



## Term Sheet

Final Terms and Conditions (our ref. **CE0766BRD**) as of March 29<sup>th</sup>, 2021

### 5Y Athena on Sea Ltd in USD

<b>Issuer</b>	<b>BNP Paribas Issuance B.V. (S&amp;P's A+)</b>	
<b>Guarantor</b>	BNP Paribas (S&P's A+ / Moody's Aa3 / Fitch AA-)	
<b>Issue Type</b>	Certificate	
<b>Issue Amount</b>	USD 298,000	
<b>Number of Certificates</b>	298	
<b>Notional Amount per Certificate (N)</b>	1 Certificate = USD 1,000	
<b>Currency</b>	USD	
<b>Issue Price per Certificate</b>	100.00%	
<b>Listing</b>	None	
<b>Trade Date</b>	March 26 <sup>th</sup> , 2021	
<b>Strike Date</b>	March 26 <sup>th</sup> , 2021	
<b>Issue Date</b>	April 09 <sup>th</sup> , 2021	
<b>Redemption Valuation Date</b>	March 26 <sup>th</sup> , 2026	
<b>Redemption Date</b>	April 09 <sup>th</sup> , 2026	
<b>Underlying Share</b>	Sea Ltd (Bloomberg: SE UN Equity)	
<b>Strike Price</b>	<b>100% x Share<sub>Initial</sub></b> , i.e. 209.24	
<b>Automatic Early Redemption</b>	If, on any Automatic Early Redemption Valuation Date <sub>n</sub> , the official closing price of the Underlying Share is greater than or equal to the <b>Automatic Early Redemption Price</b> , then the Issuer shall redeem each Certificate on the relevant <b>Automatic Early Redemption Date<sub>n</sub></b> at the Automatic Early Redemption Amount <sub>n</sub> calculated as follows:	
	<b>N x [100% + n x 16.60%]</b> with n=1,2,...,4	
	<b>n</b>	<b>Automatic Early Redemption Valuation Date<sub>n</sub></b>
	1	March 28 <sup>th</sup> , 2022
	2	March 27 <sup>th</sup> , 2023
	3	March 26 <sup>th</sup> , 2024
	4	March 26 <sup>th</sup> , 2025
		<b>Automatic Early Redemption Date<sub>n</sub></b>
		April 11 <sup>th</sup> , 2022
		April 10 <sup>th</sup> , 2023
		April 09 <sup>th</sup> , 2024
		April 09 <sup>th</sup> , 2025
<b>Automatic Early Redemption Price</b>	<b>100% x Share<sub>Initial</sub></b> , i.e. 209.24	
<b>Knock-in Price</b>	<b>60% x Share<sub>Initial</sub></b> , i.e. 125.5440	
<b>Knock-in Determination Day</b>	The Redemption Valuation Date.	
<b>Knock-in Valuation Time</b>	Scheduled Closing Time of the Underlying Share on the Redemption Valuation Date.	



**Knock-in Event** A Knock-in Event shall be deemed to occur if, at the Knock-in Valuation Time on the Knock-in Determination Day, the Underlying Share closes at a price strictly less than the Knock-in Price.

**Final Redemption** On the **Redemption Date**, if the Certificates have not been automatically early redeemed or purchased and cancelled by the Issuer prior to the Redemption Valuation Date, the Issuer shall redeem each Certificate at the following Cash Settlement Amount:

1) If  $\text{Share}_{\text{Final}}$  is greater than or equal to  $\text{Share}_{\text{Initial}}$ :

$$N \times 183\%$$

2) Else if **no Knock-in Event** has occurred:

$$N \times 100\%$$

3) Otherwise:

$$N \times \frac{\text{Share}_{\text{Final}}}{\text{Share}_{\text{Initial}}}$$

**Where**

$\text{Share}_{\text{Initial}}$  is the official closing price of the Underlying Share on the **Strike Date**, i.e. 209.24.

$\text{Share}_{\text{Final}}$  is the official closing price of the Underlying Share on the **Redemption Valuation Date**.

**Business Day Convention** Following Business Day

**Payment Business Days** New York

**Calculation Agent** BNP Paribas Arbitrage S.N.C.

**Governing Law** **English**

**Documentation** The securities will be issued under the Issuer's Warrant and Certificate Programme (the "**Programme**") by way of Final Terms. Copies of the Programme's base prospectus (the "**Base Prospectus**") dated 5 June 2020 (which sets out the terms and conditions to be completed by the Final Terms) and any supplements thereto are available from BNP Paribas Arbitrage S.N.C. on request.

In the event of any inconsistency between this termsheet and the Final Terms relating to the Certificates, the Final Terms will prevail.

**Form** Clearing System Global Certificate

**Codes**

- ISIN: XS2268657215
- Common: 226865721
- CFI: DEAVRS
- FISN: BNPIBV/VARI CTF NKG 20260409 SE

**Issuer LEI** 7245009UXRIGIRYOBR48

**Reuters Ric for Structure** XS2268657215=BNPP

**Common Depository** BNP Paribas Securities Services, Luxembourg Branch

**Minimum Subscription Size** Minimum Subscription USD 140,000, i.e. 140 Denominations for EEA investors

**Minimum Trading Size** 1 Certificate (and multiples of 1 Certificate thereafter)



<b>Secondary Trading</b>	Daily price indications including accrued interest (dirty) will be published on Bloomberg and Reuters.  No representation is made as to the existence of a market for the Certificates. BNP Paribas Arbitrage S.N.C. will endeavour to make a secondary market in the Certificates, subject to it being satisfied that normal market conditions prevail. Any prices indicated will be dependent upon factors affecting or likely to affect the value of the Certificates such as, but not limited to, the remaining time to the Redemption Date, the outstanding principal amount, the Issuer's or, if applicable, the Guarantor's credit risk, the performance and volatility of the underlying asset, interest rates, exchange rates, credit spreads, and any incidental costs. To the extent BNP Paribas Arbitrage S.N.C. holds Certificates that it can offer and subject to it being satisfied that normal market conditions prevail, such prices will have a bid-offer spread no greater than 1%.
<b>Initial Settlement</b>	Delivery versus payment. BNP Paribas Arbitrage S.N.C. will settle through Clearstream 81851. Settlement must be made in Nominal.
<b>Selling Restrictions</b>	As set out in the Base Prospectus.

## **IMPORTANT INFORMATION**

### **Investors Responsibilities**

*No action has been or will be taken in any jurisdiction that would, or is intended to, permit a public offering of the Certificates. The Certificates are sold to investors on the understanding that they will comply with all relevant securities laws and public offer requirements in the jurisdictions in which the Certificates are placed or resold, including, without limitation, the Prospectus Regulation and the relevant applicable laws or regulations in any EU member state relating thereto.*

### **Selling Restrictions**

*The Certificates may not be offered or sold in the United States or to U.S. persons at any time (as defined in regulation S under the U.S. Securities Act of 1933 or the U.S. internal revenue code). The Certificates have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or the securities laws of any state in the United States, and are subject to U.S. tax requirements. In purchasing the Certificates you represent and warrant that you are neither located in the United States nor a U.S. person and that you are not purchasing for the account or benefit of any such person. The Certificates may not be offered, sold, transferred or delivered without compliance with all applicable securities laws and regulations.*

### **Risk Analysis**

*The Securities have no capital protection at any time and there can be a partial or total loss of any capital invested. Investment in the Securities is therefore highly speculative and should only be considered by persons who can afford to lose their entire investment.*

*BNP Paribas is not providing the recipients of this document with any investment advice or recommendation to enter into any potential transaction. Any purchaser of Certificates, other than a BNP Paribas counterparty or distributor, will be purchasing the Certificates from such counterparty or distributor and will have no contractual relationship with BNP Paribas or any of its affiliates. In particular BNP Paribas will not be responsible for assessing the appropriateness or suitability of an investment in the Certificates in relation to such third parties. This document should be read together with the Base Prospectus and the applicable Final Terms for the Certificates. Any proposed issuance described in this document cannot be fully assessed without a careful review of the terms and conditions contained in the Base Prospectus and the Final Terms. In particular, potential investors should carefully read the sections headed "Risk Factors" in the Base Prospectus and the Final Terms for a full description of the potential risks associated with the Certificates, and "Offering and Sale", for certain limitations on the purchase and onward sales of the Certificates.*

*Any indicative price quotations, investment cases or market analysis contained in this document or any related marketing materials we may have provided to you have been prepared on assumptions and parameters that reflect our good faith judgement or selection but must be subject to your own independent analysis and due diligence before you make any investment decision. Please note that there can be conflicts of interests between BNP Paribas and potential investors (see below) and we can therefore not assume any responsibility for the financial consequences of your investment decision, which must be independent. We require that you undertake your own independent due diligence and avail yourself of your own advisors in order to assess the suitability of Certificates in relation to your own financial objectives. Accordingly, if you decide to purchase Certificates, you will be deemed to understand and accept the terms, conditions and risks associated with the Certificates. You will also be deemed to act for your own account, to have made your own independent decision to purchase the Certificates and to declare that such transaction is appropriate for you based upon your own judgement the advice from such advisers as you have deemed*



necessary to consult. Each holder of the Certificates shall also be deemed to assume and be responsible for any and all taxes of any jurisdiction or governmental or regulatory authority and should consult their own tax advisers in this respect.

You should note and assess for the purposes of any investment decision that members of the BNP Paribas group may face possible conflicts of interest in connection with certain duties under the Certificates, such as trading in an underlying for their own account or for the account of others, receiving fees in a number of capacities or taking market views which are not consistent with the objective of the Certificates.

**Investors should note that BNP Paribas acting as Guarantor is licensed as a credit institution in France and as such is subject to the new resolution regime introduced by the EU Bank Recovery and Resolution Directive of 15 May 2014. This new regulation, among others, gives resolution authorities the power to amend the key terms of the Guarantee, to reduce the amounts payable by the Guarantor under the terms of the Guarantee (including a reduction to zero) and convert the amounts due under the Guarantee into shares or other securities. You may not be able to recover all or even part of the amount due under the Certificates (if any) from the Guarantor under the Guarantee or you may receive a different security issued by the Guarantor (or another person) in place of the amount (if any) due to you under the Certificates by the Issuer, which may be worth significantly less than the amount due to you under the Certificates at expiry.**

This document is being communicated by BNP Paribas London Branch, 10 Harewood Avenue, London NW1 6AA; tel: +44 (0)20 7595 2000; fax: +44 (0)20 7595 2555; [www.bnpparibas.com](http://www.bnpparibas.com)). Incorporated in France with Limited Liability. Registered Office: 16 boulevard des Italiens, 75009 Paris, France. 662 042 449 RCS Paris. BNP Paribas is authorised and regulated by the European Central Bank and the Autorité de Contrôle Prudentiel et de Résolution. BNP Paribas London branch is authorised by the Prudential Regulation Authority with deemed permissions under the UK Temporary Permissions Regime. BNP Paribas London branch is subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority. Details of the Temporary Permissions Regime, which allows EEA-based firms to operate in the UK for a limited period while seeking full authorisation, are available on the Financial Conduct Authority's website. BNP Paribas London Branch is registered in England and Wales under number FC13447. Registered office in the UK: 10 Harewood Avenue, London NW1 6AA. © BNP Paribas 2021. All rights reserved.