

FINAL TERMS

Amended and restated Final Terms dated 18 October 2024 replacing in their integrity the Final Terms dated 20 April 2021



BNP PARIBAS HOME LOAN SFH

Issue of € 1,000,000,000 **2.73** per cent. Covered Bonds due 22 October **2032** extendible to 22 October **2033**
under the € 40,000,000,000
Covered Bond Programme

Issue Price: 100.349 per cent.

Dealer

BNP PARIBAS

PRIIPS REGULATION / PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS – The Covered Bonds 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 ("EEA") or in the United Kingdom. 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**"); (ii) a customer within the meaning of Directive 2016/97/EU, as amended, 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 2017/1129/EU dated 14 June 2017 (the "**Prospectus Regulation**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA or in the United Kingdom has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA or in the United Kingdom may be unlawful under the PRIIPS Regulation.

MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Covered Bonds, taking into account the five categories referred to 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 Covered Bonds is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Covered Bonds (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the Base Prospectus dated 11 June 2020 which received approval No. 20-248 from the *Autorité des marchés financiers* (the "**AMF**") on 11 June 2020, as supplemented by the first supplement dated 8 December 2020 which received approval No. 20-588 from the AMF on 8 December 2020 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Article 8 of the Regulation 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**").

This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms are available for viewing on the websites of BNP Paribas (www.invest.bnpparibas.com/ - heading BNP Paribas Debt) and of the AMF (www.amf-france.org), and during normal business hours at the registered office of the Issuer and at the specified office of the Paying Agent(s) where copies may be obtained.

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| 1. | Issuer: | BNP Paribas Home Loan SFH
LEI : 969500O7DJZNM0F0Z036 |
| 2. | (i) Series Number: | 101 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Euro ("€") |
| 4. | Aggregate Nominal Amount of Covered Bonds: | |
| | (i) Series: | €1,000,000,000 |
| | (ii) Tranche: | €1,000,000,000 |
| 5. | Issue Price: | 100.349 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denominations: | €100,000 |
| 7. | (i) Issue Date: | 22 April 2021 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Final Maturity Date: | 22 October 2032
The Covered Bonds have a soft bullet maturity, in accordance with Condition 7(a) (<i>Redemption, Purchase and Options – Final Redemption</i>). They will be redeemed at the Final Maturity Date unless their maturity is extended to the Extended Final Maturity Date as specified below. |
| 9. | Extended Final Maturity Date: | 22 October 2033
The Final Maturity Date will be extended automatically to the Extended Final Maturity Date if the Final Redemption Amount (as specified below) is not paid by the Issuer on the Final Maturity Date. In such case the payment of such Final Redemption Amount shall be automatically deferred and shall become due and payable on the Extended Final Maturity |

Date, provided that interest will continue to accrue on any unpaid amount during such extended period at the same Rate of Interest and be payable on the Extended Final Maturity Date.

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| 10. | Interest Basis: | Initially Zero per cent. Fixed Rate
From and including 22 October 2024 2.73 per cent. Fixed Rate |
| 11. | Redemption/Payment Basis: | Redemption at par
<i>(further particulars specified below)</i> |
| 12. | Change of Interest Basis: | Not Applicable |
| 13. | Put/Call Options: | Not Applicable |
| 14. | Date of the Board of Directors (<i>Conseil d'administration</i>) of the Issuer authorising the issuance of Covered Bonds : | Authorisation of the Board of Directors (<i>Conseil d'administration</i>) dated 28 May 2020 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Covered Bond Provisions: | Applicable |
| | (i) Rate of Interest: | Initially Zero per cent. per annum payable in arrear on each Interest Payment Date
From and including 22 October 2024 2.73 per cent. per annum payable in arrear on each Interest Payment Date and for the first time on 22 October 2025 |
| | (ii) Interest Payment Date(s): | 22 October in each year (commencing on 22 October 2021 up to and including the Final Maturity Date unless extended to the Extended Final Maturity Date (adjusted pursuant to the Following Business Day Convention for payment purposes only) |
| | (iii) Fixed Coupon Amount: | Initially €0 per €100,000 in Specified Denominations
€2,730 per €100,000 in Specified Denomination (from and including 22 October 2024) |
| | (iv) Broken Amount(s): | €0 per €100,000 in Specified Denominations |
| | (v) Day Count Fraction: | Actual/Actual-ICMA |
| | (vi) Determination Dates: | 22 October in each year |
| 16. | Floating Rate Covered Bond Provisions: | Not Applicable |
| 17. | Fixed/Floating Rate Covered Bonds Provisions: | Not Applicable |

18. **Inverse Floating Rate Covered Bonds Provisions:** Not Applicable

PROVISIONS RELATING TO REDEMPTION

19. **Call Option:** Not Applicable

20. **Put Option:** Not Applicable

21. **Final Redemption Amount of each Covered Bond:** €100,000 per Covered Bond of €100,000 Specified Denominations

22. **Early Redemption Amount:**

Early Redemption Amount(s) of each Covered Bond payable on redemption for taxation reasons (Condition (7(e)), Illegality (Condition 7(f)) or on event of default (Condition 10):

Condition 7(d) applies

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

23. **Governing Law:** French law

(i) Form of Covered Bonds: Dematerialised Covered Bonds

(ii) Form of Dematerialised Covered Bonds: Bearer form (*au porteur*)

(iii) Registration Agent: Not Applicable

(iv) Temporary Global Certificate: Not Applicable

24. **Financial Centre(s) or other special provisions relating to payment dates for the purposes of Condition 8(g):** Not Applicable

25. **Talons for future Coupons to be attached to Definitive Materialised Covered Bonds (and dates on which such Talons mature):** Not Applicable.

26. **Masse:** Not Applicable

GENERAL

The aggregate principal amount of Covered Bonds issued has been translated into Euro at the rate of [●] per cent. producing a sum of:

Not Applicable

THIRD PARTY INFORMATION

The Issuer accepts responsibility for the information contained in these Final Terms.
Signed on behalf of the Issuer:

By:

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing(s): Euronext Paris
- (ii) Admission to trading: Application has been made by the Issuer for the Covered Bonds to be admitted to trading on Euronext Paris with effect from 22 April 2021.

Estimate of total expenses related to admission to trading:

Initially €7,100

Additional expenses may be due following restructuring on the Issue

Additional publication of Base Prospectus and Final Terms:

Not Applicable

2. RATINGS

Ratings:

The Covered Bonds to be issued are expected to be rated
S & P: AAA

Fitch Ratings: AAA

Each such credit agency is established in the European Union, registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council dated 16 September 2009, as amended, and included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website (<https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>).

3. SPECIFIC CONTROLLER

The specific controller (*contrôleur spécifique*) of the Issuer has certified that the value of the assets of the Issuer will be greater than the value of its liabilities benefiting from the *privilège* defined in Article L. 513-11 of the French Monetary and Financial Code (*Code monétaire et financier*), after settlement of this issue.

The specific controller (*contrôleur spécifique*) shall deliver to the Issuer (i) for each quarter a certificate relating to the borrowing programme for the relevant quarter and, (ii) in case of issue of Covered Bonds equals or exceeds Euro 500,000,000 or its equivalent in any other currency, a certificate relating to such an issue.

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the issue of the Covered Bonds has an interest material to the issue. The Dealer and its affiliates 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 its affiliates in the ordinary course of business.

5. YIELD - FIXED RATE COVERED BONDS ONLY

Indication of yield:

Initially -0.041 per cent.

2.73 per cent. per annum effective from 22 October 2024

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: The net proceeds of the issue of Covered Bonds will be used to fund the Borrower Advances that the Issuer (as Lender) will make available to BNP Paribas (as Borrower) under the Borrower Facility Agreement. Such net proceeds may also fund the purchase by the Issuer in the future of eligible assets other than the Borrower Advances and the Home Loan receivables provided that such assets are eligible to the Issuer pursuant to the legal framework applicable to *sociétés de financement de l'habitat*.
- (ii) Estimated net proceeds: €1,003,490,000

7. OPERATIONAL INFORMATION

ISIN Code: FR0014003217
Common Code: 233371203

Depositories:

- (i) Euroclear France to act as Central Depository Yes
(ii) Common Depository for Euroclear Bank and Clearstream Banking, *société anonyme* No

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment
Names and addresses of initial Paying Agent: **BNP PARIBAS**
(affiliated with Euroclear France under number 29106)
Les Grands Moulins de Pantin
9, rue du Débarcadère
93500 Pantin
France

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

8. DISTRIBUTION

- Method of distribution: Non-syndicated
- (i) If syndicated:
- (A) Names of Managers: Not Applicable
- (B) Stabilisation Manager(s) (if any): Not Applicable
- (ii) If non-syndicated, name of Dealer: BNP PARIBAS
- (iii) U.S. selling restrictions: The Issuer is Category 2 for the purposes of Regulation S

Non-U.S. distribution
TEFRA not Applicable