# Termsheet

## S&P 500 Factor 22x Long Certificate

**Valor: 159593707; ISIN: CH1595937074**
**SSPA Product Type: Constant Leverage Certificate(2300)**

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**This product is not a collective investment scheme as per the Federal Act on Collective Investment Schemes (CISA) and thus is not subject to the supervision of the Swiss Financial Market Supervision Authority (FINMA). Therefore, investors in this product are not eligible for the specific investor protection under the Swiss Federal Act on Collective Investment Schemes (CISA) and bear the credit risk of the Issuer and the Guarantor respectively.**

**This document is not available in one of the official Swiss languages and is only available in English.**

# A. Product Description

A Factor 22x Long Certificate provides a leveraged exposure to the daily price performance of the Underlying by applying a constant Leverage Factor of 22 between two Relevant Business Days. With a Factor 22x Long Certificate the investor profits from rising prices of the Underlying. The leverage effect allows for disproportionately high gains but also for disproportionately high losses and does not prevent a total loss of the capital invested. Each time the Observation Price of the Underlying breaches a specific Reset Threshold, a Reset Event will be deemed to have occurred. Due to possible intra-day Reset Events, losses in excess of the set Reset Threshold can be mitigated. Upon the occurrence of a Reset Event the Leverage Factor is reset to 22 until the next Reset Event or the next Relevant Business Day whichever comes first. A Factor Certificate can be used as short term trading instrument. A Factor Certificate does not have a fixed Expiration Date.

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| **Issuer** | BNP Paribas Issuance B.V., Parnassusweg 789, 1082 LZ Amsterdam, The Netherlands (S&P: A+) (on an unsecured basis) |
| **Guarantor** | BNP Paribas SA, 16 Boulevard des Italiens, 75009 Paris, France (S&P: A+ / Moody's: A1 / Fitch: AA-) (on an unsecured basis) |
| **Calculation Agent** | BNP Paribas Financial Markets S.N.C., 20 boulevard des Italiens 75009 Paris, France |
| **Principal Security Agent** | BNP Paribas, Paris, Zurich Branch, Selnaustrasse 16, P.O. Box, 8022 Zurich, Switzerland |
| **Prudential Supervision** | BNP Paribas Issuance B.V. is not subject to prudential supervision BNP Paribas is authorised and supervised by the European Central Bank (ECB) and by the Autorité de Contrôle Prudentiel et de Résolution and regulated by the *Autorité des marchés financiers* in France. |
| **Issue Type** | Certificate |
| **Number of Certificates** | Up to 100,000, with option to issue further Certificates |
| **Settlement Currency** | CHF |
| **Issue Price per Certificate** | CHF 8.43 |
| **Trade Date** | November 19th, 2026 |
| **Issue Date** | November 20th, 2026 |
| **Commencement Date** | Issue Date |
| **Expiration Date** | Factor Certificate - no fixed Expiration Date |
| **Valuation Date** | In case of the exercise by the Holder of its Holder's Put Option, the Optional Redemption Valuation Date. In case of exercise of the Issuer's Termination Right, the Termination Date |

**Redemption Date**

The Redemption Date will always be at least 5 Business Days following the Valuation Date or Optional Redemption Valuation Date, as the case may be, subject to adjustment with the Business Day Convention.

**Underlying**

S&P 500, Reuters RIC: .SPX , Bloomberg Code: SPX Index

**Underlying Currency**

USD

**Underlying Exchange**

In respect of each component security of the Underlying, the principal stock exchange on which such component security is principally traded

**Certificate Value**

In respect of each Factor Long Certificate, an amount determined recursively on each Relevant Business Day by the Calculation Agent in accordance with the following formula, converted into the Settlement Currency at the prevailing Exchange Rate.

On the Commencement Date, t=1:

$$CV_0 = USD10$$

$$CV_t = \max\left[CV_{t-1} \times \left(1 + L \times \left(\frac{U_t + div_t^{net}}{U_{t-1}} - 1\right)\right) + FC_t; 0.5\% \times CV_{t-1}\right]$$

$$FC_t = -CV_{t-1} \times \left((L-1) \times \left(r_{t-1}^{U} + r_m\right) + L \times (h_c + F)\right) \times n(t-1, t)$$

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| $CV_t$ | Certificate Value on Relevant Business Day t |
| $CV_{t-1}$ | Certificate Value on Relevant Business Day t-1 |
| $L$ | Leverage Factor equal to 22 |
| $U_t$ | Settlement Price of the Underlying on Relevant Business Day t |
| $U_{t-1}$ | Settlement Price of the Underlying on Relevant Business Day t-1 |
| $div_t^{net}$ | In respect of an Ex-Dividend Date, an amount determined by the Calculation Agent equal to the product of (a) the sum of the cash dividends and/or other cash distributions payable in respect of the relevant shares comprised in the Index related to such Ex-Dividend Date less applicable taxes deducted or withheld at source by or on behalf of any applicable authority having power to tax in respect of such cash dividend and/or other cash distribution pursuant to the applicable double taxation treaty or domestic law prevailing at the time of distribution in respect of such Ex-Dividend Date and (b) the Dividend Percentage |
| **Dividend Percentage** | 100% |
| **Ex-Dividend Date** | The date on which the relevant share comprising the Underlying becomes "ex-dividend" as determined by the Calculation Agent |
| $FC_t$ | Financing Component on Relevant Business Day t |
| $r_{t-1}^{U}$ | Reference Interest Rate on Relevant Business Day t-1 |
| **rm** | Interest Margin: 0% p.a. on the Issue Date. The Calculation Agent may adjust the Interest Margin, acting in good faith and in a commercially reasonable manner, to reflect any disparity between the Reference Interest Rate and the Issuer's funding rate, save that the Interest Margin will not be less than -5% p.a. and will not exceed 5% p.a. |
| **hc** | Hedging Cost: 0% p.a .on the Issue Date. If at any time after the Commencement Date the cost of hedging the Securities materially exceeds such specified percentage, the Calculation Agent, acting in good faith and in a commercially reasonable manner, may adjust the Hedging Cost to reflect this change, save that the Hedging Cost will not be less than -40% p.a. and will not exceed 40% p.a. |
| **F** | Financing Spread: 2% p.a. on the Commencement Date. The Calculation Agent, acting in good faith and in a commercially reasonable manner, may adjust the Fee within 0% p.a. to 5% p.a. to reflect a change in the cost to |

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| | the Issuer of issuing the Securities or providing a price in the secondary market. |
| **n(t-1,t)** | The number of calendar days from (and including) the Relevant Business Day immediately preceding such Relevant Business Day to (but excluding) such Relevant Business Day, divided by 360. |
| **Exchange Rate** | The exchange rate between the Underlying Currency and the Settlement Currency on the relevant calculation day, as determined by the Calculation Agent. |
| **Reference Interest Rate** | The Interbank Rate which appears on Reuters screen page SOFR. If the appropriate rate fails to appear on Reuters screen page on time or there has been a permanent or indefinite cancellation or cessation of the relevant rate, the Calculation Agent will use, as a substitute for the relevant rate, the alternative rate selected by the central bank, reserve bank, monetary authority or any similar institution (including any committee or working group thereof) in the jurisdiction or region of the currency in which the relevant rate is denominated (each a "Relevant Nominating Body"), that is consistent with industry accepted standards, provided that, if two or more alternative rates are selected by any Relevant Nominating Body, the Issuer or the Calculation Agent, as applicable, shall determine which of those alternative rates is most appropriate to preserve the economic features of the Securities. If the Calculation Agent is unable to determine such alternative rate, the Reference Interest Rate will be determined by the Calculation Agent acting in good faith and in a commercially reasonable manner. |
| **Holder's Put Option** | Holders are entitled to exercise their option to redeem their Certificate, provided that the Issuer has not previously exercised its right of termination, by giving not less than 30 calendar days notice prior to the scheduled Optional Redemption Valuation Date. |
| **Optional Redemption Valuation Date** | The last Relevant Business Day of March each year, commencing one year after the Issue Date. |
| **Issuer's Termination Right** | The Issuer has the option, commencing one day after the Commencement Date, to redeem all of the Certificates at the Cash Settlement Amount by giving at least one (1) Relevant Business Day notice specifying the Termination Date. |
| **Termination Date** | The date specified as such by the Issuer in the notice notifying the Holders that the Issuer wishes to redeem early the Certificates. |
| **Cash Settlement Amount** | In case of the exercise of Holder's Put Option, the Holder shall receive on the Redemption Date, in respect of each Certificate, a Cash Settlement Amount in the Settlement Currency equal to the Certificate Value $(CV_t)$ on the Optional Redemption Valuation Date.<br><br>In case of exercise of the Issuer's Termination Right, the Holder shall receive on the Redemption Date in respect of each Certificate a Cash Settlement Amount in the Settlement Currency equal to the Certificate Value $(CV_t)$ on the Termination Date |
| **Reset Threshold** | In respect of an Underlying Business Day, an amount calculated by the Calculation Agent in accordance with the following formula:<br><br>$(1 - \text{ResetThresholdPercentage}) \times U_{t-1} - \text{div}_t^{\text{net}}$ |
| **Reset Threshold Percentage** | 3% |
| **Calculation Time t** | The Scheduled Closing Time, on Relevant Business Day t |
| **Calculation Time t-1** | The Scheduled Closing Time, on Relevant Business Day t-1 |
| **Observation Time Period** | In respect of an Underlying Business Day t, the period of time between Calculation Time t-1 (excluded) and Calculation Time t (included) |
| **Observation Price** | Official level |
| **Reset Event** | A Reset Event occurs if, at any time during any Observation Time Period, in the determination of the Calculation Agent the Observation Price of the Underlying is equal to or less than the Reset Threshold.<br><br>The Reset Threshold will be reset on occurrence of each Reset Event and will be calculated in accordance with the Reset Threshold formula, except that: |

$U_{t-1}$ shall be deemed replaced by the latest "Reset Price";
$div_t^{net}$ is equal to 0 (zero);

Depending on the variations of the Underlying, a Reset Event may occur more than once during an Observation Time Period.

At the Calculation Time t, when one or several Reset Events have occurred, $CV_t$ formula is deemed amended as follows and consequently adjusted:

$CV_{t-1}$ is deemed replaced by the preceding adjusted $CV_t$;
$U_{t-1}$ is deemed replaced by the latest "Reset Price";
$div_t^{net}$ is equal to 0 (zero);
$FC_t$ is equal to 0 (zero)

**Reset Price**

The price of the Underlying, determined by the Calculation Agent by reference to the price obtained by unwinding any underlying related hedging arrangements in respect of the relevant Certificate during a cumulative period of twelve hours during which the Underlying is quoted on the Underlying Exchange following the occurrence of a Reset Event. The cumulative period of twelve hours shall be counted during the opening hours of the relevant Underlying Exchange. Accordingly, if the period between the occurrence of the latest Reset Event and the official closing time of the relevant Underlying Exchange would include a day that is not an Underlying Business Day, then the period shall extend to the following Underlying Business Day, until a full period of twelve cumulative hours has passed since the occurrence of the latest Reset Event.

**Adjusted Certificate Value**

Each time a Reset Event occurs during any Observation Time Period, an Adjusted Certificate Value will be calculated in accordance with the $CV_t$ formula subject to the following provisions:

With respect to the first Reset Event occurring, $CV_t$ formula is deemed amended as follows:
$U_t$ is deemed replaced by the "Reset Price";

With respect to the following Reset Events occurring within the same Observation Time Period, $CV_t$ formula is deemed amended as follows and consequently adjusted:

$CV_{t-1}$ is deemed replaced by the preceding adjusted $CV_t$;
$FC_t$ is equal to 0 (zero);
$U_t$ is deemed replaced by the latest "Reset Price";
$U_{t-1}$ is deemed replaced by the last "Reset Price" prior to the latest "Reset Price";
$div_t^{net}$ is equal to 0 (zero)

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| **Local Business Day Centre** | Zurich |
| **Relevant Business Day** | A day that is both an Underlying Business Day and a Securities Business Day |
| **Underlying Business Day** | Exchange Business Day |
| **Securities Business Day** | Any day on which SIX Swiss Exchange Ltd is open for trading during its regular trading session |
| **Business Day Convention** | Following Business Day |
| **Payment Business Days** | Zurich |
| **Governing Law** | **Swiss law** |
| **Jurisdiction** | **The ordinary courts of the city of Zurich, Zurich 1, Switzerland** |
| **Security** | Guarantee of Guarantor, subject to **Swiss law and jurisdiction of the Paris Court of Appeal (Cour d'Appel de Paris)** |
| **Listing** | None |
| **Swiss Offering** | The Certificates qualify for distribution to non-qualified investors in Switzerland |

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| **Fees** | Not applicable (included in the Financing Spread) |
| **Distribution Fees** | None are paid |
| **Relevant Clearing System / Form** | SIX SIS Ltd. / Swiss Dematerialised Securities |
| **Minimum Investment, Minimum Trading Size, Minimum Exercise** | 1 Certificate and multiples of 1 thereafter |
| **Swiss Tax Information** | The following Swiss tax summary is valid at the time of the issuance of the product. It is for general information only and does not purport to be a comprehensive description of all Swiss tax consequences that may be relevant to a decision to purchase, own or dispose of the product. Swiss tax laws and the practice of the Swiss tax authorities may change, possibly with retroactive effect. Prospective purchasers of the product should consult their own tax advisers concerning the tax consequences of purchasing, holding and disposing of the product in the light of their particular circumstances. |
| **Withholding tax and stamp duty** | The product is not subject to Swiss withholding tax.<br>This product is not a taxable security for Swiss stamp duty purposes. Therefore, the issuance and secondary market transactions of the product are not subject to Swiss stamp duty. |
| **Swiss Income Tax** | Please note that the following income tax treatment is only applicable for private investors with tax domicile in Switzerland, holding the product as part of their private assets in a tax perspective.<br><br>The leverage of this product is more than four at issuance. Therefore, this product should be treated as a future contract for Swiss tax purposes. Any profits/returns realized during the term of the product or at redemption are in principle not subject to the Federal Direct Tax ("Direkte Bundessteuer") as they are considered as tax exempt capital gains. The cantonal and communal income tax treatment can differ from the tax treatment for the Federal Direct Tax. However, in general the tax treatments correspond. |
| **Automatic Exchange of Information in Tax Matters** | Switzerland has implemented the Automatic Exchange of Information in Tax Matters ("*AEOI*") as of 1st January 2017 with the EU and various other countries and is negotiating the introduction of the AEOI with further countries. The website "www.sif.admin.ch" provides an overview of all partner states Switzerland has signed an agreement for the introduction of the AEOI. In this context the EU Savings Tax for Swiss paying agents and the Final Withholding Tax with UK and Austria have been repealed as from 1st January 2017. |

# B. Prospects for Profits and Losses

**Market expectation**

A Factor Long Certificate offers the possibility to benefit from the daily price performance of the Underlying with a leverage effect. Investors in a Factor Long Certificate expect the Underlying to be in a distinct uptrend and do not expect the Underlying Currency to depreciate against the Settlement Currency.A Factor Long Certificate is suitable for investors having an investment horizon of a few minutes, a day (intraday) or up to a maximum of 2 or 3 days. It is not intended to be a buy and hold product over an intermediate or long time period.

**Risk tolerance**

Due to the leverage effect, the value of the Factor Long will fluctuate more than the value of the Underlying. An investment in a Factor Long therefore bears a higher risk than a direct one to one investment in the Underlying. Investors in this product should be experienced investors being familiar with derivative products, leverage, the Exchange Rate and the Underlying and should only dedicate a minor portion of their investment capacity. Investors are willing to take a higher risk compared with a direct one to one investment in the Underlying in order to achieve a higher profit potential. The value of a Factor Long will be affected both by the performance of the Underlying and by the performance of the Conversion Rate between the Underlying Currency and the Settlement Currency.

A Factor Long Certificate can lose disproportionately if the Underlying develops sideways. Investors who hold a Factor Long Certificate for longer than one trading day may see their results vary significantly from the performance of the Underlying.

**Profits potential**

A Factor Long Certificate benefits disproportionately from a positive uptrend of the Underlying. Investors benefit from a distinct uptrend of the Underlying. The profit potential for a Factor Long is unlimited. The value of a Factor Long will be positively affected by an appreciation of the Underlying Currency against the Settlement Currency.

**Loss potential**

Holders may lose some or all of their invested capital but the maximum loss is limited to the initial capital invested. If the Underlying and , the Exchange Rate do not move, a Factor Long Certificate loses value over time. A sideways trend of the Underlying can have a negative effect on the performance of the Factor Long Certificate. The risk for an investment in a Factor Long Certificate is significantly greater than it would be for a direct investment. The Issuer has the right to early terminate the Factor Long Certificate by giving notice to the Investor, and in such case, the redemption value can be significantly less than the initial invested capital and /or the termination can occur at an unfavourable time for the investor. Please also review the Early Redemption and Issuer and Guarantor Risk factors below.

# C. Significant Risks for Investors

**General**

An investment in the Certificates involves a high degree of risk, which may include, among others, price risks associated with the Underlying(s), interest rate, foreign exchange, market, time value and political risks.
Potential investors must have the knowledge and experience necessary to enable them to evaluate the risks and merits of an investment in the Certificates. Prospective investors should determine, based on their own independent review and such professional advice (including, without limitation, tax, accounting, credit, legal and regulatory advice) as they deem appropriate under the circumstances, that the acquisition and holding of the Certificates (i) is fully consistent with their financial needs, objectives and condition, (ii) complies and is fully consistent with all investment policies, guidelines and restrictions applicable to them and (iii) is a fit, proper and suitable investment for them, notwithstanding the clear and substantial risks inherent in investing in or holding the Certificates. In making such determination, an investor should consider carefully all the information set forth in the Final Terms and the Base Prospectus.

**No Capital Protection**

The Certificates are not capital protected at any time. There is a risk of partial or total capital loss, and therefore an investment in the Certificates is highly speculative, involving significant risk, including the possible loss of the amount invested, and should therefore only be considered by persons who can afford a loss of their entire investment.

**Index Linked Risks**

An investment in Certificates linked to an Index entails significant risks not associated with an investment in a conventional debt security. On redemption Holders will receive an amount determined by reference to the value of the Underlying, the Exchange Rate and the leverage. Potential investors should take advice accordingly. The movements in the level of an index may be subject to significant fluctuations that may or may not correlate with other indices, changes in interest rates or currencies and the timing of changes in the relevant level of the index may affect the actual return to Holders, even if the average level of the index is consistent with their expectations.

**Early Redemption**

The Terms and Conditions in the Base Prospectus provide for early redemption on the occurrence of force majeure, illegality and certain other events affecting the Underlying and/or the hedge, whereupon the Calculation Agent shall calculate the fair market value of each Certificate 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. Payment will be made in such manner as shall be notified to Holders in accordance with Condition 10 of the Certificates as set out in the Base Prospectus.
The amount that Holders receive as a consequence of such early redemption may be less than the initial capital invested per Certificate and even zero. Holders who choose to reinvest monies received as a consequence of early redemption of the Certificates may be able to do so only in securities with a lower yield than the redeemed Certificates.

**Issuer and Guarantor Risk**

Certificates are unsecured obligations: The Certificates retention of value is dependent not only on the development of the value of the Underlying(s), but also the creditworthiness of the Issuer and the Guarantor, which may change over the term of the product. The Certificates are direct unsecured obligations of the Issuer and will rank pari passu with all other direct unsecured obligations of the Issuer. The obligations of the Guarantor under the Guarantee are unsecured obligations of the Guarantor and will rank pari passu with all its other present and future unsecured obligations, subject as may from time to time be mandatory under French law.
In addition, the Issuer's and the Guarantor's ability to fulfil their obligations under the Certificates may be affected by certain other factors, including liquidity risks, market risks, credit risks, cross-border and foreign exchange risks, operational risks, legal and regulatory risks and competition risks.

**Secondary Market Risks**

Under normal market conditions, the market maker appointed by the Issuer intends but is not obliged to maintain a secondary market on a regular basis throughout the life of the product. Neither the Issuer nor the Guarantor nor the market maker appointed by the Issuer is under any obligation to provide bid- or ask-prices for a specific order or volume and there is no commitment on a specific liquidity or on a specific market making spread. Hence investors cannot rely on being able to purchase or sell the product on a specific date or at a specific price.

**Market Risk**

The market value of, and expected return on, the Certificates may be influenced by a number of factors, some or all of which may be unpredictable (and which may offset or magnify each other), such as (i) the development of the value of the Underlying(s) (ii) economic, financial, political and regulatory or judicial events that affect the Issuer, the Guarantor, the Underlying(s) or financial markets generally, (iii) interest and yield rates in the markets generally, (iv) the time remaining until the Redemption Date (vi) the creditworthiness of the Issuer and the Guarantor and (vii) foreign exchange rates.

**Additional Risks**

In addition, investors should read the section in the Base Prospectus entitled 'Risk Factors'.

# Legal Notice

**Product documentation**

This Termsheet constitutes marketing material pursuant to Article 68 of the FinSA, is for information purposes only and is only a summary of the key terms of the product.
**This document is not intended as a substitute for a recommendation that is provided by a bank or financial adviser before entering into a transaction with derivative instruments, and does not constitute a prospectus within the meaning of former Article 652a and former Article 1156 of the Swiss Code of Obligation, a simplified prospectus within the meaning of former Article 5 of the Swiss Federal Act on Collective Investment Schemes (CISA), a prospectus within the meaning of Article 35 et seq. of the FinSA, nor a key information document for financial instruments within the meaning of Article 58 et seq. of the FinSA or any equivalent document. Nor is it intended to serve as a basis to decide to enter into transactions in products or financial interests that are described in this document.** Reference should always be made to the 18 September 2026 base prospectus, as supplemented from time to time (the "**Base Prospectus**"), which shall be read together with the Final Terms, which together contain the only legally binding terms and conditions and other information related to this product. The Base Prospectus, the Final Terms, any key information document and the Termsheet are available for viewing at the following address: www.bnpparibasmarkets.ch. In addition, copies of any documents incorporated by reference will be made available, along with the respective Base Prospectus, for viewing on the website of BNP Paribas at the following address, www.bnpparibasmarkets.ch or any other website specified in the applicable Final Terms.

**Publication**

If there are any unforeseen changes to the conditions for the securities (the "**Securities**") during their term, these will be notified to the holders of the Securities ("**Holders**") in accordance with the Terms and Conditions. All notifications to Holders concerning the products and adjustments to the product terms are published through the website www.bnpparibasmarkets.ch.

**Important Information**

BNP Paribas is not providing the recipients of this document with any investment advice or recommendation to enter into any potential transaction.
This document should be read together with the Base Prospectus for the Securities and the applicable Final Terms for the Securities (when available) and these documents prevail over any prior communications or materials relating to the terms of the Securities. 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 Securities, and "Offering and Sale", for certain limitations on the purchase and onward sales of the Securities.
Any reference to an Issue Price in this document is not necessarily an expression of the market value of the Securities. Actual prices will depend on market conditions at the time the transaction is concluded. You should conduct your own independent analysis or seek independent advice as to any market value of the Securities. Please note that there can be conflicts of interests between BNP Paribas and potential investors (see below) and BNP Paribas can therefore not assume any responsibility for the financial consequences of your investment decision, which must be independent. BNP Paribas requires that you undertake your own independent due diligence and avail yourself of your own advisors in order to assess the suitability of the Securities in relation to your own financial objectives. Accordingly, if you decide to purchase the Securities, you will be deemed to understand and accept the terms, conditions and risks associated with the Securities. You will also be deemed to act for your own account, to have made your own independent decision to purchase the Securities and to declare that such transaction is appropriate for you based upon your own judgment the advice from such advisers as you have deemed necessary to consult.
Each Holder 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 Securities, 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 Securities.
No action has been or will be taken in any other jurisdiction than Switzerland that would, or is intended to permit a public offering of the Securities.

Investors should note that BNP Paribas acting as Guarantor is licensed as a credit institution in France and as such is subject to the resolution regime introduced by the EU Bank Recovery and Resolution Directive of 15 May 2014. This 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.

**Selling Restrictions**

As further set out in the Base Prospectus, the Securities 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 Securities 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 Securities 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 Securities may not be offered, sold, transferred or delivered without compliance with all applicable securities laws and regulations. Further selling restrictions, including the European Economic Area and UK, are set out in the Base Prospectus.

**Index Disclaimer**

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

**S&P 500® Index**

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