

**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 FOR CERTIFICATES**

### **FINAL TERMS DATED 3 APRIL 2025**

**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 6,000 NOK Quanto "Athena Worst-of" Certificates linked to a Basket of Indices due 23 May 2030**

**ISIN Code: NO0013528240**

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 3 April 2025 to 5 May 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 three working days of the Publication Date to withdraw their acceptances.

## PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 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/NO0013528240> 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 |
|---------------|--------------------------|-------------------|--------------|----------------|-----------------------------|-----------------|
| CE16486SCE    | Up to 6,000              | Up to 6,000       | NO0013528240 | Not applicable | 100% of the Notional Amount | 27 May 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:** 8 May 2025.

**4. Issue Date:** 26 May 2025.

**5. Consolidation:** Not applicable.

**6. Type of Securities:** (a) Certificates.

(b) The Securities are Index Securities.

The provisions of Annex 2 (Additional Terms and Conditions for Index Securities) shall apply.

Unwind Costs: Applicable.

**7. Form of Securities:** Norwegian 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 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:**

**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:**

**Auto-Callable Products:**

**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 x Option; 0%)

**Strike Price Closing Value:** Applicable.

*Where:*

**Constant Percentage 1** means 100.00%;

**Constant Percentage 2** means 100.00%;

**Constant Percentage 3** means 100.00%;

**FR Exit Rate** means 5 x ER%;

**ER%** is a percentage expected to be equal to 13% but which will not be less than 10% as determined by the Issuer on the 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/NO0013528240> ;

**Final Redemption Condition** means if FR Barrier Value is equal to or greater than the Final Redemption Condition Level on the SPS FR Barrier Valuation Date;

**Final Redemption Condition Level** means 100.00%;

**FR Barrier Value** means the Worst Value;

**Coupon Airbag Percentage** means 0.00%;

**Gearing** means (-100.00)%;

**Option** means Put;

**Put** means Max (Strike Percentage – Final Redemption Value; 0)

**Strike Percentage** means 100.00%;

**Final Redemption Value** means the Worst Value;

**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** means as set out in §25(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 Level 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 §25(a) below;

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

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

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

**Aggregation:**

Not applicable

**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:**

Applicable.

**(a). Index/Basket of Indices/Index Sponsor(s):**

The Securities relate to a basket of 3 indices (each an "**Underlying Reference**" and together the "**Basket of Indices**"), as described in the table below.

The Indices are Composite Indices.

For the purposes of the Conditions each Underlying Reference<sup>k</sup> shall be deemed an Index.

| k | Underlying Reference <sup>k</sup> |               |                |          |   |
|---|-----------------------------------|---------------|----------------|----------|---|
|   | Index                             | Index Sponsor | Bloomberg Code | Currency | Exchange                                    |
| 1 | OMXH25                            | Nasdaq-OMX    | HEX25          | EUR      | As set out in Annex 2 for a Composite Index |
| 2 | OMXS30                            | Nasdaq-OMX    | OMX            | SEK      | As set out in Annex 2 for a Composite Index |
| 3 | SXIP                              | STOXX Limited | SXIP           | EUR      | As set out in Annex 2 for a Composite Index |

- (b). **Index Currency:** See table above.
- (c). **Exchange(s)** See table above.
- (d). **Related Exchange(s):** All Exchanges.
- (e). **Exchange Business Day:** Per Index Basis.
- (f). **Scheduled Trading Day:** Per Index Basis.
- (g). **Weighting:** Not applicable
- (h). **Settlement Price:** Official closing level
- (i). **Specified Maximum Days of Disruption:** Eight (8) Scheduled Trading Days.
- (j). **Valuation Time:** As per Conditions.
- (k). **Redemption on Occurrence of an Index Adjustments Event:** Delayed Redemption on Occurrence of an Index Adjustment Event: Not applicable.
- (l). **Index Correction Period:** As per Conditions.
- (m). **Additional provisions applicable to Custom Indices:** Not applicable.
- (n). **Additional provisions applicable to Futures Price Valuation:** Not applicable.
26. **Share Securities/ETI Share Securities:** Not applicable
27. **ETI Securities:** Not applicable.
28. **Debt Securities:** Not applicable.
29. **Commodity Securities:** Not applicable.

30. **Inflation Index Securities:** Not applicable.
31. **Currency Securities:** Not applicable.
32. **Fund Securities:** Not applicable.
33. **Futures Securities:** Not applicable.
34. **Credit Security Provisions:** 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/Benchmark Event.  
(c) Redemption:  
Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable.
40. **Knock-in Event:** Applicable.  
If the Knock-in Value is less than the Knock-in Level on the Knock-in Determination Day.  
(a) **SPS Knock-in Valuation:** Applicable

**Strike Price Closing Value:** Applicable

Where:

**Knock-in Value** means the Worst Value;

**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** means as set out in §25(a) above;

**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 Level 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 §25(a) above; and

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

|  |                           |
|--|---------------------------|
| <b>(b) Level</b>   | Not applicable            |
| <b>(c) Knock-in Level/Knock-in Range Level/Knock-in Bottom Level/Knock-in Top Level:</b> | Knock-in Level: 80.00%    |
| <b>(d) Knock-in Period Beginning Date:</b>   | Not applicable            |
| <b>(e) Knock-in Period Beginning Date Day Convention:</b>                                | Not applicable            |
| <b>(f) Knock-in Determination Period:</b>  | Not applicable            |
| <b>(g) Knock-in Determination Day(s):</b>  | Redemption Valuation Date |
| <b>(h) Knock-in Period Ending Date:</b>  | Not applicable            |
| <b>(i) Knock-in Period Ending Date Day Convention:</b>                                   | Not applicable            |
| <b>(j) Knock-in Valuation Time</b>   | Not applicable            |
| <b>(k) Knock-in Observation Price Source:</b>  | Not applicable            |
| <b>(l) Disruption Consequences:</b>  | Applicable                |
| <b>41. Knock-out Event:</b>  | Not applicable.           |

#### **42. EXERCISE, VALUATION AND REDEMPTION**

|   |  |
|---|--|
| <b>(a) Notional Amount of each Certificate:</b> | NOK 10,000   |
| <b>(b) Partly Paid Certificates:</b>            | The Certificates are not Partly Paid Certificates. |
| <b>(c) Interest:</b>                            | 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:                          | Applicable.  |
| (i) Automatic Early Redemption Event:                    | <b>Single Standard Automatic Early Redemption</b><br>If on any Automatic Early Redemption Valuation Date the SPS AER Value is equal to or greater than the Automatic Early Redemption Level. |

- (ii) **Automatic Early Redemption Payout:** **SPS Automatic Early Redemption Payout:**  
NA x (AER Redemption Percentage + AER Exit Rate)  
  
"AER Redemption Percentage" is 100.00%.
- (iii) **Automatic Early Redemption Date(s):** 26 May 2026 (n=1), 26 May 2027 (n=2), 26 May 2028 (n=3) and 28 May 2029 (n=4).
- (iv) **Observation Price Source:** Not applicable.
- (v) **Underlying Reference Level:** Not applicable.

**SPS AER Valuation:** Applicable.

**Strike Price Closing Value:** Applicable

Where:

**SPS AER Value** means the Worst Value;

**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** means as set out in §25(a) above;

**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 Level 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 §25(a) above; and

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

- (vi) **Automatic Early Redemption Level:** 100.00%
- (vii) **Automatic Early Redemption Percentage:** Not applicable
- (viii) **AER Exit Rate:** **AER Rate**

AER Rate is  $n \times ER\%$

**ER%** is a percentage expected to be equal to 13% but which will not be less than 10% as determined by the Issuer on the 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/NO0013528240>

**n** is a number from 1 to 3 representing the relevant Automatic Redemption Valuation Date.

|  |  |
|--|--|
| <b>(ix) Automatic Early Redemption Valuation Date(s)/Period(s):</b>            | 12 May 2026 (n=1), 12 May 2027 (n=2), 12 May 2028 (n=3) and 14 May 2029 (n=4). |
| <b>(v) Strike Date:</b>  | 12 May 2025.   |
| <b>(w) Strike Price:</b>   | Not applicable.  |
| <b>(x) Redemption Valuation Date:</b>  | 13 May 2030.   |
| <b>(y) Averaging:</b>  | Averaging does not apply to the Securities.                                    |
| <b>(z) Observation Dates:</b>  | Not applicable.  |
| <b>(aa) Observation Period:</b>  | Not applicable.  |
| <b>(bb) Settlement Business Day:</b>   | Not applicable.  |
| <b>(cc) Cut-off Date:</b>  | Not applicable.  |
| <b>(dd) Identification information of Holders as provided by Condition 29:</b> | Not applicable.  |

## DISTRIBUTION AND U.S. SALES ELIGIBILITY

|   |  |
|---|--|
| <b>43. U.S. Selling Restrictions:</b>                         | Not applicable - the Securities may not be legally or beneficially owned by or transferred to any U.S. person at any time. |
| <b>44. Additional U.S. Federal income tax considerations:</b> | The Securities are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.   |
| <b>45. Registered broker/dealer:</b>                          | Not applicable.  |
| <b>46. TEFRA C or TEFRA Not Applicable:</b>                   | TEFRA not applicable.  |
| <b>47. Non exempt Offer:</b>                                  | Applicable   |
| <b>(i) Non-exempt Offer Jurisdictions:</b>                    | Norway.  |

- |  |   |
|--|---|
| <b>(ii) Offer Period:</b>  | From (and including) 3 April 2025 until (and including) 5 May 2025, subject to any early closing, as indicated in Part B, item 7.   |
| <b>(iii) Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:</b> | <p><b>Garantum Norge AS</b><br/> Aker Brygge, Grundingen 6,<br/> 0250 Oslo<br/> Norway.</p> <p>(the “<b>Authorised Offeror</b>”)</p> <p>Legal Identity identifier (LEI):<br/> 549300SUPDLSXO6YWJ42.</p> |
| <b>(iv) General Consent:</b>   | Not applicable.   |
| <b>(v) Other Authorised Offeror Terms:</b>   | Not applicable.   |

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

- |  |                |
|--|----------------|
| <b>(i) Prohibition of Sales to EEA Retail Investors:</b>       | Not applicable |
| <b>(ii) Prohibition of Sales to UK Retail Investors:</b>       | Not applicable |
| <b>(iii) Prohibition of Sales to EEA Non Retail Investors:</b> | Not applicable |
| <b>(iv) Prohibition of Sales to UK Non Retail Investors:</b>   | Not applicable |

**PROVISIONS RELATING TO COLLATERAL AND SECURITY**

- |  |                 |
|--|-----------------|
| <b>49. Secured Securities other than Notional Value Repack Securities:</b> | Not applicable. |
| <b>50. Notional Value Repack Securities:</b>                               | Not applicable. |
| <b>51. Actively Managed Securities:</b>                                    | 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 written over a faint, light-colored circular stamp or watermark.

By: Vincent DECHAUX, 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 Stockholm – Structured Products NOK Segment.

### 2. 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 proceeds:** **net** Up to NOK 60,000,000.
- (c) **Estimated expenses:** **total** Estimated total expenses are 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 Index shall be available on the relevant website as set out below.

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

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

#### **OMXH25 Index**

Website:

<https://indexes.nasdaqomx.com/Index/Overview/OMXH25>

#### **OMXS30**

Website:

<https://indexes.nasdaqomx.com/Index/Overview/OMXS30>

#### **SXIP (Insurance) Index**

Website: <https://stoxx.com/index/sxip/>

### General Disclaimer

Neither the Issuer nor the Guarantor shall have any liability for any act or failure to act by an Index Sponsor in connection with the calculation, adjustment or maintenance of an Index. Except as disclosed prior to the Issue Date, neither the Issuer, the Guarantor nor their affiliates has any affiliation with or control over an Index or Index Sponsor or any control over the computation, composition or dissemination of an Index. Although the Calculation Agent will obtain information concerning an Index from publicly available sources it believes reliable, it will not independently verify this information. Accordingly, no representation, warranty or undertaking (express or implied) is made and no responsibility is accepted by the Issuer, the Guarantor, their affiliates or the Calculation Agent as to the accuracy, completeness and timeliness of information concerning an Index.

## **Index Disclaimer**

### **OMXH25 Index**

The issue of the Securities is not sponsored, endorsed, sold, or promoted by any index to which the return on the Securities is linked (an "Index", including any successor index) or any index sponsor of an Index to which the return on the Securities is linked (an "Index Sponsor") and no Index Sponsor makes any representation whatsoever, whether express or implied, either as to the results to be obtained from the use of an Index and/or the levels at which an Index stands at any particular time on any particular date or otherwise. No Index or Index Sponsor shall be liable (whether in negligence or otherwise) to any person for any error in an Index and an Index Sponsor is under no obligation to advise any person of any error therein. No Index Sponsor is making any representation whatsoever, whether express or implied, as to the advisability of purchasing or assuming any risk in connection with the Securities. Neither the Issuer nor the Guarantor shall have any liability for any act or failure to act by an Index Sponsor in connection with the calculation, adjustment or maintenance of an Index. Except as disclosed prior to the Issue Date, neither the Issuer, the Guarantor nor their affiliates has any affiliation with or control over an Index or Index Sponsor or any control over the computation, composition or dissemination of an Index. Although the Calculation Agent will obtain information concerning an Index from publicly available sources it believes reliable, it will not independently verify this information. Accordingly, no representation, warranty or undertaking (express or implied) is made and no responsibility is accepted by the Issuer, the Guarantor, their affiliates or the Calculation Agent as to the accuracy, completeness and timeliness of information concerning an Index.

### **OMXS30**

The Product(s) is not sponsored, endorsed, sold or promoted by The NASDAQ OMX Group, Inc. or its affiliates (NASDAQ OMX, with its affiliates, are referred to as the "**Corporations**"). The Corporations have not passed on the legality or suitability of, or the accuracy or adequacy of descriptions and disclosures relating to, the Product(s). The Corporations make no representation or warranty, express or implied to the owners of the Product(s) or any member of the public regarding the advisability of investing in securities generally or in the Product(s) particularly, or the ability of the OMXS30 Index to track general stock market performance. The Corporations' only relationship to BNP Paribas ("**Licensee**") is in the licensing of the NASDAQ®, OMX®, NASDAQ OMX®, OMXS30™, and OMXS30 Index™ registered trademarks and certain trade names of the Corporations and the use of the OMXS30 Index which is determined, composed and calculated by NASDAQ OMX without regard to Licensee or the Product(s). NASDAQ OMX has no obligation to take the needs of the Licensee or the owners of the Product(s) into consideration in determining, composing or calculating the OMXS30 Index. The Corporations are not responsible for and have not participated in the determination of the timing of, prices at, or quantities of the Product(s) to be issued or in the determination or calculation of the equation by which the Product(s) is to be converted into cash. The Corporations have no liability in connection with the administration, marketing or trading of the Product(s).

The Corporations do not guarantee the accuracy and/or uninterrupted calculation of the OMXS30 Index or any data included therein. The Corporations make no warranty, express or implied, as to results to be obtained by Licensee, owners of the product(s), or any other person or entity from the use of the OMXS30 Index or any data included therein. The Corporations make no express or implied warranties, and expressly disclaim all warranties of merchantability or fitness for a particular purpose or use with respect to the OMXS30 Index or any data included therein. Without limiting any of the foregoing, in no event shall the Corporations have any liability for any lost profits or special, incidental, punitive, indirect, or consequential damages, even if notified of the possibility of such damages.

## **SXIP (Insurance) Index**

STOXX Limited, Deutsche Börse Group and their licensors, research partners or data providers have no relationship to BNP PARIBAS, other than the licensing of the SXIP (Insurance) Index and the related trademarks for use in connection with the Securities.

STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not:  
Sponsor, endorse, sell or promote the Securities.

Recommend that any person invest in the Securities or any other securities.

Have any responsibility or liability for or make any decisions about the timing, amount or pricing of Securities.

Have any responsibility or liability for the administration, management or marketing of the Securities.

Consider the needs of the Securities or the owners of the Securities in determining, composing or calculating the SXIP (Insurance) Index or have any obligation to do so.

STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty, and exclude any liability (whether in negligence or otherwise), in connection with the Securities or their performance. STOXX does not assume any contractual relationship with the purchasers of the Securities or any other third parties.

Specifically,

STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not give any warranty, express or implied, and exclude any liability about:

The results to be obtained by the Securities, the owner of the Securities or any other person in connection with the use of the SXIP (Insurance) Index and the data included in the SXIP (Insurance) Index;

The accuracy, timeliness, and completeness of the SXIP (Insurance) Index and its data;

The merchantability and the fitness for a particular purpose or use of the SXIP (Insurance) Index and its data;

The performance of the Securities generally.

STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty and exclude any liability, for any errors, omissions or interruptions in the SXIP (Insurance) Index or its data;

Under no circumstances will STOXX, Deutsche Börse Group or their licensors, research partners or data providers be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a result of such errors, omissions or interruptions in the SXIP (Insurance) Index or its data or generally in relation to the Securities, even in circumstances where STOXX, Deutsche Börse Group or their licensors, research partners or data providers are aware that such loss or damage may occur.

The licensing Agreement between BNP PARIBAS and STOXX is solely for their benefit and not for the benefit of the owners of the Securities or any other third parties.

## **6. Operational Information**

**Relevant Clearing System(s):** Norwegian Central Securities Depository (Verdipapirsentralen ASA).

**If other than Euroclear Bank S.A./N.V.,  
Clearstream Banking, S.A., Euroclear** Identification number: 15240  
**Norwegian Security Agent:**

**France, include the relevant identification number(s) and in the case of the Norwegian Dematerialised Securities, the Norwegian Security Agent:** Citibank Europe plc.  
1 North Wall Quay  
Dublin 1  
Ireland

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

**Offer Price:** Issue Price

**Conditions to which the offer is subject:** The offer of the Securities is conditional on their issue.

The Issuer reserves the right to withdraw the offer of the Securities and cancel the issuance of the Securities for any reason, in accordance with the Authorised Offeror at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities. Such an event will be notified to investors via the following link:  
<http://eqdpo.bnpparibas.com/NO0013528240>

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 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/NO0013528240>

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/NO0013528240>

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/NO0013528240>

**Description of the application process:** From, and including, 3 April 2025 to, and including, 5 May 2025, or such earlier date as the Issuer determines as notified on or around such earlier date by loading the following link:

<http://eqdpo.bnpparibas.com/NO0013528240>

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 the application:**

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

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

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

There are no pre-identified allotment criteria.

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

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

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

Not applicable.

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

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

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

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

Publication on the following website:

<http://egdpo.bnpparibas.com/NO0013528240>

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://egdpo.bnpparibas.com/NO0013528240>

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:**

| Series Number | Issue Price per Security | Expenses included in the Issue Price         |
|---------------|--------------------------|--|
| CE16486SCE    | 100%                     | 6.35% 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 Offeror identified in Paragraph 47 of Part A and identifiable from the Base Prospectus

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

Not applicable.

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

Not applicable.

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

**Garantum 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:**

Applicable: Amounts payable under the Securities are calculated by reference to the relevant Benchmark which is provided by the relevant Administrator, as specified in the table below.

As at the date of these Final Terms, the relevant Administrator is not included / included, as the case may be, in the register of Administrators and Benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011) (the "**EU BMR**"), as specified in the table below.

As far as the Issuer is aware, the transitional provisions in Article 51 of the EU BMR apply, such that the relevant Administrator is not currently required to obtain authorisation/registration, as specified in the table below.

| <b>Benchmark</b>       | <b>Administrator</b> | <b>Register</b> |
|------------------------|----------------------|-----------------|
| OMXH25                 | Nasdaq-OMX           | Not included    |
| OMXS30                 | Nasdaq-OMX           | Not included    |
| SXIP (Insurance) Index | STOXX Limited        | Not included    |

# Summary

## Section A - Introduction and Warnings

### Warnings

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

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

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

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

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

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

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

NOK Quanto "Athena Worst-of" Certificates relating to a Basket of Indices due 27 May 2030 - The securities are Certificates. International Securities Identification Number ("ISIN"): NO0013528240.

### 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): 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 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 "Athena Worst-of" Certificates relating to a Basket of Indices due 27 May 2030 - The securities are Certificates. International Securities Identification Number ("ISIN"): NO0013528240.

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

The currency of the Securities is Norwegian krone ("NOK"). The notional amount per Security is NOK 10,000. Up to 6,000 Securities will be issued. The Securities will be redeemed on 27 May 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 underlying indexes (each index, an Underlying).

Unless the product has been redeemed early, the following provisions would apply.

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 payment in cash equal to 165% but not less than 150% of the Notional Amount.
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.
  - 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.

**Automatic Early Redemption:** If, on any Autocall Valuation Date, the closing price of each underlying is greater than or equal to 100% of its Initial Reference Price, the product will be redeemed on the corresponding Early Redemption Date. You will receive for each certificate a payment in cash equal to the Notional Amount plus a premium based on the relevant Exit Rate

#### Where:

- 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.

#### PRODUCT DATA

|                            |   |                                   |  |
|----------------------------|---|-----------------------------------|--|
| Strike Date                | 12 May 2025   | Issue Price                       | 100%   |
| Issue Date                 | 26 May 2025   | Product Currency                  | NOK  |
| Redemption Valuation Date  | 13 May 2030   | Notional Amount (per certificate) | NOK 10,000   |
| Redemption Date (maturity) | 27 May 2030   |                                   |  |
| Barrier                    | 80% of the Initial Reference Price                    | Autocall Valuation Date(s)        | 12 May 2026, 12 May 2027, 12 May 2028 and 14 May 2029  |
| Early Redemption Date(s)   | 26 May 2026, 26 May 2027, 26 May 2028 and 28 May 2029 | Exit Rate(s)                      | 13%, 26%, 39% and 52% of the Notional Amount but should not be less than 10%, 20%, 30%, 40%. |

| Underlying       | Bloomberg Code |
|------------------|----------------|
| OMXS30™ Index    | OMX            |
| OMXH25           | HEX25          |
| SXIP (Insurance) | SXIP           |

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

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

#### Seniority of the securities

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

#### Restrictions on the free transferability of the securities

There are no restrictions on the free transferability of the Securities.

#### Dividend or payout policy

Not Applicable

#### Where will the securities be traded?

#### Admission to trading

Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Nasdaq Stockholm (Regulated Market) - 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.613-30-3-1-3° of the French Code monétaire et financier) and unsecured obligations of BNPP and will rank *pari passu* with all its other present and future senior preferred and unsecured obligations subject to such exceptions as may from time to time be mandatory under French law.

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

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

#### Description of the guarantor

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

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

BNPP's long-term credit ratings are A+ with a stable outlook (S&P Global Ratings Europe Limited), A1 with a stable outlook (Moody's Deutschland GmbH), AA- with a stable outlook (Fitch Ratings Ireland Limited) (*which is the long-term issuer default rating*) and AA (low) with a stable outlook (DBRS Rating GmbH) and BNPP's short-term credit ratings are A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Deutschland GmbH), F1+ (Fitch Ratings Ireland Limited.) and R-1 (middle) (DBRS Rating GmbH).

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

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

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

Commercial, Personal Banking & Services (CPBS):

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

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

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

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

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

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

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

| <b>Income statement</b>                                   |             |                |                |   |
|---|-------------|----------------|----------------|---|
|   | <b>Year</b> | <b>Year -1</b> | <b>Interim</b> | <b>Comparative interim from same period in prior year</b> |
| In millions of €  | 31/12/2023  | 31/12/2022     | 30/09/2024     | 30/09/2023*   |
| <b>Net interest income</b>                                | 19,058      | 20,933         | n.a.           | n.a.  |
| <b>Net fee and commission income</b>                      | 9,821       | 10,165         | n.a.           | n.a.  |
| <b>Net gain on financial instruments</b>                  | 10,440      | 9,449          | n.a.           | n.a.  |
| <b>Revenues</b>   | 45,874      | 45,430         | 36,694         | 35,974  |
| <b>Cost of risk</b>                                       | -2,907      | -3,003         | -2,121         | -1,935  |
| <b>Other net losses for risk on financial instruments</b> | -775        |                | -138           | 0   |
| <b>Operating Income</b>                                   | 11,236      | 12,563         | 12,109         | 12,004  |
| <b>Net Income attributable to equity holders</b>          | 10,975      | 9,848          | 9,366          | 9,225   |
| <b>Earnings per share (in €)</b>                          | 8.58        | 7.52           | 7.70           | 7.19  |

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

| <b>Balance sheet</b>                              |             |                |                |   |
|---|-------------|----------------|----------------|---|
|   | <b>Year</b> | <b>Year -1</b> | <b>Interim</b> | <b>Comparative interim from same period in prior year</b> |
| In millions of €                                  | 31/12/2023  | 31/12/2022     | 30/09/2024     | 30/09/2023  |
| <b>Total assets</b>                               | 2,591,499   | 2,663,748      | 2,753,086      | 2,701,362   |
| <b>Debt securities</b>                            | 274,510     | 220,261        | n.a.           | n.a.  |
| <i>Of which mid long term Senior Preferred</i>    | 84,821*     | 58,899*        | n.a.           | n.a.  |
| <b>Subordinated debt</b>                          | 25,478      | 24,832         | 30,160         | n.a.  |
| <b>Loans and receivables from customers (net)</b> | 859,200     | 857,020        | 874,996        | 853,247   |
| <b>Deposits from customers</b>                    | 988,549     | 1,008,056      | 1,011,422      | 965,980   |
| <b>Shareholders' equity (Group share)</b>         | 123,742     | 121,237        | 124,961        | 124,138   |
| <b>Doubtful loans/ gross outstandings**</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>Total Capital Ratio</b>                        | 17.3%       | 16.2%          | 16.7%          | 17.8%   |
| <b>Leverage Ratio</b>                             | 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 whether knock-in or knock out features apply. Auto-callable Products include automatic early redemption mechanisms. Depending on the applicable formula, if an automatic early redemption event occurs investors may be exposed to a partial loss of their investment. Investors may be exposed to a partial or total loss of their investment.

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

Index Securities are linked to the performance of an underlying index (an "Index"), 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 Index Securities face the risk of a broader set of circumstances that mean that the assets underlying the Index do not perform as expected compared to an investment in conventional debt securities. Accordingly, the return on an investment in Index 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 from and including 3 April 2025 to and including 5 May 2025, subject to any early closing or extension of the offer period. Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Nasdaq Stockholm (Regulated Market) - 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): 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 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 S.N.C., 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 S.N.C. 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.

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 "Athena Worst-of" Certifikater knyttet til en kurv av indekser med forfall 27 mai 2030 - Verdipapirene er Certifikater. Internasjonalt verdipapiridentifikasjonsnummer ("ISIN"): NO0013528240.

### Utstederens identitet og kontaktinformasjon

BNP Paribas Issuance B.V. ("**Utsteder**"), Herengracht 595, 1017 CE Amsterdam, Nederland (telefonnummer: +31(0)88 738 0000). Den juridiske enhetsidentifikatoren til Utsteder er 7245009UXRIGIRYOBR48.

### Identitet og kontaktinformasjon for tilbyderer og/eller personen som ber om opptak til handelen

Tilbyder: Garantum Norge AS, Aker Brygge, Grundingen 6, 0250 OSLO Norway, Legal Entity Identifier (LEI): 549300SUPDLSXO6YWJ42  
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 kontaktinformasjon 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): 7245009UXRIGIRYOBR48.

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

#### Hovedaktiviteter

Utstedeers 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 BNPP, 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       |
| I €                | 31/12/2023 | 31/12/2022 |
| Driftsresultat/tap | 73 071     | 120 674    |

| Regnskapsbalanse   |                 |                |
|--|-----------------|----------------|
|  | År              | År-1           |
| I €  | 31/12/2023      | 31/12/2022     |
| <b>Netto finansiell gjeld (langiktig gjeld pluss kortsiktig gjeld minus kontanter)</b> | 126 562 861 261 | 94 563 113 054 |
| <b>Nåværende forhold (omløpsmidler/kortsiktig gjeld)</b>                               | 1               | 1              |
| <b>Gjeldsgrad (total gjeld/total egenkapital)</b>                                      | 157 363         | 126 405        |
| <b>Rentedekningsgrad (driftsinntekt/rentekostnad)</b>                                  |                 |                |
|  |                 |                |
|  | År              | År-1           |
| In €   | 31/12/2023      | 31/12/2022     |
| <b>Netto kontantstrøm fra driften</b>  | 2 827 251       | -113 916       |
| <b>Netto kontantstrøm fra finansieringsaktiviteter</b>                                 | 0               | 0              |
| <b>Netto kontantstrøm fra investeringsaktiviteter</b>                                  | 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. Kreditverdigheten BNPP B.V. avhenger av kredittverdigheten til BNPP.

### Seksjon C – Nøkkelinformasjon om verdipapirene

#### Hva er verdipapirenes viktigste hovedtrekk?

##### Type, klasse og ISIN

NOK Quanto "Athena Worst-of" Certifikater knyttet til en kurv av indekser med forfall 27 mai 2030 - Verdipapirene er Certifikater. Internasjonalt verdipapiridentifikasjonsnummer ("ISIN"): NO0013528240.

##### 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 27 mai 2030.

##### Rettigheter knyttet til verdipapirene

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

*Misligholdstilfeller* - Vilklårene 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 underliggende indekser (hver indeks, en underliggende).

Med mindre produktet er innløst tidlig, vil følgende bestemmelser gjelde.

På innløsningsdagen vil du motta for hvert sertifikat:

1. Hvis den endelige referanseprisen av det underliggende med dårligst resultat er større enn eller lik 100% av dets Opprinnelig referansepris: en betaling i kontanter lik 165% men ikke mindre enn 150% av det nominelle beløpet.

2. Hvis den endelige referanseprisen av dårligst presterende underliggende er mindre enn 100 % av sin opprinnelig referansepris:

a. Hvis det ikke har oppstått en barrierehendelse: en kontantbetaling som tilsvarer nominelt beløp.

b. Hvis det har oppstått en barrierehendelse: en betaling i kontanter lik det nominelle beløpet ble redusert med opptreden av det underliggende med dårligst resultat. I dette tilfellet vil du lide et delvis eller totalt tap av det nominelle beløpet.

Automatisk førtidig innfrielse: Hvis, på en vurderingsdato for autocall, sluttkurs av hver underliggende er større enn eller lik 100% av dets Opprinnelig referansepris, vil produktet løses inn på tilsvarende tidlig innløsningsdato. Du vil motta for hvert sertifikat en betaling i kontanter lik det nominelle beløpet pluss et tillegg basert på den aktuelle utgangsrate

#### Where:

- En barrierehendelse skal ansees for å ha skjedd hvis – endelige referanseprisen for minst én underliggende er under barrieren.
- Utviklingen til en underliggende er differansen mellom dens endelige referansepris og dens opprinnelige referansepris, dividert med dens opprinnelige referansepris., uttrykt i absolutt verdi.
- Den dårligst presterende underliggende er den underliggende som viser den laveste endelige referanseprisen når denne er divideres med dens opprinnelige referansepris.
- Den opprinnelige referanseprisen for en underliggende er sluttkursen for den underliggende på strike-datoen.
- Den endelige referanseprisen for en underliggende er sluttkursen for den underliggende på innløsningsens verddivurderingsdato.

#### Product data

|                                      |              |
|--------------------------------------|--------------|
| strike-datoen                        | 12. mai 2025 |
| utstedelsesdatoen                    | 26. mai 2025 |
| verdivurderingsdatoen for innløsning | 13. mai 2030 |
| Innløsningsdatoen (forfall)          | 27. mai 2030 |

|                                    |            |
|------------------------------------|------------|
| Utstedelsespris                    | 100%       |
| produktets valuta                  | NOK        |
| nominelle beløpet (per sertifikat) | 10,000 NOK |

|                        |  |
|------------------------|--|
| barrieren              | 80% av den opprinnelige referanseprisen                  |
| tidlig innløsningsdato | 26. mai 2026, 26. mai 2027, 26. mai 2028 og 28. mai 2029 |

|                             |   |
|-----------------------------|---|
| auto call-verdsettelsesdato | 12. mai 2026, 12. mai 2027, 12. mai 2028 og 14. mai 2029  |
| utgangsrate                 | 13%, 26%, 39% og 52% av det nominelle beløpet men ikke mindre enn 10%, 20%, 30%, 40%.av det nominelle beløpet |

| underliggende    | Bloomberg kod |
|------------------|---------------|
| OMXS30™ Index    | OMX           |
| OMXH25           | HEX25         |
| SXIP (Insurance) | SXIP          |

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 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 betaling 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), A1 med stabile utsikter (Moody's Deutschland GmbH), AA- med en stabil 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 eurosonen:* 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 eurosonen, 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.

Investerings- 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 forsikringselskaper 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 forsikringselskaper.

| Resultatregnskap  |            |            |            |  |
|---|------------|------------|------------|--|
|   | År         | År-1       | Foreløpig  | Sammenligningsperiode fra samme periode året før |
| I millioner av euro   | 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>Driftsresultat</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       | 7,70       | 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 euro   | 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 kostnader eller til virkelig verdi over egenkapitalen (eksklusiv forsikring) og rapportert over utestående bruttoulån til kunder og kredittinstitusjoner, balanse og utenfor balanse, og inkludert gjeldspapirer målt til amortiserte kostnader eller til virkelig verdi over egenkapitalen (eksklusiv forsikring).

#### De fleste materielle risikofaktorene tilknyttet garantisten

- En betydelig økning i nye avsetninger eller en mangel på nivået på tidligere bokførte avsetninger eksponert for kredittrisiko og motpartsrisiko kan påvirke BNP Paribas-gruppen sine driftsresultater og økonomiske tilstand negativt
- 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.
- BNP Paribas-gruppen kan pådra seg betydelig tap på handels- og investeringsaktiviteten på grunn av svingninger i markedet og volatilitet
- BNP Paribas-gruppen sin tilgang til og kostnad for finansiering kan påvirkes negativt av en gjenoppblomstring av finanskriser, forverrede økonomiske forhold, nedgradering av rating, økning i statspapirer eller andre faktorer
- 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.
- 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.
- 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 om knock-in eller knock-out-funksjoner gjelder. Produkter som inkluderer automatiske innløsning inkluderer automatiske mekanismer for tidlig innløsning. Avhengig av gjeldende formel, kan investorer bli utsatt for delvis tap av investeringen hvis en automatisk hendelse med tidlig innløsning inntreffer. Investorer kan bli utsatt for et totalt eller delvis tap av investeringen.

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

Indeksverdipapirer er tilknyttet utviklingen til en underliggende indeks (en "indeks") som kan være basert på ulike aktivklasser som f.eks. aksjer, obligasjoner, valutakurser eller eiendomspriser, eller de kan være basert på en blanding av aktivklasser. Investorer i indeksverdipapirer står overfor risikoen av et bredere sett av omstendigheter som innebærer at indeksens underliggende aktiva ikke oppnår forventede resultater sammenlignet med en investering i vanlige gjeldsverdipapirer. Dette betyr at avkastningen på en investering i indeksverdipapirer har større sannsynlighet for å bli negativt påvirket enn en investering i vanlige gjeldsverdipapirer. Eksponering mot indekser, justeringshendelser og markedsavbrudd eller manglende åpning av en børs, kan svekke disse verdipapirenes verdi og likviditet.

##### 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

Instrumentene vil bli tilbudt til allmenheten i Norge fra og med 3 April 2025 til og med 5 mai 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 Stockholm - Structured Products NOK Segment (regulert marked).

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

Ingen utgifter vil bli belastet investorene av utstederen.

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

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

Tilbyder: Garantum Norge AS, Aker Brygge, Grundingen 6, 0250 OSLO Norway, Legal Entity Identifier (LEI): 549300SUPDLSXO6YWJ42

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).

#### 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 S.N.C., 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 S.N.C. 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.