

## FINAL TERMS FOR CERTIFICATES

**MiFID II product governance / Retail investors, professional investors and ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities, taking into account the five categories in item 19 of the Guidelines published by the European Securities and Markets Authority ("ESMA") on 3 August 2023, has led to the conclusion that: (i) the target market for the Securities is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Securities to retail clients are appropriate – investment advice, portfolio management, and non-advised sales, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Securities (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

## FINAL TERMS DATED 18 DECEMBER 2024

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

*Legal entity identifier (LEI): 7245009UXRIGIRYOB48*

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

*Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83*

**Up to 6,000 NOK Quanto "Call" Certificates relating to 10 Shares due 21 August 2030**

**ISIN Code:** NO0013431205

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

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

**The Securities are offered to the public in Norway from 18 December 2024 to 31 January 2025**

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

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

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

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

## PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 30 May 2024, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Securities described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus to obtain all the relevant information. A summary of the Securities is annexed to these Final Terms. **The Base Prospectus, any Supplements to the Base Prospectus and these Final Terms are available for viewing at <http://eqdpo.bnpparibas.com/NO0013431205> and copies may be obtained free of charge at the specified offices of the Security Agents.**

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

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

## SPECIFIC PROVISIONS FOR EACH SERIES

Series Number	No. of Securities issued	No. of Securities	ISIN	Common Code	Issue Price per Security	Redemption Date
CE13820SCE	Up to 6,000	Up to 6,000	NO0013431205	Not applicable	105% of the Notional Amount	21 August 2030

## GENERAL PROVISIONS

The following terms apply to each series of Securities:

**1. Issuer:** BNP Paribas Issuance B.V.

**2. Guarantor:** BNP Paribas

**3. Trade Date:** 11 December 2024.

**4. Issue Date and Interest Commencement Date:** 27 February 2025.

**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:** Norwegian Dematerialized Securities.

**8. Business Day Centre(s):** The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 1 is Oslo.

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

**10. Rounding Convention for cash Settlement Amount:** Not applicable.

**11. Variation of Settlement:**

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

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

**12. Final Payout:**

**SPS Payout:**

**SPS Vanilla Products**

**Vanilla Call Securities**

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

**Strike Price Average Value:** Applicable.

Where:

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

**Gearing** means G%. G% is a percentage expected to be about 220 per cent. but which will not be less than 180 per cent. as determined

by the Issuer on Trade Date after the end of the Offer Period. Notice of the rate will be published in the same manner as the publication of these Final Terms and be available by accessing the following link: <http://eqdpo.bnpparibas.com/NO0013431205>

;

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

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

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

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

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

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

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

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

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

**Strike Period** means the period from and including 7 February 2025 to 7 May 2025 ;

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

t	Strike Day
1	7 February 2025
2	7 March 2025
3	7 April 2025
4	7 May 2025

**SPS Valuation Period** means the period from and including 7 August 2029 to and including 7 August 2030 ;

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

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

13. Relevant Asset(s):

Not applicable.

14. Entitlement:

Not applicable.

15. Exchange Rate:

Not applicable.

- 16. Settlement Currency:** The settlement currency for the payment of the Cash Settlement Amount is Norwegian krone ("**NOK**").
- 17. Syndication:** The Securities will be distributed on a non-syndicated basis.
- 18. Minimum Trading Size:** Not applicable.
- 19. Agent(s):**
- (a) Principal Security Agent:** The Norwegian Security Agent as indicated in § 6 of Part B - "Operational Information".
- (b) Security Agent(s):** Citibank Europe plc.
- 20. Registrar:** Not applicable.
- 21. Calculation Agent:** BNP Paribas Financial Markets S.N.C  
20 boulevard des Italiens, 75009 Paris, France
- 22. Governing law:** English law.
- 23. Masse provisions (Condition 9.4):** Not applicable.

#### PRODUCT SPECIFIC PROVISIONS

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

k	Share Company / Share	Underlying Reference <sup>k</sup>			Weighting (W <sup>i</sup> )	Exchange
		Bloomberg Code	ISIN Code	Currency		
1	AXA SA	CS FP	FR0000120628	EUR	1/10	Euronext Paris
2	BNP Paribas SA	BNP FP	FR0000131104	EUR	1/10	Euronext Paris
3	ING GROEP NV	INGA NA	NL0011821202	EUR	1/10	Euronext Amsterdam
4	Kone Oyj	KNEBV FH	FI0009013403	EUR	1/10	Nasdaq Helsinki
5	NESTLE SA-REG	NESN SE	CH0038863350	CHF	1/10	SIX Swiss Ex
6	Novartis AG-REG	NOVN SE	CH0012005267	CHF	1/10	SIX Swiss Ex
7	RELX PLC	REN NA	GB00B2B0DG97	EUR	1/10	Euronext Amsterdam
8	ROCHE HOLDING AG	ROG SE	CH0012032048	CHF	1/10	SIX Swiss Ex
9	Sanofi	SAN FP	FR0000120578	EUR	1/10	Euronext Paris
10	Sonova Holding AG-REG	SOON SE	CH0012549785	CHF	1/10	SIX Swiss Ex

- (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:	The weighting to be applied to each item comprising the Basket of Shares to ascertain the Settlement Price is as set out in the table above. Each such Weighting shall be subject to adjustment in accordance with Annex 3.
(j) Settlement Price:	Official closing price.
(k) Specified Maximum Days of Disruption:	Eight (8) Scheduled Trading Days.
(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:	Applicable.
(t) CSR Event:	Not applicable
(u) Hedging Liquidity Event:	Not applicable.
27. ETI Securities:	Not applicable.
28. Debt Securities:	Not applicable.
29. Commodity Securities:	Not applicable.
30. Inflation Index Securities:	Not applicable.
31. Currency Securities:	Not applicable.
32. Fund Securities:	Not applicable.
33. Futures Securities:	Not applicable.
34. Credit Security Provisions:	Not applicable.
35. Underlying Interest Rate Securities:	Not applicable.
36. Preference Share Certificates:	Not applicable.
37. OET Certificates:	Not applicable.
38. Illegality (Security Condition 7.1) and Force Majeure (Security 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/Benchmarks Event  Insolvency Filing.

(c) Redemption:

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

40. Knock-in Event:

Not applicable.

41. Knock-out Event:

Not applicable.

## 42. EXERCISE, VALUATION AND REDEMPTION

- (a) **Notional Amount of each Certificate:** NOK 10,000
- (b) **Partly Paid Certificates:** The Certificates are not Partly Paid Certificates.
- (c) **Interest:** Not applicable.
- (d) **Instalment Certificates:** The Certificates are not Instalment Certificates.
- (e) **Issuer Call Option:** Not applicable.
- (f) **Holder Put Option:** Not applicable.
- (g) **Automatic Early Redemption:** Not applicable.
- (h) **Strike Date:** Not applicable.
- (i) **Strike Price:** Not applicable.
- (j) **Redemption Valuation Date:** 7 August 2030.
- (k) **Averaging:** Averaging applies to the Securities.  
Averaging Dates are:

n	Averaging :
1	August 07 <sup>th</sup> , 2029
2	September 07 <sup>th</sup> , 2029
3	October 08 <sup>th</sup> , 2029
4	November 07 <sup>th</sup> , 2029
5	December 07 <sup>th</sup> , 2029
6	January 07 <sup>th</sup> , 2030
7	February 07 <sup>th</sup> , 2030
8	March 07 <sup>th</sup> , 2030
9	April 08 <sup>th</sup> , 2030
10	May 07 <sup>th</sup> , 2030
11	June 07 <sup>th</sup> , 2030
12	July 08 <sup>th</sup> , 2030
13	August 07 <sup>th</sup> , 2030

- (l) **Observation Dates:** Not applicable.
- (m) **Observation Period:** Not applicable.
- (n) **Settlement Business Day:** Not applicable.
- (o) **Cut-off Date:** Not applicable.



(ep) Identification information of Holders as provided by Condition 29:	Not applicable.
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## DISTRIBUTION AND US SALES ELIGIBILITY

43. U.S. Selling Restrictions:	Not applicable - the Securities may not be legally or beneficially owned by or transferred to any U.S. person at any time.
44. Additional U.S. Federal income tax consequences:	The Securities are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.
45. Registered broker/dealer:	Not applicable.
46. TEFRA C or TEFRA Not Applicable:	TEFRA Not Applicable.
47. Non exempt Offer:	Applicable
(i) Non-exempt Offer Jurisdictions:	Norway.
(ii) Offer Period:	From (and including) 18 December 2024 until (and including) 31 January 2025, 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 Norge AS</b> , Aker Brygge, Grundingen 6, 0250 OSLO Norway.  (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 Investors:	
(i) Prohibition of Sales to EEA Retail Investors:	Not applicable
(ii) Prohibition of Sales to UK Retail Investors:	Not applicable
(iii) Prohibition of Sales to EEA Non Retail Investors:	Not applicable
(iv) Prohibition of Sales to UK Non Retail Investors:	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 'dechaux', is positioned below the 'As Issuer:' text.

By: Vincent DECHAUX, Duly authorised

## PART B - OTHER INFORMATION

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

Application will be made to list the Securities and to admit the Securities for trading on or around the Issue Date on the Official List of Nasdaq OMX Stockholm - Structured Products NOK Segment.

### 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 NOK 60,000,000.                        |
| (c) | Estimated total expenses: | Estimated total expenses not available       |

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

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

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

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

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

**AXA SA**

Website: <https://www.axa.com/en/investor>

**BNP Paribas SA**

Website: <https://invest.bnpparibas/en/>

**ING GROEP NV**

Website: <https://www.ing.com/Investors.htm>

**Kone Oy**

Website: <https://www.kone.com/en/investors/>

**NESTLE SA-REG**

Website: <https://www.nestle.com/investors>

**Novartis AG-REG**

Website: <https://www.novartis.com/investors>

**RELX PLC**

Website: <https://www.relx.com/investors/investor-overview>

**ROCHE HOLDING AG**

Website: <https://www.roche.com/investors>

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**Sanofi**

Website: <https://www.sanofi.com/en/investors>

**Sonova Holding AG-REG**

Website: <https://www.sonova.com/en/investors>

**6. Operational Information****Relevant Clearing System(s):**

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

Norwegian Central Securities Depository (Verdipapirsentralen ASA).

Identification number: 15240

**Norwegian Security Agent :**

Citibank Europe plc  
1 North Wall Quay  
Dublin 1  
Ireland

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

Issue Price

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

The offer of the Securities is conditional on their issue.

The Issuer reserves the right to withdraw the offer of the Securities and cancel the issuance of the Securities for any reason, in accordance with the Authorised Offeror at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities. Such an event will be notified to investors via the following link: <http://eqdpo.bnpparibas.com/NO0013431205>

The Issuer will in its sole discretion determine the final amount of Securities issued up to a limit of 6,000 Securities.

The final amount that is issued on the Issue Date will be listed on Nasdaq OMX Stockholm - Structured Products NOK Segment.

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/NO0013431205>

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/NO0013431205>

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/NO0013431205>

**Description of the application process:**

From, and including, 18 December 2024 to, and including, 31 January 2025, 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/NO0013431205>

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

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

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

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

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

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

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

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

There are no pre-identified allotment criteria.

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

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

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

Not applicable.

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

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

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

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

Publication on the following website: <http://eqdpo.bnpparibas.com/NO0013431205> 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 on the following website: <http://eqdpo.bnpparibas.com/NO0013431205> on or around the Issue Date.

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

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

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

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

Series Number	Issue Price per Security	Expenses included in the Issue Price
CE13820SCE	105%	6.30% of the Notional Amount per Certificate

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

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

None.

#### 9. Placing and Underwriting

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

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

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

Not applicable.

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

Not applicable.

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

**Garantum Norge AS,**  
Aker Brygge, Grundingen 6,  
0250 OSLO  
Norway

(the "Authorised Offeror")

Legal Identity identifier (LEI):  
549300SUPDLSXO6YWJ42.

No underwriting commitment is undertaken by the Authorised Offeror.

When the underwriting agreement has been or will be reached:

Not applicable.

#### 10. EU Benchmarks Regulation

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

Not applicable.

# Summary

## Section A - Introduction and Warnings

### Warnings

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

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

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

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

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

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

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

NOK Quanto "Call Certificate" Certificates - The securities are Certificates. International Securities Identification Number ("ISIN"): NO0013431205.

### 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 Norge AS, Aker Brygge, Grundingen 6, 0250 OSLO Norway, Legal Entity Identifier (LEI): 549300SUPDLXO6YWJ42 Person asking for admission to trading : BNP Paribas Issuance B.V. (the "Issuer"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000).

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

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

### Date of approval of the prospectus

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

## Section B - Key information on the issuer

### Who is the issuer of the securities?

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

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

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

### Principal activities

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

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

### Major shareholders

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

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

The Managing Directors of BNP Paribas Issuance B.V. are Edwin Herskovic/Cyril Le Merrer/Folkert van Asma/Hugo Peek/Matthew Yandle.

### Identity of the issuer's statutory auditors

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

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

#### Key financial information

##### Income statement

	Year	Year-1
In €	31/12/2023	31/12/2022
Operating profit/loss	73,071	120,674

Balance sheet		
	Year	Year-1
In €	31/12/2023	31/12/2022
Net financial debt (long term debt plus short term debt minus cash)	126,562,861,261	94,563,113,054
Current ratio (current assets/current liabilities)	1	1
Debt to equity ratio (total liabilities/total shareholder equity)	157,363	126,405
Interest cover ratio (operating income/interest expense)	No interest expenses	No interest expenses
Cash flow statement		
	Year	Year-1
In €	31/12/2023	31/12/2022
Net Cash flows from operating activities	2,827,251	-113,916
Net Cash flows from financing activities	0	0
Net Cash flows from investing activities	0	0

#### Qualifications in the audit report

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

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

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

### Section C - Key Information on the securities

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

##### Type, class and ISIN

NOK Quanto "Call Certificate" Certificates - The securities are Certificates. International Securities Identification Number ("ISIN"): NO0013431205.

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

The currency of the Securities is Norwegian Krone ("NOK"). The Securities have a par value of NOK 10,000. Up to 6,000 Securities will be issued. The Securities will be redeemed on 21 August 2030.

##### Rights attached to the securities

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

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

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

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

1. If the Final Reference Value is greater than or equal to 100%: a payment in cash equal to the Notional Amount increased by 220% but not less than 180% of the Final Performance.
2. If the Final Reference Value is less than 100%: a payment in cash equal to the Notional Amount.

#### Where:

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

Issue Price	105%	Issue Date	27 February 2025
Product Currency	NOK	Redemption Valuation Date	07 August 2030
Notional Amount (per certificate)	NOK 10,000	Redemption Date (maturity)	21 August 2030
Initial Averaging Date(s)	07 February 2025, 07 March 2025, 07 April 2025 and 07 May 2025	Final Averaging Date(s)	07 August 2029, 07 September 2029, 08 October 2029, 07 November 2029, 07 December 2029, 07 January 2030, 07 February 2030, 07 March 2030, 08 April 2030, 07 May 2030, 07 June 2030, 08 July 2030 and 07 August 2030

Underlying	Bloomberg Code	ISIN	Strike Date
See Annex	See Annex	See Annex	See Annex



## ANNEX

### ► Underlyings

Underlying	Bloomberg Code	ISIN
AXA SA	CS FP	FR0000120628
BNP Paribas SA	BNP FP	FR0000131104
Sonova Holding AG	SOON SE	CH0012549785
ING Groep NV	INGA NA	NL0011821202
Kone Oyj	KNEBV FH	FI0009013403
Nestle SA	NESN SE	CH0038863350
Novartis AG	NOVN SE	CH0012005267
RELX PLC	REN NA	GB00B2B0DG97
Roche Holding AG	ROG SE	CH0012032048
Sanofi SA	SAN FP	FR0000120578

**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 - Structured Products NOK Segment.

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

#### Nature and scope of the guarantee

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

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

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

#### Description of the guarantor

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

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

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

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

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

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

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

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

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

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

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

As at 30 June 2024, the main shareholders were Société Fédérale de Participations et d'Investissement ("SFPI") a public-interest société anonyme (public limited company) acting on behalf of the Belgian government state holding 5.6% of the share capital, BlackRock Inc. holding 6.0% of the share capital, Amundi holding 5.1% of the share capital and Grand Duchy of Luxembourg holding 1.1% of the share capital.

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

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

Income statement				
	Year	Year-1	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2023	31/12/2022	30/09/2024	30/09/2023*
Net interest income	19,058	20,933	n.a	n.a
Net fee and commission income	9,821	10,165	n.a	n.a
Net gain on financial instruments	10,440	9,449	n.a	n.a
Revenues	45,874	45,430	36,694	35,974
Cost of risk	-2,907	-3,003	-2,121	-1,935
Other net losses for risk on financial instruments	-775	n.a	-138	0
Operating Income	11,236	12,563	12,109	12,004
Net income attributable to equity holders	10,975	9,848	9,366	9,225
Earnings per share (in euros)	8.58	7.52	7.7	7.19

(\*) data based on the restatement of quarterly series reported on 29 February 2024

Balance sheet				
	Year	Year-1	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2023	31/12/2022	30/09/2024	30/09/2023
Total assets	2,591,499	2,663,748	2,753,086	2,701,362
Debt securities	274,510	220,261	n.a	n.a
Of which mid long term Senior Preferred	84,821*	58,899*	n.a	n.a
Subordinated debt	25,478	24,832	30,160	n.a
Loans and receivables from customers (net)	859,200	857,020	874,996	853,247
Deposits from customers	988,549	1,008,056	1,011,422	965,980
Shareholders' equity (Group share)	123,742	121,237	124,961	124,138
Doubtful loans/ gross outstandings**	1.7%	1.7%	1.7%	1.7%
Common Equity Tier 1 capital (CET1) ratio	13.2%	12.3%	12.7%	13.4%
Total Capital Ratio	17.3%	16.2%	16.7%	17.8%
Leverage Ratio	4.6%	4.4%	4.4%	4.5%

(\*) Regulatory scope

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

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

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

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

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

There are also risks associated with the Securities, including:

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

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

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

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

Securities will not be the same as a direct investment in the relevant Share(s) and could be less than a direct investment.

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

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

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

### 4. Legal risks:

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

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

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

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

Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Nasdaq OMX Stockholm - Structured Products NOK Segment.

#### 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 Norge AS, Aker Brygge, Grundingen 6, 0250 OSLO Norway, Legal Entity Identifier (LEI): 549300SUPDLXO6YWJ42 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 NOK 60,000,000

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

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

# Sammendrag

## Seksjon A – Introduksjon og Advarsler

### Advarsler

Dette sammendraget bør leses som en introduksjon til Grunnprospektet (Eng. Base Prospectus) og gjeldende Endelige Vilkår (Eng. Final terms). Enhver beslutning om å investere i Verdipapirer bør baseres på en vurdering av Grunnprospektet som en helhet, inkludert vedlagte dokumenter og gjeldende Endelige Vilkår.

Investorer kan bli utsatt for et delvis eller totalt tap av deres investeringer, gjelder kapitalbeskyttelsen kun ved Forfall.

Dersom et krav relatert til informasjonen i Grunnprospektet eller de gjeldende Endelige Vilkår bringes inn for en domstol i en medlemsstat i det europeiske økonomiske samarbeidsområdet, kan saksøker, i henhold til den nasjonale lovgivningen i den medlemsstaten hvor kravet er reist, være pålagt å bære kostnadene for å oversette Grunnprospektet og gjeldende Endelige Vilkår før rettsforhandlingene iverksettes.

Sivilrettslig ansvar i en slik medlemsstat knytter seg til Utsteder eller Garantisten utelukkende på grunnlag av dette sammendraget, inkludert oversettelsen, men bare hvis den er misvisende, unøyaktig eller inkonsekvent når det blir lest sammen med de andre delene av Grunnprospektet og gjeldende Endelige Vilkår, samt nøkkelinformasjon for å hjelpe investorer når de vurderer om de skal investere i Verdipapirene.

Du er i ferd med å kjøpe et produkt som ikke er enkelt, og som kan være vanskelig å forstå.

### Navn og internasjonalt verdipapiridentifikasjonsnummer (ISIN) på Verdipapirene

NOK Quanto "Call Certificate" Sertifikater - Verdipapirene er Sertifikater. Internasjonalt verdipapiridentifikasjonsnummer ("ISIN"): NO0013431205.

### Utstederens identitet og kontaklinformasjon

BNP Paribas Issuance B.V. ("Utsteder"), Herengracht 595, 1017 CE Amsterdam, Nederland (telefonnummer: +31(0)88 738 0000). Den juridiske enhetsidentifikatoren til Utsteder er 7245009UXRIGIRYOB48.

### Identitet og kontaklinformasjon for tilbyderen og/eller personen som ber om opptak til handelen

Tilbyder: Garantum Norge AS, Aker Brygge, Grundingen 6, 0250 OSLO Norway, Legal Entity Identifier (LEI): 549300SUPDLXO6YJWJ42  
Person som ber om opptak til handel: BNP Paribas Issuance B.V. ("Utsteder"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000).

### Identitet og kontaklinformasjon til vedkommende myndighet som godkjenner 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

### Godkjenningsdato for prospektet

Grunnprospektet ble godkjent 30. mai 2024 under godkjennelsesnummer 24-0185 av AMF.

## Seksjon B – Nøkkelinformasjon om utstederen

### Hvem er utsteder av verdipapirene?

#### Bosted / rettslig form / LEI / lov som utstederen operer under / hjemland

BNPP B.V. ble innlemmet i Nederland som et privat selskap med begrenset ansvar i henhold til nederlandsk lov med hovedkontor på Herengracht 595, 1017 CE Amsterdam, Nederland. Juridisk enhetsidentifikator (LEI): 7245009UXRIGIRYOB48.

BNPP B.V. sin langsiktige kredittvurdering er A+ med stabile utsikter (S&P Global Ratings Europe Limited). og BNPP B.V.s kortsiktige kredittrating er A-1 (S&P Global Ratings Europe Limited).

#### Hovedaktiviteter

Utstaders hovedaktivitet er å utstede og/eller anskaffe finansielle instrumenter av hvilken som helst art og å inngå relaterte avtaler for ulike enheter i BNPP Group. Assetsene til BNPP B.V. består av forpliktelsene til andre BNPP Group-selskaper. Innehavere av verdipapirer utstedt av BNPP B.V. vil, underlagt bestemmelsene i Garantien utstedt av BNPPP, være utsatt for BNPP Group sine muligheter til å utføre sine forpliktelser overfor BNPP B.V.

#### Hovedaksjonær

BNP Paribas eier 100% av aksjekapitalen i BNPP B.V.

#### Identiteten til utstederens sentrale administrerende direktører

Administrerende direktører i BNP Paribas Issuance B.V. er Edwin Herskovic/Cyril Le Merrer/Folkert van Asma/Hugo Peek/Matthew Yandle.

#### Identiteten til utstederens lovpålagte revisorer

Deloitte Accountants N.V. er revisor for Utsteder. Deloitte Accountants N.V. er et uavhengig revisorselskap i Nederland registrert i NBA (Nederlandse Beroepsorganisatie van Accountants).

### Hva er den viktigste finansielle informasjonen om utstederen?

#### Nøkkeltall

Resultatregnskap		
	År	År-1
	31/12/2023	31/12/2022
	73 071	120 674
Regnskapsbalanse		
	År	År-1
	31/12/2023	31/12/2022
	126 562 861 261	94 563 113 054
	1	1
	157 363	126 405

	År	År-1
	31/12/2023	31/12/2022
	2 827 251	-113 916
	0	0
	0	0

#### Kvalifikasjoner i revisjonsrapporten

Ikke aktuelt, det er ingen kvalifikasjoner i noen revisjonsrapport om den historiske økonomiske informasjonen som er inkludert i Grunnprospektet.

#### Hva er de viktigste risikoene som er spesifikke for utstederen?

Ikke aktuelt. BNPP B.V. er et driftsselskap. Kredittverdigheten BNPP B.V. avhenger av kredittverdigheten til BNPP.

### Seksjon C – Nøkkelinformasjon om verdipapirene

#### Hva er verdipapirenes viktigste hovedtrekk?

##### Type, klasse og ISIN

NOK Quanto "Call Certificate" Certifikater - Verdipapirene er Certifikater. Internasjonalt verdipapiridentifikasjonsnummer ("ISIN"): NO0013431205.

##### Valuta / myntenhet / pålydende verdi / antall utstedte verdipapirer / verdipapirenes løpetid

Verdipapirenes valuta er Norwegian Krone ("NOK"). Verdipapirene har en pålydende verdi NOK 10,000. Opptill 6,000 Verdipapirene vil bli utstedt. Verdipapirene vil bli innløst den 21. august 2030.

##### Rettigheter knyttet til verdipapirene

*Forbud mot pant* – Vilklarene for Verdipapirene vil ikke inneholde en bestemmelse om forbud mot pantsettelse

*Misligholdstilfeller* - Vilklarene for Verdipapirene vil ikke inneholde bestemmelser om misligholdstilfeller.

*Gjeldende lov* – Verdipapirene er underlagt engelsk lov.

Målet med dette produktet er å gi deg en avkastning basert på ytelsen til en kurv (kurven) sammensatt av underliggende aksjer (hver aksje, en underliggende).

På innløsningsdagen vil du motta for hvert sertifikat:

1. Hvis den endelige referanseverdien er større enn eller lik 100 %: en kontantbetaling tilsvarende det nominelle beløpet økt med 220 % men ikke mindre enn 180% av endelig avkastning.
2. Hvis den endelige referanseverdien er mindre enn 100 %: en kontantbetaling som tilsvarer det nominelle beløpet.

#### Where:

- Den endelige utviklingen er differansen mellom den endelige referanseverdien og 100%, uttrykt i absolutt verdi.
- Referanseverdien:
- for kurven, på en gitt dato, er gjennomsnitt av referanseverdiene til alle underliggende på den datoen.
- for en underliggende, på en gitt dato, er dens sluttkurs på den datoen dividert med dens opprinnelige referansepris.
- Den opprinnelige referanseprisen for en underliggende er aritmetisk gjennomsnitt av sluttkursene for den underliggende på de opprinnelige datoene for beregning av gjennomsnitt.
- Den endelige referanseverdien er det aritmetiske gjennomsnittet av Referanseverdiene til kurv hver endelige dato for beregning av gjennomsnitt.

<b>Utstedelsespris</b>	105%	<b>utstedelsesdatoen</b>	27. februar 2025
<b>produktets valuta</b>	NOK	<b>verdivurderingsdatoen for innløsning</b>	7. august 2030
<b>nominelle beløpet (per sertifikat)</b>	10,000 NOK	<b>Innløsningsdatoen (forfall)</b>	21. august 2030
<b>opprinnelige datoene for beregning av gjennomsnitt</b>	7. februar 2025, 7. mars 2025, 7. april 2025 og 7. mai 2025	<b>endelig dato for beregning av gjennomsnitt</b>	7. august 2029, 7. september 2029, 8. oktober 2029, 7. november 2029, 7. desember 2029, 7. januar 2030, 7. februar 2030, 7. mars 2030, 8. april 2030, 7. mai 2030, 7. juni 2030, 8. juli 2030 og 7. august 2030

<b>underliggende</b>	<b>Bloomberg kod</b>	<b>ISIN</b>	<b>strike-datoen</b>
See Annex	See Annex	See Annex	See Annex

## VEDLEGG

### ► underliggende

underliggende	Bloomberg kod	ISIN
AXA SA	CS FP	FR0000120628
BNP Paribas SA	BNP FP	FR0000131104
Sonova Holding AG	SOON SE	CH0012549785
ING Groep NV	INGA NA	NL0011821202
Kone Oyj	KNEBV FH	FI0009013403
Nestle SA	NESN SE	CH0038863350
Novartis AG	NOVN SE	CH0012005267
RELX PLC	REN NA	GB00B2B0DG97
Roche Holding AG	ROG SE	CH0012032048
Sanofi SA	SAN FP	FR0000120578

**Møter** – Vilkårene for Verdipapirene vil inneholde bestemmelser for innkalling til møter med innehavere av slike Verdipapirer for å vurdere saker som generelt berører deres interesser. Disse bestemmelsene tillater et definerte flertall å binde alle innehavere, inkludert innehavere som ikke deltok og stemte på det aktuelle møtet, og innehavere som stemte på en måte som var i strid med flertallet.

**Representant for innehavere** - Ingen representant for Innehaverne er utnevnt av Utsteder.

#### Verdipapirenes prioritet

Verdipapirene er ikke-subordinert og usikrede forpliktelser for Utsteder, og rangerer *pari passu* seg imellom.

#### Restriksjoner for fri omsetning av verdipapirene

Det er ingen begrensninger vedrørende fri omsetning av Verdipapirene.

#### Utbytte- eller utbetalingspolicy

Ikke aktuelt.

#### Hvor vil verdipapirene handles?

#### Opptak til handel

Utsteder (eller en på dens vegne) vil søke om at Verdipapirene skal tas opp til handel på Nasdaq OMX Stockholm - Structured Products NOK Segment (regulert marked).

#### Er det en garanti knyttet til verdipapirene?

#### Garantiens art og omfang

Forpliktelsene under garantien er senior foretrukne forpliktelser (i henhold til Article L.613-30-3-I-3° of the French Code monétaire et financier) og usikrede forpliktelser fra BNPP, og vil rangeres *pari passu* med alle sine andre nåværende og fremtidige senior foretrukne og usikrede forpliktelser, underlagt slike unntak som fra tid til annen kan være obligatoriske i henhold til fransk rett.

I tilfelle av en *bail-in* av BNPP, men ikke BNPP B.V., skal forpliktelsene og/eller beløpene som BNPP skylder under garantien reduseres for å gjenspeile enhver slik modifikasjon eller reduksjon som gjelder for BNPP sine forpliktelser som følge av en *bail-in* av BNPP av enhver relevant regulator (inkludert i en situasjon der selve Garantien ikke er gjenstand for *bail-in*).

Garantisten garanterer ubetinget og ugjenkallelig til hver Innehaver at, hvis BNPP B.V. av en eller annen grunn ikke betaler noe som skal betales av selskapet eller utfører andre forpliktelser med hensyn til Verdipapirene på den angitte datoen for slik betaling eller den spesifiserte utførelsen, vil Garantisten i samsvar med Betingelsene betale den summen i valutaen som gjelder forfaller til i umiddelbart tilgjengelige midler eller, etter omstendighetene, utføre eller anskaffe oppfyllelsene av den relevante forpliktelsen på forfallsdatoen for slik ytelse.

#### Beskrivelse av garantisten

Verdipapirene vil være ubetinget og ugjenkallelig garantert av BNP Paribas ("**BNPP**" eller "**Garantist**") i henhold til en engelskrettsliggaranti avgitt av BNPP 30. mai 2024 ("**Garantien**").

Garantisten ble innlemmet i Frankrike som en *société anonyme* under fransk lov og lisensiert som en bank med hovedkontor i 16, boulevard des Italiens - 75009 Paris, Frankrike. Juridisk enhetsidentifikator (LEI): R0MUWSFPU8MPRO8K5P83.

BNPPs langsiktige kredittvurdering er A+ med stabile utsikter (S&P Global Ratings Europe Limited), Aa3 med negative utsikter (Moody's Deutschland GmbH), A+ med en stabile utsikt (Fitch Ratings Ireland Limited) (*Hva er den langsiktige emittent default rating*) og AA (lav) med stabile utsikter (DBRS Rating GmbH) og BNPPs kortsiktige kredittvurdering er A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Deutschland GmbH), F1 (Fitch Ratings Ireland Limited) og R-1 (middle) (DBRS Rating GmbH).

BNP Paribas SA er morselskapet til BNP Paribas Group (samlet kalt «**BNPP Group**»).

BNP Paribas organisasjon er basert på tre operative divisjoner: Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) og Investment & Protection Services (IPS).

**Corporate & Institutional Banking (CIB):** Globale Banktjenester, Globale Markeder, Sikkerhetstjenester.

**Kommersielle bruksområder, personlig bank og tjenester (CPBS):**

– **Kommersielle og personlige banker i eurosone:** Commercial & Personal Banking i Frankrike (CPBF) (kommersiell og personlig bankvirksomhet i Frankrike), BNL banca commerciale (BNL bc), Commercial & Personal Banking i Italia (personlige banktjenester i Italia), Commercial & Personal Banking i Belgia (CPBB) (kommersiell og personlig bankvirksomhet i Belgia) og Commercial & Personal Banking i Luxembourg (CPBL) (kommersiell og personlig bankvirksomhet i Luxembourg).

– **Kommersielle og personlige banker utenfor eurosone, som er organisert rundt:** Europa-Middelhavet, for å dekke Sentral- og Øst-Europa, Tyrkia og Afrika.

– **Spesialiserte forretningsvirksomheter:** BNP Paribas Personal Finance, Arval og BNP Paribas Leasing Solutions, Nye digitale forretningslinjer (spesielt Nickel, Floa, Lyf) og BNP Paribas Personal Investors.

**Investering og beskyttelsestjenester (IPS):** Forsikring (BNP Paribas Cardif) og Wealth and Asset Management: BNP Paribas Asset Management, BNP Paribas Real Estate, BNP Paribas Principal Investments (forvaltning av BNP Paribas Groups portefølje av unoterte og børsnoterte industrielle og kommersielle investeringer) og BNP Paribas Wealth Management.

Hovedaksjonærer per 30. juni 2024: Société Fédérale de Participations et d'Investissement ("SFPI") et offentlig interesse-société anonyme (allmennaksjeselskap) som handler på vegne av den belgiske staten som eier 5.6% av aksjekapitalen; BlackRock Inc. som eier 6.0% av aksjekapitalen; Amundi som eier 5.1% av aksjekapitalen; Storhertugdømmet Luxembourg som eier 1.1% av aksjekapitalen.

### Finansiell nøkkelinformasjon for å vurdere garantistens evne til å oppfylle sine forpliktelser under garantien

Fra 1. januar 2023 har BNP Paribas Groups forsikringsselskaper brukt IFRS 17 "forsikringskontrakter" og IFRS 9 "finansielle instrumenter". Resultatene for 2022 har blitt omtalt for å ta hensyn til gjennomføringen av IFRS 17 og IFRS 9 for forsikringsselskaper.

Resultatregnskap				
	År	År-1	Foreløpig	Sammenligningsperiode fra samme periode året før
I millioner av €	31/12/2023	31/12/2022	30/09/2024	30/09/2023*
<b>Netto renteinntekter</b>	19 058	20 933	n.a	n.a
<b>Netto gebyr- og provisjonsinntekt</b>	9 821	10 165	n.a	n.a
<b>Netto gevinst på finansielle instrumenter</b>	10 440	9 449	n.a	n.a
<b>Inntekter</b>	45 874	45 430	36 694	35 974
<b>Kostnad for risiko</b>	-2 907	-3 003	-2 121	-1 935
<b>Andre netto tap for risiko på finansielle instrumenter</b>	-775	n.a	-138	0
<b>Driftsinntekter</b>	11 236	12 563	12 109	12 004
<b>Nettoinntekt knyttet til aksjeeiere</b>	10 975	9 848	9 366	9 225
<b>Resultat per aksje (i euro)</b>	8,58	7,52	7,7	7,19

(\*) data basert på tilbakebetaling av kvartalsserien rapportert 29. februar 2024.

Regnskapsbalanse				
	År	År-1	Foreløpig	Sammenligningsperiode fra samme periode året før
I millioner av €	31/12/2023	31/12/2022	30/09/2024	30/09/2023
<b>Totale eiendeler</b>	2 591 499	2 663 748	2 753 086	2 701 362
<b>Gjeldspapirer</b>	274 510	220 261	n.a	n.a
<b>Hvorav mellomlang til langsiktig senior prioritert gjeld</b>	84 821*	58 899*	n.a	n.a
<b>Underordnet gjeld</b>	25 478	24 832	30 160	n.a
<b>Lån og fordringer fra kunder (netto)</b>	859 200	857 020	874 996	853 247
<b>Innskudd fra kunder</b>	988 549	1 008 056	1 011 422	965 980
<b>Egenkapital (konsernandel)</b>	123 742	121 237	124 961	124 138
<b>Usikrede lån/ brutto utestående**</b>	1,7%	1,7%	1,7%	1,7%
<b>Common Equity Tier 1 capital (CET1) ratio</b>	13,2%	12,3%	12,7%	13,4%
<b>Totalt kapitalforhold</b>	17,3%	16,2%	16,7%	17,8%
<b>Utnyttelsesgrad</b>	4,6%	4,4%	4,4%	4,5%

(\*) Regulatorisk omfang

(\*\*) Nedsatt utlån (stage 3) til kunder og kredittinstitusjoner, ikke nettet med garantier, balanse og utenfor balanse og inkludert gjeldspapirer målt til amortiserte kostander eller til virkelig verdi over egenkapitalen (eksklusiv forsikring) og rapportert over utestående bruttoutlån til kunder og kredittinstitusjoner, balanse og utenfor balanse, og inkludert gjeldspapirer målt til amortiserte kostander eller til virkelig verdi over egenkapitalen (eksklusiv forsikring).

### De fleste materielle risikofaktorene tilknyttet garantisten

1. En betydelig økning i nye avsetninger eller en mangel på nivået på tidligere bokførte avsetninger eksponert for kredittisiko og motpartsrisiko kan påvirke BNP Paribas-gruppen sine driftsresultater og økonomiske tilstand negativt
2. BNP Paribas-gruppens retningslinjer, fremgangsmåter og metoder for risikostyring kan gjøre dem utsatt for uidentifiserte eller uforutsette risikoer, noe som kan føre til vesentlige tap.
3. BNP Paribas-gruppen kan pådra seg betydelig tap på handels- og investeringsaktiviteten på grunn av svingninger i markedet og volatilitet
4. BNP Paribas-gruppen sin tilgang til og kostand for finansiering kan påvirkes negativt av en gjenoppblomstring av finanskriser, forverrede økonomiske forhold, nedgradering av rating, økning i statspapirer eller andre faktorer
5. Ugunstige økonomiske og finansielle forhold har tidligere hatt og kan i fremtiden ha en betydelig innvirkning på BNP Paribas-gruppen og markedene de opererer i.
6. Lover og forskrifter vedtatt de siste årene, samt nåværende og fremtidig utvikling av lover og forskrifter, kan få betydelig innvirkning på BNP Paribas-gruppen og det finansielle og økonomiske miljøet de opererer i.
7. Hvis BNP Paribas-gruppen skulle mislykkes i å implementere sine strategiske mål eller å oppnå sine publiserte finansielle mål, eller hvis gruppens resultater ikke skulle følge erklærte forventede trender, kan handelsprisen til gruppens verdipapirer bli negativt påvirket.

### Hva er de viktigste risikoene som er spesifikke for verdipapirene?

#### De fleste materielle risikofaktorene som er spesifikke for verdipapirene

Det er også risiko forbundet med verdipapirene, inkludert:

#### 1. Risiko tilknyttet verdipapirenes struktur:

Avkastning på Verdipapirene avhenger av ytelsen til den/de Underliggende referansen(e) og kapitalbeskyttelsen gjelder kun ved Forfall.

#### 2. Risikoer i tilknytning til de underliggende instrumentene og dets forstyrrelser og justeringer:

Til forskjell fra en direkteinvestering i Aksje(r), "Stapled Share(s)" og/eller Depotbevis (GDR, ADR) som utgjør de(n) Underliggende Referansen(e) (i fellesskap, "Aksjen(e)"), en investering i Instrumentene gir ikke Innehaveren rett til å stemme eller motta utbytte eller utdelinger fra de Underliggende (med mindre det er spesifisert i Endelige Vilkår). Som en følge av dette vil avkastningen på Instrumentene ikke være den samme som en direkteinvestering i de relevante Aksjen(e) og kan være lavere enn en direkteinvestering.

Eksposering mot aksjer, lignende markedsrisiko til en direkteinvestering i et egenkapitalinstrument, mulige justeringshendelser og ekstraordinære hendelser og markedsforstyrrelser eller manglende åpning av en markeds plass kan ha en negativ effekt på verdien og likviditeten til Instrumentene.

### 3. Risiko tilknyttet handelsmarkedene for verdipapirene:

Handelsprisen på Verdipapirene kan påvirkes av en rekke faktorer, inkludert, men ikke begrenset til, den relevante prisen, verdien eller nivået på den/de Underliggende referansen(e), gjenværende tid til planlagt innløsningsdato for Verdipapirene, den faktiske eller underforståtte volatilitet assosiert med Underliggende referanse(r) og korrelasjonsrisiko for relevante Underliggende referanse(r). Muligheten for at verdien og handelsprisen på Verdipapirene vil svinge (enten positivt eller negativt) avhenger av en rekke faktorer, som investorer bør vurdere nøye før de kjøper eller selger Verdipapirene.

### 4. Juridisk risiko:

Vilkårene i Verdipapirene vil inneholde bestemmelser for innkalling til møter til innehavere av slike Verdipapirer for å vurdere saker som generelt berører deres interesser. Disse bestemmelsene tillater et definert flertall å binde alle innehavere, inkludert innehavere som ikke deltok og stemte på det aktuelle møtet, og innehavere som stemte på en måte som var i strid med flertallet.

## Seksjon D – Nøkkelinformasjon om tilbud om verdipapirer til offentligheten og/eller opptak til handel på et regulert marked

### Under hvilke betingelser og tidsperiode kan jeg investere i denne sikkerheten?

#### Generelle vilkår, betingelser og forventet tidsperiode for tilbudet

Utsteder (eller en på dens vegne) vil søke om at Verdipapirene skal tas opp til handel på Nasdaq Stockholm (Regulert Markert).

Instrumentene vil bli tilbudt til allmenheten i Norge fra og med 18. desember. 2024 til og med 31. januar 2025, med forbehold for en eventuell tidlig avslutning eller forlengelse av tilbudsperioden.

Utsteder (eller en på dens vegne) vil søke om at Verdipapirene skal tas opp til handel på Nasdaq OMX Stockholm - Structured Products NOK Segment (regulert marked).

#### Anslag for de totale utgiftene til emisjonen og/eller tilbudet, inkludert estimerte utgifter som utstederen eller tilbyderer belaster investoren

Ingen utgifter vil bli belastet investorene av utstederen.

### Hvem er tilbyderer og/eller den som ber om opptak til handel?

#### Beskrivelse av tilbyderer og/eller personen som ber om opptak til handel

Tilbyder: Garantum Norge AS, Aker Brygge, Grundingen 6, 0250 OSLO Norway, Legal Entity Identifier (LEI): 549300SUPDLXO6YWJ42 Personen som ber om opptak til handel: BNP Paribas Issuance B.V. ("Utsteder"), Herengracht 595, 1017 CE Amsterdam, Nederland (telefonnummer: +31(0)88 738 0000).

### Hvorfor blir dette prospektet produsert?

#### Bruk og estimert nettobeløp av inntektene

Nettoinntektene fra utstedelsen av Verdipapirene vil bli en del av Utsteder sine generelle midler. Slike inntekter kan brukes til å opprettholde posisjoner i opsjoner eller terminkontrakter eller andre sikringsinstrumenter.

Anslått nettoinntekt: Opptill NOK 60,000,000

#### Tegningsavtale

Ingen garantiforpliktelse påtas av Tilbyder.

### De fleste materielle interessekonflikter tilknyttet tilbudet eller opptak til handel

Forvalteren og dens tilknyttede selskaper kan også ha engasjert, og kan i fremtiden engasjere seg, i investeringsbanker og/eller kommersiell banktransaksjoner med, og kan utføre andre tjenester for, Utsteder og Garantisten og deres respektive tilknyttede selskaper i ordinær virksomhet.

Ulike enheter i BNPP Group (inkludert Utsteder og Garantisten) og Tilknyttede selskaper påtar seg forskjellige roller i forbindelse med Verdipapirene, inkludert Utsteder av Verdipapirer og Kalkuleringsagent, og kan også delta i handelsaktiviteter (inkludert sikringsaktiviteter) knyttet til Underliggende og andre instrumenter eller avledede produkter basert på eller knyttet til Underliggende som kan gi opphav til potensielle interessekonflikter.

BNP Paribas Financial Markets SNC, som fungerer som forvalter og Kalkuleringsagent, er tilknyttet Utsteder og Garantisten, og potensielle interessekonflikter kan eksistere mellom dem og innehaverne av Verdipapirene, dette inkluderer bestemte avgjørelser og vurderinger som Kalkuleringsagent må treffe. De økonomiske interessene til Utsteder og BNP Paribas Financial Markets SNC som Forvalter og Kalkuleringsagent er potensielt ugunstige for eiernes interesser som investor i verdipapirene.

Bortsett fra det som er nevnt ovenfor, så vidt Utsteder er kjent med, har ingen personer som er involvert i utstedelsen av Verdipapirene et interesseforhold i tilbudet inkludert motstridende interesser.