# FINAL TERMS FOR CERTIFICATES

**MiFID II product governance / Retail investors, professional investors and ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities, taking into account the five categories in item 19 of the Guidelines published by the European Securities and Markets Authority ("**ESMA**") on 3 August 2023, has led to the conclusion that: (i) the target market for the Securities is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Securities to retail clients are appropriate – investment advice, portfolio management, and non-advised sales, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Securities (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

**FINAL TERMS DATED 02 DECEMBER 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 10,000 EUR Quanto “3Y Up and In Digital” Certificates related to 3 shares due 27 December 2027**

under the Note, Warrant and Certificate Programme
of BNP Paribas Issuance B.V., BNP Paribas and BNP Paribas Fortis Funding
The Base Prospectus received approval no. 24-0185 on 30 May 2024

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

**The Certificates are offered to the public in Slovakia from 02 December 2024 to 18 December 2024**

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

(i) in those Non-exempt Offer Jurisdictions mentioned in Paragraph 47 of Part A below, provided such person is a Manager or an Authorised Offeror (as such term is defined in the Base Prospectus) and that the offer is made during the Offer Period specified in that paragraph and that any conditions relevant to the use of the Base Prospectus are complied with; or

(ii) otherwise in circumstances in which no obligation arises for the Issuer, the Guarantor or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

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

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

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 30 May 2024, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Securities described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus to obtain all the relevant information. A summary of the Securities is annexed to these Final Terms. **The Base Prospectus and any Supplement(s) to the Base Prospectus are available for viewing on http://eqdpo.bnpparibas.com/XS2902304547 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 |
|---|---|---|---|---|---|---|
| CE5584WX | Up to 10,000 | Up to 10,000 | XS2902304547 | 290230454 | 100.00% | 27 December 2027 |

**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: | 20 November 2024 |
| **4.** | Issue Date: | 27 December 2024 |
| **5.** | Consolidation: | Not applicable |
| **6.** | Type of Securities: | (a) Certificates<br>(b) The Securities are Share Securities. |

| | | |
|---|---|---|
| | | The provisions of Annex 3 (Additional Terms and Conditions for Share Securities) shall apply.<br><br>Unwind Costs: Applicable. |
| **7.** | Form of Securities: | Clearing System Global Security |
| **8.** | Business Day Centre(s): | The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 1 is a T2 Business Day only. |
| **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 | **SPS Fixed Percentage Securities:**<br><br>Constant Percentage 1<br><br>Where:<br><br>**Constant Percentage 1** means 100 per cent. |
| **13.** | Relevant Asset(s): | Not applicable. |
| **14.** | Entitlement: | Not applicable. |
| **15.** | Exchange Rate | Not applicable. |
| **16.** | Settlement Currency: | The settlement currency for the payment of the Cash Settlement Amount is Euro ("**EUR**"). |
| **17.** | Syndication: | The Securities will be distributed on a non-syndicated basis. |
| **18.** | Minimum Trading Size: | 1 Certificate (and multiples of 1 Certificate thereafter). |
| **19.** | Agent(s): | |
| | (a) Principal Security Agent: | BNP Paribas Financial Markets S.N.C. |
| | (b) Security Agent(s): | Not Applicable |
| **20.** | Registrar: | Not applicable |
| **21.** | Calculation Agent: | BNP Paribas Financial Markets S.N.C.<br><br>20 boulevard des Italiens, 75009 Paris, France |

**22.** Governing law: English law

**23.** *Masse* provisions (Condition 9.4): Not Applicable

**PRODUCT SPECIFIC PROVISIONS**

**24.** Hybrid Securities: Not applicable

**25.** Index Securities: Not applicable

**26.** Share Securities/ETI Share Securities: Applicable

Share Securities: Applicable

(a) Share(s)/Share Company/Basket Company/GDR/ADR/ETI Interest/Basket of ETI Interests: The Securities are linked to the performance of 3 ordinary shares, or, if so indicated in the table below, another share type in the share capital of the relevant Share Company (each an "**Underlying Reference$^k$**" or "**Share$^k$** ") set out in the table below.

| | | **Underlying Reference$^k$** | | | |
|---|---|---|---|---|---|
| **k** | **Share Company / Share** | **Bloomberg Code** | **ISIN Code** | **Currency** | **Exchange** |
| 1 | FORD MOTOR CO | F UN | US3453708600 | USD | New York Stock Exchange |
| 2 | General Motors Co | GM UN | US37045V1008 | USD | New York Stock Exchange |
| 3 | Tesla Inc | TSLA UW | US88160R1014 | USD | Nasdaq GS |

(b) Relative Performance Basket: Applicable

(c) Share/ETI Interest Currency: As per the table above

(d) ISIN of Share(s)/ETI Interest(s): As per the table above

(e) Exchange(s): As per the table above

(f) Related Exchange(s): All Exchanges

(g) Exchange Business Day: All Shares Basis

(h) Scheduled Trading Day: All Shares Basis

(i) Weighting: Not Applicable

(j) Settlement Price: Not Applicable

(k) Specified Maximum Days of Disruption: Three (3) Scheduled Trading Days

| | | | |
|---|---|---|---|
| | (l) | Valuation Time: | Conditions apply |
| | (m) | Redemption on Occurrence of an Extraordinary Event: | Delayed Redemption on Occurrence of an Extraordinary Event: Not applicable |
| | (n) | Share/ETI Interest Correction Period | As per Conditions |
| | (o) | Dividend Payment: | Not applicable |
| | (p) | Listing Change: | Not applicable |
| | (q) | Listing Suspension: | Not applicable |
| | (r) | Illiquidity: | Not applicable |
| | (s) | Tender Offer: | Applicable |
| | (t) | CSR Event: | Not applicable |
| | (u) | Hedging Liquidity Event: | Not applicable |
| **27.** | ETI Securities | | Not applicable |
| **28.** | Debt Securities: | | Not applicable |
| **29.** | Commodity Securities: | | Not applicable |
| **30.** | Inflation Index Securities: | | Not applicable |
| **31.** | Currency Securities: | | Not applicable |
| **32.** | Fund Securities: | | Not applicable |
| **33.** | Futures Securities: | | Not applicable |
| **34.** | Credit Security Provisions: | | Not applicable |
| **35.** | Underlying Interest Rate Securities: | | Applicable |
| **36.** | Preference Share Certificates: | | Not applicable |
| **37.** | OET Certificates: | | Not applicable |
| **38.** | Illegality (Security Condition 7.1) and Force Majeure (Security Condition 7.2): | | Illegality: redemption in accordance with Security Condition 7.1(d)<br><br>Force Majeure: redemption in accordance with Security Condition 7.2(b) |
| **39.** | Additional Disruption Events and Optional Additional Disruption Events: | | (a) Additional Disruption Events: Applicable<br><br>(b) The following Optional Additional Disruption Events apply to the Securities:<br><br>Administrator/Benchmark Event |

| | | |
|---|---|---|
| | | Insolvency Filing |
| | (c) | Redemption: |
| | | Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable |
| **40.** | Knock-in Event: | Not applicable |
| **41.** | Knock-out Event: | Not applicable |

**42. EXERCISE, VALUATION AND REDEMPTION**

| | | | |
|---|---|---|---|
| (a) | Notional Amount of each Certificate: | | EUR 1,000 |
| (b) | Partly Paid Certificates: | | The Certificates are not Partly Paid Certificates. |
| (c) | Interest: | | Applicable |
| | (i) | Interest Period(s): | As per Conditions |
| | (ii) | Interest Period End Date(s): | The Redemption Date |
| | (iii) | Business Day Convention for Interest Period End Date(s): | Not applicable |
| | (iv) | Interest Payment Date(s): | The Redemption Date |
| | (v) | Business Day Convention for Interest Payment Date(s): | Following |
| | (vi) | Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent): | Not applicable |
| | (vii) | Margin(s): | Not applicable |
| | (viii) | Minimum Interest Rate: | Not applicable |
| | (ix) | Maximum Interest Rate: | Not applicable |
| | (x) | Day Count Fraction: | Not applicable |
| | (xi) | Determination Dates: | Not applicable |
| | (xii) | Accrual to Redemption: | Not applicable |
| | (xiii) | Rate of Interest: | Linked Interest |
| | (xiv) | Coupon Rate: | **Digital Coupon** is applicable<br><br>**Single Digital Coupon Condition: Applicable** |

(i) If the Digital Coupon Condition is satisfied in respect of SPS Valuation Date or SPS Coupon Valuation Period, as applicable:

Rate ; or

(ii) if the Digital Coupon Condition is not satisfied in respect of SPS Coupon Valuation Date or SPS Coupon Valuation Period, as applicable:

Zero.

*Where*

**Rate** is 27.00 per cent.

**Digital Coupon Condition** means that the DC Barrier Value for the relevant SPS Coupon Valuation Date is equal to or greater than the Barrier Level;

**Barrier Level** means 100 per cent;

**DC Barrier Value** means the Worst Value;

**Strike Price Closing Value**: Applicable;

**Worst Value** means, in respect of a SPS Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such SPS Valuation Date;

**Underlying Reference Value** means, in respect of an Underlying Reference and a SPS Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such SPS Valuation Date (ii) divided by the relevant Underlying Reference Strike Price;

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

**Underlying Reference Strike Price** means, in respect of an Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date;

**Basket** means the Basket of Shares as set out in §26(a) above;

**Underlying Reference** means as set out in §26(a) above;

**SPS Valuation Date** means the SPS Coupon Valuation Dates or the Strike Date, as applicable;

**SPS Coupon Valuation Date** means the Settlement Price Date;

| | | | |
|---|---|---|---|
| | | | **Settlement Price Date** means the relevant Valuation Date(s);<br>**Valuation Date(s)** means the Interest Valuation Date(s); and<br>**Interest Valuation Date** means as set out in §42(i)(v) below. |
| (d) | Fixed Rate Provisions: | | Not applicable |
| (e) | Floating Rate Provisions | | Not applicable |
| (f) | Linked Interest Certificates: | | Applicable – see Share Linked/ETI Share Linked Certificates below. |
| (g) | Payment of Premium Amount(s): | | Not applicable |
| (h) | Index Linked Certificates: | | Not applicable |
| (i) | Share Linked/ETI Share Linked Interest Certificates: | | Applicable<br>Share Securities: Applicable |
| | (i) | Share(s)/Share Company/Basket Company/GDR/ADR/ETI Interest/Basket of ETI Interests: | As set out in §26(a) above |
| | (ii) | Relative Performance Basket: | Applicable |
| | (iii) | Averaging: | Averaging does not apply |
| | (iv) | Interest Valuation Time: | As set out in §26 above |
| | (v) | Interest Valuation Date(s): | The Redemption Valuation Date |
| | (vi) | Observation Dates: | Not applicable |
| | (vii) | Observation Period: | Not applicable |
| | (viii) | Specified Maximum Days of Disruption: | As set out in §26 above |
| | (ix) | Exchange(s): | As set out in §26 above |
| | (x) | Related Exchange(s): | As set out in §26 above |
| | (xi) | Exchange Business Day: | As set out in §26 above |
| | (xii) | Scheduled Trading Day: | As set out in §26 above |
| | (xiii) | Settlement Price: | Not Applicable |
| | (xiv) | Weighting: | Not Applicable |

| | | |
|---|---|---|
| (xv) | Share/ETI Interest Correction Period | Not Applicable |
| (xvi) | Listing Change: | Not Applicable |
| (xvii) | Listing Suspension: | Not Applicable |
| (xviii) | Illiquidity: | Not Applicable |
| (xix) | Tender Offer: | Applicable |
| (xx) | Hedging Liquidity Event: | Not Applicable |
| (xxi) | Redemption on Occurrence of an Extraordinary Event: | Delayed Redemption on Occurrence of an Extraordinary Event: Not applicable |

| | | |
|---|---|---|
| (j) | ETI Linked Certificates: | Not applicable |
| (k) | Debt Linked Certificates: | Not applicable |
| (l) | Commodity Linked Certificates: | Not applicable |
| (m) | Inflation Index Linked Certificates: | Not applicable |
| (n) | Currency Linked Certificates: | Not applicable |
| (o) | Fund Linked Certificates: | Not applicable |
| (p) | Futures Linked 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: | 18 December 2024 |
| (w) | Strike Price: | Not Applicable |
| (x) | Redemption Valuation Date: | 20 December 2027 |
| (y) | Averaging: | Averaging does not apply to the Securities. |
| (z) | Observation Dates: | Not Applicable |
| (aa) | Observation Period: | Not Applicable |
| (bb) | Settlement Business Day: | 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 Not Applicable |
| **47.** | Non-exempt Offer: | Applicable |
| (i) | Non-exempt Offer Jurisdictions: | Slovakia |
| (ii) | Offer Period: | From (and including) 02 December 2024 until (and including) 18 December 2024, subject to any early closing, as indicated in Part B, item 6 |
| (iii) | Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it: | The placement activity will be carried out by:<br>Erste Group Bank AG<br>AM Belvedere 1<br>1100 Wien<br>Austria<br>LEI: PQOH26KWDF7CG10L6792<br>(the "**Authorised Offeror**") |
| (iv) | General Consent: | Not applicable |
| (v) | Other Authorised Offeror Terms: | Not Applicable |
| **48.** | Prohibition of Sales to EEA and UK Investors: | |
| (i) | Prohibition of Sales to EEA Retail Investors: | Not applicable |
| (ii) | Prohibition of Sales to UK Retail Investors: | Not applicable |
| (iii) | Prohibition of Sales to EEA Non Retail Investors (where Securities are held in a retail account): | Not applicable |
| (iv) | Prohibition of Sales to UK Non Retail Investors (where Securities are held in a retail account): | Not applicable |

**PROVISIONS RELATING TO COLLATERAL AND SECURITY**

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

| | | |
|---|---|---|
| **50.** | Notional Value Repack Securities: | Not applicable |
| **51.** | Actively Managed Securities: | Not applicable |

**Responsibility**

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

Signed on behalf of BNP Paribas Issuance B.V.

As Issuer:

By: Vincent Dechaux

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 the Luxembourg Stock Exchange and to admit the Securities for trading on the Luxembourg Stock Exchange's regulated market.

**2. Ratings**

The Securities have not been rated.

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

Save as discussed in the "Potential Conflicts of Interest" paragraph in the "Risk Factors" 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 EUR 10,000,000.00 |
| (c) | Estimated total expenses: | The estimated total expenses are not available. |

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

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

Past and further performances of the Underlying Shares are available on the relevant Exchange website and their volatility may be obtained at the office of the Calculation Agent by mail to the following address: eqd.cee@uk.bnpparibas.com.

| | |
|---|---|
| **Place where information on the Underlying Share can be obtained:** | FORD MOTOR CO<br>Website: https://shareholder.ford.com/Investors<br><br>General Motors Co<br>Website: https://investor.gm.com/<br><br>Tesla Inc<br>Website: https://ir.tesla.com/ |

**6. Operational Information**

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

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

| | |
|---|---|
| Offer Price: | The offer price of the Certificates is 100 per cent of their Notional Amount (i.e. EUR 1,000 per Certificate, of which commissions of a maximum of 0 per cent. per annum shall be retained by the Authorised Offeror) |

| | |
|---|---|
| Conditions to which the offer is subject: | The offer of the Securities is conditional on their issue.<br><br>The Issuer reserves the right to modify the total nominal amount of the Securities 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 below) and advise the Distributor 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.<br><br>Such an event will be notified to investors via the following link: http://eqdpo.bnpparibas.com/XS2902304547<br><br>The Issuer will in its sole discretion determine the final amount of Securities issued up to a limit of 10,000 Securities.<br><br>Securities will be allotted subject to availability in the order of receipt of investors' applications. The final amount of the Securities issued will be determined by the Issuer in light of prevailing market conditions, and in its sole and absolute discretion depending on the number of Securities which have been agreed to be purchased as of the Issue Date.<br><br>The Offer Period may be closed early as determined by Issuer in its sole discretion and notified on or around such earlier date by publication on the following webpage: http://eqdpo.bnpparibas.com/XS2902304547<br><br>The Issuer reserves the right to extend the Offer Period. The Issuer will inform of the extension of the Offer Period by means of a notice to be published on the following webpage: http://eqdpo.bnpparibas.com/XS2902304547<br><br>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/XS2902304547 |
| Description of the application process: | From, and including, 02 December 2024 until (and including) 18 December 2024, or such earlier date as the Issuer determines as notified on or around such earlier date by (i) loading the following link: http://eqdpo.bnpparibas.com/XS2902304547 (the "**Offer End Date**").<br><br>Application to subscribe for the Securities can be made in Poland through the Authorised Offeror. The distribution activity will be carried out in accordance with the usual procedures of the Authorised Offeror.<br><br>The Authorised Offeror is responsible for the notification of any withdrawal right applicable in relation to the offer of the Securities to potential investors.<br><br>Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription for the Securities.<br><br>By purchasing the Securities, the holders of the Securities are deemed to have knowledge of all the Conditions of the Securities and to accept said Conditions. |
| Details of the minimum and/or maximum amount of the application: | The minimum amount of application is one (1) Securities.<br><br>Maximum subscription amount per investor: The number of Securities issued as set out in SPECIFIC PROVISIONS FOR EACH SERIES in Part A.<br><br>The maximum amount of application of Securities will be subject only to availability at the time of the application.<br><br>There are no pre-identified allotment criteria.<br><br>The Authorised Offeror will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Authorised Offeror during the Offer Period will be assigned up to the maximum amount of the Offer.<br><br>In the event that during the Offer Period the requests exceed the number of Securities to be issued, the Issuer will at it discretion, either, (i) proceed to increase the size of the offer or, (ii) early terminate the Offer Period and suspend the acceptance of further requests. |
| Description of possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants: | Not applicable |

| | |
|---|---|
| Details of the method and time limits for paying up and delivering the Securities: | The Securities will be issued on the Issue Date against payment to the Issuer by the Authorised Offeror of the gross subscription moneys.<br><br>The Securities are cleared through the clearing systems and are due to be delivered through the Authorised Offeror on or around the Issue Date. |
| Manner in and date on which results of the offer are to be made public: | Publication on the following website: http://eqdpo.bnpparibas.com/XS2902304547 on or around the Issue Date. |
| Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | Not applicable |
| Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: | In the case of over subscription, allotted amounts will be notified to applicants on the following website: http://eqdpo.bnpparibas.com/XS2902304547 on or around the Issue Date.<br><br>No dealing in the Certificates may begin before any such notification is made.<br><br>In all other cases, allotted amounts will be equal to the amount of the application, and no further notification shall be made.<br><br>In all cases, no dealing in the Certificates may take place prior to the Issue Date. |
| Amount of any expenses and taxes charged to the subscriber or purchaser: | |

| Series Number | Issue Price per Security | Expenses included in the Issue Price |
|---|---|---|
| CE5584WX | 100% | 2.01% |

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

| | |
|---|---|
| Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and a description of the main terms of their commitment: | Not Applicable |

**9. Placing and Underwriting**

| | |
|---|---|
| Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: | The Authorised Offerors identified in Paragraph 47 of Part A and identifiable from the Base Prospectus. |
| Name and address of the co-ordinator(s) of the global offer and of single parts of the offer: | Not applicable. |

| | |
|---|---|
| Name and address of any paying agents and depository agents in each country (in addition to the Principal Security Agent): | Not applicable. |
| Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements. | The placement activity will be carried out by:<br>Erste Group Bank AG<br>AM Belvedere 1<br>1100 Wien<br>Austria<br>LEI : PQOH26KWDF7CG10L6792<br><br>(the "**Distributor**" or the "**Authorised Offeror**").<br><br>No underwriting commitment is undertaken by the Distributor. |
| 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, the capital protection applies only at Maturity.
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

EUR Quanto "Up and In Digital" Certificates relating to 3 Shares - The securities are Certificates. International Securities Identification Number ("**ISIN**"): XS2902304547.

### 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: Erste Group Bank AG, AM Belvedere 1, 1100 Wien, Austria. The legal entity identifier (LEI) of the Offeror is PQOH26KWDF7CG10L6792
Person asking for admission to trading : BNP Paribas Issuance B.V. (the “Issuer”), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000).

### Identity and contact details of the competent authority approving the prospectus

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

### Date of approval of the prospectus

The Base Prospectus has been approved on 30 May 2024 under the approval number 24-0185 by the AMF, as supplemented from time to time.

## Section B - Key information on the issuer

### *Who is the issuer of the securities?*

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

BNPP B.V. was incorporated in the Netherlands as a private company with limited liability under Dutch law having its registered office at Herengracht 595, 1017 CE Amsterdam, the Netherlands. Legal entity identifier (LEI): 7245009UXRIGIRYOBR48.
BNPP B.V.'s long term credit rating is A+ with a stable outlook (S&P Global Ratings Europe Limited) and BNPP B.V.'s short term credit rating is A-1 (S&P Global Ratings Europe Limited).

### Principal activities

The principal activity of the Issuer is to issue and/or acquire financial instruments of any nature and to enter into related agreements for the account of various entities within the BNPP Group.
The assets of BNPP B.V. consist of the obligations of other BNPP Group entities. Holders of securities issued by BNPP B.V. will, subject to the provisions of the Guarantee issued by BNPP, be exposed to the ability of BNPP Group entities to perform their obligations towards BNPP B.V.

### Major shareholders

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

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

The Managing Directors of BNP Paribas Issuance B.V. are Edwin Herskovic/Cyril Le Merrer/Folkert van Asma/Hugo Peek/Matthew Yandle.

### Identity of the issuer's statutory auditors

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

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

### Key financial information

| Income statement | | |
|---|---|---|
| | **Year** | **Year-1** |
| **In €** | 31/12/2023 | 31/12/2022 |
| **Operating profit/loss** | 73,071 | 120,674 |
| **Balance sheet** | | |
| | **Year** | **Year-1** |
| **In €** | 31/12/2023 | 31/12/2022 |
| **Net financial debt (long term debt plus short term debt minus cash)** | 126,562,861,261 | 94,563,113,054 |
| **Current ratio (current assets/current liabilities)** | 1 | 1 |
| **Debt to equity ratio (total liabilities/total shareholder equity)** | 157,363 | 126,405 |
| **Interest cover ratio (operating income/interest expense)** | No interest expenses | No interest expenses |
| **Cash flow statement** | | |
| | **Year** | **Year-1** |
| **In €** | 31/12/2023 | 31/12/2022 |
| **Net Cash flows from operating activities** | 2,827,251 | -113,916 |
| **Net Cash flows from financing activities** | 0 | 0 |
| **Net Cash flows from investing activities** | 0 | 0 |

**Qualifications in the audit report**

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

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

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

## Section C - Key Information on the securities

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

**Type, class and ISIN**

EUR Quanto "Up and In Digital" Certificates relating to 3 Shares - The securities are Certificates. International Securities Identification Number ("**ISIN**"): XS2902304547.

**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. Up to 10,000 Securities will be issued. The Securities will be redeemed on 27 December 2027.

**Rights attached to the securities**

*Negative pledge* - The terms of the Securities will not contain a negative pledge provision.
*Events of Default* - The terms of the Securities will not contain events of default.
*Governing law* - The Securities are governed by English law.

The objective of this product is to provide you with a return based on the performance of underlying shares (each share, an Underlying). The product may also pay coupon under predefined conditions in accordance with the Coupon provisions below.

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

Coupon: A conditional coupon is due for payment at the relevant Conditional Coupon Rate if, on a Coupon Valuation Date, the closing price of each underlying is greater than or equal to the relevant Conditional Coupon Barrier. All due conditional coupons will be paid at the Redemption Date.

**Where:**

The Initial Reference Price of an Underlying is the closing price of that Underlying on the Strike Date.

| | |
|---|---|
| **Strike Date** | 18 December 2024 |
| **Issue Date** | 27 December 2024 |
| **Redemption Date (maturity)** | 27 December 2027 |
| **Coupon Valuation Date(s)** | 20 December 2027 |
| **Conditional Coupon Rate(s)** | 27% of the Notional Amount |

| | |
|---|---|
| **Issue Price** | 100% |
| **a** | EUR |
| **Notional Amount (per certificate)** | EUR 1,000 |

| **Underlying** | **Bloomberg Code** | **ISIN** |
|---|---|---|
| Tesla Inc | TSLA UW | US88160R1014 |
| Ford Motor Co | F UN | US3453708600 |
| General Motors Co | GM UN | US37045V1008 |

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 Luxembourg Stock Exchange (Regulated Market).

***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 30 May 2024 (the "Guarantee").
The Guarantor was incorporated in France as a société anonyme under French law and licensed as a bank having its head office at 16, boulevard des Italiens - 75009 Paris, France. Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83.
BNPP's long-term credit ratings are A+ with a stable outlook (S&P Global Ratings Europe Limited), Aa3 with a negative outlook (Moody's Deutschland GmbH), A+ with a stable outlook (Fitch Ratings Ireland Limited) *(which is the long-term issuer default rating)* and AA (low) with a stable outlook (DBRS Rating GmbH) and BNPP's short-term credit ratings are A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Deutschland GmbH), F1 (Fitch Ratings Ireland Limited.) and R-1 (middle) (DBRS Rating GmbH).
BNP Paribas SA is the parent company of the BNP Paribas Group (together the "**BNPP Group**").
BNP Paribas' organisation is based on three operating divisions: Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) and Investment & Protection Services (IPS).
Corporate and Institutional Banking (CIB): Global Banking, Global Markets and Securities Services.
Commercial, Personal Banking & Services (CPBS):
- *Commercial & Personal banking in the Euro-zone*: Commercial & Personal Banking in France (CPBF), BNL banca commerciale (BNL bc), Commercial & Personal Banking in Italy, Commercial & Personal Banking in Belgium (CPBB) and Commercial & Personal Banking in Luxembourg (CPBL).
- *Commercial & Personal Banking outside the Euro-zone, organised around*: Europe-Mediterranean, covering Commercial & Personal Banking outside the Euro-zone, in particular in Central and Eastern Europe, Türkiye and Africa.
- *Specialised Businesses*: BNP Paribas Personal Finance, Arval and BNP Paribas Leasing Solutions, new digital businesses (in particular Nickel, Floa, Lyf) and BNP Paribas Personal Investors.
Investment & Protection Services (IPS): Insurance (BNP Paribas Cardif) and Wealth and Asset Management: BNP Paribas Asset Management, BNP Paribas Real Estate, BNP Paribas Principal Investments (management of the BNP Paribas Group's portfolio of unlisted and listed industrial and commercial investments) and BNP Paribas Wealth Management.

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

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

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

| Income statement | | | | |
|---|---|---|---|---|
| | **Year** | **Year-1** | **Interim** | **Comparative interim from same period in prior year** |
| **In millions of €** | 31/12/2023 | 31/12/2022 | 30/09/2024 | 30/09/2023* |
| **Net interest income** | 19,058 | 20,933 | n.a | n.a |
| **Net fee and commission income** | 9,821 | 10,165 | n.a | n.a |
| **Net gain on financial instruments** | 10,440 | 9,449 | n.a | n.a |
| **Revenues** | 45,874 | 45,430 | 36,694 | 35,974 |
| **Cost of risk** | -2,907 | -3,003 | -2,121 | -1,935 |
| **Other net losses for risk on financial instruments** | -775 | n.a | -138 | 0 |
| **Operating Income** | 11,236 | 12,563 | 12,109 | 12,004 |
| **Net income attributable to equity holders** | 10,975 | 9,848 | 9,366 | 9,225 |
| **Earnings per share (in euros)** | 8.58 | 7.52 | 7.7 | 7.19 |

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

| Balance sheet | | | | |
|---|---|---|---|---|
| | **Year** | **Year-1** | **Interim** | **Comparative interim from same period in prior year** |
| **In millions of €** | 31/12/2023 | 31/12/2022 | 30/09/2024 | 30/09/2023 |
| **Total assets** | 2,591,499 | 2,663,748 | 2,753,086 | 2,701,362 |
| **Debt securities** | 274,510 | 220,261 | n.a | n.a |
| **Of which mid long term Senior Preferred** | 84,821* | 58,899* | n.a | n.a |
| **Subordinated debt** | 25,478 | 24,832 | 30,160 | n.a |
| **Loans and receivables from customers (net)** | 859,200 | 857,020 | 874,996 | 853,247 |
| **Deposits from customers** | 988,549 | 1,008,056 | 1,011,422 | 965,980 |
| **Shareholders' equity (Group share)** | 123,742 | 121,237 | 124,961 | 124,138 |
| **Doubtful loans/ gross outstandings**** | 1.7% | 1.7% | 1.7% | 1.7% |
| **Common Equity Tier 1 capital (CET1) ratio** | 13.2% | 12.3% | 12.7% | 13.4% |
| **Total Capital Ratio** | 17.3% | 16.2% | 16.7% | 17.8% |
| **Leverage Ratio** | 4.6% | 4.4% | 4.4% | 4.5% |

(*) Regulatory scope

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

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

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

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

The BNP Paribas Group may incur significant losses on its trading and investment activities due to market fluctuations and volatility

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

Adverse economic and financial conditions have in the past had and may in the future significantly affect the BNP Paribas Group and the markets in which it operates

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.

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:

**Risks related to the structure of the securities:**
The return on the securities depends on the performance of the Underlying Reference(s) and whether knock-in or knock-out features apply. Investors may be exposed to a partial or total loss of their investment.

**Risks related to the underlying and its disruption and adjustments:**
Unlike a direct investment in any Share(s), Stapled Share(s), GDR(s) and/or ADR(s) comprising the Underlying Reference(s) (together the "Share(s)"), an investment in Share Securities does not entitle Holders to vote or receive dividends or distributions (unless otherwise specified in the Final Terms). Accordingly, the return on Share Securities will not be the same as a direct investment in the relevant Share(s) and could be less than a direct investment. Exposure to shares, similar market risks to a direct investment in an equity, potential adjustment events or extraordinary events and market disruption or failure to open of an exchange may have an adverse effect on the value and liquidity of the Securities.

**Risks related to the trading markets of the securities:**
The trading price of the Securities may be affected by a number of factors including, but not limited to, the relevant price, value or level of the Underlying Reference(s), the time remaining until the scheduled redemption date of the Securities, the actual or implied volatility associated with the Underlying Reference(s) and the correlation risk of the relevant Underlying Reference(s). The possibility that the value and trading price of the Securities will fluctuate (either positively or negatively) depends on a number of factors, which investors should consider carefully before purchasing or selling Securities.

**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 02 December 2024 to and including 18 December 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 Luxembourg Stock Exchange (Regulated Market).

**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: Erste Group Bank AG, AM Belvedere 1, 1100 Wien, Austria. The legal entity identifier (LEI) of the Offeror is PQOH26KWDF7CG10L6792
Person asking for admission to trading : BNP Paribas Issuance B.V. (the "Issuer"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000).

***Why is this prospectus being produced?***

**Use and estimated net amount of the proceeds**

The net proceeds from the issue of the Securities will become part of the general funds of the Issuer. Such proceeds may be used to maintain positions in options or futures contracts or other hedging instruments.

Estimated net proceeds: Up to EUR 10,000,000

**Underwriting agreement**

No underwriting commitment is undertaken by the Offeror

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

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

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

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

# Súhrn

## Časť A – Úvod a varovania

### *Varovania*

Tento súhrn sa číta ako úvod k Základnému prospektu a k príslušným Konečným podmienkam.
Akékoľvek rozhodnutie investovať do akýchkoľvek Cenných papierov by malo byť založené na zvážení Základného prospektu ako celku, vrátane akýchkoľvek dokumentov zahrnutých odkazom a príslušných Konečných podmienok.
Investori môžu byť vystavení čiastočnej alebo úplnej strate svojej investície, ochrana kapitálu sa uplatňuje len pri Splatnosti.
Ak je žaloba týkajúca sa informácií obsiahnutých v Základnom prospekte a platných Konečných podmienkach podaná na súd v členskom štáte Európskeho hospodárskeho priestoru, žalobca môže byť podľa vnútroštátnych právnych predpisov členského štátu, v ktorom je žaloba podaná, povinný znášať náklady na preklad Základného prospektu a príslušných Konečných podmienok pred začatím súdneho konania.
Občianskoprávna zodpovednosť v akomkoľvek takomto členskom štáte sa viaže na Emitenta alebo Ručiteľa výlučne na základe tohto zhrnutia, vrátane akéhokoľvek jeho prekladu, a to ak je zavádzajúce, nepresné alebo nekonzistentné pri čítaní spolu s ostatnými časťami Základného prospektu a príslušnými Konečnými podmienkami, alebo neposkytne, pri čítaní spolu s ostatnými časťami Základného prospektu a príslušnými Konečnými podmienkami, kľúčové informácie, ktoré by investorom pomohli pri zvažovaní investovania do Cenných papierov.

Chystáte sa kúpiť produkt, ktorý nie je jednoduchý a môže mu byť náročné porozumieť.

### Názov a medzinárodné identifikačné číslo cenných papierov (ISIN)

EUR Quanto "Up and In Digital" certifikáty týkajúce sa 3 akcií - cenné papiere sú certifikáty.Medzinárodné identifikačné číslo (ISIN): XS2902304547.

### Totožnosť a kontaktné údaje emitenta

BNP Paribas Issuance B.V. („**Emitent**“), Herengracht 595, 1017 CE Amsterdam, Holandsko (telefónne číslo: +31(0)88 738 0000). LEI identifikátor Emitenta je 7245009UXRIGIRYOBR48.

### Totožnosť a kontaktné údaje navrhovateľa a / alebo osoby žiadajúcej o prijatie na obchodovanie

Navrhovateľ: Erste Group Bank AG, AM Belvedere 1 1100 Wien Austria. LEI Navrhovateľa: PQOH26KWDF7CG10L6792.
Osoba žiadajúca o prijatie na obchodovanie: BNP Paribas Issuance B.V. ( „Emitent“), Herengracht 595, 1017 CE Amsterdam, Holandsko (telefónne číslo: +31(0)88 738 0000).

### Totožnosť a kontaktné údaje príslušného orgánu, ktorý schvaľuje prospekt

Úrad pre finančné trhy (“**AMF**”), 17, place de la Bourse, 75082 Paris Cedex 02, Francúzsko - +33(0)1 53 45 60 00 - www.amf-france.org

### Dátum schválenia prospektu

Základný prospekt bol schválený AMF 30. mája 2024 pod identifikačným číslom schválenia 24-0185, v znení neskorších doplnení.

## Časť B – Kľúčové informácie o emitentovi

### *Kto je emitentom cenných papierov?*

### Sídlo / právna forma / LEI / právo, podľa ktorého vykonáva činnosť / krajina registrácie

BNPP B.V. bola založená v Holandsku ako súkromná spoločnosť s ručením obmedzeným podľa holandského práva so sídlom na Herengracht 595, 1017 CE Amsterdam, Holandsko. Identifikátor právnickej osoby (LEI): 7245009UXRIGIRYOBR48.
Dlhodobý úverový rating BNPP B.V. je A+ so stabilným výhľadom (S&P Global Ratings Europe Limited) a krátkodobý úverový rating BNPP B.V. je A-1 (S&P Global Ratings Europe Limited).

### Hlavné činnosti

Hlavnou činnosťou Emitenta je vydávanie a/alebo nadobúdanie finančných nástrojov akéhokoľvek charakteru a uzatváranie s tým súvisiacich zmlúv na účet rôznych subjektov v rámci Skupiny BNPP.
Majetok BNPP B.V. pozostáva zo záväzkov iných subjektov Skupiny BNPP. Majitelia cenných papierov vydaných BNPP B.V. budú v súlade s ustanoveniami Záruky vydanej BNPP vystavení schopnosti subjektov Skupiny BNPP plniť si svoje záväzky voči BNPP B.V.

### Hlavní akcionári

BNP Paribas vlastní 100 percent základného imania BNPP B.V.

### Totožnosť hlavných výkonných riaditeľov emitenta

Výkonnými riaditeľmi BNP Paribas Issuance B.V. sú Edwin Herskovic, Cyril Le Merrer, Folkert van Asma, Geert Lippens a Matthew Yandle.

### Totožnosť štatutárnych audítorov emitenta

Audítormi Emitenta je Deloitte Accountants N.V.. Deloitte Accountants N.V. je nezávislá verejná účtovnícka firma v Holandsku, registrovaná v NBA (Nederlandse Beroepsorganisatie van Accountants).

### *Aké sú kľúčové finančné informácie týkajúce sa emitenta?*

### Kľúčové finančné informácie

| Výkaz ziskov a strát | | |
|---|---|---|
| | **Rok** | **Rok-1** |
| **V €** | 31/12/2023 | 31/12/2022 |
| **Prevádzkový zisk/strata** | 73,071 | 120,674 |
| **Súvaha** | | |
| | **Rok** | **Rok-1** |
| **V €** | 31/12/2023 | 31/12/2022 |
| **Čistý finančný dlh (dlhodobý dlh plus krátkodobý dlh mínus hotovosť)** | 126,562,861,261 | 94,563,113,054 |
| **Aktuálny pomer (obežný majetok/krátkodobé záväzky)** | 1 | 1 |
| **Pomer dlhu k vlastnému imaniu (celkové záväzky/celkové vlastné imanie)** | 157,363 | 126,405 |
| **Pomer úrokového krytia (prevádzkový výnos/úrokový náklad)** | Žiadne úrokové náklady | Žiadne úrokové náklady |
| **Výkaz peňažných tokov** | | |
| | **Rok** | **Rok-1** |
| **V €** | 31/12/2023 | 31/12/2022 |
| **Čisté peňažné toky z prevádzkových činností** | 2,827,251 | -113,916 |
| **Čisté peňažné toky z finančných činností** | 0 | 0 |
| **Čistý peňažný tok z investičných činností** | 0 | 0 |

**Výhrady v správe audítora**

Nepoužije sa, v žiadnej správe audítora o historických finančných informáciách zahrnutých v Základnom prospekte nie sú žiadne výhrady.

***Aké sú kľúčové riziká špecifické pre emitenta?***

Nepoužije sa. BNPP B.V. je prevádzkovou spoločnosťou. Úverová bonita BNPP B.V. závisí od bonity BNPP.

## Časť C – Kľúčové informácie o cenných papieroch

***Aké sú hlavné charakteristiky cenných papierov?***

**Typ, trieda a ISIN**

EUR Quanto "Up and In Digital" certifikáty týkajúce sa 3 akcií - cenné papiere sú certifikáty.Medzinárodné identifikačné číslo (ISIN): XS2902304547.

**Mena / denominácia / nominálna hodnota / počet vydaných cenných papierov / lehota splatnosti cenných papierov**

Menou Cenných papierov je Euro („EUR“). Cenné papiere majú nominálnu hodnotu 1 000 EUR. Vydaných bude do 10 000 Cenných papierov. Cenné papiere budú splatené 27. decembra 2027.

**Práva spojené s cennými papiermi**

*Záväzok nezriadiť zabezpečenie – Podmienky Cenných papierov nebudú obsahovať ustanovenie o záväzku nezriadiť zabezpečenie.*
*Udalosti Porušenia – Podmienky Cenných papierov nebudú obsahovať udalosti porušenia.*
*Rozhodné právo – Cenné papiere sa riadia anglickým právom.*

Cieľom tohto produktu je poskytnúť vám návratnosť založenú na výkonnosti podkladových akcií (každá akcia, podkladové aktívum). Produkt môže tiež vyplácať kupón za vopred stanovených podmienok v súlade s nižšie uvedenými ustanoveniami o kupónoch.
V deň splatnosti dostanete za každý certifikát, navyše k akejkoľvek konečnej platbe kupónu: platba v hotovosti vo výške 100% nominálnej sumy.

Kupón: podmienený kupón splatný pri príslušnej sadzbe podmieneného kupónu, ak v deň ocenenia kupónu, záverečná cena každé podkladové aktívum je vyššia alebo rovná príslušnej bariére podmieneného kupónu.
Všetky splatné podmienené kupóny budú vyplatené v deň splatnosti.

**Kde:**
Počiatočná referenčná cena podkladového aktíva je záverečná cena tohto podkladového aktíva pozorovania.

| | | | |
|---|---|---|---|
| **Dátum Počiatočnej Ceny** | 18. decembra 2024 | **Emisná Cena** | 100% |
| **Dátum Emisie** | 27. decembra 2024 | **Produktová Mena** | EUR |
| **Dátum Splatnosti (Maturita)** | 27. decembra 2027 | **Nominálna Hodnota (jedného certifikátu)** | 1,000 EUR |
| **Dátum hodnotenia kupónu(s)** | 20. decembra 2027 | **Podmienky kupónovej bariéry(s)** | 100% počiatočnej referenčnej ceny |
| **Podmienky Kupón Rate(s)** | 27% nominálnej sumy | | |

| Podkladové aktívum | Bloomberg kód | ISIN |
|---|---|---|
| Tesla Inc | TSLA UW | US88160R1014 |
| Ford Motor Co | F UN | US3453708600 |
| General Motors Co | GM UN | US37045V1008 |

Podmienky produktu stanovujú, že ak nastanú určité výnimočné udalosti, (1) môžu sa vykonať úpravy produktu a/alebo (2) emitent produktu môže produkt predčasne ukončiť. Tieto udalosti sú špecifikované v podmienkach produktu a týkajú sa najmä podkladového(-ých) nástroja(-ov), produktu a emitenta produktu. Prípadný výnos, ktorý dostanete pri takomto predčasnom ukončení, sa bude pravdepodobne líšiť od vyššie uvedených scenárov a môže byť nižší ako investovaná suma.
Všetky odkupy opísané v tomto dokumente (vrátane potenciálnych ziskov) sú vypočítané na základe fiktívnej sumy bez nákladov, sociálnych príspevkov a daní, ktoré sa vzťahujú na tento typ investície.

*Schôdze* – Podmienky Cenných papierov budú obsahovať ustanovenia o zvolávaní schôdze majiteľov takýchto Cenných papierov, aby sa posúdili záležitosti ovplyvňujúce ich záujmy vo všeobecnosti. Tieto ustanovenia umožňujú definovanej väčšine zaviazať všetkých majiteľov, vrátane majiteľov, ktorí sa nezúčastnili a nehlasovali na príslušnej schôdzi, a majiteľov, ktorí hlasovali v rozpore s väčšinou.

*Zástupca majiteľov* – Emitent neurčil žiadneho zástupcu Majiteľov.

**Seniorita cenných papierov**

Cenné papiere sú nepodriadenými a nezabezpečenými záväzkami Emitenta a sú medzi sebou rovnocenné *(pari passu)*.

**Obmedzenia voľnej prevoditeľnosti cenných papierov**

Neexistujú žiadne obmedzenia týkajúce sa voľnej prevoditeľnosti Cenných papierov.

**Dividendová politika alebo postupy vyplácania**

Nepoužije sa.

## *Kde sa bude s cennými papiermi obchodovať?*

**Prijatie na obchodovanie**

Emitent (alebo zástupca v jeho mene) podá žiadosť o prijatie Cenných papierov na obchodovanie na Luxemburskej burze cenných papierov (regulovaný trh).

## *Existuje záruka spojená s cennými papiermi?*

**Povaha a rozsah záruky**

Záväzky vyplývajúce zo záruky sú seniornými prioritnými záväzkami (v zmysle článku L.613-30-3-I-3° francúzskeho Zákonníka monétaire et financier) a nezabezpečenými záväzkami BNPP, a budú rovnocenné (*pari passu*) s ostatnými súčasnými a budúcimi seniornými prioritnými a nezabezpečenými záväzkami, s výnimkou takých prípadov, ktoré môžu byť podľa francúzskeho práva čas od času povinné.

V prípade odpísania záväzkov v rezolučnom konaní BNPP, ale nie BNPP B.V., sa záväzky a/alebo dlžné sumy zo záruky BNPP znížia tak, aby odrážali akúkoľvek takúto úpravu alebo zníženie uplatňované na záväzky BNPP vyplývajúce z odpísania záväzkov v rezolučnom konaní v BNPP akýmkoľvek príslušným regulátorom (vrátane situácie, keď samotná Záruka nie je predmetom takejto záchrany z vnútorných zdrojov).

Ručiteľ bezpodmienečne a neodvolateľne zaručuje každému Majiteľovi, že ak z akéhokoľvek dôvodu BNPP B.V. nezaplatí akúkoľvek sumu, ktorú má zaplatiť, alebo nesplní akúkoľvek inú povinnosť týkajúcu sa akýchkoľvek Cenných papierov v deň určený pre takúto platbu alebo plnenie, Ručiteľ v súlade s Podmienkami zaplatí túto sumu v mene, v ktorej je takáto platba splatná, v okamžite dostupných peňažných prostriedkoch, prípadne vykoná alebo zabezpečí plnenie príslušného záväzku v deň určený pre dodanie takéhoto plnenia.

**Popis ručiteľa**

Cenné papiere budú bezpodmienečne a neodvolateľne garantované BNP Paribas („BNPP“ alebo „Ručiteľ“) v súlade s ručiteľskou listinou podľa anglického práva, ktorú BNPP podpísal 31. mája 2023 („Záruka“).
Ručiteľ bol zaregistrovaný vo Francúzsku ako „société anonyme“ podľa francúzskeho práva a licencovaný ako banka so sídlom na 16, boulevard des Italiens - 75009 Paríž, Francúzsko. Identifikátor právnickej osoby (LEI): R0MUWSFPU8MPRO8K5P83.

Dlhodobé úverové ratingy BNPP sú A+ so stabilným výhľadom (S&P Global Ratings Europe Limited), Aa3 so negatívnym výhľadom (Moody's Investors Service Ltd.), AA- so stabilným výhľadom (Fitch Ratings Ireland Limited) (*čo je dlhodobý rating pridelený prioritnému dlhu BNPP od agentúry Fitch Ratings Ireland Limited*) a AA (nízky) so stabilným výhľadom (DBRS Rating GmbH) a krátkodobé úverové ratingy BNPP sú A-1 (S&P Global Ratings Europe Limited), P -1 (Moody's Investors Service Ltd.), F1+ (Fitch Ratings Ireland Limited.) a R-1 (stredný) (DBRS Rating GmbH).
BNP Paribas SA je materskou spoločnosťou Skupiny BNP Paribas (spoločne ako „**Skupina BNPP**").
BNP Paribas je organizačne založená na troch prevádzkových divíziách: Firemné a Inštitucionálne bankovníctvo (CIB), Komerčné a Osobné bankovníctvo a služby (CPBS) a Investičné a Poistné služby (IPS).
Firemné a Inštitucionálne bankovníctvo (CIB): Globálne bankovníctvo, Globálne trhy a Služby v oblasti Cenných papierov.
Komerčné a Osobné bankovníctvo a služby (CPBS):
- *Komerčné a osobné bankovníctvo v eurozóne:* Komerčné a Osobné bankovníctvo vo Francúzsku (CPBF), BNL banca commerciale (BNL bc), Komerčné a Osobné bankovníctvo v Taliansku, Komerčné a Osobné bankovníctvo v Belgicku (CPBB) a Komerčné a Osobné bankovníctvo v Luxembursku (CPBL).
- *Komerčné a osobné bankovníctvo mimo eurozóny, organizované okolo*: Európa-Stredozemie, pokrývajúce Komerčné a Osobné bankovníctvo mimo eurozóny, najmä v strednej a východnej Európe, Turecku a Afrike.
- *Špecializované podniky*: BNP Paribas Personal Finance, Arval a BNP Paribas Leasing Solutions, nové digitálne podniky (najmä Nickel, Floa, Lyf) a BNP Paribas Personal Investors.
Investičné a Poistné služby (IPS): Poistenie (BNP Paribas Cardif) a Wealth and Asset Management: BNP Paribas Asset Management, BNP Paribas Real Estate, BNP Paribas Principal Investments (správa portfólia nekótovaných a kótovaných priemyselných a komerčných investícií Skupiny BNP Paribas Group ) a BNP Paribas Wealth Management.

Ku dňu 30. júna 2024 boli hlavnými akcionármi Société Fédérale de Participations et d'Investissement (ďalej len „SFPI"), spoločnosť verejného záujmu „société anonyme" (verejná akciová spoločnosť) konajúca v mene Belgického štátu vlastniaceho 5,6 % akciový podiel, BlackRock Inc. vlastniaceho 6,0 % akciový podiel, Amundi vlastniaceho 5,1 % akciový podiel, a Luxemburského veľkovojvodstva vlastniaceho 1,0 % akciový podiel.

**Kľúčové finančné informácie na účely posúdenia schopnosti ručiteľa plniť svoje záväzky vyplývajúce zo záruky**

Od 1. januára 2023 poisťovacie entity Skupiny BNP Paribas uplatňujú IFRS 17 „Poistné zmluvy" a IFRS 9 „Finančné nástroje". Výsledky za rok 2022 sa museli prepracovať tak, aby zohľadňovali presadzovanie uplatňovania IFRS 17 a IFRS 9 pre poisťovacie entity.

| Výkaz ziskov a strát | | | | |
|---|---|---|---|---|
| | **Rok** | **Rok-1** | **Medziobdobie** | **Porovnanie oproti rovnakému medziobdobiu predchádzajúceho roka** |
| **V miliónoch €** | 31.12.2022 | 31.12.2021 | 30/09/2024 | 30/09/2023* |
| **Čistý úrokový výnos** | n.a | 19,238 | n.a. | n.a. |
| **Čistý príjem z poplatkov a provízií** | n.a | 10,362 | n.a. | n.a. |
| **Čistý zisk z finančných nástrojov** | n.a | 7,777 | n.a. | n.a. |
| **Výnosy** | 45,430 | 43,762 | 36,694 | 35,974 |
| **Náklady na riziko** | -3,003 | -2,971 | -2,121 | -1,935 |
| **Prevádzkový príjem** | 12,564 | 11,325 | -138 | 0 |
| **Čistý zisk pripadajúci na akcionárov** | 9,848 | 9,488 | 12,109 | 12,004 |
| **Zisk na akciu (v eurách)** | 7.8 | 7.26 | 9,366 | 9,225 |

(*) údaje založené na obnovení štvrťročnej série oznámené 29. februára 2024.

| Súvaha | | | | |
|---|---|---|---|---|
| | **Rok** | **Rok-1** | **Medziobdobie** | **Porovnanie oproti rovnakému medziobdobiu predchádzajúceho roka** |
| **V miliónoch €** | 31.12.2022 | 31.12.2021 | 30.09.2023 | 30.09.2022 |
| **Celkové aktíva** | 2,663,748 | 2,634,444 | 2,701,362 | 3,009,340 |
| **Dlhové cenné papiere** | 220,937 | 220,106 | 268,513 | 228,110 |
| **Z toho strednodobé, seniorné prioritné** | 58,899** | 78,845** | n.a | n.a |
| **Podriadený dlh** | 24,160 | 25,667 | n.a | n.a |
| **Pôžičky a pohľadávky od zákazníkov (netto)** | 857,020 | 814,000 | 853,247 | 869,500 |
| **Vklady od zákazníkov** | 1,008,056 | 957,684 | 965,980 | 1,015,649 |
| **Vlastné imanie (podiel skupiny)** | 121,237 | 117,886 | 124,138 | 120,764 |
| **Problémové úvery / hrubé nesplatené záväzky*** ** | 1.7% | 2% | 1.7% | 1.7% |
| **Pomer vlastného kapitálu Tier 1 (CET1).** | 12.3% | 12.9% | 13.4% | 12.1% |
| **Celkový pomer kapitálu** | 16.2% | 16.4% | 17.8% | 15.9% |
| **Pákový pomer****** | 4.4% | 4.1% | 4.5% | 3.9% |

(*) Regulačný rozsah

(**) Znehodnotené úvery (stupeň 3) klientom a úverovým inštitúciám, bez započítania záruk, vrátane súvahových, podsúvahových a dlhových cenných papierov ocenených v amortizovaných nákladoch alebo v reálnej hodnote prostredníctvom vykázaného vlastného imania akcionárov (okrem poistenia) a v hrubých nesplatených úveroch zákazníkom a úverovým inštitúciám, súvahových a podsúvahových, a vrátane dlhových cenných papierov oceňovaných v amortizovaných nákladoch alebo v reálnej hodnote prostredníctvom vlastného imania akcionárov (okrem poistenia).

**Najpodstatnejšie rizikové faktory týkajúce sa ručiteľa**

**1.** Podstatný nárast nových opravných položiek alebo nedostatočná úroveň predtým vytvorených opravných položiek vystavených úverovému riziku a riziku protistrany by mohli nepriaznivo ovplyvniť prevádzkové výsledky a finančnú situáciu Skupiny BNP Paribas.

**2.** Zásady, postupy a metódy riadenia rizík Skupiny BNP Paribas ju môžu vystaviť neidentifikovaným alebo neočakávaným rizikám, ktoré by mohli viesť k podstatným stratám.

**3.** Skupina BNP Paribas môže utrpieť značné straty zo svojich obchodných a investičných aktivít v dôsledku kolísania trhu a volatility.

**4.** Prístup Skupiny BNP Paribas k financovaniu a náklady naň by mohli byť nepriaznivo ovplyvnené obnovením finančných kríz, zhoršením ekonomických podmienok, znížením ratingu, zvyšovaním úrokových rozpätí štátneho dlhu alebo inými faktormi.

**5.** Nepriaznivé ekonomické a finančné podmienky v minulosti mali a v budúcnosti môžu mať vplyv na Skupinu BNP Paribas a trhy, na ktorých pôsobí.

**6.** Zákony a regulácie prijaté v posledných rokoch, ako aj súčasný a budúci legislatívny a regulačný vývoj môžu výrazne ovplyvniť Skupinu BNP Paribas a finančné a ekonomické prostredie, v ktorom pôsobí.

**7.** Ak by Skupina BNP Paribas nedokázala implementovať svoje strategické ciele alebo dosiahnuť zverejnené finančné ciele, alebo ak by jej výsledky nenapĺňali očakávané trendy, mohlo by to mať nepriaznivý vplyv na obchodnú cenu nimi emitovaných cenných papierov.

### ***Aké sú kľúčové riziká špecifické pre cenné papiere?***

#### **Najpodstatnejšie rizikové faktory špecifické pre cenné papiere**

S cennými papiermi sú spojené aj riziká, vrátane:

**1. Riziká súvisiace so štruktúrou cenných papierov:**
Návratnosť Cenných papierov závisí od výkonnosti Podkladovej Hodnoty a od toho, či sa uplatňujú aktivačné alebo deaktivačné funkcie. Automaticky splatné Produkty zahŕňajú automatické mechanizmy predčasného splatenia. V závislosti od príslušného vzorca, ak dôjde k udalosti automatického predčasného splatenia, investori môžu byť vystavení čiastočnej strate svojej investície. Investori môžu byť vystavení čiastočnej alebo úplnej strate svojej investície.

**2. Riziká súvisiace s podkladom a jeho narušením a úpravami:**
Indexové Cenné papiere sú spojené s výkonnosťou podkladového indexu ("Index"), ktorý môže odkazovať na rôzne triedy aktív, ako sú akcie, dlhopisy, menové kurzy alebo údaje o cenách nehnuteľností, alebo môže odkazovať na zmes tried aktív. Investori do Indexových Cenných papierov znášajú širšie riziko rôznych faktorov, ktorých následkom podkladové aktíva Indexu nefungujú podľa očakávania v porovnaní s investíciou do bežných dlhových cenných papierov. Nepriaznivé ovplyvnenie návratnosti investície do Indexových Cenných papierov je pravdepodobnejšie ako v prípade investície do bežných dlhových cenných papierov.
Expozícia voči indexom, udalostiam úpravy a narušeniu trhu alebo neotvoreniu burzy môže mať nepriaznivý vplyv na hodnotu a likviditu Cenných papierov.

**3. Riziká súvisiace s trhmi na ktorých sa obchodujú cenné papiere:**
Obchodná cena Cenných papierov môže byť ovplyvnená množstvom faktorov vrátane, ale nie výlučne, relevantnej ceny, hodnoty alebo úrovne Podkladovej Hodnoty, času zostávajúceho do plánovaného dátumu splatenia Cenných papierov, skutočnej alebo implikovanej volatility súvisiacej s Podkladovej Hodnoty a korelačným rizikom príslušnej Podkladovej Hodnoty. Možnosť, že hodnota a obchodná cena Cenných papierov bude kolísať (či už pozitívne alebo negatívne), závisí od množstva faktorov, ktoré by mali investori pred nákupom alebo predajom Cenných papierov dôkladne zvážiť.

**4. Právne riziká:**
Podmienky Cenných papierov budú obsahovať ustanovenia o zvolávaní schôdze majiteľov takýchto Cenných papierov, aby sa posúdili záležitosti ovplyvňujúce ich záujmy vo všeobecnosti. Tieto ustanovenia umožňujú definovanej väčšine zaviazať všetkých majiteľov, vrátane majiteľov, ktorí sa nezúčastnili a nehlasovali na príslušnej schôdzi, a majiteľov, ktorí hlasovali v rozpore s väčšinou.

## **Časť D - Kľúčové informácie o verejnej ponuke cenných papierov a/alebo prijatí na obchodovanie na regulovanom trhu**

### ***Za akých podmienok a podľa akého harmonogramu môžem investovať do tohto cenného papiera?***

#### **Všeobecné obchodné podmienky a predpokladaný harmonogram ponuky**

Cenné papiere budú ponúkané verejnosti na Slovensku od 2. decembra 2024 (vrátane) do 18. decembra 2024 (vrátane), s výhradou predčasného ukončenia alebo predĺženia doby ponuky.
Emitent (alebo zástupca v jeho mene) podá žiadosť o prijatie Cenných papierov na obchodovanie na Luxemburskej burze cenných papierov (regulovaný trh).

#### **Odhad celkových nákladov na emisiu a/alebo ponuku vrátane odhadovaných nákladov účtovaných investorovi emitentom alebo navrhovateľom**

Emitent nebude účtovať investorom žiadne náklady.

### ***Kto je ponúkajúci a/alebo osoba žiadajúca o prijatie cenných papierov na obchodovanie?***

#### **Opis navrhovateľa a/alebo osoby žiadajúcej o prijatie na obchodovanie**

Navrhovateľ: Erste Group Bank AG, AM Belvedere 1 1100 Wien Austria. Identifikátor právnickej osoby (LEI) Navrhovateľa: PQOH26KWDF7CG10L6792.
Osoba žiadajúca o prijatie na obchodovanie: BNP Paribas Issuance B.V. („Emitent“), Herengracht 595, 1017 CE Amsterdam, Holandsko (telefónne číslo: +31(0)88 738 0000).

### ***Prečo sa tento prospekt vypracúva?***

#### **Použitie a odhadovaná čistá výška výnosov**

Čistý výnos z emisie Cenných papierov sa stane súčasťou všeobecného majektu Emitenta. Takéto výnosy sa môžu použiť na udržanie pozícií v opčných alebo futures kontraktoch alebo v iných zaisťovacích nástrojoch.

Predpokladaný čistý výnos: do 10 000 000 EUR

#### **Zmluva o upisovaní**

Navrhovateľ nepreberá žiadny upisovací záväzok.

**Najzávažnejšie konflikty záujmov týkajúce sa ponuky alebo prijatia na obchodovanie**

Manažér a jeho pridružené spoločnosti sa tiež mohli zapojiť a v budúcnosti sa môžu zapojiť do transakcií investičného bankovníctva a/alebo komerčného bankovníctva s Emitentom a Ručiteľom a ich príslušnými pridruženými spoločnosťami a môžu pre nich vykonávať ďalšie služby v rámci bežného podnikania.

Rôzne subjekty v rámci Skupiny BNPP (vrátane Emitenta a Ručiteľa) a Pridružené spoločnosti vykonávajú rôzne úlohy v súvislosti s Cennými papiermi, vrátane Emitenta Cenných papierov a Kalkulačného Agenta Cenných papierov, a môžu sa tiež zapojiť do obchodných aktivít (vrátane hedgingových aktivít) súvisiacich s Podkladom a inými nástrojmi alebo derivátmi naviazanými na Podklad, ktoré môžu spôsobiť potenciálne konflikty záujmov.

BNP Paribas Financial Markets SNC, ktorá pôsobí ako Manažér a Kalkulačný Agent, je Pridruženou spoločnosťou Emitenta a Ručiteľa, a medzi ňou a majiteľmi Cenných papierov môžu nastať potenciálne konflikty záujmov, a to aj v súvislosti s určitými rozhodnutiami, ktoré musí Kalkulačný Agent urobiť. Ekonomické záujmy Emitenta a BNP Paribas Financial Markets SNC ako Manažéra a Kalkulačného Agenta sú potenciálne nepriaznivé pre záujmy Majiteľov ako investorov do Cenných papierov.

Okrem toho, ako je uvedené vyššie, pokiaľ je Emitentovi známe, žiadna osoba zapojená do emisie Cenných papierov nemá ohľadom ponuky podstatné záujmy, vrátane konfliktných záujmov.