

## FINAL TERMS FOR CERTIFICATES

**The Base Prospectus expires on 31 May 2024 and the Issuer intends that the Base Prospectus will be updated before expiry. The updated base prospectus will be available on <https://rates-globalmarkets.bnpparibas.com/documents/legaldocs/resourceindex.htm>.**

### FINAL TERMS DATED 22 APRIL 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

**Up to SEK 100,000,000 5Y Certificate on Prior Nilsson Idea B in SEK ("3068 Marknadscertifikat Idea") due 27 June 2029**

under the Note, Warrant and Certificate Programme  
of BNP Paribas Issuance B.V., BNP Paribas and BNP Paribas Fortis Funding  
The Base Prospectus received approval no. 23-197 on 31 May 2023

**ISIN Code: NL00150021O2**

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

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

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

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

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

Investors who, before the Base Prospectus is published, have already agreed to purchase or subscribe for the Securities which are the subject of the Non-exempt Offer, where the Securities have not yet been delivered to such investors, have the right, exercisable within the period of two working days after the publication of the Base Prospectus 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 (the "**Conditions**") set forth in the Base Prospectus dated 31 May 2023 and 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) notwithstanding the publication and approval of any other Supplement to the 2023 Base Prospectus (each a "**2023 Future Supplement**") which may have been published and approved after the date of these Final Terms and before the end of the public offer period of the Securities to which these Final Terms relate (together, the "**2023 Base Prospectus**") and/or an updated Base Prospectus (and any Supplement(s) thereto, each a "**2024 Future Supplement**"), which will replace the 2023 Base Prospectus (the "**2024 Base Prospectus**") (the date of any such publication and approval, each a "**Publication Date**"). This document constitutes the Final Terms of the Securities described herein for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and (i) prior to any Publication Date, must be read in conjunction with the 2023 Base Prospectus or (ii) on and after any Publication Date must be read in conjunction with the 2023 Base Prospectus, as supplemented by any 2023 Future Supplement as at such date or, as applicable, the 2024 Base Prospectus, as supplemented by any 2024 Future Supplement as at such date, save in respect of the Conditions which are extracted from the 2023 Base Prospectus to obtain all the relevant information. The 2023 Base Prospectus, as supplemented, constitutes, and the 2024 Base Prospectus will constitute, a base prospectus for the purposes of the Prospectus Regulation. The Issuer has in the 2023 Base Prospectus given consent to the use of the 2023 Base Prospectus in connection with the offer of the Securities. Such consent will be valid until the date that is twelve months following the date of the 2023 Base Prospectus. The Issuer will in the 2024 Base Prospectus give consent to the use of the 2024 Base Prospectus in connection with the offer of the Securities. A summary of the Securities is annexed to these Final Terms. **The 2023 Base Prospectus , as supplemented, and these Final Terms are available, and the 2024 Base Prospectus will be available for viewing on <https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx> and copies may be obtained free of charge at the specified offices of the Security Agents.**

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

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

### SPECIFIC PROVISIONS FOR EACH SERIES

SERIES NUMBER	NO. OF SECURITIES ISSUED	NO OF SECURITIES	ISIN	COMMON CODE	ISSUE PRICE PER SECURITY	REDEMPTION DATE
CE7293SCE	Up to 1,000	Up to 1,000	NL0015002102	Not Applicable	SEK 15,000	27 June 2029

### GENERAL PROVISIONS

The following terms apply to each series of Securities:

1.	Issuer:	BNP Paribas Issuance B.V.
2.	Guarantor:	BNP Paribas
3.	Trade Date:	13 June 2024
4.	Issue Date:	27 June 2024
5.	Consolidation:	Not applicable
6.	Type of Securities:	Certificates  The Securities are Fund Securities.  The provisions of Annex 9 ( <i>Additional Terms and Conditions for Fund Securities</i> ) shall apply.  Unwind Costs: Applicable
7.	Form of Securities:	Swedish Dematerialised Securities
8.	Business Day Centre(s):	The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 1 is Stockholm.
9.	Settlement:	Settlement will be by way of cash payment (Cash Settled Securities).
10.	Rounding Convention for Cash Settlement Amount:	Not applicable
11.	Variation of Settlement:	
	(a) Issuer's option to vary settlement:	The Issuer does not have the option to vary settlement in respect of the Securities.
12.	Final Payout	
	<b>SPS Payouts</b>	<p><b>SPS Vanilla Products</b> <b>Vanilla Call Securities</b></p> <p>Constant Percentage 1 + Gearing * Max (Final Redemption Value – Strike Percentage, Floor Percentage)</p> <p><i>Where</i></p> <p><b>Average Underlying Reference Volatility Hedged Value</b> means, in respect of a SPS Valuation Period, the arithmetic average of the Underlying Reference Volatility Hedged Values for all the SPS Valuation Dates in such SPS Valuation Period;</p> <p><b>Constant Percentage 1</b> means 5%</p>

**Floor Percentage** means 0%

**Final Redemption Value** means the Average Underlying Reference Volatility Hedged Value

**Gearing** or **G** is a percentage expected to be about 140% but which will not be less than 120% as determined by the Issuer on Trade Date after the end of the Offer Period. Notice of the rate will be published in the same manner as publication of these Final Terms.

**SPS Valuation Date** means the SPS Redemption Valuation Date

**SPS Redemption Valuation Date** means

t	Averaging Date
1	December 14th, 2028
2	January 15th, 2029
3	February 14th, 2029
4	March 14th, 2029
5	April 16th, 2029
6	May 14th, 2029
7	June 14th, 2029

**SPS Valuation Period** means the SPS Redemption Valuation Period

**SPS Redemption Valuation Period** means from and including 14 December 2028 to and including 14 June 2029

**Strike Percentage** means 100%

**Excess Return:** Applicable

**Underlying Reference Volatility Hedged Value** means, in respect of an ACT Day, the rate determined by the Calculation Agent:

$$\text{Underlying Reference Volatility Hedged Value}_t = \text{Underlying Reference Volatility Hedged Value}_{t-1} \times \left[ \text{Constant Percentage 1} + W_{t-1} \left( \frac{\text{Basket}_{t-1}}{\text{Basket}_{t-1}} - \text{Constant Percentage 2} \right) + (1 - W_{t-1}) \times \left( \text{Constant Percentage 3} + \text{Leverage Rate}_{t-1} \times \frac{\text{Act}(t-1, t)}{360} \right) \right] \times \left[ 1 - \text{AF} \times \frac{\text{Act}(t-1, t)}{360} \right]; \text{ or}$$

provided that the Underlying Reference Volatility Hedged Value on the Strike Date is Underlying Reference Volatility Hedged Value<sub>0</sub>.

*Where:*

**ACT Day** means each day that is an Underlying Reference Valuation Day and a Strategy Business Day

**Underlying Reference Valuation Day** means a Fund Business Day

**Underlying Reference Volatility Hedged Value<sub>t-1</sub>** means, in respect of an ACT Day, the Underlying Reference Volatility Hedged Value on the ACT Day immediately preceding such day

**Underlying Reference Volatility Hedged Value<sub>0</sub>** means 1

**Constant Percentage1** means 0%

**Constant Percentage2** means 0%

**Constant Percentage3** means 100%

**BasketER<sub>t</sub>** means, in respect of an ACT Day, the level determined by the Calculation Agent in accordance with the following formula:

$$BasketER_t = BasketER_{t-1} \times \left[ \frac{Basket_t}{Basket_{t-1}} - Reference Rate_{t-1} \times \frac{Act_{(t-1,t)}}{360} \right]$$

provided that the BasketER<sub>t</sub> for the Initial ACT DAY will be BasketER<sub>0</sub>

**BasketER<sub>t-1</sub>** means, in respect of an ACT Day, the BasketER<sub>t</sub> for the ACT Day immediately preceding such day.

**BasketER<sub>0</sub>** means 1

**Basket<sub>t</sub>** means, in respect of an ACT Day, the level determined by the Calculation Agent in accordance with the following formula:

$$Basket_t = Basket_{t-1} \times \left[ 1 + \sum_{k=1}^n P_k \left( \frac{Level_{k,t}}{Level_{k,t-1}} - 1 \right) \right]$$

provided that Basket<sub>t</sub> for the Initial ACT Day will be Basket Level<sub>0</sub>.

**Basket<sub>t-1</sub>** means, in respect of an ACT Day, Basket<sub>t</sub> for the ACT Day immediately preceding such day

**Basket Level<sub>0</sub>** means 1

**n** means 1

**Level<sub>k,t</sub>** means, in respect of an Underlying Reference and an ACT Day, the Underlying Reference Closing Price Value in respect of such day

**Level<sub>k,t-1</sub>** means, in respect of an Underlying Reference and an ACT Day, the Underlying Reference Closing Price Value on the immediately preceding ACT Day

**Underlying Reference Closing Price Value** means, in respect of a SPS Valuation Date, the NAV per Fund Share in respect of such day

**P<sub>k</sub>** means 100%

**Underlying Reference** means

Underlying Reference	Strike Date (t=0)
PNFIDEB SS Equity	14 June 2024

**Reference Rate<sub>t-1</sub>** means, in respect of an ACT Day, the Reference Floating Rate for such day as specified in these Final Terms

**Reference Floating Rate** means, in respect of an ACT Day, the Reference Floating Rate Option in respect of the Rate Calculation Date for such day appearing on the Reference Floating Rate Option Page at the Reference Floating Rate Option Time.

**Reference Floating Rate Option** means, the 3-month STIBOR rate, published as of 11:00 am LONDON time on two London Business Days prior to Strategy Business Day t as determined by the Calculation Agent.

**Leverage Rate<sub>t-1</sub>** means, in respect of an ACT Day, 0%

**ACT<sub>(t-1,t)</sub>** means, in respect of an ACT Day, the number of calendar days from (but excluding) the ACT Day immediately preceding such ACT Day to (and including) such ACT Day

**AF** means 2.00%

**W<sub>t</sub>** means in respect of an ACT Day, the percentage determined by the Calculation Agent in accordance with the following formula:

$$W_t = \text{Min}(\text{Max Exposure}; W_t^*)$$

provided that  $W_t$  on the Strike Date is  $W_0$

**Max Exposure** means 200%

**Lag 2** is Applicable

$W_0 = W_1 = W^*_1$  means 100%

$W^*_{t+2}$  means,

If  $W_{t+1}$  is equal to  $W_t$  :

- means  $\frac{W_t \text{ Target}}{1 + \text{Tolerance}}$  if  $W_t > (1 + \text{Tolerance}) * W_t \text{ Target}$

- means  $\frac{W_t \text{ Target}}{1 - \text{Tolerance}}$  if  $W_t < (1 - \text{Tolerance}) * W_t \text{ Target}$

- means  $W_{t+1}$  otherwise

If  $W_{t+1}$  is not equal to  $W_t$  :

- means  $\frac{W_t \text{ Target}}{1 + \text{Tolerance}}$  if  $W_t \text{ Target} > (1 + \text{Tolerance}) * W_{t-1} \text{ Target}$

- means  $\frac{W_t \text{ Target}}{1 - \text{Tolerance}}$  if  $W_t \text{ Target} < (1 - \text{Tolerance}) * W_{t-1} \text{ Target}$

- means  $W_{t+1}$  otherwise

**Tolerance** means 5%

**$W_t \text{ Target}$**  means, in respect of an ACT Day, the percentage determined by the Calculation Agent in accordance with the following formula:

$$W_t^{\text{Target}} = \text{Max} \left[ \text{Min}(\text{Max Exposure}; \frac{\text{Target Volatility}}{\text{Max}(\text{Vol } x_t; \text{Vol } y_t)}); \text{Min Exposure} \right]$$

**Target Volatility** means 13%

**Max Exposure** (relating to the  $W_t \text{ Target}$  formula) is Not applicable

**Min Exposure** is Not applicable

**Vol  $x_t$**  means, in respect of an ACT Day, the level determined by the Calculation Agent in accordance with the following formula:

$$\text{Vol } x_t = \sqrt{252} \times \sqrt{\frac{1}{n-1} \times \left[ \frac{1}{n} \sum_{i=1}^n \left( \ln \left( \frac{\text{Basket}_i^{\text{end}}}{\text{Basket}_i^{\text{beg}}} \right) \right)^2 - \left( \frac{1}{n} \sum_{i=1}^n \ln \left( \frac{\text{Basket}_i^{\text{end}}}{\text{Basket}_i^{\text{beg}}} \right) \right)^2 \right]}$$

**x** means 20

**Basket<sub>t-s</sub><sup>t\*</sup>** means a hypothetical basket of Underlying References, which the Calculation Agent will use to determine the volatility of the Basket over the preceding **x** ACT Days where Vol **x<sub>t</sub>** applies or the preceding **y** ACT Days where Vol **y<sub>t</sub>** applies and is calculated in accordance with the following formula:

$$Basket_{t-s}^{t*} = \sum_{k=1}^n NS_k^t \times Level_{k,t-s}$$

**NS<sub>k</sub><sup>t</sup>** means, in respect of an Underlying Reference and an ACT Day, the amount determined by the Calculation Agent in accordance with the following formula:

$$NS_k^t = P_k \times \frac{Basket_t}{Level_{k,t}}$$

**Vol y<sub>t</sub>** means, in respect of an ACT Day, the level determined by the Calculation Agent in accordance with the following formula:

$$Vol y_t = \sqrt{252} \times \frac{y}{y-1} \times \left[ \frac{1-y^{y+1}}{y-y^{y+1}} \left( \ln \left( \frac{Basket_t^y}{Basket_{t-y+1}^y} \right) \right)^2 - \left( \frac{1-y^{1+y}}{y-y^{1+y}} \ln \left( \frac{Basket_t^y}{Basket_{t-y+1}^y} \right) \right)^2 \right]$$

**y** means 20

Reference Value:	Not applicable
Aggregation:	Not applicable
<b>13.</b> Relevant Asset(s):	Not applicable
<b>14.</b> Entitlement:	Not applicable
<b>15.</b> Exchange Rate:	Not applicable
<b>16.</b> Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is Swedish Krona (“ <b>SEK</b> ”).
<b>17.</b> Syndication:	The Securities will be distributed on a non-syndicated basis.
<b>18.</b> Minimum Trading Size:	1 Certificate (SEK 100,000)
<b>19.</b> Principal Security Agent:	The Swedish Security Agent is indicated in § 5 of Part B – “Other Information”
<b>20.</b> Registrar:	Not applicable



- |     |   |                |
|-----|---|----------------|
| 21. | Calculation Agent:                      | Not applicable |
| 22. | Governing law:                          | English law    |
| 23. | <i>Masse</i> provisions (Condition 9.4) | Not Applicable |

**PRODUCT SPECIFIC PROVISIONS**

- |     |   |  |
|-----|---|--|
| 24. | Hybrid Securities:                            | Not applicable   |
| 25. | Index Securities:                             | Not applicable   |
| 26. | Share Securities/ETI Share Securities:        | Not applicable   |
| 27. | ETI Securities                                | Not applicable   |
| 28. | Debt Securities:                              | Not applicable   |
| 29. | Commodity Securities:                         | Not applicable   |
| 30. | Inflation Index Securities:                   | Not applicable   |
| 31. | Currency Securities:                          | Not applicable   |
| 32. | Fund Securities:                              | Applicable   |
|     | (a) Fund/Fund Basket/Fund Index/Fund Indices: | PriorNilsson Idea B<br><br>PriorNilsson Idea B Fund is a Hedge Fund          |
|     | (b) Fund Share(s):                            | PriorNilsson Idea B Fund (Bloomberg: PNFIDEB SS Equity) (ISIN: SE0011616705) |
|     | (c) Fund Documents:                           | As per Conditions  |
|     | (d) Fund Business Day:                        | Single Fund Share Basis  |
|     | (e) Maximum Days of Disruption:               | As per Conditions  |
|     | (f) Fund Service Provider:                    | As per Conditions  |
|     | (g) Calculation Date(s):                      | As per Conditions  |
|     | (h) Initial Calculation Date:                 | Strike Date  |
|     | (i) Final Calculation Date:                   | Redemption Valuation Date  |
|     | (j) Hedging Date:                             | 13 June 2024   |
|     | (k) AUM Level:                                | 50,000,000 EUR or currency equivalent  |
|     | (l) NAV Trigger Percentage:                   | Means if the NAV falls by 50% during the NAV Trigger Period                  |
|     | (m) NAV Trigger Period:                       | 10 business days   |

(n)	Number of NAV Publication Days:	Five calendar days
(o)	Basket Trigger Level:	Not applicable
(p)	Termination Amount:	Non-Principal Protected Termination Amount
(q)	Simple Interest Spread:	Not applicable
(r)	Termination Date:	As per Conditions
(s)	Delayed Redemption on Occurrence of an Extraordinary Fund Event:	Not applicable
(t)	Delayed Payment Cut-off Date:	As per Conditions
(u)	Weighting:	Not applicable
(v)	Protected Amount:	Not applicable
(w)	Cancellation on Occurrence of a Fund Index Adjustment Event:	Not applicable
33.	Futures Securities:	Not applicable
34.	Credit Security Provisions:	Not applicable
35.	Underlying Interest Rate Securities:	Not applicable
36.	Preference Share Certificates:	Not applicable
37.	OET Certificates:	Not applicable
38.	Illegality (Security Condition 7.1) and Force Majeure (Security Condition 7.2):	Illegality: Cancellation in accordance with Security Condition 7.1(c)  Force Majeure: cancellation in accordance with Security Condition 7.2(b)
39.	Additional Disruption Events and Optional Additional Disruption Events:	(a) Additional Disruption Events: Applicable  (b) The following Optional Additional Disruption Events apply to the Securities:  Administrator/Benchmark Event  Increased Cost of Hedging  (c) Cancellation  As per Conditions
40.	Knock-in Event:	Not applicable
41.	Knock-out Event:	Not applicable
42.	<b>EXERCISE, VALUATION AND REDEMPTION</b>	

(a)	Notional Amount of each Certificate:	1 Certificate = SEK 100,000
(b)	Partly Paid Certificates:	The Certificates are not Partly Paid Certificates.
(c)	Interest:	Not applicable
(d)	Fixed Rate Provisions:	Not Applicable
(e)	Floating Rate Provisions:	Not Applicable
(f)	Linked Interest Certificates:	Not Applicable
(g)	Payment of Premium Amounts	Not applicable
(h)	Index Linked Certificates:	Not applicable
(i)	Share Linked/ETI Share Linked Certificates:	Not applicable
(j)	ETI Linked Certificates:	Not applicable
(k)	Debt Linked Certificates:	Not applicable
(l)	Commodity Linked Premium Amount Certificates:	Not applicable
(m)	Inflation Index Linked Premium Amount Certificates	Not applicable
(n)	Currency Linked Premium Amount Certificates:	Not applicable
(o)	Fund Linked Premium Amount Certificates:	Not applicable
(p)	Futures Linked Premium Amount Certificates:	Not applicable
(q)	Underlying Interest Rate Linked Interest Provisions	Not applicable
(r)	Instalment Certificates:	The Certificates are not Instalment Certificates
(s)	Issuer Call Option:	Not applicable
(t)	Holder Put Option:	Not applicable
(u)	Automatic Early Redemption:	Not applicable
(v)	Strike Date:	14 June 2024
(w)	Strike Price	Not applicable
(x)	Redemption Valuation Date	14 June 2029

- (y) Averaging: Averaging applies to the Certificates. The Averaging Dates are:

t	Averaging Date
1	December 14th, 2028
2	January 15th, 2029
3	February 14th, 2029
4	March 14th, 2029
5	April 16th, 2029
6	May 14th, 2029
7	June 14th, 2029

- (z) Observation Dates: Not applicable
- (aa) Observation Period: Not applicable
- (bb) Settlement Business Date: Not applicable
- (cc) Cut-off Date: Not applicable
- (dd) Identification information of Holders as provided by condition 29: Not applicable

#### **DISTRIBUTION AND U.S. SALES ELIGIBILITY**

43. U.S. Selling Restrictions: Not applicable – the Securities may not be legally or beneficially owned by or transferred to any U.S. person at any time
44. Additional U.S. Federal income tax considerations: The Securities are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.
45. Registered broker/dealer: Not applicable
46. TEFRA C or TEFRA Not Applicable: TEFRA C/TEFRA Not Applicable
47. Non-exempt Offer: Applicable
- (a) Non-exempt Offer Jurisdictions: Sweden
- (b) Offer Period: The period from and including 22 April 2024 to and including 29 May 2024, subject to any early closing or extension of the Offer Period, as indicated in Part B, item 7.
- (c) Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it: Strivo AB, Stora Badhusgatan 18-20, 411 21 Göteborg, Sweden (the “**Distributor**” or “**Authorised Offeror**”)
- (d) General Consent: Not applicable

- (e) Other Authorised Offeror Terms: Not Applicable
- 48. Prohibition of Sales to EEA Investors:
  - (a) Selling Restriction: Not applicable
  - (b) Legend: Not applicable
  - (c) Prohibition of Sales to Belgian Consumers: Applicable

**PROVISIONS RELATING TO COLLATERAL AND SECURITY**

- 49. Secured Security other than Notional Value Repack Securities: Not applicable
- 50. Notional Value Repack Securities: Not applicable
- 51. Actively Managed Securities: Not applicable

For the purpose of the Securities the terms specified in these Final Terms are deemed to be incorporated into the Terms and Conditions of the Securities as amended and/or supplemented by the provisions of the Additional Terms and Conditions set out in the Annex specified in the Final Terms (the "**Conditions**") and shall thereby complete the Conditions for the purpose of the Securities and these Final Terms may be regarded as evidencing the complete Conditions.

**Responsibility**

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

Signed on behalf of BNP Paribas Issuance B.V.



By:

Duly authorised

## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

Application has been made to list the Securities on the Official List of NGM Nordic MTF.

Estimate of total expenses related to admission to trading: Not applicable

### 2. Ratings

Ratings: The Securities have not been rated.

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

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

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

(a) Reasons for the offer: See "Use of Proceeds" in the Base Prospectus

(b) Estimated net proceeds: Up to SEK 100,000,000

(c) Estimated total expenses: See item 1 of this Part B above

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

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

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

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

### 6. Operational Information

Relevant Clearing System(s): Euroclear Sweden

If other than Euroclear Bank S.A./N.V., Clearstream Identification number(s): 5561128074

Banking, S.A., Euroclear France, include the relevant identification number(s) and in the case of Swedish Security Agent:

Swedish Dematerialised Securities, the Swedish Security Agent: Citibank Europe plc, Sweden Branch

Address: Birger Jarlsgatan

SE 111 84 Stockholm

Sweden

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

Offer Price: Issue Price plus any fees charged by the Distributor

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 SEK 100,000,000. The final amount that is issued on the Issue Date will be listed/admitted to trading on NGM Nordic MTF. 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 the 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

<http://eqdpo.bnpparibas.com/NL00150021O2>.

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

<http://eqdpo.bnpparibas.com/NL00150021O2>.

The Issuer reserves the right to increase the number of Securities to be issued during the Offer Period. The Issuer will inform the public of the size increase by means of a notice to be published on the following webpage

<http://eqdpo.bnpparibas.com/NL00150021O2>.

Description of the application process:

From and including 22 April 2024 to and including 29 May 2024 or such earlier date as the Issuer determines as notified on or around such earlier date on the webpage

<http://eqdpo.bnpparibas.com/NL00150021O2>.

Application to subscribe for the Securities can be made in Sweden through the Authorised Offeror. The

	<p>distribution activity will be carried out in accordance with the usual procedures of the Authorised Offeror</p> <p>Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription for the Securities.</p>
<p>Details of the minimum and/or maximum amount of the application:</p>	<p>Minimum subscription amount per investor: (SEK 100,000). The maximum amount of application of Securities will be subject only to availability at the time of the application.</p>
<p>Description of possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants:</p>	<p>Not applicable</p>
<p>Details of the method and time limits for paying up and delivering the Securities:</p>	<p>The Securities will be issued on the Issue Date against payment to the Issuer by the Authorised Offeror of the gross subscription moneys.</p> <p>The Securities are cleared through the clearing systems and are due to be delivered through the Authorised Offeror on or around the Issue Date.</p>
<p>Manner in and date on which results of the offer are to be made public:</p>	<p>Publication on or around the Issue Date on the following link:  <a href="http://eqdpo.bnpparibas.com/NL00150021O2">http://eqdpo.bnpparibas.com/NL00150021O2</a>.</p>
<p>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</p>	<p>Not applicable</p>
<p>Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:</p>	<p>There are no pre-identified allotment criteria.</p> <p>The Distributor will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Distributor during the Offer Period will be assigned up to the maximum amount of the Offer.</p> <p>In the event that during the Offer Period the requests exceed the total amount of the Offer destined to prospective investors, the Issuer will at its discretion, either, (i) proceed to increase the size of the Offer or, (ii) early terminate the Offer Period and suspend the acceptance of further requests. Each investor will be notified by the Distributor of its allocation of Securities after the end of the Offer Period and in any event on or around the Issue Date.</p> <p>No dealings in the Securities may take place prior to the Issue Date</p>



Amount of any expenses and taxes charged to the subscriber or purchaser: The Issuer is not aware of any expenses and taxes specifically charged to the subscriber.

See "Offer Price" above

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

Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and after rates and a description of the main terms of their commitment: None

**9. Placing and Underwriting:**

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: The Distributor identified in Paragraph 47 of Part A identifiable from the Base Prospectus

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer: Not applicable

Name and address of any paying agents and depository agents in each country (in addition to the Principal Security Agent): Not applicable

Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements: No underwriting commitment is undertaken by Distributor.

When the underwriting agreement has been or will be reached: Not applicable

## **ANNEX A – ISSUE SPECIFIC SUMMARY**

# 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 up to SEK 100,000,000 5Y Certificate on PriorNilsson Idea B in SEK ("3068 Marknadscertifikat Idea") due 27 June 2029 - The securities are Certificates. International Securities Identification Number ("ISIN"): NL00150021O2.

### 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: Strivo AB, Stora Badhusgatan 18-20, 411 21 Göteborg, Sweden. The legal entity identifier (LEI) of Strivo AB is 5493001PRPGL0IF5SB56.

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 23-197 by the AMF, as supplemented from time to time.

## Section B - Key information on the issuer

### Who is the issuer of the securities?

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

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

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

### Principal activities

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

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

### Major shareholders

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

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

The Managing Directors of BNP Paribas Issuance B.V. are Edwin Herskovic, Cyril Le Merrer, Folkert van Asma, Geert Lippens, 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?

### 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?

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	87,075,921,726		
Current ratio (current assets/current liabilities)	1.0	1		
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		

Type, class and ISIN
----------------------

Issue of up to SEK 100,000,000 5Y Certificate on PriorNilsson Idea B in SEK ("3068 Marknadscertifikat Idea") due 27 June 2029 - The securities are Certificates. International Securities Identification Number ("ISIN"): NL0015002102

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

The currency of the Securities is Swedish Krona ("SEK"). The Securities have a par value of SEK 100,000. Up to 1,000 Securities will be issued. The Securities will be redeemed on 27 June 2029.

Rights attached to the securities
-----------------------------------

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

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

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

The objective of this product is to provide you with a return based on the performance of an underlying Fund. On the Redemption Date, you will receive in respect of each certificate.

1. If the Final Level of the Strategy is greater than or equal to Initial Level of the Strategy on the Redemption Valuation Date: a payment in cash equal to the Notional Amount multiplied by G% of the Final Level of the Strategy plus 5%.
2. If the Final Level of the Strategy is less than Initial Level of the Strategy on the Redemption Valuation Date: a payment in cash equal to 5% of the Notional Amount. In this case, you will suffer a partial loss of the Notional Amount.

**Were:**

- The Strategy is calculated recursively on a daily basis over the life of the certificate. The Strategy aims to replicate the performance of the Underlying fund with a mechanism of volatility control equal to 13% on a per annum basis with a 2.0% synthetic dividend. The mechanism of volatility control is made by adjusting the weight allocated between the Underlying Fund and the Reference Rate in order to limit the volatility of the Strategy to 13% per annum (the maximum exposure of the Underlying Fund in the Strategy is equal to 200%)
- The Final Level of the Strategy is the arithmetic average of the levels of the Underlying Strategy on the Averaging Dates i.e. 7 fixings.
- G% is a percentage expected to be about 140% but which will not be less than 120%.

**PRODUCT DATA**

Strike Date	14 June 2024	Issue Price	SEK 15,000
Issue Date	27 June 2024	Product Currency	SEK
Redemption Valuation Date	14 June 2029	Nominal Amount per certificate	SEK 100,000
Redemption Date (maturity)	27 June 2029		
Averaging Dates	14 December 2028, 15 January 2029, 14 February 2029, 14 March 2029, 16 April 2029, 14 May 2029 and 14 June 2029		

Reference Rate	3-month STIBOR
----------------	----------------

Underlying Fund	Bloomberg Code
PriorNilsson IDEA B	PNFIDEB SS Equity

The product terms provide that if certain exceptional events occur (1) adjustments may be made to the product and/or (2) the Issuer of the product may terminate the product early. These events are specified in the product terms and principally relate to the Underlying(s), the product and the Issuer of the product. The return (if any) you receive on such early termination is likely to be different from the scenarios described above and may be less than the amount you invested.

All redemptions described in this document (including potential gains) are calculated on the basis of the Notional Amount, excluding costs, social contributions and taxation applicable to this type of investment.

*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 NGM Nordic MTF.

#### 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 31 May 2023 (the "Guarantee"). Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83. 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.

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

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

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

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

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

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

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

Income statement					
	Year	Year -1	Year-2	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2023	31/12/2022	31/12/2021		
Net interest income	19,058	20,933	19,238		
Net fee and commission income	9,821	10,165	10,362		
Net gain on financial instruments	10,440	9,449	7,777		
Revenues	45,874	45,430	43,762		
Cost of risk	-2,907	-3,003	-2,971		
Other net losses for risk on financial instruments	-775				
Operating Income	11,236	12,563	11,325		
Net income attributable to equity holders	10,975	9,848	9,488		
Earnings per share (in euros)	8.58	7.52	7.26		
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		
Total assets	2,663,748	2,634,444	2,488,491		
Debt securities	220,937	220,106	212,351		
Of which mid long term Senior Preferred	58,899**	78,845**	82,086**		
Subordinated debt	24,160	25,667	23,325		
Loans and receivables from customers (net)	857,020	814,000	809,533		
Deposits from customers	1,008,056	957,684	940,991		
Shareholders' equity (Group share)	121,237	117,886	112,799		
Doubtful loans/ gross outstandings**	1.7%	2.0%	2.1%		
Common Equity Tier 1 capital (CET1) ratio	12.3%	12.9%	12.8%		
Total Capital Ratio	16.2%	16.4%	16.4%		
Leverage Ratio***	4.4%	4.1%	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).

(\*\*\*)-The Group did not apply the provisions pursuant to article 468 of the Regulation (EU) No. 2020/873 relating to the temporary treatment of unrealised gains or losses on financial instruments at fair value through equity issued by central, regional or local governments. These provisions ended on 1 January 2023.

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

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

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

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

There are also risks associated with the Securities, including:

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

The return on the Securities depends on the credit of the Reference Entities, and the capital protection applies only at maturity and only if the Securities have not been redeemed in accordance with the Credit Terms

##### 2. Risks related to the Reference Entity:

Investors will be exposed to the credit risk of one or more the Reference Entities (being, in general terms, the risk that a given such entity does not perform its financial obligations when due or becomes insolvent), which exposure may be to the full extent of their investment in such Credit Securities. If a Credit Event occurs, investors may suffer significant losses.

##### 3. Correlated Credit Risks:

In purchasing the Securities, investors assume credit exposure to both the Reference Entities and the Issuer and the Guarantor. The credit risk to investors may further be increased if the Reference Entity is concentrated in the same industry sector or geographic area as the Issuer or the Guarantor.

**4. Actions of the Reference Entities may affect the value of the Credit Securities:**

Actions of the Reference Entities (for example, merger or demerger or the repayment or transfer of indebtedness) may adversely affect the value of the Credit Securities. Holders of the Credit Securities Investors should be aware that the Reference Entity to which the value of the Credit Securities is exposed, and the terms of such exposure, may change over the term of the Credit Securities.

**5. Suspension of Obligations will suspend payment of principal and interest:**

In certain circumstances (for example, where a Credit Event has occurred and the related credit loss has not been determined as at the relevant date for payment, or, if applicable, where a potential Credit Event exists as at the scheduled maturity of the Securities), investors may be adversely affected where payment of the redemption amount on the Securities is deferred for a material period in whole or part without compensation to investors.

**6. Risks related to the trading markets of the securities:**

The trading price of the Securities may be affected by a number of factors including, but not limited to, the relevant price, value or level of the Reference Entity, the time remaining until the scheduled redemption date of the Securities, the actual or implied volatility associated with the Reference Entity, and the correlation risk of the Reference Entity. 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.

**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 22 April 2024 to and including 29 May 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 NGM Nordic MTF.

**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: Strivo AB, Stora Badhusgatan 18-20, 411 21 Göteborg, Sweden. The legal entity identifier (LEI) of Strivo AB is 5493001PRPGL0IF5SB56.

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 SEK 100,000,000

**Underwriting agreement**

No underwriting commitment is undertaken by the Offeror

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

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

Various entities within the BNPP Group (including the Issuer and Guarantor) and Affiliates undertake different roles in connection with the Securities, including Issuer of the Securities and Calculation Agent of the Securities and may also engage in trading activities (including hedging activities) relating to the Underlying and other instruments or derivative products based on or relating to the Underlying which may give rise to potential conflicts of interest.

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

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

# Sammanfattning

## Avsnitt A - Introduktion och Varningar

### Varningar

Den här sammanfattningen ska läsas som en introduktion till Grundprospektet och de gällande slutliga villkoren.

Varje beslut att investera i värdepapper ska ske med beaktande av Grundprospektet i sin helhet, inklusive de dokument som infogats och de tillämpliga Slutliga Villkoren. Investerares kan exponeras mot en partiell eller fullständig förlust av sin investering.

Om krav grundat på upplysningar i Grundprospektet och de tillämpliga Slutliga Villkoren framställs vid domstol i en medlemsstat inom Europeiska ekonomiska samarbetsområdet kan kåranden komma att vara skyldig att bekosta översättningen av Grundprospektet och de tillämpliga Slutliga Villkoren i enlighet med nationell lagstiftning i den medlemsstat där kravet framställs innan de rättsliga förfarandena inleds.

Civilrättsligt ansvar i något av medlemsstaterna binder Emittenten eller Garanten endast på grundval av denna sammanfattning inklusive varje översättning av denna, men bara om den är vilseledande eller oförenlig när den läses tillsammans med de övriga delarna i Grundprospektet och de tillämpliga Slutliga Villkoren eller att den inte ger, när den läses tillsammans med andra delar av Grundprospektet och de tillämpliga Slutliga Villkoren, nyckelinformation för att hjälpa investerare när de överväger om de ska investera i Värdepappren.

Du står i begrepp att köpa en produkt som inte är enkel och som kan vara svår att förstå.

### Namn och internationellt identifikationsnummer för värdepapper (ISIN) på värdepappren

"Issue of up to SEK 100,000,000 5Y Certificate on PriorNilsson Idea B in SEK ("3068 Marknadscertifikat Idea") due 27 Juni 2029" - Värdepappren är Certifikat. Internationellt identifikationsnummer på värdepappret ("ISIN"): NL0015002102.

### Emittentens namn och kontaktuppgifter

BNP Paribas Issuance B.V. ("Emittent"), Herengracht 595, 1017 CE Amsterdam, Nederländerna (telefonnummer: +31(0)88 738 0000). Emittentens organisationsnummer är 7245009UXRIGIRYOBR48.

### Anbudsgivarens namn och kontaktuppgifter och/eller person som ber om tillstånd att handla

Erbjudare: Strivo AB, Stora Badhusgatan 18-20, 411 21 Göteborg, Sweden. Identifikationskod för juridiska personer (LEI) för Strivo AB är 5493001PRPGL0IF5SB56.

Person som ber om tillstånd att få handla: BNP Paribas Issuance B.V. ("Emittent"), Herengracht 595, 1017 CE Amsterdam, Nederländerna (telefonnummer: +31(0)88 738 0000).

### Namn och kontaktuppgifter på behörig myndighet som godkänner prospektet

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

### Datum för godkännande av tillståndet

Grundprospektet har fått tillstånd den 31 maj 2023 under den godkända numret 23-197 av AMF, med olika bilagor från tid till.

## Avsnitt B - Emittentens nyckelinformation

### Vem är värdepappernas emittent?

#### Hemvist / juridiska form / LEI / rättsordning enligt vilken emittenten verkar registreringsland

BNPP B.V. är ett privat aktiebolag registrerat i Nederländerna enligt nederländsk lag, med säte på Herengracht 595, 1017 CE Amsterdam, Nederländerna; Organisationsnummer (LEI): 7245009UXRIGIRYOBR48.

BNPP B.V.:s långfristiga kreditvärderingar är A + med stabila utsikter (S&P Global Ratings Europe Limited) och BNPP B.V.:s kortfristiga kreditvärderingar är A-1 (S&P Global Ratings Europe Limited).

#### Huvudsaklig verksamhet

Emittentens huvudsakliga verksamhet består i att emittera och/eller förvärva alla slags finansiella instrument och att ingå avtal inom liknande områden för de olika enheterna inom BNPP-koncernen.

BNPP B.V. tillgångar består av förpliktelse från andra enheter i BNPP-koncernen. Innehavare av värdepapper som emitterats av BNPP B.V. kommer, med förbehåll för bestämmelserna i garantin som utfärdats av BNPP, att utsättas för BNPP-gruppens förmåga att fullgöra sina åtaganden gentemot BNPP B.V.

#### Största aktieägare

BNP Paribas innehar 100 procent av aktiekapitalet i BNPP B.V.

#### Identiteten för de viktigaste administrerande direktörerna

De Verkställande direktörerna i BNP Paribas Issuance B.V. är Edwin Herskovic, Cyril Le Merrer, Folkert van Asma, Geert Lippens, and Matthew Yandle.

#### Identiteten för emittentens lagstadgade revisorer

Deloitte Accountants N.V. är emittentens revisorer Deloitte Accountants N.V. är en oberoende revisionsfirma i Nederländerna och registrerad på NBA (*Nederlandse Beroepsorganisatie van Accountants*).

#### Reservationer i revisionsberättelsen

Inte tillämpligt, det finns inga reservationer i någon av revisionsberättelserna avseende den historiska finansiella information som inkluderats i Grundprospektet.

#### Vilka är de centrala riskerna som är specifika för emittenten?

Inte tillämpligt. BNPP B.V. är ett operationellt bolag. Kreditvärdigheten för BNPP B.V. beror på BNPP: s kreditvärdighet.

## Avsnitt C - Nyckelinformation om värdepappren

### Vilka är värdepappernas viktigaste kännetecken?



## Vilka är emittentens finansiella nyckeluppgifter?

### Finansiell nyckelinformation

Resultaträkning				
	År	År-1		
I €	31/12/2022	31/12/2021		
Rörelseresultat	120,674	47,856		
Balansräkning				
	År	År-1		
I €	31/12/2022	31/12/2021		
Finansiell skuldsättningsgrad (långsiktiga skulder plus kortfristiga skulder minus kontanter)	94,563,113,054	87,075,921,726		
Nuvarande kapitaltäckningsgrad (omsättningstillgångar/kortfristiga skulder)	1.0	1		
Skuld i förhållande till eget kapital (totala skulder/totala egna kapitalet)	126,405	133,566		
Räntetäckningsgrad (rörelseresultat/räntekostnad)	Inga räntekostnader	Inga räntekostnader		
Kassaflödesanalys				
	År	År-1		
I €	31/12/2022	31/12/2021		
Likvida medel från den löpande verksamheten	-113,916	622,151		
Likvida medel från finansieringsverksamheten	0	0		
Likvida medel från investeringsverksamheten	0	0		

### Typ, kategori och ISIN

"Issue of up to SEK 100,000,000 5Y Certificate on PriorNilsson Idea B in SEK ("3068 Marknadscertifikat Idea") due 27 Juni 2029" - Värdepapperen är Certifikat. Internationellt identifikationsnummer på värdepapperet ("ISIN"): NL0015002102.

### Valuta / nominellt värde / partivärde / antal emitterade värdepapper / värdepappernas löptid

Värdepappernas valuta är svenska kronor ("SEK"). Värdepapperna har ett partivärde på SEK 100 000. Upp till 1 000 värdepapper kommer att emitteras. Värdepapperna kommer att lösas in den 27 juni 2029.

### Rättigheter som sammanhänger med värdepapperen

*Negative pledge* - Värdepapprens villkor kommer inte innehålla någon så kallad negative pledgebestämmelse.  
*Uppsägningsgrunder* - Villkoren för Värdepapprena kommer inte innehålla några uppsägningsgrundande omständigheter  
*Tillämplig lag* - Värdepapperna och ska tolkas i enlighet med engelsk rätt.

Målet för denna produkt är att ge dig en avkastning baserad på utvecklingen för underliggande fond. På avtalsdagen får du för varje certifikat:

- Om Slutkursen på Strategin är större än eller lika med Initial nivå av Strategin på slutdagen kommer du få det nominella beloppet multiplicerad av G% av Strategin plus 5%.
- Om Slutkursen på Strategin är mindre än Startkursen på Strategin, kommer du få 5% av det nominella beloppet.

### Där :

- Strategin räknas ut rekursivt dagligen under löptiden. Strategin syftar till att replikera avkastningen för underliggande fond vilken en förutbestämd volatilitetskontrollmekanism appliceras. Målvolatilitetsnivå är lika med 13% per annum med 2.0% syntetisk utdelning. Volatilitetskontrollmekanismen justerar dynamiskt exponeringen mellan underliggande fond och referensräntan för att behålla dess årliga volatilitet kring Målvolatilitetsnivån (Strategins maximala exponering är lika med 200%).
- Startkursen på Strategi är stängningskursen på den underliggande på startdagen
- Slutkursen på Strategi är det aritmetiska medelvärdet på stängningskurser på den underliggande Strategin på varje slutliga dagarna för genomsnittsbereäkning.
- G är ett procenttal lika med 140 procent och ska inte vara mindre än 120 procent.

### Produktuppgifter

Startdag	14 juni 2024	Emissionskurs	SEK 15 000
Emissionsdag	27 juni 2024	Valuta	SEK
Slutdag	14 juni 2029	Nominellt belopp (per produkt)	SEK 100 000
Återbetalningsdag	27 juni 2029		

Slutlig(a) dag(arna) för genomsnittsbereäkning	14 december 2028, 15 januari 2029, 14 februari 2029, 14 mars 2029, 16 april 2029, 14 maj 2029 och 14 juni 2029
--	--

Underliggande Fond	Bloombergkod
PriorNilsson Idea B	PNFIDEB SS Equity

## Referensränta

3-månad STIBOR

Produktvillkoren fastställer att om vissa exceptionella händelser inträffar (1) kan justeringar göras av produkten och/eller (2) kan emittenten avsluta produkten i förtid. Dessa händelser anges i produktvillkoren och avser huvudsakligen till den eller de underliggande, produkten och emittenten av produkten. Avkastningen (om sådan föreligger) du får vid ett sådant förtida avslutande av produkten kommer sannolikt att vara olik de scenarier som beskrivs ovan och kan vara lägre än det belopp du investerat.

All återbetalning som beskrivs i detta dokument (inklusive eventuella vinster) beräknas på basis av det nominella beloppet, exklusive kostnader, sociala avgifter och den beskattning som tillämpas på denna typ av investering

**Möten** - Villkoren för Värdepapper kommer innehålla bestämmelser för hur man ska kalla till möten mellan innehavare av aktuella värdepapper för att belysa frågor som generellt sett påverkar deras intressen. Dessa bestämmelser ger angivna majoriteter rätten att fatta beslut som binder alla innehavare, inklusive innehavare som inte har närvarat eller röstat på aktuellt möte och innehavare som röstat mot majoriteten.

**Företrädare för Innehavare av Värdepapper** - Emittenten har inte utsett någon företrädare för Innehavarna av Värdepapper.

## Värdepapperens prioriteringsnivå

Värdepappererna är efterställda och icke säkerställda förpliktelse för Emittenten och rankas *lika* sinsemellan.

## Begränsningar vad gäller överlåtelse av värdepapper

Det finns inga begränsningar vad gäller överlåtelse av Värdepappererna.

## Utdelning eller utbetalningspolicy

Inte tillämplig

## Var kommer värdepapperen att handlas?

## Medgivande till handel

Ansökan kommer att göras av Emittenten (eller på dennes vägnar) för värdepapper som ska tillåtas att handlas på Official List of NGM Nordic MTF.

## Finns det någon garanti som följer med värdepappererna?

## Garantins beskaffenhet och omfattning

Åtagandena enligt garantin är icke efterställda (enligt betydelsen i artikel L.613-30-3-13° i den franska lagen Code monétaire et financier) och icke säkerställda åtaganden för BNPP och kommer att rankas pari passu med alla övriga nuvarande och framtida icke efterställda och icke säkerställda åtaganden som är föremål för sådana undantag och kan vid olika tillfällen vara obligatoriska enligt fransk lag.

I händelse av en skuldnedskrivning av BNPP men inte av BNPP B.V, kommer alla förpliktelse och/eller belopp som är i BNPP ägo enligt garantin att reduceras för att återspegla alla ändringar eller reduceringar av åtaganden för BNPP som är en följd av tillämpningen av skuldnedskrivning av BNPP av en tillämplig regleringsmyndighet (inklusive i en situation där själva garantin inte är föremål för en sådan skuldnedskrivning).

Garanten garanterar varje Innehavare villkorslöst och oåterkalleligt att om, oavsett anledning, BNPP B.V inte betalar någon summa som är förfallen till betalning eller inte verkställer någon skyldighet gällande något värdepapper på dagen som specificerats för en sådan betalning eller förpliktelse, kommer Garanten enligt villkoren att betala summan i gällande valuta i omedelbart tillgängliga fondmedel eller, i tillämpliga fall, verkställa eller anskaffa medel för förpliktelsen i fråga på förfalldagen.

## Beskrivning av garanten

Värdepappererna kommer ovillkorligen och oåterkalleligt att säkerställas av BNP Paribas ("BNPP" eller "Garanten") i enlighet med engelsk gällande rätt, verkställt av BNPP den 31 maj 2023 ("Garantin").

Garanten är ett aktiebolag registrerat i Frankrike enligt fransk lag och licensierat som bank med säte på 16, Boulevard des Italiens – 75009 Paris, Frankrike. Organisationsnummer (LEI): R0MUWSFPU8MPRO8K5P83.

BNPP:s långsiktiga kreditbetyg är A+ med stabila prognos (S&P Global Ratings Europe Limited), Aa3 med stabila prognos (Moody's, Investors Service Ltd.), AA- med stabila prognos (Fitch Ratings Ireland Limited) (vilket är den långsiktiga värdering som tilldelats BNPP:s preferensobligationer med bättre rätt av Fitch Ratings Ireland Limited) och AA (låg) med stabila prognos (DBRS Rating GmbH) och BNPP:s kortfristiga kreditbetyg är A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1+ (Fitch Ratings Ireland Limited) och R-1 (medel) (DBRS Rating GmbH).

BNP Paribas organisation u är baserad på tre operativa divisioner: Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) och Investment & Protection Services (IPS).

Företagsbankverksamhet och institutionell bankverksamhet: Globala Affärsbanksverksamhet, Globala marknader och Värdepapperstjänster.

## Kommersiella tjänster och personliga banktjänster:

– *Kommersiella och privata banker i euroområdet*: Commercial & Personal Banking in France (CPBF) (Kommersiell och personlig bankverksamhet i Frankrike), BNL banca commerciale (BNL bc) (BNL banca commerciale), Italian Retail Banking (Italiensk detaljhandelsbank), Commercial & Personal Banking in Belgium (CPBB) (Kommersiell och personlig bankverksamhet i Belgien), Commercial & Personal Banking in Luxembourg (CPBL) (Kommersiell och personlig bankverksamhet i Luxemburg).

– *Kommersiella banker utanför euroområdet, som är organiserade kring*: Europa-Medelhavsområdet, vilket täcker Commercial & Personal Banking utanför euroområdet, särskilt i centrala och östra Europa, Turkiet och Afrika.

– *Specialiserade företag*: Arval, BNP Paribas Leasing Solutions, BNP Paribas Personal Finance, BNP Paribas Personal Investors, Nya digitala affärslinjer (Nickel, Paypal, etc.).

Investerings- och skyddstjänster: Försäkring (BNP Paribas Cardif), Förmögenhets- och kapitalförvaltning (BNP Paribas Asset Management, BNP Paribas Wealth Management och BNP Paribas Real Estate), Förvaltning av BNP Paribas Groups portfölj av onoterade och börsnoterade industriella och kommersiella investeringar (BNP Paribas Principal Investments).

Per den 31 december 2023 var huvudaktieägare är Société Fédérale de Participations et d'Investissement ("SFPI") ett public-interest société anonyme (publikt aktiebolag) som agerar på uppdrag av den belgiska regeringen och som äger 5,5 procent av aktiekapitalet, BlackRock Inc. som innehar 6,9 procent av aktiekapitalet, Amundi som innehar 5,4 procent av aktiekapitalet och Storheritigdömet av Luxembourg som äger 1,1 procent av aktiekapitalet.

### Finansiella nyckelinformation i syfte att bedöma garantens möjligheter att fullgöra åtagandena enligt garantin

Från och med den 1 januari 2023 har BNP Paribas Groups försäkringsbolag tillämpat IFRS 17 "försäkringsavtal" och IFRS 9 "finansiella instrument". Resultaten för 2022 har återställts för att ta hänsyn till genomförandet av IFRS 17 och IFRS 9 för försäkringsföretag.

Resultaträkning					
	År	År-1	År-2	Delår	Jämförande delårsperiod från samma period föregående år
I miljoner €	31/12/2023	31/12/2022	31/12/2021		
Räntenetto	19,058	20,933	19,238		
Nettoavgift och provisioner	9,821	10,165	10,362		
Nettovinst på finansiella instrument	10,440	9,449	7,777		
Intäkter	45,874	45,430	43,762		
Kostnad för risk	-2,907	-3,003	-2,971		
Andra nettoförluster för risk på finansiella instrument	-775				
Rörelseresultat	11,236	12,563	11,325		
Nettoresultat hänförligt till aktieägare	10,975	9,848	9,488		
Resultat per aktie (i €)	8.58	7.52	7.26		
Balansräkning					
	År	År-1	År-2	Delår	Jämförande delårsperiod från samma period föregående år
I miljoner €	31/12/2022	31/12/2021	31/12/2020		
Totala tillgångar	2,663,748	2,634,444	2,488,491		
Skuldförbindelser	220,937	220,106	212,351		
Av vilka medelfristiga prioriterade skuldförbindelser föredras	58,899**	78,845**	82,086**		
Mindre prioriterade skulder	24,160	25,667	23,325		
Lån och kundfordringar (netto)	857,020	814,000	809,533		
Insättningar från kunder	1,008,056	957,684	940,991		
Eget kapital (koncernandel)	121,237	117,886	112,799		
Tvivelaktiga lån/bruttoresultat**	1.7%	2.0%	2.1%		
Kärnprimärkapitalrelation	12.3%	12.9%	12.8%		
Total kapitalrelation	16.2%	16.4%	16.4%		
Hävstångsmått****	4.4%	4.1%	4.4%		

(\*) Regleringsområde

(\*\*) Osäkra lån (steg 3) till kunder och kreditinstitut, ej avdragna från garantier, i balansräkningen och utanför balansräkningen och inklusive skuldförbindelser värderade till upplupet anskaffningsvärde eller till verkligt värde via eget kapital (exklusive försäkring) och redovisat på utestående bruttolån till kunder och kreditinstitut, i balansräkningen och utanför balansräkningen och inklusive skuldförbindelser värderade till upplupet anskaffningsvärde eller till verkligt värde via eget kapital (exklusive försäkring).

(\*\*\*) Gruppen har inte tillämpat bestämmelserna i enlighet med artikel 468 i förordning (EU) nr.2020/873 om tillfällig behandling av oförverkliga vinster eller förluster på finansiella instrument med rättvis värde genom aktier som utfärdats av centrala, regionala eller lokala regeringar. Dessa bestämmelser upphörde den 1 januari 2023.

### Mest väsentliga riskfaktorer som gäller garanten

- En avsevärd ökning av nya bestämmelser eller en nedgång i nivå för tidigare registrerade avsättningar exponerade för kreditrisk och motpartsrisk kan påverka BNP Paribas-koncernens resultat och verksamhet negativt.
- BNP Paribas-koncernens riskhanteringspolicyer, förfaranden och metoder kan exponera den för oidentifierade eller oförutsedda risker som kan leda till materialförluster.
- BNP Paribas-koncernen kan drabbas av betydande förluster i sin handels- och investeringsverksamhet på grund av marknadsvängningar och volatilitet.
- BNP Paribas-koncernens tillgång till och kostnader för finansiering kan påverkas negativt av finansiella kriser, försämrade ekonomiska förhållanden, nedgraderingar av kreditbetyg, ökning av statsspecifika kreditspreadar eller andra faktorer.
- Negativa makroekonomiska och finansiella förhållanden har tidigare haft och kan i framtiden ha en betydande inverkan på BNP Paribas-koncernen och de marknader på vilka den verkar.
- Lagar och förordningar som antagits under de senaste åren, särskilt som svar på den globala finanskrisen, såväl som nya lagstiftningsförslag, kan väsentligt påverka BNP Paribas-koncernen och den finansiella och ekonomiska miljön i vilken den verkar.
- Skulle BNP Paribas-koncernen misslyckas med att implementera sina strategiska objektiva eller med att uppnå sina publicerade finansiella objektiva, eller om dess resultat inte följer förväntade trender, kan marknadspriset på dess värdepapper påverkas negativt.

### Vilka är de centrala riskerna som är specifika för värdepapperna?

#### Mest väsentliga riskfaktorer som är specifika för värdepapperna

- Risker relaterade till värdepapperens struktur: Avkastningen på Värdepapperna är beroende av Referensenheterens kredit, och kapitalskyddet gäller endast vid förfall och enbart om Värdepapperna inte har lösts in i enlighet med Kreditvillkoren.
- Risker relaterade till Referensenheten: Investerare kommer att exponeras mot kreditrisken för en eller flera Referensenheter (generellt sett är risken att en given sådan enhet inte fullgör sina finansiella förpliktelser när de förfaller eller blir insolvent), denna exponering kan omfatta hela deras investering i sådana Kreditvärdepapper. Om en Kredithändelse inträffar kan investerare drabbas av betydande förluster.
- Korrelerade Kreditrisker: Vid köp av Värdepapperna tar investerare kreditexponering mot både Referensenheterna och Emittenten och Garanterna. Kreditrisken för investerare kan öka ytterligare om Referensenheten är koncentrerad till samma industrisektor eller geografiska område som Emittenten eller Garanterna.

4. Åtgärder från Referensenheter kan påverka värdet på Kreditvärdepapperen: Åtgärder från Referensenheter (till exempel fusion eller delning eller återbetalning eller överföring av skuld) kan negativt påverka värdet på Kreditvärdepapperen. Innehavare av Kreditvärdepapper bör vara medvetna om att den Referenshet som värdet på Kreditvärdepapperen är exponerad mot, och villkoren för sådan exponering, kan ändras under Kreditvärdepapperens löptid.
5. Avstängning av Förpliktelser kommer att skjuta upp betalning av kapitalbelopp och ränta: Under vissa omständigheter (till exempel när en Kredithändelse har inträffat och den relaterade kreditförlusten inte har fastställts vid den relevanta dagen för betalning, eller, om tillämpligt, när en potentiell Kredithändelse inträffar vid den planerade förfallodagen för Värdepapperen), kan investerare påverkas negativt om betalningen av inlösenbeloppet på Värdepapperen helt eller delvis skjuts upp under en väsentlig period utan kompensation till investerarna.
6. Risker relaterade till värdepapperens handelsplatser: Värdepapperens handelskurs kan påverkas av ett antal faktorer inklusive, men inte begränsat till, den relevanta kursen, värdet eller nivån på Referensheten, den tid som återstår tills planerad inlösendag för Värdepapperen, den faktiska eller implicita volatiliteten förknippad med Referensheten och korrelationsrisken för Referensheten. Möjligheten att Värdepapperens värde och handelskurs kommer att variera (antingen positivt eller negativt) beror på ett antal faktorer som investerare bör överväga noggrant innan de köper eller säljer Värdepapper.

## Avsnitt D - Nyckelinformation om erbjudandet av värdepapper till allmänheten och/eller upptagandet tillstånd att handla på en reglerad marknad

### Enligt vilka villkor och tidsramar kan jag investera i detta värdepapper?

#### Allmänna villkor och erbjudandets förväntade tidsram

Värdepappererna kommer att erbjudas allmänheten fr.o.m. 22 april 2024 to and including 29 mai 2024, med förbehåll för varje tidigare stängning eller förlängning av erbjudandeperioden

Ansökan kommer att göras av Emittenten (eller på dennes vägnar) för värdepapper som ska tillåtas att handlas på Official List of NGM Nordic MTF.

#### Uppskattning av emissionens totala kostnader och/eller erbjudande, inklusive uppskattade kostnader som påförs investeraren av emittenten eller anbudsgivaren

Emittenten kommer inte att påföra investeraren några kostnader.

#### Vem är anbudsgivaren och/eller personen som ber om tillstånd att handla?

#### Beskrivning av anbudsgivaren och/eller personen som ber om tillstånd att handla

Erbjudare: Strivo AB, Stora Badhusgatan 18-20, 411 21 Göteborg, Sweden. Identifikationskod för juridiska personer (LEI) för Strivo AB är 5493001PRPGL0IF5SB56.

Person som ber om tillstånd att få handla : BNP Paribas Issuance B.V. ( "Emittenten"), Herengracht 595, 1017 CE Amsterdam, Nederländerna (telefonnummer: +31(0)88 738 0000).

#### Varför görs detta prospekt?

#### Användning av och uppskattat nettobelopp på avkastning

Nettointäkterna från emissionen av värdepappererna kommer att bli en del av Emittentens allmänna fonder. Sådana intäkter kan komma att användas för att bibehålla positioner inom optioner och terminskontrakt eller andra risksäkringsinstrument.

Uppskattad nettoavkastning: Upp till SEK 100,000,000

#### Emissionsverksamhetsavtal

Ingen emissionsverksamhet utförs av Anbudsgivaren

#### Mest väsentliga intressekonflikterna rörande erbjudandet eller upptagandet till handel

Förvaltaren och dess dotterbolag kan också ha varit verksamma, och kan även i framtiden bli verksamma vad gäller investeringar och börshandel och kan utföra andra tjänster för Emittenten och Garanten och deras respektive dotterbolag.

Olika företag inom BNPP-koncernen (inklusive Emittenten och Garanten) och Dotterbolag åtar sig olika roller i samband med Värdepappererna, inklusive Värdepappernas Emittent och Värdepappernas Beräkningsombud och kan även utföra handelsrelaterade verksamheter (inklusive risksäkringsverksamhet) som hänför sig till Underliggande och andra instrument eller derivatprodukter baseras på eller som är relaterade till de Underliggande. Detta kan förorsaka möjliga intressekonflikter.

BNP Paribas som verkar som Förvaltare och Beräkningsombud, är ett Dotterbolag till Emittenten och Garanten och potentiella intressekonflikter kan finnas mellan Värdepappernas innehavare, inklusive och med hänsyn till vissa beslut och bedömningar som Beräkningsombuden måste göra. De ekonomiska intressena hos Emittenten och hos BNP Paribas såsom Förvaltare och Beräkningsombud, är potentiellt motsatta till intressena hos Innehavare av Värdepappererna.

Annat än vad som nämnts ovan och såvitt Emittenten vet, har ingen person som är involverad i Värdepappersemissionerna något intresse i erbjudandet, inklusive de motstridiga intressena.