

**Second Supplement dated 2 October 2013**  
**to the Euro Medium Term Note Programme Base Prospectus dated 3 June 2013**



**BNP PARIBAS**

*(incorporated in France)*

*(as Issuer)*

**€90,000,000,000**

**EURO MEDIUM TERM NOTE PROGRAMME**

This second supplement (the "**Second Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 3 June 2013 (the "**Base Prospectus**") and the first supplement to the Base Prospectus dated 8 August 2013 (the "**First Supplement**"), in each case, in relation to the €90,000,000,000 Euro Medium Term Note Programme of BNP Paribas (the "**Programme**").

The Base Prospectus constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC as amended (including by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the "**Prospectus Directive**"). The *Autorité des Marchés Financiers* (the "**AMF**") granted visa no. 13-258 on 3 June 2013 in respect of the Base Prospectus and visa no. 13-450 on 8 August 2013 in respect of the First Supplement. Application has been made for approval of this Second Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France.

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

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

Reference 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 amendments made in the First Supplement.

Copies of this Second Supplement may be obtained free of charge at the registered offices of the Issuer and BNP Paribas Securities Services, Luxembourg Branch as Principal Paying Agent and will be available on the website of BNP Paribas ([www.invest.bnpparibas.com](http://www.invest.bnpparibas.com)) and on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)).

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

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

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Notes to the public, investors who have already agreed to purchase or subscribe for Notes issued under the Programme before this Second Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date of publication of this Second Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 7 October 2013.

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## **COVER PAGE**

The fourth paragraph on Page 1 of the Base Prospectus shall be amended by the deletion of the words "The specific terms" in the eleventh line and their replacement with the words "Except in certain specified circumstances, the specific terms".

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

1. The "Programme Summary" on pages 13 to 33 of the Base Prospectus is amended as follows:

(a) Element B.12 is deleted in its entirety and replaced with the following:

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

|  |           |           |
|--|-----------|-----------|
| Common Equity Tier 1 Ratio (Basel 2.5)   | 10.9%     | 12.2%     |
| Tier 1 Ratio   | 12.7%     | 13.6%     |
| Total consolidated balance sheet   | 1,969,943 | 1,861,338 |
| Consolidated loans and receivables due from customers  | 657,441   | 623,587   |
| Consolidated items due to customers  | 535,359   | 554,198   |
| Shareholders' equity (Group share)   | 81,721    | 86,136    |
| <p><b><i>Statements of no significant or material adverse change</i></b></p> <p>There has been no significant change in the financial or trading position of the BNPP Group since 30 June 2013 and there has been no material adverse change in the prospects of the BNPP Group since 31 December 2012.</p> <p>There has been no significant change in the financial or trading position of the Issuer since 30 June 2013 and there has been no material adverse change in the prospects of the Issuer since 31 December 2012.</p> |           |           |

- (b) Element B.16 is deleted in its entirety and replaced with the following:

|             |                          |  |
|-------------|--------------------------|--|
| <b>B.16</b> | Controlling Shareholders | None of the existing shareholders controls, either directly or indirectly, BNPP. The main shareholders are Société Fédérale de Participations et d'Investissement ("SFPI") a <i>public-interest société anonyme</i> (public limited company) acting on behalf of the Belgian government holding 10.3% of the share capital as at 30 June 2013; AXA holding 2.9% of the share capital as at 30 June 2013 and Grand Duchy of Luxembourg holding 1.0% of the share capital as at 30 June 2013. To BNPP's knowledge, no shareholder other than SFPI owns more than 5% of its capital or voting rights. |
|-------------|--------------------------|--|

- (c) In the first paragraph under the heading "Taxation" in the third column of Element C.8, the following text is deleted:

"or any other jurisdiction or any political subdivision thereof or therein to which BNPP becomes subject in respect of the Notes,"

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

"In certain circumstances at the commencement of an offer period in respect of Notes but prior to the issue date, certain specific information (specifically the fixed Rate of Interest, Minimum Interest Rate and/or Maximum Interest Rate payable, the Margin applied to the floating rate of interest payable, the Gearing applied to the interest or final payout, the Gearing Up applied to the final payout, (in the case of Autocall Notes, Autocall One Touch Notes or Autocall Standard Notes) the FR Rate component of the final payout (which will be payable if certain conditions are met, as set out in the Payout Conditions) and/or the Knock-in Level and/or Knock-out Level used to ascertain whether a Knock-in Event or Knock-out Event, as applicable, has occurred) may not be known but the Final Terms will specify an indicative range. In these circumstances, prospective investors will be required to make their decision to purchase Notes on the basis of that range prior to the actual Rate of Interest, Minimum Interest Rate, Maximum Interest Rate, Margin, Gearing, Gearing Up, FR Rate, Knock-in Level and/or Knock-out Level, as applicable, which will apply to the Notes being notified to them. Notice of the actual rate, level or percentage, as applicable, will be published in the same manner as the publication of the Final Terms."

2. The "Pro Forma Issue Specific Summary of the Programme" on pages 34 to 51 of the Base Prospectus is amended as follows:

(a) Element B.12 is deleted in its entirety and replaced with the following:

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

|  |           |           |
|--|-----------|-----------|
| Cost of risk   | (1,798)   | (2,087)   |
| Net income, Group share  | 4,719     | 3,347     |
| Common Equity Tier 1 Ratio (Basel 2.5)   | 10.9%     | 12.2%     |
| Tier 1 Ratio   | 12.7%     | 13.6%     |
| Total consolidated balance sheet   | 1,969,943 | 1,861,338 |
| Consolidated loans and receivables due from customers  | 657,441   | 623,587   |
| Consolidated items due to customers  | 535,359   | 554,198   |
| Shareholders' equity (Group share)   | 81,721    | 86,136    |
| <p><b><i>Statements of no significant or material adverse change</i></b></p> <p>There has been no significant change in the financial or trading position of the BNPP Group since [specify date] and there has been no material adverse change in the prospects of the BNPP Group since [specify date].</p> <p>There has been no significant change in the financial or trading position of the Issuer since [specify date] and there has been no material adverse change in the prospects of the Issuer since [specify date].</p> |           |           |

- (b) Element B.16 is deleted in its entirety and replaced with the following:

|             |                          |  |
|-------------|--------------------------|--|
| <b>B.16</b> | Controlling Shareholders | None of the existing shareholders controls, either directly or indirectly, BNPP. The main shareholders are Société Fédérale de Participations et d'Investissement ("SFPI") a <i>public-interest société anonyme</i> (public limited company) acting on behalf of the Belgian government holding 10.3% of the share capital as at 30 June 2013; AXA holding 2.9% of the share capital as at 30 June 2013 and Grand Duchy of Luxembourg holding 1.0% of the share capital as at 30 June 2013. To BNPP's knowledge, no shareholder other than SFPI owns more than 5% of its capital or voting rights. |
|-------------|--------------------------|--|

- (c) In the first paragraph under the heading "Taxation" in the third column of Element C.8, the following text is deleted:



"or any other jurisdiction or any political subdivision thereof or therein to which BNPP becomes subject in respect of the Notes,"

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

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

## RISK FACTORS

The Risk Factors are amended by the insertion of the following new risk factor immediately preceding the risk factor entitled "*The Notes may be redeemed prior to maturity*" on page 56 of the Base Prospectus:

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

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

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

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

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

## **TERMS AND CONDITIONS OF THE ENGLISH LAW NOTES**

The Terms and Conditions of the English Law Notes are amended as follows:

(A) The following text is deleted from Condition 6(a):

"or any other jurisdiction or any political subdivision or any authority thereof or therein having power to tax to which BNPP becomes subject in respect of payments made by it of principal and interest on the Notes"

(B) The following text is deleted from the final paragraph of Condition 6:

"or any other jurisdiction or any political subdivision or any authority thereof or therein having power to tax to which BNPP becomes subject in respect of payments made by it of principal and interest on the Notes. "

## **TERMS AND CONDITIONS OF THE FRENCH LAW NOTES**

The Terms and Conditions of the French Law Notes are amended by the deletion from Condition 6(e)(i) of the following words:

"or any other jurisdiction or any political subdivision or any authority thereof or therein having power to tax to which BNPP becomes subject in respect of payments made by it of principal and interest on the Notes"

## **ADDITIONAL TERMS AND CONDITIONS FOR PAYOUTS**

Annex 1 (Additional Terms and Conditions for Payouts) is amended by the insertion of the following new definitions immediately following the definition of "Gearing" in Payout Condition 1.12:

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

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

## DESCRIPTION OF BNPP INDICES

The Description of BNPP Indices is amended as follows:

- (a) Each reference to "<https://indices-globalmarkets/bnpparibas.com/@CodeCInergy@>" shall be deemed to be replaced with "<https://indices-globalmarkets/bnpparibas.com/nr/@CodeCInergy@.pdf>".
- (b) The following rows are added to the table which begins on page 381 of the Base Prospectus under paragraph 2. Thematic Mutual Fund Indices:

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

- (c) The following new paragraph 17.6 is added after paragraph 17.5 on page 410 of the Base Prospectus:

"17.6 BNP Paribas Strategy DR EW Index

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

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

"

## GENERAL INFORMATION

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

- (a) the paragraph under the heading "7. Significant Change" on page 555 of the Base Prospectus is deleted and the following is substituted therefor:

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

- (b) the paragraph under the heading "10. Board of Directors" on page 555 of the Base Prospectus is deleted and the following is substituted therefor:

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

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

1. The "Programme Summary (in French)" on pages 557 to 582 of the Base Prospectus is amended as follows:

(a) Element B.12 is deleted in its entirety and replaced with the following:

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



***Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif***

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

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

- (b) Element B.16 is deleted in its entirety and replaced with the following:

|             |                          |   |
|-------------|--------------------------|---|
| <b>B.16</b> | Actionnaires de contrôle | Aucun des actionnaires existants ne contrôle BNPP, que ce soit directement ou indirectement. Les principaux actionnaires sont la Société Fédérale de Participations et d'Investissement ("SFPI"), société anonyme d'intérêt public agissant pour le compte du gouvernement belge, qui détient 10,3% du capital social au 30 juin 2013 ; AXA, qui détient 2,9% du capital social au 30 juin 2013 et le Grand-Duché de Luxembourg, qui détient 1,0% du capital social au 30 juin 2013. A la connaissance de BNPP, aucun actionnaire autre que SFPI ne détient plus de 5% de son capital ou de ses droits de vote. |
|-------------|--------------------------|---|

- (c) In the first paragraph under the heading "Fiscalité" in the third column of Element C.8 the following text is deleted:

"ou imposés par toute autre juridiction ou par toute subdivision politique de celle-ci ou toute autre autorité de cette juridiction ayant pouvoir de prélever l'impôt, à laquelle BNPP serait soumise au titre des Obligations,"

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

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

FR définitif, le Knock-in Level définitif et/ou le Knock-out Level définitif, selon le cas, qui s'appliqueront aux Obligations leur soient notifiés. La notification des taux, niveaux ou pourcentages définitifs, selon le cas, sera publiée de la même manière que les Conditions Définitives."

2. The "Pro Forma Issue Specific Summary of the Programme (in French)" on pages 583 to 605 of the Base Prospectus is amended as follows:

- (a) Element B.12 is deleted in its entirety and replaced with the following:

| Informations financières historiques clés sélectionnées:   |            |            |  |
|--|------------|------------|--|
| <b>Données Financières Annuelles Comparées - En millions d'EUR</b>   |            |            |  |
|  | 31/12/2011 | 31/12/2012 |  |
| Produit Net Bancaire   | 42.384     | 39.072     |  |
| Coût du Risque   | (6.797)    | (3.941)    |  |
| Résultat Net, part du Groupe   | 6.050      | 6.564      |  |
| Ratio Common Equity Tier 1 (Bâle 2.5)  | 9,6%       | 11,8%      |  |
| Ratio Tier 1   | 11,6%      | 13,6%      |  |
| Total du bilan consolidé   | 1.965.283  | 1.907.200  |  |
| Total des prêts et créances sur la clientèle   | 665.834    | 630.520    |  |
| Total des dettes envers la clientèle   | 546.284    | 539.513    |  |
| Capitaux Propres (part du Groupe)  | 75.370     | 85.444     |  |
| <b>Données Financières Intermédiaires Comparées - En millions d'EUR</b>  |            |            |  |
|  | 30/06/2012 | 30/06/2013 |  |
| Produit Net Bancaire   | 19.984     | 19.972     |  |
| Coût du Risque   | (1.798)    | (2.087)    |  |
| Résultat Net, part du Groupe   | 4.719      | 3.347      |  |
| Ratio Common Equity Tier 1 (Bâle 2.5)  | 10,9%      | 12,2%      |  |
| Ratio Tier 1   | 12,7%      | 13,6%      |  |
| Total du bilan consolidé   | 1.969.943  | 1.861.338  |  |
| Total des prêts et créances sur la clientèle   | 657.441    | 623.587    |  |
| Total des dettes envers la clientèle   | 535.359    | 554.198    |  |
| Capitaux Propres (part du Groupe)  | 81.721     | 86.136     |  |
| <b><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></b>  |            |            |  |
| Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale du Groupe BNPP depuis [préciser la date], et il ne s'est produit aucun |            |            |  |

changement défavorable significatif dans les perspectives du Groupe BNPP depuis [préciser la date].

Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de l'Emetteur depuis [préciser la date], et il ne s'est produit aucun changement défavorable significatif dans les perspectives de l'Emetteur depuis le [préciser la date].

- (b) Element B.16 is deleted in its entirety and replaced with the following:

|             |                          |  |
|-------------|--------------------------|--|
| <b>B.16</b> | Actionnaires de contrôle | Aucun des actionnaires existants ne contrôle BNPP, que ce soit directement ou indirectement. Les principaux actionnaires sont la Société Fédérale de Participations et d'Investissement (" <b>SFPI</b> "), société anonyme d'intérêt public agissant pour le compte du gouvernement belge, qui détient 10,3% du capital social au 30 juin 2013 ; AXA, qui détient 2,9% du capital social au 30 juin 2013 et le Grand-Duché de Luxembourg, qui détient 1,0% du capital social au 30 juin 2013. A la connaissance de BNPP, aucun actionnaire autre que SFPI ne détient plus de 5% de son capital ou de ses droits de vote. |
|-------------|--------------------------|--|

- (c) In the first paragraph under the heading "Fiscalité" in the third column of Element C.8 the following text is deleted:

"ou imposés par toute autre juridiction ou par toute subdivision politique de celle-ci ou toute autre autorité de cette juridiction ayant pouvoir de prélever l'impôt, à laquelle BNPP serait soumise au titre des Obligations,"

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

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

## RESPONSIBILITY STATEMENT

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

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

BNP Paribas  
16 boulevard des Italiens  
75009 Paris  
France

Represented by

Georges Chodron de Courcel

In his capacity as Chief Operating Officer

Dated 2 October 2013



In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the French *Autorité des marchés financiers* ("AMF"), in particular Articles 211-1 to 216-1, the AMF has granted to this Second Supplement the visa n°13-523 on 2 October 2013. This Second Supplement has been prepared by BNP Paribas and its signatories assume responsibility for it. This Second Supplement and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa has been granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information in it is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.