gain on financial instruments	7,777	7,146	7,464	7,758	6,354
Revenues	43,762	44,275	44,597	36,255	33,166
Cost of risk	-2,971	-5,717	-3,203	(2,307)	(2,436)
Operating Income	11,325	8,364	10,057	10,213	8,746
Net income attributable to equity holders	9,488	7,067	8,173	8,046	7,182
Earnings per share (in euros)	7.26	5.31	6.21	6.19	5.49
Balance sheet					
	Year	Year-1	Year-2	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2021*	31/12/2020	31/12/2019	30/09/2022*	30/09/2021*
Total assets	2,634,444	2,488,491	2,164,713	3,009,340	2,725,667
Debt securities	220,106	212,351	221,336	228,110	238,202
Of which mid long term Senior Preferred	78,845**	82,086**	88,466**	n.a	n.a
Subordinated debt	25,667	23,325	20,896	n.a	n.a
Loans and receivables from customers (net)	814,000	809,533	805,777	869,500	835,693
Deposits from customers	957,684	940,991	834,667	1,015,649	1,022,323
Shareholders' equity (Group share)	117,886	112,799	107,453	120,764	116,169
Doubtful loans/ gross outstandings***	2%	2.1%	2.2%	1.7%	2%
Common Equity Tier 1 capital (CET1) ratio	12.9%	12.8%	12.1%	12.1%	13%
Total Capital Ratio	16.4%	16.4%	15.5%	15.9%	16.6%
Leverage Ratio****	4.1%	4.4%	4.6%	3.9%	3.9%

(\*) Application of IFRS 5

(\*\*) Regulatory scope

(\*\*\*) Impaired loans (stage 3) to customers and credit institutions, not netted of guarantees, including on-balance sheet and off-balance sheet and debt securities measured at amortized costs or at fair value through shareholders' equity reported on gross outstanding loans to customers and credit institutions, on-balance sheet and off-balance sheet and including debt securities measured at amortized costs or at fair value through shareholders' equity (excluding insurance).

(\*\*\*\*) Without the effect of the temporary exemption related to deposits with Eurosystem central banks (calculated in accordance with Regulation (EU) No. 2020/873, Article 500b). The temporary exemption for the exclusion of deposits with Eurosystem central banks ended on 31 March 2022. From 30 September 2021 to 31 March 2022, the Group did not retain this temporary exemption.

#### Most material risk factors pertaining to the guarantor

1. A substantial increase in new provisions or a shortfall in the level of previously recorded provisions exposed to credit risk and counterparty risk could adversely affect the BNP Paribas Group's results of operations and financial condition
2. An interruption in or a breach of the BNP Paribas Group's information systems may cause substantial losses of client or customer information, damage to the BNP Paribas Group's reputation and result in financial losses
3. The BNP Paribas Group may incur significant losses on its trading and investment activities due to market fluctuations and volatility
4. Adjustments to the carrying value of the BNP Paribas Group's securities and derivatives portfolios and the BNP Paribas Group's own debt could have an adverse effect on its net income and shareholders' equity
5. The BNP Paribas Group's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in sovereign credit spreads or other factors
6. Adverse economic and financial conditions have in the past had and may in the future have an impact on the BNP Paribas Group and the markets in which it operates
7. Laws and regulations adopted in recent years, particularly in response to the global financial crisis, as well as new legislative proposals, may materially impact the BNP Paribas Group and the financial and economic environment in which it operates
8. The BNP Paribas Group may incur substantial fines and other administrative and criminal penalties for noncompliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties
9. Epidemics and pandemics, including the ongoing coronavirus (COVID-19) pandemic and their economic consequences may adversely affect the Group's business, operations, results and financial condition

#### What are the key risks that are specific to the securities?

##### Most material risk factors specific to the securities

There are also risks associated with the Securities, including:

##### 1. Risks related to the structure of the securities:

The return on the Securities depends on the performance of the Underlying Reference(s) and whether knock-in or knock out features apply. Auto-callable Products include automatic early redemption mechanisms. Depending on the applicable formula, if an automatic early redemption event occurs investors may be exposed to a partial loss of their investment. Investors may be exposed to a partial or total loss of their investment.

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

Index Securities are linked to the performance of an underlying index (an "Index"), which may reference various asset classes such as, equities, bonds, currency exchange rates or property price data, or could reference a mixture of asset classes. Investors in Index Securities face the risk of a broader set of circumstances that

mean that the assets underlying the Index do not perform as expected compared to an investment in conventional debt securities. Accordingly, the return on an investment in Index Securities is more likely to be adversely affected than an investment in conventional debt securities.

Exposure to indices, adjustment events and market disruption or failure to open of an exchange may have an adverse effect on the value and liquidity of the Securities.

### **3. Risks related to the trading markets of the securities:**

The trading price of the Securities may be affected by a number of factors including, but not limited to, the relevant price, value or level of the Underlying Reference(s), the time remaining until the scheduled redemption date of the Securities, the actual or implied volatility associated with the Underlying Reference(s) and the correlation risk of the relevant Underlying Reference(s). The possibility that the value and trading price of the Securities will fluctuate (either positively or negatively) depends on a number of factors, which investors should consider carefully before purchasing or selling Securities.

### **4. Legal risks:**

The terms of the Securities will contain provisions for calling meetings of holders of such Securities to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.

## **Section D - Key Information on the offer of securities to the public and/or admission to trading on a regulated market**

### ***Under which conditions and timetable can I invest in this security?***

#### **General terms, conditions and expected timetable of the offer**

The securities will be offered to the public from and including 22 February 2023 to and including 30 March 2023, subject to any early closing or extension of the offer period. Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Nasdaq Helsinki (Regulated Market).

#### **Estimate of the total expenses of the issue and/or offer, including estimated expenses charged to the investor by the issuer or the offeror**

No expenses will be charged to the investors by the issuer.

### ***Who is the offeror and/or the person asking for admission to trading?***

#### **Description of the offeror and / or person asking for admission to trading**

Offeror: Alexandria Markets Oy and Alexandria Pankkiiriliike Oyj (each an "Offeror"), Etelaesplanadi 22 A 4 KRS, Helsinki 00130, Finland. The legal entity identifier (LEI) of Alexandria Markets Oy is 743700V5TUSQ8H4DR079 and the legal entity identifier (LEI) of Alexandria Pankkiiriliike Oyj is 7437002ONTEZT59NA993

Person asking for admission to trading : BNP Paribas Issuance B.V. (the "Issuer"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000).

### ***Why is this prospectus being produced?***

#### **Use and estimated net amount of the proceeds**

The net proceeds from the issue of the Securities will become part of the general funds of the Issuer. Such proceeds may be used to maintain positions in options or futures contracts or other hedging instruments.

Estimated net proceeds: Up to EUR 10,000,000

#### **Underwriting agreement**

No underwriting commitment is undertaken by the Offeror

### **Most material conflicts of interest pertaining to the offer or the admission to trading**

The Manager and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their respective affiliates in the ordinary course of business.

Various entities within the BNPP Group (including the Issuer and Guarantor) and Affiliates undertake different roles in connection with the Securities, including Issuer of the Securities and Calculation Agent of the Securities and may also engage in trading activities (including hedging activities) relating to the Underlying and other instruments or derivative products based on or relating to the Underlying which may give rise to potential conflicts of interest.

BNP Paribas Arbitrage SNC, which acts as Manager and Calculation Agent is an Affiliate of the Issuer and the Guarantor and potential conflicts of interest may exist between it and holders of the Securities, including with respect to certain determinations and judgments that the Calculation Agent must make. The economic interests of the Issuer and of BNP Paribas Arbitrage SNC as Manager and Calculation Agent are potentially adverse to Holders interests as an investor in the Securities.

Other than as mentioned above, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer, including conflicting interests.

# Sammanfattning

## Avsnitt A - Introduktion och Varningar

### Varningar

Den här sammanfattningen ska läsas som en introduktion till Grundprospektet och de gällande slutliga villkoren.

Varje beslut att investera i värdepapper ska ske med beaktande av Grundprospektet i sin helhet, inklusive de dokument som infogats och de tillämpliga Slutliga Villkoren. Investeringar kan exponeras mot en partiell eller fullständig förlust av sin investering.

Om krav grundat på upplysningar i Grundprospektet och de tillämpliga Slutliga Villkoren framställs vid domstol i en medlemsstat inom Europeiska ekonomiska samarbetsområdet kan käranden komma att vara skyldig att bekosta översättningen av Grundprospektet och de tillämpliga Slutliga Villkoren i enlighet med nationell lagstiftning i den medlemsstat där kravet framställs innan de rättsliga förfarandena inleds.

Civilrättsligt ansvar i något av medlemsstaterna binder Emittenten eller Garanten endast på grundval av denna sammanfattning inklusive varje översättning av denna, men bara om den är vilseledande eller oförenlig när den läses tillsammans med de övriga delarna i Grundprospektet och de tillämpliga Slutliga Villkoren eller att den inte ger, när den läses tillsammans med andra delar av Grundprospektet och de tillämpliga Slutliga Villkoren, nyckelinformation för att hjälpa investerare när de överväger om de ska investera i Värdepappren.

Du står i begrepp att köpa en produkt som inte är enkel och som kan vara svår att förstå.

### Namn och internationellt identifikationsnummer för värdepapper (ISIN) på värdepappren

EUR "Athena Airbag" Certifikat kopplat till Solactive Europe & US Top Pharmaceuticals 2020 AR 5% Index - Aktierna är Certifikat. Internationellt identifikationsnummer på värdepapperet ("ISIN"): FI4000549241.

### Emittentens namn och kontaktuppgifter

BNP Paribas Issuance B.V. ("Emittent"), Herengracht 595, 1017 CE Amsterdam, Nederländerna (telefonnummer: +31(0)88 738 0000). Emittentens organisationsnummer är 7245009UXRIGIRYOB48.

### Anbudsgivarens namn och kontaktuppgifter och/eller person som ber om tillstånd att handla

Erbjudare: Alexandria Markets Oy och Alexandria Pankkiiriliike Oyj (vardera en "Erbjudare"), Etelaesplanadi 22 A 4 KRS, Helsingfors 00130, Finland. Alexandria Markets Oy:s identifikationskod för juridiska personer (LEI) är 743700V5TUSQ8H4DR079 och Alexandria Pankkiiriliike Oyj:s identifikationskod för juridiska personer (LEI) är 7437002ONTEZT59NA993.

Person som ber om tillstånd att få handla: BNP Paribas Issuance B.V. ("Emittenten"), Herengracht 595, 1017 CE Amsterdam, Nederländerna (telefonnummer: +31(0)88 738 0000).

### Namn och kontaktuppgifter på behörig myndighet som godkänner prospektet

Autorité des Marchés Financiers ("AMF"), 17, place de la Bourse, 75082 Paris Cedex 02, Frankrike - +33(0)1 53 45 60 00 - www.amf-france.org

### Datum för godkännande av tillståndet

Grundprospektet har fått tillstånd den 1 juni 2022 under den godkända numret 22-189 av AMF, med olika bilagor från tid till.

## Avsnitt B - Emittentens nyckelinformation

### Vem är värdepappernas emittent?

#### Hemvist / juridiska form / LEI / rättsordning enligt vilken emittenten verkar registreringsland

BNPP B.V. är ett privat aktiebolag registrerat i Nederländerna enligt nederländsk lag, med säte på Herengracht 595, 1017 CE Amsterdam, Nederländerna; Organisationsnummer (LEI): 7245009UXRIGIRYOB48.

BNPP B.V.:s långfristiga kreditvärderingar är A + med stabila utsikter (S&P Global Ratings Europe Limited) och BNPP B.V.:s kortfristiga kreditvärderingar är A-1 (S&P Global Ratings Europe Limited).

#### Huvudsaklig verksamhet

Emittentens huvudsakliga verksamhet består i att emittera och/eller förvärva alla slags finansiella instrument och att ingå avtal inom liknande områden för de olika enheterna inom BNPP-koncernen.

BNPP B.V. tillgångar består av förpliktelserna från andra enheter i BNPP-koncernen. Innehavare av värdepapper som emitterats av BNPP B.V. kommer, med förbehåll för bestämmelserna i garantin som utfärdats av BNPP, att utsättas för BNPP-gruppens förmåga att fullgöra sina åtaganden gentemot BNPP B.V.

#### Största aktieägare

BNP Paribas innehar 100 procent av aktiekapitalet i BNPP B.V.

#### Identiteten för de viktigaste administrerande direktörerna

Emittentens Verkställande direktör är BNP Paribas Finance B.V.

De Verkställande direktörerna i BNP Paribas Finance B.V. är Edwin Herskovic, Erik Stroet, Folkert van Asma, Richard Daelman, Geert Lippens och Matthew Yandle.

#### Identiteten för emittentens lagstadgade revisorer

Mazars N.V. är emittentens revisorer Mazars N.V. är en oberoende revisionsfirma i Nederländerna och registrerad på NBA (Nederlandse Beroepsorganisatie van Accountants).

### Vilka är emittentens finansiella nyckeluppgifter?

#### Finansiell nyckelinformation

##### Resultaträkning

	År	År-1		
I €	31/12/2021	31/12/2020		
Rörelseresultat	47 856	54 758		

Balansräkning				
	År	År-1		
I €	31/12/2021	31/12/2020		
Finansiell skuldsättningsgrad (långsiktiga skulder plus kortfristiga skulder minus kontanter)	87 075 921 726	69 621 531 827		
Nuvarande kapitaltäckningsgrad (omsättningstillgångar/kortfristiga skulder)	1	1		
Skuld i förhållande till eget kapital (totala skulder/totala egna kapitalet)	133 566	112 649		
Räntetäckningsgrad (rörelseresultat/räntekostnad)				
Kassaflödesanalys				
	År	År-1		
I €	31/12/2021	31/12/2020		
Likvida medel från den löpande verksamheten	622 151	-563 228		
Likvida medel från finansieringsverksamheten	0	0		
Likvida medel från investeringsverksamheten	0	0		

#### Reservationer i revisionsberättelsen

Inte tillämpligt, det finns inga reservationer i någon av revisionsberättelserna avseende den historiska finansiella information som inkluderats i Grundprospektet.

#### Vilka är de centrala riskerna som är specifika för emittenten?

Inte tillämpligt. BNPP B.V. är ett operationellt bolag. Kreditvärdigheten för BNPP B.V. beror på BNPP: s kreditvärdighet.

### Avsnitt C - Nyckelinformation om värdepapperen

#### Vilka är värdepappernas viktigaste kännetecken?

#### Typ, kategori och ISIN

EUR "Athena Airbag" Certifikat kopplat till Solactive Europe & US Top Pharmaceuticals 2020 AR 5% Index - Aktierna är Certifikat. Internationellt identifikationsnummer på värdepapperet ("ISIN"): FI4000549241.

#### Valuta / nominellt värde / partivärde / antal emitterade värdepapper / värdepappernas löptid

Värdepappernas valuta är Euro ("EUR"). Värdepapperna har ett partivärde på EUR 1 000. Up till 10 000 värdepapper kommer att emitteras. Värdepapperna kommer att lösas in den 19 april 2029.

#### Rättigheter som sammanhänger med värdepapperen

*Negative pledge* - Värdepapprenas villkor kommer inte innehålla någon så kallad negative pledgebestämmelse.

*Uppsägningsgrunder* - Villkoren för Värdepapprena kommer inte innehålla några uppsägningsgrundande omständigheter

*Tillämplig lag* - Värdepapperna och ska tolkas i enlighet med engelsk rätt.

Målet för denna produkt är att ge dig en avkastning baserad på utvecklingen för underliggande index. Denna produkt har en fastställd löptid och kommer att lösas in på återbetalningsdagen såvida den inte lösas in tidigare med en automatisk förtida inlösen enligt villkoren nedan.

Såvida produkten inte har lösts in förtid, gäller följande bestämmelser.

På återbetalningsdagen får du för varje certifikat:

1. Om slutkursen är större än eller lika med 100% av dess startkurs: en återbetalning som är lika med 154% av det nominella beloppet men inte mindre än 148% av det nominella beloppet.

2. Om slutkursen är mindre än 100% av startkurs:

a. Om en barriärhändelse inte har inträffat: en återbetalning som är lika med 127% av det nominella beloppet men inte mindre än 124% av det nominella beloppet.

b. Om en barriärhändelse har inträffat: en återbetalning som är lika med det nominella beloppet minskat med utvecklingen av den underliggande. I det här fallet kommer du att drabbas av en partiell eller en total förlust av det nominella beloppet.

**Automatisk förtida inlösen:** Om, på en observationsdag för automatisk förtida inlösen, stängningskursen av den underliggande är större än eller lika med 100% av dess startkurs, kommer produkten att lösas in på motsvarande förtida inlösendag. Du kommer att få för varje certifikat en återbetalning som är lika med det nominella beloppet plus en premie baserad på relevant relevant kupong.

#### Där:

- En barriärhändelse ska anses ha inträffat om slutkursen är under riskbarriären.
- Utvecklingen på en underliggande är skillnaden mellan dess slutkurs och dess startkurs, dividerat med dess startkurs, uttryckt som ett absolutbelopp.
- Startkursen är stängningskursen på den underliggande på startdagen..
- Slutkursen är stängningskursen för den underliggande på slutdagen.

<b>Startdag</b>	5 april 2023	<b>Emissionskurs</b>	100%
<b>Emissionsdag</b>	13 april 2023	<b>Valuta</b>	EUR
<b>Slutdag</b>	5 april 2029	<b>Nominellt belopp (per produkt)</b>	1 000 EUR
<b>Återbetalningsdag</b>	19 april 2029		
<b>Barriärnivå</b>	75% av startkursen	<b>Observationsdag för automatisk förtida inlösen</b>	7 oktober 2024, 7 april 2025, 6 oktober 2025, 7 april 2026, 5 oktober 2026, 5 april 2027, 5 oktober 2027, 5 april 2028 och 5 oktober 2028
<b>Datum för tidig inlösen</b>	21 oktober 2024, 22 april 2025, 20 oktober 2025, 21 april 2026, 19 oktober 2026, 19 april 2027, 19 oktober 2027, 19 april 2028 och 19 oktober 2028	<b>Kupong</b>	4,50% men inte mindre än 4,0% av nominellt belopp

<b>Underliggande</b>	Solactive Europe & US Top Pharmaceuticals 2020 AR 5% Index	<b>Bloombergkod</b>	SOPH2020
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Möten - Villkoren för Värdepapper kommer innehålla bestämmelser för hur man ska kalla till möten mellan innehavare av aktuella värdepapper för att belysa frågor som generellt sett påverkar deras intressen. Dessa bestämmelser ger angivna majoriteter rätten att fatta beslut som binder alla innehavare, inklusive innehavare som inte har närvarat eller röstat på aktuellt möte och innehavare som röstat mot majoriteten.

Företrädare för Innehavare av Värdepapper - Emittenten har inte utsett någon företrädare för Innehavarna av Värdepapper.

#### Värdepapperens prioriteringsnivå

Värdepapperna är efterställda och icke säkerställda förpliktelse för Emittenten och rankas *lika* sinsemellan.

#### Begränsningar vad gäller överlåtelse av värdepapper

Det finns inga begränsningar vad gäller överlåtelse av Värdepapperna.

#### Utdelning eller utbetalningspolicy

Inte tillämplig

#### Var kommer värdepapperen att handlas?

#### Medgivande till handel

Ansökan kommer att göras av Emittenten (eller på dennes vägnar) för värdepapper som ska tillåtas att handlas på Nasdaq Helsinki (Reglerad Marknad).

#### Finns det någon garanti som följer med värdepapperna?

#### Garantins beskaffenhet och omfattning

Åtagandena enligt garantin är icke efterställda (enligt betydelsen i artikel L.613-30-3-13<sup>a</sup> i den franska lagen Code monétaire et financier) och icke säkerställda åtaganden för BNPP och kommer att rankas pari passu med alla övriga nuvarande och framtida icke efterställda och icke säkerställda åtaganden som är föremål för sådana undantag och kan vid olika tillfällen vara obligatoriska enligt fransk lag.

I händelse av en skuldnedskrivning av BNPP men inte av BNPP B.V, kommer alla förpliktelser och/eller belopp som är i BNPP ägo enligt garantin att reduceras för att återspegla alla ändringar eller reduceringar av åtaganden för BNPP som är en följd av tillämpningen av skuldnedskrivning av BNPP av en tillämplig regleringsmyndighet (inklusive i en situation där själva garantin inte är föremål för en sådan skuldnedskrivning).

Garanten garanterar varje Innehavare villkorlös och oåterkalleligt att om, oavsett anledning, BNPP B.V inte betalar någon summa som är förfallen till betalning eller inte verkställer någon skyldighet gällande något värdepapper på dagen som specificerats för en sådan betalning eller förpliktelse, kommer Garanten enligt villkoren att betala summan i gällande valuta i omedelbart tillgängliga fondmedel eller, i tillämpliga fall, verkställa eller anskaffa medel för förpliktelsen i fråga på förfalldagen.

#### Beskrivning av garanten

Värdepapperna kommer ovillkorligen och oåterkalleligt att säkerställas av BNP Paribas ("BNPP" eller "Garanten") i enlighet med engelsk gällande rätt, verkställt av BNPP den 1 juni 2022 ("Garantin").

Garanten är ett aktiebolag registrerat i Frankrike enligt fransk lag och licensierat som bank med säte på 16, Boulevard des Italiens – 75009 Paris, Frankrike. Organisationsnummer (LEI): R0MUWSFPU8MPRO8K5P83.

BNPP:s långsiktiga kreditbetyg är A+ med stabila prognos (S&P Global Ratings Europe Limited), Aa3 med stabila prognos (Moody's, Investors Service Ltd.), AA- med stabila prognos (Fitch Ratings Ireland Limited) (vilket är den långsiktiga värdering som tilldelats BNPP:s preferensobligationer med bättre rätt av Fitch Ratings Ireland Limited) och AA (låg) med stabila prognos (DBRS Rating GmbH) och BNPP:s kortfristiga kreditbetyg är A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1+ (Fitch Ratings Ireland Limited) och R-1 (medel) (DBRS Rating GmbH).

BNP Paribas SA är moderbolag i BNP Paribas-koncernen (tillsammans kallat "BNPP-Koncernen").

BNP Paribas organisation utvecklades 2021, och är nu baserad på tre operativa divisioner: Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) och Investment & Protection Services (IPS).

Företagsbankverksamhet och institutionell bankverksamhet (CIB): Globala Affärsbanksverksamhet, Globala marknader och Värdepapperstjänster.

Kommersiella tjänster och personliga banktjänster (CPBS):

– *Kommersiella och privata banker i euroområdet*: Kommersiell och personlig bankverksamhet i Frankrike (CPBF), BNL banca commerciale (BNL bc), Kommersiell och personlig bankverksamhet i Italien, Kommersiell och personlig bankverksamhet i Belgien (CPBB) och Kommersiell och personlig bankverksamhet i Luxemburg (CPBL).

– *Kommersiella banker utanför euroområdet, som är organiserade kring*: Europa-Medelhavsområdet, för att täcka kommersiella banker utanför euroområdet och USA, särskilt i Central- och Östeuropa, Turkiet och Afrika, och BancWest.

– *Specialiserade företag*: BNP Paribas Personal Finance, Arval och BNP Paribas Leasing Solutions, Nya digitala affärslinjer (särskilt Nickel, Fla, Lyf) och BNP Paribas Personal Investors.

*Investerings- och skyddstjänster* (IPS): Försäkring (BNP Paribas Cardif) och Förmögenhets- och kapitalförvaltning: BNP Paribas Asset Management, BNP Paribas Real Estate, BNP Paribas Principal Investments (förvaltning av BNP Paribas Groups portfölj av onoterade och börsnoterade industriella och kommersiella investeringar), och BNP Paribas Wealth Management.

Per den 30 juni 2022 var huvudaktieägare är Société Fédérale de Participations et d'Investissement ("SFPI") ett public-interest société anonyme (publikt aktiebolag) som agerar på uppdrag av den belgiska regeringen och som äger 7,8 procent av aktiekapitalet, BlackRock Inc. som innehar 5,9 procent av aktiekapitalet och Storhertigdömet av Luxembourg som äger 1,0 procent av aktiekapitalet.

#### Finansiella nyckelinformation i syfte att bedöma garantens möjligheter att fullgöra åtagandena enligt garantin

Resultaträkning					
	År	År-1	År-2	Delår	Jämförande delårsperiod från samma period föregående år
I miljoner €	31/12/2021*	31/12/2020	31/12/2019	30/09/2022*	30/09/2021*
Räntenetto	19 238	21 312	21 127	15 435	14 575
Nettoavgift och provisioner	10 362	9 862	9 365	7 530	7 557
Nettovinst på finansiella instrument	7 777	7 146	7 464	7 758	6 354
Intäkter	43 762	44 275	44 597	36 255	33 166
Kostnad för risk	-2 971	-5 717	-3 203	(2 307)	(2 436)
Rörelseresultat	11 325	8 364	10 057	10 213	8 746
Nettoresultat hänförligt till aktieägare	9 488	7 067	8 173	8 046	7 182
Resultat per aktie (i €)	7,26	5,31	6,21	6,19	5,49



Balansräkning					
	År	År-1	År-2	Delår	Jämförande delårsperiod från samma period föregående år
I miljoner €	31/12/2021*	31/12/2020	31/12/2019	30/09/2022*	30/09/2021*
<b>Totala tillgångar</b>	2 634 444	2 488 491	2 164 713	3 009 340	2 725 667
<b>Skuldförbindelser</b>	220 106	212 351	221 336	228 110	238 202
<b>Av vilka medelfristiga prioriterade skuldförbindelser föredras</b>	78 845**	82 086**	88 466**	n.a	n.a
<b>Mindre prioriterade skulder</b>	25 667	23 325	20 896	n.a	n.a
<b>Lån och kundfordringar (netto)</b>	814 000	809 533	805 777	869 500	835 693
<b>Insättningar från kunder</b>	957 684	940 991	834 667	1 015 649	1 022 323
<b>Eget kapital (koncernandel)</b>	117 886	112 799	107 453	120 764	116 169
<b>Tvivelaktiga lån/bruttoresultat****</b>	2%	2,1%	2,2%	1,7%	2%
<b>Kärnprimärkapitalrelation</b>	12,9%	12,8%	12,1%	12,1%	13%
<b>Total kapitalrelation</b>	16,4%	16,4%	15,5%	15,9%	16,6%
<b>Hävstångsmått****</b>	4,1%	4,4%	4,6%	3,9%	3,9%

(\*) IFRS5

(\*\*) Tillsynsombfattning

(\*\*\*) Nedskrivna lån (steg 3) för kunder och kreditinstitut, ej avdragna från garantier, inklusive i balansräkningen och utanför balansräkningen och obligationer beräknat från upplupet anskaffningsvärde eller till rimligt värde genom eget kapital redovisat på obetalda lån brutto till kunder och kreditinstitut, i balansräkningen och utanför balansräkningen inklusive obligationer beräknat från upplupet anskaffningsvärde eller till rimligt värde genom eget kapital (exklusive försäkring).

(\*\*\*\*) Utan verkan av den tillfälliga undantagen för insättningar hos centralbanker i Eurosystemet (beräknat i enlighet med förordning (EU) nr 2020/873, artikel 500b). Det tillfälliga undantaget för uteslutning av insättningar med Eurosystemets centralbanker upphörde den 31 mars 2022. Från och med den 30 september 2021 till och med den 31 mars 2022 behöll koncernen inte detta tillfälliga undantag.

#### Mest väsentliga riskfaktorer som gäller garanten

1. En väsentlig ökning i nya avsättningar, eller ett underskott i nivån på tidigare redovisade avsättningar som varit exponerade för kreditrisker och risker vad gäller motparter skulle negativt kunna påverka BNP Paribas Grupp verksamhetsresultat och finansiella ställning.
2. Ett avbrott eller en störning i BNP Paribas Grupp informationssystem kan förorsaka väsentlig förlust av kundupplysningar, skada BNP Paribas Grupp rykte och leda till ekonomiska förluster.
3. BNP Paribas Grupp kan ådra sig väsentliga förluster vid handels- och investeringsverksamhet till följd av valutakursfluktuationer och volatilitet.
4. Justering av balansvärdet på BNP Paribas Grupp värdepappers- och derivatportfölj och BNP Paribas Grupp egen skuld skulle kunna ha en negativ effekt på årets resultat och eget kapital.
5. BNP Paribas Grupp tillgång till och kostnader för finansiering skulle kunna påverkas negativt av nya ekonomiska kriser, sämre konjunkturläge, lägre kreditvärdering, ökning av kreditspreaden eller andra faktorer.
6. O gynnsamma ekonomiska och finansiella villkor har tidigare påverkat och kommer kanske i framtiden att påverka BNP Paribas Grupp och marknaden i vilken den verkar.
7. Lagar och bestämmelser som antagits under senare år, särskilt som svar på den globala finanskrisen så väl som nya lagförslag kan väsentligen påverka BNP Paribas Grupp och den finansiella och ekonomiska miljö i vilken den bedriver sin verksamhet.
8. BNP Paribas Grupp kan drabbas av betydande böter och andra administrativa och straffrättsliga påföljder för bristande efterlevnad av tillämpliga lagar och förordningar och kan även ådra sig förluster vid relaterad (eller orelaterad) rättstvist med privata parter.
9. Epidemier och pandemier, inklusive den pågående coronaviruspandemin (Covid-19) och dess ekonomiska konsekvenser kan negativt påverka koncernens affärsverksamhet, funktion, resultat och finansiella ställning.

#### Vilka är de centrala riskerna som är specifika för värdepapperna?

#### Mest väsentliga riskfaktorer som är specifika för värdepapperna

Det finns även risker som är förknippade med Värdepapperna, inklusive:

#### 1. Risker som är relaterad till värdepappernas struktur:

Avkastningen på Värdepapperna beror på avkastningen på de Underliggande Referenserna och om knock-in- eller knock-out-funktion tillämpas. Produkter som löses in automatiskt omfattar mekanismer för automatisk tidig inlösen. Beroende på tillämpningsformeln kan investerarna, om en automatisk tidig inlösenhändelse inträffar, exponeras mot en partiell förlust på investeringen. Investerares kan exponeras mot en partiell eller fullständig förlust på investeringen.

#### 2. Risker som är relaterade till de underliggande och dess avbrott och justeringar:

Indexvärdepapper är kopplade till utvecklingen på underliggande index (ett "index"), som kan innehålla olika tillgångsklasser såsom aktier, obligationer, utländsk valuta eller värde på fastigheter eller kan referera till en blandning av tillgångsklasser. Investerares i Indexvärdepapper står inför risker som har ett bredare spektrum, vilket betyder att tillgångarna som Index baserar sig på inte utvecklar sig som man tror jämfört med en investering i en konventionell obligation. Därför är avkastningen på en investering i Indexvärdepapper antagligen mer negativt än en investering i konventionella obligationer.

Exponering mot index, justerade händelser och marknadsavbrott eller misslyckad handel kan ha negativa effekter på värdepapperets värde och likviditet.

#### 3. Risker som är relaterade till handel med värdepapper:

Kursen på Värdepapper kan påverkas av ett antal faktorer inklusive, men inte begränsat till, det gällande priset eller nivån på Underliggande Referenser, återstående tid på Värdepapperets planerade inlösendag, aktuell eller implicit volatilitet som är förknippat med den Underliggande Referensen och risken med det inbördes förhållandet till gällande Underliggande Referens(er). Möjligheten att Värdepapperets kurs kommer att fluktueras (antingen uppåt eller nedåt) beror på ett antal faktorer som investeraren nogga borde överväga innan köp eller försäljning av Värdepapper.

#### 4. Rättsliga risker:

Villkoren för Värdepapper kommer innehålla bestämmelser för hur man ska kalla till möten mellan innehavare av aktuella värdepapper för att belysa frågor som generellt sett påverkar deras intressen. Dessa bestämmelser ger angivna majoriteter rätten att fatta beslut som binder alla innehavare, inklusive innehavare som inte har närvarat eller röstat på aktuellt möte och innehavare som röstat mot majoriteten.

### Avsnitt D - Nyckelinformation om erbjudandet av värdepapper till allmänheten och/eller upptagandet tillstånd att handla på en reglerad marknad

### **Enligt vilka villkor och tidsramar kan jag investera i detta värdepapper?**

#### **Allmänna villkor och erbjudandets förväntade tidsram**

Värdepapperna kommer att erbjudas allmänheten fr.o.m. 22 februari 2023 till 30 mars 2023, med förbehåll för varje tidigare stängning eller förlängning av erbjudandeperioden.

Ansökan kommer att göras av Emittenten (eller på dennes vägnar) för värdepapper som ska tillåtas att handlas på Nasdaq Helsinki (Reglerad Marknad).

#### **Uppskattning av emissionens totala kostnader och/eller erbjudande, inklusive uppskattade kostnader som påförs investeraren av emittenten eller anbudsgivaren**

Emittenten kommer inte att påföra investeraren några kostnader.

#### **Vem är anbudsgivaren och/eller personen som ber om tillstånd att handla?**

#### **Beskrivning av anbudsgivaren och/eller personen som ber om tillstånd att handla**

Erbjudare: Alexandria Markets Oy och Alexandria Pankkiiriliike Oyj.(vardera en "Erbjudare"), Etelaesplanadi 22 A 4 KRS, Helsingfors 00130, Finland. Alexandria Markets Oy:s identitetskod för juridiska personer (LEI) är 743700V5TUSQ8H4DR079 och Alexandria Pankkiiriliike Oyj:s identitetskod för juridiska personer (LEI) är 7437002ONTEZT59NA993.

Person som ber om tillstånd att få handla : BNP Paribas Issuance B.V. ("Emittenten"), Herengracht 595, 1017 CE Amsterdam, Nederländerna (telefonnummer: +31(0)88 738 0000).

#### **Varför görs detta prospekt?**

#### **Användning av och uppskattat nettobelopp på avkastning**

Nettointäkterna från emissionen av värdepapperna kommer att bli en del av Emittentens allmänna fonder. Sådana intäkter kan komma att användas för att bibehålla positioner inom optioner och terminskontrakt eller andra risksäkringsinstrument.

Uppskattad nettoavkastning: Up till EUR 10 000 000

#### **Emissionsverksamhetsavtal**

Ingen emissionsverksamhet utförs av Anbudsgivaren

#### **Mest väsentliga intressekonflikterna rörande erbjudandet eller upptagandet till handel**

Förvaltaren och dess dotterbolag kan också ha varit verksamma, och kan även i framtiden bli verksamma vad gäller investeringar och börshandel och kan utföra andra tjänster för Emittenten och Garanten och deras respektive dotterbolag.

Olika företag inom BNPP-koncernen (inklusive Emittenten och Garanten) och Dotterbolag åtar sig olika roller i samband med Värdepapperna, inklusive Värdepappernas Emittent och Värdepappernas Beräkningsombud och kan även utföra handelsrelaterade verksamheter (inklusive risksäkringsverksamhet) som hänför sig till Underliggande och andra instrument eller derivatprodukter baseras på eller som är relaterade till de Underliggande. Detta kan förorsaka möjliga intressekonflikter.

BNP Paribas Arbitrage SNC som verkar som Förvaltare och Beräkningsombud, är ett Dotterbolag till Emittenten och Garanten och potentiella intressekonflikter kan finnas mellan Värdepappernas innehavare, inklusive och med hänsyn till vissa beslut och bedömningar som Beräkningsombuden måste göra. De ekonomiska intressena hos Emittenten och hos BNP Paribas Arbitrage SNC såsom Förvaltare och Beräkningsombud, är potentiellt motsatta till intressena hos Innehavare av Värdepapperna.

Annat än vad som nämnts ovan och såvitt Emittenten vet, har ingen person som är involverad i Värdepappersemissionerna något intresse i erbjudandet, inklusive de motstridiga intressena.