

**Second Supplement dated 30 December 2021**  
**to the Base Prospectus for the issue of Certificates dated 30 June 2021**



**BNP Paribas Issuance B.V.**  
*(incorporated in The Netherlands)*  
*(as Issuer)*

**BNP PARIBAS**  
*(incorporated in France)*  
*(as Guarantor)*

**UK CERTIFICATE PROGRAMME**

This second supplement (the "**Second Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 30 June 2021 (the "**Original Base Prospectus**") and the first supplement to the Original Base Prospectus dated 29 September 2021 (the "**First Supplement**", and together with the Original Base Prospectus, the "**Base Prospectus**"), in each case, in relation to the UK Certificate Programme of BNP Paribas Issuance B.V. ("**BNPP B.V.**") as issuer and BNP Paribas ("**BNPP**") as guarantor (the "**Programme**").

The Original Base Prospectus, as supplemented by the First Supplement, constitutes a base prospectus for the purposes of Article 8 of the UK Prospectus Regulation. "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 of 14 June 2017 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**") and regulations made thereunder. The Original Base Prospectus was approved on 30 June 2021 and the First Supplement was approved on 29 September 2021, in each case, by the Financial Conduct Authority of the United Kingdom (the "**FCA**") as competent authority under the UK Prospectus Regulation.

This Second Supplement constitutes a supplement in respect of the Base Prospectus for the purposes of Article 23 of the UK Prospectus Regulation. This Second Supplement has been approved as a supplementary prospectus by the FCA as competent authority under the UK Prospectus Regulation. The FCA only approves this Second Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the Guarantor or the quality of the Securities. Investors should make their own assessment as to the suitability of investing in the Securities.

Each of BNPP B.V. (in respect of itself) and BNPP (in respect of itself and BNPP B.V.) accepts responsibility for the information contained in this Second Supplement. To the best of the knowledge of each of BNPP B.V. and BNPP, the information contained in this Second Supplement is in accordance with the facts and this Second Supplement does not omit anything likely to affect the import of such information.

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

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

Copies of this Second 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 National Storage Mechanism (<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>).

This Second Supplement has been prepared for the purposes of:

- (A) amending the "Risk Factors" section;
- (B) amending the "Documents Incorporated By Reference" section to incorporate by reference the Second Amendment to the BNPP 2020 Universal Registration Document; and
- (C) amending the "General Information" section.

The incorporation by reference of the Second Amendment to the BNPP 2020 Universal Registration Document 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 of the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules, investors who have already agreed to purchase or subscribe for Securities issued pursuant to the Base Prospectus before this Second Supplement is published and which are affected by the amendments made in this Second Supplement, have the right, exercisable within two working days after the publication of this Second Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Second Supplement relates arose or was noted before the closing of the offer period or the delivery of the Securities, whichever occurs first. Investors may contact the relevant distributor of such Securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 4 January 2022.**

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## AMENDMENTS TO THE RISK FACTORS SECTION

The "**RISK FACTORS**" section on pages 17 to 34 of the Original Base Prospectus (which was amended by the First Supplement) is amended by deleting the paragraph under the heading "**Risks Relating to BNPP and its Industry**" on page 17 in its entirety and replacing it with the following:

"See "*Risk Factors*" under Chapter 5 on pages 350 to 365 of the BNPP 2020 Universal Registration Document, pages 265 to 284 of the First Amendment to the BNPP 2020 Universal Registration Document and pages 97 to 98 of the Second Amendment to the BNPP 2020 Universal Registration Document (each as defined below), each of which is incorporated by reference in this document.".

## DOCUMENTS INCORPORATED BY REFERENCE

On 30 December 2021, the FCA approved the Second Amendment to the BNPP 2020 Universal Registration Document including (i) the unaudited third quarter results of BNPP published on 29 October 2021 for the period ended 30 September 2021 and the review report thereon and (ii) the press release dated 20 December 2021 relating to the sale of Bank of the West, Inc., which, other than the section entitled "Responsibility Statement", is incorporated in, and forms part of, the Base Prospectus by virtue of this Second Supplement.

The "DOCUMENTS INCORPORATED BY REFERENCE" section on pages 49 to 55 of the Original Base Prospectus (which was amended by the First Supplement) is amended as follows:

- (a) the word "and" at the end of paragraph (c) is deleted;
- (b) the "," at the end of paragraph (d) is deleted and replaced with "; and";
- (c) the following paragraph (e) is added under paragraph (d):
  - "(d) the Second Amendment to the BNPP 2020 Universal Registration Document including (i) the unaudited third quarter results of BNPP published on 29 October 2021 for the period ended 30 September 2021 and the review report thereon and (ii) the press release dated 20 December 2021 relating to the sale of Bank of the West, Inc. (the "**Sale of Bank of the West Press Release**"), other than the section entitled "Responsibility Statement" (the "**Second Amendment to the BNPP 2020 Universal Registration Document**"),";
- (d) the following table is inserted immediately following the table entitled "First Amendment to the BNPP 2020 Universal Registration Document" (which was included in the Base Prospectus by virtue of the First Supplement):

<b>"Second Amendment to the BNPP 2020 Universal Registration Document</b>	
<a href="https://www.bnpparibas.co.uk/en/who-we-are-uk/">https://www.bnpparibas.co.uk/en/who-we-are-uk/</a>	
<b>2. Statutory Auditors</b>	Page 105 of the Second Amendment to the BNPP 2020 Universal Registration Document
<b>3. Risk Factors</b>	Pages 97 to 98 of the Second Amendment to the BNPP 2020 Universal Registration Document
<b>4. Information about the Issuer</b>	Pages 99 to 101 of the Second Amendment to the BNPP 2020 Universal Registration Document
<b>7. Operating and financial review</b>	
7.1 Financial situation	Pages 3 to 79 of the Second Amendment to the BNPP 2020 Universal Registration Document
7.2 Operating results	Pages 65 to 76 of the Second Amendment to the BNPP 2020 Universal Registration Document
<b>8. Capital resources</b>	
8.1 Issuer's capital resources	Pages 59 to 60, 79 and 81 to 83 of the Second Amendment to the BNPP 2020 Universal Registration Document
8.3 Borrowing requirements and funding structure	Pages 20 and 27 of the Second Amendment to the BNPP 2020 Universal Registration Document
<b>10. Trend Information</b>	

10.1	Main recent trends	Page 39 of the Second Amendment to the BNPP 2020 Universal Registration Document
10.2	Trends likely to have a material impact on the issuer's outlook	Page 39 of the Second Amendment to the BNPP 2020 Universal Registration Document
<b>18.</b>	<b>Financial information concerning the issuer's assets and liabilities, financial position, and profits and losses</b>	
18.1	Historical financial information	Pages 65 to 76 and 79 of the Second Amendment to the BNPP 2020 Universal Registration Document
18.2	Interim and other financial information	Pages 65 to 76 and 79 of the Second Amendment to the BNPP 2020 Universal Registration Document
18.6	Legal and arbitration proceedings	Pages 102 to 103 of the Second Amendment to the BNPP 2020 Universal Registration Document
18.6.1	Information on any governmental, legal or arbitration proceedings during a period covering at least the previous 12 months	Pages 102 to 103 of the Second Amendment to the BNPP 2020 Universal Registration Document
18.7	Significant change in the issuer's financial or trading position	Pages 103 to 104 of the Second Amendment to the BNPP 2020 Universal Registration Document
<b>21.</b>	<b>Documents on display</b>	Page 102 of the Second Amendment to the BNPP 2020 Universal Registration Document
<b>Sale of Bank of the West Press Release</b>		
	Entire document	Pages 100 to 101 of the Second Amendment to the BNPP 2020 Universal Registration Document"; and

- (e) the first sentence in the last paragraph on page 55 of the Original Base Prospectus is deleted and replaced with the following:

"Each of the documents incorporated by reference in (a) to (e) above will only be made available by the Issuer or the Guarantor to which such document relates."

## AMENDMENTS TO THE GENERAL INFORMATION SECTION

The "**GENERAL INFORMATION**" section on pages 281 to 291 of the Original Base Prospectus is amended as follows:

- (a) the first paragraph under the heading "**5. Legal and Arbitration Proceedings**" on page 281 of the Original Base Prospectus (which was amended by the First Supplement) is deleted and replaced with the following:

"Save as disclosed on pages 291 and 292 of the BNPP 2020 Universal Registration Document, pages 173 and 174 of the First Amendment to the BNPP 2020 Universal Registration Document and pages 102 to 103 of the Second Amendment to the BNPP 2020 Universal Registration Document, 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 at least 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 relating to BNPP under the heading "**6. Significant Change**" on page 282 of the Original Base Prospectus (which was amended by the First Supplement) is deleted and replaced with the following:

"There has been no significant change in the financial performance or financial position of BNPP or the Group since 30 September 2021 (being the end of the last financial period for which interim financial statements have been published)."; and

- (c) the paragraph under the heading "**15. Events impacting the solvency of BNPP**" on page 284 of the Original Base Prospectus (which was amended by the First Supplement) 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 September 2021.".