

Seventh Supplement dated 17 May 2017
to the Base Prospectus for the issue of Warrants dated 9 June 2016



BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

Note, Warrant and Certificate Programme

This Seventh supplement (the "**Seventh Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 9 June 2016 (the "**Base Prospectus**"), the first supplement to the Base Prospectus dated 28 June 2016 (the "**First Supplement**"), the second supplement to the Base Prospectus dated 4 August 2016 (the "**Second Supplement**"), the third supplement to the Base Prospectus dated 12 October 2016 (the "**Third Supplement**"), the fourth supplement to the Base Prospectus dated 12 October 2016 (the "**Fourth Supplement**"), the fifth supplement to the Base Prospectus dated 28 February 2017 (the "**Fifth Supplement**") and the sixth supplement to the Base Prospectus dated 12 April 2017 (the "**Sixth Supplement**") and, together with the First Supplement, the Second Supplement, the Third Supplement, the Fourth Supplement and the Fifth Supplement, the "**Previous Supplements**"), in each case in respect of Warrants issued under the Note, Warrant and Certificate Programme (the "**Programme**") of BNP Paribas Arbitrage Issuance B.V. ("**BNPP B.V.**"), BNP Paribas ("**BNPP**") and BNP Paribas Fortis Funding.

The Base Prospectus and the Previous Supplements 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. 16-237 on 9 June 2016 in respect of the Base Prospectus, visa no. 16-278 on 28 June 2016 in respect of the First Supplement, visa no. 16-384 on 4 August 2016 in respect of the Second Supplement, visa no. 16-478 on 12 October 2016 in respect of the Third Supplement, visa no. 16-524 on 9 November 2016 in respect of the Fourth Supplement, visa no. 17-076 on 28 February 2017 in respect of the Fifth Supplement and visa no. 17-154 on 12 April 2017 in respect of the Sixth Supplement. Application has been made to the AMF for approval of this Seventh Supplement in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France.

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 Seventh Supplement, save that BNPP B.V. accepts no responsibility for the First Update to the BNPP 2016 Registration Document (in English) or the updated disclosure regarding 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 Seventh Supplement.

To the extent that there is any inconsistency between (i) any statement in this Seventh 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 Seventh Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the Previous Supplements. References in this Seventh 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 Seventh 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 Seventh 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 Previous Supplements.

This Seventh Supplement has been prepared for the purposes of:

- (A) amending the "Programme Summary in relation to this Base Prospectus" and the "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus";
- (B) amending the "Programme Summary in relation to this Base Prospectus (in French)" and the "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus (in French)";
- (C) amending the "Presentation of Financial Information";
- (D) incorporating by reference:
 - (i) the *Actualisation du Document de référence déposée auprès de l'AMF le 3 mai 2017* (in English); and
 - (ii) the Annual Report of BNPP B.V. for the year ended 31 December 2016;
- (E) amending the "Description of BNPP B.V."; and
- (F) amending the "General Information" section.

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

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Securities to the public, investors who, before this Seventh Supplement is published, have already agreed to purchase or subscribe for Securities issued under the Programme which are affected by the amendments made in this Seventh Supplement, 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 Seventh Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 22 May 2017.

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

1. The "Programme Summary in relation to this Base Prospectus" on pages 8 to 43 of the Base Prospectus is amended as follows:

(a) In Element B.12:

(i) the tables entitled "**Comparative Annual Financial Data – In EUR**" and "**Comparative Interim Financial Data for the six-month period ended 30 June 2016 – in EUR**" (which was added to the Base Prospectus by virtue of the Third Supplement) under the heading "**In relation to BNPP B.V.**" are deleted and replaced with the following:

B.12	Selected historical key financial information:		
	In relation to BNPP B.V.:		
	Comparative Annual Financial Data - In EUR		
		31/12/2016 (audited)	31/12/2015 (audited)
	Revenues	399,805	315,558
	Net income, Group share	23,307	19,786
Total balance sheet	48,320,273,908	43,042,575,328	
Shareholders' equity (Group share)	488,299	464,992	

(ii) the following new table is inserted immediately after the table entitled "**Comparative Annual Financial Data - In millions of EUR**" (which was added to the Base Prospectus by virtue of the Sixth Supplement) under the heading "**In relation to BNPP:**" and immediately above the sub-heading "*Statements of no significant or material adverse change*":

B.12	Selected historical key financial information:		
	In relation to BNPP:		
	Comparative Interim Financial Data for the three-month period ended 31 March 2017 – In millions of EUR		
		1Q17 (unaudited)	1Q16 (unaudited)
	Revenues	11,297	10,844
Cost of risk	(592)	(757)	

	Net income, Group share	1,894	1,814
		31/03/2017	31/12/2016
	Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	11.6%	11.5%
		31/03/2017 (unaudited)	31/12/2016 (audited)
	Total consolidated balance sheet	2,197,658	2,076,959
	Consolidated loans and receivables due from customers	718,009	712,233
	Consolidated items due to customers	801,381	765,953
	Shareholders' equity (Group share)	102,076	100,665

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

B.12	<i>Statements of no significant or material adverse change</i>
	There has been no significant change in the financial or trading position of BNPP B.V. since 31 December 2016 and there has been no material adverse change in the prospects of BNPP B.V. since 31 December 2016.

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

B.13	Events impacting the Issuer's solvency	Not applicable, as at 17 May 2017 and to the best of the relevant Issuer's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the relevant Issuer's solvency since 31 December 2016.
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- (c) In Element B.14, the second through fifth paragraphs are deleted and replaced with the following:

B.14	Dependence upon other group entities	In April 2004, BNP Paribas SA began outsourcing IT Infrastructure Management Services to the BNP Paribas Partners for Innovation (BP ² I) joint venture set up with IBM France at the end of 2003. BP ² I provides IT Infrastructure Management Services for BNP Paribas SA and several BNP Paribas subsidiaries in France (including BNP Paribas Personal Finance, BP2S and BNP Paribas Cardif), Switzerland and Italy. In mid
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		<p>December 2011 BNP Paribas renewed its agreement with IBM France for a period lasting until end-2017. At the end of 2012, the parties entered into an agreement to gradually extend this arrangement to BNP Paribas Fortis as from 2013. The Swiss subsidiary was closed on 31 December 2016.</p> <p>BP2I is under the operational control of IBM France. BNP Paribas has a strong influence over this entity, which is 50/50 owned with IBM France. The BNP Paribas staff made available to BP2I make up half of that entity's permanent staff, its buildings and processing centres are the property of the Group, and the governance in place provides BNP Paribas with the contractual right to monitor the entity and bring it back into the Group if necessary.</p> <p>ISFS is a fully-owned IBM subsidiary, which has changed its name to IBM Luxembourg, and handles IT Infrastructure Management for part of BNP Paribas Luxembourg's entities.</p> <p>BancWest's data processing operations are outsourced to Fidelity Information Services ("FIS") for its core banking. The hosting and production operations are also located at FIS in Honolulu.</p> <p>Cofinoga France's data processing is outsourced to SDDC, a fully-owned IBM subsidiary.</p>
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(d) Element B.16 is deleted and replaced with the following:

B.16	Controlling Shareholders	<p>None of the existing shareholders controls, either directly or indirectly, BNPP. As at 31 December 2016, the main shareholders were Société Fédérale de Participations et d'Investissement ("SFPI") a <i>public-interest société anonyme</i> (public limited company) acting on behalf of the Belgian government holding 10.2% of the share capital, BlackRock Inc holding 5.2% of the share capital and Grand Duchy of Luxembourg holding 1.0% of the share capital. To BNPP's knowledge, no shareholder other than SFPI and BlackRock Inc. owns more than 5% of its capital or voting rights.</p> <p>On 4 May 2017, the Belgian State, via the Federal Holding and Investment Company ("SFPI-FPIM"), announced that it had entered into forward sale transactions in respect of 31,198,404 shares of BNPP representing approximately 2.5% of the share capital held by SFPI-FPIM. Upon settlement of such forward sale transactions, SFPI-FPIM's shareholding in BNPP will reduce to approximately 7.8%.</p> <p>BNP Paribas holds 100 per cent. of the share capital of the BNPP B.V.</p>
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2. The "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus" on pages 86 to 131 of the Base Prospectus is amended as follows:

(a) In Element B.12:

- (i) the tables entitled "**Comparative Annual Financial Data – In EUR**" and "**Comparative Interim Financial Data for the six-month period ended 30 June 2016 – In EUR**" (which was added to the Base Prospectus by virtue of the Third Supplement) under the heading "[Insert where BNPP B.V. is the Issuer:" and immediately above the heading "[Insert where BNPP is the Issuer:" are deleted and replaced with the following:

B.12	Selected historical key financial information:		
	[Insert where BNPP B.V. is the Issuer:		
	Comparative Annual Financial Data - In EUR		
		31/12/2016 (audited)	31/12/2015 (audited)
	Revenues	399,805	315,558
	Net income, Group share	23,307	19,786
Total balance sheet	48,320,273,908	43,042,575,328	
Shareholders' equity (Group share)	488,299	464,992]	

- (ii) the "]" after the number "96,269" in the table entitled "**Comparative Annual Financial Data - In millions of EUR**" (which was added to the Base Prospectus by virtue of the Sixth Supplement) under the heading "[Insert where BNPP is the Issuer:" is deleted;
- (iii) the following new table is inserted immediately after the table entitled "**Comparative Annual Financial Data - In millions of EUR**" (which was added to the Base Prospectus by virtue of the Sixth Supplement) under the heading "[Insert where BNPP is the Issuer:" and immediately above the sub-heading "*Statements of no significant or material adverse change*":

B.12	Selected historical key financial information:		
	[Insert where BNPP is the Issuer:		
	Comparative Interim Financial Data for the three-month period ended 31 March 2017 – In millions of EUR		
		1Q17 (unaudited)	1Q16 (unaudited)
	Revenues	11,297	10,844
Cost of risk	(592)	(757)	

	Net income, Group share	1,894	1,814
		31/03/2017	31/12/2016
	Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	11.6%	11.5%
		31/03/2017 (unaudited)	31/12/2016 (audited)
	Total consolidated balance sheet	2,197,658	2,076,959
	Consolidated loans and receivables due from customers	718,009	712,233
	Consolidated items due to customers	801,381	765,953
	Shareholders' equity (Group share)	102,076	100,665]

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

B.12	<i>Statements of no significant or material adverse change</i> [Insert where BNPP B.V. is the Issuer: There has been no significant change in the financial or trading position of BNPP B.V. since 31 December 2016 and there has been no material adverse change in the prospects of BNPP B.V. since 31 December 2016.]
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- (b) Element B.13 is deleted in its entirety and replaced with the following:

B.13	Events impacting the Issuer's solvency	[Not applicable, as at 17 May 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.] [Specify any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency.]
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- (c) In Element B.14, the first five paragraphs are deleted and replaced with the following:

B.14	Dependence upon other group entities	[Insert where BNPP is the Issuer: Subject to the following paragraph, BNPP is not dependent upon other members of the BNPP Group. In April 2004, BNP Paribas SA began outsourcing IT
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		<p>Infrastructure Management Services to the BNP Paribas Partners for Innovation (BP²I) joint venture set up with IBM France at the end of 2003. BP²I provides IT Infrastructure Management Services for BNP Paribas SA and several BNP Paribas subsidiaries in France (including BNP Paribas Personal Finance, BP2S and BNP Paribas Cardif), Switzerland and Italy. In mid-December 2011 BNP Paribas renewed its agreement with IBM France for a period lasting until end-2017. At the end of 2012, the parties entered into an agreement to gradually extend this arrangement to BNP Paribas Fortis as from 2013. The Swiss subsidiary was closed on 31 December 2016.</p> <p>BP²I is under the operational control of IBM France. BNP Paribas has a strong influence over this entity, which is 50/50 owned with IBM France. The BNP Paribas staff made available to BP²I make up half of that entity's permanent staff, its buildings and processing centres are the property of the Group, and the governance in place provides BNP Paribas with the contractual right to monitor the entity and bring it back into the Group if necessary.</p> <p>ISFS is a fully-owned IBM subsidiary, which has changed its name to IBM Luxembourg, and handles IT Infrastructure Management for part of BNP Paribas Luxembourg's entities.</p> <p>BancWest's data processing operations are outsourced to Fidelity Information Services ("FIS") for its core banking. The hosting and production operations are also located at FIS in Honolulu.</p> <p>Cofinoga France's data processing is outsourced to SDDC, a fully-owned IBM subsidiary.</p> <p>See also Element B.5 above.]</p>
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(d) In Element B.16, the second paragraph is deleted and replaced with the following:

B.16	Controlling Shareholders	<p><i>[Insert where BNPP is the Issuer:</i>None of the existing shareholders controls, either directly or indirectly, BNPP. As at 31 December 2016, the main shareholders were Société Fédérale de Participations et d'Investissement ("SFPI") a <i>public-interest société anonyme</i> (public limited company) acting on behalf of the Belgian government holding 10.2% of the share capital, BlackRock Inc holding 5.2% of the share capital and Grand Duchy of Luxembourg holding 1.0% of the share capital. To BNPP's knowledge, no shareholder other than SFPI and BlackRock Inc. owns more than 5% of its capital or voting rights.</p> <p>On 4 May 2017, the Belgian State, via the Federal Holding and Investment Company ("SFPI-FPIM"), announced that it had entered into forward sale transactions in respect of 31,198,404 shares of BNPP representing approximately 2.5% of the share capital held by SFPI-FPIM. Upon settlement of such forward sale transactions, SFPI-FPIM's shareholding in BNPP will reduce to approximately 7.8%.]</p>
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(e) In Element B.19/B.12:

- (i) the "]" after the number "96,269" in the table entitled "**Comparative Annual Financial Data - In millions of EUR**" (which was added to the Base Prospectus by virtue of the Sixth Supplement) under the heading "[*Insert where BNPP is the Guarantor:*" is deleted;
- (ii) the following new table is inserted immediately after the table entitled "**Comparative Annual Financial Data – In millions of EUR**" (which was added to the Base Prospectus by virtue of the Sixth Supplement) under the heading "[*Insert where BNPP is the Guarantor:*" and immediately above the sub-heading "**Statements of no significant or material adverse change**":

B.19/B.12	Selected historical key financial information:		
	<i>[Insert where BNPP is the Guarantor:</i>		
	Comparative Interim Financial Data for the three-month period ended 31 March 2017– In millions of EUR		
		1Q17 (unaudited)	1Q16 (unaudited)
	Revenues	11,297	10,844
	Cost of risk	(592)	(757)
	Net income, Group share	1,894	1,814
		31/03/2017	31/12/2016
	Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	11.6%	11.5%
		31/03/2017 (unaudited)	31/12/2016 (audited)
	Total consolidated balance sheet	2,197,658	2,076,959
	Consolidated loans and receivables due from customers	718,009	712,233
Consolidated items due to customers	801,381	765,953	
Shareholders' equity (Group share)	102,076	100,665]	

(f) Element B.19/B.13 is deleted in its entirety and replaced with the following:

B.19/B.13	Events impacting the Guarantor's solvency	<p>[As at 17 May 2017 and to the best of the Guarantor's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency since 31 December 2016.]</p> <p>[Specify any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency.]</p>
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(g) Element B.19/B.14 is deleted and replaced with the following:

B.19/B.14	Dependence upon other group entities	<p>[Insert where BNPP is the Guarantor: Subject to the following paragraph, BNPP is not dependent upon other members of the BNPP Group.</p> <p>In April 2004, BNP Paribas SA began outsourcing IT Infrastructure Management Services to the BNP Paribas Partners for Innovation (BP²I) joint venture set up with IBM France at the end of 2003. BP²I provides IT Infrastructure Management Services for BNP Paribas SA and several BNP Paribas subsidiaries in France (including BNP Paribas Personal Finance, BP2S and BNP Paribas Cardif), Switzerland and Italy. In mid-December 2011 BNP Paribas renewed its agreement with IBM France for a period lasting until end-2017. At the end of 2012, the parties entered into an agreement to gradually extend this arrangement to BNP Paribas Fortis as from 2013. The Swiss subsidiary was closed on 31 December 2016.</p> <p>BP²I is under the operational control of IBM France. BNP Paribas has a strong influence over this entity, which is 50/50 owned with IBM France. The BNP Paribas staff made available to BP²I make up half of that entity's permanent staff, its buildings and processing centres are the property of the Group, and the governance in place provides BNP Paribas with the contractual right to monitor the entity and bring it back into the Group if necessary.</p> <p>ISFS is a fully-owned IBM subsidiary, which has changed its name to IBM Luxembourg, and handles IT Infrastructure Management for part of BNP Paribas Luxembourg's entities.</p> <p>BancWest's data processing operations are outsourced to Fidelity Information Services ("FIS") for its core banking. The hosting and production operations are also located at FIS in Honolulu.</p> <p>Cofinoga France's data processing is outsourced to SDDC, a fully-owned IBM subsidiary.]</p> <p>See also Element B.5 above.</p>
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(h) Element B.19/B.16 is deleted and replaced with the following:

B.19/B.16	Controlling Shareholders	<p>[Insert where BNPP is the Guarantor: None of the existing shareholders controls, either directly or indirectly, BNPP. As at 31 December 2016, the main shareholders were Société Fédérale de Participations et d'Investissement ("SFPI") a</p>
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		<p><i>public-interest société anonyme</i> (public limited company) acting on behalf of the Belgian government holding 10.2% of the share capital, BlackRock Inc holding 5.2% of the share capital and Grand Duchy of Luxembourg holding 1.0% of the share capital. To BNPP's knowledge, no shareholder other than SFPI and BlackRock Inc. owns more than 5% of its capital or voting rights.</p> <p>On 4 May 2017, the Belgian State, via the Federal Holding and Investment Company ("SFPI-FPIM"), announced that it had entered into forward sale transactions in respect of 31,198,404 shares of BNPP representing approximately 2.5% of the share capital held by SFPI-FPIM. Upon settlement of such forward sale transactions, SFPI-FPIM's shareholding in BNPP will reduce to approximately 7.8%.]</p>
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AMENDMENTS TO THE PROGRAMME SUMMARY IN RELATION TO THIS BASE PROSPECTUS (IN FRENCH) AND THE PRO FORMA ISSUE SPECIFIC SUMMARY OF THE PROGRAMME IN RELATION TO THIS BASE PROSPECTUS (IN FRENCH)

1. Le "Résumé du Programme en relation avec le Prospectus de Base" figurant aux pages 44 à 85 du Prospectus de Base est modifié comme suit:
- (a) Dans l'Elément B.12 :
- (i) Les tableaux intitulés « **Données Financières Annuelles Comparées – En EUR** » et « **Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2016 – En EUR** » (ajoutés au Prospectus de Base par le Troisième Supplément) en-dessous de l'intitulé « **En relation avec BNPP B.V.** » sont supprimés et remplacés comme suit :

B.12	Informations financières historiques clés sélectionnées :		
	En relation avec BNPP B.V. :		
	Données Financières Annuelles Comparées – En EUR		
		31/12/2016 (auditées)	31/12/2015 (auditées)
	Produit Net Bancaire	399.805	315.558
	Résultat Net, part du Groupe	23.307	19.786
Total du bilan	48.320.273.908	43.042.575.328	
Capitaux Propres (part du Groupe)	488.299	464.992	

- (ii) Le nouveau tableau ci-dessous est inséré immédiatement après le tableau intitulé « **Données Financières Annuelles Comparées – En EUR** » (ajouté au Prospectus de Base par le Sixième Supplément) en-dessous de l'intitulé « **En relation avec BNPP :** » et immédiatement au-dessus de l'intitulé « *Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif* » :

B.12	Informations financières historiques clés sélectionnées :	
	En relation avec BNPP :	
	Données Financières Intermédiaires Comparées pour la période de trois mois se terminant le 31 mars 2017 – En millions d'EUR	
	T1 2017 (non auditées)	T1 2016 (non auditées)
Produit Net Bancaire	11.297	10.844

	Coût du risque	(592)	(757)
	Résultat Net, part du Groupe	1.894	1.814
		31/03/2017	31/12/2016
	Ratio Common equity Tier 1 (Bâle 3 pleinement applicable, CRD4)	11,6%	11,5%
		31/03/2017 (non auditées)	31/12/2016 (auditées)
	Total du bilan consolidé	2.197.658	2.076.959
	Total des prêts et créances sur la clientèle	718.009	712.233
	Total des dettes envers la clientèle	801.381	765.953
	Capitaux Propres (part du Groupe)	102.076	100.665

- (iii) le second paragraphe sous le sous-titre « *Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif* » est supprimé et remplacé comme suit :

B.12	<i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i>	
	Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPP B.V. depuis le 31 décembre 2016 et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP B.V depuis le 31 décembre 2016.	

- (b) L'Elément B.13 est supprimé et remplacé comme suit :

B.13	Evénements impactant la solvabilité de l'Emetteur	Sans objet, au 17 mai 2017 et à la connaissance de l'Emetteur concerné, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur concerné depuis le 31 décembre 2016.
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- (c) Dans l'Elément B.14 les paragraphes deux à cinq sont supprimés et remplacés comme suit :

B.14	Dépendance à l'égard d'autres entités du groupe	En avril 2004 est entrée en fonctionnement la co-entreprise « BNP Paribas Partners for Innovation » (BP ² I) qui, constituée avec IBM France fin 2003, délivre des services d'infrastructure de production informatique pour BNP Paribas SA et plusieurs de ses filiales françaises (BNP Paribas
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		<p>Personal Finance, BP2S, BNP Paribas Cardif...) ou européennes (Suisse, Italie). Mi-décembre 2011, le dispositif contractuel avec IBM France a été renouvelé et prorogé jusqu'à fin 2017. Fin 2012, un accord a été conclu en étendant ce dispositif à BNP Paribas Fortis en 2013. La filiale suisse a été fermée le 31 décembre 2016.</p> <p>BP2I est placée sous le contrôle opérationnel d'IBM France ; BNP Paribas exerce une forte influence sur cette entité qu'elle détient à parts égales avec IBM France : les personnels de BNP Paribas mis à disposition de BP2I composent la moitié de son effectif permanent, les bâtiments et centres de traitement sont la propriété du Groupe, la gouvernance mise en œuvre garantit contractuellement à BNP Paribas une surveillance du dispositif et sa réintégration au sein du Groupe si nécessaire. ISFS, société détenue à 100 % par le groupe IBM, a pris le nouveau nom de « IBM Luxembourg », et assure également des services d'infrastructure de production informatique pour une partie des entités de BNP Paribas Luxembourg.</p> <p>ISFS, société détenue à 100 % par le groupe IBM, a pris le nouveau nom de « IBM Luxembourg », et assure également des services d'infrastructure de production informatique pour une partie des entités de BNP Paribas Luxembourg.</p> <p>La production informatique de BancWest est assurée par un fournisseur externe : Fidelity Information Services (FIS) pour son cœur applicatif bancaire. L'hébergement et les opérations de production sont également localisés chez FIS à Honolulu.</p> <p>La production informatique de Cofinoga France est assurée par SDDC, société détenue à 100% par IBM.</p>
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(d) L'Elément B.16 est supprimé et remplacé par ce qui suit:

B.16	Actionnaires de contrôle	<p>Aucun des actionnaires existants ne contrôle BNPP, que ce soit directement ou indirectement. Au 31 décembre 2016, les principaux actionnaires étaient la Société Fédérale de Participations et d'Investissement («SFPI»), société anonyme d'intérêt public agissant pour le compte du gouvernement belge, qui détient 10,2% du capital social, BlackRock Inc. qui détient 5,2% du capital social et le Grand-Duché de Luxembourg, qui détient 1,0% du capital social. A la connaissance de BNPP, aucun actionnaire autre que SFPI et Blackrock Inc. ne détient plus de 5% de son capital ou de ses droits de vote.</p> <p>Le 4 mai 2017, l'Etat belge, par l'intermédiaire de la Société Fédérale de Participations et d'Investissement («SFPI-FPIM»), a annoncé la conclusion d'opérations de ventes à terme portant sur 31.198.404 actions BNPP détenues par SFPI-FPIM, soit environ 2,5% du capital social. Au moment du dénouement de ces opérations de vente à terme, la participation de la SFPI-FPIM dans BNPP sera réduite à</p>
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		environ 7,8%. BNP Paribas détient 100% du capital social de BNPP B.V.
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2. Le "Modèle de Résumé du Programme Spécifique à l'Emission en relation avec le Prospectus de Base" figurant aux pages 132 à 185 du Prospectus de Base est modifié comme suit:

(a) Dans l'Elément B.12 :

- (i) Les tableaux intitulés « **Données Financières Annuelles Comparées – En EUR** » et « **Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2016 – En EUR** » (ajoutés au Prospectus de Base par le Troisième Supplément) sous l'intitulé « [A Insérer si BNPP B.V. est l'Emetteur : » et immédiatement au-dessus de l'intitulé « [A Insérer si BNPP est l'Emetteur : » sont supprimés et remplacés comme suit :

B.12	Informations financières historiques clés sélectionnées :		
	<i>[A insérer si BNPP B.V. est l'Emetteur :</i>		
	Données Financières Annuelles Comparées – En EUR		
		31/12/2016 (auditées)	31/12/2015 (auditées)
	Produit Net Bancaire	399.805	315.558
	Résultat Net, part du Groupe	23.307	19.786
Total du bilan	48.320.273.908	43.042.575.328	
Capitaux Propres (part du Groupe)	488.299	464.992]	

- (ii) le «]» après le nombre « 96.269 » dans le tableau intitulé « **Données Financières Annuelles Comparées – En millions d'EUR** » (ajouté au Prospectus de Base par le Sixième Supplément) sous l'intitulé « [A insérer si BNPP est l'Emetteur: » est supprimé ;

- (iii) le nouveau tableau suivant est inséré immédiatement après le tableau intitulé «**Données Financières Annuelles Comparées - En millions d'EUR** » (ajouté au Prospectus de Base par le Sixième Supplément » sous l'intitulé « [A insérer si BNPP est l'Emetteur:» et immédiatement au-dessus de l'intitulé «**Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif** » :

B.12	Informations financières historiques clés sélectionnées :		
	<i>[A insérer si BNPP est l'Emetteur:</i>		
	Données Financières Intermédiaires Comparées pour la période de trois mois se terminant le 31 mars 2017 – En millions d'EUR		
	T1 2017	T1 2016	
	(non auditées)	(non auditées)	

	Produit Net Bancaire	11.297	10.844
	Coût du risque	(592)	(757)
	Résultat Net, part du Groupe	1.894	1.814
		31/03/2017	31/12/2016
	Ratio Common equity Tier 1 (Bâle 3 pleinement applicable, CRD4)	11.6%	11.5%
		31/03/2017	31/12/2016
		(non auditées)	(auditées)
	Total du bilan consolidé	2.197.658	2.076.959
	Total des prêts et créances sur la clientèle	718.009	712.233
	Total des dettes envers la clientèle	801.381	765.953
	Capitaux Propres (part du Groupe)	102.076	100.665]

- (iv) le troisième paragraphe en-dessous de l'intitulé «*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif* » est supprimé et remplacé comme suit :

B.12	<i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i> [A insérer si BNPP B.V. est l'Emetteur : Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPP B.V. depuis le 31 décembre 2016 et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP B.V. depuis le 31 décembre 2016.]
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- (b) L'Elément B.13 est modifié comme suit:

B.13	Evénements impactant la solvabilité de l'Emetteur	Sans objet, au 17 mai 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. [Préciser tout événement récent présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur.]
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- (c) L'Elément B.14 est supprimé et remplacé comme suit :

<p>B.14</p>	<p>Dépendance à l'égard d'autres entités du groupe</p>	<p>[Indiquer si BNPP est l'Emetteur : Sous réserve du paragraphe suivant, BNPP n'est pas dépendant des autres membres du Groupe BNPP.</p> <p>En avril 2004 est entrée en fonctionnement la co-entreprise « BNP Paribas Partners for Innovation » (BP²I) qui, constituée avec IBM France fin 2003, délivre des services d'infrastructure de production informatique pour BNP Paribas SA et plusieurs de ses filiales françaises (BNP Paribas Personal Finance, BP2S, BNP Paribas Cardif...) ou européennes (Suisse, Italie). Mi-décembre 2011, le dispositif contractuel avec IBM France a été renouvelé et prorogé jusqu'à fin 2017. Fin 2012, un accord a été conclu en étendant ce dispositif à BNP Paribas Fortis en 2013. La filiale suisse a été fermée le 31 décembre 2016.</p> <p>BP²I est placée sous le contrôle opérationnel d'IBM France ; BNP Paribas exerce une forte influence sur cette entité qu'elle détient à parts égales avec IBM France : les personnels de BNP Paribas mis à disposition de BP²I composent la moitié de son effectif permanent, les bâtiments et centres de traitement sont la propriété du Groupe, la gouvernance mise en œuvre garantit contractuellement à BNP Paribas une surveillance du dispositif et sa réintégration au sein du Groupe si nécessaire.</p> <p>ISFS, société détenue à 100 % par le groupe IBM, a pris le nouveau nom de « IBM Luxembourg », et assure également des services d'infrastructure de production informatique pour une partie des entités de BNP Paribas Luxembourg.</p> <p>La production informatique de BancWest est assurée par un fournisseur externe : Fidelity Information Services (FIS) pour son cœur applicatif bancaire. L'hébergement et les opérations de production sont également localisés chez FIS à Honolulu.</p> <p>La production informatique de Cofinoga France est assurée par SDDC, société détenue à 100 % par IBM.</p> <p>Voir également l'Elément B.5 ci-dessus.]</p>
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(d) Dans l'Elément B.16, le deuxième paragraphe est supprimé et remplacé comme suit:

<p>B.16</p>	<p>Actionnaires de contrôle</p>	<p>[A indiquer si BNPP est l'Emetteur : Aucun des actionnaires existants ne contrôle BNPP, que ce soit directement ou indirectement. Au 31 décembre 2016, les principaux actionnaires étaient la Société Fédérale de Participations et d'Investissement («SFPI»), société anonyme d'intérêt public agissant pour le compte du gouvernement belge, qui détient 10,2% du capital social, BlackRock Inc. qui détient 5,2% du capital social et le Grand-Duché de Luxembourg, qui détient 1,0% du capital social. A la connaissance de BNPP, aucun actionnaire autre que SFPI et Blackrock Inc. ne détient plus</p>
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		de 5% de son capital ou de ses droits de vote. Le 4 mai 2017, l'Etat belge, par l'intermédiaire de la Société Fédérale de Participations et d'Investissement (« SFPI-FPIM »), a annoncé la conclusion d'opérations de ventes à terme portant sur 31.198.404 actions BNPP détenues par SFPI-FPIM, soit environ 2,5% du capital social. Au moment du dénouement de ces opérations de vente à terme, la participation de la SFPI-FPIM dans BNPP sera réduite à environ 7,8%.]
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(e) Dans l'Elément B.19/B.12 :

- (i) le «]» après le nombre « 96.269 » dans le tableau intitulé « **Données Financières Annuelles Comparées – En millions d'EUR** » (ajouté au Prospectus de Base par le Sixième Supplément) sous l'intitulé « [A insérer si BNPP est le Garant : » est supprimé ;
- (ii) le nouveau tableau suivant est inséré immédiatement après le tableau intitulé «**Données Financières Annuelles Comparées - En millions d'EUR** » (ajouté au Prospectus de Base par le Sixième Supplément) sous l'intitulé « [A insérer si BNPP est le Garant:» et immédiatement au-dessus du sous-titre «**Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif** » :

B.19/B.12	Informations financières historiques clés sélectionnées :		
	[A insérer si BNPP est le Garant :		
	Données Financières Intermédiaires Comparées pour la période de trois mois se terminant le 31 mars 2017 – En millions d'EUR		
		T1 2017 (non auditées)	T1 2016 (non auditées)
	Produit Net Bancaire	11.297	10.844
	Coût du risque	(592)	(757)
	Résultat Net, part du Groupe	1.894	1.814
		31/03/2017	31/12/2016
	Ratio Common equity Tier 1 (Bâle 3 pleinement applicable, CRD4)	11.6%	11.5%
		31/03/2017 (non auditées)	31/12/2016 (auditées)
Total du bilan consolidé	2.197.658	2.076.959	
Total des prêts et créances sur la clientèle	718.009	712.233	

	Total des dettes envers la clientèle	801.381	765.953
	Capitaux Propres (part du Groupe)	102.076	100.665]

(f) L'Elément B.19/B.13 est entièrement supprimé et remplacé comme suit :

B.19/B.13	Evénements impactant la solvabilité du Garant	<p>[Au 17 mai 2017 et à la connaissance du Garant, il ne s'est produit aucun évènement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité du Garant depuis le 31 décembre 2016.]</p> <p><i>[Préciser tout évènement récent présentant un intérêt significatif pour l'évaluation de la solvabilité du Garant.]</i></p>
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(g) L'Elément B.19/B.14 est entièrement supprimé et remplacé comme suit:

B.19/B.14	Dépendance à l'égard d'autres entités du Groupe	<p><i>[Indiquer si BNPP est le Garant : Sous réserve du paragraphe suivant, BNPP n'est pas dépendant des autres membres du Groupe BNPP.</i></p> <p>En avril 2004 est entrée en fonctionnement la co-entreprise « BNP Paribas Partners for Innovation » (BP²I) qui, constituée avec IBM France fin 2003, délivre des services d'infrastructure de production informatique pour BNP Paribas SA et plusieurs de ses filiales françaises (BNP Paribas Personal Finance, BP2S, BNP Paribas Cardif...) ou européennes (Suisse, Italie). Mi-décembre 2011, le dispositif contractuel avec IBM France a été renouvelé et prorogé jusqu'à fin 2017. Fin 2012, un accord a été conclu en étendant ce dispositif à BNP Paribas Fortis en 2013. La filiale suisse a été fermée le 31 décembre 2016.</p> <p>BP²I est placée sous le contrôle opérationnel d'IBM France ; BNP Paribas exerce une forte influence sur cette entité qu'elle détient à parts égales avec IBM France : les personnels de BNP Paribas mis à disposition de BP²I composent la moitié de son effectif permanent, les bâtiments et centres de traitement sont la propriété du Groupe, la gouvernance mise en œuvre garantit contractuellement à BNP Paribas une surveillance du dispositif et sa réintégration au sein du Groupe si nécessaire.</p> <p>ISFS, société détenue à 100 % par le groupe IBM, a pris le nouveau nom de « IBM Luxembourg », et assure également des services d'infrastructure de production informatique pour une partie des entités de BNP Paribas Luxembourg.</p>
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		<p>La production informatique de BancWest est assurée par un fournisseur externe : Fidelity Information Services (FIS) pour son cœur applicatif bancaire. L'hébergement et les opérations de production sont également localisés chez FIS à Honolulu.</p> <p>La production informatique de Cofinoga France est assurée par SDDC, société détenue à 100 % par IBM.]</p> <p>Voir également Elément B.5 ci-dessus.</p>
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(h) L'Elément B.19/B.16 est entièrement supprimé et remplacé comme suit:

B.19/B.16	Actionnaires de contrôle	<p>[A indiquer si BNPP est le Garant: Aucun des actionnaires existants ne contrôle BNPP, que ce soit directement ou indirectement. Au 31 décembre 2016, les principaux actionnaires étaient la Société Fédérale de Participations et d'Investissement («SFPI»), société anonyme d'intérêt public agissant pour le compte du gouvernement belge, qui détient 10,2% du capital social, BlackRock Inc. qui détient 5,2% du capital social et le Grand-Duché de Luxembourg, qui détient 1,0% du capital social. A la connaissance de BNPP, aucun actionnaire autre que SFPI et Blackrock Inc. ne détient plus de 5% de son capital ou de ses droits de vote.</p> <p>Le 4 mai 2017, l'Etat belge, par l'intermédiaire de la Société Fédérale de Participations et d'Investissement («SFPI-FPIM»), a annoncé la conclusion d'opérations de ventes à terme portant sur 31.198.404 actions BNPP détenues par SFPI-FPIM, soit environ 2,5% du capital social. Au moment du dénouement de ces opérations de vente à terme, la participation de la SFPI-FPIM dans BNPP sera réduite à environ 7,8%.]</p>
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PRESENTATION OF FINANCIAL INFORMATION

The second paragraph under the heading "Presentation of Financial Information" on page 247 of the Base Prospectus is deleted and replaced with the following:

"The audited consolidated financial statements of BNPP 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. IFRS differs in certain significant respects from generally accepted accounting principles in the United States ("**U.S. GAAP**"). The Group has made no attempt to quantify the impact of those differences. In making an investment decision, investors must rely upon their own examination of the BNP Paribas Group, the terms of an offering and the financial information. Potential investors should consult their own professional advisors for an understanding of the differences between IFRS and U.S. GAAP, and how those differences might affect the information herein. The Group's fiscal year ends on 31 December and references in the BNPP 2014 Registration Document, the BNPP 2015 Registration Document and the BNPP 2016 Registration Document (in English) and any update to the BNPP 2016 Registration Document (in English) (in each case, as defined in "*Documents Incorporated by Reference*" and incorporated by reference herein) to any specific fiscal year are to the 12-month period ended 31 December of such year."

DOCUMENTS INCORPORATED BY REFERENCE

The following documents have been filed with the AMF on:

- (a) 3 May 2017, in the case of the *Actualisation du Document de référence déposée auprès de l'AMF le 3 mai 2017* (in English) (the "**First Update to the BNPP 2016 Registration Document (in English)**"); and
- (b) 10 May 2017, in the case of BNPP B.V.'s 2016 Annual Report (including the audited financial statements for the year ended 31 December 2016 and the independent auditor's report of Mazars Paaredekooper Hoffman Accountants N.V. represented by w.s. J.C. van Oldenbeek MSc RA) (the "**2016 BNPP B.V. Annual Report**"),

for the purposes of the Prospectus Directive and, by virtue of this Seventh Supplement, is incorporated in, and forms part of, the Base Prospectus, as amended by the Previous Supplements:

The "**DOCUMENTS INCORPORATED BY REFERENCE**" section on pages 248 to 258 of the Base Prospectus is amended as follows:

- (a) the word "and" at the end of paragraph (j) is deleted;
- (b) the "." at the end of paragraph (k) is deleted and replaced with "; and";
- (c) the following new paragraphs (l) and (m) are added under paragraph (k):
 - "(l) BNPP's *Actualisation du Document de référence déposée auprès de l'AMF le 3 mai 2017* (in English) with filing number D.17-0132-A01 (the "**First Update to the BNPP 2016 Registration Document (in English)**"); and
 - (m) the statutory annual report for 2016 (the "**2016 BNPP B.V. Annual Report**"), which includes the audited annual non-consolidated financial statements of BNPP B.V. as at, and for, the year ended 31 December 2016 (the "**BNPP B.V. 2016 Financial Statements**"),"
- (d) the following table is inserted immediately following the table entitled "**BNPP 2016 REGISTRATION DOCUMENT (in English)**" (which was added to the Base Prospectus by virtue of the Sixth Supplement) and above the heading "**BNP PARIBAS ARBITRAGE ISSUANCE B.V.**":

<i>First Update to the BNPP 2016 Registration Document (in English)</i>	
Person responsible	Page 92 of the First Update to the BNPP 2016 Registration Document (in English)
Quarterly financial information	Pages 3 to 64 and page 67 of the First Update to the BNPP 2016 Registration Document (in English)
Risk factors	Pages 68 to 73 of the First Update to the BNPP 2016 Registration Document (in English)
Remuneration and benefits	Pages 74 to 88 of the First Update to the BNPP 2016 Registration Document (in English)
Legal and arbitration proceedings	Page 89 of the First Update to the BNPP 2016

	Registration Document (in English)
Documents on display	Page 89 of the First Update to the BNPP 2016 Registration Document (in English)
Significant change in the Issuer's financial or trading position	Page 90 of the First Update to the BNPP 2016 Registration Document (in English)
Additional information	Pages 65,66 and 74 to 90 of the First Update to the BNPP 2016 Registration Document (in English)
Statutory auditors	Page 91 of the First Update to the BNPP 2016 Registration Document (in English)

- (e) the following table is inserted immediately following the table entitled "*BNPP B.V. Interim Financial Statements*" (which was added to the Base Prospectus by virtue of the Third Supplement):

2016 BNPP B.V. Annual Report	
Managing Director's Report	Pages 3 to 4 of the 2016 BNPP B.V. Annual Report
Balance Sheet at 31 December 2016	Page 5 of the 2016 BNPP B.V. Annual Report
Profit & Loss Account for the year ended 31 December 2016	Page 6 of the 2016 BNPP B.V. Annual Report
Cashflow statement for the year ended 31 December 2016	Page 7 of the 2016 BNPP B.V. Annual Report
Shareholder's equity	Page 8 of the 2016 BNPP B.V. Annual Report
Notes/Other information	Pages 9 to 18 of the 2016 BNPP B.V. Annual Report
Auditor's Report of the Financial Statements of BNPP B.V. for the year ended 31 December 2016	Pages 19 to 21 of the 2016 BNPP B.V. Annual Report

- (f) in the penultimate paragraph, the second sentence is deleted and replaced with the following:

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

DESCRIPTION OF BNPP B.V.

The "Description of BNPP B.V." on pages 762 to 765 of the Base Prospectus is amended as follows:

- (a) the last sentence under the subheading "**5.1 Management Board**" is deleted and replaced as follows:
- "Edwin Herskovic, Erik Stroet, Han Sijssling and Daniel Thielemans as Directors of BNP Paribas Finance B.V. have the power to take all necessary measures in relation to the issue of securities of BNPP B.V.";
- (b) the information under the heading "**11. Historical Financial Information Concerning BNPP B.V.'s Assets and Liabilities, Financial Position and Profits and Losses**" is deleted and replaced as follows:

"BALANCE SHEET IN SUMMARY (before appropriation of the net result)

	30.12.2016	31.12.2015
	(audited)	(audited)
	EUR	EUR
Financial fixed assets	34,970,331,780	30,238,524,334
Current assets	13,349,942,128	12,804,050,994
TOTAL ASSETS	48,320,273,908	43,042,575,328
Shareholder's equity	488,299	464,992
Long term liabilities	34,970,331,780	30,238,524,334
Current liabilities	13,349,453,829	12,803,586,002
TOTAL EQUITY AND LIABILITIES	48,320,273,908	43,042,575,328

PROFIT AND LOSS ACCOUNT in summary

	2016	2015
	(audited)	(audited)
	EUR	EUR
Income including interest received	399,817	315,670
Costs, including interest paid and the tax charge	376,510	295,884
Profit after taxation	23,307	19,786

CASH FLOW STATEMENT
in summary

	2016	2015
	(audited)	(audited)
	EUR	EUR
Cash flow from operating activities	276,050	(576,441)
Cash flow from financing activities	0	0
Increase/Decrease cash at banks	276,050	(576,441)
Cash at bank at December 31	352,062	76,012"

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The General Information section on pages 832 to 837 of the Base Prospectus is amended as follows:

- (a) the paragraphs under the heading "4. Documents Available" on pages 832 and 833 of the Base Prospectus are amended as follows:
- (i) the word "and" at the end of sub-paragraph (xv) is deleted;
 - (ii) the "." at the end of sup-paragraph (xvi) is deleted and replaced with "; and";
 - (iii) the following new sub-paragraphs (xvii) and (xviii) are added under sub-paragraph (xvi):
 - "(xvii) the First Update to the BNPP 2016 Registration Document (in English); and
 - (xviii) the Annual Report of BNPP B.V. for the year ended 31 December 2016."; and
 - (iv) the first sentence in the first paragraph beneath the numbered list is deleted and replaced with the following:
 - " In the case of (iii), (v), (x), (xi), (xii), (xiii), (xiv), (xv), (xvi), (xvii) and (xviii) above, the documents are also available via BNPP's website: www.invest.bnpparibas.com."
- (b) the second paragraph under the heading "5. Material Adverse Change" on page 833 of the Base Prospectus is deleted and replaced as follows:
- "There has been no material adverse change in the prospects of BNPP B.V. since 31 December 2016 (being the end of the last financial period for which audited financial statements have been published)."; and
- (c) the first paragraph under the heading "6. Legal and Arbitration Proceedings" on page 833 of the Base Prospectus (which was amended by virtue of the Sixth Supplement) is deleted and replaced as follows:
- "Save as disclosed on pages 16 and 213 of the BNPP 2016 Registration Document (in English) and page 89 of the First Update to 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 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 and/or the Group's financial position or profitability.";
- (d) the second paragraph under the heading "7. Significant Change" on page 833 of the Base Prospectus is deleted and replaced as follows:
- "There has been no significant change in the financial or trading position of BNPP B.V. since 31 December 2016 (being the end of the last financial period for which audited financial statements have been published).".
- (e) the paragraphs under the heading "15. Dependence of BNPP upon other members of the BNPP Group" on pages 836 and 837 of the Base Prospectus are deleted and replaced with the following:
- "Subject to the following paragraphs, BNPP is not dependent upon other members of the BNPP Group.

In April 2004, BNP Paribas SA began outsourcing IT Infrastructure Management Services to the BNP Paribas Partners for Innovation (BP²I) joint venture set up with IBM France at the end of 2003. BP²I provides IT Infrastructure Management Services for BNP Paribas SA and several BNP Paribas subsidiaries in France (including BNP Paribas Personal Finance, BP2S and BNP Paribas Cardif), Switzerland and Italy. In mid December 2011 BNP Paribas renewed its agreement with IBM France for a period lasting until end-2017. At the end of 2012, the parties entered into an agreement to gradually extend this arrangement to BNP Paribas Fortis as from 2013. The Swiss subsidiary was closed on 31 December 2016.

BP²I is under the operational control of IBM France. BNP Paribas has a strong influence over this entity, which is 50/50 owned with IBM France. The BNP Paribas staff made available to BP²I make up half of that entity's permanent staff, its buildings and processing centres are the property of the Group, and the governance in place provides BNP Paribas with the contractual right to monitor the entity and bring it back into the Group if necessary.

ISFS is a fully-owned IBM subsidiary, which has changed its name to IBM Luxembourg, and handles IT Infrastructure Management for part of BNP Paribas Luxembourg's entities.

BancWest's data processing operations are outsourced to Fidelity Information Services ("FIS") for its core banking. The hosting and production operations are also located at FIS in Honolulu.

Cofinoga France's data processing is outsourced to SDDC, a fully-owned IBM subsidiary.";

- (f) the table under the heading "16. Capitalization of BNPP and the BNP Paribas Group" on page 837 of the Base Prospectus (which was amended by virtue of the Sixth Supplement) is deleted and replaced with the following:

BNP Paribas consolidated capitalization and medium and long term debt indebtedness over one year		
Group accounting method		
In Millions of Euros	BNP PARIBAS GROUP 31 December 2016	BNP PARIBAS GROUP 31 March 2017
Debt securities at fair value through profit or loss	36,053	38,107
Debt securities measured at amortised cost	58,205	57,261
Total Senior Preferred Debt.....	94,258	95,368
Debt Securities measured at amortised cost	0	4,535
Total Senior Non-Preferred Debt	0	4,535
Redeemable subordinated debt measured at amortised cost	12,341	13,231
Undated subordinated notes measured at amortised cost	1,627	1,623
Undated participating subordinated notes	222	222

measured at amortised cost		
Redeemable subordinated debt at fair value through profit or loss	162	146
Perpetual subordinated debt at fair value through profit or loss ¹	588	669
Preferred shares and equivalent instruments	8,430	8,467
Total Subordinated Debt	23,370	24,358
Issued capital	2,494	2,496
Additional paid-in capital	24,454	24,370
Retained earnings	55,754	56,979
Unrealised or deferred gains and losses attributable to shareholders	6,169	5,504
Total Shareholders' Equity and Equivalents with anticipation of dividends	88,871	89,349
Minority interests with anticipation of dividends.....	4,431	5,076
Total Capitalization and Medium-to-Long Term Indebtedness	210,930	218,686

¹ Carrying amount of the cashes, of which the amount eligible to Tier 1 is €162 million in 2016 and 2017.

RESPONSIBILITY STATEMENT

I hereby certify on behalf of BNPP and BNPP B.V. having taken all reasonable care to ensure that such is the case that, to the best of my knowledge, the information contained in this Seventh Supplement is in accordance with the facts and contains no omission likely to affect its import.

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Represented by Alain Papiasse
in his capacity as Deputy Chief Operating Officer

Dated 16 May 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 Seventh Supplement the visa n°17-204 on 17 May 2017. This Seventh Supplement has been prepared by BNPP and BNPP B.V. and BNPP's signatories assume responsibility for it on behalf of BNPP and BNPP B.V.. This Seventh Supplement and the Base Prospectus (as amended by the Previous Supplements) 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". The *visa* does not imply that the AMF has verified the accounting and financial data set out in this Seventh Supplement and it does not mean that any financial transactions that may be issued pursuant to the Base Prospectus (as amended by the Previous Supplements) have been granted approval by the AMF. 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.