

**THIRD SUPPLEMENT DATED 12 SEPTEMBER 2013
TO THE NOTE, WARRANT AND CERTIFICATE PROGRAMME BASE PROSPECTUS
DATED 3 JUNE 2013**



BNP PARIBAS

BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

BNP Paribas Fortis Funding

(incorporated in Luxembourg)

(as Issuer)

BNP Paribas Fortis SA/NV

(incorporated in Belgium)

(as Guarantor)

BGL BNP Paribas

(incorporated in Luxembourg)

(as Issuer)

Note, Warrant and Certificate Programme

This third supplement (the **Third Supplement**) is supplemental to, and should be read in conjunction with the base prospectus (the **Base Prospectus**) dated 3 June 2013, the first supplement to the Base Prospectus dated 24 July 2013 (the **First Supplement**) and the second supplement to the Base Prospectus dated 12 August 2013 (the **Second Supplement**), in each case in relation to the Note, Warrant and Certificate Programme of BNP Paribas Arbitrage Issuance B.V. (**BNPP B.V.**), BNP Paribas (**BNPP**), BNP Paribas Fortis Funding (**BP2F**), BNP Paribas Fortis SA/NV (**BNPPF**) and BGL BNP Paribas (**BGL**) (the **Programme**).

The Base Prospectus constitutes a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC as amended (including by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the **Prospectus Directive**). The *Autorité des Marchés Financiers* (the **AMF**) granted visa no. 13-259 on 3 June 2013 in respect of the Base Prospectus, visa no. 13-416 on 24 July 2013 in respect of the First Supplement and visa no. 13-456 on 12 August 2013 in respect of the Second Supplement. Application has been made for approval of this Third Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France.

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

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

Reference in this Third Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the First Supplement and/or the Second Supplement. References in this Third Supplement to page numbers in the Base Prospectus are to the page numbers in the Base Prospectus without taking into account amendments made in the First Supplement and/or the Second Supplement.

Copies of this Third Supplement may be obtained free of charge at the specified offices of BNP Paribas Securities Services, Luxembourg Branch and BNP Paribas Arbitrage S.N.C. and 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).

This Third 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.

This Third Supplement has been prepared for the purposes of (i) providing disclosure in respect of certain rates and/or levels which are relevant to the determination of the return on the Securities but which may not be known at the beginning of the Offer Period and will be notified to investors prior to the Issue Date; (ii) updating the "Programme Summary in relation to the Base Prospectus" and the "Pro Forma Issue Specific Summary of the Programme in relation to the Base Prospectus"; (iii) amending the "Description of BNPP Indices"; (iv) updating the "Significant Change" statement in respect of BNPP; (v) amending the Additional Terms and Conditions for Payouts to include a definition of Gearing Down and Gearing Up; (vi) updating the disclosure relating to the Board of Directors of BNPP; and (vii) updating the "Programme Summary in relation to the Base Prospectus (in French)" and the "Pro Forma Issue Specific Summary of the Programme in relation to the Base Prospectus (in French)".

In accordance with Article 16.2 of the Prospectus Directive, 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 by BNPP or guaranteed by BNPP before this Third 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 Third Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 16 September 2013.

TABLE OF CONTENTS

Page

COVER PAGE	4
PROGRAMME SUMMARY IN RELATION TO THE BASE PROSPECTUS AND PRO FORMA ISSUE SPECIFIC SUMMARY OF THE PROGRAMME IN RELATION TO THE BASE PROSPECTUS.....	5
RISK FACTORS	11
ADDITIONAL TERMS AND CONDITIONS FOR PAYOUTS.....	12
DESCRIPTION OF BNPP INDICES	13
GENERAL INFORMATION.....	14
PROGRAMME SUMMARY IN RELATION TO THE BASE PROSPECTUS (IN FRENCH) AND PRO FORMA ISSUE SPECIFIC SUMMARY OF THE PROGRAMME IN RELATION TO THE BASE PROSPECTUS (IN FRENCH).....	15
RESPONSIBILITY STATEMENT	20

COVER PAGE

The following paragraph shall be inserted at the end of the second paragraph on Page 2 of the Base Prospectus:

"In certain circumstances at the commencement of an offer period in respect of Securities but prior to the issue date, certain specific information (specifically, the fixed rate of interest, minimum and/or maximum rate of interest payable, the margin applied to the floating rate of interest payable, the gearing applied to the interest or final payout, the Gearing Up applied to the final payout, (in the case of Autocall Securities, Autocall One Touch Securities or Autocall Standard Securities) the FR Rate component of the final payout (which will be payable if certain conditions are met, as set out in the Payout Conditions) and/or the Knock-in Level and/or Knock-out Level used to ascertain whether a Knock-in Event or Knock-out Event, as applicable, has occurred) may not be known. In these circumstances, the Final Terms will specify an indicative range in respect of the relevant rates, levels or percentages and the actual rate, level or percentage, as applicable, will be notified to investors prior to the Issue Date. Accordingly, in these circumstances investors will be required to make their decision to invest in the relevant Securities based on the indicative range specified in the Final Terms. Notice of the actual rate, level or percentage, as applicable, will be published in the same manner as the publication of the Final Terms."

**PROGRAMME SUMMARY IN RELATION TO THE BASE PROSPECTUS AND PRO FORMA
ISSUE SPECIFIC SUMMARY OF THE PROGRAMME IN RELATION TO THE BASE
PROSPECTUS**

1. The "Programme Summary in relation to this Base Prospectus" on pages 16 to 54 of the Base Prospectus is amended as follows:
- (a) In Element B.12 the information in relation to BNPP under the heading "In relation to BNPP" and above the heading "In relation to BGL" is deleted and replaced with the following:

Comparative Annual Financial Data - In millions of EUR		
	31/12/2011	31/12/2012
Revenues	42,384	39,072
Cost of risk	(6,797)	(3,941)
Net income, Group share	6,050	6,564
Common Equity Tier 1 Ratio (Basel 2.5)	9.6%	11.8%
Tier 1 Ratio	11.6%	13.6%
Total consolidated balance sheet	1,965,283	1,907,200
Consolidated loans and receivables due from customers	665,834	630,520
Consolidated items due to customers	546,284	539,513
Shareholders' equity (Group share)	75,370	85,444
Comparative Interim Financial Data - In millions of EUR		
	30/06/2012	30/06/2013
Revenues	19,984	19,972
Cost of risk	(1,798)	(2,087)
Net income, Group	4,719	3,347

	share		
	Common Equity Tier 1 Ratio (Basel 2.5)	10.9%	12.2%
	Tier 1 Ratio	12.7%	13.6%
	Total consolidated balance sheet	1,969,943	1,861,338
	Consolidated loans and receivables due from customers	657,441	623,587
	Consolidated items due to customers	535,359	554,198
	Shareholders' equity (Group share)	81,721	86,136

- (b) In Element B.12 the paragraphs under the heading "Statements of no significant or material adverse change" are deleted and replaced with the following:

"There has been no significant change in the financial or trading position of the BNPP Group since 30 June 2013 and there has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2012.

There has been no significant change in the financial or trading position of BNPP B.V., BP2F or BGL since 31 December 2012 and there has been no material adverse change in the prospects of BNPP B.V., BP2F or BGL since 31 December 2012."

- (c) The first bullet point in Element B.16 and the first paragraph in Element B.19/B.16 are deleted and replaced with the following:

"None of the existing shareholders controls, either directly or indirectly, BNPP. The main shareholders are Société Fédérale de Participations et d'Investissement (SFPI) a *public-interest société anonyme* (public limited company) acting on behalf of the Belgian government holding 10.3% of the share capital as at 30 June 2013; AXA holding 2.9% of the share capital as at 30 June 2013 and Grand Duchy of Luxembourg holding 1.0% of the share capital as at 30 June 2013. To BNPP's knowledge, no shareholder other than SFPI owns more than 5% of its capital or voting rights."

- (d) Element D.3 is amended by the addition of the following at the end of the first paragraph in the third column:

"In certain circumstances at the commencement of an offer period in respect of Securities but prior to the issue date, certain specific information (specifically the fixed Rate of Interest, Minimum Interest Rate and/or Maximum Interest Rate payable, the Margin applied to the floating rate of interest payable, the Gearing applied to the interest or final payout, the Gearing Up applied to the final payout, (in the case of Autocall Securities, Autocall One Touch Securities or Autocall Standard Securities) the FR Rate component of the final payout

(which will be payable if certain conditions are met, as set out in the Payout Conditions) and/or the Knock-in Level and/or Knock-out Level used to ascertain whether a Knock-in Event or Knock-out Event, as applicable, has occurred) may not be known but the Final Terms will specify an indicative range. In these circumstances, prospective investors will be required to make their decision to purchase Securities on the basis of that range prior to the actual Rate of Interest, Minimum Interest Rate, Maximum Interest Rate, Margin, Gearing, Gearing Up, FR Rate, Knock-in Level and/or Knock-out Level, as applicable, which will apply to the Securities being notified to them. Notice of the actual rate, level or percentage, as applicable, will be published in the same manner as the publication of the Final Terms."

2. The "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus" on pages 55 to 94 of the Base Prospectus is amended as follows:

(a) In Element B.12 the information in relation to BNPP under the heading "[Insert where BNPP is the Issuer:]" and above the heading "[Insert where BGL is the Issuer:]" is deleted and replaced with the following:

Comparative Annual Financial Data - In millions of EUR		
	31/12/2011	31/12/2012
Revenues	42,384	39,072
Cost of risk	(6,797)	(3,941)
Net income, Group share	6,050	6,564
Common Equity Tier 1 Ratio (Basel 2.5)	9.6%	11.8%
Tier 1 Ratio	11.6%	13.6%
Total consolidated balance sheet	1,965,283	1,907,200
Consolidated loans and receivables due from customers	665,834	630,520
Consolidated items due to customers	546,284	539,513
Shareholders' equity (Group share)	75,370	85,444
Comparative Interim Financial Data - In millions of EUR		
	30/06/2012	30/06/2013
Revenues	19,984	19,972
Cost of risk	(1,798)	(2,087)

	Net income, Group share	4,719	3,347
	Common Equity Tier 1 Ratio (Basel 2.5)	10.9%	12.2%
	Tier 1 Ratio	12.7%	13.6%
	Total consolidated balance sheet	1,969,943	1,861,338
	Consolidated loans and receivables due from customers	657,441	623,587
	Consolidated items due to customers	535,359	554,198
	Shareholders' equity (Group share)	81,721	86,136]

- (b) In Element B.12 the paragraphs under the heading "Statements of no significant or material adverse change" are deleted and replaced with the following:

"There has been no significant change in the financial or trading position of the BNPP Group since [*specify date*] and there has been no material adverse change in the prospects of the BNPP Group since [*specify date*].

There has been no significant change in the financial or trading position of [BNPP B.V.] [BP2F] [BGL] since [*specify date*] and there has been no material adverse change in the prospects of the Issuer since [*specify date*]."

- (c) The second paragraph in Element B.16 is deleted and replaced with the following:

"[*Insert where BNPP is the Issuer:* None of the existing shareholders controls, either directly or indirectly, BNPP. The main shareholders are Société Fédérale de Participations et d'Investissement (SFPI) a *public-interest société anonyme* (public limited company) acting on behalf of the Belgian government holding 10.3% of the share capital as at 30 June 2013; AXA holding 2.9% of the share capital as at 30 June 2013 and Grand Duchy of Luxembourg holding 1.0% of the share capital as at 30 June 2013. To BNPP's knowledge, no shareholder other than SFPI owns more than 5% of its capital or voting rights.]"

- (d) In Element B.19/B.12 the information in relation to BNPP under the heading "[*Insert where BNPP is the Guarantor:*" and above the heading "[*Insert where BNPPF is the Guarantor:*" is deleted and replaced with the following:

	Comparative Annual Financial Data - In millions of EUR
--	---

	31/12/2011	31/12/2012
Revenues	42,384	39,072
Cost of risk	(6,797)	(3,941)
Net income, Group share	6,050	6,564
Common Equity Tier 1 Ratio (Basel 2.5)	9.6%	11.8%
Tier 1 Ratio	11.6%	13.6%
Total consolidated balance sheet	1,965,283	1,907,200
Consolidated loans and receivables due from customers	665,834	630,520
Consolidated items due to customers	546,284	539,513
Shareholders' equity (Group share)	75,370	85,444
Comparative Interim Financial Data - In millions of EUR		
	30/06/2012	30/06/2013
Revenues	19,984	19,972
Cost of risk	(1,798)	(2,087)
Net income, Group share	4,719	3,347
Common Equity Tier 1 Ratio (Basel 2.5)	10.9%	12.2%
Tier 1 Ratio	12.7%	13.6%
Total consolidated balance sheet	1,969,943	1,861,338
Consolidated loans and receivables due from customers	657,441	623,587
Consolidated items due to customers	535,359	554,198
Shareholders' equity (Group share)	81,721	86,136]

- (e) In Element B.19/B.16, the first paragraph in the third column is deleted and replaced with the following:

"[Insert where BNPP is the Guarantor: None of the existing shareholders controls, either directly or indirectly, BNPP. [The main shareholders are Société Fédérale de Participations et d'Investissement (**SFPI**) a *public-interest société anonyme* (public limited company) acting on behalf of the Belgian government holding 10.3% of the share capital as at 30 June 2013; AXA holding 2.9% of the share capital as at 30 June 2013 and Grand Duchy of Luxembourg holding 1.0% of the share capital as at 30 June 2013. To BNPP's knowledge, no shareholder other than SFPI owns more than 5% of its capital or voting rights.]]"

- (f) Element D.3 is amended by the addition of the following at the end of the first paragraph in the third column:

"[At the commencement of the offer period, the [fixed Rate of Interest,] [Minimum Interest Rate] [Maximum Interest Rate] [Margin] [Gearing] [Gearing Up] [FR Rate] [Knock-in Level] [Knock-out Level] will not be known but the Final Terms will specify an indicative range. Prospective investors are required to make their decision to purchase the Securities on the basis of that indicative range prior to the actual [Rate of Interest][Minimum Interest Rate][Maximum Interest Rate][Margin][Gearing][Gearing Up][FR Rate][Knock-in Level][Knock-out Level] which will apply to the Securities being notified to them. Notice of the actual rate, level or percentage, as applicable, will be published in the same manner as the publication of the Final Terms.]"

RISK FACTORS

The Risk Factors are amended by the insertion of the following new risk factor immediately preceding the risk factor entitled "*Impact of Belgian law of 2 June 2010 – expropriation measures*" on page 104:

"Certain specific information may not be known at the beginning of an offer period.

In certain circumstances at the commencement of an offer period in respect of Securities but prior to the issue date of such Securities certain specific information (specifically the fixed rate of interest, minimum and/or maximum rate of interest payable, the margin applied to the floating rate of interest payable, the Gearing applied to the interest or final payout, the Gearing Up applied to the final payout, (in the case of Autocall Securities, Autocall One Touch Securities or Autocall Standard Securities) the FR Rate component of the final payout (which will be payable if certain conditions are met, as set out in the Payout Conditions) and/or the Knock-in Level and/or Knock-out Level used to ascertain whether a Knock-in Event or Knock-out Event, as applicable, has occurred) may not be known. In these circumstances the Final Terms will specify in place of the relevant rate, level or percentage, as applicable, an indicative range of rates, levels or percentages. The actual rate, level or percentage, as applicable, applicable to the Securities will be selected by the Issuer from within the range and will be notified to investors prior to the Issue Date. The actual rate, level or percentage, as applicable, will be determined in accordance with market conditions by the Issuer in good faith and in a commercially reasonable manner.

Prospective purchasers of Securities will be required to make their investment decision based on the indicative range rather than the actual rate, level or percentage, as applicable, which will only be fixed after the investment decision is made but will apply to the Securities once issued.

Where an indicative range is specified in the Final Terms in respect of the Rate of Interest, Minimum Rate of Interest, Maximum Rate of Interest, Margin and/or FR Rate, prospective purchasers of Securities should, for the purposes of evaluating the risks and benefits of an investment in the Securities, assume that the actual Rate of Interest, Minimum Rate of Interest, Maximum Rate of Interest, Margin and/or FR Rate, as applicable, which will apply to the Securities will be the lowest rate specified in the range and make their decision to invest in the Securities on that basis.

Where an indicative range is specified in the Final Terms in respect of Gearing, Gearing Up, Knock-in Level and/or Knock-out Level, prospective purchasers of Securities should be aware that the actual rate, level or percentage, as applicable, selected from within the indicative range specified for Gearing, Gearing Up, Knock-in Level and/or Knock-out Level, as applicable, in respect of any Securities may have a negative impact on the interest payable and/or final return on the Securities when compared with another rate, level or percentage, as applicable, within the indicative range."

ADDITIONAL TERMS AND CONDITIONS FOR PAYOUTS

The Additional Terms and Conditions for Payouts are amended by the insertion of the following new definitions immediately following the definition of "Gearing" in Payout Condition 2.12 on page 531 of the Base Prospectus:

"Gearing Down" means the percentage specified as such in the applicable Final Terms;

"Gearing Up" means the percentage specified as such in the applicable Final Terms;".

DESCRIPTION OF BNPP INDICES

The Description of BNPP Indices is amended as follows:

- (a) Each reference to "<https://indices-globalmarkets/bnpparibas.com/@CodeCInergy@>" shall be deemed to be replaced with "<https://indices-globalmarkets/bnpparibas.com/nr/@CodeCInergy@.pdf>".
- (b) The following rows are added to the table which begins on page 837 of the Base Prospectus under paragraph 2. Thematic Mutual Fund Indices:

Flexible Fund Stars Index (GBP)	GBP	ER	Mutual Fund	0%	150%	5%	ENHASTAR
BNP Paribas Flexible Fund Stars Index (USD)	USD	ER	Mutual Fund	0%	150%	5%	BNPIFLSU
African Exposure Fund Index (SEK)	SEK	ER	Africa	0%	150%	15%	ENHAAFSE
BNP Paribas Newcits Fund Stars Index	EUR	ER	Mutual Fund	0%	150%	3%	BNPINUST
Open High Yield	EUR	ER	Mutual Fund	0%	150%	4.5%	ENHAOHY

- (c) The following new paragraph 17.6 is added after paragraph 17.5 on page 866 of the Base Prospectus:

17.6 BNP Paribas Strategy DR EW Index

The objective of the BNP Paribas Strategy DR EW Index is to provide exposure to the commodity market enhanced by an optimised investment in futures contracts determined according to the forward curve of the relevant commodity. The index allocation is rebalanced on a yearly basis to equal-weights. The exposure is achieved through S&P GSCI Dynamic Roll indices, indices which are themselves invested in future contracts and which use a dynamic roll mechanism, taking into account the shape of the forward curve for the relevant commodity, to reduce the potentially negative effect of rolling futures contracts due to expire on the value of the index. The maximum weight of each commodity is 20% of the index and the weighting of the index to the petroleum sector (Brent and WTI crude oil, heating oil, unleaded gasoline) may not exceed 35%, while soybean sector (soybeans, soybean meal and soybean oil) and wheat sector (wheat, Kansas wheat) may not exceed 20% each.

Index Name	Currency	Cash Kind	Index Component	Volatility Control	Index Calculation Agent	Bloomberg Code
BNP Paribas Strategy DR EW Index	USD	ER	Equally-Weighted Basket of S&P GSCI Dynamic Roll Commodity Mono-Indices	N/A	S&P	BNPIDREW

GENERAL INFORMATION

The section "General Information" in the Base Prospectus is amended as follows:

- (a) the first paragraph of Section 7 ("Significant Change") on page 1010 of the Base Prospectus is deleted and the following is substituted therefor:

"There has been no significant change in the financial or trading position of the Group since 30 June 2013 (being the end of the last financial period for which interim financial statements of BNPP have been published)."; and

- (b) the first paragraph of Section 10 ("Board of Directors") on page 1011 of the Base Prospectus is deleted and the following is substituted therefor:

"The members of the Board of Directors of BNPP are displayed on page 156 of the Second Update to the 2012 Registration Document relating to BNPP which is incorporated by reference herein."

**PROGRAMME SUMMARY IN RELATION TO THE BASE PROSPECTUS (IN FRENCH) AND
PRO FORMA ISSUE SPECIFIC SUMMARY OF THE PROGRAMME IN RELATION TO THE
BASE PROSPECTUS (IN FRENCH)**

1. The "Programme Summary in relation to this Base Prospectus (in French)" on pages 1119 to 1166 of the Base Prospectus is amended as follows:
- (a) In Element B.12 the information in relation to BNPP under the heading "En relation avec BNPP" and above the heading "En relation avec BGL" is deleted and replaced with the following:

Données Financières Annuelles Comparées - En millions d'EUR		
	31/12/2011	31/12/2012
Produit Net Bancaire	42.384	39.072
Coût du Risque	(6.797)	(3.941)
Résultat Net, part du Groupe	6.050	6.564
Ratio Common Equity Tier 1 (Bâle 2.5)	9,6%	11,8%
Ratio Tier 1	11,6%	13,6%
Total du bilan consolidé	1.965.283	1.907.200
Total des prêts et créances sur la clientèle	665.834	630.520
Total des dettes envers la clientèle	546.284	539.513
Capitaux Propres (part du Groupe)	75.370	85.444
Données Financières Intermédiaires Comparées - En millions d'EUR		
	30/06/2012	30/06/2013
Produit Net Bancaire	19.984	19.972
Coût du Risque	(1.798)	(2.087)
Résultat Net, part du Groupe	4.719	3.347
Ratio Common Equity Tier 1 (Bâle 2.5)	10,9%	12,2%
Ratio Tier 1	12,7%	13,6%
Total du bilan consolidé	1.969.943	1.861.338
Total des prêts et créances sur la clientèle	657.441	623.587
Total des dettes envers la	535.359	554.198

clientèle		
Capitaux Propres (part du Groupe)	81.721	86.136

- (b) In Element B.12 the paragraphs under the heading "**Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif**" are deleted and replaced with the following:

"Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale du Groupe BNPP depuis le 30 juin 2013, et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP ou du Groupe BNPP depuis le 31 décembre 2012.

Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPP B.V., BP2F ou BGL depuis le 31 décembre 2012 et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP B.V., BP2F ou BGL depuis le 31 décembre 2012."

- (c) The first bullet point in Element B.16 and the first paragraph in Element B.19/B.16 are deleted and replaced with the following:

"Aucun des actionnaires existants ne contrôle BNPP, que ce soit directement ou indirectement. Les principaux actionnaires sont la Société Fédérale de Participations et d'Investissement (SFPI), société anonyme d'intérêt public agissant pour le compte du gouvernement belge, qui détient 10,3% du capital social au 30 Juin 2013 ; AXA, qui détient 2,9% du capital social au 30 juin 2013 et le Grand-Duché de Luxembourg, qui détient 1,0% du capital social au 30 juin 2013. A la connaissance de BNPP, aucun actionnaire autre que SFPI ne détient plus de 5% de son capital ou de ses droits de vote."

- (d) Element D.3 is amended by the addition of the following at the end of the first paragraph in the third column:

"Dans certaines circonstances au début d'une période d'offre relative à des Titres mais préalablement à la date d'émission, certaines informations spécifiques (plus particulièrement le Taux d'Intérêt fixe, le Taux d'Intérêt Minimum et/ou le Taux d'Intérêt Maximum payable, la Marge appliquée au taux d'intérêt variable payable, le *Gearing* appliqué à l'intérêt ou à la Formule de Paiement Final, le *Gearing Up* appliqué à la Formule de Paiement Final, (dans le cas des Titres Autocall, des Titres Autocall One Touch ou des Titres Autocall Standard) le composant Taux FR de la Formule de Paiement Final (qui sera payable si certaines conditions sont remplies, tel que précisé dans les Modalités relatives aux Formules de Paiement Final) et/ou le Niveau Knock-in et/ou le Niveau Knock-out utilisé pour s'assurer si un Evènement Knock-In ou un Evènement Knock-out, selon le cas, est survenu) pourraient ne pas être connues mais les Conditions Définitives indiqueront une fourchette indicative. Dans certaines circonstances, les investisseurs potentiels devront prendre leur décision d'investissement dans les Titres sur la base de cette fourchette avant que le Taux d'Intérêt définitif, le Taux d'Intérêt Minimum définitif, le Taux d'Intérêt Maximum définitif, la Marge définitive, le *Gearing* définitif, le *Gearing Up* définitif, le Taux FR définitif, le Knock-in Level définitif et/ou le Knock-out Level définitif, selon le cas, qui s'appliqueront aux Titres leur soient notifiés. La notification des taux, niveaux ou pourcentages définitifs, selon le cas, sera publiée de la même manière que les Conditions Définitives."

2. The "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus (in French)" on pages 1168 to 1216 of the Base Prospectus is amended as follows:

- (a) In Element B.12 the information in relation to BNPP under the heading "[A insérer si BNPP est l'Emetteur :]" and above the heading "[A insérer si BGL est l'Emetteur:]" is deleted and replaced with the following:

Données Financières Annuelles Comparées - En millions d'EUR			
		31/12/2011	31/12/2012
	Produit Net Bancaire	42.384	39.072
	Coût du Risque	(6.797)	(3.941)
	Résultat Net, part du Groupe	6.050	6.564
	Ratio Common Equity Tier 1 (Bâle 2.5)	9,6%	11,8%
	Ratio Tier 1	11,6%	13,6%
	Total du bilan consolidé	1.965.283	1.907.200
	Total des prêts et créances sur la clientèle	665.834	630.520
	Total des dettes envers la clientèle	546.284	539.513
	Capitaux Propres (part du Groupe)	75.370	85.444
Données Financières Intermédiaires Comparées - En millions d'EUR			
		30/06/2012	30/06/2013
	Produit Net Bancaire	19.984	19.972
	Coût du Risque	(1.798)	(2.087)
	Résultat Net, part du Groupe	4.719	3.347
	Ratio Common Equity Tier 1 (Bâle 2.5)	10,9%	12,2%
	Ratio Tier 1	12,7%	13,6%
	Total du bilan consolidé	1.969.943	1.861.338
	Total des prêts et créances sur la clientèle	657.441	623.587
	Total des dettes envers la clientèle	535.359	554.198
	Capitaux Propres (part du Groupe)	81.721	86.136]

- (b) In Element B.12 the paragraphs under the heading "*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif*" are deleted and replaced with the following:

"Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale du Groupe BNPP depuis [indiquer la date], et il ne s'est produit aucun changement défavorable significatif dans les perspectives du Groupe BNPP depuis [indiquer la date].

Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de [BNPP B.V.] [BP2F] [BGL] depuis [indiquer la date] et il ne s'est produit aucun changement défavorable significatif dans les perspectives de l'Emetteur depuis [indiquer la date]."

- (c) The second paragraph in Element B.16 is deleted and replaced with the following:

"[A indiquer si BNPP est l'Emetteur : Aucun des actionnaires existants ne contrôle BNPP, que ce soit directement ou indirectement. Les principaux actionnaires sont la Société Fédérale de Participations et d'Investissement (SFPI), société anonyme d'intérêt public agissant pour le compte du gouvernement belge, qui détient 10,3% du capital social au 30 juin 2013 ; AXA, qui détient 2,9% du capital social au 30 juin 2013 et le Grand-Duché de Luxembourg, qui détient 1,0% du capital social au 30 juin 2013. A la connaissance de BNPP, aucun actionnaire autre que SFPI ne détient plus de 5% de son capital ou de ses droits de vote.]"

- (d) In Element B.19/B.12 the information in relation to BNPP under the heading "[A insérer si BNPP est le Garant :]" and above the heading "[A insérer si BNPPF est le Garant :]" is deleted and replaced with the following:

Données Financières Annuelles Comparées - En millions d'EUR		
	31/12/2011	31/12/2012
Produit Net Bancaire	42.384	39.072
Coût du Risque	(6.797)	(3.941)
Résultat Net, part du Groupe	6.050	6.564
Ratio Common Equity Tier 1 (Bâle 2.5)	9,6%	11,8%
Ratio Tier 1	11,6%	13,6%
Total du bilan consolidé	1.965.283	1.907.200
Total des prêts et créances sur la clientèle	665.834	630.520
Total des dettes envers la clientèle	546.284	539.513
Capitaux Propres (part du Groupe)	75.370	85.444
Données Financières Intermédiaires Comparées - En millions d'EUR		
	30/06/2012	30/06/2013
Produit Net Bancaire	19.984	19.972
Coût du Risque	(1.798)	(2.087)
Résultat Net, part du Groupe	4.719	3.347
Ratio Common Equity Tier 1 (Bâle 2.5)	10,9%	12,2%

Ratio Tier 1	12,7%	13,6%
Total du bilan consolidé	1.969.943	1.861.338
Total des prêts et créances sur la clientèle	657.441	623.587
Total des dettes envers la clientèle	535.359	554.198
Capitaux Propres (part du Groupe)	81.721	86.136]

- (e) In Element B.19/B.16, the first paragraph in the third column is deleted and replaced with the following:

"[A indiquer si BNPP est le Garant : Aucun des actionnaires existants ne contrôle BNPP, que ce soit directement ou indirectement. [Les principaux actionnaires sont la Société Fédérale de Participations et d'Investissement (SFPI), société anonyme d'intérêt public agissant pour le compte du gouvernement belge, qui détient 10,3% du capital social au 30 juin 2013 ; AXA, qui détient 2,9% du capital social au 30 juin 2013 et le Grand-Duché de Luxembourg, qui détient 1,0% du capital social au 30 juin 2013. A la connaissance de BNPP, aucun actionnaire autre que SFPI ne détient plus de 5% de son capital ou de ses droits de vote.]]"

- (f) Element D.3 is amended by the addition of the following at the end of the first paragraph in the third column:

"[Au début de la période d'offre, le [Taux d'Intérêt fixe,] [le Taux d'Intérêt Minimum] [le Taux d'Intérêt Maximum] [la Marge] [le Gearing] [le Gearing Up] [le Taux FR] [le Niveau Knock-in] [le Niveau Knock-out] ne ser[a][ont] pas connu[e][s] mais les Conditions Définitives indiqueront une fourchette indicative. Les investisseurs potentiels doivent prendre leur décision d'investissement dans les Titres sur la base de cette fourchette avant que [le Taux d'Intérêt] [le Taux d'Intérêt Minimum] [le Taux d'Intérêt Maximum] [la Marge] [le Gearing] [le Gearing Up] [le Taux FR] [le Niveau Knock-in] [le Niveau Knock-out] qui s'appliquer[a][ont] aux Titres leur soi[en]t notifié[e][s]. La notification des taux, niveaux ou pourcentages définitifs, selon le cas, sera publiée de la même manière que les Conditions Définitives.]"

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 Third Supplement is in accordance with the facts and contains no omission likely to affect its import.

The Statutory Auditors' report on the condensed consolidated financial statements for the six months ended 30 June 2013 presented in the Second Update to the 2012 Registration Document is given on pages 154 to 155 of the Second Update to the 2012 Registration Document and contains an emphasis of matter paragraph (observation). The Second Update to the 2012 Registration Document is incorporated by reference in the Base Prospectus.

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Represented by

Georges Chodron de Courcel

In his capacity as Chief Operating Officer

Dated 12 September 2013



In accordance with Article 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 Third Supplement the visa n°13-490 on 12 September 2013. This Third Supplement has been prepared by BNP Paribas and its signatories assume responsibility for it. This Third Supplement and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa has been granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information in it is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.