

## FINAL TERMS

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

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

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

**UK MiFIR product governance / target market assessment** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 (in accordance with the FCA's policy statement entitled "*Brexit our approach to EU non-legislative materials*"), has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**") and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

***Final Terms dated 6 January 2023***

***BNP PARIBAS***

***(incorporated in France)***

***(the Issuer)***

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

***Issue of EUR 1,250,000,000 Fixed to Floating Rate Senior Preferred Notes due January 2031***

***ISIN Code: FR001400F0V4***

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

***(the Programme)***

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to 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.

## PART A – CONTRACTUAL TERMS

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

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|-----|---|--|
| 1.  | Issuer:   | BNP Paribas  |
| 2.  | (i) Trade Date:                                 | 3 January 2023   |
|     | (ii) Series Number:                             | 19907  |
|     | (iii) Tranche Number:                           | 1  |
| 3.  | Specified Currency:                             | Euro (" <b>EUR</b> ")  |
| 4.  | Aggregate Nominal Amount:                       |  |
|     | (i) Series:                                     | EUR 1,250,000,000  |
|     | (ii) Tranche:                                   | EUR 1,250,000,000  |
| 5.  | Issue Price of Tranche:                         | 99.898 per cent. of the Aggregate Nominal Amount   |
| 6.  | Minimum Trading Size:                           | Not applicable   |
| 7.  | (i) Specified Denomination:                     | EUR 100,000  |
|     | (ii) Calculation Amount:                        | EUR 100,000  |
| 8.  | (i) Issue Date:                                 | 10 January 2023  |
|     | (ii) Interest Commencement Date:                | Issue Date   |
| 9.  | (i) Maturity Date:                              | Interest Payment Date falling on or nearest to 10 January 2031   |
|     | (ii) Business Day Convention for Maturity Date: | Modified Following   |
| 10. | Form of Notes:                                  | Bearer   |
| 11. | Interest Basis:                                 | 3.875 per cent. <i>per annum</i> Fixed Rate from and including the Interest Commencement Date to but excluding the Optional Redemption Date (as defined below).<br><br>3 month EURIBOR + 0.92 per cent. Floating Rate from and including the Optional Redemption Date to but excluding the Maturity Date.<br><br>(further particulars specified below) |
| 12. | Coupon Switch:                                  | Not applicable   |
| 13. | Redemption/Payment Basis:                       | Redemption at par  |

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|-----|---|---|
| 14. | Change of Interest Basis or Redemption/Payment Basis: | <p>The initial Interest Basis shall be Fixed Rate until the Optional Redemption Date.</p> <p>The Interest Basis subsequent to the Optional Redemption Date shall be Floating Rate.</p> <p>(further particulars specified below)</p> |
| 15. | Put/Call Options:                                     | Issuer Call (further particulars specified below)   |
| 16. | Exchange Rate:  | Not applicable  |
| 17. | Status of the Notes:                                  | <p>Senior Preferred Notes</p> <p>Prior permission of the Relevant Regulator for Senior Preferred Notes: Applicable</p>  |
| 18. | Knock-in Event:                                       | Not applicable  |
| 19. | Knock-out Event:                                      | Not applicable  |
| 20. | Method of distribution:                               | Syndicated  |
| 21. | Hybrid Notes:   | Not applicable  |
| 22. | Tax Gross-Up:   | Condition 6(e) ( <i>No Gross-Up</i> ) of the Terms and Conditions of the French Law Notes not applicable  |

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

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|-----|--|---|
| 23. | Interest:  | Applicable  |
|     | (i) Interest Period(s):  | As per Conditions   |
|     | (ii) Interest Period End Date(s):  | 10 January in each year from and including 10 January 2024 to and including the Optional Redemption Date, then 10 April 2030, 10 July 2030, 10 October 2030 and 10 January 2031 |
|     | (iii) Business Day Convention for Interest Period End Date(s):                         | <p>Not applicable (with respect to the Fixed Rate Interest Period)</p> <p>Modified Following (with respect to the Floating Rate Interest Period)</p>                            |
|     | (iv) Interest Payment Date(s):   | 10 January in each year from and including 10 January 2024 to and including the Optional Redemption Date, then 10 April 2030, 10 July 2030, 10 October 2030 and 10 January 2031 |
|     | (v) Business Day Convention for Interest Payment Date(s):                              | <p>Following (with respect to the Fixed Rate Interest Period)</p> <p>Modified Following (with respect to the Floating Rate Interest Period)</p>                                 |
|     | (vi) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s): | Calculation Agent   |
|     | (vii) Margin(s):   | +0.92 per cent. <i>per annum</i> (applicable to the Floating Rate Interest Period)  |
|     | (viii) Minimum Interest Rate:  | As per Conditions   |
|     | (ix) Maximum Interest Rate:  | Not applicable  |
|     | (x) Day Count Fraction:  | <p>Actual/Actual ICMA unadjusted (applicable to the Fixed Rate Interest Period)</p> <p>Actual/360 (applicable to the Floating Rate Interest Period)</p>                         |

	(xi) Determination Dates:	10 January in each year for the Fixed Rate Interest Period only
	(xii) Accrual to Redemption:	Applicable
	(xiii) Rate of Interest:	Fixed Rate to Floating Rate
	(xiv) Coupon Rate:	Not applicable
24.	Fixed Rate Provisions:	Applicable from and including the Interest Commencement Date to but excluding the Optional Redemption Date (the " <b>Fixed Rate Interest Period</b> ")
	(i) Fixed Rate of Interest:	3.875 per cent. <i>per annum</i> payable annually in arrear on each Interest Payment Date during the Fixed Rate Interest Period
	(ii) Fixed Coupon Amount(s):	EUR 3,875 per Calculation Amount
	(iii) Broken Amount(s):	Not applicable
25.	Resettable Notes:	Not applicable
26.	Floating Rate Provisions:	Applicable from and including the Optional Redemption Date to but excluding the Maturity Date (the " <b>Floating Rate Interest Period</b> ")
	(i) Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
	(ii) Linear Interpolation:	Not applicable
27.	Screen Rate Determination:	Applicable – IBOR
	(i) Reference Rate:	3 month EURIBOR
	(ii) Interest Determination Date(s):	Second TARGET2 Business Day prior to the start of each Floating Rate Interest Period
	(iii) Specified Time:	11:00 am, Brussels time
	(iv) Relevant Screen Page:	Bloomberg EUR003M
28.	ISDA Determination:	Not applicable
29.	FBF Determination:	Not applicable
30.	Zero Coupon Provisions:	Not applicable
31.	Index Linked Interest Provisions:	Not applicable
32.	Share Linked/ETI Share Linked Interest Provisions:	Not applicable
33.	Inflation Linked Interest Provisions:	Not applicable
34.	Commodity Linked Interest Provisions:	Not applicable
35.	Fund Linked Interest Provisions:	Not applicable
36.	ETI Linked Interest Provisions:	Not applicable
37.	Foreign Exchange (FX) Rate Linked Interest Provisions:	Not applicable
38.	Underlying Interest Rate Linked Interest Provisions:	Not applicable
39.	Additional Business Centre(s) (Condition 3(f) of the Terms and Conditions of the English Law Notes or Condition 3(f) of the Terms and	TARGET2

Conditions of the French Law Notes,  
as the case may be):

#### **PROVISIONS RELATING TO REDEMPTION**

<b>40.</b>	Final Redemption:	Calculation Amount x 100 per cent.
<b>41.</b>	Final Payout:	Not applicable
<b>42.</b>	Automatic Early Redemption:	Not applicable
<b>43.</b>	Issuer Call Option:	Applicable
	(i) Optional Redemption Date(s):	The Interest Payment Date falling on or about 10 January 2030
	(ii) Optional Redemption Valuation Date(s):	Not applicable
	(iii) Optional Redemption Amount(s):	Calculation Amount x 100 per cent.
	(iv) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not applicable
	(b) Higher Redemption Amount:	Not applicable
	(v) Notice period:	Minimum notice period: 30 calendar days Maximum notice period: 45 calendar days
<b>44.</b>	Noteholder Put Option:	Not applicable
<b>45.</b>	Aggregation:	Not applicable
<b>46.</b>	Index Linked Redemption Amount:	Not applicable
<b>47.</b>	Share Linked/ETI Share Linked Redemption Amount:	Not applicable
<b>48.</b>	Inflation Linked Redemption Amount:	Not applicable
<b>49.</b>	Commodity Linked Redemption Amount:	Not applicable
<b>50.</b>	Fund Linked Redemption Amount:	Not applicable
<b>51.</b>	Credit Linked Notes:	Not applicable
<b>52.</b>	ETI Linked Redemption Amount:	Not applicable
<b>53.</b>	Foreign Exchange (FX) Rate Linked Redemption Amount:	Not applicable
<b>54.</b>	Underlying Interest Rate Linked Redemption Amount:	Not applicable
<b>55.</b>	Events of Default for Senior Preferred Notes:	Not applicable
<b>56.</b>	Administrator/Benchmark Event:	Not applicable
<b>57.</b>	Early Redemption Amount(s):	Article 45b2(b) BRRD: Not applicable Final Redemption Amount
<b>58.</b>	Provisions applicable to Physical Delivery:	Not applicable
<b>59.</b>	Variation of Settlement:	
	(i) Issuer's option to vary settlement:	The Issuer does not have the option to vary settlement in respect of the Notes.

(ii)	Variation of Settlement of Physical Delivery Notes:	Not applicable
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60.	CNY Payment Disruption Event:	Not applicable
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#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

61.	Form of Notes:	Bearer Notes:
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New Global Note:	No
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Dematerialised Notes

Bearer dematerialised form (*au porteur*)

62.	Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a):	TARGET2
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63.	Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):	No
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64.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and, if different from those specified in the Temporary Bearer Global Note or Permanent Bearer Global Note, consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not applicable
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65.	Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made:	Not applicable
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66.	Redenomination, renominatisation and reconventioning provisions:	Not applicable
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67.	<i>Masse</i> (Condition 12 of the Terms and Conditions of the French Law Notes):	Contractual representation of Noteholders/ <i>No Masse</i> shall apply.
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68.	Governing law:	French law
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69.	Calculation Agent:	BNP Paribas
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#### DISTRIBUTION

70.	(i) If syndicated, names of Managers (specifying Lead Manager):	<b>Lead Manager</b>
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BNP Paribas

#### **Joint Lead Managers**

Banco de Sabadell, S.A.

Banco Santander, S.A.

Erste Group Bank AG

ING Bank N.V., Belgian branch

Landesbank Hessen-Thüringen Girozentrale

#### **Co-Managers**

DNB Bank ASA

KBC Bank NV

		Mizuho Securities Europe GmbH
		OP Corporate Bank plc
		SMBC Bank EU AG
	(ii) Stabilisation Manager (if any):	BNP Paribas
	(iii) If non-syndicated, name of relevant Dealer:	Not applicable
<b>71.</b>	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA Not applicable
<b>72.</b>	Non-Exempt Offer:	Not applicable
<b>73.</b>	Prohibition of Sales to Retail Investors:	Prohibition of Sales to EEA Retail Investors: Applicable Prohibition of Sales to UK Retail Investors: Applicable
<b>74.</b>	United States Tax Considerations	The Notes are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.



## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: \_\_\_\_\_  
Duly authorised

A handwritten signature in blue ink, appearing to be 'H. Chen', is written over a horizontal line.

## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

- |      |   |   |
|------|---|---|
| (i)  | Listing and admission to trading:                           | Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from or on 10 January 2023. |
| (ii) | Estimate of total expenses related to admission to trading: | EUR 8,000   |

### 2. Ratings

Ratings:

Aa3/A+/AA-/AA(Low) (Moody's/S&P/Fitch/DBRS)

The Notes to be issued are expected to be rated:

- Aa3 by Moody's France S.A.S. ("**Moody's**"),
- A+ by S&P Global Ratings Europe Limited ("**S&P**")
- AA- by Fitch Ratings Ireland Limited ("**Fitch**") and
- AA (Low) by DBRS Ratings GmbH ("**DBRS Morningstar**").

According to Moody's' definitions, obligations rated Aa are judged to be of high quality and are subject to very low credit risk. The modifier 3 indicates a ranking in the lower end of the generic rating category of the obligations.

According to S&P's definitions, an obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong. The addition of a plus (+) or minus (-) sign shows relative standing within the rating categories.

According to Fitch's definitions, 'AA' ratings denote expectations of very low default risk. They indicate very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events. The modifier "-" is appended to denote relative status within major rating categories.

According to DBRS' definitions, 'A' rating means superior credit quality. The capacity for the payment of financial obligations is considered high. Credit quality differs from AAA only to a small degree. Unlikely to be significantly vulnerable to future events. All rating categories other than AAA and D also contain subcategories (high) and (low).

Each of Moody's, S&P, Fitch and DBRS Morningstar is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**").

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

"Save for the fees payable to the Managers so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer."

### 4. Reasons for the Offer and Estimated Net Proceeds

- |      |                         |   |
|------|-------------------------|---|
| (i)  | Reasons for the offer:  | See "Use of Proceeds" section in the Base Prospectus. |
| (ii) | Estimated net proceeds: | EUR 1,245,287,500                                     |

**5. Operational Information**

- |        |   |                                 |
|--------|---|---------------------------------|
| (i)    | ISIN:   | FR001400F0V4                    |
| (ii)   | Common Code:  | 257395502                       |
| (iii)  | CFI:  | DTVNFB                          |
| (iv)   | FISN:   | BNP PARIBAS/Var MTN 20310110 Sr |
| (v)    | Any clearing system(s) other than Euroclear France Euroclear and Clearstream, Luxembourg approved by the Issuer and the Principal Paying Agent and the relevant identification number(s): | Not applicable                  |
| (vi)   | Delivery:   | Delivery against payment        |
| (vii)  | Additional Paying Agent(s) (if any):  | Not applicable                  |
| (viii) | Intended to be held in a manner which would allow Eurosystem eligibility:   | No.                             |
| (ix)   | Name and address of Registration Agent:   | Not applicable                  |

**6. Fixed Rate Notes only – Yield**

Indication of yield:	3.892 per cent. <i>per annum</i> up to the Optional Redemption Date
	The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

**7. Floating Rate Notes only – Performance of Rates**

Details of the performance of EURIBOR rates can be obtained, but not free of charge, from Bloomberg.

**8. EU Benchmarks Regulation:**

EU Benchmarks Regulation: Article 29(2) statement on benchmarks:	Applicable: Amounts payable under the Notes will, from and including the Optional Redemption Date to but excluding the Maturity Date, be calculated by reference to 3 month EURIBOR, which is provided by the European Money Market Institute (" <b>EMMI</b> ")
	As at the date of these Final Terms, EMMI is included in the register of Administrators and Benchmarks established and maintained by the European Securities and Markets Authority (" <b>ESMA</b> ") pursuant to article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011).