### **FINAL TERMS FOR CERTIFICATES**

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

#### **FINAL TERMS DATED 3 APRIL 2024**

### BNP Paribas Issuance B.V.

(incorporated in The Netherlands)
(as Issuer)

Legal entity identifier (LEI): 7245009UXRIGIRYOBR48

### **BNP Paribas**

(incorporated in France) (as Guarantor)

Legal entity identifier (LEI): R0MUWSFPU8MPR08K5P83

1,449 SEK "5Y Call" Certificates relating to 12 Shares due 3 April 2029

ISIN Code: SE0021626850

under the Note, Warrant and Certificate Programme of BNP Paribas Issuance B.V., BNP Paribas and BNP Paribas Fortis Funding The Base Prospectus received approval no. 23-197 on 31 May 2023

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

Any person making or intending to make an offer of the Securities may only do so in circumstances in which no obligation arises for the Issuer 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 nor, the Guarantor or any Manager has authorised, nor do they authorise, the making of any offer of Securities in any other circumstances.

### **PART A - CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 31 May 2023, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the "Supplements") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129

(the "Prospectus Regulation") (the "Base Prospectus"). This document constitutes the Final Terms of the Securities described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus to obtain all the relevant information. A summary of the Securities is annexed to these Final Terms. The Base Prospectus and any Supplements to the Base Prospectus and these Final Terms are available for viewing at BNP PARIBAS SA, Luxembourg Branch, 60 avenue J.F. KENNEDY, L-1855 Luxembourg and on the website of the Luxembourg Stock Exchange (www.bourse.lu) and copies may be obtained free of charge at the specified offices of the Security Agents.

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

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

### SPECIFIC PROVISIONS FOR EACH SERIES

Series Number	No. of Securities issued	No. of Securities	ISIN	Common Code	Issue Price per Security	Redemption Date
CE6341SCE	1,449	1,449	SE0021626850	Not applicable	110%	3 April 2029

### **GENERAL PROVISIONS**

The following terms apply to each series of Securities:

1. Issuer: BNP Paribas Issuance B.V.

Guarantor: BNP Paribas
 Trade Date: 19 March 2024

4. Issue Date and Interest Commencement Date: 3 April 2024

5. Consolidation: Not applicable.6. Type of Securities: (a) Certificates.

(b) The Securities are Share Securities.

The provisions of Annex 3 (Additional Terms and Conditions for Share

Securities) shall apply.

Unwind Costs: Applicable.

**7. Form of Securities:** Swedish Dematerialised Securities.

8. Business Day Centre(s): The applicable Business Day Centre for the purposes of the definition of

"Business Day" in Condition 1 is Stockholm.

9. Settlement: Settlement will be by way of cash payment (Cash Settled Securities).

10. Rounding Convention for cash Settlement Amount:

Not applicable.

11. Variation of Settlement:

(a) Issuer's option to vary settlement:

Secur

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

12. Final Payout:

**SPS Payout:** 

**SPS Vanilla Products** 

**Vanilla Call Securities** 

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

Strike Price Average Value: Applicable.

Where:

Constant Percentage 1 means 100 per cent.;

Gearing means G%. G% is a percentage equals to 140 per cent.

Strike Percentage means 100 per cent.;

Floor Percentage means 0 per cent.;

Final Redemption Value means Average Basket Value;

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

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

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

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

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

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

**Strike Period** means the period from and including 20 March 2024 to and including 29 May 2024;

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

t	Strike Day
1	20 March 2024
2	27 March 2024
3	3 April 2024
4	10 April 2024
5	17 April 2024
6	24 April 2024
7	2 May 2024
8	8 May 2024
9	15 May 2024
10	22 May 2024
11	29 May 2024

**SPS Valuation Period** means the period from and including 20 March 2028 to and including 20 March 2029;

SPS Valuation Dates means the SPS Redemption Valuation Date;

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

13. Relevant Asset(s): Not applicable.

14. Entitlement:

**15. Exchange Rate:** Not applicable.

**16. Settlement Currency:**The settlement currency for the payment of the Cash Settlement Amount is Swedish Krona ("SEK").

Not applicable.

17. Syndication: The Securities will be distributed on a non-syndicated basis.

18. Minimum Trading Size: Not applicable.

19. Agent(s):

(a) Principal Security Agent: The Swedish Security Agent as indicated in § 6 of Part B - "Operational

Information".

(b) Security Agent(s): Citibank Europe plc. Sweden Branch.

20. Registrar: Not applicable.

21. Calculation Agent: BNP Paribas Financial Markets S.N.C (formerly known as BNP Paribas

Arbitrage S.N.C.)

20 boulevard des Italiens, 75009 Paris, France

22. Governing law: English law. 23. Masse provisions (Condition 9.4): Not applicable.

## PRODUCT SPECIFIC PROVISIONS

24. Hybrid Securities: Not applicable. 25. Index Securities: Not applicable. 26. Share Securities/ETI Share Applicable Securities:

Share Securities: Applicable.

(a) Share(s)/Share Company/Basket Company/GDR/ADR/ETI Interest/Basket of ETI Interests:

An ordinary share, or, if so indicated in the table below in the column Share Company, another share type in the share capital of the relevant Share

Company (each an "Underlying Referencek").

			Underlying Reference <sup>k</sup>			
k	Share Company / Share	Bloomberg Code	ISIN Code	Currency	Weighting (W <sup>i</sup> )	Exchange
1	AstraZeneca PLC	AZN SS	GB0009895292	SEK	1/12	NASDAQ STOCKHOLM AB
2	Electrolux AB	ELUXB SS	SE0016589188	SEK	1/12	NASDAQ STOCKHOLM AB
3	Essity AB	ESSITYB SS	SE0009922164	SEK	1/12	NASDAQ STOCKHOLM AB
4	Nordea Bank Abp	NDA SS	FI4000297767	SEK	1/12	NASDAQ STOCKHOLM AB
5	Sandvik AB	SAND SS	SE0000667891	SEK	1/12	NASDAQ STOCKHOLM AB
6	Skandinaviska Enskilda Banken AB	SEBA SS	SE0000148884	SEK	1/12	NASDAQ STOCKHOLM AB
7	SKF AB	SKFB SS	SE0000108227	SEK	1/12	NASDAQ STOCKHOLM AB
8	Svenska Handelsbanken AB	SHBA SS	SE0007100599	SEK	1/12	NASDAQ STOCKHOLM AB
9	Swedbank AB	SWEDA SS	SE0000242455	SEK	1/12	NASDAQ STOCKHOLM AB

10	Tele2 AB	TEL2B SS	SE0005190238	SEK	1/12	NASDAQ STOCKHOLM AB
11	Telefonaktiebolaget LM Ericsson	ERICB SS	SE0000108656	SEK	1/12	NASDAQ STOCKHOLM AB
12	Telia Co AB	TELIA SS	SE0000667925	SEK	1/12	NASDAQ STOCKHOLM AB

(b) Relative Performance Applicable.

(c) Share/ETI Interest
Currency:
See table above.

(d) ISIN of Share(s)/ETI See table above. Interests:

(e) Exchange(s): See table above.
(f) Related Exchange(s): All Exchanges.
(g) Exchange Business Day: All Shares Basis.
(h) Scheduled Trading Day: All Shares Basis.

(i) Weighting: The weighting to be applied to each item comprising the Basket of Shares

to ascertain the Settlement Price is as set out in the table above. Each such Weighting shall be subject to adjustment in accordance with Annex

3.

(j) Settlement Price: Official closing price.

(k) Specified Maximum Days of Disruption:

Eight (8) Scheduled Trading Days.

(I) Valuation Time: The Scheduled Closing Time as defined in Condition 1.

(m) Delayed Redemption of Occurrence of an

**Extraordinary Event:** 

Not applicable.

(n) Share/ETI Interest Correction Period: As per Conditions.

(o) Dividend Payment: Not applicable.
(p) Listing Change: Not applicable
(q) Listing Suspension: Not applicable
(r) Illiquidity: Not applicable
(s) Tender Offer: Applicable.
(t) CSR Event: Not applicable
(u) Hedging Liquidity Event: 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: 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

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

Condition 7.2):

Force Majeure: redemption in accordance with Security Condition 7.2(b).

39. Additional Disruption Events and **Optional Additional Disruption Events:** 

(a) Additional Disruption Events: Applicable.

(b) The following Optional Additional Disruption Events apply to the

Securities:

Administrator/Benchmarks Event

Insolvency Filing.

(c) Redemption:

Delayed Redemption on Occurrence of an Additional Disruption Event

and/or Optional Additional Disruption Event: Not applicable.

40. Knock-in Event: Not applicable. 41. Knock-out Event: Not applicable.

## 42. EXERCICE, VALUATION AND REDEMPTION

(a) Notional Amount of each

Certificate:

SEK 10,000

(b) Partly Paid Certificates:

The Certificates are not Partly Paid Certificates.

(c) Interest:

Not applicable.

(d) Instalment Certificates:

The Certificates are not Instalment Certificates.

(e) Issuer Call Option: Not applicable. (f) Holder Put Option: Not applicable.

(g) Automatic Early **Redemption:** 

Not applicable.

(h) Strike Date: Not applicable. (i) Strike Price: Not applicable. (j) Redemption Valuation

Date:

20 March 2029

(k) Averaging: Averaging applies to the Securities.

Averaging Dates are:

20 March 2028 (n=1), 20 April 2028 (n=2), 22 May 2028 (n=3), 20 June 2028 (n=4), 20 July 2028 (n=5), 21 August 2028 (n=6), 20 September 2028 (n=7), 20 October 2028 (n=8), 20 November 2028 (n=9), 20 December 2028 (n=10), 22 January 2029 (n=11), 20 February 2029

(n=12) and 20 March 2029 (n=13).

(I) Observation Dates: Not applicable. (m) Observation Period: Not applicable.

(n) Settlement Business

Day:

Not applicable.

(o) Cut-off Date: Not applicable. (ep) Identification information of Holders as provided by Condition 29:

Not applicable.

## **DISTRIBUTION AND US SALES ELIGIBILITY**

43. U.S. Selling Restrictions: Not applicable - the Securities may not be legally or beneficially owned by

or transferred to any U.S. person at any time.

44. Additional U.S. Federal income tax The Securities are not Specified Securities for the purpose of Section consequences:

871(m) of the U.S. Internal Revenue Code of 1986.

45. Registered broker/dealer: Not applicable.

46. TEFRA C or TEFRA Not Applicable: TEFRA Not Applicable.

47. Non exempt Offer: Not applicable.

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

> (i) Prohibition of Sales to EEA Retail Not applicable Investors:

> (ii) Prohibition of Sales to UK Retail Not applicable

Investors:

(iii) Prohibition of Sales to EEA Non Not applicable

**Retail Investors:** 

(iv) Prohibition of Sales to UK Non **Retail Investors:** 

Not applicable

# PROVISIONS RELATING TO COLLATERAL AND SECURITY

49. Secured Securities other than Not applicable. **Notional Value Repack Securities:** 

50. Notional Value Repack Securities: Not applicable.

## Responsibility

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

Signed on behalf of BNP Paribas Issuance B.V.

Jaharos

As Issuer:

By: Vincent DECHAUX, Duly authorised

### **PART B - OTHER INFORMATION**

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

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

### 2. Ratings

The Securities have not been rated.

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

Save as discussed in the "Potential Conflicts of Interest" paragraph in the "Risks" section in the Base Prospectus, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue.

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

(a) Reasons for the Issue: See "Use of Proceeds" in the Base Prospectus

(b) Estimated net proceeds: SEK 14,490,000.

(c) Estimated total expenses: Estimated total expenses not available

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

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

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

Past and further performances of each Share are available on the relevant Exchange website as set out in below and its volatility may be obtained from the Calculation Agent by emailing <a href="mailto:dl.eqd.nordic@uk.bnpparibas.com">dl.eqd.nordic@uk.bnpparibas.com</a> or <a href="mailto:email

Place where information on the Underlying Share can be obtained:

## AstraZeneca PLC

Website: https://www.astrazeneca.com/investor-relations.html

# Electrolux AB

Website:

https://www.electroluxgroup.com/en/category/investor-

relations/

## **Essity AB**

Website: https://www.essity.com/investors/

### Nordea Bank Abp

Website: https://www.nordea.com/en/investors

**SKF AB** 

Website: https://investors.skf.com/en

## Sandvik AB

Website: https://www.home.sandvik/en/investors/

### Skandinaviska Enskilda Banken AB

Website: <a href="https://sebgroup.com/investor-relations">https://sebgroup.com/investor-relations</a>

## Svenska Handelsbanken AB

Website: https://www.handelsbanken.com/en/investor-

relations

Swedbank AB

Website: https://www.swedbank.com/investor-relations.html

Tele2 AB

Website: https://www.tele2.com/investors/

Telefonaktiebolaget LM Ericsson

Website: https://www.ericsson.com/en/investors/share-

information/the-share

Telia Co AB

Website: https://www.teliacompany.com/en/articles/share-price

6. Operational Information

**Relevant Clearing System(s):** 

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

Euroclear Sweden.

Identification number: 5561128074

Swedish Security Agent:

Citibank Europe plc. Sweden Branch

Birger Jarlsgatan 6 SE 111 84, Stockholm

Sweden

7. EU Benchmarks Regulation

**EU Benchmarks Regulation : Article 29(2)** 

statement on benchmarks:

Not applicable.

# **Summary**

## **Section A - Introduction and Warnings**

#### Warnings

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

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

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

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

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

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

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

SEK "Call" Certificates linked to a Basket of 12 Shares - The securities are Certificates. International Securities Identification Number ("ISIN"): SE0021626850.

#### Identity and contact details of the issuer

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

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

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

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

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

#### Date of approval of the prospectus

The Base Prospectus has been approved on 31 May 2023 under the approval number 23-197 by the AMF, as supplemented from time to time.

## Section B - Key information on the issuer

## Who is the issuer of the securities?

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

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

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

## Principal activities

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

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

## Major shareholders

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

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

The Managing Directors of BNP Paribas Issuance B.V. are Edwin Herskovic, Cyril Le Merrer, Folkert van Asma, Geert Lippens and Matthew Yandle.

### Identity of the issuer's statutory auditors

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

# What is the key financial information regarding the issuer?

## Key financial information

Income statement						
Year Year-						
In €	31/12/2022	31/12/2021				
Operating profit/loss	120,674	47,856				

Balance sheet		
	Year	Year-1
In€	31/12/2022	31/12/2021
Net financial debt (long term debt plus short term	94,563,113,054	87,075,923,521
debt minus cash)		
Current ratio (current assets/current liabilities)	1	1
Debt to equity ratio (total liabilities/total	126,405	133,566
shareholder equity)		
Interest cover ratio (operating income/interest	No interest	No interest
expense)	expenses	expenses
Cash flow statement	ent	<u> </u>
	Year	Year-1
In €	31/12/2022	31/12/2021
Net Cash flows from operating activities	-113,916	622,151
Net Cash flows from financing activities	0	0
Net Cash flows from investing activities	0	0

### Qualifications in the audit report

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

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

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

# Section C - Key Information on the securities

## What are the main features of the securities?

### Type, class and ISIN

SEK "Call" Certificates linked to a Basket of 12 Shares - The securities are Certificates. International Securities Identification Number ("ISIN"): SE0021626850.

## 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. 1,449 Securities will be issued. The Securities will be redeemed on 3 April 2029.

### Rights attached to the securities

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

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

Governing law - The Securities are governed by English law.

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

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

### Where:

- G% is equal to 140%.
- The Final Performance is the difference between the Final Reference Value and 100%, expressed in absolute value.
- The Reference Value:
- for the Basket, on a given date, is the average of the Reference Values of all the Underlyings on such date.
- for an Underlying, on a given date, is its closing price on such date divided by its Initial Reference Price.
- The Initial Reference Price of an Underlying is the lowest closing price of that Underlying on the Initial Lookback Dates.
- The Final Reference Value is the arithmetic average of the Reference Values of the Basket on each Final Averaging Date.

Issue Price	110%
Product Currency	SEK
Notional Amount (per certificate)	SEK 10,000
Final Averaging Date(s)	20 March 2028, 20 April 2028, 22 May 2028, 20 June 2028, 20 July 2028, 21 August 2028, 20 September 2028, 20 October 2028, 20 November 2028, 20 December 2028, 22 January 2029, 20 February 2029 and 20 March 2029

Issue Date	03 April 2024
Redemption Valuation Date	20 March 2029
Redemption Date (maturity)	03 April 2029
Initial Lookback Date(s)	20 March 2024, 27 March 2024, 03 April 2024, 10 April 2024, 17 April 2024, 24 April 2024, 02 May 2024, 08 May 2024, 15 May 2024, 22 May 2024 and 29 May 2024

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

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

Underlying	Bloomberg Code	ISIN
See Annex	See Annex	See Annex

## **ANNEX**

## Underlyings

Underlying	Bloomberg Code	ISIN
AstraZeneca PLC	AZN SS	GB0009895292
Electrolux AB	ELUXB SS	SE0016589188
Essity AB	ESSITYB SS	SE0009922164
Nordea Bank Abp	NDA SS	FI4000297767
Sandvik AB	SAND SS	SE0000667891
Skandinaviska Enskilda Banken AB	SEBA SS	SE0000148884
SKF AB	SKFB SS	SE0000108227
Svenska Handelsbanken AB	SHBA SS	SE0007100599
Swedbank AB	SWEDA SS	SE0000242455
Tele2 AB	TEL2B SS	SE0005190238
Telefonaktiebolaget LM Ericsson	ERICB SS	SE0000108656
Telia Co AB	TELIA SS	SE0000667925

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

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

#### Seniority of the securities

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

## Restrictions on the free transferability of the securities

There are no restrictions on the free transferability of the Securities

Dividend or payout policy

Not Applicable

## Where will the securities be traded?

### Admission to trading

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

## Is there a guarantee attached to the securities?

## Nature and scope of the guarantee

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

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

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

### Description of the guarantor

The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas ("BNPP" or the "Guarantor") pursuant to an English law deed of guarantee executed by BNPP 31 May 2023 (the "Guarantee").

The Guarantor was incorporated in France as a société anonyme under French law and licensed as a bank having its head office at 16, boulevard des Italiens - 75009 Paris, France. Legal entity identifier (LEI): ROMUWSFPU8MPRO8K5P83.

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

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

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

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

Commercial, Personal Banking & Services (CPBS):

- Commercial & Personal banking in the eurozone: Commercial & Personal Banking in France (CPBF), BNL banca commerciale (BNL bc), Commercial & Personal Banking in Italy, Commercial & Personal Banking in Italy, Commercial & Personal Banking in Luxembourg (CPBL).
- Commercial & Personal Banking outside the eurozone, organised around: Europe-Mediterranean, covering Commercial & Personal Banking outside the eurozone, in particular in Central and Eastern Europe, Türkiye and Africa.
- Specialised Businesses: BNP Paribas Personal Finance, Arval and BNP Paribas Leasing Solutions, new digital businesses (in particular Nickel, Floa, Lyf) and BNP Paribas Personal Investors.

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

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

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

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

		Income state	ment		
	Year	Year-1	Year-2	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2022	31/12/2021	31/12/2020	30/09/2023	30/09/2022
Net interest income	n.a	19,238	21,312	n.a	n.a
Net fee and commission income	n.a	10,362	9,862	n.a	n.a
Net gain on financial instruments	n.a	7,777	7,146	n.a	n.a
Revenues	45,430	43,762	44,275	34,976	34,545
Cost of risk	-3,003	-2,971	-5,717	-2,065	-2,306
Operating Income	12,564	11,325	8,364	9,738	9,846
Net income attributable to equity	9,848	9,488	7,067	9,906	7,706
holders					
Earnings per share (in euros)	7.8	7.26	5.31	6.85*	6.19
		Balance sh	eet		
					Comparative interim from
	Year	Year-1	Year-2	Interim	same period in prior year
In millions of €	31/12/2022	31/12/2021	31/12/2020	30/09/2023	30/09/2022
Total assets	2,663,748	2,634,444	2,488,491	2,701,362	3,009,340
Debt securities	220,937	220,106	212,351	268,513	228,110
Of which mid long term Senior	58,899**	78,845**	82,086**	n.a	n.a

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

<sup>(\*)</sup> Calculated on the basis of the distributable net income in 2023

### Most material risk factors pertaining to the guarantor

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

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

## Most material risk factors specific to the securities

There are also risks associated with the Securities, including:

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

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

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

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

<sup>(\*\*)</sup> Regulatory scope

<sup>(&</sup>quot;) Impaired loans (stage 3) to customers and credit institutions, not netted of guarantees, including on-balance sheet and off-balance sheet and debt securities measured at amortized costs or at fair value through shareholders' equity reported on gross outstanding loans to customers and credit institutions, on-balance sheet and off-balance sheet and including debt securities measured at amortized costs or at fair value through shareholders' equity (excluding insurance).

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

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

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

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

#### 4. Legal risks

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

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

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

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

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

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

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

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

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

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: SEK 14,490,000

## Underwriting agreement

No underwriting commitment is undertaken by the Offeror

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

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

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

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

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