

## FINAL TERMS DATED 4 FEBRUARY 2021

**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

(Warrant and Certificate Programme)

### SEK "Mini Future" Certificates relating to an Index

**BNP Paribas Arbitrage S.N.C.**  
*(as Manager)*

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 37 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.

## 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 2 July 2020, 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 Supplement(s) to the Base Prospectus and these Final Terms are available for viewing, on the following website: [educatedtrading.bnpparibas.se](http://educatedtrading.bnpparibas.se) for public offering in Sweden 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 / ISIN Code | No. of Securities issued | No. of Securities | Local Code                 | Issue Price per Security | Call / Put | Exercise Price       | Capitalised Exercise Price Rounding Rule | Security Threshold Rounding Rule | Security Percentage | Dividend Percentage | Interbank Rate 1 Screen Page | Financing Rate Percentage | Redemption Date | Parity |
|---------------------------|--------------------------|-------------------|----------------------------|--------------------------|------------|----------------------|--|----------------------------------|---------------------|---------------------|------------------------------|---------------------------|-----------------|--------|
| NLBNPSE10YS5              | 150,000                  | 150,000           | MINILONG<br>SP500<br>BP101 | SEK 16.73                | Call       | USD<br>3,628.0000000 | Upwards 8<br>digits                      | Upwards 2<br>digits              | 2%                  | 85%                 | USD1MFSR=                    | +3.50%                    | Open End        | 100    |

| Series Number / ISIN Code | Index    | Index Currency | ISIN of Index | Reuters Code of Index | Index Sponsor                          | Index Sponsor Website  | Exchange  | Exchange Website |
|---------------------------|----------|----------------|---------------|-----------------------|--|--|---|------------------|
| NLBNPSE10YS5              | S&P 500® | USD            | US78378X1072  | .SPX                  | S&P Dow Jones Indices<br>LLC ("SPDJI") | <a href="http://www.eu.spindices.com">www.eu.spindices.com</a> | As set out in Annex 2 for a<br>Composite Index (Multi-<br>Exchange Index) | -                |

## 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:** 3 February 2021.
4. **Issue Date:** 4 February 2021.
5. **Consolidation:** Not applicable.
6. **Type of Securities:**
  - (a) Certificates.
  - (b) The Securities are Index Securities.

The provisions of Annex 2 (Additional Terms and Conditions for Index Securities) and Annex 9 (Additional Terms and Conditions for OET Certificates) shall apply.

Unwind Costs: Applicable.
7. **Form of Securities:** Swedish 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 Stockholm.
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:**
  - ETS Payout:**

**Leverage Products:**

ETS Final Payout 2210.  
Call Securities (see the Specific Provisions for each Series above).
  - Aggregation:** Not applicable.
13. **Relevant Asset(s):** Not applicable.
14. **Entitlement:** Not applicable.
15. **Conversion Rate:**

The Conversion Rate on the Valuation Date or an Optional Redemption Valuation Date equals one if the relevant Index Currency is the same as the Settlement Currency or otherwise the rate including any rates of exchange pursuant to which the relevant rate of exchange is derived determined by the Calculation Agent by reference to [www.bloomberg.com/markets/currencies/fx-fixings](http://www.bloomberg.com/markets/currencies/fx-fixings) (or any successor website or page thereto, as determined by the Calculation Agent) at approximately 2.00 p.m. Frankfurt time between the relevant Index Currency and the Settlement Currency, provided that, if such source is not available, such rate of exchange may be determined by the Calculation Agent by reference to such sources as it considers to be appropriate acting in good faith and in a commercially reasonable manner, having taken into account relevant market practice.

The Conversion Rate Early equals one if the relevant Index Currency is the same as the Settlement Currency or otherwise the rate determined by the Calculation Agent during the three-hour period immediately following the occurrence of an Automatic Early Redemption Event by reference to such sources as it considers appropriate acting in good faith and in a commercially reasonable manner, having taken into account relevant market practice.

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|--|--|
| 16. <b>Settlement Currency:</b>              | The settlement currency for the payment of the Cash Settlement Amount is Swedish Krona (" <b>SEK</b> "). |
| 17. <b>Syndication:</b>                      | The Securities will be distributed on a non-syndicated basis.  |
| 18. <b>Minimum Trading Size:</b>             | Not applicable.  |
| 19. <b>Principal Security Agent:</b>         | The Swedish Security Agent as indicated in § 5 of Part B - "Other Information".                          |
| 20. <b>Calculation Agent:</b>                | BNP Paribas Arbitrage S.N.C.<br>1 rue Laffitte 75009 Paris, France.                                      |
| 21. <b>Governing law:</b>                    | French law.  |
| 22. <b>Masse provisions (Condition 9.4):</b> | Not applicable.  |

#### PRODUCT SPECIFIC PROVISIONS

- |   |  |
|---|--|
| 23. <b>Index Securities:</b>  | Applicable.  |
| (a) <b>Index/Basket of Indices/Index Sponsor(s):</b>                    | See the Specific Provisions for each Series above.                             |
| (b) <b>Index Currency:</b>  | See the Specific Provisions for each Series above.                             |
| (c) <b>Exchange(s):</b>   | See the Specific Provisions for each Series above.                             |
| (d) <b>Related Exchange(s):</b>   | All Exchanges.   |
| (e) <b>Exchange Business Day:</b>                                       | Single Index Basis.  |
| (f) <b>Scheduled Trading Day:</b>                                       | Single Index Basis.  |
| (g) <b>Weighting:</b>   | Not applicable.  |
| (h) <b>Settlement Price:</b>  | Official closing level.  |
| (i) <b>Specified Maximum Days of Disruption:</b>                        | Twenty (20) Scheduled Trading Days.  |
| (j) <b>Valuation Time:</b>  | The Scheduled Closing Time as defined in Condition 1.                          |
| (k) <b>Redemption on Occurrence of an Index Adjustments Event:</b>      | Delayed Redemption on Occurrence of an Index Adjustment Event: Not applicable. |
| (l) <b>Index Correction Period:</b>                                     | As per Conditions.   |
| (m) <b>Additional provisions applicable to Custom Indices:</b>          | Not applicable.  |
| (n) <b>Additional provisions applicable to Futures Price Valuation:</b> | Not applicable.  |
| 24. <b>Share Securities/ETI Share Securities:</b>                       | Not applicable.  |
| 25. <b>ETI Securities:</b>  | Not applicable.  |
| 26. <b>Debt Securities:</b>   | Not applicable.  |
| 27. <b>Commodity Securities:</b>  | Not applicable.  |
| 28. <b>Currency Securities:</b>   | Not applicable.  |
| 29. <b>Futures Securities:</b>  | Not applicable.  |
| 30. <b>OET Certificates:</b>  | Applicable.  |
| (a) <b>Final Price:</b>   | As per OET Certificate Conditions.   |
| (b) <b>Valuation Date:</b>  | As per OET Certificate Conditions.   |
| (c) <b>Exercise Price:</b>  | See the Specific Provisions for each Series above.                             |
| (d) <b>Capitalised Exercise Price:</b>                                  | As per OET Certificate Conditions.   |

OET Website(s):  
[educatedtrading.bnpparibas.se](http://educatedtrading.bnpparibas.se)

Local Business Day Centre(s): Stockholm.

- (e) **Capitalised Exercise Price Rounding Rule:** See the Specific Provisions for each Series above.
- (f) **Dividend Percentage:** See the Specific Provisions for each Series above, subject to adjustment by the Calculation Agent in accordance with the OET Certificate Conditions.
- (g) **Financing Rate:**
  - (i) **Interbank Rate 1 Screen Page:** See the Specific Provisions for each Series above.
  - (ii) **Interbank Rate 1 Specified Time:** As per OET Certificate Conditions.
  - (iii) **Interbank Rate 2 Screen Page:** Not applicable (i.e. Interbank Rate 2 means Zero (0)).
  - (iv) **Interbank Rate 2 Specified Time:** Not applicable.
  - (v) **Financing Rate Percentage:** See the Specific Provisions for each Series above.
  - (vi) **Financing Rate Range:** +1.5% / +4%
- (h) **Automatic Early Redemption:** Applicable.
  - (i) **Automatic Early Redemption Payout:** Automatic Early Redemption Payout 2210/1.
  - (ii) **Automatic Early Redemption Date:** The tenth Business Days following the Valuation Date.
  - (iii) **Observation Price:** Official level.
  - (iv) **Observation Price Source:** Index Sponsor.
  - (v) **Observation Price Time(s):** At any time during the opening hours of the Exchange.
  - (vi) **Security Threshold:** As per OET Certificate Conditions.

The Security Threshold in respect of a Relevant Business Day will be published as soon as practicable after its determination on the OET Website(s), as set out in § 30(d).
  - (vii) **Security Threshold Rounding Rule:** See the Specific Provisions for each Series above.
  - (viii) **Security Percentage:** See the Specific Provisions for each Series above.
  - (ix) **Minimum Security Percentage:** 0%
  - (x) **Maximum Security Percentage:** 20%
  - (xi) **Reset Date:** Option 2 is applicable.
- 31. **Illegality (Condition 7.1) and Force Majeure (Condition 7.2):**

Illegality: redemption in accordance with Condition 7.1(d).

Force Majeure: redemption in accordance with Condition 7.2(b).
- 32. **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.
  - (c) Redemption:

Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable.

33. **Knock-in Event:** Not applicable.

34. **Knock-out Event:** Not applicable.

#### PROVISIONS RELATING TO WARRANTS

35. **Provisions relating to Warrants:** Not applicable.

#### PROVISIONS RELATING TO CERTIFICATES

36. **Provisions relating to Certificates:** Applicable.

- (a) **Notional Amount of each Certificate:** Not applicable.
- (b) **Instalment Certificates:** The Certificates are not Instalment Certificates.
- (c) **Issuer Call Option:** Applicable. The Issuer may redeem the OET Certificates in accordance with the OET Certificate Conditions. See item 30 above.
- (d) **Holder Put Option:** Applicable provided that (i) no Automatic Early Redemption Event has occurred and (ii) the Issuer has not already designated the Valuation Date in accordance with the OET Certificate Conditions.
  - (i) **Optional Redemption Date(s):** The day falling ten (10) Business Days immediately following the relevant Optional Redemption Valuation Date.
  - (ii) **Optional Redemption Valuation Date:** The last Relevant Business Day in March in each year commencing in March of the calendar year after the Issue Date, subject to adjustment in the event that such day is a Disrupted Day as provided in the definition of Valuation Date in Condition 25.
  - (iii) **Optional Redemption Amount(s):** Put Payout 2210.
  - (iv) **Minimum Notice Period:** Not less than 30 days prior to the next occurring Optional Redemption Valuation Date.
  - (v) **Maximum Notice Period:** Not applicable.
- (e) **Automatic Early Redemption:** Not applicable.
- (f) **Strike Date:** Not applicable.
- (g) **Strike Price:** Not applicable.
- (h) **Redemption Valuation Date:** Not applicable.
- (i) **Averaging:** Averaging does not apply to the Securities.
- (j) **Observation Dates:** Not applicable.
- (k) **Observation Period:** Not applicable.
- (l) **Settlement Business Day:** Not applicable.
- (m) **Cut-off Date:** Not applicable.
- (n) **Identification information of Holders as provided by Condition 26:** Not applicable.

#### DISTRIBUTION

37. **Non exempt Offer:** Applicable.

(i) **Non-exempt Offer Jurisdictions:** Sweden

(ii) **Offer Period:** From (and including) the Issue Date until (and including) the date on which the Securities are delisted.

- (iii) **Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:** The Manager and BNP Paribas.
  - (iv) **General Consent:** Not applicable.
  - (v) **Other Authorised Offeror Terms:** Not applicable.
38. **Additional U.S. Federal income tax considerations:** The Securities are not Specified Securities the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.
39. **Prohibition of Sales to EEA and UK Retail Investors:**
- (a) **Selling Restriction:** Not applicable.
  - (b) **Legend:** 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:



By:  
.....  
Duly authorised

## PART B - OTHER INFORMATION

### 1. Listing and Admission to trading - De listing

Application has been made to list the Securities on the Nordic MTF and to admit the Securities described herein for trading on the Nordic MTF with effect from the Issue Date.

### 2. 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 Issue, Estimated Net Proceeds and Total Expenses

- (a) **Reasons for the Issue:** See "Use of Proceeds" in the Base Prospectus.
- (b) **Estimated net proceeds:** SEK 2,509,500.00
- (c) **Estimated total expenses:** The estimated total expenses are not available.

### 5. Performance of Underlying/Formula/Other Variable and Other Information concerning the Underlying Reference

See Base Prospectus for an explanation of effect on value of Investment and associated risks in investing in Securities.

Information on the Index shall be available on the Index Sponsor website as set out in "Specific Provisions for each Series" in Part A.

Past and further performances of the Index are available on the Index Sponsor website as set out in "Specific Provisions for each Series" in Part A and its volatility as well as the Conversion Rate may be obtained from the Calculation Agent by emailing [listedproducts.sweden@bnpparibas.com](mailto:listedproducts.sweden@bnpparibas.com).

### Index Disclaimer

Neither the Issuer nor the Guarantor shall have any liability for any act or failure to act by an Index Sponsor in connection with the calculation, adjustment or maintenance of an Index. Except as disclosed prior to the Issue Date, neither the Issuer, the Guarantor nor their affiliates has any affiliation with or control over an Index or Index Sponsor or any control over the computation, composition or dissemination of an Index. Although the Calculation Agent will obtain information concerning an Index from publicly available sources it believes reliable, it will not independently verify this information. Accordingly, no representation, warranty or undertaking (express or implied) is made and no responsibility is accepted by the Issuer, the Guarantor, their affiliates or the Calculation Agent as to the accuracy, completeness and timeliness of information concerning an Index.

### S&P 500® Index

The S&P 500® Index (the "INDEX") is a product of S&P Dow Jones Indices LLC, a division of S&P Global, or its affiliates ("SPDJI"), and has been licensed for use by BNP Paribas (the "Licensee"). Standard & Poor's® and S&P® are registered trademarks of Standard & Poor's Financial Services LLC, a division of S&P Global ("S&P"); Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC ("Dow Jones"); It is not possible to invest directly in an index. The issue of Securities (the "Licensee's Product(s)") are not sponsored, endorsed, sold or promoted by SPDJI, Dow Jones, S&P, any of their respective affiliates (collectively, "S&P Dow Jones Indices"). S&P Dow Jones Indices make any representation or warranty, express or implied, to the owners of the Licensee's Product(s) or any member of the public regarding the advisability of investing in securities generally or in Licensee's Product(s) particularly or the ability of the INDEX to track general market performance. Past performance of an index is not an indication or guarantee of future results. S&P Dow Jones Indices only relationship to Licensee with respect to the INDEX is the licensing of the Index and certain trademarks, service marks and/or trade names of S&P Dow Jones Indices and/or its licensors. The INDEX is determined, composed and calculated by S&P Dow Jones Indices without regard to Licensee or the Licensee's Product(s). S&P Dow Jones Indices have no obligation to take the needs of Licensee or the owners of Licensee's Product(s) into consideration in determining, composing or calculating the INDEX. S&P Dow Jones Indices are responsible for and have not participated in the determination of the prices, and amount of Licensee's Product(s) or the timing of the issuance or sale of Licensee's Product(s) or in the determination or calculation of the equation by which Licensee's Product(s) is to be converted into cash, surrendered or redeemed, as the case may be. S&P Dow Jones Indices have no obligation or liability in connection with the administration, marketing or trading of Licensee's Product(s). There is no assurance that investment products based on the INDEX will accurately track index performance or provide positive investment returns. S&P Dow Jones Indices LLC is not an investment or tax advisor. A tax advisor should be



consulted to evaluate the impact of any tax-exempt securities on portfolios and the tax consequences of making any particular investment decision. Inclusion of a security within an index is not a recommendation by S&P Dow Jones Indices to buy, sell, or hold such security, nor is it considered to be investment advice.

S&P DOW JONES INDICES GUARANTEES THE ADEQUACY, ACCURACY, TIMELINES AND/OR THE COMPLETENESS OF THE INDEX OR ANY DATA RELATED THERETO OR ANY COMMUNICATION, INCLUDING BUT NOT LIMITED TO, ORAL OR WRITTEN COMMUNICATION (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P DOW JONES INDICES SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS, OR DELAYS THEREIN. S&P DOW JONES INDICES MAKE NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIM ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OR AS TO RESULTS TO BE OBTAINED BY LICENSEE, OWNERS OF THE LICENSEE'S PRODUCT(S), OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE INDEX OR WITH RESPECT TO ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P DOW JONES INDICES BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY, OR OTHERWISE. THERE ARE NO THIRD PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN S&P DOW JONES INDICES AND LICENSEE, OTHER THAN THE LICENSORS OF S&P DOW JONES INDICES.

## 6. Operational Information

|  |   |
|--|---|
| <b>Relevant Clearing System(s):</b>  | Euroclear Sweden.   |
| <b>If other than Euroclear Bank S.A./N.V., Clearstream Banking, S.A., Euroclear France, Euroclear Netherlands, include the relevant identification number(s) and in the case of the Swedish Dematerialised Securities, the Swedish Security Agent:</b> | Identification number: 5561128074<br>Swedish Security Agent:<br><b>Nordea Bank Abp, Swedish Branch</b><br>Issuer Services<br>Smålandsgatan 17<br>105 71 Stockholm<br>Sweden |

## 7. Terms and Conditions of the Non-Exempt Offer

|   |  |
|---|--|
| <b>Offer Price:</b>   | The price of the Certificates will vary in accordance with a number of factors including, but not limited to, the price of the Index.  |
| <b>Conditions to which the offer is subject:</b>  | Not applicable.  |
| <b>Description of the application process:</b>  | Not applicable.  |
| <b>Details of the minimum and/or maximum amount of the application:</b>   | Minimum purchase amount per investor: One (1) Certificate.<br>Maximum purchase amount per investor: The number of Certificates issued.   |
| <b>Description of possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants:</b>                            | Not applicable.  |
| <b>Details of the method and time limits for paying up and delivering Securities:</b>   | The Certificates are cleared through the clearing systems and are due to be delivered on or about the second Business Day after their purchase by the investor against payment of the purchase amount. |
| <b>Manner in and date on which results of the offer are to be made public:</b>  | Not applicable.  |
| <b>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</b> | Not applicable.  |
| <b>Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:</b>          | Not applicable.  |
| <b>Amount of any expenses and taxes charged to the subscriber or purchaser:</b>   |  |

| Series Number | Issue Price per Security | Expenses included in the Issue Price |
|---------------|--------------------------|--------------------------------------|
| NLBNPSE10YS5  | SEK 16.73                | SEK 1.00                             |

## 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: None.

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer: BNP Paribas  
20 Boulevard des Italiens, 75009 Paris, France.

Name and address of any paying agents and depository agents in each country (in addition to the Principal Paying 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: BNP Paribas Arbitrage S.N.C.

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:

Applicable: Amounts payable under the Securities are calculated by reference to the relevant Benchmark which is provided by the relevant Administrator, as specified in the table below.

As at the date of these Final Terms, the relevant Administrator is not included / included, as the case may be, in the register of Administrators and Benchmarks established and maintained by the European Securities and Markets Authority ("ESMA") pursuant to article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011) (the "BMR"), as specified in the table below.

As far as the Issuer is aware, the transitional provisions in Article 51 of the BMR apply, such that the relevant Administrator is not currently required to obtain authorisation/registration, as specified in the table below.

| Benchmark    | Administrator                        | Register |
|--------------|--------------------------------------|----------|
| S&P 500®     | S&P Dow Jones Indices LLC            | Included |
| USD-LIBOR 1M | ICE Benchmark Administration Limited | Included |

# 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.

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 (if any) 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

SEK "Mini Future" certificates relating to an Index

International Securities Identification Number ("ISIN"): Please refer to tables as set out below.

### Identity and contact details of the issuer

BNP Paribas Issuance B.V. ("BNPP B.V." or the "Issuer"). The Issuer 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

### Identity and contact details of the offeror

BNP Paribas Warrants & Certificats, 20 boulevard des Italiens 75009 Paris France, [listedproducts.sweden@bnpparibas.com](mailto:listedproducts.sweden@bnpparibas.com).

### Identity and contact details of the competent authority approving the prospectus

Dutch Authority for the Financial Markets ("AFM"), Postbus 11723 - 1001 GS Amsterdam, The Netherlands. [www.afm.nl](http://www.afm.nl)

### Date of approval of the prospectus

This Prospectus has been approved on 2 July 2020 by the AFM, 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 negative 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

Managing Director of the Issuer is BNP Paribas Finance B.V.

Managing Directors of BNP Paribas Finance B.V.: Edwin Herskovic/Erik Stroet/Folkert van Asma/Richard Daelman/Geert Lippens/Matthew Yandle.

### Identity of the issuer's statutory auditors

Mazars N.V. are the auditors of the Issuer. Mazars 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     | Interim    | Comparative interim from same period in prior year |
|-----------------------|------------|------------|------------|--|
| In €                  | 31/12/2019 | 31/12/2018 | 30/06/2020 | 30/06/2019   |
| Operating profit/loss | 47,976     | 39,967     | 27,896     | 27,516   |

| Balance sheet   |                      |                      |                      |  |
|---|----------------------|----------------------|----------------------|--|
|   | Year                 | Year-1               | Interim              | Comparative interim from same period in prior year |
| In €  | 31/12/2019           | 31/12/2018           | 30/06/2020           | 30/06/2019   |
| Net financial debt (long term debt plus short term debt minus cash) | 64,938,742,676       | 56,232,036,938       | 80,868,819,411       | 67,131,860,338                                     |
| Current ratio (current assets/current liabilities)                  | 1                    | 1                    | 1                    | 1  |
| Debt to equity ratio (total liabilities/total shareholder equity)   | 112,828              | 103,624              | 135,904              | 119,864  |
| Interest cover ratio (operating income/interest expense)            | No interest expenses | No interest expenses | No interest expenses | No interest expenses                               |
| Cash flow statement   |                      |                      |                      |  |
|   | Year                 | Year-1               | Interim              | Comparative interim from same period in prior year |
| In €  | 31/12/2019           | 31/12/2018           | 30/06/2020           | 30/06/2019   |
| Net Cash flows from operating activities                            | 661,222              | -153,286             | -595,018             | 349,674  |
| Net Cash flows from financing activities                            | 0                    | 0                    | 0                    | 0  |
| Net Cash flows from investing activities                            | 0                    | 0                    | 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

The Securities are certificates ("Certificates") and are issued in Series. ISIN: please refer to tables as set out below.

##### Currency / denomination / par value / number of securities issued / term of the securities

The currency of securities is Swedish Krona ("SEK"). The Securities have no par value. Number/Term of Securities: please refer to tables as set out below.

##### 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 French law.

*Interest* - The Securities do not bear or pay interest.

*Underlying(s)* - Index.

*Redemption* - The Securities are cash settled Securities.

Unless previously redeemed or cancelled, each Security will be redeemed on the Redemption Date.

The Certificates may be redeemed early at the option of the Holders at the Optional Redemption Amount equal to:

##### Put Payout 2210

- if the Securities are specified as being *Call* Securities:
- (i)  $\text{Max} \left( 0; \left( \frac{\text{Final Price} - \text{Capitalised Exercise Price}}{\text{Parity} \times \text{Conversion Rate Final}} \right) \right)$ ; or
- if the Securities are specified as being *Put* Securities:
- (ii)  $\text{Max} \left( 0; \left( \frac{\text{Capitalised Exercise Price} - \text{Final Price}}{\text{Parity} \times \text{Conversion Rate Final}} \right) \right)$ .

##### Description of the Put Payout 2210

If the Holder has exercised its Holder Put Option provided that no Automatic Early Redemption Event has occurred and the Issuer has not already designated the Valuation Date, the Payout will be equal to (i) in the case of Call Securities, the excess (if any) of the Final Price on the Valuation Date over the Capitalised Exercise Price, or (ii), in the case of Put Securities, the excess (if any) of the Capitalised Exercise Price over the Final Price on the Valuation Date, in each case divided by the product of the Conversion Rate Final and Parity.

##### Final Redemption

Unless previously redeemed or purchased and cancelled, each Security entitles its holder to receive from the Issuer on the Redemption Date a Cash Settlement Amount equal to:

##### Final Payouts

##### Exchange Traded Securities (ETS) Final Payouts

##### Leverage Products:

**Leverage:** open end products which have a return linked to the performance of the Underlying Reference. The calculation of the return is based on various mechanisms (including knock-out features). There is no capital protection.

##### ETS Final Payout 2210

- if the Securities are specified as being *Call* Securities:
- (i)  $\text{Max} \left( 0; \left( \frac{\text{Final Price} - \text{Capitalised Exercise Price}}{\text{Parity} \times \text{Conversion Rate Final}} \right) \right)$ ; or
- if the Securities are specified as being *Put* Securities:
- (ii)  $\text{Max} \left( 0; \left( \frac{\text{Capitalised Exercise Price} - \text{Final Price}}{\text{Parity} \times \text{Conversion Rate Final}} \right) \right)$ .

##### Description of the Payout

The Payout will be equal to (i) in the case of Call Securities, the excess (if any) of the Final Price over the Capitalised Exercise Price, or (ii) in the case of Put Securities, the excess (if any) of the Capitalised Exercise Price over the Final Price, in each case divided by the Conversion Rate and Parity.

#### **Automatic Early Redemption**

If on any Automatic Early Redemption Valuation Date an Automatic Early Redemption Event occurs, the Securities will be redeemed early at the Automatic Early Redemption Amount (if any) on the Automatic Early Redemption Date.

The Automatic Early Redemption Amount will be an amount equal to:

#### **Automatic Early Redemption Payout 2210/1:**

- in respect to Call Securities:

$$\text{Max} \left( 0; \left( \frac{\text{Final Price Early} - \text{Capitalised Exercise Price}}{\text{Parity} \times \text{Conversion Rate Early}} \right) \right)$$

- in respect to Put Securities:

$$\text{Max} \left( 0; \left( \frac{\text{Capitalised Exercise Price} - \text{Final Price Early}}{\text{Parity} \times \text{Conversion Rate Early}} \right) \right)$$

"Automatic Early Redemption Event" means that:

- in respect to a Call Security, the Observation Price is less than or equal to the applicable Security Threshold; or

- in respect to a Put Security, the Observation Price is greater than or equal to the applicable Security Threshold;

"Automatic Early Redemption Date" means the date falling ten Business Days following the Valuation Date.

**Taxation** - The Holder must pay all taxes, duties and/or expenses arising from the disposal, exercise and settlement or redemption of the Securities and/or the delivery or transfer of the Entitlement. The Issuer shall deduct from amounts payable or assets deliverable to Holders certain taxes and expenses not previously deducted from amounts paid or assets delivered to Holders, as the Calculation Agent determines are attributable to the Securities. Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment, (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "Code") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or any law implementing an intergovernmental approach thereto, and (iii) any withholding or deduction required pursuant to Section 871(m) of the Code.

**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** - The Holders shall not be grouped in a Masse.

#### **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 Nordic MTF.

#### **Is there a guarantee attached to the securities?**

#### **Nature and scope of the guarantee**

The obligations under the garantie are senior preferred obligations (within the meaning of Article L.613-30-3-I-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 Security 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 a French law *garantie* executed by BNPP 2 July 2020 (the "**Guarantee**"). Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83. 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. BNPP's long term credit ratings are A+ with a negative outlook (S&P Global Ratings Europe Limited), Aa3 with a stable outlook (Moody's Investors Service Ltd.) and AA- with a "rating watch negative" outlook (Fitch France S.A.S.) (*which is the long-term rating assigned to BNPP's senior preferred debt by Fitch France S.A.S.*) and AA (low) with a stable outlook (DBRS Limited) 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 France S.A.S.) and R-1 (middle) (DBRS Limited).

BNPP is a European leading provider of banking and financial services and has four domestic retail banking markets in Europe, namely in France, Belgium, Italy and Luxembourg. It is present in 71 countries and has more than 197,000 employees, including nearly 150,000 in Europe. BNPP is the parent company of the BNP Paribas Group (together the "**BNPP Group**").

BNP Paribas holds key positions in its two main businesses:

- Retail Banking and Services, which includes:

**Domestic Markets**, comprising: French Retail Banking (FRB), BNL banca commerciale (BNL bc), Italian retail banking, Belgian Retail Banking (BRB), Other Domestic Markets activities including Arval, BNP Paribas Leasing Solutions, Personal Investors, Nickel and Luxembourg Retail Banking (LRB);

International Financial Services, comprising: Europe-Mediterranean, BancWest, Personal Finance, Insurance, Wealth and Asset Management;

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

As at 30 June 2020, 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 7.70% of the share capital, BlackRock Inc. holding 6.10% of the share capital and Grand Duchy of Luxembourg holding 1% of the share capital.

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

| <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>                           | 31/12/2019  | 31/12/2018    | 31/12/2017    | 30/09/2020     | 30/09/2019  |
| <b>Net interest income</b>                        | 21,127      | 21,062        | 21,191        | n.a            | n.a   |
| <b>Net fee and commission income</b>              | 9,365       | 9,207         | 9,430         | n.a            | n.a   |
| <b>Net gain on financial instruments</b>          | 7,464       | 6,118         | 7,112         | n.a            | n.a   |
| <b>Revenues</b>                                   | 44,597      | 42,516        | 43,161        | 33,448         | 33,264  |
| <b>Cost of Risk</b>                               | -3,203      | -2,764        | -2,907        | -4,118         | -2,237  |
| <b>Operating Income</b>                           | 10,057      | 9,169         | 10,310        | 6,698          | 7,722   |
| <b>Net income attributable to equity holders</b>  | 8,173       | 7,526         | 7,759         | 5,475          | 6,324   |
| <b>Earnings per share (in euros)</b>              | 6.21        | 5.73          | 6.05          | 4.12           | 4.82  |
| <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>                           | 31/12/2019  | 31/12/2018    | 31/12/2017    | 30/09/2020     | 30/09/2019  |
| <b>Total assets</b>                               | 2,164,713   | 2,040,836     | 1,952,166     | 2,595,498      | 2,510,204   |
| <b>Debt securities</b>                            | 221,336     | 206,359       | 198,646       | 224,785        | 236,476   |
| <b>Of which mid long term Senior Preferred</b>    | 88,466*     | 88,381*       | 88,432        | n.a            | n.a   |
| <b>Subordinated debt</b>                          | 20,896      | 18,414        | 16,787        | n.a            | n.a   |
| <b>Loans and receivables from customers (net)</b> | 805,777     | 765,871       | 735,013       | 811,409        | 797,357   |
| <b>Deposits from customers</b>                    | 834,667     | 796,548       | 760,941       | 966,257        | 850,458   |
| <b>Shareholders' equity (Group share)</b>         | 107,453     | 101,467       | 101,983       | 111,786        | 107,157   |
| <b>Doubtful loans/ gross outstandings**</b>       | 2.2%        | 2.6%          | 3.3%          | 2.2%           | 2.4%  |
| <b>Common Equity Tier 1 capital (CET1) ratio</b>  | 12.1%       | 11.8%         | 11.9%         | 12.6%          | 12%   |
| <b>Total Capital Ratio</b>                        | 15.5%       | 15%           | 14.8%         | 16.3%          | 15.4%   |
| <b>Leverage Ratio</b>                             | 4.6%        | 4.5%          | 4.6%          | 4.4%           | 4%  |

(\*) Regulatory scope

(\*\*) TImpaired 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).

**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. An interruption in or a breach of the BNP Paribas Group's information systems may cause substantial losses of client or customer information, damage to the BNP Paribas Group's reputation and result in financial losses.
3. The BNP Paribas Group may incur significant losses on its trading and investment activities due to market fluctuations and volatility.
4. Adjustments to the carrying value of the BNP Paribas Group's securities and derivatives portfolios and the BNP Paribas Group's own debt could have an adverse effect on its net income and shareholders' equity.
5. 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.
6. 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.
7. Laws and regulations adopted in recent years, particularly in response to the global financial crisis, as well as new legislative proposals, may materially impact the BNP Paribas Group and the financial and economic environment in which it operates.
8. The BNP Paribas Group may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties.
9. Epidemics and pandemics, including the ongoing coronavirus (COVID-19) pandemic and their economic consequences may adversely affect the Group's business, operations and financial condition.

**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 Certificates, including:

**1. Risk relating to the structure of the Certificates:**

**Leverage Products:** Investors may be exposed to a partial or total loss of their investment. The return on the Securities depends on the performance of the Underlying Reference(s) and the application of automatic early redemption features. Additionally, the return may depend on other market factors such as interest rates, the implied volatility of the Underlying Reference(s) and the time remaining until redemption. The effect of leverage on the Securities may be either positive or negative. Open End Certificates and OET Certificates do not have any pre-determined maturity and may be redeemed on any date determined by the relevant Issuer and investment in such

Open End Certificates and OET Certificates entails additional risks compared with other Certificates due to the fact that the redemption date cannot be determined by the investor.

## **2. Risk relating to the Underlying and its Disruption and Adjustments:**

Index Securities are linked to the performance of an underlying index (an "Index"), which may reference various asset classes such as, equities, bonds, currency exchange rates or property price data, or could reference a mixture of asset classes. Investors in Index Securities face the risk of a broader set of circumstances that mean that the assets underlying the Index do not perform as expected compared to an investment in conventional debt securities. Accordingly, the return on an investment in Index Securities is more likely to be adversely affected than an investment in conventional debt securities: exposure to one or more index, adjustment events and market disruption or failure to open of an exchange which may have an adverse effect on the value and liquidity of the Securities and that the Issuer will not provide post-issuance information in relation to the Underlying Reference.

## **3. Risks related to the trading markets of the Certificates:**

**Factors affecting the value and trading price of 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 risk:**

**Meeting of Holders:** 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**

The Securities will be fully subscribed by BNP Paribas Arbitrage S.N.C. as Manager on 4 February 2021. Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Nordic MTF. This issue of Securities is being offered in a Non-exempt Offer in the Kingdom of Sweden.

### **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 are being charged to an investor by the Issuer.

### ***Who is the offeror and/or the person asking for admission to trading?***

#### **Description of the offeror**

BNP Paribas Warrants & Certificats, 20 boulevard des Italiens 75009 Paris France, [listedproducts.sweden@bnpparibas.com](mailto:listedproducts.sweden@bnpparibas.com). Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83.

The Offeror was incorporated in France as a société anonyme under French law.

### ***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: SEK 2,509,500.

#### **Underwriting agreement**

Not applicable.

### **Most material conflicts of interest pertaining to the offer or the admission to trading**

Any 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 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 Arbitrage 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 Arbitrage 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.

| Series Number / ISIN Code | No. of Securities issued | No. of Securities | Local Code                 | Issue Price per Security | Call / Put | Exercise Price            | Capitalised Exercise Price Rounding Rule | Security Threshold Rounding Rule | Security Percentage | Dividend Percentage | Interbank Rate 1 Screen Page | Financing Rate Percentage | Redemption Date | Parity |
|---------------------------|--------------------------|-------------------|----------------------------|--------------------------|------------|---------------------------|--|----------------------------------|---------------------|---------------------|------------------------------|---------------------------|-----------------|--------|
| NLBNPSE10YS5              | 150,000                  | 150,000           | MINILONG<br>SP500<br>BP101 | SEK 16.73                | Call       | USD<br>3,628.0000000<br>0 | Upwards 8<br>digits                      | Upwards 2<br>digits              | 2%                  | 85%                 | USD1MFSR=                    | +3.50%                    | Open End        | 100    |

| Series Number / ISIN Code | Index    | Index Currency | ISIN of Index | Reuters Code of Index | Index Sponsor                         | Index Sponsor Website  | Exchange  | Exchange Website |
|---------------------------|----------|----------------|---------------|-----------------------|---------------------------------------|--|---|------------------|
| NLBNPSE10YS5              | S&P 500® | USD            | US78378X1072  | .SPX                  | S&P Dow Jones<br>Indices LLC ("SPDJ") | <a href="http://www.eu.spindices.com">www.eu.spindices.com</a> | As set out in Annex 2 for a<br>Composite Index (Multi-<br>Exchange Index) | =                |



# Sammanfattning

## Avsnitt A - Inledning och Varningar

### Varningar

Den här sammanfattningen ska läsas som en introduktion till Grundprospektet och tillämpliga slutliga villkor.

Varje beslut om att investera i Värdepapper ska ske med beaktande av detta Grundprospekt i sin helhet, inklusive de dokument som inkorporerats genom hänvisning och de tillämpliga Slutliga Villkoren.

Om krav grundat på information i detta Grundprospekt och de tillämpliga Slutliga Villkoren framställs vid domstol i en Medlemsstat inom det Europeiska Ekonomiska Samarbetsområdet kan käranden komma att vara skyldig att bekosta översättningen av Grundprospektet och de tillämpliga Slutliga Villkoren i enlighet med nationell lagstiftning i den Medlemsstat där kravet framställs innan de rättsliga förfarandena inleds.

Civilrättsligt ansvar kan endast åläggas Emittenten eller Borgensmannen i någon sådan Medlemsstat på grundval av denna sammanfattning, inklusive översättningar härav, endast om den inte är missvisande, felaktig eller oförenlig med de andra delarna av Grundprospektet och de tillämpliga Slutliga Villkoren eller, om sammanfattningen som en konsekvens av implementeringen av relevanta bestämmelser i Direktiv 2010/73/EU i den aktuella Medlemsstaten, när den läses tillsammans med de andra delarna av Grundprospektet och de tillämpliga Slutliga Villkoren brister i tillhandahållandet av nyckelinformation (såsom definierat i Artikel 2.1(s) i Prospektdirektivet) som ska hjälpa investerare när de överväger att investera i Värdepapprena.

Du står i begrepp att köpa en produkt som är komplicerad och kan vara svår att förstå sig på.

### Namn och internationellt standardnummer för värdepapper (ISIN) på värdepappren

SEK "Mini Future" kopplad till en underliggande Index

Internationellt identifieringsnummer för värdepapper (□ISIN□): Se tabellerna nedan.

### Identitet och kontaktuppgifter för emittenten

BNP Paribas Issuance B.V. ("**BNPP B.V.**" eller "**Emittenten**"). Emittenten är ett privat aktiebolag inkorporerat i Nederländerna under nederländsk rätt, med säte på Herengracht 595, 1017 CE Amsterdam, Nederländerna. Identifieringskod för juridiska personer ("LEI"): 7245009UXRIGIRYOBR48

### Identitet och kontaktuppgifter för erbjudaren

BNP Paribas Warrants & Certificats, 20 boulevard des Italiens 75009 Paris Frankrike, [listedproducts.sweden@bnpparibas.com](mailto:listedproducts.sweden@bnpparibas.com).

### Identitet och kontaktuppgifter för den behöriga myndighet som godkänner prospektet

Nederländska finansmarknadsmyndigheten ("AFM"), Postbus 11723 - 1001 GS Amsterdam, Nederländerna. [www.afm.nl](http://www.afm.nl)

### Dagen för godkännandet av prospektet

Detta prospekt godkändes den 2 juli 2020 av AFM, med olika bilagor från tid till annan.

## Avsnitt B - Nyckelinformation om emittenten

### Vem är emittent av värdepappren?

#### Emittentens hemvist / juridiska form / LEI / enligt vilken lagstiftning emittenten bedriver verksamhet / i vilket land bolaget har bildats

Emittenten är ett privat aktiebolag inkorporerat i Nederländerna under nederländsk rätt, med säte på Herengracht 595, 1017 CE Amsterdam, Nederländerna. : Identifieringskod för juridiska personer ("LEI") : 7245009UXRIGIRYOBR48. BNPP B.V.:s långfristiga kreditvärderingar är A+ med negativ prognos (S&P Global Ratings Europe Limited) och BNPP B.V.:s kortfristiga kreditvärderingar är A-1 (S&P Global Ratings Europe Limited).

#### Emittentens huvudverksamhet

Emittentens huvudsakliga verksamhet består i att emittera och/eller förvärva alla slags finansiella instrument, och att å BNPP-Koncernens olika enheters vägnar ingå avtal relaterade till detta. Tillgångarna i BNPP B.V. består av åtaganden för andra BNPP-koncernbolag. Följaktligen kommer innehavare av BNPP B.V.-värdepapper, enligt bestämmelserna i borgensförbindelsen som emitterats av BNPP, att vara exponerad mot förmågan hos BNPP-koncernen att uppfylla sina åtaganden enligt sådana säkringsavtal och kan drabbas av förluster om dessa företag misslyckas att uppfylla sina åtaganden.

#### Emittentens större aktieägare

BNP Paribas innehar 100 procent av aktiekapitalet i BNPP B.V.

#### Identiteten för de viktigaste administrerande direktörerna

Verkställande direktör för emittenten är BNP Paribas Finance B.V. verkställande direktörer för BNP Paribas Finance B.V.: Edwin Herskovic/Erik Stroet/Folkert van Asma/Richard Daelman/Geert Lippens/Matthew Yandle.

#### Identiteten för emittentens lagstadda revisorer

Mazars N.V. är emittentens revisor. Mazars N.V. är en oberoende publik redovisningsfirma inregistrerad hos Nederländerna hos NBA (Nederlandse Beroepsorganisatie van Accountants).

### Finansiell nyckelinformation för emittenten?

#### Finansiell nyckelinformation

##### Resultaträkning

|                        | År         | År-1       | Delår      | Jämförande delårsperiod från samma period föregående år |
|------------------------|------------|------------|------------|---|
| I €                    | 31/12/2019 | 31/12/2018 | 30/06/2020 | 30/06/2019  |
| <b>Rörelseresultat</b> | 47 976     | 39 967     | 27 896     | 27 516  |

| <b>Balansräkning</b>   |                   |                   |                   |  |
|--|-------------------|-------------------|-------------------|--|
|  | <b>År</b>         | <b>År-1</b>       | <b>Delår</b>      | <b>Jämförande delårsperiod från samma period föregående år</b> |
| <b>I €</b>   | <b>31/12/2019</b> | <b>31/12/2018</b> | <b>30/06/2020</b> | <b>30/06/2019</b>  |
| <b>Finansiell skuldsättningsgrad (långsiktiga skulder plus kortfristiga skulder minus kontanter)</b> | 64 938 742<br>676 | 56 232 036<br>938 | 80 868 819<br>411 | 67 131 860 338   |
| <b>Nuvarande kapitaltäckningsgrad (omsättningstillgångar/kortfristiga skulder)</b>                   | 1                 | 1                 | 1                 | 1  |
| <b>Skuld i förhållande till eget kapital (totala skulder/totala egna kapitalet)</b>                  | 112 828           | 103 624           | 135 904           | 119 864  |
| <b>Räntetäckningsgrad (rörelseresultat/räntekostnad)</b>   |                   |                   |                   |  |

| <b>Kassaflödesanalys</b>                            |                   |                   |                   |  |
|---|-------------------|-------------------|-------------------|--|
|   | <b>År</b>         | <b>År-1</b>       | <b>Delår</b>      | <b>Jämförande delårsperiod från samma period föregående år</b> |
| <b>I €</b>  | <b>31/12/2019</b> | <b>31/12/2018</b> | <b>30/06/2020</b> | <b>30/06/2019</b>  |
| <b>Likvida medel från den löpande verksamheten</b>  | 661 222           | -153 286          | -595 018          | 349 674  |
| <b>Likvida medel från finansieringsverksamheten</b> | 0                 | 0                 | 0                 | 0  |
| <b>Likvida medel från investeringsverksamheten</b>  | 0                 | 0                 | 0                 | 0  |

#### **Anmärkningar i revisionsberättelsen**

Inte tillämpligt, det finns inte några anmärkningar i någon av revisionsberättelserna avseende den historiska finansiella information som är inkluderad i Grundprospektet.

#### **Specifika nyckelrisker för emittenten?**

Inte tillämplig. BNPP B.V. är ett operationellt bolag. Kreditvärdigheten för BNPP B.V. beror på BNPP: s kreditvärdighet.

### **Avsnitt C - Nyckelinformation om värdepapperen**

#### **Värdepapperens viktigaste egenskaper?**

##### **Typ, kategori och ISIN**

Värdepapprena utgörs av certifikat ("Certifikat") och emitteras i Serier. ISIN: Se tabellerna nedan.

##### **Valuta / valör / nominella värde / antal emitterade värdepapper / värdepapperens löptid**

Valutan för denna värdepappersserie är le Swedish Krona ("SEK"). Värdepapperen har inget parivärde. Antal värdepapper: Se tabellerna nedan.

##### **Vilka rättigheter som sammanhänger med värdepapperen**

*Negativ pant* - Värdepapperens villkor kommer inte innehålla någon så kallad negative pledge-bestämmelse.

*Uppsägningsgrunder* - Värdepapperens villkor kommer inte innehålla någon uraktläthet.

*Tillämplig lag* - Värdepapperen, agentavtalet (med ändringar eller tillägg från tid till annan) och Borgensförbindelsen är alla styrda av, och ska tolkas i enlighet med, fransk rätt och jurisdiktionen över samtliga härtill hänförliga käromål och processer ska, enligt eventuella tvingande regler i Bryssels omarbetsförordning, tillfalla behörig domstol i Paris inom domsagan för Paris appellationsdomstol (*Cour d'Appel de Paris*). BNPP B.V. väljer som säte BNP Paribas huvudkontor, vilket för närvarande finns på 16 boulevard des Italiens, 75009 Paris.

*Ränta* - Värdepapprena är inte räntebärande och ger inte rätt till räntebetalning.

*Underliggande* - Index.

*Inlösen* - Värdepapprena är kontantavräknade Värdepapper.

Såvida inte ett värdepapper lösts in eller annullerats tidigare, kommer varje värdepapper att lösas in den femte Bankdagen efter Värderingsdagen.

Certifikaten kan lösas in i förtid enligt innehavarens önskemål till valfritt inlösenbelopp som motsvarar

#### **Put Payout 2210**

om Värdepapprena är specificerade såsom varande *Call Securities*:

$$(i) \quad \text{Max} \left( 0; \left( \frac{\text{Slutligt Pris} - \text{Kapitaliserat Lösenpris}}{\text{Paritet} \times \text{Fertida Vaxelkurs}} \right) \right); \text{ eller}$$

om Värdepapprena är specificerade såsom varande *Put Securities*:

$$(ii) \quad \text{Max} \left( 0; \left( \frac{\text{Kapitaliserat Lösenpris} - \text{Slutligt Pris}}{\text{Paritet} \times \text{Fertida Vaxelkurs}} \right) \right).$$

#### **Beskrivning av Put Payout 2210**

Om Innehavaren har utnyttjat sin Säljoption, förutsatt att ingen Automatisk Tidig Inlösenhändelse har inträffat och Emittenten inte redan har fastställt Värderingsdatum, kommer utbetalningen att motsvara följande: (i) i fråga om *Call Securities* motsvarar den överskottet (om sådant finns) av det Slutliga Priset på Värderingsdagen i förhållande till det Kapitaliserade Lösenpriset, eller (ii) om det gäller *Put Securities* motsvarar den överskottet (om sådant finns) av det Kapitaliserade Lösenpriset i förhållande till det Slutliga Priset på Värderingsdagen, i vardera fallet dividerat med produkten av den Slutliga Konverteringskursen och Paritet.

#### **Slutlig Inlösen**

Såvida värdepapperet inte har lösts in eller köpts eller annullerats tidigare, ger varje värdepapper ägaren rätt att från emittenten på inlösendatumet erhålla ett kontantavräknat belopp som motsvarar:

#### **Slutliga Utbetalningar**

## **Börshandlade värdepapper (ETS) slutliga utbetalningar** **Hävstångsprodukter:**

**Hävstång:** produkter med öppen tidsram för vilka avkastningen är knuten till avkastningen på den underliggande referensen. Beräkningen av avkastningen kan baseras på olika mekanismer (inklusive egenskaper för knock-out). Det finns inget kapitalskydd.

### **ETS slutlig utbetalning (ETS 2210)**

om Värdepapprena är specificerade såsom varande *Call Securities*:

$$(i) \quad \text{Max} \left( 0; \left( \frac{\text{Slutligt Pris} - \text{Kapitaliserat Lösenpris}}{\text{Paritet} \times \text{Slutlig Vaxelkurs}} \right) \right); \text{ eller}$$

om Värdepapprena är specificerade såsom varande *Put Securities*:

$$(ii) \quad \text{Max} \left( 0; \left( \frac{\text{Kapitaliserat Lösenpris} - \text{Slutligt Pris}}{\text{Paritet} \times \text{Slutlig Vaxelkurs}} \right) \right)$$

### **Beskrivning av Utbetalningen**

Utbetalningen kommer att motsvara (i) såvitt avser *Call Securities*, överskottet (om något) av det Slutliga Priset i förhållande till det Kapitaliserade Utövandepriset, eller (ii) såvitt avser *Put Securities*, överskottet (om något) av det Kapitaliserade Utövandepriset i förhållande till det Slutliga Priset, i vardera fallet dividerat med produkten av Konverteringskurs och Paritet.

### **Automatisk tidig Inlösen**

Om det på ett värderingsdatum för automatisk tidig inlösen inträffar en händelse som är en automatisk tidig inlösen, kommer värdepappren att lösas in i förtid till beloppet för den automatiska tidig inlösen på dagen för den automatiska tidiga inlösen.

Beloppet för automatisk tidig inlösen kommer att ett belopp som motsvarar:

### **Automatisk tidig inlösenutbetalning 2210/1:**

såvitt avser *Call Securities*:

$$(i) \quad \text{Max} \left( 0; \left( \frac{\text{Fertida Slutligt Pris} - \text{Kapitaliserat Lösenpris}}{\text{Paritet} \times \text{Fertida Vaxelkurs}} \right) \right);$$

såvitt avser *Put Securities*:

$$(ii) \quad \text{Max} \left( 0; \left( \frac{\text{Kapitaliserat Lösenpris} - \text{Fertida Slutligt Pris}}{\text{Paritet} \times \text{Fertida Vaxelkurs}} \right) \right);$$

**"Automatisk Förtida Inlösenhändelse"** betyder att:

- såvitt avser ett *Call Security*, Observationspriset är mindre än eller lika med tillämpligt Tröskelvärde för Värdepappret; eller

- såvitt avser ett *Put Security*, Observationspriset är större än eller lika med tillämpligt Tröskelvärde för Värdepappret.

**"Automatisk Förtida Inlösendag"** betyder dagen som infaller tio (10) Bankdagar efter Värderingsdagen;

**Beskattning** - Innehavaren ska betala all skatt, tull, och/eller de utgifter som är hänförliga till avräkning av värdepappren och/eller leverans eller överföring av rättigheten. Emittenten ska, från belopp som är förfallna till betalning eller tillgångar som är levererbara, göra avdrag för skatt och utlägg som inte tidigare har dragits av från belopp som har betalats eller tillgångar som har levererats till en Innehavare, vilka beräkningsagenten anser vara hänförliga till värdepappren.

Betalningar kommer i samtliga fall göras med förbehåll för (i) fiskala eller andra tillämpliga lagar och avräkningar tillämpliga vid betalning, (ii) källskatt eller avdrag som förutsätts med anledning av ett sådant avtal som finns beskrivet i avsnitt 1471(b) av 1986 års amerikanska inkomstskattelag ("Lagen") eller som på annat sätt påförts och som är hänförligt till avsnitt 1471-1474 i Lagen, avräkning eller avtal därunder, officiella tolkningar av detta, eller lag som implementerar en mellanstatlig syn på detta, och (iii) källskatt eller avdrag som förutsätts med anledning av Avsnitt 871(m) i Lagen.

**Möten** - Villkoren för Skuldebrev kommer innehålla bestämmelser för hur man ska kalla till möten mellan innehavare av aktuella Värdepapper för att belysa frågor som generellt sett påverkar deras intressen. Dessa bestämmelser ger angivna majoriteter rätt att fatta beslut som binder alla innehavare, inklusive innehavare som inte har närvarat eller röstat på aktuellt möte och även innehavare som röstat mot majoriteten.

**Företrädare för Innehavare av Värdepapper** - Innehavarna ska inte indelas i en massa.

### **Värdepapperens prioriteringsnivå**

Värdepappren är efterställda icke och icke säkerställda och icke säkerställda förpliktelser för emittenten som sinsemellan rankas *pari passu*.

### **Inskränkningar i rätten att fritt överlåta värdepappren**

Det finns inga begränsningar för en fri överlåtbarhet av värdepappren.

### **Utdelning eller utbetalningspolicy**

Inte tillämpligt.

### **Var kommer värdepappren att handlas?**

### **för ansökan om upptagande till handel**

Ansökan har förväntats göras av Emittenten (eller åt denne) för de värdepapper som tillåts för handel på Nordic MTF.

### **Omfattas värdepappren av en garanti?**

### **Garantins art och omfattning**

Åtagandena enligt garantin är äldre preferensobligationer (enligt betydelse i artikel L.613-30-3-I-3° i den franska lagen Code monétaire et financier) och icke säkerställda åtaganden för BNPP och kommer att rankas pari passu med alla övriga nuvarande och framtida äldre preferensobligationer och icke säkerställda åtaganden som är föremål för sådana undantag och kan vid olika tillfällen vara obligatoriska enligt fransk lag. I händelse av en skuldnedskrivning av BNPP men inte av BNPP B.V, kommer alla förpliktelser och/eller belopp som är i BNPP:s ägo enligt borgensförbindelsen reduceras för att återspegla alla ändringar som tillämpas för skulder tillhöriga BNPP, vilket leder till en tillämpning av skuldnedskrivning för BNPP av en tillämplig regleringsmyndighet (inklusive i en situation där själva borgensförbindelsen inte är föremål för en sådan skuldnedskrivning).

Garantigivaren garanterar ovillkorligt och oåterkalleligt varje innehavare att, om BNPP B.V. av någon anledning inte betalar en summa som ska betalas eller inte lever upp till någon annan skyldighet i samband med ett värdepapper på det angivna datumet för en sådan betalning eller avkastning, kommer garantigivaren enligt villkoren att betala den summan i den valuta i vilken en sådan betalning ska betalas med omedelbart tillgängliga medel eller, alltefter omständigheterna, utföra eller tillse att relevant skyldighet uppfylls på förfalldagen för sådant resultat.

#### Beskrivning av garanten

Värdepapperen emitterade av BNPP B.V. kommer ovillkorligen och oåterkalleligen att garanteras av BNP Paribas ("**BNPP**" eller "**Borgensmännen**") enligt den franska lagen om garantier införd av BNPP på eller kring 2 juli 2020 ("**Borgensförbindelsen**"). Identifieringskod för juridiska personer ("LEI") : ROMUWSFPU8MPRO8K5P83. Borgensmännen är ett société anonyme bildat i Frankrike under fransk rätt, innehavande av banklicens och med säte på 16, boulevard des Italiens - 75009 Paris, Frankrike. BNPP:s långsiktiga kreditbetyg är A+ med negativ prognos (S&P Global Ratings Europe Limited), Aa3 med stabila prognos (Moody's, Investors Service Ltd.), AA- med "negativ värderingsuppsikt" (Fitch France S.A.S.) (vilket är den långsiktiga värdering som tilldelats BNPP:s preferensobligationer med bättre rätt av Fitch France S.A.S.) och AA (låg) med stabila prognos (DBRS Limited) och BNPP:s kortfristiga kreditbetyg är A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1+ (Fitch France S.A.S.) och R-1 (medel) (DBRS Limited).

BNPP är en ledande europeisk leverantör av tjänster inom området bank och finans och har fyra inhemska retail banking-marknader i Europa, nämligen Frankrike, Belgien, Italien och Luxemburg. Det är verksamt i 71 länder och har mer än 197 000 anställda, inklusive nästan 150 000 i Europa. BNPP är moderbolag i BNP Paribas-koncernen (tillsammans kallat "**BNPP-Koncernen**").

BNP Paribas har nyckelpositioner inom sina två verksamhetsområden:

- *Retail Banking and Services*, vilket inkluderar:

*nationella marknader*, vilka inbegriper: Fransk Retail Banking (FRB), BNL *Banca Commerciale* (BNL bc), italiensk retail banking, Belgisk Retail Banking (BRB), Andra *Domestika Marknadsaktiviteter*, inklusive luxemburgsk Retail Banking (LRB);

*internationella finansiella tjänster*, vilka inbegriper: Europa-Medelhavsområdet, BancWest, Privatekonomi, Försäkring, Förmögenhetsförvaltning och förvaltning av tillgångar;

- *Corporate and Investment Banking* (CIB), vilket inbegriper: Affärsbanksverksamhet, Globala marknader, Värdepapperstjänster.

Per den 30 juni 2020 var huvudaktieägare är Société Fédérale de Participations et d'Investissement ("SFPI") ett public-interest société anonyme (publikt aktiebolag) som agerar på uppdrag av den belgiska regeringen och som äger 7,70 procent av aktiekapitalet, BlackRock Inc. som innehar 6,10 procent av aktiekapitalet och Storhertigdömet av Luxemburg som äger 1 procent av aktiekapitalet.

#### Finansiella nyckelinformation som är relevant för bedömningen av garantens förmåga att fullgöra sina åtaganden enligt garantin

| Resultaträkning   |            |            |            |            |   |
|---|------------|------------|------------|------------|---|
|   | År         | År-1       | År-2       | Delår      | Jämförande delårsperiod från samma period föregående år |
| I miljoner €  | 31/12/2019 | 31/12/2018 | 31/12/2017 | 30/09/2020 | 30/09/2019  |
| <b>Räntenetto</b>   | 21 127     | 21 062     | 21 191     | n.a        | n.a   |
| <b>Nettoavgift och provisioner</b>                                    | 9 365      | 9 207      | 9 430      | n.a        | n.a   |
| <b>Nettovinst på finansiella instrument</b>                           | 7 464      | 6 118      | 7 112      | n.a        | n.a   |
| <b>Intäkter</b>   | 44 597     | 42 516     | 43 161     | 33 448     | 33 264  |
| <b>Kostnad för risk</b>   | -3 203     | -2 764     | -2 907     | -4 118     | -2 237  |
| <b>Rörelseresultat</b>  | 10 057     | 9 169      | 10 310     | 6 698      | 7 722   |
| <b>Nettoresultat hänförligt till aktieägare</b>                       | 8 173      | 7 526      | 7 759      | 5 475      | 6 324   |
| <b>Resultat per aktie (i €)</b>                                       | 6,21       | 5,73       | 6,05       | 4,12       | 4,82  |
| Balansräkning   |            |            |            |            |   |
|   | År         | År-1       | År-2       | Delår      | Jämförande delårsperiod från samma period föregående år |
| I miljoner €  | 31/12/2019 | 31/12/2018 | 31/12/2017 | 30/09/2020 | 30/09/2019  |
| <b>Totala tillgångar</b>  | 2 164 713  | 2 040 836  | 1 952 166  | 2 595 498  | 2 510 204   |
| <b>Skuldförbindelser</b>  | 221 336    | 206 359    | 198 646    | 224 785    | 236 476   |
| <b>Av vilka medelfristiga prioriterade skuldförbindelser föredras</b> | 88 466*    | 88 381*    | 88 432     | n.a        | n.a   |
| <b>Mindre prioriterade skulder</b>                                    | 20 896     | 18 414     | 16 787     | n.a        | n.a   |
| <b>Lån och kundfordringar (netto)</b>                                 | 805 777    | 765 871    | 735 013    | 811 409    | 797 357   |
| <b>Insättningar från kunder</b>                                       | 834 667    | 796 548    | 760 941    | 966 257    | 850 458   |
| <b>Eget kapital (koncernandel)</b>                                    | 107 453    | 101 467    | 101 983    | 111 786    | 107 157   |
| <b>Tvivelaktiga lån/bruttoresultat**</b>                              | 2,2%       | 2,6%       | 3,3%       | 2,2%       | 2,4%  |
| <b>Kärnprimärkapitalrelation</b>                                      | 12,1%      | 11,8%      | 11,9%      | 12,6%      | 12%   |
| <b>Total kapitalrelation</b>  | 15,5%      | 15%        | 14,8%      | 16,3%      | 15,4%   |
| <b>Hävstångsmått</b>  | 4,6%       | 4,5%       | 4,6%       | 4,4%       | 4%  |

(\*) Regleringsområde

(\*\*) Osäkra lån (steg 3) till kunder och kreditinstitut, ej avdragna från garantier, inklusive i balansräkningen och utanför balansräkningen och skuldförbindelser värderade till upplupet anskaffningsvärde eller till verkligt värde via eget kapital redovisat på utestående bruttolån till kunder och kreditinstitut, i balansräkningen och utanför balansräkningen och inklusive skuldförbindelser värderade till upplupet anskaffningsvärde eller till verkligt värde via eget kapital (exklusive försäkring).

### Mest väsentliga riskfaktorer som hänför sig till garanten

1. En avsevärd ökning av nya bestämmelser eller en nedgång i nivån för tidigare registrerade avsättningar exponerade för kreditrisk och motpartsrisk kan påverka BNP Paribas-koncernens resultat och verksamhet negativt.
2. Ett avbrott i eller en överträdelse av BNP Paribas-koncernens informationssystem kan orsaka betydande förluster av kund- eller kundinformation, skada på BNP Paribas-koncernens rykte och leda till ekonomiska förluster.
3. BNP Paribas-koncernen kan drabbas av betydande förluster i sin handels- och investeringsverksamhet på grund av marknadsvängningar och volatilitet.
4. Justeringar av det redovisade värdet på BNP Paribas-koncernens värdepappers- och derivatportföljer och BNP Paribas-koncernens egna skulder kan ha en negativ effekt på dess nettoresultat och egna kapital.
5. BNP Paribas-koncernens tillgång till och kostnader för finansiering kan påverkas negativt av finansiella kriser, försämrade ekonomiska förhållanden, nedgraderingar av kreditbetyg, ökning av statsspecifika kreditspreadar eller andra faktorer.
6. Negativa ekonomiska och finansiella förhållanden har tidigare haft och kan i framtiden ha en inverkan på BNP Paribas-koncernen och de marknader på vilka den verkar.
7. Lagar och förordningar som antagits under de senaste åren, särskilt som svar på den globala finanskrisen, såväl som nya lagstiftningsförslag, kan väsentligt påverka BNP Paribas-koncernen och den finansiella och ekonomiska miljön i vilken den verkar.
8. BNP Paribas-koncernen kan åläggas betydande böter och andra administrativa och straffrättsliga påföljder för icke överensstämmelse med gällande lagar och förordningar, och kan också drabbas av förluster i samband med (eller oberoende av) tvister med privata parter.
9. Epidemier och pandemier, inklusive den pågående coronaviruspandemin (Covid-19) och deras ekonomiska konsekvenser kan påverka koncernens verksamhet och ekonomiska tillstånd negativt.

### Vilka nyckelrisker är specifika för värdepapperen?

#### Mest väsentliga riskfaktorer som är specifika för värdepapperen

Det finns även risker som är förknippade med Certifikat, inklusive:

##### 1. Risk som är relaterad till värdepappernas struktur:

**Hävstångsprodukter:** Investerarare kan exponeras mot en partiell eller fullständig förlust av sin investering. Avkastningen på värdepapper beror på avkastningen på den eller de underliggande referenserna och på tillämpning av egenskaper för automatisk tidig inlösen. Dessutom kan avkastningen bero på marknadsfaktorer som till exempel räntor, indirekt volatilitet på den eller de underliggande referenserna och den tid som återstår till inlösen. Effekten av en hävstång på värdepapperen kan vara antingen positiv eller negativ.

Open End-certifikat och OET-certifikat har inte någon i förväg fastställd löptid och kan alltid lösas av berörd Emittent. En investering i sådana Open End-certifikat och OET-certifikat medför ytterligare risker jämfört med andra certifikat på grund av att inlösendatumet inte kan fastställas av investeraren;

##### 2. Isk som är relaterad till de Underliggande och dess Avbrott och Justeringar:

Indexvärdepapper är kopplade till utvecklingen på ett underliggande index (ett □Index□), som kan referera till olika tillgångsklasser som t.ex. aktier, obligationer, utländsk valuta eller värde på fastigheter eller kan referera till en blandning av tillgångsklasser. Investerarare i Indexvärdepapper står inför risker som har ett bredare spektrum vilket betyder att tillgångarna som Indexet baserar sig på inte fungerar på samma sätt som en investering i en konventionell obligation. Avkastningen på en investering i Indexvärdepapper påverkas antagligen mer negativt än en investering i en konventionell obligation.

##### 3. Risk som är relaterad till handel med värdepapper:

**Faktorer som påverkar värdet och kursen på Värdepapper:** Kursen på Värdepapper kan påverkas av ett antal faktorer inklusive men inte begränsat till det gällande priset eller nivån på Underliggande Referenser, återstående tid på Värdepapperets planerade inlösendag, aktuell eller implicit volatilitet som är förknippat med den Underliggande Referenten och risken med det inbördes förhållandet till gällande Underliggande Referens(er). Risken att värdet och kursen på Värdepapperet kan fluktuera (antingen uppåt eller neråt) beror på ett antal faktorer som investeraren nogga borde överväga innan köp eller försäljning.

##### 4. Rättsrisker:

**Möten** - Villkoren för Skuldebrev kommer innehålla bestämmelser för hur man ska kalla till möten mellan innehavare av aktuella Värdepapper för att belysa frågor som generellt sett påverkar deras intressen. Dessa bestämmelser ger angivna majoriteter rätt att fatta beslut som binder alla innehavare, inklusive innehavare som inte har närvarat eller röstat på aktuellt möte och även innehavare som röstat mot majoriteten.

## Avsnitt D - Nyckelinformation om erbjudandet av värdepapper till allmänheten och/eller upptagandet till handel på en reglerad marknad

### På vilka villkor och enligt vilken tidsplan kan jag investera i detta värdepapper?

#### Villkor och förväntad tidsplan för erbjudandet

Värdepapperen kommer att tecknas fullt ut av BNP Paribas Arbitrage S.N.C. som förvaltare den 4 februari 2021. Ansökan har förväntats göras av Emittenten (eller åt denne) för de värdepapper som tillåts för handel på Nordic MTF. Denna emission av värdepapper erbjuds i ett behörigt erbjudande i kungadömet Sverige.

#### Uppskattning av de sammanlagda kostnaderna för emissionen och/eller erbjudandet, inklusive en uppskattning av de kostnader som emittenten eller erbjudaren tar ut från investeraren

Inga debiterar inte investeraren några kostnader.

### Vem är erbjudaren och/eller den person som ansöker om upptagande till handel?

#### Berörda personen inte är emittenten

BNP Paribas Warrants & Certificats, 20 boulevard des Italiens 75009 Paris Frankrike, [listedproducts.sweden@bnpparibas.com](mailto:listedproducts.sweden@bnpparibas.com). Identifieringskod för juridiska personer ("LEI"): R0MUWSFPU8MPRO8K5P83. Erbjudandet är ett société anonyme bildat i Frankrike under fransk rätt.

#### Varför upprättas detta prospekt?

#### Användning av och uppskattat nettobelopp för medlen

Nettointäkterna från emissionen av värdepapperna kommer att bli en del av Emittentens huvudsakliga medel. Sådana intäkter kan komma att användas för att bibehålla positioner inom optioner och terminskontrakt eller andra hedginginstrument. Uppskattat nettobelopp för medlen: 2 509 500 SEK.

## garantiavtal på grundval av ett fast åtagande

Inte tillämpligt.

### Mest väsentliga intressekonflikterna rörande erbjudandet eller upptagandet till handel

En förvaltare och dess dotterbolag kan också ha varit verksam, och har rätt att bli verksam, i investment- och/eller commercial banking-transaktioner med, och får erbjuda annan service till, Emittenten [och Borgensmannen] och [dess] dotterbolag i den löpande verksamheten.

Olika enheter i BNPP-koncernen (inklusive emittenten och garantigivaren) och dotterbolag får påta sig olika roller hänförliga till värdepapperen, däribland emittenten av värdepapperen och beräkningsombudet för värdepapperen, som även kan genomföra handel (inklusive säkringsverksamhet) hänförlig till underliggande och andra instrument eller derivatprodukter baserade på eller hänförliga till underliggande, vilket kan leda till potentiella intressekonflikter.

BNP Paribas Arbitrage SNC, som agerar som förvaltare och beräkningsombud, är ett dotterbolag till emittenten och garantigivaren och potentiella intressekonflikter kan föreligga mellan denne och innehavarna av värdepapperen, däribland med avseende på vissas fastställanden och bedömningar som beräkningsombudet måste göra. De ekonomiska intressena för intressenten och för BNP Paribas Arbitrage SNC som förvaltare och beräkningsombud är potentiellt negativa för innehavarintressena i egenskap av investerare i värdepapperen.

Utöver vad som angivits ovan, såvitt Emittenten känner till, har ingen person som är inblandad i emissionen av värdepappren ett väsentligt intresse av erbjudandet, inklusive intressekonflikter.

| Identifikationsnummer / ISIN-kod | Antal emitterade värdepapper | Antal värdepapper | Kortnamn                   | Teckningskurs per värdepapper | Call / Put | Lösenpris             | Regel för avrundning kapitaliserat lösenpris | Regel för avrundning av knockout-nivå | Säkerhetsbuffer | Procentsats Utdelning | Sida för Interbankränta 1 | Finansieringsränta | Slutdag  | Paritet |
|----------------------------------|------------------------------|-------------------|----------------------------|-------------------------------|------------|-----------------------|--|---------------------------------------|-----------------|-----------------------|---------------------------|--------------------|----------|---------|
| NLBNPSE10YS5                     | 150 000                      | 150 000           | MINILONG<br>SP500<br>BP101 | SEK 16,73                     | Call       | USD 3<br>628,00000000 | Uppåt 8<br>decimaler                         | Uppåt 2<br>decimaler                  | 2%              | 85%                   | USD1MFSR=                 | +3,50%             | Open End | 100     |

| Identifikationsnummer / ISIN-kod | Index    | Underliggande valuta | ISIN-kod för det Underliggande | Reuters kod för det underliggande | Index Sponsor                      | Index-sponsorns webbplats                                      | Börs   | Börsens webbplats |
|----------------------------------|----------|----------------------|--------------------------------|-----------------------------------|------------------------------------|--|--|-------------------|
| NLBNPSE10YS5                     | S&P 500® | USD                  | US78378X1072                   | .SPX                              | S&P Dow Jones Indices LLC ("SPDJ") | <a href="http://www.eu.spindices.com">www.eu.spindices.com</a> | As set out in Annex 2 for a Composite Index (Multi-Exchange Index) | -                 |