

REVISED FINAL TERMS

Revised Final Terms dated 30 November 2022.

As approved by the board of directors of the Issuer on 30 November 2022 and by unanimous written Noteholders' resolutions dated 30 November 2022

AMENDING AND RESTATING THE REVISED FINAL TERMS DATED 3 JULY 2018

EFFECTIVE AS OF 30 November 2022

**in respect of the EUR 10,350,000,000 Series 0-2009-I SME Asset-Backed Notes due October 2060
issued by**

Esmée Master Issuer NV/SA

***Institutionele vennootschap voor belegging in schuldvorderingen naar Belgisch recht / société
d'investissement en créances institutionnelle de droit belge***

(incorporated under the laws of Belgium with limited liability and having its registered office in Brussels)

**under the 25,000,000,000 SME Asset-Backed Note Programme, comprising (following consolidation
between the first tranche of Notes of Series 0-2009-I issued on 2 December 2009 and the second tranche
of Notes of Series 0-2009-I issued on 25 January 2016)**

**7,550,000,000 Class A Notes
1,750,000,000 Class B Notes
400,000,000 Class C Notes
300,000,000 Class D Notes
120,000,000 Class E Notes
120,000,000 Class F Notes
110,000,000 Class G Notes**

BNP Paribas Fortis SA/NV

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of the Notes. Accordingly, 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 supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

MI FID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET –

Solely for the purposes of each manufacturer's (i.e. each person deemed a manufacturer for purposes of the EU Delegated Directive 2017/593, hereafter referred to as a "**Manufacturer**") product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients 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.

PROHIBITION OF SALES TO EEA AND 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 European Economic Area ("**EEA**") or 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 (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "**Insurance Distribution Directive**" or

"IDD"), 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 the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended the "**PRIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIPs Regulation.

PROHIBITION OF SALES TO CONSUMERS IN BELGIUM - The Notes are not intended to be offered, sold or otherwise made available to and, may not be offered, sold or otherwise made available to, any consumer (*consument/consommateur*) within the meaning of the Belgian Code of Economic Law (*Wetboek van economisch recht/Code de droit économique*) in Belgium.

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 [●] 2022 constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"), as amended from time to time. This document constitutes the final terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at the Issuer's website <https://www.bnpparibasfortis.com/investors/securitization/securitization/esmee-master-issuer-n-v--s-a> and copies may be attained from BNP Paribas Fortis SA/NV, Rue Montagne du Parc 3, 1000 Brussels, Belgium.

1.	Issuer:	Esmée Master Issuer NV/SA <i>institutionele vennootschap voor belegging in schuldvorderingen naar Belgisch recht / société d'investissement en créances institutionnelle de droit belge</i>
2.	(a) Series Number:	0-2009-I
	(b) Tranche Number:	<p>Class A Notes: consolidated Tranche (comprising Tranches 1 and 2)</p> <p>Class B Notes: consolidated Tranche (comprising Tranches 1 and 2)</p> <p>Class C Notes: consolidated Tranche (comprising Tranches 1 and 2)</p> <p>Class D Notes: consolidated Tranche (comprising Tranches 1 and 2)</p> <p>Class E Notes: consolidated Tranche (comprising Tranches 1 and 2)</p> <p>Class F Notes: consolidated Tranche (comprising Tranches 1 and 2)</p> <p>Class G Notes: consolidated Tranche (comprising Tranches 1 and 2)</p>
3.	Specified Currency:	euro
4.	Aggregate Nominal Amount of Notes:	EUR 10,350,000,000
	(a) Series:	<p>Class A Notes 7,550,000,000</p> <p>Class B Notes 1,750,000,000</p> <p>Class C Notes 400,000,000</p>

		Class D Notes 300,000,000 Class E Notes 120,000,000 Class F Notes: 120,000,000 Class G Notes: 110,000,000
	(b) Tranche:	
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	Specified Denomination:	EUR 250,000
7.	(a) Issue Date:	First tranche: 2 December 2009 Second tranche: 25 January 2016
	(b) Interest Commencement Date:	
8.	Final Maturity Date:	Note Payment Date falling in or nearest to October 2060
	(a) Business Day Convention for Maturity Date:	Following Business Day Convention
	(b) Additional Business Centre(s):	Not Applicable
9.	Interest Basis:	EURIBOR (as calculated in accordance with Condition 4.2(e) (<i>EURIBOR</i>) plus margin specified below
10.	Date board (or similar) approval for issuance of Notes obtained:	[[•]]/[Not Applicable]
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE		
11.	Fixed Rate Note Provisions:	Not Applicable
	(a) Fixed Rate prior to the Step-up Date:	
	(b) As of the Step-up Date the Fixed Rate Notes will switch to Floating Rate Notes:	
	(c) Note Payment Date(s):	
	(d) Other terms relating to the method of calculating interest for Fixed Rate Notes:	
12.	Floating Rate Notes Provisions:	Applicable
	(a) Interest:	EURIBOR plus Interest Margin
	(b) Interest Margin prior to the Step-up Date:	
	Interest Margin applicable until the Note Payment Date in January 2023:	1. Class A Notes: 0.295 per cent per annum 2. Class B Notes: 0.75 per cent per annum 3. Class C Notes: 1.00 per cent per annum

		<ol style="list-style-type: none"> 4. Class D Notes: 1.50 per cent per annum 5. Class E Notes: 3.00 per cent per annum 6. Class F Notes: 4.00 per cent per annum 7. Class G Notes: 5.00 per cent per annum
	Interest Margin applicable as from the Note Payment Date in January 2023 until the Step-Up Date:	<ol style="list-style-type: none"> 1. Class A Notes: 0.750 per cent per annum 2. Class B Notes: 1.00 per cent per annum 3. Class C Notes: 1.50 per cent per annum 4. Class D Notes: 2.00 per cent per annum 5. Class E Notes: 4.00 per cent per annum 6. Class F Notes: 5.00 per cent per annum 7. Class G Notes: 6.00 per cent per annum
	(c) Interest Margin after the Step-up Date:	<ol style="list-style-type: none"> 1. Class A Notes: 0.750 per cent per annum 2. Class B Notes: 1.00 per cent per annum 3. Class C Notes: 1.50 per cent per annum 4. Class D Notes: 2.00 per cent per annum 5. Class E Notes: 4.00 per cent per annum 6. Class F Notes: 5.00 per cent per annum 7. Class G Notes: 6.00 per cent per annum
	(d) Note Payment Date(s):	25th day of January, April, July, October of each year up to and including the Final Maturity Date (or, if such day is not a Business Day (as defined in the Conditions), the next succeeding Business Day
	(e) Other terms relating to the method of calculating interest for Floating Rate Notes:	None
13.	Other:	Not Applicable
PROVISIONS RELATING TO REDEMPTION OF THE NOTES		
14.	Pass-through Notes or Soft Bullet Notes or Reserve Fund Notes:	<p>Class A Notes, Class B Notes, Class C Notes and Class D Notes: Soft Bullet Notes</p> <p>Class E Notes, Class F Notes and Class G Notes: Reserve Fund Notes</p>
15.	Step-up Date:	Note Payment Date falling in October 2026
16.	Maturity Date (only for Reserve Fund Notes)	Note Payment Date falling in October 2026
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
17.	Form of Notes:	Dematerialised Securities

18.	Additional Business Centre(s) or other special provisions relating to [Interest Payment Days]:	Not Applicable
19.	New Global Note:	No
20.	Other final terms:	Not Applicable
DISTRIBUTION		
21.	(a) If syndicated, names of Dealers:	Not Applicable
	(b) Date of Subscription Agreement:	Not Applicable
	(c) Stabilising Manager(s) (if any):	Not Applicable
22.	If non-syndicated, name of relevant Dealer:	BNP Paribas Fortis SA/NV
23.	Applicable TEFRA rules:	TEFRA D
24.	U.S. Selling Restrictions:	The C Rules are not applicable
25.	Additional selling restrictions:	Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the EUR 25,000,000,000 SME Asset Backed Note Programme of Esmée Master Issuer NV/SA, *Institutionele Vennootschap voor belegging in schuldvorderingen naar Belgisch recht / Société d'investissement en créances institutionnelle de droit belge.*

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in these Final Terms is in accordance with the facts and does not omit anything likely to affect the impact of such information. The Issuer accepts responsibility accordingly.

The Seller accepts responsibility for the information contained in these Final Terms in respect of the Consolidated Pool provided under C below. To the best of the knowledge and belief of the Seller (which has taken all reasonable care to ensure that such is the case) the information contained in these Final Terms is in accordance with the facts and does not omit anything likely to affect the impact of such information. The Seller accepts responsibility accordingly.

Signed on behalf of the Issuer:

ESMÉE MASTER ISSUER NV/SA, institutionele VBS naar Belgisch recht

DocuSigned by:

27C8ADC8A183410...

Name:

Title:

DocuSigned by:

A7F8178F2A5743A...

Name:

Title:

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Dealer(s), 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, ESTIMATED NET AMOUNT AND TOTAL EXPENSES**

- (a) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus
- (b) Estimated net proceeds: Not Applicable
- (c) Estimated total expenses: Not Applicable

5. **YIELD (Fixed Rate Notes Only)**

Indication of yield: Not Applicable

6. **OPERATIONAL INFORMATION**

- (a) ISIN Code:
- Class A: BE0002387596
- Class B: BE0002388602
- Class C: BE0002389618
- Class D: BE0002390624
- Class E: BE0002391630
- Class F: BE0002392646
- Class G: BE0002393651
- (b) Common Code:
- Class A: 047130476 ESMEE MASTER ISSUER VAR 25/04/57
- Class B: 047130816 ESMEE MASTER ISSUER VAR 25/04/57
- Class C: 047130891 ESMEE MASTER ISSUER VAR 25/04/57
- Class D: 047131286 ESMEE MASTER ISSUER CL.D 25/04/57
- Class E: 047131588 ESMEE MASTER ISSUER CL.E 25/04/57
- Class F: 047131766 ESMEE MASTER ISSUER CL.F 25/04/57
- Class G: 047131987 ESMEE MASTER ISSUER CL.G 25/04/57
- (c) (insert here any other relevant codes such as CINS codes): Not Applicable
- (d) Any clearing system(s) other than the Securities Settlement System, Euroclear, Clearstream Banking Frankfurt, SIX SIS, Euronext Securities Milan, Euronext Securities Porto, LuxCSD, and any other NBB investor X/N Clearing System operated by National Bank of Belgium

(l)CSDs and the relevant identification number(s):

- | | | |
|-----|---|--|
| (e) | Delivery: | Not Applicable |
| (f) | Names and addresses of the Domiciliary Agent (if any): | BNP Paribas Fortis SA/NV, Rue Montagne du Parc 3, B-1000 Brussels, Belgium |
| (g) | Intended to be held in a manner which would allow Eurosystem eligibility: | Class A Notes: Yes
other Classes: No |
| (h) | Benchmark: | [Not Applicable] |

7. **OTHER SERIES ISSUED**

The aggregate Principal Amount Outstanding of the Notes on the Issue Date of the Notes described herein issued by Esmée Master Issuer NV/SA *institutionele vennootschap voor belegging in schulvorderingen naar Belgisch recht / société d'investissement en créances institutionnelle de droit belge* including the Notes described herein, will be:

- | | | |
|-----|----------------|---------------|
| (a) | Class A Notes: | 7,550,000,000 |
| (b) | Class B Notes: | 1,750,000,000 |
| (c) | Class C Notes: | 400,000,000 |
| (d) | Class D Notes: | 300,000,000 |
| (e) | Class E Notes: | 120,000,000 |
| (f) | Class F Notes: | 120,000,000 |
| (g) | Class G Notes: | 110,000,000 |

PART C

INFORMATION ON, IF APPLICABLE, THE ADDITIONAL POOL[S] OF SME RECEIVABLES TO BE SOLD TO THE ISSUER ON OR ABOUT THE ISSUE DATE IN RELATION TO THIS ISSUE OF NOTES AND , IF APPLICABLE, THE CONSOLIDATED POOL OF SME RECEIVABLES HELD BY THE ISSUER

Not applicable.

End of Final Terms