

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

#### **FINAL TERMS DATED 18 APRIL 2024**

**BNP Paribas Issuance B.V.**  
*(incorporated in The Netherlands)*  
*(as Issuer)*

Legal entity identifier (LEI): 7245009UXRIGIRYOBR48

**BNP Paribas**  
*(incorporated in France)*  
*(as Guarantor)*

Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83

(Warrant and Certificate Programme)

#### **SEK "Unlimited Turbo" Certificates relating to an Index**

**BNP Paribas Financial Markets S.N.C.**  
*(formerly known as 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 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 30 June 2023, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Securities described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus to obtain all the relevant information. A summary of the Securities is annexed to these Final Terms. **The Base Prospectus, any Supplement(s) to the Base Prospectus and these Final Terms are available for**

viewing, on the following website: [educatedtrading.bnpparibas.se](https://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 | Interbank Rate 1 Screen Page | Financing Rate Percentage | Redemption Date | Parity | SPECIFIED SECURITIES PURSUANT TO SECTION 871(m) |
|---------------------------|--------------------------|-------------------|---------------------|--------------------------|------------|-------------------|--|----------------------------------|---------------------|------------------------------|---------------------------|-----------------|--------|---|
| NLBNPSE1GG66              | 300,000                  | 300,000           | TURBO L DAX BNP1489 | SEK 1.72                 | Call       | EUR 17,730.000000 | Upwards 6 digits                         | Upwards 6 digits                 | 0%                  | EURIBOR1M=                   | +3.50%                    | Open End        | 1,000  | No  |
| NLBNPSE1GG74              | 30,000                   | 30,000            | TURBO L OMX BNP1232 | SEK 32.76                | Call       | SEK 2,486.000000  | Upwards 6 digits                         | Upwards 6 digits                 | 0%                  | STIBOR1M=                    | +3.50%                    | Open End        | 1      | No  |
| NLBNPSE1GG82              | 120,000                  | 120,000           | TURBO L SPX BNP125  | SEK 55.26                | Call       | USD 4,546.000000  | Upwards 6 digits                         | Upwards 6 digits                 | 0%                  | USDSOFR=                     | +3.50%                    | Open End        | 100    | No  |

| Series Number / ISIN Code | Index        | Index Currency | ISIN of Index | Reuters Code of Index / Reuters Screen Page | Index Sponsor                       | Index Sponsor Website  | Exchange   | Exchange Website   |
|---------------------------|--------------|----------------|---------------|---|-------------------------------------|--|--|--|
| NLBNPSE1GG66              | DAX®         | EUR            | DE0008469008  | .GDAXI                                      | Deutsche Börse AG                   | <a href="http://www.dax-indices.com">www.dax-indices.com</a>         | Deutsche Börse AG (XETRA)  | <a href="http://www.deutsche-boerse.com">www.deutsche-boerse.com</a> |
| NLBNPSE1GG74              | OMXS30 Index | SEK            | SE0000337842  | .OMXS30                                     | NASDAQ OMX Group Inc                | <a href="http://www.nasdaqomxnordic.com">www.nasdaqomxnordic.com</a> | NASDAQ OMX Stockholm   | <a href="http://www.nasdaqomxnordic.com">www.nasdaqomxnordic.com</a> |
| NLBNPSE1GG82              | S&P 500®     | USD            | US78378X1072  | .SPX  | S&P Dow Jones Indices LLC ("SPDJI") | <a href="http://www.spglobal.com">www.spglobal.com</a>               | As set out in Annex 2 for a Composite Index (Multi-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:** 17 April 2024.
4. **Issue Date:** 18 April 2024.
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.
16. **Settlement Currency:** The settlement currency for the payment of the Cash Settlement Amount is Swedish Krona ("**SEK**").
17. **Syndication:** The Securities will be distributed on a non-syndicated basis.
18. **Minimum Trading Size:** Not applicable.
19. **Agent(s):**

- (a) **Principal Security Agent** The Swedish Security Agent as indicated in § 6 of Part B - "Operational Information".
- (b) **Security Agent** Citibank Europe plc. Sweden Branch.
- 20. **Calculation Agent:** BNP Paribas Financial Markets S.N.C.  
20 boulevard des Italiens 75009 Paris, France.
- 21. **Governing law:** French law.
- 22. **Masse provisions (Condition 9.4):** Not applicable.

#### PRODUCT SPECIFIC PROVISIONS

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

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

|  |   |
|--|---|
|  | Local Business Day Centre(s): Stockholm.  |
| (e) <b>Capitalised Exercise Price Rounding Rule:</b>                               | See the Specific Provisions for each Series above.  |
| (f) <b>Financing Rate:</b>   |   |
| (i) <b>Interbank Rate 1 Screen Page:</b>   | See the Specific Provisions for each Series above.  |
| (ii) <b>Interbank Rate 1 Specified Time:</b>                                       | As per OET Certificate Conditions.  |
| (iii) <b>Interbank Rate 2 Screen Page:</b>   | Not applicable (i.e. Interbank Rate 2 means Zero (0)).  |
| (iv) <b>Interbank Rate 2 Specified Time:</b>                                       | Not applicable.   |
| (v) <b>Financing Rate Percentage:</b>  | See the Specific Provisions for each Series above.  |
| (vi) <b>Financing Rate Range:</b>  | 0% / +10%   |
| (g) <b>Automatic Early Redemption:</b>   | Applicable.   |
| (i) <b>Automatic Early Redemption Payout:</b>                                      | Automatic Early Redemption Payout 2210/2.   |
| (ii) <b>Automatic Early Redemption Date:</b>                                       | Not applicable.   |
| (iii) <b>Observation Price:</b>  | Official level.   |
| (iv) <b>Observation Price Source:</b>  | Index Sponsor.  |
| (v) <b>Observation Price Time(s):</b>  | At any time during the opening hours of the Exchange.   |
| (vi) <b>Security Threshold:</b>  | As per OET Certificate Conditions.  |
|  | Security Threshold Time: As per 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) <b>Security Threshold Rounding Rule:</b>                                     | See the Specific Provisions for each Series above.  |
| (viii) <b>Security Percentage:</b>   | See the Specific Provisions for each Series above.  |
| (ix) <b>Minimum Security Percentage:</b>   | Not applicable.   |
| (x) <b>Maximum Security Percentage:</b>  | Not applicable.   |
| (xi) <b>Reset Date:</b>  | Option 2 is applicable.   |
| (h) <b>Final Price Early/Stop-Loss Termination Reference Price:</b>                | As per OET Certificate Conditions.  |
| 31. <b>Illegality (Condition 7.1) and Force Majeure (Condition 7.2):</b>           | Illegality: redemption in accordance with Condition 7.1(d).<br>Force Majeure: redemption in accordance with Condition 7.2(b).   |
| 32. <b>Additional Disruption Events and Optional Additional Disruption Events:</b> | (a) Additional Disruption Events: Applicable.<br>(b) The following Optional Additional Disruption Events apply to the Securities: Administrator/Benchmark Event.<br>(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 Investors:**
- (i) **Prohibition of Sales to EEA Retail Investors:** Not applicable.
  - (ii) **Prohibition of Sales to UK Retail Investors:** 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 these Final Terms make no omission 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 8,130,000.00
- (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 each Index shall be available on the relevant Index Sponsor website as set out in "Specific Provisions for each Series" in Part A.

Past and further performances of each Index are available on the relevant Index Sponsor website as set out in "Specific Provisions for each Series" in Part A and the volatility of each Index 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.

### DAX® Index

This financial instrument is neither sponsored nor promoted, distributed or in any other manner supported by Deutsche Börse AG (the "Licensor"). The Licensor does not give any explicit or implicit warranty or representation, neither regarding the results deriving from the use of the Index and/or the Index Trademark nor regarding the Index value at a certain point in time or on a certain date nor in any other respect. The Index is calculated and published by the Licensor. Nevertheless, as far as admissible under statutory law the Licensor will not be liable vis-à-vis third parties for potential errors in the Index. Moreover, there is no obligation for the Licensor vis-à-vis third parties, including investors, to point out potential errors in the Index.

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In its capacity as sole owner of all rights to the Index and the Index Trademark the Licensor has solely licensed to the issuer of the financial instrument and its affiliates the utilization of the Index and the Index Trademark as well as any reference to the Index and the

Index Trademark in connection with the financial instrument.

### **OMXS30™ Index**

The Product(s) is not sponsored, endorsed, sold or promoted by The NASDAQ OMX Group, Inc. or its affiliates (NASDAQ OMX, with its affiliates, are referred to as the "Corporations"). The Corporations have not passed on the legality or suitability of, or the accuracy or adequacy of descriptions and disclosures relating to, the Product(s). The Corporations make no representation or warranty, express or implied to the owners of the Product(s) or any member of the public regarding the advisability of investing in securities generally or in the Product(s) particularly, or the ability of the OMXS30 Index to track general stock market performance. The Corporations' only relationship to BNP Paribas ("Licensee") is in the licensing of the NASDAQ®, OMX®, NASDAQ OMX®, OMXS30™, and OMXS30 Index™ registered trademarks and certain trade names of the Corporations and the use of the OMXS30 Index which is determined, composed and calculated by NASDAQ OMX without regard to Licensee or the Product(s). NASDAQ OMX has no obligation to take the needs of the Licensee or the owners of the Product(s) into consideration in determining, composing or calculating the OMXS30 Index. The Corporations are not responsible for and have not participated in the determination of the timing of, prices at, or quantities of the Product(s) to be issued or in the determination or calculation of the equation by which the Product(s) is to be converted into cash. The Corporations have no liability in connection with the administration, marketing or trading of the Product(s).

The Corporations do not guarantee the accuracy and/or uninterrupted calculation of the OMXS30 Index or any data included therein. The Corporations make no warranty, express or implied, as to results to be obtained by Licensee, owners of the product(s), or any other person or entity from the use of the OMXS30 Index or any data included therein. The Corporations make no express or implied warranties, and expressly disclaim all warranties of merchantability or fitness for a particular purpose or use with respect to the OMXS30 Index or any data included therein. Without limiting any of the foregoing, in no event shall the Corporations have any liability for any lost profits or special, incidental, punitive, indirect, or consequential damages, even if notified of the possibility of such damages.

### **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 ("SPDJ"), 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 SPDJ, 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 DOES NOT GUARANTEE THE ADEQUACY, ACCURACY, TIMELINESS 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 MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OR AS TO RESULTS TO BE OBTAINED BY THE LICENSEE, OWNERS OF THE LICENSEE'S PRODUCTS, 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 THE LICENSEE, OTHER THAN THE LICENSORS OF S&P DOW JONES INDICES.

## **6. Operational Information**

**Relevant Clearing System(s):**

Euroclear Sweden.

**If other than Euroclear Bank S.A./N.V.,**

Identification number: 5164060997

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:

Swedish Security Agent:

**Citibank Europe plc. Sweden Branch**

Birger Jarlsgatan 6  
SE 111 84, Stockholm  
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 relevant 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><br>Maximum purchase amount per investor: The number of Certificates issued in respect of each Series of Certificates.                   |
| <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 |
|---------------|--------------------------|--------------------------------------|
| NLBNPSE1GG66  | SEK 1.72                 | SEK 8.26                             |
| NLBNPSE1GG74  | SEK 32.76                | SEK 99.67                            |
| NLBNPSE1GG82  | SEK 55.26                | SEK 22.10                            |

## 8. Intermediaries with a firm commitment to act

|  |       |
|--|-------|
| <b>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:</b> | None. |
|--|-------|

## 9. Placing and Underwriting

|   |       |
|---|-------|
| <b>Name(s) and address(es), to the extent known to the issuer, of the placers in the various countries where the offer takes place:</b> | None. |
|---|-------|

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

|   |                 |
|---|-----------------|
| <b>Name and address of any paying agents and depository agents in each country (in addition to the Principal Paying Agent):</b> | 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 Financial Markets 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 "**EU BMR**"), as specified in the table below.

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

| <b>Benchmark</b> | <b>Administrator</b>                    | <b>Register</b> |
|------------------|---|-----------------|
| DAX®             | STOXX Ltd.                              | Included        |
| EURIBOR 1M       | European Money Markets Institute (EMMI) | Included        |
| OMXS30 Index     | Nasdaq Copenhagen A/S                   | Included        |
| STIBOR 1M        | Financial Benchmarks Sweden AB          | Not included    |
| S&P 500®         | S&P Dow Jones Indices LLC               | Included        |
| SOFR             | Federal Reserve Bank of New York        | Not 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.

Investors may be exposed to a partial or total loss of their investment.

Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated.

Civil liability in any such Member State attaches to the Issuer or the Guarantor (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 "Unlimited Turbo" 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 30 June 2023 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 stable outlook (S&P Global Ratings Europe Limited) and BNPP B.V.'s short term credit rating is A-1 (S&P Global Ratings Europe Limited).

#### Principal activities

The principal activity of the Issuer is to issue and/or acquire financial instruments of any nature and to enter into related agreements for the account of various entities within the BNPP Group. The assets of BNPP B.V. consist of the obligations of other BNPP Group entities. Holders of securities issued by BNPP B.V. will, subject to the provisions of the Guarantee issued by BNPP, be exposed to the ability of BNPP Group entities to perform their obligations towards BNPP B.V.

#### Major shareholders

BNP Paribas holds 100 per cent. of the share capital of BNPP B.V.

#### Identity of the issuer's key managing directors

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

Managing Directors of BNP Paribas Finance B.V.: Edwin Herskovic/Cyril Le Merrer/Folkert van Asma/Geert Lippens/François Buhagiar/Matthew Yandle.

#### Identity of the issuer's statutory auditors

Deloitte Accountants N.V. are the auditors of the Issuer. Deloitte Accountants N.V. is an independent public accountancy firm in the Netherlands registered with the NBA (Nederlandse Beroepsorganisatie van Accountants).

### What is the key financial information regarding the issuer?

#### Key financial information

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

| Cash flow statement                      |            |            |
|--|------------|------------|
|  | Year       | Year-1     |
| In €                                     | 31/12/2022 | 31/12/2021 |
| Net Cash flows from operating activities | -113,916   | 622,151    |
| Net Cash flows from financing activities | 0          | 0          |
| Net Cash flows from investing activities | 0          | 0          |

#### Qualifications in the audit report

Not applicable, there are no qualifications in any audit report on the historical financial information included in the Base Prospectus.

#### What are the key risks that are specific to the issuer?

Not applicable. BNPP B.V. is an operating company. The creditworthiness of BNPP B.V. depends on the creditworthiness of BNPP.

### Section C - Key Information on the securities

#### What are the main features of the securities?

##### Type, class and ISIN

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:

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

if the Securities are specified as being *Put* Securities:

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

##### 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:

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

if the Securities are specified as being *Put* Securities:

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

##### 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 2210/2:

0 (zero).

"Automatic Early Redemption Event" means:

- *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.

**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 by 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 on 30 June 2023 (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 stable outlook (S&P Global Ratings Europe Limited), Aa3 with a stable outlook (Moody's Investors Service Ltd.) AA- with a stable outlook (Fitch Ratings Ireland Limited) (which is the long-term rating assigned to BNPP's senior preferred debt by Fitch Ratings Ireland Limited) and AA (low) with a stable outlook (DBRS Rating GmbH) and BNPP's short-term credit ratings are A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1+ (Fitch Ratings Ireland Limited) and R-1 (middle) (DBRS Rating GmbH).

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

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

**Commercial, Personal Banking & Services (CPBS):**

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

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

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

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

As at 30 June 2023, the main shareholders were Société Fédérale de Participations et d'Investissement ("SFPI") a public-interest société anonyme (public limited company) acting on behalf of the Belgian government state holding 5.10% of the share capital, BlackRock Inc. holding 6.90% of the share capital, Amundi holding 5% 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

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



| Income statement                          |            |            |            |            |  |
|---|------------|------------|------------|------------|--|
|   | Year       | Year-1     | Year-2     | Interim    | Comparative interim from same period in prior year |
| In millions of €                          | 31/12/2022 | 31/12/2021 | 31/12/2020 | 30/09/2023 | 30/09/2022   |
| Net interest income                       | n.a        | 19,238     | 21,312     | n.a        | n.a  |
| Net fee and commission income             | n.a        | 10,362     | 9,862      | n.a        | n.a  |
| Net gain on financial instruments         | n.a        | 7,777      | 7,146      | n.a        | n.a  |
| Revenues                                  | 45,430     | 43,762     | 44,275     | 34,976     | 34,545   |
| Cost of risk                              | -3,003     | -2,971     | -5,717     | -2,065     | -2,306   |
| Operating Income                          | 12,564     | 11,325     | 8,364      | 9,738      | 9,846  |
| Net income attributable to equity holders | 9,848      | 9,488      | 7,067      | 9,906      | 7,706  |
| Earnings per share (in euros)             | 7.8        | 7.26       | 5.31       | 6.85*      | 6.19   |

  

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

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

(\*\*) Regulatory scope

(\*\*\*) Impaired loans (stage 3) to customers and credit institutions, not netted of guarantees, including on-balance sheet and off-balance sheet and debt securities measured at amortised 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 amortised costs or at fair value through shareholders' equity (excluding insurance).

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

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

1. A substantial increase in new provisions or a shortfall in the level of previously recorded provisions exposed to credit risk and counterparty risk could adversely affect the BNP Paribas Group's results of operations and financial condition.
2. The BNP Paribas Group's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses.
3. The BNP Paribas Group may incur significant losses on its trading and investment activities due to market fluctuations and volatility.
4. The BNP Paribas Group's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in sovereign credit spreads or other factors.
5. Adverse economic and financial conditions have in the past had and may in the future have an impact on the BNP Paribas Group and the markets in which it operates.
6. Laws and regulations adopted in recent years, 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.
7. Should the BNP Paribas Group fail to implement its strategic objectives or to achieve its published financial objectives, or should its results not follow stated expected trends, the trading price of its securities could be adversely affected.

#### What are the key risks that are specific to the securities?

##### Most material risk factors specific to the securities

There are also risks associated with the 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 Financial Markets S.N.C. as Manager on 18 April 2024. 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 8,130,000.

#### **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 Financial Markets SNC, which acts as Manager and Calculation Agent is an Affiliate of the Issuer and the Guarantor and potential conflicts of interest may exist between it and holders of the Securities, including with respect to certain determinations and judgments that the Calculation Agent must make. The economic interests of the Issuer and of BNP Paribas Financial Markets SNC as Manager and Calculation Agent are potentially adverse to Holders interests as an investor in the Securities.

Other than as mentioned above, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer, including conflicting interests.

| 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 | Interbank Rate 1 Screen Page | Financing Rate Percentage | Redemption Date | Parity | SPECIFIED SECURITIES PURSUANT TO SECTION 871(m) |
|---------------------------|--------------------------|-------------------|---------------------|--------------------------|------------|-------------------|--|----------------------------------|---------------------|------------------------------|---------------------------|-----------------|--------|---|
| NLBNPSE1GG66              | 300,000                  | 300,000           | TURBO L DAX BNP1489 | SEK 1.72                 | Call       | EUR 17,730.000000 | Upwards 6 digits                         | Upwards 6 digits                 | 0%                  | EURIBOR1MD=                  | +3.50%                    | Open End        | 1,000  | No  |
| NLBNPSE1GG74              | 30,000                   | 30,000            | TURBO L OMX BNP1232 | SEK 32.76                | Call       | SEK 2,486.000000  | Upwards 6 digits                         | Upwards 6 digits                 | 0%                  | STIBOR1M=                    | +3.50%                    | Open End        | 1      | No  |
| NLBNPSE1GG82              | 120,000                  | 120,000           | TURBO L SPX BNP125  | SEK 55.26                | Call       | USD 4,546.000000  | Upwards 6 digits                         | Upwards 6 digits                 | 0%                  | USDSOFR=                     | +3.50%                    | Open End        | 100    | No  |

| Series Number / ISIN Code | Index        | Index Currency | ISIN of Index | Reuters Code of Index / Reuters Screen Page | Index Sponsor                       | Index Sponsor Website  | Exchange   | Exchange Website   |
|---------------------------|--------------|----------------|---------------|---|-------------------------------------|--|--|--|
| NLBNPSE1GG66              | DAX®         | EUR            | DE0008469008  | .GDAXI                                      | Deutsche Börse AG                   | <a href="http://www.dax-indices.com">www.dax-indices.com</a>         | Deutsche Börse AG (XETRA)  | <a href="http://www.deutsche-boerse.com">www.deutsche-boerse.com</a> |
| NLBNPSE1GG74              | OMXS30 Index | SEK            | SE0000337842  | .OMXS30                                     | NASDAQ OMX Group Inc                | <a href="http://www.nasdaqomxnordic.com">www.nasdaqomxnordic.com</a> | NASDAQ OMX Stockholm   | <a href="http://www.nasdaqomxnordic.com">www.nasdaqomxnordic.com</a> |
| NLBNPSE1GG82              | S&P 500®     | USD            | US78378X1072  | .SPX  | S&P Dow Jones Indices LLC ("SPDJI") | <a href="http://www.spglobal.com">www.spglobal.com</a>               | As set out in Annex 2 for a Composite Index (Multi-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. Investeringar kan exponeras mot en partiell eller fullständig förlust av sin investering. 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 kändaren 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 Värdepappren. 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 "Unlimited Turbo" 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 30 juni 2023 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 stabila 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/Cyril Le Merrer/Folkert van Asma/Geert Lippens/François Buhagiar/Matthew Yandle.

#### Identiteten för emittentens lagstadgade revisorer

Deloitte Accountants N.V. är emittentens revisor. Deloitte Accountants 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       |
| I €             | 31/12/2022 | 31/12/2021 |
| Rörelseresultat | 120 674    | 47 856     |

| Balansräkning   |                |                |
|---|----------------|----------------|
|   | År             | År-1           |
| I €   | 31/12/2022     | 31/12/2021     |
| Finansiell skuldsättningsgrad (långsiktiga skulder plus kortfristiga skulder minus kontanter) | 94 563 113 054 | 87 075 923 521 |
| Nuvarande kapitaltäckningsgrad (omsättningsstillgångar/kortfristiga skulder)                  | 1              | 1              |
| Skuld i förhållande till eget kapital (totala skulder/totala egna kapitalet)                  | 126 405        | 133 566        |
| Räntetäckningsgrad (rörelseresultat/räntekostnad)   |                |                |
| Kassaflödesanalys   |                |                |
|   | År             | År-1           |
| I €   | 31/12/2022     | 31/12/2021     |
| Likvida medel från den löpande verksamheten   | -113 916       | 622 151        |
| Likvida medel från finansieringsverksamheten  | 0              | 0              |
| Likvida medel från investeringsverksamheten   | 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 tillämpligt. 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 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 uraktlåtenhet.

*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 räntebetaling.

*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:

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

om Värdepapprena är specificerade såsom varande *Put*Securities:

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

#### 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 och köpts eller annullerats tidigare, ger varje värdepapper ägaren rätt att från emittenten på inlösendatumet erhålla ett kontantavräknat belopp:

#### 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:

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

om Värdepapprena är specificerade såsom varande *Put* Securities:

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

### 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 2210/2:

0 (noll).

"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 Skuldebrevet 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.613-30-3-1-3° 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 förfallodagen för sådant resultat.

### Beskrivning av garanten

Värdepappren emitterade av BNPP B.V. kommer ovillkorligen och oåterkalleligen att garanteras av BNP Paribas ("BNPP" eller "Borgensmannen") enligt den franska lagen om garantier införd av BNPP på eller kring 30 juni 2023 ("Borgensförbindelsen"). Identifieringskod för juridiska personer ("LEI"): R0MUWSFPU8MPRO8K5P83. 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 stabil prognos (S&P Global Ratings Europe Limited), Aa3 med stabil prognos (Moody's, Investors Service Ltd.), AA- med stabil prognos (Fitch Ratings Ireland Limited) (vilket är den långsiktiga värdering som tilldelats BNPP:s preferensobligationer med bättre rätt av Fitch Ratings Ireland Limited) och AA (låg) med stabil prognos (DBRS Rating GmbH) och BNPP:s kortfristiga kreditbetyg är A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1+ (Fitch Ratings Ireland Limited) och R-1 (medel) (DBRS Rating GmbH).

BNP Paribas organisation är baserad på tre operativa divisioner: Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) och Investment & Protection Services (IPS).

**Företagsbankverksamhet och institutionell bankverksamhet:** Globala Affärsbankverksamhet, Globala marknader och Värdepapperstjänster.

**Kommersiella tjänster och personliga banktjänster:**

- *Kommersiella och privata banker i euroområdet:* Kommersiell och personlig bankverksamhet i Frankrike (CPBF), BNL banca commerciale (BNL bc), Kommersiell och personlig bankverksamhet i Italien, Kommersiell och personlig bankverksamhet i Belgien (CPBB) och Kommersiell och personlig bankverksamhet i Luxemburg (CPBL).  
- *Kommersiella banker utanför euroområdet, som är organiserade kring:* Europa-Medelhavsområdet, för att täcka kommersiella banker utanför euroområdet, särskilt i Central- och Östeuropa, Turkiet och Afrika.

- *Specialiserade företag:* BNP Paribas Personal Finance, Arval och BNP Paribas Leasing Solutions, Nya digitala affärslinjer (Nickel, Fla, Lyf, etc.) och BNP Paribas Personal Investors.

**Investerings- och skyddstjänster:** Försäkring (BNP Paribas Cardif) och Förmögenhets- och kapitalförvaltning: BNP Paribas Asset Management, BNP Paribas Real Estate, BNP Paribas Principal Investments (förvaltning av BNP Paribas Groups portfölj av onoterade och börsnoterade industriella och kommersiella investeringar), och BNP Paribas Wealth Management.

Per den 30 juni 2023 var huvudaktieägare 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 5,10 procent av aktiekapitalet, BlackRock Inc. som innehar 6,90 procent av aktiekapitalet, Amundi som äger 5 procent av aksjekapitalen och Storhertigdömet av Luxembourg som äger 1 procent av aktiekapitalet.

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

Den 2 maj 2023 rapporterade BNP Paribas omräknade kvartalsserier för 2022 för att återspegla varje kvartal: (i) tillämpningen av IFRS 5 avseende avyttringsgrupper av tillgångar och skulder som innehas för försäljning, efter försäljningen av Bank of the West den 1 februari 2023; (ii) tillämpningen av IFRS 17 (Försäkringsavtal) och tillämpningen av IFRS 9 för försäkringsenheter, med verkan 1 januari 2023; (iii) Tillämpningen av IAS 29 (Finansiell rapportering i hyperinflationsekonomier) på Turkiet, med verkan den 1 januari 2022; och (iv) de interna överföringarna av aktiviteter och resultat på Global Markets och Commercial & Personal Banking i Belgien.

| Resultaträkning  |            |            |            |            |   |
|--|------------|------------|------------|------------|---|
|  | År         | År-1       | År-2       | Delår      | Jämförande delårsperiod från samma period föregående år |
| I miljoner €   | 31/12/2022 | 31/12/2021 | 31/12/2020 | 30/09/2023 | 30/09/2022  |
| Räntenetto   | n.a        | 19 238     | 21 312     | n.a        | n.a   |
| Nettoavgift och provisioner                                    | n.a        | 10 362     | 9 862      | n.a        | n.a   |
| Nettovinst på finansiella instrument                           | n.a        | 7 777      | 7 146      | n.a        | n.a   |
| Intäkter   | 45 430     | 43 762     | 44 275     | 34 976     | 34 545  |
| Kostnad för risk   | -3 003     | -2 971     | -5 717     | -2 065     | -2 306  |
| Rörelseresultat  | 12 564     | 11 325     | 8 364      | 9 738      | 9 846   |
| Nettoresultat hänförligt till aktieägare                       | 9 848      | 9 488      | 7 067      | 9 906      | 7 706   |
| Resultat per aktie (i €)                                       | 7,8        | 7,26       | 5,31       | 6,85*      | 6,19  |
| Balansräkning  |            |            |            |            |   |
|  | År         | År-1       | År-2       | Delår      | Jämförande delårsperiod från samma period föregående år |
| I miljoner €   | 31/12/2022 | 31/12/2021 | 31/12/2020 | 30/09/2023 | 30/09/2022  |
| Totala tillgångar  | 2 663 748  | 2 634 444  | 2 488 491  | 2 701 362  | 3 009 340   |
| Skuldförbindelser  | 220 937    | 220 106    | 212 351    | 268 513    | 228 110   |
| Av vilka medelfristiga prioriterade skuldförbindelser föredras | 58 899**   | 78 845**   | 82 086**   | n.a        | n.a   |
| Mindre prioriterade skulder                                    | 24 160     | 25 667     | 23 325     | n.a        | n.a   |
| Lån och kundfordringar (netto)                                 | 857 020    | 814 000    | 809 533    | 853 247    | 869 500   |
| Insättningar från kunder                                       | 1 008 056  | 957 684    | 940 991    | 965 980    | 1 015 649   |
| Eget kapital (koncernandel)                                    | 121 237    | 117 886    | 112 799    | 124 138    | 120 764   |
| Tvivelaktiga lån/bruttoresultat***                             | 1,7%       | 2%         | 2,1%       | 1,7%       | 1,7%  |
| Käpprimärkapitalrelation                                       | 12,3%      | 12,9%      | 12,8%      | 13,4%      | 12,1%   |
| Total kapitalrelation  | 16,2%      | 16,4%      | 16,4%      | 17,8%      | 15,9%   |
| Hävstångsmått****  | 4,4%       | 4,1%       | 4,4%       | 4,5%       | 3,9%  |

(\*) Beräknad på grundval av den fördelningsbara nettoinkomsten år 2023

(\*\*) 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).

(\*\*\*\*) Utan verkan av den tillfälliga undantagen för insättningar hos centralbanker i Eurosystemet (beräknat i enlighet med förordning (EU) nr 2020/873, artikel 500b). Det tillfälliga undantagen för uteslutning av insättningar med Eurosystemets centralbanker upphörde den 31 mars 2022.

#### Mest väsentliga riskfaktorer som hänför sig till garanten

1. En avsevärd ökning av nya bestämmelser eller en nedgång i nivå för tidigare registrerade avsättningar exponerade för kreditrisk och motpartsrisk kan påverka BNP Paribas-koncernens resultat och verksamhet negativt.
2. BNP Paribas Groups riskhanteringspolicyer, förfaranden och metoder kan exponera den för oidentifierade eller oförutsedda risker som kan leda till materialförluster.
3. BNP Paribas-koncernen kan drabbas av betydande förluster i sin handels- och investeringsverksamhet på grund av marknadsvängningar och volatilitet.
4. 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.
5. 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.
6. 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.
7. Skulle BNP Paribas Group misslyckas med att implementera sina strategiska objektiva eller med att uppnå sina publicerade finansiella objektiva, eller om dess resultat inte följer förväntade trender, kan marknadspriset på dess värdepapper påverkas 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:** Investerare 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. Risk 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. Investerare 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: exponering mot ett eller flera index, justeringshändelser och marknadsstörningar eller utebliven öppning av en börs som kan ha en negativ effekt på värdet och likviditeten på Värdepapperen och att Emittenten inte kommer att tillhandahålla information efter emissionen i relation till den Underliggande Referensen.

## 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 fluktuerat (antingen uppåt eller neråt) beror på ett antal faktorer som investeraren nogga borde överväga innan köp eller försäljning.

## 4. Rättsrisker:

*Möten* - Villkoren för Skuldebrevet 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 Financial Markets S.N.C. som förvaltare den 18 april 2024. 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: 8 130 000 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 Financial Markets 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 Financial Markets 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 | Sida för Interbankränta 1 | Finansieringsränta | Slutdag  | Paritet | Värdepapper specificerade enligt 871(m) |
|----------------------------------|------------------------------|-------------------|---------------------|-------------------------------|------------|-------------------|--|---------------------------------------|-----------------|---------------------------|--------------------|----------|---------|---|
| NLBNPSE1GG66                     | 300 000                      | 300 000           | TURBO L DAX BNP1489 | SEK 1,72                      | Call       | EUR 17 730,000000 | Uppåt 6 decimaler                            | Uppåt 6 decimaler                     | 0%              | EURIBOR1MD=               | +3,50%             | Open End | 1 000   | No                                      |
| NLBNPSE1GG74                     | 30 000                       | 30 000            | TURBO L OMX BNP1232 | SEK 32,76                     | Call       | SEK 2 486,000000  | Uppåt 6 decimaler                            | Uppåt 6 decimaler                     | 0%              | STIBOR1M=                 | +3,50%             | Open End | 1       | No                                      |
| NLBNPSE1GG82                     | 120 000                      | 120 000           | TURBO L SPX BNP125  | SEK 55,26                     | Call       | USD 4 546,000000  | Uppåt 6 decimaler                            | Uppåt 6 decimaler                     | 0%              | USDSOFR=                  | +3,50%             | Open End | 100     | No                                      |

| Identifikationsnummer / ISIN-kod | Index        | Underliggande valuta | ISIN-kod för det Underliggande | Reuters kod för det underliggande | Index Sponsor                       | Index-sponsorns webbplats  | Börs   | Börsens webbplats  |
|----------------------------------|--------------|----------------------|--------------------------------|-----------------------------------|-------------------------------------|--|--|--|
| NLBNPSE1GG66                     | DAX®         | EUR                  | DE0008469008                   | .GDAXI                            | Deutsche Börse AG                   | <a href="http://www.dax-indices.com">www.dax-indices.com</a>         | Deutsche Börse AG (XETRA)  | <a href="http://www.deutsche-boerse.com">www.deutsche-boerse.com</a> |
| NLBNPSE1GG74                     | OMXS30 Index | SEK                  | SE0000337842                   | .OMXS30                           | NASDAQ OMX Group Inc                | <a href="http://www.nasdaqomxnordic.com">www.nasdaqomxnordic.com</a> | NASDAQ OMX Stockholm   | <a href="http://www.nasdaqomxnordic.com">www.nasdaqomxnordic.com</a> |
| NLBNPSE1GG82                     | S&P 500®     | USD                  | US78378X1072                   | .SPX                              | S&P Dow Jones Indices LLC ("SPDJI") | <a href="http://www.spglobal.com">www.spglobal.com</a>               | As set out in Annex 2 for a Composite Index (Multi-Exchange Index) | -  |