

Second Supplement dated 25 September 2018
to the Base Prospectus for the issue of unsubordinated Notes dated 5 June 2018



BNP Paribas Issuance B.V.

(incorporated in The Netherlands)
(as Issuer)

BNP Paribas

(incorporated in France)
(as Guarantor)

BNP Paribas Fortis Funding

(incorporated in Luxembourg)
(as Issuer)

BNP Paribas Fortis SA/NV

(incorporated in Belgium)
(as Guarantor)

Note, Warrant and Certificate Programme

This second supplement (the "**Second Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 5 June 2018 (the "**Base Prospectus**") and the first supplement to the Base Prospectus dated 9 August 2018 (the "**First Supplement**"), in each case in respect of Notes issued under the Note, Warrant and Certificate Programme (the "**Programme**") of BNP Paribas Issuance B.V. ("**BNPP B.V.**"), BNP Paribas ("**BNPP**"), BNP Paribas Fortis Funding ("**BP2F**") and BNP Paribas Fortis SA/NV ("**BNPPF**").

The Base Prospectus and the First Supplement together constitute a base prospectus for the purposes of Article 5.4 of the Prospectus Directive. The "**Prospectus Directive**" means Directive 2003/71/EC of 4 November 2003 (as amended) 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. 18-226 on 5 June 2018 in respect of the Base Prospectus and visa no. 18-379 on 9 August 2018 in respect of the First Supplement. Application has been made to the AMF for approval of this Second 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.), BNPP B.V. (in respect of itself), BP2F (in respect of itself) and BNPPF (in respect of itself and BP2F) accept responsibility for the information contained in this Second Supplement, save that (i) BP2F and BNPPF accept no responsibility for the BNPP B.V. 2017 Interim Financial Statements and the BNPP B.V. 2018 Interim Financial Statements (as defined herein) and (ii) BNPP, BNPP B.V. and BP2F accept no responsibility for the BNPPF H1-2018 Press Release, the BNPPF 2017 Interim Financial Statements and the BNPPF 2018 Interim Financial Statements (as defined herein). To the best of the knowledge of BNPP, BNPP B.V., BP2F and BNPPF (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 First Supplement, shall have the same meanings when used in this Second Supplement.

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

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

Copies of this Second Supplement may be obtained free of charge at the specified offices of BNP Paribas Securities Services, Luxembourg Branch, BP2F and BNPPF and will be available on the website of BNP Paribas (<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>), on the website of BNPPF (<https://www.bnpparibasfortis.be>), on the website of BP2F (<https://www.bp2f.lu>) and on the website of the AMF (www.amf-france.org).

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

This Second Supplement has been prepared for the purposes of:

- (A) amending the cover pages of the Base Prospectus;
- (B) 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";
- (C) 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)";
- (D) incorporating by reference:
 - (i) BNPP B.V.'s interim financial statements for the six-month period ended 30 June 2017 (the "**BNPP B.V. 2017 Interim Financial Statements**");
 - (ii) BNPP B.V.'s interim financial statements for the six-month period ended 30 June 2018 (the "**BNPP B.V. 2018 Interim Financial Statements**");
 - (iii) the press release dated 4 September 2018 published by BNPPF regarding its first half 2018 results (the "**BNPPF H1-2018 Press Release**");
 - (iv) BNPPF's half-year Financial Report for the first half of 2017 (the "**BNPPF 2017 Interim Financial Statements**"); and
 - (v) BNPPF's half-year Financial Report for the first half of 2018 (the "**BNPPF 2018 Interim Financial Statements**");
- (E) amending the "Form of Final Terms for Notes";

- (F) amending "Annex 12 – Additional Terms and Conditions for Credit Securities";
- (G) amending the "Description of BNPP B.V.";
- (H) amending the "Description of BNPPF"; and
- (I) amending the "General Information" section.

The amendments referred to in (A), (B) and (C) above have been made to update the information concerning the long-term credit rating of BNPP B.V. by S&P Global Ratings Europe Limited. The incorporation by reference referred to in (D) above has been made to update the BNPP B.V. disclosure. The amendments referred to in (B), (C), (G) and (I) above have been made to reflect the updated BNPP B.V. disclosure referred to in (D) above. The amendments referred to in (G) above have also been made to update the disclosure in respect of the directors of BNPP B.V. The incorporation by reference referred to in (D) above has also been made to update the BNPPF disclosure. The amendments referred to in (B), (C), (H) and (I) above have been made to reflect the updated BNPPF disclosure referred to in (D) above. The amendments referred to in (E) and (F) above have been made to correct typographical errors in respect of the Credit Security Conditions.

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 Second 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 Second 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 Second Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 28 September 2018.

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AMENDMENTS TO THE COVER PAGES OF THE BASE PROSPECTUS

In relation to the amendments to the paragraph above the heading "Important Notices" on page 4 of the Base Prospectus (as amended by the First Supplement) set out in this section: (i) text which, by virtue of this Second Supplement is deleted therefrom is shown with a line drawn through the middle of the deleted text, and (ii) text which, by virtue of this Second Supplement is added thereto is shown underlined.

The paragraph above the heading "**IMPORTANT NOTICES**" on page 4 of the Base Prospectus is amended as follows:

"BNPP's long-term credit ratings are A with a positive outlook (S&P Global Ratings Europe Limited ("**Standard & Poor's**")), Aa3 with a stable outlook (Moody's Investors Service Ltd. ("**Moody's**")), A+ with a stable outlook (Fitch France S.A.S. ("**Fitch France**")) and AA (low) with a stable outlook (DBRS Limited ("**DBRS**")) and BNPP's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's), F1 (Fitch France) and R-1 (middle) (DBRS). BNPP B.V.'s long-term credit ratings are A with a stable positive outlook (Standard & Poor's) and BNPP B.V.'s short term credit ratings are A-1 (Standard & Poor's). BP2F's senior unsecured credit ratings with a stable outlook (Standard & Poor's), A2 with a stable outlook (Moody's France SAS ("**Moody's France**")) and A+ with a stable outlook (Fitch Ratings Limited ("**Fitch**")) and BP2F's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch). BNPPF's long-term credit ratings are A with a positive outlook (Standard & Poor's), A2 with a stable outlook (Moody's France) and A+ with a stable outlook (Fitch) and BNPPF's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch). Each of Standard & Poor's, Moody's, Fitch France, Moody's France, Fitch and DBRS is established in the European Union and is registered under the Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such each of Standard & Poor's, Moody's, Fitch France, Moody's France, Fitch and DBRS is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation. Securities issued under the Programme may be rated or unrated. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. Please also refer to "Credit Ratings may not Reflect all Risks" in the Risks section of this Base Prospectus."

**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 71 of the Base Prospectus is amended as follows:
- (a) In Element B.12, the following new table in relation to BNPP B.V. is inserted immediately above the heading "**In relation to BP2F:**" and immediately below the table in relation to BNPP B.V. entitled "**Comparative Annual Financial Data – In EUR**":

B.12	Selected historical key financial information: In relation to BNPP B.V.: Comparative Interim Financial Data for the six-month period ended 30 June 2018 – In EUR		
		30/06/2018 (unaudited)¹	30/06/2017 (unaudited)¹
	Revenues	193,729	180,264
	Net Income, Group Share	12,238	11,053
		30/06/2018 (unaudited)¹	31/12/2017 (audited)
	Total balance sheet	57,943,563,453	50,839,146,900
	Shareholders' equity (Group share)	527,477	515,239

- (b) In Element B.12, the final paragraph under the heading "*Statements of no significant or material adverse change*" is deleted and replaced with the following:

B.12	<p><i>Statements of no significant or material adverse change</i></p> <p>There has been no significant change in the financial or trading position of BNPP B.V. since 30 June 2018 or BP2F since 31 December 2017 and there has been no material adverse change in the prospects of BNPP B.V. or BP2F since 31 December 2017.</p>
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- (c) Element B.13 is deleted and replaced with the following:

B.13	Events impacting the Issuer's solvency	Not applicable, as at 25 September 2018 (in the case of BNPP B.V.) and 5 June 2018 (in the case of BP2F) and to the best of the relevant Issuer's knowledge, there have not been any recent events which are to a material extent
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¹ This financial information is subject to a limited review, as further described in the statutory auditors' report.

		relevant to the evaluation of the relevant Issuer's solvency since 31 December 2017 (in the case of BP2F) or 30 June 2018 (in the case of BNPP B.V.).
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- (d) In Element B.17, the first paragraph is deleted and replaced with the following:

B.17	Solicited credit ratings	BNPP B.V.'s long term credit rating is A with a positive outlook (S&P Global Ratings Europe Limited) and BNPP B.V.'s short term credit rating is A-1 (S&P Global Ratings Europe Limited).
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- (e) In Element B.19/B.12, the following table in relation to BNPPF is inserted immediately above the heading "*Statements of no significant or material adverse change*":

B.19/B.12	Selected historical key financial information:		
	In relation to BNPPF:		
	Comparative Interim Consolidated Financial Data for the six-month period ended 30 June 2018 – In millions of EUR		
		30/06/2018* (unaudited)²	30/06/2017** (unaudited)²
	Revenues	4,111	4,172
	Gross operating income	1,523	1,628
	Cost of risk	(141)	(134)
	Net income	1,161	1,279
	Net income attributable to shareholders	934	1,052
		30/06/2018 (unaudited)²	31/12/2017*** (audited)
	Total consolidated Balance Sheet	308,529	277,646
	Consolidated loans and receivables due from customers	181,237	175,425
	Shareholders' equity	23,536	22,764
	Consolidated items due to customers	173,127	166,927
Debt securities	17,597	15,596	
Subordinated debt	2,827	3,308	

² This financial information is subject to a limited review, as further described in the statutory auditors' report.

Common Equity Tier 1 Ratio	13.7%	15.2%
<p>* The unaudited consolidated financial data for the six-month period ended 30 June 2018 has been prepared in accordance with IFRS 9 and IFRS 15.</p> <p>** The unaudited consolidated financial data for the six-month period ended 30 June 2017 has been prepared in accordance with IAS 39.</p> <p>*** The audited consolidated financial data for the full year period ended 31 December 2017 has been prepared in accordance with IAS 39.</p> <p>In July 2014, the International Accounting Standards Board published International Financial Reporting Standard 9 ("IFRS 9") which replaces IAS 39 as of 1 January 2018 and the standard introduces the option not to restate the comparative figures for prior periods. BNPPF has relied on this option.</p>		

- (f) In Element B.19/B.12, the last paragraph under the heading "*Statements of no significant or material adverse change*" is deleted and replaced with the following:

B.19/B.12	<p><i>Statements of no significant or material adverse change</i></p> <p>There has been no significant change in the financial or trading position of BNPPF since 30 June 2018 (being the end of the last financial period for which interim financial statements have been published) and no material adverse change in the prospects of BNPPF since 31 December 2017 (being the end of the last financial period for which audited financial statements have been published).</p>
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- (g) Element B.19/B.13 is deleted and replaced with the following:

B.19/B.13	Events impacting the Guarantor's solvency	Not applicable, as at 25 September 2018 (in the case of BNPPF) and 9 August 2018 (in the case of BNPP) and to the best of the relevant Guarantor's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the relevant Guarantor's solvency since 30 June 2018.
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2. The "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus" on pages 143 to 211 of the Base Prospectus is amended as follows:

- (a) In Element B.12, the "]" following the figure "488,299" in the table entitled "**Comparative Annual Financial Data – In EUR**" under the heading "[*Insert where BNPP B.V. is the Issuer:*" is deleted;
- (b) In Element B.12, the following table in relation to BNPP B.V. is inserted immediately above the heading "[*Insert where BP2F is the Issuer:*" and immediately below the table in relation to BNPP B.V. entitled "**Comparative Annual Financial Data – In EUR**":

B.12	Selected historical key financial information:	
	[<i>Insert where BNPP B.V. is the Issuer:</i>	
	Comparative Interim Financial Data for the six-month period ended 30 June 2018 – In EUR	
	30/06/2018	30/06/2017

		(unaudited)¹	(unaudited)¹
	Revenues	193,729	180,264
	Net Income, Group Share	12,238	11,053
		30/06/2018 (unaudited)¹	31/12/2017 (audited)
	Total balance sheet	57,943,563,453	50,839,146,900
	Shareholders' equity (Group share)	527,477	515,239]

- (c) In Element B.12, the final paragraph under the heading "*Statements of no significant or material adverse change*" is deleted and replaced with the following:

B.12	<p><i>Statements of no significant or material adverse change</i></p> <p>[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 30 June 2018 and there has been no material adverse change in the prospects of BNPP B.V. since 31 December 2017.] [Insert where BP2F is the Issuer: There has been no significant change in the financial or trading position of BP2F since 31 December 2017 and there has been no material adverse change in the prospects of BP2F since 31 December 2017.]</p>
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- (d) Element B.13 is deleted and replaced with the following:

B.13	<p>Events impacting the Issuer's solvency</p> <p>[Not applicable, as at [insert where BNPP B.V. is the Issuer: 25 September 2018]/[insert where BP2F is the Issuer: 5 June 2018] 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 [insert where BNPP B.V. is the Issuer: 30 June 2018]/[insert where BP2F is the Issuer: 31 December 2017].]</p> <p>[Specify any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency.]</p>
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- (e) In Element B.17, the first paragraph is deleted and replaced with the following:

B.17	<p>Solicited credit ratings</p> <p>[Insert where BNPP B.V. is the Issuer: BNPP B.V.'s long term credit rating is A with a positive outlook (S&P Global Ratings Europe Limited) and BNPP B.V.'s short term credit rating is A-1 (S&P Global Ratings Europe Limited).]</p>
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- (f) In Element B.19/B.12, the "]" after the figure "15.4%" in the table in relation to BNPPF headed "**Consolidated Comparative Annual Financial Data – In millions of EUR**" is deleted;

¹ This financial information is subject to a limited review, as further described in the statutory auditors' report.]

- (g) In Element B.19/B.12, the following table in relation to BNPPF is inserted immediately above the heading "*Statements of no significant or material adverse change*":

B.19/B.12	Selected historical key financial information:		
	<i>[Insert where BNPPF is the Guarantor:</i>		
	Comparative Interim Consolidated Financial Data for the six-month period ended 30 June 2018 – In millions of EUR		
		30/06/2018* (unaudited)¹	30/06/2017** (unaudited)¹
	Revenues	4,111	4,172
	Gross operating income	1,523	1,628
	Cost of risk	(141)	(134)
	Net income	1,161	1,279
	Net income attributable to shareholders	934	1,052
		30/06/2018 (unaudited)¹	31/12/2017*** (audited)
	Total consolidated Balance Sheet	308,529	277,646
	Consolidated loans and receivables due from customers	181,237	175,425
	Shareholders' equity	23,536	22,764
	Consolidated items due to customers	173,127	166,927
	Debt securities	17,597	15,596
	Subordinated debt	2,827	3,308
Common Equity Tier 1 Ratio	13.7%	15.2%	
<p>* The unaudited consolidated financial data for the six-month period ended 30 June 2018 has been prepared in accordance with IFRS 9 and IFRS 15.</p> <p>** The unaudited consolidated financial data for the six-month period ended 30 June 2017 has been prepared in accordance with IAS 39.</p> <p>*** The audited consolidated financial data for the full year period ended 31 December 2017 has been prepared in accordance with IAS 39.</p> <p>In July 2014, the International Accounting Standards Board published International</p>			

[¹ This financial information is subject to a limited review, as further described in the statutory auditors' report.]

Financial Reporting Standard 9 (" IFRS 9 ") which replaces IAS 39 as of 1 January 2018 and the standard introduces the option not to restate the comparative figures for prior periods. BNPPF has relied on this option.]
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- (g) The final paragraph under the heading "*Statements of no significant or material adverse change*" in Element B.19/B.12 is deleted and replaced with the following:

B.19/B.12	<p><i>Statements of no significant or material adverse change</i></p> <p><i>[Insert where BNPPF is the Guarantor:</i></p> <p>There has been no significant change in the financial or trading position of BNPPF since 30 June 2018 (being the end of the last financial period for which interim financial statements have been published) and no material adverse change in the prospects of BNPPF since 31 December 2017 (being the end of the last financial period for which audited financial statements have been published).]</p>
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- (h) Element B.19/B.13 is deleted and replaced with the following:

B.19/ B.13	<p>Events impacting the Guarantor's solvency</p> <p>[Not applicable, as at <i>[Insert where BNPP is the Guarantor: 9 August 2018]</i>/<i>[Insert where BNPPF is the Guarantor: 25 September 2018]</i> 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 30 June 2018.]</p> <p><i>[Specify any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency.]</i></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 72 à 142 du Prospectus de Base est modifié comme suit:
- (a) Dans l'Elément B.12, le tableau suivant relatif à BNPP B.V. est inséré immédiatement au-dessus du titre "**En relation avec BP2F :**" et immédiatement sous le tableau relatif à BNPP B.V. intitulé "**Données Financières Annuelles Comparées - En EUR**" :

B.12	Informations financières historiques clés sélectionnées :		
	En relation avec BNPP B.V. :		
	Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2018 - En EUR		
		30/06/2018 (non-auditées)¹	30/06/2017 (non-auditées)¹
	Produit Net Bancaire	193.729	180.264
	Résultat Net, part du Groupe	12.238	11.053
		30/06/2018 (non-auditées)¹	31/12/2017 (auditées)
Total du bilan	57.943.563.453	50.839.146.900	
Capitaux Propres (part du Groupe)	527.477	515.239	

- (b) Dans l'Elément B.12, le dernier paragraphe sous le titre "*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif*" est supprimé et remplacé comme suit :

B.12	<p><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></p> <p>Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPP B.V. depuis le 30 juin 2018 ou de BP2F depuis le 31 décembre 2017 et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP B.V ou BP2F depuis le 31 décembre 2017.</p>
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- (c) L'Elément B.13 est supprimé et remplacé comme suit :

¹ Ces informations financières ont fait l'objet d'une revue limitée, telle que plus amplement décrite dans le rapport d'audit des commissaires aux comptes.

B.13	Evénements impactant la solvabilité de l'Emetteur	Sans objet, au 25 septembre 2018 (dans le cas de BNPP B.V.) et au 5 juin 2018 (dans le cas de BP2F) 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 2017 (dans le cas de BP2F) ou le 30 juin 2018 (dans le cas de BNPP B.V.).
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(d) Dans l'Elément B.17, le premier paragraphe est supprimé et remplacé comme suit :

B.17	Notations de crédit sollicitées	La notation de crédit à long terme de BNPP B.V. est : A avec une perspective positive (S&P Global Ratings Europe Limited) et la notation de crédit à court terme de BNPP B.V. est : A-1 (S&P Global Ratings Europe Limited).
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(e) Dans l'Elément B.19/B.12, le tableau suivant relatif à BNPPF est inséré immédiatement au-dessus du titre "*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif*" :

B.19/B.12	Informations financières historiques clés sélectionnées :		
	En relation avec BNPPF :		
	Données Financières Consolidées Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2018 - En millions d'EUR		
		30/06/2018* (non-auditées)²	30/06/2017** (non-auditées)²
	Produit Net Bancaire	4.111	4.172
	Résultat brut d'exploitation	1.523	1.628
	Coût du Risque	(141)	(134)
	Résultat net	1.161	1.279
	Résultat Net attribuable aux actionnaires	934	1.052
		30/06/2018 (non-auditées)²	31/12/2017*** (auditées)
Total de bilan consolidé	308.529	277.646	
Total consolidé des prêts et créances sur la clientèle	181.237	175.425	
Capitaux propres	23.536	22.764	

² Ces informations financières ont fait l'objet d'une revue limitée, telle que plus amplement décrite dans le rapport d'audit des commissaires aux comptes.

Total consolidé des dettes envers la clientèle	173.127	166.927
Dettes représentées par un titre	17.597	15.596
Dettes subordonnées	2.827	3.308
Ratio Common Equity Tier 1	13,7%	15,2%
<p>* Les données financières consolidées non-auditées pour la période de six mois se terminant le 30 juin 2018 ont été établies conformément aux normes IFRS 9 et IFRS 15.</p> <p>** Les données financières consolidées non-auditées pour la période de six mois se terminant le 30 juin 2017 ont été établies conformément à la norme IAS 39.</p> <p>*** Les données financières consolidées auditées pour l'exercice 2017 se terminant le 31 décembre 2017 ont été établies conformément à la norme IAS 39.</p> <p>En juillet 2014, l'<i>International Accounting Standards Board</i> a publié la norme <i>International Financial Reporting Standard 9</i> (« IFRS 9 ») qui remplace la norme IAS 39 depuis le 1^{er} janvier 2018. La norme offre l'option de ne pas retraiter les exercices présentés en comparatif. BNPPF a retenu cette option.</p>		

- (f) Dans l'Elément B.19/B.12, le dernier paragraphe sous le titre "***Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif***" est supprimé et remplacé comme suit :

B.19/B.12	<p><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></p> <p>Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPPF depuis le 30 juin 2018 (date de clôture de la dernière période comptable pour laquelle des états financiers intermédiaires ont été publiés) et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPPF depuis le 31 décembre 2017 (date de clôture de la dernière période comptable pour laquelle des états financiers auditées ont été publiés).</p>
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- (g) L'Elément B.19/B.13 est supprimé et remplacé comme suit :

B.19/B.13	<p>Evénements impactant la solvabilité du Garant</p> <p>Sans objet, au 25 septembre 2018 (dans le cas de BNPPF) et au 9 August 2018 (dans le cas de BNPP) et à la connaissance du Garant concerné, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité du Garant concerné depuis le 30 juin 2018.</p>
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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 212 à 290 du Prospectus de Base est modifié comme suit:

- (a) Dans l'Elément B.12, le "J" après le chiffre "488.299" dans le tableau intitulé "**Données Financières Annuelles Comparées - En EUR**" sous le titre "[A insérer si BNPP B.V. est l'Emetteur :]" est supprimé ;

- (b) Dans l'Elément B.12, le tableau suivant relatif à BNPP B.V. est inséré immédiatement au-dessus du titre "[A insérer si BP2F est l'Emetteur :]" et immédiatement sous le tableau relatif à BNPP B.V. intitulé "**Données Financières Annuelles Comparées - En EUR**" :

B.12	Informations financières historiques clés sélectionnées :		
	[A insérer si BNPP B.V. est l'Emetteur :		
	Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2017 - En EUR		
		30/06/2018 (non-auditées)¹	30/06/2017 (non-auditées)¹
	Produit Net Bancaire	193.729	180.264
	Résultat Net, part du Groupe	12.238	11.053
		30/06/2018 (non-auditées)¹	31/12/2017 (auditées)
Total du bilan	57.943.563.453	50.839.146.900	
Capitaux Propres (part du Groupe)	527.477	515.239]	

- (c) Dans l'Elément B.12, le dernier paragraphe sous le titre "**Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif**" est supprimé et remplacé comme suit :

B.12	<p><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></p> <p>[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 30 juin 2018 et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP B.V. depuis le 31 décembre 2017.] [A insérer si BP2F est l'Emetteur : Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BP2F depuis le 31 décembre 2017 et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BP2F depuis le 31 décembre 2017.]</p>
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- (d) L'Elément B.13 est supprimé et remplacé comme suit :

B.13	Evénements impactant la solvabilité de l'Emetteur	[Sans objet, au [A insérer si BNPP B.V. est l'Emetteur : 25 septembre 2018]/[A insérer si BP2F est l'Emetteur : 5 juin 2018] et à la connaissance de l'Emetteur, il ne s'est produit
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¹ Ces informations financières ont fait l'objet d'une revue limitée, telle que plus amplement décrite dans le rapport d'audit des commissaires aux comptes.]

		<p>aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur depuis le [A insérer si BP2F est l'Emetteur : 31 décembre 2017]/[A insérer si BNPP B.V. est l'Emetteur : 30 juin 2018].]</p> <p>[Préciser tout événement récent présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur.]</p>
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- (e) Dans l'Elément B.17, le premier paragraphe est supprimé et remplacé comme suit :

B.17	Notations de crédit sollicitées	[Insérer si BNPP B.V. est l'Emetteur : La notation de crédit à long terme de BNPP B.V. est : A avec une perspective positive (S&P Global Ratings Europe Limited) et la notation de crédit à court terme de BNPP B.V. est : A-1 (S&P Global Ratings Europe Limited).]
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- (f) Dans l'Elément B.19/B.12, le "]" après le chiffre "15,4%" dans le tableau intitulé "**Données Financières Consolidées Annuelles Comparées - En millions d'EUR**" sous le titre "[A insérer si BNPPF est le Garant :]" est supprimé ;
- (g) Dans l'Elément B.19/B.12, le tableau suivant relatif à BNPPF est inséré immédiatement au-dessus du 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 BNPPF est le Garant :		
	Données Financières Consolidées Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2018 - En millions d'EUR		
		30/06/2018* (non-auditées)¹	30/06/2017** (non-auditées)¹
	Produit Net Bancaire	4.111	4.172
	Résultat brut d'exploitation	1.523	1.628
	Coût du Risque	(141)	(134)
	Résultat net	1.161	1.279
	Résultat Net attribuable aux actionnaires	934	1.052
		30/06/2018 (non-auditées)¹	31/12/2017*** (auditées)
Total de bilan consolidé	308.529	277.646	
Total consolidé des prêts et	181.237	175.425	

[¹ Ces informations financières ont fait l'objet d'une revue limitée, telle que plus amplement décrite dans le rapport d'audit des commissaires aux comptes.]

	créances sur la clientèle		
	Capitaux propres	23.536	22.764
	Total consolidé des dettes envers la clientèle	173.127	166.927
	Dettes représentées par un titre	17.597	15.596
	Dettes subordonnées	2.827	3.308
	Ratio Common Equity Tier 1	13,7%	15,2%
<p>* Les données financières consolidées non-auditées pour la période de six mois se terminant le 30 juin 2018 ont été établies conformément aux normes IFRS 9 et IFRS 15.</p> <p>** Les données financières consolidées non-auditées pour la période de six mois se terminant le 30 juin 2017 ont été établies conformément à la norme IAS 39.</p> <p>*** Les données financières consolidées auditées pour l'exercice 2017 se terminant le 31 décembre 2017 ont été établies conformément à la norme [IAS 39].</p> <p>En juillet 2014, l'<i>International Accounting Standards Board</i> a publié la norme <i>International Financial Reporting Standard 9</i> (« IFRS 9 ») qui remplace la norme IAS 39 depuis le 1^{er} janvier 2018. La norme offre l'option de ne pas retraiter les exercices présentés en comparatif. BNPPF a retenu cette option.]</p>			

- (h) Dans l'Elément B.19/B.12, le dernier paragraphe sous le titre "*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif*" est supprimé et remplacé comme suit :

B.19/B.12	<p><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></p> <p>[A insérer si BNPPF est le Garant :</p> <p>Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPPF depuis le 30 juin 2018 (date de clôture de la dernière période comptable pour laquelle des états financiers intermédiaires ont été publiés) il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPPF depuis le 31 décembre 2017 (date de clôture de la dernière période comptable pour laquelle des états financiers auditées ont été publiés).]</p>
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- (i) L'Elément B.19/B.13 est supprimé et remplacé comme suit :

B.19/B.13	<p>Evénements impactant la solvabilité du Garant</p> <p>[Sans objet, au [A insérer si BNPP est le Garant : 9 août 2018]/[A insérer si BNPPF est le Garant : 25 septembre 2018] et à la connaissance du Garant, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité du Garant depuis le 30 juin 2018.]</p>
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		<i>[Préciser tout événement récent présentant un intérêt significatif pour l'évaluation de la solvabilité du Garant.]</i>
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DOCUMENTS INCORPORATED BY REFERENCE

The following documents have been filed with the AMF on 4 September 2017 (in the case of the document listed in paragraph (a) below), 7 September 2018 (in the case of the document listed in paragraph (b) below), 4 September 2018 (in the case of the document listed in paragraph (c) below), 31 August 2017 (in the case of the document listed in paragraph (d) below) and 4 September 2018 (in the case of the document listed in paragraph (e) below) for the purposes of the Prospectus Directive and, by virtue of this Second Supplement are incorporated in, and form part of, the Base Prospectus:

- (a) BNPP B.V.'s unaudited interim financial statements for the six-month period ended 30 June 2017 (including the review report thereon issued by Mazars Accountants N.V. (formerly Mazars Paardekooper Hoffman Accountants N.V.) represented by J.C. van Oldenbeek);
- (b) BNPP B.V.'s unaudited interim financial statements for the six-month period ended 30 June 2018 (including the review report thereon issued by Mazars Accountants N.V. (formerly Mazars Paardekooper Hoffman Accountants N.V.) represented by J.C. van Oldenbeek);
- (c) the press release dated 4 September 2018 published by BNPPF regarding its first half 2018 results;
- (d) BNPPF's unaudited Financial Report for the first half of 2017 (including the review report thereon issued by PwC Reviseurs d'Entreprises scrl/Bedrijfsrevisoren bcbva (represented by Damien Walgrave) and Deloitte Reviseurs d'Entreprises sc sous forme d'une scrl/Bedrijfsrevisoren bv ovv cbva (represented by Yves Dehonge and Bernard De Meulemeester); and
- (e) BNPPF's unaudited Financial Report for the first half of 2018 (including the review report thereon issued by PwC Reviseurs d'Entreprises scrl/Bedrijfsrevisoren bcbva (represented by Damien Walgrave).

The "**DOCUMENTS INCORPORATED BY REFERENCE**" section on pages 401 to 413 of the Base Prospectus is amended as follows:

- (a) the word "and" at the end of paragraph (l) is deleted;
- (b) the "," at the end of paragraph (m) is deleted and replaced with ";";
- (c) the following paragraphs (n), (o), (p), (q) and (r) are added under paragraph (m):
 - "(n) the unaudited interim financial statements for the six-month period ended 30 June 2017 of BNPP B.V. (including the review report thereon issued by Mazars Accountants N.V. (formerly Mazars Paardekooper Hoffman Accountants N.V.) represented by J.C. van Oldenbeek) (the "**BNPP B.V. 2017 Interim Financial Statements**)");
 - (o) the unaudited interim financial statements for the six-month period ended 30 June 2018 of BNPP B.V. (including the review report thereon issued by Mazars Accountants N.V. (formerly Mazars Paardekooper Hoffman Accountants N.V.) represented by J.C. van Oldenbeek) (the "**BNPP B.V. 2018 Interim Financial Statements**)");
 - (p) the press release dated 4 September 2018 published by BNPPF regarding its first half 2018 results (the "**BNPPF H1-2018 Press Release**)");
 - (q) the unaudited financial report for the first half of 2017 of BNPPF (including the review report thereon issued by PwC Reviseurs d'Entreprises scrl/Bedrijfsrevisoren bcbva (represented by Damien Walgrave) and Deloitte Reviseurs d'Entreprises sc sous forme d'une scrl/Bedrijfsrevisoren bv ovv cbva (represented by Yves Dehonge and Bernard De Meulemeester) (the "**BNPPF 2017 Interim Financial Statements**)"); and

(r) the unaudited financial report for the first half of 2018 of BNPPF (including the review report thereon issued by PwC Reviseurs d'Entreprises scrl/Bedrijfsrevisoren bcbva (represented by Damien Walgrave) (the "**BNPPF 2018 Interim Financial Statements**"),");

(d) the following table is inserted immediately following the table entitled "**2017 BNPP B.V. Annual Report**" and above the heading "**BNP PARIBAS FORTIS SA/NV**":

<i>BNPP B.V. 2017 Interim Financial Statements</i>	
Managing Director's Report	Pages 3 to 4 of the BNPP B.V. 2017 Interim Financial Statements
Balance Sheet	Page 5 of the BNPP B.V. 2017 Interim Financial Statements
Profit and loss account	Page 6 of the BNPP B.V. 2017 Interim Financial Statements
Cash flow statement	Page 7 of the BNPP B.V. 2017 Interim Financial Statements
Shareholder's equity	Page 8 of the BNPP B.V. 2017 Interim Financial Statements
Notes to the Financial Statements	Pages 9 to 17 of the BNPP B.V. 2017 Interim Financial Statements
Other Information	Page 18 of the BNPP B.V. 2017 Interim Financial Statements
Review Report	Page 19 of the BNPP B.V. 2017 Interim Financial Statements
<i>BNPP B.V. 2018 Interim Financial Statements</i>	
Managing Director's Report	Pages 3 to 4 of the BNPP B.V. 2018 Interim Financial Statements
Balance Sheet	Page 5 of the BNPP B.V. 2018 Interim Financial Statements
Profit and loss account	Page 6 of the BNPP B.V. 2018 Interim Financial Statements
Cash flow statement	Page 7 of the BNPP B.V. 2018 Interim Financial Statements
Shareholder's equity	Page 8 of the BNPP B.V. 2018 Interim Financial Statements
Notes to the Financial Statements	Pages 9 to 17 of the BNPP B.V. 2018 Interim Financial Statements
Other Information	Page 18 of the BNPP B.V. 2018 Interim Financial Statements

Review Report	Page 19 of the BNPP B.V. 2018 Interim Financial Statements
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- (e) the following new table is inserted immediately following the table entitled "*2017 BNPPF Annual Report*" and above the heading "**BNP PARIBAS FORTIS FUNDING**":

<i>BNPPF 2017 Interim Financial Statements</i>	
Report of the Board of Directors	Pages 5 to 12 of the BNPPF 2017 Interim Financial Statements
Statement of the Board of Directors	Page 13 of the BNPPF 2017 Interim Financial Statements
Composition of the Board of Directors	Pages 14 to 15 of the BNPPF 2017 Interim Financial Statements
Consolidated Interim Financial Statements	Pages 16 to 21 of the BNPPF 2017 Interim Financial Statements
Notes to the Consolidated Interim Financial Statements	Pages 22 to 84 of the BNPPF 2017 Interim Financial Statements
Report of the accredited statutory auditors	Page 85 of the BNPPF 2017 Interim Financial Statements
<i>BNPPF 2018 Interim Financial Statements</i>	
Report of the Board of Directors	Pages 5 to 12 of the BNPPF 2018 Interim Financial Statements
Statement of the Board of Directors	Page 13 of the BNPPF 2018 Interim Financial Statements
Composition of the Board of Directors	Pages 14 to 16 of the BNPPF 2018 Interim Financial Statements
Consolidated Interim Financial Statements	Pages 17 to 22 of the BNPPF 2018 Interim Financial Statements
<ul style="list-style-type: none"> • Profit and loss account for the first half of 2018 	Page 18 of the BNPPF 2018 Interim Financial Statements
<ul style="list-style-type: none"> • Statement of net income and changes in assets and liabilities recognised directly in equity 	Page 19 of the BNPPF 2018 Interim Financial Statements
<ul style="list-style-type: none"> • Balance sheet at 30 June 2018 	Page 20 of the BNPPF 2018 Interim Financial Statements
<ul style="list-style-type: none"> • Cash flow statement for the first half of 2018 	Page 21 of the BNPPF 2018 Interim Financial Statements

<ul style="list-style-type: none"> Statement of changes in shareholders' equity between 1 January 2017 and 30 June 2018 	Page 22 of the BNPPF 2018 Interim Financial Statements
<ul style="list-style-type: none"> Minority interests between 1 January 2017 and 30 June 2018 	Pages 94 to 95 of the BNPPF 2018 Interim Financial Statements
Notes to the Consolidated Interim Financial Statements	Pages 23 to 103 of the BNPPF 2018 Interim Financial Statements
Report of the accredited statutory auditors	Pages 104 to 106 of the BNPPF 2018 Interim Financial Statements
<i>BNPPF H1-2018 Press Release</i>	
Overview of the main figures	Page 1 of the BNPPF H1-2018 Press Release
Analysis focusing on underlying business performance and excluding non-recurrent items	Pages 2 to 6 of the BNPPF H1-2018 Press Release
Comments from the CEO of BNPPF	Page 3 of the BNPPF H1-2018 Press Release
Consolidated profit and loss account	Page 7 of the BNPPF H1-2018 Press Release

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

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

AMENDMENTS TO THE FORM OF FINAL TERMS FOR NOTES

In relation to the amendments to item 56 (Credit Security Provisions) in the Form of Final Terms for Notes set out in this section text which, by virtue of this Second Supplement is added thereto is shown underlined.

Item 56 (*Credit Security Provisions*) in the Form of Final Terms for Notes on pages 464 to 561 of the Base Prospectus is amended as follows:

- (a) sub-paragraph (e)(ii) (*Standard Reference Obligation*) under the prompt "Terms relating to Credit-linkage:" on pages 515 and 516 of the Base Prospectus is amended as follows:

"(ii) Standard Reference Obligation: [Applicable/Not applicable]/[●]

[As specified in Exhibit to the Final Terms] [As specified in the Relevant Annex]

[Seniority Level: [Senior]/[Subordinated]/[●]/[Not Applicable]]"; and

- (b) sub-paragraph (e)(ii) (*Standard Reference Obligation*) under the prompt "[Terms relating to Credit Linked Interest: (*Insert for Combination Credit Securities*)]" on page 519 of the Base Prospectus is amended as follows:

"(ii) Standard Reference Obligation: [Applicable/Not applicable]/[●]

[As specified in Exhibit to the Final Terms] [As specified in the Relevant Annex]

[Seniority Level: [Senior]/[Subordinated]/[●]/[Not Applicable]]".

AMENDMENTS TO ANNEX 12 – ADDITIONAL TERMS AND CONDITIONS FOR CREDIT SECURITIES

In relation to the amendments to Credit Security Condition 6(b) (Hybrid Credit Securities) in Annex 12 – Additional Terms and Conditions for Credit Securities set out in this section: (i) text which, by virtue of this Second Supplement is deleted therefrom is shown with a line drawn through the middle of the deleted text, and (ii) text which, by virtue of this Second Supplement is added thereto is shown underlined.

In Annex 12 – Additional Terms and Conditions for Credit Securities, Credit Security Condition 6(b) (*Hybrid Credit Securities*) on page 873 of the Base Prospectus is amended as follows:

"(b) Hybrid Credit Securities

Where the Credit Securities are Hybrid Securities, then:

- (i) ~~unless-if~~ the Final Terms provide that "Credit Underlying Override" is applicable, then any obligations of the Issuer in respect of the Credit Securities (or, as applicable, the relevant portions of the Notional Amounts thereof) following the occurrence of an Event Determination Date shall be as defined pursuant to these Credit Security Conditions and related provisions of the Final Terms;
- (ii) if the Final Terms specify that "Non-Credit Underlying Override" is applicable, then the obligations of the Issuer following the occurrence of an Event Determination Date shall be subject to any provision for early redemption of the Credit Securities arising in connection with the relevant Underlying Reference;
- (iii) if the Final Terms specify that "Adjusted Redemption Calculation Basis" is applicable, then any reference to the "Calculation Amount" for the purpose of determining any amount payable on early redemption of the Securities shall be to the Outstanding Principal Amount; and
- (iv) if no Event Determination Date occurs, references in Credit Security Condition 2(a) to redemption by payment of the Outstanding Principal Amount of the Credit Securities shall be reference to redemption by payment of the final payment determined in connection with the relevant Underlying Reference."

AMENDMENTS TO THE DESCRIPTION OF BNPP B.V.

In relation to the amendments to the second sub-paragraph under the sub-heading "5.1 Management Board" under the heading "5. Management" in the "Description of BNPP B.V." set out in this section text which, by virtue of this Second Supplement is added thereto is shown underlined.

The section "Description of BNPP B.V." on pages 1307 to 1310 of the Base Prospectus is amended as follows:

- (a) the second sub-paragraph under the sub-heading "5.1 Management Board" under the heading "5. Management" on page 1308 of the Base Prospectus is amended as follows:

"On 31 January 2016, BNP Paribas appointed as sole member of the Management Board BNP Paribas Finance B.V., a company established and existing under the laws of The Netherlands, with its registered office at Herengracht 595, 1017 CE Amsterdam, the Netherlands. Edwin Herskovic, Erik Stroet, Folkert van Asma 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" on pages 1309 and 1310 of the Base Prospectus is amended by the insertion of the following table:

Selected interim financial information

BALANCE SHEET IN SUMMARY

(before appropriation of the net result)

	30.06.2018	31.12.2017
	(unaudited)	(audited)
	EUR	EUR
Financial fixed assets	43,546,048,872	38,797,846,122
Current assets	14,397,514,581	12,041,300,778
TOTAL ASSETS	57,943,563,453	50,839,146,900
Shareholder's equity	527,477	515,239
Long term liabilities	43,546,048,872	38,797,846,122
Current liabilities	14,396,987,104	12,040,785,539
TOTAL EQUITY AND LIABILITIES	57,943,563,453	50,839,146,900

PROFIT AND LOSS ACCOUNT in summary

	01.01.2018 to	01.01.2017 to
	30.06.2018	30.06.2017
	(unaudited)	(unaudited)
	EUR	EUR

Income including interest received	193,729	180,264
Costs, including interest paid and the tax charge	(181,491)	(169,211)
Profit after taxation	12,238	11,053

CASH FLOW STATEMENT in summary

	01.01.2018 to 30.06.2018 (unaudited) EUR	01.01.2017 to 30.06.2017 (unaudited) EUR
Cash flow from operating activities	(141,284)	(310,021)
Cash flow from financing activities	0	0
Increase/Decrease cash at banks	(141,284)	(310,021)
Cash at bank at 30 June	77,349	42,041

AMENDMENTS TO THE DESCRIPTION OF BNPPF

The Description of BNPPF on pages 1317 to 1332 of the Base Prospectus is amended by the deletion of the paragraph under the heading "**11. Significant change in BNPPF's financing or trading position**" on page 1332 of the Base Prospectus and its replacement with the following:

"There has been no significant change in the financial or trading position of BNPPF since 30 June 2018 (being the end of the last financial period for which interim financial statements have been published).".

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The General Information section on pages 1391 to 1398 of the Base Prospectus is amended as follows:

- (a) the paragraphs under the heading "4. Documents Available" on pages 1391 and 1392 of the Base Prospectus are amended as follows:
- (i) the word "and" at the end of sub-paragraph (xvi) is deleted;
 - (ii) the "." at the end of sub-paragraph (xvii) is deleted and replaced with ";";
 - (iii) the following sub-paragraphs (xviii), (xix) and (xx) are added under sub-paragraph (xvii):
 - "(xviii) the BNPP B.V. 2018 Interim Financial Statements;
 - (xix) the BNPPF H1-2018 Press Release; and
 - (xx) the BNPPF Interim Financial Statements."; and
 - (iv) the first sentence in the second paragraph below the numbered list is deleted and replaced with the following:

"In addition, the constitutional documents of BP2F, the Note Agency Agreement, the BNPPF Guarantee and the documents listed at (v), (vi) and (vii) above are available at the registered office of BP2F and the constitutional documents of BNPPF, the Note Agency Agreement, the BNPPF Guarantee and the documents listed at (v), (xix) and (xx) above are available at the registered office of BNPPF.";
- (b) the first paragraph under the heading "7. Significant Change" on page 1392 of the Base Prospectus is deleted and replaced with the following:
- "There has been no significant change in the financial or trading position of BNPP B.V. since 30 June 2018 (being the end of the last financial period for which interim financial statements have been published)."; and
- (c) the last paragraph under the heading "7. Significant Change" on page 1392 of the Base Prospectus is deleted and replaced with the following:
- "There has been no significant change in the financial or trading position of BNPPF since 30 June 2018 (being the end of the last financial period for which interim financial statements have been published).".

RESPONSIBILITY STATEMENT

I hereby certify on behalf of BNPP, BNPP B.V., BP2F and BNPPF having taken all reasonable care to ensure that such is the case that, to the best of my knowledge, the information contained in this Second Supplement is in accordance with the facts and contains no omission likely to affect its import.

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Represented by Michel Konczaty
in his capacity as Deputy Chief Operating Officer

Dated 25 September 2018

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 212-31 to 212-33, the AMF has granted to this Second Supplement the visa n° 18-450 on 25 September 2018. This Second Supplement has been prepared by BNPP, BNPP B.V., BP2F and BNPPF and BNPP's signatories assume responsibility for it on behalf of BNPP, BNPP B.V., BP2F and BNPPF, provided that (i) BNPP, BP2F and BNPPF accept no responsibility for the BNPP B.V. 2017 Interim Financial Statements and the BNPP B.V. 2018 Interim Financial Statements and (ii) BNPP, BNPP B.V. and BP2F accept no responsibility for the information contained in the BNPPF H1-2018 Press Release, the BNPPF 2017 Interim Financial Statements and the BNPPF 2017 Interim Financial Statements. 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 Second Supplement and it does not mean that any financial transactions that may be issued pursuant to the Base Prospectus (as amended by the First Supplement and this Second Supplement) 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.