

**First Supplement dated 11 August 2022**  
**to the Market Access Securities Base Prospectus dated 30 June 2022**



**BNP Paribas Issuance B.V.**

*(incorporated in The Netherlands)*

*(as Issuer)*

**BNP Paribas**

*(incorporated in France)*

*(as Issuer and Guarantor)*

**Base Prospectus for the issue of Warrants and Certificates**

This first supplement (the "**First Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 30 June 2022 (the "**Base Prospectus**"), in relation to the Market Access Securities Base Prospectus of BNP Paribas Issuance B.V. ("**BNPP B.V.**") and BNP Paribas ("**BNPP**") for the issue of Warrants and Certificates issued under the Note, Warrant and Certificate Programme (the "**Programme**").

The Base Prospectus constitutes a base prospectus for the purposes of Article 8 of the Prospectus Regulation. "**Prospectus Regulation**" means Regulation (EU) 2017/1129 of 14 June 2017. The Base Prospectus received approval no. 22-252 on 30 June 2022 from the *Autorité des marchés financiers* (the "**AMF**"). Application has been made to the AMF for approval of this First Supplement in its capacity as competent authority under the Prospectus Regulation.

BNPP (in respect of itself and BNPP B.V.) and BNPP B.V. (in respect of itself) accept responsibility for the information contained in this First Supplement, save that BNPP B.V. accepts no responsibility for the Second Amendment to the BNPP 2021 Universal Registration Document (in English), the Third Amendment to the BNPP 2021 Universal Registration Document (in English) or the Fourth Amendment to the BNPP 2021 Universal Registration Document (in English) (each as defined below) and the updated disclosure in respect of BNPP. To the best of the knowledge of BNPP and BNPP B.V. (who have taken all reasonable care to ensure that such is the case), the information contained herein is, subject as provided in the preceding sentence, in accordance with the facts and does not omit anything likely to affect the import of such information.

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

To the extent that there is any inconsistency between (i) any statement in this First 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 First Supplement will be available on the website of BNP Paribas (<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>) and on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)).

This First Supplement has been prepared in accordance with Article 23 of the Prospectus Regulation for the purposes of giving information which amends or is additional to the information already contained in the Base Prospectus.

This First Supplement has been prepared for the purposes of:

- (A) amending the "Risks" section;
- (B) incorporating by reference:
  - (i) the third *Amendement au Document d'Enregistrement Universel au 31 décembre 2021* in English dated 29 July 2022 (the "**Third Amendment to the BNPP 2021 Universal Registration Document (in English)**"); and
  - (ii) the fourth *Amendement au Document d'Enregistrement Universel au 31 décembre 2021* in English dated 4 August 2022 (the "**Fourth Amendment to the BNPP 2021 Universal Registration Document (in English)**"); and
- (C) amending the "General Information" section.

The incorporation by reference referred to in (B) above has been made to update the disclosure for BNPP. The amendments referred to in (A) and (C) above have been made to reflect the updated BNPP disclosure referred to in (B) above.

**In accordance with Article 23(2a) of the Prospectus Regulation, in the case of an offer of W&C Securities to the public, investors who have already agreed to purchase or subscribe for W&C Securities issued under the Programme before this First Supplement is published and which are affected by the amendments made in this First Supplement, have the right, exercisable before the end of the period of three working days beginning with the working day after the date of publication of this First Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 18 August 2022. Investors can exercise their right to withdraw their acceptances by contacting the person from whom any such investor has agreed to purchase or subscribe for such W&C Securities before the above deadline.**

## TABLE OF CONTENTS

### Page

|   |    |
|---|----|
| Amendments to the Risks Section.....                | 4  |
| Documents Incorporated by Reference .....           | 14 |
| Amendments to the General Information Section ..... | 19 |
| Responsibility Statement.....                       | 23 |

## AMENDMENTS TO THE RISKS SECTION

*In relation to the amendments to the "Risks" section of the Base Prospectus set out under paragraphs (c) to (j) of this section (other than paragraph (h)(ii) below), (i) text which, by virtue of this First Supplement is added thereto is shown underlined and (ii) text which, by virtue of this First Supplement is deleted therefrom is shown with a line drawn through the middle of the deleted text.*

The "**RISKS**" section on pages 16 to 56 of the Base Prospectus is amended as follows:

- (a) the paragraph under the heading "**Risks Relating to BNPP and its Industry**" on page 16 of the Base Prospectus is deleted and replaced with the following:

"See "Risk Factors" under Chapter 5 on pages 309 to 323 of the BNPP 2021 Universal Registration Document (in English), pages 92 to 107 of the First Amendment to the BNPP 2021 Universal Registration Document (in English) and pages 217 to 235 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English) (each as defined below), each of which is incorporated by reference in this document.";

- (b) the table under the heading "**Risk Factors**" on page 16 of the Base Prospectus is deleted and replaced with the following:

| <i>"Risks weighted assets in billions of euros</i>                          | <b>30.06.22</b> | <b>31.12.21</b> | <b>31.12.20</b> |
|---|-----------------|-----------------|-----------------|
| Credit risk   | 581             | 554             | 527             |
| Counterparty credit risk  | 48              | 40              | 41              |
| Securitisation risk in the banking book                                     | 16              | 14              | 14              |
| Operational risk  | 62              | 63              | 71              |
| Market risk   | 29              | 25              | 25              |
| Amounts below the thresholds for deduction<br>(subject to 250% risk weight) | 20              | 18              | 17              |
| <b>Total</b>  | <b>756</b>      | <b>714</b>      | <b>696</b> ";   |

- (c) the paragraphs under the heading "**1. Credit risk, counterparty risk and securitisation risk in the banking book**" on page 17 of the Base Prospectus are amended as follows:

"BNPP's **credit risk** is defined as the probability of a borrower or counterparty defaulting on its obligations to BNPP. 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. As of 31 December 2021, BNPP's credit risk exposure broke down as follows: corporates (41%), central governments and central banks (27%), retail customers (25%), credit institutions (4%), other items (2%) and equities (1%). As of 31 December 2021, 32% of BNPP's credit exposure was comprised of exposures in France, 16% in Belgium and Luxembourg, 9% in Italy, 19% in other European countries, 13% in North America, 6% in Asia and 5% in the rest of the world. BNPP's risk-weighted assets subject to this type of risk amounted to €554 billion at 31 December 2021, or 78% of the total risk-weighted assets of the BNPP, compared to €527 billion at 31 December 2020 and €581 billion at 30 June 2022, or 77% of the total risk-weighted assets of BNPP.

BNPP's **counterparty risk** arises from its credit risk in the specific context of market transactions, investments, and/or settlements. BNPP's exposure to counterparty risk, excluding Credit Valuation Adjustment ("**CVA**") risk as of 31 December 2021, is comprised of: 44% in the corporate sector, 19% in governments and central banks, 13% in credit institutions and investment firms, and 24% in clearing houses. By product, BNPP's exposure, excluding CVA risk, as of 31 December 2021 was comprised of: 51% in over-the-counter ("**OTC**") derivatives, 33% in repurchase transactions and securities

lending/borrowing, 10% in listed derivatives and 6% in contributions to the clearing houses' default funds. The amount of this risk varies over time, depending on fluctuations in market parameters affecting the potential future value of the covered transactions. In addition, CVA risk measures the risk of losses related to CVA volatility resulting from fluctuations in credit spreads associated with the counterparties in respect of which BNPP is subject to risk. The risk-weighted assets subject to counterparty credit risk amounted to €40 billion at 31 December 2021, representing 6% of BNPP's total risk-weighted assets, compared to €41 billion at 31 December 2020 and €48 billion at 30 June 2022, or 6% of the total risk-weighted assets of BNPP.

**Securitisation risk in the banking book:** Securitisation is a transaction or arrangement by which the credit risk associated with a liability or set of liabilities is subdivided into tranches. Any commitment made by BNPP under a securitisation structure (including derivatives and liquidity lines) is considered to be a securitisation. The bulk of BNPP's commitments are in the prudential banking portfolio. Securitised exposures are essentially those generated by BNPP. The securitisation positions held or acquired by BNPP may also be categorized by its role: of the positions as at 31 December 2021, BNPP was originator of 50%, was sponsor of 31% and was investor of 19%. The risk-weighted assets subject to this type of risk amounted to €14 billion at 31 December 2021, representing 2% of BNPP's total risk-weighted assets, unchanged compared to 31 December 2020 and €16 billion at 30 June 2022, or 2% of the total risk-weighted assets of BNPP.";

(d) the risk factors under the heading "**1. Credit risk, counterparty risk and securitisation risk in the banking book**" on pages 17 to 19 of the Base Prospectus are amended as follows:

(i) the second paragraph under the risk factor entitled "*1.1 A substantial increase in new provisions or a shortfall in the level of previously recorded provisions exposed to credit risk and counterparty risk could adversely affect BNPP's results of operations and financial condition.*" on pages 17 and 18 of the Base Prospectus is amended as follows:

"As a result, in connection with its lending activities, BNPP regularly establishes provisions, which are recorded on its income statement in the line item Cost of Risk. These provisions amounted to €2,925 billion at 31 December 2021, representing 34 basis points of outstanding customer loans (compared with 66 basis points at 31 December 2020 and 39 basis points at 31 December 2019). The significant increase in these provisions in 2020 reflects the economic consequences of the health crisis and is an example of the materialisation of this risk, while their decrease in 2021 is explained by a high base in 2020, a limited number of defaults and write-backs of provisions on performing loans. In the first half of 2022, the cost of risk was impacted by a €511 million provision for ex-ante expected losses (levels 1 and 2) related to the indirect effects of the invasion of Ukraine and the rise in inflation and interest rates, partially offset by a write-back of provisions related to the health crisis of €187 million."; and

(ii) the last sentence of the penultimate paragraph under the risk factor entitled "*1.2 The soundness and conduct of other financial institutions and market participants could adversely affect BNPP.*" on pages 18 to 19 of the Base Prospectus is amended as follows:

"BNPP remains the subject of various claims in connection with the Madoff matter; see Note 76.b "Legal proceedings and arbitration" to the consolidated financial statements for the period ended 30 June 2022~~31 December 2021~~, which are set out in the Third Amendment to the BNPP 2021 Universal Registration Document (in English).";

(e) the last paragraph under the heading "**2. Operational Risk**" on page 19 of the Base Prospectus is amended as follows:

"The risk-weighted assets subject to this type of risk amounted to €63 billion at 31 December 2021, representing 9% of BNPP's total risk-weighted assets, compared to €71 billion at 31 December 2020 and €62 billion at 30 June 2022, or 8% of the total risk-weighted assets of BNPP.";

- (f) the last paragraph under the heading "**3. Market risk**" on page 21 of the Base Prospectus is amended as follows:

"The risk-weighted assets subject to this type of risk amounted to €25 billion at 31 December 2021, representing 3% of BNPP's total risk-weighted assets, compared to €25 billion ~~at 31 December 2020~~, representing 4% of BNPP's total risk-weighted assets, at 31 December 2020 and €29 billion at 30 June 2022, or 4% of the total risk-weighted assets of BNPP.";

- (g) the risk factors under the heading "**4. Liquidity and funding risk**" on pages 23 and 24 of the Base Prospectus are amended as follows:

- (i) the paragraph under the risk factor entitled "*4.1 BNPP's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in sovereign credit spreads or other factors.*" on page 23 of the Base Prospectus is amended as follows:

"The financial crisis, the eurozone sovereign debt crisis as well as the general macroeconomic environment, at times adversely affected the availability and cost of funding for European banks around ten years ago. This was due to several factors, including a sharp increase in the perception of bank credit risk due to exposure to sovereign debt in particular, credit rating downgrades of sovereigns and of banks, and debt market speculation. Many European banks, including BNPP, at various points during these periods experienced restricted access to wholesale debt markets for institutional investors and to the interbank market, as well as a general increase in their cost of funding. In the context of the health crisis, the European Central Bank ("**ECB**") also set up refinancing facilities designed to foster the banks' financing of the economy (targeted longer-term refinancing options or "**TLTRO**"), on which BNPP has drawn. Such adverse credit market conditions may reappear in the event of a recession, prolonged stagnation of growth, deflation, "stagflation" (sluggish growth accompanied by inflation), a resurgence of the financial crisis, another sovereign debt crisis or new forms of financial crises, factors relating to the financial industry or the economy in general (including the economic consequences of the health crisis or the invasion of Ukraine and its impact on the world economy (including inflation)) or to BNPP in particular. In this case, the effect on the liquidity of the European financial sector in general or BNPP in particular could be materially adverse and have a negative impact on BNPP's results of operations and financial condition."; and

- (ii) the first paragraph under the risk factor entitled "*4.3 Any downgrade of BNPP's credit ratings could weigh heavily on the profitability of BNPP.*" on page 24 of the Base Prospectus is amended as follows:

"Credit ratings have a significant impact on BNPP's liquidity. On 24 June 2021, Standard & Poor's confirmed the long-term rating of BNPP's deposits and senior preferred debt rating as A+, confirmed its short-term rating as A-1 and revised the outlook from negative to stable. On 23 September 2021, Fitch maintained its long-term deposits and senior preferred debt ratings for BNPP at AA- and F1+ and revised its outlook to stable. On ~~4 December 2020~~ 5 July 2022, Moody's confirmed its long-term deposits and senior preferred debt rating as Aa3, and confirmed its short-term rating as P-1, with a stable outlook. On ~~29~~ 28 June ~~2021~~ 2022, DBRS confirmed BNPP's senior preferred debt rating as AA (low), as well as its short-term rating as R-1 (middle) with a stable outlook. A downgrade in BNPP's credit rating could affect the liquidity and competitive position of BNPP. It could also increase BNPP's borrowing costs, limit access to the capital markets or trigger additional obligations under its covered bonds or under certain bilateral provisions in some trading, derivative or collateralised financing contacts.";

(h) the risk factors under the heading "**5. Risks related to the macroeconomic and market environment**" on pages 24 to 28 of the Base Prospectus are amended as follows:

(i) the paragraphs under the risk factor entitled "*5.1 Adverse economic and financial conditions have in the past had and may in the future have an impact on BNPP and the markets in which it operates.*" on pages 24 to 26 of the Base Prospectus are amended as follows:

"BNPP's business is sensitive to changes in the financial markets and more generally to economic conditions in France (32% of BNPP's revenues at 31 December 2021), other countries in Europe (45% of BNPP's revenues at 31 December 2021) and the rest of the world (23% of BNPP's revenues at 31 December 2021, including 5% related to activities of the Bank of the West in the United States). A deterioration in economic conditions in the markets in the countries where BNPP operates and in the economic environment could in the future have, some or all of the following impacts:

- Adverse economic conditions affecting the business and operations of BNPP's customers, reducing credit demand and trading volume and resulting in an increased rate of default on loans and other receivables, in part as a result of the deterioration of the financial capacity of companies and households;
- A decline in market prices of bonds, equities and commodities affecting the businesses of BNPP, including in particular trading, investment banking and asset management revenues;
- Macroeconomic policies adopted in response to actual or anticipated economic conditions having unintended effects, and are likely to impact market parameters such as interest rates and foreign exchange rates, which in turn can affect BNPP's businesses that are most exposed to market risk;
- Perceived favourable economic conditions generally or in specific business sectors resulting in asset price bubbles, ~~which could in turn exacerbate the impact of and the subsequent~~ corrections when conditions become less favourable;
- A significant economic disruption (such as the global financial crisis of 2008, the European sovereign debt crisis of 2011 ~~or~~, the ~~COVID-19 pandemic since 2020~~ recession caused since 2020 by COVID-19 or high inflation and rising interest rates as well as geopolitical shocks (such as, the invasion of Ukraine in 2022)) having a substantial impact on all of BNPP's activities, particularly if the disruption is characterised by an absence of market liquidity that makes it difficult to sell certain categories of assets at their estimated market value or at all. These disruptions could also lead to a decline in transaction commissions and consumer loans; and
- A significant deterioration of market and economic conditions resulting from, among other things, adverse political and geopolitical events such as natural disasters, geopolitical tensions, health risks such as the ~~COVID-19 health crisis~~ coronavirus pandemic and its aftermath, the fear or recurrence of new epidemics or pandemics, acts of terrorism, societal unrest, cyber-attacks, military conflicts or threats thereof and related risks (in particular, the ongoing war in Ukraine and related sanctions), may affect the operating environment for BNPP episodically or for extended periods.

Since 2020, economies and financial markets have ~~been, and should continue in 2022~~ continued to be, particularly sensitive to a number of factors, including the evolution of the ~~COVID-19~~ coronavirus pandemic and its economic consequences, in particular, the increase in sovereign and corporate debt that pre-dated the health crisis and has been aggravated by it, as well as the strength and staying power of the economic recovery following the crisis' peak, which is itself dependent on a number of factors (see risk factor 7.1, "*Epidemics and pandemics, including the ongoing coronavirus (COVID-19) pandemic and their economic consequences may adversely affect the Group's business, operations, results and financial condition*" below).



In addition, numerous factors are currently affecting ~~or~~and may continue to affect the economy and the financial markets in the coming months or years, in particular geopolitical tensions or shocks (notably in Eastern Europe, and in particular, the invasion of Ukraine, as discussed below), political risks directly affecting Europe, general trends in consumer and commodity prices characterised by very high inflation, corresponding trends in wages, supply chain pressures, the changing economic situation in certain countries or regions that contribute to overall global economic growth, tensions around international trade and, as discussed below, the evolution of monetary policy and interest rates (these elements themselves being affected by the above-mentioned factors).

~~The~~In particular, the invasion of Ukraine ~~and the ongoing war~~, as well as the reaction of the international community, have been, continue to be, and could continue to be a source of instability for BNPP, depressing stock market indices, inflating commodity prices (notably oil, gas and agricultural products, such as wheat), aggravating supply chain disruption and causing an increase in production costs and inflation more generally. These events have had, and are expected to continue to have, economic and financial repercussions that will increase inflation and decrease global growth and BNPP and its clients could be adversely affected as a result.

More generally, the volatility of financial markets could adversely affect BNPP's trading and investment positions in the debt, currency, commodity and equity markets, as well as its positions in other investments. For reference, Global Markets accounted for 14.8% of BNPP's revenues in 2021. Severe market disruptions and extreme market volatility have occurred often in recent years and may occur again in the future, which could result in significant losses for BNPP. Such losses may extend to a broad range of trading and hedging products, including swaps, forward and future contracts, options and structured products. The volatility of financial markets makes it difficult to predict trends and implement effective trading strategies.

It is difficult to predict economic or market ~~downturns~~declines or other market disruptions, and which markets will be most significantly impacted. If economic or market conditions in France or elsewhere in Europe, or global markets more generally, ~~were to~~ deteriorate or become ~~more~~increasingly volatile, BNPP's operations could be disrupted, and its business, results of operations and financial condition could be adversely affected.";

- (ii) the title and the paragraphs thereunder of the risk factor entitled "5.2 Significant interest rate changes could adversely affect BNPP's revenues or profitability. The prolonged low interest rate environment carries inherent systemic risks, which could impact BNPP's income or profitability, and any exit from such environment would also carry risks." on pages 26 and 27 of the Base Prospectus are deleted and replaced with the following:

"5.2 Significant interest rate changes could adversely affect BNPP's revenues or profitability. There are risks associated with exiting or remaining in a prolonged low interest rate environment.

The net interest income recorded by BNPP during any given period significantly affects its overall revenues and profitability for that period. Interest rates are highly sensitive to many factors beyond BNPP's control, such as the rate of inflation, country-specific monetary policies and certain decisions concerning regulatory capital. Changes in market interest rates could affect the interest rates charged on interest-earning assets differently from the interest rates paid on interest-bearing liabilities. Increases in the interest rates at which BNPP's short-term funding is available and maturity mismatches may adversely affect its profitability. Conversely, any adverse change in the yield curve could cause a decline in net interest income generated by BNPP's lending activities.



After a long period of low interest rates (in France, Europe and globally) which intensified during the initial phases of the coronavirus pandemic – due, in particular, to the very accommodating central bank monetary policies – the central banks have been tightening monetary policy since the beginning of 2022, faced with the emergence of stronger and more lasting inflation than initially expected, leading in turn to a rapid and significant rise in market interest rates. For example, on 15 June 2022, the US Federal Reserve stated that it raised its main benchmark interest rate to 1.75% and plans to continue acting in view of reducing inflation to 2%. At the same time, the ECB initiated a first increase of 0.50% on 21 July 2022 and approved the creation of a new "transmission protection instrument". It ended its emergency pandemic purchase programme in March 2022 and its TLTRO in June 2022.

Normalisation or tightening of monetary policy following a prolonged period of low interest rates creates risks. Tightening more than expected or more quickly than expected could have a negative impact on the economy and lead to a recession. In the euro zone, which has up until now been characterised by a unified monetary policy despite the varying risk profiles of the component countries, the widening of the spread between sovereign bonds could have an impact on the financing of countries experiencing the greatest rate increases and, in the long term, could have more serious macroeconomic consequences. In addition, a general increase in key interest rates could prompt holders of low-interest debt or assets to switch to higher-interest bearing assets and further reduce the value of portfolios of fixed-interest debt or assets with lower interest rates. If BNPP's hedging strategies prove ineffective or provide only a partial hedge against this decline in value, BNPP could incur losses. Policy decisions to increase the rate of return on regulated savings (already underway in France) should increase the positive inflow of funds into such investments and, conversely, lead to a shift away from unregulated products, which earn lower rates of return or no returns. Such a scenario, combined with the fact that regulated savings would continue to be remunerated at a higher level than the level received by BNPP for these same deposits, could result in additional costs related to the amount of outstanding deposits and lead to a decrease in the funding resources of BNPP. With respect to the financing granted by BNPP, this could in particular test the resilience of BNPP's loan and bond portfolio and possibly lead to an increase in non-performing loans and loan defaults. In addition, rising interest rates increase the cost of BNPP's funding resources and lead to higher market rates for originated loans under the combined effects of a possible decline in new production and increased competition.

More generally, the gradual evolution of monetary policies, as currently implemented by central banks, has contributed to, and could continue to contribute to, the correction of certain markets or market sectors (for example, non-investment grade borrowers and sovereign borrowers, and certain equity and real estate markets) and impact market participants who have particularly benefited from a prolonged environment of low interest rates and abundant liquidity. These corrections have, and could continue to, spread to all financial markets, particularly due to a significant increase in volatility.

A return in the medium-term to a low interest rate environment, or a decline in interest rates, particularly following a recession, cannot be ruled out. Such a development would be likely to weigh significantly on the profitability of banks, as was the case during the recent long period of low interest rates. The relative impact on banks depends in particular on the proportion of revenues generated by net interest income: this proportion was 46% for BNPP in 2021 (see the "Reconciliation Table - IFRS 5" in Chapter 3 of the BNPP 2021 Universal Registration Document (in English)). During periods of low interest rates, interest rate spreads tend to tighten, and BNPP may be unable to lower interest rates on deposits sufficiently to offset reduced income from lending at lower interest rates. Net interest income amounted to €21,312 million in 2020 and €21,209 million in 2021, respectively. On an indicative basis, over one-

two- and three-year timeframes, the sensitivity of revenues at 31 December 2021 to a parallel, instantaneous and definitive increase in market rates of +50 basis points (+0.5%) across all currencies had an impact of +€127 million, +€537 million and +€694 million, respectively, or +0.3%, +1.2% and +1.5% of BNPP's net banking income. The negative interest rate environment in which banks are charged for cash deposited with central banks, where banks typically do not charge clients for deposits, weighs significantly on banks' margins. In addition, BNPP has been facing and may continue to face an increase in early repayment and refinancing of mortgages and other fixed rate consumer and corporate loans as clients take advantage of relatively low borrowing costs. This, along with the issuance of new loans at the low prevailing market interest rates, has resulted and may continue to result in a decrease in the average interest rate of BNPP's portfolio of loans thereby causing a decline in its net interest income from lending activities. Moreover, an environment of persistently low interest rates can also have the effect of flattening the yield curve in the market more generally, which could reduce the premium generated by BNPP from its funding activities. A flattening yield curve can also influence financial institutions to engage in riskier activities in an effort to earn the desired level of returns, which can increase overall market risk and volatility. Low interest rates may also affect the profitability and even the solvency of the insurance activities of French banks, including BNPP, particularly due to the prevalence in the market of life insurance contracts backed by euro-denominated funds, which may not be able to generate sufficient returns to be competitive with other investment products. Low interest rates may also adversely affect commissions charged by BNPP's asset management subsidiaries on money market and other fixed income products. A reduction in credit spreads and decline in retail banking income resulting from lower portfolio interest rates may adversely affect the profitability of BNPP's retail banking operations."; and

- (iii) the penultimate paragraph of the risk factor entitled "5.3 *Given the global scope of its activities, BNPP is exposed to country risk and to changes in the political, macroeconomic or financial contexts of a region or country.*" on pages 27 and 28 of the Base Prospectus is amended as follows:

"In addition, BNPP is present in Ukraine, a country invaded in February 2022 ~~and which has been a war zone since then~~, through its subsidiary UkrSibbank in which it holds a 60% stake alongside the European Bank for Reconstruction and Development (40%). At 31 December 2021, UkrSibbank's balance sheet totaled approximately 0.08% of that of BNPP. The total equity of the subsidiary represented approximately 0.15% of consolidated equity of BNPP's share. At 31 December 2021, BNPP generated less than 0.5% of its pre-tax profit in Ukraine (see Chapter 8.6 (*Information on locations and businesses in 2021*) of the BNPP 2021 Universal Registration Document (in English)). BNPP's total gross on- and off-balance sheet exposures to Ukraine (which are concentrated on UkrSibbank) represented less than 0.09% of BNPP's gross exposures. The ~~war situation~~ in Ukraine has profoundly changed the continuing operations of local banks, which – since 24 February 2022 – are focused on the provision of payment instruments and services critical to the economy within the framework of the new regulations introduced by the Ukrainian central bank. In this context, BNPP has estimated that as of 31 March 2022, it exerts significant influence over UkrSibbank within the meaning of the applicable accounting standards. Consequently, in accordance with applicable accounting standards, BNPP has recorded, as of 31 March 2022, a 90% impairment of its shares in UkrSibbank amounting to ~~EUR €~~159 million, as well as a loss of ~~EUR €~~274 million relating to the recycling of the conversion reserve.";

- (i) the risk factor entitled "6.2 *BNPP may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties.*" under the heading "6. **Regulatory Risks**" on pages 31 and 32 of the Base Prospectus is amended as follows:

- (i) the last sentence of the first paragraph on page 32 of the Base Prospectus is amended as follows:

"BNPP may record provisions in this respect as indicated in Note 4.m "Provisions for contingencies and charges" to the consolidated financial statements for the period ended ~~31 December 2021~~30 June 2022, which are set out in the Third Amendment to the BNPP 2021 Universal Registration Document (in English)."; and

- (ii) the first sentence of the last paragraph on page 32 of the Base Prospectus is amended as follows:

"BNPP is currently involved in various litigations and investigations, as summarised in Note ~~7.6~~7.6.b "~~Contingent liabilities: legal~~Legal proceedings and arbitration" to the consolidated financial statements for the period ended ~~31 December 2021~~30 June 2022, which are set out in the Third Amendment to the BNPP 2021 Universal Registration Document (in English)."; and

- (j) the risk factors under the heading "**7. Risks related to BNPP's growth in its current environment**" on pages 33 to 37 of the Base Prospectus are amended as follows:

- (i) the paragraphs under the risk factor entitled "*7.1 Epidemics and pandemics, including the ongoing coronavirus (COVID-19) pandemic and their economic consequences may adversely affect BNPP's business, operations, results and financial condition.*" on pages 33 to 35 of the Base Prospectus are amended as follows:

- (A) the first two paragraphs on page 33 of the Base Prospectus are amended as follows:

"A global pandemic linked to a novel strain of coronavirus (COVID-19) has severely disrupted economies and financial markets worldwide since 2020. The introduction of lockdown measures and other restrictions initially caused economies in many regions to contract, trade to decline, production capacity to decrease, growth forecasts to be cut and supply chains to be disrupted. In a second phase, the roll-out of vaccination campaigns and the adaptation of economic actors allowed the gradual adaptation of these measures and restrictions, leading to a recovery in economic activity. As a result, various growth forecasts converge on a strong economic recovery. ~~For example, according to the January 2022 estimates and projections of the International Monetary Fund (the "IMF"), world economic growth is expected to be 5.9% in 2021 and 4.4% in 2022.~~

Nevertheless, uncertainties remain as to the strength and sustainability of the recovery, ~~both in terms~~ of the public health situation (e.g., the appearance of new strains of the virus) and the ~~economy~~ (reaction to the containment measures adopted by some Asian countries in the first half of 2022), which could lead to ~~doubts as to the extent and durability of the recovery~~. ~~In this respect, the outlook for 2022 was lowered for both emerging and developing countries, as well as for advanced countries, compared to the IMF projections published in October 2021~~a further deterioration of the situation. Various complicating factors will continue to affect the trajectory of economic recovery. International supply chains – which had been strained severely by the pandemic-related mobility restrictions – remain heavily disrupted, generating shortages of certain consumer goods (such as a dearth of semiconductors causing delays in the production of telephones and automobiles) and oil and gas supply and labour market constraints, having both specific (for example, raw materials price increases) and general (inflation rate) effects on prices."; and

(B) limb (a)(i) of the first list appearing on page 34 of the Base Prospectus is amended as follows:

"(i) ~~prolongation~~the consequences of the low interest rate environment of the last few years (even if this is gradually being reversed); and";

(ii) the paragraph under the risk factor entitled "7.5 BNPP could experience business disruption and losses due to climate change risks such as transition risks, physical risks or liability risks." on page 37 of the Base Prospectus is amended as follows:

"BNPP is exposed to risks related to climate change, either directly through its own operations or indirectly through its financing and investment activities. There are two main types of risks related to climate change: (i) transition risks, which result from changes in the behaviour of economic and financial actors in response to the implementation of energy policies or technological changes; (ii) physical risks, which result from the direct impact of climate change on people and property through extreme weather events or long-term risks such as rising water levels or increasing temperatures. In addition, liability risks may arise from both categories of risk. They correspond to the damages that a legal entity would have to pay if it were found to be responsible for global warming. BNPP is progressively integrating the assessment of these risks into its risk management system. BNPP monitors these risks in the conduct of its business, in the conduct of its counterparties' business, and in its investments on its own behalf and on behalf of third parties. In this respect, the specific credit policies and the General Credit Policy have been enhanced since 2012 and 2014 respectively, with the addition of relevant clauses in terms of social and environmental responsibility. In addition, ~~sector-specific~~the development of regulatory requirements in this area could lead to an increase in the litigation financial institutions face in connection with climate change and other related issues. BNPP could thus be held liable for failures in the execution of some of its operations, for example in the event of its inadequate assessment of the environmental, social and governance criteria of certain financial products.

Sector-specific policies and policies excluding certain environmental, social and governance ("ESG") sectors from financing have also been put in place. In 2019, as part of the fight against climate change, BNPP made new commitments to reduce its exposure to thermal coal to zero by 2030 in the OECD and by 2040 for the rest of the world.

BNPP is thus taking strong positions, as a founding member of the United Nations Principles for Responsible Banking, which commits it to align its strategy with the Paris Agreement and the SDGs. As part of BNPP's 2022-2025 strategic plan, it aims to mobilize €350 billion in ESG-related loans and bond issuances (loans to companies, institutions and individuals covering environmental and social issues and annual sustainable bonds issuances) and to have €300 billion in sustainable responsible investments under management by 2025 (for example, BNP Paribas Asset Management's open-ended funds distributed in Europe and classified as funds that promote ESG characteristics or funds that have a sustainability objective for the purposes of SFDR). By the end of 2015, BNPP had already significantly strengthened its criteria for financing and investing in the coal sector, and in 2017, it was the first bank to announce the cessation of its financing activities for companies that derive most of their revenues from non-conventional hydrocarbons, measures that remain to date among the most advanced in the sector. These decisions are also reflected in the energy mix that BNPP finances. In 2022, BNPP published its first climate alignment report and its targets for reducing carbon emission intensity by 2025. BNPP also supports its clients, both individuals and businesses, in their transition to a low-carbon economy. BNPP also aims to reduce the environmental footprint of its own operations. Despite the actions taken by BNPP to monitor risks and combat climate change, ~~the physical, transition~~transitional or liability risks related to climate change ~~could disrupt, or any delay or failure to implement BNPP's actions, could have a material adverse effect on BNPP's business or lead to losses~~financial condition, and could result in litigation."; and

- (iii) the second paragraph under the risk factor entitled "*7.6 Changes in certain holdings in credit or financial institutions could have an impact on BNPP's financial position.*" on page 37 of the Base Prospectus is amended as follows:

"The risk-weighted assets carrying a risk-weight of 250% amounted to €18 billion at 31 December 2021, or 2% of the total risk-weighted assets of BNPP. They amounted to €20 billion, representing 3% of BNPP's total risk-weighted assets at 30 June 2022. If BNPP increases the amount of heavy risk-weighted assets (either by increasing the proportion of such heavy risk-weighted assets in its overall asset portfolio or due to an increase of the regulatory risk-weighting applicable to these assets), its capital adequacy ratios may be lowered."

## DOCUMENTS INCORPORATED BY REFERENCE

On 29 July 2022, BNPP filed with the AMF the third *Amendement au Document d'Enregistrement Universel au 31 décembre 2021* in English including (i) the half year management report of BNPP and (ii) the unaudited financial information of BNPP as at and for the six-month period ended 30 June 2022 and the review report thereon, which, other than the sections entitled "Person Responsible for the Universal Registration Document" and the "Table of Concordance", is incorporated in, and forms part of, the Base Prospectus by virtue of this First Supplement.

On 4 August 2022, BNPP filed with the AMF the fourth *Amendement au Document d'Enregistrement Universel au 31 décembre 2021* in English, which, other than the sections entitled "Person Responsible for the Universal Registration Document" and the "Table of Concordance", is incorporated in, and forms part of, the Base Prospectus by virtue of this First Supplement.

The "**DOCUMENTS INCORPORATED BY REFERENCE**" section on pages 71 to 91 of the Base Prospectus is amended as follows:

- (a) the word "and" at the end of paragraph (g) is deleted;
- (b) the "," at the end of paragraph (h) is deleted and replaced with ";";
- (c) the following paragraphs (i) and (j) are added under paragraph (h):
  - "(i) the third *Amendement au Document d'Enregistrement Universel au 31 décembre 2021* in English, other than the sections entitled "Person Responsible for the Universal Registration Document" and the "Table of Concordance", with filing number D.22-0156-A03 (the "**Third Amendment to the BNPP 2021 Universal Registration Document (in English)**"); and
  - (j) the fourth *Amendement au Document d'Enregistrement Universel au 31 décembre 2021* in English, other than the sections entitled "Person Responsible for the Universal Registration Document" and the "Table of Concordance", with filing number D.22-0156-A04 (the "**Fourth Amendment to the BNPP 2021 Universal Registration Document (in English)**");";
- (d) the following table is inserted immediately following the table entitled "**Second Amendment to the BNPP 2021 Universal Registration Document (in English)**" on page 89 of the Base Prospectus:

|   |  |
|---|--|
| <b>"Third Amendment to the BNPP 2021 Universal Registration Document (in English)</b>   |  |
| <a href="https://invest.bnpparibas/en/document/3rd-amendment-to-the-2021-universal-registration-document">https://invest.bnpparibas/en/document/3rd-amendment-to-the-2021-universal-registration-document</a> |  |
| <b>Headings as listed by Annex 1 of European Regulation 2017/1129</b>   |  |
| <b>2. Statutory auditors</b>  | Pages 236 and 241 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English) |
| <b>3. Risk factors</b>  | Pages 217 to 235 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)  |
| <b>5. Business overview</b>   |  |

|            |  |  |
|------------|--|--|
| 5.1        | Principal activities   | Page 3 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)  |
| <b>6.</b>  | <b>Organisational structure</b>  |  |
| 6.1        | Brief description  | Page 3 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)  |
| 6.2        | List of significant subsidiaries   | Pages 193 to 216 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)                              |
| <b>7.</b>  | <b>Operating and financial review</b>  |  |
| 7.1        | Financial situation  | Pages 4 to 79 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)                                 |
| 7.2        | Operating results  | Pages 67 to 79 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)                                |
| <b>8.</b>  | <b>Capital resources</b>   |  |
| 8.1        | Issuer's capital resources   | Pages 58 and 59, 89, 91 and 92 and 178 to 181 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English) |
| 8.2        | Sources and amounts of cash flows  | Page 90 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)                                       |
| 8.3        | Borrowing requirements and funding structure                                     | Pages 16 and 24 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)                               |
| <b>12.</b> | <b>Administrative, management, and supervisory bodies, and senior management</b> |  |
| 12.1       | Administrative and management bodies   | Pages 237 to 239 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)                              |
| <b>14.</b> | <b>Board practices</b>   |  |
| 14.1       | Date of expiry of the current terms of office                                    | Pages 237 to 238 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)                              |
| <b>15.</b> | <b>Employees</b>   |  |



|   |   |  |
|---|---|--|
| 15.1  | Number of employees   | Page 3 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)                      |
| <b>16. Major shareholders</b>   |   |  |
| 16.1  | Shareholders owning more than 5% of the issuer's capital or voting rights | Page 236 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)                    |
| <b>18. Financial information concerning the issuer's assets and liabilities, financial position, and profits and losses</b>   |   |  |
| 18.1  | Historical financial information  | Pages 4 to 79 and 83 to 216 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English) |
| 18.2  | Interim and other financial information                                   | Pages 4 to 79 and 83 to 216 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English) |
| 18.5  | Dividend Policy   | Page 20 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)                     |
| 18.6  | Legal and arbitration proceedings   | Pages 182 and 183 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)           |
| 18.7  | Significant change in the Issuer's financial or trading position          | Page 240 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)                    |
| <b>19. Additional information</b>   |   |  |
| 19.1  | Share capital   | Page 178 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)                    |
| <b>21. Documents on display</b>   |   | Page 239 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English)                    |
| <b>Fourth Amendment to the BNPP 2021 Universal Registration Document (in English)</b>   |   |  |
| <a href="https://invest.bnpparibas/en/document/4th-amendment-to-the-2021-universal-registration-document">https://invest.bnpparibas/en/document/4th-amendment-to-the-2021-universal-registration-document</a> |   |  |
| <b>Headings as listed by Annex 1 of European Regulation 2017/1129</b>   |   |  |

|   |   |
|---|---|
| <b>2. Statutory auditors</b>  | Page 203 of the Fourth Amendment to the BNPP 2021 Universal Registration Document (in English)          |
| <b>6. Organisational structure</b>  |   |
| 6.2 List of significant subsidiaries  | Pages 113 to 136 of the Fourth Amendment to the BNPP 2021 Universal Registration Document (in English)  |
| <b>8. Capital resources</b>   |   |
| 8.1 Issuer's capital resources  | Pages 98 to 101 of the Fourth Amendment to the BNPP 2021 Universal Registration Document (in English)   |
| <b>18. Financial information concerning the issuer's assets and liabilities, financial position, and profits and losses</b> |   |
| 18.1 Historical financial information   | Pages 3 to 136 of the Fourth Amendment to the BNPP 2021 Universal Registration Document (in English)    |
| 18.2 Interim and other financial information  | Pages 3 to 136 of the Fourth Amendment to the BNPP 2021 Universal Registration Document (in English)    |
| 18.3 Auditing of historical annual financial information  | Pages 137 to 138 of the Fourth Amendment to the BNPP 2021 Universal Registration Document (in English)  |
| 18.6 Legal and arbitration proceedings  | Pages 102 and 103 of the Fourth Amendment to the BNPP 2021 Universal Registration Document (in English) |
| 18.7 Significant change in the Issuer's financial or trading position   | Page 202 of the Fourth Amendment to the BNPP 2021 Universal Registration Document (in English)          |
| <b>19. Additional information</b>   |   |
| 19.1 Share capital  | Page 98 of the Fourth Amendment to the BNPP 2021 Universal Registration Document (in English)           |
| <b>21. Documents on display</b>   | Page 202 of the Fourth Amendment to the BNPP 2021 Universal Registration Document (in English)"; and    |

- (e) in the last paragraph on page 91 of the Base Prospectus, the second sentence is deleted and replaced with the following:

"Each of the documents incorporated by reference in (d) to (j) above will only be made available by the relevant Issuer or the Guarantor (if applicable) to which such document relates."

## AMENDMENTS TO THE GENERAL INFORMATION SECTION

The "GENERAL INFORMATION" section on pages 332 to 340 of the Base Prospectus is amended as follows:

- (a) the first paragraph under the heading "6. Legal and Arbitration Proceedings" on page 333 of the Base Prospectus is deleted and replaced with the following:

"Save as disclosed on pages 266 and 267 of the BNPP 2021 Universal Registration Document (in English), pages 111 and 112 of the First Amendment to the BNPP 2021 Universal Registration Document (in English), pages 182 and 183 of the Third Amendment to the BNPP 2021 Universal Registration Document (in English) and pages 102 and 103 of the Fourth Amendment to the BNPP 2021 Universal Registration Document (in English), there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which BNPP is aware), during the period covering the twelve (12) months prior to the date of this Base Prospectus which may have, or have had in the recent past, significant effects on BNPP's and/or the Group's financial position or profitability.";

- (b) the first paragraph under the heading "7. Significant Change" on page 333 of the Base Prospectus is deleted and replaced with the following:

"There has been no significant change in the financial performance or position of BNPP or the Group since 30 June 2022 (being the end of the last financial period for which interim financial statements have been published).";

- (c) the table and the notes thereto under the heading "16. Capitalization and Medium and Long Term Debt Indebtedness over one year of BNPP and the BNP Paribas Group" on pages 335 to 338 of the Base Prospectus are deleted and replaced with the following:

"The following table<sup>1</sup> sets forth the consolidated capitalization and medium to long term indebtedness (i.e. of which the unexpired term to maturity is more than one year) of the Group as of 30 June 2022 and 31 December 2021 using the Group's prudential scope of consolidation.

The "prudential scope of consolidation", as defined in EU Regulation No. 575/2013 on capital requirements for credit institutions and investment firms is used by the Group in the preparation of its "Pillar 3" disclosure set out in Chapter 5 of the BNPP 2021 Universal Registration Document (in English). It differs from the "accounting scope of consolidation" used by the Group in the preparation of its consolidated financial statements under IFRS as adopted by the European Union. The principal differences between the two scopes of consolidation are summarised in note 1 to the table below.

Except as set forth in this section, there has been no material change in the capitalisation of the Group since 30 June 2022.

For the avoidance of doubt, the figures in the table below are derived from the Group's unaudited consolidated financial statements as of and for the six months ended 30 June 2022 and the Group's audited consolidated financial statements as of and for the year ended 31 December 2021 (which do not include prudential deductions), and are used for the purposes of the Group's prudential capital calculations.

| <i>(in millions of euros)</i>   | <b><u>As of<br/>30 June 2022</u></b> | <b><u>As of<br/>31 December 2021</u></b> |
|---|--------------------------------------|--|
| <b>Medium- and Long-Term Debt (of which the unexpired term to maturity is more than one year)<sup>2</sup></b> |                                      |  |
| <i>Senior preferred debt at fair value through profit or loss</i> .....                                       | 38,949                               | 40,555                                   |
| <i>Senior preferred debt at amortized cost</i> .....  | 14,686                               | 25,241                                   |

|  |                |                |
|--|----------------|----------------|
| <b>Total Senior Preferred Debt</b> .....   | 53,635         | <b>65,796</b>  |
| <i>Senior non preferred debt at fair value through profit or loss</i>                  | 3,999          | 3,933          |
| <i>Senior non preferred debt at amortized cost</i> .....                               | 64,729         | 62,536         |
| <b>Total Senior Non Preferred Debt</b> .....   | 68,728         | <b>66,469</b>  |
| Redeemable subordinated debt at amortized cost.....                                    | 22,746         | 21,444         |
| Undated subordinated notes at amortized cost <sup>3</sup> .....                        | 515            | 494            |
| Undated participating subordinated notes at amortized cost <sup>4</sup> .....          | 225            | 225            |
| Redeemable subordinated debt at fair value through profit or loss.....                 | 16             | 25             |
| Perpetual subordinated notes at fair value through profit or loss <sup>5,6</sup> ..... | 785            | 906            |
| Preferred shares and equivalent instruments <sup>7</sup> .....                         | 7,853          | 9,207          |
| <b>Total Subordinated Debt</b> .....   | 32,140         | <b>32,301</b>  |
| Issued capital <sup>8</sup> .....  | 2,469          | 2,469          |
| Additional paid-in capital.....  | 23,672         | 23,878         |
| Retained earnings.....   | 79,787         | 77,587         |
| Unrealized or deferred gains and losses attributable to Shareholders.....              | -598           | 216            |
| <b>Total Shareholders' Equity and Equivalents (net of proposed dividends)</b> .....    | <b>105,330</b> | <b>104,150</b> |
| Minority interests (net of proposed dividends).....                                    | 4,330          | 4,234          |
| <b>Total Capitalization and Medium-to-Long Term Indebtedness</b> .....                 | <b>264,163</b> | <b>272,950</b> |

(1) Prior to 30 September 2018, the Group presented its consolidated capitalization and medium-to-long term indebtedness using the accounting scope of consolidation. Since then, the Group presents its capitalization table using the prudential scope of consolidation. As stated in Section 5.2 of the BNPP 2021 Universal Registration Document (in English), the material differences between the prudential scope of consolidation and the accounting scope of consolidation are the following:

- insurance companies (primarily BNP Paribas Cardif and its subsidiaries) that are fully consolidated under the accounting scope of consolidation are accounted for under the equity method in the prudential scope of consolidation; and
- jointly controlled entities (mainly UCI Group entities and Bpost banque) are accounted for under the equity method in the accounting scope of consolidation and under the proportional consolidation scope in the prudential scope of consolidation.

(2) All medium- and long-term senior preferred debt of BNPP ranks equally with deposits and senior to the category of senior non preferred debt first issued by BNPP in January 2017. The subordinated debt of BNPP is subordinated to all of its senior debt (including both senior preferred and senior non preferred debt). BNPP and its subsidiaries issue medium- to long-term debt on a continuous basis, particularly through private placements in France and abroad.

Euro against foreign currency as at 31 December 2019, CAD = 1.457, GBP = 0.847, CHF = 1.085, HKD = 8.732, JPY = 121.903, USD = 1.122.

Euro against foreign currency as at 31 December 2020, CAD = 1.555, GBP = 0.893, CHF = 1.082, HKD = 9.465, JPY = 126.099, USD = 1.221.

Euro against foreign currency as at 31 December 2021, CAD = 1.439, GBP = 0.841, CHF = 1.038, HKD = 8.875, JPY = 131.009, USD = 1.138.

Euro against foreign currency as at 30 June 2022, CAD = 1.349, GBP = 0.860, CHF = 0.999, HKD = 8.222, JPY = 142.072, USD = 1.048.

- (3) At 30 June 2022, the remaining subordinated debt included €515 million of undated floating-rate subordinated notes ("**TSDIs**").
- (4) Undated participating subordinated notes issued by BNP SA in July 1984 for a total amount of €337 million are redeemable only in the event of the liquidation of BNPP, but may be redeemed in accordance with the terms specified in the French law of 3 January 1983. The number of notes outstanding as at 30 June 2022 was 1,434,092 amounting to approximately €219 million. Payment of interest is obligatory, but the Board of Directors may postpone interest payments if the Ordinary General Meeting of shareholders held to approve the financial statements notes that there is no income available for distribution. Additionally, as at 30 June 2022, there were 28,689 undated participating subordinated notes issued by Fortis Banque France (amounting to approximately €4 million) and 6,773 undated participating subordinated notes issued by Banque de Bretagne (amounting to approximately €2 million) outstanding; both entities have since been merged into BNPP.
- (5) Subordinated debt corresponds to an issue of Convertible And Subordinated Hybrid Equity-linked Securities ("**CASHES**") made by Fortis Bank SA/NV (now acting in Belgium under the commercial name BNP Paribas Fortis) in December 2007, for an initial nominal amount of €3 billion, reduced as of 30 June 2022 to an outstanding nominal amount of €948 million corresponding to a market value of €785 million as of such date. They bear interest at a floating rate equal to three-month EURIBOR plus a margin equal to 2% paid quarterly in arrears. The CASHES are undated but may be exchanged for Ageas (previously Fortis SA/NV) shares at the holder's sole discretion at a price per Ageas share of €239.40. However, as of 19 December 2014, the CASHES are subject to automatic exchange into Ageas shares if the price of Ageas shares is equal to or higher than €359.10 for twenty consecutive trading days. The principal amount will never be redeemed in cash. The rights of CASHES holders are limited to the Ageas shares held by BNP Paribas Fortis and pledged to them.

Ageas and BNP Paribas Fortis have entered into a Relative Performance Note ("**RPN**") contract, the value of which varies contractually so as to offset the impact on BNP Paribas Fortis of the relative difference between changes in the value of the CASHES and changes in the value of the Ageas shares.

On 7 May 2015, BNPP and Ageas reached an agreement which allows BNPP to purchase outstanding CASHES subject to the condition that these are converted into Ageas shares, leading to a proportional settlement of the RPN. The agreement between Ageas and BNPP expired on 31 December 2016 and has not been renewed.

On 24 July 2015, BNPP obtained a prior agreement from the European Central Bank permitting it to purchase outstanding CASHES up to a nominal amount of €200 million. In 2016, BNPP used such agreement to purchase €164 million outstanding CASHES, converted into Ageas shares.

On 8 July 2016, BNPP obtained a new agreement from the European Central Bank which superseded the prior agreement permitting it to purchase outstanding CASHES up to a nominal amount of €200 million. BNPP requested the cancellation of this agreement from the European Central Bank and the European Central Bank approved such cancellation in August 2017.

As at 30 June 2022, the subordinated liability is no longer eligible to Tier 1 capital (considering both the transitional period and the cancellation of the aforementioned agreement).

- (6) Carrying amount of the CASHES, of which the amount eligible in prudential own funds was €0 as of 31 March 2022 and €0 as of 30 June 2022.
- (7) Consists of numerous issuances by BNPP in various currencies (i) over the 2005-2009 period, of undated deeply subordinated non-cumulative notes and (ii) since 2015, of perpetual fixed rate resettable additional tier 1 notes. The details of the debt instruments recognised as capital, as well as their characteristics, as required by Implementing Regulation No. 1423/2013, are available in the BNP Paribas Debt section of BNPP's investor relations website at [www.invest.bnpparibas.com](http://www.invest.bnpparibas.com).

(8) At 30 June 2022, BNPP's share capital stood at €2,468,663,292 divided into 1,234,331,646 shares with a par value of €2 each."; and

(d) the paragraph under the heading "17. Events impacting the solvency of BNPP" on page 338 of the Base Prospectus is deleted and replaced with the following:

"To the best of BNPP's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of BNPP's solvency since 30 June 2022."



## **RESPONSIBILITY STATEMENT**

I hereby certify on behalf of BNPP B.V. and BNPP, the Issuers, that to the best of my knowledge, the information contained in this First 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 Alain Papiasse  
in his capacity as Chairman of Corporate and Institutional Banking

Dated 11 August 2022



This First Supplement has been approved by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129. The AMF has approved this First Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuers (or the Guarantor, if applicable) or on the quality of the W&C Securities described in the Base Prospectus (as amended by this First Supplement). Investors should make their own assessment of the opportunity to invest in such W&C Securities.

This First Supplement has been approved on 11 August 2022. This First Supplement obtained the following approval number: n°22-348.