FINAL VERSION APPROVED BY THE ISSUER.

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

FINAL TERMS FOR CERTIFICATES

FINAL TERMS DATED 26 FEBRUARY 2026

BNP Paribas Issuance B.V.

(incorporated in The Netherlands)
(as Issuer)
Legal entity identifier (LEI): 7245009UXRIGIRYOBR48

BNP Paribas

(incorporated in France)
(as Guarantor)
Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83

BNP Paribas Financial Markets S.N.C.

(as Manager)

Issue of 100,000 "12Y EUR Digital Floater" Certificates relating to Solactive BTP 10 Annual Comp. Yield Index due 26 February 2038

under the Note, Warrant and Certificate Programme

of BNP Paribas Issuance B.V., BNP Paribas and BNP Paribas Fortis Funding

The Base Prospectus received approval no. 25-186 on 27 May 2025

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

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 27 May 2025, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") (the "**Base Prospectus**"). The Base Prospectus has been passported into Italy in compliance with Article 25 of the Prospectus Regulation. This document constitutes the Final Terms of the Securities described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus to obtain all the relevant information. A summary of the Securities is annexed to these Final Terms. **The Base Prospectus and any Supplements to the Base Prospectus and these Final Terms are available for viewing at www.investimenti.bnpparibas.it**.

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

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:	FICRT 25489 CI
Tranche Number:	1
Number of Securities issued:	100,000
Number of Securities:	100,000
ISIN:	XS3266372625
Common Code:	326637262
Issue Price per Security:	EUR 100
Redemption Date:	26 February 2038
Relevant Jurisdiction:	Not applicable
Share Amount/Debt Security Amount:	Not applicable
Specified Securities pursuant to Section 871(m):	No

GENERAL PROVISIONS

The following terms apply to each series of Securities:

1.	Issuer:	BNP Paribas Issuance B.V.
2.	Guarantor:	BNP Paribas
3.	Trade Date:	13 February 2026
4.	Issue Date and Premium Amount Commencement Date:	26 February 2026
5.	Consolidation:	Not applicable
6.	Type of Securities:	(a) Certificates (b) The Securities are Index Securities. The provisions of Annex 2 (Additional Terms and Conditions for Index 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	NA x 100.00 per cent.
	Payout Switch:	Not applicable
	Aggregation:	Not applicable
13.	Relevant Asset(s):	Not applicable
14.	Entitlement:	Not applicable
15.	Exchange Rate / Conversion 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:	EUR 100. For the avoidance of doubt, trading in amounts below the Minimum Trading Size is not permitted.
19.	Agent(s):	
	(a) Principal Security Agent:	BNP Paribas Financial Markets S.N.C.
	(b) Security Agent(s):	Not applicable
20.	Registrar:	Not applicable
21.	Calculation Agent:	BNP Paribas 16 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:	Applicable
	(a) Index/Basket of Indices/Index Sponsor(s):	The "**Underlying Reference**" is the Solactive BTP 10 Annual Comp. Yield Index (Bloomberg Code: SOITA10Y Index). Solactive AG or any successor thereto is the Index Sponsor. The Solactive BTP 10 Annual Comp. Yield Index is a Composite Index. For the purposes of the Conditions, the Underlying Reference shall be deemed an Index.
	(b) Index Currency:	Euro ("**EUR**")
	(c) Exchange(s):	As set out in Annex 2 for a Composite Index.
	(d) Related Exchange(s):	All Exchanges.
	(e) Exchange Business Day:	Single Index Basis. Exchange/Related Exchange: Applicable
	(f) Scheduled Trading Day:	Single Index Basis. Exchange/Related Exchange: Applicable
	(g) Weighting:	Not applicable.

	(h)	Settlement Price:	Not applicable.
	(i)	Specified Maximum Days of Disruption:	Three (3) Scheduled Trading Days.
	(j)	Valuation Time:	Conditions apply.
	(k)	Redemption on Occurrence of an Index Adjustment Event:	Delayed Redemption on Occurrence of an Index Adjustment Event: Not applicable.
	(l)	Index Correction Period:	As per Conditions.
	(m)	Additional provisions applicable to Custom Indices:	Not applicable
	(n)	Additional provisions applicable to Futures Price Valuation:	Not applicable
26.	Share Securities:		Not applicable
27.	ETI Securities		Not applicable
28.	Debt Securities:		Not applicable
29.	Commodity Securities:		Not applicable
30.	Inflation Index Securities:		Not applicable
31.	Currency Securities:		Not applicable
32.	Fund Securities:		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: Not applicable
		(b)	The following Optional Additional Disruption Events apply to the Securities: Administrator/Benchmark Event

(c) Redemption:

Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable

40. Knock-in Event: Not applicable

41. Knock-out Event: Not applicable

42. EXERCISE, VALUATION AND REDEMPTION

(a) Notional Amount of each Certificate: EUR 100

(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): *Notional Amount x Premium Amount Rate*

(ii) Linked Premium Amount Certificates: Applicable – see Index Linked Premium Amount Certificates below.

Day Count Fraction: Not applicable.

(iii) Variable Premium Amount Certificates: Not applicable.

(iv) Premium Amount Payment Date(s):

n	**Premium Amount Payment Date$_n$**
1	26 February 2027
2	28 February 2028
3	26 February 2029
4	26 February 2030
5	26 February 2031
6	26 February 2032
7	28 February 2033
8	27 February 2034
9	26 February 2035

10	26 February 2036
11	26 February 2037
12	26 February 2038

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

(vi) Premium Amount Rate: **Snowball Digital Coupon** : Applicable

Single Snowball Digital Coupon Condition: Applicable

(i) if the Snowball Digital Coupon Condition is satisfied in respect of SPS Coupon Valuation Date$_{(i)}$:

$Rate_{(i)} + SumRate_{(i)}$; or

(ii) if the Snowball Digital Coupon Condition is not satisfied in respect of SPS Coupon Valuation Date$_{(i)}$:

zero.

Where:

Rate$_{(i)}$ is 7.55 per cent.

i is a number from 1 to 12 corresponding to the relevant SPS Valuation Date;

SPS Coupon Valuation Date$_{(i)}$ means the relevant Settlement Price Date;

Settlement Price Date means the relevant Valuation Date;

Valuation Date means each Premium Amount Valuation Date;

Premium Amount Valuation Date(s) means as set out in item 42(h)(iv) below;

Sum Rate$_{(i)}$ means the sum of $Rate_{(i)}$ for each SPS Coupon Valuation Date in the period from (but excluding) the last occurring Snowball Date (or if none the Issue Date) to (but excluding) the relevant SPS Coupon Valuation Date;

Snowball Date means each date on which the relevant Snowball Digital Coupon Condition is satisfied;

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

Snowball Level means 3.95%;

Snowball Barrier Value means the Underlying Reference Closing Price Value;

Underlying Reference means the Index as set out in §25(a) above;

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

SPS Valuation Date means each SPS Coupon Valuation Date.

(vii) Premium Amount Record Date(s):

i	**Premium Amount Record Date$_n$**
1	24 February 2027
2	24 February 2028
3	22 February 2029
4	22 February 2030
5	24 February 2031
6	24 February 2032
7	24 February 2033
8	23 February 2034
9	22 February 2035
10	22 February 2036
11	24 February 2037
12	24 February 2038

(h) Index Linked Premium Amount Certificates: Applicable

(i) Index/Basket of Indices/Index Sponsor(s): As set out in item 25 above.

(ii) Averaging: Averaging does not apply

(iii) Premium Amount Valuation Time: As set out in item 25 above.

(iv) Premium Amount Valuation Date(s):

i	**Premium Amount Valuation Date$_n$**
1	17 February 2027
2	17 February 2028
3	15 February 2029
4	15 February 2030
5	17 February 2031
6	17 February 2032
7	17 February 2033
8	16 February 2034
9	15 February 2035
10	15 February 2036
11	17 February 2037
12	17 February 2038

(v) Index Correction Period: As set out in item 25 above.

(vi) Observation Dates: Not applicable

(vii) Observation Period: Not applicable

(viii) Specified Maximum Days of Disruption: As set out in item 25 above.

(ix) Exchange(s): As set out in item 25 above.

(x) Related Exchange(s): As set out in item 25 above.

(xi) Exchange Business Day: As set out in item 25 above.

(xii) Scheduled Trading Day: As set out in item 25 above.

(xiii) Settlement Price: As set out in item 25 above.

(xiv) Weighting: Not applicable

(xv) Redemption on Occurrence of an Index Adjustment Event: Delayed Redemption on Occurrence of an Index Adjustment Event: Not applicable.

(xvi)	Additional provisions applicable to Custom Indices:	Not applicable
(xvii)	Additional provisions applicable to Futures Price Valuation:	Not applicable
(i)	Share Linked/ ETI Share Linked Premium Amount Certificates:	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 Index Linked Premium Amount Certificates:	Not applicable
(n)	Currency Linked Premium Amount Certificates:	Not applicable
(o)	Fund Linked Premium Amount Certificates:	Not applicable
(p)	Futures Linked Premium Amount Certificates:	Not applicable
(q)	Underlying Interest Rate Linked Interest Provisions:	Not applicable
(r)	Instalment Certificates:	The Certificates are not Instalment Certificates
(s)	Issuer Call Option:	Not applicable
(t)	Holder Put Option:	Not applicable
(u)	Automatic Early Redemption:	Applicable
(i)	Automatic Early Redemption Event:	**Single Standard Automatic Early Redemption**: If on any Automatic Early Redemption Valuation Date the SPS AER Value is less than or equal to the Automatic Early Redemption Level.
(ii)	Automatic Early Redemption Payout:	**SPS Automatic Early Redemption Payout**: NA x (AER Redemption Percentage + AER Exit Rate) **AER Redemption Percentage** is 100 per cent. **NA** means EUR 100

(iii) Automatic Early Redemption Date(s):

n	Automatic Early Redemption Date$_n$
1	26 February 2027
2	28 February 2028
3	26 February 2029
4	26 February 2030
5	26 February 2031
6	26 February 2032
7	28 February 2033
8	27 February 2034
9	26 February 2035
10	26 February 2036
11	26 February 2037

(iv) Observation Price Source: Not applicable

(v) Underlying Reference Level: **SPS AER Valuation**: Applicable

Where:

SPS AER Value means the Underlying Reference Closing Price Value on each Automatic Early Redemption Valuation Date;

Underlying Reference has the meaning given to it in item 25(a) above;

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

SPS Valuation Date means each Automatic Early Redemption Valuation Date.

(vi) Automatic Early Redemption Level: 3.10 per cent.

(vii) Automatic Early Redemption Percentage: Not applicable

(viii) AER Exit Rate: AER Rate

AER Rate means 0 per cent.

(ix) Automatic Early Redemption Valuation Date(s)/Period(s):

n	Automatic Early Redemption Valuation Date$_n$
1	17 February 2027
2	17 February 2028
3	15 February 2029
4	15 February 2030
5	17 February 2031
6	17 February 2032
7	17 February 2033
8	16 February 2034
9	15 February 2035
10	15 February 2036
11	17 February 2037

(v) Strike Date: Not applicable

(w) Strike Price: Not applicable

(x) Redemption Valuation Date: Not applicable

(y) Averaging: Averaging does not apply to the Securities

(z) Observation Dates: Not applicable

(aa) Observation Period: Not applicable

(bb) Settlement Business Day: Not applicable

(cc) Cut-off Date: Not applicable

(dd) Security Threshold on the Issue Date: Not applicable

(ee) Identification information of Holders as provided by Condition 29: Not applicable

DISTRIBUTION AND US 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:	No Offer Period is envisaged and the items relating to "Terms and Conditions of the Non-exempt Offer", "Intermediaries with a firm commitment to act" and "Placing and Underwriting" (as per the Form of Final Terms for Certificates included in the Base Prospectus) are not applicable.
	(iii) Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:	Not applicable
	(iv) General Consent:	Not applicable
	(v) Other Authorised Offeror Terms:	Not applicable
48.	Prohibition of Sales:	
	(a) Prohibition of Sales to EEA Retail Investors:	Not applicable
	(b) Prohibition of Sales to Belgian Consumers:	Not applicable
	(c) Prohibition of Sales to UK Retail Investors:	Not applicable
	(d) Prohibition of Sales to EEA Non Natural Persons (where Securities are held in a retail account):	Not applicable
	(e) Prohibition of Sales to UK Non Natural Persons (where Securities are held in a retail account):	Not applicable

PROVISIONS RELATING TO COLLATERAL AND SECURITY

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

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

Responsibility

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

PART B – OTHER INFORMATION

1. Listing and Admission to trading

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

2. Ratings

Ratings:	The Securities have not been rated.

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

Investors are informed that the Issuer will pay a third party, acting as marketing advisor (the "**Marketing Advisor**"), a fee up to 1.00% (tax excluded) for its activity of marketing and promotion of the Certificates on the secondary market (the "**Marketing Fees**") during the period starting from (and including) the first date of trading of the Certificates on EuroTLX to (and including) the termination of such marketing and promotion activities, which date is expected to fall on or around 26 August 2026 (the "**Marketing Period**").

The Marketing Fee shall be calculated by the "Issuer (or any of its affiliates)" on the basis of the net amount of Certificates sold to Holders on EuroTLX at the end of the Marketing Period (the "**Net Amount**"). For the avoidance of doubt, the Net Amount is an amount determined by the "Issuer (or any of its affiliates)" and shall correspond to the difference between the total amount of Certificates being sold to Holders by the "Issuer (or any of its affiliates)" at the end of the Marketing Period and the total amount of Certificates being purchased from Holders by the "Issuer (or any of its affiliates)" at the end of the Marketing Period.

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

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

(a)	Reasons for the offer:	See "*Use of Proceeds*" in Base Prospectus
(b)	Estimated net proceeds:	EUR 10,000,000
(c)	Estimated total expenses:	Not applicable

5. Performance of Underlying References and Other Information concerning the Underlying References

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

Past and further performances of the Index are available on the relevant website https://www.solactive.com their volatility may be obtained from the Calculation Agent by email to the following address: investimenti@bnpparibas.com.

Index disclaimer

Neither the Issuer nor the Guarantor shall have any liability for any act or failure to act by an Index Sponsor in connection with the calculation, adjustment or maintenance of an Index. Except as disclosed prior to the Issue Date, neither the Issuer, the Guarantor nor their affiliates has any affiliation with or control over an Index or Index Sponsor or any control over the computation, composition or dissemination of an Index. Although the Calculation Agent will obtain information concerning an Index from publicly available sources it believes reliable, it will not independently verify this information. Accordingly, no representation, warranty or undertaking (express or implied) is made and no responsibility is accepted by the Issuer, the Guarantor, their affiliates or the Calculation Agent as to the accuracy, completeness and timeliness of information concerning an Index.

Solactive BTP 10 Annual Comp. Yield Index

Solactive AG ("**Solactive**") is the licensor of Solactive BTP 10 Annual Comp. Yield Index (the "**Index**"). The financial instruments that are based on the Index are not sponsored, endorsed, promoted or sold by Solactive in any way and Solactive makes no express or implied representation, guarantee or assurance with regard to: (a) the advisability in investing in the financial instruments; (b) the quality, accuracy and/or completeness of the Index; and/or (c) the results obtained or to be obtained by any person or entity from the use of the Index. Solactive reserves the right to change the methods of calculation or publication with respect to the Index. Solactive shall not be liable for any damages suffered or incurred as a result of the use (or inability to use) of the Index.

6. Operational Information

Relevant Clearing System(s):	Euroclear and Clearstream, Luxembourg
If other than Euroclear Bank S.A./N.V., Clearstream Banking, S.A., Euroclear France, include the relevant identification number(s):	Not applicable

7. 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 and the capital protection applies only at maturity.
Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated.
Civil liability in any such Member State attaches to the Issuer or the Guarantor solely on the basis of this summary, including any translation hereof, but only if it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the applicable Final Terms or it does not provide, when read together with the other parts of the Base Prospectus and the applicable Final Terms, key information in order to aid investors when considering whether to invest in the Securities.

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

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

Issue of 100,000 "12Y EUR Digital Floater" Certificates relating to Solactive BTP 10 Annual Comp. Yield Index - The securities are Certificates. International Securities Identification Number ("**ISIN**"): XS3266372625.

Identity and contact details of the issuer

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

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

Person asking for admission to trading : BNP Paribas Issuance B.V. (the "**Issuer**"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000).

Identity and contact details of the competent authority approving the prospectus

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

Date of approval of the prospectus

The Base Prospectus has been approved on 27 May 2025 under the approval number 25-186 by the AMF.

Section B - Key information on the issuer

Who is the issuer of the securities?

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

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

Principal activities

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

Major shareholders

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

Identity of the issuer's key managing directors

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

Identity of the issuer's statutory auditors

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

What is the key financial information regarding the issuer?

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

Qualifications in the audit report

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

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

Dependency Risk: BNP Paribas Issuance B.V. is an operating company. The assets of BNP Paribas Issuance B.V. consist of the obligations of other BNPP Group entities. In respect of securities it issues, the ability of BNP Paribas Issuance B.V. to meet its obligations under such securities depends on the receipt by it of payments under certain hedging agreements that it enters with other BNPP Group entities. Consequently, holders of securities issued by BNP Paribas Issuance B.V. will, subject to the provisions of the Guarantee issued by BNPP, be exposed to the ability of BNPP Group entities to perform their obligations under such hedging agreements and may suffer losses should these entities fail to keep their commitment.

Section C - Key Information on the securities

What are the main features of the securities?

Type, class and ISIN

Issue of 100,000 "12Y EUR Digital Floater" Certificates relating to Solactive BTP 10 Annual Comp. Yield Index - The securities are Certificates. International Securities Identification Number ("**ISIN**"): XS3266372625.

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

The currency of the Securities is Euro ("**EUR**"). The notional amount per Security is EUR 100. 100,000 Securities will be issued. The Securities will be redeemed on 26 February 2038.

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 a return linked to the performance of an interest rate (the **Underlying**). The product also provides for the payment of periodic/maturity premiums as described below.

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

Conditional Premium: On each Conditional Premium Payment Date each holder will receive a payment in respect of each Security equal to the Notional Amount multiplied by the Conditional Premium Rate in respect of the coupon period ending on such Conditional Premium Payment Date.

Conditional Premium Rate:

The Conditional Premium Rate in respect of the relevant Conditional Premium Payment Date will be determined in respect of SOITA10Y Index as follows:

A) If SOITA10Y Index is equal to or less than 3.95%, then the Conditional Premium Rate will be 7.55%; otherwise

B) If SOITA10Y Index is greater than 3.95%, then the Conditional Premium Rate will be 0.00%. All missed premiums will accumulate and become payable only if the Conditional Premium Condition is subsequently satisfied.

Each such Premium Rate will be determined on the relevant Conditional Premium Determination Date.

Automatic Early Redemption: If on any Automatic Early Redemption Valuation Date SOITA10Y Index is equal to or less than 3.10%, the Securities will be redeemed by payment in cash in respect of each Security equal to the Notional Amount on the corresponding Automatic Early Redemption Date

Issue Date	26 February 2026	**Issue Price (per security)**	EUR 100
Redemption Date (maturity)	26 February 2038	**Product Currency**	EUR
Notional Amount (per certificate)	EUR 100	**Conditional Premium Payment Dates**	26 February 2027, 28 February 2028, 26 February 2029, 26 February 2030, 26 February 2031, 26 February 2032, 28 February 2033, 27 February 2034, 26 February 2035, 26 February 2036, 26 February 2037 and 26 February 2038
Conditional Premium Determination Dates	17 February 2027, 17 February 2028, 15 February 2029, 15 February 2030, 17 February 2031, 17 February 2032, 17 February 2033, 16 February 2034, 15 February 2035, 15 February 2036, 17 February 2037 and 17 February 2038	**Automatic Early Redemption Date**	26 February 2027, 28 February 2028, 26 February 2029, 26 February 2030, 26 February 2031, 26 February 2032, 28 February 2033, 27 February 2034, 26 February 2035, 26 February 2036 and 26 February 2037
Automatic Early Redemption Valuation Date	17 February 2027, 17 February 2028, 15 February 2029, 15 February 2030, 17 February 2031, 17 February 2032, 17 February 2033, 16 February 2034, 15 February 2035, 15 February 2036 and 17 February 2037		

Underlying	Bloomberg Code
Solactive BTP 10 Annual Comp. Yield Index	SOITA10Y Index

The terms and conditions of the product provide that, should certain exceptional events occur:

1. modifications may be made to the product and/or
2. the Issuer of the product may liquidate the product early.

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

General Terms

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

Representative of holders - No representative of the holders has been appointed by the Issuer.

Seniority of the securities

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

Restrictions on the free transferability of the securities

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

Dividend or payout policy

Not Applicable

Where will the securities be traded?

Admission to trading

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

Is there a guarantee attached to the securities?

Nature and scope of the guarantee

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

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

Description of the guarantor

The Securities will be unconditionally and irrevocably guaranteed by BNP Paribas ("**BNPP**" or the "**Guarantor**") pursuant to an English law deed of guarantee executed by BNPP on 27 May 2025 (the "**Guarantee**").
The Guarantor was incorporated in France as a société anonyme under French law and licensed as a bank having its head office at 16, boulevard des Italiens - 75009 Paris, France. Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83.

BNPP's long term credit ratings are A+ with a stable outlook (S&P Global Ratings Europe Limited), A1 with a stable outlook (Moody's Deutschland GmbH), AA- with a stable outlook (Fitch Ratings Ireland Limited) (which is the long-term rating assigned to BNPP's senior preferred debt by Fitch) and AA (low) with a stable outlook (DBRS Rating GmbH) and BNPP's short-term credit ratings are A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Deutschland GmbH), F1+ (Fitch Ratings Ireland Limited) and R-1 (middle) (DBRS Rating GmbH).

BNP Paribas SA is the parent company of the BNP Paribas Group (together the "**BNPP Group**").

BNP Paribas' organisation is based on three operating divisions: Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) and Investment & Protection Services (IPS).

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

Commercial, Personal Banking & Services (CPBS):

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

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

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

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

As at 30 June 2025, the main shareholders were Société Fédérale de Participations et d'Investissement ("SFPI") a public-interest société anonyme (public limited company) acting on behalf of the Belgian government state holding 5.59% of the share capital. BlackRock Inc. holding 6.01% of the share capital. Amundi holding 4.95% of the share capital and Grand Duchy of Luxembourg holding 1.14% of the share capital.

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

Since 1 January 2023, BNP Paribas Group's insurance entities have applied IFRS 17 «Insurance Contracts» and IFRS 9 « Financial Instruments », deferred for these entities until IFRS 17 comes into force.

Income statement				
	Year	Year -1	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2024	31/12/2023	30/09/2025	30/09/2024
Revenues	48,831	45,874	38,110	36,694
Cost of risk	-2,999	-2,907	-2,555	-2,121
Other net losses for risk on financial instruments	-202	-775	-129	-138
Operating Income	15,437	11,236	12,327	12,109
Net income attributable to equity holders	11,688	10,975	9,253	9,366
Earnings per share (in euros)	9.57	8.58	7.79	7.7

Balance sheet				
	Year	Year -1	Interim	Comparative interim from same period in prior year
In millions of €	31/12/2024	31/12/2023	30/09/2025	30/09/2024
Total assets	2,704,908	2,591,499	2,824,574	2,753,086
Debt securities	302,237	274,510	315,751	304,282
Of which mid long term Senior Preferred	119,370*	*84,821**	n.a	n.a
Subordinated debt	32,615	25,478	34,408	30,963
Loans and receivables from customers (net)	900,141	859,200	892,642	874,996
Deposits from customers	1,034,857	988,549	1,027,703	1,011,422
Shareholders' equity (Group share)	128,137	123,742	123,845	124,961
Doubtful loans/ gross outstandings**	1.6%	1.7%	1.7%	1.7%
Common Equity Tier 1 capital (CET1) ratio	12.9%	13.2%	12.5% (CRR3)	12.7%
Total Capital Ratio	17.1%	17.3%	16.7% (CRR3)	16.7%
Leverage Ratio	4.6%	4.6%	4.3%	4.4%

(*) Regulatory scope

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

Most material risk factors pertaining to the guarantor

1. A substantial increase in new provisions or a shortfall in the level of previously recorded provisions exposed to credit risk and counterparty risk could adversely affect the BNP Paribas Group's results of operations and financial condition.

2. The BNP Paribas Group's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses.

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

4. The BNP Paribas Group's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in sovereign credit spreads or other factors.

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

6. Laws and regulations in force, as well as current and future legislative and regulatory developments, may significantly impact the BNP Paribas Group and the financial and economic environment in which it operates.

7. Should the BNP Paribas Group fail to implement its strategic objectives or to achieve its published financial objectives, or should its results not follow stated expected trends, the trading price of its securities could be adversely affected.

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

Most material risk factors specific to the securities

There are also risks associated with the Securities, including:

1. Risks related to the structure of the securities:

The return on the Securities depends on the performance of the Underlying Reference(s) and the capital protection applies only at maturity.

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

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

Person asking for admission to trading : BNP Paribas Issuance B.V. (the "**Issuer**"), Herengracht 595, 1017 CE Amsterdam, the Netherlands (telephone number: +31(0)88 738 0000).

Why is this prospectus being produced?

Use and estimated net amount of the proceeds

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

Estimated net proceeds: EUR 10,000,000

Underwriting agreement

No underwriting commitment is undertaken.

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

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

BNP Paribas Financial Markets, which acts as Manager is an Affiliate of the Issuer and the Guarantor and potential conflicts of interest may exist between it and holders of the Securities. The economic interests of the Issuer and of BNP Paribas Financial Markets as Manager are potentially adverse to Holders interests as an investor in the Securities.

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

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

Nota di sintesi

Sezione A - Introduzione e Avvertenze

Avvertenze

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

Nome e codice internazionale di identificazione dei titoli (ISIN)

100.000 "12Y EUR Digital Floater" Certificates relative a Solactive BTP 10 Annual Comp. Yield Index - I titoli sono Certificates. Codice internazionale di identificazione dei titoli ("**ISIN**"): XS3266372625.

Nome e contatti dell'emittente

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

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

Richiedente l'ammissione alla negoziazione: BNP Paribas Issuance B.V. (in seguito denominata l' "**Emittente**"), Herengracht 595, 1017 CE Amsterdam, Paesi Bassi (numero di telefono: +31(0)88 738 0000).

Nome e contatti dell'autorità competente che approva il prospetto

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

Data di approvazione del prospetto

Il Prospetto di Base è stato approvato il 27 maggio 2025 dall'AMF con il numero di approvazione 25-186, e successive modifiche.

Sezione B - Informazioni chiave concernenti l'emittente

Chi è l'emittente dei titoli?

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

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

Attività principali

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

Maggiori azionisti

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

Nome dei suoi principali dirigenti

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

Nome dei del revisore contabile

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

Quali sono le informazioni finanziarie chiave relative all'emittente?

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

Riserve nella relazione di revisione

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

Quali sono i principali rischi specifici dell'emittente?

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

Sezione C - Informazioni chiave sui titoli

Quali sono le principali caratteristiche dei titoli?

Tipologia, classe e codice ISIN

100.000 "12Y EUR Digital Floater" Certificates relative a Solactive BTP 10 Annual Comp. Yield Index - I titoli sono Certificates. Codice internazionale di identificazione dei titoli ("**ISIN**"): XS3266372625.

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

La valuta dei Titoli è EUR ("**EUR**"). L'importo nozionale per ciascun Titolo è di EUR 100. Saranno emessi un quantitativo 100.000 Titoli. I Titoli saranno liquidati in data 26 febbraio 2038.

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 indice relativo al tasso d'interesse decennale sui titoli governativi italiani pubblicato da Solactive AG (il Sottostante). Il prodotto prevede anche il versamento di premi periodici/a scadenza in base a quanto riportato successivamente. Qualora il prodotto non sia scaduto anticipatamente, alla Data di Liquidazione riceverete per ogni certificate, in aggiunta all'eventuale versamento finale di un Premio Condizionato, un pagamento in contanti pari al 100% dell'Importo Nozionale.

Premio/i: è previsto il versamento di un Premio Condizionato alla/a ogni Data di Pagamento del Premio Condizionato solamente se si verifica la Condizione di Versamento del Premio Condizionato.
La Condizione di Versamento del Premio Condizionato si verifica solo se, ad una Data di Valutazione del Premio Condizionato, il prezzo di chiusura del Sottostante in tale data risulta pari o inferiore alla corrispondente Barriera per il Versamento del Premio Condizionato. Diversamente, il Premio non viene pagato ma non è perso definitivamente. Tutti i Premi Condizionati non versati si accumuleranno e saranno versati solo se la Condizione del Premio Condizionato verrà soddisfatta successivamente.

Scadenza Anticipata Automatica: se, a qualsiasi Data di Valutazione dell'Importo di Liquidazione Anticipato, il prezzo di chiusura del Sottostante in tale data risulta pari o inferiore alla corrispondente Barriera per la Scadenza Anticipata, il prodotto sarà liquidato alla corrispondente Data di Scadenza Anticipata. Riceverete per ogni certificate un importo in contanti pari all'Importo Nozionale (in aggiunta al corrispondente Premio Condizionato).

Scheda prodotto

Data di Emissione	26 febbraio 2026	**Prezzo di Emissione**	EUR 100
Data di Liquidazione (rimborso)	26 febbraio 2038	**Valuta del prodotto**	EUR
Importo Nozionale (per certificato)	EUR 100	**Data/e di Pagamento del/i Premio/i**	26 febbraio 2027, 28 febbraio 2028, 26 febbraio 2029, 26 febbraio 2030, 26 febbraio 2031, 26 febbraio 2032, 28 febbraio 2033, 27 febbraio 2034, 26 febbraio 2035, 26 febbraio 2036, 26 febbraio 2037 e 26 febbraio 2038
Data/e di Valutazione del/i Premio/i Condizionato/i	17 febbraio 2027, 17 febbraio 2028, 15 febbraio 2029, 15 febbraio 2030, 17 febbraio 2031, 17 febbraio 2032, 17 febbraio 2033, 16 febbraio 2034, 15 febbraio 2035, 15 febbraio 2036, 17 febbraio 2037 e 17 febbraio 2038	**Barriera/e per il Versamento del Premio/i Condizionato/i**	3,95%
Data/e di Valutazione dell'Importo di Liquidazione (rimborso) Anticipato	17 febbraio 2027, 17 febbraio 2028, 15 febbraio 2029, 15 febbraio 2030, 17 febbraio 2031, 17 febbraio 2032, 17 febbraio 2033, 16 febbraio 2034, 15 febbraio 2035, 15 febbraio 2036 e 17 febbraio 2037	**Data/e di Scadenza Anticipata**	26 febbraio 2027, 28 febbraio 2028, 26 febbraio 2029, 26 febbraio 2030, 26 febbraio 2031, 26 febbraio 2032, 28 febbraio 2033, 27 febbraio 2034, 26 febbraio 2035, 26 febbraio 2036 e 26 febbraio 2037
Barriera per la Scadenza Anticipata	3,10%	**Premio/i Condizionato/i**	7,55%

Sottostante	**Codice Bloomberg**
Solactive BTP 10 Annual Comp. Yield Index	SOITA10Y Index

I termini e condizioni del prodotto prevedono che, qualora si dovessero verificare determinati eventi eccezionali:
1. possono essere apportate modifiche al prodotto e/o
2. l'Emittente del prodotto può liquidare anticipatamente il prodotto.
Tutti i pagamenti descritti nel presente documento (ivi compresi i guadagni potenziali) sono calcolati sulla base dell'Importo Nozionale, escludendo i costi, i contributi sociali e le imposte applicabili a tale tipologia di investimento.

Termini Generali

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

Status dei titoli

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

Restrizioni alla libera trasferibilità dei titoli

Non vi sono restrizioni alla libera trasferibilità dei Titoli.

Politica in materia di dividendi o pagamenti

Non applicabile.

Dove saranno negoziati i titoli?

Ammissione alla negoziazione

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

Ai titoli è connessa una garanzia?

Natura e della portata della garanzia

Le obbligazioni in conformità con la garanzia sono obbligazioni senior privilegiate (ai sensi dell'Articolo L.613-30-3–I-3° del Code monétaire et financier francese) e non garantite di BNPP e avranno pari priorità rispetto a ogni altra obbligazione non subordinata e non garantita presente e futura, fatte salve le eccezioni di volta in volta rese obbligatorie ai sensi del diritto francese.

Nell'eventualità di un bail-in di BNPP ma non di BNPP B.V., le obbligazioni e/o gli importi dovuti da BNPP ai sensi della garanzia saranno ridotti per riflettere tale eventuale modifica o riduzione applicata alle responsabilità di BNPP e derivante dall'applicazione di una misura di bail-in di BNPP da parte di un organismo di vigilanza incaricato (anche nel caso in cui la garanzia non sia soggetta al bail-in).
Il Garante garantisce incondizionatamente e irrevocabilmente a ciascun Titolare che, se per qualsiasi motivo BNPP B.V. non dovesse corrispondere somme dovute o non dovesse adempiere ad altre obbligazioni in relazione a qualsiasi Titolo alla data specificata per tale pagamento o obbligazione, il Garante, in conformità alle Condizioni, pagherà tale somma nella valuta in cui tale pagamento è dovuto in fondi immediatamente disponibili o, a seconda dei casi, eseguirà o farà adempiere al relativo obbligo nella data dovuta.

Descrizione del garante

I Titoli emessi saranno garantiti incondizionatamente e irrevocabilmente da BNP Paribas ("**BNPP**" o il "**Garante**") ai sensi di un atto di garanzia di diritto inglese stipulato da BNPP in data 27 maggio 2025, o in prossimità di tale data (la "**Garanzia**"). Il Garante è stato costituito in Francia sotto forma di società per azioni (*société anonyme*) ai sensi della legge francese e ha ottenuto l'autorizzazione a operare quale istituto bancario con sede centrale al numero 16 di Boulevard des Italiens - 75009 Parigi, Francia. Identificativo della persona giuridica (LEI): R0MUWSFPU8MPRO8K5P83.

I rating del credito a lungo termine di BNPP sono A+ con prospettiva stabile (S&P Global Ratings Europe Limited), A1 con prospettiva stabile (Moody's Investors Service Ltd.), AA- con prospettiva stabile (Fitch Ratings Ireland Limited) *(che è il rating a lungo termine assegnato al debito senior privilegiato di BNPP da Fitch) e* AA (basso) con prospettiva stabile (DBRS Rating GmbH), i rating del credito a breve termine di BNPP sono A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1+ (Fitch Ratings Ireland Limited) e R-1 (medio) (DBRS Rating GmbH).
BNP Paribas SA è la capogruppo del Gruppo BNP Paribas (collettivamente il "**Gruppo BNPP**").

L'organizzazione di BNP Paribas si basa su tre divisioni operative: Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) e Investment & Protection Services (IPS).

Attività bancarie corporate e istituzionali (CIB): Global Banking, Global Markets e Securities Services.

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

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

Al 30 giugno 2025, gli azionisti principali erano Société Fédérale de Participations et d'Investissement ("SFPI"), una société anonyme di interesse pubblico (società per azioni) che agisce per conto del Governo belga, che detiene il 5,59% del capitale sociale. BlackRock Inc. che detiene il 6,01% del capitale sociale. Amundi che detiene il 4,95% del capitale sociale e il Granducato di Lussemburgo che detiene il 1,14% del capitale sociale.

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

Dal 1o gennaio 2023, le entità di assicurazione di BNP Paribas Group hanno applicato l' IFRS 17 "Contratti assicurativi" e l' IFRS 9 "Strumenti finanziari", hanno posticipato tali entità fino all'entrata in vigore dell'IFRS 17.

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

Bilancio				
	Anno	Anno-1	Provvisorio	Infrannuale comparativo rispetto allo stesso periodo dell'anno precedente
In milioni di €	31/12/2024	31/12/2023	30/09/2025	30/09/2024
Totale attività	2.704.908	2.591.499	2.824.574	2.753.086
Titoli di debito	302.237	274.510	315.751	304.282
Di cui a medio lungo termine Senior Preferred	119.370*	84.821*	n.a	n.a
Debito subordinato	32.615	25.478	34.408	30.963
Prestiti e crediti da clienti (netto)	900.141	859.200	892.642	874.996
Depositi di clienti	1.034.857	988.549	1.027.703	1.011.422
Patrimonio netto (quota del Gruppo)	128.137	123.742	123.845	124.961
Prestiti incerti/lordi irrisolti**	1,6%	1,7%	1,7%	1,7%
Rapporto sul Common Equity Tier 1 (CET1)	12,9%	13,2%	12,5% (CRR3)	12,7%
Rapporto Capitale Totale	17,1%	17,3%	16,7% (CRR3)	16,7%
Coefficiente di leva finanziaria	4,6%	4,6%	4,3%	4,4%

(*) Ambito normativo

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

Fattori di rischio più significativi relativi del garante

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

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

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

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

5. Condizioni economiche e finanziarie sfavorevoli hanno in passato e possono in futuro incidere significativamente sul Gruppo BNP Paribas e sui mercati in cui opera.

6. Le leggi e i regolamenti in vigore, così come gli sviluppi legislativi e regolamentari attuali e futuri, possono incidere significativamente sul Gruppo BNP Paribas e sull'ambiente finanziario ed economico in cui opera.

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

Quali sono i principali rischi specifici dei titoli?

Fattori di rischio più significativi specifici dei titoli

Esistono anche rischi relativi ai Titoli, compresi:

1. Rischio relativo alla struttura dei Titoli:

Il rendimento dei Titoli dipende dall'andamento del/i Sottostante/i di Riferimento e la protezione del capitale si applica solamente alla scadenza.

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

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

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: EUR 10.000.000.

Accordo di sottoscrizione

Non viene assunto alcun impegno di sottoscrizione.

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

Il Gestore (Manager) e le sue collegate possono inoltre avere intrapreso, e possono intraprendere in futuro, operazioni di investment banking e/o di commercial banking con, e possono prestare altri servizi per, l'Emittente e l'eventuale Garante e le società a esse collegate nel corso della normale attività.
BNP Paribas Financial Markets, che agisce in qualità di Gestore, è un'Affiliata dell'Emittente e del Garante e possono esistere potenziali conflitti di interesse tra la stessa e i Portatori dei Titoli. Gli interessi economici dell'Emittente e di BNP Paribas Financial Markets in qualità di Gestore sono potenzialmente contrari agli interessi dei Portatori dei Titoli in qualità di investitori nei Titoli.
BNP Paribas, che agisce in qualità di Agente per il Calcolo, è la stessa entità del Garante e fa parte dello stesso gruppo dell'Emittente; e possono esistere potenziali conflitti di interesse tra la stessa e i Portatori dei Titoli, anche in relazione ad alcune determinazioni e giudizi che l'Agente per il Calcolo deve effettuare. Gli interessi economici dell'Emittente e di BNP Paribas in qualità di Agente per il Calcolo sono potenzialmente contrari agli interessi dei Portatori dei Titoli in qualità di investitori nei Titoli.
Fatto salvo quanto sopra menzionato, nessun soggetto coinvolto nell'emissione dei Titoli ha un interesse sostanziale nell'offerta, inclusi conflitti di interessi.