



Term Sheet

Final Terms and Conditions (our ref. **CE01019XAD**) as of May 20th, 2024

4Y Phoenix Snowball Worst-of on NIKE INC, Under Armour Inc and Victorias Secret Inc in EUR Quanto

Issuer	BNP Paribas Issuance B.V. (S&P's A+)				
Guarantor	BNP Paribas (S&P's A+ / Moody's Aa3 / Fitch AA-)				
Issue Type	Certificate				
Issue Amount	EUR 3,000,000				
Number of Certificates	30,000				
Notional Amount per Certificate (N)	1 Certificate = EUR 100				
Currency	EUR Quanto				
Issue Price per Certificate	EUR 100				
Public Offer	Yes, in Italy only				
Listing	Sedex				
Strike Date	May 20 th , 2024				
Issue Date	May 24 th , 2024				
Redemption Valuation Date	The Exercise Date				
Exercise Date	May 22 nd , 2028				
Redemption Date	May 31 st , 2028				
Underlying Shares					
i	Name of Underlying Share ⁱ	Bloomberg Code	Share ⁱ _{Initial}	Automatic Early Redemption Price ⁱ	Coupon Barrier Price ⁱ
1	NIKE INC	NKE UN	91.77	91.77	55.0620
2	Under Armour Inc	UAA UN	6.70	6.70	4.02
3	Victorias Secret Inc	VSCO UN	21.31	21.31	12.7860
Strike Price	NIKE INC - 55.0620 (60% of Share ¹ _{Initial}) Under Armour Inc - 4.02 (60% of Share ² _{Initial}) Victorias Secret Inc - 12.7860 (60% of Share ³ _{Initial})				
Conditional Fixed Premium (for each Certificate)	If, on any Conditional Fixed Premium Valuation Date _n , the official closing price of each Underlying Share is greater than or equal to 60% of Shareⁱ_{Initial} with i from 1 to 3 , then Conditional Fixed Premium calculated as follows will be paid on the corresponding Conditional Fixed Premium Payment Date _n per Certificate: N x 1.25% x (1 + T) Where:				



T is the number of Conditional Fixed Premium Payment Dates since the last Conditional Fixed Premium Payment Date on which a Conditional Fixed Premium was paid, or since the Issue Date if there has not yet been any Conditional Fixed Premium paid (for example, if the Conditional Fixed Premium was paid on the previous Conditional Fixed Premium Payment Date, then T equals 0 for the following Conditional Fixed Premium Payment Date).

Otherwise, no Conditional Fixed Premium will be paid.

For the avoidance of doubt, no further Conditional Fixed Premium will be paid after the Certificates have been automatically early redeemed.

n	Conditional Fixed Premium Valuation Date _n	Fixed Premium Ex Date _n	Fixed Premium Record Date _n	Conditional Fixed Premium Payment Date _n
1	June 20 th , 2024	June 27 th , 2024	June 28 th , 2024	July 02 nd , 2024
2	July 22 nd , 2024	July 26 th , 2024	July 29 th , 2024	July 31 st , 2024
3	August 21 st , 2024	August 27 th , 2024	August 28 th , 2024	August 30 th , 2024
4	September 24 th , 2024	September 30 th , 2024	October 01 st , 2024	October 03 rd , 2024
5	October 21 st , 2024	October 25 th , 2024	October 28 th , 2024	October 30 th , 2024
6	November 21 st , 2024	November 27 th , 2024	November 28 th , 2024	December 02 nd , 2024
7	December 23 rd , 2024	December 31 st , 2024	January 02 nd , 2025	January 06 th , 2025
8	January 21 st , 2025	January 27 th , 2025	January 28 th , 2025	January 30 th , 2025
9	February 21 st , 2025	February 27 th , 2025	February 28 th , 2025	March 04 th , 2025
10	March 21 st , 2025	March 27 th , 2025	March 28 th , 2025	April 01 st , 2025
11	April 22 nd , 2025	April 28 th , 2025	April 29 th , 2025	May 02 nd , 2025
12	May 21 st , 2025	May 27 th , 2025	May 28 th , 2025	May 30 th , 2025
13	June 23 rd , 2025	June 27 th , 2025	June 30 th , 2025	July 02 nd , 2025
14	July 22 nd , 2025	July 28 th , 2025	July 29 th , 2025	July 31 st , 2025
15	August 21 st , 2025	August 27 th , 2025	August 28 th , 2025	September 01 st , 2025
16	September 22 nd , 2025	September 26 th , 2025	September 29 th , 2025	October 01 st , 2025
17	October 21 st , 2025	October 27 th , 2025	October 28 th , 2025	October 30 th , 2025
18	November 21 st , 2025	November 26 th , 2025	November 28 th , 2025	December 02 nd , 2025
19	December 22 nd , 2025	December 30 th , 2025	December 31 st , 2025	January 05 th , 2026



20	January 21 st , 2026	January 27 th , 2026	January 28 th , 2026	January 30 th , 2026
21	February 24 th , 2026	March 02 nd , 2026	March 03 rd , 2026	March 05 th , 2026
22	March 23 rd , 2026	March 27 th , 2026	March 30 th , 2026	April 01 st , 2026
23	April 21 st , 2026	April 27 th , 2026	April 28 th , 2026	April 30 th , 2026
24	May 21 st , 2026	May 27 th , 2026	May 28 th , 2026	June 01 st , 2026
25	June 22 nd , 2026	June 26 th , 2026	June 29 th , 2026	July 01 st , 2026
26	July 21 st , 2026	July 27 th , 2026	July 28 th , 2026	July 30 th , 2026
27	August 21 st , 2026	August 27 th , 2026	August 28 th , 2026	September 01 st , 2026
28	September 24 th , 2026	September 30 th , 2026	October 01 st , 2026	October 05 th , 2026
29	October 21 st , 2026	October 27 th , 2026	October 28 th , 2026	October 30 th , 2026
30	November 24 th , 2026	November 30 th , 2026	December 01 st , 2026	December 03 rd , 2026
31	December 21 st , 2026	December 28 th , 2026	December 29 th , 2026	December 31 st , 2026
32	January 21 st , 2027	January 27 th , 2027	January 28 th , 2027	February 01 st , 2027
33	February 22 nd , 2027	February 26 th , 2027	March 01 st , 2027	March 03 rd , 2027
34	March 23 rd , 2027	March 31 st , 2027	April 01 st , 2027	April 05 th , 2027
35	April 21 st , 2027	April 27 th , 2027	April 28 th , 2027	April 30 th , 2027
36	May 21 st , 2027	May 27 th , 2027	May 28 th , 2027	June 01 st , 2027
37	June 21 st , 2027	June 25 th , 2027	June 28 th , 2027	June 30 th , 2027
38	July 21 st , 2027	July 27 th , 2027	July 28 th , 2027	July 30 th , 2027
39	August 23 rd , 2027	August 27 th , 2027	August 30 th , 2027	September 01 st , 2027
40	September 21 st , 2027	September 27 th , 2027	September 28 th , 2027	September 30 th , 2027
41	October 21 st , 2027	October 27 th , 2027	October 28 th , 2027	November 01 st , 2027
42	November 22 nd , 2027	November 26 th , 2027	November 29 th , 2027	December 01 st , 2027
43	December 21 st , 2027	December 27 th , 2027	December 28 th , 2027	December 30 th , 2027
44	January 21 st , 2028	January 27 th , 2028	January 28 th , 2028	February 01 st , 2028
45	February 22 nd , 2028	February 28 th , 2028	February 29 th , 2028	March 02 nd , 2028
46	March 21 st , 2028	March 27 th , 2028	March 28 th , 2028	March 30 th , 2028
47	April 21 st , 2028	April 27 th , 2028	April 28 th , 2028	May 03 rd , 2028
48	May 22 nd , 2028	May 26 th , 2028	May 29 th , 2028	May 31 st , 2028

Automatic Early Redemption

If, on any Automatic Early Redemption Valuation Date_n, the official closing price of each Underlying Share is greater than or equal to its **Automatic Early Redemption Priceⁱ**, then the Issuer shall redeem each Certificate on the relevant **Automatic Early Redemption Date_n** at the Automatic Early Redemption Amount calculated as follows:



n	Automatic Early Redemption Valuation Date_n	Automatic Early Redemption Date_n	Automatic Early Redemption Price_nⁱ	Automatic Early Redemption Amount_n
1	November 21 st , 2024	December 02 nd , 2024	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
2	December 23 rd , 2024	January 06 th , 2025	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
3	January 21 st , 2025	January 30 th , 2025	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
4	February 21 st , 2025	March 04 th , 2025	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
5	March 21 st , 2025	April 01 st , 2025	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
6	April 22 nd , 2025	May 02 nd , 2025	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
7	May 21 st , 2025	May 30 th , 2025	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
8	June 23 rd , 2025	July 02 nd , 2025	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
9	July 22 nd , 2025	July 31 st , 2025	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
10	August 21 st , 2025	September 01 st , 2025	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
11	September 22 nd , 2025	October 01 st , 2025	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
12	October 21 st , 2025	October 30 th , 2025	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
13	November 21 st , 2025	December 02 nd , 2025	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
14	December 22 nd , 2025	January 05 th , 2026	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
15	January 21 st , 2026	January 30 th , 2026	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
16	February 24 th , 2026	March 05 th , 2026	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
17	March 23 rd , 2026	April 01 st , 2026	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
18	April 21 st , 2026	April 30 th , 2026	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100
19	May 21 st , 2026	June 01 st , 2026	100% x Share_{Initial}ⁱ with i from 1 to 3	EUR 100



20	June 22 nd , 2026	July 01 st , 2026	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
21	July 21 st , 2026	July 30 th , 2026	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
22	August 21 st , 2026	September 01 st , 2026	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
23	September 24 th , 2026	October 05 th , 2026	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
24	October 21 st , 2026	October 30 th , 2026	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
25	November 24 th , 2026	December 03 rd , 2026	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
26	December 21 st , 2026	December 31 st , 2026	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
27	January 21 st , 2027	February 01 st , 2027	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
28	February 22 nd , 2027	March 03 rd , 2027	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
29	March 23 rd , 2027	April 05 th , 2027	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
30	April 21 st , 2027	April 30 th , 2027	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
31	May 21 st , 2027	June 01 st , 2027	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
32	June 21 st , 2027	June 30 th , 2027	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
33	July 21 st , 2027	July 30 th , 2027	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
34	August 23 rd , 2027	September 01 st , 2027	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
35	September 21 st , 2027	September 30 th , 2027	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
36	October 21 st , 2027	November 01 st , 2027	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
37	November 22 nd , 2027	December 01 st , 2027	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
38	December 21 st , 2027	December 30 th , 2027	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
39	January 21 st , 2028	February 01 st , 2028	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
40	February 22 nd , 2028	March 02 nd , 2028	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
41	March 21 st , 2028	March 30 th , 2028	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100
42	April 21 st , 2028	May 03 rd , 2028	100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3	EUR 100

Automatic Early
Redemption Priceⁱ100% x $\text{Share}_{\text{Initial}}^i$ with i from 1 to 3

**Final Redemption**

On the **Redemption Date**, if the Certificates have not been automatically early redeemed or purchased and cancelled by the Issuer prior to the Redemption Valuation Date, the Issuer shall redeem each Certificate at the following Cash Settlement Amount:

1) If **WO Share_{Final}** is greater than or equal to **60% x WO Share_{Initial}**:

$$N \times 100\%$$

2) Otherwise:

$$N \times \left[100\% + \min \left(0\%, \frac{\text{WO Share}_{\text{Final}}}{60\% \times \text{WO Share}_{\text{Initial}}} - 1 \right) \right]$$

Where

WO Share is the Underlying Share with the worst performance from the **Strike Date** to the **Redemption Valuation Date**, defined as:

$$\min_{i=1}^3 \left(\frac{\text{Share}_{\text{Final}}^i}{\text{Share}_{\text{Initial}}^i} \right)$$

WO Share_{Initial} is the official closing price of **WO Share** on the **Strike Date**.

WO Share_{Final} is the official closing price of **WO Share** on the **Redemption Valuation Date**.

Share_{Initial}ⁱ with **i** from **1** to **3** is the official closing price of the **Shareⁱ** on the **Strike Date**.

Share_{Final}ⁱ with **i** from **1** to **3** is the official closing price of the **Shareⁱ** on the **Redemption Valuation Date**.

Business Day Convention

Following Business Day

Payment Business Days

TARGET2

Calculation Agent

BNP Paribas Financial Markets S.N.C.

Governing Law

English

Documentation

The securities will be issued under the Issuer's Note, Warrant and Certificate Programme (the "**Programme**") by way of Final Terms or Pricing Supplement. Copies of the Programme's base prospectus (the "**Base Prospectus**") dated 31 May 2023 (which sets out the terms and conditions to be completed by the Final Terms or Pricing Supplement) and any supplements thereto are available from BNP Paribas Financial Markets S.N.C. on request.

In the event of any inconsistency between this termsheet and the Final Terms or Pricing Supplement relating to the Certificates, the Final Terms or Pricing Supplement will prevail.

Form

Italian Dematerialised Form

Codes

- ISIN: NLBNPIT235G4
- Common: To Be Determined
- CFI: DECVRB
- FISN: BNPPIBV/VARI CTF NKG 20280531 BSKT

Issuer LEI

7245009UXRIGIRYOB48

Reuters Ric for Structure

ISIN=BNPP

Common Depositary

Monte Titoli



Minimum Subscription Size

Holders acknowledge having been informed that the Certificates cannot be sold by way of a public offering within or outside the European Economic Area (EEA) except in Italy. No action has been or will be taken in any jurisdiction except in Italy that would, or is intended to, permit a public offering of the Certificates. Each Holder undertakes to comply with the following rules upon subscription of the Certificates:

(i) When the investor is located in Italy or when the Certificates are purchased by the investor by way of a discretionary portfolio manager, the Minimum Subscription Amount shall be an amount equal to EUR 100 (one hundred Euros) and multiples of EUR 100 thereafter;

(ii) Where the subsequent Holder is located in a EEA Member State other than in Italy, the Minimum Subscription Amount shall be an amount equal to at least the equivalent of EUR 100,000 (one hundred thousand) in EUR and multiples of EUR 100 thereafter;

(iii) Where the subsequent Holder is located other than in a EEA Member State, the Minimum Subscription Amount shall be an amount equal to the higher of:

- the minimum subscription amount that would not, by local rules and regulation, trigger local offer to the public and require the approval of a prospectus or any offering material in connection with the issuance; and
- EUR 100 (one hundred Euros) and multiples of EUR 100 thereafter.

Minimum Trading Size

1 Certificate (and multiples of 1 Certificate thereafter)

Secondary Trading

Daily price indications including accrued interest (dirty) will be published on Reuters and Bloomberg.

No representation is made as to the existence of a market for the Certificates. BNP Paribas Financial Markets S.N.C. will endeavour to make a secondary market in the Certificates, subject to it being satisfied that normal market conditions prevail. Any prices indicated will be dependent upon factors affecting or likely to affect the value of the Certificates such as, but not limited to, the remaining time to the Redemption Date, the outstanding principal amount, the Issuer's or, if applicable, the Guarantor's credit risk, the performance and volatility of the underlying asset, interest rates, exchange rates, credit spreads, and any incidental costs. To the extent BNP Paribas Financial Markets S.N.C. holds Certificates that it can offer and subject to it being satisfied that normal market conditions prevail, such prices will have a bid-offer spread no greater than 1%.

Holders should be aware that the secondary market price for any Certificate quoted on or after the fourth (4th) Clearing System Business Day preceding any date on which the Issuer is due to make a payment thereon, shall exclude the amount so payable per Certificate. The Holder of the Certificates on the record date, as determined by the rules of the relevant Clearing System, shall be entitled to receive or retain any such amount on the due date for payment thereof.

Initial Settlement

Delivery versus payment.
Monte Titoli.
Settlement must be made in Units.

Selling Restrictions

As set out in the Base Prospectus.

IMPORTANT INFORMATION

Investors Responsibilities

*The Certificates will be offered to the public in Italy with the obligation to publish a prospectus as defined in article 3.1 of Regulation 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**").*

No action has been or will be taken in any other jurisdiction that would, or is intended to, permit a public offering of the Certificates.

The Certificates are sold to investors on the understanding that they will comply with all relevant securities laws and public offer requirements in the jurisdictions in which the Certificates are placed or resold, including, without limitation, the Prospectus Regulation and the relevant applicable laws or regulations in any EU member state relating thereto.

Selling Restrictions



The Certificates may not be offered or sold in the United States or to U.S. persons at any time (as defined in regulation S under the U.S. Securities Act of 1933 or the U.S. internal revenue code). The Certificates have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or the securities laws of any state in the United States, and are subject to U.S. tax requirements. In purchasing the Certificates you represent and warrant that you are neither located in the United States nor a U.S. person and that you are not purchasing for the account or benefit of any such person. The Certificates may not be offered, sold, transferred or delivered without compliance with all applicable securities laws and regulations.

Risk Analysis

The Securities have no capital protection at any time and there can be a partial or total loss of any capital invested. Investment in the Securities is therefore highly speculative and should only be considered by persons who can afford to lose their entire investment.

BNP Paribas is not providing the recipients of this document with any investment advice or recommendation to enter into any potential transaction. Any purchaser of Certificates, other than a BNP Paribas counterparty or distributor, will be purchasing the Certificates from such counterparty or distributor and will have no contractual relationship with BNP Paribas or any of its affiliates. In particular BNP Paribas will not be responsible for assessing the appropriateness or suitability of an investment in the Certificates in relation to such third parties. This document should be read together with the Base Prospectus and the applicable Final Terms for the Certificates. Any proposed issuance described in this document cannot be fully assessed without a careful review of the terms and conditions contained in the Base Prospectus and the Final Terms. In particular, potential investors should carefully read the sections headed "Risk Factors" in the Base Prospectus and the Final Terms for a full description of the potential risks associated with the Certificates, and "Offering and Sale", for certain limitations on the purchase and onward sales of the Certificates.

Any indicative price quotations, investment cases or market analysis contained in this document or any related marketing materials we may have provided to you have been prepared on assumptions and parameters that reflect our good faith judgement or selection but must be subject to your own independent analysis and due diligence before you make any investment decision. Please note that there can be conflicts of interests between BNP Paribas and potential investors (see below) and we can therefore not assume any responsibility for the financial consequences of your investment decision, which must be independent. We require that you undertake your own independent due diligence and avail yourself of your own advisors in order to assess the suitability of Certificates in relation to your own financial objectives. Accordingly, if you decide to purchase Certificates, you will be deemed to understand and accept the terms, conditions and risks associated with the Certificates. You will also be deemed to act for your own account, to have made your own independent decision to purchase the Certificates and to declare that such transaction is appropriate for you based upon your own judgement the advice from such advisers as you have deemed necessary to consult. Each holder of the Certificates shall also be deemed to assume and be responsible for any and all taxes of any jurisdiction or governmental or regulatory authority and should consult their own tax advisers in this respect.

You should note and assess for the purposes of any investment decision that members of the BNP Paribas group may face possible conflicts of interest in connection with certain duties under the Certificates, such as trading in an underlying for their own account or for the account of others, receiving fees in a number of capacities or taking market views which are not consistent with the objective of the Certificates.

Investors should note that BNP Paribas acting as Guarantor is licensed as a credit institution in France and as such is subject to the new resolution regime introduced by the EU Bank Recovery and Resolution Directive of 15 May 2014. This new regulation, among others, gives resolution authorities the power to amend the key terms of the Guarantee, to reduce the amounts payable by the Guarantor under the terms of the Guarantee (including a reduction to zero) and convert the amounts due under the Guarantee into shares or other securities. You may not be able to recover all or even part of the amount due under the Certificates (if any) from the Guarantor under the Guarantee or you may receive a different security issued by the Guarantor (or another person) in place of the amount (if any) due to you under the Certificates by the Issuer, which may be worth significantly less than the amount due to you under the Certificates at expiry.

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