

## **FINAL TERMS FOR CERTIFICATES**

### **FINAL TERMS DATED 8 MAY 2025**

#### **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

**Issue of up to SEK 100,000,000 Credit Linked Certificates with principal and interest at risk on a 12% to 24% tranche of the iTraxx Europe Crossover Series 43, Version 1 due July 2030**

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

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 three 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 (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) (the "**2024 Base Prospectus**") and/or an updated Base Prospectus (and any Supplement(s) thereto, each a "**2025 Future Supplement**"), which will replace the 2024 Base Prospectus (the "**2025 Base Prospectus**") (the date of any such publication and approval, each a "**Publication Date**"). This document constitutes the Final Terms of the Securities described herein for the purposes of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") and (i) prior to any Publication Date, must be read in conjunction with the 2024 Base Prospectus, or (ii) on and after any Publication Date must be read in conjunction with the 2025 Base Prospectus, as supplemented by any 2025 Future Supplement as at such date, save in respect of the Conditions which are extracted from the 2024 Base Prospectus to obtain all the relevant information. The 2024 Base Prospectus, as supplemented, constitutes, and the 2025 Base Prospectus will constitute, a base prospectus for the purposes of the Prospectus Regulation. The Issuer has in the 2024 Base Prospectus given consent to the use of the 2024 Base Prospectus in connection with the offer of the Securities. Such consent will be valid until the date that is twelve months following the date of the 2024 Base Prospectus. The Issuer will in the 2025 Base Prospectus give consent to the use of the 2025 Base Prospectus in connection with the offer of the Securities. A summary of the Securities is annexed to these Final Terms. The 2024 Base Prospectus, as supplemented, these Final Terms are available, the 2025 Base Prospectus will be available for viewing at <https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx> 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:	FICRT 20924 NB
Tranche Number:	1
Number of Securities issued:	Up to 10,000
Number of Securities:	Up to 10,000
ISIN:	SE0025011588
Common Code:	Notice of the Common Code will be published after the Trade Date in the same manner as the publication of these Final Terms and be available by accessing the following link: <a href="http://eqdpo.bnpparibas.com/SE0025011588">http://eqdpo.bnpparibas.com/SE0025011588</a>
Issue Price per Security:	100 per cent. of the Notional Amount

Redemption Date:	4 July 2030
Relevant Jurisdiction:	Not applicable
Share Amount/Debt Security Amount:	Not applicable
Specified Securities pursuant to Section 871(m):	No

## 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: 1 July 2025
4. Issue Date and Interest Commencement Date: 17 July 2025
5. Consolidation: Not applicable
6. Type of Securities:
  - (a) Certificates
  - (b) The Securities are Credit Securities.

The provisions of Annex 12 (Additional Terms and Conditions for Credit Securities) shall apply.
7. Form of Securities: Swedish Dematerialised Securities
8. Business Day Centre(s): The applicable Business Day Centres for the purposes of the definition of "Business Day" in Condition 1 are Stockholm and London
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: Not applicable
 

Payout Switch: Not applicable

Aggregation: Not applicable

- |     |  |  |
|-----|--|--|
| 13. | Relevant Asset(s):                       | Not applicable   |
| 14. | Entitlement:                             | Not applicable   |
| 15. | Exchange Rate / Conversion Rate:         | Not applicable.  |
| 16. | Settlement Currency:                     | The settlement currency for the payment of the Cash Settlement Amount is Swedish Krona (" <b>SEK</b> "). |
| 17. | Syndication:                             | The Securities will be distributed on a non-syndicated basis.  |
| 18. | Minimum Trading Size:                    | SEK 10,000   |
| 19. | Agent(s):                                |  |
|     | (a) Principal Security Agent:            | BNP Paribas Financial Markets S.N.C.   |
|     | (b) Security Agent(s):                   | Not applicable   |
| 20. | Registrar:                               | Not applicable   |
| 21. | Calculation Agent:                       | BNP Paribas<br>10 Harewood Avenue<br>London NW1 6AA  |
| 22. | Governing law:                           | English law  |
| 23. | <i>Masse</i> provisions (Condition 9.4): | Not applicable   |

#### **PRODUCT SPECIFIC PROVISIONS**

- |     |                             |                |
|-----|-----------------------------|----------------|
| 24. | Hybrid Securities:          | Not applicable |
| 25. | Index Securities:           | Not applicable |
| 26. | Share Securities:           | Not applicable |
| 27. | ETI Securities              | Not applicable |
| 28. | Debt Securities:            | Not applicable |
| 29. | Commodity Securities:       | Not applicable |
| 30. | Inflation Index Securities: | Not applicable |
| 31. | Currency Securities:        | Not applicable |
| 32. | Fund Securities:            | Not applicable |
| 33. | Futures Securities:         | Not applicable |
| 34. | Credit Security Provisions: | Applicable     |

- (a) Type of Credit Securities:
- (i) Single Reference Entity Credit Securities: Not applicable
  - (ii) Nth-to-Default Credit Securities: Not applicable
  - (iii) Basket Credit Securities: Not applicable
  - (iv) Tranching Credit Securities: Applicable
    - Attachment Point: 12%
    - Exhaustion Point: 24%
    - Incurred Recoveries: Not applicable
- (b) Credit Linkage:
- (i) Reference Entity(ies): Index Credit Securities
    - Relevant Annex: iTraxx Europe Crossover Series 43 Version 1  
Index RED Code: 2I667KLL0;  
Roll Date: 20 March 2025;  
Annex Date: 17 March 2025.
    - Index Sponsor: Markit Indices Limited, or any successor thereto
  - (ii) Transaction Type: As specified in the Relevant Annex
  - (iii) Reference Entity Notional Amount/Reference Entity Weighting: As specified in the Relevant Annex
  - (iv) Reference Obligation(s): Applicable
    - Standard Reference Obligation: As specified in the Relevant Annex
    - Seniority Level: As specified in the Relevant Annex
  - (v) Credit Linked Interest Only: Not applicable
  - (vi) Credit-Linked Principal Only: Not applicable
- (c) Terms relating to Credit Event Settlement
- (i) Settlement Method: Zero Recovery

	(ii)	Credit Unwind Costs	Not applicable
	(iii)	Settlement at Maturity:	Not applicable
	(iv)	Settlement Currency	SEK
(d)	Miscellaneous Credit Terms		
	(i)	Merger Event:	Not applicable
	(ii)	Credit Event Backstop Date:	17 July 2025
	(iii)	Credit Observation Period End Date:	Applicable: 20 June 2030
	(iv)	CoCo Supplement:	Not applicable
	(v)	LPN Reference Entities:	Not applicable
	(vi)	NTCE Provisions:	As per the Transaction Type
	(vii)	Accrual of Interest upon Credit Event:	Accrual to: Interest Payment Date
	(viii)	Interest following Scheduled Redemption:	Not applicable
	(ix)	Hybrid Credit Securities:	Not applicable
	(x)	Bonus Coupon Credit Securities:	Not applicable
	(xi)	Additional Credit Security Disruption Events:	Applicable Change in Law: Applicable Hedging Disruption: Applicable Increased Cost of Hedging: Applicable Disruption redemption basis: Fair Market Value
	(xii)	Change in Standard Terms and Market Conventions:	Applicable
	(xiii)	Hedging Link Provisions:	Applicable
	(xiv)	Calculation and Settlement Suspension:	Applicable
	(xv)	Payer/Receiver Option:	Not applicable

	(xvi) FX Adjustment:	Not applicable
	(xvii) Additional Credit Provisions:	Not applicable
35.	Underlying Interest Rate Securities:	Not applicable
36.	Preference Share Certificates:	Not applicable
37.	OET Certificates:	Not applicable
38.	Illegality (Security Condition 7.1) and Force Majeure (Security Condition 7.2):	Illegality: redemption in accordance with Security Condition 7.1(d)  Force Majeure: redemption in accordance with Security Condition 7.2(b)
39.	Additional Disruption Events and Optional Additional Disruption Events:	<p>(a) Additional Disruption Events: Not applicable</p> <p>(b) The following Optional Additional Disruption Events apply to the Securities:  Administrator/Benchmark Event</p> <p>(c) Redemption:  Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable</p>
40.	Knock-in Event:	Not applicable
41.	Knock-out Event:	Not applicable
42.	<b>EXERCISE, VALUATION AND REDEMPTION</b>	
	(a) Notional Amount of each SEK 10,000 Certificate:	
	(b) Partly Paid Certificates:	The Certificates are not Partly Paid Certificates
	(c) Interest:	Applicable  Coupon Switch: Not applicable
	(i) Interest Period(s):	As specified in the Conditions
	(ii) Interest Period End Date(s):	4 January, 4 February, 4 March, 4 April, 4 May, 4 June, 4 July, 4 August, 4 September, 4 October, 4 November, and 4 December in each year, from and

		including 4 September 2025 to and including 4 July 2030.
(iii)	Business Day Convention for Interest Period End Date(s):	None
(iv)	Interest Payment Date(s):	4 January, 4 February, 4 March, 4 April, 4 May, 4 June, 4 July, 4 August, 4 September, 4 October, 4 November, and 4 December in each year, from and including 4 September 2025 to and including 4 July 2030, subject as provided in the Credit Security Conditions.
(v)	Business Day Convention for Interest Payment Date(s):	Following
(vi)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Calculation Agent
(vii)	Margin(s):	Not applicable
(viii)	Minimum Interest Rate:	As specified in the Conditions
(ix)	Maximum Interest Rate:	Not applicable
(x)	Day Count Fraction:	30/360, unadjusted
(xi)	Determination Dates:	Not applicable
(xii)	Accrual to Redemption:	Not applicable
		Accrual to preceeding IPED: Not applicable
(xiii)	Rate of Interest:	Fixed Rate
(xiv)	Coupon Rate:	Not applicable
(d)	Fixed Rate Provisions:	Applicable
(i)	Fixed Rate of Interest (excluding on overdue amounts after Redemption Date or date set for early redemption):	A percentage expected to be approximately 8.50 per cent. per annum but which will not be less than 6.50 per cent. per annum as determined by the Issuer on the Trade Date after the end of the Offer Period. Notice of the Fixed Rate of Interest will be published in the same manner as the publication of these Final Terms and be available by accessing the following link:



<http://eqdpo.bnpparibas.com/SE0025011588>. Such determination will be binding for purchasers of the Securities

- (ii) Fixed Coupon Amount(s): Not applicable
- (e) Floating Rate Provisions: Not applicable
- (f) Linked Interest Certificates: Not applicable
- (g) Payment of Premium Amount(s): Not applicable
- (h) Index Linked [Interest/Premium Amount] Certificates: Not applicable
- (i) Share Linked/ETI Share [Interest/Premium Amount] Certificates: Not applicable
- (j) ETI Linked [Interest/Premium Amount] Certificates: Not applicable
- (k) Debt Linked [Interest/Premium Amount] Certificates: Not applicable
- (l) Commodity Linked [Interest/Premium Amount] Certificates: Not applicable
- (m) Inflation Index Linked [Interest/Premium Amount] Certificates: Not applicable
- (n) Currency Linked [Interest/Premium Amount] Certificates: Not applicable
- (o) Fund Linked [Interest/Premium Amount] Certificates: Not applicable
- (p) Futures Linked [Interest/Premium Amount] Certificates: Not applicable
- (q) Underlying Interest Rate Linked Interest Provisions: Not applicable
- (r) Instalment Certificates: The Certificates are not Instalment Certificates
- (s) Issuer Call Option: Not applicable
- (t) Holder Put Option: Not applicable
- (u) Automatic Early Redemption: Not applicable

(v)	Strike Date:	Not applicable
(w)	Strike Price:	Not applicable
(x)	Redemption Valuation Date:	Not applicable
(y)	Averaging:	Not applicable
(z)	Observation Dates:	Not applicable
(aa)	Observation Period:	Not applicable
(bb)	Settlement Business Day:	Not applicable
(cc)	Cut-off Date:	Not applicable
(dd)	Security Threshold on the Issue Date:	Not applicable
(ee)	Identification information of Holders as provided by Condition 29:	Not applicable

#### **DISTRIBUTION AND U.S. SALES ELIGIBILITY**

<b>43.</b>	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
<b>44.</b>	Additional U.S. Federal income tax considerations:	The Securities are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986
<b>45.</b>	Registered broker/dealer:	Not applicable
<b>46.</b>	TEFRA C or TEFRA Not Applicable:	TEFRA Not Applicable
<b>47.</b>	Non-exempt Offer:	Applicable
	(i) Non-exempt Offer Jurisdictions:	The Kingdom of Sweden
	(ii) Offer Period:	From and including 8 May 2025 to and including 26 June 2025
	(iii) Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:	Garantum Fondkommission AB, Norrmalmstorg Smålandsgatan, 16 P.O. Box 7364, 103 90 Stockholm Sweden (the “ <b>Distributor</b> ” or “ <b>Authorised Offeror</b> ”)
	(iv) General Consent:	Not applicable
	(v) Other Authorised Offeror Terms:	Not applicable

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

- (a) Prohibition of Sales to EEA Retail Investors: Not applicable
- (b) Prohibition of Sales to Belgian Consumers: Applicable
- (c) Prohibition of Sales to UK Retail Investors: Not applicable
- (d) Prohibition of Sales to EEA Non Retail Investors (where Securities are held in a retail account): Not applicable
- (e) Prohibition of Sales to UK Non Retail Investors (where Securities are held in a retail account): Not applicable

**PROVISIONS RELATING TO COLLATERAL AND SECURITY**

- 49.** Secured Securities other than Notional Value Repack Securities: Not applicable
- 50.** Notional Value Repack Securities: Not applicable
- 51.** Actively Managed Securities: Not applicable

**Responsibility**

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

Signed on behalf of BNP Paribas Issuance B.V.

As Issuer:

By:



Duly authorised

## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

Listing and admission to trading: Application will be made to list the Securities and to admit the Securities for trading on the Official List of NASDAQ Stockholm with effect from the Issue Date.

### 2. Ratings

Ratings: The Securities have not been rated.

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

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 offer of the Securities has an interest material to the offer.

### 4. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- (a) Reasons for the offer: See "*Use of Proceeds*" in Base Prospectus
- (b) Estimated net proceeds: Up to SEK 100,000,000
- (c) Estimated total expenses: Not applicable

### 5. Performance of Underlying References and Other Information concerning the Underlying References

The Issuer does not intend to provide post-issuance information.

### 6. Operational Information

Relevant Clearing System(s):	Euroclear Sweden
If other than Euroclear Bank S.A./N.V., Clearstream Banking, S.A., Euroclear France, include the relevant identification number(s) and in the case of Swedish Dematerialised Securities, the Swedish Security Agent:	Identification number(s): 5561128074 Swedish Security Agent: Citibank Europe plc, Sweden Branch Address:  Birger Jarlsgatan SE 111 84 Stockholm Sweden

## **7. Terms and Conditions of the Non-exempt Offer**

Offer Price: Issue Price plus any fees charged by the Distributor

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 and cancel the issuance of the Securities for any reason, in accordance with the Distributor 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.

The Issuer will determine the final amount of Securities issued up to a limit of 10,000 Securities. The final amount that is issued on the Issue Date will be listed on the Official List of 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 depending on the number of Securities which have been agreed to be purchased as of end of the Offer Period.

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 webpage <http://eqdpo.bnpparibas.com/SE0025011588>.

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 webpage <http://eqdpo.bnpparibas.com/SE0025011588>.

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/SE0025011588>.

Description of the application process:	<p>From and including 8 May 2025 to and including 26 June 2025, or such earlier date as the Issuer determines as notified on or around such earlier date on the webpage <a href="http://eqdpo.bnpparibas.com/SE0025011588">http://eqdpo.bnpparibas.com/SE0025011588</a>.</p> <p>Application to subscribe for the Securities can be made in the Kingdom of Sweden through the Authorised Offeror. The distribution activity will be carried out in accordance with the usual procedures of the Authorised Offeror. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription for the Securities</p>
Details of the minimum and/or maximum amount of application:	Minimum subscription amount per investor: one Certificate (SEK 10,000). The maximum amount of application of Securities will be subject only to availability at the time of the application.
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 the Securities:	<p>The Securities will be issued on the Issue Date against payment to the Issuer by the Distributor of the gross subscription moneys.</p> <p>The Securities are cleared through the clearing systems and are due to be delivered through the Distributor on or around the Issue Date.</p>
Manner in and date on which results of the offer are to be made public:	<p>Publication on the following website: <a href="http://eqdpo.bnpparibas.com/SE0025011588">http://eqdpo.bnpparibas.com/SE0025011588</a> on or around the Issue Date.</p>
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not applicable
Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:	<p>There are no pre-identified allotment criteria.</p> <p>The Distributor will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Distributor during the Offer Period will be assigned up to the maximum amount of the Offer.</p>

In the event that during the Offer Period the requests exceed the total amount of the Offer destined to prospective investors, 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.

Each investor will be notified by the Distributor of its allocation of Securities after the end of the Offer Period and in any event on or around the Issue Date.

No dealings in the Securities may take place prior to the Issue Date.

Amount of any expenses and taxes charged to the subscriber or purchaser:

The Issuer is not aware of any expenses and taxes specifically charged to the subscriber.

See "Offer Price" above

## 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 Distributor identified in Paragraph 47 of Part A and identifiable from the Base Prospectus

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

Not applicable

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

Not applicable

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

No underwriting commitment is undertaken by the Distributor.

When the underwriting agreement has been or will be reached:

Not applicable

**10. EU Benchmarks Regulation**

Not applicable



# Summary

## Section A – Introduction and Warnings

### Warnings

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

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

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

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

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

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

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

Issue of up to SEK 100,000,000 Credit Linked Certificates with principal and interest at risk on a 12% to 24% tranche of the iTraxx Europe Series 43 Version 1 due July 2030- The securities are Certificates. International Securities Identification Number ("ISIN"): SE0025011588.

### 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, Normalmstorg Smålandsgatan, 16 P.O. Box 7364, 103 90 Stockholm Sweden. The legal entity identifier (LEI) of Garantum Fondkommission AB is 549300SUPDLSXO6YWJ42.

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 24-185 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, and Matthew Yandle.

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

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

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

#### Key financial information

##### Income statement

	Year	Year-1
In €	31/12/2023	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

Issue of up to SEK 100,000,000 Credit Linked Certificates with principal and interest at risk on a 12% to 24% tranche of the iTraxx Europe Series 43 Version 1 due July 2030- The securities are Certificates. International Securities Identification Number ("ISIN"): SE0025011588.

##### 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 10,000 Securities will be issued. The Securities will be redeemed on 04 July 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 periodic coupon in accordance with the Coupon provisions below in exchange for a risk on both the Notional Amount and the Coupon.

The events constituting Credit Events are summarised below:

**Bankruptcy:** the Reference Entity experiences bankruptcy or liquidation or insolvency or related events.

**Failure to Pay:** the Reference Entity fails to make payments to creditors due on its debt at all or in good time.

**Restructuring:** the Reference Entity's debt is restructured on terms that are detrimental to the holder(s) of the relevant debt in a form that is binding on all holder(s).

Whether or not a Credit Event has occurred will be determined by a committee named CDDC, or, in the absence a CDDC determination, by the product calculation agent. Only Credit Events occurring between the Credit Event Backstop Date and the Redemption Valuation Date shall affect the product (earlier or later Credit Events shall not be taken into account).

**Reduction of the Current Notional Amount per certificate following the occurrence of a Credit Event on a Reference Entity:** If a Credit Event occurs in respect of one or more of the Reference Entities of the product, the Current Notional Amount per certificate shall be reduced, according to the formula further described below in the definition of Notional Amount per certificate without payment of the Recovery Rate in respect of the relevant Reference Entity to the investor. Such reduction shall be effective immediately prior Coupon Payment Date or the Issue Date (as the case may be). As a consequence, the Coupon will also be reduced (as described further under "Coupon" below).

**Redemption on the Redemption Date:** On the Redemption Date you will receive in respect of each certificate, in addition to any final payment of coupon, 100.0% of the Current Notional Amount per certificate. In the event of a reduction of the Current Notional Amount per certificate as a result of a Credit Event or Credit Events having occurred in respect of any of the Reference Entities, you will suffer a loss corresponding to the difference between the Notional Amount and the Current Notional Amount per certificate.

**Redemption following a Credit Event reducing the Current Notional Amount per certificate to zero:** If a Credit Event occurs with respect to each Reference Entity of the product, the outstanding Current Notional Amount will be reduced to zero and, the product will redeem early and in full at a Current Notional Amount per certificate of zero on the Redemption Date following a Credit Event (as defined below) following the determination of the Recovery Rate (as described further below). No regard shall be given to any auction final price determined by the CDDC with respect to the relevant Reference Entity in respect of which a Credit Event has occurred. In such case, the investor will suffer a loss of 100% of the Notional Amount per certificate. The product will terminate following the occurrence of an Event Determination Date in respect of the last occurring Credit Event in respect of the Reference Entities.

**Coupon:** A coupon is due for payment at the relevant Fixed Coupon Rate on each Fixed Coupon Payment Date for a given period of time. The amount of coupon to be paid should be multiplied by the daily average Current Notional Amount per certificate over the relevant coupon period.

Following the occurrence of a Credit Event in respect of a Reference Entity, the coupon payable will be reduced due to the reduction of the Current Notional Amount per certificate. In case the Current Notional Amount per certificate is zero, no more coupon shall be payable from the Interest Payment Date.

#### Where:

■ CDDC is a Credit Derivatives Determinations Committee established by the International Swaps and Derivatives Association, Inc. (ISDA) (or any successor thereto), further information on the committee, its members and its rules is available at the following website: [www.cdsdeterminationscommittees.org](http://www.cdsdeterminationscommittees.org).

■ The Event Determination Date is the date on which the CDDC is asked to determine whether the relevant Credit Event has occurred or, the date on which the product calculation agent notifies the Issuer that a Credit Event has occurred.

■ The Current Notional Amount per certificate is the Notional Amount per certificate reduced approximately by 11.11% for each Credit Event after 9 events have already taken place, provided it is greater than 0 (subject to rounding of index weights). In mathematical terms, this is represented as :

$$24\% - \sum_{i=1}^N \text{Weight}_i * (1 - \text{RecoveryRate}_i)$$
$$\text{SEK}10,000 * \max[0\%; \min[100\%; \frac{24\% - 12\%}{24\% - 12\%}]]$$

■ The Redemption Date following a Credit Event is the date falling 3 business days after the Event Determination Date that leads to a reduction of the Current Notional Amount per certificate to zero.

■ The Recovery Rate is a percentage fixed at 0%.

■ The Fixed Coupon Rate is the relevant Fixed Rate on the relevant Fixed Coupon Payment Date of the Notional Amount.

PRODUCT DATA

Trade Date	1 July 2025
Issue Date	17 July 2025
Redemption Date (maturity)	04 July 2030
Credit Event Backstop Date	17 July 2025

Issue Price	100%
Product Currency	SEK
Notional Amount (per certificate)	SEK 10,000
Redemption Valuation Date	20 June 2030

Fixed Rate(s)	Payment Date(s)*
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 September 2025
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	06 October 2025
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 November 2025
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 December 2025
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	05 January 2026
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 February 2026
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 March 2026
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	07 April 2026
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	05 May 2026
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 June 2026
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	06 July 2026
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 August 2026
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 September 2026
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	05 October 2026
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 November 2026
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 December 2026
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 January 2027
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 February 2027
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 March 2027
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	05 April 2027
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 May 2027
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 June 2027
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	05 July 2027
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 August 2027
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	06 September 2027
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 October 2027
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 November 2027
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	06 December 2027
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 January 2028
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 February 2028
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	06 March 2028
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 April 2028
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 May 2028
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	05 June 2028
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 July 2028
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 August 2028
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 September 2028
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 October 2028
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	06 November 2028
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 December 2028
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 January 2029
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	05 February 2029
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	05 March 2029
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 April 2029
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 May 2029
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 June 2029
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 July 2029
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	06 August 2029
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 September 2029
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 October 2029
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	05 November 2029
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 December 2029
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 January 2030
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 February 2030
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 March 2030
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 April 2030
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	07 May 2030
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 June 2030
8.50% but not less than 6.50% per annum (30/360) of the Notional Amount	04 July 2030

\*Payment Dates are Fixed Coupon Payment Dates.

Reference Entity	Weights	RED Code	Annex
ITRAXX EUROPE CROSSOVER SERIES 43 VERSION 1	The Reference Entity Weight, as defined in the index annex, divided by the sum of all Reference Entity Weightings in the Index Annex.	21667KLL0	<a href="http://www.markit.com/Documentation/Product/Itraxx/">www.markit.com/Documentation/Product/Itraxx/</a>

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 Reference Entities, the product characteristics and the Issuer of the product. The return (if any) you receive on such early termination is likely to be different depending on the scenarios described above and may be less than the amount you invested (including a possible reduction to zero).

The product terms also allow the Issuer of the product to extend the Redemption Date in certain circumstances to establish whether or not a Credit Event has occurred. In these circumstances, redemption of the product may be delayed in case of a Credit Event in order for Recovery Rate to be determined. The redemption of the product

may also be delayed in case of a Credit Event in order for a Recovery Rate to be determined. This delay should be limited to 1 month in most cases but is not limited in time.

In the event that a Reference Entity transfers all or a portion of its obligations to one or more other entities, those entities may be determined to be successors to the Reference Entity and such successor entity (or entities) may replace the Reference Entity. Following such succession an investor will take credit risk on the relevant successor(s) instead of the Reference Entity specified above. In the event that an entity is split into two (or N) new entities following a succession event, each with a Weight corresponding to half (or 1/N) of the initial entity's Weight, a Credit Event in respect of any of such new entities shall constitute half (or 1/N) of a Credit Event. Similarly in the event of a merger of two (or N) entities within the index into a single entity, a Credit Event in respect of such a merged entity shall constitute two (or N) Credit Events.

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.

**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 Official List of Nasdaq Stockholm.

#### 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), A1 with a stable outlook (Moody's Deutschland GmbH), AA- 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 30 June 2024, 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 5.6% of the share capital, BlackRock Inc. holding 6.0% of the share capital, Amundi holding 5.1% 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
In millions of €	31/12/2024 (unaudited)	31/12/2023
Net interest income	19,524	19,058
Net fee and commission income	10,701	9,821
Net gain on financial instruments	11,833	10,440
Revenues	48,831	45,874
Cost of risk	-2,999	-2,907
Other net losses for risk on financial instruments	-202	-775
Operating Income	15,437	11,236
Net income attributable to equity holders	11,688	10,975
Earnings per share (in euros)	9.57	8.58
Balance sheet		
	Year	Year-1
In millions of €	31/12/2024 (unaudited)	31/12/2023
Total assets	2,704,908	2,591,499
Debt securities	302,237	274,510
Of which mid long term Senior Preferred	N/A	84,821*
Subordinated debt	32,615	25,478
Loans and receivables from customers (net)	900,141	859,200
Deposits from customers	1,034,857	988,549
Shareholders' equity (Group share)	128,137	123,742
Doubtful loans/ gross outstandings**	1.6%	1.7%
Common Equity Tier 1 capital (CET1) ratio	12.9%	13.2%
Total Capital Ratio	17.1%	17.3%
Leverage Ratio	4.6%	4.6%

(\*) 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 (payout):

The return on the Securities depends on the performance of the Underlying Reference and whether knock-in or knock-out features apply. Investors may be exposed to a partial or total loss of their investment.

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

The value of underlying fund shares or units or the level of an underlying fund index in respect of Fund Securities will be affected by the investment strategy of the relevant fund. The investment strategy is often opaque and may not be publicly available. In addition, funds are often illiquid and/or unregulated. If the investment strategy does not perform as expected, there are limited methods by which direct investments in fund shares or units can be exited. The value of the fund shares or units or the level of a fund index is also exposed to the performance of various fund service providers, in particular, the investment adviser. Taking these circumstances into account, compared to other types of investment, there is a greater risk associated with an investment in Fund Securities that the value of the Securities may be adversely affected (and could fall to zero) and the return may be less (and could be significantly less) than expected. Exposure to a fund share, similar risks to a direct fund investment, extraordinary fund events may have an adverse effect on the value or 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, the time remaining until the scheduled redemption date of the Securities, the actual or implied volatility associated with the Underlying Reference and the correlation risk of the Underlying Reference. 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 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 8 May 2025 to and including 26 June 2025, 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 Official List of Nasdaq Stockholm

#### **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. The legal entity identifier (LEI) of Garantum Fondkommission AB is 549300SUPDLSXO6YWJ42.

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

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

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

The net proceeds from the issue of the Securities will become part of the general funds of the Issuer. Such proceeds may be used to maintain positions in options or futures contracts or other hedging instruments.

Estimated net proceeds: Up to SEK 100,000,000

#### **Underwriting agreement**

No underwriting commitment is undertaken by the Offeror

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

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

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

BNP Paribas, 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 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. Investerares kan exponeras mot en partiell eller fullständig förlust av sin investering.

Om krav grundat på upplysningar i Grundprospektet och de tillämpliga Slutliga Villkoren framställs vid domstol i en medlemsstat inom Europeiska ekonomiska samarbetsområdet kan kåranden 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 värdepappren

"Issue of up to SEK 100,000,000 Credit Linked Certificates with principal and interest at risk on a 12% to 24% tranche of the iTraxx Europe Series 43 Version 1 due July 2030" - Värdepappren är Certifikat. Internationellt identifikationsnummer på värdepapperet ("ISIN"): SE0025011588.

### 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 7245009UXRIGIRYOBR48.

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

Erbjudare: . Garantum Fondkommission AB, Normmalmstorg Smålandsgatan, 16 P.O. Box 7364, 103 90 Stockholm Sweden. Identifikationskod för juridiska personer (LEI) för Garantum Fondkommission AB är 549300SUPDLSXO6YWWJ42.

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 24-185 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): 7245009UXRIGIRYOBR48.

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, and 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 (*Nederlandse Beroepsorganisatie van Accountants*).

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

### 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 (omsättningstillgångar/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

## Avsnitt C - Nyckelinformation om värdepapperen

### Vilka är värdepappernas viktigaste kännetecken?

#### Typ, kategori och ISIN

"Issue of up to SEK 100,000,000 Credit Linked Certificates with principal and interest at risk on a 12% to 24% tranche of the iTraxx Europe Series 43 Version 1 due July 2030" - Värdepapperen är Certifikat. Internationellt identifikationsnummer på värdepapperet ("ISIN"): SE0025011588.

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

Värdepappernas valuta är svenska kronor ("SEK"). Värdepapperna har ett partivärde på SEK 10 000. Upp till 10 000 värdepapper kommer att emitteras. Värdepapperna kommer att lösas in den 04 juli 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.

Syftet med denna produkt är att ge en periodisk kupong enligt räntebestämmelserna nedan i utbyte mot en risk för både det inledande nominella beloppet och räntan.

#### Händelserna som utgör kredithändelser sammanfattas nedan :

**Konkurs:** en referensenhet går i konkurs eller i likvidation eller en dithörande händelse.

**Utebliven betalning:** en referensenhet misslyckas helt eller delvis att i god tid göra de betalningar till fordringsägare för referensenhetens skulder vilka förfaller till betalning.

**Omstrukturering:** en referensenhets skuld omstruktureras enligt villkor som är negativa för innehavaren (innehavarna) av den relevanta skulden på ett sätt som är bindande för varje/alla innehavare.

Om en kredithändelse har inträffat eller ej kommer att fastställas av en kommitté kallad CDDC, eller i frånvaro av ett CDDC-beslut, av produktberäkningsombudet. Endast kredithändelser som inträffar mellan kredithändelsens säkerhetsdatum och inlösendatumet ska påverka produkten (tidigare eller senare kredithändelser ska inte beaktas). **Minskning av det aktuella nominella beloppet per certificate efter att en kredithändelse på en referensenhet:** Om en kredithändelse inträffar för en eller flera av produkternas referensenheter, ska det aktuella nominella beloppet per certificate minskas, enligt den formel som beskrivs mer ingående nedan i definitionen av det nominella beloppet per certificate utan betalning av återvinningsgraden för den relevanta referensenheten till investeraren. En sådan minskning ska träda i kraft frändet omedelbart föregående räntebetalningsdatumet eller emissionsdatumet (alltefter omständigheterna). Som en följd kommer även räntan att minskas (enligt vad som anges mer ingående under "Ränta" nedan).

**Inlösen på inlösendatumet :** På inlösendatumet kommer du, för varje certificate, och utöver slutbetalningen av räntan, att få 100 procent av det Current Notional Amount per certificate. Vid en minskning av det aktuella nominella beloppet per certificate på grund av en eller flera kredithändelser som har inträffat på någon av referensenheterna, kommer du att göra en förlust som motsvarar skillnaden mellan det inledande nominella beloppet och det aktuella nominella beloppet per certificate. **Inlösen efter en kredithändelse minskar det aktuella nominella beloppet per certificate till noll:** Om en kredithändelse inträffar på produktens varje referenshet kommer det utestående aktuella nominella beloppet att minskas till noll och, produkten kommer att lösas in tidigt och till fullo på en aktuella nominella beloppet per certificate av noll på inlösendagen efter en kredithändelse (enligt definition nedan) efter fastställande av den återvinningsgraden (enligt vad som beskrivs mer nedan). Ingen hänsyn ska tas till någon slutkurs fastställd av CDDC med avseende på den relevanta referensenhet på vilken en kredithändelse har inträffat. I ett sådant fall kommer investeraren att göra en förlust på 100% of the Notional Amount per certificate. Produkten kommer att löpa ut efter ett fastställande av ett datum för när den senaste kredithändelsen inträffade för referensenheterna.

**Ränta:** Räntan ska betalas till relevant Fast ränta on each fast räntebetalningsdatumet under en viss tid period. Räntan som ska betalas bör multipliceras med dagliga genomsnittliga aktuella nominella beloppet per certificate under den relevanta ränteperioden.

Efter att en kredithändelse har inträffat på en referensenhet, kommer räntan att betala att minskas på grund av det minskade aktuella nominella beloppet per certificate. Om ett aktuellt nominellt belopp per certificate är noll, kommer ingen mer ränta att betalas från den Räntebetalnings-datum.

#### Var:

■ CDDC menar Credit Derivatives Determinations Committee upprättat av the International Swaps och Derivatives Association, Inc. (ISDA) (or any successor thereto), ytterligare information om committee, dess medlemmar och dess regler finns tillgängliga på följande webbsidan: [www.cdsdeterminationscommittees.org](http://www.cdsdeterminationscommittees.org).

■ Det datum på vilket CDDC ombeds att fastställa om en relevant kredithändelse har inträffat, eller det datum på vilket produktberäkningsombudet meddelar emittenten att en kredithändelse har inträffat.

■ Det nominella beloppet per certificate är det nominella beloppet per certificate minskas av ungefär 11,11% för varje kreditbegivenhet efter 9 händelser har redan skett, förutsatt att den är större än 0 (med avrundning av index vikt). I matematiska termer är detta representerat som:

$$24\% - \sum_{i=1}^N \text{Viktning}_i * (1 - \text{Återhämtningsfart}_i)$$

$$\text{SEK}10000 * \max[0\%; \min[100\%; \frac{24\% - 12\%}{24\% - 12\%}]]$$

- Ett datum som inträffar 3 affärsdagar efter Fastställandedatum för händelse avseende referensenheterna som leder till en minskning av det aktuella nominella beloppet per certificate till noll.
- Återhämtningsfart är en procentsats som är fastställd till 0.
- Fast räntan är den relevant fast ränta på den relevant fast räntebetalningsdatumet av det nominella beloppet.

Produktuppgifter

Trade Date	1 juli 2025
Emissionsdag	17 juli 2025
Återbetalningsdag	4 juli 2030
Startdag för Kredithändelser	17 juli 2025

Emissionskurs	100%
Valuta	SEK
Nominellt belopp (per produkt)	10 000 SEK
Slutdag	20 juni 2030

Fast Ränta	Betalnings datum
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 september 2025
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	6 oktober 2025
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 november 2025
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 december 2025
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	5 januari 2026
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 februari 2026
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 mars 2026
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	7 april 2026
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	5 maj 2026
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 juni 2026
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	6 juli 2026
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 augusti 2026
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 september 2026
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	5 oktober 2026
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 november 2026
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 december 2026
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 januari 2027
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 februari 2027
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 mars 2027
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	5 april 2027
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 maj 2027
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 juni 2027
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	5 juli 2027
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 augusti 2027
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	6 september 2027
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 oktober 2027
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 november 2027
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	6 december 2027
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 januari 2028
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 februari 2028
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	6 mars 2028
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 april 2028
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 maj 2028
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	5 juni 2028
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 juli 2028
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 augusti 2028
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 september 2028
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 oktober 2028
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	6 november 2028
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 december 2028
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 januari 2029
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	5 februari 2029
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	5 mars 2029
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 april 2029
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 maj 2029
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 juni 2029
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 juli 2029
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	6 augusti 2029
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 september 2029
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 oktober 2029
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	5 november 2029
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 december 2029
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 januari 2030
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 februari 2030
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 mars 2030
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 april 2030
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	7 maj 2030
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 juni 2030
8,50% men inte mindre än 6,50% (30/360) av nominellt belopp	4 juli 2030

\*Betalningsdatum är fast räntebetalningsdatumet.

Referensenheter	Viktningar	Röd kod	Annex
ITRAXX EUROPE CROSSOVER SERIES 43 VERSION 1	Enligt indexbilagan	2I667KLL0	<a href="http://www.markit.com/Documentation/Product/Itraxx/">www.markit.com/Documentation/Product/Itraxx/</a>

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 är i princip hänförliga till referensheterna, produkttegenskaperna och emittenten av produkten. Den avkastning (om sådan föreligger) som erhålls på en sådan tidig uppsägning kommer sannolikt att vara olik de scenarier som beskrivs ovan och kan vara lägre än det belopp du investerat (inklusive en möjlig minskning till noll).

Produktvillkoren gör det även möjligt för emittenten av produkten att under vissa omständigheter fastställa om en kredithändelse har inträffat eller ej med avseende på referensenheter. Under dessa omständigheter kan inlösen av produkten försenas. Inlösen av produkten kan även försenas vid en kredithändelse för att en återvinningsgrad ska fastställas. Denna försening ska i de flesta fall begränsas till en månad men är inte begränsad i tid.

Om en referensenhet överför alla eller en del av sina obligationer till en eller flera enheter, kan de enheterna besluta att bli efterträdare till den referensenheten och en sådan efterträdande enhet (eller enheter) kan ersätta referensenheten. F Efter ett sådant efterträdande kommer en investerare att bli föremål för en kreditrisk avseende den eller de relevanta efterträdarna istället för den relevanta referensenheten som anges ovan. Om en enhet delas upp i två (eller N) nya enheter efter en händelse med efterträdare, var och en med en viktning som motsvarar hälften (eller 1/N) av den enhetens inledande viktning, kommer en kredithändelse för sådana nya enheter att utgöra hälften (eller 1/N) av en kredithändelse. Samma sak gäller vid en fusion av två (eller N) enheter bland referensenheter till en enda enhet, då en kredithändelse för en sådan sammanslagen enhet kommer att utgöra två (eller N) kredithändelser.

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.

**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 Official List of Nasdaq Stockholm.

#### 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): R0MUWSFPU8MPRO8K5P83.

BNPP:s långsiktiga kreditbetyg är A+ med stabil prognos (S&P Global Ratings Europe Limited), A1 med stabil prognos (Moody's, Deutschland GmbH), AA- 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 30 juni 2024 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 5,6 procent av aktiekapitalet, BlackRock Inc. som innehar 6,0 procent av aktiekapitalet, Amundi som innehar 5,1 procent av aktiekapitalet och Storhertigdömet av Luxembourg 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
I miljoner €	31/12/2024 (ej granskat)	31/12/2023
Räntenetto	19 524	19 058
Nettoavgift och provisioner	10 701	9 821
Nettovinst på finansiella instrument	11 833	10 440
Intäkter	48 831	45 874
Kostnad för risk	-2 999	-2 907
Andra nettoförluster för risk på finansiella instrument	-202	-775
Rörelseresultat	15 437	11 236
Nettoreultat hänförligt till aktieägare	11 688	10 975
Resultat per aktie (i €)	9,57	8,58
Balansräkning		
	År	År-1
I miljoner €	31/12/2024 (ej granskat)	31/12/2023
Totala tillgångar	2 704 908	2 591 499
Skuldförbindelser	302 237	274 510
Av vilka medelfristiga prioriterade skuldförbindelser föredras	N/A	84 821*
Mindre prioriterade skulder	32 615	25 478
Lån och kundfordringar (netto)	900 141	859 200
Insättningar från kunder	1 034 857	988 549
Eget kapital (koncernandel)	128 137	123 742
Tvivelaktiga lån/bruttoresultat**	1,6%	1,7%
Kärnprimärkapitalrelation	12,9%	13,2%
Total kapitalrelation	17,1%	17,3%
Hävtångsmått	4,6%	4,6%

(\*) 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

1. 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.
2. BNP Paribas-koncernens riskhanteringspolicyer, förfaranden och metoder kan exponera den för oidentifierade eller oförutsedda risker som kan leda till materialförluster.
3. BNP Paribas Grupp kan ådra sig väsentliga förluster vid handels- och investeringsverksamhet till följd av valutakursfluktuationer och volatilitet.
4. 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.
5. 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.
6. 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.
7. 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 värdepapperen

Det finns också risker associerade med Värdepapperen, inklusive:

#### 1. Risker relaterade till struktureringen av Värdepapperen (utbetalning):

Avkastningen på Värdepapperen beror på utvecklingen av den Underliggande Referensen och huruvida barriärfunktioner (knock-in eller knock-out) tillämpas. Investerare kan exponeras för en partiell eller total förlust av deras investering.

#### 2. Risker relaterade till den underliggande and dess avbrytande och justering:

Värdet av underliggande fondaktier eller andelar eller nivån av ett underliggande fondindex avseende Fond-Värdepapperen kommer att påverkas av investeringsstrategin avseende den relevanta fonden. Investeringsstrategin är ofta oklar och är inte alltid tillgänglig för allmänheten. Dessutom är fonder ofta illikvida och/eller icke reglerade. Om investeringsstrategin inte presterar som förväntat, finns det begränsade metoder för att komma ifrån direkta investeringar i fondaktier eller andelar. Värdet av fondaktierna eller andelarna eller nivån av fondindex är också exponerade för hur olika leverantörer av fondtjänster, särskilt investeringsrådgivaren, presterar. Med beaktande av dessa omständigheter, och i jämförelse med andra typer av instrument, så finns det en stor risk förknippad med en investering i Fond-Värdepapper att värdet av Värdepapperen kan påverkas negativt (och kan falla till noll) och att avkastningen kan vara mindre (och kan vara väsentligen mindre) än förväntat. Exponering för en fondaktie, liknande risker till en direkt fondinvestering, extraordinära fondhändelser kan ha en negativ effekt på värdet eller likviditeten av Värdepapperen.

#### 3. Risker relaterade till handelsplatsen av Värdepapperen:

Priset för Värdepapperen kan påverkas av ett antal faktorer, inklusive, men inte begränsat till, det relevanta priset, värdet eller nivån av den Underliggande Referensen, tiden som kvarstår till dess att den schemalagda inlösendagen sker av Värdepapperen, den faktiska eller implicita volatiliteten associerad med den Underliggande Referensen och korrelations-risken av den Underliggande Referensen. Sannolikheten att värdet och priset för Värdepapperen kommer fluktuera (antingen positivt eller negativt) beror på ett flertal faktorer, vilka investerare bör överväga noga innan de köper eller säljer Värdepapper.

#### 4. Legala risker:

Villkoren för Värdepapperen innehåller bestämmelser för kallande till möten med innehavare av sådana Värdepapper rörande frågor som påverkar deras intressen i allmänhet. Dessa bestämmelser tillåter definierade majoriteter att binda alla innehavare, inklusive innehavare som inte deltog eller röstade vid det relevanta mötet och innehavare som röstade annorlunda än 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. 8 maj 2025 to and including 26 juni 2025, 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 Official List of Nasdaq Stockholm.

#### **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**

Erbjudare: Garantum Fondkommission AB, Norrmalmstorg Smålandsgatan, 16 P.O. Box 7364, 103 90 Stockholm Sweden. Identifikationskod för juridiska personer (LEI) för Garantum Fondkommission AB är 549300SUPDLSXO6YWJ42.

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**

Nettointäkterna från emissionen av värdepapperna kommer att bli en del av Emittentens allmänna fonder. Sådana intäkter kan komma att användas för att bibehålla positioner inom optioner och terminskontrakt eller andra risksäkringsinstrument.

Uppskattad nettoavkastning: Upp till SEK 100,000,000

#### **Emissionsverksamhetsavtal**

Ingen emissionsverksamhet utförs av Anbudsgivaren

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

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 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 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.