

## FINAL TERMS FOR CERTIFICATES

MiFID II product governance / Retail investors, 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 Securities, taking into account the five categories in item 18 of the Guidelines published by the European Securities and Markets Authority ("ESMA") on 5 February 2018, has led to the conclusion that: (i) the target market for the Securities is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Securities to retail clients are appropriate – investment advice, portfolio management, and non-advised sales, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Securities (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 Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

### FINAL TERMS DATED 6 MARCH 2024

#### **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 26 April 2029**

**ISIN: NO0013173864**

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. 23-197 on 31 May 2023

**BNP Paribas Financial Markets S.N.C formerly known as BNP Paribas Arbitrage S.N.C.**  
*(as Manager)*

**The Securities are offered to the public in Norway from 6 March 2024 to 5 April 2024**

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 31 May 2023, 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/NO0013173864> 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
CE6771SCE	Up to 5,000	Up to 5,000	NO0013173864	Not applicable	100% of the Notional Amount	26 April 2029

## 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: 10 April 2024
4. Issue Date and Interest Commencement Date: 06 May 2024
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.

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| 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 ("**NOK**")
17. Syndication: The Securities will be distributed on a non-syndicated basis
18. Minimum Trading Size: Not applicable
19. Agent(s):
- (a) Principal Security Agent : The Norwegian Security Agent as indicated in item 6 of Part B - " Other Information"
- (b) Security Agent(s): Not applicable.
20. Registrar: Not applicable
21. Calculation Agent: BNP Paribas Financial Markets S.N.C.  
20 Boulevard des Italiens, 75009 Paris, France
22. Governing law: English law
23. *Masse* 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  
Share Securities: Applicable
- (i) Share(s)/Share Company/Basket Company/GDR/ADR/ETI Interest/Basket of ETI Interests: An ordinary share, or, if so indicated in the table below in the column Share Company, another share type in the share capital of the relevant Share Company (each an "**Underlying Reference<sup>km</sup>**").

Underlying Reference <sub>k</sub>					
k	Share Company	Bloomberg Code	ISIN	Share Currency	Exchange
1	Aker BP ASA	AKRBP NO	NO0010345853	NOK	Oslo Børs ASA
2	Norsk Hydro ASA	NHY NO	NO0005052605	NOK	Oslo Børs ASA
3	Telenor ASA	TEL NO	NO0010345853	NOK	Oslo Børs ASA
4	Yara International ASA	YAR NO	NO0010063308	NOK	Oslo Børs ASA

The Shares together comprise the **Basket**

- (ii) Relative Performance Basket: Applicable

(iii)	Share/ETI Interest Currency:	See table in item 26(i) above
(iv)	ISIN of Share(s)/ETI Interest(s):	See table in item 26(i) above
(v)	Exchange(s):	See table in item 26(i) above
(vi)	Related Exchange(s):	All Exchanges
(vii)	Exchange Business Day:	All Shares Basis
(viii)	Scheduled Trading Day:	All Shares Basis
(ix)	Weighting:	Not applicable
(x)	Settlement Price:	Not applicable
(xi)	Specified Maximum Days of Disruption:	Eight (8) Scheduled Trading Days.
(xii)	Valuation Time:	The Scheduled Closing Time as defined in Condition 1
(xiii)	Redemption on Occurrence of an Extraordinary Event:	Delayed Redemption on Occurrence of an Extraordinary Event: Not applicable
(xiv)	Share/ETI Interest Correction Period	As per Conditions
(xv)	Dividend Payment:	Not applicable
(xvi)	Listing Change:	Applicable
(xvii)	Listing Suspension:	Applicable
(xviii)	Illiquidity:	Applicable
(xix)	Tender Offer:	Applicable
(xx)	CSR Event:	Not applicable
(xxi)	Hedging Liquidity Event:	Not applicable
<b>27.</b>	<b>ETI Securities</b>	<b>Not applicable</b>
<b>28.</b>	<b>Debt Securities:</b>	<b>Not applicable</b>
<b>29.</b>	<b>Commodity Securities:</b>	<b>Not applicable</b>
<b>30.</b>	<b>Inflation Index Securities:</b>	<b>Not applicable</b>
<b>31.</b>	<b>Currency Securities:</b>	<b>Not applicable</b>
<b>32.</b>	<b>Fund Securities:</b>	<b>Not applicable</b>
<b>33.</b>	<b>Futures Securities:</b>	<b>Not applicable</b>
<b>34.</b>	<b>Credit Security Provisions:</b>	<b>Not applicable</b>

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  
 If the Knock-in Value is strictly less than the Knock-in Level on the Knock-in Determination Day.
- (i) SPS Knock-in Valuation: Applicable  
**Strike Price Closing Value:** Applicable  
 Where:  
**Basket** has the meaning given to it in item 26(i) 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(i) 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.

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| (ii)   | Level:  | Not applicable                |
| (iii)  | Knock-in Level/Knock-in Range<br>Level/Knock-in Bottom<br>Level/Knock-in Top Level: | Knock-in Level: 60 per cent.  |
| (iv)   | Knock-in Period Beginning Date:   | Not applicable                |
| (v)    | Knock-in Period Beginning Date<br>Day Convention:                                   | Not applicable                |
| (vi)   | Knock-in Determination Period:  | Not applicable                |
| (vii)  | Knock-in Determination Day(s):  | The Redemption Valuation Date |
| (viii) | Knock-in Period Ending Date:  | Not applicable                |
| (ix)   | Knock-in Period Ending Date Day<br>Convention:                                      | Not applicable                |
| (x)    | Knock-in Valuation Time:  | Not applicable                |
| (xi)   | Knock-in Observation Price<br>Source:   | Not applicable                |
| (xii)  | Disruption Consequences:  | Applicable                    |
| 41.    | Knock-out Event:  | Not applicable                |

**42. EXERCISE, VALUATION AND REDEMPTION**

- (i) Notional Amount of each Certificate: NOK 10,000
- (ii) Partly Paid Certificates: The Certificates are not Partly Paid Certificates.
- (iii) Interest: Applicable
- (i) Interest Period(s): As per Conditions
- (ii) Interest Period End Date(s): 05 August 2024 (i = 1), 07 November 2024 (i = 2), 06 February 2025 (i = 3), 08 May 2025 (i = 4), 07 August 2025 (i = 5), 06 November 2025 (i = 6), 05 February 2026 (i = 7), 07 May 2026 (i = 8), 06 August 2026 (i = 9), 05 November 2026 (i = 10), 05 February 2027 (i = 11), 07 May 2027 (i = 12), 05 August 2027 (i = 13), 05 November 2027 (i = 14), 07 February 2028 (i = 15), 8 May 2028 (i = 16), 07 August 2028 (i = 17), 06 November 2028 (i = 18), 05 February 2029 (i = 19), 26 April 2029 (i = 20).
- (iii) Business Day Convention for Interest Period End Date(s): Not applicable
- (iv) Interest Payment Date(s): 05 August 2024 (i = 1), 07 November 2024 (i = 2), 06 February 2025 (i = 3), 08 May 2025 (i = 4), 07 August 2025 (i = 5), 06 November 2025 (i = 6), 05 February 2026 (i = 7), 07 May 2026 (i = 8), 06 August 2026 (i = 9), 05 November 2026 (i = 10), 05 February 2027 (i = 11), 07 May 2027 (i = 12), 05 August 2027 (i = 13), 05 November 2027 (i = 14), 07 February 2028 (i = 15), 8 May 2028 (i = 16), 07 August 2028 (i = 17), 06 November 2028 (i = 18), 05 February 2029 (i = 19), 26 April 2029 (i = 20).
- (v) Business Day Convention for Interest Payment Date(s): Following Business Day Convention.
- (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

**Single Snowball Digital Coupon Condition : 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(i) 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, **C per cent.**, expected to be about 5 per cent. but which will not be less than 4per 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/NO0013173864> ;

**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 80 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(i) 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(ix)(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.

(iv)	Fixed Rate Provisions:	Not applicable
(v)	Floating Rate Provisions	Not applicable
(vi)	Linked Interest Certificates:	Applicable – see Share Linked Interest Certificates below
(vii)	Payment of Premium Amount(s):	Not applicable
(viii)	Index Linked Interest Certificates:	Not applicable

(ix)	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(i) 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):	12 July 2024 (i=1), 14 October 2024 (i=2), 13 January 2025 (i=3), 14 April 2025 (i=4), 14 July 2025 (i=5), 13 October 2025 (i=6), 12 January 2026 (i=7), 13 April 2026 (i=8), 13 July 2026 (i=9), 12 October 2026 (i=10), 12 January 2027 (i=11), 12 April 2027 (i=12), 12 July 2027 (i=13), 12 October 2027 (i=14), 12 January 2028 (i=15), 12 April 2028 (i=16), 12 July 2028 (i=17), 12 October 2028 (i=18), 12 January 2028 (i=19), 12 April 2029 (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:	on Occurrence of an Extraordinary Event:	Delayed Redemption on Occurrence of an Extraordinary Event: Not applicable
(x)	ETI Linked Interest Certificates:		Not applicable
(xi)	Debt Linked Interest Certificates:		Not applicable
(xii)	Commodity Linked Interest Certificates:		Not applicable
(xiii)	Inflation Index Linked Interest Certificates:		Not applicable
(xiv)	Currency Linked Interest Certificates:		Not applicable
(xv)	Fund Linked Interest Certificates:		Not applicable
(xvi)	Futures Linked Interest Certificates:		Not applicable
(xvii)	Underlying Interest Rate Linked Interest Provisions		Not applicable
(xviii)	Instalment Certificates:		The Certificates are not Instalment Certificates.
(xix)	Issuer Call Option:		Not applicable
(xx)	Holder Put Option:		Not applicable
(xxi)	Automatic Early Redemption:		Applicable
(i)	Automatic Redemption Event:	Early	Single Standard Automatic Early Redemption: "greater than or equal to"
(ii)	Automatic Redemption Payout:	Early	SPS Automatic Early Redemption Payout:  NA x (AER Redemption Percentage + AER Exit Rate)  <b>AER Redemption Percentage</b> is 100 per cent.
(iii)	Automatic Redemption Date(s):	Early	08 May 2025 (i=1) , 07 August 2025 (i=2), 06 November 2025 (i=3) , 05 February 2026 (i=4) , 07 May 2026 (i=5), 06 August 2026 (i=6), 05 November 2026 (i=7), 05 February

2027 (i=8), 07 May 2027 (i=9), 05 August 2027 (i=10), 05 November 2027 (i=11), 07 February 2028 (i=12), 08 May 2028 (i=13), 07 August 2028 (i=14), 06 November 2028 (i=15), 05 February 2029 (i=16).

- (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 Redemption Level: 90 per cent.

(vii)	Automatic Redemption Percentage:	Early	Not applicable
(viii)	AER Exit Rate:		AER Rate
			<b>AER Rate</b> means 0 per cent.
(ix)	Automatic Redemption Date(s)/Period(s):	Early Valuation	14 April 2025 (i=1), 14 July 2025 (i=2), 13 October 2025 (i=3), 12 January 2026 (i=4), 13 April 2026 (i=5), 13 July 2026 (i=6), 12 October 2026 (i=7), 12 January 2027 (i=8), 12 April 2027 (i=9), 12 July 2027 (i=10), 12 October 2027 (i=11), 12 January 2028 (i=12), 12 April 2028 (i=13), 12 July 2028 (i=14), 12 October 2028 (i=15), 12 January 2029 (i=16)
(xxii)	Strike Date:		12 April 2024
(xxiii)	Strike Price:		Not applicable.
(xxiv)	Redemption Valuation Date:		12 April 2029
(xxv)	Averaging:		Averaging does not apply to the Securities.
(xxvi)	Observation Dates:		Not applicable
(xxvii)	Observation Period:		Not applicable
(xxviii)	Settlement Business Day:		Not applicable
(xxix)	Cut-off Date:		Not applicable
(xxx)	Identification information of Holders as provided by Condition 29:		Not applicable

#### **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 considerations:	The Securities are not Specified Securities for the purpose of 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) 6 March 2024 until (and including) 5 April 2024, 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: | <p><b>Garantum Norge AS,</b><br/> Aker Brygge, Grundingen 6,<br/> 0250 OSLO<br/> Norway<br/> Legal Entity Identifier (LEI): 549300SUPDLSXO6YWJ42</p> <p>(the “<b>Authorised Offeror</b>”)</p> |
| (iv)       | General Consent:  | Not applicable  |
| (v)        | Other Authorised Offeror Terms:   | Not applicable  |
| <b>48.</b> | Prohibition of Sales to EEA and UK Investors::  |   |
| (i)        | Prohibition of Sales to EEA Retail Investors:   | Not applicable  |
| (ii)       | Prohibition of Sales to UK Retail Investors:  | Not applicable  |
| (iii)      | Prohibition of Sales to EEA Non Retail Investors:   | Not applicable  |
| (iv)       | Prohibition of Sales to UK Non Retail Investors:  | Not applicable  |

**PROVISIONS RELATING TO COLLATERAL AND SECURITY**

- |            |   |                |
|------------|---|----------------|
| <b>49.</b> | Secured Securities other than Notional Value Repack Securities: | Not applicable |
| <b>50.</b> | 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 black ink, appearing to read 'Dechaux', is positioned below the text 'As Issuer:'. The signature is written in a cursive, slightly slanted style.

By: Vincent DECHAUX

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 - Structured Products NOK Segment.

### 2. Ratings

Ratings: The Securities have not been rated.

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

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

**Telenor ASA**

Website: [www.telenor.com](http://www.telenor.com)

**Aker BP ASA**

Website: <https://akerbp.com/en/>

**Yara International ASA**

Website: [www.yara.com](http://www.yara.com)

**Norsk Hydro ASA**

Website: [www.hydro.com](http://www.hydro.com)

## 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 relevant identification number(s) and in the case of Identification number: 15240

Norwegian Dematerialised Securities, the Norwegian Security Agent :  
Citibank Europe plc

Address:

1 North Wall Quay, Dublin 1, Ireland

## 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/NO0013173864>

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 - Structured Products NOK Segment.

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/NO0013173864>

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/NO0013173864>

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/NO0013173864>

**Description of the application process:**

From (and including) 6 March 2024 until (and including) 5 April 2024, 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/NO0013173864>

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/NO0013173864>

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/NO0013173864>

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>
CE6771SCE	100%	6.36%

**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 29(2)statement on benchmarks:** Not applicable

# 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 "Phoenix Snowball Worst-of" Certificates relating to 4 Shares - The securities are Certificates. International Securities Identification Number ("ISIN"): NO0013173864

### 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

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 31 May 2023 under the approval number 23-197 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 stable 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 Directors of BNP Paribas Issuance B.V. are Edwin Herskovic, Cyril Le Merrer, Folkert van Asma, Geert Lippens and Matthew Yandle.

### Identity of the issuer's statutory auditors

Deloitte Accountants N.V. are the auditors of the Issuer. Deloitte Accountants 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

Income statement		
	Year	Year-1
In €	31/12/2022	31/12/2021
Operating profit/loss	120,674	47,856
Balance sheet		
	Year	Year-1
In €	31/12/2022	31/12/2021
Net financial debt (long term debt plus short term debt minus cash)	94,563,113,054	87,075,923,521
Current ratio (current assets/current liabilities)	1	1
Debt to equity ratio (total liabilities/total shareholder equity)	126,405	133,566
Interest cover ratio (operating income/interest expense)	No interest expenses	No interest expenses



Cash flow statement		
	Year	Year-1
In €	31/12/2022	31/12/2021
Net Cash flows from operating activities	-113,916	622,151
Net Cash flows from financing activities	0	0
Net Cash flows from investing activities	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 "Phoenix Snowball Worst-of" Certificates relating to 4 Shares - The securities are Certificates. International Securities Identification Number ("ISIN"): NO0013173864

##### 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. 5,000 Securities will be issued. The Securities will be redeemed on 26 April 2029.

##### 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). 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 90% of its Initial Reference Price, 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.

Strike Date	12 April 2024	Issue Price	100%
Issue Date	06 May 2024	Product Currency	NOK
Redemption Valuation Date	12 April 2029	Notional Amount (per certificate)	NOK 10,000
Redemption Date (maturity)	26 April 2029		
Coupon Valuation Date(s)	See Annex	Coupon Payment Date(s)	See Annex
Conditional Coupon Barrier(s)	See Annex	Conditional Coupon Rate(s)	See Annex
Barrier	60% of the Initial Reference Price	Autocall Valuation Date(s)	See Annex
Early Redemption Date(s)	See Annex		

Underlying	Bloomberg Code	ISIN
Yara International ASA	YAR NO	NO0010208051
Norsk Hydro ASA	NHY NO	NO0005052605
Aker BP ASA	AKRBP NO	NO0010345853
Telenor ASA	TEL NO	NO0010063308

## ANNEX

### ► Coupon

Coupon Valuation Date(s)	Coupon Payment Date(s)	Conditional Coupon Barrier(s)	Conditional Coupon Rate(s)
12 July 2024	05 August 2024	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
14 October 2024	07 November 2024	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
13 January 2025	06 February 2025	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
14 April 2025	08 May 2025	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
14 July 2025	07 August 2025	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
13 October 2025	06 November 2025	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
12 January 2026	05 February 2026	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
13 April 2026	07 May 2026	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
13 July 2026	06 August 2026	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
12 October 2026	05 November 2026	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
12 January 2027	05 February 2027	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
12 April 2027	07 May 2027	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
12 July 2027	05 August 2027	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
12 October 2027	05 November 2027	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
12 January 2028	07 February 2028	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
12 April 2028	08 May 2028	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
12 July 2028	07 August 2028	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
12 October 2028	06 November 2028	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
12 January 2029	05 February 2029	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount
12 April 2029	26 April 2029	80% of the Initial Reference Price	5% of the Notional Amount but not less than 4% of the Notional Amount

### ► Automatic Early Redemption

Autocall Valuation Date(s)	Early Redemption Date(s)
14 April 2025	08 May 2025
14 July 2025	07 August 2025
13 October 2025	06 November 2025
12 January 2026	05 February 2026
13 April 2026	07 May 2026
13 July 2026	06 August 2026
12 October 2026	05 November 2026
12 January 2027	05 February 2027
12 April 2027	07 May 2027
12 July 2027	05 August 2027
12 October 2027	05 November 2027
12 January 2028	07 February 2028
12 April 2028	08 May 2028
12 July 2028	07 August 2028
12 October 2028	06 November 2028
12 January 2029	05 February 2029

*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 Nasdaq Stockholm - Structured Products NOK Segment (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.613-30-3-1-3° 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 31 May 2023 (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): R0MUWSFPU8MPRO8K5P83.

BNPP's long-term credit ratings are A+ with a stable outlook (S&P Global Ratings Europe Limited), Aa3 with a stable outlook (Moody's Investors Service Ltd.), AA- with a stable outlook (Fitch Ratings Ireland Limited) (which is the long-term rating assigned to BNPP's senior preferred debt by Fitch Ratings Ireland Limited) and AA (low) with a stable outlook (DBRS Rating GmbH) 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 Ratings Ireland Limited.) and R-1 (middle) (DBRS Rating GmbH).

BNP Paribas SA is the parent company of the BNP Paribas Group (together the "**BNPP Group**").

BNP Paribas' organisation is based on three operating divisions: Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) and Investment & Protection Services (IPS).

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

Commercial, Personal Banking & Services (CPBS):

- *Commercial & Personal banking in the eurozone:* Commercial & Personal Banking in France (CPBF), BNL banca commerciale (BNL bc), Commercial & Personal Banking in Italy, Commercial & Personal Banking in Belgium (CPBB) and Commercial & Personal Banking in Luxembourg (CPBL).

- *Commercial & Personal Banking outside the eurozone, organised around:* Europe-Mediterranean, covering Commercial & Personal Banking outside the eurozone, in particular in Central and Eastern Europe, Türkiye and Africa.

- *Specialised Businesses:* BNP Paribas Personal Finance, Arval and BNP Paribas Leasing Solutions, new digital businesses (in particular Nickel, Floa, Lyf) and BNP Paribas Personal Investors.

Investment & Protection Services (IPS): Insurance (BNP Paribas Cardif) and Wealth and Asset Management: BNP Paribas Asset Management, BNP Paribas Real Estate, BNP Paribas Principal Investments (management of the BNP Paribas Group's portfolio of unlisted and listed industrial and commercial investments) and BNP Paribas Wealth Management.

As at 30 June 2023, the main shareholders were Société Fédérale de Participations et d'Investissement ("SFPI") a public-interest société anonyme (public limited company) acting on behalf of the Belgian government state holding 5.1% of the share capital, BlackRock Inc. holding 6.9% of the share capital, Amundi holding 5.0% of the share capital and Grand Duchy of Luxembourg holding 1.0% of the share capital.

**Key financial information for the purpose of assessing the guarantor's ability to fulfil its commitments under the guarantee**

On 2 May 2023, BNP Paribas reported restated quarterly series for 2022 to reflect for each quarter: (i) the application of IFRS 5 relating to disposal groups of assets and liabilities held for sale, following the sale of Bank of the West on 1 February 2023; (ii) the application of IFRS 17 (Insurance Contracts) and the application of IFRS 9 for insurance entities, effective 1 January 2023; (iii) the application of IAS 29 (Financial Reporting in Hyperinflationary Economies) to Türkiye, effective 1 January 2022; and (iv) the internal transfers of activities and results at Global Markets and Commercial & Personal Banking in Belgium

<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>	31/12/2022	31/12/2021	31/12/2020	30/09/2023	30/09/2022
<b>Net interest income</b>	n.a	19,238	21,312	n.a	n.a
<b>Net fee and commission income</b>	n.a	10,362	9,862	n.a	n.a
<b>Net gain on financial instruments</b>	n.a	7,777	7,146	n.a	n.a
<b>Revenues</b>	45,430	43,762	44,275	34,976	34,545
<b>Cost of risk</b>	-3,003	-2,971	-5,717	-2,065	-2,306
<b>Operating Income</b>	12,564	11,325	8,364	9,738	9,846
<b>Net income attributable to equity holders</b>	9,848	9,488	7,067	9,906	7,706
<b>Earnings per share (in euros)</b>	7.8	7.26	5.31	6.85*	6.19

<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>	31/12/2022	31/12/2021	31/12/2020	30/09/2023	30/09/2022
<b>Total assets</b>	2,663,748	2,634,444	2,488,491	2,701,362	3,009,340
<b>Debt securities</b>	220,937	220,106	212,351	268,513	228,110
<b>Of which mid long term Senior Preferred</b>	58,899**	78,845**	82,086**	n.a	n.a
<b>Subordinated debt</b>	24,160	25,667	23,325	n.a	n.a
<b>Loans and receivables from customers (net)</b>	857,020	814,000	809,533	853,247	869,500
<b>Deposits from customers</b>	1,008,056	957,684	940,991	965,980	1,015,649
<b>Shareholders' equity (Group share)</b>	121,237	117,886	112,799	124,138	120,764
<b>Doubtful loans/ gross outstandings***</b>	1.7%	2%	2.1%	1.7%	1.7%
<b>Common Equity Tier 1 capital (CET1) ratio</b>	12.3%	12.9%	12.8%	13.4%	12.1%
<b>Total Capital Ratio</b>	16.2%	16.4%	16.4%	17.8%	15.9%
<b>Leverage Ratio****</b>	4.4%	4.1%	4.4%	4.5%	3.9%

(\*) Calculated on the basis of the distributable net income in 2023

(\*\*) 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).

(\*\*\*\*) Without the effect of the temporary exemption related to deposits with Eurosystem central banks (calculated in accordance with Regulation (EU) No. 2020/873, Article 500b). The temporary exemption for the exclusion of deposits with Eurosystem central banks ended on 31 March 2022.

#### **Most material risk factors pertaining to the guarantor**

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. The BNP Paribas Group's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses
3. The BNP Paribas Group may incur significant losses on its trading and investment activities due to market fluctuations and volatility
4. 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
5. 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
6. Laws and regulations adopted in recent years, as well as current and future legislative and regulatory developments, may significantly impact the BNP Paribas Group and the financial and economic environment in which it operates.
7. Should the BNP Paribas Group fail to implement its strategic objectives or to achieve its published financial objectives, or should its results not follow stated expected trends, the trading price of its securities could be adversely affected.

#### **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**

Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Nasdaq Stockholm - Structured Products NOK Segment (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**

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: 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 Financial Markets 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 Financial Markets 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 "Phoenix Snowball Worst-of" Certifikater knyttet til 4 aksjer - Verdipapirene er Certifikater. Internasjonalt verdipapiridentifikasjonsnummer ("ISIN"): NO0013173864

### 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 tilbydereren og/eller personen som ber om opptak til handelen

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 31. mai 2023 under godkjennelsesnummer 23-197 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 stabile utsikter (S&P Global Ratings Europe Limited). og BNPP B.V.s kortsiktige kredittrating er A-1 (S&P Global Ratings Europe Limited).

#### Hovedaktiviteter

Utstedeers 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 BNPPP, 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 direktører i BNP Paribas Issuance B.V. er Edwin Herskovic, Cyril Le Merrer, Folkert van Asma, Geert Lippens og Matthew Yandle.

#### Identiteten til utstederens lovpålagte revisorer

Deloitte Accountants N.V. er revisor for Utsteder. Deloitte Accountants 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
	31/12/2022	31/12/2021
	120 674	47 856
Regnskapsbalanse		
	År	År-1
	31/12/2022	31/12/2021
	94 563 113 054	87 075 923 521
	1	1
	126 405	133 566

	År	År-1
	31/12/2022	31/12/2021
	-113 916	622 151
	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. Kreditverdigheten BNPP B.V. avhenger av kreditverdigheten til BNPP.

### Seksjon C – Nøkkelinformasjon om verdipapirene

#### Hva er verdipapirenes viktigste hovedtrekk?

##### Type, klasse og ISIN

NOK "Phoenix Snowball Worst-of" Certifikater knyttet til 4 aksjer - Verdipapirene er Certifikater. Internasjonalt verdipapiridentifikasjonsnummer ("ISIN"): NO0013173864

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

Verdipapirenes valuta er Norwegian Krone ("NOK"). Verdipapirene har en pålydende verdi NOK 10,000. 5,000 Verdipapirene vil bli utstedt. Verdipapirene vil bli innløst den 26. april 2029.

##### 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, en underliggende). Produktet kan også betale kupong under forhåndsdefinerte forhold i samsvar med kupongbestemmelsene nedenfor.

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

På innløsningsdagen vil du motta for hvert sertifikat, i tillegg til eventuell sluttbetaling av en kupong:

1. Hvis det ikke har oppstått en barrierehendelse: en kontantbetaling som tilsvarer nominelt beløp.

2. Hvis det har oppstått en barrierehendelse: en betaling i kontanter lik det nominelle beløpet ble redusert med opptreden av det underliggende med dårligst resultat. I dette tilfellet vil du lide et delvis eller totalt tap av det nominelle beløpet.

**Kupong:** EN betinget kupong til betaling til den relevante betingede kupongsatsen hver gang følgende betingelse (kupongbetingelse) er oppfylt: hvis på en kupongvurderingsdato, den sluttkurs av hver underliggende er større enn eller lik den relevante betingede kupongbarrieren. Ellers er kupongen savnet, men ikke tapt definitivt. Alle tapte kuponger vil akkumuleres og bli utbetalt bare hvis kupongbetingelsen senere er oppfylt.

**Automatisk førtidig innfrielse:** Hvis, på en vurderingsdato for autocall, sluttkurs av hver underliggende er større enn eller lik 90% av dets Opprinnelig referansepris, vil produktet løses inn på tilsvarende tidlig innløsningsdato. Du vil motta for hvert sertifikat en betaling i kontanter lik det nominelle beløpet

#### Where:

- En barrierehendelse skal anses for å ha skjedd hvis – endelige referanseprisen for minst én underliggende er under barrieren.
- Utviklingen til en underliggende er differansen mellom dens endelige referansepris og dens opprinnelige referansepris, dividert med dens opprinnelige referansepris., uttrykt i absolutt verdi.
- Den dårligst presterende underliggende er den underliggende som viser den laveste endelige referanseprisen når denne er divideres med dens opprinnelige referansepris.
- Den opprinnelige referanseprisen for en underliggende er sluttkursen for den underliggende på strike-datoen.
- Den endelige referanseprisen for en underliggende er sluttkursen for den underliggende på innløsningsens verddivurderingsdato.

<b>strike-datoen</b>	12. april 2024	<b>Utstedelsespris</b>	100%
<b>utstedelsesdatoen</b>	6. mai 2024	<b>produktets valuta</b>	NOK
<b>verdivurderingsdatoen for innløsning</b>	12. april 2029	<b>nominelle beløpet (per sertifikat)</b>	10,000 NOK
<b>Innløsningsdatoen (forfall)</b>	26. april 2029	<b>betalingsdato for kupongen</b>	See Annex
<b>kupongvurderingsdato</b>	See Annex	<b>betingede kupongraten</b>	See Annex
<b>betingede kupongbarrieren</b>	See Annex	<b>auto call-verdsettelsesdato</b>	See Annex
<b>barrieren</b>	60% av den opprinnelige referanseprisen		
<b>tidlig innløsningsdato</b>	See Annex		

underliggende	Bloomberg kod	ISIN
Yara International ASA	YAR NO	NO0010208051
Norsk Hydro ASA	NHY NO	NO0005052605
Aker BP ASA	AKRBP NO	NO0010345853
Telenor ASA	TEL NO	NO0010063308

## VEDLEGG

### ► kupong

kupongvurderingsdato	betalingsdato for kupongen	betingede kupongbarrieren	betingede kupongraten
12. juli 2024	5. august 2024	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
14. oktober 2024	7. november 2024	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
13. januar 2025	6. februar 2025	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
14. april 2025	8. mai 2025	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
14. juli 2025	7. august 2025	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
13. oktober 2025	6. november 2025	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
12. januar 2026	5. februar 2026	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
13. april 2026	7. mai 2026	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
13. juli 2026	6. august 2026	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
12. oktober 2026	5. november 2026	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
12. januar 2027	5. februar 2027	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
12. april 2027	7. mai 2027	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
12. juli 2027	5. august 2027	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
12. oktober 2027	5. november 2027	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
12. januar 2028	7. februar 2028	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
12. april 2028	8. mai 2028	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
12. juli 2028	7. august 2028	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
12. oktober 2028	6. november 2028	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
12. januar 2029	5. februar 2029	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp
12. april 2029	26. april 2029	80% av den opprinnelige referanseprisen	5.00% men ikke mindre enn 4.00% av det Opprinnelig Pålydene Beløp

### ► Valgfri tidlig innløsning

auto call-verdsettelsesdato	tidlig innløsningsdato
14. april 2025	8. mai 2025
14. juli 2025	7. august 2025
13. oktober 2025	6. november 2025
12. januar 2026	5. februar 2026
13. april 2026	7. mai 2026
13. juli 2026	6. august 2026
12. oktober 2026	5. november 2026
12. januar 2027	5. februar 2027
12. april 2027	7. mai 2027
12. juli 2027	5. august 2027
12. oktober 2027	5. november 2027
12. januar 2028	7. februar 2028
12. april 2028	8. mai 2028
12. juli 2028	7. august 2028
12. oktober 2028	6. november 2028
12. januar 2029	5. februar 2029

*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 forpliktelser 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 Nasdaq Stockholm - Structured Products NOK Segment (Regulert Markert).

## Er det en garanti knyttet til verdipapirene?

### Garantiens art og omfang

Forpliktelsene under garantien er senior foretrukne forpliktelser (i henhold til Article L.613-30-3-I-3° of the French Code monétaire et financier) og usikrede forpliktelser fra BNPP, og vil rangeres pari passu med alle sine andre nåværende og fremtidige senior foretrukne og usikrede forpliktelser, 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 forpliktelser 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 forpliktelser 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 forpliktelsen 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 engelskrettsliggaranti avgitt av BNPP 31. mai 2023 ("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.

BNPPs langsiktige kredittvurdering er A+ med stabile utsikter (S&P Global Ratings Europe Limited), Aa3 med stabile utsikter (Moody's Investors Service Ltd.), AA- med en stabile utsikt (Fitch Ratings Ireland Limited) (som er den langsiktige rangeringen tildelt BNPPs senior foretrukne gjeld av by Fitch Ratings Ireland Limited) og AA (lav) med stabile utsikter (DBRS Rating GmbH) og BNPPs kortsiktige kredittvurdering er A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1+ (Fitch Ratings Ireland Limited) og R-1 (middle) (DBRS Rating GmbH).

BNP Paribas SA er morselskapet til BNP Paribas Group (samlet kalt «BNPP Group»).

BNP Paribas organisasjon er basert på tre operative divisjoner: Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) og Investment & Protection Services (IPS).

Corporate & Institutional Banking (CIB): Globale Banktjenester, Globale Markeder, Sikkerhetstjenester.

Kommersielle bruksområder, personlig bank og tjenester (CPBS):

– *Kommersielle og personlige banker i eurosonen:* Commercial & Personal Banking i Frankrike (CPBF) (kommersiell og personlig bankvirksomhet i Frankrike), BNL banca commerciale (BNL bc), Commercial & Personal Banking i Italia (personlige banktjenester i Italia), Commercial & Personal Banking i Belgia (CPBB) (kommersiell og personlig bankvirksomhet i Belgia) og Commercial & Personal Banking i Luxembourg (CPBL) (kommersiell og personlig bankvirksomhet i Luxembourg).

– *Kommersielle og personlige banker utenfor eurosonen, som er organisert rundt:* Europa-Middelhavet, for å dekke Sentral- og Øst-Europa, Tyrkia og Afrika.

– *Spesialiserte forretningsvirksomheter:* BNP Paribas Personal Finance, Arval og BNP Paribas Leasing Solutions, Nye digitale forretningslinjer (spesielt Nickel, Floa, Lyf) og BNP Paribas Personal Investors.

Investerings- og beskyttelsestjenester (IPS): Forsikring (BNP Paribas Cardif) og Wealth and Asset Management: BNP Paribas Asset Management, BNP Paribas Real Estate, BNP Paribas Principal Investments (forvaltning av BNP Paribas Groups portefølje av unoterte og børsnoterte industrielle og kommersielle investeringer) og BNP Paribas Wealth Management.

Hovedaksjonærer per 30. juni 2023: Société Fédérale de Participations et d'Investissement ("SFPI") et offentlig interesse-société anonyme (allmennaksjeselskap) som handler på vegne av den belgiske staten som eier 5.1% av aksjekapitalen; BlackRock Inc. som eier 6.9% av aksjekapitalen; Amundi som eier 5.0% av aksjekapitalen; Storherugdømmet Luxembourg som eier 1.0% av aksjekapitalen.

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

Den 2. mai 2023 rapporterte BNP Paribas omarbeidede kvartalsserier for 2022 for å reflektere følgende for hvert kvartal: (i) bruken av IFRS 5 knyttet til avhendingsgrupper av eiendeler og forpliktelser holdt for salg etter salget av Bank of the West den 1. februar 2023; (ii) bruken av IFRS 17 (forsikringskontrakter) og bruken av IFRS 9 for forsikringsenheter med virkning fra 1. januar 2023; (iii) bruken av IAS 29 (finansiell rapportering i økonomier med høyinflasjon) for Tyrkia med virkning fra 1. januar 2022; og (iv) de interne overføringene av aktiviteter og resultater ved globale markeder og kommersiell og personlig bankvirksomhet i Belgia

Resultatregnskap					
	År	År-1	År-2	Foreløpig	Sammenligningsperiode fra samme periode året før
I millioner av €	31/12/2022	31/12/2021	31/12/2020	30/09/2023	30/09/2022
Netto renteinntekter	n.a	19 238	21 312	n.a	n.a
Netto gebyr- og provisjonsinntekt	n.a	10 362	9 862	n.a	n.a
Netto gevinst på finansielle instrumenter	n.a	7 777	7 146	n.a	n.a
Inntekter	45 430	43 762	44 275	34 976	34 545
Kostnad for risiko	-3 003	-2 971	-5 717	-2 065	-2 306
Driftsinntekter	12 564	11 325	8 364	9 738	9 846
Nettoinntekt knyttet til aksjeeiere	9 848	9 488	7 067	9 906	7 706
Resultat per aksje ( i euro)	7,8	7,26	5,31	6,85*	6,19

Regnskapsbalanse					
	År	År-1	År-2	Foreløpig	Sammenligningsperiode fra samme periode året før
I millioner av €	31/12/2022	31/12/2021	31/12/2020	30/09/2023	30/09/2022
<b>Totale eiendeler</b>	2 663 748	2 634 444	2 488 491	2 701 362	3 009 340
<b>Gjeldspapirer</b>	220 937	220 106	212 351	268 513	228 110
<b>Hvorav mellomlang til langsiktig senior prioritert gjeld</b>	58 899**	78 845**	82 086**	n.a	n.a
<b>Underordnet gjeld</b>	24 160	25 667	23 325	n.a	n.a
<b>Lån og fordringer fra kunder (netto)</b>	857 020	814 000	809 533	853 247	869 500
<b>Innskudd fra kunder</b>	1 008 056	957 684	940 991	965 980	1 015 649
<b>Egenkapital (konsernandel)</b>	121 237	117 886	112 799	124 138	120 764
<b>Usikrede lån/ brutto utestående***</b>	1,7%	2%	2,1%	1,7%	1,7%
<b>Common Equity Tier 1 capital (CET1) ratio</b>	12,3%	12,9%	12,8%	13,4%	12,1%
<b>Totalt kapitalforhold</b>	16,2%	16,4%	16,4%	17,8%	15,9%
<b>Utnyttelsesgrad****</b>	4,4%	4,1%	4,4%	4,5%	3,9%

(\*) Beregnet på grunnlag av distribuert nettinntekt i 2023

(\*\*) 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).

(\*\*\*\*) Uten virkning av midlertidig unntak knyttet til innskudd i eurosistemets sentralbanker (beregnet i samsvar med forordning (EU) nr. 2020/873, artikkel 500b). Den midlertidige unntak for utelukkelse av innskudd med Eurosystemcentralbanker endte 31. mars 2022.

#### De fleste materielle risikofaktorene tilknyttet garantisten

- En betydelig økning i nye avsetninger eller en mangel på nivået på tidligere bokførte avsetninger eksponert for kredittrisiko og motpartsrisiko kan påvirke BNP Paribas-gruppen sine driftsresultater og økonomiske tilstand negativt
- BNP Paribas-gruppens retningslinjer, fremgangsmåter og metoder for risikostyring kan gjøre dem utsatt for uidentifiserte eller uforutsette risikoer, noe som kan føre til vesentlige tap.
- BNP Paribas-gruppen kan pådra seg betydelig tap på handels- og investeringsaktiviteten på grunn av svingninger i markedet og volatilitet
- BNP Paribas-gruppen 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
- Ugunstige økonomiske og finansielle forhold har tidligere hatt, og kan i fremtiden ha innvirkning på BNP Paribas-gruppen og markedene de opererer i
- Lover og forskrifter vedtatt de siste årene, samt nåværende og fremtidig utvikling av lover og forskrifter, kan få betydelig innvirkning på BNP Paribas-gruppen og det finansielle og økonomiske miljøet de opererer i.
- Hvis BNP Paribas-gruppen skulle mislykkes i å implementere sine strategiske mål eller å oppnå sine publiserte finansielle mål, eller hvis gruppens resultater ikke skulle følge erklærte forventede trender, kan handelsprisen til gruppens verdipapirer bli negativt påvirket.

#### 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

Utsteder (eller en på dens vegne) vil søke om at Verdipapirene skal tas opp til handel på Nasdaq Stockholm - Structured Products NOK Segment (Regulert Markert).

#### 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**

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).

**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: 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 Financial Markets 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 Financial Markets 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.