

**FINAL TERMS FOR CERTIFICATES**

**FINAL TERMS DATED 18 DECEMBER 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

**Up to 5,000 NOK "Phoenix Snowball Worst-of" Certificates linked to a Basket of Shares due 19 February 2026**

**ISIN: NO0010914948**

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. 20-233 on 2 June 2020

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

**The Securities are offered to the public in Norway from 18 December 2020 to 29 January 2021**

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 two 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 2 June 2020, 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/NO0010914948> 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

SERIES NUMBER	NO. OF SECURITIES ISSUED	NO OF SECURITIES	ISIN	COMMON CODE	ISSUE PRICE PER SECURITY	REDEMPTION DATE
CE1706JBG	Up to 5,000	Up to 5,000	NO0010914948	227854588	100% of the Notional Amount	19 February 2026

### 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: 3 February 2021
  4. Issue Date and Interest Commencement Date: 25 February 2021
  5. Consolidation: Not applicable
  6. Type of Securities:
    - (a) Certificates
    - (b) The Securities are Share Securities
- The provisions of Annex 3 (Additional Terms and Conditions for Share Securities) shall apply

Unwind Costs: Applicable

7. Form of Securities: Norwegian Dematerialised Securities
8. Business Day Centre(s): The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 1 is Oslo.
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 Payouts**

**SPS Reverse Convertible Securities:**

**SPS Reverse Convertible Standard Securities**

(A) if no Knock-in Event has occurred:

100%; or

(B) if a Knock-in Event has occurred:

Min (100%, Final Redemption Value)

Where:

**Strike Price Closing Value:** Applicable

**Basket** has the meaning given to it in item 26(a) below;

**Final Redemption Value** means the Worst Value on the Redemption Valuation Date;

**SPS Redemption Valuation Date** means the Valuation Date;

**SPS Valuation Date** means (i) the SPS Redemption Valuation Date and (ii) the Strike Date;

**Underlying Reference** has the meaning given to it in item 26(a) below;

**Underlying Reference Closing Price Value** means, in respect of a SPS Valuation Date, the Closing Price 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;

**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

**Valuation Date** means the Redemption Valuation Date; and

**Worst Value** means, in respect of a SPS Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date.

- |     |  |   |
|-----|--|---|
| 13. | Relevant Asset(s):                       | Not applicable  |
| 14. | Entitlement:                             | Not applicable  |
| 15. | Exchange Rate:                           | Not applicable  |
| 16. | Settlement Currency:                     | The settlement currency for the payment of the Cash Settlement Amount is Norwegian Krone (" <b>NOK</b> ") |
| 17. | Syndication:                             | The Securities will be distributed on a non-syndicated basis  |
| 18. | Minimum Trading Size:                    | Not applicable  |
| 19. | Principal Security Agent:                | The Norwegian Security Agent as indicated in item 6 of Part B - " Other Information"                      |
| 20. | Registrar:                               | Not applicable  |
| 21. | Calculation Agent:                       | BNP Paribas Arbitrage S.N.C.<br><br>1 rue Laffitte, 75009 Paris, France                                   |
| 22. | Governing law:                           | English law   |
| 23. | <i>Masse</i> 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: | Applicable<br><br>Share Securities: Applicable |

- (a) Share(s)/Share Company/Basket Company/GDR/ADR/ETI Interest/Basket of ETI Interests: Each ordinary share specified in the table below (each a **Share** or an **Underlying Reference**):

<b>Underlying Reference</b>					
<b>k</b>	<b>Share Company</b>	<b>Bloomberg Code</b>	<b>ISIN</b>	<b>Share Currency</b>	<b>Exchange</b>
<b>1</b>	Getinge AB	GETIB SS	SE0000202624	SEK	Stockholm Stock Exchange
<b>2</b>	HENNES MAURITZ	HMB SS	SE0000106270	SEK	Stockholm Stock Exchange
<b>3</b>	Nokia Oyj	NOKIA FH	FI0009000681	EUR	Helsinki Stock Exchange
<b>4</b>	Outokumpu Oyj	OUT1V FH	FI0009002422	EUR	Helsinki Stock Exchange

The Shares together comprise the **Basket**

- (b) Relative Performance Basket: Applicable
- (c) Share/ETI Interest Currency: See table in item 26(a) above
- (d) ISIN of Share(s)/ETI Interest(s): See table in item 26(a) above
- (e) Exchange(s): See table in item 26(a) above
- (f) Related Exchange(s): All Exchanges
- (g) Exchange Business Day: All Shares Basis
- (h) Scheduled Trading Day: All Shares Basis
- (i) Weighting: Not applicable
- (j) Settlement Price: Not applicable
- (k) Specified Maximum Days of Disruption: Eight (8) Scheduled Trading Days.
- (l) Valuation Time: The Scheduled Closing Time as defined in Condition 1
- (m) Redemption on Occurrence of an Extraordinary Event: Delayed Redemption on Occurrence of an Extraordinary Event: Not applicable
- (n) Share/ETI Interest Correction Period: As per Conditions
- (o) Dividend Payment: Not applicable

	(p)	Listing Change:	Not applicable
	(q)	Listing Suspension:	Not applicable
	(r)	Illiquidity:	Not applicable
	(s)	Tender Offer:	Applicable
	(t)	CSR Event:	Not applicable
	(u)	Hedging Liquidity Event:	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  Insolvency Filing  (c) Redemption:  Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable

40. Knock-in Event:

Applicable

"less than"

(a) SPS Knock-in Valuation:

Applicable

**Strike Price Closing Value:** Applicable

Where:

**Basket** has the meaning given to it in item 26(a) above;

**Knock-in Value** means Worst Value on the Knock-in Determination Day;

**SPS Valuation Date** means (i) the Knock-in Determination Day and (ii) the Strike Date;

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

**Underlying Reference** has the meaning given to it in item 26(a) above;

**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;

**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

**Worst Value** means, in respect of a SPS Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date.

(b) Level:

Not applicable

(c) Knock-in Level/Knock-in Range Level:

50 per cent.

(d) Knock-in Period Beginning Date:

Not applicable

- (e) Knock-in Period Beginning Date Day Convention: Not applicable
- (f) Knock-in Determination Period: Not applicable
- (g) Knock-in Determination Day(s): The Redemption Valuation Date
- (h) Knock-in Period Ending Date: Not applicable
- (i) Knock-in Period Ending Date Day Convention: Not applicable
- (j) Knock-in Valuation Time: See definition in Condition 16
- (k) Knock-in Observation Price Source: Not applicable
- (l) Disruption Consequences: Applicable
- 41.** Knock-out Event: Not applicable
- 42. EXERCISE, VALUATION AND REDEMPTION**
- (a) Notional Amount of each Certificate: NOK 10,000
- (b) Partly Paid Certificates: The Certificates are not Partly Paid Certificates.
- (c) Interest: Applicable
- (i) Interest Period(s): As per Conditions
- (ii) Interest Period End Date(s): 25 May 2021 (i = 1), 25 August 2021 (i = 2), 25 November 2021 (i = 3), 28 February 2022 (i = 4), 25 May 2022 (i = 5), 25 August 2022 (i = 6), 28 November 2022 (i = 7), 27 February 2023 (i = 8), 25 May 2023 (i = 9), 28 August 2023 (i = 10), 27 November 2023 (i = 11), 26 February 2024 (i = 12), 27 May 2024 (i = 13), 26 August 2024 (i = 14), 25 November 2024 (i = 15), 25 February 2025 (i = 16), 26 May 2025 (i = 17), 25 August 2025 (i = 18), 25 November 2025 (i = 19) and the Redemption Date (i = 20).
- (iii) Business Day Convention for Interest Period End Date(s): Not applicable
- (iv) Interest Payment Date(s): 25 May 2021 (i = 1), 25 August 2021 (i = 2), 25 November 2021 (i = 3), 28 February 2022 (i = 4), 25 May 2022 (i = 5), 25 August 2022 (i = 6), 28 November 2022 (i = 7), 27 February 2023 (i = 8), 25 May 2023 (i = 9), 28 August 2023 (i = 10), 27 November 2023 (i = 11), 26 February 2024 (i = 12), 27 May 2024 (i = 13), 26 August 2024 (i = 14), 25 November 2024 (i = 15), 25 February 2025 (i = 16), 26 May



2025 (i = 17), 25 August 2025 (i = 18), 25 November 2025 (i = 19) and the Redemption Date (i = 20).

- |        |  |                       |
|--------|--|-----------------------|
| (v)    | Business Day Convention for Interest Payment Date(s):  | Following             |
| (vi)   | Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent): | Not applicable        |
| (vii)  | Margin(s):   | Not applicable        |
| (viii) | Minimum Interest Rate:   | As per the Conditions |
| (ix)   | Maximum Interest Rate:   | Not applicable        |
| (x)    | Day Count Fraction:  | Not applicable        |
| (xi)   | Determination Dates:   | Not applicable        |
| (xii)  | Accrual to Redemption:   | Not applicable        |
| (xiii) | Rate of Interest:  | Linked Interest       |
| (xiv)  | Coupon Rate:   | Applicable            |

Snowball Digital Coupon applicable:

- (i) if the Snowball Digital Coupon Condition is satisfied in respect of SPS Coupon Valuation Date<sub>(i)</sub>:  
 $Rate_{(i)} + SumRate_{(i)}$ ; or
- (ii) if the Snowball Digital Coupon Condition is not satisfied in respect of SPS Coupon Valuation Date<sub>(i)</sub>:  
zero.

**Strike Price Closing Value** is Applicable

Where:

**Basket** has the meaning given to it in item 26(a) above;

**i** is a number from 1 to 20 corresponding to the relevant SPS Valuation Date;

**Rate<sub>(i)</sub>** means, in respect of a SPS Coupon Valuation Date, **ER per cent.**, expected to be between 4 per cent. and 3 per cent, as notified 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 will

be available by accessing the following link:  
<http://eqdpo.bnpparibas.com/NO0010914948>;

**Settlement Price Date** means each Valuation Date;

**Snowball Barrier Value** means, in respect of a SPS Coupon Valuation Date, the Worst Value;

**Snowball Date** means each date on which the relevant Snowball Digital Coupon Condition is satisfied;

**Snowball Digital Coupon Condition** means that the Snowball Barrier Value for the relevant SPS Coupon Valuation Date is equal to or greater than the Snowball Level;

**Snowball Level** is 75 per cent.;

**SPS Coupon Valuation Date** means each Settlement Price Date;

**SPS Valuation Date** means (i) each SPS Coupon Valuation Dates and (ii) the Strike Date;

**Sum Rate<sub>(i)</sub>** means the sum of Rate<sub>(i)</sub> for each SPS Coupon Valuation Date in the period from (but excluding) the last occurring Snowball Date (or if none the Issue Date) to (but excluding) the relevant SPS Coupon Valuation Date;

**Underlying Reference** has the meaning given to it in item 26(a) above;

**Underlying Reference Closing Price Value** means, in respect of a SPS Valuation Date, the Closing Price 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;

**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

**Valuation Date** means each Interest Valuation Date specified in item 42(i)(v) below; and

**Worst Value** means, in respect of a SPS Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date.

(d)	Fixed Rate Provisions:	Not applicable
(e)	Floating Rate Provisions	Not applicable
(f)	Linked Interest Certificates:	Applicable – see Share Linked Interest Certificates below
(g)	Payment of Premium Amount(s):	Not applicable
(h)	Index Linked Interest Certificates:	Not applicable
(i)	Share Linked/ETI Share Linked Interest Certificates:	Applicable  Share Securities: Applicable
(i)	Share(s)/Share Company/Basket Company/GDR/ADR/ETI Interest/Basket of ETI Interests:	As set out in item 26(a) above
(ii)	Relative Performance Basket:	Not applicable
(iii)	Averaging:	Averaging does not apply
(iv)	Interest Valuation Time:	As set out in item 26 above
(v)	Interest Valuation Date(s):	5 May 2021 (i = 1), 5 August 2021 (i = 2), 5 November 2021 (i = 3), 7 February 2022 (i = 4), 5 May 2022 (i = 5), 5 August 2022 (i = 6), 7 November 2022 (i = 7), 6 February 2023 (i = 8), 5 May 2023 (i = 9), 7 August 2023 (i = 10), 6 November 2023 (i = 11), 5 February 2024 (i = 12), 6 May 2024 (i = 13), 5 August 2024 (i = 14), 5 November 2024 (i = 15), 5 February 2025 (i = 16), 5 May 2025 (i = 17), 5 August 2025 (i = 18), 5 November 2025 (i = 19) and the Redemption Valuation Date (i = 20).
(vi)	Observation Dates:	Not applicable
(vii)	Observation Period:	Not applicable
(viii)	Specified Maximum Days of Disruption:	As defined in Condition 1
(ix)	Exchange(s):	As set out in item 26 above
(x)	Related Exchange(s):	All Exchanges

(xi)	Exchange Business Day:	All Shares Basis
(xii)	Scheduled Trading Day:	All Shares Basis
(xiii)	Settlement Price:	Not applicable
(xiv)	Weighting:	Not applicable
(xv)	Share/ETI Interest Correction Period	As per Conditions
(xvi)	Dividend Payment:	Not applicable
(xvii)	Listing Change:	Not applicable
(xviii)	Listing Suspension:	Not applicable
(xix)	Illiquidity:	Not applicable
(xx)	Tender Offer:	Applicable
(xxi)	CSR Event:	Not applicable
(xxii)	Hedging Liquidity Event:	Not applicable
(xxiii)	Redemption on Occurrence of an Extraordinary Event:	Delayed Redemption on Occurrence of an Extraordinary Event: Not applicable
(j)	ETI Linked Interest Certificates:	Not applicable
(k)	Debt Linked Interest Certificates:	Not applicable
(l)	Commodity Linked Interest Certificates:	Not applicable
(m)	Inflation Index Linked Interest Certificates:	Not applicable
(n)	Currency Linked Interest Certificates:	Not applicable
(o)	Fund Linked Interest Certificates:	Not applicable
(p)	Futures Linked Interest Certificates:	Not applicable
(q)	Underlying Interest Rate 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: Applicable
- (i) Automatic Early Redemption Event: Single Standard Automatic Early Redemption: "greater than or equal to"
- (ii) Automatic Early Redemption Payout: SPS Automatic Early Redemption Payout:  

$$NA \times (\text{AER Redemption Percentage} + \text{AER Exit Rate})$$
**AER Redemption Percentage** is 100 per cent.
- (iii) Automatic Early Redemption Date(s): 28 February 2022 (i=4), 25 May 2022 (i=5), 25 August 2022 (i=6), 28 November 2022 (i=7), 27 February 2023 (i=8), 25 May 2023 (i=9), 28 August 2023 (i=10), 27 November 2023 (i=11), 26 February 2024 (i=12), 27 May 2024 (i=13), 26 August 2024 (i=14), 25 November 2024 (i=15), 25 February 2025 (i=16), 26 May 2025 (i=17), 25 August 2025 (i=18) and 25 November 2025 (i=19).
- (iv) Observation Price Source: Not applicable
- (v) Underlying Reference Level: **SPS AER Valuation:** Applicable  
**Strike Price Closing Value:** Applicable  
Where:  
**Basket** has the meaning given to it in item 26(a) above;  
**SPS AER Value** means Worst Value;  
**SPS Valuation Date** means (i) each Automatic Early Redemption Valuation Date and (ii) the Strike Date;  
**Underlying Reference** has the meaning given to it in item 26(a) above;  
**Underlying Reference Closing Price Value** means, in respect of a SPS Valuation Date, the Closing Price 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;  
**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

**Worst Value** means, in respect of a SPS Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date.

(vi) Automatic Early 75 per cent.  
Redemption Level:

(vii) Automatic Early Not applicable  
Redemption Percentage:

(viii) AER Exit Rate: AER Rate

**AER Rate** means 0 per cent.

(ix) Automatic Early 7 February 2022 (i=4), 5 May 2022 (i=5), 5 August 2022  
Redemption Valuation (i=6), 7 November 2022 (i=7), 6 February 2023 (i=8), 5 May  
Date(s)/Period(s): 2023 (i=9), 7 August 2023 (i=10), 6 November 2023 (i=11),  
5 February 2024 (i=12), 6 May 2024 (i=13), 5 August 2024  
(i=14), 5 November 2024 (i=15), 5 February 2025 (i=16), 5  
May 2025 (i=17), 5 August 2025 (i=18) and 5 November  
2025 (i=19).

(v) Strike Date: 5 February 2021.

(w) Strike Price: Not applicable.

(x) Redemption Valuation Date: 5 February 2026.

(y) Averaging: Averaging does not apply to the Securities.

(z) Observation Dates: Not applicable

(aa) Observation Period: Not applicable

(bb) Settlement Business Day: Not applicable

(cc) Cut-off Date: Not applicable

(dd) Identification information of Not applicable  
Holders as provided by Condition  
29:

## 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 The Securities are not Specified Securities for the purpose of  
considerations: 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:   | Norway  |
|     | (ii) Offer Period:  | From (and including) 18 December 2020 until (and including) 29 January 2021, 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: | Garantum Norge AS,<br>Aker Brygge, Grundingen 6,<br>0250 OSLO<br>Norway<br><br>Legal Entity Identifier (LEI): 549300SUPDLSXO6YWJ42<br><br>(the “ <b>Authorised Offeror</b> ”) |
|     | (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 |

#### **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 blue ink, appearing to be 'Camille Lamy', written in a cursive style.

By: Camille LAMY

Duly authorised



## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

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 OMX Stockholm.

### 2. Ratings

Ratings: The Securities have not been rated.

### 3. Interests of Natural and Legal Persons Involved in the Offer 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 Offer, Estimated Net Proceeds and Total Expenses

- (a) Reasons for the offer: See "Use of Proceeds" in the Base Prospectus
- (b) Estimated net proceeds: Up to NOK 50,000,000
- (c) Estimated total expenses: Estimated total expenses not available

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

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

Information on each Share will be available on the relevant website set out below.

Past and further performances of each Share are available on the relevant Exchange website as set out in below and its volatility may be obtained from the Calculation Agent by emailing [dl.eqd.nordic@uk.bnpparibas.com](mailto:dl.eqd.nordic@uk.bnpparibas.com) or [emea.gm.client.service@bnpparibas.com](mailto:emea.gm.client.service@bnpparibas.com).

The Issuer does not intend to provide post-issuance information.

#### Place where information on the Underlying Share can be obtained:

#### Getinge AB

Website: <https://www.getinge.com/>

#### HENNES MAURITZ

Website: <https://www.hm.com/>

#### Nokia Oyj

Website: <https://www.nokia.com/>

#### Outokumpu Oyj

Website:  
<https://www.outokumpu.com/en>

## 6. Operational Information

Relevant Clearing System(s): Norwegian Central Securities Depository  
(*Verdipapirsentralen ASA*)

If other than Euroclear Bank S.A./N.V., Clearstream Banking, S.A., Euroclear France, include the Identification number: 06004.0195012.

relevant identification number(s) and in the case of Norwegian Dematerialised Securities, the Norwegian Security Agent: **Norwegian Security Agent :**

Nordea Bank ABP, Filial I Norge

Address:

Essendropsgt. 7, N-0368 Oslo, Norway

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

**Offer Price:** 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/NO0010914948>

The Issuer will in its sole discretion determine the final amount of Securities issued up to a limit of 5,000 Securities.

The final amount that is issued on the Issue Date will be listed on NASDAQ OMX Stockholm.

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/NO0010914948>

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/NO0010914948>

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/NO0010914948>

**Description of the application process:**

From (and including) 18 December 2020 until (and including) 29 January 2021, or such earlier date as the Issuer determines as notified on or around such earlier date by (i) loading the following link: <http://eqdpo.bnpparibas.com/NO0010914948>

Application to subscribe for the Securities can be made in Norway 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 the application:**

Minimum purchase amount per investor: One (1) Certificate.

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 number of Securities to be issued, the Issuer will at its discretion, either, (i) proceed to increase the size of the offer or, (ii) early terminate the Offer Period and suspend the acceptance of further requests.

**Description of possibility to reduce subscriptions and manner for refunding amounts paid in excess 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 website:  
<http://eqdpo.bnpparibas.com/NO0010914948>

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 (i) on the following website:  
<http://eqdpo.bnpparibas.com/NO0010914948>

on or around the Issue Date.

No dealing in the Certificates may begin 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 Certificates may take place prior to the Issue Date.

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

<b>Series Number</b>	<b>Issue Price per Security</b>	<b>Expenses included in the Issue Price</b>
CE1706JBG	100%	5.53% 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 placers in the various countries where the offer takes place:** The Authorised Offerors 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 Security Agent):** Not applicable

**Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements:** **Garantum Norge AS,**  
Aker Brygge, Grundingen 6,  
0250 OSLO  
Norway  
Legal Entity Identifier (LEI):  
549300SUPDLSXO6YWJ42  
(the "Authorised Offeror")

No underwriting commitment is undertaken by the Authorised Offeror

**When the underwriting agreement has been or will be reached:** Not applicable

10. EU Benchmarks Regulation

**EU Benchmarks Regulation:** Article Not applicable  
**29(2)statement on benchmarks:**

## 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

NOK Quanto "Phoenix Snowball Worst-of" Certificates relating to 4 Shares - The securities are Certificates. International Securities Identification Number ("ISIN"): NO0010914948.

#### 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: Garantium Norge AS, Aker Brygge, Grundingen 6, 0250 OSLO Norway, Legal Entity Identifier (LEI): 549300SUPDLSXO6YWJ42

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 2 June 2020 under the approval number 20-233 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 negative 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

<b>Income statement</b>				
	<b>Year</b>	<b>Year-1</b>	<b>Interim</b>	<b>Comparative interim from same period in prior year</b>
<b>In €</b>	31/12/2019	31/12/2018	30/06/2020	30/06/2019
<b>Operating profit/loss</b>	47,976	39,967	27,896	27,516
<b>Balance sheet</b>				
	<b>Year</b>	<b>Year-1</b>	<b>Interim</b>	<b>Comparative interim from same period in prior year</b>
<b>In €</b>	31/12/2019	31/12/2018	30/06/2020	30/06/2019
<b>Net financial debt (long term debt plus short term debt minus cash)</b>	64,938,742,676	56,232,036,938	80,868,819,411	67,131,860,338
<b>Current ratio (current assets/current liabilities)</b>	1	1	1	1
<b>Debt to equity ratio (total liabilities/total shareholder equity)</b>	112,828	103,624	135,904	119,864
<b>Interest cover ratio (operating income/interest expense)</b>	No interest expenses	No interest expenses	No interest expenses	No interest expenses
<b>Cash flow statement</b>				
	<b>Year</b>	<b>Year-1</b>	<b>Interim</b>	<b>Comparative interim from same period in prior year</b>
<b>In €</b>	31/12/2019	31/12/2018	30/06/2020	30/06/2019
<b>Net Cash flows from operating activities</b>	661,222	-153,286	-595,018	349,674
<b>Net Cash flows from financing activities</b>	0	0	0	0
<b>Net Cash flows from investing activities</b>	0	0	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**

NOK Quanto "Phoenix Snowball Worst-of" Certificates relating to 4 Shares - The securities are Certificates. International Securities Identification Number ("ISIN"): NO0010914948.

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

The currency of the Securities is Norwegian Krone ("NOK"). The Securities have a par value of NOK 10,000. Up to 5,000 Securities will be issued. The Securities will be redeemed on 19 February 2026.

##### **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 underlying shares (each share, an Underlying). 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. The product may also pay coupon under predefined conditions in accordance with the Coupon 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, in addition to any final payment of a coupon:

1. If a Barrier Event has not occurred: a payment in cash equal to the Notional Amount.
2. If a Barrier Event has occurred: a payment in cash equal to the Notional Amount decreased by the Performance of the Worst-Performing Underlying. In this case you will suffer a partial or total loss of the Notional Amount.

**Coupon:** A conditional coupon is due for payment at the relevant Conditional Coupon Rate each time the following condition (Coupon Condition) is met: if, on a Coupon Valuation Date, the closing price of each underlying is greater than or equal to the relevant Conditional Coupon Barrier. Otherwise, the coupon is missed but not lost definitely. All missed coupons will accumulate and become payable only if the Coupon Condition is subsequently satisfied.

**Automatic Early Redemption:** If, on any Autocall Valuation Date, the closing price of each underlying is greater than or equal to the relevant Autocall Barrier, 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.

#### **Where:**

- A Barrier Event shall be deemed to occur if the Final Reference Price of at least one Underlying 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 Worst-Performing Underlying is the Underlying that shows the lowest Final Reference Price when divided by its Initial Reference Price.



- The Initial Reference Price of an Underlying is the closing price of that Underlying on the Strike Date.
- The Final Reference Price of an Underlying is the closing price of that Underlying on the Redemption Valuation Date.

<b>Strike Date</b>	05 February 2021	<b>Issue Price</b>	100%
<b>Issue Date</b>	25 February 2021	<b>Product Currency</b>	NOK
<b>Redemption Valuation Date</b>	05 February 2026	<b>Notional Amount (per certificate)</b>	NOK 10,000
<b>Redemption Date (maturity)</b>	19 February 2026		
<b>Coupon Valuation Date(s)</b>	See Annex	<b>Coupon Payment Date(s)</b>	See Annex
<b>Conditional Coupon Barrier(s)</b>	See Annex	<b>Conditional Coupon Rate(s)</b>	See Annex
<b>Barrier</b>	50% of the Initial Reference Price	<b>Autocall Valuation Date(s)</b>	See Annex
<b>Early Redemption Date(s)</b>	See Annex	<b>Autocall Barrier(s)</b>	See Annex
<b>Underlying</b>	<b>Bloomberg Code</b>	<b>ISIN</b>	
Getinge AB	GETIB SS	SE0000202624	
Hennes & Mauritz AB	HMB SS	SE0000106270	
Nokia OYJ	NOKIA FH	FI0009000681	
Outokumpu OYJ	OUT1V FH	FI0009002422	

## ANNEX

### ► Coupon

Coupon Valuation Date(s)	Coupon Payment Date(s)	Conditional Coupon Barrier(s)	Conditional Coupon Rate(s)
05 May 2021	25 May 2021	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
05 August 2021	25 August 2021	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
05 November 2021	25 November 2021	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
07 February 2022	28 February 2022	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
05 May 2022	25 May 2022	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
05 August 2022	25 August 2022	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
07 November 2022	28 November 2022	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
06 February 2023	27 February 2023	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
05 May 2023	25 May 2023	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
07 August 2023	28 August 2023	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
06 November 2023	27 November 2023	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
05 February 2024	26 February 2024	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
06 May 2024	27 May 2024	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
05 August 2024	26 August 2024	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
05 November 2024	25 November 2024	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
05 February 2025	25 February 2025	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
05 May 2025	26 May 2025	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
05 August 2025	25 August 2025	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
05 November 2025	25 November 2025	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount
05 February 2026	19 February 2026	75% of the Initial Reference Price	Expected to be about 4% but which will not be less than 3% of the Notional Amount

### ► Automatic Early Redemption

Autocall Valuation Date(s)	Early Redemption Date(s)	Autocall Barrier(s)
07 February 2022	28 February 2022	75% of the Initial Reference Price
05 May 2022	25 May 2022	75% of the Initial Reference Price
05 August 2022	25 August 2022	75% of the Initial Reference Price
07 November 2022	28 November 2022	75% of the Initial Reference Price
06 February 2023	27 February 2023	75% of the Initial Reference Price
05 May 2023	25 May 2023	75% of the Initial Reference Price
07 August 2023	28 August 2023	75% of the Initial Reference Price
06 November 2023	27 November 2023	75% of the Initial Reference Price
05 February 2024	26 February 2024	75% of the Initial Reference Price
06 May 2024	27 May 2024	75% of the Initial Reference Price
05 August 2024	26 August 2024	75% of the Initial Reference Price
05 November 2024	25 November 2024	75% of the Initial Reference Price
05 February 2025	25 February 2025	75% of the Initial Reference Price
05 May 2025	26 May 2025	75% of the Initial Reference Price
05 August 2025	25 August 2025	75% of the Initial Reference Price
05 November 2025	25 November 2025	75% of the Initial Reference Price

**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 Official List of Nasdaq OMX Stockholm (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-I-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 2 June 2020 (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): ROMUWSFPU8MPRO8K5P83.

BNPP's long-term credit ratings are A+ with a negative outlook (S&P Global Ratings Europe Limited), Aa3 with a stable outlook (Moody's Investors Service Ltd.), AA- with a "rating watch negative" outlook (Fitch France S.A.S.) and AA (low) with a stable outlook (DBRS Limited) 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 France S.A.S.) and R-1 (middle) (DBRS Limited).

BNP Paribas, Europe's leading provider of banking and financial services, has four domestic Retail Banking markets in Europe, namely in France, Belgium, Italy and Luxembourg. It operates in 71 countries and has more than 197,000 employees, including nearly 150,000 in Europe.

BNP Paribas holds key positions in its two main businesses:

- Retail Banking and Services, which includes:

**Domestic Markets**, comprising: French Retail Banking (FRB), BNL banca commerciale (BNL bc), Italian retail banking, Belgian Retail Banking (BRB), Other Domestic Markets activities including Arval, BNP Paribas Leasing Solutions, Personal Investors, Nickel and Luxembourg Retail Banking (LRB);

**International Financial Services**, comprising: Europe-Mediterranean, BancWest, Personal Finance, Insurance, Wealth and Asset Management;

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

BNP Paribas SA is the parent company of the BNP Paribas Group.

Main shareholders as at 30 June 2020 : Société Fédérale de Participations et d'Investissement ("SFPI") a public-interest société anonyme (public limited company) acting on behalf of the Belgian State holding 7.7% of the share capital; BlackRock Inc. holding 6.1% of the share capital; Grand Duchy of Luxembourg holding 1.0% of the share capital.

<b>Key financial information for the purpose of assessing the guarantor's ability to fulfil its commitments under the guarantee</b>					
<b>Income statement</b>					
	<b>Year</b>	<b>Year-1</b>	<b>Year-2</b>	<b>Interim</b>	<b>Comparative interim from same period in prior year</b>
<b>In millions of €</b>	31/12/2019	31/12/2018	31/12/2017	30/06/2020	30/06/2019
<b>Net interest income</b>	21,127	21,062	21,191	10,107	10,498
<b>Net fee and commission income</b>	9,365	9,207	9,430	4,795	4,469
<b>Net gain on financial instruments</b>	7,464	6,118	7,112	4,025	3,910
<b>Revenues</b>	44,597	42,516	43,161	25,563	22,368
<b>Cost of Risk</b>	-3,203	-2,764	-2,907	-2,873	-1,390
<b>Operating Income</b>	10,057	9,169	10,310	4,195	5,094
<b>Net income attributable to equity holders</b>	8,173	7,526	7,759	3,581	4,386
<b>Earnings per share (in euros)</b>	6.21	5.73	6.05	2.69	3.35
<b>Balance sheet</b>					
	<b>Year</b>	<b>Year-1</b>	<b>Year-2</b>	<b>Interim</b>	<b>Comparative interim from same period in prior year</b>
<b>In millions of €</b>	31/12/2019	31/12/2018	31/12/2017	30/06/2020	30/06/2019
<b>Total assets</b>	2,164,713	2,040,836	1,952,166	2,622,988	2,372,620
<b>Debt securities</b>	221,336	206,359	198,646	224,303	230,086
<b>Of which mid long term Senior Preferred</b>	88,466*	88,381*	88,432	n.a	n.a
<b>Subordinated debt</b>	20,896	18,414	16,787	22,555	19,507
<b>Loans and receivables from customers (net)</b>	805,777	765,871	735,013	828,053	793,960
<b>Deposits from customers</b>	834,667	796,548	760,941	963,183	833,265
<b>Shareholders' equity (Group share)</b>	107,453	101,467	101,983	111,469	104,135
<b>Doubtful loans/ gross outstandings**</b>	2.2%	2.6%	3.3%	2.2%	2.5%
<b>Common Equity Tier 1 capital (CET1) ratio</b>	12.1%	11.8%	11.9%	12.4%	11.9%
<b>Total Capital Ratio</b>	15.5%	15%	14.8%	15.9%	15.2%
<b>Leverage Ratio</b>	4.6%	4.5%	4.6%	4%	4.1%

(\*) 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).

<b>Most material risk factors pertaining to the guarantor</b>
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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 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:**

Unlike a direct investment in any Share(s), Stapled Share(s), GDR(s) and/or ADR(s) comprising the Underlying Reference(s) (together the "Share(s)"), an investment in Share Securities does not entitle Holders to vote or receive dividends or distributions (unless otherwise specified in the Final Terms). Accordingly, the return on Share Securities will not be the same as a direct investment in the relevant Share(s) and could be less than a direct investment. Exposure to shares, similar market risks to a direct investment in an equity, potential adjustment events or extraordinary 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 in Norway from and including 18 December 2020 to and including 29 January 2021, 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 Official List of Nasdaq OMX Stockholm (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: Garantum Norge AS, Aker Brygge, Grundingen 6, 0250 OSLO Norway, Legal Entity Identifier (LEI): 549300SUPDLSXO6YWJ42

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 NOK 50,000,000

#### **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.

# Sammendrag

## Seksjon A – Introduksjon og Advarsler

### Advarsler

Dette sammendraget bør leses som en introduksjon til Grunnprospektet (Eng. *Base Prospectus*) og gjeldende Endelige Vilkår (Eng. *Final terms*). Enhver beslutning om å investere i Verdipapirer bør baseres på en vurdering av Grunnprospektet som en helhet, inkludert vedlagte dokumenter og gjeldende Endelige Vilkår. Investorer kan bli utsatt for et delvis eller totalt tap av deres investeringer. Dersom et krav relatert til informasjonen i Grunnprospektet eller de gjeldende Endelige Vilkår bringes inn for en domstol i en medlemsstat i Det europeiske økonomiske samarbeidsområdet, kan saksøker, i henhold til den nasjonale lovgivningen i den medlemsstaten hvor kravet er reist, være pålagt å bære kostnadene for å oversette Grunnprospektet og gjeldende Endelige Vilkår før rettsforhandlingene iverksettes. Sivilrettslig ansvar i en slik medlemsstat knytter seg til Utsteder eller Garantisten utelukkende på grunnlag av dette sammendraget, inkludert oversettelsen, men bare hvis den er misvisende, unøyaktig eller inkonsekvent når det blir lest sammen med de andre delene av Grunnprospektet og gjeldende Endelige Vilkår, samt nøkkelinformasjon for å hjelpe investorer når de vurderer om de skal investere i Verdipapirene.

Du er i ferd med å kjøpe et produkt som ikke er enkelt, og som kan være vanskelig å forstå.

### Navn og internasjonalt verdipapiridentifikasjonsnummer (ISIN) på Verdipapirene

NOK Quanto "Phoenix Snowball Worst-of" Sertifikater knyttet til fire aksjer – Verdipapirene er Sertifikater. International Securities Identification Number ("ISIN"): NO0010914948

### Utstederens identitet og kontaktinformasjon

BNP Paribas Issuance B.V. ("Utsteder"), Herengracht 595, 1017 CE Amsterdam, Nederland (telefonnummer: +31(0)88 738 0000). Den juridiske enhetsidentifikatoren til Utsteder er 7245009UXRIGIRYOBR48.

### Identitet og kontaktinformasjon for tilbyderer og/eller personen som ber om opptak til handelen

Tilbyder: Garantum Norge AS, Aker Brygge, Grundingen 6, 0250 OSLO Norway, Legal Entity Identifier (LEI): 549300SUPDLXSX06YWJ42  
Person som ber om opptak til handel: BNP Paribas Issuance B.V. ("Utsteder"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000).

### Identitet og kontaktinformasjon til vedkommende myndighet som godkjenner 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

### Godkjenningsdato for prospektet

Grunnprospektet ble godkjent 2. juni 2020 under godkjenningensnummer 20-233 av AMF.

## Seksjon B – Nøkkelinformasjon om utstederen

### Hvem er utsteder av verdipapirene?

#### Bosted / rettslig form / LEI / lov som utstederen operer under / hjemland

BNPP B.V. ble innlemmet i Nederland som et privat selskap med begrenset ansvar i henhold til nederlandsk lov med hovedkontor på Herengracht 595, 1017 CE Amsterdam, Nederland. Juridisk enhetsidentifikator (LEI): 7245009UXRIGIRYOBR48.  
BNPP B.V. sin langsiktige kredittvurdering er A+ med negative utsikter (S&P Global Ratings Europe Limited).

#### Hovedaktiviteter

Utsteders hovedaktivitet er å utstede og/eller anskaffe finansielle instrumenter av hvilken som helst art og å inngå relaterte avtaler for ulike enheter i BNPP Group.

Assetsene til BNPP B.V. består av forpliktelsene til andre BNPP Group-selskaper. Innehavere av verdipapirer utstedt av BNPP B.V. vil, underlagt bestemmelsene i Garantien utstedt av BNPP, være utsatt for BNPP Group sine muligheter til å utføre sine forpliktelser overfor BNPP B.V.

#### Hovedaksjonær

BNP Paribas eier 100% av aksjekapitalen i BNPP B.V.

#### Identiteten til utstederens sentrale administrerende direktører

Administrerende direktør for Utsteder er BNP Paribas Finance B.V. Administrerende direktører i BNP Paribas Finance B.V. er Edwin Herskovic, Erik Stroet, Folkert van Asma, Richard Daelman, Geert Lippens og Matthew Yandle.

#### Identiteten til utstederens lovpålagte revisorer

Mazars N.V. er revisor for Utsteder. Mazars N.V. er et uavhengig revisorselskap i Nederland registrert i NBA (*Nederlandse Beroepsorganisatie van Accountants*).

### Hva er den viktigste finansielle informasjonen om utstederen?

#### Nøkkeltall

##### Resultatregnskap

	År	År -1	Foreløpig	Sammenligningsperiode fra samme periode året før
I €	31/12/2019	31/12/2018	30/06/2020	30/06/2019
Driftsresultat/tap	47.976	39.967	27.896	27.516

Regnskapsbalanse				
	År	År -1	Foreløpig	Sammenligningsperiode fra samme periode året før
I €	31/12/2019	31/12/2018	30/06/2020	30/06/2019
<b>Netto finansiell gjeld (langiktig gjeld pluss kortsiktig gjeld minus kontanter)</b>	64.938.742.676	56.232.036.938	80.868.819.411	67.131.860.338
<b>Nåværende forhold (omløpsmidler/kortsiktig gjeld)</b>	1.0	1.0	1	1
<b>Gjeldsgrad (total gjeld/total egenkapital)</b>	112.828	103.624	135.904	119.864
<b>Rentedekningsgrad (driftsinntekt/rentekostnad)</b>	Ingen renteutgifter	Ingen renteutgifter	Ingen renteutgifter	Ingen renteutgifter
Kontantstrømpoppstilling				
	År	År -1	Foreløpig	Sammenligningsperiode fra samme periode året før
In €	31/12/2019	31/12/2018	30/06/2020	30/06/2019
<b>Netto kontantstrøm fra driften</b>	661.222	-153.286	-595.018	349.674
<b>Netto kontantstrøm fra finansieringsaktiviteter</b>	0	0	0	0
<b>Netto kontantstrøm fra investeringsaktiviteter</b>	0	0	0	0

#### Kvalifikasjoner i revisjonsrapporten

Ikke aktuelt, det er ingen kvalifikasjoner i noen revisjonsrapport om den historiske økonomiske informasjonen som er inkludert i Grunnprospektet.

#### Hva er de viktigste risikoene som er spesifikke for utstederen?

Ikke aktuelt. BNPP B.V. er et driftsselskap. Kredittverdigheten BNPP B.V. avhenger av kredittverdigheten til BNPP.

### Seksjon C – Nøkkelinformasjon om verdipapirene

#### Hva er verdipapirenes viktigste hovedtrekk?

#### Type, klasse og ISIN

NOK Quanto "Phoenix Snowball Worst-of" Certifikater knyttet til fire aksjer – Verdipapirene er Certifikater. International Securities Identification Number ("ISIN"): NO0010914948

#### Valuta / myntenhet / pålydende verdi / antall utstedte verdipapirer / verdipapirenes løpetid

Verdipapirenes valuta er Norwegian Krone ("NOK") Verdipapirene har en pålydende verdi NOK 10,000. Inntil 5,000 Verdipapirene vil bli utstedt. Verdipapirene vil bli innløst den 19 februar 2026.

#### Rettigheter knyttet til verdipapirene

*Forbud mot pant* – Vilklårene for Verdipapirene vil ikke inneholde en bestemmelse om forbud mot pantsettelse.

*Misligholdstilfeller* – Vilklårene for Verdipapirene vil ikke inneholde bestemmelser om misligholdstilfeller.

*Gjeldende lov* – Verdipapirene er underlagt engelsk lov.

Målet med dette produktet er å gi deg en avkastning basert på ytelsen til underliggende aksjer (hver aksje er en Underliggende). Dette produktet har fast løpetid og vil innløses på Innløsningsdatoen, med mindre det innløses tidligere i samsvar med bestemmelsene om Automatisk Innløsning Før Forfall under. Produktet kan også utbetale kupong under forhåndsdefinerte forhold i samsvar med Kupong-bestemmelsene nedenfor.

Med mindre produktet er innløst tidlig, vil følgende bestemmelser gjelde.

På Innløsningsdatoen vil du motta for hvert sertifikat, i tillegg til eventuell endelig betaling av en kupong:

1. Hvis en Terskelsituasjon ikke har skjedd: en kontant betaling som tilsvarer det Teoretiske Beløpet.
2. Hvis en Terskelsituasjon har skjedd: en kontant betaling tilsvarende det Teoretiske Beløpet, redusert med Prestasjonen til det underliggende som har Prestert Dårligst. I dette tilfellet vil du lide et delvis eller totalt tap av det Opprinnelig Pålydende Beløp.

**Kupong:** En betinget kupong forfaller til betaling på den aktuelle Betinget Kupongrate hver gang følgende betingelse (Kupong-betingelser) er oppfylt: hvis sluttkursen for hver underliggende på Kupong Verdifastsettelsesdato er større enn eller lik den relevante Betingede Kupong Terskelen. I andre tilfeller blir Kupongen utsatt, men ikke tapet definitivt. Alle utsatte kuponger akkumuleres og forfaller bare hvis Kupongbetingelsene senere er oppfylt.

**Automatisk Tidlig Innløsning:** Hvis, sluttkursen for hver underliggende på en hvilken som helst Automatisk Verdifastsettelsesdato, er større enn eller lik den aktuelle Automatiske Innløsnings terskelen, vil produktet bli innløst på tilsvarende Tidlig Innløsningsdato. Du vil motta en kontant betaling som tilsvarer det Opprinnelig Pålydende Beløp for hvert sertifikat.

#### Hvor:

- En Terskelsituasjon skal anses å inntreffe hvis den Endelige Referanseprisen for minst en Underliggende er under Terskelen.
- Prestasjonen av en Underliggende er forskjellen mellom den Endelige Referanseprisen og den Opprinnelige Referanseprisen, delt på den Opprinnelige Referanseprisen, uttrykt i absolutt verdi.
- Det Underliggende som presterer dårligst er den Underliggende som viser den laveste Endelige Referanseprisen delt på den Opprinnelige Referanseprisen.
- Den Opprinnelige Referanseprisen for en Underliggende er sluttkursen for den Underliggende på Kjøpsdato.
- Den Endelige Referanseprisen for en Underliggende er sluttkursen for den Underliggende på Innløsningsverdsattelsesdatoen.

<b>Kjøpsdato</b>	5. februar 2021	<b>Utstedelsespris</b>	100%
<b>Utstedelsesdato</b>	25. februar 2021	<b>Produktvaluta</b>	NOK
<b>Innløsningsverdsettelsesdato</b>	5. februar 2026	<b>Opprinnelig Pålydende Beløp (per sertifikat)</b>	NOK 10,000
<b>Innløsningsdato (forfall)</b>	19. februar 2026		
<b>Kupong Verdsettelses Dato(er)</b>	Se Vedlegg	<b>Kupongbetalingsdato(er)</b>	Se Vedlegg
<b>Betinget Kupongterskel(er)</b>	Se Vedlegg	<b>Betinget Kupong Rate(r)</b>	Se Vedlegg
<b>Terskel</b>	50% av den Opprinnelige Referanseprisen	<b>Automatisk Verdsettelse Dato(er)</b>	Se Vedlegg
<b>Tidlig Innløsningsdato(er)</b>	Se Vedlegg	<b>Automatisk Innløsning av terskel</b>	Se Vedlegg

  

Underliggende	Bloomberg Kode	ISIN
Getinge AB	GETIB SS	SE0000202624
Hennes & Mauritz AB	HMB SS	SE0000106270
Nokia OYJ	NOKIA FH	FI0009000681
Outokumpu OYJ	OUT1V FH	FI0009002422

## VEDLEGG

### Kupong

Kupong Verdsettelse Dato(er)	Kupongbetaling Dato(er)	Betinget Kupongterskel(er)	Betinget Kupong Rater
5. mai 2021	25. mai 2021	75% av den Opprinnelige Referanseprisen	Det er forventet at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelig Pålydende Beløp.
5. august 2021	25. august 2021	75% av den Opprinnelige Referanseprisen	Det er forventet at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelig Pålydende Beløp.
5. november 2021	25. november 2021	75% av den Opprinnelige Referanseprisen	Det er forventet at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelig Pålydende Beløp.
7. februar 2022	28. februar 2022	75% av den Opprinnelige Referanseprisen	Det er forventet at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelig Pålydende Beløp.
5. mai 2022	25. mai 2022	75% av den Opprinnelige Referanseprisen	Det er forventet at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelig Pålydende Beløp.
5. august 2022	25. august 2022	75% av den Opprinnelige Referanseprisen	Det er forventet at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelig Pålydende Beløp.



7. november 2022	28. november 2022	75% av den Referanseprisen	Opprinnelige	Det er forventer at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelig Pålydene Beløp.
6. februar 2023	27. februar 2023	75% av den Referanseprisen	Opprinnelige	Det er forventer at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelig Pålydene Beløp.
5. mai 2023	25. mai 2023	75% av den Referanseprisen	Opprinnelige	Det er forventer at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelig Pålydene Beløp.
7. august 2023	28. august 2023	75% av den Referanseprisen	Opprinnelige	Det er forventer at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelig Pålydene Beløp.
06. november 2023	27. november 2023	75% av den Referanseprisen	Opprinnelige	Det er forventer at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelig Pålydene Beløp.
5. februar 2024	26. februar 2024	75% av den Referanseprisen	Opprinnelige	Det er forventer at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelig Pålydene Beløp.
06. mai 2024	27. mai 2024	75% av den Referanseprisen	Opprinnelige	Det er forventer at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelig Pålydene Beløp.
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5. november 2024	25. november 2024	75% av den Referanseprisen	Opprinnelige	Det er forventer at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelig Pålydene Beløp.
5. februar 2025	25. februar 2025	75% av den Referanseprisen	Opprinnelige	Det er forventer at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelig Pålydene Beløp.

5. mai 2025	26. mai 2025	75% av den Opprinnelige Referanseprisen	Opprinnelige	Det er forventet at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelige Pålydende Beløp.
5. august 2025	25. august 2025	75% av den Opprinnelige Referanseprisen	Opprinnelige	Det er forventet at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelige Pålydende Beløp.
5. november 2025	25. november 2025	75% av den Opprinnelige Referanseprisen	Opprinnelige	Det er forventet at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelige Pålydende Beløp.
5. februar 2026	19. februar 2026	75% av den Opprinnelige Referanseprisen	Opprinnelige	Det er forventet at det skal bli ca. 4% men dette vil ikke være mindre enn 3% av det Opprinnelige Pålydende Beløp.

#### ► Automatisk Tidlig Innløsning

Automatisk Verdesettelse Dato(er)	Tidlig Innløsnings Dato(er)	Automatisk Innløsning Terskel
7. februar 2022	28. februar 2022	75% av den Opprinnelige Referanseprisen
5. mai 2022	25. mai 2022	75% av den Opprinnelige Referanseprisen
5. august 2022	25. august 2022	75% av den Opprinnelige Referanseprisen
7. november 2022	28. november 2022	75% av den Opprinnelige Referanseprisen
6. februar 2023	27. februar 2023	75% av den Opprinnelige Referanseprisen
5. mai 2023	25. mai 2023	75% av den Opprinnelige Referanseprisen
7. august 2023	28. august 2023	75% av den Opprinnelige Referanseprisen
06. november 2023	27. november 2023	75% av den Opprinnelige Referanseprisen
5. februar 2024	26. februar 2024	75% av den Opprinnelige Referanseprisen
06. mai 2024	27. mai 2024	75% av den Opprinnelige Referanseprisen
5. august 2024	26. august 2024	75% av den Opprinnelige Referanseprisen
5. november 2024	25. november 2024	75% av den Opprinnelige Referanseprisen
5. februar 2025	25. februar 2025	75% av den Opprinnelige Referanseprisen
5. mai 2025	26. mai 2025	75% av den Opprinnelige Referanseprisen

5. august 2025	25. august 2025	75% av den Opprinnelige Referanseprisen
5. november 2025	25. november 2025	75% av den Opprinnelige Referanseprisen

**Møter** – Vilkårene for Verdipapirene vil inneholde bestemmelser for innkalling til møter med innehavere av slike Verdipapirer for å vurdere saker som generelt berører deres interesser. Disse bestemmelsene tillater et definerte flertall å binde alle innehavere, inkludert innehavere som ikke deltok og stemte på det aktuelle møtet, og innehavere som stemte på en måte som var i strid med flertallet.

**Representant for innehavere** – Ingen representant for Innehaverne er utnevnt av Utsteder.

#### Verdipapirenes prioritet

Verdipapirene er ikke-subordinert og usikrede forpliktelse for Utsteder, og rangerer *pari passu* seg imellom.

#### Restriksjoner for fri omsetning av verdipapirene

Det er ingen begrensninger vedrørende fri omsetning av Verdipapirene.

#### Utbytte- eller utbetalingspolicy

Ikke aktuelt.

#### Hvor vil verdipapirene handles?

##### Opptak til handel

Utsteder (eller en på dens vegne) vil søke om at Verdipapirene skal tas opp til handel på Official List of NASDAQ OMX Stockholm (regulert marked).

#### Er det en garanti knyttet til verdipapirene?

##### Garantiens art og omfang

Forpliktelsene under garantien er senior foretrukne forpliktelse (i henhold til Article L.613-30-3-I-3° of the French Code monétaire et financier) og usikrede forpliktelse fra BNPP, og vil rangeres *pari passu* med alle sine andre nåværende og fremtidige senior foretrukne og usikrede forpliktelse, underlagt slike unntak som fra tid til annen kan være obligatoriske i henhold til fransk rett.

I tilfelle av en bail-in av BNPP, men ikke BNPP B.V., skal forpliktelsene og/eller beløpene som BNPP skylder under garantien reduseres for å gjenspeile enhver slik modifikasjon eller reduksjon som gjelder for BNPP sine forpliktelse som følge av en bail-in av BNPP av enhver relevant regulator (inkludert i en situasjon der selve Garantien ikke er gjenstand for bail-in).

Garantisten garanterer ubetinget og ugjenkallelig til hver Innehaver at, hvis BNPP B.V. av en eller annen grunn ikke betaler noe som skal betales av selskapet eller utfører andre forpliktelse med hensyn til Verdipapirene på den angitte datoen for slik betaling eller den spesifiserte utførelsen, vil Garantisten i samsvar med Betingelsene betale den summen i valutaen som betaling forfaller til i umiddelbart tilgjengelige midler eller, etter omstendighetene, utføre eller anskaffe oppfyllelsene av den relevante forpliktelse på forfallsdatoen for slik ytelse.

##### Beskrivelse av garantisten

Verdipapirene vil være ubetinget og ugjenkallelig garantert av BNP Paribas ("**BNPP**" eller "**Garantist**") i henhold til en engelskrettslig garanti avgitt av BNPP 2. juni 2020 ("**Garantien**").

Garantisten ble innlemmet i Frankrike som en société anonyme under fransk lov og lisensiert som en bank med hovedkontor i 16, boulevard des Italiens - 75009 Paris, Frankrike. Juridisk enhetsidentifikator (LEI): R0MUWSFPU8MPRO8K5P83.

BNPP sine langsiktige kredittvurderinger er A+ med negative utsikter (S&P Global Ratings Europe Limited), Aa3 med stabile utsikter (Moody's Investors Service Ltd.), AA- med en "rating watch negative" utsikt (Fitch France S.A.S.) and AA (lav) med stabile utsikter (DBRS Limited).

BNP Paribas, Europas ledende leverandør av bank- og finansielle tjenester, har fire innenlandske forbrukerbankmarkeder i Europa, i Frankrike, Belgia, Italia og Luxembourg. Den opererer i 71 land, og har mer enn 197,000 ansatte, herunder nærmere 150,000 i Europa.

BNP Paribas har nøkkelposisjoner i sine to hovedvirksomheter:

- Forbrukerbank og tjenester, som inkluderer:

*Innenlandske markeder*, bestående av: French Retail Banking (FRB), BNL banca commerciale (BNL bc), Italian retail banking, Belgian Retail Banking (BRB), Other Domestic Markets activities including Arval, BNP Paribas Leasing Solutions, Personal Investors, Nickel og Luxembourg Retail Banking (LRB);

*Internationale Finansielle Tjenester*, bestående av: Europe-Mediterranean, BancWest, Personal Finance, Insurance, Wealth og Asset Management;

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

BNP Paribas SA er morselskapet til BNP Paribas Group.

Hovedaksjonærer per 30. juni 2020: Société Fédérale de Participations et d'Investissement ("**SFPI**") et offentlig interesse-société anonyme (allmennaksjeselskap) som handler på vegne av den belgiske staten som eier 7.7% av aksjekapitalen; BlackRock Inc. som eier 6.1% av aksjekapitalen; Storhertugdømmet Luxembourg som eier 1.0% av aksjekapitalen.

#### Finansiell nøkkelinformasjon for å vurdere garantistens evne til å oppfylle sine forpliktelse under garantien

<b>Resultatregnskap</b>					
	<b>År</b>	<b>År-1</b>	<b>År-2</b>	<b>Foreløpig</b>	<b>Sammenligningsperiode fra samme periode året før</b>
<b>I millioner av euro</b>	31/12/2019	31/12/2018	31/12/2017	30/06/2020	30/06/2019
<b>Netto renteinntekter</b>	21.127	21.062	21.191	10.107	10.498
<b>Netto gebyr- og provisjonsinntekt</b>	9.365	9.207	9.430	4.795	4.469
<b>Netto gevinst på finansielle instrumenter</b>	7.464	6.118	7.112	4.025	3.910
<b>Inntekter</b>	44.597	42.516	43.161	25.563	22.368
<b>Kostnad for risiko</b>	-3.203	-2.764	-2.907	-2.873	-1.390
<b>Driftsresultat</b>	10.057	9.169	10.310	4.195	5.094
<b>Nettoinntekt knyttet til aksjeeiere</b>	8.173	7.526	7.759	3.581	4.386
<b>Resultat per aksje ( i euro)</b>	6.21	5.73	6.05	2.69	3.35
<b>Regnskapsbalanse</b>					
	<b>År</b>	<b>År-1</b>	<b>År-2</b>	<b>Foreløpig</b>	<b>Sammenligningsperiode fra samme periode året før</b>
<b>I millioner av euro</b>	31/12/2019	31/12/2018	31/12/2017	30/06/2020	30/06/2019
<b>Totale eiendeler</b>	2.164.713	2.040.836	1.952.166	2.622.988	2.372.620
<b>Gjeldspapirer</b>	221.336	206.359	198.646	224.303	230.086
<b>Hvorav mellomlang til langsiktig senior prioritert gjeld</b>	88.466*	88.381*	88.432	n.a	n.a
<b>Underordnet gjeld</b>	20.896	18.414	16.787	22.555	19.507
<b>Lån og fordringer fra kunder (netto)</b>	805.777	765.871	735.013	828.053	793.960
<b>Innskudd fra kunder</b>	834.667	796.548	760.941	963.183	833.265
<b>Egenkapital (konsernandel)</b>	107.453	101.467	101.983	111.469	104.135
<b>Usikrede lån/ brutto utestående**</b>	2,2%	2,6%	3,3%	2,2%	2,5%
<b>Common Equity Tier 1 capital (CET1) ratio</b>	12,1%	11,8%	11,9%	12,4%	11,9%
<b>Totalt kapitalforhold</b>	15,5%	15%	14,8%	15,9%	15,2%
<b>Utnyttelsesgrad</b>	4,6%	4,5%	4,6%	4%	4,1%

(\*) Regulatorisk omfang

(\*\*) Nedsatt utlån (stage 3) til kunder og kredittinstitusjoner, ikke nettet med garantier, inkludert balanse og utenfor balanse og gjeldspapirer målt til amortiserte kostnader eller til virkelig verdi over egenkapitalen rapportert over utestående bruttoutlån til kunder og kredittinstitusjoner, balanse og utenfor balanse, og inkludert gjeldspapirer målt til amortiserte kostnader eller til virkelig verdi over egenkapitalen (eksklusiv forsikring).

#### **De fleste materielle risikofaktorene tilknyttet garantisten**

1. En betydelig økning i nye avsetninger eller en mangel på nivået på tidligere bokførte avsetninger eksponert for kredittisiko og motpartsrisiko kan påvirke BNP Paribas Group sine driftsresultater og økonomiske tilstand negativt
2. Et avbrudd i eller brudd på BNP Paribas Group sine informasjonssystemer kan føre til betydelig tap av klient- eller kundeinformasjon, skade på BNP Paribas Groups omdømme og føre til økonomisk tap
3. BNP Paribas Group kan pådra seg betydelig tap på handels- og investeringsaktiviteten på grunn av svingninger i markedet og volatilitet
4. Justering av balanseført verdi av BNP Paribas Group sine verdipapir- og derivatporteføljer og BNP Paribas Group sin egen gjeld kan ha en negativ innvirkning på nettoinntekt og egenkapital
5. BNP Paribas Group sin tilgang til og kostnad for finansiering kan påvirkes negativt av en gjenoppblomstring av finanskriser, forverrede økonomiske forhold, nedgradering av rating, økning i statspapirer eller andre faktorer
6. Ugunstige økonomiske og finansielle forhold har tidligere hatt, og kan i fremtiden ha innvirkning på BNP Paribas Group og markedene de opererer i
7. Lover og forskrifter vedtatt de siste årene, særlig som svar på den globale finanskrisen, samt nye lovforslag, kan ha betydelig innvirkning på BNP Paribas Group, og det finansielle og økonomiske miljøet de opererer i
8. BNP Paribas Group kan pådra seg betydelige bøter og andre administrative og strafferettslige straffer for manglende overholdelse av gjeldende lover og regler, og kan også pådra seg tap relatert (eller ikke-relatert) til søksmål med private parter
9. Epidemier og pandemier, inkludert den pågående koronavirus-pandemien (COVID-19) og dens økonomiske konsekvenser, kan påvirke konsernets virksomhet, drift og økonomiske tilstand negativt

#### **Hva er de viktigste risikoene som er spesifikke for verdipapirene?**

#### **De fleste materielle risikofaktorene som er spesifikke for verdipapirene**

Det er også risiko forbundet med verdipapirene, inkludert:

##### **1. Risiko tilknyttet verdipapirenes struktur:**

Avkastning på Verdipapirene avhenger av ytelsen til den/de Underliggende referansen(e) og om knock-in eller knock out-funksjoner gjelder. Produkter som inkluderer automatiske innløsning inkluderer automatiske mekanismer for tidlig innløsning. Avhengig av gjeldende formel, kan investorer bli utsatt for delvis tap av investeringen hvis en automatisk hendelse med tidlig innløsning inntreffer. Investorer kan bli utsatt for et totalt eller delvis tap av investeringen.

## 2. Risikoer i tilknytning til de underliggende instrumentene og dets forstyrrelser og justeringer:

Til forskjell fra en direkteinvestering i Aksje(r), "Stapled Share(s)" og/eller Depotbevis (GDR, ADR) som utgjør de(n) Underliggende Referansen(e) (i fellesskap, "Aksjen(e)"), en investering i Instrumentene gir ikke Innehaveren rett til å stemme eller motta utbytte eller utdelinger fra de Underliggende (med mindre det er spesifisert i Endelige Vilkår). Som en følge av dette vil avkastningen på Instrumentene ikke være den samme som en direkteinvestering i de relevante Aksjen(e) og kan være lavere enn en direkteinvestering. Eksponering mot aksjer, lignende markedsrisiko til en direkteinvestering i et egenkapitalinstrument, mulige justeringshendelser og ekstraordinære hendelser og markedsforstyrrelser eller manglende åpning av en markeds plass kan ha en negativ effekt på verdien og likviditeten til Instrumentene.

## 3. Risiko tilknyttet handelsmarkedene for verdipapirene:

Handelsprisen på Verdipapirene kan påvirkes av en rekke faktorer, inkludert, men ikke begrenset til, den relevante prisen, verdien eller nivået på den/de Underliggende referansen(e), gjenværende tid til planlagt innløsningsdato for Verdipapirene, den faktiske eller underforståtte volatilitet assosiert med Underliggende referanse(r) og korrelasjonsrisiko for relevante Underliggende referanse(r). Muligheten for at verdien og handelsprisen på Verdipapirene vil svinge (enten positivt eller negativt) avhenger av en rekke faktorer, som investorer bør vurdere nøye før de kjøper eller selger Verdipapirene.

## 4. Juridisk risiko:

Vilkårene i Verdipapirene vil inneholde bestemmelser for innkalling til møter til innehavere av slike Verdipapirer for å vurdere saker som generelt berører deres interesser. Disse bestemmelsene tillater et definert flertall å binde alle innehavere, inkludert innehavere som ikke deltok og stemte på det aktuelle møtet, og innehavere som stemte på en måte som var i strid med flertallet.

## Seksjon D – Nøkkelinformasjon om tilbud om verdipapirer til offentligheten og/eller opptak til handel på et regulert marked

### *Under hvilke betingelser og tidsperiode kan jeg investere i denne sikkerheten?*

#### Generelle vilkår, betingelser og forventet tidsperiode for tilbudet

Instrumentene vil bli tilbudt til allmenheten i Norge fra og med 18 Desember 2020 til og med 29 Januar 2021, med forbehold for en eventuell tidlig avslutning eller forlengelse av tilbudperioden.

Utsteder (eller en på dens vegne) vil søke om at Verdipapirene skal tas opp til handel på Official List of NASDAQ OMX Stockholm (regulert marked).

#### Anslag for de totale utgiftene til emisjonen og/eller tilbudet, inkludert estimerte utgifter som utstederen eller tilbyderer belaster investoren

Ingen utgifter vil bli belastet investorene av utstederen.

### *Hvem er tilbyderer og/eller den som ber om opptak til handel?*

#### Beskrivelse av tilbyderer og/eller personen som ber om opptak til handel

Garantum Norge AS, Aker Brygge, Grundingen 6, 0250 OSLO Norway, Legal Entity Identifier (LEI): 549300SUPDLSXO6YWJ42  
Personen som ber om opptak til handel: BNP Paribas Issuance B.V. ("Utsteder"), Herengracht 595, 1017 CE Amsterdam, Nederland (telefonnummer: +31(0)88 738 0000).

### *Hvorfor blir dette prospektet produsert?*

#### Bruk og estimert nettobeløp av inntektene

Nettoinntektene fra utstedelsen av Verdipapirene vil bli en del av Utsteder sine generelle midler. Slike inntekter kan brukes til å opprettholde posisjoner i opsjoner eller terminkontrakter eller andre sikringsinstrumenter.

Anslått nettoinntekt: Opptil NOK 50,000,000.

#### Tegningsavtale

Ingen garantiforpliktelse påtas av Tilbyder.

#### De fleste materielle interessekonflikter tilknyttet tilbudet eller opptak til handel

Forvalteren og dens tilknyttede selskaper kan også ha engasjert, og kan i fremtiden engasjere seg, i investeringsbanker og/eller kommersiell banktransaksjoner med, og kan utføre andre tjenester for, Utsteder og Garantisten og deres respektive tilknyttede selskaper i ordinær virksomhet. .

Ulike enheter i BNPP Group (inkludert Utsteder og Garantisten) og Tilknyttede selskaper påtar seg forskjellige roller i forbindelse med Verdipapirene, inkludert Utsteder av Verdipapirer og Kalkuleringsagent, og kan også delta i handelsaktiviteter (inkludert sikringsaktiviteter) knyttet til Underliggende og andre instrumenter eller avledede produkter basert på eller knyttet til Underliggende som kan gi opphav til potensielle interessekonflikter.

BNP Paribas Arbitrage SNC, som fungerer som forvalter og Kalkuleringsagent, er tilknyttet Utsteder og Garantisten, og potensielle interessekonflikter kan eksistere mellom dem og innehaverne av Verdipapirene, dette inkluderer bestemte avgjørelser og vurderinger som Kalkuleringsagent må treffe. De økonomiske interessene til Utsteder og BNP Paribas Arbitrage SNC som Forvalter og Kalkuleringsagent er potensielt ugunstige for eiernes interesser som investor i verdipapirene.

Bortsett fra det som er nevnt ovenfor, så vidt Utsteder er kjent med, har ingen personer som er involvert i utstedelsen av Verdipapirene et interesseforhold i tilbudet inkludert motstridende interesser.

