

FINAL TERMS FOR CERTIFICATES

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

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 DATED 23 JANUARY 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

Up to 10,000,000 EUR "100% Open-end" Certificates relating to Gold

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. 25-0186 on 27 May 2025

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

**The Certificates are offered to the public in the Republic of Italy
from 7 January 2026 to 19 January 2026**

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

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

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

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 constitute a base prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Securities described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus to obtain all the relevant information. A summary of the Securities is annexed to these Final Terms. **The Base Prospectus, any Supplement(s) to the Base Prospectus and these Final Terms are available for viewing on the following website: <https://investimenti.bnpparibas.it/product-details/NLBNPIT31EB8/> for public offering in Italy.**

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 / ISIN Code	No. of Securities issued	No. of Securities	Trading Code of Borsa Italiana	Issue Price per Security / Cert ₀	Exercise Settlement Date
NLBNPIT31EB8	Up to 1,000,000	Up to 1,000,000	P31EB8	EUR 10	Open End

Series Number / ISIN Code	Commodity	Commodity Currency	Reuters Code of Commodity / Reuters Screen Page	Price Source	Price Source Website	Exchange Rate
NLBNPIT31EB8	Gold (PM)	USD	XAU=	London Bullion Market Association (LBMA)	www.lbma.org.uk	EUR / USD

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:** 16 December 2025.
4. **Issue Date:** 23 January 2026.
5. **Consolidation:** Not applicable.
6. **Type of Securities:**

(a) Certificates.

(b) The Securities are Commodity Securities.

Automatic Exercise applies on the Exercise Date.

The Exercise Date is as set out in "Specific Provisions for each Series" above, or if such day is not a Business Day, the immediately succeeding Business Day.

The Exercise Date will be subject to the same adjustments provided for the Final Pricing Date.

The Exercise Settlement Date is as set out in "Specific Provisions for each Series" above.

The minimum number of Securities that may be exercised by the Holder is (1) one Security and in excess thereof by multiples of (1) one Security.

The provisions of Annex 6 (Additional Terms and Conditions for Commodity Securities) shall apply.

Open End: Applicable:
The Certificates are Put/Call Open End Certificates - see items 42(e) and 42(f) below.

Unwind Costs: Not applicable.
7. **Form of Securities:** Italian Dematerialised Securities.
8. **Business Day Centre(s):** The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 1 is **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:** Not applicable.

Aggregation: Not applicable.
13. **Relevant Asset(s):** Not applicable.
14. **Entitlement:** Not applicable.
15. **Exchange Rate:** The applicable rate of exchange for conversion of the Commodity Reference Price into the Settlement Currency is the rate determined by the Calculation Agent by reference to www.bloomberg.com/markets/currencies/fx-fixings (or any successor website or page thereto, as determined by the Calculation Agent) at approximately 5.00 p.m. Frankfurt time, provided that, if such source is not available, such rate of exchange may be determined by the Calculation Agent by reference to such sources as it considers to be appropriate acting in good faith and in a commercially reasonable manner, having taken into account relevant market practice.

16. **Settlement Currency:** The settlement currency for the payment of the Optional Redemption Amount is Euro ("EUR").
17. **Syndication:** The Securities will be distributed on a non-syndicated basis.
18. **Minimum Trading Size:** The minimum trading size will be established by Borsa Italiana S.p.A. with a notice communicating the first day of trading.
19. **Agent(s):**
- (a) **Principal Security Agent** BNP Paribas.
- (b) **Security Agent** Not applicable.
20. **Registrar:** Not applicable.
21. **Calculation Agent:** BNP Paribas Financial Markets S.N.C.
20 boulevard des Italiens 75009 Paris, France.
22. **Governing law:** English law.
23. **Masse provisions (Condition 9.4):** Not applicable.

PRODUCT SPECIFIC PROVISIONS

24. **Hybrid Securities:** Not applicable.
25. **Index Securities:** Not applicable.
26. **Share Securities/ETI Share Securities:** Not applicable.
27. **ETI Securities:** Not applicable.
28. **Debt Securities:** Not applicable.
29. **Commodity Securities:** Applicable.
- (a) **Commodity/Commodities/Commodity Index/Commodity Indices:** The Securities relate to precious metal Commodities, as set out in "Specific Provisions for each Series" above (each a "Commodity") and as more fully described in "Commodity Reference Price" below.
- (b) **Pricing Date(s):** The Initial Pricing Date and the Final Pricing Date.
- (c) **Initial Pricing Date:** The Issue Date.
- (d) **Final Pricing Date:** The Optional Redemption Valuation Date.
- (e) **Commodity Reference Price:** **In respect of Gold ("LBMA Gold Price PM"):**

The price for a Pricing Date will be that day's afternoon London Gold price per fine troy ounce of Gold for delivery in London through a member of the London Bullion Market Association ("LBMA") authorized to effect such delivery, stated in U.S. Dollars, as calculated and administered by independent service provider(s), pursuant to an agreement with the LBMA, and published by the LBMA (the "Price Source") on its website at www.lbma.org.uk that displays prices effective on that Pricing Date.
- (f) **Delivery Date:** Not applicable.
- (g) **Nearby Month:** Not applicable.
- (h) **Specified Price:** Not applicable.
- (i) **Exchange:** Not applicable.
- (j) **Disruption Fallback(s):** As per Conditions.
- (k) **Valuation Time:** The time at which the Commodity Reference Price is published by the Price Source.
- (l) **Specified Maximum Days of Disruption:** As per Conditions.
- (m) **Weighting:** Not applicable.
- (n) **Rolling Futures Contract Securities:** No.

(o) Redemption following Market Disruption Event or Commodity Index Adjustment Event:	Commodity Security Condition 3(c)(i) applies.
30. Inflation Index Securities:	Not applicable.
31. Currency Securities:	Not applicable.
32. Fund Securities:	Not applicable.
33. Futures Securities:	Not applicable.
34. Credit Security Provisions:	Not applicable.
35. Underlying Interest Rate Securities:	Not applicable.
36. Preference Share Certificates:	Not applicable.
37. OET Certificates:	Not applicable.
38. Illegality (Security Condition 7.1) and Force Majeure (Security Condition 7.2):	Illegality: redemption in accordance with Security Condition 7.1(d). Force Majeure: redemption in accordance with Security Condition 7.2(b).
39. Additional Disruption Events and Optional Additional Disruption Events:	(a) Additional Disruption Events: Applicable. (b) The following Optional Additional Disruption Events apply to the Securities: Administrator/Benchmark Event, Increased Cost of Hedging. (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:	Not applicable.
(b) Partly Paid Certificates:	The Certificates are not Partly Paid Certificates.
(c) Interest:	Not applicable.
(d) Instalment Certificates:	The Certificates are not Instalment Certificates.
(e) Issuer Call Option:	Applicable, unless a Holder Put Option has already been validly exercised.
(i) Optional Redemption Date(s):	The day falling five (5) Business Days following the Optional Redemption Valuation Date.
(ii) Optional Redemption Valuation Date(s):	The date designated as the Optional Redemption Valuation Date by the Issuer in the notice of redemption being the day falling at least 10 Business Days after the notice referred to in Condition 34.3(a) has been delivered to the Holders in accordance with Condition 10.
(iii) Optional Redemption Amount(s):	Call Payout 1300/1. The Call Payout shall be calculated on the same basis as Put Payout 1300/1, as described in §42(f) below, save that references to Put Payout 1300/1 shall be deemed to be references to Call Payout 1300/1.
(iv) Minimum Notice Period:	At least one (1) calendar day prior to the relevant Optional Redemption Valuation Date.
(v) Maximum Notice Period:	Not applicable

- (f) **Holder Put Option:** Applicable, unless an Issuer Call Option has already been validly exercised.
- (i) **Optional Redemption Date(s):** The day falling five (5) Business Days after the relevant Optional Redemption Valuation Date.
- (ii) **Optional Redemption Valuation Date(s):** The first Put Payout 1300/1 Valuation Date falling on or after the last day of the Notice Period in which notice of redemption is validly given in accordance with Condition 34.4.

Put Payout 1300/1 Valuation Date means the last Commodity Business Day of March in each year commencing on March 2026 or, if that is not a CV Calculation Day, the immediately preceding CV Calculation Day.

- (iii) **Optional Redemption Amount(s):** Put Payout 1300/1.
CV in respect of the relevant Optional Redemption Valuation Date.
Inverse CV: Applicable.
The Calculation Agent will calculate **CV** on each CV Calculation Day in accordance with the following formula:

$$CV_{(t-1)} \times AF_{(t)} \times \frac{UR_{(t)}/Fx_{(t)}}{UR_{(t-1)}/Fx_{(t-1)}}$$

Where:

ACT_(t,t-1) means, in respect of a CV Calculation Day, the number of calendar days between the ACT Day corresponding with such CV Calculation Day and the immediately preceding ACT Day;

ACT Day means each CV Calculation Day;

AF_(t) means, in respect of a CV Calculation Day:

$$\left[1 + \text{Reference Rate}_{(t-1)} - \text{Management Fee Rate} \right]^{\frac{ACT_{(t,t-1)}}{360}} \times \text{div reinvested factor}_{(t)} \times \text{Rollover Ratio}_{(t)}$$

CV₍₀₎ means EUR 10;

CV_(t-1) means, in respect of a CV Calculation Day, CV in respect of the immediately preceding CV Calculation Day or, if none, **CV₍₀₎**;

CV Calculation Day means each Commodity Business Day from (but excluding) the Issue Date to (and including) the last day on which any Security of the series is outstanding;

"**div reinvested factor_(t)**" means 1;

Fx₍₀₎ means the Exchange Rate on the Strike Date (ie indicative EUR/USD 1.1750);

Fx_(t) means, in respect of a CV Calculation Day, the Exchange Rate on such CV Calculation Day;

Fx_(t-1) means, in respect of a CV Calculation Day, the Exchange Rate on the immediately preceding CV Calculation Day or, if none, **Fx₍₀₎**;

Management Fee Rate means 1.2% per annum and will be deducted every calendar day from the Value of Certificates. Provided that, the Calculation Agent, acting in good faith and in a commercially reasonable manner, may adjust the Management Fee Rate to another fee rate within the Management Fee Rate Range to reflect an increase in the cost of hedging the Securities for the Issuer. The Management Fee Rate will be published by the Issuer (subject to technical problems) during normal business hours on each CV Calculation Day on the website investimenti.bnpparibas.com (or such other website as the Issuer may notify to Holders).

Management Fee Rate Range: 0% to 1.2%;

Reference Rate_(t-1) means 0;

Rollover Ratio_(t) means 1;

UR₍₀₎ means the Commodity Reference Price of the Commodity on the Strike Date (ie indicative USD 4,270.00);

UR_(t) means, in respect of a CV Calculation Day, the Commodity Reference Price on such CV Calculation Day; and

UR_(t-1) means, in respect of a CV Calculation Day, the Commodity Reference Price on the CV Calculation Day immediately preceding such CV Calculation Day or, if none, **UR₍₀₎**.

(iv)	Minimum Period:	Notice	Not less than ten (10) calendar days prior to the relevant Optional Redemption Valuation Date.
(v)	Maximum Period:	Notice	Not applicable.
(g)	Automatic Early Redemption:		Not applicable.
(h)	Strike Date:		22 January 2026.
(i)	Strike Price:		Not applicable.
(j)	Redemption Valuation Date:		Not applicable.
(k)	Averaging:		Averaging does not apply to the Securities.
(l)	Observation Dates:		Not applicable.
(m)	Observation Period:		Not applicable.
(n)	Settlement Business Day:		Not applicable.
(o)	Cut-off Date:		Not applicable.
(p)	Identification information of Holders as provided by Condition 29:		Not applicable.

DISTRIBUTION AND U.S. SALES ELIGIBILITY

43.	U.S. Selling Restrictions:	Not applicable - the Securities may not be legally or beneficially owned by or transferred to any U.S. person at any time.
44.	Additional U.S. Federal income tax considerations:	The Securities are not Specified Securities for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.
45.	Registered broker/dealer:	Not applicable.
46.	TEFRA C or TEFRA Not Applicable:	TEFRA Not Applicable.
47.	Non exempt Offer:	Applicable.
(i)	Non-exempt Offer Jurisdictions:	Italy
(ii)	Offer Period:	The period from, and including, 7 January 2026 until, and including, 19 January 2026, subject to and early closing or extension of the Offer Period, as indicated in Part B, item 7.
(iii)	Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:	Not applicable. See "Placing and Underwriting" of Part B.
(iv)	General Consent:	Not applicable.
(v)	Other Authorised Offeror Terms:	Not applicable.
48.	Prohibition of Sales:	
(i)	Prohibition of Sales to EEA Retail Investors:	Not applicable.
(ii)	Prohibition of Sales to UK Retail Investors:	Not applicable.
(iii)	Prohibition of Sales to EEA Non Natural Persons	Not applicable.

(where Securities are held
in a retail account):

- (iv) **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.

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 - De listing

Application will be made for the Securities to be admitted to trading on the Multilateral Trading Facility of securitised derivatives financial instruments organised and managed by Borsa Italiana S.p.A. (the "**SeDeX MTF**"), with effect from a date prior to the Issue Date.

2. Ratings

The Securities have not been rated.

The rating of the Issuer is A+ from Standard and Poor's.

The rating of the Guarantor is A1 from Moody's and A+ from Standard and Poor's.

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

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

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

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

Investors shall be informed that the Distributor will receive from the Issuer a placement fee implicit in the Issue Price of the Securities equal to: 0.60% per annum (all tax included) (the "**Running Fee**") and paid quarterly on each payment date (each, a "**Running Fee Payment Date**"). The Running Fee is calculated as a percentage of the outstanding notional amount of the Certificates held by Holders other than the Issuer or any of its affiliates (except if such affiliate is the Distributor), observed on the last Business Day of March, June, September and December of each year (each, a "**Running Fee Observation Date**"). Each Running Fee Payment Date falls the fifth Business Day after the relevant Running Fee Observation Date.

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 issue of the Securities has an interest material to the issue.

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

- | | |
|--------------------------------------|---|
| (a) Reasons for the Issue: | See "Use of Proceeds" in the Base Prospectus. |
| (b) Estimated net proceeds: | EUR 10,000,000.00 |
| (c) Estimated total expenses: | The estimated total expenses are not available. |

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

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

Information on the Commodity shall be available on the Price Source website as set out in "Specific Provisions for each Series" in Part A.

Past and further performances of the Commodity are available on the Price Source website as set out in "Specific Provisions for each Series" in Part A and its volatility as well as the Exchange Rate may be obtained from the Calculation Agent by emailing investimenti@bnpparibas.com.

6. Operational Information

Relevant Clearing System(s): Monte Titoli.

7. Terms and Conditions of the Non-Exempt Offer

Offer Price:

The Issue Price, equal to EUR 10.

Investors are informed that the Distributor will receive from the Issuer a placement fee implicit in the Issue Price of the Securities equal to 0.60% (all tax included) per annum.

Moreover, investors must be aware that implicit in the Issue Price of the Securities are costs for the Issuer, which include but are not limited to structuring costs, equal to an estimated amount of 0.60% (all tax included) per annum.

Conditions to which the offer is subject:

The offer of the Securities is conditional on their issue.

The Issuer reserves the right to withdraw the offer and cancel the issuance of the Securities for any reason, in accordance with the Distributor at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities.

The Issuer will in its sole discretion determine the final amount of Securities issued up to a limit of EUR 10,000,000. The final amount that is issued on Issue Date will be listed on SeDeX MTF. The final amount of the Securities issued will be determined by the Issuer in light of prevailing market conditions, and in its sole and absolute discretion depending on the number of Securities which have been agreed to be purchased as of the Issue Date.

The Offer Period may be closed early as determined by Issuer in its sole discretion and notified on or around such earlier date by publication on the following webpage: <https://investimenti.bnpparibas.it/product-details/NLBNPIT31EB8/>

The Issuer reserves the right to extend the Offer Period. The Issuer will inform of the extension of the Offer Period by means of a notice to be published on the following webpage: <https://investimenti.bnpparibas.it/product-details/NLBNPIT31EB8/>

The Issuer reserves the right to increase the number of Securities to be issued during the Offer Period. The Issuer will inform the public of the size increase by means of a notice to be published on the following webpage: <https://investimenti.bnpparibas.it/product-details/NLBNPIT31EB8/>

The final amount of the Securities issued will be determined by the Issuer in light of prevailing market conditions, and in its sole and absolute discretion depending on the number of Securities which have been asked to be subscribed for during the Offer Period.

Description of the application process:

Application to subscribe for the Securities can be made in Italy through the Distributor. The distribution activity will be carried out in accordance with the usual procedures of the Distributor.

Investors may apply for the subscription of the Securities during normal Italian banking hours at the offices (filiali) of the Distributor from, and including, 7 January 2026 until, and including, 19 January 2026, subject to any early closing or extension of the Offer Period.

The Securities will also be distributed through door-to-door selling pursuant to Article 30 of the Italian Legislative Decree No. 58 of 24 February 1998, as amended from time to time (the "Italian Financial Services Act"), from and including 7 January 2026 to and including 9 January 2026, subject to any early closing or extension of the Offer Period. Pursuant to Article 30, paragraph 6, of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of purchase by the relevant investor. Within such period investors may notify the relevant Distributor of their withdrawal without payment of any charge or commission.

Certificates will also be distributed by Banca Nazionale del Lavoro S.p.A. by means of distance communication techniques (tecniche di comunicazione a distanza) pursuant to article 32 of the Italian Financial Services Act, from and including, 7 January 2026 until, and including, 19 January 2026. In this case, the investor may purchase the Certificates, after being identified by the Distributor, by using their personal password/identification codes.

The Distributor is responsible for the notification of any withdrawal right applicable in relation to the offer of the Securities to potential investors.

Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription for the Securities.

Applicants having no client relationship with the Distributor with whom the acceptance form is filed may be required to open a current account or to make a temporary non-interest bearing deposit of an amount equal to the counter-value of the Securities requested, calculated on the basis of the Issue Price of the Securities. In the event that the Securities are not allotted or only partially allotted, the total amount paid as a temporary deposit, or any difference with the counter-value of the Securities allotted, will be repaid to the applicant without charge by the Issue Date.

By purchasing the Securities, the holders of the Securities are deemed to have knowledge of all the Conditions of the Securities and to accept said Conditions.

Applications received by the Distributor prior to the start of the Offer Period or after the closing date of the Offer Period, will be considered as not having been received and will be void.

Minimum purchase amount per investor: One (1) Certificate.

Maximum purchase amount per investor: The number of Certificates issued Up to 1,000,000.

The maximum amount of application of Securities will be subject only to availability at the time of the application.

Not applicable.

The Securities will be issued on the Issue Date against payment to the Issuer by the Distributor of the gross subscription moneys.

The Certificates are cleared through the clearing systems and are due to be delivered through the Distributor on or around the Issue Date.

Publication by means of a notice by loading the following link (<https://investimenti.bnpparibas.it/product-details/NLBNPIT31EB8/>) in each case on or around the Issue Date.

Not applicable.

There are no pre-identified allotment criteria.

The Distributor will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Distributor during the Offer Period will be assigned up to the maximum amount of the Offer.

In the event that during the Offer Period the requests exceed the number of Securities to be issued, the Issuer will at its discretion, either, (i) proceed to increase the size of the offer or, (ii) early terminate the Offer Period and suspend the acceptance of further requests.

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

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

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

Series Number	Issue Price per Security	Expenses included in the Issue Price
NLBNPIT31EB8	EUR 10	EUR 0.10

8. Intermediaries with a firm commitment to act

Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and a description of the main terms of their commitment:

None.

9. Placing and Underwriting

Name(s) and address(es), to the extent known to the issuer, of the placers in the various countries where the offer takes place:

The Distributor with the address set out below.

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:

Not applicable.

Name and address of any paying agents and depository agents in each country (in addition to the Principal Paying Agent):

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

Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements:

The placement activity will be carried out by:

Banca Nazionale del Lavoro S.p.A.

Viale Altiero Spinelli, 3000157 Rome Italy

LEI: UI802FYJ52XDB7N4KN18 (the "**Distributor**")

No underwriting commitment is undertaken by the Distributor.

When the underwriting agreement has been or will be reached:

Not applicable.

10. Yield

None

11. EU Benchmarks Regulation

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

Applicable: Amounts payable under the Securities are calculated by reference to the relevant Benchmark which is provided by the relevant Administrator, as specified in the table below.

As at the date of these Final Terms, the relevant Administrator is not included / included, as the case may be, in the register of Administrators and Benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011, as amended (the "**EU BMR**"), as specified in the table below.

As far as the Issuer is aware, the transitional provisions in Article 51 of the EU BMR apply, such that the relevant Administrator is not currently required to obtain authorisation/registration, as specified in the table below.

Benchmark	Administrator	Register
LBMA Gold Price PM	ICE Benchmark Administration Limited	Included

Summary

Section A - Introduction and Warnings

Warnings

This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms.

Any decision to invest in any Securities should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms.

Investors may be exposed to a partial or total loss of their investment.

Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated.

Civil liability in any such Member State attaches to the Issuer or the Guarantor (if any) 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

Up to 10,000,000 EUR "100% Open-end" certificates relating to Gold

International Securities Identification Number ("ISIN"): Please refer to tables as set out below.

Identity and contact details of the issuer

BNP Paribas Issuance B.V. ("**BNPP B.V.**" or the "**Issuer**"). The Issuer 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

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

Offeror: Banca Nazionale del Lavoro S.p.A., Viale Altiero Spinelli, 30, 00157 Rome, Italy. The legal entity identifier of the Offeror is UI802FYJ52XDB7N4KN18. Person asking for admission to trading: BNP Paribas Warrants & Certificats, 20 boulevard des Italiens 75009 Paris France, investimenti@bnpparibas.com

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

This Prospectus has been approved on 27 May 2025 under the approval number nr. 25-0186 by the AMF ("**BP AMF Certificates**"), as supplemented from time to time.

Section B - Key information on the issuer

Who is the issuer of the securities?

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

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

Principal activities

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

Major shareholders

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

Identity of the issuer's key managing directors

Managing Directors of BNP Paribas Issuance B.V.: Edwin Herskovic/Cyril Le Merrer/Folkert van Asma/Hugo Peek/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	1
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 flows from investing activities	0	0

Qualifications in the audit report

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

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

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

Section C - Key Information on the securities

What are the main features of the securities?

Type, class and ISIN

Up to 10,000,000 EUR "100% Open-end" certificates relating to Gold
The Securities are certificates ("**Certificates**") and are issued in Series. ISIN: please refer to tables as set out below.

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

The currency of securities is Euro ("**EUR**"). The Securities have no par value. Number/Term of Securities: please refer to tables as set out below.

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 French law.

Interest - The Securities do not bear or pay interest.

Underlying Reference - Gold (PM) as set out in the table below (the "**Commodity**")

Redemption - The Securities are cash settled Securities.

Unless previously redeemed or cancelled, each Security will be redeemed on the Exercise Settlement Date.

Final Redemption - The Securities do not have a pre-determined maturity. They consist in open end products with a return linked to the performance of the Commodity. There is no capital protection.

Description of the Payout

The Payout replicates the performance of the Commodity less certain amounts (including, but not limited to, fees (including quanto fees), dividends paid (if applicable) and roll fees depending on the Commodity).

Redemption

The Certificates may be redeemed at the discretion of the Issuer (**Call Payout 1300/1**) or the Holder (**Put Payout 1300/1**), the fifth (5th) Business Day following the designated Optional Redemption Valuation Date by the payment of a Optional Redemption Amount (CV) calculated by the Calculation Agent equal to:

CV in respect of the relevant Optional Redemption Valuation Date.

Inverse CV: Applicable.

The Calculation Agent will calculate CV on each CV Calculation Day in accordance with the following formula:

$$CV_{(t-1)} \times AF_{(t)} \times \frac{UR_{(t)}/Fx_{(t)}}{UR_{(t-1)}/Fx_{(t-1)}}$$

Where:

Strike Date means 22 January 2026;

Issue Date means 23 January 2026;

ACT_(t,t-1) means, in respect of a CV Calculation Day, the number of calendar days between the ACT Day corresponding with such CV Calculation Day and the immediately preceding ACT Day;

ACT Day means each CV Calculation Day;

AF_(t) means, in respect of a CV Calculation Day:

$$\left[1 + \text{Reference Rate}_{(t-1)} - \text{Management Fee Rate} \right]^{\frac{ACT_{(t,t-1)}}{360}} \times \text{div reinvested factor}_{(t)} \times \text{Rollover Ratio}_{(t)}$$

CV Calculation Day means each Commodity Business Day from (but excluding) the Issue Date to (and including) the last day on which any Security of the series is outstanding;

CV₍₀₎ means EUR 10;

CV_(t-1) means, in respect of a CV Calculation Day, CV in respect of the immediately preceding CV Calculation Day or, if none, **CV₍₀₎**;

div reinvested factor_(t) means 1;

Fx₍₀₎ means the Exchange Rate on the Strike Date (ie indicative EUR/USD 1.1750);

Fx_(t) means, in respect of a CV Calculation Day, the Exchange Rate on such CV Calculation Day;

Fx_(t-1) means, in respect of a CV Calculation Day, the Exchange Rate on the immediately preceding CV Calculation Day or, if none, **Fx₍₀₎**;

Management Fee Rate means 1.2% per annum and will be deducted every calendar day from the Value of Certificates. Provided that, the Calculation Agent, acting in good faith and in a commercially reasonable manner, may adjust the Management Fee Rate to another fee rate within the Management Fee Rate Range to reflect an increase in the cost of hedging the Securities for the Issuer. The Management Fee Rate will be published by the Issuer (subject to technical problems) during normal business hours on each CV Calculation Day on the website investmenti@bnpparibas.com (or such other website as the Issuer may notify to Holders).

Management Fee Rate Range: 0% to 1.2%;

Reference Rate_(t-1) means 0;

Rollover Ratio_(t) means 1;

UR₍₀₎ means the Commodity Reference Price of the Commodity on the Strike Date (ie indicative USD 4,270.00);

UR_(t) means, in respect of a CV Calculation Day, the Commodity Reference Price on such CV Calculation Day; and

UR_(t-1) means, in respect of a CV Calculation Day, the Commodity Reference Price on the CV Calculation Day immediately preceding such CV Calculation Day or, if none, **UR**₍₀₎.

The Certificates may be redeemed early for illegality or force majeure at an amount equal to the fair market value (if any) of a Certificate notwithstanding such illegality or taking into account such force majeure or act of state (respectively) less the cost to the Issuer and/or its Affiliates of unwinding any underlying related hedging arrangements, all as determined by the Calculation Agent in its sole and absolute discretion.

Taxation - The Holder must pay all taxes, duties and/or expenses arising from the disposal, exercise and settlement or redemption of the Securities and/or the delivery or transfer of the Entitlement. The Issuer shall deduct from amounts payable or assets deliverable to Holders certain taxes and expenses not previously deducted from amounts paid or assets delivered to Holders, as the Calculation Agent determines are attributable to the Securities. Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment, (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "Code") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or any law implementing an intergovernmental approach thereto, and (iii) any withholding or deduction required pursuant to Section 871(m) of the Code.

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 - The Holders shall not be grouped in a Masse.

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 "SeDeX MTF".

Is there a guarantee attached to the securities?

Nature and scope of the guarantee

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

The Guarantor unconditionally and irrevocably guarantees to each Holder that, if for any reason BNPP B.V. does not pay any sum payable by it or perform any other obligation in respect of any Security 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 a French law *garantie* executed by BNPP on 27 May 2025 (the "**Guarantee**"). Legal entity identifier (LEI): ROMUWSFPU8MPRO8K5P83. The Guarantor was incorporated in France as a *société anonyme* under French law and licensed as a bank having its head office at 16, boulevard des Italiens - 75009 Paris, France. BNPP's long term credit ratings are A+ with a stable outlook (S&P Global Ratings Europe Limited), 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' 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, Türkiye and Africa.

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

Investment & Protection Services (IPS): Insurance (BNP Paribas Cardif), 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.

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

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, including on-balance sheet and off-balance sheet and including debt securities measured at amortised costs or at fair value through shareholders' equity reported (excluding insurance) and on gross outstanding loans to customers and credit institutions, on-balance sheet and off-balance sheet and including debt securities measured at amortised costs or at fair value through shareholders' equity (excluding insurance).

Most material risk factors pertaining to the guarantor

1. A substantial increase in new provisions or a shortfall in the level of previously recorded provisions exposed to credit risk and counterparty risk could adversely affect the BNP Paribas Group's results of operations and financial condition.
2. The BNP Paribas Group's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses.
3. The BNP Paribas Group may incur significant losses on its trading and investment activities due to market fluctuations and volatility.
4. The BNP Paribas Group's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in sovereign credit spreads or other factors.
5. Adverse 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 Certificates, including:

1. Risk relating to the structure of the Certificates:

Investors may be exposed to a partial or total loss of their investment. The return on the Securities depends on the performance of the Commodity. The Securities are Open End Certificates that do not have a pre-determined maturity and include an option for the Issuer to redeem each Certificate on a date determined by the Issuer in accordance with the Terms and Conditions and an option for the Holder to give notice to the Issuer and upon expiry of the Notice Period, the Issuer will redeem each such Certificate on a date determined by the Issuer. Investment in Open End Certificates will entail additional risks compared with other Certificates, due to the fact that they do not have a prescribed tenor and Holders may receive a lower return than expected and depending on when the Open End Certificates are redeemed or bought back.

2. Risk relating to the Underlying and its Disruption and Adjustments:

Depending on the terms of the Securities, the amount due on redemption will be determined by reference to the value of the Commodity. If the Commodity does not perform as expected, this will have a material adverse impact on the amounts that Holders will receive in respect of the Securities and may also negatively affect the value of the Securities: exposure to one or more commodity and/or commodity index, similar market risks to a direct commodity investment, market disruption and adjustment events which may have an adverse effect on the value or liquidity of the Securities, delays to the determination of the final level of a commodity index resulting in delays to the payment of the Optional Redemption Amount and that the Issuer will not provide post-issuance information in relation to the Underlying Reference.

3. Risks related to the trading markets of the Certificates:

Factors affecting the value and trading price of 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 risk:

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

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

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

General terms, conditions and expected timetable of the offer

The securities will be offered to the public from and including 7 January 2026 until, and including, 19 January 2026, subject to any early closing or extension of the offer period.

Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the "SeDeX MTF". This issue of Securities is being offered in a Non-exempt Offer in Italy.

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 are being charged to an investor by the Issuer.

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

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

Offeror: Banca Nazionale del Lavoro S.p.A., Viale Altiero Spinelli, 30, 00157 Rome, Italy. The legal entity identifier of the Offeror is UI802FYJ52XDB7N4KN18.

Person asking for admission to trading: BNP Paribas Warrants & Certificats, 20 boulevard des Italiens 75009 Paris France, investimenti@bnpparibas.com. Legal entity identifier (LEI): R0MUWSFPU8MPRO8K5P83.

The Offeror was incorporated in France as a société anonyme under French law.

Why is this Prospectus being produced?

Use and estimated net amount of the proceeds

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

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

Underwriting agreement

Not applicable.

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

Any 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 affiliates in the ordinary course of business.

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

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

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

Series Number / ISIN Code	No. of Securities issued	No. of Securities	Trading Code of Borsa Italiana	Issue Price per Security / Cert(0)	Redemption Date
NLBNPIT31EB8	Up to 1,000,000	Up to 1,000,000	P31EB8	EUR 10	Open End

Series Number / ISIN Code	Commodity	Commodity Currency	Reuters Code of Commodity / Reuters Screen Page	Price Source	Price Source Website	Exchange Rate
NLBNPIT31EB8	Gold (PM)	USD	XAU=	London Bullion Market Association (LBMA)	www.lbma.org.uk	EUR / USD

Nota di sintesi

Sezione A - Introduzione e avvertenze

Avvertenze

La presente Nota di Sintesi dovrebbe essere intesa quale introduzione del Prospetto di Base e delle Condizioni Definitive. Qualsiasi decisione di investire nei Titoli dovrebbe basarsi sull'esame del presente Prospetto di Base completo, inclusi ogni eventuale documento incorporato mediante riferimento e le Condizioni Definitive. Gli investitori possono essere esposti a una perdita parziale o totale dell'investimento. Qualora sia presentato un ricorso dinanzi all'autorità giudiziaria di uno Stato Membro dello Spazio Economico Europeo in merito alle informazioni contenute nel Prospetto di Base e nelle Condizioni Definitive, 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 uno qualsiasi di tali Stati Membro è esclusivamente 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 se letta congiuntamente alle altre parti del presente Prospetto di Base e delle Condizioni Definitive o, non offra, se letta insieme alle altre parti del Prospetto di Base e delle Condizioni Definitive, le informazioni fondamentali per aiutare gli investitori al momento di valutare l'opportunità di investire in tali Titoli. Il prodotto che si sta per acquistare non è semplice e potrebbe essere difficile da comprendere.

Denominazione dei titoli e il codice internazionale di identificazione dei titoli (ISIN)

Fino a 10.000.000 EUR "100% Open-end" sull'Oro.

I titoli sono Certificates. Codice internazionale di identificazione dei titoli ("ISIN"): Fare riferimento alle tabelle riportate di seguito.

Identità e i dati di contatto dell'emittente

BNP Paribas Issuance B.V. ("BNPP B.V." o l'"Emittente"). L'Emittente è stato costituito in Olanda nella forma di una società a responsabilità limitata ai sensi della legge olandese, con sede legale a Herengracht 595, 1017 CE Amsterdam, Olanda. Codice LEI: 7245009UXRIGIRYOBR48

Identità e i dati di contatto dell'offerente e / o del richiedente l'ammissione alla negoziazione

Offerente: Banca Nazionale del Lavoro S.p.A., Viale Altiero Spinelli, 30, 00157 Rome, Italy. Codice LEI Offeror: UI802FYJ52XDB7N4KN18.
Richiedente l'ammissione alla negoziazione: BNP Paribas Warrants & Certificats, 20 boulevard des Italiens 75009 Parigi Francia, investimenti@bnpparibas.com.

Identità e i dati di contatto 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 presente Prospetto è stato approvato il 27 maggio 2025 dall' AMF ("BP AMF Certificates") con il numero di approvazione 25-186, e successive integrazioni.

Sezione B - Informazioni fondamentali concernenti l'emittente

Chi è l'emittente dei titoli?

Domicilio / forma giuridica / codice LEI / ordinamento in base alla quale opera / paese in cui ha sede

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

Attività principali

L'attività principale dell'Emittente consiste nell'emettere e/o acquisire strumenti finanziari di qualsiasi natura e nello stipulare contratti correlati per conto di vari enti nell'ambito del Gruppo BNPP. Le attività di BNPP B.V. sono costituite dalle obbligazioni di altre entità del Gruppo BNPP. I Titolari di titoli di BNPP B.V., fatte salve le disposizioni della Garanzia emessa da BNPP, saranno esposti alla capacità delle entità del Gruppo BNPP di adempiere alle obbligazioni derivanti da tali accordi di copertura e potranno subire perdite laddove tali entità non mantengano il loro impegno.

Maggiori azionisti

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

Identità dei suoi principali amministratori delegati

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

Identità dei suoi revisori legali

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 fondamentali relative all'emittente?

Informazioni finanziarie fondamentali

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	1
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 fondamentali sui titoli

Quali sono le principali caratteristiche dei titoli?

Tipologia, classe e codice ISIN

Fino a 10.000.000 EUR "100% Open-end" sull'Oro.
I titoli sono Certificates. Il codice ISIN: Fare riferimento alle tabelle riportate di seguito.

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

La valuta di Titoli è l'Euro (EUR). I Titoli non hanno valore nominale. Numero/scadenza di Titoli: Fare riferimento alle tabelle riportate di seguito.

Diritti connessi ai titoli

Divieto di costituzione di garanzie reali (negative pledge) - I termini dei Titoli non contengono alcuna clausola di divieto di costituzione di garanzie reali.
Eventi di Inadempimento - I termini dei Titoli non contengono eventi di inadempimento.
Legge applicabile - Certificati disciplinati dalla legge inglese.
Interessi - I Titoli non maturano e non pagano interessi, né importi premio.
Sottostanti - Gold (PM) fare riferimento alle tabelle riportate di seguito (Materie prime o "Commodity").
Rimborso - I Titoli sono Titoli Regolati in Contanti.

A meno che i *Certificates* non siano stati cancellati, riacquistati dall'Emittente oppure rimborsati, essi saranno esercitati automaticamente alla Data di esercizio.

Riscatto finale - I Titoli non hanno una scadenza predefinita. Si trattano di prodotti il cui rendimento è legato alla performance della Materia Prima. Non è prevista alcuna protezione del capitale.

Descrizione del Payout

Il pagamento replica la performance della Materia Prima al netto di alcuni importi (inclusi, ma non limitati a, commissioni, dividendi pagati, se applicabili, e commissioni di rollover a seconda della Materia Prima).

Riscatto (Redemption)

I Certificati possono essere riscattati a discrezione dell'Emittente (Call Payout 1300/1) o del Detentore (Put Payout 1300/1), entro il quinto (5°) giorno lavorativo successivo alla Data di Valutazione del Riscatto Opzionale designata, mediante il pagamento di un Importo di Riscatto Opzionale (CV) calcolato dall'Agente di Calcolo pari a:

CV relativo alla Data di Valutazione del Riscatto Opzionale pertinente.

CV inverso: Applicable.

L'Agente di Calcolo calcolerà il CV in ogni Giorno di Calcolo CV secondo la seguente formula:

$$CV_{(t-1)} \times AF_{(t)} \times \frac{UR_{(t)}/Fx_{(t)}}{UR_{(t-1)}/Fx_{(t-1)}}$$

Dove:

Data di Strike: 22 gennaio 2026;

Data di Emissione (Issue Date): 23 gennaio 2026;

ACT_(t,t-1): numero di giorni di calendario tra l'ACT Day relativo al Giorno di Calcolo CV e l'ACT Day immediatamente precedente;

ACT Day : ciascun Giorno di Calcolo CV;

AF_(t): in relazione ad un Giorno di Calcolo CV:

$$\left[1 + \text{Reference Rate}_{(t-1)} - \text{Management Fee Rate} \right]^{\frac{ACT_{(t,t-1)}}{360}} \times \text{div reinvested factor}_{(t)} \times \text{Rollover Ratio}_{(t)}$$

Giorno di Calcolo CV (CV Calculation Day): ciascun Giorno Lavorativo della Materia Prima dalla Data di Emissione (esclusa) fino (incluso) all'ultimo giorno in cui il Titolo della serie è ancora in circolazione;

CV₍₀₎: EUR 10;

CV_(t-1): CV del Giorno di Calcolo CV immediatamente precedente, oppure CV₍₀₎;

Fattore di reinvestimento dei dividendi_(t): 1;

Fx₍₀₎: Tasso di cambio alla Data di Strike (indicativo EUR/USD 1,1750);

Fx_(t): Tasso di cambio nel Giorno di Calcolo CV;

Fx_(t-1): Tasso di cambio nel Giorno di Calcolo CV immediatamente precedente, oppure Fx₍₀₎;

Tasso della Commissione di Gestione (Management Fee Rate) : 1,2 % annuo, detratto giornalmente dal Valore dei Certificati. L'Agente di Calcolo può adeguarlo entro il **Range della Commissione di Gestione** (0 % – 1,2 %) per riflettere le variazioni dei costi di copertura; il tasso sarà pubblicato sul sito web dell'emittente investimenti@bnpparibas.com in ogni Giorno di Calcolo CV ;

Range della Commissione di Gestione (Management Fee Rate Range): 0 % – 1,2 %;

Reference Rate_(t-1): 0;

Rollover Ratio_(t): 1;

UR₍₀₎: Prezzo di Riferimento della Materia Prima alla Data di Strike (indicativo USD 4.270);

UR_(t): Prezzo di Riferimento della Materia Prima nel Giorno di Calcolo CV;

UR_(t-1) : Prezzo di Riferimento della Materia Prima nel Giorno di Calcolo CV immediatamente precedente, oppure UR₍₀₎ se non esiste.

I Certificati possono essere riscattati anticipatamente per illegittimità o forza maggiore a un importo pari al valore di mercato equo (se esistente) di un Certificato, al netto dei costi per l'Emittente e/o le sue Affiliate per la chiusura di eventuali operazioni di copertura sottostanti, come determinato dall'Agente di Calcolo a sua esclusiva discrezione.

Imposte - Il Portatore deve pagare tutte le tasse, imposte e/o spese derivanti dalla liquidazione dei Titoli e/o dalla consegna o dalla cessione del Diritto Spettante. L'Emittente detraerà dagli importi pagabili o dai beni consegnabili ai Portatori le tasse e spese non previamente detratte da importi pagati o da beni consegnati ai Portatori che l'Agente per il Calcolo determini essere attribuibili ai Titoli.

I pagamenti saranno soggetti in ogni caso a (i) eventuali leggi fiscali o altre leggi e regolamenti agli stessi applicabili in luogo di pagamento, (ii) eventuali ritenute o detrazioni richieste ai sensi di un contratto descritto nella Sezione 1471(b) dello U.S. Internal Revenue Code del 1986 (il "Codice") o altrimenti imposte ai sensi delle Sezioni da 1471 a 1474 del Codice, di ogni regolamento o accordo ai sensi dello stesso, di ogni interpretazione ufficiale dello stesso, o di ogni legge di attuazione di un approccio intergovernativo agli stessi, e (iii) eventuali ritenute o detrazioni richieste ai sensi della Sezione 871(m) del Codice.

Assemblee - I termini dei Titoli conterranno disposizioni per la convocazione di assemblee dei portatori di tali Titoli per valutare questioni aventi un impatto sui loro interessi in generale. Tali disposizioni consentono a maggioranze definite di vincolare tutti i portatori, inclusi i portatori che non abbiano partecipato e votato all'assemblea del caso e i titolari che abbiano votato in maniera contraria alla maggioranza.

Rappresentante dei Portatori dei Titoli - L'Emittente non ha nominato alcun Rappresentante dei Portatori dei Titoli.

Subordinazione dei titoli

I Titoli possono essere emessi su base non garantita. I Titoli emessi su base non garantita sono obbligazioni non subordinate e non garantite dell'Emittente e avranno pari priorità tra esse.

Restrizioni alla libera negoziabilità dei titoli

Non vi sono restrizioni riguardo la 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 "SeDeX MTF".

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 pagasse somme da essa dovuta o non adempisse ad altre obbligazioni in relazione a qualsiasi Titolo alla data specificata per tale pagamento o esecuzione, 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 eseguire la relativa obbligazione alla data di scadenza per tale esecuzione.

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**"). Codice LEI: R0MUJWSFPU8MPRO8K5P83. Il Garante è stato costituito nella forma di société anonyme ("naamloze vennootschap") ai sensi della legge francese e ha ottenuto l'autorizzazione a operare quale banca. La sede legale al 16, boulevard des Italiens - 75009 Parigi, Francia. 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 Deutschland GmbH), 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 Deutschland GmbH), F1+ (Fitch Ratings Ireland Limited) e R-1 (medio) (DBRS Rating GmbH).

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, 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 (Nickel, Floa, Lyf) et BNP Paribas Personal Investors.

Investment & Protection Services (IPS): Assicurazioni (BNP Paribas Cardif) e Wealth and Asset 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.

BNP Paribas SA è la capogruppo del Gruppo BNP Paribas (collettivamente il "Gruppo BNPP").

Ai 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 4,95% del capitale sociale e il Granducato di Lussemburgo, che detiene l'1,14% del capitale sociale.

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

Dal 1 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 specifici del garante

- Un sostanziale aumento di nuovi accantonamenti o una riduzione del livello degli accantonamenti precedentemente registrati esposti al rischio di credito e al rischio di controparte potrebbero influire negativamente sui risultati delle operazioni e delle condizioni finanziarie del Gruppo BNP Paribas.
- Le politiche, le procedure e i metodi del Gruppo BNP Paribas potrebbero esporre lo stesso a rischi non identificati e imprevisi, che potrebbero provocare perdite sostanziali.
- Il Gruppo BNP Paribas potrebbe subire perdite importanti nelle sue attività di negoziazione e investimento a causa delle fluttuazioni del mercato e della volatilità.
- L'accesso al finanziamento e il costo di questo del Gruppo BNP Paribas potrebbero essere influenzati negativamente da una ripresa delle crisi finanziarie, dal peggioramento delle condizioni economiche, dal declassamento del rating, dall'aumento degli spread del credito sovrano o da altri fattori.
- Condizioni economiche e finanziarie sfavorevoli hanno in passato e possono in futuro incidere significativamente sul Gruppo BNP Paribas e sui mercati in cui opera.
- 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.
- Se il Gruppo BNP Paribas non dovesse riuscire a realizzare i propri obiettivi strategici o a raggiungere gli obiettivi finanziari pubblicati, o se i risultati non dovessero seguire gli andamenti previsti annunciati, la quotazione dei suoi titoli potrebbe risentirne negativamente.

Quali sono i principali rischi specifici dei titoli?

Fattori di rischio più significativi specifici dei titoli

Vi sono rischi associati ai Certificates, fa cui:

1. Rischio relativo alla struttura dei Titoli:

Gli investitori possono incorrere in una perdita parziale o totale del proprio investimento. Il rendimento dei titoli dipende dalla performance della materia prima sottostante. I titoli sono certificati a scadenza aperta, cioè non hanno una data di scadenza prefissata, e prevedono:

- un'opzione per l'emittente di riscattare ciascun certificato in una data stabilita dall'emittente, secondo i Termini e le Condizioni;
- un'opzione per il titolare di dare preavviso all'emittente e, al termine del periodo di preavviso, l'emittente provvederà al riscatto di ciascun certificato in una data determinata da essa stessa.

Investire in certificati a scadenza aperta comporta rischi aggiuntivi rispetto ad altri certificati, poiché non hanno una durata prescritta; i titolari potrebbero ottenere un rendimento inferiore a quello atteso, a seconda del momento in cui i certificati a scadenza aperta vengano riscattati o riacquistati.

2. Rischio relativo al Sottostante e sua Disgregazione e Rettifiche:

A seconda delle condizioni dei Titoli, l'importo dovuto al rimborso sarà determinato facendo riferimento al valore della Materia Prima. Se la Materia Prima avrà una performance differente dalle previsioni, ci potrebbe essere un impatto negativo rilevante sugli importi che i Detentori riceveranno in relazione ai Titoli. Altri fattori che potrebbero influire negativamente sul valore dei Titoli sono: esposizione a una o più commodity e/o indici di materie prime, rischi di mercato simili a quelli di un investimento diretto in una materia prima, turbative di mercato ed eventi di rettifica che potrebbero avere un effetto pregiudizievole sul valore o sulla liquidità dei Titoli, ritardi nella determinazione del livello finale di un indice di materie prime, con il risultato di ritardi nel pagamento dell'Importo di Regolamento in Contanti; e il rischio che l'Emittente non fornisca informazioni post-emissione in relazione al Sottostante di Riferimento.

3. Rischi relativi ai mercati di negoziazione dei Titoli:

Fattori che influenzano il valore e il prezzo 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 dei riferimenti sottostanti, il tempo rimanente fino alla data di rimborso programmata dei Titoli, l'effettiva o implicita volatilità associata ai riferimenti sottostanti e al rischio di correlazione dei riferimenti sottostanti pertinenti. La possibilità che il valore e il prezzo di negoziazione dei Titoli fluttuino (positivamente o negativamente) dipende da una serie di fattori, che gli investitori dovranno considerare attentamente prima di acquistare o vendere Titoli.

4. Rischi legali:

Assemblee: I termini dei Titoli conterranno disposizioni per la convocazione di assemblee dei portatori di tali Titoli per valutare questioni aventi un impatto sui loro interessi in generale. Tali disposizioni consentono a maggioranze definite di vincolare tutti i portatori, inclusi i portatori che non abbiano partecipato e votato all'assemblea del caso e i titolari che abbiano votato in maniera contraria alla maggioranza.

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

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

Termini generali, condizioni e calendario previsto dell'offerta

I titoli saranno offerti al pubblico dalla data 7 gennaio 2026 (inclusa) e fino alla data 19 gennaio 2026 (inclusa), fatte salve eventuali chiusure anticipate o estensioni del periodo di offerta.

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

Questa emissione di titoli è offerta nell'ambito di un'offerta non esente in Italia.

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

Nessuna spesa sarà addebitata ad un investitore da parte dell'Emittente.

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

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

Offerente: Banca Nazionale del Lavoro S.p.A., Viale Altiero Spinelli, 30, 00157 Rome, Italy. Codice LEI Offeror : UI802FYJ52XDB7N4KN18.

Richiedente l'ammissione alla negoziazione: BNP Paribas Warrants & Certificats, 20 boulevard des Italiens 75009 Parigi, Francia, investimenti@bnpparibas.com. Codice LEI: R0MUWSFPU8MPRO8K5P83.

Il Offerente è stato costituito nella forma di société anonyme ("naamloze vennootschap") ai sensi della legge francese.

Perché è redatto il presente prospetto?

Utilizzo e l'importo stimato dei proventi netti

I proventi netti dell'emissione dei Titoli andranno a far parte dei fondi generali dell'Emittente. Tali proventi potranno essere utilizzati per mantenere posizioni in contratti di opzioni o di *future* o altri strumenti di copertura.

Ricavi netti stimati: Fino a EUR 10.000.000.

Accordo di sottoscrizione

Non applicabile.

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

Ognuno di tali Collocatori 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 loro collegate nel corso della normale attività.

Varie entità all'interno del Gruppo BNPP (tra cui l'Emittente e il Garante) e le Affiliate svolgono diversi ruoli in relazione ai Titoli, tra cui Emittente dei Titoli e Agente di Calcolo dei Titoli e possono anche svolgere attività di negoziazione (comprese le attività di copertura) relative al Sottostante e ad altri strumenti o prodotti derivati basati su o relativi al Sottostante che possono dar luogo a potenziali conflitti di interesse.

BNP Paribas Financial Markets SNC, che agisce in qualità di Gestore e Agente di Calcolo, è un'Affiliata dell'Emittente e del Garante e possono esistere potenziali conflitti di interesse tra la stessa e i detentori dei Titoli, anche in relazione ad alcune determinazioni e giudizi che l'Agente di Calcolo deve emettere. Gli interessi economici dell'Emittente e di BNP Paribas Financial Markets SNC in qualità di Gestore e Agente di Calcolo sono potenzialmente contrari agli interessi dei Titolari in quanto 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.

Numero di Serie / Codice ISIN	No. di Titoli emessi	No. di Titoli	Trading Code di Borsa Italiana	Prezzo di Emissione per Titolo / Cert ₍₀₎	Data di Esercizio
NLBNPIT31EB8	Up to 1.000.000	Up to 1.000.000	P31EB8	EUR 10	Open End

Numero di Serie / Codice ISIN	Materia prima	Valuta del Materia prima	Reuters Code de Materia prima / Reuters Screen Page	Borsa / Price Source	Sito web della Borsa / Price Source Website	Tasso di Cambio
NLBNPIT31EB8	Gold (PM)	USD	XAU=	London Bullion Market Association (LBMA)	www.lbma.org.uk	EUR / USD