

Seventh Supplement dated 18 May 2018
to the Base Prospectus for the issue of unsubordinated Notes dated 7 June 2017



BNP Paribas Issuance B.V.

(formerly BNP Paribas Arbitrage 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 seventh supplement (the "**Seventh Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 7 June 2017 (the "**Base Prospectus**"), the first supplement to the Base Prospectus dated 4 August 2017 (the "**First Supplement**"), the second supplement to the Base Prospectus dated 13 September 2017 (the "**Second Supplement**"), the third supplement to the Base Prospectus dated 15 November 2017 (the "**Third Supplement**"), the fourth supplement to the Base Prospectus dated 12 December 2017 (the "**Fourth Supplement**"), the fifth supplement to the Base Prospectus dated 15 February 2018 (the "**Fifth Supplement**") and the sixth supplement to the Base Prospectus dated 18 April 2018 (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 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 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 of 4 November 2003 (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. 17-262 on 7 June 2017 in respect of the Base Prospectus, visa no. 17-431 on 4 August 2017 in respect of the First Supplement, visa no. 17-474 on 13 September 2017 in respect of the Second Supplement, visa no. 17-596 on 15 November 2017 in respect of the Third Supplement, visa no. 17-636 on 12 December 2017 in respect of the Fourth Supplement, visa no. 18-043 on 15 February 2018 in respect of the Fifth Supplement and visa no. 18-139 on 18 April 2018 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.), 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 Seventh Supplement, save that (i) BNPP B.V., BP2F and BNPPF accept no responsibility for the information contained in the First Update to the BNPP 2017 Registration Document (in English) (as defined below) and the updated disclosure in respect of BNPP, (ii) BNPP and BP2F accept no responsibility for the information contained in the 2017 BNPP B.V. Annual Report (as defined below) and the updated disclosure in respect of BNPP B.V. and (iii) BNPP and BNPP B.V. accept no responsibility for the information contained in the 2017 BP2F Annual Audited Accounts and the BP2F 2017 Cash Flow Statements (each as defined below) and the updated disclosure in respect of BP2F. 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 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, 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 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) incorporating by reference:
 - (i) the English translation of BNPP's *Actualisation du Document de référence déposée auprès de l'AMF le 4 mai 2018* (the "**First Update to the BNPP 2017 Registration Document (in English)**");
 - (ii) the 2017 annual report of BNPP B.V. (the "**2017 BNPP B.V. Annual Report**");

- (iii) the Audited Annual Accounts of BP2F for the year ended 31 December 2017 (the "**2017 BP2F Annual Audited Accounts**"); and
 - (iv) the cash flow statements of BP2F for the year ended 31 December 2017 and the audit report thereon (the "**BP2F 2017 Cash Flow Statements**");
- (D) amending the "Description of BNPP B.V.";
 - (E) amending the "Description of BP2F"; and
 - (F) amending the "General Information" section.

The incorporation by reference referred to in (C) above has been made to update the BNPP, BNPP B.V. and BP2F disclosure. The amendments referred to in (A), (B), (D), (E) and (F) above have been made to reflect the updated disclosure in respect of BNPP, BNPP B.V. and BP2F referred to in (C) 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 2018.

TABLE OF CONTENTS

Page

| | |
|--|----|
| 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..... | 5 |
| 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)..... | 13 |
| Documents Incorporated by Reference | 22 |
| Description of BNPP B.V..... | 25 |
| Description of BP2F..... | 27 |
| Amendments to the General Information section..... | 29 |
| Responsibility Statement..... | 32 |

**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 67 of the Base Prospectus is amended as follows:
- (a) Element B.12 is amended as follows:
- (i) the tables entitled "**Comparative Annual Financial Data – In EUR**" and "**Comparative Interim Financial Data for the six-month period ended 30 June 2017 – In EUR**" (which was added to the Base Prospectus by virtue of the Second Supplement) under the heading "**In relation to BNPP B.V.:**" and immediately above the heading "**In relation to BP2F:**" 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 | | |
| | | 31/12/2017 (audited) | 31/12/2016 (audited) |
| | Revenues | 431, 472 | 399,805 |
| | Net income, Group share | 26,940 | 23,307 |
| Total balance sheet | 50,839,146,900 | 48,320,273,908 | |
| Shareholders' equity (Group share) | 515,239 | 488,299 | |

- (ii) the table entitled "**Comparative Annual Financial Data**" under the heading "**In relation to BP2F:**" is deleted and replaced with the following:

| | | | |
|------------------------|--|---------------------------------------|---------------------------------------|
| B.12 | Selected historical key financial information: | | |
| | In relation to BP2F: | | |
| | Comparative Annual Financial Data: | | |
| | | 31/12/2017 (audited) | 31/12/2016 (audited) |
| | | EUR | EUR |
| | Selected items of the Balance Sheet | | |
| Assets | | | |
| Financial Fixed assets | 3,845,158,426.14 | 4,426,422,094.46 | |

| | | |
|---|------------------|------------------|
| (Amounts owed to affiliated undertakings) | | |
| Current assets (Amounts owed by affiliated undertakings becoming due and payable within one year) | 42,240,306.68 | 153,507,240.70 |
| Total assets | 3,991,551,995.45 | 4,662,647,188.60 |
| Liabilities | | |
| Capital and reserves | 4,494,998.60 | 4,224,001.83 |
| Non-convertible loans | | |
| - becoming due and payable within one year | 572,204,465.24 | 752,685,671.21 |
| - becoming due and payable after more than one year | 3,255,727,220.40 | 3,661,534,069.09 |
| Charges & Income: selected items | | |
| Income from other investments and loans forming part of the fixed assets | 63,937,668.66 | 92,606,975.73 |
| Other interest receivable and similar income | 256,115,719.57 | 481,287,152.78 |
| Interest payable and similar expenses | -294,491,611.18 | -551,328,725.34 |
| Profit for the financial year | 470,996.77 | 135,537.31 |

- (iii) the second 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. 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> |
|-------------|---|

(b) Element B.13 is deleted and replaced with the following:

| | | |
|-------------|--|---|
| B.13 | Events impacting the Issuer's solvency | Not applicable, as at 18 May 2018 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 2017. |
|-------------|--|---|

(c) In Element B.14, the fourth, fifth and sixth paragraphs are deleted and replaced with the following:

| | | |
|-------------|--------------------------------------|--|
| B.14 | Dependence upon other group entities | <p>IBM Luxembourg is responsible for infrastructure services and data production for some of the BNP Paribas Luxembourg entities.</p> <p>BancWest's data processing operations are outsourced to Fidelity Information Services. Cofinoga France's data processing is outsourced to SDDC, a fully-owned IBM subsidiary.</p> |
|-------------|--------------------------------------|--|

(d) In Element B.19/B.12, 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 heading entitled "**In relation to BNPPF:**":

| | | | |
|--|---|--------------------|--------------------|
| B.19/B.12 | Selected historical key financial information: | | |
| | In relation to BNPP: | | |
| | Comparative Interim Financial Data for the three-month period ended 31 March 2018 – In millions of EUR | | |
| | | 1Q18 | 1Q17 |
| | | (unaudited) | (unaudited) |
| | Revenues | 10,798 | 11,297 |
| | Cost of risk | (615) | (592) |
| | Net income, Group share | 1,567 | 1,894 |
| | | 31/03/2018 | 31/12/2017 |
| | Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4) | 11.6% | 11.8% |
| | 31/03/2018 | 31/12/2017 | |
| | (unaudited) | (audited) | |
| Total consolidated balance sheet | 2,150,517 | 1,960,252 | |
| Consolidated loans and receivables due from | 734,053 | 727,675 | |

| | | | |
|--|--|---------|---------|
| | customers | | |
| | Consolidated items due to customers | 789,912 | 766,890 |
| | Shareholders' equity (Group share) | 100,102 | 101,983 |

(e) 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 18 May 2018 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 31 December 2017. |
|-------------------|---|---|

(f) Element B.22 is deleted and replaced with the following:

| | | |
|-------------|--|--|
| B.22 | Statement regarding non-commencement of operations and no financial statements | Not applicable as BNPP B.V. has already commenced activities and has published audited financial accounts for the years ended 31 December 2016 and 31 December 2017. |
|-------------|--|--|

(g) Element B.24 is deleted and replaced with the following:

| | | |
|-------------|---|---|
| B.24 | Description of any material adverse change since the date of the Issuer's last published audited financial statements | Not applicable as there has been no material adverse change in the financial position or prospects of BNPP B.V. since 31 December 2017. |
|-------------|---|---|

2. The "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus" on pages 136 to 201 of the Base Prospectus is amended as follows:

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

(i) the tables entitled "**Comparative Annual Financial Data – In EUR**" and "**Comparative Interim Financial Data for the six-month period ended 30 June 2017 – In EUR**" (which was added to the Base Prospectus by virtue of the Second Supplement) under the heading "[Insert where BNPP B.V. is the Issuer:]" and immediately above the heading "[Insert where BP2F is the Issuer:]" are deleted and replaced with the following:

| | | | |
|-------------|--|---------------------------------------|---------------------------------------|
| B.12 | Selected historical key financial information: <i>[Insert where BNPP B.V. is the Issuer:]</i> | | |
| | Comparative Annual Financial Data - In EUR | | |
| | | 31/12/2017 (audited) | 31/12/2016 (audited) |

| | | | |
|--|---------------------------------------|----------------|----------------|
| | Revenues | 431,472 | 399,805 |
| | Net income, Group share | 26,940 | 23,307 |
| | Total balance sheet | 50,839,146,900 | 48,320,273,908 |
| | Shareholders' equity (Group share) | 515,239 | 488,299] |

- (ii) the table entitled "**Comparative Annual Financial Data – In EUR**" under the heading "[Insert where BP2F is the Issuer:" is deleted and replaced with the following:

| | | | |
|---|---|-------------------|-------------------|
| B.12 | Selected historical key financial information: | | |
| | [Insert where BP2F is the Issuer: | | |
| | Comparative Annual Financial Data: | | |
| | | 31/12/2017 | 31/12/2016 |
| | | (audited) | (audited) |
| | | EUR | EUR |
| | Selected items of the Balance Sheet | | |
| | Assets | | |
| | Financial Fixed assets (Amounts owed to affiliated undertakings) | 3,845,158,426.14 | 4,426,422,094.46 |
| | Current assets (Amounts owed by affiliated undertakings becoming due and payable within one year) | 42,240,306.68 | 153,507,240.70 |
| | Total assets | 3,991,551,995.45 | 4,662,647,188.60 |
| | Liabilities | | |
| | Capital and reserves | 4,494,998.60 | 4,224,001.83 |
| | Non-convertible loans | | |
| | - becoming due and payable within one year | 572,204,465.24 | 752,685,671.21 |
| - becoming due and payable after more than one year | 3,255,727,220.40 | 3,661,534,069.09 | |
| Charges & Income: selected items | | | |

| | | |
|--|-----------------|-----------------|
| Income from other investments and loans forming part of the fixed assets | 63,937,668.66 | 92,606,975.73 |
| Other interest receivable and similar income | 256,115,719.57 | 481,287,152.78 |
| Interest payable and similar expenses | -294,491,611.18 | -551,328,725.34 |
| Profit for the financial year | 470,996.77 | 135,537.31] |

- (iii) the second 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 in the case of BNPP B.V.: There has been no significant change in the financial or trading position of BNPP B.V. since 31 December 2017 and there has been no material adverse change in the prospects of BNPP B.V. since 31 December 2017.] [Insert in the case of BP2F: 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> |
|-------------|---|

- (b) 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 18 May 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 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> |
|-------------|---|

- (c) Element B.19/B.12 is amended by the insertion of the following new table 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 heading "[Insert where BNPPF is the Guarantor:"

| | | |
|------------------|---|--------------------|
| B.19/B.12 | Selected historical key financial information: | |
| | [Insert where BNPP is the Guarantor: | |
| | Comparative Interim Financial Data for the three-month period ended 31 March 2018 – In millions of EUR | |
| | 1Q18 | 1Q17 |
| | (unaudited) | (unaudited) |
| Revenues | 10,798 | 11,297 |

| | | | |
|--|--|--------------------|-------------------|
| | Cost of risk | (615) | (592) |
| | Net income, Group share | 1,567 | 1,894 |
| | | 31/03/2018 | 31/12/2017 |
| | Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4) | 11.6% | 11.8% |
| | | 31/03/2018 | 31/12/2017 |
| | | (unaudited) | (audited) |
| | Total consolidated balance sheet | 2,150,517 | 1,960,252 |
| | Consolidated loans and receivables due from customers | 734,053 | 727,675 |
| | Consolidated items due to customers | 789,912 | 766,890 |
| | Shareholders' equity (Group share) | 100,102 | 101,983] |

(d) 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 <i>[insert in the case of BNPP: 18 May 2018]</i>/<i>[insert in the case of BNPPF: 18 April 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 31 December 2017.]</p> <p><i>[Specify any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency.]</i></p> |
|------------------|---|--|

(e) In Element B.19/B.14, the fourth, fifth and sixth paragraphs are deleted and replaced with the following:

| | | |
|------------------|--------------------------------------|---|
| B.19/B.14 | Dependence upon other group entities | <p>IBM Luxembourg is responsible for infrastructure services and data production for some of the BNP Paribas Luxembourg entities.</p> <p>BancWest's data processing operations are outsourced to Fidelity Information Services. Cofinoga France's data processing is outsourced to SDDC, a fully-owned IBM subsidiary.]</p> |
|------------------|--------------------------------------|---|

(f) Element B.22 is deleted and replaced with the following:

| | | |
|---------------|--|--|
| [B.22] | Statement regarding non-commencement of operations and no financial statements | <p>Not applicable as BNPP B.V. has already commenced activities and has published audited financial accounts for the years ended 31 December 2016 and 31 December 2017.]</p> <p><i>[Insert where Securities are Nominal Value Repack</i></p> |
|---------------|--|--|

| | | |
|--|--|-------------------|
| | | <i>Securities</i> |
|--|--|-------------------|

(g) Element B.24 is deleted and replaced with the following:

| | | |
|--------------|---|---|
| [B.24 | Description of any material adverse change since the date of the Issuer's last published audited financial statements | Not applicable as there has been no material adverse change in the financial position or prospects of BNPP B.V. since 31 December 2017.] <i>[Insert where Securities are Nominal Value Repack Securities]</i> |
|--------------|---|---|

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 68 à 135 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 2017 – En EUR**" (ajouté au Prospectus de Base en vertu du Second Supplément) en-dessous de l'intitulé "**En relation avec BNPP B.V. :**" et immédiatement au-dessus de l'intitulé "**En relation avec BP2F :**" sont supprimés et remplacés par ce qui suit :

| | | | |
|-----------------------------------|--|--|--|
| B.12 | Informations financières historiques clés sélectionnés : | | |
| | En relation avec BNPP B.V. : | | |
| | Données Financières Annuelles Comparées - En EUR | | |
| | | 31/12/2017 (auditées) | 31/12/2016 (auditées) |
| | Produit Net Bancaire | 431.472 | 399.805 |
| | Résultat Net, part du Groupe | 26.940 | 23.307 |
| Total du bilan | 50.839.146.900 | 48.320.273.908 | |
| Capitaux propres (part du Groupe) | 515.239 | 488.299 | |

- (ii) le tableau intitulé "**Données Financières Annuelles Comparées :**" en-dessous de l'intitulé "**En relation avec BP2F :**" est supprimé et remplacé par ce qui suit :

| | | | |
|-------------------------------|--|--|--|
| B.12 | Informations financières historiques clés sélectionnés : | | |
| | En relation avec BP2F : | | |
| | Données Financières Annuelles Comparées : | | |
| | | 31/12/2017 (auditées) | 31/12/2016 (auditées) |
| | EUR | EUR | |
| Postes sélectionnés du | | | |

| | | |
|--|------------------|------------------|
| Bilan | | |
| <i>Actif</i> | | |
| Actifs immobilisés financiers (Montants dus à des entreprises affiliées) | 3.845.158.426,14 | 4.426.422.094,46 |
| Actifs courants (Montants dus par des entreprises affiliées venant à échéance à moins d'un an) | 42.240.306,68 | 153.507.240,70 |
| Total de l'actif | 3.991.551.995,45 | 4.662.647.188,60 |
| <i>Passif</i> | | |
| Capital et réserves | 4.494.998,60 | 4.224.001,83 |
| Prêts non-convertibles | | |
| - à moins d'un an | 572.204.465,24 | 752.685.671,21 |
| - à plus d'un an | 3.255.727.220,40 | 3.661.534.069,09 |
| Compte de Résultat : postes sélectionnés | | |
| Produits d'autres investissements et prêts constituant une partie des actifs immobilisés | 63.937.668,66 | 92.606.975,73 |
| Autres produits d'intérêts et revenus similaires | 256.115.719,57 | 481.287.152,78 |
| Intérêts dus et autres charges financières | -296.491.611,18 | -551.328.725,34 |
| Bénéfice de l'exercice | 470.996,77 | 135.537,31 |

- (iii) le second paragraphe sous l'intitulé "*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif*" est supprimé et remplacé par ce qui 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. ou 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> |
|-------------|---|

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

| | | |
|-------------|---|--|
| B.13 | Evénements impactant la solvabilité de l'Emetteur | Sans objet, au 18 mai 2018 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. |
|-------------|---|--|

(c) Dans l'Elément B.14, les quatrième, cinquième et sixième paragraphes sont supprimés et remplacés par ce qui suit :

| | | |
|-------------|---|---|
| B.14 | Dépendance à l'égard d'autres entités du groupe | <p>IBM Luxembourg assure les services d'infrastructures et 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. La production informatique de Cofinoga France est assurée par SDDC, société détenue à 100 % par IBM.</p> |
|-------------|---|---|

(d) Dans l'Elément B.19/12, nouveau tableau suivant est inséré immédiatement après le tableau intitulé "**Données Financières Annuelles Comparées – En EUR**" (ajouté au Prospectus de Base en vertu du Sixième Supplément) en-dessous de l'intitulé "**En relation avec BNPP :**" et immédiatement au-dessus de l'intitulé "**En relation avec BNPPF :**"

| | | | |
|-----------------------|--|-----------------------|-----------------------|
| B.19/ B.12 | Informations financières historiques clés sélectionnés : | | |
| | En relation avec BNPP : | | |
| | Données Financières Intermédiaires Comparées pour la période de trois mois se terminant le 31 mars 2018 – En millions d'EUR | | |
| | | 1T18 | 1T17 |
| | | (non auditées) | (non auditées) |
| | Produit Net Bancaire | 10.798 | 11.297 |
| | Coût du Risque | (615) | (592) |
| | Résultat Net, part du | 1.567 | 1.894 |

| | Groupe | | |
|--|---|--------------------------------------|----------------------------------|
| | | 31/03/2018 | 31/12/2017 |
| | Ratio Common equity Tier 1 (Bâle 3 pleinement applicable, CRD4) | 11,6% | 11,8% |
| | | 31/03/2018 (non auditées) | 31/12/2017 (auditées) |
| | Total du bilan consolidé | 2.150.517 | 1.960.252 |
| | Total des prêts et créances sur la clientèle consolidé | 734.053 | 727.675 |
| | Total des dettes envers la clientèle consolidé | 789.912 | 766.890 |
| | Capitaux Propres (part du Groupe) | 100.102 | 101.983 |

(e) L'Elément B.19/B.13 est supprimé et remplacé par ce qui suit :

| | | |
|------------------|---|--|
| B.19/B.13 | Evénements impactant la solvabilité de l'Emetteur | Sans objet, au 18 mai 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 31 décembre 2017. |
|------------------|---|--|

(f) L'Elément B.22 est supprimé et remplacé par ce qui suit :

| | | |
|-------------|---|---|
| B.22 | Déclaration concernant l'absence d'entrée en activité et d'élaboration des états financiers | Sans objet, dans la mesure où BNPP B.V. a déjà commencé ses activités et a publié les états financiers auditées pour les années clôturées le 31 décembre 2016 et le 31 décembre 2017. |
|-------------|---|---|

(g) L'Elément B.24 est supprimé et remplacé par ce qui suit :

| | | |
|-------------|---|---|
| B.24 | Description de toute détérioration significative des perspectives de l'Emetteur depuis la date de ses derniers états financiers vérifiés et publiés | Sans objet dans la mesure où aucune détérioration significative n'est intervenue dans la situation financière de l'Emetteur ou ses perspectives depuis le 31 décembre 2017. |
|-------------|---|---|

2. Le "Modèle de Résumé du Programme Spécifique à l'Emission en relation avec le Prospectus de Base" figurant aux pages 202 à 276 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 2017 – En EUR**" (ajouté au Prospectus de Base en vertu du Second Supplément) en-dessous de l'intitulé "[A insérer si BNPP B.V. est l'Emetteur :]" et immédiatement au-dessus de l'intitulé "[A insérer si BP2F est l'Emetteur :]" sont supprimés et remplacés par ce qui suit :

| | | | |
|-----------------------------------|--|--|--|
| B.12 | Informations financières historiques clés sélectionnés : | | |
| | <i>[A insérer si BNPP B.V. est l'Emetteur :</i> | | |
| | Données Financières Annuelles Comparées - En EUR | | |
| | | 31/12/2017 (auditées) | 31/12/2016 (auditées) |
| | Produit Net Bancaire | 431.472 | 399.805 |
| | Résultat Net, part du Groupe | 26.940 | 23.307 |
| Total du bilan | 50.839.146.900 | 48.320.273.908 | |
| Capitaux propres (part du Groupe) | 515.239 | 488.299] | |

- (ii) le tableau intitulé "**Données Financières Annuelles Comparées:**" en-dessous de l'intitulé "[A insérer si BP2F est l'Emetteur :]" est supprimé et remplacé par ce qui suit :

| | | | |
|-------------------------------------|--|--|--|
| B.12 | Informations financières historiques clés sélectionnés : | | |
| | <i>[A insérer si BP2F est l'Emetteur :</i> | | |
| | Données Financières Annuelles Comparées – En EUR | | |
| | | 31/12/2017 (auditées) | 31/12/2016 (auditées) |
| | | EUR | EUR |
| Postes sélectionnés du Bilan | | | |
| <i>Actif</i> | | | |

| | | |
|--|------------------|------------------|
| Actifs immobilisés financiers (Montants dus à des entreprises affiliées) | 3.845.158.426,14 | 4.426.422.094,46 |
| Actifs courants (Montants dus par des entreprises affiliées venant à échéance à moins d'un an) | 42.240.306,68 | 153.507.240,70 |
| Total de l'actif | 3.991.551.995,45 | 4.662.647.188,60 |
| <i>Passif</i> | | |
| Capital et réserves | 4.494.998,60 | 4.224.001,83 |
| Prêts non-convertibles | | |
| - à moins d'un an | 572.204.465,24 | 752.685.671,21 |
| - à plus d'un an | 3.255.727.220,40 | 3.661.534.069,09 |
| Compte de Résultat : postes sélectionnés | | |
| Produits d'autres investissements et prêts constituant une partie des actifs immobilisés | 63.937.668,66 | 92.606.975,73 |
| Autres produits d'intérêts et revenus similaires | 256.115.719,57 | 481.287.152,78 |
| Intérêts dus et autres charges financières | -296.491.611,18 | -551.328.725,34 |
| Bénéfice de l'exercice | 470.996,77 | 135.537,31] |

- (iii) les deuxième et troisième paragraphes sous l'intitulé "*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif*" sont supprimés et remplacés par ce qui 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 31 décembre 2017 et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP B.V. depuis le 31 décembre 2017.]</p> <p>[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> |
|-------------|---|

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

| | | |
|-------------|--|---|
| B.13 | <p>Evénements impactant la solvabilité de l'Emetteur</p> | <p>[Sans objet, au 18 mai 2018 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 2017.]</p> <p>[Préciser tout événement récent présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur.]</p> |
|-------------|--|---|

(c) L'Elément B.19/12 est modifié par l'insertion du nouveau tableau suivant immédiatement après le tableau intitulé "**Données Financières Annuelles Comparées – En EUR**" (ajouté au Prospectus de Base en vertu du Sixième Supplément) en-dessous de l'intitulé "[A insérer si BNPP est le Garant :]" et immédiatement au-dessus de l'intitulé "[A insérer si BNPPF est le Garant :]"

| | | |
|--|---|-----------------------|
| B.19/ B.12 | <p>Informations financières historiques clés sélectionnés :</p> <p>[A insérer si BNPP est le Garant :</p> <p>Données Financières Intermédiaires Comparées pour la période de trois mois se terminant le 31 mars 2018 – En millions d'EUR</p> | |
| | 1T18 | 1T17 |
| | (non auditées) | (non auditées) |
| Produit Net Bancaire | 10.798 | 11.297 |
| Coût du Risque | (615) | (592) |
| Résultat Net, part du Groupe | 1.567 | 1.894 |
| | 31/03/2018 | 31/12/2017 |
| Ratio Common equity Tier 1 (Bâle 3 pleinement) | 11,6% | 11,8% |

| | | | |
|--|--|--------------------------------------|----------------------------------|
| | applicable, CRD4) | | |
| | | 31/03/2018 (non auditées) | 31/12/2017 (auditées) |
| | Total du bilan consolidé | 2.150.517 | 1.960.252 |
| | Total des prêts et créances sur la clientèle consolidé | 734.053 | 727.675 |
| | Total des dettes envers la clientèle consolidé | 789.912 | 766.890 |
| | Capitaux Propres (part du Groupe) | 100.102 | 101.983] |

(d) L'Elément B.19/B.13 est entièrement supprimé et remplacé par ce qui suit :

| | | |
|------------------|---|---|
| B.19/B.13 | Evénements impactant la solvabilité de l'Emetteur | [Au [A indiquer si BNPP est le Garant : 18 mai 2018]/[A indiquer si BNPPF est le Garant : 18 April 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 31 décembre 2017.] [Préciser tout événement récent présentant un intérêt significatif pour l'évaluation de la solvabilité du Garant.] |
|------------------|---|---|

(e) Dans l'Elément B.14, les quatrième, cinquième et sixième paragraphes sont supprimés et remplacés par ce qui suit :

| | | |
|------------------|---|---|
| B.19/B.14 | Dépendance à l'égard d'autres entités du groupe | IBM Luxembourg assure les services d'infrastructures et de production informatique pour une partie des entités de BNP Paribas Luxembourg. La production informatique de BancWest est assurée par un fournisseur externe : Fidelity Information Services. La production informatique de Cofinoga France est assurée par SDDC, société détenue à 100 % par IBM.] |
|------------------|---|---|

(f) L'Elément B.22 est supprimé et remplacé par ce qui suit :

| | | |
|--------------|---|---|
| [B.22 | Déclaration concernant l'absence d'entrée en activité et d'élaboration des états financiers | Sans objet, dans la mesure où BNPP B.V. a déjà commencé ses activités et a publié les états financiers auditées pour les années clôturées le 31 décembre 2016 et le 31 décembre 2017.] [A insérer lorsque les Titres sont des Titres Reconditionnés de Valeur Nominale] |
|--------------|---|---|

(g) L'Elément B.24 est supprimé et remplacé par ce qui suit :

| | | |
|--------------|----------------------|---|
| [B.24 | Description de toute | Sans objet dans la mesure où aucune détérioration significative n'est intervenue dans la situation financière de BNPP B.V. ou ses |
|--------------|----------------------|---|

| | | |
|--|--|---|
| | détérioration significative des perspectives de l'Emetteur depuis la date de ses derniers états financiers vérifiés et publiés | perspectives depuis le 31 décembre 2017.] [<i>A insérer lorsque les Titres sont des Titres Reconditionnés de Valeur Nominale</i>] |
|--|--|---|

DOCUMENTS INCORPORATED BY REFERENCE

BNPP's *Actualisation du Document de référence* (in English) (the "**First Update to the BNPP 2017 Registration Document (in English)**") has been filed with the AMF on 4 May 2018 and, 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 383 to 395 of the Base Prospectus is updated as follows:

- (a) the word "and" at the end of paragraph (s) is deleted;
- (b) the "," at the end of paragraph (t) is deleted;
- (c) the following new paragraphs (u), (v), (w) and (x) are added under paragraph (t) (as amended):
 - "(u) BNPP's *Actualisation du Document de référence déposée auprès de l'AMF le 4 mai 2018* (in English) with filing number D.18-0104-A01 (the "**First Update to the BNPP 2017 Registration Document (in English)**")";
 - (v) the statutory annual report for 2017 (the "**2017 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 2017 (the "**BNPP B.V. 2017 Financial Statements**");
 - (w) the 2017 audited annual accounts of BP2F (the "**2017 BP2F Audited Annual Accounts**") including in particular the financial statements of BP2F for the year ended 31 December 2017; and
 - (x) the cash flow statements of BP2F for the year ended 31 December 2017 and the audit report thereon issued by Deloitte S.à.r.l. as independent auditor (*réviseur d'entreprises*) and as approved independent auditor (*réviseur d'entreprises agréé*) (the "**BP2F 2017 Cash Flow Statements**"),"
- (d) the following table is inserted immediately following the table entitled "**BNPP 2017 REGISTRATION DOCUMENT (in English)**" (which was added to the Base Prospectus by virtue of the Sixth Supplement) and above the heading "**BNP PARIBAS ISSUANCE B.V.**":

| <i>First Update to the BNPP 2017 Registration Document (in English)</i> | |
|---|--|
| Person responsible | Page 103 of the First Update to the BNPP 2017 Registration Document (in English) |
| Quarterly financial information | Pages 4 to 68 and pages 71 to 74 of the First Update to the BNPP 2017 Registration Document (in English) |
| Risk factors | Page 75 of the First Update to the BNPP 2017 Registration Document (in English) |
| Remuneration and benefits | Pages 79 to 97 of the First Update to the BNPP 2017 Registration Document (in English) |
| Legal and arbitration proceedings | Pages 98 to 100 of the First Update to the BNPP 2017 Registration Document (in English) |

| | |
|--|---|
| Documents on display | Page 101 of the First Update to the BNPP 2017 Registration Document (in English) |
| Significant change in the Issuer's financial or trading position | Page 101 of the First Update to the BNPP 2017 Registration Document (in English) |
| Additional information | Pages 79 to 101 of the First Update to the BNPP 2017 Registration Document (in English) |
| Statutory auditors | Page 102 of the First Update to the BNPP 2017 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 Second Supplement) and above the heading "**BNP PARIBAS FORTIS SA/NV**":

| 2017 BNPP B.V. Annual Report | |
|---|--|
| Managing Director's Report | Pages 3 to 4 of the 2017 BNPP B.V. Annual Report |
| Balance Sheet at 31 December 2017 | Page 5 of the 2017 BNPP B.V. Annual Report |
| Profit & Loss Account for the year ended 31 December 2017 | Page 6 of the 2017 BNPP B.V. Annual Report |
| Cashflow statement for the year ended 31 December 2017 | Page 7 of the 2017 BNPP B.V. Annual Report |
| Shareholder's equity | Page 8 of the 2017 BNPP B.V. Annual Report |
| Notes/Other information | Pages 9 to 18 of the 2017 BNPP B.V. Annual Report |
| Auditor's Report of the Financial Statements of BNPP B.V. for the year ended 31 December 2017 | Pages 19 to 23 of the 2017 BNPP B.V. Annual Report |

- (f) the following table is inserted immediately following the table entitled "**2016 BP2F Audited Annual Accounts**":

| 2017 BP2F Audited Annual Accounts | |
|--|--|
| Report from the Board of Directors | Pages 6 to 20 of the 2017 BP2F Audited Annual Accounts |

| | |
|---|---|
| The unqualified auditor's report to the audited annual accounts for the financial year ended 31 December 2017 | Pages 1 to 5 of the 2017 BP2F Audited Annual Accounts (following the Report from the Board of Directors and the table of contents) |
| The profit and loss account and the balance sheet | Pages 21 and 22 of the 2017 BP2F Audited Annual Accounts (following the Report from the Board of Directors and the table of contents) |
| Notes to the Annual Accounts for the year ended 31 December 2017 | Pages 23 to 34 of the 2017 BP2F Audited Annual Accounts (following the Report from the Board of Directors and the table of contents) |

- (g) the following table is inserted immediately following the table entitled "**BP2F 2016 Cash Flow Statements**":

| BP2F 2017 Cash Flow Statements | |
|--|--|
| Report of the <i>Réviseur d' Entreprises Agréé</i> in accordance with International Standard on Auditing 805 | Pages 1 to 2 of the BP2F 2017 Cash Flow Statements |
| Statement of cash flows for the year ended 31 December 2017 | Page 3 of the BP2F 2017 Cash Flow Statements |
| Notes to the statement of cash flows | Pages 4 to 5 of the BP2F 2017 Cash Flow Statements |

- (h) in the penultimate paragraph, the second sentence is deleted and replaced with the following:
 "Each of the documents incorporated by reference in (d) to (x) above will only be made available by the relevant Issuer or the Guarantor to which such document relates."

DESCRIPTION OF BNPP B.V.

The information under the heading "**11. Historical Financial Information Concerning BNPP B.V.'s Assets and Liabilities, Financial Position and Profits and Losses**" in the section entitled "Description of BNPP B.V." on pages 1216 to 1219 of the Base Prospectus is deleted and replaced as follows:

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

| | 31.12.2017 (audited) | 31.12.2016 (audited) |
|-------------------------------------|---------------------------------------|---------------------------------------|
| | EUR | EUR |
| Financial fixed assets | 38,797,846,122 | 34,970,331,780 |
| Current assets | 12,041,300,778 | 13,349,942,128 |
| TOTAL ASSETS | 50,839,146,900 | 48,320,273,908 |
| | | |
| Shareholder's equity | 515,239 | 488,299 |
| Long term liabilities | 38,797,846,122 | 34,970,331,780 |
| Current liabilities | 12,040,785,539 | 13,349,453,829 |
| TOTAL EQUITY AND LIABILITIES | 50,839,146,900 | 48,320,273,908 |

PROFIT AND LOSS ACCOUNT in summary

| | 2017 (audited) | 2016 (audited) |
|---|---------------------------------|---------------------------------|
| | EUR | EUR |
| Income including interest received | 431,472 | 399,817 |
| Costs, including interest paid and the tax charge | 404,532 | 376,510 |
| Profit after taxation | 26,940 | 23,307 |

CASH FLOW STATEMENT in summary

| | 2017 (audited) | 2016 (audited) |
|-------------------------------------|---------------------------------|---------------------------------|
| | EUR | EUR |
| Cash flow from operating activities | (133,429) | 276,050 |

| | | |
|--|------------------|-----------------|
| Cash flow from financing activities | 0 | 0 |
| Increase/Decrease cash at banks | (133,429) | 276,050 |
| Cash at bank at December 31 | 218,633 | 352,062" |

DESCRIPTION OF BP2F

The "Description of BP2F" on pages 1221 to 1226 of the Base Prospectus is amended as follows:

- (a) the paragraphs under the heading "**9. Financial information concerning BP2F assets and liabilities, financial position and profits and losses**" on pages 1223 and 1224 of the Base Prospectus is deleted and replaced as follows:

Financial statements

BP2F has no subsidiaries and therefore its financial statements are produced on an unconsolidated basis.

The annual accounts of BP2F are included in the consolidated financial statements of BNPPF. The consolidated financial statements of BNPPF are available at its registered office: 3 Montagne du Parc, B-1000 Brussels, Belgium.

Auditing of historical annual financial information

The annual accounts of BP2F for the year ended 31 December 2016 have been audited without qualification by Deloitte Audit S.à r.l. as approved independent auditor (*réviseur d'entreprises agréé*) whose registered office is 560, rue de Neudorf, L-2220 Luxembourg who is a member of the Institut des Réviseurs d'Entreprises.

The annual accounts of BP2F for the year ended 31 December 2017 have been audited without qualification by Deloitte Audit S.à r.l. as approved independent auditor (*réviseur d'entreprises agréé*) whose registered office is 560, rue de Neudorf, L-2220 Luxembourg, who is a member of the Institut des Réviseurs d'Entreprises.

The cash flow statements of BP2F for the years ended 31 December 2016 and 31 December 2017 have been audited by Deloitte Audit S.à r.l. as approved independent auditor (*réviseur d'entreprises agréé*) whose registered office is 560, rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg, who is a member of the *Institut des Réviseurs d'Entreprises*.

No other information in this "Description of BP2F" has been audited by the auditor.

Age of latest financial information

The latest audited financial information of BP2F incorporated by reference in this Base Prospectus is the financial information for the financial year ended 31 December 2017.

Interim and other financial information

At or about the end of September 2018, BP2F will publish unaudited interim financial information for the six month period ended 30 June 2018."; and

- (b) The information under the heading "**11. Selected financial information**" on pages 1225 and 1226 of the Base Prospectus is deleted and replaced as follows:

Selected annual financial information

Extracted without material adjustment from the audited annual accounts of BP2F for the year ended 31 December 2017, which have been prepared in conformity with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts.

| | 31/12/2017 | 31/12/2016 |
|---|-------------------|-------------------|
| | in EUR | in EUR |
| Selected items of the Balance Sheet | | |
| Assets | | |
| Financial Fixed assets (Amounts owed to affiliated undertakings) | 3,845,158,426.14 | 4,426,422,094.46 |
| Current assets (Amounts owed by affiliated undertakings becoming due and payable within one year) | 42,240,306.68 | 153,507,240.70 |
| Total assets | 3,991,551,995.45 | 4,662,647,188.60 |
| Liabilities | | |
| Capital and reserves | 4,494,998.60 | 4,224,001.83 |
| Non-convertible loans | | |
| - becoming due and payable within one year | 572,204,465.24 | 752,685,671.21 |
| - becoming due and payable after more than one year | 3,255,727,220.40 | 3,661,534,069.09 |
| Charges & Income: selected items | | |
| Income from other investments and loans forming part of the fixed assets | 63,937,668.66 | 92,606,975.73 |
| Other interest receivable and similar income | 256,115,719.57 | 481,287,152.78 |
| Interest payable and similar expenses | -294,491,611.18 | -551,328,725.34 |
| Profit for the financial year | 470,996.77 | 135,537.31 |

The above information for the years ended 31 December 2016 and 31 December 2017 is extracted without material adjustment from, and should be read in conjunction with, the audited annual accounts (including the notes thereto) of BP2F for the year ended 31 December 2017. The audited and approved annual accounts of BP2F for the years ended 31 December 2016 and 31 December 2017 are available free of charge at the registered and principal office of BP2F and are also available on the web site of BP2F (www.bp2f.lu)."

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The General Information section on pages 1299 to 1307 of the Base Prospectus is amended as follows:

- (a) the paragraphs under the heading "4. Documents Available" on pages 1299 and 1300 of the Base Prospectus are amended as follows:
- (i) the word "and" at the end of sub-paragraph (xxi) is deleted;
 - (ii) the "," at the end of sub-paragraph (xxii) is deleted and replaced with ";";
 - (iii) the following new sub-paragraphs (xxiii), (xxiv) and (xxv) are added under sub-paragraph (xxii):
 - "(xxiii) the First Update to the BNPP 2017 Registration Document (in English);
 - (xxiv) the Annual Report of BNPP B.V. for the year ended 31 December 2017; and
 - (xxv) the Audited Annual Accounts of BP2F for the year ended 31 December 2017.";
 - (iv) the first sentence in the first paragraph beneath the numbered list is deleted and replaced with the following:

"In the case of (ii), (viii), (xiii), (xiv), (xv), (xvi), (xx), (xxi) and (xxiii) above, the documents are also available via BNPP's website: www.invest.bnpparibas.com.";
 - (v) the first sentence in the second paragraph beneath 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), (vii) and (xxv) 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), (xviii), (xix) and (xxii) above are available at the registered office of BNPPF.";
- (b) the second paragraph under the heading "5. Material Adverse Change" on page 1300 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 2017 (being the end of the last financial period for which audited financial statements have been published).";
- (c) the third paragraph under the heading "5. Material Adverse Change" on page 1300 of the Base Prospectus is deleted and replaced as follows:
- "There has been no material adverse change in the prospects of BP2F since 31 December 2017 (being the end of the last financial period for which audited financial statements have been published).";
- (d) the first paragraph under the heading "6. Legal and Arbitration Proceedings" on pages 1300 and 1301 of the Base Prospectus is deleted and replaced as follows:

"Save as disclosed on pages 217 and 218 of the BNPP 2017 Registration Document (in English) and pages 98 to 100 of the First Update to the BNPP 2017 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.";

- (e) the second paragraph under the heading "7. Significant Change" on page 1301 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 2017 (being the end of the last financial period for which audited financial statements have been published).";

- (f) the third paragraph under the heading "7. Significant Change" on page 1301 of the Base Prospectus is deleted and replaced as follows:

"There has been no significant change in the financial or trading position of BP2F since 31 December 2017 (being the end of the last financial period for which audited financial statements have been published).";

- (g) the last paragraph under the sub-heading "*BNPP B.V.*" under the heading "12. Auditors" on pages 1302 to 1304 of the Base Prospectus is deleted and replaced as follows:

"The financial statements of BNPP B.V. for the years ending 31 December 2016 and 31 December 2017 have been audited without qualification by Mazars Paardekooper Hoffman Accountants N.V.";

- (h) references to "31 December 2015" and "31 December 2016" are replaced with references to "31 December 2016" and "31 December 2017", respectively, in the three paragraphs under the sub-heading "*BP2F*" under the heading "12. Auditors" on pages 1302 to 1304 of the Base Prospectus;

- (i) the last three paragraphs under the heading "16. Dependence of BNPP upon other members of the BNPP Group" on pages 1128 and 1129 are deleted and replaced as follows:

"IBM Luxembourg is responsible for infrastructure services and data production for some of the BNP Paribas Luxembourg entities.

BancWest's data processing operations are outsourced to Fidelity Information Services. Cofinoga France's data processing is outsourced to SDDC, a fully-owned IBM subsidiary."; and

- (j) the table under the heading "17. Capitalization of BNPP and the BNP Paribas Group" on pages 1306 and 1307 of the Base Prospectus 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 March 2018 (unaudited) | BNP PARIBAS GROUP 31 December 2017 (audited) |
| Senior preferred debt at fair value through profit or loss | 35,543 | 36,278 |

| | | |
|---|----------------|----------------|
| Senior preferred debt at amortised cost | 49,710 | 52,154 |
| Total Senior Preferred Debt | 85,253 | 88,432 |
| Senior non-preferred debt at amortised cost | 16,715 | 10,964 |
| Total Senior Non-Preferred Debt | 16,715 | 10,964 |
| Redeemable subordinated debt at amortised cost | 14,242 | 13,357 |
| Undated subordinated notes at amortised cost | 1,581 | 1,593 |
| Undated participating subordinated notes at amortised cost | 222 | 222 |
| Redeemable subordinated notes at fair value through profit or loss | 120 | 122 |
| Perpetual subordinated debt at fair value through profit or loss ¹ | 669 | 669 |
| Preferred shares and equivalent instruments | 8,164 | 8,172 |
| Total Subordinated Debt | 24,997 | 24,135 |
| Issued capital | 2,500 | 2,498 |
| Additional paid-in capital | 24,541 | 24,553 |
| Retained earnings | 59,400 | 59,861 |
| Unrealised or deferred gains and losses attributable to Shareholders | 992 | 3,130 |
| Total Shareholders' Equity and Equivalents (net of proposed dividends) | 87,433 | 90,042 |
| Minority interests (net of proposed dividends) | 5,092 | 5,127 |
| Total Capitalization and Medium-to-Long Term Indebtedness | 219,490 | 218,700 |

¹ Carrying amount of cash, of which the amount eligible for Tier 1 is EUR162 million in 2016 and 2017.

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 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 18 May 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 Seventh Supplement the visa n° 18-189 on 18 May 2018. This Seventh 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 B.V., BP2F and BNPPF accept no responsibility for the information contained in the First Update to the BNPP 2017 Registration Document (in English) and the updated disclosure in respect of BNPP, (ii) BNPP and BP2F accept no responsibility for the information contained in the 2017 BNPP B.V. Annual Report and the updated disclosure in respect of BNPP B.V. and (iii) BNPP and BNPP B.V. accept no responsibility for the information contained in the 2017 BP2F Annual Audited Accounts and the updated disclosure in respect of BP2F. 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 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.