Term Sheet

Final Terms and Conditions (our ref. **CE24972SVA**) as of August 21st, 2024

25M Phoenix Snowball Worst-of on American Airlines Group Inc, ARCELOR MITTAL and NIKE INC in USD Quanto

Issuer	**BNP Paribas Issuance B.V. (S&P's A+)**
Guarantor	BNP Paribas (S&P's A+ / Moody's Aa3 / Fitch A+)
Issue Type	Certificate
Issue Amount	USD 700,000
Number of Certificates	700
Notional Amount per Certificate (N)	1 Certificate = USD 1,000
Currency	USD Quanto
Issue Price per Certificate	99.00%
Listing	None
US Withholding Tax under the Section 871(m) Regulations	Not applicable. However, if this security is significantly modified, a further amount is issued or certain sales are made out of inventory after first issuance, its status as to the application of Section 871(m) may change. Prospective investors, particularly investors that are not United States taxpayers, should consult their tax advisors regarding these regulations and their potential impact on payments under this security.
Trade Date	August 20th, 2024
Issue Date	August 28th, 2024
Redemption Valuation Date	September 21st, 2026
Redemption Date	September 28th, 2026

Underlying Shares

i	Name of Underlying Share[i]	Bloomberg Code	Share[i]$_{Initial}$	Knock-in Price[i]	Automatic Early Redemption Price[i]	Coupon Barrier Price[i]	Strike Date[i]	Price[i]$_{Initial}$
1	American Airlines Group Inc	AAL UW	10.29	5.1450	10.29	5.1450	August 20th, 2024	official closing price
2	ARCELOR MITTAL	MT NA	20.60	10.30	20.60	10.30	August 21st, 2024	official opening price
3	NIKE INC	NKE UN	83.56	41.78	83.56	41.78	August 20th, 2024	official closing price

Number of Shares (per Certificate)

American Airlines Group Inc – $\frac{N}{Share^{1}_{Initial}}$

ARCELOR MITTAL – $\frac{N}{Share^{2}_{Initial}} \times \frac{1}{FX_{1}}$

NIKE INC – $\frac{N}{Share^{3}_{Initial}}$

Strike Price

American Airlines Group Inc - 10.29 (100% of $Share^{1}_{Initial}$)
ARCELOR MITTAL - 20.60 (100% of $Share^{2}_{Initial}$)
NIKE INC - 83.56 (100% of $Share^{3}_{Initial}$)

Conditional Coupon (for each Certificate)

If, on any Coupon Valuation $Date_n$, the official closing price of each Underlying Share is greater than or equal to **50% of $Share^{i}_{Initial}$ with i from 1 to 3**, then a Coupon calculated as follows will be paid on the corresponding Coupon Payment $Date_n$ per Certificate:

N x **2.35%** x (**1 + T**)
Where:

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

Otherwise, no Coupon will be paid.

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

n	Coupon Valuation $Date_n$	Coupon Payment $Date_n$
1	November 21st, 2024	November 29th, 2024
2	February 21st, 2025	February 28th, 2025
3	May 21st, 2025	May 29th, 2025
4	August 21st, 2025	August 28th, 2025
5	November 21st, 2025	December 01st, 2025
6	February 23rd, 2026	March 02nd, 2026
7	May 21st, 2026	May 29th, 2026
8	September 21st, 2026	September 28th, 2026

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 $Price^{i}$**, 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 x **100%**

n	Automatic Early Redemption Valuation $Date_n$	Automatic Early Redemption $Date_n$
1	February 21st, 2025	February 28th, 2025
2	May 21st, 2025	May 29th, 2025
3	August 21st, 2025	August 28th, 2025
4	November 21st, 2025	December 01st, 2025
5	February 23rd, 2026	March 02nd, 2026
6	May 21st, 2026	May 29th, 2026

Automatic Early Redemption Price^{i}

100% x Share$^{i}_{Initial}$ with i from 1 to 3

Knock-in Price^{i}

50% x **Share$^{i}_{Initial}$ with i from 1 to 3**

Knock-in Determination Day

The Redemption Valuation Date.

Knock-in Valuation Time

Specific Scheduled Closing Time of each Underlying Share on the Redemption Valuation Date.

Knock-in Event

A Knock-in Event shall be deemed to occur if, at the Knock-in Valuation Time on the Knock-in Determination Day, at least one Underlying Share closes at a price strictly less than its Knock-in Price.

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 Settlement Amount:

1) If **no Knock-in Event** has occurred:

$$\mathbf{N} \times \mathbf{100\%}$$

2) Otherwise:

Physical Delivery of the Worst-Performing Underlying Share + Cash Settlement for fraction of Shares.

- *if the Worst-Performing Underlying Share is ARCELOR MITTAL:*

Physical Delivery of Underlying Shares in EUR: round part of n, rounded to the lowest integer

$$\text{with } n = \frac{\mathbf{N}}{\mathbf{WO\ Share_{Initial}}} \times \frac{\mathbf{1}}{\mathbf{FX_1}}$$

$$+ \text{ Cash settlement in USD : (decimal part of n)} \times \text{WO Share}_{\text{Final}} \times \text{FX}_1$$

- *if the Worst-Performing Underlying Share is American Airlines Group Inc or NIKE INC:*

Physical Delivery of Underlying Shares in USD: round part of n, rounded to the lowest integer

$$\text{with } n = \frac{\mathbf{N}}{\mathbf{WO\ Share_{Initial}}}$$

$$+ \text{ Cash settlement in USD : (decimal part of n)} \times \text{WO Share}_{\text{Final}}$$

Where

The Worst-Performing Underlying Share is the Underlying Share with the worst performance from the **Strike Date^{i}** to the **Redemption Valuation Date**, defined as:

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

WO Share$_{Initial}$ is the Price$^{i}_{Initial}$ of the Worst-Performing Underlying Share on the **Strike Date^{i}**.

WO Share$_{Final}$ is the official closing price of the Worst-Performing Underlying Share on the **Redemption Valuation Date**.

Share$^{i}_{Initial}$ with i from 1 to 3 is the Price$^{i}_{Initial}$ of the **Share^{i}** on the **Strike Date^{i}**.

Share$^{i}_{Final}$ with i from 1 to 3 is the official closing price of the **Share^{i}** on the **Redemption Valuation Date**.

FX_1 is the EUR/USD foreign exchange fixing rate as determined by the Calculation Agent by reference to Reuters screen page WMRSPOT (or any successor page thereto, as determined by the Calculation Agent) at approximately 4:00 p.m. London time, on the **Redemption Valuation Date**.

Business Day Convention	Following Business Day
Payment Business Days	New York
Calculation Agent	BNP Paribas Financial Markets S.N.C.
Governing Law	**English**
Cut-off Date for Asset Transfer Notice	The third Business Day immediately preceding the Redemption Date where, for the purposes of Conditions 35.2 of the Base Prospectus "Physical Delivery" only "Business Day" means a day on which banks in New York and the relevant clearing system(s) are open for business.
Documentation	The securities will be issued under the Issuer's Warrant and Certificate Programme (the "**Programme**") by way of Final Terms. Copies of the Programme's base prospectus (the "**Base Prospectus**") dated 30 May 2024 (which sets out the terms and conditions to be completed by the Final Terms) 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 relating to the Certificates, the Final Terms will prevail.
Form	Clearing System Global Certificate
Codes	- ISIN: XS2836172549 - Common: 283617254 - Valoren: 137174431 - CFI: DECVSB - FISN: BNPPIBV/VARI CTF NKG 20260928 BSKT
Issuer LEI	7245009UXRIGIRYOBR48
Reuters Ric for Structure	XS2836172549=BNPP
Common Depositary	BNP PARIBAS SA, Luxembourg Branch
Minimum Trading Size	1 Certificate (and multiples of 1 Certificate thereafter)
Secondary Trading	Daily price indications including accrued interest (dirty) will be published on Telekurs, Bloomberg and Reuters. 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 third (3rd) 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. BNP Paribas Financial Markets S.N.C. will settle through Clearstream 81851. Settlement must be made in Nominal.

Fees	In connection with the offer and sale of the Certificates, the distributor will acquire the Certificates from BNP Paribas Financial Markets S.N.C. at a discount to the Issue Price or at the Issue Price. If the distributor acquires the Certificates at the Issue Price, BNP Paribas Financial Markets S.N.C. will pay to the distributor a distribution fee. Such amounts received by the distributor may be in addition to the brokerage cost/fee normally applied by the distributor. Further information regarding such discount/distribution fee is available from the distributor on request. The purchaser is hereby advised that such discount fee may be retained by the distributor.
Selling Restrictions	As set out in the Base Prospectus.

IMPORTANT INFORMATION

Investors Responsibilities

No action has been or will be taken in any 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.