

Supplement No. 5 dated 22 November 2012

to the Base Prospectus dated 1 June 2012



BNP PARIBAS

(incorporated in France)

(as Issuer and Guarantor)

BNP PARIBAS ARBITRAGE ISSUANCE B.V.

(incorporated in the Netherlands)

(as Issuer)

€90,000,000,000

PROGRAMME FOR THE ISSUANCE OF DEBT INSTRUMENTS

This fifth supplement (the "**Fifth Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 1 June 2012 (the "**Base Prospectus**") and the first supplement to the Base Prospectus dated 22 June 2012 (the "**First Supplement**") and the second supplement to the Base Prospectus dated 7 August 2012 (the "**Second Supplement**") and the third supplement to the Base Prospectus dated 14 September 2012 (the "**Third Supplement**") and the fourth supplement to the Base Prospectus dated 30 October 2012 (the "**Fourth Supplement**") in relation to the €90,000,000,000 programme for the issuance of debt instruments of BNP Paribas and BNP Paribas Arbitrage Issuance B.V. (the "**Programme**"). The Base Prospectus constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC as amended by Directive 2010/73/EU (the "**Prospectus Directive**"). The *Autorité des Marchés Financiers* (the "**AMF**") granted visa no. 12-239 on 1 June 2012 in respect of the Base Prospectus, visa no. 12-290 on 22 June 2012 in respect of the First Supplement, visa no. 12-404 on 7 August 2012 in respect of the Second Supplement, visa no. 12-444 on 14 September 2012 in respect of the Third Supplement and visa no. 12-527 on 30 October 2012 in respect of the Fourth Supplement. Application has been made for approval of this Fifth Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meanings when used in this Fifth Supplement.

To the extent that there is any inconsistency between (i) any statement in this Fifth Supplement, and (ii) any statement in, or incorporated by reference in, the Base Prospectus, the statement referred to in (i) above will prevail.

Copies of this Fifth Supplement may be obtained free of charge at the registered offices of the Issuers and will be available on the website of BNP Paribas (www.invest.bnpparibas.com) and on the website of the AMF (www.amf-france.org).

This Fifth Supplement has been prepared in accordance with Article 16.1 of the Prospectus Directive as amended by Directive 2010/73/EU to the extent that such amendments have been implemented in the relevant Member State of the European Economic Area, and pursuant to Article 212-25 of the AMF's *Règlement Général*, for the purposes of giving information with regard to the Issuer which is additional to the information already contained or incorporated by reference in the Base Prospectus.

This Fifth Supplement has been prepared for the purposes of:

- 1) incorporating by reference the English translation of BNP Paribas' *Actualisation du Document de référence déposée auprès de l'Autorité des marchés financiers (AMF) le 9 novembre 2012* (the "**Third Update to the 2011 Registration Document filed with the Autorité des marchés financiers (AMF) on 9 November 2012**") and inserting the following cross reference table in the section "Documents incorporated by reference" beginning on page 62 of the Base Prospectus;
- 2) updating paragraph 6 of the section "**General Information**" on page 398 of the Base Prospectus ; and
- 3) updating paragraph 7 of the section "**General Information**" on page 398 of the Base Prospectus.

In accordance with Article 16.2 of the Prospectus Directive, in the case of a public offer of Notes, investors who have already agreed to purchase or subscribe for Notes before this Fifth Supplement is published have the right, exercisable within two working days after the publication of this Fifth Supplement, to withdraw their acceptances. Investors should be aware, however, that the law of the jurisdiction in which they have accepted an offer of Notes may provide for a longer time limit.

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DOCUMENTS INCOPORATED BY REFERENCE

BNP Paribas (the “**Issuer**”) has filed its *Actualisation du Document de référence déposée auprès de l’AMF le 9 novembre 2012* with AMF on 9 November 2012.

The English translation of the Issuer’s *Actualisation du Document de référence déposée auprès de l’AMF le 9 novembre 2012* (the “**Third Update to the 2011 Registration Document**”) is, by virtue of this Fifth Supplement incorporated in and forms part of the Base Prospectus.

As a result of the incorporation by reference of the Third Update to the 2011 Registration Document in the Base Prospectus, the following additional cross reference table is inserted in the section “Documents Incorporated by Reference” beginning on page 62 of the Base Prospectus.

Additional Information incorporated by reference:

| INFORMATION INCORPORATED BY REFERENCE | REFERENCE |
|---|--------------------|
| BNP PARIBAS - THIRD UPDATE TO THE 2011 REGISTRATION DOCUMENT | |
| QUARTERLY FINANCIAL INFORMATION | PAGES 3-66 |
| GROUP PRESENTATION | PAGE 3 |
| THIRD QUARTER 2012 RESULTS | PAGES 4-65 |
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Any information not listed in the above cross reference list but included in the English translation of the BNP Paribas “Third Update to the 2011 Registration Document filed with the Autorité des marchés financiers (AMF) on 9 November 2012” which is incorporated by reference is given for information purposes only.

UPDATING OF SECTIONS 6 AND 7 OF GENERAL INFORMATION

Paragraph 6. **Legal and Arbitration Proceedings**, in the section entitled “**General Information**” on page 398 of the Base Prospectus is hereby deleted and replaced with the following:

“Save as disclosed on page 86 of the Information Statement (Legal proceedings) and on page 68 of the Third Update to the 2011 Registration Document filed with the *Autorité des marchés financiers* (AMF) on 9 November 2012 (Legal and Arbitration Proceedings), there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which either Issuer is aware), during the period covering at least the 12 months prior to the date of the Fifth Supplement which may have, or have had in the recent past, significant effects on either Issuer and/or the Group’s financial position or profitability”.

Paragraph 7. **Significant Change**, in the section entitled “**General Information**” on page 398 of the Base Prospectus, the first sentence is hereby deleted and replaced with the following:

“Save as disclosed in the Third Update to the 2011 Registration Document filed with the *Autorité des marchés financiers* (AMF) on 9 November 2012, there has been no significant change in the financial or trading position of the Group since 30 June 2012 (being the end of the last financial period for which interim financial information has been published).”

RESPONSIBILITY STATEMENT

I hereby certify, having taken all reasonable care to ensure that such is the case that, to the best of my knowledge, the information contained in this Fifth Supplement is in accordance with the facts and contains no omission likely to affect its import.

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Represented by

Lars Machenil
in his capacity as
Chief Financial Officer

Stéphane de Marnhac
in his capacity as
Head of Investor Relations
and Financial Information

Dated 22 November 2012



In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the French *Autorité des marchés financiers* ("AMF"), in particular Articles 211-1 to 216-1, the AMF has granted to this Fifth Supplement the visa n°12-569 on 22 November 2012. This Fifth Supplement has been prepared by BNP Paribas and its signatories assume responsibility for it. This Fifth Supplement, the Fourth Supplement, the Third Supplement, the Second Supplement and the First Supplement and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa has been granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information in it is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.