

**ADDENDUM DATED 30 APRIL 2025**

If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

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**Non-collateralised Structured Products**  
**Addendum to the Base Listing Document dated 11 April 2025**  
**relating to Structured Products**  
**to be issued by**

**BNP PARIBAS ISSUANCE B.V. (“Issuer”)**  
*(incorporated in the Netherlands with its statutory seat in Amsterdam)*

**unconditionally and irrevocably guaranteed by**  
**BNP Paribas (“Guarantor”)**  
*(incorporated in France with limited liability)*

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This document includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) for the purpose of giving further information with regard to us, our Guarantor and our standard warrants and callable bull/bear contracts (the “**Structured Products**”). **You must read this document in conjunction with our base listing document dated 11 April 2025 (our “Base Listing Document”).**

**We and the Guarantor accept full responsibility for the accuracy of the information contained in this document and/or our Base Listing Document and confirms, having made all reasonable enquiries, that to the best of our knowledge and belief there are no other facts the omission of which would make any statement in this document and/or our Base Listing Document misleading.**

**The Structured Products involve derivatives. Do not invest in them unless you fully understand and are willing to assume the risks associated with them.**

**The Structured Products are complex products. You should exercise caution in relation to them.** Investors are warned that the price of the Structured Products may fall in value as rapidly as it may rise and holders may sustain a total loss of their investment. Prospective purchasers should therefore ensure that they understand the nature of the Structured Products and carefully study the risk factors set out in our Base Listing Document and the relevant launch announcement and supplemental listing document and, where necessary, seek professional advice, before they invest in the Structured Products.

The Structured Products constitute the general unsecured contractual obligations of us and the Guarantor and of no other person. The Structured Products will rank equally among themselves and with all our other unsecured obligations and all other unsecured obligations of the Guarantor (save for those obligations preferred by law) upon liquidation. If you purchase the Structured Products, you are relying upon our creditworthiness and the creditworthiness of the Guarantor and have no rights under the Structured Products against (a) the company which has issued the underlying securities; (b) the fund which has issued the underlying securities, or its trustee (if applicable) or manager (if applicable); or (c) the index compiler of any underlying index. If we become insolvent or default on our obligations under the Structured Products or our Guarantor becomes insolvent, is subject to the exercise of any resolution power, or defaults on its obligations under the guarantee, you may not be able to recover all or even part of the amount due under the Structured Products (if any). The Guarantor is subject to the exercise of the bail-in powers under the French legislation for implementation of the Bank Recovery and Resolution Directive.

**Sponsor**  
**BNP Paribas Securities (Asia) Limited**

## IMPORTANT INFORMATION

### What is this document about?

This document contains (a) supplemental information in relation to us and the Guarantor, (b) our 2024 annual report for the year ended 31 December 2024 and (c) extracts of the unaudited consolidated financial statements of the Guarantor for the first quarter of 2025. This document is a supplement to our Base Listing Document.

You should read this document together with our Base Listing Document (including any other addendum to our Base Listing Document to be issued by us from time to time) and the relevant launch announcement and supplemental listing document (including any addendum to such launch announcement and supplemental listing document to be issued by us from time to time) before investing in any Structured Products.

### Placing and sales

No offers, sales, re-sales, transfers or deliveries of any Structured Products, or distribution of any offering material relating to the Structured Products may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws or regulations and which will not impose any obligation on us. In particular, the Structured Products have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and will not be offered, sold, delivered or traded, at any time, indirectly or directly, in the United States or to, or for the account or benefit of, any U.S. person (as defined in the Securities Act). A further description of certain restrictions on offering and sale of Structured Products and distribution of this document is provided under the section headed “Placing and Sale” in our Base Listing Document.

### Where can you read the relevant documents?

Copies of this document, our Base Listing Document and the relevant launch announcement and supplemental listing document and other documents set out in the section headed “Where can you read the relevant documents?” in the relevant launch announcement and supplemental listing document are available on the website of the HKEX at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at <https://www.bnppwarrant.com>.

本文件，我們的基本上市文件、有關推出公佈及補充上市文件連同於有關推出公佈及補充上市文件「閣下可在何處閱覽相關文件？」一節所列的其他文件，可於香港交易所披露易網站 ([www.hkexnews.hk](http://www.hkexnews.hk)) 以及我們的網站 (<https://www.bnppwarrant.com>) 瀏覽。

### What are our and the Guarantor’s credit ratings?

The Issuer’s long term credit rating is:

<i>Rating agency</i>	<i>Rating as of 29 April 2025</i>
S&P Global Ratings	A+ (stable outlook)

The Guarantor’s long term credit ratings are:

<i>Rating agency</i>	<i>Rating as of 29 April 2025</i>
Moody’s Investors Service, Inc.	A1 (stable outlook)
S&P Global Ratings	A+ (stable outlook)

### Is the Issuer or our Guarantor subject to any litigation?

Save as disclosed in our Base Listing Document and this document, the Issuer, our Guarantor and their respective subsidiaries are not aware of any litigation or claims of material importance pending or threatened against any of them.

### Have the Issuer’s and the Guarantor’s financial positions changed since last financial year-end?

Save as disclosed in the paragraph headed “Have the Issuer’s and the Guarantor’s financial positions changed since last financial year-end?” on page 5 of our Base Listing Document:

- (i) there has been no material adverse change in the financial or trading position of the Issuer since 31 December 2024; and
- (ii) there has been no material adverse change in the financial or trading position of our Guarantor since 31 December 2024.

### How can you get further information about us and/or the Guarantor?

You may visit [www.bnpparibas.com](http://www.bnpparibas.com) to obtain further information about us and/or the Guarantor.

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## **SUPPLEMENTAL INFORMATION IN RELATION TO US AND THE GUARANTOR**

We refer you to our financial statements for the year ended 31 December 2024 as set out in Appendix 1 of this document. As at the date of this document, the Issuer's auditors have given and have not withdrawn their written consent to the inclusion of their report dated 3 April 2025 on our financial statements for the year ended 31 December 2024 in this document and/or references to their names in the Listing Documents (as defined in our Base Listing Document), in the form and context in which they are included. Their report was not prepared for incorporation into this document.

The Issuer's auditors do not hold our shares or shares in members of our group, nor do they have the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for our securities or securities of any member of our group.

We also refer you to the extracts of the unaudited consolidated financial statements of the Guarantor for the first quarter of 2025 as set out in Appendix 2 of this document. The information in Appendix 2 is not complete and references should be made to such unaudited consolidated financial statements which can be downloaded at *[www.bnpparibas.com](http://www.bnpparibas.com)*.

**APPENDIX 1**  
**OUR 2024 ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2024**

The information set out in this Appendix 1 is our 2024 Annual Report which includes our annual financial statements for the year ended 31 December 2024. References to page numbers on the following pages are to the page numbers of such Annual Report.

# **BNP PARIBAS ISSUANCE B.V.**

Herengracht 595  
1017 CE Amsterdam, the Netherlands  
Chamber of Commerce Amsterdam no. 33215278

## **Annual report for the year ended 31 December 2024**

*This copy of the annual report of BNP Paribas Issuance B.V. for the year 2024 is not in the ESEF format as specified by the European Commission in Regulatory Technical Standard on ESEF (Regulation (EU) 2019/815).*

*The ESEF version of the annual report is available at :  
<https://rates-globalmarkets.bnpparibas.com/documents/legaldocs/resourceindex.htm>*

### **Independent auditor**

Deloitte Accountants B.V.  
Gustav Mahlerlaan 2970, P.O. Box 58110, 1040 HC Amsterdam, The Netherlands

# BNP PARIBAS ISSUANCE B.V.

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# BNP PARIBAS ISSUANCE B.V.

## ***Directors' Report***

The Directors present their report and the audited financial statements of BNP Paribas Issuance B.V. for the year ended 31 December 2024.

### **Principal activity of the company**

BNP Paribas Issuance B.V. ('the Company') was incorporated on 10 November 1989 under the law of the Netherlands.

The principal activity of the Company is the issuance of structured products such as warrants, certificates, notes and to enter into hedging agreements with other BNP Paribas companies to hedge against various risks.

### **Review of business**

During the year, the Company continued to issue structured products to private investors worldwide. The proceeds from the sale of the structured products were used to fund the activities of other BNP Paribas S.A. undertakings through certain economic hedging arrangements. The principal purpose of these hedging arrangements is to hedge the Company against various risks associated with the structured product issuance activity. The Company's ultimate controlling company is BNP Paribas S.A.

### **Strategy and future outlook**

BNP Paribas Issuance B.V. is the main issuer of structured products of BNP Paribas Group. The Company operates on all platforms of Global Markets (Europe, Americas and Asia). It is a wholly-owned subsidiary of BNP Paribas S.A. (the Parent) and is fully guaranteed in respect of all its obligations by BNP Paribas S.A. The Company issues secured or unsecured certificates, notes or warrants. The issued securities can be listed or not on regulated or unregulated markets.

It is expected that the Company will continue to issue structured products.

The Company did not engage in any research and development activities, investment nor financing activities during 2024 other than those already disclosed in this report, and is not expected to do so during the following year.

### **Principal risks and uncertainties**

The Company's activities are exposed to various risks, which are managed using BNP Paribas' risk management framework. The Company has a low risk appetite and does not enter into unhedged economic positions.

#### Market risk

The Company takes on exposure to market risks arising from positions in interest rates, currency exchange rates, commodities and equity products, all of which are exposed to general and specific market movements. However, these risks are hedged by swap agreements with BNP Paribas Group companies and OTC option agreements or collateral arrangements and therefore these risks are mitigated in principle.

#### Credit risk

The Company has a significant concentration of credit risks as all OTC contracts are acquired from its parent and other BNP Paribas Group companies. Taking into consideration the objectives and activities of the Company and the fact that the BNP Paribas Group is under the supervision of the European Central Bank and the Autorité de contrôle prudentiel et de résolution, Paris, the Directors consider these risks as acceptable. The long term senior debt of BNP Paribas S.A. is rated (A+) by Standard & Poor's and (Aa3) by Moody's.



# BNP PARIBAS ISSUANCE B.V.

## Liquidity risk

The Company has significant liquidity risk exposure. To mitigate this exposure, the Company entered into netting agreements with its parent and other BNP Paribas Group companies.

## **Operating result and dividends**

The results for the year ended 31 December 2024 are set out on page 6 and show the Company's profit for the financial year after taxation is 130,396 EUR (56,192 EUR for 2023).

No dividends were paid or proposed during the year 2023 and the year 2024.

## **Directors**

The Directors of the Company who served from the start of the year 2024 and up to the financial statement date were:

Edwin Herskovic  
Cyril Le Merrer  
Folkert Van Asma  
Geert Lippens (resigned on 25 March 2024)  
Hugo Peek (appointed on 25 March 2024)  
Matthew Yandle

The Directors mentioned above are together authorised to represent the Company. All Directors of the Company, except for one, are employed by the Company. The number of employees is expected to remain stable during the following year.

## **Statement under the Transparency Directive (as implemented in Dutch law)**

According to the Board's best knowledge based on International Financial Reporting Standards (IFRS-EU) as endorsed by the European Union, the attached financial statements present a true and fair view of the assets, liabilities, financial position, and profit of the Company for the year ended 31 December 2024. Accordingly, the annual report, including the directors' report and the financial statements, provides a true and fair reflection of the Company's position as at 31 December 2024.

As BNP Paribas S.A. fulfils the requirements at group level, the Company is exempted from establishing its own Audit Committee under Article 3a of the Royal Decree of 26 July 2008 adopting EU Directive 2006/43EG. In accordance with the recommendations of the EU Commission, BNP Paribas S.A. has an Audit Committee that is made of independent directors who are not members of the Executive committee.

## **Independent auditors**

The financial statements for the year ended 31 December 2024 have been audited by Deloitte Accountants B.V, external auditor of the Company.

Amsterdam, 3 April 2025

The Board of Directors,

Signed by

Cyril Le Merrer

Edwin Herskovic

# BNP PARIBAS ISSUANCE B.V.

## Financial statements

(before profit appropriation)

### Balance Sheet

	Notes	31 December 2024	31 December 2023
<b>Assets</b>		€	€
<b>Non-Current Assets</b>			
Financial assets held at fair value through profit and loss	4.1	79,237,491,750	97,094,582,619
Financial assets designated at fair value through profit or loss	4.2	4,264,641,142	2,545,414,411
Financial assets at amortised cost	4.3	-	88,659,779
<b>Total Non-Current Assets</b>		<b>83,502,132,891</b>	<b>99,728,656,809</b>
<b>Current Assets</b>			
Financial assets held at fair value through profit and loss	4.4	40,218,447,470	25,222,420,892
Financial assets designated at fair value through profit or loss	4.5	511,319,797	1,609,394,850
Financial assets at amortised cost	4.6	-	-
Trade and other receivables	4.7	1,788,592	3,193,007
Cash and cash equivalents	4.8	7,527,254	3,498,827
<b>Total Current Assets</b>		<b>40,739,083,114</b>	<b>26,838,507,576</b>
<b>Total Assets</b>		<b>124,241,216,005</b>	<b>126,567,164,385</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
Financial liabilities designated at fair value through profit or loss	4.9	80,362,205,601	89,212,731,768
Financial liabilities held at fair value through profit and loss	4.10	3,139,927,290	10,427,265,262
Financial liabilities at amortised cost	4.11	-	88,659,779
<b>Total Non-Current Liabilities</b>		<b>83,502,132,891</b>	<b>99,728,656,809</b>
<b>Current Liabilities</b>			
Financial liabilities designated at fair value through profit or loss	4.12	36,987,020,076	24,093,437,960
Financial liabilities held at fair value through profit and loss	4.13	3,742,747,191	2,738,377,781
Financial liabilities at amortised cost	4.14	-	-
Trade and other payables	4.15	3,863,783	5,870,946
Current tax liability	4.16	17,370	16,591
<b>Total Current Liabilities</b>		<b>40,733,648,420</b>	<b>26,837,703,278</b>
<b>Total Liabilities</b>		<b>124,235,781,311</b>	<b>126,566,360,088</b>

# BNP PARIBAS ISSUANCE B.V.

	Notes	31 December 2024	31 December 2023
<b>Equity</b>		€	€
<b>Capital and reserves attributable to equity shareholders of the Company</b>			
Share capital	4.17	4,545,379	45,379
Share premium reserve		-	-
Legal reserve		-	-
Retained earnings		758,918	702,726
Profit for the year		130,396	56,192
<b>Total Equity</b>	4.18	<b>5,434,693</b>	<b>804,297</b>
<b>Total Liabilities and Equity</b>		<b>124,241,216,005</b>	<b>126,567,164,385</b>

## Income Statement

	Notes	31 December 2024	31 December 2023
		€	€
Net income on financial instruments at FVPL		-	-
Net income on financial instruments at amortised cost		-	-
Fee income and other income		1,044,671	808,768
Operating expenses		-877,344	-735,697
Net foreign exchange (loss)/gain		-	-
<b>Operating profit</b>	4.19	<b>167,327</b>	<b>73,071</b>
Bank costs and similar charges		-4,301	-3,698
<b>Profit before corporate income tax</b>		<b>163,026</b>	<b>69,373</b>
Corporate income tax	4.20	-32,630	-13,181
<b>Profit for the year attributable to equity shareholders (parent)</b>		<b>130,396</b>	<b>56,192</b>

## Statement of Comprehensive Income

There were no other items of comprehensive income or expense other than the profit for the financial year shown above. As a result, the profit for the financial year represents total comprehensive income.

The notes on pages 9 - 32 form an integral part of the financial statements.

# BNP PARIBAS ISSUANCE B.V.

## Statement of Changes in Equity

	Share Capital	Share Premium Reserve	Legal Reserve	Retained Earnings	Undistributed profit	Total
	€	€	€	€	€	€
<b>Balance as at 1 January 2023</b>	<b>45,379</b>	-	-	<b>702,725</b>	-	<b>748,105</b>
Profit for the period	-	-	-	-	56,192	56,192
<b>Balance as at 31 December 2023</b>	<b>45,379</b>	-	-	<b>702,725</b>	<b>56,192</b>	<b>804,297</b>
Balance as at 1 January 2024	45,379	-	-	758,918	-	804,297
Profit for the period	-	-	-	-	130,396	130,396
Capital increase	4,500,000	-	-	-	-	4,500,000
<b>Balance as at 31 December 2024</b>	<b>4,545,379</b>	-	-	<b>758,918</b>	<b>130,396</b>	<b>5,434,693</b>

## Statement of Cash Flows

Cash and cash equivalents refers to the line item on the balance sheet that reports the value of the Company's assets that are cash or can be converted into cash immediately. Cash equivalents include merely bank accounts.

	Notes	31 December 2024	31 December 2023
		€	€
<b>Cash flow from operating activities</b>			
Received reimbursed issuing expenses		10,992,115	9,928,493
Received reimbursed operating expenses		2,873,321	742,793
Paid issuing expenses		-13,403,154	-9,847,692
Paid operating expenses		-708,615	-991,840
Interest income	5	78,046,711	70,080,550
Interest expense	5	-78,046,711	-70,080,550
Transactions with customers and credit institution		204,981	3,153,462
Salaries		-104,814	-
Taxes received		447,447	63,297
Taxes paid		-772,854	-221,262
<b>Cash flow from / (used in) operating activities</b>		<b>-471,573</b>	<b>2,827,251</b>
<b>Cash flow from financing activities</b>			
Capital increase		4,500,000	-
<b>Cash flow from / (used in) financing activities</b>		<b>4,500,000</b>	<b>-</b>
Net increase/(decrease) in cash and cash equivalents		4,028,427	2,827,251
Net cash and cash equivalents at the beginning of the year		3,498,827	671,576
<b>Net cash and cash equivalents at the end of the year</b>		<b>7,527,254</b>	<b>3,498,827</b>

Refer to page 12 for the principles for the preparation of the cash flow statement.

# BNP PARIBAS ISSUANCE B.V.

## *Notes to the financial statements*

### **1. GENERAL INFORMATION**

BNP Paribas Issuance B.V. (the Company), having its registered address in Amsterdam, was incorporated under the law of the Netherlands on 10 November 1989 as a private limited liability company.

The Company is registered at the Chamber of Commerce Amsterdam with no. 33215278.

The principal activity of the Company is the issuance of structured products such as warrants, certificates, notes and to enter into hedging agreements with other BNP Paribas companies to hedge against various risks.

All outstanding shares of the Company are owned by BNP Paribas S.A., France (direct and ultimate parent). The Company is a fully consolidated company of the BNP Paribas Group. The financial statements of BNP Paribas S.A. can be found on the website [group.bnpparibas.com](http://group.bnpparibas.com).

The Company's main activity is the issuance of structured products comprising certificates, warrants and notes, and the hedging of associated risks through hedging agreements with other BNP Paribas companies. The valuation of a structured product will have no impact on the income statement, capital or net assets since the change in valuation of a structured product will have an equal offsetting change in the value of the hedging transaction with other BNP Paribas companies.

### **2. SIGNIFICANT ACCOUNTING POLICIES**

#### Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards, as adopted within the EU (hereinafter IFRS-EU) and with Part 9 of Book 2 of the Netherlands Civil Code.

All amounts are stated in euros, the reporting currency which is also the functional currency of the Company, unless stated otherwise.

The accounting principles of the Company are summarised below. These accounting principles have all been applied consistently throughout the period and the preceding financial year unless indicated otherwise.

#### Accounting convention

The accounts are prepared under the historical cost convention, except for the financial instruments that are measured at fair value.

#### Going concern basis

The Financial Statements have been prepared on a going concern basis. The Company has a master hedging agreement with BNP Paribas Group companies under which issued securities are hedged by swap agreements and OTC option agreements or collateral arrangements. In addition, the Company has an agreement with BNP Paribas Group companies to recharge its operating expenses at a margin of 10%.

#### Use of estimates and judgements

The preparation of the Financial Statements requires management to exercise its judgement, make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

# BNP PARIBAS ISSUANCE B.V.

In classifying a financial instrument in the valuation hierarchy, judgement is applied in determining whether one or more inputs are observable and significant to the fair value measurement. A financial instrument's categorisation within the valuation hierarchy is based on the lowest level of input that is significant to the fair value measurement. For instruments classified in levels 2 and 3, management judgement must be applied to assess the appropriate models and level of valuation adjustments.

Details on the Company's level 3 financial instruments are set out in the notes to the balance sheet.

## Financial instruments

Financial assets and liabilities are recognised on the balance sheet when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are derecognised when those contractual provisions are expired or transferred.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

The fair values of the hedging agreements are calculated the same way as their related issued securities.

## Amortised cost

Financial assets are measured at amortised cost if :

- they are held under a business model with the objective of collecting contractual cash flows ("Hold to Collect");
- they have contractual terms under which cash flows are solely payments of principal and interest ("SPPI");
- they are not designated as measured at fair value.

## Fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

## Fair value through profit or loss

Financial assets and financial liabilities are measured at fair value through profit or loss (FVTPL) if they are held for trading. A financial asset or a financial liability is defined as "held for trading" if it is acquired or incurred principally for the purpose of selling or repurchasing it in the near term, or forms part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit taking.

## Designated at fair value through profit or loss

Financial assets and financial liabilities are designated as measured at fair value through profit or loss only if the designation:

- Eliminates or significantly reduces a measurement or recognition inconsistency;
- Or applies to a group of financial assets, financial liabilities or both that the Company manages and evaluates on a fair value basis;
- Relates to an instrument that contains an embedded derivative unless the embedded derivative does not significantly modify the cash flows required by the contract or when a similar hybrid instrument is considered that separation of the embedded derivative is prohibited.

# BNP PARIBAS ISSUANCE B.V.

## Offsetting financial assets and financial liabilities

No financial assets and liabilities have been offset on the balances as at 31 December 2024.

## Impairment of financial assets

The Company has a significant concentration of credit risks as all hedging contracts are acquired from its parent Company and other group companies. Taking into consideration the objectives and activities of the Company and the fact that the BNP Paribas Group is under supervision of the European Central Bank and the *Autorité de contrôle prudentiel et de résolution*, Paris, the Management Board considers these risks as acceptable. The long term senior debt of BNP Paribas Group is rated (A+) by Standard & Poor's and (Aa3) by Moody's.

Despite the significant credit risk, the Company does not impair its financial assets as the credit risk is fully transferred to its parent entity by entering into hedge agreements with BNP Paribas SA.

The Company does not hold any Traditional Credit Products (TCP) instruments. Non-TCP consists of financial assets measured at amortised cost which include trade and other receivables and cash instruments. The non-TCP are receivables from companies of the BNP Paribas Group.

## Recognition of income and expenses

The net result of financial instruments includes capital gains or losses, currency results, interest income and expense or changes in fair value on the issued securities and related hedging contracts. As the Company enters into a swap agreement with a BNP Paribas Group Company and an OTC option on exactly the same terms and conditions of the issued security or a collateral arrangement on each issue of securities, there is a complete hedge of the economic risk of the Company. Therefore, the net result of the financial instruments equals zero and is recorded on a net basis. The gross results on fair value measuring and interest income / costs will be presented separately (see note 4.19).

Fee income, other income and operating expenses are taken in the year to which they relate. Profits are recognised in the year they are realised; losses are taken as soon as they are foreseeable.

If securities are exercised against the Company, the Company fulfils its obligation by exercising the related swap agreements or OTC contracts entered into with companies of the BNP Paribas Group. Issued securities and related swap agreements and OTC contracts are released simultaneously. Issued securities not exercised at maturity and the related swap agreements and OTC contracts are released without any further future obligation to the Company.

## Net result financial instruments

The net result for financial instruments includes capital gains and losses, currency results, interest income and expense and changes in fair value on the issued securities and related swap agreements and OTC contracts. As the Company enters into an OTC option or swap agreement with a BNP Paribas Group company on exactly the same terms and conditions of the issued security at each issue of securities, there is a complete hedge of the economic risk of the Company. Therefore, the net result on the financial instruments equals zero and is recorded on a net basis.

## Currencies

The functional currency of the Company is the Euro.

Balance sheet items denominated in currencies other than the Euro are translated at the rate of exchange prevailing on the balance sheet date. Transactions in foreign currencies (not concerning derivatives) during the reporting period have been incorporated at the rate of settlement.

The premiums of the issued securities and the cost of the related swap agreements are denominated in different currencies. Moreover, the underlying contracts of the securities have their own currency

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denominations, which are often based on a basket of currencies. The net effect of the currency risk is nil though, as this risk is completely hedged.

## Corporate income tax

Tax on the Profit and Loss for the period is calculated by applying the applicable rates for the financial year. Income tax payable on taxable profits (current tax) is recognised as an expense in the period in which the profits arise. Income tax recoverable on tax allowable losses is recognised as a current tax asset only to the extent that it is regarded as recoverable by offset against taxable profits arising in the current or prior period. Current tax is measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

## Cash and cash equivalents

Cash and cash equivalents comprise cash and demand deposits with banks, net of outstanding bank overdrafts, along with highly liquid investments, with original maturities of three months or less, that are readily convertible to known amounts of cash and subject to insignificant risk of change in value.

## Share capital

The share capital of the Company consists of ordinary shares, classified as equity.

### **3. PRINCIPLES FOR PREPARATION OF THE CASH FLOW STATEMENT**

The cash flow statement is prepared according to the direct method and consists of cash only.

Netting agreements between the Company and the BNP Paribas Group companies have been drawn up for all cash flows resulting from securities and hedging agreements to avoid that payments have to be made for these flows.

### **4. NOTES TO THE BALANCE SHEET AND INCOME STATEMENT**

#### Measurement of the fair value of financial instruments

The Company establishes securities programmes and issues securities such as warrants, notes and certificates exercisable pursuant to the terms and conditions of such securities programmes. The BNP Paribas Group companies have agreed to purchase the securities at the same time. The BNP Paribas Group companies distribute the securities to third parties. BNP Paribas S.A. acts as guarantor for the securities programmes towards the investors.

The BNP Paribas Group, including the Company, determines the fair value of financial instruments either by using prices obtained directly from external data or by using valuation techniques. These valuation techniques are primarily market and income approaches encompassing generally accepted models (e.g. discounted cash flows, Black-Scholes model and interpolation techniques). They maximise the use of observable inputs and minimize the use of unobservable inputs. They are calibrated to reflect current market conditions and valuation adjustments are applied as appropriate, when some factors such as model, liquidity and credit risks are not captured by the models or their underlying inputs but are nevertheless considered by market participants when setting the exit price.

The unit of measurement is generally the individual financial asset or financial liability, but a portfolio-based measurement can be selected subject to certain conditions. Accordingly, the group retains this portfolio based measurement exception to determine the fair value when some group of financial assets and financial liabilities with substantially similar and offsetting market risks or credit risks are managed on the basis of a net exposure, in accordance with the documented risk management strategy.

When issued, securities are publicly offered or privately placed. Sometimes, privately placed securities are



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listed on the secondary market. Listed securities are listed on stock exchanges in and outside of the European Union; the related OTC contracts are not listed. The majority of the issued securities are not traded actively in active markets.

No accrued interest is presented on the balance sheet because the accrued interest is part of the market value of the derivatives as disclosed on the balance sheet. The net result on the derivatives equals zero and is recorded on a net basis in the profit and loss account, see note 4.19.

## Description of the main instruments on each level

The following section provides a description of the instruments at each level in the hierarchy.

**Level 1:** fair values are determined using directly quoted prices in active markets for identical assets and liabilities. Characteristics of an active market include the existence of a sufficient frequency and volume of activity and of readily available prices.

**Level 2:** the Level 2 stock of securities is composed of securities which are less liquid than Level 1 securities. Fair values are determined based on valuation techniques for which significant inputs are observable market data, either directly or indirectly. These techniques are regularly calibrated and the inputs are corroborated with information from active markets.

*Derivatives* classified in Level 2 comprise mainly the following instruments:

- Vanilla instruments such as interest rate swaps, caps, floors and swaptions, credit default swaps, equity/foreign exchange (FX)/commodities forwards and options;
- Structured derivatives for which model uncertainty is not significant, such as exotic FX options, mono- and multi-underlying equity/funds derivatives, single curve exotic interest rate derivatives and derivatives based on structured rates.

The above derivatives are classified in Level 2 when there is a documented stream of evidence supporting one of the following:

- Fair value is predominantly derived from prices or quotations of other Level 1 and Level 2 instruments, through standard market interpolation or stripping techniques whose results are regularly corroborated by real transactions;
- Fair value is derived from other standard techniques such as replication or discounted cash flows that are calibrated to observable prices, that bear limited model risk and enable an effective offset of the risks of the instrument through trading Level 1 or Level 2 instruments;
- Fair value is derived from more sophisticated or proprietary valuation techniques but is directly evidenced through regular back-testing using external market-based data.

Determining whether an over-the-counter (OTC) derivative is eligible for Level 2 classification involves judgement. Consideration is given to the origin, transparency and reliability of external data used, and the amount of uncertainty associated with the use of models. It follows that the Level 2 classification criteria involve multiple analysis axis within an “observability zone” whose limits are determined by i) a predetermined list of product categories and ii) the underlying and maturity bands. These criteria are regularly reviewed and updated, together with the applicable valuation adjustments, so that the classification by level remains consistent with the valuation adjustment policy.

**Level 3:** fair values are determined using valuation techniques for which significant inputs are unobservable or cannot be corroborated by market-based observations, due, for instance, to the illiquidity of the instrument and significant model risk. An unobservable input is a parameter for which there is no market data available and that is therefore derived from proprietary assumptions about what other market participants would consider when assessing fair value. The assessment of whether a product is illiquid or subject to significant model risks is a matter of judgment. The level in the fair value hierarchy within which the asset or liability is

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categorised in its entirety is based upon the lowest level input that is significant to the entire fair value. All given estimated fair values are related to the market conditions prevailing at the year's end; the future values may differ.

*Vanilla derivatives* are classified in Level 3 when the exposure is beyond the observation zone for rate curves or volatility surfaces or relates to less liquid markets such as tranches on old credit index series or emerging markets interest rates markets.

These vanilla derivatives are subject to valuation adjustments linked to uncertainty about liquidity, specialised by the nature of underlying and liquidity bands.

*Structured derivatives* classified in Level 3 predominantly comprise structured derivatives, of which are hybrid products (FX/Interest Rates hybrids, Equity hybrids), credit correlation products, prepayment sensitive products, some stock basket optional products and some interest rate optional instruments.

The table below presents the assets and liabilities reported at fair value by major product category and fair value hierarchy.

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At 31 December 2024	Level 1	Level 2	Level 3	Total
	€	€	€	€
<b>Financial assets held at fair value through profit and loss:</b>				
Funded and unfunded OTC as well as reverse repurchase agreements	-	68,710,252,055	50,745,687,165	119,455,939,220
<i>Non-current assets</i>				
<i>(remaining maturity over 1 year)</i>				79,237,491,750
<i>Current assets</i>				
<i>(remaining maturity less than 1 year)</i>				40,218,447,470
<b>Financial assets designated at fair value through profit or loss:</b>				
Bonds	-	-	4,775,960,939	4,775,960,939
<i>Non-current assets</i>				
<i>(remaining maturity over 1 year)</i>				4,264,641,142
<i>Current assets</i>				
<i>(remaining maturity less than 1 year)</i>				511,319,797
<b>Total Financial Assets</b>	-	<b>68,710,252,055</b>	<b>55,521,648,104</b>	<b>124,231,900,159</b>
<b>Financial liabilities held at fair value through profit and loss:</b>				
Warrants	-	5,575,214,647	1,307,459,834	6,882,674,482
<i>Non-current liabilities</i>				
<i>(remaining maturity over 1 year)</i>				3,139,927,290
<i>Current liabilities</i>				
<i>(remaining maturity less than 1 year)</i>				3,742,747,191
<b>Financial liabilities designated at fair value through profit or loss:</b>				
Medium term notes and Certificates	-	63,135,037,407	54,214,188,270	117,349,225,677
<i>Non-current liabilities</i>				
<i>(remaining maturity over 1 year)</i>				80,362,205,601
<i>Current liabilities</i>				
<i>(remaining maturity less than 1 year)</i>				36,987,020,076
<b>Total Financial Liabilities</b>	-	<b>68,710,252,055</b>	<b>55,521,648,104</b>	<b>124,231,900,159</b>

  

At 31 December 2023	Level 1	Level 2	Level 3	Total
	€	€	€	€
<b>Financial assets held at fair value through profit and loss:</b>				
Funded and unfunded OTC as well as reverse repurchase agreements	-	75,941,069,514	46,375,933,997	122,317,003,511
<i>Non-current assets</i>				
<i>(remaining maturity over 1 year)</i>				97,094,582,619
<i>Current assets</i>				
<i>(remaining maturity less than 1 year)</i>				25,222,420,892

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<b>Financial assets designated at fair value through profit or loss:</b>			
Bonds	-	-	4,154,809,261
<i>Non-current assets (remaining maturity over 1 year)</i>			2,545,414,411
<i>Current assets (remaining maturity less than 1 year)</i>			1,609,394,850
<b>Total Financial Assets</b>	<b>-</b>	<b>75,941,069,514</b>	<b>50,530,743,258</b>
<b>Financial liabilities held at fair value through profit and loss:</b>			
Warrants	-	3,974,441,751	9,191,201,292
<i>Non-current liabilities (remaining maturity over 1 year)</i>			10,427,265,262
<i>Current liabilities (remaining maturity less than 1 year)</i>			2,738,377,781
<b>Financial liabilities designated at fair value through profit or loss:</b>			
Medium term notes and Certificates	-	71,966,627,763	41,339,541,966
<i>Non-current liabilities (remaining maturity over 1 year)</i>			89,212,731,768
<i>Current liabilities (remaining maturity less than 1 year)</i>			24,093,437,960
<b>Total Financial Liabilities</b>	<b>-</b>	<b>75,941,069,514</b>	<b>50,530,743,258</b>
			<b>126,471,812,772</b>

### Valuation process

BNP Paribas Group has retained the fundamental principle that it should have a unique and integrated processing chain for producing and controlling the valuation of financial instruments that are used for the purpose of daily risk management and financial reporting. All these processes are based on a common economic valuation which is a core component of business decisions and risk management strategies.

Economic value is composed of mid-market value, to which valuation adjustments may be added.

Mid-market value is derived from external data or valuation techniques that maximise the use of observable and market-based data. Mid-market value is a theoretical additive value which does not take account of i) the direction of the transaction or its impact on the existing risks in the portfolio, ii) the nature of the counterparties, and iii) the aversion of a market participant to particular risks inherent in the instrument, the market in which it is traded, or the risk management strategy.

Valuation adjustments take into account valuation uncertainty and include market and credit risk premiums to reflect costs that could be incurred in case of an exit transaction in the principal market.

Fair value generally equals economic value, subject to limited adjustments, such as own credit adjustments, which are specifically required by IFRS standards.

The valuation adjustment for counterparty credit risk (CVA) and own-credit risk for derivatives (DVA) are deemed to be unobservable components of the valuation framework and therefore classified in Level 3. This does not impact, in general cases, the classification of individual transactions into the fair value hierarchy. However, a specific process allows to identify individual deals for which the marginal contribution of these adjustments and related uncertainty is significant and justifies classifying these transactions in Level 3.

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The table below provides the range of values of main unobservable inputs for the valuation of Level 3 financial instruments. The ranges displayed correspond to a variety of different underlying instruments and are meaningful only in the context of the valuation technique implemented by BNP Paribas. The weighted averages, where relevant and available, are based on fair values, nominal amounts or sensitivities.

The main unobservable parameters used for the valuation of debt issued in Level 3 are equivalent to those of their economic hedge derivative. Information on those derivatives, displayed in the following table, is also applicable to these debts.

Risk classes	Balance Sheet valuation (in millions of euros)		Main product types composing the Level 3 stock within the risk class	Valuation technique used for the product types considered	Main unobservable inputs for the product types considered	Range of unobservable input across Level 3 population considered	Weighted average
	Asset	Liability					
Repurchase agreements	4,400	-	Long-term repo and reverse-repo agreements	Proxy techniques, based amongst other on the funding basis of a benchmark bond pool, that is actively traded and representative of the repo underlying	Long-term repo spread on private bonds (High Yield, High Grade) and on ABS	0 bp to 107 bp	32 bp (a)
Interest rate derivatives	2,232	-	Hybrid Forex / Interest rates derivatives	Hybrid Forex interest rate option pricing model	Correlation between FX rate and interest rates. Main currency pairs are EUR/JPY, USD/JPY, AUD/JPY	3% to 56%	9% (a)
			Hybrid inflation rates / Interest rates derivatives	Hybrid inflation interest rate option pricing model	Correlation between interest rates and inflation rates mainly in Europe.	19% to 45%	35%
			Floors and caps on inflation rate or on the cumulative inflation (such as redemption floors), predominantly on European and French inflation	Inflation pricing model	Volatility of cumulative inflation	1.3% to 11.6%	(b)
			Forward Volatility products such as volatility swaps, mainly in euros	Interest rates option pricing model	Volatility of the year-on-year inflation rate	0.3% to 2.6%	
			Balance-guaranteed fixed rate, basis or cross currency swaps, predominantly indexed on European collateral pools	Prepayment modelling Discounted cash flows	Forward volatility of interest rates	0.5% to 0.8%	(b)
					Constant prepayment rates	0% to 25%	0.2% (a)
Credit derivatives	14,820	-	Collateralised Debt Obligations and index tranches for inactive index series	Base correlation projection technique and recovery modelling	Base correlation curve for bespoke portfolios	27% to 88%	(b)
					Recovery rate variance for single name underlyings	0% to 25 %	(b)
			N-to-default baskets	Credit default mode	Default correlation	50% to 83%	54% (a)
			Single name Credit Default Swaps (other than CDS on ABs and loans indices)	Stripping, extrapolation and interpolation	Credit default spreads beyond observation limit (10 years)	19 bp to 20 bp	19 bp
Equity derivatives	34,070	-	Simple and complex derivatives on multiunderlying baskets on stocks	Various volatility option models	Illiquid credit default spread curves (across main tenors)	1 bp to 2,217 bp (1)	102 bp ©
					Unobservable equity volatility	0% to 184% (2)	24% (d)
					Unobservable equity correlation	16% to 99%	62% (c)

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For Level 3 financial instruments, the following movements occurred during the year 2024:

Level 3	Assets		Liabilities	
	FVPL	FVPL designated	FVPL	FVPL designated
At 31 December 2023	<b>46,375,933,996</b>	<b>4,154,809,261</b>	<b>9,191,201,292</b>	<b>41,339,541,966</b>
Purchases	24,224,619,739	555,296,068		
Issues			955,521,413	23,824,394,394
Change in unrealised gain/loss	-11,324,228,531	241,008,956	-7,877,195,314	-3,206,024,261
Sales	-15,366,496,365	-175,153,347		
Settlements			-1,112,768,527	-14,428,881,185
Transfers to L3	7,730,030,404		150,706,632	7,579,323,771
Transfers from L3	-894,172,079		-5,663	-894,166,416
At 31 December 2024	<b>50,745,687,165</b>	<b>4,775,960,939</b>	<b>1,307,459,834</b>	<b>54,214,188,270</b>

## Sensitivity of fair value to reasonably possible changes in level 3 assumptions

Financial instruments issued by the Company are hedged against various risk, including price risk, by entering into hedging agreements with other BNP Paribas group companies. Hence, the use of unobservable inputs would not impact neither the income nor the equity of the Company. As a result, as at 31 December 2024, no sensitivity analysis for level 3 financial instruments is disclosed.

### 4.1 Financial assets held at fair value through profit and loss (Non-current).

Financial assets held at fair value through profit or loss consist of derivatives and non-derivative financial instruments (funded and unfunded OTC as well as reverse repurchase agreements) with a remaining maturity of more than 1 year. Below is the relevant balance.

Financial assets held at fair value through profit and loss	31 December 2024	31 December 2023
	€	€
Non-current assets (remaining maturity over 1 year)	79,237,491,750	97,094,582,619

### 4.2 Financial assets designated at fair value through profit or loss (Non-current)

Financial assets designated at fair value through profit or loss consist of bonds with a remaining maturity of more than 1 year. Below is the relevant balance.

Financial assets designated at fair value through profit or loss	31 December 2024	31 December 2023
	€	€
Non-current assets (remaining maturity over 1 year)	4,264,641,142	2,545,414,411

### 4.3 Financial assets at amortised cost (Non-current)

Financial assets at amortised cost consist of repo transactions between the Company and BNP Paribas group with a remaining maturity of more than 1 year. Below is the relevant balance.

*Since the exposure is to BNP Paribas and is collateralised, the Expected Credit Loss ("ECL") can be disregarded as not significant.*

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Financial assets at amortised cost	31 December 2024	31 December 2023
	€	€
Non-current assets (remaining over 1 year)	-	88,659,779

## 4.4 Financial assets held at fair value through profit and loss (Current)

Financial assets held at fair value through profit or loss consist of derivatives and non-derivative financial instruments (funded and unfunded OTC as well as reverse repurchase agreements) with a remaining maturity up to 1 year. Below is the relevant balance.

Financial assets held at fair value through profit and loss	31 December 2024	31 December 2023
	€	€
Current assets (remaining maturity lower than 1 year)	40,218,447,470	25,222,420,892

## 4.5 Financial assets designated at fair value through profit or loss (Current)

Financial assets designated at fair value through profit or loss consist of bonds with a remaining maturity up to 1 year. Below is the relevant balance.

Financial assets designated at fair value through profit or loss	31 December 2024	31 December 2023
	€	€
Current assets (remaining maturity less than 1 year)	511,319,797	1,609,394,850

## 4.6 Financial assets at amortised cost (Current)

Financial assets at amortised costs consist of repo transactions between the Company and BNP Paribas group with a remaining maturity lower than 1 year. Below is the relevant balance.

*Since the exposure is to BNP Paribas and is collateralised, the Expected Credit Loss ("ECL") can be disregarded as not significant.*

Financial Assets at amortised cost	31 December 2024	31 December 2023
	€	€
Current assets (remaining maturity lower than 1 year)	-	-

## 4.7 Trade and other receivables

Trade and other receivables include only amounts falling due within one year.

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Since the exposure basically is to BNP Paribas, the Expected Credit Loss ("ECL") can be disregarded as not significant.

	31 December 2024	31 December 2023
	€	€
<b>Amounts falling due within one year</b>		
Amounts owed by intragroup companies	1,788,592	3,193,007
Trade and other receivables (others)	-	-
<b>Total</b>	<b>1,788,592</b>	<b>3,193,007</b>

### Current tax asset

There are no current tax assets at the date of the reporting period.

### 4.8 Cash and cash equivalents

The balance stated below considers the position with regard to current bank accounts held by BNP Paribas.

	31 December 2024	31 December 2023
	€	€
Cash receivables	-	-
Cash held with BNP intragroup companies	7,527,254	3,498,827
Cash held with third parties	-	-
Bank overdraft	-	-
Balances due to BNP Paris intragroup companies	-	-
Balances due to third parties	-	-
<b>Net cash and cash equivalents as reported in the cash flow statement</b>	<b>7,527,254</b>	<b>3,498,827</b>

### 4.9 Financial liabilities designated at fair value through profit or loss (Non-current)

Financial liabilities designated at fair value through profit or loss consist of medium-term notes and certificates with a remaining maturity of more than 1 year. Below is the relevant balance.



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Financial liabilities designated at fair value through profit or loss	31 December 2024	31 December 2023
	€	€
<i>Non-current liabilities (remaining maturity over 1 year)</i>	80,362,205,601	89,212,731,768

### 4.10 Financial liabilities held at fair value through profit or loss (Non-current)

Financial liabilities held at fair value through profit or loss consist of warrants with a remaining maturity of more than 1 year. Below is the relevant balance.

Financial liabilities held at fair value through profit or loss	31 December 2024	31 December 2023
	€	€
<i>Non-current liabilities (remaining maturity over 1 year)</i>	3,139,927,290	10,427,265,262

### 4.11 Financial liabilities at amortised cost (Non-current)

Financial assets at amortised cost consist of medium-term notes related to 'Resonance' transactions (securitization) with a remaining maturity of more than 1 year. Below is the relevant balance.

Financial liabilities at amortised cost	31 December 2024	31 December 2023
	€	€
<i>Non-current liabilities (remaining maturity over 1 year)</i>	-	88,659,779

### 4.12 Financial liabilities designated at fair value through profit or loss (Current)

Financial liabilities designated at fair value through profit or loss consist of medium-term notes and certificates with a remaining maturity up to 1 year. Below is the relevant balance.

Financial liabilities designated at fair value through profit or loss	31 December 2024	31 December 2023
	€	€
<i>Current liabilities (remaining maturity lower than 1 year)</i>	36,987,020,076	24,093,437,960

### 4.13 Financial liabilities held at fair value through profit or loss (Current)

Financial liabilities held at fair value through profit or loss consist of warrants with a remaining maturity up to 1 year. Below is the relevant balance.

Financial liabilities held at fair value through profit or loss	31 December 2024	31 December 2023
	€	€
<i>Current liabilities (remaining maturity lower than 1 year)</i>	3,742,747,191	2,738,377,781

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## 4.14 Financial liabilities at amortised cost (Current)

Financial assets at amortised costs consist of medium-term notes related to 'Resonance' transactions (securitization) with a remaining maturity lower than 1 year. Below is the relevant balance.

Financial liabilities at amortised cost	31 December 2024	31 December 2023
	€	€
<i>Current assets (remaining maturity lower than 1 year)</i>	-	-

## 4.15 Trade and other payables

Trade and other payables consist of amounts falling due within one year.

	31 December 2024	31 December 2023
	€	€
<b>Amounts falling due within one year</b>		
Amounts owed to intragroup companies	27,411	1,861,658
Trade and other payables (others)	3,836,372	4,009,287
<b>Total</b>	<b>3,863,783</b>	<b>5,870,945</b>

## 4.16 Current tax liability

The current tax liabilities consists of tax payables due to the Dutch Tax Authority.

	31 December 2024	31 December 2023
	€	€
Corporate income tax	17,370	16,591
<b>Total</b>	<b>17,370</b>	<b>16,591</b>

## 4.17 Share capital

The authorised and issued share capital is fully paid. The relevant amounts are stated below.

<b>Authorised share capital</b>	
31 December 2023: Ordinary shares 45 379 shares of €1 each	45,379
Capital increase of 4,500,000 shares of €1 each	4,500,000
<b>31 December 2024: Share capital of 4,545,379 shares of €1 each</b>	<b>4,545,379</b>

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## Issued and fully paid share capital

31 December: 2023 Ordinary shares 45 379 shares of €1 each	45,379
Capital increase of 4,500,000 shares of €1 each	4,500,000
<b>31 December 2024: Share capital of 4,545,379 shares of €1 each</b>	<b>4,545,379</b>

## 4.18 Total equity (managed capital)

The Company's managed capital as at 31 December 2024 consists entirely of its issued share capital of 4,545,379 EUR, retained earnings of 758,918 EUR and profit for the year of 130,396 with a total capital of 5,434,693 EUR.

There are no external requirements applicable with regard to the Company's managed capital.

## 4.19 Operating profit

### Net income on financial instruments at fair value through Profit and Loss

Net income on financial instruments measured at fair value through profit and loss include all profit and loss items relating to financial instruments held at fair value through profit and loss and financial instruments designated at fair value through profit and loss.

### Net income on financial instruments at amortised cost

Net income on financial instruments measured at amortised cost include all profit and loss items relating to financial instruments measured at amortised cost.

### Fee income and other income

Fee income and other income include recharged operating expenses increased with an up-count of 10%, based on cost plus agreements with BNP Paribas Group companies concluded for an indefinite period of time. These costs have been or will be invoiced to BNP Paribas Group companies:

- BNP Paribas S.A. receives all fee and commission income from its other businesses.
- The Company reimburses all fees and commission expenses that are paid by other BNP Paribas.

### Auditor's remuneration

	<b>31 December 2024</b>	<b>31 December 2023</b>
	€	€
Audit fees	116,257	93,500

The Audit fees amount as of 31 December 2024 is covering the audit of the year-end financial statements 2024 and the review of the interim financial statements 2024.

## 4.20 Corporate income tax

	<b>31 December 2024</b>	<b>31 December 2023</b>
	€	€
Current tax	32,630	13,181
<b>Tax on profit on ordinary activities</b>	<b>32,630</b>	<b>13,181</b>

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Profit for the year before tax	163,026	69,373
Tax calculated at applicable tax rates	32,630	13,181
<b>Income tax expense</b>	<b>32,630</b>	<b>13,181</b>

The standard tax rate in the Netherlands is 25.8% (2023: 25.8%). A tax rate of 19% (2023: 19%) is applied to the first 200,000 EUR (2023: 200,000 EUR). The effective tax rate is therefore 19% in 2024.

### 4.21 Related party transactions

Related parties consist of:

- Directors and shareholders of the Company
- Other BNP Paribas Group companies

### Key Management personnel remuneration

In 2023, the Company appointed 5 Directors in replacement of BNP Paribas Finance B.V, among which 4 are based in the Netherlands and 1 outside of the Netherlands. The Directors based in the Netherlands are employed by the Company and received a total remuneration of 165,391 EUR for 2024 (25,712 for 2023).

The scope of Key management personnel per IAS 24 paragraph 17 is the same as the scope of art. 2:383 of DCC. There are no loans, advanced payments and guarantees granted to the Directors.

As at 31 December 2024, the Company has 4 employees, which are the 4 Directors based in the Netherlands.

The Company does not have supervisory board.

### Related party transactions with other BNP Paribas Group companies

Outstanding balances	31 December 2024	31 December 2023
	€	€
Financial assets held at fair value through profit or loss	119,455,939,220	120,317,003,511
Financial assets designated at fair value through profit or loss	4,775,960,939	4,154,809,261
Financial assets at amortized costs	-	88,659,779
Trade and other receivables	1,788,592	3,193,007
Cash and cash equivalents	7,527,254	3,498,827
Trade and other payables	-27,411	-1,861,658
<b>Total</b>	<b>124,241,188,594</b>	<b>126,565,302,727</b>

  

Income and expenses	31 December 2024	31 December 2023
	€	€
Fee income	904,947	799,252
Other income	-	-
Operating expenses	-255,546	-442,065
Bank costs and similar changes	-4,301	5,818
<b>Total</b>	<b>645,100</b>	<b>363,005</b>

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For the off-balance related party transactions, reference is made to note 8: Commitments contingencies and off-balance items.

## 4.22 Valuation adjustments (CVA and DVA)

### Credit Valuation Adjustment

Financial assets held at fair value through profit and loss predominantly represent derivatives and fully funded OTC financial instruments with other BNP Paribas companies. Credit valuation adjustments ("CVA") are necessary to reflect counterparty credit quality in the valuation of assets measured at fair value.

CVA for financial assets at fair value through profit and loss for the year 2024 is a gain amounting to 203,443,972 EUR (a gain of 59,999,478 EUR for 2023) which is fully offset by an equal and opposite amount in financial liabilities at fair value through profit or loss.

### Debit Valuation Adjustment

Debit valuation adjustments are necessary to reflect the credit quality of the Company in the valuation of such financial liabilities at fair value through profit and loss. The directors consider that the Company is fully hedged and that there would, in the normal course of business, be no impact on the results of the Company due to movements in the fair value of the financial liabilities at fair value through profit or loss.

The amount of change attributable to changes in its own credit and funding risk in the financial liabilities at fair value through profit or loss and held at fair value through profit or loss for the year 2024 is a loss amounting to 203,443,972 EUR (a loss of 59,999,478 EUR for 2023). This is fully offset by an equal and opposite amount in financial assets at fair value through profit or loss.

## 5. NOTES TO THE CASH FLOW STATEMENT

In general, it is assumed that the securities and the related swap agreements and OTC contracts are exercised at the exercise dates mentioned in the final terms of the securities against the fair value as determined. Netting agreements between the Company and the BNP Paribas Group companies have been drawn up for all flows resulting from securities. OTC contracts, swap agreements and collateral arrangements to avoid that payments have to be made for these flows. Conditions that could influence future cash flows will therefore have no impact on the cash flow of the Company.

### Received interest and paid interest and fees

These cash flows relate to repack transactions (notes issued by the Company backed by bonds). The Company receives monthly interest and pays fees to the BNP Paribas Group companies. The remainder is paid as interest to the noteholders. The relevant amount with regard to 2024 is 78,046,711 EUR for interest income as well as interest expenses (70,080,550 EUR for the year 2023).

## 6. FINANCIAL RISK MANAGEMENT

Risk management is central to the banking business and is one of the cornerstones of operations for the BNP Paribas Group. BNP Paribas Group has an internal control system covering all types of risks to which the Group may be exposed, organised around three lines of defence:

- As the first line of defence, internal control is the business of every employee, and the heads of the operational activities are responsible for establishing and running a system for identifying, assessing

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and managing risks according to the standards defined by the functions exercising independent control in respect of the second line of defence.

- The main control functions within BNP Paribas ensuring the second line of defence are the Compliance and Risk Functions. Their heads report directly to the Chief Executive Officer of BNP Paribas Group and account for the performance of their missions to the Board of directors via its specialised committees.
- General Inspection provides a third line of defence. It is responsible for periodic control.

The BNP Paribas Group has a strong risk and compliance culture. Executive Management has chosen to include the risk culture in three of its key corporate culture documents:

- Code of conduct: The Group adopted a new Code of conduct in 2016. It applies to all employees and defines the rules for our conduct in line with the core values of our corporate culture. For example, employees are reminded in the Code of conduct that the Group's interests are protected by responsible risk-taking in a strict control environment. The Code of conduct also includes rules for protecting customers' interests, financial security, market integrity and professional ethics, which all play an important role in mitigating compliance and reputation risks.
- Responsibility Charter: Executive Management drew up a formal Responsibility Charter, inspired by the Group's core values (the "BNP Paribas Way"), management principles and code of conduct. One of the four commitments is "Being prepared to take risks, while ensuring close risk control". The Group sees rigorous risk control as part of its responsibility, both to clients and to the financial system as a whole. The Bank's decisions on the commitments it makes are reached after a rigorous and concerted process, based on a strong, shared risk culture which pervades all levels of the Group. This is true both for risks linked to lending activities, where loans are granted only after in-depth analysis of the borrower's situation and the project to be financed, and for market risks arising from transactions with clients – these are assessed on a daily basis, tested against stress scenarios, and subject to limits. As a strongly diversified group, both in terms of geography and businesses, BNP Paribas is able to balance risks and their consequences as they materialise. The Group is organised and managed in such a way that any difficulties arising in one business area will not jeopardise another in the Bank.
- The Group's mission and commitments: The mission of BNP Paribas is to finance the economy and advise its clients, by supporting them with their projects, their investments, and the management of their savings, guided by strong ethical principles. Through these activities, BNP Paribas wants to have a positive impact on stakeholders and on society, and be one of the most trustworthy players in the sector. BNP Paribas' 12 commitments as a Responsible Bank include in particular the commitment to apply the highest ethical standards and rigorously manage environmental, social, and governance risks.

The following sections outline the key risks that are inherent in the Company's business activities.

## Credit risk

BNP Paribas Group's credit risk is defined as the probability of a borrower or counterparty defaulting on its obligations to the BNP Paribas Group. Probability of default along with the recovery rate of the loan or debt in the event of default are essential elements in assessing credit quality. In accordance with the European Banking Authority recommendations, this category of risk also includes risks on equity investments, as well as those related to insurance activities.

The Company has a significant concentration of credit risks as all hedging contracts are acquired from its parent Company and other group companies. Taking into consideration the objectives and activities of the Company and the fact that the BNP Paribas Group is under supervision of the European Central Bank and the Autorité de contrôle prudentiel et de résolution, Paris, Management Board considers these risks as acceptable. The long term senior debt of BNP Paribas Group is rated (A+) by Standard & Poor's and (Aa3) by Moody's.

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Expected credit losses ('ECLs') related to the assets at amortised cost can be disregarded as not significant, since these relate to a reverse repo with BNP Paribas Group and are collateralised by government bonds. The counterparty has a low probability of default and in the event of default the loss given default is expected to be limited (due to the collateral), accordingly the ECL is regarded as not significant.

The maximum exposure to credit risk ("gross credit exposure") of the Company as at the reporting date is the carrying amount of the financial assets held in the statement of financial position. The table below includes financial instruments subject to ECL and not subject to ECL. Those financial instruments that bear credit risk but are not subject to ECL are subsequently measured at fair value. Where the Company enters into credit enhancements, including receiving cash as collateral and master netting agreements, to manage the credit exposure on these financial instruments, the financial effect of the credit enhancements is also disclosed below. The net credit exposure represents the credit exposure remaining after the effect of the credit enhancements.

### Collateral and other credit enhancements

The Company has entered into collateral arrangements with other BNP Paribas Group undertakings to mitigate credit risk. Collateral held is managed in accordance with the BNP Paribas Group's guidelines and the relevant underlying agreements.

<b>31 December 2024</b>	<b>Gross credit exposure</b>	<b>Credit enhancements</b>	<b>Net credit exposure</b>
<b>Class</b>	€	€	€
<b>Subject to ECL</b>			
Financial assets at amortised cost	-	-	-
Trade and other receivables	1,788,592	-	1,788,592
Cash and cash equivalents	7,527,254	-	7,527,254
<b>Not subject to ECL</b>			
Financial assets at fair value	124,231,900,159	-4,822,679,929	119,409,220,230
<b>Total assets</b>	<b>124,241,216,005</b>	<b>-4,822,679,929</b>	<b>119,418,536,076</b>

<b>31 December 2023</b>	<b>Gross credit exposure</b>	<b>Credit enhancements</b>	<b>Net credit exposure</b>
<b>Class</b>	€	€	€
<b>Subject to ECL</b>			
Financial assets at amortised cost	88,659,779	-88,659,779	-
Trade and other receivables	3,193,007	-	3,193,007
Cash and cash equivalents	3,498,827	-	3,498,827
<b>Not subject to ECL</b>			
Financial assets at fair value	126,471,812,772	-4,395,598,679	122,076,214,093
<b>Total assets</b>	<b>126,567,164,385</b>	<b>-4,484,258,458</b>	<b>122,082,905,927</b>

### Market risk

The BNP Paribas Group's market risk is the risk of loss of value caused by an unfavourable trend in prices or market parameters. The parameters affecting market risk include, but are not limited to exchange rates, prices of securities and commodities (whether the price is directly quoted or obtained by reference to a comparable

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asset), the price of derivatives on an established market and all benchmarks that can be derived from market quotations such as interest rates, credit spreads, volatility or implicit correlations or other similar parameters. The Company takes on exposure to market risks arising from positions in interest rates, currency exchange rates, commodities and equity products, all of which are exposed to general and specific market movements. However, these risks are hedged by swap agreements with the BNP Paribas Group companies and OTC option agreements or collateral arrangements and therefore these risks are mitigated in principle.

### Liquidity risk

Liquidity risk is the risk that the Company will not be able to honour its commitments or unwind or offset a position due to market conditions or specific factors within a specified period of time and at a reasonable cost. It reflects the risk of not being able to cope with net cash outflows, including collateral requirements, over short-to long-term horizons. The Company has liquidity risk exposures, but has netted this exposure by entering into netting agreements with its parent Company and other group companies.

In the following maturity analysis of financial assets and financial liabilities, derivative contracts and other financial instruments held at FVTPL are disclosed according to their earliest contractual maturity; all such amounts are presented at their fair value, consistent with how these financial instruments are managed. All other amounts represent undiscounted cash flows receivable and payable by the Company arising from its financial assets and financial liabilities to the earliest contractual maturities as at the reporting dates. This presentation is considered by the Company to appropriately reflect the liquidity risk arising from these financial assets and financial liabilities, presented in a way that is consistent with how the liquidity risk in these financial assets and financial liabilities is managed by the Company.

In certain instances, securities contain early redemption clauses such as callability features. The total amount in question is €15,153,679,541 (12%). No early redemption was applicable for 95% of the securities as per 31 December 2023.

Under IFRS 7, it is recommended that financial liabilities are allocated to the earliest period in which the entity can be required to pay, whenever the counterparty has a choice of when an amount is paid. Securities that include an issuer put option are disclosed in the following tables using their closest possible redemption date.

### 31 December 2024

<b>Financial assets as at 31 December 2024</b>						
	<b>On demand</b>	<b>Less than 1 year</b>	<b>1 year – 2 years</b>	<b>2 years – 5 years</b>	<b>Greater than 5 years</b>	<b>Total</b>
	€	€	€	€	€	€
Financial assets held at FVTPL	-	40,218,447,470	12,957,287,918	36,888,063,732	29,392,140,099	119,455,939,220
Financial assets designated at FVTPL	-	511,319,797	430,884,019	2,384,285,837	1,449,471,286	4,775,960,939
Financial assets at AC	-	-	-	-	-	-
Trade & other receivables	-	1,788,592	-	-	-	1,788,592
Cash & cash equivalents	7,527,254	-	-	-	-	7,527,254
<b>Total</b>	<b>7,527,254</b>	<b>40,731,555,859</b>	<b>13,388,171,937</b>	<b>39,272,349,569</b>	<b>30,841,611,385</b>	<b>124,241,216,005</b>



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Financial liabilities as at 31 December 2024						
	On demand	Less than 1 year	1 year – 2 years	2 years – 5 years	Greater than 5 years	Total
	€	€	€	€	€	€
Financial liabilities designated at FVTPL	-	36,987,020,076	12,355,986,427	37,881,733,081	30,124,486,093	117,349,225,677
Financial liabilities held at FVTPL	-	3,742,747,191	1,032,185,511	1,390,616,488	717,125,292	6,882,674,482
Financial liabilities at AC	-	-	-	-	-	-
Trade & other payables	-	3,863,783	-	-	-	3,863,783
Current tax liability	-	17,370	-	-	-	17,370
<b>Total</b>	<b>-</b>	<b>40,733,648,420</b>	<b>13,388,171,937</b>	<b>39,272,349,569</b>	<b>30,841,611,385</b>	<b>124,235,781,311</b>

### 31 December 2023

Financial assets as at 31 December 2023						
	On demand	Less than 1 year	1 year – 2 years	2 years – 5 years	Greater than 5 years	Total
	€	€	€	€	€	€
Financial assets held at FVTPL	-	25,222,420,892	20,523,844,250	37,160,950,523	39,409,787,846	122,317,003,511
Financial assets designated at FVTPL	-	1,609,394,849	462,789,460	828,436,506	1,254,188,446	4,154,809,261
Financial assets at AC	-	-	-	59,503,200	29,156,579	88,659,779
Trade & other receivables	-	3,193,007	-	-	-	3,193,007
Cash & cash equivalents	3,498,827	-	-	-	-	3,498,827
<b>Total</b>	<b>3,498,827</b>	<b>26,835,008,748</b>	<b>20,986,633,710</b>	<b>38,048,890,229</b>	<b>40,693,132,871</b>	<b>126,567,164,385</b>

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Financial liabilities as at 31 December 2023						
	On demand	Less than 1 year	1 year – 2 years	2 years – 5 years	Greater than 5 years	Total
	€	€	€	€	€	€
Financial liabilities designated at FVTPL	-	24,093,437,960	19,838,801,094	35,740,250,977	33,633,679,697	113,306,169,728
Financial liabilities held at FVTPL	-	2,738,377,781	1,147,832,616	2,249,136,052	7,030,296,595	13,165,643,044
Financial liabilities at AC	-	-	-	59,503,200	29,156,579	88,659,779
Trade & other payables	-	5,870,946	-	-	-	5,870,946
Current tax liability	-	16,591	-	-	-	16,591
<b>Total</b>	<b>-</b>	<b>26,837,703,278</b>	<b>20,986,633,710</b>	<b>38,048,890,229</b>	<b>40,693,132,871</b>	<b>126,566,360,088</b>

## 7. NON-FINANCIAL RISK MANAGEMENT

### Compliance risk

Compliance risk is defined as the risk of legal, administrative or disciplinary sanctions, of significant financial loss or reputational damage that a bank may suffer as a result of failure to comply with national or European laws and regulations, codes of conduct and standards of good practice applicable to banking and financial activities, or instructions given by leaders, particularly in application of guidelines issued by a supervisory body. The compliance risk is a sub-category of operational risk. Moreover, certain of its implications can involve more than a purely financial loss and may actually damage the institution's reputation. Reputation risk is the risk of damaging the Group's image, the trust placed in a corporation by customers, counterparties, suppliers, employees, shareholders, supervisors and any other stakeholder whose trust is an essential condition for the corporation to carry out its day-to-day operations. Reputation risk is primarily contingent on all the other risks borne by the Group, specifically the effective or potential materialisation of a credit, market risk, an operational, compliance, environmental, social or legal risk, as well as any violation of a law, a regulation of the Group's Code of conduct or procedure. Responsibility for controlling the risk of non-compliance lies primarily with the activities and business lines. In this context, the Compliance Function manages the system for monitoring non-compliance risks for the scope of all of the Group's businesses in France and abroad. Hierarchically integrated on a global basis. Compliance brings together all employees reporting to the function. Compliance is organised based on its guiding principles (independence, integration, decentralisation and subsidiarity of the function, dialogue with the business lines, a culture of excellence) through local teams.

### Legal risk

The Group Legal Function is an independent function of the BNP Paribas Group and is hierarchically integrated with all the Group's legal teams. Group Legal is responsible for interpreting the laws and regulations applicable to the Group's activities and for providing legal guidance and advice to the Group in a manner that meets the highest standards of excellence and integrity. Group Legal is responsible for legal risk management. The Group Legal Function provides Executive Officers and the Board of directors of the Group with reasonable assurance that legal risks are monitored, controlled and mitigated at the Group level. It is responsible for the

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management (including prevention) of legal risks within the Group through its advisory and control roles. Legal risk refers to the potential loss to the BNP Paribas Group, whether financial or reputational, which impacts or could impact one or more entities of the BNP Paribas Group and/or its employees, business lines, operations, products and/or its services, and results from:

- Non-compliance with a law or regulation or a change in law(s) or regulation(s) (including a change in the interpretation or application of a law or regulation by a court or competent authority and any requirement of any regulatory or supervisory authority);
- A dispute (including all forms of alternative/extrajudicial dispute resolution and court orders) or an investigation or inquiry by a regulatory or supervisory authority (with implications for Group Legal);
- A contractual deficiency;
- A non-contractual matter.

The Group Legal Function is responsible for:

- The prevention of any failure or deficiency in a legal process that may involve the risk of a penalty, reputational risk or financial loss, in all areas (legal risk by nature);
- Management of risk relating to a conflict with a counterparty, a customer, a third party or a regulatory body, resulting from a deficiency or default that could be attributable to the Group in the course of its operations (legal risk as a consequence).

## Tax risk

In each country where it operates, BNP Paribas is bound by specific local tax regulations applicable to companies engaged, for example, in banking, insurance or financial services. The Tax Function ensures at a global level that the tax risk is managed throughout all of the transactions conducted by the Group. In view of the financial and reputational stakes, Finance and Compliance are involved in the tax risk monitoring process. The Group Tax Department carries out the tax function and calls on the assistance of tax managers in certain businesses and in the main geographical areas where the Group operates (as well as tax correspondents in other geographical areas where the Group operates). In ensuring the coherence of the Group's tax practices and the global tax risk monitoring, the Group Tax Department:

- Has drawn up procedures covering all divisions, designed to ensure that tax risks are identified, addressed and controlled appropriately;
- Has implemented a process of feedback aimed at contributing to the control of local tax risk;
- Reports to Executive Management on tax risk developments;
- Oversees tax-related operational risks and the internal audit recommendations fall within the Tax Function's scope of responsibility.

A Tax Coordination Committee, involving Finance and Compliance and, on an as-needed basis, the businesses, is tasked with analysing the main tax issues with respect to the transactions the Group performs.

## Cybersecurity and Technology risks

The use and protection of data and technologies are determining factors for the Bank's activity and its transformation process. While the Bank continues the roll-out of Digital Banking (for the Group's customers and partners) and Digital Working (for the Group's employees), it must incorporate new technology and innovative risk management practices and establish new working practices. This introduces new technological risks in the cyber security arena. Technology management and information systems security is part of the Group's cyber security strategy. This strategy is focused on the preservation of the most sensitive data, regularly adapting both its internal processes and procedures, and its employee training and awareness to contend with increasingly sophisticated and varied threats.

To reinforce its technology and the protection of data, the Group has adopted a comprehensive approach to cyber security management through its three lines of defence:

- Operational entities are the first line of defence. Since 2015, the Group has introduced across all of the entities a transformation programme based on the international standard NIST (National Institute

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of Standards and Technology). This programme is regularly updated, taking into account new threats and recent incidents identified around the world.

- As a second line of defence, the team dedicated to managing cybersecurity and technological risk within RISK ORM and under the responsibility of the Group Chief Operational Risk Officer, is tasked with the following in relation to Operational Risk Officers:
  - Presenting the Group's cyber security and technology risk position to the Group Executive Committee, the Board of directors, and the supervisory authorities.
  - Monitoring the transformation programme across the entire group.
  - Integrating the cyber security and technology risk aspects into all major projects within the Group.
  - Ensuring that policies, principles and major projects take aspects of cyber security and technology risk into consideration.
  - Monitoring existing risks and identifying new threats are likely to have a negative impact on the Group's business.
  - Overseeing third-party information systems risks within a strengthened framework.
  - Conducting independent assessment campaigns on priority objectives.
  - Taking measures to assess and improve the Group's ability to respond to failings and incidents.
- As the third line of defence, the role of General Inspection is to:
  - Assess the processes put in place to manage ICT risks (related to information and communication technologies), as well as associated controls and governance.
  - Check for compliance with laws and regulations.
  - Propose areas of improvement to support the mechanisms put in place.

The Group is responding to new technological and cybersecurity risks as follows:

- Availability and continuity risks: BNP Paribas relies heavily on communication and information systems across all its business activities. Any breach in the security of these systems could lead to failures or interruptions in the systems used to manage customer relations or to record transactions (deposits, services and loans) and could incur major costs to recover and verify compromised data. The Group regularly manages, and revises its crisis management and recovery plans (rate of existence of a business continuity plan validated at 31 December 2021: 89.08%), by testing its data recovery services and the robustness of its information systems, using various scheduled stress scenarios;
- Security risks: the Bank is vulnerable to cybersecurity risk, or risk caused by malicious and/or fraudulent acts, committed with the intention of manipulating information (confidential, bank/insurance, technical or strategic data), processes and users, which may result in material losses for the Group's subsidiaries, employees, partners and customers. The Group continually reassesses the threats as they evolve and mitigates risks detected at a good time by means of taking effective counter measures;
- Change-related risks: the Group's information systems are changing rapidly in the light of digital transformation. These risks, identified during the systems' design or modification phases, are regularly assessed to ensure that the proposed solutions are consistent with the needs of the Group's business lines;
- Data integrity risks: confidentiality of customer data and transaction integrity are areas covered by the same systems set up in response to Regulation (EU) No. 2016/679 of 27 April 2016 (General Data Protection Regulation – GDPR) intended to provide the Group's customers with a service that meets their expectations;
- Third-party information systems risks: the Bank is exposed to risks of financial default, breaches or operational capacity constraints when it interacts with third parties, including customers, financial intermediaries and other market operators. The Group's three lines of defence constitute the

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management framework of these risks at every step of integration until the end of the relationship with such third parties.

The Group deploys significant resources to identify, measure and control its risks and implements various techniques to manage its risk profile. The Covid outbreak in 2020 increased the Group's dependence on digital technologies. In order to have the capacity to work remotely and to allow the Group to continue operating despite the high risk of cybercrime, the Group invested in IT upgrades to increase the bandwidth of the network and ensure the stability of the remote access infrastructure. At the same time, teams in charge of cybersecurity have strengthened their surveillance capabilities to improve detection and respond to threats more quickly. The processes and tools in place were complemented with cyber security reviews and specific support to businesses along with communication of actions to employees.

## 8. COMMITMENTS CONTINGENCIES AND OFF-BALANCE ITEMS

The Company has issued securities with pledged collateral. The value of the pledged collateral as at 31 December 2024 amounts to 15,143,123,776 EUR and as at 31 December 2023 amounts to 11,771,135,160 EUR.

## 9. SUBSEQUENT EVENTS

No subsequent event that could have significantly impacted the financial statements of the Company have occurred since 31 December 2024 and to the date of this report.

## 10. PROFIT APPROPRIATION

The Directors propose to the general meeting of shareholders to add the profit made by the Company during the year 2024 to the retained earnings. The financial statements do not reflect this proposal.

### Board of Directors

Amsterdam, 3 April 2025  
The Board of Directors,

Signed by

Cyril Le Merrer

Edwin Herskovic

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## ***Other Information***

### **Statutory arrangements concerning the appropriation of profits**

Paragraphs 1 and 2 of article 19 of the articles of association:

19.1 The allocation of profits accrued in a financial year shall be determined by the Shareholders' Body. If the Shareholders' Body does not adopt a resolution regarding the allocation of the profits prior to or at latest immediately after the adoption of the annual accounts, the profits will be reserved.

19.2 Distribution of profits shall be made after adoption of the annual accounts if permissible under the law given the contents of the annual accounts.

The Shareholders' Body is defined as the body of the Company consisting of shareholders entitled to vote.

### **Independent auditor's report**

The independent auditor's report is recorded on the next page.

## INDEPENDENT AUDITOR'S REPORT

To the shareholders of BNP Paribas Issuance B.V.

### Report on the audit of the financial statements 2024 included in the annual report

#### Our opinion

We have audited the financial statements 2024 of BNP Paribas Issuance B.V., based in Amsterdam.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of BNP Paribas Issuance B.V. as at 31 December 2024, and of its result and its cash flows for 2024 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

1. The statement of financial position as at 31 December 2024.
2. The following statements for 2024: the income statement, the statements of comprehensive income, statement of changes in equity and statement of cash flows.
3. The notes comprising material accounting policy information and other explanatory information.

#### Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of BNP Paribas Issuance B.V. in accordance with the EU Regulation on specific requirements regarding statutory audit of public-interest entities, the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics for Professional Accountants).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion was addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

## **Materiality**

Based on our professional judgment we determined the materiality for the financial statements as a whole at EUR 1,240,000,000. The materiality is based on 1% of Total Assets. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with management that misstatements in excess of EUR 62,000,000 which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

## **Audit approach fraud risks**

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the entity and its environment and the components of the system of internal control, including the risk assessment process and management's process for responding to the risks of fraud and monitoring the system of internal control and how those charged with governance exercise oversight, as well as the outcomes. We refer to section 7. Cybersecurity and Technology risks of the annual management report for management's fraud risk assessment.

We evaluated the design and relevant aspects of the system of internal control and in particular the fraud risk assessment, as well as among others the code of conduct, whistle blower procedures and incident registration. We evaluated the design and the implementation and, where considered appropriate, tested the operating effectiveness, of internal controls designed to mitigate fraud risks.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption in close co-operation with our forensic specialists. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

We identified the following fraud risks and performed the following specific procedures: Management override of controls (presumed fraud risk)

We evaluated the design and the implementation and, where considered appropriate, tested the operating effectiveness of internal controls that mitigate fraud risks. In addition, we performed procedures to evaluate key accounting estimates for management bias in particular relating to important judgement areas and significant accounting estimates as disclosed in the financial statements. We have also tested the appropriateness of journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements.

We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

We considered available information and made enquiries of the Chief Financial Officer, administrative staff and legal experts.

We tested the appropriateness of journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements.

We evaluated whether the selection and application of accounting policies by the entity, particularly those related to subjective measurements and complex transactions, may be indicative of fraudulent financial reporting.



We evaluated whether the judgments and decisions made by management in making the accounting estimates included in the financial statements indicate a possible bias that may represent a risk of material misstatement due to fraud. Management insights, estimates and assumptions that might have a major impact on the financial statements are disclosed in note 2 of the financial statements. We performed a retrospective review of management judgments and assumptions related to significant accounting estimates reflected in prior year financial statements. Impairment testing of intangible and fixed assets is a significant area to our audit as the determination whether these assets are not carried at more than their recoverable amounts is subject to significant management judgment.

For significant transactions we evaluated whether the business rationale of the transactions suggests that they may have been entered into to engage in fraudulent financial reporting or to conceal misappropriation of assets.

### **Audit approach compliance with laws and regulations**

We assessed the laws and regulations relevant to the entity through discussion with management, reading minutes.

We involved our forensic specialists in this evaluation.

As a result of our risk assessment procedures, and while realizing that the effects from non-compliance could considerably vary, we considered the following laws and regulations: (corporate) tax law, the requirements under the International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and Part 9 of Book 2 of the Dutch Civil Code with a direct effect on the financial statements as an integrated part of our audit procedures, to the extent material for the financial statements.

We obtained sufficient appropriate audit evidence regarding provisions of those laws and regulations generally recognized to have a direct effect on the financial statements.

Apart from these, BNP Paribas Issuance B.V. is subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts and/or disclosures in the financial statements, for instance, through imposing fines or litigation.

Given the nature of BNP Paribas Issuance B.V.'s business and the complexity of these other laws and regulations, there is a risk of non-compliance with the requirements of such laws and regulations. In addition, we considered major laws and regulations applicable to listed companies.

Our procedures are more limited with respect to these laws and regulations that do not have a direct effect on the determination of the amounts and disclosures in the financial statements. Compliance with these laws and regulations may be fundamental to the operating aspects of the business, to BNP Paribas Issuance B.V.'s ability to continue its business, or to avoid material penalties (e.g., compliance with the terms of operating licenses and permits or compliance with environmental regulations) and therefore non-compliance with such laws and regulations may have a material effect on the financial statements. Our responsibility is limited to undertaking specified audit procedures to help identify non-compliance with those laws and regulations that may have a material effect on the financial statements. Our procedures are limited to (i) inquiry of management, the directors and others within BNP Paribas Issuance B.V. as to whether BNP Paribas Issuance B.V. is in compliance with such laws and regulations and (ii) inspecting correspondence, if any, with the relevant licensing or regulatory authorities to help identify non-compliance with those laws and regulations that may have a material effect on the financial statements.

Naturally, we remained alert to indications of (suspected) non-compliance throughout the audit.

Finally, we obtained written representations that all known instances of (suspected) fraud or non-compliance with laws and regulations have been disclosed to us.

## Audit approach going concern

Our responsibilities as well as the responsibilities of the Directors, related to going concern under the prevailing standards, are outlined in the “Description of responsibilities regarding the financial statements” section below. In fulfilling our responsibilities, we performed procedures including evaluating the assessment of the Directors of BNP Paribas Issuance B.V.’s ability to continue as going concern:

- We have assessed whether the continuity disclosures of the Directors in the financial statements include all pertinent information that we are cognizant of, as a consequence of our audit, and have made inquiries to the Directors concerning the most significant assumptions.
- We performed inquiries with the Directors about its knowledge of going concern risks after the period of the continuity assessment performed by the Directors and considering the impact of financial, operational, and other conditions.

Based on these procedures, we did not identify any reportable findings related to the entity’s ability to continue as a going concern.

## Our key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements. We have communicated the key audit matters to those charged with governance. The key audit matters are not a comprehensive reflection of all matters discussed. The below identified key audit matter is addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of key audit matter	How the scope of our audit responded to the key audit matter
<p><b>Valuation of financial instruments (Issued securities and OTC contracts)</b></p> <p>Issued securities amounting to EUR 124.6 billion, are measured at fair value measured using ‘level 1’, ‘level 2’ and ‘level 3’ valuations.</p> <p>As the economic risk of the issued securities is completely hedged by OTC contracts with BNP Paribas group entities, the fair value of OTC contracts equals the fair value of issued securities. Fair value measurement of these financial instruments is important to our audit as the fair value is subject to estimation uncertainty.</p>	<p>Due to the nature of the company, the fair values are provided by BNP Paribas group entities, that are considered as service organizations in our audit. We have received and reviewed reporting provided to us by the service organization’s auditors, including their involvement of valuation specialists. We furthermore focused on the adequacy of the fair value disclosures in note 4 of the financial statements.</p> <p><b>Our observations regarding this key audit matter:</b></p> <p>Applying the aforementioned materiality, we did not identify any reportable findings in the valuation of the financial instruments.</p>

## **Report on the other information included in the annual report**

The annual report contains other information, in addition to the financial statements and our auditor's report thereon.

The other information consists of:

- Director's report.
- The other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the financial statements and does not contain material misstatements.
- Contains all the information regarding the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information including the management board report in accordance with Part 9 of Book 2 of the Dutch Civil Code, and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

## **Report on other legal and regulatory requirements and ESEF**

### **Engagement**

We were engaged by management as auditor of BNP Paribas Issuance B.V. on 29 August 2022, as of the audit for the year 2022 and have operated as statutory auditor ever since that financial year.

### **No prohibited non-audit services**

We have not provided prohibited non-audit services as referred to in Article 5(1) of the EU Regulation on specific requirements regarding statutory audit of public-interest entities.

### **European Single Electronic Format (ESEF)**

BNP Paribas Issuance B.V. has prepared its annual report in ESEF. The requirements for this are set out in the Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (hereinafter: the RTS on ESEF).

In our opinion, the annual report, prepared in XHTML format, including the financial statements of BNP Paribas Issuance B.V. complies in all material respects with the RTS on ESEF.

Management is responsible for preparing the annual report including the financial statements in accordance with the RTS on ESEF.

Our responsibility is to obtain reasonable assurance for our opinion whether the annual report complies with the RTS on ESEF.

We performed our examination in accordance with Dutch law, including Dutch Standard 3950N 'Assuranceopdrachten inzake het voldoen aan de criteria voor het opstellen van een digitaal verantwoordingsdocument' (assurance engagements relating to compliance with criteria for digital reporting).

Our examination included amongst others:

- Obtaining an understanding of the entity's financial reporting process, including the preparation of the annual report in XHTML format.
- Identifying and assessing the risks that the annual report does not comply in all material respects with the RTS on ESEF and designing and performing further assurance procedures responsive to those risks to provide a basis for our opinion, including obtaining the annual report in XHTML format and performing validations to determine whether the annual report complies with the RTS on ESEF.

## **Description of responsibilities regarding the financial statements**

### **Responsibilities of management for the financial statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

### **Our responsibilities for the audit of the financial statements**

Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material misstatements, whether due to fraud or error, during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures.
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identified during our audit. From the matters communicated with those charged with governance, we determine the key audit matters: those matters that were of most significance in the audit of the financial statements. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Amsterdam, 3 April 2025

Deloitte Accountants B.V.

Signed on the original: R.A. Spijker

**APPENDIX 2**  
**EXTRACTS OF THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**OF THE GUARANTOR FOR THE FIRST QUARTER OF 2025**

The information set out in this Appendix 2 has been extracted from the unaudited consolidated financial statements of the Guarantor for the first quarter of 2025. References to page numbers on the following pages are to the page numbers of such unaudited consolidated financial statements.

## CONSOLIDATED PROFIT & LOSS STATEMENT – GROUP

Profit & loss statement (€m)	1Q25	1Q24	Chg. vs. 1Q24
<b>Net banking income (NBI)</b>	<b>12,960</b>	<b>12,483</b>	<b>+3.8%</b>
Operating expenses	-8,257	-7,937	+4.0%
<b>Gross operating income</b>	<b>4,703</b>	<b>4,546</b>	<b>+3.5%</b>
Cost of risk	-766	-640	+19.7%
Other net losses for risks on financial instruments <sup>1</sup>	-15	-5	n.s.
<b>Operating income</b>	<b>3,922</b>	<b>3,901</b>	<b>+0.5%</b>
Non-operating items	318	462	-31.2%
<b>Pre-tax income</b>	<b>4,240</b>	<b>4,363</b>	<b>-2.8%</b>
Tax	-1,149	-1,166	-1.5%
<b>Net income, Group share</b>	<b>2,951</b>	<b>3,103</b>	<b>-4.9%</b>

1. Charges related to the risk of invalidation or non-enforceability of financial instruments granted





# BALANCE SHEET AS OF 31 MARCH 2025

In millions of euros	31/03/2025	31/12/2024
<b>ASSETS</b>		
Cash and balances at central banks	199,173	182,496
Financial instruments at fair value through profit or loss		
Securities	306,049	267,357
Loans and repurchase agreements	304,173	225,699
Derivative financial Instruments	268,540	322,631
Derivatives used for hedging purposes	20,110	20,851
Financial assets at fair value through equity		
Debt securities	76,522	71,430
Equity securities	1,518	1,610
Financial assets at amortised cost		
Loans and advances to credit institutions	42,388	31,147
Loans and advances to customers	894,201	900,141
Debt securities	152,637	146,975
Remeasurement adjustment on interest-rate risk hedged portfolios	(1,752)	(758)
Investments and other assets related to insurance activities	292,140	286,849
Current and deferred tax assets	5,510	6,215
Accrued income and other assets	172,631	174,147
Equity-method investments	7,271	7,862
Property, plant and equipment and investment property	51,032	50,314
Intangible assets	4,364	4,392
Goodwill	5,537	5,550
<b>TOTAL ASSETS</b>	<b>2,802,044</b>	<b>2,704,908</b>
<b>LIABILITIES</b>		
Deposits from central banks	3,593	3,366
Financial instruments at fair value through profit or loss		
Securities	98,577	79,958
Deposits and repurchase agreements	394,434	304,817
Issued debt securities and subordinated debt	109,302	104,934
Derivative financial instruments	247,764	301,953
Derivatives used for hedging purposes	32,372	36,864
Financial liabilities at amortised cost		
Deposits from credit institutions	101,292	66,872
Deposits from customers	1,027,112	1,034,857
Debt securities	204,681	198,119
Subordinated debt	32,546	31,799
Remeasurement adjustment on interest-rate risk hedged portfolios	(10,852)	(10,696)
Current and deferred tax liabilities	3,398	3,657
Accrued expenses and other liabilities	142,722	136,955
Liabilities related to insurance contracts	249,270	247,699
Financial liabilities related to insurance activities	20,089	19,807
Provisions for contingencies and charges	9,472	9,806
<b>TOTAL LIABILITIES</b>	<b>2,665,772</b>	<b>2,570,767</b>
<b>EQUITY</b>		
Share capital, additional paid-in capital and retained earnings	130,234	118,957
Net income for the period attributable to shareholders	2,951	11,688
<b>Total capital, retained earnings and net income for the period attributable to shareholders</b>	<b>133,185</b>	<b>130,645</b>
Changes in assets and liabilities recognised directly in equity	(3,070)	(2,508)
<b>Shareholders' equity</b>	<b>130,115</b>	<b>128,137</b>
<b>Minority interests</b>	<b>6,157</b>	<b>6,004</b>
<b>TOTAL EQUITY</b>	<b>136,272</b>	<b>134,141</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>2,802,044</b>	<b>2,704,908</b>



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