

## FINAL TERMS FOR CERTIFICATES

**MiFID II product governance / Retail investors, professional investors and ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities, taking into account the five categories in item 19 of the Guidelines published by the European Securities and Markets Authority ("ESMA") on 3 August 2023, 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 30 AUGUST 2024

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

*Legal entity identifier (LEI): 7245009UXRIGIRYOB48*

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

*Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83*

**Up to 5,000 SEK "Bond + Call" Certificates relating to 8 Shares due 29 October 2030**

**ISIN Code: SE0022726980**

under the Note, Warrant and Certificate Programme  
of BNP Paribas Issuance B.V., BNP Paribas and BNP Paribas Fortis Funding  
The Base Prospectus received approval no. 24-185 on 30 May 2024

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

**The Securities are offered to the public in Sweden from 30 August 2024 to 3 October 2024**

Any person making or intending to make an offer of the Securities may only do so:

- (i) in those Non-exempt Offer Jurisdictions mentioned in Paragraph 47 of Part A below, provided such person is a Manager or an Authorised Offeror (as such term is defined in the Base Prospectus) and that the offer is made during the Offer Period specified in that paragraph and that any conditions relevant to the use of the Base Prospectus are complied with; or
- (ii) otherwise in circumstances in which no obligation arises for the Issuer, the Guarantor or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

None of the Issuer, the Guarantor or any Manager has authorised, nor do they authorise, the making of any offer of Securities in any other circumstances.

Investors should note that if a supplement to or an updated version of the Base Prospectus referred to below is published at any time during the Offer Period (as defined below), such supplement or updated base prospectus, as the case may be, will be published and made available in accordance with the arrangements applied to the original publication of these Final Terms. Any investors who have indicated acceptances of the Offer (as defined below) prior to the date of publication of such supplement or updated version of the Base Prospectus, as the case may be (the **"Publication Date"**), have the right within two working days of the Publication Date to withdraw their acceptances.

## PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 30 May 2024, 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, as amended (the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Securities described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus to obtain all the relevant information. A summary of the Securities is annexed to these Final Terms. **The Base Prospectus, any Supplements to the Base Prospectus and these Final Terms are available for viewing at <http://eqdpo.bnpparibas.com/SE0022726980> and copies may be obtained free of charge at the specified offices of the Security Agents.**

References herein to numbered Conditions are to the terms and conditions of the relevant series of Securities and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms in so far as they relate to such series of Securities, save as where otherwise expressly provided.

These Final Terms relate to the series of Securities as set out in "Specific Provisions for each Series" below. References herein to "**Securities**" shall be deemed to be references to the relevant Securities that are the subject of these Final Terms and references to "**Security**" shall be construed accordingly.

**SPECIFIC PROVISIONS FOR EACH SERIES**

Series Number	No. of Securities issued	No. of Securities	ISIN	Common Code	Issue Price per Security	Redemption Date
CE9839SCE	Up to 5,000	Up to 5,000	SE0022726980	Not applicable	100% of the Notional Amount	29 October 2030

**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:** 8 October 2024.

**4. Issue Date and Interest Commencement Date:** 29 October 2024.

**5. Consolidation:** Not applicable.

**6. Type of Securities:** (a) Certificates.

(b) The Securities are Share Securities.

The provisions of Annex 3 (Additional Terms and Conditions for Share Securities) shall apply.

Unwind Costs: Applicable.

**7. Form of Securities:** 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:**

**(a) Issuer's option to vary settlement:**

The Issuer does not have the option to vary settlement in respect of the Securities.

**12. Final Payout:**

**SPS Payout:**

**SPS Vanilla Products**

**Vanilla Call Securities**

Constant Percentage 1 + Gearing \* Max (Final Redemption Value – Strike Percentage, Floor Percentage)

**Strike Price Average Value:** Applicable.

*Where:*

**Constant Percentage 1** means 100 per cent.;

**Gearing** means G%. G% is a percentage expected to be about 100 per cent. but which will not be less than 75 per cent. as determined

by the Issuer on Trade Date after the end of the Offer Period. Notice of the rate will be published in the same manner as the publication of these Final Terms and be available by accessing the following link: <http://egdp0.bnpparibas.com/SE0022726980>;

**Strike Percentage** means 100 per cent.;

**Floor Percentage** means 0 per cent.;

**Final Redemption Value** means Average Basket Value;

**Average Basket Value** means, in respect of a SPS Valuation Period, the arithmetic average of the Basket Values for all the SPS Valuation Dates in such SPS Valuation Period;

**Basket Value** means, in respect of a SPS Valuation Date, the sum of the values calculated for each Underlying Reference in the Basket as (a) the Underlying Reference Value for such Underlying Reference in respect of such SPS Valuation Date multiplied by (b) the relevant Underlying Reference Weighting;

**Basket** means as set out in §26(a) below;

**Underlying Reference Value** means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price;

**Underlying Reference Closing Price Value** means, in respect of a SPS Valuation Date, the Closing Price in respect of such day;

**Underlying Reference Strike Price** means, in respect of an Underlying Reference, the arithmetic average of the Underlying Reference Closing Price Values for such Underlying Reference for all the Strike Days in the Strike Period;

**Strike Period** means the period from and including 10 October 2024 to and including 10 January 2025 ;

**Strike Day** is each date as set out in the table below:

t	Strike Day
1	10 October 2024
2	11 November 2024
3	10 December 2024
4	10 January 2025

**SPS Valuation Period** means the period from and including 10 April 2029 to and including 10 October 2030;

**SPS Valuation Dates** means the SPS Redemption Valuation Date;

**SPS Redemption Valuation Date** means each Averaging Date as set out in item 42(k) below.

**13. Relevant Asset(s):**

Not applicable.

**14. Entitlement:**

Not applicable.

**15. Exchange Rate:**

Not applicable.

**16. Settlement Currency:**

The settlement currency for the payment of the Cash Settlement Amount is 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(s):** Citibank Europe plc. Sweden Branch.
- 20. Registrar:** Not applicable.
- 21. Calculation Agent:** BNP Paribas Financial Markets S.N.C. (formerly known as BNP Paribas Arbitrage S.N.C.)  
20 boulevard des Italiens, 75009 Paris, France
- 22. Governing law:** English law.
- 23. Masse provisions (Condition 9.4):** Not applicable.

#### PRODUCT SPECIFIC PROVISIONS

- 24. Hybrid Securities:** Not applicable.
- 25. Index Securities:** Not applicable.
- 26. Share Securities/ETI Share Securities:** Applicable
- Share Securities: Applicable.
- (a) Share(s)/Share Company/Basket Company/GDR/ADR/ETI Interest/Basket of ETI Interests:** An ordinary share, or, if so indicated in the table below in the column Share Company, another share type in the share capital of the relevant Share Company (each an "**Underlying Reference<sup>k</sup>**").

k	Share Company / Share	Underlying Reference <sup>k</sup>			Weighting (W <sup>i</sup> )	Exchange
		Bloomberg Code	ISIN Code	Currency		
1	ABB Ltd - REG	ABB SS	CH0012221716	SEK	1/8	NASDAQ STOCKHOLM
2	Assa Abloy AB	ASSAB SS	SE0007100581	SEK	1/8	NASDAQ STOCKHOLM
3	Essity AB	ESSITYB SS	SE0009922164	SEK	1/8	NASDAQ STOCKHOLM
4	Nordea Bank Abp	NDA SS	FI4000297767	SEK	1/8	NASDAQ HELSINKI
5	Skanska AB	SKAB SS	SE0000113250	SEK	1/8	NASDAQ STOCKHOLM
6	Svenska Cellulosa AB SCA	SCAB SS	SE0000112724	SEK	1/8	NASDAQ STOCKHOLM
7	Svenska Handelsbanken AB	SHBA SS	SE0007100599	SEK	1/8	NASDAQ STOCKHOLM
8	Swedbank AB	SWEDA SS	SE0000242455	SEK	1/8	NASDAQ STOCKHOLM

- (b) Relative Performance Basket:** Applicable.
- (c) Share/ETI Interest Currency:** See table above.
- (d) ISIN of Share(s)/ETI Interests:** See table above.
- (e) Exchange(s):** See table above.

<b>(f) Related Exchange(s):</b>	All Exchanges.
<b>(g) Exchange Business Day:</b>	All Shares Basis.
<b>(h) Scheduled Trading Day:</b>	All Shares Basis.
<b>(i) Weighting:</b>	The weighting to be applied to each item comprising the Basket of Shares to ascertain the Settlement Price is as set out in the table above. Each such Weighting shall be subject to adjustment in accordance with Annex 3.
<b>(j) Settlement Price:</b>	Official closing price.
<b>(k) Specified Maximum Days of Disruption:</b>	Eight (8) Scheduled Trading Days.
<b>(l) Valuation Time:</b>	The Scheduled Closing Time as defined in Condition 1.
<b>(m) Delayed Redemption of Occurrence of an Extraordinary Event:</b>	Not applicable.
<b>(n) Share/ETI Interest Correction Period:</b>	As per Conditions.
<b>(o) Dividend Payment:</b>	Not applicable.
<b>(p) Listing Change:</b>	Not applicable
<b>(q) Listing Suspension:</b>	Not applicable
<b>(r) Illiquidity:</b>	Not applicable
<b>(s) Tender Offer:</b>	Applicable.
<b>(t) CSR Event:</b>	Not applicable
<b>(u) Hedging Liquidity Event:</b>	Not applicable.
<b>27. ETI Securities:</b>	Not applicable.
<b>28. Debt Securities:</b>	Not applicable.
<b>29. Commodity Securities:</b>	Not applicable.
<b>30. Inflation Index Securities:</b>	Not applicable.
<b>31. Currency Securities:</b>	Not applicable.
<b>32. Fund Securities:</b>	Not applicable.
<b>33. Futures Securities:</b>	Not applicable.
<b>34. Credit Security Provisions:</b>	Not applicable.
<b>35. Underlying Interest Rate Securities:</b>	Not applicable.
<b>36. Preference Share Certificates:</b>	Not applicable.
<b>37. OET Certificates:</b>	Not applicable.
<b>38. Illegality (Security Condition 7.1) and Force Majeure (Security Condition 7.2):</b>	Illegality: redemption in accordance with Security Condition 7.1(d). Force Majeure: redemption in accordance with Security Condition 7.2(b).
<b>39. Additional Disruption Events and Optional Additional Disruption Events:</b>	(a) Additional Disruption Events: Applicable.  (b) The following Optional Additional Disruption Events apply to the Securities:  Administrator/Benchmarks Event  Insolvency Filing.

(c) Redemption:

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

40. Knock-in Event:

Not applicable.

41. Knock-out Event:

Not applicable.

## 42. EXERCISE, VALUATION AND REDEMPTION

- |  |  |
|--|--|
| (a) Notional Amount of each Certificate:                               | SEK 10,000   |
| (b) Partly Paid Certificates:  | The Certificates are not Partly Paid Certificates.   |
| (c) Interest:  | Not applicable.  |
| (d) Instalment Certificates:   | The Certificates are not Instalment Certificates.  |
| (e) Issuer Call Option:  | Not applicable.  |
| (f) Holder Put Option:   | Not applicable.  |
| (g) Automatic Early Redemption:  | Not applicable.  |
| (h) Strike Date:   | Not applicable.  |
| (i) Strike Price:  | Not applicable.  |
| (j) Redemption Valuation Date:   | 10 October 2030.   |
| (k) Averaging:   | Averaging applies to the Securities.<br>Averaging Dates are:<br>10 April 2029 (n=1), 11 May 2029 (n=2), 11 June 2029 (n=3), 10 July 2029 (n=4), 10 August 2029 (n=5), 10 September 2029 (n=6), 10 October 2029 (n=7), 12 November 2029 (n=8), 10 December 2029 (n=9), 10 January 2030 (n=10), 11 February 2030 (n=11), 11 March 2030 (n=12), 10 April 2030 (n=13), 10 May 2030 (n=14), 10 June 2030 (n=15), 10 July 2030 (n=16), 12 August 2030 (n=17), 10 September 2030 (n=18) and 10 October 2030 (n=19). |
| (l) Observation Dates:   | Not applicable.  |
| (m) Observation Period:  | Not applicable.  |
| (n) Settlement Business Day:   | Not applicable.  |
| (o) Cut-off Date:  | Not applicable.  |
| (p) Identification information of Holders as provided by Condition 29: | Not applicable.  |

## DISTRIBUTION AND US SALES ELIGIBILITY

- |  |  |
|--|--|
| 43. U.S. Selling Restrictions:                       | Not applicable - the Securities may not be legally or beneficially owned by or transferred to any U.S. person at any time. |
| 44. Additional U.S. Federal income tax consequences: | The Securities are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.   |
| 45. Registered broker/dealer:                        | Not applicable.  |
| 46. TEFRA C or TEFRA Not Applicable:                 | TEFRA Not Applicable.  |
| 47. Non exempt Offer:                                | Applicable   |



- |  |   |
|--|---|
| (i) <b>Non-exempt Offer Jurisdictions:</b>   | Sweden.   |
| (ii) <b>Offer Period:</b>  | From (and including) 30 August 2024 until (and including) 3 October 2024, subject to any early closing, as indicated in Part B, item 7.   |
| (iii) <b>Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:</b> | <p><b>GARANTUM FONDKOMMISSION AB</b><br/>         Norrmalmstorg Smålandsgatan 411 21 Göteborg<br/>         16 P.O. Box 7364<br/>         103 90 Stockholm<br/>         Sweden .</p> <p>(the “<b>Authorised Offeror</b>”)</p> <p>Legal Identity identifier (LEI):<br/>         549300SUPDLSXO6YWJ42.</p> |
| (iv) <b>General Consent:</b>   | Not applicable.   |
| (v) <b>Other Authorised Offeror Terms:</b>   | Not applicable.   |

**48. Prohibition of Sales to EEA and UK Investors:**

- |  |                |
|--|----------------|
| (i) <b>Prohibition of Sales to EEA Retail Investors:</b>       | Not applicable |
| (ii) <b>Prohibition of Sales to UK Retail Investors:</b>       | Not applicable |
| (iii) <b>Prohibition of Sales to EEA Non Retail Investors:</b> | Not applicable |
| (iv) <b>Prohibition of Sales to UK Non Retail Investors:</b>   | Not applicable |

**PROVISIONS RELATING TO COLLATERAL AND SECURITY**

- |  |                 |
|--|-----------------|
| <b>49. Secured Securities other than Notional Value Repack Securities:</b> | Not applicable. |
| <b>50. Notional Value Repack Securities:</b>                               | Not applicable. |

### **Responsibility**

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

Signed on behalf of BNP Paribas Issuance B.V.

As Issuer:

A handwritten signature in black ink, appearing to read 'Dechaux', is positioned below the 'As Issuer:' text.

By: Vincent DECHAUX, Duly authorised

## PART B - OTHER INFORMATION

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

Application will be made to list the Securities and to admit the Securities for trading on or around the Issue Date on the Official List of NASDAQ Stockholm.

### 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 Offer, Estimated Net Proceeds and Total Expenses

#### (a) Reasons for the Offer: Use of Proceeds

A small portion of the net proceeds from the issue of the Securities will be allocated to finance the research on Alzheimer's disease and other forms of dementia by the Alzheimer's Foundation. Should the project fail, this portion of the proceeds would be reallocated to another project by the association.

The payment of the donation will be made by Captain Cause, an intermediary facilitating corporates' donations to charities.

The remaining balance of the net proceeds will become part of the general funds of the Issuer and may be used to maintain positions in options or futures contracts or other hedging instruments.

The net proceeds of the issue of the Securities will be allocated or reallocated from time to time to the financing and/or refinancing, in whole or in part, of Eligible Social Assets as defined below and further described in the BNP Paribas Social Bond Framework dated November 2023 available on <https://invest.bnpparibas/en/document/social-bond-framework-november-2023> as may be amended from time to time by the BNP Paribas or any of its affiliates (the "**BNP Paribas Social Bond Framework**").

Pending the allocation or reallocation, as the case may be, of the net proceeds of the Securities to Eligible Social Assets, the Issuer will invest the balance of the net proceeds, at its own discretion, in cash and/or cash equivalent. BNP Paribas or any of its affiliates will use its best efforts to substitute any redeemed loans, any other form of financing that is no longer financed or refinanced by the net proceeds and/or any such loans or any other form of financing which cease to be Eligible Social Assets, as soon as practicable once an appropriate substitution option has been identified. BNP Paribas or any of its affiliates will monitor the use of the net proceeds of the Securities via its internal information systems.

For the avoidance of doubt, payment of principal and interest in respect of the Securities will be made from general funds of the Issuer and will not be directly or indirectly linked to the performance of Eligible Social Assets.

**Eligible Social Assets** means any existing, on-going and/or future loans or any other form of financing from Eligible Categories selected by the Issuer, which meet the Eligibility Criteria, all in accordance with the BNP Paribas Social Bond Framework.

**Eligible Categories** means the following categories (all as more fully described in the BNP Paribas Social Bond Framework):

- Access to Employment,
- Socioeconomic Advancement and Empowerment (equal opportunities),

- Access to Affordable Housing ,
- Access to Education,
- Access to Human and Social Care,

For the avoidance of doubt, the following sectors are excluded from the BNP Paribas Social Bond Framework: defence and security, palm oil, wood pulp, nuclear power generation, coal-fired power generation, unconventional oil and gas, mining and tobacco.

**Eligibility Criteria** means the criteria with which any loan or any other form of financing should comply, at any time, in order to be considered as an Eligible Social Asset (as such criteria may be amended, from time to time, by the BNP Paribas, subject to external review by third parties, as the case may be, as per the BNP Paribas Social Bond Framework).

As long as any Securities are outstanding, BNP Paribas or any of its affiliates is expected to provide a report, at least annually, on (i) the Eligible Social Assets financed or refinanced by the net proceeds and their relevant impact indicators, (ii) the allocation of the net proceeds of the Securities to Eligible Social Assets detailing the aggregate amount dedicated to each of the Eligible Categories and (iii) the balance of unallocated cash and/or cash equivalent still held by the Issuer, as further described in the BNP Paribas Social Bond Framework. The report will be published by BNP Paribas or any of its affiliates on <https://invest.bnpparibas/en/search/debt/documents/documentation-on-programs-and-issuances>.

Pursuant to the BNP Paribas Social Bond Framework a second party opinion has been obtained from an appropriate second party opinion provider and the Issuer has mandated an appropriate external independent auditor to provide an assurance report. The opinion and assurance report are available on <https://invest.bnpparibas/en/document/social-bond-sustainalytics-second-party-opinion-21-november-2023> and <https://invest.bnpparibas/en/document/social-bond-ey-assurance-report-4-march-2024>

- (b) Estimated net proceeds: Up to SEK 50,000,000.
- (c) Estimated total expenses: Estimated total expenses not available

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

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

Information on each Share shall be available on the relevant website as set out below.

Past and further performances of each Share are available on the relevant Exchange website as set out in below and its volatility may be obtained from the Calculation Agent by emailing [dl.eqd.nordic@uk.bnpparibas.com](mailto:dl.eqd.nordic@uk.bnpparibas.com) or [emea.gm.client.service@bnpparibas.com](mailto:emea.gm.client.service@bnpparibas.com).

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

**ABB Ltd REG**  
Website: <https://global.abb/group/en/investors>

**Assa Abloy AB**  
Website: <https://www.assaabloy.com/group/en/investors>

**Essity AB**  
Website: <https://www.essity.com/investors/>

**Nordea Bank Abp**Website: <https://www.nordea.com/en/investors>**Skanska AB**Website: <https://group.skanska.com/investors/>**Svenska Cellulosa AB SCA**Website: <https://www.sca.com/en/investors/>**Svenska Handelsbanken AB**Website: <https://www.handelsbanken.com/en/investor-relations>**Swedbank AB**Website: <https://www.swedbank.com/investor-relations.html>**6. Operational Information****Relevant Clearing System(s):**

If other than Euroclear Bank S.A./N.V., Clearstream Banking, S.A., Euroclear France include the relevant identification number and in the case of the Swedish Dematerialised Securities, the Swedish Security Agent:

Euroclear Sweden.

Identification number: 5164060997

Swedish Security Agent:

**Citibank Europe plc. Sweden Branch**

Birger Jarlgatan 6  
SE 111 84, Stockholm  
Sweden

**7. Terms and Conditions of the Public Offer****Offer Price:**

Issue Price

**Conditions to which the offer is subject:**

The offer of the Securities is conditional on their issue.

The Issuer reserves the right to withdraw the offer of the Securities and cancel the issuance of the Securities for any reason, in accordance with the Authorised Offeror at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities. Such an event will be notified to investors via the following link: <http://eqdpo.bnpparibas.com/SE0022726980>

The Issuer will in its sole discretion determine the final amount of Securities issued up to a limit of 5,000 Securities.

The final amount that is issued on the Issue Date will be listed on NASDAQ Stockholm.

Securities will be allotted subject to availability in the order of receipt of investors' applications. The final amount of the Securities issued will be determined by the Issuer in light of prevailing market conditions, and in its sole and absolute discretion depending on the number of Securities which have been agreed to be purchased as of the Issue Date.

The Offer Period may be closed early as determined by Issuer in its sole discretion and notified on or around such earlier date by publication on the following webpage:

<http://eqdpo.bnpparibas.com/SE0022726980>

The Issuer reserves the right to extend the Offer Period. The Issuer will inform of the extension of the Offer Period by means of a notice to be published on the following webpage:

<http://eqdpo.bnpparibas.com/SE0022726980>

The Issuer reserves the right to increase the number of Securities to be issued during the Offer Period. The Issuer will inform the public of the size increase by means of a notice to be published on the following webpage: <http://eqdpo.bnpparibas.com/SE0022726980>

**Description of the application process:**

From, and including, 30 August 2024 to, and including, 3 October 2024, or such earlier date as the Issuer determines as notified on or around such earlier date by (i) loading the following link: <http://eqdpo.bnpparibas.com/SE0022726980>

Application to subscribe for the Securities can be made in Sweden through the Authorised Offeror. The distribution activity will be carried out in accordance with the usual procedures of the Authorised Offeror.

The Authorised Offeror is responsible for the notification of any withdrawal right applicable in relation to the offer of the Securities to potential investors.

Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription for the Securities.

By purchasing the Securities, the holders of the Securities are deemed to have knowledge of all the Conditions of the Securities and to accept said Conditions.

**Details of the minimum and/or maximum amount of application:**

Minimum purchase amount per investor: One (1) Certificate.

Maximum subscription amount per investor: The number of Securities issued as set out in SPECIFIC PROVISIONS FOR EACH SERIES in Part A.

The maximum amount of application of Securities will be subject only to availability at the time of the application.

There are no pre-identified allotment criteria.

The Authorised Offeror will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Authorised Offeror during the Offer Period will be assigned up to the maximum amount of the offer.

In the event that during the Offer Period the requests exceed the number of Securities to be issued, the Issuer will at its discretion, either, (i) proceed to increase the size of the offer or, (ii) early terminate the Offer Period and suspend the acceptance of further requests.

**Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:**

Not applicable.

**Details of the method and time limits for paying up and delivering Securities:**

The Securities will be issued on the Issue Date against payment to the Issuer by the Authorised Offeror of the gross subscription moneys.

The Securities are cleared through the clearing systems and are due to be delivered through the Authorised Offeror on or around the Issue Date.

**Manner in and date on which results of the offer are to be made public:**

Publication on the following website: <http://eqdpo.bnpparibas.com/SE0022726980> on or around the Issue Date.

**Procedure for exercise of any right of pre-emption, negotiability of subscription rights**

Not applicable.

**and treatment of subscription rights not exercised:**

**Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:**

In the case of over subscription, allotted amounts will be notified to applicants on the following website: <http://eqdpo.bnpparibas.com/SE0022726980> on or around the Issue Date.

No dealing in the Certificates may begin before any such notification is made.

In all other cases, allotted amounts will be equal to the amount of the application, and no further notification shall be made.

In all cases, no dealing in the Certificates may take place prior to the Issue Date.

**Amount of any expenses and taxes specifically charges to the subscriber or purchaser:**

Series Number	Issue Price per Security	Expenses included in the Issue Price
CE9839SCE	100%	6.0% of the Notional Amount per Certificate

**8. Intermediaries with a firm commitment to act**

**Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and a description of the main terms of their commitment:**

None.

**9. Placing and Underwriting**

**Name(s) and address(es), to the extent known to the issuer, of the placers in the various countries where the offer takes place:**

The Authorised Offerors identified in Paragraph 47 of Part A and identifiable from the Base Prospectus

**Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:**

Not applicable.

**Name and address of any paying agents and depository agents in each country (in addition to the Principal Paying Agent):**

Not applicable.

**Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements:**

**GARANTUM FONDKOMMISSION AB**  
 Norrmalmstorg Smålandsgatan 411 21 Göteborg  
 16 P.O. Box 7364  
 103 90 Stockholm  
 Sweden .

(the "Authorised Offeror")

Legal Identity identifier (LEI):  
 549300SUPDLSXO6YWJ42.

No underwriting commitment is undertaken by the Authorised Offeror.

When the underwriting agreement has been or will be reached:

Not applicable.

#### 10. EU Benchmarks Regulation

EU Benchmarks Regulation : Article 29(2) statement on benchmarks:

Not applicable.



# Summary

## Section A - Introduction and Warnings

### Warnings

This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms.

Any decision to invest in any Securities should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms.

Investors may be exposed to a partial or total loss of their investment, the capital protection applies only at Maturity.

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

Civil liability in any such Member State attaches to the Issuer or the Guarantor solely on the basis of this summary, including any translation hereof, but only if it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the applicable Final Terms or it does not provide, when read together with the other parts of the Base Prospectus and the applicable Final Terms, key information in order to aid investors when considering whether to invest in the Securities.

You are about to purchase a product that is not simple and may be difficult to understand.

### Name and international securities identification number (ISIN) of the securities

SEK "Bond + Call" Certificates relating to 8 Shares - The securities are Certificates. International Securities Identification Number ("ISIN"): SE0022726980.

### Identity and contact details of the issuer

BNP Paribas Issuance B.V. (the "Issuer"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000). The legal entity identifier of the Issuer is 7245009UXRIGIRYOBR48.

### Identity and contact details of the offeror and / or person asking for admission to trading

Offeror: GARANTUM FONDKOMMISSION AB, Norrmalmstorg Smålandsgatan, 16 P.O. Box 7364, 103 90 Stockholm Sweden.

Person asking for admission to trading : BNP Paribas Issuance B.V. (the "Issuer"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000).

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

Autorité des Marchés Financiers ("AMF"), 17, place de la Bourse, 75082 Paris Cedex 02, France - +33(0)1 53 45 60 00 - [www.amf-france.org](http://www.amf-france.org)

### Date of approval of the prospectus

The Base Prospectus has been approved on 30 May 2024 under the approval number 24-0185 by the AMF, as supplemented from time to time.

## Section B - Key information on the issuer

### Who is the issuer of the securities?

#### Domicile / legal form / LEI / law under which the issuer operates / country of incorporation

BNPP B.V. was incorporated in the Netherlands as a private company with limited liability under Dutch law having its registered office at Herengracht 595, 1017 CE Amsterdam, the Netherlands. Legal entity identifier (LEI): 7245009UXRIGIRYOBR48.

BNPP B.V.'s long term credit rating is A+ with a stable outlook (S&P Global Ratings Europe Limited) and BNPP B.V.'s short term credit rating is A-1 (S&P Global Ratings Europe Limited).

#### Principal activities

The principal activity of the Issuer is to issue and/or acquire financial instruments of any nature and to enter into related agreements for the account of various entities within the BNPP Group.

The assets of BNPP B.V. consist of the obligations of other BNPP Group entities. Holders of securities issued by BNPP B.V. will, subject to the provisions of the Guarantee issued by BNPP, be exposed to the ability of BNPP Group entities to perform their obligations towards BNPP B.V.

#### Major shareholders

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

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

The Managing Directors of BNP Paribas Issuance B.V. are Edwin Herskovic/Cyril Le Merrer/Folkert van Asma/Hugo Peek/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 €	31/12/2023	31/12/2022
Operating profit/loss	73,071	120,674

Balance sheet		
	Year	Year-1
In €	31/12/2023	31/12/2022
Net financial debt (long term debt plus short term debt minus cash)	126,562,861,261	94,563,113,054
Current ratio (current assets/current liabilities)	1	1
Debt to equity ratio (total liabilities/total shareholder equity)	157,363	126,405
Interest cover ratio (operating income/interest expense)	No interest expenses	No interest expenses
Cash flow statement		
	Year	Year-1
In €	31/12/2023	31/12/2022
Net Cash flows from operating activities	2,827,251	-113,916
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

SEK "Bond + Call" Certificates relating to 8 Shares - The securities are Certificates. International Securities Identification Number ("ISIN"): SE0022726980.

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

The currency of the Securities is Swedish Krona ("SEK"). The Securities have a par value of SEK 10,000. Up to 5,000 Securities will be issued. The Securities will be redeemed on 29 October 2030.

##### Rights attached to the securities

*Negative pledge* - The terms of the Securities will not contain a negative pledge provision.

*Events of Default* - The terms of the Securities will not contain events of default.

*Governing law* - The Securities are governed by English law.

The objective of this product is to provide you with a return based on the performance of a basket (the Basket) composed of underlying shares (each share, an Underlying). On the Redemption Date you will receive in respect of each certificate:

1. If the Final Reference Value is greater than or equal to 100%: a payment in cash equal to the Notional Amount increased by G% of the Final Performance.
2. If the Final Reference Value is less than 100%: a payment in cash equal to the Notional Amount.

#### Where:

- G% is a percentage expected to be about 100% but should not be less than 75%.
- The Final Performance is the difference between the Final Reference Value and 100%, expressed in absolute value.
- The Reference Value:
  - for the Basket, on a given date, is the average of the Reference Values of all the Underlyings on such date.
  - for an Underlying, on a given date, is its closing price on such date divided by its Initial Reference Price.
- The Initial Reference Price of an Underlying is the arithmetic average of the closing prices of that Underlying on the Initial Averaging Dates.
- The Final Reference Value is the arithmetic average of the Reference Values of the Basket on each Final Averaging Date.

Issue Price	100%	Issue Date	29 October 2024
Product Currency	SEK	Redemption Valuation Date	10 October 2030
Notional Amount (per certificate)	SEK 10,000	Redemption Date (maturity)	29 October 2030
Initial Averaging Date(s)	10 October 2024, 11 November 2024, 10 December 2024 and 10 January 2025	Final Averaging Date(s)	10 April 2029, 11 May 2029, 11 June 2029, 10 July 2029, 10 August 2029, 10 September 2029, 10 October 2029, 12 November 2029, 10 December 2029, 10 January 2030, 11 February 2030, 11 March 2030, 10 April 2030, 10 May 2030, 10 June 2030, 10 July 2030, 12 August 2030, 10 September 2030 and 10 October 2030

The product terms provide that if certain exceptional events occur (1) adjustments may be made to the product and/or (2) the Issuer of the product may terminate the product early. These events are specified in the product terms and principally relate to the Underlying(s), the product and the Issuer of the product. The return (if any) you receive on such early termination is likely to be different from the scenarios described above and may be less than the amount you invested.

All redemptions described in this document (including potential gains) are calculated on the basis of the Notional Amount, excluding costs, social contributions and taxation applicable to this type of investment.

Underlying	Bloomberg Code	ISIN
See Annex	See Annex	See Annex

## ANNEX

### ► Underlyings

Underlying	Bloomberg Code	ISIN
ABB Ltd	ABB SS	CH0012221716
Assa Abloy AB	ASSAB SS	SE0007100581
Essity AB	ESSITYB SS	SE0009922164
Nordea Bank Abp	NDA SS	FI4000297767
Skanska AB	SKAB SS	SE0000113250
Svenska Cellulosa AB SCA	SCAB SS	SE0000112724
Svenska Handelsbanken AB	SHBA SS	SE0007100599
Swedbank AB	SWEDA SS	SE0000242455

**Meetings** - The terms of the Securities will contain provisions for calling meetings of holders of such Securities to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.

**Representative of holders** - No representative of the Holders has been appointed by the Issuer.

#### Seniority of the securities

The Securities are unsubordinated and unsecured obligations of the Issuer and rank *pari passu* among themselves.

#### Restrictions on the free transferability of the securities

There are no restrictions on the free transferability of the Securities.

#### Dividend or payout policy

Not Applicable

#### Where will the securities be traded?

#### Admission to trading

Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Nasdaq Stockholm (Regulated Market).

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

#### Nature and scope of the guarantee

The obligations under the guarantee are senior preferred obligations (within the meaning of Article L.613-30-3-I-3° of the French Code monétaire et financier) and unsecured obligations of BNPP and will rank *pari passu* with all its other present and future senior preferred and unsecured obligations subject to such exceptions as may from time to time be mandatory under French law.

In the event of a bail-in of BNPP but not BNPP B.V., the obligations and/or amounts owed by BNPP under the guarantee shall be reduced to reflect any such modification or reduction applied to liabilities of BNPP resulting from the application of a bail-in of BNPP by any relevant regulator (including in a situation where the Guarantee itself is not the subject of such bail-in).

The Guarantor unconditionally and irrevocably guarantees to each Holder that, if for any reason BNPP B.V. does not pay any sum payable by it or perform any other obligation in respect of any Securities on the date specified for such payment or performance the Guarantor will, in accordance with the Conditions pay that sum in the currency in which such payment is due in immediately available funds or, as the case may be, perform or procure the performance of the relevant obligation on the due date for such performance.

#### Description of the guarantor

The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas ("BNPP" or the "Guarantor") pursuant to an English law deed of guarantee executed by BNPP 30 May 2024 (the "Guarantee").

The Guarantor was incorporated in France as a société anonyme under French law and licensed as a bank having its head office at 16, boulevard des Italiens - 75009 Paris, France. Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83.

BNPP's long-term credit ratings are A+ with a stable outlook (S&P Global Ratings Europe Limited), Aa3 with a stable outlook (Moody's Deutschland GmbH), A+ with a stable outlook (Fitch Ratings Ireland Limited) (which is the long-term issuer default rating) 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 Deutschland GmbH), F1 (Fitch Ratings Ireland Limited.) and R-1 (middle) (DBRS Rating GmbH).

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

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

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

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

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

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

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

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

As at 31 December 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 5.5% of the share capital, BlackRock Inc. holding 6.9% of the share capital, Amundi holding 5.4% of the share capital and Grand Duchy of Luxembourg holding 1.1% of the share capital.

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

Since 1 January 2023, BNP Paribas Group's insurance entities have applied IFRS 17 « Insurance Contracts » and IFRS 9 « Financial Instruments ». The results for 2022 have been recomposed to take into account the enforcement of IFRS17 and IFRS 9 for insurance entities.

Income statement				
	Year	Year-1	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2023	31/12/2022	30/06/2024	30/06/2023
Net interest income	19,058	20,933	9,572	9,056
Net fee and commission income	9,821	10,165	5,411	4,926
Net gain on financial instruments	10,440	9,449	6,278	6,071
Revenues	45,874	45,430	24,753	23,395
Cost of risk	-2,907	-3,003	-1,392	-1,201
Other net losses for risk on financial instruments	-775	n.a	-96	-130
Operating Income	11,236	12,563	8,152	5,984
Net income attributable to equity holders	10,975	9,848	6,498	7,245
Earnings per share (in euros)	8.58	7.52	5.32	5.64
Balance sheet				
	Year	Year-1	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2023	31/12/2022	30/06/2024	30/06/2023
Total assets	2,591,499	2,663,748	2,699,258	2,671,181
Debt securities	274,510	220,261	298,669	262,195
Of which mid long term Senior Preferred	84,821*	58,899*	n.a	n.a
Subordinated debt	25,478	24,832	27,691	24,462
Loans and receivables from customers (net)	859,200	857,020	872,147	852,649
Deposits from customers	988,549	1,008,056	1,003,053	977,676
Shareholders' equity (Group share)	123,742	121,237	122,182	123,301
Doubtful loans/ gross outstandings**	1.7%	1.7%	1.6%	1.7%
Common Equity Tier 1 capital (CET1) ratio	13.2%	12.3%	13%	13.6%
Total Capital Ratio	17.3%	16.2%	16.9%	17.8%
Leverage Ratio	4.6%	4.4%	4.4%	4.5%

(\*) Regulatory scope

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

#### 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 significantly affect the BNP Paribas Group and the markets in which it operates
6. Laws and regulations adopted in recent years, as well as current and future legislative and regulatory developments, may significantly impact the BNP Paribas Group and the financial and economic environment in which it operates.
7. Should the BNP Paribas Group fail to implement its strategic objectives or to achieve its published financial objectives, or should its results not follow stated expected trends, the trading price of its securities could be adversely affected.

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

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

There are also risks associated with the Securities, including:

##### 1. Risks related to the structure of the securities:

The return on the Securities depends on the performance of the Underlying Reference(s) and the capital protection applies only at Maturity.

##### 2. Risks related to the underlying and its disruption and adjustments:

Unlike a direct investment in any Share(s), Stapled Share(s), GDR(s) and/or ADR(s) comprising the Underlying Reference(s) (together the "Share(s)"), an investment in Share Securities does not entitle Holders to vote or receive dividends or distributions (unless otherwise specified in the Final Terms). Accordingly, the return on Share Securities will not be the same as a direct investment in the relevant Share(s) and could be less than a direct investment.

Exposure to shares, similar market risks to a direct investment in an equity, potential adjustment events or extraordinary events and market disruption or failure to open of an exchange may have an adverse effect on the value and liquidity of the Securities.

### 3. Risks related to the trading markets of the securities:

The trading price of the Securities may be affected by a number of factors including, but not limited to, the relevant price, value or level of the Underlying Reference(s), the time remaining until the scheduled redemption date of the Securities, the actual or implied volatility associated with the Underlying Reference(s) and the correlation risk of the relevant Underlying Reference(s). The possibility that the value and trading price of the Securities will fluctuate (either positively or negatively) depends on a number of factors, which investors should consider carefully before purchasing or selling Securities.

### 4. Legal risks:

The terms of the Securities will contain provisions for calling meetings of holders of such Securities to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.

## Section D - Key Information on the offer of securities to the public and/or admission to trading on a regulated market

### *Under which conditions and timetable can I invest in this security?*

#### General terms, conditions and expected timetable of the offer

The securities will be offered to the public from and including 30 August 2024 to and including 3 October 2024, subject to any early closing or extension of the offer period.

Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Nasdaq Stockholm (Regulated Market).

#### Estimate of the total expenses of the issue and/or offer, including estimated expenses charged to the investor by the issuer or the offeror

No expenses will be charged to the investors by the issuer.

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

#### Description of the offeror and / or person asking for admission to trading

Offeror: GARANTUM FONDKOMMISSION AB, Norrmalmstorg Smålandsgatan, 16 P.O. Box 7364, 103 90 Stockholm Sweden

Person asking for admission to trading : BNP Paribas Issuance B.V. (the "Issuer"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000).

### *Why is this prospectus being produced?*

#### Use and estimated net amount of the proceeds

A small portion of the net proceeds from the issue of the Securities will be allocated to finance the research on Alzheimer's disease and other forms of dementia by the Alzheimer's Foundation. Should the project fail, this portion of the proceeds would be reallocated to another project by the association.

The payment of the donation will be made by Captain Cause, an intermediary facilitating corporates' donations to charities.

The remaining balance of the net proceeds will become part of the general funds of the Issuer and may be used to maintain positions in options or futures contracts or other hedging instruments.

The net proceeds of the issue of the Securities will be allocated or reallocated from time to time to the financing and/or refinancing, in whole or in part, of Eligible Social Assets as defined below and further described in the BNP Paribas Social Bond Framework dated November 2023 available on <https://invest.bnpparibas/en/document/social-bond-framework-november-2023> as may be amended from time to time by the BNP Paribas or any of its affiliates (the "BNP Paribas Social Bond Framework").

Pending the allocation or reallocation, as the case may be, of the net proceeds of the Securities to Eligible Social Assets, the Issuer will invest the balance of the net proceeds, at its own discretion, in cash and/or cash equivalent. BNP Paribas or any of its affiliates will use its best efforts to substitute any redeemed loans, any other form of financing that is no longer financed or refinanced by the net proceeds and/or any such loans or any other form of financing which cease to be Eligible Social Assets, as soon as practicable once an appropriate substitution option has been identified. BNP Paribas or any of its affiliates will monitor the use of the net proceeds of the Securities via its internal information systems.

For the avoidance of doubt, payment of principal and interest in respect of the Securities will be made from general funds of the Issuer and will not be directly or indirectly linked to the performance of Eligible Social Assets.

**Eligible Social Assets** means any existing, on-going and/or future loans or any other form of financing from Eligible Categories selected by the Issuer, which meet the Eligibility Criteria, all in accordance with the BNP Paribas Social Bond Framework.

**Eligible Categories** means the following categories (all as more fully described in the BNP Paribas Social Bond Framework):

- Access to Employment,
- Socioeconomic Advancement and Empowerment (equal opportunities),
- Access to Affordable Housing ,
- Access to Education,
- Access to Human and Social Care,

For the avoidance of doubt, the following sectors are excluded from the BNP Paribas Social Bond Framework: defence and security, palm oil, wood pulp, nuclear power generation, coal-fired power generation, unconventional oil and gas, mining and tobacco.

**Eligibility Criteria** means the criteria with which any loan or any other form of financing should comply, at any time, in order to be considered as an Eligible Social Asset (as such criteria may be amended, from time to time, by the BNP Paribas, subject to external review by third parties, as the case may be, as per the BNP Paribas Social Bond Framework).

As long as any Securities are outstanding, BNP Paribas or any of its affiliates is expected to provide a report, at least annually, on (i) the Eligible Social Assets financed or refinanced by the net proceeds and their relevant impact indicators, (ii) the allocation of the net proceeds of the Securities to Eligible Social Assets detailing the aggregate amount dedicated to each of the Eligible Categories and (iii) the balance of unallocated cash and/or cash equivalent still held by the Issuer, as further described in the BNP Paribas Social Bond Framework. The report will be published by BNP Paribas or any of its affiliates on <https://invest.bnpparibas/en/search/debt/documents/documentation-on-programs-and-issuances>.

Pursuant to the BNP Paribas Social Bond Framework a second party opinion has been obtained from an appropriate second party opinion provider and the Issuer has mandated an appropriate external independent auditor to provide an assurance report. The opinion and assurance report are available on <https://invest.bnpparibas/en/document/social-bond-sustainability-second-party-opinion-21-november-2023> and <https://invest.bnpparibas/en/document/social-bond-ey-assurance-report-4-march-2024>

Estimated net proceeds: Up to SEK 50,000,000

#### Underwriting agreement

No underwriting commitment is undertaken by the Offeror

<b>Most material conflicts of interest pertaining to the offer or the admission to trading</b>
--

The Manager and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their respective affiliates in the ordinary course of business.

Various entities within the BNPP Group (including the Issuer and Guarantor) and Affiliates undertake different roles in connection with the Securities, including Issuer of the Securities and Calculation Agent of the Securities and may also engage in trading activities (including hedging activities) relating to the Underlying and other instruments or derivative products based on or relating to the Underlying which may give rise to potential conflicts of interest.

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

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

# Sammanfattning

## Avsnitt A - Introduktion och Varningar

### Varningar

Den här sammanfattningen ska läsas som en introduktion till Grundprospektet och de gällande slutliga villkoren. Varje beslut att investera i värdepapper ska ske med beaktande av Grundprospektet i sin helhet, inklusive de dokument som infogats och de tillämpliga Slutliga Villkoren. Investorerare kan exponeras mot en partiell eller fullständig förlust av sin investering, och kapitalskyddet endast tillämpas på förfallodagen. Om krav grundat på upplysningar i Grundprospektet och de tillämpliga Slutliga Villkoren framställs vid domstol i en medlemsstat inom Europeiska ekonomiska samarbetsområdet kan käranden komma att vara skyldig att bekosta översättningen av Grundprospektet och de tillämpliga Slutliga Villkoren i enlighet med nationell lagstiftning i den medlemsstat där kravet framställs innan de rättsliga förfarandena inleds. Civilrättsligt ansvar i något av medlemsstaterna binder Emittenten eller Garanten endast på grundval av denna sammanfattning inklusive varje översättning av denna, men bara om den är vilseledande eller oförenlig när den läses tillsammans med de övriga delarna i Grundprospektet och de tillämpliga Slutliga Villkoren eller att den inte ger, när den läses tillsammans med andra delar av Grundprospektet och de tillämpliga Slutliga Villkoren, nyckelinformation för att hjälpa investerare när de överväger om de ska investera i Värdepappren.

Du står i begrepp att köpa en produkt som inte är enkel och som kan vara svår att förstå.

### Namn och internationellt identifikationsnummer för värdepapper (ISIN) på värdepapperen

SEK "Bond + Call" avseende 8 Aktie Certifikat - Aktierna är Certifikat. Internationellt identifikationsnummer på värdepapperet ("ISIN"): SE0022726980

### Emittentens namn och kontaktuppgifter

BNP Paribas Issuance B.V. ("Emittent"), Herengracht 595, 1017 CE Amsterdam, Nederländerna (telefonnummer: +31(0)88 738 0000). Emittentens organisationsnummer är 7245009UXRIGIRYOB48.

### Anbudsgivarens namn och kontaktuppgifter och/eller person som ber om tillstånd att handla

Anbudsgivare : GARANTUM FONDKOMMISSION AB., Normalmstorg Smålandsgatan16 P.O. Box 7364 103 90 Stockholm Sweden.  
Person som ber om tillstånd att få handla: BNP Paribas Issuance B.V. ("Emittenten"), Herengracht 595, 1017 CE Amsterdam, Nederländerna (telefonnummer: +31(0)88 738 0000).

### Namn och kontaktuppgifter på behörig myndighet som godkänner prospektet

Autorité des Marchés Financiers ("AMF"), 17, place de la Bourse, 75082 Paris Cedex 02, Frankrike - +33(0)1 53 45 60 00 - [www.amf-france.org](http://www.amf-france.org)

### Datum för godkännande av tillståndet

Grundprospektet har fått tillstånd den 30 maj 2024 under den godkända numret 24-0185 av AMF, med olika bilagor från tid till.

## Avsnitt B - Emittentens nyckelinformation

### Vem är värdepappernas emittent?

#### Hemvist / juridiska form / LEI / rättsordning enligt vilken emittenten verkar registreringsland

BNPP B.V. är ett privat aktiebolag registrerat i Nederländerna enligt nederländsk lag, med säte på Herengracht 595, 1017 CE Amsterdam, Nederländerna; Organisationsnummer (LEI): 7245009UXRIGIRYOB48.  
BNPP B.V.:s långfristiga kreditvärderingar är A + med stabila utsikter (S&P Global Ratings Europe Limited) och BNPP B.V.:s kortfristiga kreditvärderingar är A-1 (S&P Global Ratings Europe Limited).

#### Huvudsaklig verksamhet

Emittentens huvudsakliga verksamhet består i att emittera och/eller förvärva alla slags finansiella instrument och att ingå avtal inom liknande områden för de olika enheterna inom BNPP-koncernen.  
BNPP B.V. tillgångar består av förpliktelse från andra enheter i BNPP-koncernen. Innehavare av värdepapper som emitterats av BNPP B.V. kommer, med förbehåll för bestämmelserna i garantin som utfärdats av BNPP, att utsättas för BNPP-gruppens förmåga att fullgöra sina åtaganden gentemot BNPP B.V.

#### Största aktieägare

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

#### Identiteten för de viktigaste administrerande direktörerna

De Verkställande direktörerna i BNP Paribas Issuance B.V. är Edwin Herskovic/Cyril Le Merrer/Folkert van Asma/Hugo Peek/Matthew Yandle.

#### Identiteten för emittentens lagstadgade revisorer

Deloitte Accountants N.V är emittentens revisorer. Deloitte Accountants N.V. är en oberoende revisionsfirma i Nederländerna och registrerad på NBA (Nederlandsche Beroepsorganisatie van Accountants).

### Vilka är emittentens finansiella nyckeluppgifter?

#### Finansiell nyckelinformation

Resultaträkning		
	År	År-1
I €	31/12/2023	31/12/2022
Rörelseresultat	73 071	120 674

Balansräkning		
	År	År-1
I €	31/12/2023	31/12/2022
Finansiell skuldsättningsgrad (långsiktiga skulder plus kortfristiga skulder minus kontanter)	126 562 861 261	94 563 113 054
Nuvarande kapitaltäckningsgrad (omsättningsstillgångar/kortfristiga skulder)	1	1
Skuld i förhållande till eget kapital (totala skulder/totala egna kapitalet)	157 363	126 405
Räntetäckningsgrad (rörelseresultat/räntekostnad)		
Kassaflödesanalys		
	År	År-1
I €	31/12/2023	31/12/2022
Likvida medel från den löpande verksamheten	2 827 251	-113 916
Likvida medel från finansieringsverksamheten	0	0
Likvida medel från investeringsverksamheten	0	0

#### Reservationer i revisionsberättelsen

Inte tillämpligt, det finns inga reservationer i någon av revisionsberättelserna avseende den historiska finansiella information som inkluderats i Grundprospektet.

#### Vilka är de centrala riskerna som är specifika 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

#### Vilka är värdepappernas viktigaste kännetecken?

##### Typ, kategori och ISIN

SEK "Bond + Call" avseende 8 Aktie Certifikat - Aktierna är Certifikat. Internationellt identifikationsnummer på värdepapperet ("ISIN"): SE0022726980

##### Valuta / nominellt värde / partivärde / antal emitterade värdepapper / värdepappernas löptid

Värdepappernas valuta är Swedish Krona ("SEK"). Värdepapperna har ett partivärde på SEK 10 000. Upp till 5 000 värdepapper kommer att emitteras. Värdepapperna kommer att lösas in den 29 oktober 2030.

##### Rättigheter som sammanhänger med värdepapperen

*Negative pledge* - Värdepapprenas villkor kommer inte innehålla någon så kallad negative pledgebestämmelse.

*Uppsägningsgrunder* - Villkoren för Värdepapprena kommer inte innehålla några uppsägningsgrundande omständigheter

*Tillämplig lag* - Värdepapperna och ska tolkas i enlighet med engelsk rätt.

Målet för denna produkt är att ge dig en avkastning baserad på utvecklingen för en korg (korgen) med underliggande aktier (var och en, en underliggande).

På återbetalningsdagen får du för varje certifikat:

1. Om det slutliga referensvärdet är större än eller lika med 100%: en återbetalning lika med det nominella beloppet ökat med G% av det Slutliga Utvecklingen.
2. Om det slutliga referensvärdet är mindre än eller lika med 100%: en återbetalning på det nominella beloppet.

#### Var:

- G% ska likna 100% men kan int vara mindre än 75%.
- Det Slutliga Utvecklingen är skillnaden mellan det slutliga referensvärdet och 100%, som absolut värde.
- Referensvärdet:
- på korgen, på en viss dag, är det genomsnittet för referensvärdena på alla underliggande på en sådan dag.
- för en underliggande, på en viss dag, är dess stängningskurs på sådan dag dividerat med dess startkurs.
- Startkursen på en underliggande är det aritmetiska medelvärdet för stängningskurserna på den underliggande på de initiala dagarna för genomsnittsberäkning
- Slutkursen är det aritmetiska medelvärdet av referensvärden på korgen på varje slutlig dag för genomsnittsberäkning.

Emissionskurs	100%	Emissionsdag	29 oktober 2024
Valuta	SEK	Slutdag	10 oktober 2030
Nominellt belopp (per produkt)	10 000 SEK	Återbetalningsdag	29 oktober 2030
Initial(a) dag(arna) för genomsnittsberäkning	10 oktober 2024, 11 november 2024, 10 december 2024 och 10 januari 2025	Slutlig(a) dag(arna) för genomsnittsberäkning	10 april 2029, 11 maj 2029, 11 juni 2029, 10 juli 2029, 10 augusti 2029, 10 september 2029, 10 oktober 2029, 12 november 2029, 10 december 2029, 10 januari 2030, 11 februari 2030, 11 mars 2030, 10 april 2030, 10 maj 2030, 10 juni 2030, 10 juli 2030, 12 augusti 2030, 10 september 2030 och 10 oktober 2030

Produktvillkoren fastslår att om vissa ytterst ovanliga händelser inträffar (1) kan produkten justeras och/eller (2) kan emittenten av produkten säga upp produkten i förtid. Dessa händelser anges i produktvillkoren och avser i huvudsak underliggande (er), produkten och produktens emittent. Avkastningen (om någon) du får vid en sådan tidig uppsägning kommer sannolikt att skilja sig från de scenarier som beskrivs ovan och kan vara mindre än det belopp du investerade.

All inlösen som beskrivs i detta dokument (inklusive potentiella vinster) beräknas på basis av det aktuella nominella beloppet, exklusive kostnader, sociala avgifter och den beskattning som tillämpas på denna typ av investering.

Underliggande	Bloombergkod	ISIN-kod
Se Annex	Se Annex	Se Annex



## Annex

### ► Underliggande tillgångar

Underliggande	Bloombergkod	ISIN-kod
ABB Ltd	ABB SS	CH0012221716
Assa Abloy AB	ASSAB SS	SE0007100581
Essity AB	ESSITYB SS	SE0009922164
Nordea Bank Abp	NDA SS	FI4000297767
Skanska AB	SKAB SS	SE0000113250
Svenska Cellulosa AB SCA	SCAB SS	SE0000112724
Svenska Handelsbanken AB	SHBA SS	SE0007100599
Swedbank AB	SWEDA SS	SE0000242455

*Möten* - Villkoren för Värdepapper 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 rätten att fatta beslut som binder alla innehavare, inklusive innehavare som inte har närvarat eller röstat på aktuellt möte och innehavare som röstat mot majoriteten.

*Företrädare för Innehavare av Värdepapper* - Emittenten har inte utsett någon företrädare för Innehavarna av Värdepapper.

#### Värdepapperens prioriteringsnivå

Värdepappererna är efterställda och icke säkerställda förpliktelser för Emittenten och rankas *lika* sinsemellan.

#### Begränsningar vad gäller överlåtelse av värdepapper

Det finns inga begränsningar vad gäller överlåtelse av Värdepappererna.

#### Utdelning eller utbetalningspolicy

Inte tillämplig

#### Var kommer värdepapperen att handlas?

#### Medgivande till handel

Ansökan kommer att göras av Emittenten (eller på dennes vägnar) för värdepapper som ska tillåtas att handlas på Nasdaq Stockholm (Reglerad Marknad).

#### Finns det någon garanti som följer med värdepappererna?

#### Garantins beskaffenhet och omfattning

Åtagandena enligt garantin är icke efterställda (enligt betydelsen i artikel L.613-30-3-13° 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 icke efterställda 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 ägo enligt garantin att reduceras för att återspegla alla ändringar eller reduceringar av åtaganden för BNPP som är en följd av tillämpningen av skuldnedskrivning av BNPP av en tillämplig regleringsmyndighet (inklusive i en situation där själva garantin inte är föremål för en sådan skuldnedskrivning).

Garanten garanterar varje Innehavare villkorslöst och oåterkalleligt att om, oavsett anledning, BNPP B.V inte betalar någon summa som är förfallen till betalning eller inte verkställer någon skyldighet gällande något värdepapper på dagen som specificerats för en sådan betalning eller förpliktelse, kommer Garanten enligt villkoren att betala summan i gällande valuta i omedelbart tillgängliga fondmedel eller, i tillämpliga fall, verkställa eller anskaffa medel för förpliktelsen i fråga på förfallodagen.

#### Beskrivning av garanten

Värdepappererna kommer ovillkorligen och oåterkalleligt att säkerställas av BNP Paribas ("BNPP" eller "Garanten") i enlighet med engelsk gällande rätt, verkställt av BNPP den 30 maj 2024 ("Garantin").

Garanten är ett aktiebolag registrerat i Frankrike enligt fransk lag och licensierat som bank med säte på 16, Boulevard des Italiens – 75009 Paris, Frankrike. Organisationsnummer (LEI): R0MUWSPU8MPRO8K5P83.

BNPP:s långsiktiga kreditbetyg är A+ med stabil prognos (S&P Global Ratings Europe Limited), Aa3 med stabil prognos (Moody's, Deutschland GmbH), A+ med stabil prognos (Fitch Ratings Ireland Limited) (vilket är det långsiktiga kreditbetyget) 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 Deutschland GmbH), F1 (Fitch Ratings Ireland Limited) och R-1 (medel) (DBRS Rating GmbH). BNP Paribas SA är moderbolag i BNP Paribas-koncernen (tillsammans kallat "BNPP-Koncernen").

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 (CIB): Globala Affärsbanksverksamhet, Globala marknader och Värdepapperstjänster.

Kommersiella tjänster och personliga banktjänster (CPBS):

– *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 (särskilt Nickel, Fla, Lyf) och BNP Paribas Personal Investors.

Investerings- och skyddstjänster (IPS): 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 31 december 2023 var huvudaktieägare är Société Fédérale de Participations et d'Investissement ("SFPI") ett public-interest société anonyme (publikt aktiebolag) som agerar på uppdrag av den belgiska regeringen och som äger 5,5 procent av aktiekapitalet, BlackRock Inc. som innehar 6,9 procent av aktiekapitalet, Amundi som innehar 5,4 procent av aktiekapitalet och Storhertigdömet av Luxemburg som äger 1,1 procent av aktiekapitalet.

#### Finansiella nyckelinformation i syfte att bedöma garantens möjligheter att fullgöra åtagandena enligt garantin

Från och med den 1 januari 2023 har BNP Paribas Groups försäkringsbolag tillämpat IFRS 17 "försäkringsavtal" och IFRS 9 "finansiella instrument". Resultaten för 2022 har återställts för att ta hänsyn till genomförandet av IFRS 17 och IFRS 9 för försäkringsföretag.

Resultaträkning				
	År	År-1	Delår	Jämförande delårsperiod från samma period föregående år
I miljoner €	31/12/2023	31/12/2022	30/06/2024	30/06/2023
Räntenetto	19 058	20 933	9 572	9 056
Nettoavgift och provisioner	9 821	10 165	5 411	4 926
Nettovinst på finansiella instrument	10 440	9 449	6 278	6 071
Intäkter	45 874	45 430	24 753	23 395
Kostnad för risk	-2 907	-3 003	-1 392	-1 201
Andra nettoförluster för risk på finansiella instrument	-775	n.a	-96	-130
Rörelseresultat	11 236	12 563	8 152	5 984
Nettoresultat hänförligt till aktieägare	10 975	9 848	6 498	7 245
Resultat per aktie (i €)	8,58	7,52	5,32	5,64
Balansräkning				
	År	År-1	Delår	Jämförande delårsperiod från samma period föregående år
I miljoner €	31/12/2023	31/12/2022	30/06/2024	30/06/2023
Totala tillgångar	2 591 499	2 663 748	2 699 258	2 671 181
Skuldförbindelser	274 510	220 261	298 669	262 195
Av vilka medelfristiga prioriterade skuldförbindelser föredras	84 821*	58 899*	n.a	n.a
Mindre prioriterade skulder	25 478	24 832	27 691	24 462
Lån och kundfordringar (netto)	859 200	857 020	872 147	852 649
Insättningar från kunder	988 549	1 008 056	1 003 053	977 676
Eget kapital (koncernandel)	123 742	121 237	122 182	123 301
Tvivelaktiga lån/bruttoresultat**	1,7%	1,7%	1,6%	1,7%
Kärnprimärkapitalrelation	13,2%	12,3%	13%	13,6%
Total kapitalrelation	17,3%	16,2%	16,9%	17,8%
Hävtångsmått	4,6%	4,4%	4,4%	4,5%

(\*) Regleringsområde

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

#### Mest väsentliga riskfaktorer som gäller garanten

- En väsentlig ökning i nya avsättningar, eller ett underskott i nivån på tidigare redovisade avsättningar som varit exponerade för kreditrisker och risker vad gäller motparter skulle negativt kunna påverka BNP Paribas Grupp verksamhetsresultat och finansiella ställning.
- BNP Paribas-koncernens riskhanteringspolicyer, förfaranden och metoder kan exponera den för oidentifierade eller oförutsedda risker som kan leda till materialförluster.
- BNP Paribas Grupp kan ådra sig väsentliga förluster vid handels- och investeringsverksamhet till följd av valutakursfluktuationer och volatilitet.
- BNP Paribas Grupp tillgång till och kostnader för finansiering skulle kunna påverkas negativt av nya ekonomiska kriser, sämre konjunkturläge, lägre kreditvärdering, ökning av kreditspreaden eller andra faktorer.
- Negativa ekonomiska och finansiella förhållanden har tidigare haft och kan i framtiden ha en betydande inverkan på BNP Paribas-koncernen och de marknader på vilka den verkar.
- Lagar och förordningar som antagits under de senaste åren, liksom nuvarande och framtida lagstiftnings- och regleringsutvecklingar, kan avsevärt påverka BNP Paribas-koncernen och den finansiella och ekonomiska miljön i vilken den verkar.
- S skulle BNP Paribas-koncernen 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 är de centrala riskerna som är specifika för värdepapperna?

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

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

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

Avkastningen på värdepapperna beror på avkastningen på de underliggande referenserna och kapitalskyddet endast tillämpas på förfallodagen.

##### 2. Risker som är relaterade till de underliggande och dess avbrott och justeringar:

Till skillnad från direktinvestering i aktier, Stapelaktier, GDR och/eller ADR som hänvisar till Underliggande Referens(er) (tillsammans "Aktierna", ger en investering i Aktievärdepapper inte Innehavaren rösträtt eller rätten till utdelning (såvida inte annat är överenskommet i de slutliga villkoren). Därför är avkastningen på Aktievärdepapper inte samma sak som en direktinvestering i gällande Aktie(r) och kan bli mindre än i en direktinvestering.

Exponering mot aktier, liknande marknadsrisker som för en direktinvestering i en aktie, möjlig anpassningshändelse eller synnerlig händelse och marknadsstörning eller ett misslyckande att handla kan ha negativa effekter på värdepapperets värde och likviditet.

### 3. Risker som är relaterade till handel med 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 Referensen och risken med det inbördes förhållandet till gällande Underliggande Referens(er). Möjligheten att Värdepapperets kurs kommer att fluktuerat (antingen uppåt eller nedåt) beror på ett antal faktorer som investeraren nog borde överväga innan köp eller försäljning av Värdepapper.

### 4. Rättsliga risker:

Villkoren för Värdepapper 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 rätten att fatta beslut som binder alla innehavare, inklusive innehavare som inte har närvarat eller röstat på aktuellt möte och innehavare som röstat mot majoriteten.

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

### Enligt vilka villkor och tidsramar kan jag investera i detta värdepapper?

#### Allmänna villkor och erbjudandets förväntade tidsram

Värdepapperna kommer att erbjudas allmänheten fr.o.m. 30 augusti 2024 t.o.m. 3 oktober 2024, med förbehåll för varje tidigare stängning eller förlängning av erbjudandeperioden.

Ansökan kommer att göras av Emittenten (eller på dennes vägnar) för värdepapper som ska tillåtas att handlas på Nasdaq Stockholm (Reglerad Marknad).

### Uppskattning av emissionens totala kostnader och/eller erbjudande, inklusive uppskattade kostnader som påförs investeraren av emittenten eller anbudsgivaren

Emittenten kommer inte att påföra investeraren några kostnader.

### Vem är anbudsgivaren och/eller personen som ber om tillstånd att handla?

#### Beskrivning av anbudsgivaren och/eller personen som ber om tillstånd att handla

Anbudsgivare: GARANTUM FONDKOMMISSION AB., Norrmalmstorg Smålandsgatan16 P.O. Box 7364 103 90 Stockholm Sweden.

Person som ber om tillstånd att få handla : BNP Paribas Issuance B.V. ("Emittenten"), Herengracht 595, 1017 CE Amsterdam, Nederländerna (telefonnummer: +31(0)88 738 0000).

### Varför görs detta prospekt?

#### Användning av och uppskattat nettobelopp på avkastning

En liten del av nettoinkomsten från utredningen kommer att tilldelas för att finansiera forskning om Alzheimers sjukdom och andra former av demens av Alzheimers Foundation.

Om projektet misslyckas skulle denna del av intäkterna återfördas till ett annat projekt av föreningen.

Betalningen av donationen kommer att göras av Captain Cause, en mellanhand som underlättar företag donationer till välgörenhet.

Den återstående balansräkningen av nettoinkomsterna kommer att bli en del av fondens allmänna medel och kan användas för att upprätthålla positioner i alternativ eller framtida avtal eller andra hedgeinstrument.

Nettoinkomsterna från utgåvan av värdepapperna kommer att tilldelas eller omfördelas från tid till annan till finansieringen och/eller refinansieringen, helt eller delvis, av Eligible Social Assets enligt definitionen nedan och vidare i BNP Paribas Social Bond Framework från november 2023 tillgänglig på <https://invest.bnpparibas/en/document/social-bond-framework-november-2023> som kan ändras från tid till annan av BNP Paribas eller någon av dess affilierat (den "BNP Paribas Social Bond Framework").

Under tidpunkten för tilldelningen eller omfördelningen, som det kan vara fallet, av värdepapperens nettoinkomster till stödberättigande sociala tillgångar, ska förvärvaren på eget gottfinnande investera balansräkningen av nettoinkomsterna i kontanter och/eller kontanter.

BNP Paribas eller någon av dess dotterbolag kommer att använda sina bästa ansträngningar för att ersätta eventuella lösta lån, någon annan form av finansiering som inte längre finansieras eller refinansieras av nettoinkomsterna och/eller sådana lån eller någon annan form av finansiering som inte längre är kvalificerade sociala tillgångar, så snart det är praktiskt möjligt när ett lämpligt ersättningsalternativ har identifierats.

BNP Paribas eller någon av dess dotterbolag kommer att övervaka användningen av värdepapperens nettoinkomster via dess interna informationssystem.

För undvikande av tvivel kommer betalningen av huvud och ränta i förhållande till värdepapperna att göras från fondens allmänna medel och kommer inte direkt eller indirekt att kopplas till prestationen av kvalificerade sociala tillgångar.

Eligibla sociala tillgångar är alla befintliga, pågående och/eller framtida lån eller någon annan form av finansiering från Eligibla kategorier som valts av sökanden, som uppfyller Eligibilitetskriterierna, alla i enlighet med BNP Paribas Social Bond Framework.

Kvalificerade kategorier avser följande kategorier (allt som beskrivs i BNP Paribas Social Bond Framework):

- Access to Employment (Tillgång till sysselsättning),
- Socioeconomic Advancement and Empowerment (equal opportunities) (socioekonomisk framsteg och empowerment (jämförbara möjligheter)),
- Access to Affordable Housing (Tillgång till lönsam bostad),
- Access to Education (Tillgång till utbildning),
- Access to Human and Social Care (tillgång till mänsklig och social vård),

För att undvika tvivel är följande sektorer uteslagna från BNP Paribas Social Bond Framework: försvar och säkerhet, palmolja, träpulver, kärnkraft, kolkraft, olja och gas, gruv och tobak.

Eligibilitetskriterier är de kriterier som varje lån eller någon annan form av finansiering bör uppfylla när som helst för att betraktas som en Eligibel Social Verksamhet (som sådana kriterier kan ändras, från tid till annan, av BNP Paribas, under extern granskning av tredje part, som fallet kan vara, som enligt BNP Paribas Social Bond Framework).

Så länge Securities är utestående förväntas BNP Paribas eller någon av dess affilierat rapportera, åtminstone årligen, om (i) de kvalificerade sociala tillgångar som finansieras eller refinansieras av nettoinkomsterna och deras relevanta inverkanindikatorer, (ii) fördelningen av Securities nettoinkomster till kvalificerade sociala tillgångar som detaljerar det sammanlagda beloppet som tilldelas var och en av de kvalificerade kategorierna och (iii) balansräkningen av ofördelade kontanter och/eller kontantekvivalenter som fortfarande innehas av Issuer, enligt beskrivningen i BNP Paribas Social Bond Framework.

Rapporten kommer att publiceras av BNP Paribas eller någon av dess affilierat på <https://invest.bnpparibas/en/search/debt/documents/documentation-on-programs-and-issuances>

Enligt BNP Paribas Social Bond Framework har en andraparts yttrande erhållits från en lämplig andraparts yttrandeutlåtare och Issuer har beordrat en lämplig extern oberoende revisor att lämna en försäkringsrapport.

Yttrande och försäkringsrapport finns på och <https://invest.bnpparibas/en/document/social-bond-sustainability-second-party-opinion-21-november-2023> and <https://invest.bnpparibas/en/document/social-bond-ey-assurance-report-4-march-2024>

Uppskattad nettoavkastning: Upp till SEK 50 000 000

<b>Emissionsverksamhetsavtal</b>
----------------------------------

Ingen emissionsverksamhet utförs av Anbudsgivaren

<b>Mest väsentliga intressekonflikterna rörande erbjudandet eller upptagandet till handel</b>
---

Förvaltaren och dess dotterbolag kan också ha varit verksamma, och kan även i framtiden bli verksamma vad gäller investeringar och börshandel och kan utföra andra tjänster för Emittenten och Garanten och deras respektive dotterbolag.

Olika företag inom BNPP-koncernen (inklusive Emittenten och Garanten) och Dotterbolag åtar sig olika roller i samband med Värdepapperna, inklusive Värdepappernas Emittent och Värdepappernas Beräkningsombud och kan även utföra handelsrelaterade verksamheter (inklusive risksäkringsverksamhet) som hänför sig till Underliggande och andra instrument eller derivatprodukter baseras på eller som är relaterade till de Underliggande. Detta kan förorsaka möjliga intressekonflikter.

BNP Paribas Financial Markets SNC som verkar som Förvaltare och Beräkningsombud, är ett Dotterbolag till Emittenten och Garanten och potentiella intressekonflikter kan finnas mellan Värdepappernas innehavare, inklusive och med hänsyn till vissa beslut och bedömningar som Beräkningsombuden måste göra. De ekonomiska intressena hos Emittenten och hos BNP Paribas Financial Markets SNC såsom Förvaltare och Beräkningsombud, är potentiellt motsatta till intressena hos Innehavare av Värdepapperna.

Annat än vad som nämnts ovan och såvitt Emittenten vet, har ingen person som är involverad i Värdepappersemissionerna något intresse i erbjudandet, inklusive de motstridiga intressena.