

Fifth Supplement dated 2 May 2024
to the Base Prospectus for the issue of Certificates dated 31 May 2023



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

BNP Paribas
(incorporated in France)
(as Issuer and Guarantor)

Note, Warrant and Certificate Programme

This fifth supplement (the "**Fifth Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 31 May 2023 (the "**Base Prospectus**"), the first supplement to the Base Prospectus dated 23 August 2023 (the "**First Supplement**"), the second supplement to the Base Prospectus dated 30 November 2023 (the "**Second Supplement**"), the third supplement to the Base Prospectus dated 23 February 2024 (the "**Third Supplement**") and the fourth supplement to the Base Prospectus dated 9 April 2024 (the "**Fourth Supplement**" and, together with the First Supplement, the Second Supplement and the Third Supplement, the "**Previous Supplements**"), in each case, in respect of Certificates issued under the Note, Warrant and Certificate Programme (the "**Programme**") of BNP Paribas Issuance B.V. ("**BNPP B.V.**"), BNP Paribas ("**BNPP**") and BNP Paribas Fortis Funding.

The Base Prospectus and the Previous Supplements constitute a base prospectus for the purposes of Article 8 of the Prospectus Regulation. "**Prospectus Regulation**" means Regulation (EU) 2017/1129 of 14 June 2017, as amended. The Base Prospectus received approval no.23-197 on 31 May 2023, the First Supplement received approval no.23-363 on 23 August 2023, the Second Supplement received approval no.23-500 on 30 November 2023, the Third Supplement received approval no.24-042 on 23 February 2024 and the Fourth Supplement received approval no.24-105 on 9 April 2024 from the *Autorité des marchés financiers* (the "**AMF**"). Application has been made to the AMF for approval of this Fifth 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 Fifth Supplement, save that BNPP B.V. accepts no responsibility for the information contained in the First Amendment to the BNPP 2023 Universal Registration Document (in English) (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, as amended by the Previous Supplements, 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, as amended by the Previous Supplements, the statement referred to in (i) above will prevail.

References in this Fifth Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the Previous Supplements. References in this Fifth Supplement to page numbers in the Base Prospectus are to the page numbers in the Base Prospectus without taking into account any amendments made in the Previous Supplements.

Copies of this Fifth Supplement will be available on the website of BNPP (<https://rates-globalmarkets.bnpparibas.com/documents/legaldocs/resourceindex.htm>) and on the website of the AMF (www.amf-france.org).

This Fifth 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, as amended by the Previous Supplements.

This Fifth Supplement has been prepared for the purposes of:

- (A) amending the table incorporating by reference BNPP's *Document d'Enregistrement Universel au 31 décembre 2023 et rapport financier annuel* (in English) (the "**BNPP 2023 Universal Registration Document (in English)**");
- (B) incorporating by reference the first *Amendement au Document d'Enregistrement Universel 2023* dated 25 April 2024 (the "**First Amendment to the BNPP 2023 Universal Registration Document (in English)**"); and
- (C) amending the "General Information" section.

The incorporation by reference of the document referred to in (B) above has been made to update the BNPP disclosure. The amendments referred to in (A) and (C) above have been made to reflect the updated disclosure referred to in (B) above. The amendments referred to in (A) above have been made to update the cross-reference table relating to BNP Paribas based on Annex 6 of the Commission Delegated Regulation (EU) 2019/980.

In accordance with Article 23(2) of the Prospectus Regulation, in the case of an offer of Securities to the public, investors who have already agreed to purchase or subscribe for Securities issued under the Programme before this Fifth Supplement is published and which are affected by the amendments made in this Fifth Supplement, have the right, exercisable before the end of the period of two (2) working days beginning with the working day after the date of publication of this Fifth Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 7 May 2024. 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 Securities before the above deadline.

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DOCUMENTS INCORPORATED BY REFERENCE

On 25 April 2024, BNPP filed with the AMF the first *Amendement au Document d'Enregistrement Universel 2023* in English, of which the pages appearing in the cross-reference table below are incorporated in, and forms part of, the Base Prospectus by virtue of this Fifth Supplement.

The "**DOCUMENTS INCORPORATED BY REFERENCE**" section on pages 100 to 117 of the Base Prospectus (which was amended by virtue of the Previous Supplements) is amended as follows:

- (a) the word "and" (which was added to the Base Prospectus by virtue of the Fourth Supplement) at the end of paragraph (d) is deleted;
- (b) the "," at the end of paragraph (e) is deleted and replaced with "; and";
- (c) the following paragraph (f) is added under paragraph (e):
 - "(f) the first *Amendement au Document d'Enregistrement Universel 2023* (in English) with filing number D.24-0158-A01 (the "**First Amendment to the BNPP 2023 Universal Registration Document (in English)**"),"; and
- (d) the table entitled "**BNP PARIBAS**" on pages 111 to 115 of the Base Prospectus (which was amended by virtue of the Previous Supplements) is deleted and replaced with the following table:

BNP PARIBAS			
Information incorporated by reference	Page Reference		
	BNPP 2022 Universal Registration Document (in English) - https://invest.bnpparibas/en/document/universal-registration-document-2022	BNPP 2023 Universal Registration Document (in English) - https://invest.bnpparibas/en/document/universal-registration-document-and-annual-financial-report-2023	First Amendment to the BNPP 2023 Universal Registration Document (in English) https://invest.bnpparibas/document/1st-amendment-to-the-2023-universal-registration-document-and-annual-financial-report
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- (d) the tables entitled "**2022 FINANCIAL STATEMENTS**" and "**2023 FINANCIAL STATEMENTS**" on pages 115 and 116 of the Base Prospectus (which were either in the Base Prospectus and amended by virtue of the Previous Supplements or added by virtue of the Previous Supplements) are deleted entirely.

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The "**GENERAL INFORMATION**" section on pages 1523 to 1531 of the Base Prospectus is amended as follows:

- (a) the first paragraph under the heading "**6. Legal and Arbitration Proceedings**" on page 1524 of the Base Prospectus (which was amended by virtue of the Previous Supplements) is deleted and replaced with the following:

"Save as disclosed on pages 279 and 280 of the BNPP 2023 Universal Registration Document (in English) and pages 85 and 86 of the First Amendment to the BNPP 2023 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 1524 of the Base Prospectus (which was amended by virtue of the Previous Supplements) 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 31 March 2024 (being the end of the last financial period for which financial information has been published).";

- (c) the first paragraph under the heading "**10. Board of Directors**" on page 1524 of the Base Prospectus is deleted and replaced with the following:

"The members of the Board of Directors of BNPP are displayed on pages 35 to 48 of the BNPP 2023 Universal Registration Document (in English) and pages 81 to 84 of the First Amendment to the BNPP 2023 Universal Registration Document (in English) relating to BNPP, which are incorporated by reference herein."; and

- (d) the paragraph under the heading "**19. Events impacting the solvency of BNPP**" on page 1531 of the Base Prospectus (which was amended by virtue of the Previous Supplements) 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 31 March 2024.".

RESPONSIBILITY STATEMENT

I hereby certify on behalf of BNPP and BNPP B.V. that, to the best of my knowledge, the information contained in this Fifth Supplement is in accordance with the facts and makes 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

Dated 2 May 2024



This Fifth Supplement has been approved by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129. The AMF has approved this Fifth 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 Securities described in the Base Prospectus (as amended by the Previous Supplements and this Fifth Supplement). Investors should make their own assessment of the opportunity to invest in such Securities.

This Fifth Supplement has been approved on 2 May 2024. This Fifth Supplement obtained the following approval number: n°24-134.