

**FINAL TERMS FOR CERTIFICATES**

**FINAL TERMS DATED 1 JULY 2024**

**BNP Paribas Issuance B.V.**

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

Legal entity identifier (LEI): 7245009UXRIGIRYOBR48

**BNP Paribas**

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

Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83

**Issue of up to EUR 30,000,000 Underlying Interest Rate Certificates due 31 July 2029**

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

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

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

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

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

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 30 May 2024, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the “**Supplements**”) (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitutes 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 and any Supplements to the Base Prospectus and these Final Terms are available for viewing at <https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx> 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:	FICRT 16777 CI
Tranche Number:	1
Number of Securities issued:	Up to 300,000
Number of Securities:	Up to 300,000
ISIN:	XS2799325100
Common Code:	279932510
Issue Price per Security:	EUR 100
Redemption Date:	31 July 2029
Relevant Jurisdiction:	Not applicable
Share Amount/Debt Security Amount:	Not applicable
Specified Securities pursuant to Section 871(m):	No

### GENERAL PROVISIONS

The following terms apply to each series of Securities:

<b>1.</b>	Issuer:	BNP Paribas Issuance B.V.
<b>2.</b>	Guarantor:	BNP Paribas
<b>3.</b>	Trade Date:	20 June 2024
<b>4.</b>	Issue Date and Premium Amount Commencement Date:	31 July 2024
<b>5.</b>	Consolidation:	Not applicable
<b>6.</b>	Type of Securities:	(a) Certificates  (b) The Securities are Underlying Interest Rate Securities.
		The provisions of Annex 11 (Additional Terms and Conditions for Underlying Interest Rate Securities) shall apply
<b>7.</b>	Form of Securities:	Clearing System Global Security
<b>8.</b>	Business Day Centre(s):	The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 1 is a day upon which the T2 System is open
<b>9.</b>	Settlement:	Settlement will be by way of cash payment (Cash Settled Securities).
<b>10.</b>	Rounding Convention for Cash Settlement Amount:	Not applicable
<b>11.</b>	Variation of Settlement:	
	Issuer's option to vary settlement:	The Issuer does not have the option to vary settlement in respect of the Securities.
<b>12.</b>	Final Payout	NA x 100.00 per cent.
	Payout Switch:	Not applicable
	Aggregation:	Not applicable
<b>13.</b>	Relevant Asset(s):	Not applicable
<b>14.</b>	Entitlement:	Not applicable
<b>15.</b>	Exchange Rate / Conversion Rate:	Not applicable.
<b>16.</b>	Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is Euro ("EUR").

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|-----|--|---|
| 17. | Syndication:                             | The Securities will be distributed on a non-syndicated basis. |
| 18. | Minimum Trading Size:                    | EUR 100   |
| 19. | Agent(s):                                |   |
|     | (a) Principal Security Agent:            | BNP Paribas Financial Markets S.N.C.                          |
|     | (b) Security Agent(s):                   | Not applicable  |
| 20. | Registrar:                               | Not applicable  |
| 21. | Calculation Agent:                       | BNP Paribas<br>10 Harewood Avenue<br>London NW1 6AA           |
| 22. | Governing law:                           | English law   |
| 23. | <i>Masse</i> provisions (Condition 9.4): | Not applicable  |

**PRODUCT SPECIFIC PROVISIONS**

- |     |   |  |
|-----|---|--|
| 24. | Hybrid Securities:  | Not applicable   |
| 25. | Index Securities:   | Not applicable   |
| 26. | Share Securities:   | 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:                                  | Applicable   |
|     | (a) Underlying Interest Determination Date(s):                        | Seven (7) T2 Business Days prior to the relevant Premium Amount Payment Date |
|     | (b) Manner in which the Underlying Interest Rate is to be determined: | Screen Rate Determination  |
|     | (A) Screen Rate Determination:  | Applicable   |

- (a) Underlying Reference Rate: 3 month EURIBOR
- (b) Specified Time: 11.00 a.m., Brussels time
- (c) Relevant Screen Page: Reuters page 'EURIBOR01' (or any successor page thereto)
- (B) ISDA Determination: Not applicable
- (c) Underlying Margin(s): Not applicable
- (d) Minimum Underlying Reference Rate: Not applicable
- (e) Maximum Underlying Reference Rate: 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: Not applicable
- 41.** Knock-out Event: Not applicable
- 42. EXERCISE, VALUATION AND REDEMPTION**
- (a) Notional Amount of each Certificate: EUR 100
- (b) Partly Paid Certificates: The Certificates are not Partly Paid Certificates

- (c) Interest: Not applicable
- (d) Fixed Rate Provisions: Not applicable
- (e) Floating Rate Provisions: Not applicable
- (f) Linked Interest Certificates: Not applicable
- (g) Payment of Premium Amount(s): Applicable
- (i) Premium Amount(s) Notional Amount x Premium Amount Rate
- (ii) Linked Premium Amount Certificates: Not applicable
- Day Count Fraction: Not applicable
- (iii) Variable Premium Amount Certificates: Not applicable
- Day Count Fraction: Not applicable
- Linear Interpolation: Not applicable
- (iv) Premium Amount Payment Date(s): 31 July in each year from and including 31 July 2025 to and including 31 July 2029
- (v) Business Day Convention for Premium Amount Payment Date(s): Modified Following
- (vi) Premium Amount Rate: Digital Coupon applicable:

	<b>Single Digital Coupon Condition is applicable:</b>
	(A) if the Digital Coupon Condition is satisfied in respect of SPS Coupon Valuation Date(i):
	Rate <sub>(i)</sub>
	(B) if the Digital Coupon Condition is not satisfied in respect of SPS Coupon Valuation Date(i), as applicable:
	zero
	Where:
	<b>Barrier Level</b> means 3.20 per cent. per annum

	<b>Digital Coupon Condition</b> means that the DC Barrier Value for the relevant SPS Coupon Valuation Date is equal to or less than the Barrier Level.
	<b>DC Barrier Value</b> means Underlying Reference Value
	<b>i</b> means 1 to 5, representing the relevant SPS Valuation Date
	<b>Rate<sup>(i)</sup></b> means 4.20 per cent.
	<b>SPS Coupon Valuation Date</b> means Underlying Interest Determination Date
	<b>SPS Valuation Date</b> means SPS Coupon Valuation Date
	<b>Underlying Reference</b> means the Underlying Reference Rate.
	<b>Underlying Reference Closing Price Value</b> means, in respect of a SPS Valuation Date, the Underlying Reference Rate in respect of such day.
	<b>Underlying Reference Strike Price</b> means 1
	<b>Underlying Reference Value</b> means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price.

- (vii) Premium Amount Record Date(s): Two Business Days prior to the relevant Premium Amount Payment Date
- (h) Index Linked [Interest/Premium Amount] Certificates: Not applicable
- (i) Share Linked [Interest/Premium Amount] Certificates: Not applicable
- (j) ETI Linked [Interest/Premium Amount] Certificates: Not applicable
- (k) Debt Linked [Interest/Premium Amount] Certificates: Not applicable
- (l) Commodity [Interest/Premium Amount] Certificates: Linked Amount Not applicable

- |      |  |                          |   |
|------|--|--------------------------|---|
| (m)  | Inflation<br>[Interest/Premium<br>Certificates:  | Linked<br>Amount]        | Not applicable  |
| (n)  | Currency<br>[Interest/Premium<br>Certificates:   | Linked<br>Amount]        | Not applicable  |
| (o)  | Fund<br>Amount] Certificates:                    | Linked [Interest/Premium | Not applicable  |
| (p)  | Futures<br>Amount] Certificates:                 | Linked [Interest/Premium | Not applicable  |
| (q)  | Underlying Interest Rate<br>Interest Provisions: | Linked                   | 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<br>Redemption Event:                   | Early                    | Single Standard Automatic Early Redemption: the SPS<br>AER Value is equal to or less than the Automatic Early<br>Redemption Level |
| (ii) | Automatic<br>Redemption Payout:                  | Early                    | SPS Automatic Early Redemption Payout:  |

**NA x (100% + AER Exit Rate)**

SPS AER Valuation is applicable

And where:

**NA** means EUR 100

**SPS AER Value** means Underlying Reference Value

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

**Underlying Reference** means the Underlying  
Reference Rate

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

**Underlying Reference Strike Price** means 1.



**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.

(iii)	Automatic Redemption Date(s):	Early	Each Premium Amount Payment Date from and including the Premium Amount Payment Date due to fall on 31 July 2025 to and including the Premium Amount Payment Date due to fall on 31 July 2028
(iv)	Observation Source:	Price	Not applicable
(v)	Underlying Level:	Reference	Not applicable
(vi)	Automatic Redemption Level:	Early	2.20 per cent. per annum
(vii)	Automatic Redemption Percentage:	Early	Not applicable
(viii)	AER Exit Rate:		0.00 per cent.
(ix)	Automatic Redemption Date(s)/Period(s):	Early Valuation	Seven (7) T2 Business Days prior to the relevant Premium Amount Payment Date from and including the Premium Amount Payment Date due to fall on 31 July 2025 to and including the Premium Amount Payment Date due to fall on 31 July 2028
(v)	Strike Date:		Not applicable
(w)	Strike Price:		Not applicable
(x)	Redemption Valuation Date:		Not applicable
(y)	Averaging:		Not applicable
(z)	Observation Dates:		Not applicable
(aa)	Observation Period:		Not applicable
(bb)	Settlement Business Day:		Not applicable
(cc)	Cut-off Date:		Not applicable
(dd)	Security Threshold on the Issue Date:		Not applicable

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

#### **DISTRIBUTION AND US SALES ELIGIBILITY**

- 43.** U.S. Selling Restrictions: Not applicable – the Securities may not be legally or beneficially owned by or transferred to any U.S. person at any time
- 44.** Additional U.S. Federal income tax considerations: The Securities are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986
- 45.** Registered broker/dealer: Not applicable
- 46.** TEFRA C or TEFRA Not Applicable: TEFRA Not Applicable
- 47.** Non-exempt Offer: Applicable
- (i) Non-exempt Offer Jurisdictions: Republic of Italy
- (ii) Offer Period: From and including 1 July 2024 to and including 25 July 2024
- (iii) Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it: Banca Nazionale del Lavoro S.p.A.  
 Viale Altiero Spinelli, 30  
 00157 Rome,  
 Italy  
 (the "**Distributor**" or "**Authorised Offeror**")
- (iv) General Consent: Not applicable
- (v) Other Authorised Offeror Terms: Not applicable
- 48.** Prohibition of Sales to EEA and UK Investors:
- (b) Prohibition of Sales to EEA Retail Investors: Not applicable
- (c) Prohibition of Sales to Belgian Consumers: Not applicable
- (d) Prohibition of Sales to UK Retail Investors: Not applicable
- (e) Prohibition of Sales to EEA Non Retail Investors (where Securities are held in a retail account): Not applicable

- (f) Prohibition of Sales to UK Non Retail Investors (where Securities are held in a retail account): Not applicable

**PROVISIONS RELATING TO COLLATERAL AND SECURITY**

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

50. Notional Value Repack Securities: Not applicable

51. Actively Managed Securities: Not applicable

**Responsibility**

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



As Issuer:

By:

Duly authorised

## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

Listing and admission to trading: Application will be made for the Securities to be admitted to trading on the Multilateral Trading Facility EuroTLX (managed by Borsa Italiana S.p.A.). The Issuer is not a sponsor of, nor is it responsible for, the admission and trading of the Securities on the EuroTLX and no assurance can be given that any such application will be successful.

### 2. Ratings

Ratings: The Securities have not been rated.

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

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

Investors should be informed of the fact that the Distributor will receive from the Issuer placement fees implicit in the Issue Price of the Securities equal to a maximum amount of 2.00% of the Notional Amount per Security. All placement fees will be paid out upfront.

Moreover, investors shall be aware that implicit in the Issue Price of the Certificates are structuring costs equal to an estimated amount of 1.37% of the Notional Amount per Security.

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

- (a) Reasons for the offer: See "*Use of Proceeds*" in Base Prospectus
- (b) Estimated net proceeds: Up to EUR 30,000,000
- (c) Estimated total expenses: Not applicable

### 5. Performance of Underlying References and Other Information concerning the Underlying References

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

### 6. Operational Information

Relevant Clearing System(s): Euroclear and Clearstream, Luxembourg

If other than Euroclear Bank S.A./N.V., Clearstream Banking, S.A., Euroclear France, include the relevant identification number(s) and

in the case of Swedish Dematerialised Securities, the Swedish Security Agent:

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

Offer Price: Issue Price of which a maximum amount of 2.00% (all tax included) is represented by commissions payable to the Distributor.

Moreover, investors shall be aware that implicit in the Issue Price of the Certificates are structuring costs equal to an estimated amount of 1.37% of the Notional Amount per Security.

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 and cancel the issuance of the Securities for any reason, in accordance with the Distributor 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.

The Issuer will determine the final amount of Securities issued up to a limit of 300,000 Securities. Securities will be allotted subject to availability in the order of receipt of investors' applications. The final amount of the Securities issued will be determined by the Issuer in light of prevailing market conditions, and depending on the number of Securities which have been agreed to be purchased as of end of the Offer Period.

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 webpage [investimenti.bnpparibas.it/product-details/XS2799325100](http://investimenti.bnpparibas.it/product-details/XS2799325100).

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 webpage [investimenti.bnpparibas.it/product-details/XS2799325100](http://investimenti.bnpparibas.it/product-details/XS2799325100).

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 [investimenti.bnpparibas.it/product-details/XS2799325100](https://investimenti.bnpparibas.it/product-details/XS2799325100).

Description of the application process:

Investors may apply for the subscription of the Securities during normal Italian banking hours at the offices (*filiali*) of the Distributor from and including 1 July 2024 to and including 25 July 2024, subject to any early closing or extension of the Offer Period.

The Securities will also be distributed through door-to-door selling pursuant to Article 30 of the Italian Legislative Decree No. 58 of 24 February 1998, as amended from time to time (the **Italian Financial Services Act**) from and including 1 July 2024 to and including 18 July 2024, subject to any early closing or extension of the Offer Period.

Pursuant to Article 30, paragraph 6, of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of purchase by the relevant investor. Within such period investors may notify the relevant Distributor of their withdrawal without payment of any charge or commission.

Securities will also be distributed by the Distributor by means of distance communication techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Italian Financial Services Act. In this case, the investor may purchase the Securities from and including 1 July 2024 to and including 25 July 2024, subject to any early closing or extension of the Offer Period. The Distributor is responsible for the notification of any withdrawal right applicable in relation to the offer of the Securities to potential investors.

The distribution activity will be carried out in accordance with the usual procedures of the

Distributor. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription for the Securities. The Distributor is responsible for the notification of any withdrawal right applicable in relation to the offer of the Securities to potential investors.

Applicants having no client relationship with the Distributor with whom the acceptance form is filed may be required to open a current account or to make a temporary non-interest bearing deposit of an amount equal to the counter-value of the Securities requested, calculated on the basis of the Issue Price of the Securities. In the event that the Securities are not allotted or only partially allotted, the total amount paid as a temporary deposit, or any difference with the counter-value of the Securities allotted, will be repaid to the applicant without charge by the Issue Date.

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.

Applications received by the Distributor prior to the start of the Offer Period or after the closing date of the Offer Period, will be considered as not having been received and will be void.

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

Minimum subscription amount per investor: one Certificate (EUR 100). The maximum amount of application of Securities will be subject only to availability at the time of the application.

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

Not applicable

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

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

The Securities are cleared through the clearing systems and are due to be delivered through the Distributor 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: <a href="http://investimenti.bnpparibas.it/product-details/XS2799325100">investimenti.bnpparibas.it/product-details/XS2799325100</a> 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:	<p>There are no pre-identified allotment criteria.</p> <p>The Distributor will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Distributor during the Offer Period will be assigned up to the maximum amount of the Offer.</p> <p>In the event that during the Offer Period the requests exceed the total amount of the Offer destined to prospective investors, 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.</p> <p>Each investor will be notified by the Distributor of its allocation of Securities after the end of the Offer Period and in any event on or around the Issue Date.</p> <p>No dealings in the Securities may take place prior to the Issue Date.</p>
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	<p>The Issuer is not aware of any expenses and taxes specifically charged to the subscriber.</p> <p>For the Offer Price which includes the commissions payable to the Distributor see above "Offer Price".</p>

**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 after rates and a description of the main terms of their commitment:	None
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**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 Distributor 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:	No underwriting commitment is undertaken by the Distributor.
When the underwriting agreement has been or will be reached:	Not applicable

**10. EU Benchmarks Regulation**

Not applicable

# Summary

## Section A – Introduction and Warnings

### Warnings

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

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

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

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

Up to EUR 30,000,000 Underlying Interest Rate Certificates due 31 July 2029.- The securities are Certificates. International Securities Identification Number ("ISIN"): XS2799325100.

### 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: Banca Nazionale del Lavoro S.p.A., Viale Altiero Spinelli, 30, 00157 Rome, Italy

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 24-185 by the AMF.

## Section B - Key information on the issuer

### Who is the issuer of the securities?

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

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

#### 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 and Matthew Yandle.

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

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

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

Key financial information			
Income statement			
	Year	Year -1	
In €	31/12/2023	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)	126,562,861,26	94,563,113,054	
Current ratio (current assets/current liabilities)	1.0	1.0	
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 flow 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?

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

### Section C - Key Information on the securities

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

##### Type, class and ISIN

Up to EUR 30,000,000 Underlying Interest Rate Certificates due 31 July 2029.- The securities are Certificates. International Securities Identification Number ("ISIN"): XS2799325100.

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

The currency of the Securities is Euro ("EUR"). The notional amount per Security is EUR 100. Up to 300,000 Securities will be issued. The Securities will be redeemed on 31 July 2029.

##### Rights attached to the securities

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

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

Governing law - The Securities are governed by English law.

Redemption: Unless the Certificates have been early redeemed or purchased and cancelled, on the Redemption Date each Holder will receive a payment in cash in respect of each Certificate equal to the Notional Amount.

##### Coupon Rate:

If 3 month EURIBOR is equal to or less than 3.20% per annum, the Coupon Rate in respect of the relevant Variable Coupon Payment Date will be 4.20%. Otherwise the Coupon Rate in respect of the relevant Variable Coupon Payment Date will be 0.00%. Each such Coupon Rate will be determined on the relevant Coupon Valuation Date.

Automatic Early Redemption: If on any Automatic Early Redemption Valuation Date 3 month EURIBOR is equal to or less than 2.20% per annum, the Securities will be redeemed by payment in cash in respect of each Certificate equal to the Notional Amount on the corresponding Automatic Early Redemption Date.

Issue Date	31 July 2024	Issue Price (per Certificate)	EUR 100
Redemption Date	31 July 2029	Product Currency	EUR

<b>Automatic Early Redemption Valuation Date</b>	Seven (7) T2 Business Days prior to the relevant Variable Coupon Payment Date from and including the Variable Coupon Payment Date due to fall on 31 July 2025 to and including the Variable Coupon Payment Date due to fall on 31 July 2028	<b>Notional Amount (per Certificate)</b>	EUR 100
<b>Automatic Early Redemption Date</b>	31 July in each year from and including 31 July 2025 to and including 31 July 2028, each date subject to adjustment		
<b>Variable Coupon Payment Dates</b>	31 July in each year from and including 31 July 2025 to and including 31 July 2029, each date subject to adjustment		
<b>3 month EURIBOR</b>	The screen rate for 3 month EURIBOR which appears on Reuters EURIBOR01 at 11.00 a.m., Brussels time on the relevant Coupon Valuation Date.		
<b>Coupon Valuation Dates</b>	Seven (7) T2 Business Days prior to the relevant Variable Coupon Payment Date		

#### General Terms

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 EuroTLX .

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

#### Nature and scope of the guarantee

The Guarantee is an unsubordinated and unsecured obligation of BNPP and will rank pari passu with all its other present and future unsubordinated and unsecured obligations subject to such exceptions as may from time to time be mandatory under French law.

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 on 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): ROMUWSFPU8MPRO8K5P83.

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

BNP Paribas' 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), 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, Turkey 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), 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 31 December 2023, the main shareholders were Société Fédérale de Participations et d'Investissement ("SFPI") a public-interest société anonyme (public limited company) acting on behalf of the Belgian government state holding 5.5% of the share capital, BlackRock Inc. holding 6.9% of the share capital, Amundi holding 5.4% of the share capital and Grand Duchy of Luxembourg holding 1.1% of the share capital.

<b>Key financial information for the purpose of assessing the guarantor's ability to fulfil its commitments under the Guarantee</b>					
<b>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>					
<b>Income statement</b>					
	<b>Year</b>	<b>Year -1</b>	<b>Year-2</b>	<b>Interim</b>	<b>Comparative interim from same period in prior year</b>
<b>In millions of €</b>	<b>31/12/2023</b>	<b>31/12/2022</b>	<b>31/12/2021</b>	<b>31/03/2024</b>	<b>31/03/2023</b>
Net interest income	19,058	20,933	19,238	4,644	4,284
Net fee and commission income	9,821	10,165	10,362	2,694	2,472
Net gain on financial instruments	10,440	9,449	7,777	3,452	3,682
Revenues	45,874	45,430	43,762	12,483	12,032
Cost of risk	-2,907	-3,003	-2,971	-640	-592
Other net losses for risk on financial instruments	-775			-5	-50
Operating Income	11,236	12,563	11,325	3,901	2,199
Net income attributable to equity holders	10,975	9,848	9,488	3,103	4,435
Earnings per share (in euros)	8.58	7.52	7.26	2.51	3.48

Balance sheet					
	Year	Year -1	Year-2	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2023	31/12/2022	31/12/2021	31/03/2024	31/03/2023
<b>Total assets</b>	2,591,499	2,663,748	2,634,444	2,700,042	2,693,796
<b>Debt securities</b>	275,245	220,937	220,106	297,902	242,608
<i>Of which mid long term Senior Preferred</i>	84,821*	58,899*	78,845*	N/A	N/A
<b>Subordinated debt</b>	25,478	24,832	25,667	27,411	24,745
<b>Loans and receivables from customers (net)</b>	859,200	857,020	814,000	859,213	854,272
<b>Deposits from customers</b>	988,549	1,008,056	957,684	973,165	1,001,453
<b>Shareholders' equity (Group share)</b>	123,742	121,237	117,886	125,011	127,145
<b>Doubtful loans/ gross outstandings**</b>	1.7%	1.7%	2.0%	1.7%	1.7%
<b>Common Equity Tier 1 capital (CET1) ratio</b>	13.2%	12.3%	12.9%	13.1%	13.6%
<b>Total Capital Ratio</b>	17.3%	16.2%	16.4%	17.1%	17.9%
<b>Leverage Ratio</b>	4.6%	4.4%	4.1%	4.4%	4.4%

(\*) Regulatory scope

(\*\*) Impaired loans (stage 3) to customers and credit institutions, not netted of guarantees, 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 macroeconomic and financial conditions have in the past had and may in the future significantly affect on the BNP Paribas Group and the markets in which it operates.
6. Laws and regulations adopted in recent years, as well as current and future legislative and regulatory developments, may significantly impact the BNP Paribas Group and the financial and economic environment in which it operates.
7. Should the BNP Paribas Group fail to implement its strategic objectives or to achieve its published financial objectives, or should its results not follow stated expected trends, the trading price of its securities could be adversely affected.

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

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

There are also risks associated with the Securities, including:

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

The variable rate of return of the Securities is dependent upon the performance of 3 month EURIBOR.

##### 2. Risks related to disruption and adjustments:

If an Administrator/Benchmark Event occurs, the Securities may be subject to adjustment or early redemption. Such consequences may have a material adverse effect on the value and liquidity of the Securities and/or the return a Holder can expect to receive on their investment.

##### 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 rate of 3 month EURIBOR and the time remaining until the scheduled redemption date of the Securities. 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 1 July 2024 to and including 25 July 2024, subject to any early closing or extension of the offer period.

Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the EuroTLX.

**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: Banca Nazionale del Lavoro S.p.A., Viale Altiero Spinelli, 30, 00157 Rome, Italy

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 EUR 30,000,000

**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.

BNP Paribas, which acts as 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 as 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.

## Nota di sintesi

### Sezione A - Introduzione e Avvertenze

#### Avvertenze

La presente Nota di Sintesi va intesa quale introduzione al Prospetto di Base e alle Condizioni Definitive.

Qualsiasi decisione di investimento nei Titoli dovrebbe basarsi sull'esame del presente Prospetto di Base nella sua interezza, incluso ogni eventuale documento incorporato mediante riferimento, e delle relative Condizioni Definitive.

Gli investitori possono essere esposti a una perdita parziale o totale dell'investimento.

Qualora sia presentato un ricorso dinanzi all'autorità giudiziaria di uno Stato Membro dello Spazio Economico Europeo in merito alle informazioni contenute nel Prospetto di Base e nelle Condizioni Definitive applicabili, l'investitore ricorrente potrebbe essere tenuto, a norma del diritto nazionale dello Stato Membro in cui è presentato il ricorso, a sostenere le spese di traduzione del Prospetto di Base e delle Condizioni Definitive prima dell'inizio del procedimento legale.

La responsabilità civile in ciascuno di tali Stati Membri è a carico dell'Emittente o dell'eventuale Garante esclusivamente sulla base della presente nota di sintesi, inclusa ogni traduzione della stessa, ma solo se è fuorviante, imprecisa o incoerente ove letta congiuntamente alle altre parti del Prospetto di Base e delle Condizioni Definitive applicabili o, non offra, se letta insieme alle altre parti del Prospetto di Base e delle Condizioni Definitive applicabili, le informazioni fondamentali per aiutare gli investitori a valutare l'opportunità di investire in tali Titoli.

Il prodotto che si sta per acquistare non è semplice e può essere di difficile comprensione.

#### Name e codice internazionale di identificazione dei titoli (ISIN)

Emissione fino a EUR 30.000.000 di *Certificate* di tasso variabile con scadenza 31 luglio 2029. - I titoli sono Certificati. Codice internazionale di identificazione dei titoli ("ISIN"): XS2799325100.

#### Nome e contatti dell'emittente

BNP Paribas Issuance B.V. ("BNPP B.V." o l'"Emittente"). Herengracht 595, 1017 CE Amsterdam, Paesi Bassi (numero di telefono: +31(0)88 738 0000). L'identificativo della persona giuridica dell'Emittente (LEI): è 7245009UXRIGIRYOBR48

#### Nome e contatti dell'offerente e / o del richiedente l'ammissione alla negoziazione

Offerente: Banca Nazionale del Lavoro S.p.A., Viale Altiero Spinelli, 30, 00157 Rome, Italy

Richiedente l'ammissione alla negoziazione: BNP Paribas Issuance B.V. (in seguito denominata l'"Emittente"), Herengracht 595, 1017 CE Amsterdam, Paesi Bassi (numero di telefono: +31(0)88 738 0000).

#### Nome e contatti dell'autorità competente che approva il prospetto

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

#### Data di approvazione del prospetto

Il Prospetto di Base è stato approvato il 30 maggio 2024 dall'AMF con il numero di approvazione 24-185, e successive modifiche.

### Sezione B - Informazioni chiave concernenti l'emittente

#### Chi è l'emittente dei titoli?

#### Domicilio / forma giuridica / codice LEI / legge che disciplina l'emittente / stato di costituzione

L'Emittente è stato costituito in Olanda nella forma di una società a responsabilità limitata ai sensi della legge olandese, con sede legale in Herengracht 595, 1017 CE Amsterdam, Olanda. Identificativo della persona giuridica (LEI): 7245009UXRIGIRYOBR48.

I rating del credito a lungo termine di BNPP B.V. è A+ con outlook stabile (S&P Global Ratings Europe Limited) e i rating del credito a breve termine di BNPP B.V. sono A-1 (S&P Global Ratings Europe Limited).

#### Attività principali

L'attività principale dell'Emittente consiste nell'emettere e/o acquisire strumenti finanziari di qualsiasi natura e nello stipulare contratti a essi inerenti a favore di varie società del Gruppo BNPP.

Le attività di BNPP B.V. sono costituite dalle passività di altre entità del Gruppo BNPP. I detentori di titoli emessi da BNPP B.V., soggetti alle disposizioni della Garanzia emessa da BNPP, saranno esposti alla capacità delle entità del Gruppo BNPP di adempiere ai propri obblighi nei confronti di BNPP B.V.

#### Maggiori azionisti

BNP Paribas detiene il 100% del capitale sociale di BNPP B.V.

#### Nome dei suoi principali dirigenti

I Managing Directors di BNP Paribas Issuance B.V. sono Edwin Herskovic, Cyril Le Merrer, Folkert van Asma, Hugo Peek e Matthew Yandle.

#### Nome dei del revisore contabile

Deloitte Accountants N.V. è la società di revisione dell'Emittente. Deloitte Accountants N.V. è una società di revisione contabile indipendente dei Paesi Bassi registrata presso la NBA (*Nederlandse Beroepsorganisatie van Accountants*).

#### Quali sono le informazioni finanziarie chiave relative all'emittente?

#### Informazioni finanziarie chiave



<b>Conto economico</b>				
	<b>Anno</b>	<b>Anno-1</b>		
<b>In €</b>	31/12/2023	31/12/2022		
<b>Utile/perdita operativa</b>	73.071	120.674		
<b>Bilancio</b>				
	<b>Anno</b>	<b>Anno-1</b>		
<b>In €</b>	31/12/2023	31/12/2022		
<b>Debito finanziario netto (debito a lungo termine più debito a breve meno cassa)</b>	126.562.861.261	94.563.113.054		
<b>Rapporto corrente (attività correnti/passività correnti)</b>	1.0	1.0		
<b>Rapporto debito/patrimonio netto (passività totali/patrimonio netto totale)</b>	157.363	126.405		
<b>Rapporto di copertura degli interessi (proventi operativi/interessi passivi)</b>	Nessuna spesa per interessi	Nessuna spesa per interessi		
<b>Rendiconto finanziario</b>				
	<b>Anno</b>	<b>Anno-1</b>		
<b>In €</b>	31/12/2023	31/12/2022		
<b>Flussi di cassa netti da attività operative</b>	2.827.251	-113.916		
<b>Flussi di cassa netti da attività di finanziamento</b>	0	0		
<b>Flusso di cassa netto da attività di investimento</b>	0	0		

#### **Riserve nella relazione di revisione**

Non applicabile, non vi sono riserve in alcuna relazione dei revisori sulle informazioni finanziarie relative agli esercizi passati incluse nel Prospetto di Base.

#### **Quali sono i principali rischi specifici dell'emittente?**

Non applicabile. BNPP B.V. è una società operativa. Il merito creditizio di BNPP B.V. dipende dal merito creditizio di BNPP.

### **Sezione C - Informazioni chiave sui titoli**

#### **Quali sono le principali caratteristiche dei titoli?**

##### **Tipologia, classe e codice ISIN**

Emissione fino a EUR 30,000,000 di *Certificate* di tasso variabile con scadenza 31 luglio 2029. - I titoli sono Certificati. Codice internazionale di identificazione dei titoli ("ISIN"): XS2799325100.

##### **Valuta / valore nominale di titoli emessi / numero di titoli emessi / scadenza dei titoli**

La valuta dei Titoli è Euro ("EUR"). I Titoli hanno un valore nominale di EUR 100. Saranno emessi un quantitativo di Fino a 300.000 Titoli. I Titoli saranno liquidati in data 31 luglio 2029.

##### **Diritti connessi ai titoli**

*Divieto di costituzione di garanzie reali (negative pledge)* - I termini dei Titoli non conterranno alcuna clausola di divieto di costituzione di garanzie reali.

*Eventi di Inadempimento* - I termini dei Titoli non conterranno eventi di inadempimento.

*Legge applicabile* - I Titoli saranno regolati ai sensi del diritto inglese.

L'obiettivo di questo prodotto è di fornire un rendimento collegato all'andamento di un tasso d'interesse (il Tasso di Riferimento). Il prodotto prevede anche il versamento di premi periodici/a scadenza in base a quanto riportato successivamente. Qualora il prodotto non sia scaduto anticipatamente, alla Data di Liquidazione riceverete per ogni certificato, in aggiunta all'eventuale versamento finale di un Premio, un pagamento in contanti pari al 100% dell'Importo Nozionale.

**Premio/i:** è previsto il versamento di un Premio Condizionato alla/a ogni Data di Pagamento del Premio Condizionato solamente se si verifica la Condizione di Versamento del Premio Condizionato. La Condizione di Versamento del Premio Condizionato si verifica solo se, ad una Data di Valutazione del Premio Condizionato, il Tasso di Riferimento rilevato in tale data risulta pari o inferiore alla corrispondente Barriera per il Versamento del Premio Condizionato.

**Scadenza Anticipata Automatica:** se, a qualsiasi Data di Valutazione dell'Importo di Liquidazione Anticipato, il Tasso di Riferimento rilevato in tale data risulta pari o inferiore alla corrispondente Barriera per la Scadenza Anticipata, il prodotto sarà liquidato alla corrispondente Data di Scadenza Anticipata. Riceverete per ogni certificate un importo in contanti pari all'Importo Nozionale.

#### **Scheda prodotto**

<b>Data di Emissione</b>	31 luglio 2024	<b>Prezzo di Emissione</b>	EUR 100
<b>Data di Liquidazione (rimborso)</b>	31 luglio 2029	<b>Valuta del prodotto</b>	EUR
<b>Importo Nozionale (per certificato)</b>	EUR 100		
<b>Data/e di Valutazione del/i Premio/i Condizionato/i</b>	22 luglio 2025, 22 luglio 2026, 22 luglio 2027, 20 luglio 2028 e 20 luglio 2029	<b>Data/e di Pagamento del/i Premio/i Condizionato/i</b>	31 luglio 2025, 31 luglio 2026, 30 luglio 2027, 31 luglio 2028 e 31 luglio 2029
<b>Premio/i Condizionato/i</b>	4,20% dell'Importo Nozionale	<b>Barriera/e per il Versamento del Premio/i Condizionato/i</b>	3,20%
<b>Data/e di Scadenza Anticipata</b>	31 luglio 2025, 31 luglio 2026, 30 luglio 2027 e 31 luglio 2028	<b>Data/e di Valutazione dell'Importo di Liquidazione (rimborso) Anticipato</b>	22 luglio 2025, 22 luglio 2026, 22 luglio 2027 e 20 luglio 2028
<b>Barriera per la Scadenza Anticipata</b>	2,20% p.a.		
<b>Tasso di Riferimento</b>	<b>Codice Bloomberg</b>		
Euribor 3M	EUR003M Index		

#### Termini Generali

Assemblee - Le condizioni dei Titoli conterranno disposizioni per la convocazione di assemblee dei Portatori di tali Titoli per valutare questioni che riguardano i loro interessi. Tali disposizioni consentono a maggioranze predefinite di vincolare tutti i Portatori, inclusi i Portatori che non hanno partecipato o votato all'assemblea in questione e i Portatori che hanno votato in modo contrario rispetto alla maggioranza.

Rappresentante dei Portatori dei Titoli - L'Emittente non ha nominato alcun Rappresentante dei Portatori dei Titoli

#### Status dei titoli

I Titoli costituiscono obbligazioni non subordinate e non garantite dell'Emittente che concorreranno con pari priorità tra esse.

#### Restrizioni alla libera trasferibilità dei titoli

Non vi sono restrizioni alla libera trasferibilità dei Titoli.

#### Politica in materia di dividendi o pagamenti

Non applicabile.

#### Dove saranno negoziati i titoli?

#### Ammissione alla negoziazione

L'Emittente (o altri per suo conto) presenterà domanda per l'ammissione alla negoziazione dei Titoli su EuroTLX .

#### Ai titoli è connessa una garanzia?

#### Natura e della portata della garanzia

Le obbligazioni in conformità con la garanzia sono obbligazioni senior privilegiate (ai sensi dell'articolo L.613-30-3-1-3° del Code monétaire et financier francese) e non garantite di BNPP e avranno pari priorità rispetto a ogni altra obbligazione non subordinata e non garantita presente e futura, fatte salve le eccezioni di volta in volta rese obbligatorie ai sensi del diritto francese.

Nell'eventualità di un bail-in di BNPP ma non di BNPP B.V., le obbligazioni e/o gli importi dovuti da BNPP ai sensi della garanzia saranno ridotti per riflettere tale eventuale modifica o riduzione applicata alle responsabilità di BNPP e derivante dall'applicazione di una misura di bail-in di BNPP da parte di un organismo di vigilanza incaricato (anche nel caso in cui la garanzia non sia soggetta al bail-in).

Il Garante garantisce incondizionatamente e irrevocabilmente a ciascun Titolare che, se per qualsiasi motivo BNPP B.V. non dovesse corrispondere somme dovute o non dovesse adempiere ad altre obbligazioni in relazione a qualsiasi Titolo alla data specificata per tale pagamento o obbligazione, il Garante, in conformità alle Condizioni, pagherà tale somma nella valuta in cui tale pagamento è dovuto in fondi immediatamente disponibili o, a seconda dei casi, eseguirà o farà adempiere al relativo obbligo nella data dovuta.

#### Descrizione del garante

I Titoli emessi saranno garantiti incondizionatamente e irrevocabilmente da BNP Paribas ("BNPP" o il "Garante") ai sensi di un atto di garanzia di diritto inglese stipulato da BNPP in data 30 maggio 2024, o in prossimità di tale data (la "Garanzia"). Il Garante è stato costituito in Francia sotto forma di società per azioni (*société anonyme*) ai sensi della legge francese e ha ottenuto l'autorizzazione a operare quale istituto bancario con sede centrale al numero 16 di Boulevard des Italiens - 75009 Parigi, Francia. Identificativo della persona giuridica (LEI): ROMUWSFPU8MPRO8K5P83.

I rating del credito a lungo termine di BNPP sono A+ con outlook stabile (S&P Global Ratings Europe Limited), Aa3 con outlook stabile (Moody's Deutschland GmbH), A+ con outlook stabile (Fitch Ratings Ireland Limited) (che è il rating di default a lungo termine dell'emittente) e AA (basso) con outlook stabile (DBRS Rating GmbH), i rating del credito a breve termine di BNPP sono A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Deutschland GmbH), F1 (Fitch Ratings Ireland Limited) e R-1 (medio) (DBRS Rating GmbH).

L'organizzazione di BNP Paribas si basa su tre divisioni operative: Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) e Investment & Protection Services (IPS).

Attività bancarie corporate e istituzionali (CIB): Global Banking, Global Markets e Securities Services.

Commercial, Personal Banking & Services (CPBS):

- Banche commerciali della zona euro: Commercial & Personal Banking in France (CPBF), BNL banca commerciale (BNL bc), Commercial & Personal Banking in Italy, Commercial & Personal Banking in Belgium (CPBB), Commercial & Personal Banking in Luxembourg (CPBL).

- Banche commerciali fuori della zona euro, che sono organizzate attorno a: Europe-Mediterranean, Banche commerciali fuori della zona euro, per l'Europa Orientale, la Turchia e Africa.

- Linee di Business specializzate: BNP Paribas Personal Finance, Arval e BNP Paribas Leasing Solutions, nuove linee di business digitali (Nickel, Floa, Lyf) et BNP Paribas Personal Investors.

Investment & Protection Services (IPS): Assicurazioni (BNP Paribas Cardif), Wealth and Asset Management: BNP Paribas Asset Management, BNP Paribas Real Estate, BNP Paribas Principal Investments (che gestione il portfolio di investimenti industriali e commerciali non quotati e quotati del Gruppo BNP Paribas) e BNP Paribas Wealth Management.

Al 31 Dicembre 2023 gli azionisti principali erano Société Fédérale de Participations et d'Investissement ("SFPI"), una société anonyme di interesse pubblico (società per azioni) che agisce per conto del Governo belga, che detiene il 5,50% del capitale sociale, BlackRock Inc. che detiene il 6,9% del capitale sociale, Amundi che detiene 5,4% del capitale sociale e il Granducato di Lussemburgo, che detiene l'1,1% del capitale sociale.

Informazioni finanziarie chiave per valutare la capacità del garante di adempiere ai propri obblighi derivanti dalla garanzia

Dal 1o gennaio 2023, le entità di assicurazione di BNP Paribas Group hanno applicato l' IFRS 17 "Contratti assicurativi" e l' IFRS 9 "Strumenti finanziari". I risultati per il 2022 sono stati ricombinati per tenere conto dell'applicazione dell'IFRS17 e dell'IFRS 9 per le entità assicurative.

Conto economico					
	Anno	Anno-1	Anno-2	Infrannuale	Infrannuale comparativo rispetto allo stesso periodo dell'anno precedente
In milioni di €	31/12/2023	31/12/2022	31/12/2021	31/03/2024	31/03/2023
Interessi attivi netti	19.058	20.933	19.238	4.644	4.284
Commissioni nette	9.821	10.165	10.362	2.694	2.472
Utile netto su strumenti finanziari	10.440	9.449	7.777	3.452	3.682
Ricavi	45.874	45.430	43.762	12.483	12.032
Costo del rischio	-2.907	-3.003	-2.971	-640	-592
Altre perdite nette a rischio su strumenti finanziari	-775			-5	-50
Risultato operativo	11.236	12.563	11.325	3.901	2.199
Utile netto attribuibile ai possessori di azioni	10.975	9.848	9.488	3.103	4.435
Utile per azione (in €)	8,58	7,52	7,26	2,51	3,48

	Anno	Anno-1	Anno-2	Infrannuale	Infrannuale comparativo rispetto allo stesso periodo dell'anno precedente
In milioni di €	31/12/2023	31/12/2022	31/12/2021	31/03/2024	31/03/2023
Totale attività	2.591.499	2.663.748	2.634.444	2.700.042	2.693.796
Titoli di debito	275.245	220.937	220.106	297.902	242.608
<i>Di cui a medio lungo termine Senior Preferred</i>	84.821*	58.899*	78.845*	N/A	N/A
Debito subordinato	25.478	24.832	25.667	27.411	24.745
Prestiti e crediti da clienti (netto)	859.200	857.020	814.000	859.213	854.272
Depositi di clienti	988.549	1.008.056	957.684	973.165	1.001.453
Patrimonio netto (quota del Gruppo)	123.742	121.237	117.886	125.011	127.145
Prestiti incerti/lordi irrisolti**	1,7%	1,7%	2,0%	1,7%	1,7%
Rapporto sul Common Equity Tier 1 (CET1)	13,2%	12,3%	12,9%	13,1%	13,6%
Rapporto Capitale Totale	17,3%	16,2%	16,4%	17,1%	17,9%
Coefficiente di leva finanziaria	4,6%	4,4%	4,1%	4,4%	4,4%

(\*) Ambito normativo

(\*\*) Crediti deteriorati (fase 3) a clienti e istituti di credito, non compensati da garanzie, titoli in bilancio e fuori bilancio e compresi i titoli di debito valutati a costi ammortizzati o al valore equo attraverso il patrimonio netto (esclusa l'assicurazione) e riportato su prestiti lordi in essere a clienti ed enti creditizi, in bilancio e fuori bilancio e compresi i titoli di debito valutati a costi ammortizzati o al valore equo attraverso il patrimonio netto (esclusa l'assicurazione).

#### Fattori di rischio più significativi relativi del garante

1. Un sostanziale aumento di nuovi accantonamenti o una riduzione del livello degli accantonamenti precedentemente registrati esposti al rischio di credito e al rischio di controparte potrebbero influire negativamente sui risultati delle operazioni e delle condizioni finanziarie del Gruppo BNP Paribas.
2. Le politiche, le procedure e i metodi del Gruppo BNP Paribas potrebbero esporre lo stesso a rischi non identificati e imprevisi, che potrebbero provocare perdite sostanziali.
3. Il Gruppo BNP Paribas potrebbe subire perdite importanti nelle sue attività di negoziazione e investimento a causa delle fluttuazioni del mercato e della volatilità.
4. L'accesso al finanziamento e il costo di questo del Gruppo BNP Paribas potrebbero essere influenzati negativamente da una ripresa delle crisi finanziarie, dal peggioramento delle condizioni economiche, dal declassamento del rating, dall'aumento degli spread del credito sovrano o da altri fattori.
5. In passato le condizioni macroeconomiche e finanziarie avverse hanno avuto in passato e potrebbero in futuro avere un impatto significativo sul Gruppo BNP Paribas e sui mercati in cui opera.
6. Le leggi e i regolamenti adottati negli ultimi anni, così come gli sviluppi legislativi e regolamentari attuali e futuri, possono avere un impatto significativo sul Gruppo BNP Paribas e sull'ambiente finanziario ed economico in cui opera.
7. Se il Gruppo BNP Paribas non dovesse riuscire a realizzare i propri obiettivi strategici o a raggiungere gli obiettivi finanziari pubblicati, o se i risultati non dovessero seguire gli andamenti previsti annunciati, la quotazione dei suoi titoli potrebbe risentirne negativamente.

#### Quali sono i principali rischi specifici dei titoli?

#### Fattori di rischio più significativi specifici dei titoli

Esistono anche rischi relativi ai Titoli, compresi:

1. Rischi relativi alla struttura dei titoli:

Il tasso di rendimento variabile dei Titoli dipende dalla performance dell' EURIBOR a 3 mesi.

2. Rischi connessi eventi di turbativa e rettifica:

Se si verifica un Evento dell'Agente Amministrativo/Benchmark, i Titoli possono essere soggetti a rettifica o rimborso anticipato. Tali conseguenze possono avere un effetto negativo sostanziale sul valore e sulla liquidità dei Titoli e/o sul rendimento che un Portatore può aspettarsi di ricevere sul proprio investimento

3. Rischi relativi ai mercati di negoziazione dei Titoli:

Il prezzo di negoziazione dei Titoli può essere influenzato da una serie di fattori inclusi, a titolo esemplificativo, il tasso di EURIBOR a 3 mesi e il tempo rimanente fino alla data di liquidazione/rimborso dei Titoli. La possibilità che il valore e il prezzo di negoziazione dei Titoli fluttuino (positivamente o negativamente) dipende da una serie di fattori, che gli investitori dovrebbero considerare attentamente prima di acquistare o vendere Titoli.

4. Rischi legali:  
Le condizioni dei Titoli contengono disposizioni per la convocazione di assemblee dei Portatori di tali Titoli per valutare questioni che riguardano i loro interessi. Tali

disposizioni consentono a maggioranze predefinite di vincolare tutti i Portatori, inclusi i Portatori che non hanno partecipato o votato all'assemblea in questione e i

Portatori che hanno votato in modo contrario rispetto alla maggioranza.

## Sezione D - Informazioni fondamentali sull'offerta pubblica dei titoli e/o sull'ammissione alla negoziazione in un mercato regolamentato

**A quali condizioni posso investire in questo titolo e qual è il calendario previsto?**

### Termini generali, condizioni e calendario previsto dell'offerta

I titoli saranno offerti al pubblico dalla data 1 luglio 2024 (inclusa) e fino alla data 25 luglio 2024 (inclusa), fatte salve eventuali chiusure anticipate o estensioni del periodo di offerta.

L'Emittente (o altri per suo conto) presenterà domanda per l'ammissione alla negoziazione dei Titoli su EuroTLX.

### Stima delle spese totali legate all'emissione e/o all'offerta, inclusi i costi stimati a carico dell'investitore dall'emittente o dall'offerente

Nessuna spesa sarà addebitata agli investitori da parte dell'Emittente.

### Chi è l'offerente e/o il soggetto che chiede l'ammissione alla negoziazione?

#### Descrizione dell'offerente e / o della persona che richiede l'ammissione alla negoziazione

Offerente: Banca Nazionale del Lavoro S.p.A., Viale Altiero Spinelli, 30, 00157 Rome, Italy

Richiedente l'ammissione alla negoziazione: BNP Paribas Issuance B.V. (in seguito denominata l' "Emittente"), Herengracht 595, 1017 CE Amsterdam, Paesi Bassi (numero di telefono: +31(0)88 738 0000).

### Perché è stato redatto il presente prospetto?

#### Utilizzo e l'importo stimato dei proventi netti

I proventi netti dell'emissione dei Titoli confluiranno nei fondi generali dell'Emittente. Tali proventi potranno essere utilizzati per mantenere posizioni in contratti di opzioni o di *future* o altri strumenti di copertura.

Ricavi netti stimati: Fino a EUR 30.000.000.

### Accordo di sottoscrizione

L'Offerente non assume alcun impegno di sottoscrizione.

### Conflitti di interesse più rilevanti che riguardano l'offerta o l'ammissione alla negoziazione

Il Gestore (Manager) e le sue collegate possono inoltre avere intrapreso, e possono intraprendere in futuro, operazioni di investment banking e/o di commercial banking con, e possono prestare altri servizi per, l'Emittente e l'eventuale Garante e le società a esse collegate nel corso della normale attività.

BNP Paribas, che agisce in qualità di Agente per il Calcolo, è un'Affiliata dell'Emittente e del Garante e possono esistere potenziali conflitti di interesse tra la stessa e i Portatori dei Titoli, anche in relazione ad alcune determinazioni e giudizi che l'Agente per il Calcolo deve effettuare. Gli interessi economici dell'Emittente e di BNP Paribas in qualità di Agente per il Calcolo sono potenzialmente contrari agli interessi dei Portatori dei Titoli in qualità di investitori nei Titoli.

Fatto salvo quanto sopra menzionato, nessun soggetto coinvolto nell'emissione dei Titoli ha un interesse sostanziale nell'offerta, inclusi conflitti di interessi.