

**FINAL TERMS FOR CERTIFICATES**

**FINAL TERMS DATED 26 JUNE 2020**

**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 "Smart Bonus Certificate Plus" Certificates linked to 4 Shares due 7 October 2024**

**ISIN: SE0014555561**

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. 20-233 on 2 June 2020

**BNP Paribas Arbitrage S.N.C.**

*(as Manager)*

**The Securities are offered to the public in Sweden from 26 June 2020 to 27 August 2020**

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.

**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 2 June 2020, which constitutes 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 these Final Terms are available for viewing at <http://eqdpo.bnpparibas.com/SE0014555561> 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>COMMON CODE</b>	<b>ISSUE PRICE PER SECURITY</b>	<b>REDEMPTION DATE</b>
CE1976GEO	Up to 10,000	Up to 10,000	SE0014555561	219884354	SEK 10,000	7 October 2024

### **GENERAL PROVISIONS**

The following terms apply to each series of Securities:

1. Issuer: BNP Paribas Issuance B.V.
2. Guarantor: BNP Paribas
3. Trade Date: 1 September 2020
4. Issue Date: 22 September 2020
5. Consolidation: Not applicable
6. Type of Securities:
  - (a) Certificates
  - (b) The Securities are Shares 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 System
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

**SPS Payouts**

**Autocall Securities**

**Autocall Securities**

(A) if the Final Redemption Condition is satisfied:

Constant Percentage 1 + FR Exit Rate

(B) if the Final Redemption Condition is not satisfied and no Knock-in Event has occurred:

Constant Percentage 2 + Coupon Airbag Percentage

(C) if the Final Redemption Condition is not satisfied and a Knock-in Event has occurred:

Max(Constant Percentage 3 + Gearing × Option; 0%)

**Where:**

**Constant Percentage 1** means 100%

**FR Exit Rate** means FR Athena Up Rate

**Cap** is not applicable

**FR Athena Up Rate** means :

Max(FR Floor Percentage, FR Gearing × (FR Value - FR Strike Percentage) + FR Spread) + FR Constant Percentage

**FR Floor Percentage** means 2 x Bonus%

**Bonus%** is a percentage expected to be about 50% but which will not be less than 35% as determined by the Issuer on Trade Date.

**FR gearing** means 100%

**FR Strike Percentage** means 100%

**FR Spread** means 0%

**Fr Constant Percentage** means 0%

**SPS FR Valuation Date** means the Redemption Valuation Date

**FR Value** means the Basket Value

**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.

**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;

**Constant Percentage 2** means 100%

**Coupon Airbag Percentage** means Bonus%

**Bonus%** is a percentage expected to be about 50% but which will not be less than 35% as determined by the Issuer on Trade Date.

**Constant Percentage 3** means 100%

**Option** means Put

**Put** means  $\text{Max} (\text{Strike Percentage} - \text{Final Redemption Value}; 0)$

**Gearing** is -100%

**Strike Percentage** is 100%

**Final Redemption Value:** means the Worst Value

**Strike Price Closing Value:** Applicable.

**Worst Value** means, in respect of a SPS Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date.

**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);

**Underlying Reference:** means as set out in §26(a) below;

**SPS Valuation Date** means the SPS Redemption Valuation Date, as applicable.

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

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: The Swedish Security Agent as indicated in item 5 of Part B - "Other Information"
20. Registrar: Not applicable
21. Calculation Agent: BNP Paribas Arbitrage S.N.C.  
1 rue Laffitte, 75009 Paris, France
22. Governing law: English law
23. *Masse* provisions (Condition 9.4): Not Applicable

#### PRODUCT SPECIFIC PROVISIONS

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

**(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	Underlying Reference <sup>k</sup>		W <sup>l</sup>	Currency	Exchange
		Bloomberg Code	ISIN Code			
1	Swedbank AB	SWEDA SS	SE0000242455	25%	SEK	Nasdaq OMX Stockholm
2	SSAB AB	SSABA SS	SE0000171100	25%	SEK	Nasdaq OMX Stockholm

3	Boliden AB	BOL SS	SE0012455673	25%	SEK	Nasdaq Stockholm	OMX
4	JM AB	JM SS	SE0000806994	25%	SEK	Nasdaq Stockholm	OMX

- (b) **Relative Performance Basket:** Applicable.
  - (c) **Share/ETI Interest Currency:** See table above.
  - (d) **ISIN of Share(s)/ETI Interests:** See table above.
  - (e) **Exchange(s):** See table above.
  - (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) **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:** Not applicable
  - (t) **CSR Event:** 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 Condition 7.2):	<p>Illegality: redemption in accordance with Security Condition 7.1(d)</p> <p>Force Majeure: redemption in accordance with Security Condition 7.2(b)</p>
39.	Additional Disruption Events and Optional Additional Disruption Events:	<p>(a) Additional Disruption Events: Applicable</p> <p>(b) The following Optional Additional Disruption Events apply to the Securities:</p> <p style="padding-left: 40px;">Administrator/Benchmark Event</p> <p>(c) Redemption:</p> <p style="padding-left: 40px;">Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable</p>
40.	Knock-in Event:	<p>Applicable</p> <p>If the Knock-In Value is less than the Knock-In Level on the Knock-In Determination Day</p> <p>(a) SPS Knock-in Valuation: Applicable</p> <p><b>Knock-in Value:</b> means Worst Value</p> <p><b>Strike Price Closing Value:</b> Applicable</p> <p><b>Worst Value</b> means, in respect of a SPS Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date</p> <p><b>Underlying Reference Value</b> means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying</p>

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;

**SPS Valuation Date** means Knock-in Determination Day

- (b) Level: Not applicable
- (c) Knock-in Level/Knock-in Range Level: 60 per cent.
- (d) Knock-in Period Beginning Date: Not applicable
- (e) Knock-in Period Beginning Date Day Convention: Not applicable
- (f) Knock-in Determination Period: Not applicable
- (g) Knock-in Determination Day(s): The Redemption Valuation Date
- (h) Knock-in Period Ending Date: Not applicable
- (i) Knock-in Period Ending Date Day Convention: Not applicable
- (j) Knock-in Valuation Time: See definition in Condition 16
- (k) Knock-in Observation Price Source: Not applicable
- (l) Disruption Consequences: Applicable
- 41. Knock-out Event: Not applicable

**42. EXERCISE, VALUATION AND REDEMPTION**

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



(e)	Floating Rate Provisions	Not applicable
(f)	Linked Interest Certificates:	Not applicable
(g)	Payment of Premium Amount(s):	Not applicable
(h)	Index Linked Interest Certificates:	Not applicable
(i)	Share Linked/ETI Share Linked Interest Certificates:	Not applicable
(j)	ETI Linked Interest Certificates:	Not applicable
(k)	Debt Linked Interest Certificates:	Not applicable
(l)	Commodity Linked Interest Certificates:	Not applicable
(m)	Inflation Index Linked Interest Certificates:	Not applicable
(n)	Currency Linked Interest Certificates:	Not applicable
(o)	Fund Linked Interest Certificates:	Not applicable
(p)	Futures Linked Interest Certificates:	Not applicable
(q)	Underlying Interest Rate Linked Interest Provisions	Not applicable
(r)	Instalment Certificates:	The Certificates are not Instalment Certificates.
(s)	Issuer Call Option:	Not applicable
(t)	Holder Put Option:	Not applicable
(u)	Automatic Early Redemption:	Not applicable
(v)	Strike Date:	Not applicable
(w)	Strike Price:	Not applicable
(x)	Redemption Valuation Date:	23 September 2024
(y)	Averaging:	Averaging does not apply to the Securities.
(z)	Observation Dates:	Not applicable
(aa)	Observation Period:	Not applicable
(bb)	Settlement Business Day:	Not applicable
(cc)	Cut-off Date:	Not applicable

- (dd) Identification information of Holders as provided by Condition 29: Not applicable

#### **DISTRIBUTION AND U.S. 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 considerations: The Securities are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986
- 45.** Registered broker/dealer: Not applicable
- 46.** TEFRA C or TEFRA Not Applicable: TEFRA Not Applicable
- 47.** Non-exempt Offer: Applicable
- (i) Non-exempt Offer Jurisdictions: Sweden
- (ii) Offer Period: From (and including) 26 June 2020 until (and including) 27 August 2020
- (iii) Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it: **GARANTUM FONDKOMMISSION AB**  
Norrholmstorg Smålandsgatan  
16 P.O. Box 7364  
103 90 Stockholm  
Sweden  
Legal Entity Identifier (LEI) of GARANTUM FONDKOMMISSION AB is 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:

A handwritten signature in black ink, appearing to read 'S. RAMTANI', with a stylized flourish at the end.

By: Samy RAMTANI. Duly authorised

## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

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 OMX Stockholm Ltd.

### 2. Ratings

Ratings: The Securities have not been rated.

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

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

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

- (a) Reasons for the offer: See "Use of Proceeds" in 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 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 [paris.cmcs@bnpparibas.com](mailto:paris.cmcs@bnpparibas.com).

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

<b>Place where information on the Shares can be obtained:</b>	Swedbank AB Website: <a href="http://www.swedbank.se">www.swedbank.se</a>
	SSAB AB Website: <a href="http://www.ssab.se">www.ssab.se</a>
	Boliden AB Website: <a href="http://www.boliden.com">www.boliden.com</a>
	JM AB Website: <a href="http://www.jm.se">www.jm.se</a>

## 6. Operational Information

Relevant Clearing System(s):

Euroclear Sweden.  
Identification number: 5561128074  
Swedish Security Agent:

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

**Svenska Handelsbanken AB (publ)**

Address:  
Blasieholmstorg 12  
SE-106 70 Stockholm  
Sweden

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

Offer Price:

Issue Price

Conditions to which the offer is subject:

The Issuer reserves the right to modify the total nominal amount of the Certificates to which investors can subscribe, withdraw the offer of the Securities and cancel the issuance of the Securities for any reason, in agreement 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 right, each 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/SE0014555561>

The Issuer will determine the final amount of Securities issued up to a limit of up to 10,000 Securities. The final amount that are issued on the Issue Date will be listed on the Official List of the NASDAQ OMX Stockholm. Securities will be allotted subject to availability in the order of receipt of investors' applications. The final amount of the Securities issued will be determined by the Issuer in light of prevailing market conditions, and depending on the number of Securities which have been agreed to be purchased as of the Issue Date.

Description of the application process:

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

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

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

Minimum subscription 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 total amount of the offer destined to prospective investors the Issuer, in accordance with the Authorised Offeror, will proceed to early terminate the Offer Period and will immediately 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/SE0014555561> 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/SE0014555561> 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: 6.05 per cent. of the Notional Amount per Certificate.

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

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

**9. Placing and Underwriting**

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

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

Name and address of any paying agents and depository agents in each country (in addition to the Principal 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: Not applicable

When the underwriting agreement has been or will be reached: No underwriting commitment is undertaken by the Authorised Offeror

**10. EU Benchmarks Regulation**

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

# Summary

## Section A – Introduction and Warnings

### Warnings

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

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

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

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

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

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

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

SEK "Smart Bonus" Certificates linked to four Shares - The securities are Certificates. International Securities Identification Number ("ISIN"): SE0014555561

### 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 7245009UXRIGIRYOB48.

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

Offeror: GARANTUM FONDKOMMISSION AB (an "Offeror"), Norrmalmstorg Smålandsgatan16 P.O. Box 7364 103 90 Stockholm Sweden The legal entity identifier (LEI) of GARANTUM FONDKOMMISSION AB is 549300SUPDLSXO6YWJ42

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

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

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

### Date of approval of the prospectus

The Base Prospectus has been approved on 2 June 2020 under the approval number 20-233 by the AMF.

## 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): 7245009UXRIGIRYOB48.

BNPP B.V.'s long term credit rating is A+ with a negative outlook (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, Erik Stroet, Folkert van Asma, Richard Daelman, Geert Lippens and Matthew Yandle.

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

Mazars N.V. are the auditors of the Issuer. Mazars 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	Interim	Comparative interim from same period in prior year
In €	31/12/2019	31/12/2018	30/06/2019	30/06/2018
Operating profit/loss	47,976	39,967	27,516	18,012

Balance sheet				
	Year	Year -1	Interim	Comparative interim from same period in prior year
In €	31/12/2019	31/12/2018	30/06/2019	30/06/2018
Net financial debt (long term debt plus short term debt minus cash)	64,938,742,676	56,232,036,938	67,131,860,338	57,942,958,626
Current ratio (current assets/current liabilities)	1.0	1.0	1.0	1.0
Debt to equity ratio (total liabilities/total shareholder equity)	112,828	103,624	119,864	109,849
Interest cover ratio (operating income/interest expense)	No interest expenses	No interest expenses	No interest expenses	No interest expenses

  

Cash flow statement				
	Year	Year -1	Interim	Comparative interim from same period in prior year
In €	31/12/2019	31/12/2018	30/06/2019	30/06/2018
Net Cash flows from operating activities	661,222	-153,286	349,674	-141,284
Net Cash flows from financing activities	0	0	0	0
Net Cash flow from investing activities	0	0	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?

1. Dependency Risk: BNPP B.V. is an operating company. The assets of BNPP B.V. consist of the obligations of other Group entities. In respect of securities it issues, the ability of BNPP B.V. to meet its obligations under such securities depends on the receipt by it of payments under certain hedging agreements that it enters with other Group entities. Consequently, 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 Group entities to perform their obligations under such hedging agreements and may suffer losses should these entities fail to keep their commitment.

#### Type, class and ISIN

SEK "Smart Bonus" Certificates linked to four Shares - The securities are Certificates. International Securities Identification Number ("ISIN"): SE0014555561

#### 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 7 October 2024.

#### 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 underlying shares (each share, an Underlying).

On the Redemption Date each Holder will receive in respect of each Certificate:

On the Redemption Date you will receive in respect of each certificate:

1. If the Final Reference Price of the Worst-Performing Underlying is greater than or equal to 100% of its Initial Reference Price:

a. If the Final Value of the Basket is greater than or equal to 2 times Bonus%: a payment in cash equal to 0% of the Notional Amount increased by the Performance of the Basket.

b. If the Final Value of the Basket is less than 2 times Bonus%: a payment in cash equal to the Notional Amount plus 2 times Bonus%.

2. If the Final Reference Price of the Worst-Performing Underlying is less than 100% of its Initial Reference Price:

a. If a Barrier Event has not occurred: a payment in cash equal to the Notional Amount + Bonus%

b. If a Barrier Event has occurred: a payment in cash equal to the Notional Amount decreased by the Performance of the Worst-Performing Underlying. In this case you will suffer a partial or total loss of the Notional Amount.

#### Where:

- 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.
- A Barrier Event shall be deemed to occur if the Final Reference Price of at least one Underlying is below the Barrier.
- The Performance of an Underlying is the difference between its Final Reference Price and its Initial Reference Price, divided by its Initial Reference Price, expressed in absolute value.
- The Worst-Performing Underlying is the Underlying that shows the lowest Final Reference Price when 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.
- Bonus% is a percentage expected to be about 50% but which will not be less than 35%.

<b>Strike Date</b>	03 September 2020	<b>Issue Price</b>	100%
<b>Issue Date</b>	22 September 2020	<b>Product Currency</b>	SEK
<b>Redemption Valuation Date</b>	23 September 2024	<b>Notional Amount (per certificate)</b>	SEK 10,000
<b>Redemption Date (maturity)</b>	07 October 2024		
<b>Barrier</b>	60% of the Initial Reference Price		

<b>Underlying</b>	<b>Bloomberg Code</b>	<b>ISIN</b>
Swedbank AB	SWEDA SS	SE0000242455
SSAB AB	SSABA SS	SE0000171100
Boliden AB	BOL SS	SE0012455673
JM AB	JM SS	SE0000806994

**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 OMX Stockholm

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

#### Nature and scope of the guarantee

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

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

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

#### Description of the guarantor

The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas ("BNPP" or the "Guarantor") pursuant to an English law deed of guarantee executed by BNPP 2 June 2020 (the "Guarantee").

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

BNPP's long-term credit ratings are A+ with a negative outlook (S&P Global Ratings Europe Limited), Aa3 with a stable outlook (Moody's Investors Service Ltd.), AA- with a "rating watch negative" outlook (Fitch France S.A.S.) and AA (low) with a stable outlook (DBRS Limited).

BNP Paribas, Europe's leading provider of banking and financial services, has four domestic Retail Banking markets in Europe, namely in France, Belgium, Italy and Luxembourg. It operates in 71 countries and has nearly 199,000 employees, including over 151,000 in Europe.

BNP Paribas holds key positions in its two main businesses:

- Retail Banking and Services, which includes:

*Domestic Markets*, comprising: French Retail Banking (FRB), BNL banca commerciale (BNL bc), Italian retail banking, Belgian Retail Banking (BRB), Other Domestic Markets activities including Arval, BNP Paribas Leasing Solutions, Personal Investors, Nickel and Luxembourg Retail Banking (LRB);

*International Financial Services*, comprising: Europe-Mediterranean, BancWest, Personal Finance, Insurance, Wealth and Asset Management;

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

BNP Paribas SA is the parent company of the BNP Paribas Group.

Main shareholders as at 31 December 2019 : Société Fédérale de Participations et d'Investissement ("SFPI") a public-interest société anonyme (public limited company) acting on behalf of the Belgian State holding 7.7% of the share capital; BlackRock Inc. holding 5.0% of the share capital; 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					
Income statement					
	Year	Year -1	Year-2	Interim	Comparative interim from same period in prior year
In millions of euros	31/12/2019	31/12/2018	31/12/2017	31/03/2020	31/03/2019
Net interest income	21,127	21,062	21,191	n.a	n.a
Net fee and commission income	9,365	9,207	9,430	n.a	n.a
Cost of Risk	-3,203	-2,764	-2,907	-1,426	-769
Net gain on financial instruments	7,464	6,118	7,112	n.a	n.a
Revenues	44,597	42,516	43,161	10,888	11,144
Net income attributable to equity holders	8,173	7,526	7,759	1,282	1,918
Earnings per share (in euros)	6.21	5.73	6.05	0.93	1.46
Balance sheet					
	Year	Year -1	Year-2	Interim	Value as outcome from the most recent Supervisory Review and Evaluation Process ('SREP')
In millions of euros	31/12/2019	31/12/2018	31/12/2017	31/03/2020	31/03/2019
Total assets	2,164,713	2,040,836	1,952,166	2,673,276	2,164,713
Debt securities	221,336	206,359	198,646	223,387	227,962
<i>Of which mid long term Senior Preferred</i>	<i>88,466*</i>	<i>88,381*</i>	<i>88,432</i>	<i>n.a</i>	<i>n.a</i>
Subordinated debt	20,896	18,414	16,787	n.a	n.a
Loans and receivables from customers (net)	805,777	765,871	735,013	841,099	783,273
Deposits from customers	834,667	796,548	760,941	907,662	826,100
Shareholders' equity (Group share)	107,453	101,467	101,983	109,037	105,339
Doubtful loans / gross outstandings**	2.2%	2.6%	3.3%	2.1%	2.6%
Common Equity Tier 1 capital (CET1) ratio	12.1%	11.8%	11.9%	12.0%	11.7%
Total Capital Ratio	15.5%	15.0%	14.8%	15.5%	15.1%
Leverage Ratio	4.6%	4.5%	4.6%	3.9%	4.2%

(\*) 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).

#### 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. An interruption in or a breach of the BNP Paribas Group's information systems may cause substantial losses of client or customer information, damage to the BNP Paribas Group's reputation and result in financial losses
4. The BNP Paribas Group may incur significant losses on its trading and investment activities due to market fluctuations and volatility
5. Adjustments to the carrying value of the BNP Paribas Group's securities and derivatives portfolios and the BNP Paribas Group's own debt could have an adverse effect on its net income and shareholders' equity
6. 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
7. 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
8. Laws and regulations adopted in recent years, particularly in response to the global financial crisis, as well as new legislative proposals, may materially impact the BNP Paribas Group and the financial and economic environment in which it operates
9. The BNP Paribas Group may incur substantial fines and other administrative and criminal penalties for noncompliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties

10. Epidemics and pandemics, including the ongoing coronavirus (COVID-19) pandemic and their economic consequences may adversely affect the Group's business, operations and financial condition

### **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:**

Share Securities are linked to the performance of an underlying Share (a "Share"), which may reference various asset classes such as, equities, bonds, currency exchange rates or property price data, or could reference a mixture of asset classes. Investors in Share Securities face the risk of a broader set of circumstances that mean that the assets underlying the Share do not perform as expected compared to an investment in conventional debt securities. Accordingly, the return on an investment in Share Securities is more likely to be adversely affected than an investment in conventional debt securities. Exposure to indices, adjustment 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 in Sweden from and including 26 June 2020 to and including 27 August 2020, 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 OMX 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 (an "Offeror"), Norrmalmstorg Smålandsgatan16 P.O. Box 7364 103 90 Stockholm Sweden The legal entity identifier (LEI) of GARANTUM FONDKOMMISSION AB is 549300SUPDLSXO6YWJ42

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

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

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

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

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

#### **Underwriting agreement**

No underwriting commitment is undertaken by the Offeror

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

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

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

BNP Paribas 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.

Investorerna kan exponeras mot en partiell eller fullständig förlust av sin investering, och kapitalskyddet endast tillämpas på förfalldagen.

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 "Smart Bonus" Certifikat kopplade till fyra aktier -Aktierna är Certifikat. Internationellt identifikationsnummer på värdepappret ("ISIN"): SE001455561

### Emittentens namn och kontaktuppgifter

BNP Paribas Issuance B.V. ("Emittent"), Herengracht 595, 1017 CE Amsterdam, Nederländerna (telefonnummer: +31(0)88 738 0000). Emittentens organisationsnummer är 7245009UXRIGIRYOBR48.

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

Erbjudare: GARANTUM FONDKOMMISSION AB (vardera en "Erbjudare"), Norrmalmstorg Smålandsgatan16 P.O. Box 7364 103 90 Stockholm Sweden. GARANTUM FONDKOMMISSION AB Markets Oy:s identitetskod för juridiska personer (LEI) är 549300SUPDLXO6YWJ42

Person som ansöker om upptagande till handel: 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 2 Juni 2020 under den godkända numret 20-233 av AMF.

## Avsnitt B - Emittentens nyckelinformation

### Vem är värdepapprens 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 negativa utsikter (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 förpliktelseerna 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, Erik Stroet, Folkert van Asma, Richard Daelman, Geert Lippens och Matthew Yandle.

#### Identiteten för emittentens lagstadgade revisorer

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

#### Vilka är emittentens finansiella nyckeluppgifter?

#### Finansiell nyckelinformation

<b>Resultaträkning</b>				
	<b>År</b>	<b>År -1</b>	<b>Delår</b>	<b>Jämförande delår från samma tidsperiod för året innan</b>
<b>Euro</b>	31/12/2019	31/12/2018	30/06/2019	30/06/2018
<b>Rörelseresultat</b>	47,976	39,967	27,516	18,012
<b>Balansräkning</b>				
	<b>År</b>	<b>År -1</b>	<b>Delår</b>	<b>Jämförande delår från samma tidsperiod för året innan</b>
<b>Euro</b>	31/12/2019	31/12/2018	30/06/2019	30/06/2018
<b>Finansiell skuldsättningsgrad (långsiktiga skulder plus kortfristiga skulder minus kontanter)</b>	64,938,742,676	56,232,036,938	67,131,860,338	57,942,958,626
<b>Nuvarande kapitaltäckningsgrad (omsättningstillgångar/kortfristiga skulder)</b>	1.0	1.0	1.0	1.0
<b>Skuld i förhållande till eget kapital (totala skulder/totala egna kapitalet)</b>	112,828	103,624	119,864	109,849
<b>Räntetäckningsgrad (rörelseresultat/räntekostnad)</b>	No interest expenses	No interest expenses	No interest expenses	No interest expenses
<b>Kassaflödesanalys</b>				
	<b>År</b>	<b>År -1</b>	<b>Delår</b>	<b>Jämförande delår från samma tidsperiod för året innan</b>
<b>Euro</b>	31/12/2019	31/12/2018	30/06/2019	30/06/2018
<b>Likvida medel från den löpande verksamheten</b>	661,222	-153,286	349,674	-141,284
<b>Likvida medel från finansieringsverksamheten</b>	0	0	0	0
<b>Likvida medel från investeringsverksamheten</b>	0	0	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?

1. Beroenderisk: BNPP B.V. är ett operationellt bolag. Tillgångarna i BNPP B.V. består av åtaganden för andra Koncernbolag. När det gäller de värdepapper som emitteras beror förmågan hos BNPP B.V. att uppfylla sina åtaganden för sådana värdepapper på inkomna betalningar enligt vissa risksäkringsavtal som ingås med andra Koncernbolag. Följaktligen kommer innehavare av BNPP B.V.-värdepapper, enligt bestämmelserna i garantiförbindelsen, som ställts ut av BNPP, att vara exponerade mot förmågan hos Koncernen att uppfylla sina åtaganden enligt sådana risksäkringsavtal och kan drabbas av förluster om dessa inte skulle motsvara förväntningarna.

#### Typ, kategori och ISIN

SEK "Smart Bonus" Certifikat kopplade till fyra aktier- Aktierna är Certifikat. Internationellt identifikationsnummer på värdepapperet ("ISIN"): SE0014555561

#### 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 7 Oktober 2024.

#### Rättigheter som sammanhänger med värdepapperen

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

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

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

Målet för denna produkt är att ge dig en avkastning baserad på utvecklingen för underliggande aktier (varje aktie, en underliggande).

På återbetalningsdagen får du för varje certifikat:

1. Om slutkursen för den underliggande med sämst utveckling är större än eller lika med 100% av dess startkurs:

- Om slutkursen för korgen är större än 2 gånger Bonus%: en återbetalning som är lika med det nominella beloppet ökat med utvecklingen på den korg.
- Om slutkursen för korgen är mindre än 2 gånger Bonus%: en återbetalning som är lika med det nominella beloppet plus 2 gånger Bonus%.

2. Om slutkursen av den underliggande med sämst utveckling är mindre än 100% av startkurs:

- Om en barriärhändelse inte har inträffat: en återbetalning som är lika med det nominella beloppet + Bonus%.

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

Där:

- 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.
- En barriärhändelse ska anses ha inträffat om slutkursen minst en underliggande är under riskbarriären.
- Utvecklingen på en underliggande är skillnaden mellan dess slutkurs och dess startkurs, dividerat med dess startkurs, uttryckt som ett absolutbelopp.
- Den underliggande med sämst utveckling är den underliggande som har lägsta slutkurs dividerad med startkurs.
- Startkursen på en underliggande är stängningskursen på den underliggande på startdagen..
- Slutkursen på en underliggande är stängningskursen för den underliggande på slutdagen.
- Bonus% är 50 procent och ska inte vara mindre än 35 procent

<b>Startdag</b>	3 september 2020	<b>11. Emissionskurs</b>	100%
<b>12. Emissionsdag</b>	22 september 2020	<b>13. Valuta</b>	SEK
<b>14. Slutdag</b>	23 september 2024	<b>15. Nominellt belopp (per produkt)</b>	SEK 10 000
<b>16. Återbetalningsdag</b>	7 oktober 2024		
<b>17. Barriärnivå</b>	60% av startkursen		

<b>18. Underliggande</b>	<b>19. Bloombergkod</b>	<b>20. ISIN-kod</b>
Swedbank AB	SWEDA SS	SE0000242455
SSAB AB	SSABA SS	SE0000171100
Boliden AB	BOL SS	SE0012455673
JM AB	JM SS	SE0000806994

*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 OMX Stockholm

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

#### Garantins beskaffenhet och omfattning

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

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

Garanten garanterar varje Innehavare villkorlöst och oåterkalleligt att om, oavsett anledning, BNPP B.V inte betalar någon summa som är förfallen till betalning eller inte verkställer någon skyldighet gällande något värdepapper på dagen som specificerats för en sådan betalning eller förpliktelse, kommer Garanten enligt villkoren att betala summan i gällande valuta i omedelbart tillgängliga fondmedel eller, i tillämpliga fall, verkställa eller anskaffa medel för förpliktelsen i fråga på 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 2 juni 2020 ("Garantin").

Garanten är ett aktiebolag registrerat i Frankrike enligt fransk lag och licensierat som bank med säte på 16, Boulevard des Italiens – 75009 Paris, Frankrike. Organisationsnummer (LEI): R0MUWSFPU8MPRO8K5P83.

BNPP:s långsiktiga kreditbetyg är A+ med negativ utsikter (S&P Global Ratings Europe Limited), Aa3 med stabila utsikter (Moody's, Investors Service Ltd.), AA- med negativ utsikter (Fitch France S.A.S.) och AA (låg) med stabila utsikter (DBRS Limited).

BNP Paribas, Europas ledande leverantör av bank- och finansiella tjänster har fyra inhemska bolag för banktjänster riktade till privatpersoner och mindre företag i Europa, nämligen i Belgien, Frankrike, Italien och Luxemburg. Det är verksamt i 71 länder och har nästan 199 000 anställda, inklusive mer än 151 000 i Europa.

BNP Paribas har nyckelpositioner inom sina två verksamhetsområden:



- Retail Banking och Services, vilket inkluderar:

*Hemmamarknaden*, omfattar: French Retail Banking (FRB), BNL banca commerciale (BNL bc), Italian retail banking, Belgian Retail Banking (BRB), övriga verksamheter på hemmamarknaden inkluderar Arval, BNP Paribas Leasing Solutions, Personal Investors, Nickel och Luxembourg Retail Banking (LRB);

*International Financial Services*, omfattar: Europa-Medelhavsområdet, BancWest, Personal Finance, Försäkring, Kapitalförvaltning;

- Corporate och Investment Banking (CIB). Corporate Banking, Global Markets, Securities Services.

BNP Paribas SA är BNP Paribas Grupp moderbolag.

Per den 31 december 2019 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 7,7 procent av aktiekapitalet, BlackRock Inc. som innehar 5,0 procent av aktiekapitalet och Storhertigdömet av Luxembourg som äger 1,0 procent av aktiekapitalet.

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

Resultaträkning					
	År	År -1	År -2	Delår	Jämförande delår från samma tidsperiod för året innan
Miljoner euro	31/12/2019	31/12/2018	31/12/2017	31/03/2020	31/03/2019
Nettoräntetäkt	21,127	21,062	21,191	Inte tillämplig	Inte tillämplig
Nettoavgift och provisionsintäkt	9,365	9,207	9,430	Inte tillämplig	Inte tillämplig
Riskkostnad	-3,203	-2,764	-2,907	-1,426	-769
Nettovinst på finansiella instrument	7,464	6,118	7,112	Inte tillämplig	Inte tillämplig
Intäkter	44,597	42,516	43,161	10,888	11,144
Årets resultat hänförligt till aktieägare	8,173	7,526	7,759	1,282	1,918
Resultat per aktie (i euro)	6.21	5.73	6.05	0.93	1.46
Balansräkning					
	År	År -1	År -2	Delår	Värde som resultat från senaste Kontrollgranskningen och Utvärderingsprocessen ('SREP')
Miljoner euro	31/12/2019	31/12/2018	31/12/2017	31/03/2020	31/03/2019
Summa tillgångar	2,164,713	2,040,836	1,952,166	2,673,276	2,164,713
Skuldförbindelser	221,336	206,359	198,646	223,387	227,962
Av vilka medelfristiga prioriterade skuldförbindelser föredras	88,466*	88,381*	88,432	Inte tillämplig	Inte tillämplig
Efterställda skulder	20,896	18,414	16,787	Inte tillämplig	Inte tillämplig
Kundlån och kundfordringar (netto)	805,777	765,871	735,013	841,099	783,273
Kundinlåning	834,667	796,548	760,941	907,662	826,100
Eget kapital (Koncernandel)	107,453	101,467	101,983	109,037	105,339
Osäkra lån/utestående brutto**	2.2%	2.6%	3.3%	2.1%	2.6%
Kärnprimärkapital (CET1)	12.1%	11.8%	11.9%	12.0%	11.7%
Summa Kapitaltäckningskvot	15.5%	15.0%	14.8%	15.5%	15.1%
Skuldsättningsgrad	4.6%	4.5%	4.6%	3.9%	4.2%

(\*) Tillsynsomsfattning

(\*\*) Nedskrivna lån (steg 3) för kunder och kreditinstitut, ej avdragna från garantier, inklusive i balansräkningen och utanför balansräkningen och obligationer beräknat från upplupet anskaffningsvärde eller till rimligt värde genom eget kapital redovisat på obetalda lån brutto till kunder och kreditinstitut, i balansräkningen och utanför balansräkningen inklusive obligationer beräknat från upplupet anskaffningsvärde eller till rimligt värde genom eget kapital (exklusive försäkring).

#### Mest väsentliga riskfaktorer som gäller garanten

1. En väsentlig ökning i nya avsättningar, eller ett underskott i nivån på tidigare redovisade avsättningar som varit exponerade för kreditrisker och risker vad gäller motparter skulle negativt kunna påverka BNP Paribas Grupp verksamhetsresultat och finansiella ställning.
2. BNP Paribas Grupp policy för riskhantering, rutiner och metoder, kan göra att BNPP exponeras mot oidentifierade eller oförutsedda risker, vilket kan leda till väsentliga förluster.
3. Ett avbrott eller en störning i BNP Paribas Grupp informationssystem kan försäkra väsentlig förlust av kundupplysningar, skada BNP Paribas Grupp rykte och leda till ekonomiska förluster.
4. BNP Paribas Grupp kan ådra sig väsentliga förluster vid handels- och investeringsverksamhet till följd av valutakursfluktuationer och volatilitet.
5. Justering av balansvärdet på BNP Paribas Grupp värdepappers- och derivatportfölj och BNP Paribas Grupp egen skuld skulle kunna ha en negativ effekt på årets resultat och eget kapital.
6. 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.
7. Ogynnsamma ekonomiska och finansiella villkor har tidigare påverkat och kommer kanske i framtiden att påverka BNP Paribas Grupp och marknaden i vilken den verkar.

8. Lagar och bestämmelser som antagits under senare år, särskilt som svar på den globala finanskrisen så väl som nya lagförslag kan väsentligen påverka BNP Paribas Grupp och den finansiella och ekonomiska miljön i vilken den bedriver sin verksamhet.

9. BNP Paribas Grupp kan drabbas av betydande böter och andra administrativa och straffrättsliga påföljder för bristande efterlevnad av tillämpliga lagar och förordningar och kan även ådra sig förluster vid relaterad (eller orelaterad) rättstvist med privata parter.

10. Epidemier och pandemier, inklusive den pågående coronaviruspandemin (Covid-19) och dess ekonomiska konsekvenser kan negativt påverka koncernens affärsverksamhet, funktion och finansiella ställning.

#### **Vilka är de centrala riskerna som är specifika för värdepapperna?**

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

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

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

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

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

Aktievärdepapper är kopplade till utvecklingen på underliggande aktie (ett "aktie"), som kan innehålla olika tillgångsklasser såsom aktier, obligationer, utländsk valuta eller värde på fastigheter eller kan referera till en blandning av tillgångsklasser. Investerares i Aktievärdepapper står inför risker som har ett bredare spektrum, vilket betyder att tillgångarna som Aktie baserar sig på inte utvecklar sig som man tror jämfört med en investering i en konventionell obligation. Därför är avkastningen på en investering i Aktievärdepapper antagligen mer negativt än en investering i konventionella obligationer. Exponering mot aktie, justerade händelser och marknadsavbrott eller misslyckad handel 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 fluktueras (antingen uppåt eller nedåt) beror på ett antal faktorer som investeraren nogga 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 i Sverige fr.o.m. den 26 juni 2020 t.o.m. den 27 augusti 2020 med förbehåll för varje tidigare stängning eller förlängning av erbjudandeperioden.

Ansökan kommer att göras av Emittenten (eller å dennes vägnar) för att ta upp Värdepapperna till handel på NASDAQ OMX 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**

Erbjudare: GARANTUM FONDKOMMISSION AB. (vardera en "Erbjudare"), Norrmalmstorg Smålandsgatan 16 P.O. Box 7364 103 90 Stockholm Sweden. GARANTUM FONDKOMMISSION AB Markets Oy:s identitetskod för juridiska personer (LEI) är 549300SUPDLSXO6YWJ42

Person som ansöker om upptagande till handel: 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 SEK100 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.



