

**Second Supplement dated 27 March 2017**

**to the Euro Medium Term Note Programme Base Prospectus dated 9 December 2016**



**BNP PARIBAS**

**BNP PARIBAS**

*(incorporated in France)*

*(as Issuer)*

**€90,000,000,000**

### **EURO MEDIUM TERM NOTE PROGRAMME**

This second supplement (the "**Second Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 9 December 2016 (the "**Base Prospectus**") and the first supplement to the Base Prospectus dated 8 February 2017 (the "**First Supplement**"), in each case in relation to the €90,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of BNP Paribas ("**BNPP**", the "**Bank**", or the "**Issuer**").

The Base Prospectus and the First Supplement together constitute a base prospectus for the purposes of Article 5.4 of the Prospectus Directive. The "**Prospectus Directive**" means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU) and includes any relevant implementing measure in a relevant Member State of the European Economic Area. The *Autorité des marchés financiers* (the "**AMF**") granted visa no. 16-575 on 9 December 2016 in respect of the Base Prospectus and visa no. 17-055 on 8 February 2017 in respect of the First Supplement. Application has been made for approval of this Second 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.

BNPP accepts responsibility for the information contained in this Second Supplement. To the best of the knowledge of BNPP (who has 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 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 Base Prospectus the statement referred to in (i) above will prevail.

References in this Second Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the First Supplement. References in this Second 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 First Supplement.

Copies of this Second Supplement may be obtained free of charge at the registered offices of BNP Paribas and BNP Paribas Securities Services, Luxembourg Branch as Principal Paying Agent and will be available

on the website of BNP Paribas ([www.invest.bnpparibas.com](http://www.invest.bnpparibas.com)) and on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)).

This Second Supplement has been prepared in accordance with Article 16.1 of the Prospectus Directive and pursuant to Article 212-25 of the AMF's *Règlement Général*, for the purposes of giving information which amends or is additional to the information already contained in the Base Prospectus as amended by the First Supplement.

This Second Supplement has been prepared for the purposes of:

- (A) incorporating by reference BNPP's *document de référence et rapport financier annuel* in English for 2016;
- (B) amending the "Programme Summary" and the "Pro Forma Issue Specific Summary of the Programme";
- (C) amending the "Programme Summary (in French)" and the "Pro Forma Issue Specific Summary of the Programme (in French)";
- (D) amending the "Risk Factors" section;
- (E) amending the "Forward Looking Statements";
- (F) amending the "Presentation of Financial Information"; and
- (G) amending the "General Information" section.

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

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Notes to the public, investors who have already agreed to purchase or subscribe for Notes issued under the Programme before this Second Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date of publication of this Second Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 30 March 2017.

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**AMENDMENTS TO THE PROGRAMME SUMMARY AND PRO FORMA ISSUE SPECIFIC  
SUMMARY OF THE PROGRAMME**

1. The "Programme Summary" on pages 5 to 37 of the Base Prospectus is amended as follows:

(a) Element B.12 is amended as follows:

(i) the table under the heading "Selected historical key financial information:" and above the heading "**Comparative Interim Financial Data for the six-month period ended 30 June 2016 – In millions EUR**" is deleted and replaced with the following:

| <b>Comparative Annual Financial Data – In millions of EUR</b> |                                 |                                 |
|---|---------------------------------|---------------------------------|
|   | <b>31/12/2016<br/>(audited)</b> | <b>31/12/2015<br/>(audited)</b> |
| Revenues  | 43,411                          | 42,938                          |
| Cost of risk  | (3,262)                         | (3,797)                         |
| Net income, Group share                                       | 7,702                           | 6,694                           |
|   | <b>31/12/2016</b>               | <b>31/12/2015</b>               |
| Common equity Tier 1 Ratio<br>(Basel 3 fully loaded, CRD 4)   | 11.5%                           | 10.9%                           |
|   | <b>31/12/2016<br/>(audited)</b> | <b>31/12/2015<br/>(audited)</b> |
| Total consolidated balance sheet                              | 2,076,959                       | 1,994,193                       |
| Consolidated loans and<br>receivables due from customers      | 712,233                         | 682,497                         |
| Consolidated items due to<br>customers                        | 765,953                         | 700,309                         |
| Shareholders' equity (Group<br>share)                         | 100,665                         | 96,269                          |

(ii) the heading "**Comparative Interim Financial Data for the six-month period ended 30 June 2016 – In millions of EUR**" and the table under such heading and above the heading "**Comparative Interim Financial Data for the nine-month period ended 30 September 2016 – In millions of EUR**" are deleted;

(iii) the heading "**Comparative Interim Financial Data for the nine-month period ended 30 September 2016 – In millions of EUR**" and the table under such heading and above the heading "*Statements of no significant or material adverse change*" are deleted; and

(iv) the paragraph under the heading "*Statements of no significant or material adverse change*" is deleted and replaced with the following:

"There has been no significant change in the financial or trading position of the BNPP Group since 31 December 2016 (being the end of the last financial period for which audited financial statements have been published). There has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December

2016 (being the end of the last financial period for which audited financial statements have been published)."

- (b) Element B.13 is deleted in its entirety and replaced with the following:

|             |  |   |
|-------------|--|---|
| <b>B.13</b> | Events impacting the Issuer's solvency | Not applicable, as at 27 March 2017 and to the best of the Issuer's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency since 31 December 2016. |
|-------------|--|---|

2. The "Pro Forma Issue Specific Summary of the Programme" on pages 76 to 109 of the Base Prospectus is amended as follows:

- (a) Element B.12 is amended as follows:

- (i) the table under the heading "Selected historical key financial information:" and above the heading "**Comparative Interim Financial Data for the six-month period ended 30 June 2016 – In millions of EUR**" is deleted and replaced with the following:

|   | <b>31/12/2016</b><br><b>(audited)</b> | <b>31/12/2015</b><br><b>(audited)</b> |
|---|---------------------------------------|---------------------------------------|
| Revenues  | 43,411                                | 42,938                                |
| Cost of risk  | (3,262)                               | (3,797)                               |
| Net income, Group share                                     | 7,702                                 | 6,694                                 |
|   | <b>31/12/2016</b>                     | <b>31/12/2015</b>                     |
| Common equity Tier 1 Ratio<br>(Basel 3 fully loaded, CRD 4) | 11.5%                                 | 10.9%                                 |
|   | <b>31/12/2016</b><br><b>(audited)</b> | <b>31/12/2015</b><br><b>(audited)</b> |
| Total consolidated balance sheet                            | 2,076,959                             | 1,994,193                             |
| Consolidated loans and<br>receivables due from customers    | 712,233                               | 682,497                               |
| Consolidated items due to<br>customers                      | 765,953                               | 700,309                               |
| Shareholders' equity (Group<br>share)                       | 100,665                               | 96,269                                |

- (ii) the heading "**Comparative Interim Financial Data for the six-month period ended 30 June 2016 – In millions of EUR**" and the table under such heading and above the heading "**Comparative Interim Financial Data for the nine-month period ended 30 September 2016 – In millions of EUR**" are deleted;
- (iii) the heading "**Comparative Interim Financial Data for the nine-month period ended 30 September 2016 – In millions of EUR**" and the table under such heading and above the heading "*Statements of no significant or material adverse change*" are deleted; and

- (iv) the paragraph under the heading "*Statements of no significant or material adverse change*" is deleted and replaced with the following:

"There has been no significant change in the financial or trading position of the BNPP Group since 31 December 2016 (being the end of the last financial period for which audited financial statements have been published). There has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2016 (being the end of the last financial period for which audited financial statements have been published)."

- (b) Element B.13 is deleted in its entirety and replaced with the following:

|             |  |  |
|-------------|--|--|
| <b>B.13</b> | Events impacting the Issuer's solvency | <p>[Not applicable, as at 27 March 2017 and to the best of the Issuer's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency since 31 December 2016.]</p> <p><i>[Specify any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency.]</i></p> |
|-------------|--|--|

**AMENDMENTS TO THE PROGRAMME SUMMARY (IN FRENCH) AND TO THE PRO FORMA  
ISSUE SPECIFIC SUMMARY OF THE PROGRAMME (IN FRENCH)**

1. Le "Résumé du Programme" figurant aux pages 38 à 75 du Prospectus de Base est modifié comme suit:

(a) L'Elément B.12 est modifié comme suit :

(i) le tableau sous le titre "Informations financières historiques clés sélectionnées :" et au-dessus du titre "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2016 – En millions d'EUR**" est supprimé et remplacé par ce qui suit :

| <b>Données Financières Annuelles Comparées – En millions d'EUR</b>    |                   |                   |
|---|-------------------|-------------------|
|   | <b>31/12/2016</b> | <b>31/12/2015</b> |
|   | <b>(auditées)</b> | <b>(auditées)</b> |
| Produit Net Bancaire  | 43.411            | 42.938            |
| Coût du Risque  | (3.262)           | (3.797)           |
| Résultat Net, part du Groupe  | 7.702             | 6.694             |
|   | <b>31/12/2016</b> | <b>31/12/2015</b> |
| Ratio Common equity Tier 1<br>(Bâle 3 pleinement applicable,<br>CRD4) | 11,5%             | 10,9%             |
|   | <b>31/12/2016</b> | <b>31/12/2015</b> |
|   | <b>(auditées)</b> | <b>(auditées)</b> |
| Total du bilan consolidé  | 2.076.959         | 1.994.193         |
| Total des prêts et créances sur la<br>clientele                       | 712.233           | 682.497           |
| Total des dettes envers la<br>clientele                               | 765.953           | 700.309           |
| Capitaux Propres (part du<br>Groupe)                                  | 100.665           | 96.269            |

(ii) le titre "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2016 – En millions d'EUR**" et le tableau situé sous ce titre et au-dessus du titre "**Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2016 – En millions d'EUR**" sont supprimés ;

(iii) le titre "**Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2016 – En millions d'EUR**" et le tableau situé sous ce titre et au-dessus du titre "*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif*" sont supprimés ; et

(iv) le paragraphe situé sous le titre "*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif*" est supprimé et remplacé par ce qui suit :

"Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale du Groupe BNPP depuis le 31 décembre 2016 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés). Il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP ou du Groupe BNPP depuis le 31 décembre 2016 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés)."

- (b) L'Elément B.13 est supprimé dans son intégralité et remplacé par ce qui suit :

|             |   |   |
|-------------|---|---|
| <b>B.13</b> | Evénements impactant la solvabilité de l'Emetteur | Sans objet, au 27 mars 2017 et à la connaissance de l'Emetteur, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur depuis le 31 décembre 2016. |
|-------------|---|---|

2. Le "Modèle de Résumé du Programme Spécifique à l'Emission en relation avec le Prospectus de Base" figurant aux pages 110 à 148 du Prospectus de Base est modifié comme suit:

- (a) L'Elément B.12 est modifié comme suit :

- (i) le tableau sous le titre "Informations financières historiques clés sélectionnées :" et au-dessus du titre "**Données Financières Intermédiaire Comparées pour la période de 6 mois se terminant le 30 juin 2016 – En millions d'EUR**" est supprimé et remplacé par ce qui suit :

| <b>Données Financières Annuelles Comparées – En millions d'EUR</b> |                                       |                                       |
|--|---------------------------------------|---------------------------------------|
|  | <b>31/12/2016</b><br><b>(audités)</b> | <b>31/12/2015</b><br><b>(audités)</b> |
| Produit Net Bancaire   | 43.411                                | 42.938                                |
| Coût du Risque   | (3.262)                               | (3.797)                               |
| Résultat Net, part du Groupe                                       | 7.702                                 | 6.694                                 |
|  | <b>31/12/2016</b>                     | <b>31/12/2015</b>                     |
| Ratio Common equity Tier 1 (Bâle 3 pleinement applicable, CRD4)    | 11,5%                                 | 10,9%                                 |
|  | <b>31/12/2016</b><br><b>(audités)</b> | <b>31/12/2015</b><br><b>(audités)</b> |
| Total du bilan consolidé   | 2.076.959                             | 1.994.193                             |
| Total des prêts et créances sur la clientèle                       | 712.233                               | 682.497                               |
| Total des dettes envers la clientèle                               | 765.953                               | 700.309                               |
| Capitaux Propres (part du Groupe)                                  | 100.665                               | 96.269                                |

- (ii) le titre "**Données Financières Intermédiaire Comparées pour la période de 6 mois se terminant le 30 juin 2016 – En millions d'EUR**" et le tableau situé sous ce titre et au-dessus du titre "**Données Financières Intermédiaire Comparées pour**



**la période de 9 mois se terminant le 30 septembre 2016 – En millions d'EUR"**  
sont supprimés ;

- (iii) le titre "**Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2016 – En millions d'EUR**" et le tableau situé sous ce titre et au-dessus du titre "*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif*" sont supprimés ; et
- (iv) le paragraphe situé sous le titre "*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif*" est supprimé et remplacé par ce qui suit :

"Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale du Groupe BNPP depuis le 31 décembre 2016 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés). Il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP ou du Groupe BNPP depuis le 31 décembre 2016 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés)."

- (b) L'Elément B.13 est supprimé dans son intégralité et remplacé par ce qui suit :

|             |   |   |
|-------------|---|---|
| <b>B.13</b> | Evénements impactant la solvabilité de l'Emetteur | [Sans objet, au 27 mars 2017 et à la connaissance de l'Emetteur, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur depuis le 31 décembre 2016.]<br><br>[Préciser tout événement récent significatif pertinent pour l'évaluation de la solvabilité de l'Emetteur.] |
|-------------|---|---|

## AMENDMENTS TO THE RISK FACTORS

The "Risk Factors" section on pages 149 to 201 of the Base Prospectus is amended as follows:

- (a) the words "BNPP 2015 Registration Document" in the third paragraph under the heading "Risk Factors" are deleted and replaced with the words "BNPP 2016 Registration Document"; and
- (b) the first paragraph under the heading "**Risks Relating to the Bank and its Industry**" (which was added to the Base Prospectus by virtue of the First Supplement) is deleted and its replaced with the following:

"See Chapter 5 ("Risks and Capital Adequacy", except pages 253 to 274) of the BNPP 2016 Registration Document (in English) (as defined below), which is incorporated by reference in this document."

## **FORWARD LOOKING STATEMENTS**

The first sentence under the heading "Forward Looking Statements" on page 202 of the Base Prospectus is deleted and replaced with the following:

"The BNPP 2016 Registration Document (in English) (as defined in "*Documents Incorporated by Reference*" below) and the other documents incorporated by reference, contain forward-looking statements."

## PRESENTATION OF FINANCIAL INFORMATION

The second and third paragraphs under the heading "Presentation of Financial Information" on page 202 of the Base Prospectus are deleted and replaced with the following:

"BNP Paribas consolidated financial statements for the years ended 31 December 2014, 31 December 2015 and 31 December 2016 have been prepared in accordance with international financial reporting standards ("**IFRS**") as adopted by the European Union. The Group's fiscal year ends on 31 December and references in the BNPP 2014 Registration Document, the BNPP 2015 Registration Document (as defined in "*Documents Incorporated by Reference*" below) and the BNPP 2016 Registration Document (in English) incorporated by reference herein to any specific fiscal year are to the twelve-month period ended 31 December of such year.

Due to rounding, the numbers presented or incorporated by reference throughout this Base Prospectus, the BNPP 2014 Registration Document, the BNPP 2015 Registration Document and the BNPP 2016 Registration Document (in English) may not add up precisely, and percentages may not reflect precisely absolute figures."

## DOCUMENTS INCORPORATED BY REFERENCE

On 7 March 2017, BNPP filed with the AMF the *Document de référence 2016 et rapport financier annuel déposée auprès de l'AMF le 7 mars 2017* in French. The English version was made available on 17 March 2017, including the audited financial information of BNPP as at 31 December 2016 and the audit report thereon and, by virtue of this Second Supplement, is incorporated in, and forms part of, the Base Prospectus.

The section "**DOCUMENTS INCORPORATED BY REFERENCE**" in the Base Prospectus is updated as follows:

- (a) the word "and" at the end of paragraph (f) is deleted;
- (b) the "," at the end of paragraph (g) is deleted and replaced with "; and";
- (c) the following new paragraph (h) is added under paragraph (g):
 

"(h) BNPP's *Document de référence et rapport financier annuel* in English for 2016 including the consolidated financial statements for the year ended 31 December 2016 and the statutory auditors' report thereon other than the sections entitled "Person Responsible for the Update to the Registration Document", the "Table of Concordance" and any reference to a completion letter ("*Lettre de fin de travaux*" therein) with filing number D.17-0132 (the "**BNPP 2016 Registration Document (in English)**")."; and
- (d) the following table is inserted immediately following the table entitled "*Third Update to the BNPP 2015 Registration Document*":

| <b><i>BNPP 2016 REGISTRATION DOCUMENT (in English)</i></b>   |  |
|--|--|
| <b><i>Extracts of Annex XI of the European Regulation 809/2004/EC of 29 April 2004</i></b>   |  |
| <b>3. Risk Factors</b>   |  |
| 3.1. Prominent disclosure of risk factors that may affect the Issuer's ability to fulfil its obligations under the securities to investors in a section headed "Risk Factors". | Pages 235 to 412 of the BNPP 2016 Registration Document (in English)               |
| <b>4. Information about the Issuer</b>   |  |
| 4.1. History and development of the Issuer   | Page 5 of the BNPP 2016 Registration Document (in English)                         |
| 4.1.1. The legal and commercial name of the Issuer   | Page 539 of the BNPP 2016 Registration Document (in English)                       |
| 4.1.2. The place of registration of the Issuer and its registration number;  | Pages 539 and 560 (back cover) of the BNPP 2016 Registration Document (in English) |
| 4.1.3. The date of incorporation and the length of life of the Issuer, except where indefinite;  | Page 539 of the BNPP 2016 Registration Document (in English)                       |
| 4.1.4.<br>- the domicile and legal form of the Issuer,   | Pages 539 and 560 (back cover) of the BNPP 2016 Registration Document (in English) |

|  |   |
|--|---|
| <ul style="list-style-type: none"> <li>- the legislation under which the Issuer operates,</li> <li>- its country of incorporation, and</li> <li>- the address and telephone number of its registered office (or principal place of business if different from its registered office).</li> </ul> |   |
| 4.1.5. Any recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.  | Page 126 of the BNPP 2016 Registration Document (in English)                                    |
| <b>5. Business Overview</b>  |   |
| 5.1.1. A brief description of <ul style="list-style-type: none"> <li>- the Issuer's principal activities stating,</li> <li>- the main categories of products sold and/or services performed.</li> </ul>  | Pages 6 to 15, 162 to 164 and 532 to 538 of the BNPP 2016 Registration Document (in English)    |
| 5.1.2. An indication of any significant new products and/or activities.  | Pages 6 to 15, 162 to 164 and 532 to 538 of the BNPP 2016 Registration Document (in English)    |
| 5.1.3. A brief description of the principal markets in which the Issuer competes.  | Pages 6 to 15, 162 to 164 and 532 to 538 of the BNPP 2016 Registration Document (in English)    |
| 5.1.4. The basis for any statements in the registration document made by the Issuer regarding its competitive position.  | Pages 6 to 15 and 104 to 115 of the BNPP 2016 Registration Document (in English)                |
| <b>6. Organisational Structure</b>   |   |
| 6.1. If the Issuer is part of a group, a brief description of the group and of the Issuer's position within it.  | Page 4 of the BNPP 2016 Registration Document (in English)                                      |
| 6.2. If the Issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.   | Pages 222 to 230, 448 to 450 and 532 to 537 of the BNPP 2016 Registration Document (in English) |
| <b>7. Trend Information</b>  |   |
| 7.2 Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects for at least the current financial year.   | Pages 127 to 128 of the BNPP 2016 Registration Document (in English)                            |
| <b>8. Profit Forecasts or Estimates</b>  |   |

|   |            |
|---|------------|
| <p>8.1. A statement setting out the principal assumptions upon which the Issuer has based its forecast, or estimate.</p> <p>There must be a clear distinction between assumptions about factors which the members of the administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the administrative, management or supervisory bodies; be readily understandable by investors; be specific and precise; and not relate to the general accuracy of the estimates underlying the forecast.</p>   | <p>N/A</p> |
| <p>8.2. A report prepared by independent accountants or auditors stating that in the opinion of the independent accountants or auditors the forecast or estimate has been properly compiled on the basis stated, and that the basis of accounting used for the profit forecast or estimate is consistent with the accounting policies of the Issuer.</p> <p>Where financial information relates to the previous financial year and only contains non-misleading figures substantially consistent with the final figures to be published in the next annual audited financial statements for the previous financial year, and the explanatory information necessary to assess the figures, a report shall not be required provided that the prospectus includes all of the following statements:</p> <p>(a) the person responsible for this financial information, if different from the one which is responsible for the prospectus in general, approves that information;</p> <p>(b) independent accountants or auditors have agreed that this information is substantially consistent with the final figures to be published in the next annual audited financial statements;</p> <p>(c) this financial information has not been audited.</p> | <p>N/A</p> |
| <p>8.3. The profit forecast or estimate must be prepared on a basis comparable with the historical financial information.</p>   | <p>N/A</p> |

|  |   |
|--|---|
| <b>9. Administrative, Management, and Supervisory Bodies</b>   |   |
| <p>9.1. Names, business addresses and functions in the Issuer of the members of the administrative, management or supervisory bodies, and an indication of the principal activities performed by them outside the Issuer where these are significant with respect to that Issuer:</p> <p>(a) members of the administrative, management or supervisory bodies;</p> <p>(b) partners with unlimited liability, in the case of a limited partnership with a share capital.</p> | Pages 30 to 42 and 102 of the BNPP 2016 Registration Document (in English)                |
| <p>9.2. Administrative, Management, and Supervisory bodies conflicts of interests.</p> <p>Potential conflicts of interests between any duties to the issuing entity of the persons referred to in item 9.1 and their private interests and or other duties must be clearly stated.</p> <p>In the event that there are no such conflicts, make a statement to that effect.</p>  | Pages 43 to 60, 65 to 66 and 78 to 79 of the BNPP 2016 Registration Document (in English) |
| <b>10. Major Shareholders</b>  |   |
| <p>10.1. To the extent known to the Issuer, state whether the Issuer is directly or indirectly owned or controlled and by whom, and describe the nature of such control, and describe the measures in place to ensure that such control is not abused.</p>   | Pages 16 and 17 of the BNPP 2016 Registration Document (in English)                       |
| <p>10.2. A description of any arrangements, known to the Issuer, the operation of which may at a subsequent date result in a change in control of the Issuer.</p>  | Page 17 of the BNPP 2016 Registration Document (in English)                               |
| <b>2016 FINANCIAL STATEMENTS</b>   |   |
| Profit and loss account for the year ended 31 December 2016  | Page 134 of the BNPP 2016 Registration Document (in English)                              |
| Statement of net income and changes in assets and liabilities recognised directly in equity  | Page 135 of the BNPP 2016 Registration Document (in English)                              |
| Balance sheet at 31 December 2016  | Page 136 of the BNPP 2016 Registration Document (in English)                              |
| Cash flow statement for the year ended 31 December 2016  | Page 137 of the BNPP 2016 Registration Document (in English)                              |



|  |   |
|--|---|
| Statement of changes in shareholders' equity between 1 January 2016 and 31 December 2016   | Pages 138 and 139 of the BNPP 2016 Registration Document (in English) |
| Notes to the financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union | Pages 140 to 231 of the BNPP 2016 Registration Document (in English)  |
| Statutory Auditors' report on the Consolidated Financial Statements of BNP Paribas for the year ended 31 December 2016                     | Pages 232 and 233 of the BNPP 2016 Registration Document (in English) |

## AMENDMENTS TO THE GENERAL INFORMATION SECTION

The General Information Section on pages 807 to 811 of the Base Prospectus is amended as follows:

- (a) the paragraphs under the heading "**4. Documents Available**" on page 807 of the Base Prospectus are amended as follows:
- (i) the word "and" at the end of sub-paragraph (ix) is deleted;
  - (ii) the "." at the end of sub-paragraph (x) is deleted and replaced with "; and";
  - (iii) the following new sub-paragraph (xi) is added under sub-paragraph (x):  

"(xi) the BNPP 2016 Registration Document (in English)."; and
  - (iv) the sentence beginning "In addition, (ii), (iii), (v) – (x)" in the last sub-paragraph is amended by the deletion of "(x)" and the insertion of "(xi)" in its place;
- (b) the paragraph under the heading "**5. Material Adverse Change**" on page 807 of the Base Prospectus is deleted in its entirety and replaced with the following:
- "There has been no material adverse change in the prospects of BNPP or the Group since 31 December 2016.";
- (c) the paragraph under the heading "**6. Legal and Arbitration Proceedings**" on page 808 of the Base Prospectus is deleted in its entirety and replaced with the following:
- "Save as disclosed on pages 161 and 213 of the BNPP 2016 Registration Document (in English), there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer 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 the Issuer and/or the Group's financial position or profitability.";
- (d) the paragraph under the heading "**7. Significant Change**" on page 808 of the Base Prospectus is deleted in its entirety and replaced with the following:
- "There has been no significant change in the financial or trading position of BNPP or the Group since 31 December 2016 (being the end of the last financial period for which audited financial statements have been published).";
- (e) the table under the heading "**17. Capitalization of BNPP and the BNP Paribas Group**" on pages 810 and 811 of the Base Prospectus is deleted and replaced with the following:

| Millions of Euros   | <b>BNP PARIBAS<br/>GROUP</b><br>31 December 2015 | <b>BNP PARIBAS<br/>GROUP</b><br>31 December 2016 |
|---|--|--|
| Medium - and Long-Term Debt<br>of which unexpired term to maturity is more<br>than one year |  |  |
| Debt securities at fair value through profit or<br>lost                                     | 34,889   | 36,215   |

|  |                |                |
|--|----------------|----------------|
| Other debt securities  | 65,756         | 58,205         |
| Subordinated debt  | 12,070         | 12,341         |
| <b>Total Medium - and Long-Term Debt.....</b>                        | <b>112,715</b> | <b>106,761</b> |
| Shareholders' Equity and Equivalents                                 |                |                |
| Issued Capital .....   | 2,493          | 2,494          |
| Additional paid-in capital.....                                      | 24,404         | 24,454         |
| Preferred shares and equivalent instruments.....                     | 7,855          | 8,430          |
| Retained earnings .....  | 51,906         | 55,754         |
| Unrealised or deferred gains and losses attributable to shareholders | 6,736          | 6,169          |
| Undated participating subordinated notes ....                        | 222            | 222            |
| Undated Subordinated FRNs.....                                       | 1,811          | 1,789          |
| <b>Total Shareholders' Equity and Equivalents</b>                    | <b>95,427</b>  | <b>99,312</b>  |
| Minority Interest.....   | 3,719          | 4,431          |
| <b>Total Capitalization and Medium-to-Long Term Indebtedness</b>     | <b>211,861</b> | <b>210,504</b> |

- (f) the paragraph under the heading "**18. Events impacting the solvency of BNPP**" on page 811 of the Base Prospectus is deleted in its entirety 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 December 2016."

## **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 Second 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

Dated 27 March 2017

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 Second Supplement the visa n°17-109 on 27 March 2017. This Second Supplement has been prepared by BNP Paribas and its signatories assume responsibility for it. This Second Supplement and the Base Prospectus (as amended by the First Supplement) 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.