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**"); and (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 FOR CERTIFICATES

FINAL TERMS DATED 24 JUNE 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 20,000 EUR "3Y Dropback Certificate" Certificates relating to 1 Share due 12 July 2027

ISIN Code: XS2792963972

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 the Republic of Italy from 24 June 2024 to 5 July 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 three working days of the Publication Date to withdraw their acceptances.

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 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**"). The Base Prospectus and the Supplement to the base Prospectus have been passported into Italy in compliance with Article 25 of the Prospectus Regulation. This document constitutes the Final Terms of the Securities described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus to obtain all the relevant information. A summary of the Securities is annexed to these Final Terms. **The Base Prospectus and any Supplements to the Base Prospectus and these Final Terms are available for viewing** at **www.investimenti.bnpparibas.it** **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	Exercise Date
CE8757PRT	Up to 20,000	Up to 20,000	XS2792963972	279296397	EUR 1,000	5 July 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:**	12 June 2024.
4.	**Issue Date:**	24 July 2024.
5.	**Consolidation:**	Not applicable.
6.	**Type of Securities:**	(a) Certificates. (b) The Securities are Share Securities. Automatic Exercise applies to the Certificates. The Exercise Date is 5 July 2027, or if such day is not a Business Day, the immediately succeeding Business Day. The Exercise Settlement Date is 12 July 2027. The provisions of Annex 3 (Additional Terms and Conditions for Share Securities) shall apply.

Unwind Costs: Not 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 **T2**.

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:**

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 Payouts:

Dropback Securities:

$$\begin{aligned} &Constant\ Percentage\ 1 \\ &\quad + Constant\ Percentage\ 2 \times \min\left(Cap\ 1, \max(Floor\ 1, Dropback\ Performance_{Final})\right) \\ &\quad + \sum_{i=1}^{K} Dropback\ Investment\ Amount_i \\ &\quad \times \min\left(Cap\ 2_i, \max\left(Floor\ 2_i, Dropback\ Performance_i\right)\right) \end{aligned}$$

Where:

Dropback Performance is applicable;

Constant Percentage 1 means 100%;

Constant Percentage 2 means 0%;

Cap 1 is not applicable;

Floor 1 is not applicable;

Dropback Performance final means, in respect of the **Redemption Valuation Date**, an amount calculated in accordance with the following formula:

$$\frac{Dropback\ Value_{Final} - Dropback\ Value_{Initial}}{Dropback\ Value_{Initial}}$$

Dropback Value$_{Initial}$ means 100%;

Dropback Value$_{Final}$ means the Dropback Value on the Redemption Valuation Date;

Dropback Value means in respect of a single **Underlying Reference**, the **Underlying Reference Value**;

Underlying Reference is as set out in item 26(a);

Underlying Reference Value means, in respect of an Underlying Reference and (a) a Dropback Trigger Observation Date$_i$, (b) the Redemption Valuation Date or (c) Dropback Investment Event Trigger Datei, as the case may be, (i) the Observation Closing Value for such Underlying Reference in respect of such Dropback Trigger Observation Datei, the Redemption Valuation Date or such Dropback Investment

Trigger Date$_i$, as the case may be, divided by (ii) the Initial Closing Value for such Underlying Reference, expressed as a percentage;

Following Dropback Observation Day is applicable;

Observation Closing Value means, in respect of an Underlying Reference and (a) a **Dropback Trigger Observation Date i** or (b) the Redemption Valuation Date, as the case may be, the **Relevant Closing Value** in respect of such Underlying Reference and such Dropback Trigger Observation Datei or the Redemption Valuation Date, as the case may be, provided that, if such day is not a Dropback Observation Day or such day is a Disrupted Day (in the case of Index Securities or Share Securities) or a Commodity Disrupted Day (in the case of Commodity Securities) (such day a "Disrupted Value Day") and the Observation Closing Value will be the Observation Closing Value for the next succeeding Dropback Observation Day which is not a Disrupted Value Day;

Relevant Closing Value means the Closing Price**;**

Initial Closing Value means the Relevant Closing Value on the Strike Date;

K means the number of Dropback Investment Events that have occurred in the Dropback Trigger Observation Period;

Dropback Investment Amount$_i$ means, in respect of a Dropback Investment Event, the percentage specified as such in the table set out in the Final Terms next to the relevant **Dropback Trigger Level$_i$** in respect of which the relevant Dropback Investment Event has occurred;

Dropback Trigger Level$_i$ means:

i	**Dropback Trigger Level$_i$**	**Investment Amount i (% of the Denomination)**
1	90,00%	25,00%
2	85,00%	25,00%
3	80,00%	25,00%
4	75,00%	25,00%

Cap 2 [for i=1 to K] is not applicable;

Floor 2 [for i=1 to K] is not applicable;

Dropback Performance I means, in respect of the Redemption Valuation Date, an amount calculated in accordance with the following formula:

$$\frac{Dropback\ Value_{Final} - Dropback\ Value_i}{Dropback\ Value_i}$$

Dropback Value final means the **Dropback Value** on the Redemption Valuation Date;

Dropback Value i means, in respect of a **Dropback Investment Event** and a **Dropback Trigger Barrier i**, the Dropback Value on the Dropback Investment Event Trigger Date$_i$ in respect of which such Dropback Investment Event has occurred in relation to such Dropback Trigger Barrier$_i$.

Dropback Value means, in respect of a single **Underlying Reference**, the **Underlying Reference Value**;

Underlying Reference is as set out in item 26(a);

Underlying Reference Value means, in respect of an Underlying Reference and (a) a Dropback Trigger Observation $Date_i$ or (b) the Redemption Valuation Date, as the case may be, (i) the Observation Closing Value for such Underlying Reference in respect of such Dropback Trigger Observation $Date_i$ or the Redemption Valuation Date, as the case may be, divided by (ii) the Initial Closing Value for such Underlying Reference, expressed as a percentage;

Following Dropback Observation Day is applicable;

Observation Closing Value means, in respect of an Underlying Reference and (a) a Dropback Trigger Observation $Date_i$ or (b) the Redemption Valuation Date, as the case may be, the Relevant Closing Value in respect of such Underlying Reference and such Dropback Trigger Observation $Date_i$ or the Redemption Valuation Date, as the case may be, provided that, if such day is not a Dropback Observation Day or such day is a Disrupted Day (in the case of Index Securities or Share Securities) or a Commodity Disrupted Day (in the case of Commodity Securities) (such day a "**Disrupted Value Day**"), the Observation Closing Value will be the Observation Closing Value for the next succeeding Dropback Observation Day which is not a Disrupted Value Day;

Following Dropback Observation Day is applicable;

Relevant Closing Value means the Closing Price;

Initial Closing Value means the Relevant Closing Value on the Strike Date;

Dropback Investment Event means the Dropback Value is **less than or equal to** any Dropback Trigger $Barrier_i$ on any Dropback Trigger Observation $Date_i$ during the Dropback Trigger Observation Period, provided that, if the Dropback Value in respect of a single Dropback Trigger Observation $Date_i$ satisfies more than one Dropback Trigger $Barrier_i$, the number of Dropback Investment Events in respect of such Dropback Trigger Observation $Date_i$ will be deemed to be equal to the number of Dropback Trigger Barriers so satisfied;

Dropback Trigger $Barrier_i$ means, in respect of the Dropback Trigger Observation Period and a Dropback Trigger Observation $Date_i$, the first Dropback Trigger $Level_i$ in the table that has not been the subject of a Dropback Investment Event in respect of any previous Dropback Trigger Observation $Date_i$ in the Dropback Trigger Observation Period;

Dropback Trigger Observation $Date_i$ means, in respect of the Dropback Trigger Observation Period, each Dropback Observation Day during the Dropback Trigger Observation Period;

Dropback Trigger Period Monitoring is applicable;

Dropback Observation Day means the Scheduled Trading Days;

Observation Date means as set out in item 42(z);

Dropback Trigger Observation Period means the Observation Period;

Observation Period means as set out in item 42(aa);

	Aggregation:	Not applicable.
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:**	Not applicable.
19.	**Agent(s):**	
	(a) **Principal Security Agent**	BNP Paribas Financial Markets S.N.C.
	(b) **Security Agent**	Not applicable.
20.	**Registrar:**	Not applicable.
21.	**Calculation Agent:**	BNP Paribas Financial Markets S.N.C. 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:**	An ordinary share in the share capital of INTESA SANPAOLO SPA (the "**Share Company**"), (Bloomberg Code: ISP IM) (the "**Underlying Reference**"). For the purposes of the Conditions, the Underlying Reference shall be deemed to be the Share.
	(b) **Relative Performance Basket:**	Applicable.
	(c) **Share/ETI Interest Currency:**	EUR.
	(d) **ISIN of Share(s)/ETI Interest(s):**	IT0000072618
	(e) **Exchange(s):**	Borsa Italiana S.p.A
	(f) **Related Exchange(s):**	All Exchanges.
	(g) **Exchange Business Day:**	Single Share Basis.
	(h) **Scheduled Trading Day:**	Single Share Basis.
	(i) **Weighting:**	Not applicable.
	(j) **Settlement Price:**	Not applicable.
	(k) **Specified Maximum Days of Disruption:**	Three (3) Scheduled Trading Days.

(l)	**Valuation Time:**	As per Conditions.
(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:**	Not applicable.
36.	**Preference Share Certificates:**	Not applicable.
37.	**OET Certificates:**	Not applicable.
38.	**Illegality (Security Condition 7.1) and Force Majeure (Security Condition 7.2):**	Illegality: redemption in accordance with Security Condition 7.1(d). Force Majeure: redemption in accordance with Security Condition 7.2(b).
39.	**Additional Disruption Events and Optional Additional Disruption Events:**	(a) Additional Disruption Events: Applicable. Hedging Disruption does not apply to the Securities. (b) The following Optional Additional Disruption Events apply to the Securities: 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:** Not Applicable.

(d) **Fixed Rate Provisions:** Not applicable.

(e) **Floating Rate Provisions:** Not applicable.

(f) **Linked Interest Certificates:** Not applicable

(g) **Payment of Premium Amount(s):** Applicable.

(i) **Premium Amount(s):** NA x Premium Amount Rate

(ii) **Linked Premium Amount Certificates:** Applicable - see Share Linked/ETI Share Linked Premium Amount Certificates below.

Day Count Fraction: Not applicable.

(iii) **Variable Premium Amount Certificates:** Not applicable.

(iv) **Premium Amount Payment Date(s):**

i	Premium Amount Payment Date(s):
1	July 14th, 2025
2	July 13th, 2026
3	July 12th, 2027

(v) **Business Day Convention for Premium Amount Payment Date(s):** Following.

(vi) **Premium Amount Rate:**

Dropback Accrued Coupon applicable:

Dropback Accrued Coupon :

$$Constant\ Percentage\ 1 \times [\sum_{i=1}^{K^j}(Coupon\ Investment\ Amount_i \times \frac{ActDays_i^j}{Total\ Days^j}) + (Constant\ Percentage\ 2 - \sum_{i=1}^{K^j} Coupon\ Investment\ Amount_i)]$$; and

Where:

Constant Percentage 1 means 8,40%;

Constant Percentage 2 means 100%;

K^j means, in respect of a Dropback Coupon Period^j, the number of Coupon Investment Events that have occurred during the period from (but excluding) the Strike Date to (and including) the Dropback Coupon Period End Date^j in respect of such Dropback Coupon Period^j

ActDays$_i^j$ means, in respect of a Dropback Coupon Period^j and a Coupon Investment Event, the actual number of Dropback Observation Days in the period from (but excluding) the Dropback Coupon Period Start Date^j to (and including) the relevant Coupon Investment Event Trigger Date$_i$ in respect of such Coupon Investment Event and the Dropback Coupon Period^j ;

TotalDays^{j} means, in respect of a Dropback Coupon Period^{j}, the total number of Dropback Observation Days in such Dropback Coupon Period^{j};

Coupon Investment Event Trigger Date$_{i}$ means each Coupon Trigger Observation Date$_{i}$ in respect of which a Coupon Investment Event has occurred;

Coupon Investment Event means the Dropback Trigger Value is **less than or equal to** any Coupon Trigger Barrier$_{i}$ on any Coupon Trigger Observation Date$_{i}$ during the Coupon Trigger Observation Period$_{i}$, most closely corresponding to the relevant Dropback Coupon Period$_{j}$, provided that, if the Dropback Trigger Value in respect of a single Coupon Trigger Observation Date$_{i}$ satisfies more than one Coupon Trigger Barrier$_{i}$, the number of Coupon Investment Events in respect of such Coupon Trigger Observation Date$_{i}$ will be deemed to be equal to the number of Coupon Trigger Barriers so satisfied;

Dropback Trigger Value means the Underlying Reference Value;

Coupon Investment Amount$_{i}$ means, in respect of a Coupon Investment Event, the percentage specified as such in the table set out in the Final Terms next to the relevant Coupon Trigger Level$_{i}$ in respect of which the relevant Coupon Investment Event has occurred, including, for the avoidance of doubt and, if required, in accordance with the relevant determination, where such Coupon Investment Event has occurred during a Coupon Trigger Observation Period prior to the current Coupon Trigger Observation Period$_{i}$;

Coupon Trigger Barrier$_{i}$ means, in respect of a Coupon Trigger Observation Period$_{i}$ and a Coupon Trigger Observation Date$_{i}$, the first Coupon Trigger Level$_{i}$ in the table that has not been the subject of a Coupon Investment Event in respect of any previous Coupon Trigger Observation Date$_{i}$ in such Coupon Trigger Observation Period$_{i}$ or any previous Coupon Trigger Observation Period$_{i}$;

Coupon Trigger Level$_{i}$ means,

i	**Coupon Trigger Level$_{i}$**	**Investment Amount$_{i}$ (% of the Denomination)**
1	90,00%	25,00%
2	85,00%	25,00%
3	80,00%	25,00%
4	75,00%	25,00%

Coupon Trigger Observation Period$_{i}$ means the Observation Period$_{i}$;

Observation Period$_{i}$ means as set out in item 42(h)(vii); copier ca:

Underlying Reference is as set out in item 26(a);

Underlying Reference Value means, in respect of an Underlying Reference and a Coupon Trigger Observation Date$_{i}$, (i) the Observation Closing Value for such Underlying Reference in respect of such Coupon Trigger Observation Datei divided by (ii) the Initial Closing Value for such Underlying Reference, expressed as a percentage;

Observation Closing Value means, in respect of an Underlying Reference and a Coupon Trigger Observation Date$_{i}$, the Relevant Closing Value in respect of such Underlying Reference and such Coupon

Trigger Observation Date$_i$, provided that, if such day is not a Dropback Observation Day or such day is a Disrupted Day (in the case of Index Securities or Share Securities) or a Commodity Disrupted Day (in the case of Commodity Securities) (such day a "**Disrupted Value Day**"), the Observation Closing Value will be the Observation Closing Value for the next succeeding Dropback Observation Day which is not a Disrupted Value Day;

Following Dropback Observation Day is applicable:

Relevant Closing Value means the Closing Price**;**

Initial Closing Value means the Relevant Closing Value on the Strike Date;

Coupon Trigger Observation Date$_i$ means, in respect of a Coupon Trigger Observation Period$_i$, each Dropback Observation Day during such Coupon Trigger Observation Period$_i$;

Coupon Trigger Period Monitoring is applicable:

Dropback Observation Day means the Observation Date;

Observation Date means as set out in item 42(h)(vi);

Dropback Coupon Period^j means each period from (but excluding) a Dropback Coupon Period Start Date^j to (and including) a Dropback Coupon Period End Date^j.

where:

j	Dropback Coupon Period Start Date^j	Dropback Coupon Period End Date^j
1	July 5th, 2024	July 7th, 2025
2	July 7th, 2025	July 6th, 2026
3	July 6th, 2026	July 5th, 2027

(vii) **Premium Amount Record Date:** Not applicable.

(h) **Index Linked Premium Amount Certificates:** Not applicable.

(i) **Share Linked/ETI Share Linked Premium Amount Certificates:** Applicable.

Share Securities: applicable.

(i) **Share(s)/Share Company/Basket Company/GDR/ADR:** As set out in §26.

(ii) **Relative Basket Performance:** Applicable.

(iii) **Averaging:** Averaging does not apply.

(iv) **Premium Amount Valuation Time:** As set out in §26.

(v) **Premium Amount Valuation Date s):** Not applicable

(vi) **Observation Dates:** Scheduled Trading Days

(vii) **Observation Period:**

i	Coupon Trigger Observation Period i	Interest Amount Start Date $_i$	Interest Amount End Date $_i$
1	From the Interest Amount Start Date 1 (excluded) to Interest Amount End Date 1 (included)	July 5th, 2024	July 7th, 2025
2	From the Interest Amount Start Date 2 (excluded) to Interest Amount End Date 2 (included)	July 7th, 2025	July 6th, 2026
3	From the Interest Amount Start Date 3 (excluded) to Interest Amount End Date 3 (included)	July 6th, 2026	July 5th, 2027

(viii) **Specified Maximum Days of Disruption:** As set out in §26.

(ix) **Exchange(s):** As set out in §26.

(x) **Related Exchange(s):** As set out in §26.

(xi) **Exchange Business Day** As set out in §26.

(xii) **Scheduled Trading Day:** As set out in §26.

(xiii) **Settlement Price:** Not applicable.

(xiv) **Weighting:** Not applicable.

(xv) **Share/ETI Interest Correction Period** As per Conditions.

(xvi) **Dividend Payment:** Not applicable.

(xvii) **Listing Change:** Not applicable.

(xviii) **Listing Suspension:** Not applicable.

(xix) **Illiquidity:** Not applicable.

(xx) **Tender Offer:** Applicable

(xxi) **CSR Event:** Not applicable.

(xxii) **Hedging Liquidity Event:** Not applicable.

(xxiii) **Redemption on Occurrence of an Extraordinary Event:** Delayed Redemption on Occurrence of an Extraordinary Event : Not applicable .

(j) **ETI Linked Premium Amount Certificates:** Not applicable.

(k) **Debt Linked Premium Amount Certificates:** Not applicable.

(l) **Commodity Linked Premium Amount Certificates:** Not applicable.

(m) **Inflation 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:**	5 July 2024
(w)	**Strike Price:**	Not applicable.
(x)	**Redemption Valuation Date:**	The Exercise Date.
(y)	**Averaging:**	Averaging does not apply to the Securities.
(z)	**Observation Dates:**	Not applicable.
(aa)	**Observation Period:**	The period from (but excluding) the Strike Date to (and including) the Redemption Valuation Date.
(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:**	Republic of Italy.
(ii)	**Offer Period:**	The period from, and including, 24 June 2024 until, and including, 5 July 2024, subject to and early closing or extension of the Offer Period, as indicated in Part B, item 7.
(iii)	**Financial intermediaries granted specific consent to use the Base Prospectus in**	Not applicable. See "Placing and Underwriting" of Part B.

	accordance with the Conditions in it:	
(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:**	Not applicable.
(iv)	**Prohibition of Sales to UK Non Retail Investors:**	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.

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 - De listing

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

2. Ratings

Ratings: The Notes have not been rated.

The long-term credit rating of the Issuer is A+ from S&P Global Ratings Europe Limited ("**Standard & Poor's**").

The long-term credit rating of the Guarantor is Aa3 from Moody's and A+ from Standard & Poor's.

As defined by Moody's, an "Aa" rating means that the obligations of the Issuer and the Guarantor under the Programme are judged to be upper-medium grade and are subject to low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aaa through Caa. The modifier 3 indicates a ranking in the lower end of that generic rating category.

As defined by Standard & Poor's, an obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the relevant Issuer and Guarantor's capacity to meet its financial commitment on the obligation is still strong. The addition of a plus (+) or minus (-) sign shows relative standing within the major rating category.

Standard & Poor's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). Moody's is not established in the European Union and has not applied for registration under the CRA Regulation. The ratings issued by Moody's have been endorsed by Moody's France SAS in accordance with the CRA Regulation. Moody's France SAS is established in the European Union and registered under the CRA Regulation.

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

Investors shall be informed of the fact that Banca Generali (the "Distributor") will receive from the Issuer placement fees implicit in the Issue Price of the Securities equal to a maximum amount of 3 % (all tax included) of the issue amount. All placement fees will be paid out upfront.

Investors are also informed that Banca Generali will receive from the Issuer a fee of 0.50% (tax excluded) for the activity of promotion of the Certificates on the secondary market to be performed by Banca Generali in the period of one year starting from the first date of trading of the Certificates on EuroTLX (the “Relevant Period”). Such fee shall be calculated on the basis of the value of the Certificates purchased by Holders on EuroTLX during the Relevant Period.

Investors must also consider that such fees are not included in the price of the Securities on the secondary market and, therefore, if the Securities are sold on the secondary market, fees embedded in the Issue Price will be deducted from the sale price.

Save as discussed in the "*Potential Conflicts of Interest*" paragraph in the "*Risks*" 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 Issue:** See "Use of Proceeds" in the Base Prospectus.

(b) **Estimated net proceeds:** Up to EUR 20,000,000.00

(c) **Estimated total expenses:** Estimated total expenses 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 Share are available on the Relevant Exchange website www.stoxx.com , and their volatility may be obtained from the Calculation Agent by email to the following address: investimenti@bnpparibas.com

6. Operational Information

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

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

Offer Price:	The Issue Price (of which a maximum amount of 3 % (all tax included) is represented by commissions payable to the Distributors).
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 in its sole discretion determine the final amount of Securities issued up to a limit of EUR 20,000,000.00. The final amount that is issued on Issue Date will be listed on Multilateral Trading Facility EuroTLX (managed by Borsa Italiana S.p.A.). 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. 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 https://investimenti.bnpparibas.it/product-details/XS2792963972 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 https://investimenti.bnpparibas.it/product-details/XS2792963972 The Issuer reserves the right to increase the number of Securities to be issued during the Offer Period. The Issuer will inform the public of the size increase by means of a notice to be published on the following webpage https://investimenti.bnpparibas.it/product-details/XS2792963972 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 asked to be subscribed for during the Offer Period.
Description of the application process:	Application to subscribe for the Securities can be made in Italy through the Distributor. The distribution activity will be carried out in accordance with the usual procedures of the Distributor. Investors may apply for the subscription of the Securities during normal Italian banking hours at the offices (*filiali*) of the Distributor from, and including, 24 June 2024 until, and including, 5 July 2024, subject to any early closing or extension of the Offer Period. The Securities will also be distributed through door-to-door selling pursuant to Article 30 of the Italian Legislative Decree No. 58 of 24 February 1998, as amended from time to time (the "Italian Financial Services Act"), from and including 24 June 2024 until, and including, 5 July 2024, subject to any early closing or extension of the Offer Period. Pursuant to Article 30, paragraph 6, of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of purchase by the relevant investor. Within such period investors may notify the relevant Distributor of their withdrawal without payment of any charge or commission.

	Certificates will also be distributed by Banca Generali by means of distance communication techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Italian Financial Services Act, from and including, 24 June 2024 until, and including, 5 July 2024 . In this case, the investor may purchase the Certificates, after being identified by the Distributor, by using their personal password/identification codes. The Distributor is responsible for the notification of any withdrawal right applicable in relation to the offer of the Securities to potential investors. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription for the Securities. Applicants having no client relationship with the Distributor with whom the acceptance form is filed may be required to open a current account or to make a temporary non-interest bearing deposit of an amount equal to the counter-value of the Securities requested, calculated on the basis of the Issue Price of the Securities. In the event that the Securities are not allotted or only partially allotted, the total amount paid as a temporary deposit, or any difference with the counter-value of the Securities allotted, will be repaid to the applicant without charge by the Issue Date. By purchasing the Securities, the holders of the Securities are deemed to have knowledge of all the Conditions of the Securities and to accept said Conditions. Applications received by the Distributor prior to the start of the Offer Period or after the closing date of the Offer Period, will be considered as not having been received and will be void.
Details of the minimum and/or maximum amount of the application:	Minimum subscription amount per investor: EUR 1,000. Maximum subscription amount per investor: 20,000 * Notional Amount. The maximum amount of application of Securities will be subject only to availability at the time of the application.
Description of possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants:	Not applicable
Details of the method and time limits for paying up and delivering the Securities:	The Securities will be issued on the Issue Date against payment to the Issuer by the Distributor of the gross subscription moneys. The Securities are cleared through the clearing systems and are due to be delivered through the Distributor on or around the Issue Date.
Manner in and date on which results of the offer are to be made public:	Publication by means of a notice by loading the following link (https://investimenti.bnpparibas.it/product-details/XS2792963972) in each case 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:	There are no pre-identified allotment criteria. The Distributor will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Distributor during the Offer Period will be assigned up to the maximum amount of the Offer.

In the event that during the Offer Period the requests exceed the 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.

Each investor will be notified by the Distributor of its allocation of Securities after the end of the Offer Period and in any event on or around the Issue Date.

No dealings in the Securities may take place prior to the Issue Date.

Amount of any expenses and taxes charged to the subscriber or purchaser:

Series Number	Issue Price per Security	Expenses included in the Issue Price
CE8757PRT	EUR 1,000	EUR 33.45 per Certificate

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 with the address set out below.

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 Paying Agent):

BNP PARIBAS SA, Italy Branch
Piazza Lina Bo Bardi 3, 20124 Milan, Italy

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:
Banca Generali
Corso Cavour 5/A
34132 Trieste
Italy
LEI: 815600903231FA2E7698
(the "**Distributor**")
No underwriting commitment is undertaken by the Distributor.

When the underwriting agreement has been or will be reached:

Not applicable.

10. **Yield**

None

11. **EU Benchmarks Regulation**

EU Benchmarks Regulation: Article 29(2)statement on benchmarks:

Not applicable.

Summary

Section A - Introduction and Warnings

Warnings

This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms.
Any decision to invest in any Securities should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms.
Investors may be exposed to a partial or total loss of their investment.
Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated.
Civil liability in any such Member State attaches to the Issuer or the Guarantor solely on the basis of this summary, including any translation hereof, but only if it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the applicable Final Terms or it does not provide, when read together with the other parts of the Base Prospectus and the applicable Final Terms, key information in order to aid investors when considering whether to invest in the Securities.

You are about to purchase a product that is not simple and may be difficult to understand.

Name and international securities identification number (ISIN) of the securities

EUR "3Y Dropback Certificate " Certificates linked to 1 share - The securities are Certificates. International Securities Identification Number ("ISIN"): XS2792963972.

Identity and contact details of the issuer

BNP Paribas Issuance B.V. (the "**Issuer**"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000). The legal entity identifier of the Issuer is 7245009UXRIGIRYOBR48.

Identity and contact details of the offeror and / or person asking for admission to trading

Offeror: Banca Generali, Corso Cavour 5/A, 34132 Trieste, Italy. The legal entity identifier (LEI) of the Offeror is 815600903231FA2E7698.
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 "3Y Dropback Certificate " Certificates linked to 1 share - The securities are Certificates. International Securities Identification Number ("ISIN"): XS2792963972.

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 1000. Up to 20,000 Securities will be issued. The Securities will be redeemed on 12 July 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 a stock index. This product has a predetermined maturity and will be liquidated on the Redemption Date. The product may also provide the payment of periodic coupon under predetermined conditions. On the Redemption Date you will receive for each certificate: 1. If no Barrier Event has occurred: a payment in cash equal to the Notional Amount.
2. If Barrier Event$_1$ occurs, but Barrier Event$_2$ has not occurred: a payment in cash equal to the Notional Amount plus an amount (positive or negative) equal to 25% of the Enhanced Performance$_1$ of the Underlying.
3. If Barrier Event$_1$ and Barrier Event$_2$ had occurred: a payment in cash equal to the Notional Amount plus and amount (positive or negative) equal to:

- 25%
- of the Enhanced Performance 1 of the Underlying;
-
-
- 25% of the Enhanced Performance$_2$ of the Underlying;
-

4. If Barrier Event$_1$ and Barrier Event$_2$ and Barrier Event$_3$ had occurred: a payment in cash equal to the Notional Amount plus and amount (positive or negative) equal to:

- 25% of the Enhanced Performance$_1$ of the Underlying;
- 25% of the Enhanced Performance$_2$ of the Underlying;
- 25% of the Enhanced Performance$_3$ of the Underlying;

5. . If Barrier Event$_1$ and Barrier Event$_2$ and Barrier Event$_3$ and barrier Event$_4$ had occurred: a payment in cash equal to the Notional Amount plus and amount (positive or negative) equal to:

- 25% of the Enhanced Performance$_1$ of the Underlying;
- 25% of the Enhanced Performance$_2$ of the Underlying;
- 25% of the Enhanced Performance$_3$ of the Underlying;
- 25% of the Enhanced Performance$_4$ of the Underlying;

In this case you will suffer a partial or total loss of the Notional Amount. Conditional Coupon: a Conditional couponn is due for payment to each Conditional Coupon Payment Date, for each Conditional Coupon Observation Period:The daily amount of the Conditionnal Coupon, compared to one business day during any observation period of the Conditionnal coupon, is calculated as the Percentage Premium multiplied by the Standing and divided by the number of business days in the related Period of Observation of the Conditionnal Coupon.The remaining lease, compared to one business day during any period of observation of the Conditionnal upon period, is equal to the notional amount minus 25 % multiplied by the number of Barrier events on that working day. By way of example, on the occurrence of two Barrier events, the Restrent becomes 50 % of the notional amount from the working day immediately following that on which the second Barrier Event occurs.If, prior to the start of any Conditional Coupon Observation Period, all Barriera events have occurred, no Conditionnal Coupon will be given to the corresponding Date of Payment of the Conditionnal Coupon.

Where:
- Premium Percentage: 8,40%.
- Barrier Level1: 90% of the Initial Reference Price of the underlying
- Barrier Level2: 85% of the Initial Reference Price of the underlying.
- Barrier Level3: 80% of the Initial Reference Price of the underlying.
- Barrier Level4: 75% of the Initial Reference Price of the underlying.
- The Conditional Coupon Observation Period is the period between the Start Date of the Conditional Coupon Observation Period (included) and the Final Date of the Conditional Coupon Observation Period (included) corresponding to the Conditional Coupon Payment Dates.

- The Enhanced Performance$_i$ (con i= 1, 2, 3 o 4) of the Underlying is the difference between its Final Reference Price and the 90% of its Initial Reference Price, divided by the 90% of its Initial Reference Price.
- The Barrier Event$_i$ (con i= 1, 2, 3 o 4) occurs if the closing price of the Underlying, observed daily, from the Strike Date (excluded) to the Redemption Valuation Date (included) is equal or lesser than the Barrier Level 1.
- The Initial Reference Price is the closing price of the Underlying on the Strike Date. - The Final Reference Price is the closing price of the Underlying on the Redemption Valuation Date.

Strike Date	05 Luglio 2024	**Issue Price**	EUR 1000
Issue Date	24 Luglio2024	**Product Currency**	EUR
Redemption Valuation Date	05 Luglio2027	**Notional Amount (per certificate)**	EUR 1000
Redemption Date (maturity)	12 Luglio2027	**Data di Pagamento del Premio Condizionato**	14 Luglio2025, 13 Luglio2026 and 12 Luglio2027
Data di Inizio del Periodo di Osservazione del Premio Condizionato	5 Luglio2024, 7 Luglio2025 and 6 Luglio2026	**Data di Fine del Periodo di Osservazione del Premio Condizionato**	7 Luglio2025, 6 Luglio2026 and 5 Luglio2027

Underlying	Bloomberg Code	ISIN Code
Intesa Sanpaolo SpA	ISP IM	IT0000072618

Meetings - The terms of the Securities will contain provisions for calling meetings of holders of such Securities to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.
Representative of holders - No representative of the Holders has been appointed by the Issuer.

Seniority of the securities

The Securities are unsubordinated and unsecured obligations of the Issuer and rank *pari passu* among themselves.

Restrictions on the free transferability of the securities

There are no restrictions on the free transferability of the Securities.

Dividend or payout policy

Not Applicable

Where will the securities be traded?

Admission to trading

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

Is there a guarantee attached to the securities?

Nature and scope of the guarantee

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

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

Description of the guarantor

The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas ("BNPP" or the "Guarantor") pursuant to an English law deed of guarantee executed by BNPP 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 stable outlook (Moody's Deutschland GmbH), A+ with a stable outlook (Fitch Ratings Ireland Limited) *(which is the long-term issuer default rating)* and AA (low) with a stable outlook (DBRS Rating GmbH) and BNPP's short-term credit ratings are A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Deutschland GmbH), F1 (Fitch Ratings Ireland Limited.) and R-1 (middle) (DBRS Rating GmbH).
BNP Paribas 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 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	31/03/2024	31/03/2023
Net interest income	19,058	20,933	19,238	4,644	4,284
Net fee and commission income	9,821	10,165	10,362	2,694	2,472
Net gain on financial instruments	10,440	9,449	7,777	3,452	3,682
Revenues	45,874	45,430	43,762	12,483	12,032
Cost of risk	-2,907	-3,003	-2,971	-640	-592
Other net losses for risk on financial instruments	-775	n.a	n.a	-5	-50
Operating Income	11,236	12,563	11,325	3,901	2,199
Net income attributable to equity holders	10,975	9,848	9,488	3,103	4,435
Earnings per share (in euros)	8.58	7.52	7.26	2.51	3.48
Balance sheet					
	Year	**Year-1**	**Year-2**	**Interim**	**Comparative interim from same period in prior year**
In millions of €	31/12/2023	31/12/2022	31/12/2021	31/03/2024	31/03/2023
Total assets	2,591,499	2,663,748	2,634,444	2,700,042	2,693,796
Debt securities	275,245	220,937	220,106	297,902	242,608
Of which mid long term Senior Preferred	84,821*	58,899*	78,845*	n.a	n.a
Subordinated debt	25,478	24,832	25,667	27,411	24,745
Loans and receivables from customers (net)	859,200	857,020	814,000	859,213	854,272
Deposits from customers	988,549	1,008,056	957,684	973,165	1,001,453
Shareholders' equity (Group share)	123,742	121,237	117,886	125,011	127,145
Doubtful loans/ gross outstandings**	1.7%	1.7%	2%	1.7%	1.7%
Common Equity Tier 1 capital (CET1) ratio	13.2%	12.3%	12.9%	13.1%	13.6%
Total Capital Ratio	17.3%	16.2%	16.4%	17.1%	17.9%
Leverage Ratio	4.6%	4.4%	4.1%	4.4%	4.4%

(*) Regulatory scope

(**) Impaired loans (stage 3) to customers and credit institutions, not netted of guarantees, 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

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 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 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.

2. Risks related to the underlying and its disruption and adjustments:
Index Securities are linked to the performance of an underlying index (an "Index"), which may reference various asset classes such as, equities, bonds, currency exchange rates or property price data, or could reference a mixture of asset classes. Investors in Index Securities face the risk of a broader set of circumstances that mean that the assets underlying the Index do not perform as expected compared to an investment in conventional debt securities. Accordingly, the return on an investment in Index Securities is more likely to be adversely affected than an investment in conventional debt securities.
Exposure to indices, adjustment events and market disruption or failure to open of an exchange may have an adverse effect on the value and liquidity of the Securities.

3. Risks related to the trading markets of the securities:
The trading price of the Securities may be affected by a number of factors including, but not limited to, the relevant 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.

4. Legal risks:
The terms of the Securities will contain provisions for calling meetings of holders of such Securities to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.

Section D - Key Information on the offer of securities to the public and/or admission to trading on a regulated market

Under which conditions and timetable can I invest in this security?

General terms, conditions and expected timetable of the offer

The securities will be offered to the public from and including 24 June 2024 to and including 5 July 2024, subject to any early closing or extension of the offer period. Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the EuroTLX .

Estimate of the total expenses of the issue and/or offer, including estimated expenses charged to the investor by the issuer or the offeror

No expenses will be charged to the investors by the issuer.

Who is the offeror and/or the person asking for admission to trading?

Description of the offeror and / or person asking for admission to trading

Offeror: Banca Generali, Corso Cavour 5/A, 34132 Trieste, Italy. The legal entity identifier (LEI) of the Offeror is 815600903231FA2E7698.
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 20,000,000

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.

Nota di sintesi

Sezione A - Introduzione e Avvertenze

Avvertenze

La presente Nota di Sintesi va intesa quale introduzione al Prospetto di Base e alle Condizioni Definitive.
Qualsiasi decisione di investimento nei Titoli dovrebbe basarsi sull'esame del presente Prospetto di Base nella sua interezza, incluso ogni eventuale documento incorporato mediante riferimento, e delle relative Condizioni Definitive.
Gli investitori possono essere esposti a una perdita parziale o totale dell'investimento.
Qualora sia presentato un ricorso dinanzi all'autorità giudiziaria di uno Stato Membro dello Spazio Economico Europeo in merito alle informazioni contenute nel Prospetto di Base e nelle Condizioni Definitive applicabili, l'investitore ricorrente potrebbe essere tenuto, a norma del diritto nazionale dello Stato Membro in cui è presentato il ricorso, a sostenere le spese di traduzione del Prospetto di Base e delle Condizioni Definitive prima dell'inizio del procedimento legale.
La responsabilità civile in ciascuno di tali Stati Membri è a carico dell'Emittente o dell'eventuale Garante esclusivamente sulla base della presente nota di sintesi, inclusa ogni traduzione della stessa, ma solo se è fuorviante, imprecisa o incoerente ove letta congiuntamente alle altre parti del Prospetto di Base e delle Condizioni Definitive applicabili o, non offra, se letta insieme alle altre parti del Prospetto di Base e delle Condizioni Definitive applicabili,, le informazioni fondamentali per aiutare gli investitori a valutare l'opportunità di investire in tali Titoli.
Il prodotto che si sta per acquistare non è semplice e può essere di difficile comprensione.

Name e codice internazionale di identificazione dei titoli (ISIN)

EUR "3Y Dropback Certificate " Certificates collegati a 1 Azione - I titoli sono Certificates. Codice internazionale di identificazione dei titoli ("**ISIN**"): XS2792963972.

Nome e contatti dell'emittente

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

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

Offerente: Banca Generale, Corso Cavour 5/A, 34132 Trieste, Italia. L'identificativo dell'entità giuridica (LEI) dell'Offerente è 815600903231FA2E7698.
Richiedente l'ammissione alla negoziazione: BNP Paribas Issuance B.V. (in seguito denominata l' "Emittente"), Herengracht 595, 1017 CE Amsterdam, Paesi Bassi (numero di telefono: +31(0)88 738 0000).

Nome e contatti dell'autorità competente che approva il prospetto

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

Data di approvazione del prospetto

Il Prospetto di Base è stato approvato il 30 maggio 2024 dall'AMF con il numero di approvazione 24-0185, e successive modifiche.

Sezione B - Informazioni chiave concernenti l'emittente

Chi è l'emittente dei titoli?

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

L'Emittente è stato costituito in Olanda nella forma di una società a responsabilità limitata ai sensi della legge olandese, con sede legale in Herengracht 595, 1017 CE Amsterdam, Olanda. Identificativo della persona giuridica (LEI): 7245009UXRIGIRYOBR48.
I rating del credito a lungo termine di BNPP B.V. è A + con outlook stabile (S&P Global Ratings Europe Limited) e i rating del credito a breve termine di BNPP B.V. sono A-1 (S&P Global Ratings Europe Limited).

Attività principali

L'attività principale dell'Emittente consiste nell'emettere e/o acquisire strumenti finanziari di qualsiasi natura e nello stipulare contratti a essi inerenti a favore di varie società del Gruppo BNPP.
Le attività di BNPP B.V. sono costituite dalle passività di altre entità del Gruppo BNPP. I detentori di titoli emessi da BNPP B.V., soggetti alle disposizioni della Garanzia emessa da BNPP, saranno esposti alla capacità delle entità del Gruppo BNPP di adempiere ai propri obblighi nei confronti di BNPP B.V.

Maggiori azionisti

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

Nome dei suoi principali dirigenti

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

Nome dei del revisore contabile

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

Quali sono le informazioni finanziarie chiave relative all'emittente?

Informazioni finanziarie chiave

Conto economico		
	Anno	**Anno-1**
In €	31/12/2023	31/12/2022
Utile/perdita operativa	73.071	120.674

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

Riserve nella relazione di revisione

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

Quali sono i principali rischi specifici dell'emittente?

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

Sezione C - Informazioni chiave sui titoli

Quali sono le principali caratteristiche dei titoli?

Tipologia, classe e codice ISIN

EUR "3Y Dropback Certificate " Certificates collegati a 1 Azione - I titoli sono Certificates. Codice internazionale di identificazione dei titoli ("**ISIN**"): XS2792963972.

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

La valuta dei Titoli è Euro ("EUR"). I Titoli hanno un valore nominale di EUR 1000. Saranno emessi un quantitativo fino a 20.000 Titoli. I Titoli saranno liquidati in data 12 luglio 2027.

Diritti connessi ai titoli

Divieto di costituzione di garanzie reali (negative pledge) - I termini dei Titoli non conterranno alcuna clausola di divieto di costituzione di garanzie reali.
Eventi di Inadempimento - I termini dei Titoli non conterranno eventi di inadempimento.
Legge applicabile - I Titoli saranno regolati ai sensi del diritto inglese.

L'obiettivo di questo prodotto è di fornire un rendimento collegato all'andamento di un titolo azionario. Questo prodotto ha una scadenza predeterminata e sarà liquidato alla Data di Liquidazione. Il prodotto può prevedere anche il versamento di premi periodici a condizioni prestabilite in base a quanto riportato successivamente.

Alla Data di Liquidazione riceverete per ogni certificato:
1. Qualora non si verifichi alcun Evento Barriera: un pagamento in contanti pari all'Importo Nozionale.
2. Qualora si verifichi unicamente l'Evento Barriera$_1$: un pagamento in contanti pari all'Importo Nozionale più un importo (positivo o negativo) pari al 25% della Performance Potenziata$_1$ del Sottostante.
3. Qualora si verifichino l'Evento Barriera$_1$ e l'Evento Barriera$_2$: un pagamento in contanti pari all'Importo Nozionale più un importo (positivo o negativo) commisurato alla somma algebrica di:
   - 25% della Performance Potenziata$_1$ del Sottostante;
   - 25% della Performance Potenziata$_2$ del Sottostante.
4. Qualora si verifichino l'Evento Barriera$_1$, l'Evento Barriera$_2$ e l'Evento Barriera$_3$: un pagamento in contanti pari all'Importo Nozionale più un importo (positivo o negativo) commisurato alla somma algebrica di:
   - 25% della Performance Potenziata$_1$ del Sottostante;
   - 25% della Performance Potenziata$_2$ del Sottostante;
   - 25% della Performance Potenziata$_3$ del Sottostante.
5. Qualora si verifichino l'Evento Barriera$_1$, l'Evento Barriera$_2$, l'Evento Barriera$_3$ e l'Evento Barriera$_4$: un pagamento in contanti pari all'Importo Nozionale più un importo (positivo o negativo) commisurato alla somma algebrica di:
   - 25% della Performance Potenziata$_1$ del Sottostante;
   - 25% della Performance Potenziata$_2$ del Sottostante;
   - 25% della Performance Potenziata$_3$ del Sottostante;
   - 25% della Performance Potenziata$_4$ del Sottostante.

In questo caso potrete incorrere in una perdita parziale o totale del capitale investito.

Premio/i Condizionato/i: è previsto il versamento di un Premio Condizionato alla/a ogni Data di Pagamento del Premio Condizionato, relativo al corrispondente Periodo di Osservazione del Premio Condizionato. A ogni Data di Pagamento del Premio Condizionato riceverete un importo in contanti pari alla somma degli Importi Giornalieri del Premio Condizionato registrati ogni giorno lavorativo durante il relativo Periodo di Osservazione del Premio Condizionato.

L'Importo Giornaliero del Premio Condizionato, rispetto a un giorno lavorativo durante qualsiasi Periodo di Osservazione del Premio Condizionato, è calcolato come il Premio Percentuale moltiplicato per l'Allocazione Rimanente e diviso per il numero di giorni lavorativi nel relativo Periodo di Osservazione del Premio Condizionato.

L'Allocazione Rimanente, rispetto a un giorno lavorativo durante qualsiasi Periodo di Osservazione del Premio Condizionato, è pari all'Importo Nozionale diminuito di un importo commisurato al 25% moltiplicato per il numero di Eventi Barriera verificatisi in quel giorno lavorativo. A titolo esemplificativo, al verificarsi di due Eventi Barriera, l'Allocazione Rimanente diventa il 50% dell'Importo Nozionale a partire dal giorno lavorativo immediatamente successivo a quello in cui il secondo Evento Barriera si verifica.

Nel caso in cui, prima dell'inizio di qualsiasi Periodo di Osservazione del Premio Condizionato, si siano verificati tutti gli Eventi Barriera, alla corrispondente Data di Pagamento del Premio Condizionato non verrà corrisposto alcun Premio Condizionato.

Laddove:

- Premio Percentuale: 8,40%.
- Livello Barriera 1: 90% del Prezzo di Riferimento Iniziale del Sottostante.
- Livello Barriera 2: 85% del Prezzo di Riferimento Iniziale del Sottostante.
- Livello Barriera 3: 80% del Prezzo di Riferimento Iniziale del Sottostante.
- Livello Barriera 4: 75% del Prezzo di Riferimento Iniziale del Sottostante.
- Ciascun Periodo di Osservazione del Premio Condizionato è il periodo che ha inizio a ciascuna Data di Inizio del Periodo di Osservazione del Premio Condizionato (esclusa) e termina a ciascuna Data di Fine del Periodo di Osservazione del Premio Condizionato (inclusa) corrispondente a ciascuna Data di Pagamento del Premio Condizionato.
- La Performance Potenziata$_i$ (con i=1, 2, 3 o 4) del Sottostante è pari alla differenza tra il suo Prezzo di Riferimento Finale e il prezzo di chiusura osservato nel giorno in cui si verifica l'Evento Barriera$_i$, divisa per il suo prezzo di chiusura osservato nel giorno in cui si verifica l'Evento Barriera$_i$.
- L'Evento Barriera$_i$ (con i= 1, 2, 3 o 4) si intenderà verificato se il prezzo di chiusura del Sottostante osservato giornalmente tra la Data di Strike (esclusa) e la Data di Valutazione dell'Importo di Liquidazione (inclusa), è pari o inferiore al Livello Barriera$_i$.
- Il Prezzo di Riferimento Iniziale è il prezzo di chiusura del Sottostante alla Data di Strike.
- Il Prezzo di Riferimento Finale è il prezzo di chiusura del Sottostante alla Data di Valutazione relativa all'Importo di Liquidazione.

Data di Strike	05 luglio 2024	**Prezzo di Emissione**	EUR 1.000
Data di Emissione	24 luglio 2024	**Valuta del prodotto**	EUR
Data di Valutazione dell'Importo di Liquidazione (rimborso)	05 luglio 2027	**Importo Nozionale (per certificato)**	EUR 1.000
Data di Liquidazione (rimborso)	12 luglio 2027	**Data di Pagamento del Premio Condizionato**	14 luglio 2025, 13 luglio 2026 e 12 luglio 2027
Data di Inizio del Periodo di Osservazione del Premio Condizionato	5 luglio 2024, 7 luglio 2025 e 6 luglio 2026	**Data di Fine del Periodo di Osservazione del Premio Condizionato**	7 luglio 2025, 6 luglio 2026 e 5 luglio 2027

Sottostante	**Codice Bloomberg**	Codice ISIN
Intesa Sanpaolo SpA	ISP IM	IT0000072618

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

Status dei titoli

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

Restrizioni alla libera trasferibilità dei titoli

Non vi sono restrizioni alla libera trasferibilità dei Titoli.

Politica in materia di dividendi o pagamenti

Non applicabile.

Dove saranno negoziati i titoli?

Ammissione alla negoziazione

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

Ai titoli è connessa una garanzia?

Natura e della portata della garanzia

Le obbligazioni in conformità con la garanzia sono obbligazioni senior privilegiate (ai sensi dell'Articolo L.613-30-3-I-3° del Code monétaire et financier francese) e non garantite di BNPP e avranno pari priorità rispetto a ogni altra obbligazione non subordinata e non garantita presente e futura, fatte salve le eccezioni di volta in volta rese obbligatorie ai sensi del diritto francese.
Nell'eventualità di un bail-in di BNPP ma non di BNPP B.V., le obbligazioni e/o gli importi dovuti da BNPP ai sensi della garanzia saranno ridotti per riflettere tale eventuale modifica o riduzione applicata alle responsabilità di BNPP e derivante dall'applicazione di una misura di bail-in di BNPP da parte di un organismo di vigilanza incaricato (anche nel caso in cui la garanzia non sia soggetta al bail-in).
Il Garante garantisce incondizionatamente e irrevocabilmente a ciascun Titolare che, se per qualsiasi motivo BNPP B.V. non dovesse corrispondere somme dovute o non dovesse adempiere ad altre obbligazioni in relazione a qualsiasi Titolo alla data specificata per tale pagamento o obbligazione, il Garante, in conformità alle Condizioni, pagherà tale somma nella valuta in cui tale pagamento è dovuto in fondi immediatamente disponibili o, a seconda dei casi, eseguirà o farà adempiere al relativo obbligo nella data dovuta.

Descrizione del garante

I Titoli emessi saranno garantiti incondizionatamente e irrevocabilmente da BNP Paribas ("**BNPP**" o il "**Garante**") ai sensi di un atto di garanzia di diritto inglese stipulato da BNPP in data 30 maggio 2024, o in prossimità di tale data (la "**Garanzia**"). Il Garante è stato costituito in Francia sotto forma di società per azioni (*société anonyme*) ai sensi della legge francese e ha ottenuto l'autorizzazione a operare quale istituto bancario con sede centrale al numero 16 di Boulevard des Italiens - 75009 Parigi, Francia. Identificativo della persona giuridica (LEI): R0MUWSFPU8MPRO8K5P83.
I rating del credito a lungo termine di BNPP sono A+ con outlook stabile (S&P Global Ratings Europe Limited), Aa3 con outlook stabile (Moody's Deutschland GmbH), A+ con outlook stabile (Fitch Ratings Ireland Limited) *(che è il rating di default a lungo termine dell'emittente)* e AA (basso) con outlook stabile (DBRS Rating GmbH), i rating del credito a breve termine di BNPP sono A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Deutschland GmbH), F1 (Fitch Ratings Ireland Limited) e R-1 (medio) (DBRS Rating GmbH).
BNP Paribas SA è la capogruppo del Gruppo BNP Paribas (collettivamente il "**Gruppo BNPP**").
L'organizzazione di BNP Paribas si basa su tre divisioni operative: Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) e Investment & Protection Services (IPS).
Attività bancarie corporate e istituzionali (CIB): Global Banking, Global Markets e Securities Services.
Commercial, Personal Banking & Services (CPBS):

- *Banche commerciali della zona euro*: Commercial & Personal Banking in Francia (CPBF), BNL banca commerciale (BNL bc), Commercial & Personal Banking in Italia, Commercial & Personal Banking in Belgio (CPBB) e Commercial & Personal Banking in Lussemburgo (CPBL).
- *Banche commerciali fuori della zona euro, che sono organizzate attorno a*: Europe-Mediterranean, Banche commerciali fuori della zona euro, per l'Europa Orientale, Turchia e Africa.
- *Linee di Business specializzate*: BNP Paribas Personal Finance, Arval e BNP Paribas Leasing Solutions, nuove linee di business digitali (in particolare Nickel, Floa, Lyf) e BNP Paribas Personal Investors.

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

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

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

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

Conto economico					
	Anno	**Anno-1**	**Anno-2**	**Provvisorio**	**Infrannuale comparativo rispetto allo stesso periodo dell'anno precedente**
In milioni di €	31/12/2023	31/12/2022	31/12/2021	31/03/2024	31/03/2023
Interessi attivi netti	19.058	20.933	19.238	4.644	4.284
Commissioni nette	9.821	10.165	10.362	2.694	2.472
Utile netto su strumenti finanziari	10.440	9.449	7.777	3.452	3.682
Ricavi	45.874	45.430	43.762	12.483	12.032
Costo del rischio	-2.907	-3.003	-2.971	-640	-592
Altre perdite nette a rischio su strumenti finanziari	-775	n.a	n.a	-5	-50
Risultato operativo	11.236	12.563	11.325	3.901	2.199
Utile netto attribuibile ai possessori di azioni	10.975	9.848	9.488	3.103	4.435
Utile per azione (in €)	8,58	7,52	7,26	2,51	3,48
Bilancio					
	Anno	**Anno-1**	**Anno-2**	**Provvisorio**	**Infrannuale comparativo rispetto allo stesso periodo dell'anno precedente**
In milioni di €	31/12/2023	31/12/2022	31/12/2021	31/03/2024	31/03/2023
Totale attività	2.591.499	2.663.748	2.634.444	2.700.042	2.693.796
Titoli di debito	275.245	220.937	220.106	297.902	242.608
Di cui a medio lungo termine Senior Preferred	84.821*	58.899*	78.845*	n.a	n.a
Debito subordinato	25.478	24.832	25.667	27.411	24.745
Prestiti e crediti da clienti (netto)	859.200	857.020	814.000	859.213	854.272
Depositi di clienti	988.549	1.008.056	957.684	973.165	1.001.453
Patrimonio netto (quota del Gruppo)	123.742	121.237	117.886	125.011	127.145
Prestiti incerti/lordi irrisolti**	1,7%	1,7%	2%	1,7%	1,7%
Rapporto sul Common Equity Tier 1 (CET1)	13,2%	12,3%	12,9%	13,1%	13,6%
Rapporto Capitale Totale	17,3%	16,2%	16,4%	17,1%	17,9%
Coefficiente di leva finanziaria	4,6%	4,4%	4,1%	4,4%	4,4%

(*) Ambito normativo

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

Fattori di rischio più significativi relativi del garante

1. Un sostanziale aumento di nuovi accantonamenti o un incremento del livello degli accantonamenti precedentemente previsti esposti al rischio di credito e al rischio di controparte potrebbero influire negativamente sui risultati delle operazioni e delle condizioni finanziarie del Gruppo BNPP.

2. Le politiche, le procedure e i metodi del Gruppo BNP Paribas potrebbero esporre lo stesso a rischi non identificati e imprevisti, che potrebbero provocare perdite sostanziali.

3. Il Gruppo BNPP potrebbe subire perdite importanti nelle sue attività di negoziazione e investimento a causa di oscillazioni e della volatilità di mercato.

4. La capacità di finanziamento e il costo dello stesso per il Gruppo BNPP potrebbero essere influenzati negativamente da una ripresa della crisi finanziaria, dal peggioramento delle condizioni economiche, dal declassamento del rating, dall'aumento degli spread del credito sovrano o da altri fattori.

5. In passato le condizioni macroeconomiche e finanziarie avverse hanno avuto in passato e potrebbero in futuro avere un impatto significativo sul Gruppo BNP Paribas e sui mercati in cui opera.

6. Le leggi e i regolamenti adottati negli ultimi anni, così come gli sviluppi legislativi e regolamentari attuali e futuri, possono avere un impatto significativo sul Gruppo BNP Paribas e sull'ambiente finanziario ed economico in cui opera.

7. Il Gruppo BNPP può incorrere in significative sanzioni amministrative, penali o di altra natura per non conformità alle leggi e ai regolamenti in vigore e può anche subire perdite in contenziosi correlati (o non correlati) con soggetti privati.

Quali sono i principali rischi specifici dei titoli?

Fattori di rischio più significativi specifici dei titoli

Esistono anche rischi relativi ai Titoli, compresi:

1. Rischio relativo alla struttura dei Titoli:

Il rendimento dei Titoli dipende dall'andamento del/i Sottostante/i di Riferimento e dall'applicazione delle clausole di Knock-in o Knock-out. Gli investitori possono essere esposti a una perdita parziale o totale dell'investimento.

2. Rischio relativo al Sottostante e a eventi di turbativa e rettifica:

I Titoli legati a Indici sono collegati all'andamento di un indice sottostante (di seguito denominato un "Indice"), che può riferirsi a vari mercati di riferimento quali il mercato azionario, obbligazionario, dei tassi di cambio o del prezzo degli immobili, oppure possono riferirsi a una combinazione di mercati di riferimento. Gli investitori in Titoli

legati a Indici affrontano il rischio di una serie più ampia di circostanze: le attività sottostanti all'Indice potrebbero quindi presentare un andamento diverso dal previsto rispetto a un investimento in titoli di debito convenzionali. Di conseguenza, è più probabile che il rendimento di un investimento in titoli indicizzati sia influenzato negativamente rispetto a un investimento in titoli di debito convenzionali.
Eventi di rettifica e di turbativa sul mercato o la mancata apertura del mercato di rifermento potrebbero avere un effetto negativo sul prezzo e la liquidità dei Titoli.

3. Rischi relativi ai mercati di negoziazione dei Titoli:

Il prezzo di negoziazione dei Titoli può essere influenzato da una serie di fattori tra cui, a titolo esemplificativo ma non esaustivo, il prezzo, il valore o il livello del/i Sottostante/i di Riferimento, il tempo rimanente fino alla data di liquidazione/rimborso dei Titoli, la volatilità implicita o realizzata associata al/i Sottostante/i di Riferimento e al rischio di correlazione del/i Sottostante/i di Riferimento. La possibilità che il prezzo di negoziazione dei Titoli fluttui (positivamente o negativamente) dipende da una serie di fattori che gli investitori dovranno considerare attentamente prima di acquistare o vendere i Titoli.

4. Rischi legali

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

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

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

Termini generali, condizioni e calendario previsto dell'offerta

I titoli saranno offerti al pubblico dalla data 24 Giugno 2024 (inclusa) e fino alla data 5 Luglio 2024 (inclusa), fatte salve eventuali chiusure anticipate o estensioni del periodo di offerta.
L'Emittente (o altri per suo conto) presenterà domanda per l'ammissione alla negoziazione dei Titoli su EuroTLX .

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

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

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

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

Offerente: Banca Generale, Corso Cavour 5/A, 34132 Trieste, Italia. L'identificativo dell'entità giuridica (LEI) dell'Offerente è 815600903231FA2E7698.
Soggetto che richiede l'ammissione alla negoziazione: BNP Paribas Issuance B.V. (l'"Emittente"), Herengracht 595, 1017 CE Amsterdam, Paesi Bassi (numero di telefono: +31(0)88 738 0000).

Perché è stato redatto il presente prospetto?

Utilizzo e l'importo stimato dei proventi netti

I proventi netti dell'emissione dei Titoli confluiranno nei fondi generali dell'Emittente. Tali proventi potranno essere utilizzati per mantenere posizioni in contratti di opzioni o di *future* o altri strumenti di copertura.
Ricavi netti stimati: fino a EUR 20.000.000.

Accordo di sottoscrizione

L'Offerente non assume alcun impegno di sottoscrizione.

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

Il Gestore (Manager) e le sue collegate possono inoltre avere intrapreso, e possono intraprendere in futuro, operazioni di investment banking e/o di commercial banking con, e possono prestare altri servizi per, l'Emittente e l'eventuale Garante e le società a esse collegate nel corso della normale attività.
Varie entità del Gruppo BNPP (tra cui l'Emittente e il Garante) e le società collegate svolgono diversi ruoli in relazione ai Titoli, tra cui Emittente dei Titoli e Agente per il Calcolo dei Titoli e possono anche svolgere attività di negoziazione (comprese le attività di copertura) relative al Sottostante e ad altri strumenti o prodotti derivati basati su o relativi al Sottostante che possono dar luogo a potenziali conflitti di interesse.
BNP Paribas Financial Markets SNC, che agisce in qualità di Gestore e Agente per il Calcolo, è un'Affiliata dell'Emittente e del Garante e possono esistere potenziali conflitti di interesse tra la stessa e i Portatori dei Titoli, anche in relazione ad alcune determinazioni e giudizi che l'Agente per il Calcolo deve effettuare. Gli interessi economici dell'Emittente e di BNP Paribas Financial Markets SNC in qualità di Gestore e Agente per il Calcolo sono potenzialmente contrari agli interessi dei Portatori dei Titoli in qualità di investitori nei Titoli.
Fatto salvo quanto sopra menzionato, nessun soggetto coinvolto nell'emissione dei Titoli ha un interesse sostanziale nell'offerta, inclusi conflitti di interessi.