

## 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; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

### FINAL TERMS DATED 2 FEBRUARY 2024

#### **BNP Paribas Issuance B.V.**

*(incorporated in The Netherlands)  
(as Issuer)*

Legal entity identifier (LEI): 7245009UXRIGIRYOBR48

#### **BNP Paribas**

*(incorporated in France)  
(as Guarantor)*

Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83

**Up to 10, 000 SEK "Tracker Adjusted Downside with DIP" Certificates relating to Basket of Shares due 3 April, 2029**

**ISIN Code: SE0021513421**

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)*

**The Securities are offered to the public in Sweden from 2 February 2024 to 7 March 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 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, any Supplements to the Base Prospectus and these Final Terms are available for viewing at <http://eqdpo.bnpparibas.com/SE0021183134> 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

<b>SERIES NUMBER</b>	<b>NO. OF SECURITIES ISSUED</b>	<b>NO OF SECURITIES</b>	<b>ISIN</b>	<b>ISSUE PRICE PER SECURITY</b>	<b>REDEMPTION DATE</b>
CE5720SCE	Up to 10,000	Up to 10,000	SE0021513421	100% of the Notional Amount	03 April 2029

## 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: 12 March 2024
4. Issue Date: 26 March 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:

Issuer's option to vary settlement: The Issuer does not have the option to vary settlement in respect of the Securities
12. Final Payout **Vanilla Call Securities**

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

*Where:*

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

**Gearing** means G%

**G %** is a percentage expected to be about 220% but which will not be less than 180% as determined by the Issuer on Trade Date after the end of the Offer Period. Notice of the rate will be published in the same manner as the publication of these Final Terms and be available by accessing the following link :

<http://eqdpo.bnpparibas.com/SE0021183134>

**Strike Percentage** means 100 per cent;

**Floor Percentage** means 0 per cent;

**Final Redemption Value** means the Basket Value;

**Strike Price Closing Value** is applicable

**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;

**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.

For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.

**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 Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

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

**SPS Valuation Date** means the SPS Redemption Valuation Date or the Strike Date, as applicable;

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

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Switch Payouts

**Certif plus: Generic Knock-Out Securities**

A) If no Knock-out has occurred :

Constant Percentage 1 + Gearing Up x Option Up; or

B) If a Knock-out Event has occurred:

Constant Percentage 2 + Gearing Down x Option Down

*Where*

**Constant Percentage** means 100 per cent;

**Gearing Up means G%**

**G%** is a percentage expected to be about 220% but which will not be less than 180% as determined by the Issuer on Trade Date after the end of the Offer Period. Notice of the rate will be published in the same manner as the publication of these Final Terms and be available by accessing the following link :

<http://eqdpo.bnpparibas.com/SE0021183134>

**Option Up means Up Call;**

**Up Call** means Max (Up Final Redemption Value – Up Strike Percentage; Up Floor Percentage)

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

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

**Up Final Redemption Value** means **Basket Value**;

**Strike Price Closing Value** is applicable;

**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;

**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.

For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.

**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 Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

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

**Constant Percentage 2** means 0 per cent;

**Gearing Down** means 100 per cent;

**Option Down** means **Down Forward**;

**Down Forward** means Down Forward Redemption Value – Down Strike Percentage

**Down Strike Percentage** means 0 per cent;

**Down Final Redemption Value** means **Rainbow Value**;

**Rainbow 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 Ranked Value for such Underlying Reference in respect of such SPS Valuation Date multiplied by (b) the relevant Underlying Reference Weighting;

**Ranked Value** means, in respect of a SPS Valuation Date, the Underlying Reference Value in respect of the Underlying Reference with the Ranking in respect of such SPS Valuation Date set out in the applicable Final Terms;

**Ranking** means, in respect of an SPS Valuation Date, the ordinal positioning of each Underlying Reference by Underlying Reference Value from lowest Underlying Reference Value to greatest Underlying Reference Value in respect of such SPS Valuation Date;

**Underlying Reference Weighting** means, in respect of an Underlying Reference, the number, amount or percentage specified as such for such Underlying Reference in the applicable Final Terms;

<b>Ranking</b>	<b>Underlying Reference Weighting</b>
1	25%
2	25%
3	25%
4	25%
5	0%
6	0%
7	0%
8	0%
9	0%
10	0%
11	0%
12	0%

**Strike Price Closing Value** is applicable

**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.

For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.

**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 Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

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

**SPS Redemption Valuation Date** means Redemption Valuation Date;

**SPS Valuation Date** means **SPS Redemption Valuation Date**.

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**Automatic Payout Switch Event**

If SPS APS Value is less than the Automatic Payout Switch Level on SPS APS Valuation Date

**SPS APS Value** means **Rainbow Value**

**Rainbow 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 Ranked Value for such Underlying Reference in respect of such SPS Valuation Date multiplied by (b) the relevant Underlying Reference Weighting;

**Ranked Value** means, in respect of a SPS Valuation Date, the Underlying Reference Value in respect of the Underlying Reference with the Ranking in respect of such SPS Valuation Date set out in the applicable Final Terms;

**Ranking** means, in respect of an SPS Valuation Date, the ordinal positioning of each Underlying Reference by Underlying Reference Value from lowest Underlying Reference Value to greatest Underlying Reference Value in respect of such SPS Valuation Date;

**Underlying Reference Weighting** means, in respect of an Underlying Reference, the number, amount or percentage specified as such for such Underlying Reference in the applicable Final Terms;

<b>Ranking</b>	<b>Underlying Reference Weighting</b>
1	25%
2	25%
3	25%
4	25%
5	0%
6	0%
7	0%
8	0%
9	0%
10	0%
11	0%
12	0%

**Strike Price Closing Value** is applicable

**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.



For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.

**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 Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date.

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

**Automatic Payout Switch Level** means 50 per cent;

**SPS Redemption Valuation Date** means Redemption Valuation Date;

**SPS Valuation Date** means SPS APS Valuation Date.

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|-----|--|---|
| 13. | Relevant Asset(s):                       | Not applicable  |
| 14. | Entitlement:                             | Not applicable  |
| 15. | Exchange Rate:                           | Not applicable  |
| 16. | Settlement Currency:                     | The settlement currency for the payment of the Cash Settlement Amount is Swedish Krona ("SEK"). |
| 17. | Syndication:                             | The Securities will be distributed on a non-syndicated basis                                    |
| 18. | Minimum Trading Size:                    | Not applicable  |
| 19. | Principal Security Agent:                |   |
|     | (a) Principal Security Agent:            | The Swedish Security Agent as indicated in § 6 of Part B - "Other Information".                 |
|     | (b) Security Agent(s):                   | Citibank Europe plc. Sweden Branch  |
| 20. | Registrar:                               | Not applicable  |
| 21. | Calculation Agent:                       | BNPFinancial Markets S.N.C. .<br><br>20 boulevard des Italiens, 75009, Paris, France            |
| 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/ETI Share Securities: Applicable

Share Securities: Applicable

(a) Share(s)/Share Company/Basket Company/GDR/ADR/ETI Interest/Basket of ETI Interests: An ordinary share, or, if so indicated in the table below in the column Share Company, another share type in the share capital of the relevant Share Company (each an "**Underlying Reference<sup>k</sup>**").

k	Share Company / Share	Underlying Reference <sup>k</sup>				Exchange
		Bloomberg Code	ISIN Code	Weighting (W <sup>i</sup> )	Currency	
1	AstraZeneca PLC	AZN SS	GB0009895292	1/12	SEK	Stockholm
2	Electrolux AB	ELUXB SS	SE0016589188	1/12	SEK	Stockholm
3	Essity AB	ESSITYB SS	SE0009922164	1/12	SEK	Stockholm
4	Nordea Bank Abp	NDA SS	FI4000297767	1/12	SEK	Stockholm
5	Sandvik AB	SAND SS	SE0000667891	1/12	SEK	Stockholm
6	Skandinaviska Enskilda Banken AB	SEBA SS	SE0000148884	1/12	SEK	Stockholm
7	SKF AB	SKFB SS	SE0000108227	1/12	SEK	Stockholm
8	Svenska Handelsbanken AB	SHBA SS	SE0007100599	1/12	SEK	Stockholm
9	Swedbank AB	SWEDA SS	SE0000242455	1/12	SEK	Stockholm
10	Tele2 AB	TEL2B SS	SE0005190238	1/12	SEK	Stockholm
11	Telefonaktiebolaget LM Ericsson	ERICB SS	SE0000108656	1/12	SEK	Stockholm
12	Telia Co AB	TELIA SS	SE0000667925	1/12	SEK	Stockholm

(b) Relative Performance Basket: Applicable.

(c) Share/ETI Interest Currency: See table in item 26(a) above.

(d) ISIN of Share(s)/ETI Interest(s): See table in item 26(a) above.

(e) Exchange(s): See table in item 26(a) above.

(f) Related Exchange(s): All Exchanges.

(g)	Exchange Business Day:	All Shares Basis.
(h)	Scheduled Trading Day:	All Shares Basis.
(i)	Weighting:	Not applicable.
(j)	Settlement Price:	Not applicable.
(k)	Specified Maximum Days of Disruption:	Eight (8) Scheduled Trading Days.
(l)	Valuation Time:	The Scheduled Closing Time as defined in Condition 1.
(m)	Redemption on Occurrence of an Extraordinary Event:	Delayed Redemption on Occurrence of an Extraordinary Event: Not applicable
(n)	Share/ETI Interest Correction Period	As per Conditions.
(o)	Dividend Payment:	Not applicable
(p)	Listing Change:	Applicable.
(q)	Listing Suspension:	Applicable.
(r)	Illiquidity:	Applicable.
(s)	Tender Offer:	Applicable
(t)	CSR Event:	Not applicable
(u)	Hedging Liquidity Event:	Not applicable
<b>27.</b>	<b>ETI Securities;</b>	<b>Not applicable</b>
<b>28.</b>	<b>Debt Securities:</b>	<b>Not applicable</b>
<b>29.</b>	<b>Commodity Securities:</b>	<b>Not applicable</b>
<b>30.</b>	<b>Inflation Index Securities:</b>	<b>Not applicable</b>
<b>31.</b>	<b>Currency Securities:</b>	<b>Not applicable</b>
<b>32.</b>	<b>Fund Securities:</b>	<b>Not applicable</b>
<b>33.</b>	<b>Futures Securities:</b>	<b>Not applicable</b>
<b>34.</b>	<b>Credit Security Provisions:</b>	<b>Not applicable</b>
<b>35.</b>	<b>Underlying Interest Rate Securities:</b>	<b>Not applicable</b>
<b>36.</b>	<b>Preference Share Certificates:</b>	<b>Not applicable</b>
<b>37.</b>	<b>OET Certificates:</b>	<b>Not applicable</b>

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:  
 (a) Additional Disruption Events: Applicable  
 (b) The following Optional Additional Disruption Events apply to the Securities:  
 Administrator/Benchmark 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: Applicable  
 If the Knock-out Value is less than the Knock-out Level on the Knock-out Determination Day.
- (a) SPS Knock-out Valuation: Applicable  
*Where:*  
**Strike Price Closing Value:** Applicable  
**Knock-out Value** means the Basket Value;  
**Strike Price Closing Value** is applicable;  
**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;  
**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.;

For the avoidance of doubt, when determining (i) above the SPS Valuation Date shall never refer to the Strike Date.

**SPS Valuation Date** means the Knock-out Determination Day or the Strike Day, as applicable.

**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 Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date;

**Underlying Reference** means as set out in §26(a) above.

**Basket** means as set out in §26(a) above.

- |     |   |                               |
|-----|---|-------------------------------|
| (b) | Level:  | Not applicable                |
| (c) | Knock-out Level/Knock-out Range Level:          | 50 per cent.                  |
| (d) | Knock-out Period Beginning Date:                | Not applicable                |
| (e) | Knock-out Period Beginning Date Day Convention: | Not applicable                |
| (f) | Knock-out Determination Period:                 | Not applicable                |
| (g) | Knock-out Determination Day(s):                 | The Redemption Valuation Date |
| (h) | Knock-out Period Ending Date:                   | Not applicable                |
| (i) | Knock-out Period Ending Date Day Convention:    | Not applicable                |
| (j) | Knock-out Valuation Time:                       | Not applicable                |
| (k) | Knock-out Observation Price Source:             | Not applicable                |
| (l) | Disruption Consequences:                        | Applicable                    |

#### 42. EXERCISE, VALUATION AND REDEMPTION

- |     |                                      |  |
|-----|--------------------------------------|--|
| (a) | Notional Amount of each Certificate: | SEK 10,000   |
| (b) | Partly Paid Certificates:            | The Certificates are not Partly Paid Certificates. |
| (c) | Interest:                            | Not applicable                                     |

(d)	Instalment Certificates:	The Certificates are not Instalment Certificates.
(e)	Issuer Call Option:	Not applicable
(f)	Holder Put Option:	Not applicable
(g)	Automatic Early Redemption:	Applicable
(h)	Strike Date:	14 March 2024.
(i)	Strike Price:	Not applicable
(j)	Redemption Valuation Date:	14 March 2029.
(k)	Averaging:	Averaging does not apply to the Securities.
(l)	Observation Dates:	Not applicable
(m)	Observation Period:	Not applicable
(n)	Settlement Business Day:	Not applicable
(o)	Cut-off Date:	Not applicable
(p)	Identification information of Holders as provided by Condition 29:	Not applicable

#### **DISTRIBUTION AND 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:	Sweden.
(ii)	Offer Period:	From (and including) 2 February 2024 until (and including) 7 March 2024, subject to any early closing, as indicated in Part B, item 7.
(iii)	Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:	<b>GARANTUM FONDKOMMISSION AB.</b> (vardera en ”Erbjudare”), Norrmalmstorg Smålandsgatan 16 P.O. Box 7364 103 90 Stockholm Sweden.  (the “ <b>Authorised Offeror</b> ”) Legal Identity identifier (LEI):

549300SUPDLSXO6YWJ42.

- (iv) General Consent: Not applicable
  - (v) Other Authorised Offeror Terms: Not applicable
- 48.** Prohibition of Sales to EEA and UK Retail Investors:
- (a) Selling Restriction: Not applicable
  - (b) Legend: 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

**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: 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: Up to SEK 100,000,000.
- (c) Estimated total expenses: Estimated total expenses not available

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

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

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

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

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

AstraZeneca PLC

Website: [www.astrazeneca.com](http://www.astrazeneca.com)

Electrolux AB

Website: [www.electrolux.com](http://www.electrolux.com)

Essity AB

Website: [www.essity.com](http://www.essity.com)



Nordea Bank Abp

Website: [www.nordea.com](http://www.nordea.com)

Sandvik AB

Website:

[www.rocktechnology.sandvik](http://www.rocktechnology.sandvik)

Skandinaviska Enskilda Banken  
AB

Website: [www.seb.se](http://www.seb.se)

SKF AB

Website: [www.skf.com](http://www.skf.com)

Svenska Handelsbanken AB

Website:

[www.handelsbanken.com](http://www.handelsbanken.com)

Swedbank AB

Website: [www.swedbank.se](http://www.swedbank.se)

Tele2 AB

Website: [www.tele2.com](http://www.tele2.com)

Telefonaktiebolaget LM Ericsson

Website: [www.ericsson.com](http://www.ericsson.com)

Telia Co AB

Website: [www.teliacompany.com](http://www.teliacompany.com)

## 6. Operational Information

Relevant Clearing System(s):

Euroclear Sweden.

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

Identification number: 5164060997

### **Swedish Security Agent:**

#### **Citibank Europe plc. Sweden Branch**

Address:

Birger Jarlsgatan

6 SE 111 84,

Stockholm Sweden

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

**Offer Price:**

Issue Price

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

The offer of the Securities is conditional on their issue.

The Issuer reserves the right to withdraw the offer of the Securities and cancel the issuance of the Securities for any reason, in accordance with the Authorised Offeror at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities.

Such an event will be notified to investors via the following link:

<http://eqdpo.bnpparibas.com/SE0021183134>

The Issuer will in its sole discretion 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 NASDAQ Stockholm.

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

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

<http://eqdpo.bnpparibas.com/SE0021183134>

The Issuer reserves the right to extend the Offer Period. The Issuer will inform of the extension of the Offer Period by means of a notice to be published on the following webpage: <http://eqdpo.bnpparibas.com/SE0021183134>

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/SE0021183134>

**Description of the application process:**

From, and including, 2 February 2024 to, and including, 7 March 2024, or such earlier date as the Issuer determines as notified on or around such earlier date by (i) loading the following link: <http://eqdpo.bnpparibas.com/SE0021183134>

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

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

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

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

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

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

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

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

There are no pre-identified allotment criteria.

The Authorised Offeror will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Authorised

Offeror during the Offer Period will be assigned up to the maximum amount of the offer.

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

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

Not applicable

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

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

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

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

Publication on the following website:  
<http://eqdpo.bnpparibas.com/SE0021183134>

on or around the Issue Date.

**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:**

In the case of over subscription, allotted amounts will be notified to applicants (i) on the following website:  
<http://eqdpo.bnpparibas.com/SE0021183134>

on or around the Issue Date.

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

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

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

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

<b>Series Number</b>	<b>Issue Price per Security</b>	<b>Expenses included in the Issue Price</b>
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CE5720SCE	100%	6.86% of the Notional Amount per Certificate
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**8. Intermediaries with a firm commitment to act**

**Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and a description of the main terms of their commitment:** None

**9. Placing and Underwriting**

**Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:** The Authorised Offerors identified in Paragraph 47 of Part A and identifiable from the Base Prospectus

**Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:** Not applicable

**Name and address of any paying agents and depository agents in each country (in addition to the Principal 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:** **GARANTUM FONDKOMMISSION AB.**  
(vardera en "Erbjudare"),

Norrmalmstorg Smålandsgatan

16 P.O. Box 7364 103 90

Stockholm Sweden.

(the "Authorised Offeror")

Legal Identity identifier (LEI):

549300SUPDLSXO6YWJ42.

No underwriting commitment is undertaken by the Authorised Offeror.

**When the underwriting agreement has been or will be reached:** Not applicable

10. EU Benchmarks Regulation

**EU Benchmarks Regulation: Article** Not applicable  
**29(2)statement on benchmarks:**



# 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

SEK "Tracker Adjusted Downside with DIP " Certificates linked A Basket of 12 Shares - The securities are Certificates. International Securities Identification Number ("ISIN"): SE0021513421.

### Identity and contact details of the issuer

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

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

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

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

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

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

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

The Managing Directors of BNP Paribas Finance B.V. are Edwin Herskovic, Cyril Le Merrer, Folkert van Asma, Geert Lippens, François Buhagiar 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 €	31/12/2022	31/12/2021
Operating profit/loss	120,674	47,856



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

#### Qualifications in the audit report

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

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

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

### Section C - Key Information on the securities

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

##### Type, class and ISIN

SEK "Tracker Adjusted Downside with DIP " Certificates linked A Basket of 12 Shares - The securities are Certificates. International Securities Identification Number ("ISIN"): SE0021513421.

##### 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 03 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:

- If a Barrier Event has not occurred:
  - If the Final Value of the Basket is greater than or equal to 100%: a payment in cash equal to the Notional Amount increased by 220% but not less than 180% of the Performance of the Basket.
  - If the Final Value of the Basket is less than 100%: a payment in cash equal to the Notional Amount.
- If a Barrier Event has occurred: a payment in cash equal to the Notional Amount decreased by the Performance of the 4 Worst-Performing Underlying. In this case you will suffer a partial or total loss of the Notional Amount

#### Where:

- A Barrier Event shall be deemed to occur if the Final Value of the Basket is less than 100% and if the Final Reference Price of the 4 Worst-Performing Underlying is below the Barrier.
- The Performance of the Basket is the difference between the Final Value of the Basket and 100%, expressed in absolute value.
- The Final Value of the Basket is the average of the Final Reference Values of all the Underlyings.
- The Final Reference Value of an Underlying is its Final Reference Price divided by its Initial Reference Price.
- The Initial Reference Price of an Underlying is the closing price of that Underlying on the Strike Date.
- The Final Reference Price of an Underlying is the closing price of that Underlying on the Redemption Valuation Date.
- The 4 Worst-Performing Underlying is the Average of the 4 Underlying that shows the lowest Final Reference Price when divided by its Initial Reference Price.

Strike Date	14 March 2024	Issue Price	100%
Issue Date	26 March 2024	Product Currency	SEK
Redemption Valuation Date	14 March 2029	Notional Amount (per certificate)	SEK 10,000
Redemption Date (maturity)	03 April 2029		
Barrier	50% of the Initial Reference Price		

Underlying	Bloomberg Code	ISIN
See Annex	See Annex	See Annex

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

**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.613-30-3-1-3° 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 Belgium (CPBB) and 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

<b>Income statement</b>					
	<b>Year</b>	<b>Year-1</b>	<b>Year-2</b>	<b>Interim</b>	<b>Comparative interim from same period in prior year</b>
<b>In millions of €</b>	31/12/2022	31/12/2021	31/12/2020	30/09/2023	30/09/2022
<b>Net interest income</b>	n.a	19,238	21,312	n.a	n.a
<b>Net fee and commission income</b>	n.a	10,362	9,862	n.a	n.a
<b>Net gain on financial instruments</b>	n.a	7,777	7,146	n.a	n.a
<b>Revenues</b>	45,430	43,762	44,275	34,976	34,545
<b>Cost of risk</b>	-3,003	-2,971	-5,717	-2,065	-2,306
<b>Operating Income</b>	12,564	11,325	8,364	9,738	9,846
<b>Net income attributable to equity holders</b>	9,848	9,488	7,067	9,906	7,706
<b>Earnings per share (in euros)</b>	7.8	7.26	5.31	6.85*	6.19
<b>Balance sheet</b>					
	<b>Year</b>	<b>Year-1</b>	<b>Year-2</b>	<b>Interim</b>	<b>Comparative interim from same period in prior year</b>
<b>In millions of €</b>	31/12/2022	31/12/2021	31/12/2020	30/09/2023	30/09/2022
<b>Total assets</b>	2,663,748	2,634,444	2,488,491	2,701,362	3,009,340
<b>Debt securities</b>	220,937	220,106	212,351	268,513	228,110
<b>Of which mid long term Senior Preferred</b>	58,899**	78,845**	82,086**	n.a	n.a
<b>Subordinated debt</b>	24,160	25,667	23,325	n.a	n.a
<b>Loans and receivables from customers (net)</b>	857,020	814,000	809,533	853,247	869,500
<b>Deposits from customers</b>	1,008,056	957,684	940,991	965,980	1,015,649
<b>Shareholders' equity (Group share)</b>	121,237	117,886	112,799	124,138	120,764
<b>Doubtful loans/ gross outstandings***</b>	1.7%	2%	2.1%	1.7%	1.7%
<b>Common Equity Tier 1 capital (CET1) ratio</b>	12.3%	12.9%	12.8%	13.4%	12.1%
<b>Total Capital Ratio</b>	16.2%	16.4%	16.4%	17.8%	15.9%
<b>Leverage Ratio****</b>	4.4%	4.1%	4.4%	4.5%	3.9%

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

(\*\*) Regulatory scope

(\*\*\*) Impaired loans (stage 3) to customers and credit institutions, not netted of guarantees, including on-balance sheet and off-balance sheet and debt securities measured at 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).

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

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

1. A substantial increase in new provisions or a shortfall in the level of previously recorded provisions exposed to credit risk and counterparty risk could adversely affect the BNP Paribas Group's results of operations and financial condition
2. The BNP Paribas Group's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses
3. The BNP Paribas Group may incur significant losses on its trading and investment activities due to market fluctuations and volatility
4. The BNP Paribas Group's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in sovereign credit spreads or other factors
5. Adverse economic and financial conditions have in the past had and may in the future have an impact on the BNP Paribas Group and the markets in which it operates
6. Laws and regulations adopted in recent years, 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 whether knock-in or knock out features apply. Auto-callable Products include automatic early redemption mechanisms. Depending on the applicable formula, if an automatic early redemption event occurs investors may be exposed to a partial loss of their investment. Investors may be exposed to a partial or total loss of their investment.

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

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

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

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

The trading price of the Securities may be affected by a number of factors including, but not limited to, the relevant price, value or level of the Underlying Reference(s), the time remaining until the scheduled redemption date of the Securities, the actual or implied volatility associated with the Underlying Reference(s) and the correlation

risk of the relevant Underlying Reference(s). The possibility that the value and trading price of the Securities will fluctuate (either positively or negatively) depends on a number of factors, which investors should consider carefully before purchasing or selling Securities.

#### 4. Legal risks:

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

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

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

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

The securities will be offered to the public from and including 2 February 2024 to and including 7 March 2024, subject to any early closing or extension of the offer period. Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Nasdaq Stockholm (Regulated Market).

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

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

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

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

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

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

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

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

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

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

# 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. Investeringar 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 käranden komma att vara skyldig att bekosta översättningen av Grundprospektet och de tillämpliga Slutliga Villkoren i enlighet med nationell lagstiftning i den medlemsstat där kravet framställs innan de rättsliga förfarandena inleds. Civilrättsligt ansvar i något av medlemsstaterna binder Emittenten eller Garanten endast på grundval av denna sammanfattning inklusive varje översättning av denna, men bara om den är vilseledande eller oförenlig när den läses tillsammans med de övriga delarna i Grundprospektet och de tillämpliga Slutliga Villkoren eller att den inte ger, när den läses tillsammans med andra delar av Grundprospektet och de tillämpliga Slutliga Villkoren, nyckelinformation för att hjälpa investerare när de överväger om de ska investera i Värdepappren.

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

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

SEK " Tracker Adjusted Downside with DIP" Certifikat avseende 12 Aktie - Aktierna är Certifikat. Internationellt identifikationsnummer på värdepapperet ("ISIN"): SE0021513421.

### 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

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

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

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

### Datum för godkännande av tillståndet

Grundprospektet har fått tillstånd den 31 maj 2023 under den godkända numret 23-197 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 förpliktelserna 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

Emittentens Verkställande direktör är BNP Paribas Finance B.V. De Verkställande direktörerna i BNP Paribas Finance B.V. är Edwin Herskovic, Cyril Le Merrer, Folkert van Asma, Geert Lippens, François Buhagiar och 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*).

### Vilka är emittentens finansiella nyckeluppgifter?

#### Finansiell nyckelinformation

Resultaträkning		
	År	År-1
I €	31/12/2022	31/12/2021
Rörelseresultat	120 674	47 856

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

#### 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.

### Avsnitt C - Nyckelinformation om värdepapperen

#### Vilka är värdepappernas viktigaste kännetecken?

#### Typ, kategori och ISIN

SEK " Tracker Adjusted Downside with DIP" Certifikat avseende 12 Aktie - Aktierna är Certifikat. Internationellt identifikationsnummer på värdepapperet ("ISIN"): SE0021513421.

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

Värdepappernas valuta är Swedish Krona ("SEK"). Värdepapperna har ett partivärde på SEK 10 000. Upp till 10 000 värdepapper kommer att emitteras. Värdepapperna kommer att lösas in den 27 february 2029.

#### Rättigheter som sammanhänger med värdepapperen

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

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

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

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

På återbetalningsdagen får du för varje certifikat:

1. Om en barriärhändelse inte har inträffat:

a. Om slutkursen för korgen är större än eller lika med 100%: en återbetalning som är lika med det nominella beloppet ökat med 220% men inte mindre än 180% av utvecklingen av korgen.

b. Om slutkursen för korgen är mindre än 100%: en återbetalning som är lika med det nominella beloppet.

2. Om en barriärhändelse har inträffat: en återbetalning som är lika med det nominella beloppet minskat med utvecklingen av dem 4 Underliggande med sämst utveckling. I det här fallet kommer du att drabbas av en partiell eller en total förlust av det nominella beloppet.

#### Där:

- En barriärhändelse ska anses ha inträffat om slutkursen på korgen är under mindre än 100% och om slutkursen av dem 4 underliggande med sämst utveckling är under riskbarriären.

- Utvecklingen på korgen är skillnaden mellan slutkursen för korgen och 100 procent uttryckt som absolutbelopp

- Slutkursen för korgen är det genomsnittet av de slutliga referensvärdena på alla underliggande.

- Det slutliga referensvärdet på en underliggande är dess slutkurs dividerat med dess startkurs.

- Startkursen på en underliggande är stängningskursen på den underliggande på startdagen..

- Slutkursen på en underliggande är stängningskursen för den underliggande på slutdagen.

- Utvecklingen på en underliggande är skillnaden mellan dess slutkurs och dess startkurs, dividerat med dess startkurs, uttryckt som ett absolutbelopp.

- Dem 4 Underliggande med sämst utveckling är den genomsnittberäkning av det 4 underliggande som har lägsta slutkurs dividerad med startkurs.

Startdag	14 mars 2024
Emissionsdag	26 mars 2024
Slutdag	14 mars 2029
Återbetalningsdag	3 april 2029
Barriärnivå	50% av startkursen

Emissionskurs	100%
Valuta	SEK
Nominellt belopp (per produkt)	10 000 SEK

Underliggande	Bloombergkod	ISIN-kod
Se Annex	Se Annex	Se Annex

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

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

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

#### Värdepapperens prioriteringsnivå

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

#### Begränsningar vad gäller överlåtelse av värdepapper

Det finns inga begränsningar vad gäller överlåtelse av Värdepappererna.

#### Utdelning eller utbetalningspolicy

Inte tillämplig

#### Var kommer värdepapperen att handlas?

#### Medgivande till handel

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

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

#### Garantins beskaffenhet och omfattning

Åtagandena enligt garantin är icke efterställda (enligt betydelsen i artikel L.613-30-3-13° i den franska lagen Code monétaire et financier) och icke säkerställda åtaganden för BNPP och kommer att rankas pari passu med alla övriga nuvarande och framtida icke efterställda och icke säkerställda åtaganden som är föremål för sådana undantag och kan vid olika tillfällen vara obligatoriska enligt fransk lag.

I händelse av en skuldnedskrivning av BNPP men inte av BNPP B.V, kommer alla förpliktelser och/eller belopp som är i BNPP ägo enligt garantin att reduceras för att återspegla alla ändringar eller reduceringar av åtaganden för BNPP som är en följd av tillämpningen av skuldnedskrivning av BNPP av en tillämplig regleringsmyndighet (inklusive i en situation där själva garantin inte är föremål för en sådan skuldnedskrivning).

Garanten garanterar varje Innehavare villkorslöst och oåterkalleligt att om, oavsett anledning, BNPP B.V inte betalar någon summa som är förfallen till betalning eller inte verkställer någon skyldighet gällande något värdepapper på dagen som specificerats för en sådan betalning eller förpliktelse, kommer Garantin 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 förfalldagen.

#### 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 31 maj 2023 ("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): R0MUWSPU8MPPRO8K5P83.

BNPP:s långsiktiga kreditbetyg är A+ med stabil prognos (S&P Global Ratings Europe Limited), Aa3 med stabil prognos (Moody's, Investors Service Ltd.), AA- med stabil prognos (Fitch Ratings Ireland Limited) (vilket är den långsiktiga värdering som tilldelats BNPP:s preferensobligationer med bättre rätt av Fitch Ratings Ireland Limited) och AA (låg) med stabil prognos (DBRS Rating GmbH) och BNPP:s kortfristiga kreditbetyg är A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1+ (Fitch Ratings Ireland Limited) och R-1 (medel) (DBRS Rating GmbH).

BNP Paribas 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 2023 var huvudaktieägare är Société Fédérale de Participations et d'Investissement ("SFPI") ett public-interest société anonyme (publikt aktiebolag) som agerar på uppdrag av den belgiska regeringen och som äger 5,10 procent av aktiekapitalet, BlackRock Inc. som innehar 6,9 procent av aktiekapitalet, Amundi som innehar 5 procent av aktiekapitalet och Storhertigdömet av Luxemburg som äger 1 procent av aktiekapitalet.

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

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

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

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

(\*\*) Regleringsområde

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

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

#### Mest väsentliga riskfaktorer som 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. Ogymsamma ekonomiska och finansiella villkor har tidigare påverkat och kommer kanske i framtiden att påverka BNP Paribas Grupp och marknaden i vilken 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 värdepapperna

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

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

Avkastningen på Värdepapperna beror på avkastningen på de Underliggande Referenserna och om knock-in- eller knock-out-funktion tillämpas. Produkter som löses in automatiskt omfattar mekanismer för automatisk tidig inlösen. Beroende på tillämpningsformeln kan investerarna, om en automatisk tidig inlösenhändelse inträffar, exponeras mot en partiell förlust på investeringen. Investerares kan exponeras mot en partiell eller fullständig förlust på investeringen.

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

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

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

#### 3. Risker som är relaterade till handel med värdepapper:

Kursen på Värdepapper kan påverkas av ett antal faktorer inklusive, men inte begränsat till, det gällande priset eller nivån på Underliggande Referenser, återstående tid på Värdepapperets planerade inlösendag, aktuell eller implicit volatilitet som är förknippat med den Underliggande Referensen och risken med det inbördes förhållandet till gällande Underliggande Referens(er). Möjligheten att Värdepapperets kurs kommer att fluktuerar (antingen uppåt eller nedåt) beror på ett antal faktorer som investeraren nog borde överväga innan köp eller försäljning av Värdepapper.

#### 4. Rättsliga risker:



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

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

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

#### **Allmänna villkor och erbjudandets förväntade tidsram**

Värdepapperna kommer att erbjudas allmänheten fr.o.m. 2 februari 2024 t.o.m. 7 mars 2024, med förbehåll för varje tidigare stängning eller förlängning av erbjudandeperioden.

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

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

Emittenten kommer inte att påföra investeraren några kostnader.

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

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

Anbudsgivare: GARANTUM FONDKOMMISSION AB.(vardera en "Erbjudare"), Normalmstorg Smålandsgatan16 P.O. Box 7364 103 90 Stockholm Sweden.

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

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

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