FINAL VERSION APPROVED BY THE ISSUER.

The Issuer accepts responsibility for this unsigned document in PDF format dated on the date mentioned below that is the final version of the Final Terms relating to the Securities described herein

FINAL TERMS FOR NOTES

FINAL TERMS DATED 2 MARCH 2026

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 50,000,000 Fixed Rate to Floating Rate Notes due 31 March 2033

ISIN: XS3278058782

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. 25-184 on 27 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 50 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 27 May 2025, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms 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"). The Base Prospectus has been passported into Italy in compliance with Article 25 of the Prospectus Regulation. 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 www.investimenti.bnpparibas.it.**

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.

1.	Issuer:		BNP Paribas Issuance B.V.
2.	Guarantor:		BNP Paribas
3.	Trade Date, Series Number and Tranche Number:		
	(a)	Trade Date:	19 February 2026
	(b)	Series Number:	FINTE 25548 CI
	(c)	Tranche Number:	1
4.	Issue Date, Interest Commencement Date and Maturity Date:		
	(a)	Issue Date:	31 March 2026
	(b)	Interest Commencement Date	The Issue Date
	(c)	Maturity Date:	31 March 2033 Business Day Convention for Maturity Date: Modified Following

5.	Aggregate Nominal Amount and Issue Price:	
	(a) Aggregate Nominal Amount – Series:	Up to EUR 50,000,000
	(b) Aggregate Nominal Amount – Tranche:	Up to EUR 50,000,000
	(c) Issue Price of Tranche:	100.00 per cent. of the Aggregate Nominal Amount of the applicable Tranche.
6.	Type of Securities:	(a) Notes (b) Redemption/Payment Basis: Redemption at par (c) Interest Basis: Fixed Rate and Floating Rate – see 46(b) and 46(c) below Unwind Costs: Not Applicable Waiver of Set-off: Not applicable Tax Gross-up: Condition 6.3 (*No Gross-up*) applicable
7.	Form of Securities:	Bearer Notes
	New Global Note:	No Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes only upon an Exchange Event.
	Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):	No.
	Identification information of Holders as provided by Condition 1 in relation to French Law Securities:	Not applicable
8.	Business Days/Payment Days:	
	(a) Additional Business Centre(s) (Condition 3.12)	The applicable Additional Business Centre for the purposes of the definition of "Business Day" in Condition 3.12 is a day upon which the T2 is open

	(b) Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a):	T2
9.	Specified Denomination and Calculation Amount Settlement:	Settlement will be by way of cash payment (Cash Settled Securities).
10.	Specified Denomination and Calculation Amount:	
	(a) Specified Denomination(s):	EUR 1,000
	(b) Calculation Amount:	EUR 1,000
11.	Variation of Settlement:	Not applicable
12.	Final and Early Redemption Amount:	
	(a) Final Redemption Amount:	Calculation Amount x 100.00 per cent.
	(b) Final Payout:	Not applicable
	(c) Early Redemption Amount:	Calculation Amount x 100.00 per cent.
13.	Relevant Asset(s):	Not applicable
14.	Entitlement:	Not applicable
15.	Exchange Rates:	
	(a) Exchange Rate:	Not applicable
	(b) Specified Exchange Rate/Settlement Currency Exchange Rate:	Specified Exchange Rate: Not applicable Settlement Currency Exchange Rate: Not applicable
16.	Specified Currency and Settlement Currency:	
	(a) Specified Currency:	EUR as defined in the definition of "Relevant Currency" in Condition 13 (Definitions)
	(b) Settlement Currency:	EUR as defined in the definition of "Relevant Currency" in Condition 13 (Definitions)
17.	Syndication:	The Securities will be distributed on a non-syndicated basis.
18.	Minimum Trading Size:	EUR 1,000
19.	Principal Paying Agent:	BNP Paribas Financial Markets S.N.C.

20.	Registrar:	Not applicable
21.	Calculation Agent:	BNP Paribas 16 boulevard des Italiens, 75009 Paris, France
22.	Governing law:	English law
23.	*Masse* provisions (Condition 18):	Not applicable

PRODUCT SPECIFIC PROVISIONS FOR REDEMPTION

24.	Hybrid Linked Redemption Notes:	Not applicable
25.	Index Linked Redemption Notes:	Not applicable
26.	Share Linked Redemption Notes/ETI Share Linked Redemption Notes:	Not applicable
27.	ETI Linked Redemption Notes:	Not applicable
28.	Debt Linked Redemption Notes:	Not applicable
29.	Commodity Linked Redemption Notes:	Not applicable
30.	Inflation Index Linked Redemption Notes:	Not applicable
31.	Currency Linked Redemption Notes:	Not applicable
32.	Fund Linked Redemption Notes:	Not applicable
33.	Futures Linked Redemption Notes:	Not applicable
34.	Credit Securities:	Not applicable
35.	Underlying Interest Rate Linked Redemption Notes:	Not applicable
36.	Partly Paid Notes:	The Securities are not Partly Paid Notes.
37.	Instalment Notes:	Not applicable
38.	Illegality (Condition 10.1) and Force Majeure (Condition 10.2):	Illegality: redemption in accordance with Condition 10.1(d) Force Majeure: redemption in accordance with Condition 10.2(b)

39.	Additional, Optional Additional and CNY Payment Disruption Events:	
	(a) 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
	(b) CNY Payment Disruption Event:	Not applicable
40.	Knock-in Event:	Not applicable
41.	Knock-out Event:	Not applicable

ISSUER CALL OPTION, NOTEHOLDER PUT OPTION AND AUTOMATIC EARLY REDEMPTION

42.	Issuer Call Option:	Not applicable
43.	Noteholder Put Option:	Not applicable
44.	Automatic Early Redemption:	Not applicable

GENERAL PROVISIONS FOR VALUATION(S)

45.	Strike Date, Strike Price, Averaging Date(s), Observation Period and Observation Date(s):	Not applicable

46. PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

(a)	Interest:	Applicable Coupon Switch: Not applicable
	(i) Interest Period(s):	As per the Conditions.
	(ii) Interest Period End Date(s):	31 March, 30 June, 30 September, 31 December in each year from and including 30 June 2026 to and including 31 March 2033

(iii)	Business Day Convention for Interest Period End Date(s):	None
(iv)	Interest Payment Date(s):	30 June 2026, 30 September 2026 , 31 December 2026, 31 March 2027, 30 June 2027, 30 September 2027, 31 December 2027, 31 March 2028, 30 June 2028, 29 September 2028, 29 December 2028, 29 March 2029, 29 June 2029, 28 September 2029, 31 December 2029, 29 March 2030, 28 June 2030, 30 September 2030, 31 December 2030, 31 March 2031, 30 June 2031, 30 September 2031, 31 December 2031, 31 March 2032, 30 June 2032, 30 September 2032, 31 December 2032 and 31 March 2033
(v)	Business Day Convention for Interest Payment Date(s):	Modified Following
(vi)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Not applicable
(vii)	Margin(s):	Not applicable
(viii)	Minimum Interest Rate:	0 per cent. per annum
(ix)	Maximum Interest Rate:	4.00 per cent. per annum.
(x)	Day Count Fraction:	30/360, Unadjusted
(xi)	Determination Dates:	Not applicable
(xii)	Accrual to Redemption:	Not applicable
(xiii)	Rate of Interest:	Fixed Rate to Floating Rate

	(xiv)	Coupon Rate:	Not applicable
(b)	Fixed Rate Provisions:		Applicable from and including the Interest Commencement Date to but excluding 31 March 2028
	(i)	Fixed Rate(s) of Interest:	4.00 per cent. per annum in respect of each Interest Period from and including 31 March 2026 to but excluding 31 March 2027; and 3.00 per cent. per annum in respect of each Interest Period from and including 31 March 2027 to but excluding 31 March 2028.
	(ii)	Fixed Coupon Amount:	Not applicable
	(iii)	Broken Amount:	Not applicable
(c)	Floating Rate Provisions		Applicable from and including 31 March 2028 to but excluding 31 March 2033
	(i)	Manner in which Rate of Interest and Interest Amount to be determined:	Screen Rate Determination
	(ii)	Linear Interpolation:	Not applicable
	(iii)	Screen Rate Determination:	Applicable - Screen Rate Determination – General
		(a) Reference Rate:	3 month EURIBOR
		(b) Interest Determination Date(s):	Second Business Day prior to the first day of each Interest Period
		(c) Specified Time:	11:00 am Brussels time
		(d) Relevant Screen Page:	Reuters "EURIBOR01" (or any successor page thereto)
	(iv)	ISDA Determination:	Not applicable

	(v) FBF Determination:	Not applicable
	(d) Zero Coupon Provisions:	Not applicable

PRODUCT SPECIFIC PROVISIONS FOR LINKED INTEREST (IF APPLICABLE)

47.	Linked Interest Notes:	Not applicable

DISTRIBUTION

48.	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
49.	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.
50.	Non-exempt Offer:	Applicable
	(i) Non-exempt Offer Jurisdictions:	Republic of Italy
	(ii) Offer Period:	From and including 2 March 2026 to and including 26 March 2026
	(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**") LEI: UI802FYJ52XDB7N4KN18
	(iv) General Consent:	Not applicable
	(v) Other Authorised Offeror Terms:	Not applicable
51.	Prohibition of Sales:	
	(i) Prohibition of Sales to EEA Retail Investors:	Not applicable
	(ii) Prohibition of Sales to Belgian Consumers:	Not applicable
	(iii) Prohibition of Sales to UK Retail Investors:	Not applicable
	(iv) Prohibition of Sales to EEA Non Natural Persons (where Securities are held in a retail account):	Not applicable

(v) Prohibition of Sales to UK Non Natural Persons (where Securities are held in a retail account):	Not applicable

PROVISIONS RELATING TO COLLATERAL AND SECURITY

52.	Secured Securities other than Nominal Value Repack Securities:	Not applicable
53.	Nominal Value Repack Securities:	Not applicable
54.	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.

PART B – OTHER INFORMATION

1. 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/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.

Investors should be informed that the Distributor will receive from the Issuer, placement fees implicit in the Issue Price of the Securities equal to an amount of 1.75% per annum of the Nominal Amount per Security. All placement fees will be paid out upfront.

Moreover, investors shall be aware that implicit in the Issue Price of the Notes are structuring costs equal to an estimated amount of 0.70% of the Nominal Amount per Security.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i)	Reasons for the offer:	See "Use of Proceeds" in the Base Prospectus
(ii)	Estimated net proceeds:	Up to EUR 50,000,000
(iii)	Estimated total expenses:	Not applicable

5. PERFORMANCE OF INDEX AND OTHER INFORMATION CONCERNING THE UNDERLYING REFERENCE OR REFERENCE RATE

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

6. OPERATIONAL INFORMATION

(i)	ISIN:	XS3278058782
(ii)	Common Code:	327805878
(iii)	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and Euroclear France approved by the Issuer and the Principal Paying	Not applicable

	Agent and the relevant identification number(s):	
(iv)	Delivery:	Delivery against payment
(v)	Additional Paying Agent(s) (if any):	Not applicable
(vi)	Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Securities are capable of meeting them the Securities may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Securities will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7. TERMS AND CONDITIONS OF THE PUBLIC OFFER

Offer Price:	The Issue Price of which a maximum amount of 1.75% per annum of the Nominal Amount per Security (all tax included) is represented by commissions payable to the Distributor. Moreover, investors shall be aware that implicit in the Issue Price of the Notes are structuring costs equal to an estimated amount of 0.70% of the Nominal 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 50,000 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: https://investimenti.bnpparibas.it/product-details/XS3278058782/ 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 https://investimenti.bnpparibas.it/product-details/XS3278058782/ 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 https://investimenti.bnpparibas.it/product-details/XS3278058782/
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 2 March 2026 until and including 25 March 2026, 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 2 March 2026 until and including 18 March 2026, 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 2 March 2026 until and including 25 March 2026, 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 the application:	Minimum subscription amount per investor: one Security (EUR 1,000). 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 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 of the net subscription moneys. Investors will be notified by the relevant Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
Manner and date in which results of the offers are to be made public:	Publication on the following link:

	https://investimenti.bnpparibas.it/product-details/XS3278058782/ 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 the indication whether dealing may begin before notification is made:	There are no pre-identified allotment criteria. 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. 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. 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. No dealings in the Securities may take place prior to the Issue Date.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	The Issuer is not aware of any expenses and taxes specifically charged to the subscriber. For the Offer Price which includes the commissions payable to the Distributor see above "Offer Price".

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 and address of the co-ordinator(s) of the global offer and of single parts of the offer and to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	The Distributor identified in Paragraph 50 of Part A and identifiable from the Base Prospectus
Name and address of any paying agents and depository agents in each country (in addition to the Principal Paying Agent):	Not applicable
Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements:	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 EURIBOR – 3 month benchmark, which is provided by the European Money market Institute ("**EMMI**"). As at the date of these Final Terms, the EMMI is included 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**").

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 50,000,000 Fixed Rate to Floating Rate Notes - The securities are Notes. International Securities Identification Number ("**ISIN**"): XS3278058782.

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 LEI: UI802FYJ52XDB7N4KN18
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 27 May 2025 under the approval number 25-184 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.
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 and Matthew Yandle.

Identity of the issuer's statutory auditors

Deloitte Accountants B.V. are the auditors of the Issuer. Deloitte Accountants B.V. is an independent registered audit firm in the Netherlands. The relevant auditors of Deloitte Accountants B.V. who have signed the independent auditor's reports incorporated by reference into the Base Prospectus are members of the Royal Netherlands Institute of Chartered Accountants (Koninklijke Nederlandse Beroepsorganisatie van Accountants).

What is the key financial information regarding the issuer?

Key financial information		
Income statement		
	Year	Year -1
In €	31/12/2024	31/12/2023
Operating profit/loss	167,327	73,071
Balance Sheet		
	Year	Year -1
In €	31/12/2024	31/12/2023
Net financial debt (long term debt plus short term debt minus cash)	124,241,216,005	126,562,861,261
Current ratio (current assets/current liabilities)	1.0	1.0
Debt to equity ratio (total liabilities/total shareholder equity)	22,860	157,363
Interest cover ratio (operating income/interest expense)	No interest expenses	No interest expenses
Cash flow statement		
	Year	Year -1
In €	31/12/2024	31/12/2023
Net Cash flows from operating activities	-471,573	2,827,251
Net Cash flows from financing activities	4,500,000	0
Net Cash flow from investing activities	0	0

(A) 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: BNP Paribas Issuance B.V. is an operating company. The assets of BNP Paribas Issuance B.V. consist of the obligations of other BNPP Group entities. In respect of securities it issues, the ability of BNP Paribas Issuance 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 BNP Paribas Issuance 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 50,000,000 Fixed Rate to Floating Rate Notes - The securities are Notes. International Securities Identification Number ("**ISIN**"): XS3278058782.

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

The currency of the Securities is Euro ("**EUR**"). The nominal amount per Security is EUR 1,000. Up to 50,000 Securities will be issued. The Securities will be redeemed on 31 March 2033.

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.

On the Redemption Date you will receive in respect of each note, in addition to any final payment of a Coupon: a payment in cash equal to 100% of the Nominal Amount.

Coupon: A fixed coupon is due for payment at the relevant Fixed Coupon Rate on the Fixed Coupon Payment Date.
In addition, a floating coupon is due for payment , being the relevant Reference Interest Rate fixed on the relevant Floating Coupon Valuation Date, floored by the relevant Minimum Rate and capped by the relevant Maximum Rate (per annum of the Nominal Amount).

Issue Date	31 March 2026
Redemption Date (maturity)	31 March 2033
Notional Amount (per note)	EUR 1,000

Issue Price (per Note)	100%
Product Currency	EUR

Fixed Coupon Rate	Reference Interest Rate	Minimum Rate	Maximum Rate	Floating Coupon Observation Date	Fixed Coupon Payment Date	Floating Coupon Payment Date
4.00% p.a.					30 June 2026	
4.00% p.a.					30 September 2026	
4.00% p.a.					31 December 2026	
4.00% p.a.					31 March 2027	
3.00% p.a.					30 June 2027	
3.00% p.a.					30 September 2027	
3.00% p.a					31 December 2027	
3.00% p.a.					31 March 2028	
	Euribor 3M	0.00% p.a.	4.00% p.a.	29 March 2028		30 June 2028
	Euribor 3M	0.00% p.a.	4.00% p.a.	28 June 2028		29 September 2028
	Euribor 3M	0.00% p.a.	4.00% p.a.	28 September 2028		29 December 2028
	Euribor 3M	0.00% p.a.	4.00% p.a.	28 December 2028		29 March 2029
	Euribor 3M	0.00% p.a.	4.00% p.a.	28 March 2029		29 June 2029
	Euribor 3M	0.00% p.a.	4.00% p.a.	28 June 2029		28 September 2029
	Euribor 3M	0.00% p.a.	4.00% p.a.	27 September 2029		31 December 2029
	Euribor 3M	0.00% p.a.	4.00% p.a.	27 December 2029	-	29 March 2030
	Euribor 3M	0.00% p.a.	4.00% p.a.	28 March 2030		28 June 2030
	Euribor 3M	0.00% p.a.	4.00% p.a.	27 June 2030		30 September 2030
	Euribor 3M	0.00% p.a.	4.00% p.a.	26 September 2030		31 December 2030
	Euribor 3M	0.00% p.a.	4.00% p.a.	27 December 2030		31 March 2031
	Euribor 3M	0.00% p.a.	4.00% p.a.	27 March 2031		30 June 2031
	Euribor 3M	0.00% p.a.	4.00% p.a.	26 June 2031		30 September 2031
	Euribor 3M	0.00% p.a.	4.00% p.a.	26 September 2031		31 December 2031
	Euribor 3M	0.00% p.a.	4.00% p.a.	29 December 2031		31 March 2032
	Euribor 3M	0.00% p.a.	4.00% p.a.	25 March 2032		30 June 2032
	Euribor 3M	0.00% p.a.	4.00% p.a.	28 June 2032		30 September 2032
	Euribor 3M	0.00% p.a.	4.00% p.a.	28 September 2032		31 December 2032
	Euribor 3M	0.00% p.a.	4.00% p.a.	29 December 2032		31 March 2033

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 obligations under the guarantee are senior preferred obligations (within the meaning of Article L.613-30-3-I-3° of the French Code monétaire et financier) and unsecured obligations of BNPP and will rank pari passu with all its other present and future senior preferred and unsecured obligations subject to such exceptions as may from time to time be mandatory under French law.
In the event of a bail-in of BNPP but not BNPP B.V., the obligations and/or amounts owed by BNPP under the guarantee shall be reduced to reflect any such modification or reduction applied to liabilities of BNPP resulting from the application of a bail-in of BNPP by any relevant regulator (including in a situation where the Guarantee itself is not the subject of such bail-in).

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

Description of the guarantor

The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas ("BNPP" or the "Guarantor") pursuant to an English law deed of guarantee executed by BNPP on 27 May 2025 (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 rating assigned to BNPP's senior preferred debt by Fitch) 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), 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 30 June 2025, 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 5.59% of the share capital. BlackRock Inc. holding 6.01% of the share capital. Amundi holding 4.95% of the share capital and Grand Duchy of Luxembourg holding 1.14% 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 », deferred for these entities until IFRS 17 comes into force.

Income statement				
	Year	Year -1	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2024	31/12/2023	30/09/2025	30/09/2024
Revenues	48,831	45,874	38,110	36,694
Cost of risk	-2,999	-2,907	-2,555	-2,121
Other net losses for risk on financial instruments	-202	-775	-129	-138
Operating Income	15,437	11,236	12,327	12,109
Net income attributable to equity holders	11,688	10,975	9,253	9,366
Earnings per share (in euros)	9.57	8.58	7.79	7.7
Balance sheet				
	Year	Year -1	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2024	31/12/2023	30/09/2025	30/09/2024
Total assets	2,704,908	2,591,499	2,824,574	2,753,086
Debt securities	302,237	274,510	315,751	304,282
Of which mid long term Senior Preferred	119,370*	*84,821**	n.a	n.a
Subordinated debt	32,615	25,478	34,408	30,963
Loans and receivables from customers (net)	900,141	859,200	892,642	874,996
Deposits from customers	1,034,857	988,549	1,027,703	1,011,422
Shareholders' equity (Group share)	128,137	123,742	123,845	124,961
Doubtful loans/ gross outstandings**	1.6%	1.7%	1.7%	1.7%
Common Equity Tier 1 capital (CET1) ratio	12.9%	13.2%	12.5% (CRR3)	12.7%
Total Capital Ratio	17.1%	17.3%	16.7% (CRR3)	16.7%
Leverage Ratio	4.6%	4.6%	4.3%	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).
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 and may in the future significantly affect on the BNP Paribas Group and the markets in which it operates.

6. Laws and regulations in force, 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 2 March 2026 to and including 26 March 2026, 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 LEI: UI802FYJ52XDB7N4KN18

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 50,000,000

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 the same entity as the Guarantor and is part of the same group as the Issuer 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.

Nome e codice internazionale di identificazione dei titoli (ISIN)

Fino a EUR 50.000.000 Fixed Rate to Floating Rate Notes - I titoli sono Notes. Codice internazionale di identificazione dei titoli ("**ISIN**"): XS3278058782.

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): 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 LEI: UI802FYJ52XDB7N4KN18
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

Data di approvazione del prospetto

Il Prospetto di Base è stato approvato il 27 maggio 2025 dall'AMF con il numero di approvazione 25-184, 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 prospettiva 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

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

Nome dei del revisore contabile

Deloitte Accountants B.V. è la società di revisione dell'Emittente. Deloitte Accountants B.V. è una società di revisione contabile indipendente registrata nei Paesi Bassi. I revisori competenti di Deloitte Accountants B.V. che hanno firmato le relazioni di revisione indipendente incorporate per riferimento nel Prospetto di base sono membri del Royal Netherlands Institute of Chartered Accountants (*Koninklijke Nederlandse Beroepsorganisatie van Accountants*).

Quali sono le informazioni finanziarie chiave relative all'emittente?

Conto economico		
	Anno	**Anno-1**
In €	31/12/2024	31/12/2023
Utile/perdita operativa	167.327	73.071
Bilancio		
	Anno	**Anno-1**
In €	31/12/2024	31/12/2023
Debito finanziario netto (debito a lungo termine più debito a breve meno cassa)	124.241.216.005	126.562.861.261
Rapporto corrente (attività correnti/passività correnti)	1,0	1,0
Rapporto debito/patrimonio netto (passività totali/patrimonio netto totale)	22.860	157.363
Rapporto di copertura degli interessi (proventi operativi/interessi passivi)	Nessuna spesa per interessi	Nessuna spesa per interessi
Rendiconto finanziario		
	Anno	**Anno-1**
In €	31/12/2024	31/12/2023
Flussi di cassa netti da attività operative	-471.573	2.827.251
Flussi di cassa netti da attività di finanziamento	4.500.000	0
Flusso di cassa netto da attività di investimento	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

Fino a EUR 50.000.000 Fixed Rate to Floating Rate Notes - I titoli sono Notes. Codice internazionale di identificazione dei titoli ("**ISIN**"): XS3278058782.

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

La valuta dei Titoli è Euro ("**EUR**"). Il Valore Nominale per ciascun Titolo è di EUR 1.000. Saranno emessi un quantitativo di fino a 50.000 Titoli. I Titoli saranno liquidati in data 31 marzo 2033.

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.

Alla Data di Rimborso riceverete, per ciascuna obbligazione, oltre al pagamento finale di una Cedola: un pagamento in contanti pari al 100% del Valore Nominale.

Cedola: una cedola fissa è dovuta per il pagamento al Tasso di Cedola Fissa pertinente alla data di pagamento della cedola fissa.

Inoltre, è dovuta una cedola variabile, pari al Tasso di Interesse di Riferimento pertinente fissato alla Data di Osservazione della Cedola Variabile pertinente, con un limite minimo pari al Tasso Minimo pertinente e un limite massimo pari al Tasso Massimo pertinente (annuo del Valore Nominale).

Scheda prodotto

Data di Emissione	31 marzo 2026
Data di Liquidazione (rimborso)	31 marzo 2033
Valore Nominale (per titolo)	EUR 1.000

Prezzo di Emissione	100%
Valuta del prodotto	EUR

Tasso di Interesse di Riferimento	Codice Bloomberg
3-month Euribor rate	EUR003M

Tasso di Cedola/e Fissa/e	Tasso Minimo	Tasso Massimo	Data/e di Osservazione della/e Cedola/e Variabile/i	Data di Pagamento della/e Cedola/e Fissa /i	Data/e di Pagamento della/e Cedola/e Variabile /e
4,00% p.a.	-	-	-	30 giugno 2026	-
4,00% p.a.	-	-	-	30 settembre 2026	-
4,00% p.a.	-	-	-	31 dicembre 2026	-
4,00% p.a.	-	-	-	31 marzo 2027	-
3,00% p.a.	-	-	-	30 giugno 2027	-
3,00% p.a.	-	-	-	30 settembre 2027	-
3,00% p.a.	-	-	-	31 dicembre 2027	-
3,00% p.a.	-	-	-	31 marzo 2028	-
-	0% p.a.	4,00% p.a.	29 marzo 2028	-	30 giugno 2028
-	0% p.a.	4,00% p.a.	28 giugno 2028	-	29 settembre 2028
-	0% p.a.	4,00% p.a.	28 settembre 2028	-	29 dicembre 2028
-	0% p.a.	4,00% p.a.	28 dicembre 2028	-	29 marzo 2029
-	0% p.a.	4,00% p.a.	28 marzo 2029	-	29 giugno 2029
-	0% p.a.	4,00% p.a.	28 giugno 2029	-	28 settembre 2029
-	0% p.a.	4,00% p.a.	27 settembre 2029	-	31 dicembre 2029
-	0% p.a.	4,00% p.a.	27 dicembre 2029	-	29 marzo 2030
-	0% p.a.	4,00% p.a.	28 marzo 2030	-	28 giugno 2030
-	0% p.a.	4,00% p.a.	27 giugno 2030	-	30 settembre 2030
-	0% p.a.	4,00% p.a.	26 settembre 2030	-	31 dicembre 2030
-	0% p.a.	4,00% p.a.	27 dicembre 2030	-	31 marzo 2031
-	0% p.a.	4,00% p.a.	27 marzo 2031	-	30 giugno 2031
-	0% p.a.	4,00% p.a.	26 giugno 2031	-	30 settembre 2031
-	0% p.a.	4,00% p.a.	26 settembre 2031	-	31 dicembre 2031
-	0% p.a.	4,00% p.a.	29 dicembre 2031	-	31 marzo 2032
-	0% p.a.	4,00% p.a.	25 marzo 2032	-	30 giugno 2032
-	0% p.a.	4,00% p.a.	28 giugno 2032	-	30 settembre 2032
-	0% p.a.	4,00% p.a.	28 settembre 2032	-	31 dicembre 2032
-	0% p.a.	4,00% p.a.	29 dicembre 2032	-	31 marzo 2033

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–I-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 27 maggio 2025, 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): R0MUWSFPU8MPRO8K5P83.
I rating del credito a lungo termine di BNPP sono A+ con prospettiva stabile (S&P Global Ratings Europe Limited), A1 con prospettiva stabile (Moody's Investors Service Ltd.), AA- con prospettiva stabile (Fitch Ratings Ireland Limited) *(che è il rating a lungo termine assegnato al debito senior privilegiato di BNPP da Fitch) e* AA (basso) con prospettiva 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 Investors Service Ltd.), F1+ (Fitch Ratings Ireland Limited) e R-1 (medio) (DBRS Rating GmbH).
BNP Paribas SA è la capogruppo del Gruppo BNP Paribas (collettivamente il "**Gruppo BNPP**").
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 Francia (CPBF), BNL banca commerciale (BNL bc), Commercial & Personal Banking in Italia, Commercial & Personal Banking in Belgio (CPBB) e Commercial & Personal Banking in Lussemburgo (CPBL).
- *Banche commerciali fuori della zona euro, che sono organizzate attorno a*: Europe-Mediterranean, Banche commerciali fuori della zona euro, per l'Europa Orientale, Turchia e Africa.
- *Linee di Business specializzate*: BNP Paribas Personal Finance, Arval e BNP Paribas Leasing Solutions, nuove linee di business digitali (in particolare Nickel, Floa, Lyf) e BNP Paribas Personal Investors.
Investment & Protection Services (IPS): Assicurazioni (BNP Paribas Cardif) e Wealth and Asset Management: 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 30 giugno 2025, 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 5,59% del capitale sociale. BlackRock Inc. che detiene il 6,01% del capitale sociale. Amundi che detiene il 4,95% del capitale sociale e il Granducato di Lussemburgo che detiene il 1,14% 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", hanno posticipato tali entità fino all'entrata in vigore dell'IFRS 17.

Conto economico				
	Anno	**Anno-1**	**Provvisorio**	**Infrannuale comparativo rispetto allo stesso periodo dell'anno precedente**
In milioni di €	31/12/2024	31/12/2023	30/09/2025	30/09/2024
Ricavi	48.831	45.874	38.110	36.694
Costo del rischio	-2.999	-2.907	-2.555	-2.121
Altre perdite nette a rischio su strumenti finanziari	-202	-775	-129	-138
Risultato operativo	15.437	11.236	12.327	12.109
Utile netto attribuibile ai possessori di azioni	11.688	10.975	9.253	9.366
Utile per azione (in €)	9,57	8,58	7,79	7,7

Bilancio				
	Anno	**Anno-1**	**Provvisorio**	**Infrannuale comparativo rispetto allo stesso periodo dell'anno precedente**
In milioni di €	31/12/2024	31/12/2023	30/09/2025	30/09/2024
Totale attività	2.704.908	2.591.499	2.824.574	2.753.086
Titoli di debito	302.237	274.510	315.751	304.282
Di cui a medio lungo termine Senior Preferred	119.370*	84.821*	n.a	n.a
Debito subordinato	32.615	25.478	34.408	30.963
Prestiti e crediti da clienti (netto)	900.141	859.200	892.642	874.996
Depositi di clienti	1.034.857	988.549	1.027.703	1.011.422
Patrimonio netto (quota del Gruppo)	128.137	123.742	123.845	124.961
Prestiti incerti/lordi irrisolti**	1,6%	1,7%	1,7%	1,7%
Rapporto sul Common Equity Tier 1 (CET1)	12,9%	13,2%	12,5% (CRR3)	12,7%
Rapporto Capitale Totale	17,1%	17,3%	16,7% (CRR3)	16,7%
Coefficiente di leva finanziaria	4,6%	4,6%	4,3%	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 un incremento del livello degli accantonamenti precedentemente previsti esposti al rischio di credito e al rischio di controparte potrebbero influire negativamente sui risultati delle operazioni e delle condizioni finanziarie del Gruppo BNPP.
2. Le politiche, le procedure e i metodi del Gruppo BNP Paribas potrebbero esporre lo stesso a rischi non identificati e imprevisti, che potrebbero provocare perdite sostanziali.
3. Il Gruppo BNPP potrebbe subire perdite importanti nelle sue attività di negoziazione e investimento a causa di oscillazioni e della volatilità di mercato.
4. La capacità di finanziamento e il costo dello stesso per il Gruppo BNPP potrebbero essere influenzati negativamente da una ripresa della crisi finanziaria, dal peggioramento delle condizioni economiche, dal declassamento del rating, dall'aumento degli spread del credito sovrano o da altri fattori.
5. Condizioni economiche e finanziarie sfavorevoli hanno in passato e possono in futuro incidere significativamente sul Gruppo BNP Paribas e sui mercati in cui opera.
6. Le leggi e i regolamenti in vigore, così come gli sviluppi legislativi e regolamentari attuali e futuri, possono incidere significativamente sul Gruppo BNP Paribas e sull'ambiente finanziario ed economico in cui opera.
7. Il Gruppo BNPP può incorrere in significative sanzioni amministrative, penali o di altra natura per non conformità alle leggi e ai regolamenti in vigore e può anche subire perdite in contenziosi correlati (o non correlati) con soggetti privati.

Quali sono i principali rischi specifici dei titoli?

Fattori di rischio più significativi specifici dei titoli

Esistono anche rischi relativi ai Titoli, compresi:
1. Rischio relativo alla struttura dei Titoli:
Il tasso di rendimento variabile dei Titoli dipende dall'andamento dell'"3-month Euribor rate".
2. Rischi legati a interruzioni e adeguamenti:
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, tra cui, a titolo esemplificativo ma non esaustivo, il tasso "3-month Euribor rate" di riferimento e il tempo rimanente fino alla data di rimborso prevista dei Titoli. La possibilità che il valore e il prezzo di negoziazione dei Titoli subiscano fluttuazioni (positive o negative) dipende da una serie di fattori che gli investitori dovrebbero valutare attentamente prima di acquistare o vendere i Titoli.
4. Rischi legali
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.

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 2 Marzo 2026 (inclusa) e fino alla data 26 Marzo 2026 (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 LEI: UI802FYJ52XDB7N4KN18
Soggetto che richiede l'ammissione alla negoziazione: BNP Paribas Issuance B.V. (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 50.000.000.

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 la stessa entità del Garante e fa parte dello stesso gruppo dell'Emittente; 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.