

FINAL TERMS FOR NOTES
FINAL TERMS DATED 13 FEBRUARY 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 EUR 30,000,000 Underlying Interest Rate Notes due 29 March 2034

ISIN: FR001400NMT7

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. 23-195 on 31 May 2023

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 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 31 May 2023, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any

additional amount of Securities (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Securities described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus to obtain all the relevant information. A summary of the Securities is annexed to these Final Terms. The Base Prospectus, any Supplement(s) to the Base Prospectus and these Final Terms are available for viewing at 1 rue Laffitte, 75009 Paris, France and www.amf-france.org and copies may be obtained free of charge at the specified offices of the Paying 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.

1. Issuer: BNP Paribas Issuance B.V.
2. Guarantor: BNP Paribas
3. Trade Date, Series Number and Tranche Number:
 - (a) Trade Date: 24 January 2024
 - (b) Series Number: FINTE 14893 FR
 - (c) Tranche Number: 1
4. Issue Date, Interest Commencement Date and Maturity Date:
 - (a) Issue Date: 13 February 2024
 - (b) Interest Commencement Date: Not applicable
 - (c) Maturity Date: 29 March 2034

Business Day Convention for Maturity Date: Modified Following
5. Aggregate Nominal Amount and Issue Price:
 - (a) Aggregate Nominal Amount – Series: EUR 30,000,000
 - (b) Aggregate Nominal Amount – Tranche: EUR 30,000,000
 - (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:
Not applicable
 - (d) The provisions of Annex 11 (Additional Terms and Conditions for Underlying Interest Rate Securities) shall apply
- Tax Gross-up: Condition 6.3 (*No Gross-up*) applicable
- 7. Form of Securities:** Dematerialised bearer form (au porteur)
- 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 3.13) The applicable Additional Business Centre for the purposes of the definition of "Business Day" in Condition 3.13 is a T2 Business Day only
 - (b) Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a): T2 System
- 9. 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 Exchange Rate: Not applicable
- (b) Specified Exchange Rate/Settlement 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
22. Governing law: French law
23. *Masse* provisions (Condition 18): Full Masse

Name and address of the Representative:

SELARL MCM AVOCAT
 Contact : rmo@avocat-mcm.com
 10, rue de Sèze, 75009 Paris, France
 Tel: +33 1 53 43 36 00
 Fax: +33 1 53 43 36 01

Name and address of the alternate Representative:

Maître Philippe MAISONNEUVE
 Avocat
 10, rue de Sèze, 75009 Paris, France

Tel: +33 1 53 43 36 00

Fax: +33 1 53 43 36 01

The Representative will receive a remuneration of EUR 275 per annum plus VAT

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 and CNY Payment Disruption Events: | |
| | (a) Additional Disruption Events and Optional 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: Applicable

(a) Automatic Early Redemption Event:	Single Standard Automatic Early Redemption: the SPS AER Value is less than the Automatic Early Redemption Level
(b) Automatic Early Redemption Payout:	SPS Automatic Early Redemption Payout:
	NA x (100% + AER Exit Rate)
	SPS AER Valuation is applicable
	And where:
	n means a number between 1 to 10, in respect of the relevant Automatic Early Redemption Date
	NA means EUR 1,000
	Relevant Screen Page means Reuters 'ICESWAP2' (or any successor page thereto)
	SPS AER Value means Underlying Reference Value
	SPS Valuation Date means Automatic Early Redemption Valuation Date
	Specified Time means 11:00 am, Frankfurt time
	Underlying Reference means the EUR interest rate swap with a maturity of 10 years

			Underlying Reference Closing Price Value means, in respect of a SPS Valuation Date, the Underlying Reference Rate in respect of such day.
			Underlying Reference Rate means the Underlying Reference which appears on the Relevant Screen Page at the Specified Time on the relevant SPS Valuation Date
			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.
(c)	Automatic Redemption Date(s):	Early	29 March 2025 (n=1), 29 March 2026 (n=2), 29 March 2027 (n=3), 29 March 2028 (n=4), 29 March 2029 (n=5), 29 March 2030 (n=6), 29 March 2031 (n=7), 29 March 2032 (n=8), 29 March 2033 (n=9) and 29 March 2034 (n=10), each date subject to adjustment in accordance with the Modified Business Day Convention
(d)	Automatic Redemption Level:	Early	2.50 per cent.
(e)	Automatic Redemption Percentage:	Early	Not applicable
(f)	AER Rate:		n x 6.00 per cent.
(g)	AER Exit Rate:		AER Rate
(h)	Automatic Redemption Date(s)/Period(s):	Early Valuation	27 March 2025 (n=1), 26 March 2026 (n=2), 24 March 2027 (n=3), 27 March 2028 (n=4), 27 March 2029 (n=5), 27 March 2030 (n=6), 27 March 2031 (n=7), 24 March 2032 (n=8), 25 March 2033 (n=9) and 27 March 2034 (n=10)
(i)	Automatic Redemption Time:	Early Valuation	Not applicable
(j)	Observation Source:	Price	Not applicable
(k)	Underlying Level 1:	Reference	Not applicable
(l)	Underlying Level 2:	Reference	Not applicable
(m)	SPS AER Valuation:		Not applicable

(n)	AER Event 1 Underlying(s):	1	Not applicable
(o)	AER Event 2 Underlying(s):	2	Not applicable
(p)	AER Event 1 Basket:		Not applicable
(q)	AER Event 2 Basket:		Not applicable

GENERAL PROVISIONS FOR VALUATION(S)

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

46. PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- (a) Interest: Not applicable
- (b) Fixed Rate Provisions: Not applicable
- (c) Floating Rate Provisions: 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 Not applicable

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: France
- (ii) Offer Period: The period from and including 13 February 2024 to and including 29 March 2024 ("**Offer End Date**")
- (iii) Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it: None
- (iv) General Consent: Applicable

(v) Other Authorised Offeror Terms: Not applicable

51. Prohibition of Sales to EEA and UK Investors:

(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 Retail Investors (where Securities are held in a retail account): Not applicable

(v) Prohibition of Sales to UK Non Retail Investors (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.

Signed on behalf of the Issuer:

By: 

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Application will be made to list the Securities on the Official List of the Luxembourg Stock Exchange and to admit the Securities for trading on the Luxembourg Stock Exchange's regulated market on or around the Issue Date.

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 Authorised Offerors will receive from the Issuer, placement fees implicit in the Issue Price of the Securities equal to a maximum amount of 0.40 per cent. per annum of the Nominal Amount per Security. All placement fees will be paid out upfront.

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: EUR 30,000,000

(iii) Estimated total expenses: Not applicable

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

Not applicable.

6. OPERATIONAL INFORMATION

(i) ISIN: FR001400NMT7

(ii) Common Code: 275998613

(iii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and Euroclear France approved by the Issuer and the Principal Paying Agent and the relevant identification number(s): Not applicable

(iv) Delivery: Delivery against payment

- | | | | |
|------|---|---|----------------|
| (v) | Additional Agent(s) (if any): | Paying | 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

Conditions to which the offer is subject: Offers of the Securities are conditional on their issue and on any additional conditions set out in the standard terms of business of the Authorised Offerors, notified to investors by such relevant Authorised Offeror.

The Issuer reserves the right to modify the total nominal amount of the Notes to which investors can subscribe, curtail the offer of the Securities or withdraw the offer of the Securities and/or, if the Securities have not yet been issued, cancel the issuance of the Securities for any reason at any time on or prior to the Offer End Date (as defined above) and advise the Authorised Offeror accordingly. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right to withdraw the offer, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities.

Description of the application process: Application to subscribe for the Notes can be made in France at the offices of the relevant Authorised Offeror. The distribution of the Notes will be carried out in accordance with Authorised Offeror's usual procedures notified to investors by such Authorised Offeror.

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

Details of the minimum and/or maximum amount of the application: The minimum amount of application is the Specified Denomination.

Maximum subscription amount per investor:

30,000 x Specified Denomination

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

There are no pre-identified allotment criteria. The Authorised Offerors will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Notes requested through the Authorised Offerors during the Offer Period will be assigned up to the maximum amount of the Offer.

In the event that during the Offer Period the requests exceed the total amount of the offer destined to prospective investors the Issuer, in accordance with the Authorised Offerors, will proceed to early terminate the Offer Period and will immediately suspend the acceptance of further requests.

Description of possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants: Not applicable

Details of the method and time limits for paying up and delivering the Securities: The Securities will be issued on the Issue Date against payment to the Issuer 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 website:
<https://eqdpo.bnpparibas.com/FR001400NMT7>

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: No dealings in the Securities on a regulated market for the purposes of the Markets in Financial Instruments Directive 2014/65/EU may take place prior to the Issue Date.

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 None

description of the main terms of their commitment:

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:

None

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:

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

Issue of EUR 30,000,000 Underlying Interest Rate Securities due 29 March 2034 - The securities are Notes. International Securities Identification Number ("ISIN"): FR001400NMT7.

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

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 31 May 2023 under the approval number 23-195 by the AMF, as supplemented from time to time.

Section B - Key information on the issuer

Who is the issuer of the securities?

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

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

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

Principal activities

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

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

Major shareholders

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

Identity of the issuer's key managing directors

The Managing Director of the Issuer is BNP Paribas Finance B.V.

The Managing Directors of BNP Paribas Finance B.V. are Edwin Herskovic, Cyril Le Merrer, Folkert van Asma, Geert Lippens, François Buhagiar 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 €	31/12/2022	31/12/2021		
Operating profit/loss	120,674	47,856		
Balance sheet				
	Year	Year-1		
In €	31/12/2022	31/12/2021		
Net financial debt (long term debt plus short term debt minus cash)	94,563,113,054	87,075,923,521		
Current ratio (current assets/current liabilities)	1.0	1.0		
Debt to equity ratio (total liabilities/total shareholder equity)	126,405	133,566		
Interest cover ratio (operating income/interest expense)	No interest expenses	No interest expenses		
Cash flow statement				
	Year	Year-1		
In €	31/12/2022	31/12/2021		
Net Cash flows from operating activities	-113,916	622,151		
Net Cash flows from financing activities	0	0		
Net Cash flows from investing activities	0	0		

Qualifications in the audit report

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

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

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

Section C - Key Information on the securities

What are the main features of the securities?

Type, class and ISIN

Issue of EUR 30,000,000 Underlying Interest Rate Securities due 29 March 2034 - The securities are Notes. International Securities Identification Number ("ISIN"): FR001400NMT7.

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

The currency of the Securities is Euro ("EUR"). The Securities have a par value of EUR 1,000. 30,000 Securities will be issued. The Securities will be redeemed on 29 March 2034.

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 contain events of default including non-payment, non-performance or non-observance of the Issuer's or Guarantor's obligations in respect of the Securities; the insolvency or winding up of the Issuer or Guarantor.

Governing law - The Securities are governed by French law.

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

Automatic Early Redemption: If on any Automatic Early Redemption Valuation Date EUR CMS 10Y is less than 2.50%, the Securities will be redeemed by payment in cash in respect of each Note equal to EUR 1,000 x (100% + AER Rate) on the corresponding Automatic Early Redemption Date.

Issue Date	13 February 2024	Issue Price (per Note)	100%
Redemption Date	29 March 2034	Product Currency	EUR
Automatic Early Redemption Valuation Date	27 March 2025 (n=1), 26 March 2026 (n=2), 24 March 2027 (n=3), 27 March 2028 (n=4), 27 March 2029 (n=5), 27 March 2030 (n=6), 27 March 2031 (n=7), 24 March 2032 (n=8), 25 March 2033 (n=9) and 27 March 2034 (n=10)	Notional Amount (per Note)	EUR 1,000

Automatic Early Redemption Date	29 March 2025 (n=1), 29 March 2026 (n=2), 29 March 2027 (n=3), 29 March 2028 (n=4), 29 March 2029 (n=5), 29 March 2030 (n=6), 29 March 2031 (n=7), 29 March 2032 (n=8), 29 March 2033 (n=9) and 29 March 2034 (n=10), each date subject to adjustment	AER Rate	n x 6.00 per cent.
EUR CMS 10Y	The EUR interest rate swap with a maturity of 10 years which appears on Reuters 'ICESWAP2' (or any successor page thereto) at 11:00 a.m., Frankfurt time.	n	a number between 1 to 10, in respect of the relevant Automatic Early Redemption Date

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 Official List of Luxembourg Stock Exchange.

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 French law deed of guarantee executed by BNPP 31 May 2023 (the "Guarantee").

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

BNPP's long-term credit ratings are A+ with a stable outlook (S&P Global Ratings Europe Limited), Aa3 with a stable outlook (Moody's Investors Service Ltd.), , AA- with a stable outlook (Fitch Ratings Ireland Limited) (which is the long-term rating assigned to BNPP's senior preferred debt by Fitch Ratings Ireland Limited) 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 Investors Service Ltd.), 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 eurozone*: 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 eurozone, organised around*: Europe-Mediterranean, covering Commercial & Personal Banking outside the eurozone, 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 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 5.1% of the share capital, BlackRock Inc. holding 6.9% of the share capital, Amundi holding 5.0% of the share capital and Grand Duchy of Luxembourg holding 1.0% of the share capital.

Key financial information for the purpose of assessing the guarantor's ability to fulfil its commitments under the guarantee					
On 2 May 2023, BNP Paribas reported restated quarterly series for 2022 to reflect for each quarter: (i) the application of IFRS 5 relating to disposal groups of assets and liabilities held for sale, following the sale of Bank of the West on 1 February 2023; (ii) the application of IFRS 17 (Insurance Contracts) and the application of IFRS 9 for insurance entities, effective 1 January 2023; (iii) the application of IAS 29 (Financial Reporting in Hyperinflationary Economies) to Türkiye, effective 1 January 2022; and (iv) the internal transfers of activities and results at Global Markets and Commercial & Personal Banking in Belgium					
Income statement					
	Year	Year -1	Year-2	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2022	31/12/2021	31/12/2020	30/09/2023	30/09/2022
Net interest income	N/A	19,238	21,312	N/A	N/A
Net fee and commission income	N/A	10,362	9,862	N/A	N/A
Net gain on financial instruments	N/A	7,777	7,146	N/A	N/A
Revenues	45,430	43,762	44,275	34,976	34,545
Cost of risk	-3,003	-2,971	-5,717	-2,065	-2,306
Operating Income	12,564	11,325	8,364	9,738	9,846
Net income attributable to equity holders	9,848	9,488	7,067	9,906	7,706
Earnings per share (in euros)	7.80	7.26	5.31	6.85*	6.19
Balance sheet					
	Year	Year -1	Year-2	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2022	31/12/2021	31/12/2020	30/09/2023	30/09/2022
Total assets	2,663,748	2,634,444	2,488,491	2,701,362	3,009,340
Debt securities	220,937	220,106	212,351	268,513	228,110
<i>Of which mid long term Senior Preferred</i>	<i>58,899**</i>	<i>78,845**</i>	<i>82,086**</i>	<i>N/A</i>	<i>N/A</i>
Subordinated debt	24,160	25,667	23,325	N/A	N/A
Loans and receivables from customers (net)	857,020	814,000	809,533	853,247	869,500
Deposits from customers	1,008,056	957,684	940,991	965,980	1,015,649
Shareholders' equity (Group share)	121,237	117,886	112,799	124,138	120,764
Doubtful loans/ gross outstandings***	1.7%	2.0%	2.1%	1.7%	1.7%
Common Equity Tier 1 capital (CET1) ratio	12.3%	12.9%	12.8%	13.4%	12.1%
Total Capital Ratio	16.2%	16.4%	16.4%	17.8%	15.9%
Leverage Ratio****	4.4%	4.1%	4.4%	4.5%	3.9%

(*) Calculated on the basis of the distributable net income in 2023

(**) Regulatory scope

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

(****) Without the effect of the temporary exemption related to deposits with Eurosystem central banks (calculated in accordance with Regulation (EU) No. 2020/873, Article 500b). The temporary exemption for the exclusion of deposits with Eurosystem central banks ended on 31 March 2022.

Most material risk factors pertaining to the guarantor

1. A substantial increase in new provisions or a shortfall in the level of previously recorded provisions exposed to credit risk and counterparty risk could adversely affect the BNP Paribas Group's results of operations and financial condition.
2. The BNP Paribas Group's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses.
3. The BNP Paribas Group may incur significant losses on its trading and investment activities due to market fluctuations and volatility.
4. The BNP Paribas Group's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in sovereign credit spreads or other factors.
5. Adverse economic and financial conditions have in the past had and may in the future have an impact 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 EUR CMS 10Y.

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 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 13 February 2024 to and including 29 March 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 Official List of Luxembourg Stock Exchange.

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

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: EUR 30,000,000

Underwriting agreement

No underwriting commitment is undertaken.

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

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

Various entities within the BNPP Group (including the Issuer and Guarantor) and Affiliates undertake different roles in connection with the Securities, including Issuer of the Securities and Calculation Agent of the Securities which may give rise to potential conflicts of interest.

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.

Résumé

Section A - Introduction et avertissements

Avertissements

Le présent résumé doit être lu comme une introduction au Prospectus de Base et aux Conditions Définitives applicables. Toute décision d'investir dans les Titres concernés doit être fondée sur un examen exhaustif du Prospectus de Base dans son ensemble, y compris tous documents incorporés par référence et les Conditions Définitives applicables.

Les investisseurs peuvent être exposés à une perte partielle ou totale de leur investissement.

Lorsqu'une action concernant l'information contenue dans le Prospectus de Base et les Conditions Définitives applicables est intentée devant un tribunal d'un État Membre de l'Espace Économique européen, l'investisseur plaignant peut, selon la législation nationale de l'État Membre où l'action est intentée, avoir à supporter les frais de traduction de ce Prospectus de Base et des Conditions Définitives applicables avant le début de la procédure judiciaire.

Aucune responsabilité civile ne sera recherchée auprès de l'Émetteur ou du Garant dans cet État Membre sur la seule base du présent résumé, y compris sa traduction, à moins que le contenu du résumé ne soit jugé trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus de Base et des Conditions Définitives applicables, ou à moins qu'il ne fournisse pas, lu en combinaison avec les autres parties du Prospectus de Base et des Conditions Définitives applicables, les informations clés permettant d'aider les investisseurs lorsqu'ils envisagent d'investir dans les Titres.

Vous êtes sur le point d'acquérir un produit qui n'est pas simple et qui peut être difficile à comprendre.

Nom et numéro d'identification internationale de titres (*International Securities Identification Number - ISIN*) des titres

Émission de « EUR 30,000,000 Underlying Interest Rate Securities due 29 March 2034 » - Les titres sont des Obligations. Code ISIN (« **International Securities Identification Number** »): FR001400NMT7.

Identité et coordonnées de l'émetteur

BNP Paribas Issuance B.V. (l'« **Émetteur** »), Herengracht 595, 1017 CE Amsterdam, Pays-Bas (numéro de téléphone : +31(0)88 738 0000). L'Identifiant d'Entité Légale (LEI) de l'Émetteur est 7245009UXRIGIRYOBR48.

Identité et coordonnées de l'offreur et/ou de la personne demandant l'admission à la négociation

Personne demandant l'admission à la négociation : BNP Paribas Issuance B.V. (l'« **Émetteur** »), Herengracht 595, 1017 CE Amsterdam, Pays-Bas (numéro de téléphone : +31(0)88 738 0000).

Identité et coordonnées de l'autorité compétente approuvant le 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 d'approbation du prospectus

Le Prospectus de Base a été approuvé par l'AMF le 31 mai 2023 sous le numéro d'approbation 23-195, tel que complété de temps à autre.

Section B - Informations clés sur l'émetteur

Qui est l'émetteur des titres ?

Domicile / forme juridique / LEI / droit en vertu duquel l'émetteur opère / pays de constitution

BNPP B.V. a été constituée aux Pays-Bas sous la forme d'une société non cotée en bourse à responsabilité limitée de droit néerlandais, et son siège social est situé Herengracht 595, 1017 CE Amsterdam, Pays-Bas. Identifiant d'Entité Légale (LEI) : 7245009UXRIGIRYOBR48.

La note de crédit à long terme de BNPP B.V. est A+ avec perspective stable (S&P Global Ratings Europe Limited) et la note de crédit à court terme de BNPP B.V. est A-1 (S&P Global Ratings Europe Limited).

Activités principales

L'Émetteur a pour activité principale d'émettre et/ou d'acquérir des instruments financiers de toute nature et de conclure des contrats à cet effet pour le compte de différentes entités au sein du Groupe BNPP.

Les actifs de BNPP B.V. sont constitués des obligations des autres entités du Groupe BNPP. Les porteurs de Titres émis par BNPP B.V. seront, sous réserve des dispositions de la Garantie pertinente émise par BNPP, exposés à la capacité des entités du Groupe BNPP à exécuter leurs obligations envers BNPP B.V.

Actionnaires principaux

BNP Paribas détient 100 % du capital social de BNPP B.V.

Identité des directeurs généraux clés de l'émetteur

Le Directeur général de l'Émetteur est BNP Paribas Finance B.V.

Les Directeurs généraux de BNP Paribas Finance B.V. sont Edwin Herskovic, Cyril Le Merrer, Folkert van Asma, Geert Lippens, François Buhagiar et Matthew Yandle.

Identité des commissaires aux comptes de l'émetteur

Deloitte Accountants N.V. est le commissaire aux comptes de l'Émetteur. Deloitte Accountants N.V. est un cabinet d'expertise-comptable indépendant enregistré aux Pays-Bas auprès de la NBA (*Nederlandse Beroepsorganisatie van Accountants*).

Quelles sont les informations financières clés concernant l'émetteur ?

Informations financières clés

Compte de résultat				
	Année	Année -1		
En €	31/12/2022	31/12/2021		
Bénéfice/perte d'exploitation				
	120 674	47 856		
Bilan				
	Année	Année -1		
En €	31/12/2022	31/12/2021		
Endettement financier net (dette à long terme plus dette à court terme moins trésorerie)	94 563 113 054	87 075 923 521		
Ratio courant (actif courant/passif courant)	1,0	1,0		
Ratio dette sur capitaux propres (total du passif/total des capitaux propres)	126 405	133 566		
Ratio de couverture des intérêts (résultat d'exploitation/charge d'intérêts)	Pas de charge d'intérêts	Pas de charge d'intérêts		
État des flux de trésorerie				
	Année	Année -1		
En €	31/12/2022	31/12/2021		
Flux de trésorerie net provenant des activités d'exploitation	-113 916	622 151		
Flux de trésorerie net provenant des activités de financement	0	0		
Flux de trésorerie nets provenant des activités d'investissement	0	0		

Qualifications dans le rapport d'audit

Sans objet, il n'existe aucune réserve dans le rapport d'audit sur les informations financières historiques contenues dans le Prospectus de Base.

Quels sont les principaux risques spécifiques à l'émetteur ?

Sans objet. BNPP B.V. est une société opérationnelle. La solvabilité de BNPP B.V. dépend de la solvabilité de BNPP.

Section C - Informations clés sur les titres

Quelles sont les principales caractéristiques des titres ?

Type, catégorie et ISIN

Émission de « EUR 30,000,000 Underlying Interest Rate Securities due 29 March 2034 » - Les titres sont des Obligations. Code ISIN (« **International Securities Identification Number** »): FR001400NMT7.

Devise / dénomination / valeur au pair / nombre de titre émis / terme des titres

La devise des Titres est l'euro (« EUR »). Les Titres ont une valeur au pair de 1000 EUR. 30 000 Titres seront émis. Les Titres seront remboursés le 29 mars 2034.

Droits attachés aux Titres

Maintien de l'Emprunt à son Rang - Les modalités des Titres ne contiendront aucune clause de maintien de l'emprunt à son rang.

Cas de défaut - Les modalités des Obligations prévoient des cas de défaut, y compris le défaut de paiement, le défaut d'exécution ou le non-respect des obligations de l'Émetteur ou du Garant en vertu des Titres ; l'insolvabilité ou la liquidation de l'Émetteur ou du Garant.

Droit applicable - Les Titres sont régis par le droit français.

Remboursement anticipé automatique : Si, à une Date d'évaluation de remboursement anticipé automatique, le cours de clôture du Sous-jacent est inférieur(e) à 2.50%, le produit sera remboursé à la date correspondante. Vous recevrez, par Certificat un montant équivalent à la Valeur nominale, plus une prime qui dépend du Taux de sortie applicable.

Date d'émission	13 février 2024	Prix d'émission (per Note)	100%
Date de remboursement (échéance)	29 mars 2034	Devise du produit	EUR
Date(s) d'évaluation de remboursement anticipé automatique	27 Mars 2025 (n=1), 26 Mars 2026 (n=2), 24 Mars 2027 (n=3), 27 Mars 2028 (n=4), 27 Mars 2029 (n=5), 27 Mars 2030 (n=6), 27 Mars 2031 (n=7), 24 Mars 2032 (n=8), 25 Mars 2033 (n=9) and 27 Mars 2034 (n=10)	Valeur nominale (per Note)	EUR 1,000

Date(s) de remboursement anticipé automatique	29 Mars 2025 (n=1), 29 Mars 2026 (n=2), 29 Mars 2027 (n=3), 29 Mars 2028 (n=4), 29 Mars 2029 (n=5), 29 Mars 2030 (n=6), 29 Mars 2031 (n=7), 29 Mars 2032 (n=8), 29 Mars 2033 (n=9) and 29 Mars 2034 (n=10)	Taux du coupon	n x 6.00 per cent.
EUR CMS 10Y	Le Taux de Swap EUR 10 ans (annuel, 30/360) vs EURIBOR 6 mois (semi-annuel, Act/360), fixé sur Reuters Screen "ICESWAP2" (ou toute page successeur de celui-ci comme déterminé par l'Agent de Calcul) à 11h00 heure du matin de Francfort, à chaque Date de Constatation.	n	un nombre entre 1 et 10, en fonction de le Date de remboursement anticipé automatique correspondante

Assemblées - Les modalités des Titres contiendront des dispositions relatives à la convocation d'assemblées générales des titulaires de ces Titres, afin d'examiner des questions affectant leurs intérêts en général. Ces dispositions permettront à des majorités définies de lier tous les titulaires, y compris ceux qui n'auront pas assisté ni voté à l'assemblée concernée et ceux qui auront voté d'une manière contraire à celle de la majorité.

Représentant des titulaires - Aucun représentant des Titulaires n'a été nommé par l'Émetteur.

Ancienneté des titres

Les Titres constituent des obligations non assorties de sûretés et non subordonnées de l'Émetteur qui viennent au même rang entre eux.

Restrictions de la libre négociation des titres

Il n'existe pas de restrictions de la libre négociation des Titres.

Dividende ou politique de paiement

Non applicable

Où les titres seront-ils négociés ?

Admission à la négociation

L'Émetteur (ou pour son compte) fera la demande d'admission des Titres à la cote officielle de la Bourse de Luxembourg.

Existe-t-il une garantie attachée aux titres ?

Nature et portée de la garantie

Les obligations au titre de la garantie sont des obligations privilégiées de premier rang (au sens de l'article L.613-30-3-I-3° du Code monétaire et financier) et des obligations non assorties de sûretés de BNPP et seront de même rang que ses autres obligations privilégiées de premier rang et non assorties de sûretés actuelles et futures, sous réserve des exceptions qui peuvent de temps à autre être obligatoires en vertu du droit français.

Dans le cas d'un bail-in de BNPP mais pas de BNPP B.V., les obligations et/ou montants dus par BNPP au titre de la garantie seront réduits afin d'illustrer toute modification ou réduction appliquée au passif de BNPP, suite au bail-in de BNPP par un régulateur compétent (y compris dans une situation où la Garantie elle-même ne fait l'objet d'aucun bail-in).

Le Garant garantit inconditionnellement et irrévocablement à chaque Titulaire que, si pour quelque raison que ce soit, BNPP B.V. ne verse pas une somme qu'elle doit payer ou ne remplit pas une autre obligation liée aux Titres à la date spécifiée pour ce paiement ou l'exécution de cette obligation, conformément aux Conditions, le Garant paiera cette somme dans la devise dans laquelle le paiement est dû, en fonds immédiatement disponibles, ou, le cas échéant, remplira ou fera remplir l'obligation concernée à la date prévue pour l'exécution.

Description du Garant

Les Titres seront inconditionnellement et irrévocablement garantis par BNP Paribas (« BNPP » ou le « Garant ») en vertu d'un acte de garantie de droit France signé par BNPP le 31 mai 2023 (la « Garantie »).

Le Garant a été constitué en France sous la forme d'une société anonyme de droit français et agréée en qualité de banque, dont le siège social est situé 16, boulevard des Italiens - 75009 Paris, France. Identifiant d'Entité Légale (LEI) : ROMUWSFPU8MPRO8K5P83.

Les notations de crédit à long terme de BNPP sont A+ avec perspective stable (S&P Global Ratings Europe Limited), Aa3 assortie d'une perspective stable (Moody's Investors Service Ltd.), AA- avec perspective stable (Fitch Ratings Ireland Limited) (la note à long terme attribuée à la dette senior privilégiée de BNPP par Fitch Ratings Ireland Limited) et AA (faible) avec perspective stable (DBRS Rating GmbH) et les notations de crédit à court terme de BNPP sont A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1+ (Fitch Ratings Ireland Limited.) et R-1 (middle) (DBRS Rating GmbH).

L'organisation de BNP Paribas s'appuie sur trois divisions opérationnelles : Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) et Investment & Protection Services (IPS).

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

Commercial, Personal Banking & Services (CPBS) :

- **Commercial & Personal Banking dans la zone euro** : Commercial & Personal Banking en France (CPBF), BNL banca commerciale (BNL bc), Commercial & Personal Banking en Italie, Commercial & Personal Banking en Belgique (CPBB), Commercial & Personal Banking au Luxembourg (CPBL).

- **Commercial & Personal Banking en dehors de la zone euro, organisé autour de** : Europe Méditerranée, couvrant les banques commerciales hors zone euro, notamment en Europe centrale, en Europe de l'Est, en Turquie et en Afrique.

- *Métiers spécialisés* : BNP Paribas Personal Finance, Arval et BNP Paribas Leasing Solutions, les nouveaux métiers numériques spécialisés (en particulier Nickel, Floa, Lyf) et BNP Paribas Personal Investors.

Investment & Protection Services (IPS) : Assurance (BNP Paribas Cardif), gestion d'actifs et de patrimoine : BNP Paribas Asset Management, BNP Paribas Real Estate, BNP Paribas Principal Investments (gestion du portefeuille d'investissements industriels et commerciaux cotés et non cotés du Groupe BNP Paribas) et BNP Paribas Wealth Management.

Au 30 juin 2023, les principaux actionnaires étaient la Société Fédérale de Participations et d'Investissement ("SFPI"), société anonyme d'intérêt public agissant pour le compte de l'Etat belge, qui détient 5,1% du capital social, BlackRock Inc. qui détient 6,9% du capital social, Amundi qui détient 5% du capital social et le Grand-Duché de Luxembourg, qui détient 1% du capital social.

Informations financières clés pour évaluer la capacité du garant à remplir ses engagements en vertu de la garantie
BNP Paribas a publié le 2 mai 2023 des séries trimestrielles de l'année 2022 recomposées pour tenir compte sur chacun des trimestres (i) de l'application de la norme IFRS 5 relative aux groupes d'actifs et de passifs destinés à la vente à la suite de la cession de Bank of the West le 1er février 2023 ; (ii) de l'application de la norme IFRS 17 « Contrats d'assurance » et de l'application de la norme IFRS 9 pour les entités d'assurance à partir du 1er janvier 2023 ; (iii) de l'application de la norme IAS 29 « Information financière dans les économies hyper-inflationnistes » en Turquie à partir du 1er janvier 2022 et (iv) de transferts internes d'activités et de résultats opérés chez Global Markets et dans la Banque Commerciale en Belgique.

Compte de résultats					
	Année	Année-1	Année-2	IntermédiaireC	Valeur intermédiaire pour la même période de l'année précédente pour comparaison
En millions €	31/12/2022	31/12/2021	31/12/2020	30/09/2023	30/09/2022
Revenu net d'intérêts	N/A	19 238	21 312	N/A	N/A
Produit net des honoraires et commissions	N/A	10 362	9 862	N/A	N/A
Gain net sur instruments financiers	N/A	7 777	7 146	N/A	N/A
Revenus	45 430	43 762	44 275	34 976	34 545
Coût du risque	-3 003	-2 971	-5 717	-2 065	-2 306
Revenu d'exploitation	12 564	11 325	8 364	9 738	9 846
Résultat net attribuable aux actionnaires	9 848	9 488	7 067	9 906	7 706
Bénéfice par action (en euros)	7,80	7,26	5,31	6,85*	6,19

Bilan					
	Année	Année-1	Année-2	Intermédiaire	Valeur intermédiaire pour la même période de l'année précédente pour comparaison
En millions d'€	31/12/2022	31/12/2021	31/12/2020	30/09/2023	30/09/2022
Total des actifs	2 663 748	2 634 444	2 488 491	2 701 362	3 009 340
Dettes représentées par un titre	220 937	220 106	212 351	268 513	228 110
<i>Dont dettes senior préférées à moyen long terme</i>	58 899**	78 845**	82 086**	N/A	N/A
Dettes subordonnées	24 160	25 667	23 325	N/A	N/A
Prêts et créances sur la clientèle	857 020	814 000	809 533	853 247	869 500
Dettes envers la clientèle	1 008 056	957 684	940 991	965 980	1 015 649
Capitaux propres (part du Groupe)	121 237	117 886	112 799	124 138	120 764
Créances douteuses / encours bruts***	1,7%	2,0%	2,1%	1,7%	1,7%
Ratio Common Equity Tier 1 (CET1)	12,3%	12,9%	12,8%	13,4%	12,1%
Ratio de fonds propres total	16,2%	16,4%	16,4%	17,8%	15,9%
Ratio de levier****	4,4%	4,1%	4,4%	4,5%	3,9%

(*) Calculé sur la base du résultat net distribuable en 2023

(**) Périmètre prudentiel

(***) Encours dépréciés (stage 3), bilan et hors bilan, non nettés des garanties reçues, sur la clientèle et les établissements de crédit, y compris les titres de dette au coût amorti et les titres de dette en valeur de marché par capitaux propres sur les encours bruts sur la clientèle et les établissements de crédit, bilan et hors bilan, y compris titres au coût amorti et les titres de dette en valeur de marché par capitaux propres (hors assurance).

(****) Sans l'effet de l'exemption temporaire des dépôts auprès des banques centrales de l'Eurosystème (calculé conformément à l'article 500 ter du Règlement UE n° 2020/873). L'exemption temporaire des dépôts auprès des banques centrales de l'Eurosystème a pris fin le 31 mars 2022.

Principaux facteurs de risque liés au Garant

1. Toute augmentation substantielle des provisions ou tout engagement insuffisamment provisionné au titre du risque de crédit et de contrepartie pourrait peser sur les résultats et sur la situation financière du Groupe BNP Paribas.
2. Les politiques, procédures et méthodes de gestion du risque mises en œuvre par le Groupe BNP Paribas pourraient l'exposer à des risques non identifiés ou imprévus, susceptibles d'occasionner des pertes significatives.
3. Les fluctuations de marché et la volatilité exposent le Groupe BNP Paribas au risque de pertes substantielles dans le cadre de ses activités de marché et d'investissement.
4. L'accès du Groupe BNP Paribas au financement et les coûts de ce financement pourraient être affectés de manière défavorable en cas de résurgence des crises financières, de détérioration des conditions économiques, de dégradation de notation, d'accroissement des spreads de crédit des États ou d'autres facteurs
5. Le contexte économique et financier défavorable a eu par le passé, et pourrait avoir à l'avenir, un impact sur le Groupe BNP Paribas et les marchés dans lesquels il opère.
6. Des mesures législatives et réglementaires prises ces dernières années, en particulier en réponse à la crise financière mondiale, ainsi que des nouvelles propositions de loi, pourraient affecter de manière substantielle le Groupe BNP Paribas ainsi que l'environnement financier et économique dans lequel il opère.
7. Si le Groupe BNP Paribas ne parvenait pas à réaliser ses objectifs stratégiques, ou si ses résultats ne suivaient pas les tendances prévues, le cours de ses instruments financiers pourrait en être défavorablement affecté

Quels sont les principaux risques spécifiques aux titres ?

Principaux facteurs de risque spécifiques aux titres

Il y a également les risques associés aux Titres, notamment :

1. Risque relatif à la structure des Titres :

Le taux variable de rendement des Titres dépend de la performance des EUR CMS 10Y.

2. Risques relatifs aux perturbations et ajustements :

Si un Événement de l'Administrateur ou de Référence se produit, les Titres pourraient faire l'objet d'ajustements ou d'un remboursement anticipé. Ces conséquences pourraient avoir un effet négatif important sur la valeur et la liquidité des Titres et/ou sur le rendement qu'un Titulaire peut espérer recevoir sur son investissement.

3. Risque relatif aux marchés sur lesquels sont négociés les titres :

Le cours des Titres peut être affecté par différents facteurs, y compris, sans s'y limiter, le temps restant jusqu'à la date de remboursement prévue des Titres. La possibilité que la valeur et le cours des Titres fluctuent (de manière positive comme négative) dépend d'un certain nombre de facteurs, que les investisseurs doivent examiner attentivement avant d'acheter ou de vendre des Titres.

4. Risques juridiques :

Les modalités des Titres contiendront des dispositions relatives à la convocation d'assemblées générales des titulaires de ces Titres, afin d'examiner des questions affectant leurs intérêts en général. Ces dispositions permettront à des majorités définies de lier tous les titulaires, y compris ceux qui n'auront pas assisté ni voté à l'assemblée concernée et ceux qui auront voté d'une manière contraire à celle de la majorité.

Section D - Informations clés sur l'offre de titres au public et/ou l'admission à la négociation sur un marché réglementé

Dans quelles conditions et selon quel calendrier puis-je investir dans ce titre ?

Conditions générales, modalités et calendrier prévu de l'offre

Les titres seront offerts au public entre le 13 février 2024 inclus et le 29 mars 2024 inclus, sous réserve de toute clôture anticipée ou prolongation de la période d'offre. L'Émetteur (ou pour son compte) fera la demande d'admission des Titres à la cote officielle de la Bourse de Luxembourg.

Estimation du total des frais liés à l'émission et/ou l'offre, y compris l'estimation des frais facturés à l'investisseur par l'émetteur ou l'offreur

Il n'existe pas de frais facturés aux investisseurs par l'émetteur.

Qui est l'offreur et/ou la personne demandant l'admission à la négociation ?

Description de l'offreur et/ou de la personne demandant l'admission à la négociation

Personne demandant l'admission à la négociation : BNP Paribas Issuance B.V. (l'« Émetteur »), Herengracht 595, 1017 CE Amsterdam, Pays-Bas (numéro de téléphone : +31(0)88 738 0000).

Pourquoi le présent prospectus est-il édité ?

Utilisation et montant net estimé des produits

Les produits nets de l'émission des Titres seront affectés aux besoins généraux de financement de l'Émetteur. Ces produits pourront être utilisés pour maintenir des positions sur des contrats d'options, des contrats à terme ou d'autres instruments de couverture.

Produit net estimé : 30 000 000 EUR

Contrat de prise ferme

Aucun contrat de prise ferme n'est conclu.

Principaux conflits d'intérêts relatifs à l'offre ou à l'admission à la négociation

BNP Paribas et ses filiales peuvent également avoir conclu, et pourraient dans le futur conclure des transactions en tant que banque d'investissement ou banque commerciale avec, et peuvent fournir des services à, l'Émetteur et le Garant et leurs filiales respectives dans le cadre d'activités courantes.

Différentes entités au sein du Groupe BNPP (y compris l'Émetteur et le Garant) et leurs Filiales assument différentes fonctions en lien avec les Titres, y compris Émetteur des Titres et Agent de Calcul des Titres, ce qui peut entraîner de potentiels conflits d'intérêts.

BNP Paribas, qui agit en tant qu'Agent de Calcul, est une Filiale de l'Émetteur et du Garant et de potentiels conflits d'intérêts peuvent exister entre cette entité et les porteurs de Titres, y compris concernant certaines décisions et certains jugements que l'Agent de Calcul doit prendre. Les intérêts économiques de l'Émetteur et de BNP Paribas en tant qu'Agent de Calcul sont potentiellement défavorables aux intérêts des Titulaires en tant qu'investisseurs dans les Titres.

Exception faite de ce qui est mentionné ci-dessus, aucune personne intervenant dans l'émission des Titres ne détient, à la connaissance de l'Émetteur, un intérêt pouvant influencer sensiblement sur l'offre, y compris des intérêts conflictuels.