# NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH REGULATION (EU) 2017/1129 FOR THE ISSUE OF CERTIFICATES DESCRIBED BELOW

#### PRICING SUPPLEMENT DATED 31 MARCH 2020

### **BNP Paribas Issuance B.V.**

(incorporated in The Netherlands) (as Issuer)

Legal entity identifier (LEI): 7245009UXRIGIRYOBR48

#### **BNP Paribas**

(incorporated in France) (as Guarantor)

Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83

(Note, Warrant and Certificate Programme)

# 60 EUR Zero Recovery Credit Linked Certificates with principal and interest at risk on a 21.428571% to 35.714285% tranche of the CDX NA HY Series 33 Version 3 due January 2025

Any person making or intending to make an offer of Securities may only do so in circumstances in which no obligation arises for the Issuer to publish a prospectus pursuant to Article 3 of Regulation (EU) 2017/1129 or to supplement a prospectus pursuant to Article 23 of Regulation (EU) 2017/1129, 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 set forth in the Base Prospectus dated 3 June 2019, each Supplement to the Base Prospectus published and approved on or before the date of this Pricing Supplement (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published before the issue of any additional amount of Securities (the "Supplements") (provided that to the extent any such Supplement (i) is published after the date of this Pricing Supplement 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 this Pricing Supplement relate) (the "Base Prospectus"). This document constitutes the Pricing Supplement of the Securities described herein and must be read in conjunction with the Base Prospectus. Full information on BNP Paribas Issuance B.V. (the "Issuer"), BNP Paribas (the "Guarantor") and the Securities is only available on the basis of the combination of this Pricing Supplement and the Base Prospectus. The Base Prospectus and any Supplement(s) the Base **Prospectus** are available for viewing https://ratesglobalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx 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 this Pricing Supplement in so far as they relate to such series of Securities, save as where otherwise expressly provided.

This Pricing Supplement relates 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 this Pricing Supplement and references to "Security" shall be construed accordingly.

#### SPECIFIC PROVISIONS FOR EACH SERIES

Series Number: FICRT 6416 LB

Tranche Number: 1

Number of Securities issued: 60

Number of Securities: 60

ISIN: FI4000425962

Common Code: Not applicable

Issue Price per Security: 100.00 per cent. of the Notional Amount

Scheduled Redemption Date: 6 January 2025

Specified Securities pursuant to Section No

871(m):

### **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: 17 March 2020

4. Issue Date and Interest Commencement 31 March 2020

Date:

**5.** Consolidation: Not applicable

**6.** Type of Securities: (a) Certificates

(b) The Securities are Credit Securities

The provisions of Annex 12 (Additional Terms and

Conditions for Credit Securities) shall apply

**7.** Form of Securities: Finnish Dematerialised Securities

**8.** Business Day Centre(s): The applicable Business Day Centres for the purposes of

the definition of "Business Day" in Condition 1 are Helsinki and a day upon which the TARGET2 System is

open

9. Settlement: Settlement will be by way of cash payment (Cash Settled

Securities)

**10.** Rounding Convention for Cash Not applicable

**Settlement Amount:** 

**11.** Variation of Settlement:

(a) Issuer's option to vary The Issuer does not have the option to vary settlement in

settlement: respect of the Securities

(b) Variation of Settlement of Not applicable

Physical Delivery Securities:

**12.** Final Payout Not applicable

Aggregation: Not applicable

**13.** Relevant Asset(s): Not applicable

**14.** Entitlement: Not applicable

**15.** Exchange Rate /Conversion Rate: Not applicable

**16.** Settlement Currency: The settlement currency for the payment of the Cash

Settlement Amount is Euro ("EUR")

17. Syndication: The Securities will be distributed on a non-syndicated

basis

**18.** Minimum Trading Size: EUR 10,000. For the avoidance of doubt, trading in

amounts below the Minimum Trading Size is not

permitted

**19.** Principal Security Agent: BNP Paribas Arbitrage S.N.C.

**20.** Registrar: Not applicable

**21.** Calculation Agent: BNP Paribas

**22.** Governing law: English law

**23.** Masse provisions (Condition 9.4): Not applicable

PRODUCT SPECIFIC PROVISIONS

**24.** Hybrid Securities: Not applicable

**25.** Index Securities: 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:** Applicable (a) Type of Credit Securities: Single Reference Entity (i) Not applicable Credit Securities: Nth-to-Default Credit (ii) Not applicable Securities: (iii) **Basket** Credit Not applicable Securities: (iv) Tranched Credit **Applicable** Securities: Attachment Point: 21.428571% Exhaustion Point: 35.714285% Incurred Recoveries: Not applicable (b) Credit Linkage: (i) Reference Entity(ies): **Index Credit Securities:** Relevant Annex: CDX NA HY Series 33 Version 3 Index RED Code: 2I65BRTK6; Roll Date: 20 September 2019; Annex Date: 17 February 2020. Index Sponsor: Markit Indices Limited, or any successor thereto (ii) Transaction Type: As specified in the Relevant Annex (iii) Reference Entity As specified in the Relevant Annex Notional Amount/Reference Entity Weighting: Reference (iv) Applicable Obligation(s): Standard As specified in the Relevant Annex Reference Obligation:

Not applicable

Not applicable

(v)

(vi)

Credit Linked Interest

Credit-Linked Principal

Only:

Only:

(c) Terms relating to Credit Event Settlement

(i) Settlement Method: Zero Recovery

(ii) Credit Unwind Costs Not applicable

(iii) Settlement at Maturity: Not applicable

(iv) Settlement Currency EUR

(d) Miscellaneous Credit Terms

(i) Merger Event: Applicable

Merger Event Redemption Date: The date falling 10 business days after the delivery by the Issuer of the notice

relating to the Merger Event

Merger Type: Reference Entity/Holders Merger

(ii) Credit Event Backstop The date that is 60 calendar days prior to the Trade Date Date:

(iii) Credit Observation Applicable: 20 December 2024 Period End Date:

(iv) CoCo Supplement: Not applicable

(v) LPN Reference Not applicable Entities:

(vi) Accrual of Interest Accrual to: Interest Payment Date upon Credit Event:

(vii) Interest following Not applicable Scheduled

Redemption:

(viii) Hybrid Credit Not applicable Securities:

(ix) Bonus Coupon Credit Not applicable Securities:

(x) Additional Credit Applicable Security Disruption

Events: Change in Law: Applicable

Hedging Disruption: Applicable

Increased Cost of Hedging: Applicable

Disruption redemption basis: Fair Market Value

(xi) Change in Standard Applicable
Terms and Market
Conventions:

(xii) Hedging Link Applicable Provisions:

(xiii) Calculation and Applicable Settlement Suspension:

(xiv) Additional Credit Not applicable Provisions:

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 Illegality: redemption in accordance with Security Force Majeure (Security Condition 7.2): Condition 7.1(d)

Force Majeure: redemption in accordance with Security Conditions 7.2(b)

**39.** Additional Disruption Events and Optional Additional Disruption Events:

- (a) Additional Disruption Events: Not applicable
- (b) The following Optional Additional Disruption Events apply to the Securities: 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: Not applicable41. Knock-out Event: Not applicable

## 42. EXERCISE, VALUATION AND REDEMPTION

(a) Notional Amount of each EUR 10,000 Certificate:

(b) Partly Paid Certificates: The Certificates are not Partly Paid Certificates

(c) Interest: Applicable

Coupon Switch: Not applicable

(i) Interest Period(s): As defined in the Conditions

(ii) Interest Period End 6 January 2025 Date(s):

(iii) Business Day None
Convention for Interest
Period End Date(s):

Date(s): Conditions (v) **Business Day** Following Convention for Interest Payment Date(s): (vi) Party responsible for Calculation Agent calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent): (vii) Margin(s): Not applicable (viii) Minimum Interest As per the Conditions Rate: Not applicable (ix) **Maximum Interest** Rate: (x) Day Count Fraction: None (xi) **Determination Dates:** Not applicable (xii) Accrual to Not applicable Redemption: Accrual to Preceding IPED: Not applicable Rate of Interest: Fixed Rate (xiii) (xiv) Coupon Rate: Not applicable (d) Fixed Rate Provisions: Applicable 60.50 per cent. Fixed Rate(s) (i) of Interest (excluding on overdue amounts after Scheduled Redemption Date or date set for early redemption): (ii) Fixed Coupon Not applicable Amount(s): (e) Floating Rate Provisions Not applicable **Linked Interest Certificates** Not applicable (f) Payment of Premium Not applicable (g) Amount(s): (h) Index Linked Not applicable [Interest/Premium Amount] Certificates: Share Linked/ETI Share Not applicable (i) Linked [Interest/Premium Amount] Certificates:

6 January 2025, subject as provided in the Credit Security

(iv)

Interest Payment

| (j)  | ETI Linked [Interest/Premium Amount] Certificates:                       | Not applicable                                   |
|------|--|--|
| (k)  | Debt Linked [Interest/Premium Amount] Certificates:                      | Not applicable                                   |
| (1)  | Commodity Linked [Interest/Premium Amount] Certificates:                 | Not applicable                                   |
| (m)  | Inflation Index Linked [Interest/Premium Amount] Certificates:           | Not applicable                                   |
| (n)  | Currency Linked [Interest/Premium Amount] Certificates:                  | Not applicable                                   |
| (o)  | Fund Linked [Interest/Premium Amount] Certificates:                      | Not applicable                                   |
| (p)  | Futures Linked [Interest/Premium Amount] Certificates:                   | Not applicable                                   |
| (q)  | Underlying Interest Rate<br>Linked Interest Provisions                   | Not applicable                                   |
| (r)  | Instalment Certificates:   | The Certificates are not Instalment Certificates |
| (s)  | Issuer Call Option:  | Not applicable                                   |
| (t)  | Holder Put Option:   | Not applicable                                   |
| (u)  | Automatic Early Redemption:  | Not applicable                                   |
| (v)  | Renouncement Notice Cut-off<br>Time                                      | Not applicable                                   |
| (w)  | Strike Date:   | Not applicable                                   |
| (x)  | Strike Price:  | Not applicable                                   |
| (y)  | Redemption Valuation Date:   | Not applicable                                   |
| (z)  | Averaging:   | Averaging does not apply to the Securities       |
| (aa) | Observation Dates:   | Not applicable                                   |
| (bb) | Observation Period:  | Not applicable                                   |
| (cc) | Settlement Business Day:   | Not applicable                                   |
| (dd) | Cut-off Date:  | Not applicable                                   |
| (ee) | Security Threshold on the Issue Date:                                    | Not applicable                                   |
| (ff) | Identification information of<br>Holders as provided by<br>Condition 29: | Not applicable                                   |

#### DISTRIBUTION AND US 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

(a) Eligibility for sale of Securities in the United States to AIs (N.B. Only U.S. Securities issued by

The Securities are not eligible for sale in the United States.

Only U.S. Securities issued by BNPP can be so eligible):

The Securities are not eligible for sale in the United States.

(b) Eligibility for sale of Securities in the United States to QIBs within the meaning of Rule 144A (N.B. except as provided in (c) below only U.S. Securities issued by BNPP can be so eligible):

urities The Securities are not eligible for sale in the United States.

(c) Eligibility for sale of Securities in the United States to QIBs within the meaning of Rule 144A who are also QPs within the meaning of the Investment Company Act (N.B. All U.S. Securities issued by BNPP B.V. must include these restrictions in lieu of restrictions in (a) or (b) above)

**44.** Additional U.S. Federal income tax considerations:

The Securities are not Specified Securities for purposes 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. Prohibition of Sales to EEA Retail

Investors:

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

**48.** Notification under Section 309B(1)(c) No.

of the SFA:

Not applicable

# PROVISIONS RELATING TO COLLATERAL AND SECURITY

**49.** Secured Securities other than Notional Not applicable

Value Repack Securities:

**50.** Notional Value Repack Securities: Not applicable

| 51.         | Other terms | or special conditions: | Not applicable   |
|-------------|-------------|------------------------|------------------|
| <b>UI</b> . | Other terms | or special conditions. | 1 tot applicable |

Signed on behalf of BNP Paribas Issuance B.V.

As Issuer:

Duly authorised

#### PART B - OTHER INFORMATION

# 1. Listing and Admission to trading

Not applicable

## 2. **Ratings**

Ratings: The Securities have not been rated

# 3. Performance of Underlying/Formula/Other Variable, Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying Reference

The Issuer does not intend to provide post-issuance information

# 4. **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(s) and in the case of Finnish Dematerialised Securities, the Finnish Security Agent:

Identification number(s): 0861597-4

Finnish Security Agent:

Svenska Handelsbanken AB (publ), Helsinki

Branch

Address: Aleksanterinkatu 11, 00100 Helsinki,

Finland

## 5. **Buy-back Provisions**

Not applicable

# 6. **Description of Charged Assets**

Not applicable