

First Supplement dated 6 August 2015

to the Note, Warrant and Certificate Programme Base Prospectus dated 9 June 2015



BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

BNP Paribas Fortis Funding

(incorporated in Luxembourg)

(as Issuer)

BNP Paribas Fortis SA/NV

(incorporated in Belgium)

(as Guarantor)

BGL BNP Paribas

(incorporated in Luxembourg)

(as Issuer)

Note, Warrant and Certificate Programme

This first supplement (the "**First Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 9 June 2015 (the "**Base Prospectus**") in relation to the Note, Warrant and Certificate Programme (the "**Programme**") of BNP Paribas Arbitrage Issuance B.V. ("**BNPP B.V.**"), BNP Paribas ("**BNPP**"), BNP Paribas Fortis Funding ("**BP2F**"), BNP Paribas Fortis SA/NV ("**BNPPF**") and BGL BNP Paribas ("**BGL**").

The Base Prospectus constitutes 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. 15-262 on 9 June 2015 in respect of the Base Prospectus. Application has been made to the AMF for approval of this First 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), BNPPF (in respect of itself and BP2F) and BGL (in respect of itself) accept responsibility for the information contained in this First Supplement, save that BNPP B.V., BP2F, BNPPF and BGL accept no responsibility for the Second Update to the BNPP 2014 Registration Document, BNPP, BNPP B.V. BP2F and BNPPF accept no responsibility for the updated disclosure relating to the credit ratings of BGL and BNPP, BNPP B.V., BP2F and BGL accept no responsibility for the correction to the presentation of the BNPPF financials. To the best of the knowledge of BNPP, BNPP B.V., BP2F, BNPPF and BGL (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 shall have the same meanings when used in this First Supplement.

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

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

This First 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 First Supplement has been prepared for the purposes of:

- (A) updating the disclosure relating to the credit ratings of BGL;
- (B) incorporating by reference the English translation of BNPP's *Actualisation du Document de référence 2014 et rapport financier semestriel déposée auprès de l'AMF le 3 août 2015*;
- (C) updating the presentation of the BNPPF financial statements;
- (D) 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";
- (E) amending Annex 1 - Additional Terms and Conditions for Payouts;
- (F) amending the Index of Defined Terms in respect of W&C Securities;
- (G) amending the General Information Section; and
- (H) amending the "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus (in French)".

The amendments referred to in (A) above have been made to update the credit ratings of BGL. The amendments referred to in (B) have been made to update the BNPP disclosure. The amendments referred to in (C) above have made to correct the footnote to the BNPPF financial statements set out in Element B.19/B.12 of 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". The amendments referred to in (E) and (F) above have been made to amend ETS Final Payout 2300 and ETS Final Payout 2300/1. The amendments referred to in (D) and (H) have been made to reflect the updated disclosure referred to in (A), (B) and (C) above and the amendments referred to in (G) above have been made to reflect the updated BNPP disclosure referred to in (B) 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 First Supplement is published, have already agreed to purchase or subscribe for Securities issued under the Programme by BNPP or guaranteed by BNPP or which are otherwise affected by

the amendments made in this First 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 First Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 10 August 2015.

TABLE OF CONTENTS

	Page
Cover Page.....	5
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.....	6
Documents incorporated by Reference.....	10
Amendments to Annex 1 - Additional Terms and Conditions for Payouts.....	12
Amendments to the Index of Defined Terms in respect of W&C Securities.....	14
Amendments to the General Information Section.....	15
Amendments to the Programme Summary in relation to the Base Prospectus (In French) and the Pro Forma Issue Specific Summary of the Programme in relation to the Base Prospectus (In French).....	17
Responsibility Statement.....	21

COVER PAGE

The fifth sentence in the ninth paragraph on page 3 of the Base Prospectus, immediately above the heading "**IMPORTANT NOTICES**" is deleted in its entirety and replaced with the following:

"BGL's long-term credit ratings are A+ (with a negative outlook) (Standard & Poor's), A1 (with a stable outlook) (Moody's France) and A+ (with a stable outlook) (Fitch France) and BGL's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch France)."

**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 17 to 67 of the Base Prospectus is amended as follows:
- (a) In Element B.12, the table under the heading "**In relation to BNPP:**" and immediately above the heading "**In relation to BGL:**" entitled "**Comparative Interim Financial Data – In millions of EUR**" is deleted and replaced with the following:

Comparative Interim Financial Data for the six month period ended 30 June 2015 – In millions of EUR		
	1H15	1H14*
Revenues	22,144	19,480
Cost of risk	(1,947)	(1,939)
Net income, Group share	4,203	(2,815)
	30/06/2015	31/12/2014*
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.6%	10.3%
Total consolidated balance sheet	2,138,509	2,077,758
Consolidated loans and receivables due from customers	697,405	657,403
Consolidated items due to customers	687,365	641,549
Shareholders' equity (Group share)	92,078	89,458
<i>* Restated according to the IFRIC 21 interpretation.</i>		

- (b) In Element B.12, the penultimate paragraph is deleted and replaced with the following:

"There has been no significant change in the financial or trading position of the BNPP Group since 30 June 2015 (being the end of the last financial period for which interim financial statements have been published). There has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2014 (being the end of the last financial period for which audited financial statements have been published). "

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

B.13	Events impacting the Issuer's	Not applicable, as at 9 June 2015 (in the case of BNPP B.V., BP2F and BGL) and 6 August 2015 (in the case of BNPP) and to the best of the Issuer's knowledge, there have not been any recent events which are to
-------------	-------------------------------	--

	solvency	a material extent relevant to the evaluation of the Issuer's solvency since 31 December 2014 (in the case of BNPP B.V., BP2F and BGL) or 30 June 2015 (in the case of BNPP).
--	----------	--

- (d) In Element B.17, the fourth paragraph is deleted and replaced with the following:

"BGL's long-term credit ratings are A+ (with a negative outlook) (Standard & Poor's Credit Market Services France SAS), A1 (with a stable outlook) (Moody's France SAS) and A+ (with a stable outlook) (Fitch France S.A.S) and BGL's short-term credit ratings are A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's France SAS) and F1 (Fitch France S.A.S)."

- (e) In Element B.19/B.12, the sentence immediately above the heading "**Statements of no significant or material adverse change**" is deleted in its entirety and replaced with the following:

"* Comparative figures of 2013 restated according to IFRS 11."

2. The "Pro Forma Issue Specific Summary of the Programme" on pages 68 to 124 of the Base Prospectus is amended as follows:

- (a) In Element B.12, the table in relation to BNPP immediately above the heading "[Insert where BGL is the Issuer:]" entitled "**Comparative Interim Financial Data – in millions of EUR**" is deleted and replaced with the following:

Comparative Interim Financial Data for the six month period ended 30 June 2015 – In millions of EUR		
	1H15	1H14*
Revenues	22,144	19,480
Cost of risk	(1,947)	(1,939)
Net income, Group share	4,203	(2,815)
	30/06/2015	31/12/2014*
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.6%	10.3%
Total consolidated balance sheet	2,138,509	2,077,758
Consolidated loans and receivables due from customers	697,405	657,403
Consolidated items due to customers	687,365	641,549
Shareholders' equity (Group share)	92,078	89,458
* Restated according to the IFRIC 21 interpretation.]		

- (b) In Element B.12, the penultimate paragraph is deleted in its entirety and replaced with the following:

"There has been no significant change in the financial or trading position of the BNPP Group since 30 June 2015 (being the end of the last financial period for which interim financial statements have been published). There has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2014 (being the end of the last financial period for which audited financial statements have been published)."

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

B.13	Events impacting the Issuer's solvency	[Not applicable, as at [<i>insert in the case of BNPP B.V., BP2F and BGL: 9 June 2015</i>]/[<i>insert in the case of BNPP: 6 August 2015</i>] 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 [<i>insert in the case of BNPP B.V., BP2F and BGL: 31 December 2014</i>]/[<i>insert in the case of BNPP: 30 June 2015</i>].] [<i>Specify any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency.</i>]
-------------	--	---

- (d) In Element B.17, the fourth paragraph is deleted and replaced with the following:

"[*Insert where BGL is the Issuer: BGL's long-term credit ratings are [A+ (with a negative outlook) (Standard & Poor's Credit Market Services France SAS)], [A1 (with a stable outlook) (Moody's France SAS)] and [A+ (with a stable outlook) (Fitch France S.A.S)] and BGL's short-term credit ratings are [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's France SAS)] and [F1 (Fitch France S.A.S)].*]"

- (e) In Element B.19/B12, the table in relation to BNPP immediately above the heading "[*Insert where BNPPF is the Guarantor:*]" entitled "**Comparative Interim Financial Data – In millions of EUR**" is deleted and replaced with the following:

Comparative Interim Financial Data for the six month period ended 30 June 2015 – In millions of EUR		
	1H15	1H14*
Revenues	22,144	19,480
Cost of risk	(1,947)	(1,939)
Net income, Group share	4,203	(2,815)
	30/06/2015	31/12/2014*
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.6%	10.3%
Total consolidated balance sheet	2,138,509	2,077,758
Consolidated loans and receivables due from customers	697,405	657,403

Consolidated items due to customers	687,365	641,549
Shareholders' equity (Group share)	92,078	89,458
* Restated according to the IFRIC 21 interpretation.]		

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

"* Comparative figures of 2013 restated according to IFRS 11.]"

(g) 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	[As at [insert in the case of BNPP: 6 August 2015]/[insert in the case of BNPPF: 9 June 2015] 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 [insert in the case of BNPP: 30 June 2015]/[insert in the case of BNPPF: 31 December 2014].] [Specify any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency.]
------------------	---	--

DOCUMENTS INCORPORATED BY REFERENCE

On 3 August 2015, BNPP filed with the AMF the *Actualisation du Document de référence 2014 et rapport financier semestriel déposée auprès de l'AMF le 3 août 2015* including (i) the half year management report of BNPP and (ii) the unaudited financial information of BNPP as at and for the six-month period ended 30 June 2015 and the review report thereon.

A free English translation of BNPP's *Actualisation du Document de référence 2014 et rapport financier semestriel déposée auprès de l'AMF le 3 août 2015* has been filed with the AMF on 3 August 2015 for the purposes of the Prospectus Directive and, by virtue of this First Supplement and other than the sections entitled "Persons Responsible for the Update to the Registration Document" and the "Table of Concordance", is incorporated in, and forms part of, the Base Prospectus.

The section "**DOCUMENTS INCORPORATED BY REFERENCE**" in the Base Prospectus is updated as follows:

- (a) the "and" at the end of paragraph (m) is deleted;
- (b) the "," at the end of paragraph (n) is deleted and replaced with "; and";
- (c) the following new paragraph (o) is added under paragraph (n):

"(o) the BNPP's *Actualisation du Document de référence 2014 et rapport financier semestriel déposée auprès de l'AMF le 3 août 2015* (in English) (other than the sections entitled "Persons Responsible for the Update to the Registration Document" and the "Table of Concordance") (the "**Second Update to the BNPP 2014 Registration Document**"),";
- (d) the following table is inserted immediately following the table entitled "**First Update to the BNPP 2014 Registration Document**" and above the table entitled "**BNP PARIBAS ARBITRAGE ISSUANCE B.V.**":

Second Update to the BNPP 2014 Registration Document		
1.	Half year management report	Pages 3 to 67 of the Second Update to the BNPP 2014 Registration Document
1.1	Group presentation	Page 3 of the Second Update to the BNPP 2014 Registration Document
1.2	2015 first half results	Pages 4 to 67 of the Second Update to the BNPP 2014 Registration Document
1.3	Long term and short term credit ratings	Page 66 of the Second Update to the BNPP 2014 Registration Document
1.4	Related parties	Page 66 of the Second Update to the BNPP 2014 Registration Document
1.5	Risk factors	Page 66 of the Second Update to the BNPP 2014 Registration Document
1.6	Recent events	Page 66 of the Second Update to the BNPP

	2014 Registration Document
3. Financial information as at 30 June 2015	Pages 68 to 149 of the Second Update to the BNPP 2014 Registration Document
3.1 Consolidated financial report as at 30 June 2015	Pages 68 to 149 of the Second Update to the BNPP 2014 Registration Document
Profit and loss account for the first half of 2015	Page 70 of the Second Update to the BNPP 2014 Registration Document
Statement of net income and changes in assets and liabilities recognised directly in equity	Page 71 of the Second Update to the BNPP 2014 Registration Document
Balance sheet at 30 June 2015	Page 72 of the Second Update to the BNPP 2014 Registration Document
Cash flow statement for the first half of 2015	Page 73 of the Second Update to the BNPP 2014 Registration Document
Statement of changes in shareholders' equity between 1 January 2014 and 30 June 2015	Pages 74 and 75 of the Second Update to the BNPP 2014 Registration Document
Notes to the financial statements (prepared in accordance with IFRS as adopted by the European Union)	Pages 76 to 101 of the Second Update to the BNPP 2014 Registration Document
3.2 Statutory auditors' review report on the 2015 interim financial information	Pages 150 and 151 of the Second Update to the BNPP 2014 Registration Document
5. Additional information	Pages 157 to 164 of the Second Update to the BNPP 2014 Registration Document
5.1 Ownership structure at 30 June 2015	Page 157 of the Second Update to the BNPP 2014 Registration Document
5.2 Changes in BNP Paribas' capital	Page 157 of the Second Update to the BNPP 2014 Registration Document
5.5 Significant changes	Page 164 of the Second Update to the BNPP 2014 Registration Document
5.6 Trends	Page 164 of the Second Update to the BNPP 2014 Registration Document

(e) In the penultimate paragraph, the penultimate sentence is deleted and replaced with the following:

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

AMENDMENTS TO ANNEX 1 - ADDITIONAL TERMS AND CONDITIONS FOR PAYOUTS

In relation to the amendments to Annex 1 – Additional Terms and Conditions for Payouts set out in this section, (i) text which, by virtue of this First Supplement, is added to Annex 1 - Additional Terms and Conditions for Payouts is shown underlined and (ii) text which, by virtue of this First Supplement, is deleted from Annex 1 – Additional Terms and Conditions for Payouts is shown with a line through the middle of the relevant deleted text.

Annex 1 – Additional Terms and Conditions for Payouts is amended as follows:

(a) Payout Condition 1.1(hh) is amended as follows:

(i) the definition of "Bear Cash Value" is amended as follows:

"Bear Cash Value" or "Bear Cash Value_(t)" means, in respect of an Exchange Business Day, an amount calculated by the Calculation Agent in accordance with the following formula:

$$\text{Bear Cash Value}_{(t-1)} \times (1 - \text{Underlying Performance}_{(t)} \times \text{Daily Leverage}) + \text{Financing Amount}_{(t)};$$

(ii) the definition of "Bull Cash Value" is amended as follows:

"Bull Cash Value" or "Bull Cash Value_(t)" means, in respect of an Exchange Business Day, an amount calculated by the Calculation Agent in accordance with the following formula:

$$\text{Bull Cash Value}_{(t-1)} \times (1 + \text{Underlying Performance}_{(t)} \times \text{Daily Leverage}) + \text{Financing Amount}_{(t)};$$
 and

(iii) the paragraph under the heading "*Description of the Payout*" is amended as follows:

~~In respect of (i) Bull Certificates, the performance of the Bull Certificate produce a performance over one day will be equal to Daily Leverage times the positive the leveraged performance of the relevant Underlying Reference over that same day (which may be positive or negative) and (ii) Bear Certificates, the leveraged produce a performance over one day equal to Daily Leverage times the negative performance of the relevant Underlying Reference over one day (which may be positive or negative) will have the opposite effect on the performance of the Bear Certificate over that same day. In each case, the performance of the Bull Certificate or the Bear Certificate (as the case may be) will be adjusted by the applicable Financing Amount. However, because the performance of the Certificates over any period longer than one day will be derived from the compounded daily performance of the Underlying Reference during that period, such Certificate's performance may differ significantly to the Daily Leverage times the overall performance of the Underlying Reference over that same period.~~

(b) Payout Condition 1.1(ii) is amended as follows:

(i) the words "Cash Value_(t-1) Adjusted" in the second paragraph under the heading "ETS Final Payout 2300/1" are deleted and replaced with the words "Cash Value_(t-1)^{Adjusted}";

(ii) the definition of ""**Bear Cash Value**"" is amended as follows:

"Bear Cash Value" or "Bear Cash Value_(t)" means, in respect of an Exchange Business Day, an amount calculated by the Calculation Agent in accordance with the following formula:

$$\text{Bear Cash Value}_{(t-1)} \times (1 - \text{Underlying Performance}_{(t)} \times \text{Daily Leverage}) + \text{Financing Amount}_{(t)};$$

- (iii) the definition of ""**Bull Cash Value**"" is amended as follows:

"Bull Cash Value" or "Bull Cash Value(t)" means, in respect of an Exchange Business Day, an amount calculated by the Calculation Agent in accordance with the following formula:

Bull Cash Value_(t-1) × (1 + Underlying Performance_(t) × Daily Leverage) + Financing Amount_(t); and

- (iv) the definition of ""**Cash Value**"" or "**Cash Value(t)**" is amended by the deletion of the words "**Cash Value(t)**" and their replacement with the words "**Cash Value**_(t)";
- (v) the second paragraph under the heading "**Description of the Payout**" is amended as follows:

In respect of (i) Bull Warrants, ~~produce a~~ performance of the Bull Warrant over one day equal to Daily Leverage times the positive will be equal to the leveraged performance of the relevant Underlying Reference over that same day (which may be positive or negative) and (ii) Bear Warrants, ~~produce a performance over one day equal to Daily Leverage times the negative~~ the leveraged performance of the relevant Underlying Reference over one day (which may be positive or negative) will have the opposite effect on the performance of the Bear Warrant over that same day, in each case, the performance of the Bull Warrant or the Bear Warrants (as the case may be) will be adjusted by the applicable Financing Amount. However, because the performance of the Warrants over any period longer than one day will be derived from the compounded daily performance of the Underlying Reference during that period, such Warrant's performance may differ significantly to the Daily Leverage times the overall performance of the Underlying Reference over that same period.

- (c) In Payout Condition 1.5, the definition of "**Reset Percentage**" is deleted and replaced with the following:

""**Reset Percentage**"" is equal to the absolute value of:

(Reset Price – Underlying Price_(t-1)) / Underlying Price_(t-1)."

AMENDMENTS TO THE INDEX OF DEFINED TERMS IN RESPECT OF W&C SECURITIES

The Index of Defined Terms in respect of W&C Securities on pages 1055 to 1124 of the Base Prospectus is amended as follows:

(a) The following new definitions are inserted in alphabetical order:

"Bear Cash Value_(t)" is as defined in Payout Condition 1.1(hh) and Payout Condition 1.1(ii).";

"Bull Cash Value_(t)" is as defined in Payout Condition 1.1(hh) and Payout Condition 1.1(ii)."; and

"Cash Value_(t)" is as defined in Payout Condition 1.1(ii).".

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The section "General Information" on pages 1399 to 1408 of the Base Prospectus is amended as follows:

- (a) The paragraphs under the heading "4. Documents Available" on pages 1399 to 1400 of the Base Prospectus are amended as follows:
- (i) by the deletion of the word "and" from the end of sub-paragraph (xvi);
 - (ii) by the deletion of the "." at the end of sub-paragraph (xvii) and its replacement with ";";
 - (iii) by the insertion of the following new sub-paragraph (xviii):
 "(xviii) the Second Update to the BNPP 2014 Registration Document."; and
 - (iv) the deletion of the penultimate paragraph and its replacement with the following:
 "In the case of (iii), (ix), (xv), (xvi), (xvii) and (xviii) above, the documents are also available via BNPP's website: "www.invest.bnpparibas.com". In addition, copies of this Base Prospectus and any documents incorporated by reference in this Base Prospectus are available via BNPP's website: (<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>)."
- (b) the first paragraph under the heading "7. Significant Change" on page 1401 of the Base Prospectus is deleted and replaced with the following:
 "There has been no significant change in the financial or trading position of BNPP or the BNPP Group since 30 June 2015 (being the end of the last financial period for which interim financial statements have been published)."
- (c) The table under the heading "18. Capitalization of BNPP and the BNP Paribas Group" on page 1408 of the Base Prospectus is deleted and replaced with the following:

Millions of Euros	BNP PARIBAS GROUP 31 December 2014	BNP PARIBAS GROUP 30 June 2015
Medium - and Long-Term Debt of which unexpired term to maturity is more than one year		
Debt securities at fair value through profit or lost	38,876	38,649
Other debt securities	74,322	69,713
Subordinated debt	10,746	11,388
Total Medium - and Long-Term Debt.....	123,944	119,750
Shareholders' Equity and Equivalents		
Issued Capital	2,492	2,492
Additional paid-in capital.....	24,479	24,297
Preferred shares and equivalent	6,589	6,468

instruments.....		
Retained earnings	47,895	50,434
Unrealised or deferred gains and losses attributable to shareholders	6,091	6,585
Undated participating subordinated notes	222	222
Undated Subordinated FRNs.....	1,849	1,868
Total Shareholders' Equity and Equivalents	89,617	92,366
Minority Interest.....	4,141	4,005
Total Capitalization	217,702	216,121

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

1. Le "Résumé du Programme" figurant aux pages 1409 à 1468 du Prospectus de Base est modifié comme suit:
- (a) Dans l'Elément B.12, le tableau intitulé "**Données Financières Intermédiaires Comparées – En millions d'EUR**" sous le titre "**En relation avec BNPP:**" et immédiatement au-dessus du titre "**En relation avec BGL:**" est supprimé et remplacé par ce qui suit :

Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – En millions d'EUR		
	1S15	1S14*
Produit Net Bancaire	22.144	19.480
Coût du Risque	(1.947)	(1.939)
Résultat Net, part du Groupe	4.203	(2.815)
	30/06/2015	31/12/2014*
Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD4)	10,6%	10,3%
Total du bilan consolidé	2.138.509	2.077.758
Total des prêts et créances sur la clientèle	697.405	657.403
Total des dettes envers la clientèle	687.365	641.549
Capitaux Propres (part du Groupe)	92.078	89.458
<i>* Données retraitées par application de l'interprétation IFRIC 21.</i>		

- (b) Dans l'Elément B.12, l'avant-dernier paragraphe est supprimé et remplacé par ce qui suit :

"Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale du Groupe BNPP depuis le 30 juin 2015 (date de clôture de la dernière période comptable pour laquelle des états financiers intermédiaires ont été publiés). Il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP ou du Groupe BNPP depuis le 31 décembre 2014 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés)."

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

B.13	Evénements impactant la solvabilité de	Sans objet, à compter du 9 juin 2015 (dans le cas de BNPP B.V., BP2F et BGL) et du 6 août 2015 (dans le cas de BNPP) et à la connaissance de l'Emetteur, il ne s'est produit aucun événement récent qui présente
-------------	--	--

	l'Emetteur	un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur depuis le 31 décembre 2014 (dans le cas de BNPP B.V., BP2F et BGL) ou le 30 juin 2015 (dans le cas de BNPP).
--	------------	--

- (d) Dans l'Elément B.17, le quatrième paragraphe est supprimé et remplacé par ce qui suit :

"Les notations à long terme de BGL sont : A+ (avec une perspective négative) (Standard & Poor's Credit Market Services France SAS), A1 (avec une perspective stable) (Moody's France SAS) et A+ (avec une perspective stable) (Fitch France S.A.S.) et les notations à court terme de BGL sont : A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's France SAS) et F1 (Fitch France SAS)."

- (e) Dans l'Elément B.19/B.12, la phrase immédiatement au-dessus du titre "**Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif**" est entièrement supprimée et remplacée par ce qui suit :

"* *Données comparatives de 2013 corrigées en application de IFRS 11.*"

2. Le "Modèle de Résumé du Programme Spécifique à l'Emission en relation avec le Prospectus de Base" figurant aux pages 1469 à 1535 du Prospectus de Base est modifié comme suit :

- (a) Dans l'Elément B.12, le tableau en relation avec BNPP immédiatement au-dessus du titre "[A insérer si BGL est l'Emetteur:" intitulé "**Données Financières Intermédiaires Comparées – En millions d'EUR**" est supprimé et remplacé par ce qui suit :

Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – En millions d'EUR		
	1S15	1S14*
Produit Net Bancaire	22.144	19.480
Coût du Risque	(1.947)	(1.939)
Résultat Net, part du Groupe	4.203	(2.815)
	30/06/2015	31/12/2014*
Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD4)	10,6%	10,3%
Total du bilan consolidé	2.138.509	2.077.758
Total des prêts et créances sur la clientèle	697.405	657.403
Total des dettes envers la clientèle	687.365	641.549
Capitaux Propres (part du Groupe)	92.078	89.458
* <i>Données retraitées par application de l'interprétation IFRIC 21.]</i>		

- (b) Dans l'Elément B.12, l'avant-dernier paragraphe est entièrement supprimé et remplacé par ce qui suit :

"Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale du Groupe BNPP depuis le 30 juin 2015 (date de clôture de la dernière période comptable pour laquelle des états financiers intermédiaires ont été publiés). Il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP ou du Groupe BNPP depuis le 31 décembre 2014 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés)."

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

B.13	Evénements impactant la solvabilité de l'Emetteur	[Sans objet, à compter du [indiquer dans le cas de BNPP B.V., BP2F et BGL: 9 juin 2015]/[indiquer dans le cas de BNPP: 6 août 2015] 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 [indiquer dans le cas de BNPP B.V., BP2F et BGL: 31 décembre 2014]/[indiquer dans le cas de BNPP: 30 juin 2015].] [Indiquer les événements récents qui présentent un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur.]
-------------	---	---

- (d) Dans l'Elément B.17, le quatrième paragraphe est supprimé et remplacé par ce qui suit :

"[Indiquer si BGL est l'Emetteur : Les notations à long terme de BGL sont : [A+ (avec une perspective négative) (Standard & Poor's Credit Market Services France SAS)], [A1 (avec une perspective stable) (Moody's France SAS)] et [A+ (avec une perspective stable) (Fitch France S.A.S)] et les notations à court terme de BGL sont : [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's France SAS)] et [F1 (Fitch France S.A.S)].]"

- (e) Dans l'Elément B.19/B12, le tableau en relation avec BNPP immédiatement au-dessus du titre "[A insérer si BNPPF est le Garant:" intitulé "**Données Financières Intermédiaires Comparées – En millions d'EUR**" est supprimé et remplacé par ce qui suit :

Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – En millions d'EUR		
	1S15	1S14*
Produit Net Bancaire	22.144	19.480
Coût du Risque	(1.947)	(1.939)
Résultat Net, part du Groupe	4.203	(2.815)
	30/06/2015	31/12/2014*
Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD4)	10,6%	10,3%
Total du bilan consolidé	2.138.509	2.077.758
Total des prêts et créances sur la clientèle	697.405	657.403

Total des dettes envers la clientèle	687.365	641.549
Capitaux Propres (part du Groupe)	92.078	89.458
<i>* Données retraitées par application de l'interprétation IFRIC 21.]</i>		

- (f) Dans l'Elément B.19/B.12, la phrase immédiatement au-dessus du titre "***Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif***" est supprimée et remplacée par ce qui suit:

" Données comparatives de 2013 corrigées en application de IFRS 11.]"*

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

B.19/B.13	Evènements impactant la solvabilité de l'Emetteur	[A compter du [indiquer dans le cas de BNPP: 6 août 2015]/[indiquer dans le cas de BNPPF: 9 juin 2015] 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 [indiquer dans le cas de BNPP: 30 juin 2015]/[indiquer dans le cas de BNPPF: 31 décembre 2014].] [Indiquer tout événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité du Garant.]
------------------	---	---

RESPONSIBILITY STATEMENT

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

The consolidated financial statements as of and for the year ended 31 December 2013 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in the Base Prospectus. This report contains an emphasis of matter paragraph (*paragraphe d'observations*) referring, inter alia, to note 3.g to the consolidated financial statements regarding the provision related to US dollar payments involving parties subject to US sanctions.

The consolidated financial statements as of and for the year ended 31 December 2014 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in the Base Prospectus. This report contains an emphasis of matter paragraph (*paragraphe d'observations*) referring to note 3.g to the consolidated financial statements which outlines the costs related to the comprehensive settlement with US authorities.

The consolidated financial statements as of and for the six months ended 30 June 2015 of BNP Paribas were reviewed by statutory auditors who issued a report which is incorporated by reference in this First Supplement. This report contains an emphasis of matter paragraph (*paragraphe d'observations*).

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Alain Papiasse
In his capacity as Deputy Chief Operating Officer:
North America, Corporate and Investment Banking

Dated 6 August 2015

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 First Supplement the visa n° 15-443 on 6 August 2015. This First Supplement has been prepared by BNPP, BNPP B.V., BP2F, BNPPF and BGL and BNPP's signatories assume responsibility for it on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL. This First 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.

REGISTRARS

**BNP Paribas Securities Services
Luxembourg Branch**
33, Rue de Gasperich Howald-Hesperange
2085 Luxembourg

BNP Paribas Securities (Japan) Services
GranTokyo North Tower
1-9-1 Marunouchi, Chiyoda-ku
Tokyo 100-6740
Japan

LEGAL ADVISERS

To the Issuers and the Guarantors as to English law

Allen & Overy LLP
One Bishops Square
London
E1 6AD
United Kingdom

To BNPP B.V. and BNPP as to U.S. law

Allen & Overy LLP
One Bishops Square
London
E1 6AD
United Kingdom

To BNPP B.V. and BNPP as to French Law

Allen & Overy LLP
52, avenue Hoche
CS 90005
75379 Paris
France

Printed by Allen & Overy LLP

Second Supplement dated 10 September 2015
to the Note, Warrant and Certificate Programme Base Prospectus dated 9 June 2015



BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

BNP Paribas Fortis Funding

(incorporated in Luxembourg)

(as Issuer)

BNP Paribas Fortis SA/NV

(incorporated in Belgium)

(as Guarantor)

BGL BNP Paribas

(incorporated in Luxembourg)

(as Issuer)

Note, Warrant and Certificate Programme

This second supplement (the "**Second Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 9 June 2015 (the "**Base Prospectus**") and the first supplement to the Base Prospectus dated 6 August 2015 (the "**First Supplement**") in relation to the Note, Warrant and Certificate Programme (the "**Programme**") of BNP Paribas Arbitrage Issuance B.V. ("**BNPP B.V.**"), BNP Paribas ("**BNPP**"), BNP Paribas Fortis Funding ("**BP2F**"), BNP Paribas Fortis SA/NV ("**BNPPF**") and BGL BNP Paribas ("**BGL**").

The Base Prospectus and the First Supplement together constitute a base prospectus for the purposes of Article 5.4 of the Prospectus Directive. The "**Prospectus Directive**" means Directive 2003/71/EC of 4 November 2003 (as amended, 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. 15-262 on 9 June 2015 in respect of the Base Prospectus and visa no. 15-443 on 6 August 2015 in respect of the First Supplement. Application has been made to the AMF for approval of this Second Supplement in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France.

BNPP (in respect of itself and BNPP B.V.), BNPP B.V. (in respect of itself), BP2F (in respect of itself), BNPPF (in respect of itself and BP2F) and BGL (in respect of itself) accept responsibility for the information contained in this Second Supplement, save that BNPP, BNPP B.V., BP2F and BGL accept no responsibility

for the BNPPF H1-2015 Press Release and the BNPPF Interim Financial Statements, BGL, BP2F and BNPPF accept no responsibility for the BNPP B.V. Interim Financial Statements and BNPP, BNPP B.V. and BGL accept no responsibility for the BP2F Interim Financial Statements. To the best of the knowledge of BNPP, BNPP B.V., BP2F, BNPPF and BGL (who have taken all reasonable care to ensure that such is the case), the information contained herein is, subject as provided in the preceding sentence, in accordance with the facts and does not omit anything likely to affect the import of such information.

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

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

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

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

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

This Second Supplement has been prepared for the purposes of:

- (A) incorporating by reference:
 - (i) BNPP B.V.'s interim financial statements for the six-month period ended 30 June 2015;
 - (ii) BP2F's interim financial information for the six month period ended 30 June 2015;
 - (iii) the press release dated 31 August 2015 published by BNPPF regarding its first half 2015 results; and
 - (iv) BNPPF's half-year Financial Report for the first half year of 2015;
- (B) amending the cover pages;
- (C) 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";
- (D) amending the "Risk Factors";
- (E) amending the "Security and Collateral in respect of Secured Securities";
- (F) amending the "Form of Final Terms for Notes";
- (G) amending the "Form of Final Terms for W&C Securities";

- (H) amending Annex 13 – Additional Terms and Conditions for Secured Securities;
- (I) amending the "Index of Defined Terms in respect of W&C Securities";
- (J) updating the "Description of BNPP Indices";
- (K) amending the "Description of BNPP B.V.";
- (L) amending the "Description of B2PF";
- (M) amending the "General Information" section; and
- (N) amending the "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus (in French)".

The amendments referred to in (A) above have been made to update the BNPP B.V, BP2F and BNPPF disclosure. The amendments referred to in (C) and (N) above have been made to reflect (i) the updated disclosure referred to in (A) above and (ii) the amendments referred to in (H) above. The amendments referred to in (K), (L) and (M) have been made to reflect the updated disclosure referred to in (A) above. The amendments referred to in (B) above have made to correct the summary of the settlement provisions in respect of the Securities on the cover pages of the Base Prospectus. The amendments referred to in (F) above have been made to correct on error in the Form of Final Terms for Notes. The amendments referred to in (H) above have been made in order to account for the partial notional collateralisation of Collateral Asset Linked Securities. The amendments referred to in (D), (E), (G) and (I) have been made to reflect the amendments referred to in (H) above. The amendments referred to in (J) above have been made to add five new indices to the Base Prospectus.

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Securities to the public, investors who, before this Second Supplement is published, have already agreed to purchase or subscribe for Securities issued under the Programme by BNPP or guaranteed by BNPP or which are otherwise affected by the amendments made in this Second Supplement, have the right, exercisable before the end of the period of two working days beginning with the working day after the date of publication of this Second Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 14 September 2015.

TABLE OF CONTENTS

	Page
Cover Page.....	5
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.....	6
Risk Factors.....	14
Documents incorporated by Reference.....	16
Security and Collateral in respect of Secured Securities.....	19
Amendments to the Form of Final Terms for Notes.....	20
Amendments to the Form of Final Terms for W&C Securities.....	22
Amendments to Annex 13 – Additional Terms and Conditions for Secured Securities.....	24
Amendments to the Index of Defined Terms in respect of the W&C Securities.....	29
Amendments to the Description of BNPP Indices.....	33
Amendments to the Description of BNPP B.V.....	34
Amendments to the Description of BP2F.....	36
Amendments to the General Information Section.....	38
Amendments to the Programme Summary in relation to the Base Prospectus (In French) and the Pro Forma Issue Specific Summary of the Programme in relation to the Base Prospectus (In French).....	40
Responsibility Statement.....	48

COVER PAGE

In relation to the amendments to the cover pages set out in this section, (i) text which, by virtue of this Second Supplement, is added to the cover pages is shown underlined and (ii) text which, by virtue of this Second Supplement, is deleted from the cover pages is shown with a line through the middle of the relevant deleted text.

- (a) The penultimate paragraph on page 7 of the Base Prospectus is amended as follows:

Warrants create options exercisable by the relevant holder or which will be automatically exercised as provided herein. There is no obligation on the relevant Issuer to pay any amount or deliver any asset to any holder of a Warrant unless the relevant holder duly exercises such Warrant or such Warrants are automatically exercised and, where applicable, an Exercise Notice is duly delivered. The Warrants will be exercisable in the manner set forth herein and in the applicable Final Terms. The Warrants will be settled by payment of the Cash Settlement Amount(s) (in the case of Cash Settled Warrants) and/or by delivery of the Entitlement (in the case of Physically Settled Warrants). In certain instances, the holder of a Warrant will be required to certify, *inter alia* (in accordance with the provisions outlined in Condition 25 of "Terms and Conditions of the W&C Securities" below), that it is not (i) a "U.S. person" as defined in Regulation S under the United States Securities Act, as amended (the "Securities Act") ("Regulation S"); or (ii) a person other than a "Non-United States person" as defined in Rule 4.7 under the United States Commodity Exchange Act, as amended (the "Commodity Exchange Act"); or (iii) a "U.S. person" as defined in the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations promulgated by the Commodity Futures Trading Commission (the "CFTC"); or (iv) any other "U.S. person" as such term may be defined in Regulation S or in regulations or guidance adopted under the Commodity Exchange Act (each such person, a "U.S. person") or exercising such Warrant on behalf of a U.S. person. Upon transfer, exchange or exercise of a U.S. Warrant (as defined above), the holder will, in certain circumstances, be required to certify that the transfer, exchange or exercise, as the case may be, is being made to, or on behalf of, a person whom the holder reasonably believes is not a U.S. person or, in the case of U.S. Warrants issued by BNPP, is a QIB or an AI, and in the case of U.S. Warrants issued by BNPP B.V., is a QIB who is also a QP, as applicable, who acquired the right to such transfer, exchange or the benefit of such exercise in a transaction exempt from the registration requirements of the Securities Act. The proposed transferee may also be required to deliver an investment letter as a condition precedent to such proposed transfer or exchange (in accordance with the provisions outlined in Condition 2.4 of "Terms and Conditions of the W&C Securities" below).

- (b) The first sentence in the final paragraph on page 7 of the Base Prospectus is amended as follows:

Notes and Certificates shall be redeemed on each instalment date and/or the maturity date (in the case of Notes) or the redemption date (in the case of Certificates) by payment of one or more Instalment Amount or Final Redemption Amount (in the case of Notes), Cash Settlement Amount(s) (in the case of Cash Settled Certificates ~~or Cash Settled Warrants~~) and/or by delivery of the Entitlement (in the case of Physically Settled Certificates, ~~Physically Settled Warrants~~ or physically settled Notes). In order to receive the Entitlement, the holder of a Security will be required to submit an Asset Transfer Notice and in certain circumstances to certify, *inter alia* (in accordance with the provisions outlined in Condition 35.2(a) of "Terms and Conditions of the W&C Securities" in the case of Certificates or Condition 4(b) of "Terms and Conditions of the Notes" in the case of Notes), that it is not a U.S. person or acting on behalf of a U.S. person. Upon transfer or exchange of a U.S. Certificate, the holder will, in certain circumstances, be required to certify that the transfer or exchange, as the case may be, is being made to a person whom the transferor or exchange or reasonably believes is not a U.S. person or, in the case of U.S. Certificates issued by BNPP, is a QIB or an AI, and in the case of U.S. Certificates issued by BNPP B.V., is a QIB who is also a QP, as applicable, who acquired the right to such transfer or exchange in a transaction exempt from the registration requirements of the Securities Act. The proposed transferee may also be required to deliver an investment letter as a condition precedent to such proposed transfer or exchange (in accordance with the provisions outlined in Condition 2.4 of "Terms and Conditions of the W&C Securities". Where Certificates are Exercisable Certificates, such Certificates will be automatically exercised on one or more dates as provided herein. Exercisable Certificates are Cash Settled Certificates.

**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 17 to 67 of the Base Prospectus is amended as follows:
- (a) In Element B.12, the following new table in relation to BNPP B.V. is inserted immediately above the heading "**In relation to BNPP:**" and immediately below the table in relation to BNPP B.V. entitled "**Comparative Annual Financial Data – In EUR**":

Comparative Interim Financial Data – In EUR		
	30/06/2015	30/06/2014
Revenues	158,063	218,961
Net Income, Group Share	10,233	14,804
	30/06/2015	31/12/2014
Total balance sheet	51,184,742,227	64,804,833,465
Shareholders' equity (Group share)	455,439	445,206

- (b) In Element B.12, the following new table in relation to BP2F is inserted immediately above the heading "*Statements of no significant or material adverse change*":

Comparative Interim Financial Data:		
	30/06/2015	31/12/2014
	EUR	EUR
Selected items of the Balance Sheet		
Assets		
Financial fixed assets (amounts owed by affiliated undertakings)	5,383,797,547	5,470,070,451
Current assets (amounts owed by affiliated undertakings becoming due and payable within one year)	314,201,469	415,475,284
Total assets	5,786,794,116	5,977,141,866
Liabilities		
Capital and reserves	5,229,575	6,691,167

Subordinated debts	1,056,898,647	1,233,153,404
Non subordinated debts		
Non-convertible loans	656,867,161	358,648,783
– becoming due and payable within one year		
– becoming due and payable after more than one year	3,576,807,872	3,808,557,061
	30/06/2015	30/06/2014
	EUR	EUR
Charges & Income: selected items		
Income from financial fixed assets derived from affiliated undertakings	59,435,080	65,113,968
Total income	206,846,706	139,935,012
Interest payable and similar charges	184,208,474	122,987,828
Profit for the financial period	318,408	307,955

(c) In Element B.12, the final paragraph is deleted and replaced with the following:

"There has been no significant change in the financial or trading position of BNPP B.V. or BP2F since 30 June 2015 and there has been no material adverse change in the prospects of BNPP B.V. or BP2F since 31 December 2014. There has been no significant change in the financial or trading position of BGL since 31 December 2014 and there has been no material adverse change in the prospects of BGL since 31 December 2014.";

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

B.13	Events impacting the Issuer's solvency	Not applicable, as at 9 June 2015 (in the case of BGL), 6 August 2015 (in the case of BNPP) and 10 September 2015 (in the case of BNPP B.V. and BP2F) 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 2014 (in the case of BGL) or 30 June 2015 (in the case of BNPP, BNPP B.V. and BP2F).
-------------	--	--

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

Comparative Interim Financial Data- in millions of EUR		
	30/06/2015	30/06/2014*
Revenues	3,729	3,452
Gross operating income	1,365	1,131
Cost of risk	(209)	(160)
Net Income	1,040	760
Net Income attributable to shareholders	811	567
	30/06/2015	31/12/2014*
Total consolidated Balance Sheet	280,242	267,484
Consolidated loans and receivables due from customers	179,672	166,851
Shareholders' equity	19,869	20,255
Consolidated items due to customers	173,401	167,800
Debt securities	13,850	12,063
Subordinated debt	4,218	4,333
Common Equity Tier 1 Ratio	14.2%	14.5%
* <i>Figures of 2014 have been restated according to IFRIC 21.</i>		

- (f) In Element B.19/B.12, the final paragraph is deleted and replaced with the following:

"There has been no significant change in the financial or trading position of BNPPF since 30 June 2015 and no material adverse change in the prospects of BNPPF since 31 December 2014.";

- (g) 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	Not applicable, as at 10 September 2015 and to the best of BNPPF's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of BNPPF's solvency since 30 June 2015.
------------------	---	---

- (h) In Element C.8, the second paragraph under the heading "**Secured Securities**" of the Base Prospectus is deleted and replaced with the following:

"One or more series of Secured Securities may be secured by the same pool of Collateral Assets (each a "**Collateral Pool**"). The Collateral Assets in a Collateral Pool must consist of the eligible collateral specified in the applicable Final Terms. The applicable Final Terms will specify the Collateral Assets which comprise the Collateral Pool(s) for the series of Secured Securities and whether or not the Issuer will provide collateral in respect of the nominal amount (the "**nominal value**") of the relevant Secured Securities ("**Nominal Value Collateralisation**") or in respect of part of the nominal value of the relevant Secured Securities ("**Partial Nominal Value Collateralisation**") or in respect of the marked to market value of the Secured Securities ("**MTM Collateralisation**") or in respect of part of the marked to market value of the Secured Securities ("**Partial MTM Collateralisation**") or whether the Secured Securities are "**Collateral Asset Linked Securities**". Where the Secured Securities are Collateral Asset Linked Securities, the Issuer will provide collateral in respect of the nominal value of the relevant Secured Securities or in respect of part of the nominal value of the relevant Secured Securities (the "**Reference Collateral Assets**") and, in addition, the Issuer will provide collateral in respect of the marked to market value of an option to which the Final Payout in respect of the Secured Securities is linked (the "**MTM Adjustable Assets**") unless the Secured Securities are "Notional Value Collateral Asset Linked Securities" or "Partial Notional Value Collateral Asset Linked Securities" in which case no such collateral will be provided and the market value of such option will be uncollateralised."; and

- (i) In Element C.8, the paragraph immediately above the heading "**Taxation**" is deleted and replaced with the following:

"The amount payable in respect of the Secured Securities following the realisation or enforcement of the security with respect to a Collateral Pool will be, as specified in the applicable Final Terms, the Security Value Termination Amount, Security Value Realisation Proceeds, Partial Nominal Value Realisation Proceeds, Nominal Value Amount or Shortfall Value Amount. Where the Secured Securities are Collateral Asset Linked Securities, the Reference Collateral Assets and/or the value realised for any of the Reference Collateral Assets which are sold in connection with the enforcement and delivery will be delivered to the relevant holders and an amount equal to the Security MTM Termination Amount and, in the case of Partial Notional Value Collateral Asset Linked Securities only, an amount equal to the aggregate Notional Shortfall Amount will be payable to the relevant holders. Following the realisation, or enforcement, of the security with respect to the Collateral Pool if the amount paid to holders of Securities in respect of the realisation of the MTM Adjustable Assets or, in the case of Notional Value Collateral Asset Linked Securities only, the amount paid by BNPP B.V. in respect of the marked to market value of the option which BNPP B.V. will enter into in order to hedge its obligations, is less than the Security MTM Termination Amount following such realisation, enforcement or payment, such shortfall shall be irrevocably guaranteed by BNPP provided that, in respect of Partial Notional Value Collateral Asset Linked Securities only, following the realisation, or enforcement, of the security with respect to the Collateral Pool, if the amount paid by BNPP B.V. in respect of (i) the marked to market value of the option which BNPP B.V. will enter into in order to hedge its obligations and (ii) the notional amount of the Securities which is not collateralised, is less than the sum of the Security MTM Termination Amount and the

aggregate Notional Shortfall Amount following such realisation, enforcement or payment, such shortfall shall be irrevocably guaranteed by BNPP."

2. The "Pro Forma Issue Specific Summary of the Programme" on pages 68 to 124 of the Base Prospectus is amended as follows:
 - (a) In Element B.12, the "]" following the text "416,163" in the table entitled "**Comparative Annual Financial Data – In EUR**" under the heading "[*Insert where BNPP B.V. is the Issuer:*" is deleted;
 - (b) In Element B.12, the following table in relation to BNPP B.V. is inserted immediately above the heading "[*Insert where BNPP is the Issuer:* " and immediately below the table in relation to BNPP B.V. entitled "**Comparative Annual Financial Data – In EUR**":

Comparative Interim Financial Data- In EUR		
	30/06/2015	30/06/2014
Revenues	158,063	218,961
Net Income, Group Share	10,233	14,804
	30/06/2015	31/12/2014
Total balance sheet	51,184,742,227	64,804,833,465
Shareholders' equity (Group Share)	455,439	445,206]

- (c) In Element B.12, the following table in relation to BP2F is inserted immediately above the heading "**Statements of no significant or material adverse change**":

Comparative Interim Financial Data:		
	30/06/2015	31/12/2014
	EUR	EUR
Selected items of the Balance Sheet		
Assets		
Financial fixed assets (amounts owed by affiliated undertakings)	5,383,797,547	5,470,070,451
Current assets (amounts owed by affiliated undertakings becoming due and payable within one year)	314,201,469	415,475,284
Total assets	5,786,794,116	5,977,141,866
Liabilities		

Capital and reserves	5,229,575	6,691,167
Subordinated debts	1,056,898,647	1,233,153,404
Non subordinated debts		
Non-convertible loans	656,867,161	358,648,783
– becoming due and payable within one year		
– becoming due and payable after more than one year	3,576,807,872	3,808,557,061
	30/06/2015	30/06/2014
	EUR	EUR
Charges & Income: selected items		
Income from financial fixed assets derived from affiliated undertakings	59,435,080	65,113,968
Total income	206,846,706	139,935,012
Interest payable and similar charges	184,208,474	122,987,828
Profit for the financial period	318,408	307,955]

- (d) In Element B.12, the final paragraph is deleted and replaced with the following:

"[Insert in the case of BNPP B.V. or BP2F: There has been no significant change in the financial or trading position of [BNPP B.V.][BP2F] since 30 June 2015 and there has been no material adverse change in the prospects of [BNPP B.V.][BP2F] since 31 December 2014.] [Insert in the case of BGL: There has been no significant change in the financial or trading position of BGL since 31 December 2014 and there has been no material adverse change in the prospects of BGL since 31 December 2014.]";

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

B.13	Events impacting the Issuer's solvency	[Not applicable, as at [insert in the case of BGL: 9 June 2015]/[insert in the case of BNPP: 6 August 2015]/[insert in the case of BNPP B.V. and BP2F: 10 September 2015] and to the best of the Issuer's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency since [insert in the case of BGL: 31 December 2014.]/[insert in the case of BNPP, BNPP B.V. and BP2F: 30 June 2015.]] [Specify any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency.]
-------------	--	---

- (f) In Element B.19/B.12, the "]" immediately above the heading "**Statements of no significant or material adverse change**" following the text "*IFRS 11.*" is deleted;

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

Comparative Interim Financial Data- in millions of EUR		
	30/06/2015	30/06/2014*
Revenues	3,729	3,452
Gross operating income	1,365	1,131
Cost of risk	(209)	(160)
Net Income	1,040	760
Net Income attributable to shareholders	811	567
	30/06/2015	31/12/2014*
Total consolidated Balance Sheet	280,242	267,484
Consolidated loans and receivables due from customers	179,672	166,851
Shareholders' equity	19,869	20,255
Consolidated items due to customers	173,401	167,800
Debt securities	13,850	12,063
Subordinated debt	4,218	4,333
Common Equity Tier 1 Ratio	14.2%	14.5%
* <i>Figures of 2014 have been restated according to IFRIC 21.</i>		

- (h) In Element B.19/B.12, the final paragraph is deleted and replaced with the following:

"There has been no significant change in the financial or trading position of BNPPF since 30 June 2015 and no material adverse change in the prospects of BNPPF since 31 December 2014.]" and

- (i) 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 [insert in the case of BNPP: 6 August]/[insert in the case of BNPPF: 10 September 2015] 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 sure 30 June 2015.]</p> <p>[Specify any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency.]</p>
------------------	---	---

- (j) In Element C.8, the paragraph following the words "[If the Secured Securities are Collateral Asset Linked Securities:" is deleted and replaced with the following:

"The Secured Securities are "**Collateral Asset Linked Securities**" and the Issuer will provide collateral in respect of [the nominal amount (the "**nominal value**") of the Secured Securities ("**Nominal Value Collateralisation**")][part of the nominal value of the Secured Securities ("**Partial Nominal Value Collateralisation**") (such collateral, the "**Reference Collateral Assets**") [and, in addition, the Issuer will provide collateral in respect of the marked to market value of the option to which the Final Payout in respect of the Secured Securities is linked (such collateral, the "**MTM Adjustable Assets**")]."; and

- (k) In Element C.8, a new paragraph shall be added immediately above the heading "**Taxation**" as follows:

"[The Reference Collateral Assets and/or the value realised for any of the Reference Collateral Assets which are sold in connection with the enforcement and delivery will be delivered to the relevant holders and an amount equal to the Security MTM Termination Amount and the aggregate Notional Shortfall Amount will be payable to the relevant holders. Following the realisation, or enforcement, of the security with respect to the Collateral Pool, the amount paid by BNPP B.V. in respect of (i) the marked to market value of the option which BNPP B.V. will enter into in order to hedge its obligations and (ii) the notional amount of the Securities which is not collateralised, is less than the sum of the Security MTM Termination Amount and the aggregate Notional Shortfall Amount following such [realisation or] enforcement and [payment], such shortfall shall be irrevocably guaranteed by BNPP.]".

RISK FACTORS

In relation to the amendments to the Risk Factors in this section: (i) text which, by virtue of this Second Supplement, is deleted from the Risk Factor is shown with a line drawn through the middle of the relevant deleted text; and (ii) text which, by virtue of this Second Supplement, is added to the Risk Factor is shown underlined.

The Risk Factors are amended as set out below:

- (a) The risk factor entitled "*No option collateralisation in respect of Notional Value Collateral Asset Linked Securities*" on page 187 is deleted and replaced with the following:

"No option collateralisation in respect of Notional Value Collateral Asset Linked Securities or Partial Notional Value Collateral Asset Linked Securities

In respect of any Collateral Asset Linked Securities the MTM Adjustable Assets for which are specified as being "not applicable" ("**Notional Value Collateral Asset Linked Securities**" or **Partial Notional Value Collateral Asset Linked Securities**"), the above risk factor headed "Adjustments to amount of MTM Adjustable Assets in Collateral Pool (MTM Collateralisation Element)" shall not apply. ~~In such~~ the case of Notional Value Collateral Asset Linked Securities, only the Notional Amount of the Certificates will be collateralised although an amount will be payable by the Issuer equal to the positive marked to market value (if any) of the Option that relates to Secured Securities that are held by parties other than BNPP B.V. or any of its Affiliates (the "**Security MTM Termination Amount**"). This means that, in the event of an Enforcement Event, the Holders will be exposed to the credit risk of the Issuer and the Guarantor in order to receive payment of the relevant Security MTM Termination Amount (if any) and there will be no Collateral Assets in the Collateral Pool collateralising such payment obligation. In the case of Partial Notional Value Collateral Asset Linked Securities, only a proportion of the Notional Amount of the Certificates will be collateralised although an amount will be payable by the Issuer equal to the sum of (i) the positive marked to market value (if any) of the Option that relates to Secured Securities that are held by parties other than BNPP B.V. or any of its Affiliates (the "**Security MTM Termination Amount**") and (ii) an amount equal to the proportion of the aggregate Notional Amount of the Secured Securities which is not collateralised (in respect of each Secured Security, the "**Notional Shortfall Amount**" and in respect of all the relevant Secured Securities secured by the relevant Collateral Pool, the "**Aggregate Notional Shortfall Amount**"). This means that, in the event of an Enforcement Event, the Holders will be exposed to the credit risk of the Issuer and the Guarantor in order to receive payment of the relevant Security MTM Termination Amount (if any) and the Aggregate Notional Shortfall Amount and there will be no Collateral Assets in the Collateral Pool collateralising such payment obligation."

- (b) The risk factor entitled "*Adjustments to amount of Reference Collateral Assets held in Collateral Pool (Nominal Value Collateralisation Element)*" on page 187 is deleted and replaced with the following:

"Adjustments to amount of Reference Collateral Assets held in Collateral Pool (Nominal Value Collateralisation Element)

In respect of the aggregate Notional Amount of any Placed Secured Securities secured by the relevant Collateral Pool which are Notional Value Collateral Asset Linked Securities, Nominal Value Collateralisation will apply and therefore BNPP B.V. will hold sufficient Reference Collateral Assets to secure the aggregate Notional Amount of the Collateral Asset Linked Securities held by parties other than BNPP B.V. or any of its Affiliates on the Issue Date. There will be no adjustments

to the amount of Reference Collateral Assets in the Collateral Pool during the tenor of the Securities to reflect the changing marked to market values or notional amounts of either the Reference Collateral Assets or the Collateral Asset Linked Securities, provided that where the BNPP Holding increases, the amount of Reference Collateral Assets shall be reduced so that, at any time, only the aggregate Notional Amount of the Placed Secured Securities will be collateralised by the Reference Collateral Assets.

In respect of the aggregate Notional Amount of any Placed Secured Securities secured by the relevant Collateral Pool which are Partial Notional Value Collateral Asset Linked Securities, BNPP B.V. will hold sufficient Reference Collateral Assets to secure the product of the aggregate Notional Amount of the Collateral Asset Linked Securities held by parties other than BNPP B.V. or any of its Affiliates on the Issue Date and the applicable collateralisation level (the "Partial Collateralisation Level"). There will be no adjustments to the amount of Reference Collateral Assets in the Collateral Pool during the tenor of the Securities to reflect the changing marked to market values or notional amounts of either the Reference Collateral Assets or the Collateral Asset Linked Securities, provided that where the BNPP Holding increases, the amount of Reference Collateral Assets shall be reduced so that, at any time, Reference Collateral Assets will be held with a nominal amount equal to the product of the aggregate Notional Amount of the Placed Secured Securities and the Partial Collateralisation Level."; and

- (c) The risk factor entitled "*Early redemption upon a Collateral Asset Default or Collateral Default Event*)" on page 188 is deleted and replaced with the following:

"Early redemption upon a Collateral Asset Default or Collateral Default Event

Collateral Asset Default or Collateral Default Event, as the case may be, will be an Optional Additional Disruption Event in respect of the Collateral Asset Linked Securities. Accordingly, Holders of the Collateral Asset Linked Securities will be exposed to the credit risk of the Reference Collateral Asset Issuer as well as the credit risk of BNPP B.V. and the Guarantor and, for the avoidance of doubt, upon the occurrence of such Optional Additional Disruption Event, no Shortfall will be determined. Where such Optional Additional Disruption Event occurs, Holders will receive a *pro rata* share of the Reference Collateral Assets which secured the series of Collateral Asset Linked Secured Securities they held in satisfaction of BNPP B.V.'s obligations in respect of the aggregate Notional Amount of such Collateral Asset Linked Securities and BNPP B.V. shall pay an amount equal to the marked to market value of the Option to Holders. In respect of Partial Notional Value Collateral Asset Linked Securities, BNPP B.V. shall also pay an amount equal to the Aggregate Notional Shortfall Amount to Holders as only part of the Notional Amount of the relevant Collateral Asset Linked Secured Securities will be collateralised with Reference Collateral Assets."

DOCUMENTS INCORPORATED BY REFERENCE

The following documents have been filed with the AMF on 2 September 2015 (in the case of the document listed at paragraph (a) below) and 31 August 2015 (in the case of the documents listed at paragraphs (b) to (d) below) for the purposes of the Prospectus Directive and, by virtue of this Second Supplement are incorporated in, and form part of, the Base Prospectus:

- (a) BNPP B.V.'s unaudited interim financial statements for the six months period ended 30 June 2015 (including the review report thereon issued by Mazars Paardekooper Hoffman Accountants N.V. represented by J.C. van Oldenbeek);
- (b) B2PF's unaudited interim financial information for the six month period ended 30 June 2015 (including the review report thereon issued by Deloitte Audit Société à responsabilité limitée represented by Olivier Lefèvre);
- (c) the press release dated 31 August 2015 published by BNPPF regarding its first half 2015 results; and
- (d) BNPPF's unaudited Financial Report for the first half of 2015 (including the review report thereon issued by PwC Reviseurs d'Entreprises scrl/Bedrijfsrevisoren bcbva (represented by Damien Walgrave) and Deloitte Reviseurs d'Entreprises sc sous forme d'une scrl/ Bedrijfsrevisoren bv ovv cvba (represented by Yves Dehogne and Bernard De Meulemeester));

The section "**DOCUMENTS INCORPORATED BY REFERENCE**" in the Base Prospectus, as amended by the First Supplement is updated as follows:

- (a) the text "and" (which was added to the Base Prospectus by virtue of the First Supplement) at the end of paragraph (n) is deleted;
- (b) the "," (which was added to the Base Prospectus by virtue of the First Supplement) at the end of paragraph (o) is deleted and replaced with ";";
- (c) the following new paragraphs (p) to (s) are added under paragraph (o):
 - "(p) the unaudited interim financial statements for the six months period ended 30 June 2015 of BNPP B.V. (including the review report thereon issued by Mazars Paardekooper Hoffman Accountants N.V. represented by J.C. Van Oldenbeek) (the "**BNPP B.V. Interim Financial Statements**)");
 - (q) the unaudited interim financial information for the six-month period ended 30 June 2015 of BP2F (including the review report thereon issued by Deloitte Audit Société à responsabilité limitée represented by Olivier Lefèvre) (the "**BP2F Interim Financial Statements**)");
 - (r) the press release dated 31 August 2015 published by BNPPF regarding its first half 2015 results (the "**BNPPF H1-2015 Press Release**)"); and
 - (s) the unaudited financial report for the first half of 2015 of BNPPF (including the review report thereon issued by PwC Reviseurs d'Entreprises scrl/ Bedrijfsrevisoren bcbva (represented by Damien Walgrave) and Deloitte Reviseurs d'Entreprises sc sous forme d'une scrl/Bedrijfsrevisoren bv ovv cvba (represented by Yves Dehogne and Bernard De Meulemeester)) (the "**BNPPF Interim Financial Statements**)";

- (d) the following table is inserted immediately following the table entitled "**2014 BNPP B.V. Annual Report**" and above the heading entitled "**BNP PARIBAS FORTIS SA/NV**":

<i>BNPP B.V. Interim Financial Statements</i>	
Managing Director's Report	Pages 3 to 4 of the BNPP B.V. Interim Financial Statements
Balance Sheet	Page 5 of the BNPP B.V. Interim Financial Statements
Profit and loss account	Page 6 of the BNPP B.V. Interim Financial Statements
Cash flow statement	Page 7 of the BNPP B.V. Interim Financial Statements
Shareholder's equity	Page 8 of the BNPP B.V. Interim Financial Statements
Notes to the Financial Statements	Pages 9 to 16 of the BNPP B.V. Interim Financial Statements
Other Information	Page 17 of the BNPP B.V. Interim Financial Statements
Review Report	Page 18 of the BNPP B.V. Interim Financial Statements

- (e) the following table is inserted immediately following the table entitled "**2014 BNPPF Annual Report**" and above the heading entitled "**BNP PARIBAS FORTIS FUNDING**":

<i>BNPPF Interim Financial Statements</i>	
Report of the Board of Directors	Pages 6 to 12 of the BNPPF. Interim Financial Statements
Statement of the Board of Directors	Page 13 of the BNPPF. Interim Financial Statements
Composition of the Board of Directors	Page 14 of the BNPPF. Interim Financial Statements
Consolidated Interim Financial Statements	Pages 17 to 24 of the BNPPF. Interim Financial Statements
Notes to the Consolidated Interim Financial Statements	Pages 25 to 88 of the BNPPF. Interim Financial Statements
Report of the accredited statutory auditors	Pages 89 to 90 of the BNPPF. Interim Financial Statements

- (f) the following table is inserted immediately following the table entitled "**BP2F 2014 Cash Flow Statements**" and above the heading entitled "**BGL BNP PARIBAS.**"

<i>BP2F Interim Financial Statements</i>	
Report from the Board of Directors	Pages 1 to 11 of the BP2F. Interim Financial Statements
Report of the Réviseur d'Enterprises Agree on review of Interim Financial Information	Page 1 of the BP2F. Interim Financial Statements (following the Report from the Board of Directors and the table of contents)
Balance Sheet	Pages 2 to 3 of the BP2F. Interim Financial Statements (following the Report from the Board of Directors and the table of contents)
Profit and loss account	Page 4 of the BP2F. Interim Financial Statements (following the Report from the Board of Directors and the table of contents)
Notes to the Interim financial information	Pages 5 to 14 of the BP2F. Interim Financial Statements (following the Report from the Board of Directors and the table of contents)

- (g) In the penultimate paragraph, the penultimate sentence is deleted and replaced with the following:

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

SECURITY AND COLLATERAL IN RESPECT OF SECURED SECURITIES

In relation to the amendments to in this section: (i) text which, by virtue of this Second Supplement, is deleted from is shown with a line drawn through the middle of the relevant deleted text; and (ii) text which, by virtue of this Second Supplement, is added is shown underlined.

The section of the Base Prospectus entitled "Security and Collateral in respect of Secured Securities" is amended as follows:

- (a) The heading "*Collateralisation*" immediately below the first paragraph under the heading "Collateral Asset Linked Securities" on page 216 is amended as follows "*Collateralisation - Collateral Asset Linked Securities other than Notional Value Collateral Asset Linked Securities or Partial Notional Value Collateral Asset Linked Securities*".
- (b) A new paragraph shall be added above the heading "*Enforcement*" on page 216 as follows:

"*Collateralisation - Notional Value Collateral Asset Linked Securities and Partial Notional Value Collateral Asset Linked Securities*

Where the Secured Securities are Notional Value Collateral Asset Linked Securities, in respect of the aggregate Notional Amount of any Placed Secured Securities which are secured by the relevant Collateral Pool, the Issuer will hold an aggregate nominal amount of the Reference Collateral Assets, at least equal to the aggregate Notional Amount of such Placed Secured Securities which are secured by the relevant Collateral Pool.

Where the Secured Securities are Partial Notional Value Collateral Asset Linked Securities, the Issuer will hold an aggregate nominal amount of the Reference Collateral Assets, at least equal to the product of the aggregate Notional Amount of such Placed Secured Securities which are secured by the relevant Collateral Pool and the relevant Partial Collateralisation Level.

BNPP B.V. will not hold any Collateral Assets in respect of the Option nor will it hold Collateral Assets in respect of (i) the aggregate Notional Amount of the Secured Securities that are held by BNPP B.V. or any of its Affiliates and (ii) in the case of Partial Notional Collateral Asset Linked Securities, the proportion of the aggregate Notional Amount of the Placed Secured Securities equal to 100 per cent less the Partial Collateralisation Level.

BNPP B.V. will transfer into the relevant Collateral Account on the Initial Posting Date and hold in such account on any day thereafter, an aggregate nominal amount of the Reference Collateral Assets, at least equal to the aggregate Notional Amount of the Placed Secured Securities (or, as the case may be, the relevant part of such aggregate Notional Amount of the Placed Secured Securities) which are secured by the relevant Collateral Pool on such date. Where BNPP B.V. or any of its Affiliates acquires Secured Securities after the Initial Posting Date, BNPP B.V. will be entitled to withdraw an aggregate nominal amount of Reference Collateral Assets equal to the aggregate Notional Amount of the Secured Securities so acquired (or, as the case may be, the relevant part of such aggregate Notional Amount of the Secured Securities), provided that BNPP B.V. shall always hold in the Collateral Account an aggregate nominal amount of the Reference Collateral Assets at least equal to, at any time, the aggregate Notional Amount of the Placed Secured Securities (or, as the case may be, the relevant part of such aggregate Notional Amount of the Placed Secured Securities)."

AMENDMENTS TO THE FORM OF FINAL TERMS FOR NOTES

In relation to the amendments to the Form of Final Terms for Notes set out in this section, (i) text which, by virtue of this Second Supplement, is added to the Form of Final Terms for Notes is shown underlined and (ii) text which, by virtue of this Second Supplement, is deleted from the Form of Final Terms for Notes is shown with a line through the middle of the relevant deleted text.

The Form of Final Terms for Notes, as set out on pages 219 to 281 of the Base Prospectus, is amended as follows:

- (a) The first paragraph under the heading "**PART A – CONTRACTUAL TERMS**" on page 221 of the Base Prospectus is amended as follows:

~~Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth under the section[s] entitled "Terms and Conditions of the Notes" [and Annex 1 – Additional Terms and Conditions for Payouts, Annex 2 – Additional Terms and Conditions for Index Securities, Annex 3 – Additional Terms and Conditions for Share Securities, Annex 4 – Additional Terms and Conditions for ETI Securities, Annex 5 – Additional Terms and Conditions for Debt Securities, Annex 6 – Additional Terms and Conditions for Commodity Securities, Annex 7 – Additional Terms and Conditions for Inflation Index Securities, Annex 8 – Additional Terms and Conditions for Currency Securities, Annex 9 – Additional Terms and Conditions for Fund Securities, Annex 10 – Additional Terms and Conditions for Futures Securities, Annex 11 – Additional Terms and Conditions for Underlying Interest Rate Securities, and Annex 12 – Additional Terms and Conditions for Credit Securities ~~and Annex 13 – Additional Terms and Conditions for Secured Securities~~] in the Base Prospectus dated 9 June 2015 which received visa n° 15-[●] from the *Autorité des marchés financiers* ("**AMF**") on 9 June 2015 and any Supplement(s) thereto approved and published on or before the date of these Final Terms (copies of which are available as described below), which together constitute a base prospectus for the purposes of the Directive 2003/71/EC (the "**Prospectus Directive**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive, and must be read in conjunction with the Base Prospectus. Full information on the Issuer [the Guarantor] and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms (in each case, together with any documents incorporated therein by reference) are available for viewing at, and copies may be obtained free of charge from, [BNP Paribas Securities Services, Luxembourg Branch]/~~BNP Paribas Securities Services, Milan Branch~~/[~~BNP Paribas Arbitrage S.N.C.~~] (in its capacity as Principal Paying Agent), ~~33, rue de Gasperich, Howald-Hesperange, L 2085 Luxembourg~~ [~~insert address~~] and (save in respect of the Final Terms) on ~~the Issuer's [website] (www.invest.bnpparibas.com)~~. The Base Prospectus [and these Final Terms] will also be available on the AMF website www.amf-france.org [and these Final Terms will be available for viewing on the website of [~~insert name of the Regulated Market on which the Notes are admitted to trading~~]]. A copy of these Final Terms and the Base Prospectus will be sent free of charge by the Issuer to any investor requesting such documents. [A summary of the Securities (which comprises the Summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms.]¶~~

- (b) The third paragraph under the heading "**PART A – CONTRACTUAL TERMS**" on pages 221 to 222 of the Base Prospectus are amended as follows:

[Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth under the section[s] entitled "Terms and Conditions of the Notes" [and Annex 1 – Additional Terms and Conditions for Payouts, Annex 2 – Additional Terms and Conditions for Index Securities, Annex 3 – Additional Terms and Conditions for Share Securities, Annex 4 – Additional Terms and Conditions for ETI Securities, Annex 5 – Additional Terms and Conditions for Debt Securities, Annex 6 – Additional Terms and Conditions for Commodity Securities, Annex 7 – Additional Terms and Conditions for Inflation Index Securities, Annex 8 – Additional Terms and Conditions for Currency Securities, Annex 9 – Additional Terms and Conditions for Fund Securities, Annex 10 – Additional Terms and Conditions for Futures Securities, Annex 11 – Additional Terms and Conditions for Underlying Interest Rate Securities and, ~~Annex 12 – Additional Terms and Conditions for Credit Securities ~~and Annex 13 –~~~~

~~[Additional Terms and Conditions for Secured Securities]~~ in the Base Prospectus dated [original date] [and the Supplement[s] to it dated [●]] which are incorporated by reference in the Base Prospectus dated [current date] 2015. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive, and must be read in conjunction with the Base Prospectus dated [current date] which received visa n° 15-262 from the *Autorité des marchés financiers* ("AMF") on 9 June 2015 and any Supplement(s) thereto approved and published on or before the date of these Final Terms (copies of which are available as described below), which together constitute a base prospectus for the purposes of the Prospectus Directive (the "**Base Prospectus**"), including the Conditions incorporated by reference in the Base Prospectus. Full information on the Issuer[, the Guarantor] and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. [A summary of the Securities (which comprises the Summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms.] [The Base Prospectus and these Final Terms are available for viewing at, and copies may be obtained from [the Principal Paying Agent] and will be available on the AMF website www.amf-france.org]

- (c) the fifth paragraph under the heading "**PART A – CONTRACTUAL TERMS**" on page 222 of the Base Prospectus is amended as follows:

[Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 9 June 2015[, [the][each] Supplement[s] to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provide for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate)] which [together] constitute[s] a base prospectus for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") (the "**Base Prospectus**"). [The Base Prospectus has been passported into Italy in compliance with Article 18 of the Prospectus Directive.]³ This document constitutes the Final Terms of the Securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on [BNP Paribas Arbitrage Issuance B.V.]/[BNP Paribas]/[BNP Paribas Fortis Funding]/[BGL BNP Paribas] (the "**Issuer**") [[BNP Paribas]/[BNP Paribas Fortis SA/NV] (the "**Guarantor**") and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. [A summary of the Securities (which comprises the Summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms.] [The Base Prospectus [and any Supplement(s) to the Base Prospectus] [and these Final Terms]⁴ [is/are] available for viewing at [address] [and] [website] and copies may be obtained free of charge at the specified offices of the Security Paying Agents.] The Base Prospectus, [these Final Terms [and the Supplement[s] to the Base Prospectus] will also be available on the AMF website www.amf-france.org] *[Include whichever of the following apply or specify as "Not applicable" (N/A). Note that the numbering should remain as set out below, even if "Not applicable" is indicated for individual paragraphs or sub paragraphs (in which case the sub-paragraphs of the paragraphs which are not applicable can be deleted). Italics denote guidance for completing the Final Terms. However, such numbering may change where individual paragraphs or sub-paragraphs are removed.]*

AMENDMENTS TO THE FORM OF FINAL TERMS FOR W&C SECURITIES

In relation to the amendments to the Form of Final Terms for W&C Securities set out in this section, (i) text which, by virtue of this Second Supplement, is added to the Form of Final Terms for W&C Securities is shown underlined and (ii) text which, by virtue of this Second Supplement, is deleted from the Form of Final Terms for W&C Securities shown with a line through the middle of the relevant deleted text.

The Form of Final Terms for W&C Securities, as set out on pages 282 to 367 of the Base Prospectus, is amended as follows:

(a) Paragraph 49(c) of Part A - Contractual Terms is amended as follows:

"

(c)	(i)	Eligible Collateral:	<p><i>[specify]</i> [Cash denominated in [Euro][an Eligible Currency] [Eligible Currency(ies)-[]] <i>[specify eligible currencies if Eligible Collateral consists of cash other than in Euro]</i> [Eligible Equity Collateral] [Linked Note Collateral][Credit Linked Note Collateral][Loan Participation Note Collateral][Loan Collateral][Convertible Bond Collateral][Exchangeable Bond Collateral][Covered Bond Collateral][Pfandbriefe Collateral][Zero Coupon Bond Collateral][Vanilla Debt Securities][Eligible ABS Collateral]Eligible Fund Collateral][issued by[●]/[with ISIN [●] (specify)/ [Specify further details][See table in Part B for further details of the assets] [Initial Collateral Assets: Applicable/Not Applicable][Specify][Delete if Part C of Annex 13 is not applicable][Where the Securities are Collateral Asset Linked Securities, this paragraph 4849(c) should be completed in conjunction with paragraphs 4849(u)(iii) and 4849(u)(iv)]</p>
	(ii)	Fallback Collateral:	<p>[Not applicable]/ [specify] [Cash denominated in [Euro][an Eligible Currency] [Eligible Currency(ies) []] [specify eligible currencies if Eligible Collateral consists of cash other than in Euro] [Eligible Equity Collateral] [Linked Note Collateral][Credit Linked Note Collateral][Loan Participation Note Collateral][Loan Collateral][Convertible Bond Collateral][Exchangeable Bond Collateral][Covered Bond Collateral][Pfandbriefe Collateral][Zero Coupon Bond Collateral][Vanilla Debt Securities][Eligible ABS Collateral]Eligible Fund Collateral][issued by[●]/[with ISIN [●] (specify)/ [Specify further details][See table in Part B for further details of the assets]"</p>

(b) Paragraph 49(d) of Part A - Contractual Terms is amended as follows:

"

(d) Type of collateralisation:	[MTM Collateralisation]/[Partial MTM Collateralisation]/[Nominal Value Collateralisation] / [Partial Nominal Value Collateralisation][<u>The Securities are Notional Value Collateral Asset Linked Securities and Collateral Security Condition 10 of Part B of Annex 13 is not applicable</u>] [<u>The Securities are Partial Notional Value Collateral Asset Linked Securities and Collateral Security Condition 9 of Part B of Annex 13 is not applicable</u>] [<i>NB - Nominal Value Collateralisation and Partial Nominal Value Collateralisation may only be applicable for Certificates</i>] [- Partial Collateralisation Level is equal to [specify]][<i>NB - where Partial MTM Collateralisation or Partial Nominal Value Collateralisation is applicable <u>or Collateral Security Condition 10 of Part B of Annex 13 applies, specify level</u></i>]"
--------------------------------	--

(c) Paragraph 49(s) of Part A - Contractual Terms is amended by replacing the (i) preceding the words "Hedging Failure" with "(ii)".

(d) Paragraph 49(u) of Part A - Contractual Terms is amended as follows:

"

(u) Collateral Asset Linked Securities:	[[<u>Collateral Security Condition [9][10] of Part B of Annex 13</u>] [<u>Collateral Security Condition 9 of Part C of Annex 13</u>] is applicable and the Secured Securities are Collateral Asset Linked Securities]/[Not applicable] [If not applicable delete the remaining sub paragraphs of this paragraph]"
---	---

(e) Paragraph 49(u)(iii) of Part A - Contractual Terms is amended as follows:

"

(iii) MTM Adjustable Assets:	[specify]/[Include ISINs where applicable] [<i>NB must also constitute Eligible Collateral</i>]/[Not applicable] [<i>NB "Not applicable" to be specified only in respect of Notional Value Collateral Asset Linked Securities <u>or Partial Notional Value Collateral Asset Linked Securities</u></i>]
------------------------------	--

AMENDMENTS TO ANNEX 13 – ADDITIONAL TERMS AND CONDITIONS FOR SECURED SECURITIES

In relation to the amendments to Annex 13 – Additional Terms and Conditions for Secured Securities set out in this section: (i) text which, by virtue of this Second Supplement, is deleted from Annex 13 – Additional Terms and Conditions for Secured Securities is shown with a line drawn through the middle of the relevant deleted text; and (ii) text which, by virtue of this Second Supplement, is added to Annex 13 – Additional Terms and Conditions for Secured Securities is shown underlined.

Annex 13 – Additional Terms and Conditions for Secured Securities is amended as follows:

- (a) Collateral Security Condition 3.11 of Part A of Annex 13 – Additional Terms and Conditions for Secured Securities is deleted in its entirety and replaced with the following:

"3.11 Status of Guarantee

The Guarantee applicable to Secured Securities is an unsubordinated and unsecured obligation of BNPP and will rank *pari passu* with all its other present and future unsubordinated and unsecured obligations subject to such exceptions as may from time to time be mandatory under French law. Secured Securities in respect of which these Collateral Security Conditions are specified as applicable in the relevant Final Terms shall be deemed not to be "Securities" for the purposes only of the Deed of Guarantee for Unsecured Securities dated on or around 59 June 2014, or the French Law Guarantee for Unsecured W&C Securities dated on or around 59 June 2014, entered into, in each case, by BNPP in respect of securities (other than Secured Securities) issued by the Issuer under its note, warrant and certificate programme.";

- (b) Collateral Security Condition 3.10 of Part B of Annex 13 – Additional Terms and Conditions for Secured Securities is deleted in its entirety and replaced with the following:

"3.10 Status of Guarantee

The Guarantee applicable to Secured Securities is an unsubordinated and unsecured obligation of BNPP and will rank *pari passu* with all its other present and future unsubordinated and unsecured obligations subject to such exceptions as may from time to time be mandatory under French law. Secured Securities in respect of which these Collateral Security Conditions are specified as applicable in the relevant Final Terms shall be deemed not to be "Securities" for the purposes only of the Deed of Guarantee for Unsecured Securities dated on or around 59 June 2014, or the French Law Guarantee for Unsecured W&C Securities dated on or around 59 June 2014, entered into, in each case, by BNPP in respect of securities (other than Secured Securities) issued by the Issuer under its note, warrant and certificate programme.";

- (c) Collateral Security Condition 9.1 of Part B of Annex 13 – Additional Terms and Conditions for Secured Securities is deleted in its entirety and replaced with the following:

"9.1 General

This Collateral Security Condition 9 shall apply only where MTM Adjustable Assets are specified as being "not applicable" in respect of the applicable Collateral Asset Linked Securities and Collateral Security Condition 10 is not specified as being applicable ("Notional Value Collateral Asset Linked Securities"). The terms of the Collateral Security Conditions shall apply to Notional Value Collateral Asset Linked Securities save as set out or modified in this Collateral Security Condition 9.";

- (d) Part B of Annex 13 – Additional Terms and Conditions for Secured Securities is amended by the addition of a new Collateral Security Condition 10 as follows:

"

10. Partial Notional Value Collateral Asset Linked Securities

10.1 General

This Collateral Security Condition 10 shall apply only where MTM Adjustable Assets are specified as being “not applicable” in respect of the applicable Collateral Asset Linked Securities and Collateral Security Condition 9 is not specified as being applicable (“**Partial Notional Value Collateral Asset Linked Securities**”). The terms of the Collateral Security Conditions shall apply to **Partial Notional Value Collateral Asset Linked Securities** save as set out or modified in this Collateral Security Condition 10.

10.2 Changes to the Collateral Security Conditions

In respect of Partial Notional Value Collateral Asset Linked Securities, the following changes shall be made to the Collateral Security Conditions:

- (a) the second paragraph of Collateral Security Condition 3.2 shall be deleted in its entirety and replaced with the following:

"In respect of the Nominal Value Collateralisation Element, the Issuer will transfer into the Collateral Account on the Initial Posting Date and hold in such account on any day thereafter, an aggregate nominal amount of the Reference Collateral Assets, at least equal to the Aggregate Notional Value on such date. Where the Issuer or any of its Affiliates acquires Secured Securities after the Initial Posting Date, the Issuer will be entitled to withdraw an aggregate nominal amount of Reference Collateral Assets equal to the product of the Partial Collateralisation Level and the aggregate Notional Amount of the Secured Securities so acquired, provided that, in each case, the Issuer shall always hold in the Collateral Account an aggregate nominal amount of the Reference Collateral Assets at least equal, at any time, to the Aggregate Notional Value.";

- (b) the third and fourth paragraphs of Collateral Security Condition 3.2 shall be deleted in their entirety;

- (c) the text of Collateral Security Condition 3.3 shall be deleted and replaced with the words "Not used.";

- (d) the text of Collateral Security Condition 3.4 shall be deleted and replaced with the words "Not used.";

- (e) Collateral Security Condition 3.5 shall be deleted in its entirety and replaced with the following:

"3.5 Shortfall

In addition to the physical delivery of the Relevant Reference Collateral Assets as set out in Collateral Security Condition 3.6 following the occurrence of an Enforcement Event, the Issuer will also be obliged, in lieu of the Cash Settlement Amount, to pay to a Holder in respect of each Secured Security held by such Holder

an amount equal to the sum of (i) the Security MTM Termination Amount and (ii) the Notional Shortfall Amount (if any) determined in respect of such Secured Security and such aggregate amount shall constitute the "Shortfall" in respect of such Secured Security. For the avoidance of doubt, the Issuer is not obliged to hold Collateral Assets in respect of the Security MTM Termination Amount and the Notional Shortfall Amount in the Collateral Account and no Holder shall have any recourse to any Collateral Pool other than the Collateral Pool applicable to that series of Secured Securities.";

- (f) the first paragraph of Collateral Security Condition 3.6 shall be deleted in its entirety and replaced with the following:

"Following enforcement of the Pledge, the Collateral Agent, will deliver the Relevant Reference Collateral Assets in a Collateral Pool to the Holders of the Secured Securities secured by the relevant Collateral Pool on a *pari passu* and *pro rata* basis between those Holders of Secured Securities secured by the same Relevant Reference Collateral Assets. Delivery of such Reference Collateral Assets will fully extinguish the Issuer's obligations in respect of the product of the Notional Amount of the relevant Secured Securities and the Partial Collateralisation Level notwithstanding that the value of the Reference Collateral Assets so delivered may be less than the market value and/or nominal value of the relevant Secured Security.";

- (g) the third paragraph of Collateral Security Condition 3.6 shall be deleted in its entirety and replaced with the following:

"In connection with such delivery, (i) W&C Security Condition 5 shall not apply, (ii) for the purposes of W&C Security Condition 11.1, Security Expenses shall be deemed not to include any Enforcement Expenses which are incurred in delivery of the Collateral Assets in accordance with this Collateral Security Condition 3.6 which such Enforcement Expenses (if any) will instead be payable in the manner agreed between the Issuer and Collateral Agent, (iii) the Collateral Agent shall be entitled to deduct from the assets deliverable to Holders all Security Expenses not previously deducted from amounts paid or assets delivered to Holders, as the Collateral Agent shall in its sole and absolute discretion determine are attributable to the relevant Secured Securities and (iv) any reference in the W&C Security Conditions to "Relevant Assets" shall be deemed, in connection with a delivery of Collateral Assets in accordance with this Collateral Security Condition 3.6, to be a reference to "Reference Collateral Assets";

- (h) the following words shall be deleted from the first and second sentences of the final paragraph of Collateral Security Condition 3.6:

" , in the first instance, use the amounts realised from the sale of the relevant MTM Adjustable Assets in accordance with Collateral Security Condition 3.3 to meet the payment of these expenses. If there are no MTM Adjustable Assets for the Collateral Agent to sell or the proceeds from a sale of all the MTM Adjustable Assets in a Collateral Pool are insufficient to meet the Enforcement Expenses in full, the Collateral Agent shall";

- (i) the third paragraph of Collateral Security Condition 6.2 shall be deleted and replaced with the following:

"No Holder shall be entitled to enforce the Pledges or to proceed directly against the Issuer to enforce the other provisions of the Pledge Agreement unless the Collateral Agent, having become bound so to enforce or to proceed, fails so to do within a reasonable time and such failure is continuing or the Collateral Agent is prevented from doing so by any court order. In connection with the enforcement of the Pledge, the Collateral Agent shall determine the Security MTM Termination Amount and the Notional Shortfall Amount (if any) (and therefore the Shortfall) in respect of each Secured Security and shall notify such amount to the Holders following the occurrence of the Enforcement Event (and in connection with such determination may appoint one or more agents to assist it with such determination)."

- (j) the fourth paragraph of Collateral Security Condition 6.2 shall be deleted in its entirety and replaced with the following:

"Upon delivery of the relevant Reference Collateral Assets in accordance with Collateral Security Condition 3.6 to the Holders, no further amount will be due to the Holders in respect of the product of the Notional Amount of the Secured Securities and the Partial Collateralisation Level."

- (k) the fifth paragraph of Collateral Security Condition 6.2 shall be deleted in its entirety;

- (l) Collateral Security Condition 6.3 shall be amended by the deletion of all the text thereof and its replacement with the following:

"Following (a) payment in full by the Issuer and/or the Guarantor of the Shortfall (if any) in respect of a Secured Security and (b) delivery to the Holder of a Secured Security of Reference Collateral Assets in an amount equal to the relevant Delivery Share by the Collateral Agent (together with any Collateral Delivery Rounding Amount payable), the relevant Secured Security shall be deemed to have been redeemed."

- (m) the following definitions shall be deemed to have been added to Collateral Security Condition 1:

"**Aggregate Notional Value**" means the product of the Partial Collateralisation Level and the aggregate Notional Amount of the Placed Secured Securities;

"**Notional Shortfall Amount**" means the product of the Notional Amount of the relevant Secured Security and the applicable Notional Shortfall Percentage;

"**Notional Shortfall Percentage**" means 100 per cent less the relevant Partial Collateralisation Level;

"**Partial Collateralisation Level**" means the percentage specified as such in the applicable Final Terms;"; and

- (n) the following definitions in Collateral Security Condition 1 shall be replaced with the definitions set out below:

"**Enforcement Expenses**" means all amounts due to the Collateral Agent and/or any appointee thereof, including any costs, expenses and taxes incurred in connection with the

delivery of the Reference Collateral Assets to the Holders of the Secured Securities and any other unpaid amounts payable to the Collateral Agent under the Agency Agreement;

"Nominal Value Collateralisation Element" means the holding of the Reference Collateral Assets by the Issuer in the Collateral Account in order to collateralise the Aggregate Notional Value;

"Reference Collateral Event Cash Settlement Amount" means, subject to a minimum of zero, an amount in the Settlement Currency in respect of each Placed Secured Security equal to the sum of (i) such Placed Secured Securities' *pro rata* share of an amount equal to the marked to market value, on the Collateral Asset Default Determination Date or the Hedging Failure Determination Date, as the case may be, of the Option, as determined by the Calculation Agent and (ii) the Notional Shortfall Amount (if any) in respect of such Placed Secured Security;

"Reference Delivery Amount" means, in respect of each Placed Secured Security, a nominal amount of Relevant Reference Collateral Assets equal to the product of the Notional Amount of such Placed Secured Security and the Partial Collateralisation Level or such other amount specified in the applicable Final Terms;

"Security MTM Termination Amount" means, subject to a minimum of zero, an amount in the Settlement Currency equal to each Placed Secured Securities' *pro rata* share of an amount equal to the marked to market value, on the date on which the Collateral Agent delivers an Enforcement Notice in accordance with Collateral Security Condition 6.1 of the Option, as determined by the Collateral Agent; and

"Security Termination Amount" means the sum of (i) the Security MTM Termination Amount and (ii) the Notional Shortfall Amount, or such other amount specified as such in the Final Terms applicable to such Secured Security.";

- (e) Collateral Security Conditions 10 and 11 of Part B of Annex 13 – Additional Terms and Conditions for Secured Securities are renumbered as Collateral Security Conditions 11 and 12 and each reference to "this Collateral Security Condition 10.4" in Collateral Security Condition 11.4 (as renumbered in accordance with the foregoing) shall be amended to "this Collateral Security Condition 11.4"; and
- (f) Collateral Security Condition 3.11 of Part C of Annex 13 – Additional Terms and Conditions for Secured Securities is deleted in its entirety and replaced with the following:

"3.11 Status of Guarantee

The Guarantee applicable to Secured Securities is an unsubordinated and unsecured obligation of BNPP and will rank *pari passu* with all its other present and future unsubordinated and unsecured obligations subject to such exceptions as may from time to time be mandatory under French law. Secured Securities in respect of which these Collateral Security Conditions are specified as applicable in the relevant Final Terms shall be deemed not to be "Securities" for the purposes only of the Deed of Guarantee for Unsecured Securities dated on or around 59 June 2014⁵, or the French Law Guarantee for Unsecured W&C Securities dated on or around 59 June 2014⁵, entered into, in each case, by BNPP in respect of securities (other than Secured Securities) issued by the Issuer under its note, warrant and certificate programme."

AMENDMENTS TO THE INDEX OF DEFINED TERMS IN RESPECT OF THE W&C SECURITIES

The Index of Defined Terms in respect of the W&C Securities is amended as set out below:

1. The definition of Danish Record Date is deleted and replaced with the following:

""**Danish Record Date**"" is as defined in Collateral Security Conditions Part A, Condition 11, Collateral Security Conditions Part B, Condition 12, Collateral Security Conditions Part C, Condition 11, in respect of Danish Dematerialised Warrants in W&C Security Condition 25.7 and in respect of Danish Dematerialised Certificates in W&C Security Condition 35.1.";

2. The definition of Delayed Date is deleted and replaced with the following:

""**Delayed Date**"" is as defined in the Collateral Security Conditions, Part A, Condition 11, in the Collateral Security Conditions, Part B, Condition 12 and in W&C Security Condition 35.1.";

3. The definition of Designated Account is deleted and replaced with the following:

""**Designated Account**"" is as defined in the Collateral Security Conditions, Part A, Condition 11, in the Collateral Security Conditions, Part B, Condition 12 and in W&C Security Condition 35.1.";

4. The definition of Designated Bank is deleted and replaced with the following:

""**Designated Bank**"" is as defined in the Collateral Security Conditions, Part A, Condition 11, in the Collateral Security Conditions, Part B, Condition 12 and in W&C Security Condition 35.1.";

5. The definition of Distributor is deleted and replaced with the following:

""**Distributor**"" is as defined in the Collateral Security Conditions, Part B, Condition 1, in the Collateral Security Conditions, Condition 11.3 and in the Credit Security Conditions, Part B, Condition 6.";

6. The definition of Enforcement Expenses is deleted and replaced with the following:

""**Enforcement Expenses**"" is as defined in the Collateral Security Conditions, Part A, Part B and Part C, Collateral Security Condition 1 and in the Collateral Security Conditions, Part B, Collateral Security Condition 9.2(j) and Collateral Security Condition 10.2(n).";

7. The definition of Euroclear France Certificates is deleted and replaced with the following:

""**Euroclear France Certificates**"" is as defined in the Collateral Security Conditions, Part A, Condition 11, in the Collateral Security Conditions, Part B, Condition 12 and in W&C Security Condition 35.1.";

8. The definition of Euronext Paris is deleted and replaced with the following:

""**Euronext Paris**"" is as defined in the Collateral Security Conditions, Part A, Condition 10.3, in the Collateral Security Conditions, Part B, Condition 11.3 and in W&C Security Condition 34.3.";

9. The definition of Exercisable Certificates is deleted and replaced with the following:
"**Exercisable Certificates**" is as defined in the Collateral Security Conditions, Part A, Condition 10.7, in the Collateral Security Conditions, Part B, Condition 11.7 and in W&C Security Condition 34.7.";
10. The definition of Finnish Payment Date is deleted and replaced with the following:
"**Finnish Payment Date**" is as defined in the Collateral Security Conditions, Part A, Condition 11, Collateral Security Conditions, Part B, Condition 12 and in W&C Security Condition 35.1.";
11. The definition of Finnish Record Date is deleted and replaced with the following:
"**Finnish Record Date**" is as defined in the Collateral Security Conditions, Part A, Condition 11, Part B, Condition 12, Warrants in W&C Security Condition 25.7 and in respect of Finnish Dematerialised Certificates in W&C Security Condition 35.1.";
12. The definition of Nominal Value Collateralisation Element is deleted and replaced with the following:
"**Nominal Value Collateralisation Element**" is as defined in the Collateral Security Conditions, Part B, Condition 1, in the Collateral Security Conditions, Part B, Condition 10.2(n) and in the Collateral Security Conditions, Part C, Condition 9.3.";
13. The definition of Notice Period is deleted and replaced with the following:
"**Notice Period**" is as defined in the W&C Security Conditions 34.3 and 34.4, in the Collateral Security Conditions, Part A, Condition 10.3 or 10.4, in the Collateral Security Conditions, Part B, Condition 11.3 or 11.4.";
14. The definition of Optional Redemption Amount is deleted and replaced with the following:
"**Optional Redemption Amount**" is as defined in the Collateral Security Conditions, Part A, Condition 10.3. or 10.4, in the Collateral Security Conditions, Part B, Condition 11.3 or 11.4 and in W&C Security Conditions 34.3 and 34.4.";
15. The definition of Optional Redemption Date is deleted and replaced with the following:
"**Optional Redemption Date**" is as defined in the Collateral Security Conditions, Part A, Condition 10.3 or 10.4, and in the Collateral Security Conditions, Part B, Condition 11.3 or 11.4.";
16. The definition of Optional Redemption Valuation Date is deleted and replaced with the following:
"**Optional Redemption Valuation Date**" is as defined in the Collateral Security Conditions, Part A, Condition 10.3 or 10.4 and in the Collateral Security Conditions, Part B, Condition 11.3 or 11.4.";
17. The definition of Partial Collateralisation Level is deleted and replaced with the following:
"**Partial Collateralisation Level**" is as defined in the Collateral Security Conditions, Part A and Part C, Condition 1 and in the Collateral Security Conditions, Part B, Condition 10.";

18. The definition of Payment Date is deleted and replaced with the following:
"**Payment Date**" is as defined in the Collateral Security Conditions, Part A, Condition 11, in the Collateral Security Conditions, Part B, Condition 12, in the Collateral Security Conditions, Part C, Condition 12 and in W&C Security Condition 35.1.";
19. The definition of Put Notice is deleted and replaced with the following:
"**Put Notice**" is as defined in the Collateral Security Conditions, Part A, Condition 10.4, in the Collateral Security Conditions, Part B, Condition 11.4 and in W&C Security Condition 34.4.";
20. The definition of Record Date is deleted and replaced with the following:
"**Record Date**" is as defined in the Collateral Security Conditions, Part A, Condition 11, in the Collateral Security Conditions, Part B, Condition 12 and in W&C Security Condition 35.1 (in the case of Certificates).";
21. The definition of Redemption Date is deleted and replaced with the following:
"**Redemption Date**" is as defined in the Collateral Security Conditions, Part A, Condition 10.1, in the Collateral Security Conditions, Part B, Condition 11.1, in the Credit Security Conditions, Part A-1, Condition 10 and Part A-2, Condition 10.";
22. The definition of Reference Collateral Event Cash Settlement Amount is deleted and replaced with the following:
"**Reference Collateral Event Cash Settlement Amount**" is as defined in the Collateral Security Conditions, Part B, Condition 1, in the Collateral Security Conditions, Part B, Condition 10.2(n) and in the Collateral Security Conditions, Part C, Condition 9.3.";
23. The definition of Reference Delivery Amount is deleted and replaced with the following:
"**Reference Delivery Amount**" is as defined in the Collateral Security Conditions, Part B, Condition 1, in the Collateral Security Conditions, Part B, Condition 10.2(n) and in the Collateral Security Conditions, Part C, Condition 9.3.";
24. The definition of Renouncement Notice is deleted and replaced with the following:
"**Renouncement Notice**" is as defined in the Collateral Security Conditions, Part A, Condition 10.7, in the Collateral Security Conditions, Part B, Condition 11.7 and in W&C Security Condition 24.1(a) (in the case of Warrants) and Condition 34.7 (in the case of Certificates).";
25. The definition of Scheduled Payment Date is deleted and replaced with the following:
"**Scheduled Payment Date**" is as defined in the Collateral Security Conditions, Part A, Condition 11, in the Collateral Security Conditions, Part B, Condition 12 and in W&C Security Condition 35.1.";
26. The definition of Security MTM Termination Amount is deleted and replaced with the following:
"**Security MTM Termination Amount**" is as defined in the Collateral Security Conditions, Part B, Collateral Security Condition 1, Collateral Security Condition 9.2(j), Collateral Security Condition 10.2(n) and in the Collateral Security Conditions, Part C, Condition 9.3.";

27. The definition of Security Termination Amount is deleted and replaced with the following:
"**Security Termination Amount**" is as defined in the Collateral Security Conditions, Part A, part B and Part C Condition 1 and in the Collateral Security Conditions, Part B, Condition 10.2(n)."; and
28. The definition of Swedish Record Date is deleted and replaced with the following:
"**Swedish Record Date**" is as defined in the Collateral Security Conditions, Part A, Condition 11, in the Collateral Security Conditions, Part B, Condition 12 and in W&C Security Condition 35.1.";
29. The following new definition is added in alphabetical order:
"**Aggregate Notional Value**" is as defined in the Collateral Security Conditions, Part B, Condition 10.";
30. The following new definition is added in alphabetical order:
"**Notional Shortfall Amount**" is as defined in the Collateral Security Conditions, Part B, Condition 10.";
31. The following new definition is added in alphabetical order:
"**Notional Shortfall Percentage**" is as defined in the Collateral Security Conditions, Part B, Condition 10."; and
32. The following new definition is added in alphabetical order:
"**Partial Notional Value Collateral Asset Linked Securities**" is as defined in the Collateral Security Conditions, Part B, Condition 10.1.".

AMENDMENTS TO THE DESCRIPTION OF BNPP INDICES

The "Description of BNPP Indices" on pages 1179 to 1219 of the Base Prospectus is amended as follows:

- (a) The following rows are added to the table beginning on page 1184 of the Base Prospectus under paragraph 2 (Thematic Mutual Fund Indices):

BNP Paribas MS – Newcits Fund Stars 3 Index (EUR)	EUR	ER	Newcits Funds	0%	150%	3.5%	BNPIN3FT
BNP Paribas MS – Newcits Fund Stars 3 Index (USD)	USD	ER	Newcits Funds	0%	150%	3.5%	BNPIN3FU
Stars Select Fund Index (EUR)	EUR	ER	Newcits Funds	0%	150%	3.5%	ENHA2SFE
Stars Select Fund Index (SEK)	SEK	ER	Newcits Funds	0%	150%	3.5%	ENHA2SFS
ISCS Top Stocks Fund – Risk Controlled Index	CZK	TR	Mutual Fund	0%	125%	15%	BNPISCST

AMENDMENTS TO THE DESCRIPTION OF BNPP B.V.

The section "Description of BNPP B.V." on pages 1256 to 1259 of the Base Prospectus is amended as follows:

- (a) the following new information is inserted at the end of the information under the heading "**11. Historical Financial Information Concerning BNPP B.V. 's Assets and Liabilities, Financial Position and Profits and Losses**":

Selected interim financial information

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

	30.06.2015	31.12.2014
	EUR	EUR
Financial fixed assets	31,616,708,278	48,545,871,603
Current assets	19,568,033,949	16,258,961,862
TOTAL ASSETS	51,184,742,227	64,804,833,465
Shareholder's equity	455,439	445.206
Long term liabilities	31,616,708,278	48,545,871,603
Current liabilities	19,567,578,510	16,258,516,656
TOTAL EQUITY AND LIABILITIES	51,184,742,227	64,804,833,465

PROFIT AND LOSS ACCOUNT in summary

	01.01.2015 to 30.06.2015	01.01.2014 to 30.06.2014
	EUR	EUR
Income including interest received	158,175	219,021
Costs, including interest paid and the tax charge	(147,942)	(204,217)
Profit after taxation	10,233	14,804

CASH FLOW STATEMENT in summary

	01.01.2015 to 30.06.2015	01.01.2014 to 30.06.2014
	EUR	EUR
Cash flow from operating activities	(566,626)	335,971

Cash flow from financing activities	0	0
Increase/Decrease cash at banks	(566,626)	335,971
Cash at bank at 30 June	85,827	364,919

AMENDMENTS TO THE DESCRIPTION OF BP2F

The section "Description of BP2F" on pages 1261 to 1266 of the Base Prospectus is amended as follows:

- (a) the paragraph under the heading "*Interim and other financial information*" under the heading "**9. Financial information concerning BP2F assets and liabilities, financial position and profits and losses**" is deleted and replaced with the following:

"The latest interim financial information of BP2F is the financial information for the six month period ended 30 June 2015 (which is incorporated by reference herein)."; and

- (b) the following new information is inserted at the end of the information under the heading "**11. Selected financial information**":

"Selected interim financial information

Comparative Interim Financial Data:		
	30/06/2015	31/12/2014
	EUR	EUR
Selected items of the Balance Sheet		
<i>Assets</i>		
Financial fixed assets (amounts owed by affiliated undertakings)	5,383,797,547	5,470,070,451
Current assets (amounts owed by affiliated undertakings becoming due and payable within one year)	314,201,469	415,475,284
Total assets	5,786,794,116	5,977,141,866
<i>Liabilities</i>		
Capital and reserves	5,229,575	6,691,167
Subordinated debts	1,056,898,647	1,233,153,404
Non subordinated debts		
Non-convertible loans		
- becoming due and payable within one year	656,867,161	358,648,783
- becoming due and payable after more than one year	3,576,807,872	3,808,557,061
	30/06/2015	30/06/2014

	EUR	EUR
Charges & Income: selected items		
Income from financial fixed assets derived from affiliated undertakings	59,435,080	65,113,968
Total income	206,846,706	139,935,012
Interest payable and similar charges	184,208,474	122,987,828
Profit for the financial period	318,408	307,955

The above information for the six month periods ended 30 June 2015 and 30 June 2014 and for the year ended 31 December 2014 is extracted without material adjustments from, and should be read in conjunction with, the BP2F Interim Financial Statements (including the notes therein to the financial statements). The BP2F Interim Financial Statements are available free of charge at the registered and principal office of BP2F and also available on the website of BP2F (www.bp2f.lu).".

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The section "General Information" on pages 1399 to 1408 of the Base Prospectus is amended as follows:

- (a) The paragraphs under the heading "4. Documents Available" on pages 1399 to 1400 of the Base Prospectus are amended as follows:
- (i) by the deletion of the word "and" from the end of sub-paragraph (xvii) (which was added to the Base Prospectus by virtue of the First Supplement);
 - (ii) by the deletion of the "." at the end of sub-paragraph (xviii) (which was added to the Base Prospectus by virtue of the First Supplement) and its replacement with ";";
 - (iii) by the insertion of the following new sub-paragraphs (xix) to (xxi) :
 - "(xix) the BNPP B.V. Interim Financial Statements;
 - (xx) the BP2F Interim Financial Statements;
 - (xxi) the BNPPF H1-2015 Press Release; and
 - (xxii) the BNPPF Interim Financial Statements."; and
 - (iv) the final paragraph under the heading "4. Documents Available" is deleted and replaced with the following:

"In addition, the constitutional documents of BP2F, the Note Agency Agreement, the Agency Agreement, the BNPPF Guarantees and the documents listed at (v), (vi), (vii) and (xx) above are available at the registered office of BP2F, the constitutional documents of BNPPF, the Note Agency Agreement, the Agency Agreement, the BNPPF Guarantees and the documents listed at (v), (xxi) and (xxii) above are available at the registered office of BNPPF and the constitutional documents of BGL, the Note Agency Agreement, the Agency Agreement and the documents listed at (viii) above are available at the registered office of BGL. The Swedish Agency Agreement and the BNPP English Law W&C Guarantee will be available for inspection at the office of the Swedish Security Agent. The Finnish Agency Agreement and the BNPP English Law W&C Guarantee will be available for inspection at the office of the Finnish Security Agent specified in the applicable Final Terms. The Danish Agency Agreement and the BNPP English Law W&C Guarantee will be available for inspection at the office of the Danish Security Agent specified in the applicable Final Terms. Copies of the Euroclear Agreement and the BNPP English Law W&C will be available from the specified office of the Euroclear Registrar." and
- (b) the second, third and fourth paragraphs under the heading "7. Significant Change" on pages 1401 to 1402 of the Base Prospectus are deleted and replaced with the following:
- "There has been no significant change in the financial or trading position of BNPP B.V. since 30 June 2015 (being the end of the last financial period for which interim financial statements have been published).
- There has been no significant change in the financial or trading position of BP2F since 30 June 2015 (being the end of the last financial period for which interim financial statements have been published).

There has been no significant change in the financial or trading position of BNPPF since 30 June 2015 (being the end of the last financial period for which interim financial statements have been published).".

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

1. Le "Résumé du Programme" figurant aux pages 1409 à 1468 du Prospectus de Base est modifié comme suit:
- (a) Dans l'Elément B.12, le tableau suivant relatif à BNPP B.V. est inséré immédiatement au-dessus du titre « **En relation avec BNPP :** » et immédiatement en dessous du tableau relatif à BNPP B.V. intitulé « **Données Financières Annuelles Comparées – En EUR** » :

Données Financières Annuelles Comparées – En EUR		
	30/06/2015	30/06/2014
Produit Net Bancaire	158.063	218.961
Résultat Net, part du Groupe	10.233	14.804
	30/06/2015	31/12/2014
Total du bilan	51.184.742.227	64.804.833.465
Capitaux propres (part du Groupe)	455.439	445.206

- (b) Dans l'Elément B.12, le nouveau tableau suivant relatif à BP2F est inséré immédiatement au-dessus du titre « *Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif* » :

Données Financières Intermédiaires Comparées :		
	30/06/2015	31/12/2014
	EUR	EUR
Postes sélectionnés du Bilan		
<i>Actif</i>		
Actifs immobilisés (prêts à des entreprises affiliées)	5.383.797.547	5.470.070.451
Actifs courants (montants dus par des entreprises affiliées venant à échéance à moins d'un an)	314.201.469	415.475.284
Total de l'actif	5.786.794.116	5.977.141.866
<i>Passif</i>		

Capital et réserves	5.229.575	6.691.167
Dettes subordonnées	1.056.898.647	1.233.153.404
Dettes non subordonnées		
Prêts non convertibles		
– à moins d’un an	656.867.161	358.648.783
– à plus d’un an	3.576.807.872	3.808.557.061
	30/06/2015	30/06/2014
	EUR	EUR
Compte de Résultat : postes sélectionnés		
Produits d’immobilisations financières générés par des entreprises affiliées	59.435.080	65.113.968
Résultat	206.846.706	139.935.012
Intérêts et autres charges financières	184.208.474	122.987.828
Bénéfice pour la période comptable	318.408	307.955

(c) Dans l’Elément B.12, le dernier paragraphe est supprimé et remplacé par ce qui suit :

« Il ne s’est produit aucun changement significatif dans la situation financière ou commerciale de BNPP B.V. ou BP2F depuis le 30 juin 2015 et il ne s’est produit aucun changement défavorable significatif dans les perspectives de BNPP B.V. ou BP2F depuis le 31 décembre 2014. Il ne s’est produit aucun changement significatif dans la situation financière ou commerciale de BGL depuis le 31 décembre 2014 et il ne s’est produit aucun changement défavorable significatif dans les perspectives de BGL depuis le 31 décembre 2014. » ;

(d) L’Elément B13 est supprimé dans sa totalité et remplacé par ce qui suit :

B.13	Événements impactant la solvabilité de l’émetteur	Sans objet, au 9 juin 2015 (dans le cas de BGL), 6 août 2015 (dans le cas de BNPP) et 10 septembre 2015 (dans le cas de BNPP B.V. et BP2F) 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 2014 (dans le cas de BGL) ou le 30 juin 2015 (dans le cas de BNPP, BNPP B.V. et BP2F).
-------------	---	---

- (e) Dans l'Élément B.19/B.12, le tableau suivant relatif à BNPPF est inséré immédiatement au-dessus du titre « *Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif* » :

Données Financières Intermédiaires Comparées - En Millions d'EUR		
	30/06/2015	30/06/2014*
Produit Net Bancaire	3.729	3.452
Excédent Brut d'Exploitation	1.365	1.131
Coût du Risque	(209)	(160)
Bénéfice Net	1.040	760
Bénéfice Net attribuable aux actionnaires	811	567
	30/06/2015	31/12/2014*
Total du Bilan consolidé	280,242	267,484
Total des prêts et créances sur la clientèle	179,672	166,851
Capitaux propres	19,869	20,255
Total des dettes envers la clientèle	173,401	167,800
Titres de créance	13,850	12,063
Dettes subordonnées	4,218	4,333
Ratio Tier 1	14,2%	14,5%
* <i>Les données pour 2014 ont été retraitées conformément aux normes IFRIC 21.</i>		

- (f) Dans l'Élément B.19/B.12, le dernier paragraphe est supprimé et remplacé par ce qui suit :

« Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPPF depuis le 30 juin 2015 et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPPF depuis le 31 décembre 2014. » ;

- (g) L'Élément B.19/B.13 est supprimé dans sa totalité et remplacé par ce qui suit :

B.19/B.13	Événements impactant la solvabilité du Garant	Sans objet, au 10 septembre 2015 et à la connaissance de BNPPF, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité de BNPPF depuis le 30 juin 2015.
------------------	---	--

- (h) Dans l'Élément C.8, le deuxième paragraphe sous le titre « **Titres Assortis de Sûretés** » est supprimé et remplacé par ce qui suit :

« Une ou plusieurs souches de Titres Assortis de Sûretés pourront être garanties par le même pool d'Actifs Donnés en Garantie (le "**Pool de Garanties**"). Les Actifs Donnés en Garantie figurant dans un Pool de Garanties devront se composer des actifs éligibles spécifiés dans les Conditions Définitives applicables. Les Conditions Définitives applicables spécifieront les Actifs Donnés en Garantie qui composeront le ou les Pools de Garanties pour la souche de Titres Assortis de Sûretés concernée, et préciseront si l'Émetteur fournira ou non des sûretés au titre du montant nominal (la "**valeur nominale**") des Titres Assortis de Sûretés concernés ("**Garantie de la Valeur Nominale**") ou d'une partie de la valeur nominale des Titres Assortis de Sûretés concernés ("**Garantie Partielle de la Valeur Nominale**") ou de la valeur des Titres Assortis de Sûretés, réévaluée à la valeur de marché (« *marked to market* » et, par abréviation « **MTM** ») ("**Garantie MTM**") ou d'une partie de la valeur des Titres Assortis de Sûretés, réévaluée à la valeur de marché (« *marked to market* » et, par abréviation « **MTM** ») ("**Garantie Partielle de la MTM**"), ou spécifieront si les Titres Assortis de Sûretés sont des "**Titres Indexés sur des Actifs Donnés en Garantie**". Si les Titres Assortis de Sûretés sont des Titres Indexés sur des Actifs Donnés en Garantie, l'Émetteur fournira des sûretés au titre de la valeur nominale des Titres Assortis de Sûretés concernés ou au titre d'une partie de la valeur nominale des Titres Assortis de Sûretés concernés (ces sûretés étant ci-après dénommées : les "**Actifs Donnés en Garantie de Référence**") et, en outre, l'Émetteur fournira des garanties au titre de la valeur réévaluée à la valeur de marché (« *marked to market* ») de l'option sur laquelle est indexée la Formule de Paiement Final relatif aux Titres Assortis de Sûretés (ces sûretés étant ci-après dénommées : les "**Actifs Ajustables MTM**") à moins que les Titres Assortis de Sûretés soient des "Titres Indexés sur des Actifs Donnés en Garantie de Valeur Notionnelle" ou des "Titres Indexés sur des Actifs Donnés en Garantie d'une Partie de la Valeur Notionnelle" dans quel cas aucune de ces sûretés ne sera donnée et la valeur de marché d'une telle option ne fera pas l'objet de sûreté. » ; et

- (i) Dans l'Élément C.8, les deux paragraphes situés immédiatement au-dessus du titre « **Fiscalité** » sont supprimés et remplacés par ce qui suit :

« Le montant payable en vertu des Titres Assortis de Sûretés après la réalisation ou l'exécution forcée de la sûreté constituée sur un Pool de Garanties sera, comme spécifié dans les Conditions Définitives applicables, le Montant de Liquidation de la Valeur de la Sûreté, les Produits de Réalisation de la Valeur de la Sûreté, les Produits de Réalisation de la Valeur Nominale Partielle, le Montant de la Valeur Nominale ou le Montant de la Valeur du Déficit. Si les Titres Assortis de Sûretés sont des Titres Indexés sur des Actifs Donnés en Garantie, les Actifs Donnés en Garantie de Référence et/ou la valeur réalisée grâce à la vente des Actifs Donnés en Garantie de Référence qui sont vendus en relation avec l'exécution forcée et la livraison, seront livrés aux titulaires concernés et un montant égal au Montant de Liquidation MTM de la Sûreté et dans le cas de Titres Indexés sur des Actifs Donnés en Garantie d'une Partie de la Valeur Notionnelle uniquement, un montant égal au total du Montant du Déficit Notionnel seront dus aux titulaires concernés. Si, après la réalisation ou l'exécution forcée de la sûreté constituée sur le Pool de Garanties, le montant payé aux titulaires de Titres grâce à la réalisation des Actifs Ajustables MTM ou, dans le cas de Titres Indexés sur des Actifs Donnés en Garantie de Valeur Notionnelle seulement, le montant payé par BNPP B.V. au titre de la valeur de marché de l'option que BNPP B.V. conclura afin de couvrir ses obligations, est inférieur au Montant de Liquidation MTM de la Sûreté obtenu grâce à cette réalisation, cette exécution forcée ou ce paiement, le montant de ce déficit sera irrévocablement garanti par BNPP, étant étendu que, dans le cas Titres Indexés sur des Actifs Donnés en Garantie d'une Partie de la Valeur Notionnelle uniquement, si suite à la réalisation, ou à l'exécution forcée, des sûretés comprises dans le Pool de Garanties, le montant payé par BNPP B.V. au titre de (i) la valeur réévaluée de la valeur de marché (« *marked to market* ») des options que BNPP B.V. a conclus pour couvrir ses obligations et (ii) la valeur notionnelle des Titres qui ne bénéficient pas de sûretés, est inférieur à la somme du Montant de Liquidation MTM de la Sûreté et du Montant du Déficit

Notionnel total suite à cette réalisation, exécution forcée ou paiement, le déficit sera irrévocablement garantie par BNPP. ».

2. Le "Modèle de Résumé du Programme Spécifique à l'Emission en relation avec le Prospectus de Base" figurant aux pages 1469 à 1535 du Prospectus de Base est modifié comme suit :
- (a) Dans l'Elément B.12, le «] » suivant le texte « 416.163 » figurant dans le tableau sous le titre « [A insérer si BNPP B.V. est l'Emetteur : » est supprimé ;
- (b) Dans l'Elément B12, le tableau suivant relatif à BNPP B.V. est inséré immédiatement au-dessus du titre « [A insérer si BNPP est l'Emetteur : » et immédiatement en dessous du tableau relatif à BNPP B.V. intitulé « **Données Financières Annuelles Comparées – En EUR** » :

Données Financières Intermédiaires Comparées – En EUR		
	30/06/2015	30/06/2014
Produit Net Bancaire	158.063	218.961
Résultat Net, part du groupe	10.233	14.804
	30/06/2015	31/12/2014
Total du bilan	51.184.742.227	64.804.833.465
Capitaux propres (part du Groupe)	455.439	445.206]

- (c) Dans l'Elément B.12, le tableau suivant relatif à BP2F est inséré immédiatement au-dessus du titre « **Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif** » :

Données Financières Intermédiaires Comparées :		
	30/06/2015	31/12/2014
	EUR	EUR
Postes sélectionnés du Bilan		
<i>Actif</i>		
Actifs immobilisés (prêts à des entreprises affiliées)	5.383.797.547	5.470.070.451
Actifs courants (Montants dus par des entreprises affiliées venant à échéance à moins d'un an)	314.201.469	415.475.284
Total de l'actif	5.786.794.116	5.977.141.866

<i>Passif</i>		
Capital et réserves	5.229.575	6.691.167
Dettes subordonnées	1.056.898.647	1.233.153.404
Dettes non-subordonnées		
Prêts non-convertibles	656.867.161	358.648.783
– à moins d'un an		
– à plus d'un an	3.576.807.872	3.808.557.061
	30/06/2015	30/06/2014
	EUR	EUR
Compte de Résultat : postes sélectionnés		
Produits d'immobilisations	59.435.080	65.113.968
Résultat	206.846.706	139.935.012
Intérêts et autres charges financières	184.208.474	122.987.828
Bénéfice pour la période comptable	318.408	307.955]

(d) Dans l'Elément B.12, le dernier paragraphe est supprimé et remplacé par le suivant :

« [indiquer dans le cas de BNPP B.V. ou BP2F : Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de [BNPP B.V.] [BP2F] depuis le 30 juin 2015 et il ne s'est produit aucun changement défavorable significatif dans les perspectives de [BNPP B.V.] [BP2F] depuis le 31 décembre 2014.] [indiquer dans le cas de BGL : Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BGL depuis le 31 décembre 2014 et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BGL depuis le 31 décembre 2014.] » ;

(e) L'Elément B.13 est supprimé dans sa totalité et remplacé par le suivant :

B.13	Événements impactant la solvabilité du Garant	[Sans objet, au [indiquer dans le cas de BGL : 9 juin 2015]/[indiquer dans le cas de BNPP: 6 août 2015]/[indiquer dans le cas de BNPP B.V. et BP2F : 10 septembre 2015] 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 [indiquer dans le cas de BGL : 31 décembre 2014.]/[indiquer dans le cas de BNPP, BNPP B.V. et BP2F : 30 juin 2015.]] [Indiquer les événements récents qui présentent un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur.]
-------------	---	--

- (f) Dans l'Elément B.19/B.12, le «] » situé immédiatement au-dessus du titre « *Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif* » après les mots « *IFRS 11.* » est supprimé ;
- (g) Dans l'Elément B.19/B.12, le tableau suivant relatif à BP2F est inséré immédiatement au-dessus du titre « *Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif* » :

Données Financières Intermédiaires Comparées - en millions d'EUR		
	30/06/2015	31/12/2014*
Produit Net Bancaire	3.729	3.452
Excédent Brut d'Exploitation	1.365	1.131
Coût du Risque	(209)	(160)
Résultat Net	1.040	760
Résultat Net attribuable aux actionnaires	811	567
Total du bilan consolidé	280.242	267.484
Total des prêts et créances sur la clientèle	179.672	166.851
Capitaux propres	19.869	20.255
Total des dettes envers la clientèle	173.401	167.800
Titres de créance	13.850	12.063
Dettes subordonnées	4.218	4.333
Ratio Tier 1	14,2%	14,5%
* Les données pour 2014 ont été retraitées conformément aux normes IFRIC 21.]		

- (h) Dans l'Elément B.19/B.12, le paragraphe sous le titre « [A insérer quand BNPP est le Garant : » est supprimé et remplacé par ce qui suit :
- « Il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP depuis le 31 décembre 2014 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés).] » ;
- (i) Dans l'Elément B.19/B.12, le dernier paragraphe est supprimé et remplacé par ce qui suit :
- « Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPPF depuis le 30 juin 2015 et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPPF depuis le 31 décembre 2014.] » ;

- (j) L'Elément B.19/B.13 est supprimé dans sa totalité et remplacé par ce qui suit :

B.19/B.13	Événements impactant la solvabilité du Garant	[au [indiquer dans le cas de BNPP: 6 août 2015]/[indiquer dans le cas de BNPPF: 10 septembre 2015] et à la connaissance du Garant, il n'y a pas eu d'événements récents significatifs relatifs à l'évaluation de la solvabilité du Garant au 30 juin 2015.] [Indiquer tout événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité du Garant.]
------------------	---	---

- (k) Dans l'Elément C.8, le paragraphe à la suite du titre « [Si les Titres Assortis de Sûretés sont des Titres Indexés sur des Actifs Donnés en Garantie : » est supprimé et remplacé par ce qui suit :

« Les Titres Assortis de Sûretés sont des "**Titres Indexés sur des Actifs Donnés en Garantie**" et l'Emetteur fournira des sûretés au titre [du montant nominal (la "**valeur nominale**") des Titres Assortis de Sûretés ("**Garantie de la Valeur Nominale**")][d'une partie de la valeur nominale des Titres Assortis de Sûretés ("**Garantie Partielle de la Valeur Nominale**")] (ces sûretés étant ci-après dénommées les "**Actifs Donnés en Garantie de Référence**") [et, en outre, l'Emetteur fournira des garanties au titre de la valeur réévaluée à la valeur de marché (« *marked to market* » et, par abréviation « **MTM** ») de l'option sur laquelle est indexée la Formule de Paiement Final relative aux Titres Assortis de Sûretés (ces sûretés étant ci-après dénommées les "**Actifs Ajustables MTM**")]. » ; et

- (l) Dans l'Elément C.8, le nouveau paragraphe suivant est ajouté immédiatement au-dessus du titre « **Fiscalité** »:

« [Les Actifs Donnés en Garantie de Référence et/ou la valeur réalisée grâce à la vente des Actifs Donnés en Garantie de Référence qui sont vendus en relation avec l'exécution forcée et la livraison, seront livrés aux titulaires concernés et un montant égal au Montant de Liquidation MTM de la Sûreté et le Montant de Notionnel du Déficit total sera payable aux titulaires concernés. Si après la réalisation ou l'exécution forcée de la sûreté constituée sur le Pool de Garanties, le montant payé par BNPP B.V. au titre (i) de la valeur réévaluée de la valeur de marché (« *marked to market* ») de l'option que BNPP B.V. conclura afin de couvrir ses obligations et (ii) la valeur notionnelle des Titres qui ne bénéficie pas de sûreté, est inférieur à la somme du Montant de Liquidation MTM de la Sûreté et du Montant du Déficit Notionnel obtenu grâce à [cette réalisation ou] cette exécution forcée [et ce paiement], le montant de ce déficit sera irrévocablement garanti par BNPP.] ».

RESPONSIBILITY STATEMENT

I hereby certify on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL, 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 consolidated financial statements as of and for the year ended 31 December 2013 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in the Base Prospectus. This report contains an emphasis of matter paragraph (paragraphe d'observations) referring, inter alia, to note 3.g to the consolidated financial statements regarding the provision related to US dollar payments involving parties subject to US sanctions.

The consolidated financial statements as of and for the year ended 31 December 2014 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in the Base Prospectus. This report contains an emphasis of matter paragraph (paragraphe d'observations) referring to note 3.g to the consolidated financial statements which outlines the costs related to the comprehensive settlement with US authorities.

The consolidated financial statements as of and for the six months ended 30 June 2015 of BNP Paribas were reviewed by statutory auditors who issued a report which is incorporated by reference in this First Supplement. This report contains an emphasis of matter paragraph (paragraphe d'observations).

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Lars Machenil
In his capacity as Chief Financial Officer

Dated 10 September 2015



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° 15-478 on 10 September 2015. This Second Supplement has been prepared by BNPP, BNPP B.V., BP2F, BNPPF and BGL and BNPP's signatories assume responsibility for it on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL. 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.

Third Supplement dated 8 October 2015

to the Note, Warrant and Certificate Programme Base Prospectus dated 9 June 2015



BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

BNP Paribas Fortis Funding

(incorporated in Luxembourg)

(as Issuer)

BNP Paribas Fortis SA/NV

(incorporated in Belgium)

(as Guarantor)

BGL BNP Paribas

(incorporated in Luxembourg)

(as Issuer)

Note, Warrant and Certificate Programme

This third supplement (the "**Third Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 9 June 2015 (the "**Base Prospectus**") and the first supplement to the Base Prospectus dated 6 August 2015 the ("**First Supplement**") and the Second Supplement to the Base Prospectus dated 10 September 2015 the ("**Second Supplement**" and, together with the First Supplement, the "**Previous Supplements**"), in each case, in relation to the Note, Warrant and Certificate Programme (the "**Programme**") of BNP Paribas Arbitrage Issuance B.V. ("**BNPP B.V.**"), BNP Paribas ("**BNPP**"), BNP Paribas Fortis Funding ("**BP2F**"), BNP Paribas Fortis SA/NV ("**BNPPF**") and BGL BNP Paribas ("**BGL**").

The 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. 15-262 on 9 June 2015 in respect of the Base Prospectus, visa no. 15-443 on 6 August 2015 in respect of the First Supplement and visa no. 15-478 on 10 September 2015 in respect of the Second Supplement. Application has been made to the AMF for approval of this Third 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), BNPPF (in respect of itself and BP2F) and BGL (in respect of itself) accept responsibility for the information contained in this Third Supplement, save that BNPP, BNPP B.V., BP2F and BNPPF accept no responsibility for the BGL Interim Financial Statements. To the best of the knowledge of BNPP, BNPP B.V., BP2F, BNPPF and BGL (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 Third Supplement.

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

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

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

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

This Third Supplement has been prepared for the purposes of:

- (A) incorporating by reference BGL's interim financial statements for the six-month period ended 30 June 2015;
- (B) amending the "Programme Summary in relation to this Base Prospectus" and the "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus";
- (C) amending the "Form of Final Terms for W&C Securities";
- (D) amending the "Description of BGL";
- (E) amending the "General Information" section; and
- (F) amending the "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus (in French)".

The amendments referred to in (A) above have been made to update the BGL disclosure. The amendments referred to in (B), (D), (E) and (F) above have been made to reflect the updated disclosure referred to in (A) above. The amendments referred to in (C) above have made to correct an error in the Form of Final Terms for W&C Securities.

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 Third Supplement is published, have already agreed to purchase or subscribe for

Securities issued under the Programme by BGL or which are otherwise affected by the amendments made in this Third 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 Third Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 13 October 2015.

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
Documents incorporated by Reference.....	8
Amendments to the Form of Final Terms for W&C Securities.....	10
Amendments to the Description of BGL.....	11
Amendments to the General Information Section.....	12
Amendments to the Programme Summary in relation to the Base Prospectus (In French) and the Pro Forma Issue Specific Summary of the Programme in relation to the Base Prospectus (In French)	13
Responsibility Statement	17

**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 17 to 67 of the Base Prospectus is amended as follows:
- (a) In Element B.12, the table under the heading "**In relation to BGL:**" and immediately above the heading "**In relation to BP2F:**" entitled "**Comparative Annual Financial Data – In millions of EUR**" is deleted and replaced with the following:

Comparative Annual Financial Data – In millions of EUR		
	31/12/2014*	31/12/2013**
Net banking income	1,346.8	1351.9
Cost of risk	(35.7)	(21.5)
Net Income, Group share	342.3	336.9
Common Equity Tier 1 Ratio	22.4%	25.7%
Tier 1 Ratio	22.4%	25.7%
Total consolidated balance sheet	41,096.8	40,224.5
Consolidated loans and receivables due from customers	24,570.8	24,990.2
Consolidated items due to customers	19,780.7	19,467.0
Shareholders' equity (Group share)	6,084.1	5,701.5
<i>* Restated following the application of accounting standards IFRIC 21.</i>		
<i>** Restated following the application of accounting standards IFRS 11.</i>		
Comparative Interim Financial Data – In millions of EUR		
	30/06/2015	30/06/2014
Net banking income	687.6	674.2
Cost of risk	(28.8)	(13.2)
Net Income, Group Share	174.9	174.7*
	30/06/2015	31/12/2014*
Common Equity Tier 1 Ratio	22.3%	22.4%
Tier 1 Ratio	22.3%	22.4%

Total consolidated balance sheet	43,011.6	41,096.8
Consolidated loans and receivables due from customers	25,082.2	24,570.8
Consolidated items due to customers	21,219.8	19,780.7
Shareholders' equity (Group share)	6,062.2	6,084.1
* Restated following the application of accounting standard IFRIC 21.		

- (b) In Element B.12, the final paragraph is deleted and replaced with the following:

"There has been no significant change in the financial or trading position of BNPP B.V., BP2F or BGL since 30 June 2015 and there has been no material adverse change in the prospects of BNPP B.V., BP2F or BGL since 31 December 2014. "; and

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

B.13	Events impacting the Issuer's solvency	Not applicable, as at 6 August 2015 (in the case of BNPP), 10 September 2015 (in the case of BNPP B.V. and BP2F) and 8 October 2015 (in the case of BGL) 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 30 June 2015.
-------------	--	--

2. The "Pro Forma Issue Specific Summary of the Programme" on pages 68 to 124 of the Base Prospectus is amended as follows:

- (a) In Element B.12, the table under the heading "[Insert where BGL is the Issuer:" and immediately above the heading "[Insert where BP2F is the Issuer: " entitled "**Comparative Annual Financial Data – In millions of EUR**" is deleted and replaced with the following:

Comparative Annual Financial Data – In millions of EUR		
	31/12/2014*	31/12/2013**
Net banking income	1,346.8	1351.9
Cost of risk	(35.7)	(21.5)
Net Income, Group share	342.3	336.9
Common Equity Tier 1 Ratio	22.4%	25.7%
Tier 1 Ratio	22.4%	25.7%
Total consolidated balance sheet	41,096.8	40,224.5
Consolidated loans and receivables due from customers	24,570.8	24,990.2

Consolidated items due to customers	19,780.7	19,467.0
Shareholders' equity (Group share)	6,084.1	5,701.5
<i>* Restated following the application of accounting standard IFRIC 21.</i>		
<i>** Restated following the application of accounting standard IFRS 11.</i>		
Comparative Interim Financial Data – In millions of EUR		
	30/06/2015	30/06/2014
Net banking income	687.6	674.2
Cost of risk	(28.8)	(13.2)
Net Income, Group Share	174.9	174.7*
	30/06/2015	31/12/2014*
Common Equity Tier 1 Ratio	22.3%	22.4%
Tier 1 Ratio	22.3%	22.4%
Total consolidated balance sheet	43,011.6	41,096.8
Consolidated loans and receivables due from customers	25,082.2	24,570.8
Consolidated items due to customers	21,219.8	19,780.7
Shareholders' equity (Group share)	6,062.2	6,084.1
<i>* Restated following the application of accounting standard IFRIC 21.]</i>		

- (b) In Element B.12, the final paragraph is deleted and replaced with the following:

"[There has been no significant change in the financial or trading position of [BNPP B.V.][BP2F][BGL] since 30 June 2015 and there has been no material adverse change in the prospects of [BNPP B.V.][BP2F][BGL] since 31 December 2014.]" ; and

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

B.13	Events impacting the Issuer's solvency	[Not applicable, as at [insert in the case of BNPP: 6 August 2015]/[insert in the case of BNPP B.V. and BP2F: 10 September 2015]/[insert in the case of BGL: 8 October 2015] 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 30 June 2015.] [Specify any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency.]
-------------	--	---

DOCUMENTS INCORPORATED BY REFERENCE

The following documents have been filed with the AMF on 16 September 2015 for the purposes of the Prospectus Directive and, by virtue of this Third Supplement are incorporated in, and form part of, the Base Prospectus:

- (a) BGL's unaudited interim financial statements (in French) for the six months period ended 30 June 2015 (including the review report thereon issued by PricewaterhouseCoopers, société coopérative); and
- (b) BGL's unaudited interim financial statements (in English) for the six month period ended 30 June 2015 (including the review report thereon issued by PricewaterhouseCoopers, société coopérative).

The section "**DOCUMENTS INCORPORATED BY REFERENCE**" in the Base Prospectus, as amended by the Previous Supplements is updated as follows:

- (a) the text "and" (which was added to the Base Prospectus by virtue of the Second Supplement) at the end of paragraph (r) is deleted;
- (b) the "," (which was added to the Base Prospectus by virtue of the Second Supplement) at the end of paragraph (s) is deleted and replaced with ";";
- (c) the following new paragraphs (t) to (u) are added under paragraph (s):
 - "(t) the unaudited interim financial statements (in French) for the six months period ended 30 June 2015 of BGL (including the review report thereon issued by PricewaterhouseCoopers, société coopérative) (the "**BGL Interim Financial Statements (in French)**")"; and
 - (u) the unaudited interim financial statements (in English) for the six-month period ended 30 June 2015 of BGL (including the review report thereon issued by PricewaterhouseCoopers, société coopérative) (the "**BGL Interim Financial Statements (in English)**") and, together with the BGL Interim Financial Statements (in French), the "**BGL Interim Financial Statements**")."
- (d) the following table is inserted immediately following the table entitled "**BGL 2014 Annual Report (in English)**":

<i>BGL Interim Financial Statements (in French)</i>	
Report (<i>Rapport d'examen</i>)	Page 10 of the BGL Interim Financial Statements (in French)
Consolidated Profit and Loss Account	Page 11 of the BGL Interim Financial Statements (in French)
Statement of Consolidated Net Income and Changes in Assets and Liabilities Recognised Directly in Consolidated Equity	Page 12 of the BGL Interim Financial Statements (in French)
Consolidated Balance Sheet	Page 13 of the BGL Interim Financial Statements (in French)
Statement of Changes in the Consolidated	Pages 14 to 15 of the BGL Interim Financial

Shareholders' Equity	Statements (in French)
Consolidated Cash Flow Statement	Page 16 of the BGL Interim Financial Statements (in French)
Notes to the Consolidated Financial Statements	Pages 17 to 67 of the BGL Interim Financial Statements (in French)
<i>BGL Interim Financial Statements (in English)</i>	
Review Report (<i>Rapport d'examen</i>)	Page 10 of the BGL Interim Financial Statements (in English)
Consolidated Profit and Loss Account	Page 11 of the BGL Interim Financial Statements (in English)
Statement of Consolidated Net Income and Changes in Assets and Liabilities Recognised Directly in Consolidated Equity	Page 12 of the BGL Interim Financial Statements (in English)
Consolidated Balance Sheet	Page 13 of the BGL Interim Financial Statements (in English)
Statement of Changes in the Consolidated Shareholders' Equity	Pages 14 to 15 of the BGL Interim Financial Statements (in English)
Consolidated Cash Flow Statement	Page 16 of the BGL Interim Financial Statements (in English)
Notes to the Consolidated Financial Statements	Pages 17 to 65 of the BGL Interim Financial Statements (in English)

(e) In the penultimate paragraph, the penultimate sentence is deleted and replaced with the following:

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

AMENDMENTS TO THE FORM OF FINAL TERMS FOR W&C SECURITIES

In relation to the amendments to the Form of Final Terms for W&C Securities set out in this section, text which, by virtue of this Third Supplement, is added to the Form of Final Terms for W&C Securities is shown underlined.

The Form of Final Terms for W&C Securities, as set out on pages 282 to 367 of the Base Prospectus, is amended as follows:

- (a) In "**PART A – CONTRACTUAL TERMS**", the following new paragraph is inserted immediately above the heading entitled "**Responsibility**":

[For the purpose of the Securities the terms specified in these Final Terms are deemed to be incorporated into the Terms and Conditions of the W&C Securities as amended and/or supplemented by the provisions of the Additional Terms and Conditions set out in the Annex specified in these Final Terms (the "Conditions") and shall thereby complete the Conditions for the purpose of the [Warrants]/[Certificates] and these Final Terms may be regarded as evidencing the complete Conditions.]⁶⁰

- (b) The following new footnote 60 is inserted immediately at the end of the new paragraph immediately above the heading entitled "**Responsibility**" (which is added to the Base Prospectus by virtue of subparagraph (a) above), with each subsequent footnote re-numbered accordingly:

⁶⁰ To be inserted if the Securities are CREST Dematerialised Securities.

AMENDMENTS TO THE DESCRIPTION OF BGL

The section "Description of BGL" on pages 1282 to 1289 of the Base Prospectus is amended as follows:

- (a) The information under the heading "**6.1 Board of Directors and Management Board**" and under the subsequent sub heading "**The Board of Directors**" is amended by the deletion of the text"(*)" immediately after the name "Carlo Thelen" and by the deletion of the corresponding footnote on page 1286 of the Base Prospectus; and
- (b) The paragraph under the sub heading "**8.3 Interim Financial Information**" is deleted in its entirety and replaced with the following:

"The Issuer published its unaudited interim financial statements for the six month period ended 30 June 2015."

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The section "General Information" on pages 1399 to 1408 of the Base Prospectus is amended as follows:

- (a) The paragraphs under the heading "4. Documents Available" on pages 1399 to 1400 of the Base Prospectus are amended as follows:
- (i) by the deletion of the word "and" from the end of sub-paragraph (xxi) (which was added to the Base Prospectus by virtue of the Second Supplement);
 - (ii) by the deletion of the "." at the end of sub-paragraph (xxii) (which was added to the Base Prospectus by virtue of the Second Supplement) and its replacement with ",";
 - (iii) by the insertion of the following new sub-paragraphs (xxiii) to (xxiv) :

"(xxiii) the BGL Interim Financial Statements (in French); and

(xxiv) the BGL Interim Financial Statements (in English)."; and
 - (iv) the first sentence in the final paragraph under the heading "4. Documents Available" is deleted and replaced with the following:

"In addition, the constitutional documents of BP2F, the Note Agency Agreement, the Agency Agreement, the BNPPF Guarantees and the documents listed at (v), (vi), (vii) and (xx) above are available at the registered office of BP2F, the constitutional documents of BNPPF, the Note Agency Agreement, the Agency Agreement, the BNPPF Guarantees and the documents listed at (v), (xxi) and (xxii) above are available at the registered office of BNPPF and the constitutional documents of BGL, the Note Agency Agreement, the Agency Agreement and the documents listed at (viii),(xxiii) and (xxiv) above are available at the registered office of BGL. " and
- (b) the final paragraph under the heading "7. Significant Change" on page 1402 of the Base Prospectus is deleted and replaced with the following:
- "There has been no significant change in the financial or trading position of BGL since 30 June 2015 (being the end of the last financial period for which interim financial statements have been published).".

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

1. Le "Résumé du Programme" figurant aux pages 1409 à 1468 du Prospectus de Base est modifié comme suit:
- (a) Dans l'Elément B.12, le tableau sous le titre « **En Relation avec BGL** :» et au-dessus du titre « **En relation avec BP2F** :» intitulé « **Données Financières Annuelles Comparées – En millions d'EUR** » est supprimé et remplacé comme suit :

Données Financières Annuelles Comparées – En millions d'EUR		
	31/12/2014*	31/12/2013**
Produit Net Bancaire	1.346,8	1.351,9
Coût du Risque	(35,7)	(21,5)
Résultat Net, part du Groupe	342,3	336,9
Ratio Common Equity Tier 1	22,4%	25,7%
Ratio Tier 1	22,4%	25,7%
Total du bilan consolidé	41.096,8	40.224,5
Total des prêts et créances sur la clientèle	24.570,8	24.990,2
Total des dettes envers la clientèle	19.780,7	19.467,0
Capitaux propres (part du Groupe)	6.084,1	5.701,5
<i>* Données retraitées par application des normes IFRIC 21.</i>		
<i>** Données retraitées par application des normes IFRS 11.</i>		
Données Financières Intermédiaires Comparées – En millions d'EUR		
	30/06/2015	30/06/2014
Produit Net Bancaire	687,6	674,2
Coût du Risque	(28,8)	(13,2)
Résultat Net, part du Groupe	174,9	174.7*
	30/06/2015	31/12/2014*

Ratio Common Equity Tier 1	22,3%	22,4%
Ratio Tier 1	22,3%	22,4%
Total du bilan consolidé	43.011,6	41.096,8
Total des prêts et créances sur la clientèle	25.082,2	24.570,8
Total des dettes envers la clientèle	21.219,8	19.780,7
Capitaux propres (part du Groupe)	6.062,2	6.084,1
* Données retraitées par application des normes IFRIC 21.		

(b) Dans l'Elément B.12, le dernier paragraphe est supprimé et remplacé par ce qui suit :

« Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPP B.V., BP2F ou BGL depuis le 30 juin 2015 et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP B.V., BP2F ou BGL depuis le 31 décembre 2014 » ; et

(c) L'Elément B.13 est supprimé dans sa totalité et remplacé par ce qui suit :

B.13	Événements impactant la solvabilité de l'émetteur	Sans objet, au 6 août 2015 (dans le cas de BNPP), au 10 septembre 2015 (dans le cas de BNPP B.V. et BP2F) et au 8 octobre 2015 (dans le cas de BGL) 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 30 juin 2015.
-------------	---	---

2. Le "Modèle de Résumé du Programme Spécifique à l'Emission en relation avec le Prospectus de Base" figurant aux pages 1469 à 1535 du Prospectus de Base est modifié comme suit :

(a) Dans l'Elément B.12, le tableau sous le titre « [A insérer si BGL est l'Emetteur : » et au-dessus du titre « [A insérer si BP2F est l'Emetteur : » intitulé « **Données Financières Annuelles Comparées – En millions d' EUR** » est supprimé et remplacé comme suit :

Données Financières Annuelles Comparées – En millions d'EUR		
	31/12/2014*	31/12/2013**
Produit Net Bancaire	1.346,8	1.351,9
Coût du Risque	(35,7)	(21,5)
Résultat Net, part du Groupe	342,3	336,9
Ratio Common Equity Tier 1	22,4%	25,7%

Ratio Tier 1	22,4%	25,7%
Total du bilan consolidé	41.096,8	40.224,5
Total des prêts et créances sur la clientèle	24.570,8	24.990,2
Total des dettes envers la clientèle	19.780,7	19.467,0
Capitaux propres (part du Groupe)	6.084,1	5.701,5
<i>* Données retraitées par application des normes IFRIC 21.</i>		
<i>** Données retraitées par application des normes IFRS 11.</i>		
Données Financières Intermédiaires Comparées – En millions d’EUR		
	30/06/2015	30/06/2014
Produit Net Bancaire	687,6	674,2
Coût du Risque	(28,8)	(13,2)
Résultat Net, part du Groupe	174,9	174,7*
	30/06/2015	31/12/2014*
Ratio Common Equity Tier 1	22,3%	22,4%
Ratio Tier 1	22,3%	22,4%
Total du bilan consolidé	43.011,6	41.096,8
Total des prêts et créances sur la clientèle	25.082,2	24.570,8
Total des dettes envers la clientèle	21.219,8	19.780,7
Capitaux propres (part du Groupe)	6.062,2	6.084,1
<i>* Données retraitées par application des normes IFRIC 21.]</i>		

(b) Dans l’Elément B.12, le dernier paragraphe est supprimé et remplacé par le suivant :

« [Il ne s’est produit aucun changement significatif dans la situation financière ou commerciale de [BNPP B.V.][BP2F][BGL] depuis le 30 juin 2015 et il ne s’est produit aucun changement défavorable significatif dans les perspectives de [BNPP B.V.][BP2F][BGL] depuis le 31 décembre 2014.] » ; et

(c) L'Elément B.13 est supprimé dans sa totalité et remplacé par le suivant :

B.13	Événements impactant la solvabilité de l'Emetteur	[Sans objet, au [indiquer dans le cas de BNPP: 6 août 2015]/[indiquer dans le cas de BNPP B.V. et BP2F : 10 septembre 2015]/[indiquer dans le cas de BGL : 8 octobre 2015] 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 30 juin 2015.] [Indiquer les événements récents qui présentent un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur.]
-------------	---	---

RESPONSIBILITY STATEMENT

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

The consolidated financial statements as of and for the year ended 31 December 2013 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in the Base Prospectus. This report contains an emphasis of matter paragraph (paragraphe d'observations) referring, inter alia, to note 3.g to the consolidated financial statements regarding the provision related to US dollar payments involving parties subject to US sanctions.

The consolidated financial statements as of and for the year ended 31 December 2014 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in the Base Prospectus. This report contains an emphasis of matter paragraph (paragraphe d'observations) referring to note 3.g to the consolidated financial statements which outlines the costs related to the comprehensive settlement with US authorities.

The consolidated financial statements as of and for the six months ended 30 June 2015 of BNP Paribas were reviewed by statutory auditors who issued a report which is incorporated by reference in this First Supplement. This report contains an emphasis of matter paragraph (paragraphe d'observations).

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Michel Konczaty
In his capacity as Deputy Chief Operating Officer

Dated 8 October 2015

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 Third Supplement the visa n° 15-520 on 8 October 2015. This Third Supplement has been prepared by BNPP, BNPP B.V., BP2F, BNPPF and BGL and BNPP's signatories assume responsibility for it on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL, provided that BNPP, BNPP B.V., BP2F and BNPPF accept no responsibility for the BGL Interim Financial Statements. This Third Supplement and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the *visa* has been granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information in it is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This *visa* has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.

Fourth Supplement dated 10 November 2015
to the Note, Warrant and Certificate Programme Base Prospectus dated 9 June 2015



BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

BNP Paribas Fortis Funding

(incorporated in Luxembourg)

(as Issuer)

BNP Paribas Fortis SA/NV

(incorporated in Belgium)

(as Guarantor)

BGL BNP Paribas

(incorporated in Luxembourg)

(as Issuer)

Note, Warrant and Certificate Programme

This fourth supplement (the "**Fourth Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 9 June 2015 (the "**Base Prospectus**"), the first supplement to the Base Prospectus dated 6 August 2015 (the "**First Supplement**"), the second supplement to the Base Prospectus dated 10 September 2015 (the "**Second Supplement**") and the third supplement to the Base Prospectus dated 8 October 2015 (the "**Third Supplement**" and, together with the First Supplement and the Second Supplement, the "**Previous Supplements**"), in each case, in relation to the Note, Warrant and Certificate Programme (the "**Programme**") of BNP Paribas Arbitrage Issuance B.V. ("**BNPP B.V.**"), BNP Paribas ("**BNPP**"), BNP Paribas Fortis Funding ("**BP2F**"), BNP Paribas Fortis SA/NV ("**BNPPF**") and BGL BNP Paribas ("**BGL**").

The 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. 15-262 on 9 June 2015 in respect of the Base Prospectus, visa no. 15-443 on 6 August 2015 in respect of the First Supplement, visa no. 15-478 on 10 September 2015 in respect of the Second Supplement and visa no.15-520 on 8 October 2015 in respect of the Third Supplement. Application has been made to the AMF for approval of this Fourth 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), BNPPF (in respect of itself and BP2F) and BGL (in respect of itself) accept responsibility for the information contained in this Fourth Supplement, save that BNPP B.V., BP2F, BNPPF and BGL accept no responsibility for the information contained in the Third Update to the BNPP 2014 Registration Document. To the best of the knowledge of BNPP, BNPP B.V., BP2F, BNPPF and BGL (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 Fourth Supplement.

To the extent that there is any inconsistency between (i) any statement in this Fourth 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 Fourth Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the Previous Supplements. References in this Fourth 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 Fourth Supplement may be obtained free of charge at the specified offices of BNP Paribas Securities Services, Luxembourg Branch and BNP Paribas Arbitrage S.N.C. and will be available on the website of BNP Paribas (<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>) and on the website of the AMF (www.amf-france.org).

This Fourth 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 Fourth Supplement has been prepared for the purposes of:

- (A) incorporating by reference BNPP's *Actualisation du Document de référence 2014 déposée auprès de l'AMF le 30 octobre 2015* (in English) (the "**Third Update to the BNPP 2014 Registration Document**");
- (B) amending the "Programme Summary in relation to this Base Prospectus" and the "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus";
- (C) amending the "Risk Factors";
- (D) amending the "Form of Final Terms for Notes";
- (E) amending the "Form of Final Terms for W&C Securities";
- (F) amending the "Terms and Conditions for W&C Securities";
- (G) amending Annex 5 - Additional Terms and Conditions for Debt Securities;
- (H) amending the "Index of Defined Terms in respect of the W&C Securities";
- (I) amending the "Index of Defined Terms in respect of Notes";
- (J) amending the "Description of BNPP Indices";
- (K) amending the "General Information" section; and

- (L) amending the "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus (in French)".

The amendments referred to in (A) above have been made to update the BNPP disclosure. The amendments referred to in (B), (K) and (L) above have been made to reflect the updated disclosure referred to in (A) above. The amendments referred to in (B) above have also been made to disclose the possibility that the "Up Cap Percentage" component of the final payout may not be known at the beginning of an offer period and may as a result be specified as an indicative range. The amendments referred to in (C) above have been made to (i) update the risk factor relating to the implementation of the EU Resolution and Recovery Directive in France following its transposition into French law; (ii) disclose the possibility that the "Up Cap Percentage" component of the final payout may not be known at the beginning of an offer period and may as a result be specified as an indicative range; and (iii) reflect the amendments referred to in (G) below. The amendments referred to in (F) above have been made to amend the Premium Amount provisions so that if an Automatic Early Redemption Event occurs, no Premium Amount will be payable unless the Premium Amount Payment Date falls on or prior to the Automatic Early Redemption Date. The amendments referred to in (G) above has been made to amend the definition of "Settlement Price" so that a bid price, mid price, offer price, bid yield, mid yield or an offer yield may be referenced for Debt Securities. The amendments referred to in (D), (E), (H) and (I) above have been made to reflect the amendments referred to in (G) above. The amendments referred to in (H) above have also been made to correct a typographical error in the Index of Defined Terms in respect of the W&C Securities. The amendments referred to in (J) above have been made to add two new indices to the Base Prospectus.

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 Fourth 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 Fourth 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 Fourth Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 13 November 2015.

TABLE OF CONTENTS

Page

Amendments to the Cover Page	5
Programme Summary in relation to this Base Prospectus and the Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus	6
Amendments to the Risk Factors	10
Documents incorporated by Reference	13
Amendments to the Form of Final Terms for Notes	15
Amendments to the Form of Final Terms for W&C Securities	16
Amendments to the Terms and Conditions of the W&C Securities	17
Amendments to Annex 5 - Additional Terms and Conditions for Debt Securities	18
Amendments to the Index of Defined Terms in respect of the W&C Securities	19
Amendments to the Index of Defined Terms in respect of Notes	20
Amendments to the Description of BNPP Indices	21
Amendments to the General Information Section	22
Amendments to the Programme Summary in relation to the Base Prospectus (In French) and the Pro Forma Issue Specific Summary of the Programme in relation to the Base Prospectus (In French)	24
Responsibility Statement	28

AMENDMENTS TO THE COVER PAGE

In relation to the amendments to the cover pages set out in this section, text which, by virtue of this Fourth Supplement, is added to the cover pages is shown underlined.

The third paragraph on page 2 of the Base Prospectus is amended as follows:

In certain circumstances at the commencement of an offer period in respect of Securities but prior to the issue date, certain specific information (specifically, the fixed rate of interest, minimum and/or maximum rate of interest payable, the margin applied to the floating rate of interest payable, the gearing applied to the interest or final payout, the Gearing Up applied to the final payout, (in the case of Autocall Securities, Autocall One Touch Securities or Autocall Standard Securities) the FR Rate component of the final payout (which will be payable if certain conditions are met, as set out in the Payout Conditions), the AER Exit Rate used if an Automatic Early Redemption Event occurs, the Bonus Coupon component of the final payout (in the case of Vanilla Digital Securities), the Up Cap Percentage component of the final payout (in the case of Certi-Plus: Generic Securities, Certi-Plus: Generic Knock-in Securities and Certi-Plus: Generic Knock-out Securities), any constant percentage (being any of Constant Percentage, Constant Percentage 1, Constant Percentage 2, Constant Percentage 3 or Constant Percentage 4) component of the final payout (which will be payable if certain conditions are met, as set out in the Payout Conditions) and/or the Knock-in Level and/or Knock-out Level used to ascertain whether a Knock-in Event or Knock-out Event, as applicable, has occurred) may not be known. In these circumstances, the Final Terms will specify an indicative range in respect of the relevant rates, levels or percentages and the actual rate, level or percentage, as applicable, will be notified to investors prior to the Issue Date. Accordingly, in these circumstances investors will be required to make their decision to invest in the relevant Securities based on the indicative range specified in the Final Terms. Notice of the actual rate, level or percentage, as applicable, will be published in the same manner as the publication of the Final Terms.

**PROGRAMME SUMMARY IN RELATION TO 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 17 to 67 of the Base Prospectus is amended as follows:

(a) Element B.9 is deleted in its entirety and replaced with the following:

B.9	Profit forecast or estimates	Not applicable, as there are no profit forecasts or estimates made in respect of the Issuer in the Base Prospectus to which this Summary relates.
------------	------------------------------	---

(b) In Element B.12, the following new table in relation to BNPP is inserted immediately below the table entitled "**Comparative Interim Financial Data for the six month period ended 30 June 2015 – In millions of EUR**" (which was added to the Base Prospectus by virtue of the First Supplement) and immediately above the heading "**In relation to BGL:**":

Comparative Interim Financial Data for the nine-month period ended 30 September 2015 – In millions of EUR		
	9M15	9M14*
Revenues	32,489	29,018
Cost of Risk	(2,829)	(2,693)
Net Income, Group Share	6,029	(1,220)
	30/09/2015	31/12/2014*
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.7%	10.3%
Total consolidated balance sheet	2,145,416	2,077,758
Consolidated loans and receivables due from customers	676,548	657,403
Consolidated items due to customers	675,143	641,549
Shareholders' equity (Group share)	94,788	89,458
<i>* Restated according to the IFRIC 21 interpretation.</i>		

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

B.13	Events impacting the Issuer's solvency	Not applicable, as at 10 September 2015 (in the case of BNPP B.V. and BP2F), 8 October 2015 (in the case of BGL) and 9 November 2015 (in the case of BNPP) 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 30 June 2015.
--	--	---

(d) Element B.19/B.9 is deleted in its entirety and replaced with the following:

B.19/B.9	Profit forecast or estimates	Not applicable, as there are no profit forecasts or estimates made in respect of the Guarantor in the Base Prospectus to which this Summary relates.
-----------------	------------------------------	--

(e) Element D.3 is amended as follows:

- (i) the third sentence from the end of the first paragraph of Element D.3 is amended by the insertion of the words "the Up Cap Percentage component of the final payout (in the case of Certi-Plus: Generic Securities, Certi-Plus Generic Knock-in Securities and Certi-Plus: Generic Knock-out Securities)," immediately following the text "(in the case of Vanilla Digital Securities),"; and
- (ii) the penultimate sentence in the first paragraph of Element D.3 is amended by the insertion of the words "Up Cap Percentage," immediately following the words "Bonus Coupon,".

2. The "Pro Forma Issue Specific Summary of the Programme" on pages 68 to 124 of the Base Prospectus is amended as follows:

(a) Element B.9 is deleted in its entirety and replaced with the following:

B.9	Profit forecast or estimates	Not applicable, as there are no profit forecasts or estimates made in respect of the Issuer in the Base Prospectus to which this Summary relates.
------------	------------------------------	---

(b) In Element B.12, the "J" following the text "*IFRIC 21 interpretation.*" in the table relating to BNPP entitled "**Comparative Interim Financial Data for the six month period ended 30 June 2015 – In millions of EUR**" (which was added to the Base Prospectus by virtue of the First Supplement) is deleted.

(c) In Element B.12, the following new table in relation to BNPP is inserted immediately below the table entitled "**Comparative Interim Financial Data for the six month period ended 30 June 2015 – In millions of EUR**" (which was added to the Base Prospectus by virtue of the First Supplement) and immediately above the heading "[*Insert where BGL is the Issuer:*":

Comparative Interim Financial Data for the nine-month period ended 30 September 2015 – In millions of EUR		
	9M15	9M14*
Revenues	32,489	29,018
Cost of Risk	(2,829)	(2,693)
Net Income, Group Share	6,029	(1,220)

	30/09/2015	31/12/2014*
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.7%	10.3%
Total consolidated balance sheet	2,145,416	2,077,758
Consolidated loans and receivables due from customers	676,548	657,403
Consolidated items due to customers	675,143	641,549
Shareholders' equity (Group share)	94,788	89,458
* Restated according to the IFRIC 21 interpretation.]		

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

B.13	Events impacting the Issuer's solvency	[Not applicable, as at [insert in the case of BNPP B.V. and BP2F: 10 September 2015]/[insert in the case of BGL: 8 October 2015]/[insert in the case of BNPP: 9 November 2015] 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 30 June 2015.] [Specify any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency.]
-------------	--	---

- (e) Element B.19/B.9 is deleted in its entirety and replaced with the following:

B.19/B.9	Profit forecast or estimates	Not applicable, as there are no profit forecasts or estimates made in respect of the Guarantor in the Base Prospectus to which this Summary relates.
-----------------	------------------------------	--

- (f) In Element B.19/B.12, the "]" following the text "*IFRIC 21 interpretation.*" in the table relating to BNPP entitled "**Comparative Interim Financial Data for the six month period ended 30 June 2015 – In millions of EUR**" (which was added to the Base Prospectus by virtue of the First Supplement) is deleted.
- (g) In Element B.19/B.12, the following new table in relation to BNPP is inserted immediately below the table entitled "**Comparative Interim Financial Data for the six month period ended 30 June 2015 – In millions of EUR**" (which was added to the Base Prospectus by virtue of the First Supplement) and immediately above the heading "[Insert where BNPPF is the Guarantor:":

Comparative Interim Financial Data for the nine-month period ended 30 September 2015 – In millions of EUR		
	9M15	9M14*
Revenues	32,489	29,018

Cost of Risk	(2,829)	(2,693)
Net Income, Group Share	6,029	(1,220)
	30/09/2015	31/12/2014*
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.7%	10.3%
Total consolidated balance sheet	2,145,416	2,077,758
Consolidated loans and receivables due from customers	676,548	657,403
Consolidated items due to customers	675,143	641,549
Shareholders' equity (Group share)	94,788	89,458
* Restated according to the IFRIC 21 interpretation.]		

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

B.19/B.13	Events impacting the Issuer's solvency	<p>[As at <i>[insert in the case of BNPPF: 10 September 2015]</i>/<i>[insert in the case of BNPP: 9 November 2015]</i> and to the best of the Guarantor's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency since 30 June 2015.]</p> <p><i>[Specify any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency.]</i></p>
------------------	--	--

(i) Element D3 is amended as follows:

- (i) the third sentence from the end of the first paragraph of Element D.3 is amended by the insertion of the words "[Up Cap Percentage]" immediately following the words "[Bonus Coupon]"; and
- (ii) the penultimate sentence in the first paragraph of Element D.3 is amended by the insertion of the words "[Up Cap Percentage]" immediately following the words "[Bonus Coupon]".

AMENDMENTS TO THE RISK FACTORS

In relation to the amendments to the "Risk Factors" section of the Base Prospectus set out in this section, (i) text which, by virtue of this Fourth Supplement, is added to the "Risk Factors" section of the Base Prospectus is shown underlined and (ii) text which, by virtue of this Fourth Supplement, is deleted from the "Risk Factors" section of the Base Prospectus is shown with a line through the middle of the relevant deleted text.

The "Risk Factors" section of the Base Prospectus is amended as follows:

(a) The risk factor entitled "EU Resolution and Recovery Directive" is amended as follows:

(i) the third paragraph under the heading is amended as follows:

~~The BRRD contains four resolution tools and powers which may be used alone or in combination where the relevant resolution authority considers that (a) an institution is failing or likely to fail, (b) there is no reasonable prospect that any alternative private sector measures or supervisory action would prevent the failure of such institution within a reasonable timeframe, and (c) a resolution action is in the public interest: (i) sale of business – which enables resolution authorities to direct the sale of the firm or the whole or part of its business on commercial terms; (ii) bridge institution – which enables resolution authorities to transfer all or part of the shares, assets or liabilities business of the firm to a "bridge institution" (an entity created for this purpose that is wholly or partially in public control); (iii) asset separation – which enables resolution authorities to transfer impaired or problem assets to one or more publicly owned asset management vehicles to allow them to be managed with a view to maximising their value through eventual sale or orderly wind-down (this can be used together with another resolution tool only); and (iv) bail-in – which gives resolution authorities the power to write down certain claims of unsecured creditors of a failing institution and to convert certain unsecured debt claims including Securities to equity (the "general bail-in tool"), which equity could also be subject to any future application of the general bail-in tool.~~

; and

(ii) the final paragraph under the heading is amended as follows:

~~In the case of Securities issued by BNPP B.V. and BP2F, the exercise of any power under the BRRD and its implementing provisions in respect of BNPP or BNPPF respectively as Guarantor could materially adversely affect the ability of BNPP B.V. and BP2F (as the case may be) as Issuer to satisfy its obligations under any Securities, which in turn may have a material adverse effect on the rights of holders of Securities and the price or value of their investment in any Securities.~~

(b) The risk factor entitled "Implementation of BRRD in France" is amended as follows:

Implementation of BRRD in France

~~The French law dated 26 July 2013 on separation and regulation of banking activities (*loi de séparation et de régulation des activités bancaires*) (the "SRAB Law") that anticipated the implementation of the BRRD (as defined below) has established, among other things, a resolution regime applicable to French credit institutions and investment firms that gives resolution powers to a new resolution board of the French Prudential Supervisory Authority, renamed the *Autorité de contrôle prudentiel et de résolution* ("ACPR"). The SRAB Law provides that the French resolution board may, at its discretion, when the point of non-viability is reached, take resolution measures such as the transfer of shares or assets to an acquirer or a bridge bank. It may also cancel or reduce share capital, and subsequently if necessary write down, cancel or convert to equity deeply subordinated notes, *titres participatifs* and any other low-ranking subordinated notes whose terms provide that they absorb losses on a going concern basis and thereafter do the same with other subordinated instruments.~~

~~On 15 May 2014, the Council of the European Union adopted the BRRD. The BRRD will now have to be implemented in France and in this regard French law no. 2014-1662 dated 30 December 2014 entitled "Loi portant diverses dispositions d'adaptation au droit de l'Union européenne en matière économique et financière" has granted to the French Government the right to implement the BRRD by ordinance by 31 August 2015.~~

~~The SRAB Law has already entered into force in France, the provisions of the SRAB Law will however need to be amended to reflect the final version of the BRRD. The amendments which will be made to reflect the BRRD in the future remain unknown at this stage.~~

The implementation of the BRRD into French law has been made by two texts of legislative nature. Firstly, the banking law dated 26 July 2013 regarding the separation and the regulation of banking activities (*loi de séparation et de régulation des activités bancaires*) (as modified by the *ordonnance* dated 20 February 2014 (*Ordonnance portant diverses dispositions d'adaptation de la législation au droit de l'Union européenne en matière financière*)) (the "Banking Law") implemented partially the BRRD in anticipation. Secondly, *Ordonnance* No. 2015-1024 dated 20 August 2015 (*Ordonnance n° 2015-1024 du 20 août 2015 portant diverses dispositions d'adaptation de la législation au droit de l'Union européenne en matière financière*) (the "*Ordonnance*") published in the Official Journal of the French Republic dated 21 August 2015 has introduced various provisions amending (among others, crisis prevention and management measures applicable to credit institutions, provided for in Articles L. 613-48 et seq. of the French *Code monétaire et financier*) and supplementing the Banking Law to adapt French law to the BRRD.

The *Ordonnance* is for the most part currently in effect, although certain provisions, including those relating to the minimum requirement for own funds and eligible liabilities ("MREL") and the bail-in tool, will apply as from 1 January 2016.

Under the *Ordonnance*, French credit institutions will have to meet, at all times, a minimum requirement for own funds and eligible liabilities pursuant to Article L. 613-44 of the French *Code monétaire et financier*. The MREL shall be expressed as a percentage of the total liabilities and own funds of the institution and aims at avoiding institutions structuring their liabilities in a manner that impedes the effectiveness of the bail-in tool.

The powers set out in the BRRD and, ~~to a certain extent, the powers already set out in the SRAB Law, its implementing provisions~~ will impact how credit institutions and investment firms are managed as well as, in certain circumstances, the rights of creditors.

When the debt bail-in tool and the statutory write-down and conversion power will become applicable to the relevant Issuer or the Guarantor, the Securities may be subject to write-down or conversion into equity on any application of the bail-in tool, which may result in such holders losing some or all of their investment. The exercise of any power under the BRRD and ~~the SRAB Law its implementing provisions~~ or any suggestion of such exercise could materially adversely affect the rights of Noteholders, the price or value of their investment in any Securities and/or the ability of the relevant Issuer or the Guarantor to satisfy its obligations under any Securities.

Regulation (EU) no. 806/2014 of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund has established a centralised power of resolution and entrusted to a Single Resolution Board and to the national resolution authorities. Starting on 1 January 2015, the Single Resolution Board works in close cooperation with the ~~ACPR~~ *Autorité de contrôle prudentiel et de résolution*, in particular in relation to the elaboration of resolution planning, and will assume full resolution powers, on 1 January 2016 provided that the conditions for the transfer of contributions to the Single Resolution Fund are met by that date.

(c) The risk factor entitled "*Certain specific information may not be known at the beginning of an offer period*" is amended as follows:

(i) the first paragraph under the heading is amended as follows:

In certain circumstances at the commencement of an offer period in respect of Securities but prior to the issue date of such Securities certain specific information (specifically the fixed rate of interest, minimum and/or maximum rate of interest payable, the margin applied to the floating rate of interest payable, the Gearing applied to the interest or final payout, the Gearing Up applied to the final payout, (in the case of Autocall Securities, Autocall One Touch Securities or Autocall Standard Securities) the FR Rate component of the final payout (which will be payable if certain conditions are met, as set out in the Payout Conditions), the AER Exit Rate used if an Automatic Early Redemption Event occurs, the Bonus Coupon component of the final payout (in the case of Vanilla Digital Securities), the Up Cap Percentage component of the final payout (in the case of Certi-Plus: Generic Securities, Certi-Plus: Generic Knock-in Securities and Certi-Plus: Generic Knock-out Securities), any Constant Percentage (being any of Constant Percentage, Constant Percentage 1, Constant Percentage 2, Constant Percentage 3 or Constant Percentage 4) component of the final payout (which will be payable if certain conditions are met, as set out in the Payout Conditions) and/or the Knock-in Level and/or Knock-out Level used to ascertain whether a Knock-in Event or Knock-out Event, as applicable, has occurred) may not be known. In these circumstances the Final Terms will specify in place of the relevant rate, level or percentage, as applicable, an indicative range of rates, levels or percentages. The actual rate, level or percentage, as applicable, applicable to the Securities will be selected by the Issuer from within the range and will be notified to investors prior to the Issue Date. The actual rate, level or percentage, as applicable, will be determined in accordance with market conditions by the Issuer in good faith and in a commercially reasonable manner.

; and

(ii) the final paragraph under the heading is amended as follows:

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

; and

(d) the paragraph under the heading "*Certain Considerations Associated with Debt Securities*" is amended as follows:

An investment in Debt Securities will entail significant risks not associated with an investment in a conventional debt security. On redemption or exercise, as the case may be, of Debt Securities, Holders will receive an amount (if any) determined by reference to the ~~value-price or yield~~ of the underlying debt instrument(s) (as specified in the applicable Final Terms) and/or the physical delivery of a given number of debt instrument(s). Accordingly, an investment in Debt Securities may bear similar market risks to a direct debt instrument investment, and investors should take advice accordingly. Debt Linked Interest Notes or Certificates pay interest calculated by reference to the ~~value-price or yield~~ of the underlying debt instrument(s) (as specified in the applicable Final Terms).

DOCUMENTS INCORPORATED BY REFERENCE

On 30 October 2015, BNPP filed with the AMF the *Actualisation du Document de référence 2014 déposée auprès de l'AMF le 30 octobre 2015* including the unaudited financial information of BNPP as at and for the nine-month period ending 30 September 2015.

A free translation of BNPP's *Actualisation du Document de référence 2014 déposée auprès de l'AMF le 30 octobre 2015* has been filed with the AMF on 30 October 2015 for the purposes of the Prospectus Directive and, by virtue of this Fourth Supplement and other than the sections entitled "Persons Responsible for the Update to the Registration Document", the "Table of Concordance" and any reference to a completion letter (*lettre de fin de travaux*) therein, is incorporated by reference in, and forms part of, the Base Prospectus.

The section "**DOCUMENTS INCORPORATED BY REFERENCE**" in the Base Prospectus, as amended by the Previous Supplements is updated as follows:

- (a) the text "and" (which was added to the Base Prospectus by virtue of the Third Supplement) at the end of paragraph (t) is deleted;
- (b) the text "; and" is inserted at the end of paragraph (u) (which was added to the Base Prospectus by virtue of the Third Supplement);
- (c) the following new paragraph (v) is added under paragraph (u) (which was added to the Base Prospectus by virtue of the Third Supplement):

"(v) BNPP's *Actualisation du Document de référence 2014 déposée auprès de l'AMF le 30 octobre 2015* (in English) (other than the sections entitled "Persons Responsible for the Update to the Registration Document", the "Table of Concordance" and any reference to a completion letter (*lettre de fin de travaux*) therein) (**the "Third Update to the BNPP 2014 Registration Document"**);"; and

- (d) the following table is inserted immediately following the table entitled "*Second Update to the BNPP 2014 Registration Document*":

<i>Third Update to the BNPP 2014 Registration Document</i>		
1.	Quarterly Financial Information	Pages 3 to 71 of the Third Update to the BNPP 2014 Registration Document
1.1	Group Presentation	Page 3 of the Third Update to the BNPP 2014 Registration Document
1.2	Third Quarter 2015 Results	Pages 4 to 69 of the Third Update to the BNPP 2014 Registration Document
1.3	Balance Sheet as at 30 September 2015	Page 70 of the Third Update to the BNPP 2014 Registration Document
1.4	Long – term and short – term credit ratings	Page 71 of the Third Update to the BNPP 2014 Registration Document
1.5	Related Parties	Page 71 of the Third Update to the BNPP 2014 Registration Document
1.6	Risk Factors	Page 71 of the Third Update to the BNPP 2014 Registration Document

1.7	Recent Events	Page 71 of the Third Update to the BNPP 2014 Registration Document
2.	Corporate Governance	Page 72 of the Third Update to the BNPP 2014 Registration Document
3.	Risks and Capital Adequacy (unaudited)	Pages 73 to 77 of the Third Update to the BNPP 2014 Registration Document
4.	Additional Information	Pages 78 to 79 of the Third Update to the BNPP 2014 Registration Document
4.1	Documents on Display	Page 78 of the Third Update to the BNPP 2014 Registration Document
4.2	Contingent Liabilities	Page 78 of the Third Update to the BNPP 2014 Registration Document
4.3	Significant Changes	Page 79 of the Third Update to the BNPP 2014 Registration Document
4.4	Trends	Page 79 of the Third Update to the BNPP 2014 Registration Document
5.	Statutory Auditors	Page 80 of the Third Update to the BNPP 2014 Registration Document

(e) In the penultimate paragraph, the penultimate sentence is deleted and replaced with the following:

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

AMENDMENTS TO THE FORM OF FINAL TERMS FOR NOTES

In relation to the amendments to the Form of Final Terms for Notes set out in this section, text which, by virtue of this Fourth Supplement, is added to the Form of Final Terms for Notes is shown underlined.

The Form of Final Terms for Notes, as set out on pages 219 to 281 of the Base Prospectus, is amended as follows:

(a) "PART A – CONTRACTUAL TERMS" is amended as follows:

- (i) by the insertion of a new sub-paragraph 43(c) as follows (with each subsequent sub-paragraph re-numbered accordingly):

(c) Reference Price: [The Reference Price[s] for [insert relevant Debt Instrument(s)] is/are the [bid price]/[mid price]/[offer price]/[bid yield]/[mid yield]/[offer yield].] [Not applicable]
(Not applicable if Futures Price Valuation applicable)

; and

- (ii) by the insertion of a new sub-paragraph 60(c) as follows (with each subsequent sub-paragraph re-numbered accordingly):

(c) Reference Price: [The Reference Price[s] for [insert relevant Debt Instrument(s)] is/are the [bid price]/[mid price]/[offer price]/[bid yield]/[mid yield]/[offer yield].] [Not applicable]
(Not applicable if Futures Price Valuation applicable)

AMENDMENTS TO THE FORM OF FINAL TERMS FOR W&C SECURITIES

In relation to the amendments to the Form of Final Terms for W&C Securities set out in this section, text which, by virtue of this Fourth Supplement, is added to the Form of Final Terms for W&C Securities is shown underlined.

The Form of Final Terms for W&C Securities, as set out on pages 282 to 367 of the Base Prospectus, is amended as follows:

(a) "PART A – CONTRACTUAL TERMS" is amended as follows:

(i) by the insertion of new sub-paragraph 28(c) as follows (with each subsequent sub-paragraph re-numbered accordingly):

(c) Reference Price: [The Reference Price[s] for [insert relevant Debt Instrument(s)] is/are the [bid price]/[mid price]/[offer price]/[bid yield]/[mid yield]/[offer yield].] [Not applicable]
(Not applicable if Futures Price Valuation applicable) ;

and

(ii) by the insertion of a new sub-paragraph 43(n)(x) as follows (with each subsequent sub-paragraph re-numbered accordingly):

(x) Reference Price: [The Reference Price[s] for [insert relevant Debt Instrument(s)] is/are the [bid price]/[mid price]/[offer price]/[bid yield]/[mid yield]/[offer yield].] [Not applicable]
(Not applicable if Futures Price Valuation applicable)

AMENDMENTS TO THE TERMS AND CONDITIONS OF THE W&C SECURITIES

In relation to the amendments to the Terms and Conditions of the W&C Securities set out this section: (i) text which, by virtue of this Fourth Supplement, is deleted from the Terms and Conditions of the W&C Securities is shown with a line drawn through the middle of the relevant deleted text; and (ii) text which by virtue of this Fourth Supplement, is added to the Terms and Conditions of the W&C Securities, is shown underlined.

The Terms and Conditions of the W&C Securities on pages 455 to 598 of the Base Prospectus are amended as follows:

W&C Security Condition 33.3 is amended as follows:

- 33.3 Each W&C Security will pay the Premium Amount on each Premium Amount Payment Date, provided that, if Automatic Early Redemption is specified as applicable in the applicable Final Terms, ~~no Automatic Early Redemption Event has occurred on or prior to such Premium Amount Payment Date. If an Automatic Early Redemption Event has occurred on or prior to a Premium Amount Payment Date, no Premium Amount will be paid on such Premium Amount Payment Date~~payable unless the Premium Amount Payment Date falls on or prior to the Automatic Early Redemption Date.

AMENDMENTS TO ANNEX 5 - ADDITIONAL TERMS AND CONDITIONS FOR DEBT SECURITIES

In relation to the amendments to Annex 5 – Additional Terms and Conditions for Debt Securities set out in this section: (i) text which, by virtue of this Fourth Supplement, is deleted from Annex 5 – Additional Terms and Conditions for Debt Securities is shown with a line drawn through the middle of the relevant deleted text; and (ii) text which by virtue of this Fourth Supplement, is added to Annex 5 – Additional Terms and Conditions for Debt Securities, is shown underlined.

Annex 5 – Additional Terms and Conditions for Debt Securities is amended as follows:

- (a) The definition of "Settlement Price" in Debt Security Condition 1 is as amended as follows:

"Settlement Price" means, unless otherwise stated in the applicable Final Terms, in relation to each Cash Settled Security, or in the case of Warrants, if Units are specified in the applicable Final Terms, each Unit, as the case may be, subject as referred to in "Averaging Date" or "Valuation Date":

- (a) in the case of Debt Securities relating to a basket of Debt Instruments, an amount equal to the sum of the values calculated for each Debt Instrument as (x) ~~the bid price for such Debt Instrument as determined by or on behalf of the Calculation Agent by reference to the bid price~~Reference Price for such Debt Instrument appearing on the Relevant Screen Page at the Valuation Time as determined by or on behalf of the Calculation Agent on (a) if Averaging is not specified in the applicable Final Terms, the Valuation Date or (b) if Averaging is specified in the applicable Final Terms, an Averaging Date, or if such price is not available, the arithmetic mean of the ~~bid prices~~Reference Prices for such Debt Instrument at the Valuation Time on such Averaging Date or the Valuation Date, as the case may be, as received by it from two or more market-makers (as selected by the Calculation Agent) in such Debt Instrument, such ~~bid~~-prices to be expressed as a percentage of the nominal amount of such Debt Instrument (y) multiplied by the product of the nominal amount of such Debt Instrument and the relevant Weighting; and
- (b) in the case of Debt Securities relating to a single Debt Instrument, an amount equal to (x) ~~the bid price for the Debt Instrument as determined by or on behalf of the Calculation Agent by reference to the bid price~~Reference Price for such Debt Instrument appearing on the Relevant Screen Page at the Valuation Time as determined by or on behalf of the Calculation Agent on (a) if Averaging is not specified in the applicable Final Terms, the Valuation Date or (b) if Averaging is specified in the applicable Final Terms, an Averaging Date, or if such price is not available, the arithmetic mean of the ~~bid prices~~Reference Prices for such Debt Instrument at the Valuation Time on such Averaging Date or the Valuation Date, as the case may be, as received by it from two or more market-makers (as selected by the Calculation Agent) in such Debt Instrument, such ~~bid~~-prices to be expressed as a percentage of the nominal amount of the Debt Instrument (y) multiplied by the nominal amount of such Debt Instrument.

; and

- (b) Debt Security Condition 11 is amended by the insertion of the following new definition in alphabetical order:

""**Reference Price**" means, in respect of a Debt Instrument, the bid price, mid price, offer price, bid yield, mid yield or offer yield specified as such for such Debt Instrument in the applicable Final Terms.".

**AMENDMENTS TO THE INDEX OF DEFINED TERMS IN RESPECT OF THE W&C
SECURITIES**

The Index of Defined Terms in respect of the W&C Securities is amended as follows:

- (c) The definition of "**Premium Amount**" is deleted and replaced with the following:
"**Premium Amount**" is as defined in W&C Security Condition 33.6.";
- (d) The definition of "**Premium Amount Payment Date**" is deleted and replaced with the following:
"**Premium Amount Payment Date**" is as defined in W&C Security Condition 33.6.";
- (e) The definition of "**Premium Amount Period**" is deleted and replaced with the following:
"**Premium Amount Period**" is as defined in W&C Security Condition 33.6."; and
- (f) The following new definitions are inserted in alphabetical order
"**Premium Amount Commencement Date**" is as defined in W&C Security Condition 33.6."; and
"**Reference Price**" is as defined in Debt Security Condition 11.".

AMENDMENTS TO THE INDEX OF DEFINED TERMS IN RESPECT OF NOTES

The Index of Defined Terms in respect of Notes is amended by the insertion of the following new definition in alphabetical order:

""**Reference Price**" is as defined in Debt Security Condition 11.".

AMENDMENTS TO THE DESCRIPTION OF BNPP INDICES

The section "Description of BNPP Indices" on pages 1179 to 1219 of the Base Prospectus is amended as follows:

- (a) The following rows are added to the table beginning on page 1212 of the Base Prospectus under paragraph 14 (Liberty Indices):

Qualité du Management – ESG – 2016	EUR	TR	Oddo Asset Management	ENHAQM16
Qualité du Management – ESG – Dynamique	EUR	TR	Oddo Asset Management	ENHAQMDY

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The section "General Information" on pages 1399 to 1408 of the Base Prospectus is amended as follows:

- (a) The paragraphs under the heading "4. Documents Available" on pages 1399 to 1400 of the Base Prospectus are amended as follows:
- (i) by the deletion of the word "and" from the end of sub-paragraph (xxiii) (which was added to the Base Prospectus by virtue of the Third Supplement);
 - (ii) by the deletion of the "." at the end of sub-paragraph (xxiv) (which was added to the Base Prospectus by virtue of the Third Supplement) and its replacement with "; and";
 - (iii) by the insertion of the following new sub-paragraph (xxv):
 "(xxv) the Third Update to the BNPP 2014 Registration Document."; and
 - (iv) the deletion of the penultimate paragraph and its replacement with the following:
 "In the case of (iii), (ix), (xv), (xvi), (xvii), (xviii) and (xxv) above, the documents are also available via BNPP's website: "www.invest.bnpparibas.com". In addition, copies of this Base Prospectus and any documents incorporated by reference in this Base Prospectus are available via BNPP's website: (<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>)."; and
- (b) the table under the heading "18. Capitalization of BNPP and the BNP Paribas Group" on page 1408 of the Base Prospectus (updated by virtue of the First Supplement) is deleted and replaced with the following:

CAPITALIZATION OF BNPP AND THE BNP PARIBAS GROUP

 The capitalization of BNPP and the BNPP Group as at September 30 2015

Millions of Euros	B N P PARIBAS GROUP	B N P PARIBAS GROUP
	December 31 2014	September 30 2015
Medium-and Long Term Debt of which unexpired term to maturity is more than one year		
Debt securities at fair value through profit or lost	38 876	36 020
Other debt securities	74 322	67 484
Subordinated debt	10 746	12 149
Total Medium and Long-Term Debt.....	123 944	115 653
Shareholders' Equity and Equivalent		
Issued Capital	2 492	2 493
Additional paid-in capital.....	24 479	24 370

Preferred shares and equivalent instruments.....	6 589	7 818
Retained earnings	47 895	51 364
Unrealized or deferred gains and losses attributable to shareholders	6 091	6 155
Undated participating subordinated notes	222	222
Undated Subordinated FRNs.....	1 849	1 803
Total Shareholders' Equity and Equivalents	89 617	94 225
Minority Interest.....	4 141	4 004
Total Capitalization	217 702	213 882

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

1. Le "Résumé du Programme" figurant aux pages 1409 à 1468 du Prospectus de Base est modifié comme suit:

(a) L'Elément B.9 est supprimé et remplacé comme suit :

B.9	Prévision ou estimation du bénéfice	Sans objet, en l'absence de prévision ou estimation du bénéfice concernant l'Emetteur au sein du Prospectus de Base sur lequel ce Résumé porte.
------------	-------------------------------------	---

(b) Dans l'Elément B.12, immédiatement en-dessous du tableau intitulé « **Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – En millions d'EUR** » (inséré par le Premier Supplément) et immédiatement au-dessus du titre « **En relation avec BGL : »**, est inséré un nouveau tableau en relation avec BNPP comme suit :

Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2015 – En millions d'EUR		
	30/09/2015	30/09/2014*
Produit Net Bancaire	32.489	29.018
Coût du Risque	(2.829)	(2.693)
Résultat Net, part du Groupe	6.029	(1.220)
	30/09/2015	31/12/2014*
Ratio Common equity Tier 1 (Bâle 3 plein, CRD 4)	10,7%	10,3%
Total du bilan consolidé	2.145.416	2.077.758
Total des prêts et créances sur la clientèle	676.548	657.403
Total des dettes envers la clientèle	675.413	641.549
Capitaux Propres (part du Groupe)	94.788	89.458
<i>* Données retraitées par application de l'interprétation IFRIC 21.</i>		

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

B.13	Evénements impactant la solvabilité de	Sans objet, au 10 septembre 2015 (dans le cas de BNPP B.V. et BP2F), 8 octobre 2015 (dans le cas de BGL) et au 9 novembre 2015 (dans le cas de BNPP) et à la
-------------	--	--

	l'Emetteur	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 30 juin 2015.
--	------------	---

(d) L'Elément B.19/B.9 est supprimé et remplacé par ce qui suit :

B.19/B.9	Prévision ou estimation du bénéfice	Sans objet, en l'absence de prévision ou estimation du bénéfice concernant le Garant au sein du Prospectus de Base sur lequel ce Résumé porte.
-----------------	-------------------------------------	--

(e) L'Elément D.3 est modifié comme suit:

- (i) les mots "Titres Vanilles Digitaux" au sein de la troisième phrase à partir de la fin du premier paragraphe de l'Elément D.3 sont remplacés par les mots "Titres Vanilla Digital";
- (ii) la seconde phrase du premier paragraphe de l'Elément D.3 est modifiée par l'insertion des mots "la composante Up Cap Percentage de la Formule de Paiement Final (dans le cas de Titres Certi plus: Generic, de Titres Certi-Plus: Generic Knock-in et de Titres Certi-Plus: Generic Knock-out)," immédiatement après les mots "(dans le cas de Titres Vanilla Digital)," (tel que modifié conformément au sous-paragraphe (d)(i) ci-dessus); et
- (iii) l'avant-dernière phrase du premier paragraphe de l'Elément D.3 est modifiée par l'insertion des mots "l'Up Cap Percentage définitif," immédiatement après les mots "le Coupon Bonus définitif,".

2. Le "Modèle de Résumé du Programme Spécifique à l'Emission en relation avec le Prospectus de Base" figurant aux pages 1469 à 1535 du Prospectus de Base est modifié comme suit :

(a) L'Elément B.9 est supprimé et remplacé par ce qui suit :

B.9	Prévision ou estimation du bénéfice	Sans objet, en l'absence de prévision ou estimation du bénéfice concernant l'Emetteur au sein du Prospectus de Base sur lequel ce Résumé porte.
------------	-------------------------------------	---

(b) Dans l'Elément B.12, le caractère «] » après les mots « *Données retraitées par application de l'interprétation IFRIC 21.* » dans le tableau en relation avec BNPP intitulé « **Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – En millions d'EUR** » (inséré par le Premier Supplément) est supprimé.

(c) Dans l'Elément B.12, immédiatement en-dessous du tableau intitulé « **Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – En millions d'EUR** » (inséré par le Premier Supplément) et immédiatement au-dessus du titre « *[A insérer si BGL est l'Emetteur :]* », est inséré un nouveau tableau en relation avec BNPP comme suit :

Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2015 – En millions d'EUR

	30/09/2015	30/09/2014*
Produit Net Bancaire	32.489	29.018
Coût du Risque	(2.829)	(2.693)
Résultat Net, part du Groupe	6.029	(1.220)
	30/09/2015	31/12/2014*
Ratio Common equity Tier 1 (Bâle 3 plein, CRD 4)	10,7%	10,3%
Total du bilan consolidé	2.145.416	2.077.758
Total des prêts et créances sur la clientèle	676.548	657.403
Total des dettes envers la clientèle	675.143	641.549
Capitaux Propres (part du Groupe)	94.788	89.458
* Données retraitées par application de l'interprétation IFRIC 21.]		

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

B.13	Evénements impactant la solvabilité de l'Emetteur	[Sans objet, au [à insérer dans le cas de BNPP B.V. ou BP2F : 10 septembre 2015]/ [à insérer dans le cas de BGL : 8 octobre 2015]/ [à insérer dans le cas de BNPP : 9 novembre 2015] 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 30 juin 2015.] [préciser tous événements récents présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur.]
-------------	---	--

(e) L'Elément B.19/B.9 est supprimé et remplacé par ce qui suit:

B.19/B.9	Prévision ou estimation du bénéfice	Sans objet, en l'absence de prévision ou estimation du bénéfice concernant le Garant au sein du Prospectus de Base sur lequel ce Résumé porte.
-----------------	-------------------------------------	--

(f) Dans l'Elément B.19/B.12, le caractère «] » après les mots « Données retraitées par application de l'interprétation IFRIC 21. » dans le tableau en relation avec BNPP intitulé « **Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – En millions d'EUR** » (inséré par le Premier Supplément), est supprimé.

(g) Dans l'Elément B.19/B.12, immédiatement en-dessous du tableau intitulé « **Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – En millions**

d'EUR » (inséré par le Premier Supplément) et immédiatement au-dessus du titre « [A insérer si BNPP est le Garant : », est inséré un nouveau tableau en relation avec BNPP comme suit :

Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2015 – En millions d'EUR		
	30/09/2015	30/09/2014*
Produit Net Bancaire	32.489	29.018
Coût du Risque	(2.829)	(2.693)
Résultat Net, part du Groupe	6.029	(1.220)
	30/09/2015	31/12/2014*
Ratio Common equity Tier 1 (Bâle 3 plein, CRD 4)	10,7%	10,3%
Total du bilan consolidé	2.145.416	2.077.758
Total des prêts et créances sur la clientèle	676.548	657.403
Total des dettes envers la clientèle	675.143	641.549
Capitaux Propres (part du Groupe)	94.788	89.458
* Données retraitées par application de l'interprétation IFRIC 21.]		

(h) 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 [à insérer dans le cas de BNPPF : 10 septembre 2015]/[à insérer dans le cas de BNPP : 9 novembre 2015] et à la connaissance du Garant, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité du Garant depuis le 30 juin 2015.] [préciser tous événements récents présentant un intérêt significatif pour l'évaluation de la solvabilité du Garant.]
------------------	---	--

(i) L'Elément D.3 est modifié comme suit :

- (i) la seconde phrase du premier paragraphe de l'Elément D.3 est modifiée par l'insertion des mots "[Up Cap Percentage]" à la suite des mots "[Coupon Bonus]"; et
- (ii) l'avant-dernière phrase du premier paragraphe de l'Elément D.3 est modifiée par l'insertion des mots "[Up Cap Percentage]" immédiatement après les mots "[Coupon Bonus]".

RESPONSIBILITY STATEMENT

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

The consolidated financial statements as of and for the year ended 31 December 2013 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in the Base Prospectus. This report contains an emphasis of matter paragraph (paragraphe d'observations) referring, inter alia, to note 3.g to the consolidated financial statements regarding the provision related to US dollar payments involving parties subject to US sanctions.

The consolidated financial statements as of and for the year ended 31 December 2014 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in the Base Prospectus. This report contains an emphasis of matter paragraph (paragraphe d'observations) referring to note 3.g to the consolidated financial statements which outlines the costs related to the comprehensive settlement with US authorities.

The consolidated financial statements as of and for the six months ended 30 June 2015 of BNP Paribas were reviewed by statutory auditors who issued a report which is incorporated by reference in the First Supplement. This report contains an emphasis of matter paragraph (paragraphe d'observations).

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Lars Machenil
In his capacity as Chief Financial Officer

Dated 9 November 2015

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 Fourth Supplement the visa n° 15-568 on 10 November 2015. This Fourth Supplement has been prepared by BNPP, BNPP B.V., BP2F, BNPPF and BGL and BNPP's signatories assume responsibility for it on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL, provided that BNPP B.V., BGL, BP2F and BNPPF accept no responsibility for the Third Update to the BNPP 2014 Registration Document. This Fourth 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.

Fifth Supplement dated 7 January 2016
to the Note, Warrant and Certificate Programme Base Prospectus dated 9 June 2015



BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

BNP Paribas Fortis Funding

(incorporated in Luxembourg)

(as Issuer)

BNP Paribas Fortis SA/NV

(incorporated in Belgium)

(as Guarantor)

BGL BNP Paribas

(incorporated in Luxembourg)

(as Issuer)

Note, Warrant and Certificate Programme

This fifth supplement (the "**Fifth Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 9 June 2015 (the "**Base Prospectus**"), the first supplement to the Base Prospectus dated 6 August 2015 (the "**First Supplement**"), the second supplement to the Base Prospectus dated 10 September 2015 (the "**Second Supplement**"), the third supplement to the Base Prospectus dated 8 October 2015 (the "**Third Supplement**") and the fourth supplement to the Base Prospectus dated 10 November 2015 (the "**Fourth Supplement**" and, together with the First Supplement, the Second Supplement and the Third Supplement, the "**Previous Supplements**"), in each case, in relation to the Note, Warrant and Certificate Programme (the "**Programme**") of BNP Paribas Arbitrage Issuance B.V. ("**BNPP B.V.**"), BNP Paribas ("**BNPP**"), BNP Paribas Fortis Funding ("**BP2F**"), BNP Paribas Fortis SA/NV ("**BNPPF**") and BGL BNP Paribas ("**BGL**").

The 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. 15-262 on 9 June 2015 in respect of the Base Prospectus, visa no. 15-443 on 6 August 2015 in respect of the First Supplement, visa no. 15-478 on 10 September 2015 in respect of the Second Supplement, visa no.15-520 on 8 October 2015 in respect of the Third Supplement and visa no.15-568 on 10 November 2015 in respect of the Fourth Supplement. Application has been made to the AMF for

approval of this Fifth 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), BNPPF (in respect of itself and BP2F) and BGL (in respect of itself) accept responsibility for the information contained in this Fifth Supplement save that BNPP B.V., BP2F, BNPPF and BGL accept no responsibility for the information contained in the Fourth Update to the BNPP 2014 Registration Document. To the best of the knowledge of BNPP, BNPP B.V., BP2F, BNPPF and BGL (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 Fifth Supplement.

To the extent that there is any inconsistency between (i) any statement in this Fifth 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 Fifth Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the Previous Supplements. References in this Fifth 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 Fifth Supplement may be obtained free of charge at the specified offices of BNP Paribas Securities Services, Luxembourg Branch and BNP Paribas Arbitrage S.N.C. and will be available on the website of BNP Paribas (<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>) and on the website of the AMF (www.amf-france.org).

This Fifth 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 Fifth Supplement has been prepared for the purposes of:

- (A) incorporating by reference the *Actualisation du Document de référence 2014 déposée auprès de l'AMF le 28 décembre 2015* (in English) (the "**Fourth Update to the BNPP 2014 Registration Document**");
- (B) amending the cover page of the Base Prospectus;
- (C) 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"; and
- (D) amending the "General Information" section; and
- (E) amending the "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus (in French)".

The amendments referred to in (A) above have been made to update the BNPP disclosure. The amendments referred to in (B) above have been made to update the ratings of BNPP, BNPP B.V. and BNPPF. The amendments referred to in (C) and (E) above have been made to reflect the updated disclosure referred to in (A) and (B) above and amendments referred to in (D) above have been made to update the BNPP disclosure referred to in (A) 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 Fifth 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 Fifth 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 Fifth Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 12 January 2016.

TABLE OF CONTENTS

	Page
Amendments to the cover page of the Base Prospectus	5
Amendments to the Programme Summary in relation to the Base Prospectus and Pro Forma Issue Specific Summary of the Programme in relation to the Base Prospectus	6
Documents Incorporated by Reference	8
Amendments to the General Information Section	9
Amendments to the Programme Summary in relation to the Base Prospectus (In French) and to the Pro Forma Issue Specific Summary of the Programme in relation to the Base Prospectus (In French).....	10
Responsibility Statement	12

AMENDMENTS TO THE COVER PAGE OF THE BASE PROSPECTUS

BNPP's, BNPP B.V.'s, BNPPF's and BGL's long-term credit ratings by Standard & Poor's have been placed under CreditWatch negative on 2 December 2015.

The paragraph above the heading "Important Notice" on page three of the Base Prospectus, is deleted in its entirety and replaced by the following:

"BNPP's long-term credit ratings are A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS ("**Standard & Poor's**")), A1 with a stable outlook (Moody's Investors Service Ltd. ("**Moody's**")) and A+ with a stable outlook (Fitch France S.A.S. ("**Fitch France**")) and BNPP's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's) and F1 (Fitch France). BNPP B.V.'s long-term credit ratings are A+ under CreditWatch negative (Standard & Poor's) and BNPP B.V.'s short term credit ratings are A-1 (Standard & Poor's). BP2F's senior unsecured credit ratings are A+ (Standard & Poor's), A2 with a stable outlook (Moody's France SAS ("**Moody's France**")) and A+ with a stable outlook (Fitch Ratings Limited ("**Fitch**")) and BP2F's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch). BNPPF's long-term credit ratings are A+ under CreditWatch negative (Standard & Poor's), A2 with a stable outlook (Moody's France) and A+ with a stable outlook (Fitch) and BNPPF's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch). BGL's long-term credit ratings are A+ under CreditWatch negative (Standard & Poor's), A1 (with a stable outlook) (Moody's France) and A+ (with a stable outlook) (Fitch France) and BGL's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch France). Each of Standard & Poor's, Moody's, Fitch France, Moody's France and Fitch is established in the European Union and is registered under the Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such each of Standard & Poor's, Moody's, Fitch France, Moody's France and Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation. Securities issued under the Programme may be rated or unrated. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. Please also refer to "Credit Ratings may not Reflect all Risks" in the Risk Factors section of this Base Prospectus."

**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 17 to 67 of the Base Prospectus is amended as follows:

(a) Element B.17 is deleted in its entirety and replaced with the following:

B.17	Solicited credit ratings	<p>BNPP B.V.'s long term credit ratings are A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS) and BNPP B.V.'s short term credit ratings are A-1 (Standard & Poor's Credit Market Services France SAS).</p> <p>BNPP's long term credit ratings are A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS), A1 with a stable outlook (Moody's Investors Service Ltd.) and A+ with a stable outlook (Fitch France S.A.S.). BNPP's short-term credit ratings are A-1 (Standard and Poor's Credit Market Services France SAS), P-1 (Moody's Investors Service Ltd) and F1 (Fitch France S.A.S.).</p> <p>BP2F's senior unsecured credit ratings are A+ (Standard & Poor's Credit Market Services France SAS), A2 with a stable outlook (Moody's France SAS) and A+ with a stable outlook (Fitch Ratings Limited) and BP2F's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France SAS) and F1 (Fitch Ratings Limited).</p> <p>BGL's long-term credit ratings are A+ (under CreditWatch negative) (Standard & Poor's Credit Market Services France SAS), A1 (with a stable outlook) (Moody's France SAS) and A+ (with a stable outlook) (Fitch France S.A.S) and BGL's short-term credit ratings are A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's France SAS) and F1 (Fitch France S.A.S).</p> <p>Securities issued under the Programme may be rated or unrated.</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>
-------------	--------------------------	---

(b) Element B.19/B.17 is deleted in its entirety and replaced with the following:

B.19/B.17	Solicited credit ratings	<p>BNPPF's long-term credit ratings are A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS), A2 with a stable outlook (Moody's France SAS) and A+ with a stable outlook (Fitch Ratings Limited) and BNPPF's short-term credit ratings are A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's France SAS) and F1 (Fitch Ratings Limited).</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>
------------------	--------------------------	--

“

2. The "Pro Forma Issue Specific Summary of the Programme" on pages 68 to 124 of the Base Prospectus is amended as follows:

(a) Element B.17 is deleted in its entirety and replaced with the following:

B.17	Solicited credit ratings	<p><i>[Insert where BNPP B.V. is the Issuer: BNPP B.V.'s long term credit ratings are A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS) and BNPP B.V.'s short term credit ratings are A-1 (Standard & Poor's Credit Market Services France SAS).]</i></p> <p><i>[Insert where BNPP is the Issuer: BNPP's long-term credit ratings are [A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS)], [A1 with a stable outlook (Moody's Investors Service Ltd.)] and [A+ with a stable outlook (Fitch France S.A.S.)] BNPP's short-term credit ratings are [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's Investors Service Ltd.)] and [F1 (Fitch France S.A.S.)].]</i></p> <p><i>[Insert where BP2F is the Issuer: BP2F's senior unsecured credit ratings are [A+ (Standard & Poor's Credit Market Services France SAS)], [A2 with a stable outlook (Moody's France SAS)] and [A+ with a stable outlook (Fitch Ratings Limited)] and BP2F's short-term credit ratings are [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's France SAS)] and [F1 (Fitch Ratings Limited)].]</i></p> <p><i>[Insert where BGL is the Issuer: BGL's long-term credit ratings are [A+ (under CreditWatch negative) (Standard & Poor's Credit Market Services France SAS)], [A1 (with a stable outlook) (Moody's France SAS)] and [A+ (with a stable outlook) (Fitch France S.A.S.)] and BGL's short-term credit ratings are [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's France SAS)] and [F1 (Fitch France S.A.S.)].]</i></p> <p><i>[The Securities [have [not] been/are expected to be] rated [[●] by [●]]. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.]</i></p>
-------------	--------------------------	--

(b) Element B.19/B.17 is deleted in its entirety and replaced with the following:

B.19/B.17	Solicited credit ratings	<p><i>[Insert where BNPP is the Guarantor: BNPP's long term credit ratings are [A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS)], [A1 with a stable outlook (Moody's Investors Service Ltd.)] and [A+ with a stable outlook (Fitch France S.A.S.)] and BNPP's short-term credit ratings are [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's Investors Service Ltd.)] and [F1 (Fitch France S.A.S.)].]</i></p>
		<p><i>[Insert where BNPPF is the Guarantor: BNPPF's long-term credit ratings are [A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS)], [A2 with a stable outlook (Moody's France SAS)] and [A+ with a stable outlook (Fitch Ratings Limited)] and BNPPF's short-term credit ratings are [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's France SAS)] and [F1 (Fitch Ratings Limited)].]</i></p> <p><i>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.]</i></p>

DOCUMENTS INCORPORATED BY REFERENCE

On 28 December 2015, BNPP filed with the AMF the *Actualisation du Document de référence 2014 déposée auprès de l'AMF le 28 décembre 2015* including a press release on the completed 2015 Supervisory Review and Evaluation Process (SREP).

A free English translation of BNPP's *Actualisation du Document de référence 2014 déposée auprès de l'AMF le 28 décembre 2015* has been filed with the AMF on 28 December 2015 for the purposes of the Prospectus Directive and, by virtue of this Fifth Supplement and other than the sections entitled "Persons Responsible for the Update to the Registration Document", the "Table of Concordance" and any reference to a completion letter (*lettre de fin de travaux*) therein, is incorporated by reference in, and forms part of, the Base Prospectus.

The section "**DOCUMENTS INCORPORATED BY REFERENCE**" in the Base Prospectus, as amended by the Previous Supplements is updated as follows:

- (a) the text "and" (which was added to the Base Prospectus by virtue of the Fourth Supplement) at the end of paragraph (u) is deleted;
- (b) the text "; and" is inserted at the end of paragraph (v) (which was added to the Base Prospectus by virtue of the Fourth Supplement);
- (c) the following new paragraph (w) is added under paragraph (v) (which was added to the Base Prospectus by virtue of the Fourth Supplement):

"(w) the *Actualisation du Document de référence 2014 déposée auprès de l'AMF le 28 décembre 2015* (in English) (other than the sections entitled "Person Responsible for the Update to the Registration Document", the "Table of Concordance" and any reference to a completion letter (*lettre de fin de travaux*) therein) (the "**Fourth Update to the BNPP 2014 Registration Document**")."; and

- (d) the following table is inserted immediately following the table entitled "*Third Update to the BNPP 2014 Registration Document*":

<i>Fourth Update to the BNPP 2014 Registration Document</i>	
Recent Events	Page 4 of the Fourth Update to the BNPP 2014 Registration Document

- (e) In the penultimate paragraph, the penultimate sentence is deleted and replaced with the following:

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

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The section "General Information" on pages 1399 to 1408 of the Base Prospectus is amended as follows:

- (a) The paragraphs under the heading "4. Documents Available" on pages 1399 to 1400 of the Base Prospectus are amended as follows:
- (i) by the deletion of the word "and" from the end of sub-paragraph (xxiv) (which was added to the Base Prospectus by virtue of the Fourth Supplement);
 - (ii) by the deletion of the "." at the end of sub-paragraph (xxv) (which was added to the Base Prospectus by virtue of the Fourth Supplement) and its replacement with "; and";
 - (iii) by the insertion of the following new sub-paragraph (xxvi):
"(xxvi) the Fourth Update to the BNPP 2014 Registration Document."; and
 - (iv) the deletion of the penultimate paragraph and its replacement with the following:
"In the case of (iii), (ix), (xv), (xvi), (xvii), (xviii), (xxv) and (xxvi) above, the documents are also available via BNPP's website: "www.invest.bnpparibas.com". In addition, copies of this Base Prospectus and any documents incorporated by reference in this Base Prospectus are available via BNPP's website: (https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx)".

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

1. Le "Résumé du Programme" figurant aux pages 1410 à 1468 du Prospectus de Base est modifié comme suit:

(a) L'Elément B.17 est supprimé et remplacé comme suit :

B.17	Notations de crédit sollicitées	<p>Les notations à long terme de BNPP B.V. sont : A+ sous surveillance négative (Standard & Poor's Credit Market Services France SAS) et les notations à court terme de BNPP B.V. sont : A-1 (Standard & Poor's Credit Market Services France SAS).</p> <p>Les notations à long terme de BNPP sont : A+ sous surveillance négative (Standard & Poor's Credit Market Services France SAS), A1 avec une perspective stable (Moody's Investors Service Ltd.) et A+ avec une perspective stable (Fitch France S.A.S.) et les notations à court terme de BNPP sont : A-1 (Standard & Poor's Credit Market Services France SAS), P- 1 (Moody's Investors Service Ltd.) et F1 (Fitch France S.A.S.).</p> <p>Les titres d'emprunt senior non assortis de sûretés de BP2F sont notés A+ (Standard & Poor's Credit Market Services France SAS), A2 avec perspective stable (Moody's France SAS) et A+ avec une perspective stable (Fitch Ratings Limited) et les notations à court terme de BP2F sont : A-1 (Standard & Poor's), P-1 (Moody's France SAS) et F1 (Fitch Ratings Limited). Les Obligations émises dans le cadre du Programme pourront ou non faire l'objet d'une notation.</p> <p>Les notations à long terme de BGL sont : A+ (sous surveillance négative) Standard & Poor's Credit Market Services France SAS), A1 (avec une perspective stable) (Moody's France SAS) et A+ (avec une perspective stable) (Fitch France S.A.S.) et les notations à court terme de BGL sont : A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's France SAS) et F1 (Fitch France SAS).</p> <p>Les Titres émis dans le cadre du Programme pourront ou non faire l'objet d'une notation.</p> <p>Une notation n'est pas une recommandation d'achat, de vente ou de détention des titres concernés et peut être suspendue, réduite ou révoquée à tout moment par l'agence de notation qui l'a attribuée..</p>
-------------	---------------------------------	--

(b) Element B.19/B.17 is deleted in its entirety and replaced with the following:

B.19/ B.17	Notations de crédit sollicitées	<p>Les notations à long terme de BNPPF sont : A+ sous surveillance négative (Standard & Poor's Credit Market Services France SAS), A2 avec une perspective stable (Moody's France SAS) et A+ avec une perspective stable (Fitch Ratings Limited) et les notations à court terme de BNPPF sont : A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's France SAS) et F1 (Fitch Ratings Limited).</p> <p>Une notation n'est pas une recommandation d'achat, de vente ou de détention des titres concernés et peut être suspendue, réduite ou révoquée à tout moment par l'agence de notation qui l'a attribuée.</p>
-----------------------	---------------------------------	--

2. Le "Modèle de Résumé du Programme Spécifique à l'Emission en relation avec le Prospectus de Base" figurant aux pages 1469 à 1535 du Prospectus de Base est modifié comme suit :

(a) L'Elément B.17 est supprimé et remplacé comme suit :

<p>B.17</p>	<p>Notations de crédit sollicitées</p>	<p>[A indiquer si BNPP B.V. est l'Emetteur : Les notations à long terme de BNPP B.V. sont : A+ sous surveillance négative (Standard & Poor's Credit Market Services France SAS) et les notations à court terme de BNPP B.V. sont : A-1 (Standard & Poor's Credit Market Services France SAS).]</p> <p>[A indiquer si BNPP est l'Emetteur : Les notations à long terme de BNPP sont : [A+ sous surveillance négative (Standard & Poor's Credit Market Services France SAS)], [A1 avec une perspective stable (Moody's Investors Service Ltd.)] et [A+ avec une perspective stable (Fitch France S.A.S.)] et les notations à court terme de BNPP sont : [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's Investors Service Ltd.)] et [F1 (Fitch France S.A.S.)].]</p> <p>[A indiquer si BP2F est l'Emetteur : Les titres d'emprunt senior non assortis de sûretés de BP2F sont notés [A+ (Standard & Poor's Credit Market Services France SAS)], [A2 avec perspective stable (Moody's France SAS)] et [A+ avec une perspective stable (Fitch Ratings Limited)] et les notations à court terme de BP2F sont : [A-1 (Standard & Poor's)], [P-1 (Moody's France SAS)] et [F1 (Fitch Ratings Limited)].]</p> <p>[A indiquer si BGL est l'Emetteur : Les notations à long terme de BGL sont : [A+ (sous surveillance négative) (Standard & Poor's Credit Market Services France SAS)], [A1 (avec une perspective stable) (Moody's France SAS)] et [A+ (avec une perspective stable) (Fitch France S.A.S.)] et les notations à court terme de BGL sont : [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's France SAS)] et [F1 (Fitch France S.A.S.)].]</p> <p>[Les Titres [ont été / n'ont pas été] / [il est prévu que les Titres soient] notés [[●] par [●]]. Une notation n'est pas une recommandation d'achat, de vente ou de détention des titres concernés et peut être suspendue, réduite ou révoquée à tout moment par l'agence de notation qui l'a attribuée.]</p>
--------------------	--	---

(b) Element B.19/B.17 is deleted in its entirety and replaced with the following:

<p>B.19/ B17</p>	<p>Notations de crédit sollicitées</p>	<p>[A indiquer si BNPP est le Garant : Les notations à long terme de BNPP sont : [A+ sous surveillance négative (Standard & Poor's Credit Market Services France SAS)], [A1 avec une perspective stable (Moody's Investors Service Ltd.)] et [A+ avec une perspective stable (Fitch France S.A.S.)] et les notations à court terme de BNPP sont : [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's Investors Service Ltd.)] et [F1 (Fitch France S.A.S.)].]</p> <p>[A indiquer si BNPPF est le Garant : Les titres d'emprunt senior non assortis de sûretés de BNPPF sont notés [A+ sous surveillance négative (Standard & Poor's Credit Market Services France SAS)], [A2 avec perspective stable (Moody's France SAS)] et [A+ avec une perspective stable (Fitch Ratings Limited)] et les notations à court terme de BNPPF sont : [A-1 (Standard & Poor's)], [P-1 (Moody's France SAS)] et [F1 (Fitch Ratings Limited)].]</p> <p>Une notation n'est pas une recommandation d'achat, de vente ou de détention des titres concernés et peut être suspendue, réduite ou révoquée à tout moment par l'agence de notation qui l'a attribuée.]</p>
-----------------------------	--	--

RESPONSIBILITY STATEMENT

I hereby certify on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL, having taken all reasonable care to ensure that such is the case that, to the best of my knowledge, the information contained in this Fifth 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 Lars Machenil

in his capacity as Chief Financial Officer

Dated 7 January 2016



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 Fifth Supplement the visa n° 16-012 on 7 January 2016. This Fifth Supplement has been prepared by BNPP, BNPP B.V., BP2F, BNPPF and BGL and BNPP's signatories assume responsibility for it on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL, provided that BNPP B.V., BGL, BP2F and BNPPF accept no responsibility for the Fourth Update to the BNPP 2014 Registration Document.. This Fifth 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.

Sixth Supplement dated 29 February 2016

to the Note, Warrant and Certificate Programme Base Prospectus dated 9 June 2015



BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

BNP Paribas Fortis Funding

(incorporated in Luxembourg)

(as Issuer)

BNP Paribas Fortis SA/NV

(incorporated in Belgium)

(as Guarantor)

BGL BNP Paribas

(incorporated in Luxembourg)

(as Issuer)

Note, Warrant and Certificate Programme

This sixth supplement (the "**Sixth Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 9 June 2015 (the "**Base Prospectus**"), the first supplement to the Base Prospectus dated 6 August 2015 (the "**First Supplement**"), the second supplement to the Base Prospectus dated 10 September 2015 (the "**Second Supplement**"), the third supplement to the Base Prospectus dated 8 October 2015 (the "**Third Supplement**"), the fourth supplement to the Base Prospectus dated 10 November 2015 (the "**Fourth Supplement**") and the fifth supplement to the Base Prospectus dated 7 January 2016 (the "**Fifth Supplement**" and, together with the First Supplement, the Second Supplement, the Third Supplement and the Fourth Supplement, the "**Previous Supplements**"), in each case, in relation to the Note, Warrant and Certificate Programme (the "**Programme**") of BNP Paribas Arbitrage Issuance B.V. ("**BNPP B.V.**"), BNP Paribas ("**BNPP**"), BNP Paribas Fortis Funding ("**BP2F**"), BNP Paribas Fortis SA/NV ("**BNPPF**") and BGL BNP Paribas ("**BGL**").

The 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. 15-262 on 9 June 2015 in respect of the Base Prospectus, visa no. 15-443 on 6 August 2015 in respect of the First Supplement, visa no. 15-478 on 10 September 2015 in respect of the Second Supplement, visa no.15-520 on 8 October 2015 in respect of the Third Supplement, visa no.15-568 on 10 November 2015 in respect of the Fourth Supplement and visa no.16-012 on 7 January 2016 in respect

of the Fifth Supplement. Application has been made to the AMF for approval of this Sixth 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), BNPPF (in respect of itself and BP2F) and BGL (in respect of itself) accept responsibility for the information contained in this Sixth Supplement, save that (i) BNPP B.V., BP2F, BNPPF and BGL accept no responsibility for the information contained in the press release and related presentation dated 5 February 2016 issued by BNPP or the updated disclosure regarding BNPP, (ii) BP2F, BNPPF and BGL accept no responsibility for the disclosure regarding the change of directorship of BNPP B.V., (iii) BNPP, BNPP B.V. and BGL accept no responsibility for the updated disclosure regarding BP2F, and (iv) BNPP, BNPP B.V., BP2F and BGL accept no responsibility for the updated disclosure regarding BNPPF. To the best of the knowledge of BNPP, BNPP B.V., BP2F, BNPPF and BGL (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 Sixth Supplement.

To the extent that there is any inconsistency between (i) any statement in this Sixth 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 Sixth Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the Previous Supplements. References in this Sixth 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 Sixth Supplement may be obtained free of charge at the specified offices of BNP Paribas Securities Services, Luxembourg Branch and BNP Paribas Arbitrage S.N.C. and will be available on the website of BNP Paribas (<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>) and on the website of the AMF (www.amf-france.org).

This Sixth 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 Sixth Supplement has been prepared for the purposes of:

- (A) amending the "Cover Pages";
- (B) giving disclosure in respect of a press release and related presentation dated 5 February 2016 issued by BNP Paribas;
- (C) amending the "Important Information Relating to Non-exempt Offers of Securities";
- (D) amending the "Programme Summary in relation to this Base Prospectus" and the "Issue Specific Summary in relation to this Base Prospectus";
- (E) amending the Risk Factors relating to "Risks relating to BNPP and its Industry", "Risks relating to BNPPF" and "Risk Factors relating to Securities";
- (F) amending the "Terms and Conditions of the Notes";

- (G) amending "Annex 1 – Additional Terms and Conditions for Payouts";
- (H) amending the "Index of Defined Terms in respect of W&C Securities";
- (I) amending the "Index of Defined Terms in respect of Notes";
- (J) amending the "Description of BNPP Indices";
- (K) amending the "Description of BNPP B.V.";
- (L) amending the "Description of BNPPF";
- (M) amending the "Taxation" section;
- (N) amending the "Offering and Sale" section;
- (O) amending the "General Information" section;
- (P) amending the "Pro Forma Programme Summary of the Programme 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)"; and
- (Q) amending the "Back Page".

The amendments referred to in (D) and (N) above have been made to reflect the updated disclosure referred to in (B). The amendments referred to in (F) and (Q) above have been made to update the registered address of BNP Paribas Securities Services, Luxembourg Branch. The amendments referred to in (G), (H) and (I) above have been made to insert two new payout definitions and amend another payout definition. The amendments referred to in (A), (D) and (P) above have also been made to update the disclosure of certain credit ratings. The amendments referred to in (A), (C), (D), (M), (N) and (P) above introduce further disclosure in respect of Norway. The amendments referred to in (K) above have been made to reflect changes to the directorship of BNPP B.V. The amendments referred to in (L) above have been made to reflect changes to the description of BNPPF. The amendments referred to in (M) above also update the Belgian taxation disclosure. The amendments referred to in (E) above have been made to update the risk factor relating to BNPP and to update the risk factor relating to the implementation of the EU Resolution and Recovery Directive. The amendments referred to in (J) above have been made to add five new indices in three index families to the Base Prospectus in order that Securities linked to such new indices may be issued in the future. The amendments referred to in (O) above have been made to include a declaration concerning the unaudited annual results of BNP Paribas for the year ending 31 December 2015 and the unaudited fourth quarter results of BNP Paribas for the quarter ended 31 December 2015.

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 Sixth 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 Sixth 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 Sixth Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 3 March 2016.

TABLE OF CONTENTS

	Page
Amendments to the Cover Pages.....	5
Press Release and related presentation dated 5 February 2016	6
Amendments to Important Information Relating to Non-exempt Offers of Securities	138
Programme Summary in relation to this Base Prospectus and the Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus	139
Amendments to the Risk Factors.....	164
Amendments to Terms and Conditions of the Notes.....	193
Amendments to Annex 1 - Additional Terms and Conditions for Payouts.....	194
Amendments to the Index of Defined Terms in respect of the W&C Securities.....	196
Amendments to the Index of Defined Terms in Respect of Notes	197
Amendments to the Description of BNPP Indices	198
Amendment to the Description of BNPP B.V.....	199
Amendments to the Description of BNPPF.....	200
Amendments to the Taxation Section.....	203
Amendments to the Offering and Sale Section	208
Amendments to the General Information Section	209
Amendments to the Programme Summary in relation to the Base Prospectus (In French) and the Pro Forma Issue Specific Summary of the Programme in relation to the Base Prospectus (In French)	210
Amendments to the Back Page.....	237
Responsibility Statement	238

AMENDMENTS TO THE COVER PAGES

In relation to the amendments to the cover pages set out in this section, (i) text which, by virtue of this Sixth Supplement, is added to the cover pages is shown underlined and (ii) text which, by virtue of this Sixth Supplement, is deleted from the cover pages of the Base Prospectus is shown with a line through the middle of the relevant deleted text.

- (a) The sixth paragraph on page 3 of the Base Prospectus is amended as follows:

The Issuers have requested the AMF to provide the competent authorities in Austria, Belgium, Denmark, Finland, Germany, Greece, Hungary, Ireland, Italy, Luxembourg, Norway, Portugal, Spain, Sweden, the Czech Republic and the United Kingdom with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

- (b) Further, the paragraph immediately above the heading "IMPORTANT NOTICES" on page 3 of the Base Prospectus (which was added to the Base Prospectus by virtue of the Fifth Supplement), is deleted in its entirety and replaced with the following:

BNPP's long-term credit ratings are A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS ("**Standard & Poor's**"), A1 with a stable outlook (Moody's Investors Service Ltd. ("**Moody's**")), ~~and~~ A+ with a stable outlook (Fitch France S.A.S. ("**Fitch France**")) and AA (low) with a stable outlook (DBRS Limited ("**DBRS**")) and BNPP's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's), ~~and~~ F1 (Fitch France) and R-1 (middle) (DBRS). BNPP B.V.'s long-term credit ratings are A+ under CreditWatch negative (Standard & Poor's) and BNPP B.V.'s short-term credit ratings are A-1 (Standard & Poor's). BP2F's senior unsecured credit ratings are A+ (Standard & Poor's), A2 with a stable outlook (Moody's France SAS ("**Moody's France**")) and A+ with a stable outlook (Fitch Ratings Limited ("**Fitch**")) and BP2F's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch). BNPPF's long-term credit ratings are A+ under CreditWatch negative (Standard & Poor's), A2 with a stable outlook (Moody's France) and A+ with a stable outlook (Fitch) and BNPPF's long-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch). BGL's long-term credit ratings are A+ under CreditWatch negative (Standard & Poor's), A1 (with a stable outlook) (Moody's France) and A+ (with a stable outlook) (Fitch France) and BGL's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch France). Each of Standard & Poor's, Moody's, Fitch France, Moody's France, ~~and~~ Fitch and DBRS is established in the European Union and is registered under the Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such each of Standard & Poor's, Moody's, Fitch France, Moody's France, ~~and~~ Fitch and DBRS is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation. Securities issued under the Programme may be rated or unrated. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension reduction or withdrawal at any time by the assigning rating agency. Please also refer to "Credit Ratings may not Reflect all Risks" in the Risk Factors section of this Base Prospectus.

PRESS RELEASE AND RELATED PRESENTATION DATED 5 FEBRUARY 2016

BNP Paribas have released the following press release and presentation dated 5 February 2016 relating to the unaudited financial information of BNP Paribas for the fourth quarter ended 31 December 2015 and the unaudited figures for the year ended 31 December 2015.

2015 FULL YEAR RESULTS

PRESS RELEASE

Paris, 5 February 2016



REVENUE GROWTH IN ALL THE OPERATING DIVISIONS

REVENUES OF THE OPERATING DIVISIONS: +9.1% vs. 2014

GOOD GROWTH IN PRE-TAX INCOME OF THE OPERATING DIVISIONS

PRE-TAX INCOME OF THE OPERATING DIVISIONS: +13.0% vs. 2014

COST OF RISK STABLE AT A MODERATE LEVEL

54 bp* (-3 bp vs. 2014)

NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS €6.7BN

DIVIDEND PER SHARE €2.31**

CONTINUED INCREASE OF THE BASEL 3 RATIOS DURING THE YEAR

CET1 RATIO***: 10.9% (+60 bp vs. 31.12.14)

LEVERAGE RATIO***: 4.0% (+40 bp vs. 31.12.14)

GOOD OPERATING PERFORMANCE IN 2015

SOLID ORGANIC CAPITAL GENERATION

TARGET OF THE 2014-2016 PLAN CONFIRMED

*NET PROVISIONS/OUTSTANDING CUSTOMER LOANS; ** SUBJECT TO THE APPROVAL OF AGM ON 26 MAY 2016;
*** AS AT 31 DECEMBER 2015, CRD4 (2019 FULLY LOADED RATIO)

The Board of Directors of BNP Paribas met on 4 February 2016. The meeting was chaired by Jean Lemierre and the Board examined the Group's results for the fourth quarter and endorsed the 2015 financial statements.

GOOD OPERATING PERFORMANCE AND SOLID ORGANIC CAPITAL GENERATION

In a context of a gradual return to growth in Europe, BNP Paribas delivered a good overall performance this year.

Revenues totalled 42,938 million euros, up by 9.6% compared to 2014. They included this quarter an exceptional impact of +314 million euros in Own Credit Adjustment (OCA) and own credit risk included in derivatives (DVA), while one-off revenue items totalled -324 million euros in 2014.

The revenues of all the operating divisions were up compared to 2014 with a solid performance by Domestic Markets¹ (+1.6%), and a strong rise at International Financial Services (+14.5%) and CIB (+13.2%). They benefited from the positive impact of the acquisitions made in 2014 and a significant foreign exchange effect. They were up by 3.5% at constant scope and exchange rates.

Operating expenses, which amounted to 29,254 million euros, were up by 10.3%. They included one-off items for a total of 862 million euros: 793 million euros for the Simple & Efficient transformation costs and acquisitions' restructuring costs (757 million euros in 2014) as well as a 69 million euro contribution to a dedicated fund for the resolution of four Italian banks.

The operating expenses of the operating divisions were up by 9.3%. They were up by 3.1% for Domestic Markets¹, 15.0% for International Financial Services and 11.5% for CIB. At constant scope and exchange rates, they rose by 3.2% in particular due to the implementation of new regulations, the reinforcement of compliance and the finalisation of the business development plans, partly offset by the success of the Simple & Efficient savings plan. The cost/income ratio of the operating divisions thus improved by 0.2 points².

Gross operating income was up by 8.2%, at 13,684 million euros. It was up by 8.7% for the operating divisions.

The Group's cost of risk was stable at a moderate level, totalling 3,797 million euros (3,705 million euros in 2014) or 54 basis points of outstanding customer loans (-3 basis points compared to last year). The scope effect related to the 2014 acquisitions came to 143 million euros.

The Group actively implemented the remediation plan decided as part of the comprehensive settlement with the U.S. authorities and continued to reinforce its compliance and control procedures. It booked a one-off additional provision of 100 million euros in connection with the remediation plan to industrialise existing processes. The Group had booked 6 billion euros last year as a result of the comprehensive settlement with the U.S. authorities.

Non operating items totalled +592 million euros (+211 million euros in 2014). They included this year one-off items for a total of -60 million euro (-297 million euros in 2014): -993 million euros in exceptional goodwill impairments (-297 million euros in 2014)³, a +716 million euros capital gain from the sale of the stake in Klépierre-Corio, a +123 million euros dilution capital gain due to the merger between Klépierre and Corio and a +94 million euros capital gain from the sale of a non-strategic stake.

¹ Including 100% of Private Banking in the domestic networks (excluding PEL/CEL effects)

² At constant scope and exchange rates

³ Of which BNL bc's full goodwill impairment: -917 million euros (-297 million euros in 2014)

Pre-tax income thus came to 10,379 million euros compared to 3,150 million euros in 2014. It was up by 13.0% for the operating divisions.

The Group generated 6,694 million euros in net income attributable to equity holders (157 million euros in 2014). Excluding one-off items, it came to 7,338 million euros, up by 7.3%¹, illustrating the Group's good overall performance this year.

The return on equity was 8.3% (9.2% excluding one-off items). The return on tangible equity came to 10.1% (11.1% excluding one-off items). The net earnings per share was at €5.14.

At 31 December 2015, the fully loaded Basel 3 common equity Tier 1 ratio² was 10.9%, up by 60 basis points compared to 31 December 2014. The fully loaded Basel 3 leverage ratio³ came to 4.0% (+40 basis points compared to 31 December 2014). The Liquidity Coverage Ratio was 124% at 31 December 2015. Lastly, the Group's immediately available liquidity reserve was 266 billion euros (260 billion euros as at 31 December 2014), equivalent to over one year of room to manoeuvre in terms of wholesale funding.

The net book value per share reached 70.9 euros, equivalent to a compounded annual growth rate of 6.5% since 31 December 2008, illustrating the continuous value creation throughout the cycle.

The Board of Directors will propose at the Shareholders' Meeting the payment of a dividend of €2.31 per share to be paid in cash, equivalent to a 45% pay-out ratio which is in line with the objectives of the plan.

The Group's good overall performance this year illustrates the satisfactory progress of the 2014-2016 business development plan. Since the beginning of the plan, the average annual revenue growth of the operating divisions was 5.5%⁴: +1.4% for Domestic Markets⁴, +9.0% for IFS⁴ and +7.4% for CIB⁴. The Group thus confirmed its return on equity target for 2016 (10% ROE calculated on 10% CET1 ratio) and is going to prepare this year a new medium-term plan for 2017 to 2020.

*
* * *

¹ Excluding the first contribution to the Single Resolution Fund (-181 million euros)

² Ratio taking into account all the CRD4 rules with no transitory provisions

³ Ratio taking into account all the CRD4 rules at 2019 with no transitory provisions, calculated according to the delegated act of the European Commission dated 10 October 2014

⁴ 2013-2015 compounded annual growth rate

In the fourth quarter 2015, revenues totalled 10,449 million euros, up by 2.9% compared to the fourth quarter 2014. They included the one-off impact of +160 million euros in Own Credit Adjustment (OCA) and own credit risk included in derivatives (DVA) (-11 million euros in the fourth quarter 2014).

The revenues of the operating divisions were up by 4.8%: they rose by +0.4% for Domestic Markets¹, +6.8% for International Financial Services and +8.4% for CIB.

Operating expenses, which amounted to 7,406 million euros, were up by 7.6%. They included the one-off impact of Simple & Efficient transformation costs and the restructuring costs of the acquisitions, which totalled 286 million euros (254 million euros in the fourth quarter 2014), as well as a 69 million euro² contribution to a dedicated fund for the resolution of four Italian banks.

The operating expenses of the operating divisions increased by 7.9%: they were up by +6.4% at Domestic Markets¹, +7.4% at International Financial Services and +10.7% at CIB. In addition to the 69 million euro² contribution to the resolution process of four Italian banks, they reflect this quarter the impact of several non-recurring items, including in particular 20 million euros restructuring costs in BNL bc and a one-off 31 million euros contribution in Poland to the deposit guarantee fund and to the support fund for borrowers in difficulty.

Gross operating income decreased by 6.9%, at 3,043 million euros. It was down by 1.2% for the operating divisions.

The Group's cost of risk was down by 4.3% compared to the same period a year earlier, at 968 million euros.

The Group booked in the costs related to the comprehensive settlement with the U.S. authorities the one-off impact of an additional 100 million euro provision in connection with the remediation plan to industrialise the existing processes (50 million euros in the fourth quarter 2014).

Non operating items totalled -502 million euros (-188 million euros in the fourth quarter 2014). They included in particular -993 million euro exceptional goodwill impairments (-297 million euros in 2014)³ and the 352 million euro capital gain realised from the sale of the residual stake in Klépierre-Corio.

Pre-tax income thus came to 1,473 million euros (2,020 million euros in the fourth quarter 2014). It was stable for the operating divisions.

BNP Paribas posted 665 million euros in net income attributable to equity holders (1,377 million euros in the fourth quarter 2014). Excluding one-off items, it was 1,587 million euros (1,875 million euros in the fourth quarter 2014).

*
* *

¹ Including 100% of Private Banking in the domestic networks (excluding PEL/CEL effects)

² BNL bc (-65 million euros), Personal Finance (-4 million euros)

³ Of which BNL bc's full goodwill impairment: -917 million euros (-297 million euros in 2014)

RETAIL BANKING & SERVICES

DOMESTIC MARKETS

For the whole of 2015, in a context of a gradual recovery of economic growth in Europe, Domestic Markets' outstanding loans rose by 1.6% compared to 2014. Deposits were up by 6.5%. Excluding the effect of the acquisition of DAB Bank, they were up by 4.5% with good growth in particular in France, in Belgium and in Germany. Domestic Markets' sales and marketing drive was reflected in particular by good growth in Private Banking's assets under management in France, in Italy and in Belgium (+5.3% compared to 31 December 2014).

Furthermore, Domestic Markets continued to expand its digital offering and to transform the customer experience (omni-channel, mobile and real-time banking). The operating division thus successfully continued the expansion of Hello bank! which saw a rapid rise in the number of clients to 2.4 million, and is already generating 8.7% of revenues from individual customers¹ by leveraging assets shared with the networks. Domestic Markets separately continued to transform the network with the optimisation of the branch locations and with differentiated branch formats. The operating division is improving the commercial set up: opening hours are reviewed and adapted to clients' needs; branch offices are gradually digitalised.

At 15,943 million euros, revenues² were up by 1.6% compared to 2014, with a good performance of BRB and the specialised businesses (Arval, Leasing Solutions and Personal Investors) partly offset by the effects of a persistently low interest rate environment.

Operating expenses² (10,289 million euros) were up by 3.1% compared to last year. At constant scope and exchange rates and excluding the impact of non-recurring items at BNL bc³, they rose by just 0.8% thanks to the continued cost control and despite the development of the specialised businesses.

Gross operating income² was thus down by 1.1%, at 5,654 million euros, compared to last year. It was up by 0.4%, excluding the impact of non-recurring items at BNL bc.

Given the reduction in the cost of risk, especially in Italy, and after allocating one-third of Domestic Markets Private Banking's net income to the Wealth Management business (International Financial Services division), the division reported a good growth of its pre-tax income⁴ to 3,585 million euros (+6.4% compared to 2014).

French Retail Banking (FRB)

FRB's outstanding loans rose for the whole of 2015 by 0.3% compared to 2014 with a gradual recovery in demand. The business unit expanded the commercial offering to speed up growth in volumes in 2016. Deposits enjoyed sustained growth (+4.2%), driven by strong growth in current accounts. Off balance sheet savings enjoyed good growth with a 4.5% rise in life insurance outstandings compared to the level as at 31 December 2014. Private Banking confirmed its number 1 position in France with 87.3 billion euros in assets under management. The support to corporates and innovative start-ups was reflected in the opening of two WAI (We Are Innovation) centres and an innovation hub dedicated to FinTechs.

¹ FRB, BNL bc, BRB and Personal Investors, excluding private banking

² Including 100% of Private Banking in France (excluding PEL/CEL effects), Italy, Belgium and Luxembourg

³ Contribution to a dedicated fund for the resolution of 4 Italian banks (-65 million euros) and one-off restructuring costs (-20 million euros)

⁴ Excluding PEL/CEL effects

Revenues¹ totalled 6,643 million euros, down by 2.4% compared to 2014. Net interest income was down by 3.8% given the impact of persistently low interest rates (decrease in margins on deposits and on renegotiated loans or on loan pre-payments). Fees were down for their part by 0.3% as the decrease in banking fees was only partly offset by a rise in fees on off balance sheet savings. In this low interest rate context, the business is gradually adapting customer conditions.

Operating expenses¹, well contained, rose by only 0.5% compared to 2014, despite the rise in profit-sharing plans due to the Group's good results.

Gross operating income¹ thus came to 2,108 million euros, down by 8.1% compared to last year. The cost/income ratio¹ was 68.3%.

The cost of risk¹ was still at a low level, at 24 basis points of outstanding customer loans. It was down by 59 million euros compared to 2014.

Thus, after allocating one-third of French Private Banking's net income to the Wealth Management business (International Financial Services division), FRB posted 1,610 million euros in pre-tax income² (-8.2% compared to 2014).

BNL banca commerciale (BNL bc)

In a gradually improving economic environment, outstanding loans decreased slightly in 2015 compared to 2014 (-0.6%) due to the impact of the selective repositioning on the better corporate and SME clients, now almost completed. Loans to individuals, for their part, were up 2.3%. Deposits rose by 1.0%, due in particular to individuals' deposits. BNL bc continued the development of off balance sheet savings with strong growth in life insurance outstandings (+10.6%) and mutual funds (+18.1%) compared to 31 December 2014. Private Banking reported a good business drive, now ranking 5th in Italy.

Revenues³ were down by 2.9% compared to 2014, at 3,125 million euros. Net interest income was down by 5.5% due to the persistently low interest rate environment and the repositioning on the better corporate clients. They rose in the individual client segment. Fees were up by 2.5% thanks to the good increase of off balance sheet savings.

Operating expenses³, at 1,864 million euros, rose by 5.4%. They reflect the impact this year of 85 million euros in non-recurring items⁴. Excluding this effect, they rose by only 0.6%, reflecting good cost control.

Gross operating income³ thus came to 1,261 million euros, down by 13.0% compared to last year. The cost/income ratio³ was 59.6%.

The cost of risk³, still high at 161 basis points of outstanding customer loans, was however down (-150 million euros compared to 2014) with a gradual improvement of the loan portfolio quality as evidenced by the significant decrease in doubtful loan inflows.

Thus, after allocating one-third of Italian Private Banking's net income to the Wealth Management business (International Financial Services division), BNL bc posted -28 million euros of pre-tax loss (+23 million euros in 2014). Excluding the impact of non-recurring items, it was a profit of 57 million euros, up significantly compared to last year thanks to the reduction in the cost of risk.

¹ With 100% of Private Banking in France (excluding PEL/CEL effects)

² Excluding PEL/CEL effects

³ With 100% of Private Banking in Italy

⁴ Contribution to the dedicated fund for the resolution of 4 Italian banks (65 million euros) and one-off restructuring costs (20 million euros)

Belgian Retail Banking (BRB)

BRB reported a very good performance in 2015 with sustained business activity. Loans were up by 3.9% compared to 2014 with growth in loans to individual customers and corporate clients. For their part, deposits rose by 3.8% thanks in particular to strong growth in current accounts. The business reported a very good performance in off balance sheet savings with a growth of 13.8% in mutual fund outstandings compared to 31 December 2014. It also continued to develop digital banking and new client experience with the launch of the first dedicated home loan app.

Revenues¹ were up by 4.8% compared to 2014, at 3,548 million euros. Net interest income rose by 4.1%, on the back of volumes growth and margins holding up well, and fees were up by 7.0% due to the good performance of financial and credit fees.

Operating expenses¹ increased by just 0.6% compared to 2014, to 2,449 million euros, thanks to good cost control. The continuing improvement of operating efficiency was thus reflected by a 2.9 point improvement of cost/income ratio, at 69.0%.

At 1,099 million euros, gross operating income¹ was up sharply (+15.6%) compared to last year.

The cost of risk¹, which totalled 85 million euros, was particularly low (9 basis points of outstanding customer loans). It was down 46 million euros compared to 2014.

Thus, after allocating one-third of Belgian Private Banking's net income to the Wealth Management business (International Financial Services division), BRB generated 936 million euros in pre-tax income, up sharply compared to last year (+26.8%).

Other Domestic Markets business units (Arval, Leasing Solutions, Personal Investors and Luxembourg Retail Banking)

The business activity of Domestic Markets' specialised businesses continued to show a good drive in 2015. Arval acquired GE Fleet Leasing Services in Europe² (164,000 vehicles) and experienced strong organic growth of the financed fleet (+7.5%³ compared to 2014). The business thus became number 1 in Europe with strengthened positions in all countries. The financing outstandings of Leasing Solution's core business were up, offset however by the continued reduction of the non-core portfolio. Personal Investors' deposits were up 67.2%. Net of the effect of the acquisition of DAB Bank⁴, they were up by 20.6% at constant scope and exchange rates, thanks to the success of Consorsbank! in Germany.

Luxembourg Retail Banking's outstanding loans grew by 2.8% compared to 2014 due in particular to growth in mortgages. Deposits were up by 6.5% with good deposit inflows on the corporate segment.

Revenues⁵ were up by 14.8% compared to 2014, at 2,627 million euros, including the effect of the acquisition of DAB Bank in Germany. At constant scope and exchange rates, they rose by 6.9%, driven by Arval, Leasing Solutions and Personal Investors.

Operating expenses⁵ rose by 13.6% compared to 2014, to 1,441 million euros. At constant scope and exchange rates, they rose by 2.4%, on the back of the development of the businesses, producing a largely positive 4.5 point jaws effect.

¹ With 100% of Private Banking in Belgium

² Closed on 2 November 2015

³ At constant scope

⁴ Closed on 17 December 2014

⁵ With 100% of Private Banking in Luxembourg

The cost of risk¹ was down by 7 million euros compared to 2014, at 136 million euros.

Thus, the contribution of these four business units to Domestic Markets' pre-tax income, after allocating one-third of Luxembourg Private Banking's net income to the Wealth Management business (International Financial Services division), was 1,067 million euros, up sharply compared to 2014: +24.6% (+19.9% at constant scope and exchange rates).

Medium-Term Ambition of Domestic Markets

There are structural changes in the Domestic Markets environment related to digital technologies: evolving customer behaviours and expectations, and arrival of new competition. At the same time, regulatory changes and the low rate environment put pressure on operating performances. In order to address these challenges, the operating division will implement a certain number of transformation actions.

It will capitalise on BNP Paribas' differentiating capabilities: its multi-channel integrated distribution model, the ongoing optimisation of the geographical footprint of the Domestic Markets networks and the modernisation of the branch formats, the success of Hello bank! and the capacity to swiftly roll out technological innovations throughout the Group.

Domestic Markets will therefore focus in the coming years on more digitalisation and on more customisation. The operating division will offer more digitalised and differentiated service models. It will reinvent customer journeys to provide a more effortless and value-added client experience tailored to the client needs end-to-end. It will focus on enhanced customer knowledge to optimise commercial proactivity and reactivity. It will boost digital sales and clients acquisition in particular by offering the possibility to subscribe to all products on line. Lastly, it will develop comprehensive service offerings (like the new Arval Active Link offering that bundles a range of optional services) and will enrich the product offering through innovation.

*
* *

INTERNATIONAL FINANCIAL SERVICES

All the International Financial Services' businesses reported in 2015 a strong commercial activity: Personal Finance continued its growth drive; Europe-Mediterranean and BancWest outstandings increased significantly with the help of new digital offerings; Insurance and Wealth & Asset Management had good asset inflows across all the business units. The integration of the two acquisitions made in 2014 (BGZ Bank at Europe-Mediterranean and LaSer at Personal Finance) was on track with the action plans.

At 15,335 million euros, revenues were thus up by 14.5% compared to 2014 (+5.3% at constant scope and exchange rates), with good growth in all the businesses in line with business growth.

Operating expenses (9,315 million euros) were up by 15.0% compared to last year. At constant scope and exchange rates, they were up by 4.9%, producing a positive 0.4 point jaws effect.

Gross operating income thus came to 6,020 million euros, up by 13.7% compared to last year (+6.0% at constant scope and exchange rates).

¹ With 100% of Private Banking in Luxembourg

The cost of risk was 1,722 million euros (+14.0% compared to 2014 but +4.4% at constant scope and exchange rates given the acquisitions made in 2014).

Thus, International Financial Services' pre-tax income increased significantly to 4,780 million euros (+14.2% compared to 2014 and +7.3% at constant scope and exchange rates).

Personal Finance

Personal Finance continued its good growth drive in 2015. The business unit signed new partnerships in the banking sector (Grupo CajaMar in Spain and Poste Italiane in Italy), in the energy sector (Eon in the Czech Republic) and in car loans (Volvo in France, KIA in Belgium, Mitsubishi Motors in Poland). The merger with LaSer was realised on 1st September, the target of the new entity being to grow its market share in specialty players' new loan production by 1% per annum in France over the next 3 years, thanks to the complementarity of their offerings and their know-how pooling.

Outstanding loans grew in total by 15.0% compared to 2014 due in particular to the acquisition of LaSer. At constant scope and exchange rates¹, they rose by 4.3% with good growth in the Eurozone.

Revenues rose by 15.6% compared to 2014, to 4,744 million euros. At constant scope and exchange rates¹, they were up by 3.5%, driven in particular by revenue growth in Germany, Italy, Spain and Belgium.

Operating expenses were up by 16.8% compared to 2014, at 2,291 million euros. At constant scope and exchange rates¹, they rose by 2.2%, on the back of business development.

Gross operating income thus came to 2,453 million euros, up by 14.6% compared to last year (+4.6% at constant scope and exchange rates¹). The cost/income ratio was thus 48.3%.

The cost of risk rose by 81 million euros compared to 2014, to 1,176 million euros (206 basis points of outstanding customer loans). It decreased excluding the scope effect related to the acquisitions.

Personal Finance's pre-tax income was thus 1,351 million euros, up sharply compared to 2014: +18.0% (+15.2% at constant scope and exchange rates¹).

Europe-Mediterranean

Europe-Mediterranean's outstanding loans rose for the whole of 2015 by 12.3% at constant scope and exchange rates compared to 2014 with growth in all regions. Deposits grew for their part by 9.5%², with an increase notably in Turkey and in Poland. The business' commercial drive was reflected in particular by the good development of digital banking in Turkey (Cepteteb) and in Poland (Optima). Cross-selling with CIB continued to expand in Turkey (+10.5% compared to 2014). The business unit continued the integration of BGZ Bank in Poland, thereby creating a reference bank in a growing market (the country's 7th largest bank with about 4% market share).

Revenues³, at 2,490 million euros, were up by 10.2%² compared to 2014 on the back of volume growth.

¹ With LaSer fully consolidated on a pro forma basis in 2014

² At constant scope and exchange rates

³ With 100% of Private Banking in Turkey

Operating expenses¹, at 1,712 million euros, were up by 6.9%² compared to last year. Excluding the impact of 31 million euros³ in non-recurring items in Poland, they were up by 4.7%². The cost/income ratio¹ thus came to 68.8%, down by 0.9 point.

The cost of risk¹ totalled 466 million euros, up by 109 million euros compared to 2014. Excluding the scope effect related to the acquisition of BGZ Bank (38 million euros), it rose by 71 million euros on the back of the rise in loan volumes. It thus came to 120 basis points of outstanding customer loans, a level in line with last year (119 basis points).

Thus, after allocating one-third of Turkish Private Banking's net income to the Wealth Management business, Europe-Mediterranean generated 483 million euros in pre-tax income, up 8.2%² compared to last year, reflecting the good organic business development. It rose by 25.5% at historical scope and exchange rates due to the positive impact of the acquisition of BGZ Bank.

BancWest

BancWest continued its good business drive in 2015 in a favourable environment. Loans rose by 6.7%² compared to 2014 due to sustained growth of corporate and consumer loans. Deposits were up by 6.1%² with a strong rise in current and savings accounts. BancWest continued to grow its private banking with assets under management that totalled 10.1 billion dollars as at 31 December 2015 (+18% compared to 31 December 2014). The business unit also continued to expand its digital offering with 546,000 monthly uses of its Quick Balance application that provides access to several online services.

At 2,824 million euros, revenues⁴ grew by 6.4%² compared to 2014, on the back of volume growth.

Operating expenses⁴, which totalled 1,885 million euros, rose by 10.6%² compared to 2014 due to the rise in regulatory costs (in particular CCAR and the set up of the Intermediate Holding Company). Excluding this effect, they rose by 5.3%² due to the bolstering of the commercial set ups (private banking, consumer loans), partly offset by savings from the streamlining of the network and structures. The cost/income ratio⁴ was 66.7%.

The cost of risk⁴ (50 million euros) was still at a very low level, at 9 basis points of outstanding customer loans. It was down by 16.3%² compared to 2014.

Thus, after allocating one-third of U.S. Private Banking's net income to the Wealth Management business, BancWest generated good pre-tax income, at 910 million euros (+0.9% at constant exchange rates compared to 2014 but +24.3% at historical exchange rates due to the rise in the US dollar relative to the euro).

Insurance and Wealth & Asset Management

Insurance and Wealth & Asset Management posted for the whole of 2015 a good performance sustained by good asset inflows in all the business units.

Assets under management⁵ were up by 6.8% compared to 31 December 2014 and reached 954 billion euros as at 31 December 2015. They rose by 60 billion euros compared to 31 December 2014 due in particular to largely positive net asset inflows of 35.7 billion euros with good asset inflows in Wealth Management in the domestic markets and in Asia, very good asset inflows in Asset Management driven in particular by the diversified funds and good asset inflows in

¹ With 100% of Private Banking in Turkey

² At constant scope and exchange rates

³ One-off contribution to the deposit guarantee fund and to the support fund for borrowers in difficulty

⁴ With 100% of Private Banking in the United States

⁵ Including distributed assets

Insurance in France, in Italy and in Asia. The foreign exchange effect for the year was +11.7 billion euros and the performance effect was 12.7 billion euros due to the favourable evolution of equity markets and rates during the year.

As at 31 December 2015, assets under management¹ comprised the following: Asset Management (390 billion euros), Wealth Management (327 billion euros), Insurance (215 billion euros) and Real Estate Services (22 billion euros).

Insurance continued the good development of its business with a 7.5% rise in technical provisions compared to 31 December 2014. At 2,304 million euros, revenues grew by 5.7% (+5.1% at constant scope and exchange rates) compared to 2014 due to good growth of the business. Operating expenses, at 1,160 million euros, grew by 7.3% (+5.5% at constant scope and exchange rates) on the back of business development. At 1,296 million euros, pre-tax income was thus up by 6.8% compared to last year.

Wealth and Asset Management's revenues, at 3,020 million euros, were up by 7.4% compared to 2014 (+4.3% at constant scope and exchange rates) with good growth across all the business units: rise at Wealth Management in particular in the domestic markets and in Asia, growth in Asset Management and good development at Real Estate Services. Operating expenses, at 2,301 million euros, were up by 5.8% (+1.9% at constant scope and exchange rates) generating a largely positive 2.4 point jaws effect². At 740 million euros, Wealth and Asset Management's pre-tax income, after receiving one-third of the net income of private banking in the domestic markets, in Turkey and in the United States, was thus up by 4.1% compared to 2014.

International Financial Services' 2016 Action Plan

International Financial Services will continue its growth policy in 2016. The division will rely on new partnerships in particular at Personal Finance, in key sectors (automobile, distribution, etc.), and in Insurance. It will strengthen cross-selling, in particular with CIB for Europe-Mediterranean and BancWest, as well as with the Group's banking networks for its specialised businesses. It will continue the optimisation of the client experience for all segments and the development of private banking as well as its selective growth in certain target countries.

The business unit will expand digitalisation in all the business units, in particular by accelerating the expansion of mobile and digital banking, including in new countries, and focusing on innovative solution offerings.

Lastly, International Financial Services will continue the industrialisation of platforms in order to enhance operating efficiency. It will finalise the integrations of LaSer (Personal Finance) and BGZ Bank (Poland) and continue adapting to regulatory changes.

*
* *

¹ Including distributed assets

² At constant scope and exchange rates

CORPORATE AND INSTITUTIONAL BANKING (CIB)

For the whole of 2015, at 11,659 million euros, CIB's revenues rose by 13.2% compared to 2014 thanks to good business development in all the business units.

In a context of relatively high volatility, Global Markets delivered a good commercial performance with a rise in client volumes and market share gains. VaR, which measures market risks, was slightly up but remained at a low level (39 million euros). Revenues, which totalled 6,124 million euros, were up by 18.1%¹ compared to 2014. The revenues of the Equity and Prime Services business unit, at 2,186 million euros, were up by 23.6% with strong growth at Prime Services and equity derivatives. FICC's² revenues, at 3,938 million euros, were up by 15.2%³ with good performance of forex, rates and credit and a less favourable context in the primary bond market where the business confirmed its strong positions: it ranked number 1 for all bonds in euros and number 9 for all international bonds.

Securities Services' revenues, at 1,799 million euros, rose for their part by 14.1% on the back of very good business drive (assets under custody up by 9.1% and number of transactions up by 12.6%). The business unit confirmed its positions of number 1 in Europe and number 5 worldwide.

At 3,736 million euros, Corporate Banking's revenues were up by 5.7% compared to 2014, illustrating the selective strengthening of its positions. Excluding the reduction of the Energy & Commodities business under way since 2013 and now largely completed, they rose by 11.1% with good growth in Europe, strong growth in North America and a rise in Asia-Pacific despite a context of business slowdown over the second part of the year. The business unit reported good performance, notably in export financing and media telecom and confirmed its number 1 position in Europe for all syndicated loans. The business also delivered good performance in advisory services in Europe where it ranked number 1 in equity-linked issues. Loans, at 124.1 billion euros, were up by 3.2%⁴ compared to 2014. At 95.5 billion euros, deposits maintained their good growth (+15.0%⁴) thanks in particular to the development of cash management where BNP Paribas ranked number 1 in Europe and number 4 worldwide.

In the fourth quarter 2015, despite a volatile wait and see market context, CIB's revenues, at 2,641 million euros, were up by 8.4% compared to the fourth quarter 2014. They rose by +8.9% at Global Markets, driven by strong client demand for derivatives, by +12.4% at Securities Services on the back of the strong business development and by +6.2% at Corporate Banking where they increased in Europe and in the Americas with a slowdown in the growth rate in Asia-Pacific in a less favourable context.

The operating expenses of CIB in 2015, at 8,278 million euros, rose by 11.5% compared to 2014 due to the appreciation of the U.S. dollar (+3.4% at constant scope and exchange rates) and an increase in regulatory costs (set up in particular of CCAR and of the Intermediate Holding Company in the United States) partly offset by the effects of Simple & Efficient. The business thus generated a positive 1.7 point jaws effect and the cost/income ratio was 71.0%.

The cost of risk was still at a low level (213 million euros), up by 137 million euros compared to 2014 which was at a particularly low level.

After accounting for a one-off capital gain of 74 million euros from the sale of a non-strategic stake, CIB' pre-tax income totalled 3,329 million euros, up strongly (+17.9%) compared to 2014 (+7.6% at constant scope and exchange rates).

¹ +14.4% excluding the introduction of Funding Valuation Adjustment (FVA) in 2014 (-166 million euros)

² Fixed Income, Currencies and Commodities

³ +9.8% excluding the introduction of FVA in 2014 (-166 million euros)

⁴ At constant scope and exchange rates

CIB's 2016-2019 Transformation Plan

Leveraging a solid and profitable platform, with a business model serving two well-balanced client franchises (corporates and institutionals), CIB is now gaining market shares in a context of the retrenching of certain peers. The division is generating best in class profitability among its European peers. Well-integrated and with the right size within the Group's businesses, the division built itself up through organic growth, cross-selling with the rest of the Group and within CIB being at the heart of the business model. Disciplined and agile, the division managed to adapt very quickly to Basel 3 by sizeably reducing its risk-weighted assets as early as 2011-2012. In connection with its continuous adaptation, it substantially reduced its leverage exposure this year (-15.6% compared to 2014). Since 2013, it has been reducing the Energy and Commodities business, now repositioned and rightsized. Since the end of 2014, the business unit has implemented a new organisation to speed up its evolution.

However, a new step in CIB's adaptation is now needed in order to cope with new constraints. Some of them are already partly incurred by the Group and not yet allocated to businesses (contribution to the Single Resolution Fund, increased CET1 ratio requirement), others are headwinds from upcoming regulatory changes (review of risk-weighted assets and models, etc.) the magnitude and timing of which are still uncertain. To cope with these new constraints, CIB announces therefore the implementation of a transformation plan whose target is to generate 8 points of return on equity by 2019¹ (target to be fine-tuned and extended to 2020 within the Group's upcoming 2017-2020 plan).

This transformation is based on three levers across all regions and business units. "Focus" aims at freeing up capital and balance sheet to fuel targeted growth by reducing unproductive assets and rightsizing some businesses, countries and client portfolios, to be able at the same time to capture market growth in profitable future segments and increase market share from retreating peers. The target is a gross reduction of risk-weighted assets by 20 billion euros (10 billion euros net of reinvestments). The goal of "Improve" is to optimise the operating model through its industrialisation in order to generate 1 billion euros in cost savings by 2019. All regions, businesses and functions will contribute and 200 projects have thus been identified to reach this target. Lastly, "Grow" aims at implementing targeted growth initiatives, by developing in particular businesses that use less capital and generate fees (businesses that handle client transactions - Securities Services, Transaction Banking, Cash Management where CIB has strong positions - and advisory businesses), by capitalising on the strong positions in derivatives, by developing digital platforms and leveraging targeted geographical initiatives. Adapted to regional positioning, the objective of this ambitious transformation of CIB is to strengthen its European leadership, capitalise on long-term regional growth in Asia-Pacific and better align the platform in the Americas with the Group's strategy and clients.

On the whole, CIB's objective is to adapt to the regulatory constraints with a drive that would provide, excluding headwinds, an annual average revenue growth of 4% between 2015 and 2019, an improvement of the cost/income ratio by 8 points and 1.6 billion euros of additional pre-tax income compared to 2015.

*
* *

¹ Before taxes, calculated on the basis of actual allocated equity to operating divisions (9%)

CORPORATE CENTRE

For the whole of 2015, Corporate Centre revenues were 567 million euros compared to 332 million euros in 2014. They factored in +314 million euros of own credit adjustment (OCA) and own credit risk included in derivatives (DVA) (-459 million euros in 2014) as well as a good contribution of BNP Paribas Principal Investment. The Corporate Centre's revenues in 2014 also included +301 million euros in net capital gain from exceptional equity investment sales.

Operating expenses totalled 1,636 million euros compared to 1,262 million euros in 2014. They included in particular 622 million euros in transformation costs related to the Simple & Efficient programme (717 million euros in 2014), 171 million euros in restructuring costs from acquisitions¹ (40 million euros in 2014) and the first contribution to the Single Resolution Fund (net of the decrease in the French systemic tax) which was 181 million euros.

The cost of risk totalled 51 million euros (48 million euros in 2014).

As part of the costs related to the comprehensive settlement with the U.S. authorities, the Group booked an additional exceptional provision of 100 million euros in connection with the remediation plan to industrialise existing processes. Last year, the Group had booked 6 billion euros for the impacts of the comprehensive settlement with the U.S. authorities.

Non-operating items totalled -65 million euros (-196 million euros in 2014). They included a -134 million euro in one-off items (-297 million euros in 2014): -993 million euros in exceptional goodwill impairments (-297 million euros in 2014)²; a +716 million euros capital gain from the sale of the entire stake in Klépierre-Corio; a +123 million euros dilution capital gain due to the merger between Klépierre and Corio; and the +20 million euros³ share of the capital gain from the sale of a non-core investment allocated to the Corporate Centre.

The Corporate Centre's pre-tax income was -1,285 million euros compared to -7,174 million euros in 2014.

*
* *

FINANCIAL STRUCTURE

The Group has a strong balance sheet that the increasing regulatory requirements have continued to further strengthen.

The fully loaded Basel 3 common equity Tier 1 ratio⁴ stood at 10.9% as at 31 December 2015, up by 60 basis points compared to 31 December 2014 essentially due to the 2015 results after taking into account the dividend payment.

The Basel 3 fully loaded leverage ratio⁵, calculated on total Tier 1 capital⁶, totalled 4.0% as at 31 December 2015, up by 40 basis points compared to 31 December 2014, due in particular to

¹ LaSer, BGZ Bank, DAB Bank and GE LLD

² Of which BNL bc's full goodwill impairment: -917 million euros (-297 million euros in 2014)

³ +74 million euros in addition booked at CIB-Corporate Banking

⁴ Taking into account all the rules of the CRD4 directives with no transitory provisions. Subject to the provisions of Article 26.2 of Regulation (EU) No 575/2013

⁵ Taking into account all the rules of the CRD4 directives at 2019 with no transitory provisions, calculated according to the delegated act of the European Commission dated 10 October 2014

⁶ Including, as at 31 December 2014, the replacement of Tier 1 instruments that have become ineligible with equivalent eligible instruments

the higher common equity Tier 1 capital and the reduction of the leverage exposure in capital market activities.

The Liquidity Coverage Ratio came to 124% as at 31 December 2015.

The Group's liquid and asset reserve immediately available¹ totalled 266 billion euros (compared to 260 billion euros as at 31 December 2014), which is equivalent to more than one year of room to manoeuvre in terms of wholesale funding.

The evolution of the Group's ratios illustrates its solid organic capital generation and its ability to manage its balance sheet according to regulatory changes.

Evolution of the CET1, Total Capital and TLAC Ratios by 2019

Following the notification by the ECB of the 2015 Supervisory Review and Evaluation Process (SREP), the capital requirement (CET1 ratio) that the Group must respect on a consolidated basis was set at 10.0% in 2016, including the G-SIB buffer of 0.5%. The anticipated level of fully-loaded Basel 3 CET1 ratio requirement is thus 11.5% in 2019 given the gradual phasing-in of the G-SIB buffer to 2% in 2019.

The Group plans to reach this CET1 ratio level by mid-2017 thanks to its organic capital generation and active capital management policy (about 35 basis points per year) and the sale or initial public offering of First Hawaiian Bank that could raise the CET1 ratio by 40 basis points².

Hereafter, the objective of BNP Paribas is to achieve a fully loaded Basel 3 CET1 ratio of 12% as of 2018. This target is taking into account a 50 basis point management buffer, coherently with the Group's strong and recurring organic capital generation and the positive evolution of its ratio throughout the cycle.

The Total Capital ratio requirement for the Group is 12.5% as at 1st January 2019³. The objective of BNP Paribas is a Total Capital ratio above 15% at that date. This objective will result in a buffer of more than 2.5% above the Tier 1 and the Total Capital ratio requirements as at 1st January 2019, bringing the Total Capital to over 100 billion euros and giving an excellent credit quality to the debt securities issued by the Group.

The Group's objective is hence to issue over the next 3 years⁴ 1.5 to 2 billion euros of Additional Tier 1 per year to achieve a target of 1.5% of risk-weighted assets and about 2 to 3 billion euros of Tier 2 securities per year to achieve a target of approximately 2% of risk-weighted assets.

The Total Loss Absorbing Capacity (TLAC) ratio requirement is 20.5% as at 1st January 2019⁵. The objective of BNP Paribas is a 21.0% TLAC ratio at that date. The objective of the Group is to issue about 30 billion of TLAC eligible senior debt by 1st January 2019⁴ (given the MREL level of 2.5% eligible for TLAC), which is equivalent to about 10 billion euros per year, to be realised within the usual medium and long-term funding programme.

*
* *

¹ Liquid market assets or eligible to central banks (counterbalancing capacity) taking into account prudential standards, notably US standards, minus intradays payment systems needs

² Subject to market conditions and regulatory authorisations

³ Reminder: Pillar 2 does not apply to Tier 1 and Total Capital regulatory requirements as confirmed by the ECB in the 2015 SREP

⁴ Subject to market conditions

⁵ Including the Conservation buffer and G-SIB buffer

Commenting on these results, Chief Executive Officer Jean-Laurent Bonnafé stated:

“With 6.7 billion euros in net income, BNP Paribas delivered solid results thanks to its integrated and diversified model serving its clients. The Group had a good operating performance with revenues up in its three operating divisions and a cost of risk that remains at a moderate level.

The Group’s balance sheet is rock-solid and the significant increase of the fully loaded Basel 3 common equity Tier 1 ratio to 10.9% shows the solid organic capital generation.

The 2014-2016 plan is well on track and this year the Group will prepare a new plan for 2017-2020.

I would like to thank all the employees of BNP Paribas whose dedicated work in all the businesses and all the regions has made this good performance possible.”

CONSOLIDATED PROFIT AND LOSS ACCOUNT

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	10,449	10,150	+2.9%	10,345	+1.0%	42,938	39,168	+9.6%
Operating Expenses and Dep.	-7,406	-6,880	+7.6%	-6,957	+6.5%	-29,254	-26,524	+10.3%
Gross Operating Income	3,043	3,270	-6.9%	3,388	-10.2%	13,684	12,644	+8.2%
Cost of Risk	-968	-1,012	-4.3%	-882	+9.8%	-3,797	-3,705	+2.5%
Costs related to the comprehensive settlement with US authorities	-100	-50	+100.0%	0	n.s.	-100	-6,000	-98.3%
Operating Income	1,975	2,208	-10.6%	2,506	-21.2%	9,787	2,939	n.s.
Share of Earnings of Equity-Method Entities	154	80	+92.5%	134	+14.9%	589	407	+44.7%
Other Non Operating Items	-656	-268	n.s.	29	n.s.	3	-196	n.s.
Non Operating Items	-502	-188	n.s.	163	n.s.	592	211	n.s.
Pre-Tax Income	1,473	2,020	-27.1%	2,669	-44.8%	10,379	3,150	n.s.
Corporate Income Tax	-719	-566	+27.0%	-770	-6.6%	-3,335	-2,643	+26.2%
Net Income Attributable to Minority Interests	-89	-77	+15.6%	-73	+21.9%	-350	-350	+0.0%
Net Income Attributable to Equity Holders	665	1,377	-51.7%	1,826	-63.6%	6,694	157	n.s.
Cost/Income	70.9%	67.8%	+3.1 pt	67.2%	+3.7 pt	68.1%	67.7%	+0.4 pt

BNP Paribas' financial disclosures for the fourth quarter 2015 and for the year 2015 are contained in this press release and in the presentation attached herewith.

All legally required disclosures, including the Registration document, are available online at <http://invest.bnpparibas.com> in the "Results" section and are made public by BNP Paribas pursuant to the requirements under Article L.451-1-2 of the French Monetary and Financial Code and Articles 222-1 et seq. of the Autorité des Marchés Financiers' general rules.

4Q15 – RESULTS BY CORE BUSINESSES

		Domestic Markets	International Financial Services	CIB	Operating Divisions	Other Activities	Group
<i>€m</i>							
Revenues		3,824	3,916	2,641	10,381	68	10,449
	%Change/4Q 14	+0.6%	+6.8%	+8.4%	+4.8%	-72.1%	+2.9%
	%Change/3Q 15	+0.1%	+2.8%	+0.6%	+1.2%	-23.6%	+1.0%
Operating Expenses and Dep.		-2,627	-2,396	-1,988	-7,011	-395	-7,406
	%Change/4Q 14	+6.4%	+7.4%	+10.7%	+7.9%	+2.6%	+7.6%
	%Change/3Q 15	+8.1%	+6.5%	+1.4%	+5.6%	+24.2%	+6.5%
Gross Operating Income		1,197	1,520	653	3,370	-327	3,043
	%Change/4Q 14	-10.1%	+5.7%	+1.9%	-1.2%	n.s.	-6.9%
	%Change/3Q 15	-14.0%	-2.6%	-1.7%	-6.8%	+42.8%	-10.2%
Cost of Risk		-470	-411	-63	-944	-24	-968
	%Change/4Q 14	-6.9%	-6.6%	n.s.	-3.1%	-36.8%	-4.3%
	%Change/3Q 15	+11.6%	-1.2%	+57.5%	+7.6%	n.s.	+9.8%
Costs related to the comprehensive settlement with US authorities		0	0	0	0	-100	-100
	%Change/4Q 14	n.s.	n.s.	n.s.	n.s.	+100.0%	+100.0%
	%Change/3Q 15	n.s.	n.s.	n.s.	n.s.	n.s.	n.s.
Operating Income		727	1,109	590	2,426	-451	1,975
	%Change/4Q 14	-12.1%	+11.1%	-3.6%	-0.5%	+96.9%	-10.6%
	%Change/3Q 15	-25.1%	-3.1%	-5.4%	-11.5%	+92.7%	-21.2%
Share of Earnings of Equity-Method Entities		22	112	11	145	9	154
Other Non Operating Items		-8	1	-27	-34	-622	-656
Pre-Tax Income		741	1,222	574	2,537	-1,064	1,473
	%Change/4Q 14	-8.1%	+11.0%	-9.2%	-0.1%	n.s.	-27.1%
	%Change/3Q 15	-24.2%	-4.0%	-8.0%	-11.7%	n.s.	-44.8%

		Domestic Markets	International Financial Services	CIB	Operating Divisions	Other Activities	Group
<i>€m</i>							
Revenues		3,824	3,916	2,641	10,381	68	10,449
	4Q 14	3,801	3,668	2,437	9,906	244	10,150
	3Q 15	3,822	3,810	2,624	10,256	89	10,345
Operating Expenses and Dep.		-2,627	-2,396	-1,988	-7,011	-395	-7,406
	4Q 14	-2,469	-2,230	-1,796	-6,495	-385	-6,880
	3Q 15	-2,430	-2,249	-1,960	-6,639	-318	-6,957
Gross Operating Income		1,197	1,520	653	3,370	-327	3,043
	4Q 14	1,332	1,438	641	3,411	-141	3,270
	3Q 15	1,392	1,561	664	3,617	-229	3,388
Cost of Risk		-470	-411	-63	-944	-24	-968
	4Q 14	-505	-440	-29	-974	-38	-1,012
	3Q 15	-421	-416	-40	-877	-5	-882
Costs related to the comprehensive settlement with US authorities		0	0	0	0	-100	-100
	4Q 14	0	0	0	0	-50	-50
	3Q 15	0	0	0	0	0	0
Operating Income		727	1,109	590	2,426	-451	1,975
	4Q 14	827	998	612	2,437	-229	2,208
	3Q 15	971	1,145	624	2,740	-234	2,506
Share of Earnings of Equity-Method Entities		22	112	11	145	9	154
	4Q 14	1	90	16	107	-27	80
	3Q 15	13	101	2	116	18	134
Other Non Operating Items		-8	1	-27	-34	-622	-656
	4Q 14	-22	13	4	-5	-263	-268
	3Q 15	-7	27	-2	18	11	29
Pre-Tax Income		741	1,222	574	2,537	-1,064	1,473
	4Q 14	806	1,101	632	2,539	-519	2,020
	3Q 15	977	1,273	624	2,874	-205	2,669
Corporate Income Tax							-719
Net Income Attributable to Minority Interests							-89
Net Income Attributable to Equity Holders							665

2015 – RESULTS BY CORE BUSINESSES

		Domestic Markets	International Financial Services	CIB	Operating Divisions	Other Activities	Group
<i>€m</i>							
Revenues		15,377	15,335	11,659	42,371	567	42,938
	%Change/2014	+1.5%	+14.5%	+13.2%	+9.1%	+70.8%	+9.6%
Operating Expenses and Dep.		-10,025	-9,315	-8,278	-27,618	-1,636	-29,254
	%Change/2014	+3.0%	+15.0%	+11.5%	+9.3%	+29.6%	+10.3%
Gross Operating Income		5,352	6,020	3,381	14,753	-1,069	13,684
	%Change/2014	-1.1%	+13.7%	+17.7%	+8.7%	+14.9%	+8.2%
Cost of Risk		-1,811	-1,722	-213	-3,746	-51	-3,797
	%Change/2014	-12.5%	+14.0%	n.s.	+2.4%	+6.3%	+2.5%
Costs related to the comprehensive settlement with US authorities		0	0	0	0	-100	-100
	%Change/2014	n.s.	n.s.	n.s.	n.s.	-98.3%	-98.3%
Operating Income		3,541	4,298	3,168	11,007	-1,220	9,787
	%Change/2014	+6.0%	+13.6%	+13.3%	+11.0%	-82.5%	n.s.
Share of Earnings of Equity-Method Entities		48	447	34	529	60	589
Other Non Operating Items		-34	35	127	128	-125	3
Pre-Tax Income		3,555	4,780	3,329	11,664	-1,285	10,379
	%Change/2014	+7.3%	+14.2%	+17.9%	+13.0%	-82.1%	n.s.
Corporate Income Tax							-3,335
Net Income Attributable to Minority Interests							-350
Net Income Attributable to Equity Holders							6,694

QUARTERLY SERIES

€m	4Q15	3Q15	2Q15	1Q15	4Q14	3Q14	2Q14	1Q14
GROUP								
Revenues	10,449	10,345	11,079	11,065	10,150	9,538	9,569	9,911
Operating Expenses and Dep.	-7,406	-6,957	-7,083	-7,808	-6,880	-6,483	-6,368	-6,793
Gross Operating Income	3,043	3,388	3,996	3,257	3,270	3,055	3,201	3,118
Cost of Risk	-968	-882	-903	-1,044	-1,012	-754	-855	-1,084
Costs related to the comprehensive settlement with US authorities	-100	0	0	0	-50	0	-5,950	0
Operating Income	1,975	2,506	3,093	2,213	2,208	2,301	-3,604	2,034
Share of Earnings of Equity-Method Entities	154	134	164	137	80	86	138	103
Other Non Operating Items	-656	29	428	202	-268	63	16	-7
Pre-Tax Income	1,473	2,669	3,685	2,552	2,020	2,450	-3,450	2,130
Corporate Income Tax	-719	-770	-1,035	-811	-566	-753	-671	-653
Net Income Attributable to Minority Interests	-89	-73	-95	-93	-77	-102	-97	-74
Net Income Attributable to Equity Holders	665	1,826	2,555	1,648	1,377	1,595	-4,218	1,403
Cost/Income	70.9%	67.2%	63.9%	70.6%	67.8%	68.0%	66.5%	68.5%

€m	4Q15	3Q15	2Q15	1Q15	4Q14	3Q14	2Q14	1Q14
RETAIL BANKING & SERVICES Excluding PEL/CEL Effects								
Revenues	7,735	7,634	7,763	7,610	7,476	7,218	6,999	6,903
Operating Expenses and Dep.	-5,023	-4,679	-4,652	-4,986	-4,699	-4,377	-4,207	-4,554
Gross Operating Income	2,712	2,955	3,111	2,624	2,777	2,841	2,792	2,349
Cost of Risk	-881	-837	-865	-950	-945	-843	-825	-968
Operating Income	1,831	2,118	2,246	1,674	1,832	1,998	1,967	1,381
Share of Earnings of Equity-Method Entities	134	114	136	111	91	81	92	92
Other Non Operating Items	-7	20	-2	-10	-9	21	10	1
Pre-Tax Income	1,958	2,252	2,380	1,775	1,914	2,100	2,069	1,474
Allocated Equity (€bn, year to date)	40.4	40.4	40.3	39.7	37.9	37.6	37.5	37.6
RETAIL BANKING & SERVICES								
Revenues	7,740	7,632	7,758	7,582	7,469	7,173	6,994	6,903
Operating Expenses and Dep.	-5,023	-4,679	-4,652	-4,986	-4,699	-4,377	-4,207	-4,554
Gross Operating Income	2,717	2,953	3,106	2,596	2,770	2,796	2,787	2,349
Cost of Risk	-881	-837	-865	-950	-945	-843	-825	-968
Operating Income	1,836	2,116	2,241	1,646	1,825	1,953	1,962	1,381
Share of Earnings of Equity-Method Entities	134	114	136	111	91	81	92	92
Other Non Operating Items	-7	20	-2	-10	-9	21	10	1
Pre-Tax Income	1,963	2,250	2,375	1,747	1,907	2,055	2,064	1,474
Allocated Equity (€bn, year to date)	40.4	40.4	40.3	39.7	37.9	37.6	37.5	37.6
DOMESTIC MARKETS (including 100% of Private Banking in France, Italy, Belgium and Luxembourg)* Excluding PEL/CEL Effects								
Revenues	3,945	3,959	4,017	4,022	3,930	3,927	3,910	3,932
Operating Expenses and Dep.	-2,694	-2,496	-2,426	-2,673	-2,531	-2,437	-2,371	-2,643
Gross Operating Income	1,251	1,463	1,591	1,349	1,399	1,490	1,539	1,289
Cost of Risk	-470	-420	-432	-490	-506	-493	-507	-568
Operating Income	781	1,043	1,159	859	893	997	1,032	721
Share of Earnings of Equity-Method Entities	22	13	9	5	1	-2	-10	4
Other Non Operating Items	-8	-7	-4	-15	-22	3	1	0
Pre-Tax Income	795	1,049	1,164	849	872	998	1,023	725
Income Attributable to Wealth and Asset Management	-59	-70	-71	-72	-59	-61	-63	-65
Pre-Tax Income of Domestic Markets	736	979	1,093	777	813	937	960	660
Allocated Equity (€bn, year to date)	18.6	18.6	18.6	18.6	18.5	18.6	18.7	18.8
DOMESTIC MARKETS (including 2/3 of Private Banking in France, Italy, Belgium and Luxembourg)								
Revenues	3,824	3,822	3,878	3,853	3,801	3,759	3,780	3,804
Operating Expenses and Dep.	-2,627	-2,430	-2,362	-2,606	-2,469	-2,376	-2,310	-2,580
Gross Operating Income	1,197	1,392	1,516	1,247	1,332	1,383	1,470	1,224
Cost of Risk	-470	-421	-432	-488	-505	-491	-506	-568
Operating Income	727	971	1,084	759	827	892	964	656
Share of Earnings of Equity-Method Entities	22	13	8	5	1	-3	-10	4
Other Non Operating Items	-8	-7	-4	-15	-22	3	1	0
Pre-Tax Income	741	977	1,088	749	806	892	955	660
Allocated Equity (€bn, year to date)	18.6	18.6	18.6	18.6	18.5	18.6	18.7	18.8

* Including 100% of Private Banking for Revenues down to Pre-tax income line items

€m	4Q15	3Q15	2Q15	1Q15	4Q14	3Q14	2Q14	1Q14
FRENCH RETAIL BANKING (including 100% of Private Banking in France)*								
Revenues	1,624	1,662	1,672	1,655	1,651	1,671	1,707	1,720
<i>Incl. Net Interest Income</i>	977	984	969	943	984	981	1,030	1,006
<i>Incl. Commissions</i>	647	678	703	712	667	690	677	714
Operating Expenses and Dep.	-1,184	-1,150	-1,071	-1,130	-1,169	-1,135	-1,072	-1,135
Gross Operating Income	440	512	601	525	482	536	635	585
Cost of Risk	-88	-79	-87	-89	-106	-85	-103	-108
Operating Income	352	433	514	436	376	451	532	477
Non Operating Items	2	0	1	1	0	2	0	1
Pre-Tax Income	354	433	515	437	376	453	532	478
Income Attributable to Wealth and Asset Management	-33	-41	-44	-41	-32	-37	-35	-39
Pre-Tax Income of French Retail Banking	321	392	471	396	344	416	497	439
Allocated Equity (€bn, year to date)	6.8	6.8	6.8	6.8	6.7	6.7	6.7	6.8
€m	4Q15	3Q15	2Q15	1Q15	4Q14	3Q14	2Q14	1Q14
FRENCH RETAIL BANKING (including 100% of Private Banking in France)* Excluding PEL/CEL Effects								
Revenues	1,619	1,664	1,677	1,683	1,658	1,716	1,712	1,720
<i>Incl. Net Interest Income</i>	972	986	974	971	991	1,026	1,035	1,006
<i>Incl. Commissions</i>	647	678	703	712	667	690	677	714
Operating Expenses and Dep.	-1,184	-1,150	-1,071	-1,130	-1,169	-1,135	-1,072	-1,135
Gross Operating Income	435	514	606	553	489	581	640	585
Cost of Risk	-88	-79	-87	-89	-106	-85	-103	-108
Operating Income	347	435	519	464	383	496	537	477
Non Operating Items	2	0	1	1	0	2	0	1
Pre-Tax Income	349	435	520	465	383	498	537	478
Income Attributable to Wealth and Asset Management	-33	-41	-44	-41	-32	-37	-35	-39
Pre-Tax Income of French Retail Banking	316	394	476	424	351	461	502	439
Allocated Equity (€bn, year to date)	6.8	6.8	6.8	6.8	6.7	6.7	6.7	6.8
€m	4Q15	3Q15	2Q15	1Q15	4Q14	3Q14	2Q14	1Q14
FRENCH RETAIL BANKING (including 2/3 of Private Banking in France)								
Revenues	1,556	1,589	1,597	1,580	1,587	1,604	1,641	1,648
Operating Expenses and Dep.	-1,150	-1,118	-1,039	-1,097	-1,137	-1,104	-1,042	-1,102
Gross Operating Income	406	471	558	483	450	500	599	546
Cost of Risk	-87	-79	-87	-88	-106	-85	-102	-108
Operating Income	319	392	471	395	344	415	497	438
Non Operating Items	2	0	0	1	0	1	0	1
Pre-Tax Income	321	392	471	396	344	416	497	439
Allocated Equity (€bn, year to date)	6.8	6.8	6.8	6.8	6.7	6.7	6.7	6.8

* Including 100% of Private Banking for Revenues down to Pre-tax income line items

€m	4Q15	3Q15	2Q15	1Q15	4Q14	3Q14	2Q14	1Q14
BNL banca commerciale (Including 100% of Private Banking in Italy)*								
Revenues	776	756	791	802	798	790	813	818
Operating Expenses and Dep.	-547	-425	-439	-453	-458	-424	-431	-456
Gross Operating Income	229	331	352	349	340	366	382	362
Cost of Risk	-300	-309	-318	-321	-322	-348	-364	-364
Operating Income	-71	22	34	28	18	18	18	-2
Non Operating Items	0	0	0	-1	0	0	0	0
Pre-Tax Income	-71	22	34	27	18	18	18	-2
Income Attributable to Wealth and Asset Management	-11	-8	-11	-10	-7	-7	-8	-7
Pre-Tax Income of BNL bc	-82	14	23	17	11	11	10	-9
Allocated Equity (€bn, year to date)	5.3	5.3	5.3	5.4	5.6	5.7	5.8	5.9
€m	4Q15	3Q15	2Q15	1Q15	4Q14	3Q14	2Q14	1Q14
BNL banca commerciale (Including 2/3 of Private Banking in Italy)								
Revenues	757	739	772	783	783	774	797	804
Operating Expenses and Dep.	-538	-417	-431	-444	-450	-416	-423	-449
Gross Operating Income	219	322	341	339	333	358	374	355
Cost of Risk	-301	-308	-318	-321	-322	-347	-364	-364
Operating Income	-82	14	23	18	11	11	10	-9
Non Operating Items	0	0	0	-1	0	0	0	0
Pre-Tax Income	-82	14	23	17	11	11	10	-9
Allocated Equity (€bn, year to date)	5.3	5.3	5.3	5.4	5.6	5.7	5.8	5.9
€m	4Q15	3Q15	2Q15	1Q15	4Q14	3Q14	2Q14	1Q14
BELGIAN RETAIL BANKING (Including 100% of Private Banking in Belgium)*								
Revenues	883	880	891	894	875	846	822	842
Operating Expenses and Dep.	-584	-573	-564	-728	-573	-572	-564	-725
Gross Operating Income	299	307	327	166	302	274	258	117
Cost of Risk	-52	2	-2	-33	-28	-36	-15	-52
Operating Income	247	309	325	133	274	238	243	65
Share of Earnings of Equity-Method Entities	3	3	5	0	3	4	1	1
Other Non Operating Items	4	-7	-4	-13	-23	3	1	0
Pre-Tax Income	254	305	326	120	254	245	245	66
Income Attributable to Wealth and Asset Management	-15	-20	-14	-20	-19	-17	-19	-17
Pre-Tax Income of Belgian Retail Banking	239	285	312	100	235	228	226	49
Allocated Equity (€bn, year to date)	3.7	3.7	3.7	3.6	3.5	3.5	3.4	3.4
€m	4Q15	3Q15	2Q15	1Q15	4Q14	3Q14	2Q14	1Q14
BELGIAN RETAIL BANKING (Including 2/3 of Private Banking in Belgium)								
Revenues	846	838	854	850	834	808	782	803
Operating Expenses and Dep.	-562	-549	-541	-705	-552	-552	-543	-703
Gross Operating Income	284	289	313	145	282	256	239	100
Cost of Risk	-52	0	-2	-32	-27	-35	-15	-52
Operating Income	232	289	311	113	255	221	224	48
Share of Earnings of Equity-Method Entities	3	3	5	0	3	4	1	1
Other Non Operating Items	4	-7	-4	-13	-23	3	1	0
Pre-Tax Income	239	285	312	100	235	228	226	49
Allocated Equity (€bn, year to date)	3.7	3.7	3.7	3.6	3.5	3.5	3.4	3.4

* Including 100% of Private Banking for Revenues down to Pre-tax income line items

€m	4Q15	3Q15	2Q15	1Q15	4Q14	3Q14	2Q14	1Q14
OTHER DOMESTIC MARKETS ACTIVITIES INCLUDING LUXEMBOURG (Including 100% of Private Banking in Luxembourg)*								
Revenues	667	659	658	643	599	575	563	552
Operating Expenses and Dep.	-379	-348	-352	-362	-331	-306	-304	-327
Gross Operating Income	288	311	306	281	268	269	259	225
Cost of Risk	-30	-34	-25	-47	-50	-24	-25	-44
Operating Income	258	277	281	234	218	245	234	181
Share of Earnings of Equity-Method Entities	18	10	3	4	-2	-8	-11	2
Other Non Operating Items	-13	0	0	-1	1	0	0	0
Pre-Tax Income	263	287	284	237	217	237	223	183
Income Attributable to Wealth and Asset Management	0	-1	-2	-1	-1	0	-1	-2
Pre-Tax Income of Other Domestic Markets	263	286	282	236	216	237	222	181
Allocated Equity (€bn, year to date)	2.9	2.8	2.8	2.8	2.7	2.7	2.7	2.7
<hr/>								
€m	4Q15	3Q15	2Q15	1Q15	4Q14	3Q14	2Q14	1Q14
OTHER DOMESTIC MARKETS ACTIVITIES INCLUDING LUXEMBOURG (Including 2/3 of Private Banking in Luxembourg)								
Revenues	665	656	655	640	597	573	560	549
Operating Expenses and Dep.	-377	-346	-351	-360	-330	-304	-302	-326
Gross Operating Income	288	310	304	280	267	269	258	223
Cost of Risk	-30	-34	-25	-47	-50	-24	-25	-44
Operating Income	258	276	279	233	217	245	233	179
Share of Earnings of Equity-Method Entities	18	10	3	4	-2	-8	-11	2
Other Non Operating Items	-13	0	0	-1	1	0	0	0
Pre-Tax Income	263	286	282	236	216	237	222	181
Allocated Equity (€bn, year to date)	2.9	2.8	2.8	2.8	2.7	2.7	2.7	2.7

* Including 100% of Private Banking for Revenues down to Pre-tax income line items

€m	4Q15	3Q15	2Q15	1Q15	4Q14	3Q14	2Q14	1Q14
INTERNATIONAL FINANCIAL SERVICES								
Revenues	3,916	3,810	3,880	3,729	3,668	3,414	3,214	3,099
Operating Expenses and Dep.	-2,396	-2,249	-2,290	-2,380	-2,230	-2,001	-1,897	-1,974
Gross Operating Income	1,520	1,561	1,590	1,349	1,438	1,413	1,317	1,125
Cost of Risk	-411	-416	-433	-462	-440	-352	-319	-400
Operating Income	1,109	1,145	1,157	887	998	1,061	998	725
Share of Earnings of Equity-Method Entities	112	101	128	106	90	84	102	88
Other Non Operating Items	1	27	2	5	13	18	9	1
Pre-Tax Income	1,222	1,273	1,287	998	1,101	1,163	1,109	814
Allocated Equity (€bn, year to date)	21.8	21.8	21.7	21.1	19.4	19.0	18.9	18.7
PERSONAL FINANCE								
Revenues	1,184	1,195	1,182	1,183	1,154	1,089	933	927
Operating Expenses and Dep.	-576	-553	-571	-591	-575	-501	-440	-446
Gross Operating Income	608	642	611	592	579	588	493	481
Cost of Risk	-309	-287	-289	-291	-292	-276	-249	-278
Operating Income	299	355	322	301	287	312	244	203
Share of Earnings of Equity-Method Entities	20	22	15	17	35	12	23	13
Other Non Operating Items	0	0	2	-2	-5	15	6	0
Pre-Tax Income	319	377	339	316	317	339	273	216
Allocated Equity (€bn, year to date)	3.7	3.7	3.6	3.5	3.4	3.3	3.3	3.3
EUROPE-MEDITERRANEAN (Including 100% of Private Banking in Turkey)*								
Revenues	621	611	658	600	622	543	491	448
Operating Expenses and Dep.	-444	-404	-410	-454	-424	-350	-344	-349
Gross Operating Income	177	207	248	146	198	193	147	99
Cost of Risk	-96	-111	-108	-151	-136	-66	-49	-106
Operating Income	81	96	140	-5	62	127	98	-7
Share of Earnings of Equity-Method Entities	45	44	42	42	24	24	28	26
Other Non Operating Items	2	0	-2	1	2	1	1	0
Pre-Tax Income	128	140	180	38	88	152	127	19
Income Attributable to Wealth and Asset Management	0	-2	0	-1	0	0	-1	0
Pre-Tax Income of EUROPE-MEDITERRANEAN	128	138	180	37	88	152	126	19
Allocated Equity (€bn, year to date)	4.4	4.4	4.4	4.3	3.7	3.5	3.5	3.5
EUROPE-MEDITERRANEAN (Including 2/3 of Private Banking in Turkey)								
Revenues	620	608	656	598	620	541	489	447
Operating Expenses and Dep.	-443	-403	-408	-453	-422	-348	-343	-348
Gross Operating Income	177	205	248	145	198	193	146	99
Cost of Risk	-96	-111	-108	-151	-136	-66	-49	-106
Operating Income	81	94	140	-6	62	127	97	-7
Share of Earnings of Equity-Method Entities	45	44	42	42	24	24	28	26
Other Non Operating Items	2	0	-2	1	2	1	1	0
Pre-Tax Income	128	138	180	37	88	152	126	19
Allocated Equity (€bn, year to date)	4.4	4.4	4.4	4.3	3.7	3.5	3.5	3.5

* Including 100% of Private Banking for Revenues down to Pre-tax income line items

€m	4Q15	3Q15	2Q15	1Q15	4Q14	3Q14	2Q14	1Q14
BANCWEST (Including 100% of Private Banking in United States)*								
Revenues	732	700	728	664	612	566	537	514
Operating Expenses and Dep.	-481	-464	-465	-475	-388	-353	-336	-366
Gross Operating Income	251	236	263	189	224	213	201	148
Cost of Risk	5	-20	-16	-19	-17	-6	-16	-11
Operating Income	256	216	247	170	207	207	185	137
Share of Earnings of Equity-Method Entities	0	0	0	0	0	0	0	0
Other Non Operating Items	2	25	1	3	-1	1	1	3
Pre-Tax Income	258	241	248	173	206	208	186	140
Income Attributable to Wealth and Asset Management	-3	-3	-2	-2	-3	-2	-2	-1
Pre-Tax Income of BANCWEST	255	238	246	171	203	206	184	139
Allocated Equity (€bn, year to date)	5.1	5.2	5.2	4.9	4.3	4.2	4.2	4.2
BANCWEST (Including 2/3 of Private Banking in United States)								
Revenues	721	690	719	655	604	559	531	508
Operating Expenses and Dep.	-473	-457	-458	-468	-383	-348	-332	-361
Gross Operating Income	248	233	261	187	221	211	199	147
Cost of Risk	5	-20	-16	-19	-17	-6	-16	-11
Operating Income	253	213	245	168	204	205	183	136
Non Operating Items	2	25	1	3	-1	1	1	3
Pre-Tax Income	255	238	246	171	203	206	184	139
Allocated Equity (€bn, year to date)	5.1	5.2	5.2	4.9	4.3	4.2	4.2	4.2
INSURANCE								
Revenues	601	576	557	570	577	538	535	530
Operating Expenses and Dep.	-302	-279	-274	-305	-279	-262	-253	-287
Gross Operating Income	299	297	283	265	298	276	282	243
Cost of Risk	-4	3	-4	0	1	-4	-1	-2
Operating Income	295	300	279	265	299	272	281	241
Share of Earnings of Equity-Method Entities	36	25	56	39	17	37	33	37
Other Non Operating Items	0	0	1	0	0	-1	0	-2
Pre-Tax Income	331	325	336	304	316	308	314	276
Allocated Equity (€bn, year to date)	6.8	6.7	6.6	6.6	6.3	6.2	6.2	6.1
WEALTH AND ASSET MANAGEMENT								
Revenues	790	741	766	723	713	687	726	687
Operating Expenses and Dep.	-602	-557	-579	-563	-571	-542	-529	-532
Gross Operating Income	188	184	187	160	142	145	197	155
Cost of Risk	-7	-1	-16	-1	4	0	-4	-3
Operating Income	181	183	171	159	146	145	193	152
Share of Earnings of Equity-Method Entities	11	10	15	8	14	11	18	12
Other Non Operating Items	-3	2	0	3	17	2	1	0
Pre-Tax Income	189	195	186	170	177	158	212	164
Allocated Equity (€bn, year to date)	1.8	1.8	1.8	1.8	1.7	1.7	1.7	1.7

* Including 100% of Private Banking for Revenues down to Pre-tax income line items

€m	4Q15	3Q15	2Q15	1Q15	4Q14	3Q14	2Q14	1Q14
CORPORATE AND INSTITUTIONAL BANKING								
Revenues	2,641	2,624	3,048	3,346	2,437	2,519	2,636	2,705
Operating Expenses and Dep.	-1,988	-1,960	-2,064	-2,266	-1,796	-1,809	-1,821	-1,999
Gross Operating Income	653	664	984	1,080	641	710	815	706
Cost of Risk	-63	-40	-14	-96	-29	88	-39	-96
Operating Income	590	624	970	984	612	798	776	610
Share of Earnings of Equity-Method Entities	11	2	13	8	16	0	25	-4
Other Non Operating Items	-27	-2	20	136	4	-1	-6	-6
Pre-Tax Income	574	624	1,003	1,128	632	797	795	600
Allocated Equity (€bn, year to date)	17.9	17.8	17.7	17.0	16.0	15.8	15.8	16.0
CORPORATE BANKING								
Revenues	1,025	832	959	920	965	856	924	788
Operating Expenses and Dep.	-571	-535	-568	-584	-537	-484	-489	-519
Gross Operating Income	454	297	391	336	428	372	435	269
Cost of Risk	-69	-51	55	-74	-26	68	-51	-122
Operating Income	385	246	446	262	402	440	384	147
Non Operating Items	-9	-2	41	132	8	0	18	-12
Pre-Tax Income	376	244	487	394	410	440	402	135
Allocated Equity (€bn, year to date)	8.8	8.7	8.6	8.5	7.7	7.6	7.6	7.6
GLOBAL MARKETS								
Revenues	1,180	1,345	1,613	1,986	1,084	1,261	1,296	1,546
<i>incl. FICC</i>	<i>800</i>	<i>880</i>	<i>992</i>	<i>1,266</i>	<i>790</i>	<i>878</i>	<i>788</i>	<i>963</i>
<i>incl. Equity & Prime Services</i>	<i>380</i>	<i>465</i>	<i>621</i>	<i>720</i>	<i>294</i>	<i>383</i>	<i>508</i>	<i>583</i>
Operating Expenses and Dep.	-1,029	-1,059	-1,131	-1,333	-913	-998	-1,024	-1,173
Gross Operating Income	151	286	482	653	171	263	272	373
Cost of Risk	4	12	-73	-22	-6	19	11	26
Operating Income	155	298	409	631	165	282	283	399
Share of Earnings of Equity-Method Entities	5	5	-7	13	9	-1	7	7
Other Non Operating Items	-12	-3	0	-1	-5	0	-6	-5
Pre-Tax Income	148	300	402	643	169	281	284	401
Allocated Equity (€bn, year to date)	8.5	8.5	8.5	8.0	7.7	7.7	7.7	7.9
SECURITIES SERVICES								
Revenues	436	447	476	440	388	402	416	371
Operating Expenses and Dep.	-388	-366	-365	-349	-346	-327	-308	-307
Gross Operating Income	48	81	111	91	42	75	108	64
Cost of Risk	2	-1	4	0	3	1	1	0
Operating Income	50	80	115	91	45	76	109	64
Non Operating Items	0	0	-1	0	8	0	0	0
Pre-Tax Income	50	80	114	91	53	76	109	64
Allocated Equity (€bn, year to date)	0.6	0.6	0.6	0.5	0.5	0.5	0.5	0.5
CORPORATE CENTRE								
Revenues	68	89	273	137	244	-154	-61	303
Operating Expenses and Dep.	-395	-318	-367	-556	-385	-297	-340	-240
<i>Incl. Restructuring and Transformation Costs</i>	<i>-286</i>	<i>-160</i>	<i>-217</i>	<i>-130</i>	<i>-254</i>	<i>-154</i>	<i>-207</i>	<i>-142</i>
Gross Operating Income	-327	-229	-94	-419	-141	-451	-401	63
Cost of Risk	-24	-5	-24	2	-38	1	9	-20
Costs related to the comprehensive settlement with US authorities	-100	0	0	0	-50	0	-5,950	0
Operating Income	-451	-234	-118	-417	-229	-450	-6,342	43
Share of Earnings of Equity-Method Entities	9	18	15	18	-27	5	21	15
Other Non Operating Items	-622	11	410	76	-263	43	12	-2
Pre-Tax Income	-1,064	-205	307	-323	-519	-402	-6,309	56

GOOD OPERATING PERFORMANCE AND SOLID ORGANIC CAPITAL GENERATION.....	2
RETAIL BANKING & SERVICES	5
DOMESTIC MARKETS.....	5
INTERNATIONAL FINANCIAL SERVICES	8
CORPORATE AND INSTITUTIONAL BANKING (CIB).....	12
CORPORATE CENTRE.....	14
FINANCIAL STRUCTURE.....	14
CONSOLIDATED PROFIT AND LOSS ACCOUNT	17
4Q15 – RESULTS BY CORE BUSINESSES	18
2015 – RESULTS BY CORE BUSINESSES	19
QUARTERLY SERIES	20

Figures included in this presentation are unaudited. On 24 March 2015, BNP Paribas issued a restatement of its quarterly results for 2014 reflecting, in particular, the new organization of the Bank's operating divisions as well as the adoption of the accounting standards IFRIC 21. This presentation is based on the published or the restated 2014 data as appropriate.

This presentation includes forward-looking statements based on current beliefs and expectations about future events. Forward-looking statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future events, operations, products and services, and statements regarding future performance and synergies. Forward-looking statements are not guarantees of future performance and are subject to inherent risks, uncertainties and assumptions about BNP Paribas and its subsidiaries and investments, developments of BNP Paribas and its subsidiaries, banking industry trends, future capital expenditures and acquisitions, changes in economic conditions globally or in BNP Paribas' principal local markets, the competitive market and regulatory factors. Those events are uncertain; their outcome may differ from current expectations which may in turn significantly affect expected results. Actual results may differ materially from those projected or implied in these forward looking statements. Any forward-looking statement contained in this presentation speaks as of the date of this presentation. BNP Paribas undertakes no obligation to publicly revise or update any forward-looking statements in light of new information or future events. It should be recalled in this regard that the Supervisory Review and Evaluation Process is carried out each year by the European Central Bank, which can modify each year its capital adequacy ratio requirements for BNP Paribas.

The information contained in this presentation as it relates to parties other than BNP Paribas or derived from external sources has not been independently verified and no representation or warranty expressed or implied is made as to, and no reliance should be placed on the fairness, accuracy, completeness or correctness of, the information or opinions contained herein. None of BNP Paribas or its representatives shall have any liability whatsoever in negligence or otherwise for any loss however arising from any use of this presentation or its contents or otherwise arising in connection with this presentation or any other information or material discussed.

BNP PARIBAS 2015 FULL YEAR RESULTS

5 FEBRUARY 2016



BNP PARIBAS

35



The bank for a changing world

Disclaimer

Figures included in this presentation are unaudited. On 24 March 2015, BNP Paribas issued a restatement of its quarterly results for 2014 reflecting, in particular, the new organization of the Bank's operating divisions as well as the adoption of the accounting standards IFRIC 21. This presentation is based on the published or the restated 2014 data as appropriate.

This presentation includes forward-looking statements based on current beliefs and expectations about future events. Forward-looking statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future events, operations, products and services, and statements regarding future performance and synergies. Forward-looking statements are not guarantees of future performance and are subject to inherent risks, uncertainties and assumptions about BNP Paribas and its subsidiaries and investments, developments of BNP Paribas and its subsidiaries, banking industry trends, future capital expenditures and acquisitions, changes in economic conditions globally or in BNP Paribas' principal local markets, the competitive market and regulatory factors. Those events are uncertain; their outcome may differ from current expectations which may in turn significantly affect expected results. Actual results may differ materially from those projected or implied in these forward looking statements. Any forward-looking statement contained in this presentation speaks as of the date of this presentation. BNP Paribas undertakes no obligation to publicly revise or update any forward-looking statements in light of new information or future events. It should be recalled in this regard that the Supervisory Review and Evaluation Process is carried out each year by the European Central Bank, which can modify each year its capital adequacy ratio requirements for BNP Paribas.

The information contained in this presentation as it relates to parties other than BNP Paribas or derived from external sources has not been independently verified and no representation or warranty expressed or implied is made as to, and no reliance should be placed on the fairness, accuracy, completeness or correctness of, the information or opinions contained herein. None of BNP Paribas or its representatives shall have any liability whatsoever in negligence or otherwise for any loss however arising from any use of this presentation or its contents or otherwise arising in connection with this presentation or any other information or material discussed.

2015 Key Messages

Revenue growth in all the operating divisions	Revenues of the operating divisions: +9.1% vs. 2014
Good growth in pre-tax income of the operating divisions	Pre-tax income of the operating divisions: +13.0% vs. 2014
Cost of risk stable at a moderate level	54 bp* (-3 bp vs. 2014)
Net income Group share Dividend per share	€6,694m €2.31**
Continued increase of the Basel 3 ratios during the year	CET1 ratio***: 10.9% (+60 bp vs. 31.12.14) Leverage ratio***: 4.0% (+40 bp vs. 31.12.14)

**Good operating performance
Solid organic capital generation**

Launch of the 2016-2019 CIB transformation plan

* Net provisions/Customer loans; ** Subject to the approval of AGM on 26 May 2016; *** As at 31 December 2015, CRD4 ("2019 fully loaded" ratio)



Group Results

Division Results

Evolution of Regulatory Ratios

4Q15 Detailed Results

Appendix

Main Exceptional Items - 2015

● Revenues

- Net capital gains from exceptional equity investment sales (*Corporate Centre*)
- Own credit adjustment and DVA (*Corporate Centre*)
- Introduction of FVA* (*CIB - Global Markets*)

● Operating expenses

- Simple & Efficient transformation costs and restructuring costs** (*Corporate Centre*)
- Contribution to the resolution process of 4 Italian banks***

● Cost of risk

- Portfolio provision due to the exceptional situation in Eastern Europe

● Costs related to the comprehensive settlement with U.S. authorities (*Corporate Centre*)

- Amount of penalties
- Costs related to the remediation plan

● Non operating items

- Exceptional goodwill impairments**** (*Corporate Centre*)
- Capital gain on the sale of a non-strategic stake*****
- Sale of the stake in Klépierre-Corio (*Corporate Centre*)
- Dilution capital gain due to the merger between Klépierre and Corio (*Corporate Centre*)

	2015	2014
	+€314m	+€301m -€459m -€166m
	+€314m	-€324m
	-€793m -€69m	-€757m
	-€862m	-€757m
		-€100m -€100m
	-€100m	-€5,750m -€250m
	-€100m	-€6,000m
	-€993m +€94m +€716m +€123m	-€297m
	-€60m	-€297m
Total one-off items	-€708m	-€7,478m

* Funding Valuation Adjustment; ** Restructuring costs of LaSer, Bank BGZ, DAB Bank and GE LLD; *** BNL bc (-€65m), Personal Finance (-€4m); **** Of which BNL bc's full goodwill impairment: -€917m in 4Q15 and -€297m in 4Q14; ***** CIB-Corporate Banking (€74m), Corporate Centre (€20m)



Consolidated Group - 2015

	> 2015	> 2014*	> 2015 vs. 2014	> 2015 vs. 2014 Operating Divisions
Revenues	€42,938m	€39,168m	+9.6%	+9.1%
Operating expenses	-€29,254m	-€26,524m	+10.3%	+9.3%
Gross operating income	€13,684m	€12,644m	+8.2%	+8.7%
Cost of risk	-€3,797m	-€3,705m	+2.5%	+2.4%
Costs related to the comprehensive settlement with U.S. authorities	-€100m	-€6,000m	n.s.	
Non operating items	€592m	€211m	n.s.	+61.4%
Pre-tax income	€10,379m	€3,150m	n.s.	+13.0%
Net income attributable to equity holders	€6,694m	€157m	n.s.	
Net income attributable to equity holders excluding one-off items**	€7,338m		+7.3%***	
Return on equity excluding one-off items****:			9.2%	
Return on tangible equity excluding one-off items****:			11.1%	

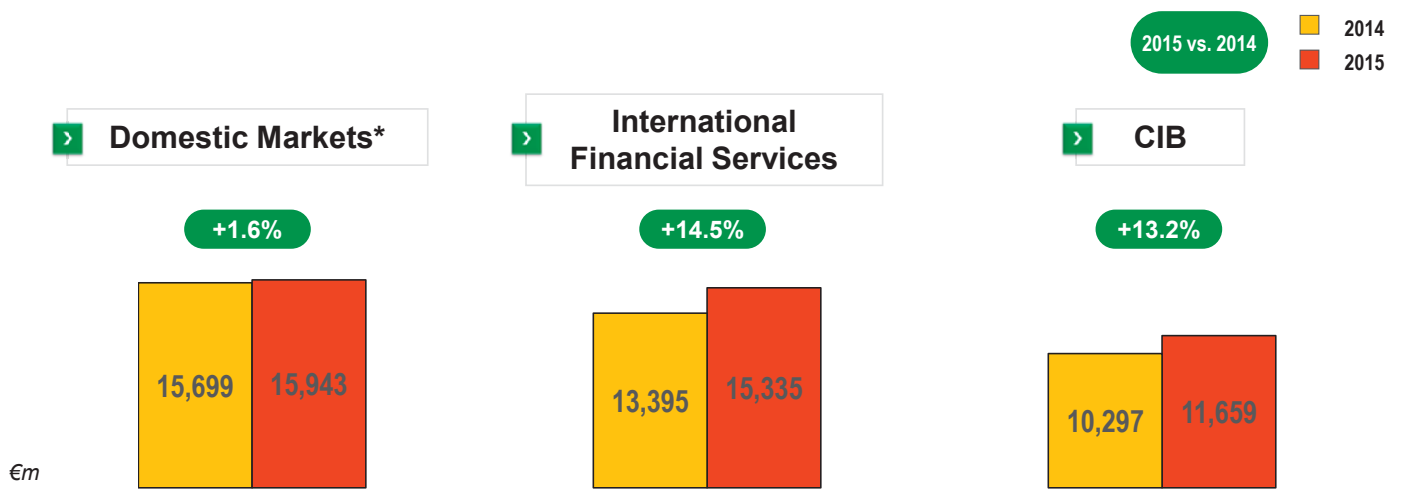


Good overall performance

* See restatement of the year 2014, published on 24 March 2015; ** See slide 5; *** Excluding one-off items and the first contribution to the SRF (-€181m); **** Including one-off items: return on equity, 8.3%; return on tangible equity, 10.1%



Revenues of the Operating Divisions - 2015

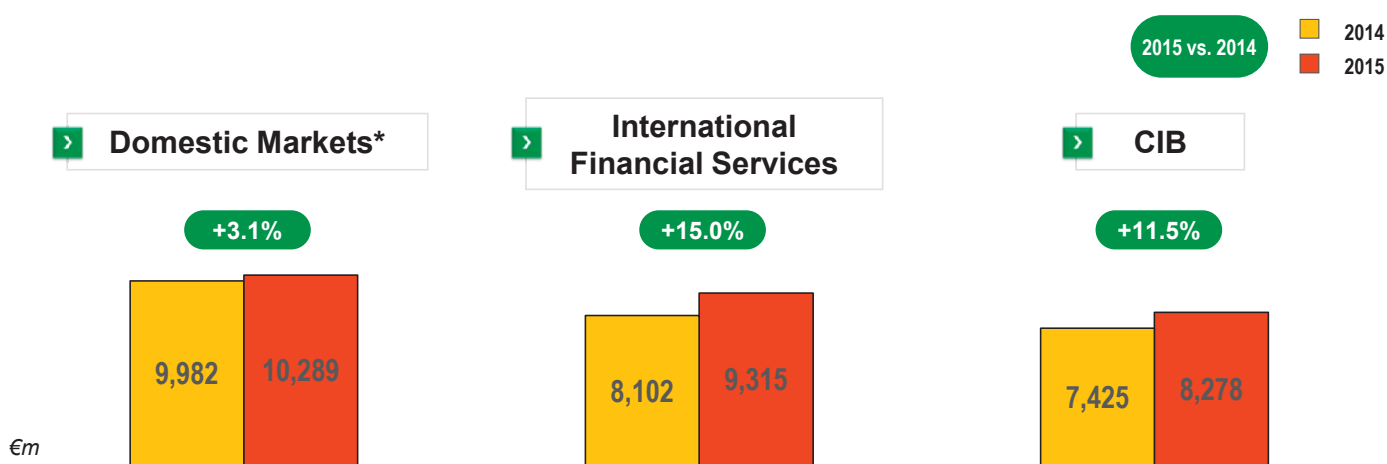


- Impact of acquisitions made in 2014 and significant foreign exchange effect
- At constant scope and exchange rates
 - Rise in the revenues of the operating divisions: +3.5% vs. 2014

**Solid performance of Domestic Markets
Strong growth at IFS and CIB**

* Including 100% of Private Banking in France (excluding PEL/CEL effects), in Italy, Belgium and Luxembourg

Operating Expenses of the Operating Divisions - 2015



- Impact of acquisitions made in 2014 and significant foreign exchange effect
- At constant scope and exchange rates
 - Rise in the operating expenses of the operating divisions: +3.2% vs. 2014
 - Improvement of the cost/income ratio: -0.2 pt vs. 2014
- Implementation of new regulations and strengthening compliance
- 2014-2016 business development plans now largely completed

Rise in regulatory costs and finalisation of the business development plans mitigated by the effects of Simple & Efficient

* Including 100% of Private Banking in France (excluding PEL/CEL effects), Italy, Belgium and Luxembourg

42

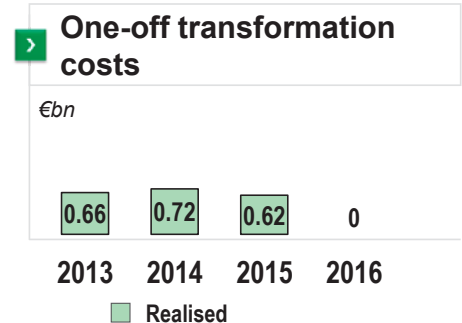
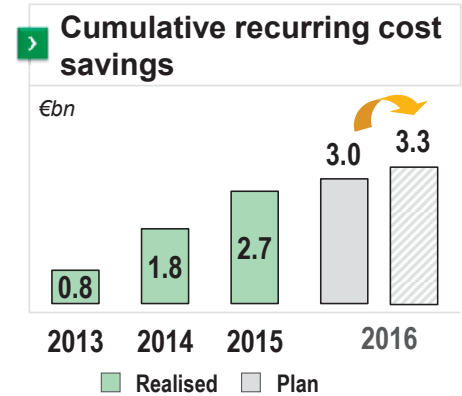
Simple & Efficient

- Very good momentum throughout the entire Group
 - 1,380 programmes identified including 2,682 projects
 - 62% of projects initiated since 2013 already completed

- Cost savings
 - €2,738m since the launch of the plan, beyond the initial €2.6bn target in 2015
 - Equivalent to 91% of the €3.0bn target per year from 2016
 - Of which €978m booked in 2015

- Cost savings target raised from €3.0bn to €3.3bn
 - To offset additional compliance costs in 2016

- Transformation costs: €622m in 2015
 - Of which €232m in 4Q15

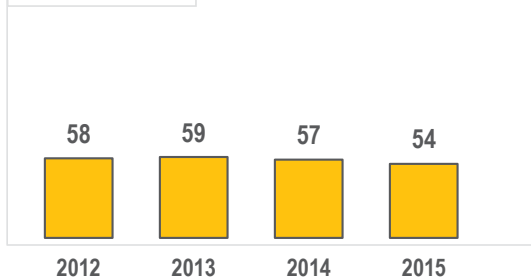


Cost savings target raised from €3.0bn to €3.3bn to offset the strengthening of compliance set ups

Cost of Risk - 2015 (1/2)

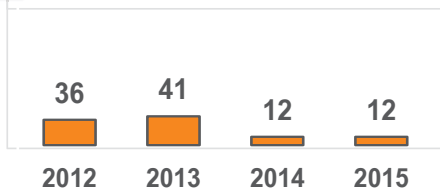
Net provisions/Customer loans (in annualised bp)

> Group



- Cost of risk: €3,797m (+€92m vs. 2014)
 - Scope effect linked to the acquisitions made in 2014 (+€143m vs. 2014)
 - Cost of risk down slightly excluding this effect

> CIB - Corporate Banking

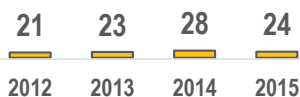


- €139m (+€8m vs. 2014)
- Cost of risk at a very low level

Cost of Risk - 2015 (2/2)

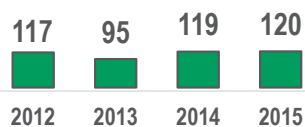
Net provisions/Customer loans (in annualised bp)

> FRB



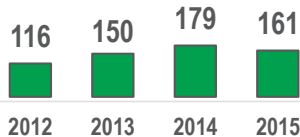
- €343m (-€59m vs. 2014)
- Cost of risk still low

> Europe-Mediterranean



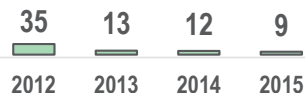
- €466m (+€109m vs. 2014)
- Scope effect linked to the acquisition of BGZ: €38m
- Cost of risk ~stable (bp)

> BNL bc



- €1,248m (-€150m vs. 2014)
- Decline in the cost of risk
- Significant decrease in doubtful loan inflows

> BancWest



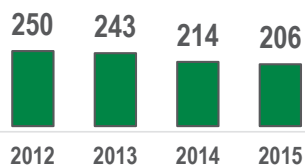
- €50m (stable vs. 2014)
- Cost of risk still very low

> BRB



- €85m (-€46m vs. 2014)
- Cost of risk particularly low

> Personal Finance

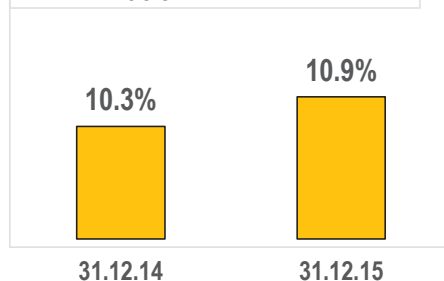


- €1,176m (+€81m vs. 2014)
- Scope effect linked to the acquisitions
- Decrease in the cost of risk excluding this effect

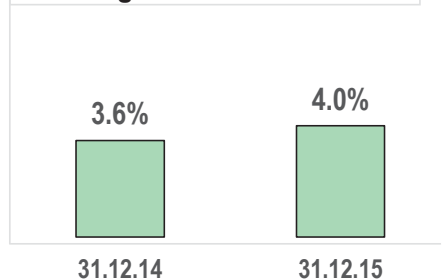
Financial Structure

- Fully loaded Basel 3 CET1 ratio*: 10.9% as at 31.12.15 (+60 bp vs. 31.12.14)
 - Essentially due to the 2015 results after taking into account the dividend payment
- Fully loaded Basel 3 leverage** : 4.0% as at 31.12.15 (+40 bp vs. 31.12.14)
 - Effect of the higher CET1 capital
 - Reduction of the leverage exposure in capital market activities
- Liquidity Coverage Ratio: 124% as at 31.12.15
- Immediately available liquidity reserve***: €266bn (€260bn as at 31.12.14)
 - Amounting to ~185% of short-term wholesale funding, equivalent to over 1 year of room to manoeuvre

➤ Fully loaded Basel 3 CET1 ratio*



➤ Fully loaded Basel 3 leverage ratio**

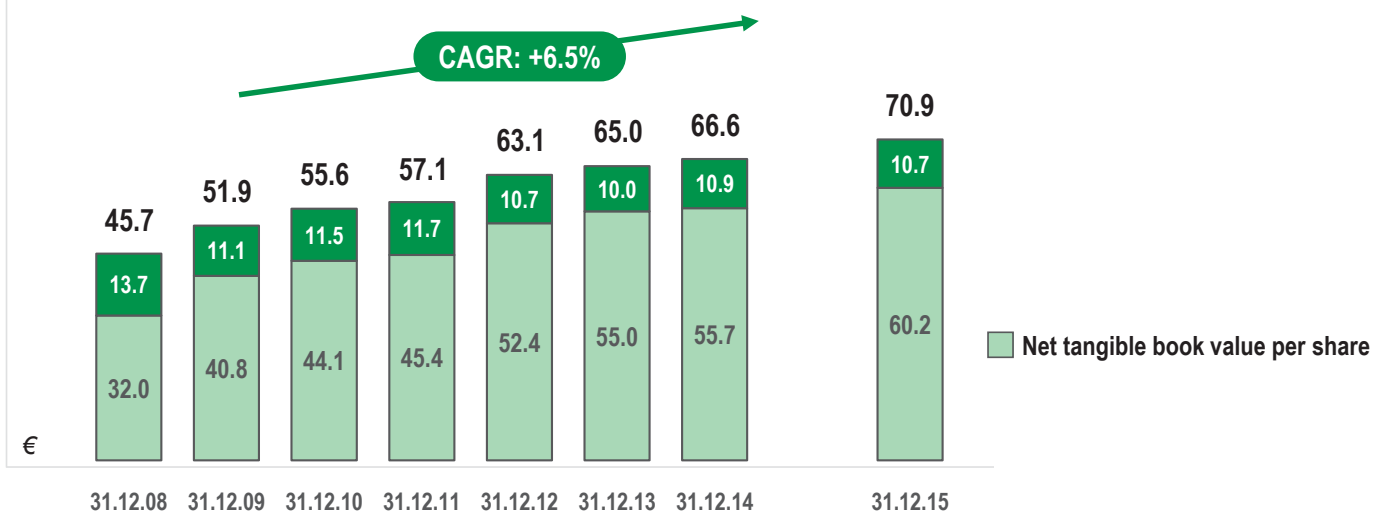


➤ **Solid organic capital generation**

* CRD4 (2019 fully loaded ratio); ** CRD4 (2019 fully loaded ratio), calculated according to the delegated act of the European Commission dated 10.10.2014 (see note (d) on slide 90);
 *** Liquid market assets or eligible to central banks (counterbalancing capacity) taking into account prudential standards, notably US standards, minus intradays payment systems needs

Net Book Value per Share

> Net book value per share

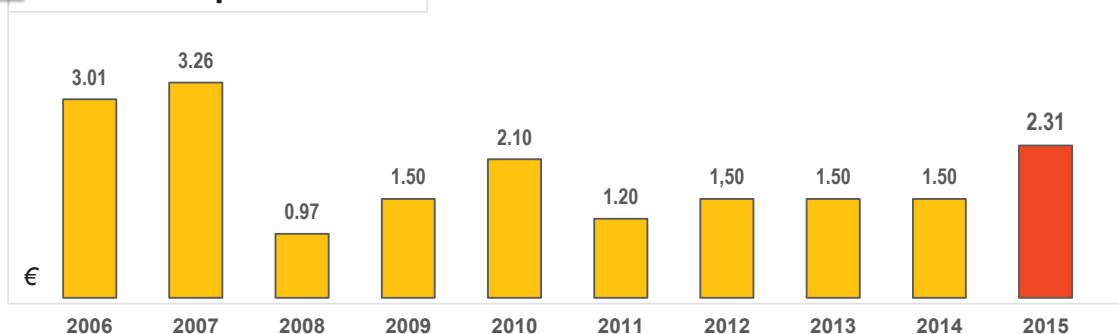


> **Continued growth in the net book value per share throughout the cycle**

Dividend

- Dividend*: €2.31 per share
 - Paid in cash
 - Dividend yield: 5.3%**
- Implying a pay out ratio of 45%

Dividend per share



2015 dividend: €2.31 per share

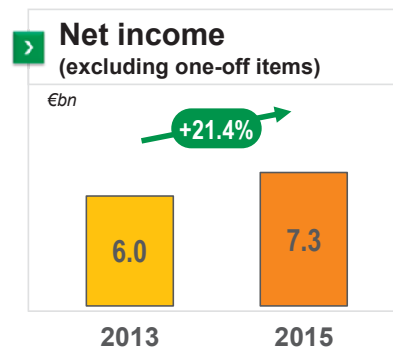
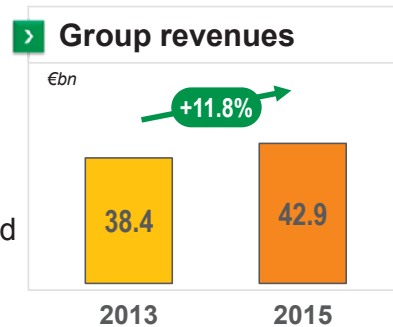
* Subject to approval at the Shareholders' Meeting on 26 May 2016, shares will go ex-dividend on 2 June 2016, payment on 6 June 2016; ** Based on the closing price on 29 January 2016 (€43.73)

48



2014-2016 Business Development Plan

- Good evolution of the Group's performances
 - Average annual revenue growth of the operating divisions*: Domestic Markets: +1.4%; IFS: +9.0%; CIB: +7.4%
 - Geographic business development plans: objective of the plan already achieved in Asia Pacific (2015 revenues: €3.2bn, +6.2%** vs. 2014) and in CIB-North America (2015 revenues: €2.2bn, +15.3%** vs. 2014)
- Use of capital resources
 - Low increase of risk-weighted assets: +0.6% vs. 2013*
 - Targeted acquisitions generating synergies (€245m by 2017***)
- 2016 ROE target of the plan confirmed (reminder: 10% ROE calculated on 10% CET1 ratio)



2014-2016 plan well on track
Preparation this year of a new 2017-2020 plan

* 2013-2015 average annual growth rate; ** At constant exchange rates; *** Additional synergies expected in 2016 and 2017, excluding restructuring costs

Active Implementation Throughout the Group of the Remediation Plan and Reinforcement of Compliance and Control Procedures

- Implementation of the remediation plan agreed as part of the comprehensive settlement with the U.S. authorities in line with the timetable defined
 - 45 projects of which 24 already finalised
 - USD flows for the Group will be processed and controlled via the New York branch: 85% of USD outflows now processed by the New York branch
 - Group Financial Security department in the US, based in New York, fully operational
- Reinforcement of compliance and control procedures
 - Vertical integration of the Compliance and Legal functions
 - Increase staffing of the compliance organisation (2,765 people, +1,033 vs. 2014)
 - Increase in the number of controls performed by the General Inspection: 54 entities audited in 2015 by the new team specialised in compliance and financial security issues
 - Process of alerts management relating to international sanctions: centralisation of Swift flows and filtering of transactions in the last stage of finalisation for the majority of the entities involved
 - ~140 specialists trained as part of the international financial sanctions certification programme
 - Continued operational implementation of a stronger culture of compliance: compulsory training programmes for Group employees
 - Reinforcement and harmonisation of mandatory periodic client portfolio review procedures (Know Your Customer)
- One-off additional provision of €100m in 4Q15 in connection with the remediation plan to industrialise existing processes

Group Results

Division Results

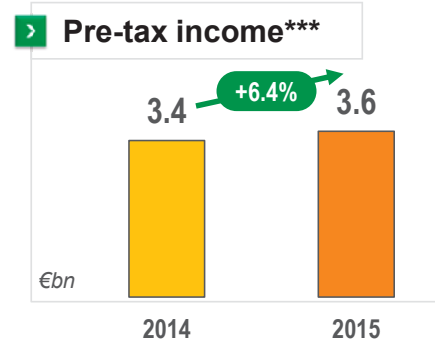
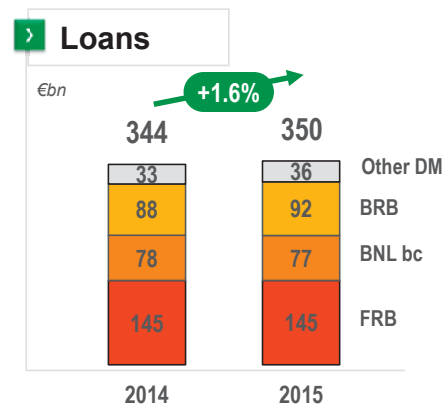
Evolution of Regulatory Ratios

4Q15 Detailed Results

Appendix

Domestic Markets - 2015

- **Business activity**
 - Loans: +1.6% vs. 2014, gradual recovery in demand for loans
 - Deposits: +6.5% vs. 2014 (+4.5% excluding the acquisition of DAB Bank in Germany), good growth in particular in France, Belgium and Germany
 - Increase of private banking assets under management in France, Italy and Belgium: +5.3% vs. 31.12.14
- Ongoing expansion of the digital offering and transformation of the customer experience
 - Omni-channel, mobile and real time
- Revenues*: €15.9bn; +1.6% vs. 2014
 - Good performance of BRB and the specialised businesses (Arval, Leasing Solutions, Personal Investors)
 - Impact of persistently low interest rates
- Operating expenses*: €10.3bn; +3.1% vs. 2014
 - +0.8% at constant scope and exchange rates and excluding non recurrent items in BNL bc**
- Pre-tax income***: €3.6bn; +6.4% vs. 2014
 - Decrease in the cost of risk, in particular in Italy



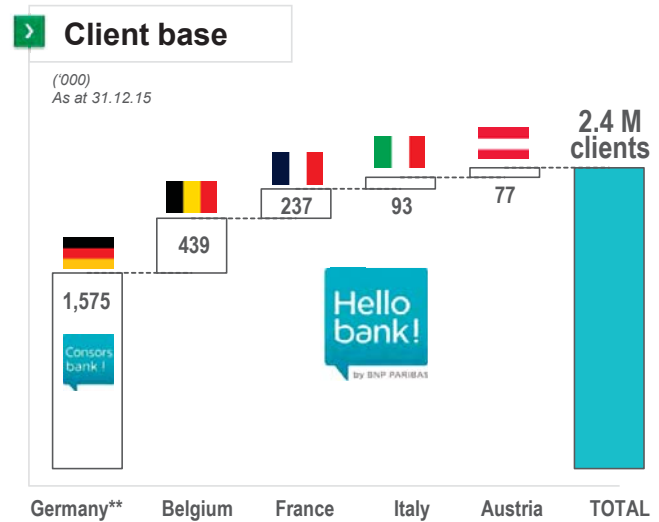
Good income increase
Gradual return to economic growth in Europe

* Including 100% of Private Banking, excluding PEL/CEL effects; ** Contribution to the resolution process of 4 Italian banks (€65m) and one-off restructuring costs (€20m) in 4Q15; *** Including 2/3 of Private Banking, excluding PEL/CEL effects

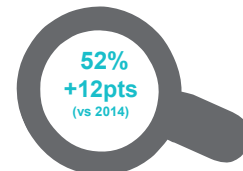
Domestic Markets

Continued Development of Hello bank!

- A fast growing customer base
 - Strong organic client acquisition (~+400,000 clients vs. 31.12.14)
 - Acquisition of DAB Bank in Germany in 2014 and merger in 2015 with Consorsbank!
 - Direktanlage.at became Hello bank! in Austria in 2015
- A new brand successfully rolled-out in the Eurozone
 - Brand positioning “100% mobile”
 - Promising spontaneous awareness
 - New features and services
 - €24bn deposits and €80bn assets under management
 - Generating 8.7% of individual clients revenues* in 2015 (x2 vs. 2014)
- Shared assets with the network and across Hello bank!
 - Use of existing infrastructures and resources in each country: IT systems, back-offices, call centres,...



Hello bank! awareness (France)






Hello bank! successfully developing in 5 countries
2.4 million clients

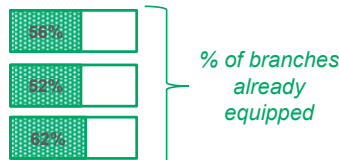
Domestic Markets

Continued Transformation of the Retail Networks

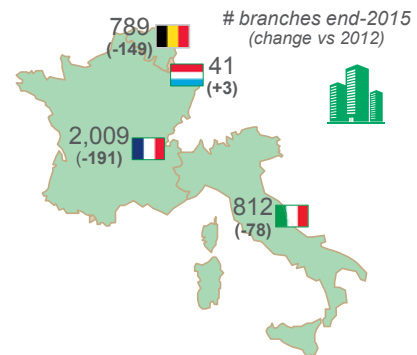
- Branch network optimisation with differentiated branch formats
 - Continued footprint optimisation
 - Full range of services available in “hub” branches
 - Lighter branch formats developed to maintain proximity at a lower cost
- Revamped commercial set up
 - Opening hours reviewed and adapted to client needs
 - Meeter/Greeter as a shared role in most branches
 - Personalized approach and reinforced expertise for some client segments

Digitalised branches

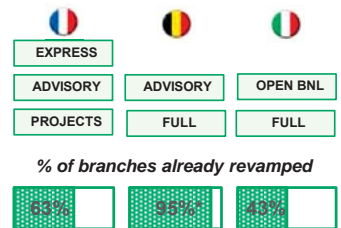
-  Videoconference support
-  Wi-Fi for customers
-  New mobile workstation tablet-based



Ongoing footprint optimisation



New branch formats



Footprint optimisation and modernisation of branch formats

Domestic Markets

French Retail Banking - 2015

● Business activity

- Loans: +0.3% vs. 2014, gradual recovery in demand; expanding the commercial offering to speed up growth in volumes in 2016
- Deposits: +4.2% vs. 2014, driven by a rise in current accounts
- Off-balance savings: growing, increase in particular in the life-insurance outstandings (+4.5% vs. 31.12.14)
- Private Banking: #1 in France with €87.3bn in assets under management
- Supporting businesses and innovative start-ups: opening of two WAI (We Are Innovation) centres and an innovation hub dedicated to FinTechs

● Revenues*: -2.4% vs. 2014

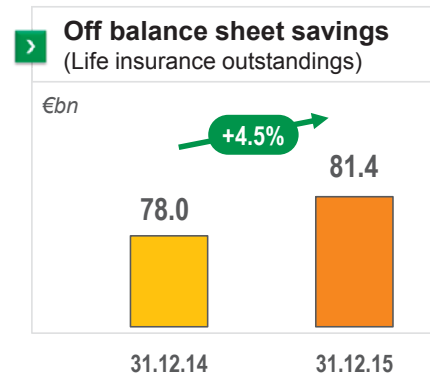
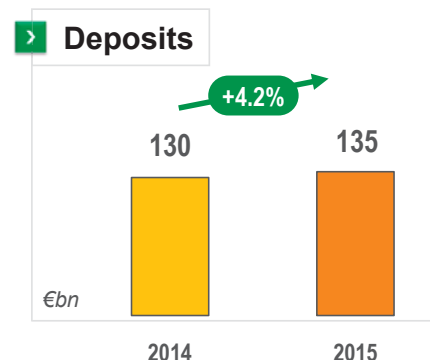
- Net interest income: -3.8%, impact of persistently low interest rates (decrease in margins on deposits and on renegotiated loans)
- Fees: -0.3%, decrease of banking fees, increase in fees on off balance sheet savings
- Gradual adaptation of customer conditions to the low interest rate context

● Operating expenses*: +0.5% vs. 2014

- Good cost control

● Pre-tax income**: €1,610m (-8.2% vs. 2014)

- Cost of risk still low



Impact of the low interest rate context Commercial adaptation measures taken

* Including 100% of French Private Banking, excluding PEL/CEL effects; ** Including 2/3 of French Private Banking, excluding PEL/CEL effects

Domestic Markets

BNL banca commerciale - 2015

● Business activity

- Loans: -0.6% vs. 2014, impact of the selective repositioning on the corporate segment, now almost completed; rise in loans to individuals (+2.3% vs. 2014)
- Deposits: +1.0% vs. 2014, increase in deposits of individuals
- Development of off balance sheet savings: strong growth of outstandings in life insurance (+10.6% vs. 31.12.14) and mutual funds (+18.1% vs. 31.12.14)
- Private Banking: #5 in Italy with market share gains

● Revenues*: -2.9% vs. 2014

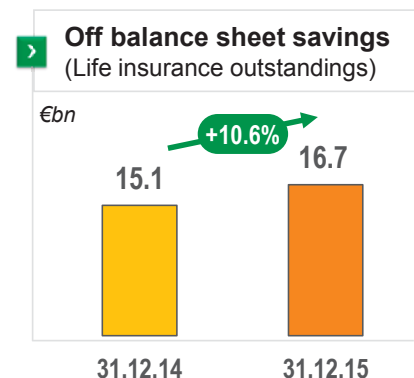
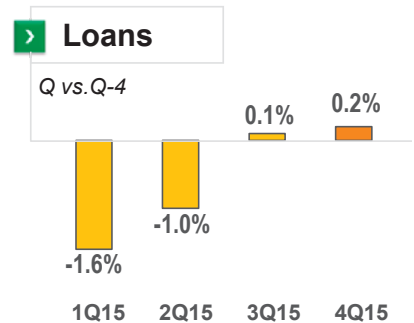
- Net interest income: -5.5% vs. 2014, low interest rate environment and repositioning on the better corporate clients; growth in the individual client segment
- Fees: +2.5% vs. 2014, good performance of off balance sheet savings as a result of increased outstandings

● Operating expenses*: +5.4% vs. 2014

- +0.6% vs. 2014 excluding the impact of non recurring items (€85m)**
- Good cost containment

● Pre-tax income***: -€28m (+€23m in 2014)

- +€57m excluding the impact of non recurring items (x2.5 vs. 2014)
- Reduction of cost of risk



Gradual improvement of the economic environment
Continued decline of cost of risk

* Including 100% of Italian Private Banking; ** Contribution to the resolution process of 4 Italian banks (€65m) and one-off restructuring costs (€20m) in 4Q15; *** Including 2/3 of Italian Private Banking

56

Domestic Markets

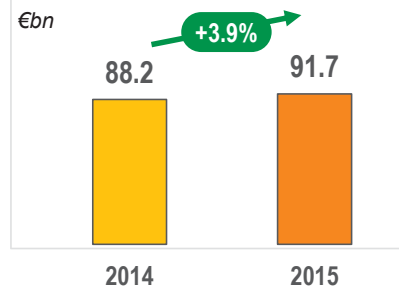
Belgian Retail Banking - 2015

● Sustained business activity

- Loans: +3.9% vs. 2014, rise in loans to individuals and corporate customers, good growth in mortgage loans
- Deposits: +3.8% vs. 2014, strong growth in current accounts
- Good performance of off balance sheet savings (mutual fund outstandings: +13.8% vs. 31.12.14)
- Development of digital banking and new client experience: launch of the first dedicated home loan App



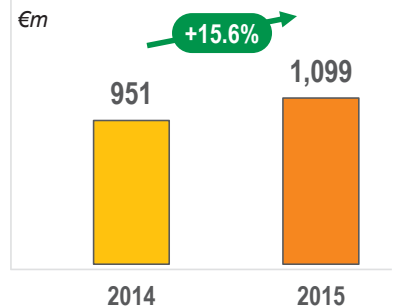
> Loans



● Revenues*: +4.8% vs. 2014

- Net interest income: +4.1% vs. 2014, driven in particular by increased volumes and margins holding up well
- Fees: +7.0% vs. 2014, good performance of financial and credit fees

> GOI*



● Operating expenses*: +0.6% vs. 2014

- Good cost containment
- Improvement of the cost/income ratio (-2.9 pts)

● Pre-tax income**: €936m (+26.8% vs. 2014)

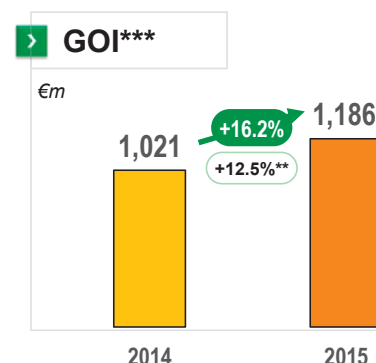
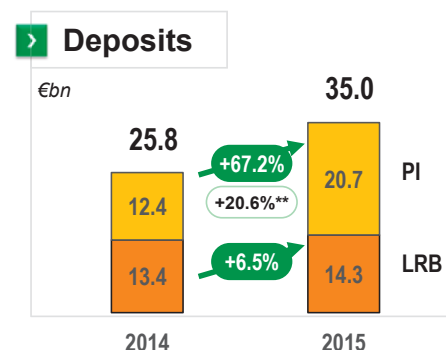
- Decrease in the cost of risk vs. 2014



Very good performance
Continuing improvement of the operating efficiency

Domestic Markets Other Activities - 2015

- Good drive of specialised businesses
 - Arval: acquisition* of GE Fleet Services' business in Europe (+164,000 vehicles) and strong organic growth in the financed fleet (+7.5%** vs. 2014); #1 in Europe with strengthened positions in all countries
 - Leasing Solutions: rise in outstandings of the core portfolio and reduction of the non-core portfolio
 - Personal Investors (PI): strong increase in deposits due to the acquisition of DAB Bank and the success of Consorsbank! in Germany
- Luxembourg Retail Banking: good deposit inflows, growth in mortgage loans
- Revenues***: +14.8% vs. 2014
 - Effect in particular of the acquisition of DAB Bank in Germany (PI)
 - +6.9% at constant scope and exchange rates, driven by Arval, Leasing Solutions and PI
- Operating expenses***: +13.6% vs. 2014
 - +2.4% at constant scope and exchange rates
 - Largely positive jaws effect
- Pre-tax income**** : €1,067m (+24.6% vs. 2014)
 - +19.9% at constant scope and exchange rates



> Good sales and marketing drive and strong income growth

* Closed on 2 November 2015; ** At constant scope and exchange rates; *** Including 100% of Private Banking in Luxembourg; **** Including 2/3 of Private Banking in Luxembourg

58



Domestic Markets - Medium-term Ambitions (1/3)

Structural Changes Requiring Transformation Actions

Evolving customer behaviours & expectations

- **Banking customers expectations increasing** with new digital standards: value added, seamless, efficiency and security
- Available data and digital tools create opportunities to **enrich the customer relationship** and generate new revenues
- Traditional networks only partially answer these expectations: **reinvent client experience and adapt commercial strategy**

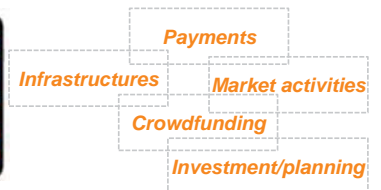


New client relationship

- Interactive & customised
- Accelerated time
- Direct access everywhere/every time
- Simple, reliable & intuitive

Competition & digital disruption

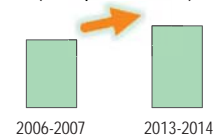
- **Internet giants** are developing financial service offerings, notably in the payment area
- **FinTechs** are attracting significant investments to innovate certain areas of banking activity
- **Propose best-in-class offerings & services and agile implementation of new cooperation models**



Profitability challenges

- Low interest rate environment and margins under pressure
- Growing investment needs (IT/data) to align with new digital standards
- **Roll-out digital transformation to reduce costs and adapt the historical operating model**

Cost/Income (European banks)



Regulatory changes

- Additional complexity due to new regulatory requirements
- Expected to potentially alter the competitive landscape
- **Create new digital customer journeys and seize opportunities entailed by regulatory evolutions**

Revised European Directive on Payment Services



MiFID 2

Domestic Markets - Medium-term Ambitions (2/3)

Capitalise on BNPP's Differentiating Capabilities

Multi-channel distribution model

Integrated, multi-channel distribution platform fully deployed in the Domestic Markets networks

→ **Better capitalise on digital tools and technologies mutualised across DM**



Networks optimisation

Ongoing optimisation of geographical footprint and format modernisation

→ **Structural evolutions needed to cope with massive digitalisation of banking interactions**

More digitalised branches

- Videoconference
- New mobile workstations
- Wi-Fi for customers

New branch formats

- Proximity
- Full services

Hello bank!

Pan-European model successfully rolled out

→ **Further adaptation to the competitive specificities of each country**

▪ **2.4M clients**
▪ **5 countries**



Products & services innovation

Fast roll-out of technological innovations, notably in payments

→ **Agile implementation of new internal solutions developed in house or through partnerships**

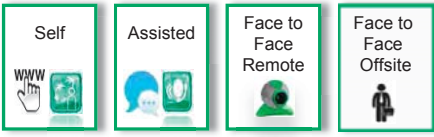
Trends & Sourcing	
Incubation/Acceleration to support start-ups	
Tests/Prototypes	
Venture Capital	

Domestic Markets - Medium-term Ambitions (3/3)

More Digitalisation, More Customisation

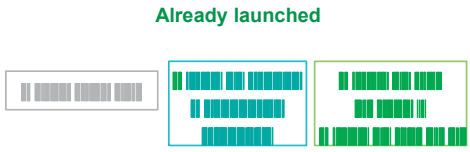
Create digitalised service models

- **Differentiated models** in terms of value proposition and relationship model: choice offered to customers (Retail, Private, Corporate)
- New relationship styles with **more digital** and **adapted interactions**
- **Common platforms** for product offering, remote expertise...



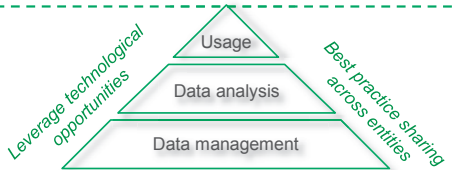
Reinvent customer journeys

- **Effortless & value-added** client experience, tailored to client needs end-to-end
- **Efficiency improvement:** process optimisation and operating functions adaptation
- Further development of **cross-selling** within the Group



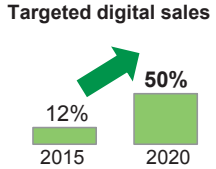
Enhance customer knowledge

- Optimize **commercial proactivity and reactivity**
- Improve **pricing and risk scoring** management



Boost digital acquisition & sales

- **Digitalisation of the whole product offering subscriptions**
- Boost digital communication and marketing
- **Specific client acquisition offers** with ambitious targets for 2020



Develop comprehensive service offers

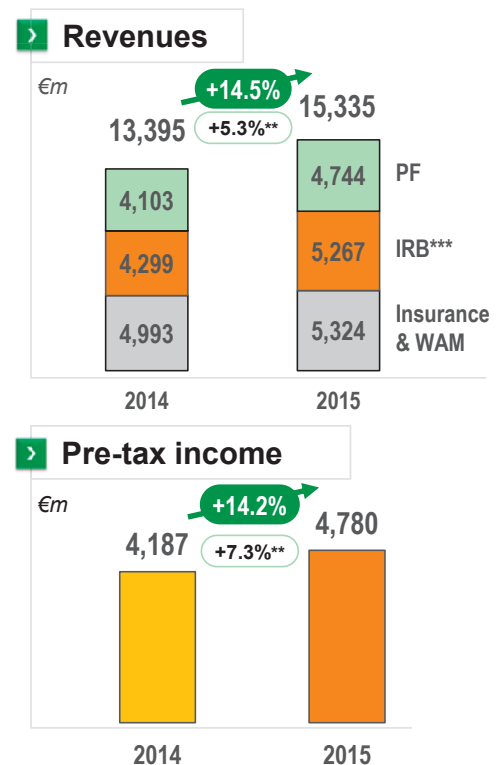
- New **aggregation service offers** (e.g. Arval Active Link) tailored to client utilisations
- Develop business and enrich offer through **innovation** and **FinTechs partnerships**



- Aggregation of optional services**
- **Active Journey** (route analysis)
 - **Active Routing** (real-time geo-localization)
 - **Active Sharing** (management of shared vehicles)

International Financial Services - 2015

- Good business activity across all the business units
 - Personal Finance: continued growth drive
 - International Retail Banking*: sustained business activity and development of the digital offering
 - Insurance and WAM: good asset inflows in all the business units
- Integration of the acquisitions made in 2014 progressing well: Bank BGZ (Europe-Med) and LaSer (Personal Finance)
- Revenues: €15.3bn; +14.5% vs. 2014
 - +5.3% at constant scope and exchange rates
 - Good growth across all the business units, thanks to business drive
- Operating expenses: €9.3bn; +15.0% vs. 2014
 - +4.9% at constant scope and exchange rates, positive jaws effect (0.4 pt)
- GOI: €6.0bn; +13.7% vs. 2014
 - +6.0% at constant scope and exchange rates
- Pre-tax income: €4.8bn; +14.2% vs. 2014
 - +7.3% at constant scope and exchange rates



Good performance across all the business units

* Europe-Med and BancWest; ** At constant scope and exchange rates; *** Including 2/3 of Private Banking in Turkey and in the United States

62

International Financial Services Personal Finance - 2015



Continued the good growth drive

- Merger of Personal Finance and LaSer completed on 1st September: target of 1% growth per year in market share in France* over the next 3 years
- New banking partnerships (Grupo CajaMar in Spain and Poste Italiane in Italy) and in the energy sector (Eon in the Czech Republic), renewed the distribution agreement with Sonae in Portugal
- Car loans: new partnership agreements (Volvo in France, KIA in Belgium, Mitsubishi Motors in Poland)
- Outstandings loans: +15.0% vs. 2014, effect of the acquisition of LaSer; +4.3%** at constant scope and exchange rates: good growth in the Eurozone

Revenues: €4,744m (+15.6% vs. 2014)

- +3.5%** at constant scope and exchange rates
- Good revenue growth in Germany, Italy, Spain and Belgium

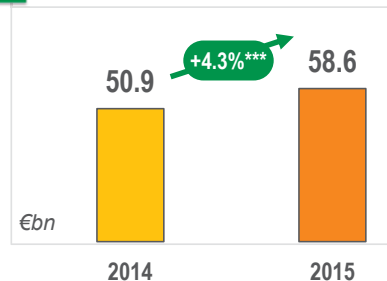
Operating expenses: €2,291m (+16.8% vs. 2014)

- +2.2%** at constant scope and exchange rates
- In line with the business development

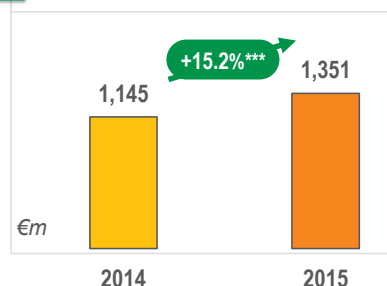
Pre-tax income: €1,351m (+18.0% vs. 2014)

- +15.2%** at constant scope and exchange rates

Consolidated outstandings





Pre-tax income



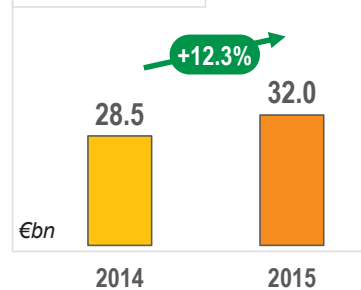
Good growth drive and strong rise in income

* New production of specialty players; ** With LaSer pro forma in 2014; *** At constant scope and exchange rates with LaSer proforma in 2014

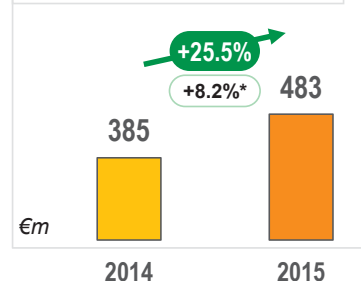
International Financial Services Europe-Mediterranean - 2015

- Continued integration of BGZ Bank in Poland
 - Creation of a reference bank in a growing market (7th largest bank in the country with ~4% market share); ~€94m of additional synergies by 2017
- Good business development in all regions
 - Deposits: +9.5%* vs. 2014, increase in particular in Turkey and Poland
 - Loans: +12.3%* vs. 2014, growth in all regions
 - Good development of digital banking, in particular  in Poland  in Turkey and
 - Increased cross-selling with CIB in Turkey (revenues: +10.5% vs. 2014)
- Revenues**: +10.2%* vs. 2014
 - As a result of the rise in volumes
- Operating expenses**: +6.9%* vs. 2014
 - +4.7%* excluding non recurring items in Poland (€31m)***
- GOI**: +17.7%* vs. 2014
- Pre-tax income****: €483m (+8.2%* vs. 2014)
 - +25.5% at historical scope and exchange rates (acquisition of BGZ)

Loans*



Pre-tax income****

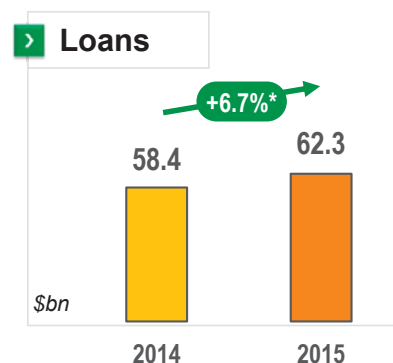
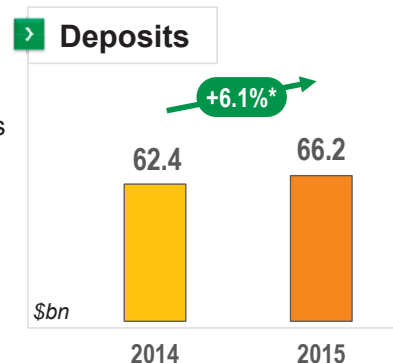


**Good business development
Income growth**

* At constant scope and exchange rates; ** Including 100% of Turkish Private Banking; *** One-off contribution in 4Q to the deposit guarantee fund & to the support fund for borrowers in difficulty; **** Including 2/3 of Turkish Private Banking

International Financial Services BancWest - 2015

- Good business drive in a favourable economic environment
 - Deposits: +6.1%* vs. 2014, strong rise in current and savings accounts
 - Loans: +6.7%* vs. 2014, sustained growth in corporate and consumer loans
 - Private Banking: +18% increase in assets under management vs. 31.12.14 (\$10.1bn as at 31.12.15)
 - Digital banking: 546,000 monthly connections using the innovative Quick Balance application
- Revenues**: +6.4%* vs. 2014
 - As a result of volume growth
- Operating expenses**: +10.6%* vs. 2014
 - +5.3%*, excluding increase in regulatory costs (CCAR and Intermediate Holding Company notably)
 - Strengthening of the commercial set up (Private Banking and consumer finance) partially offset by streamlining the organisation and the network
- Pre-tax income***: €910m (+0.9%* vs. 2014)
 - Low cost of risk
 - +24.3% at historical exchange rate, due to the USD rise vs. 2014



> **Strong sales and marketing drive, good level of results**

* At constant scope and exchange rates; ** Including 100% of Private Banking in the United States; *** Including 2/3 of Private Banking in the United States

65

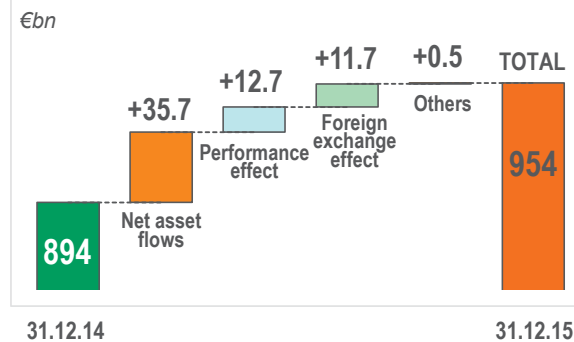
International Financial Services Insurance and WAM - Asset Flows and AuM - 2015

- Assets under management*: €954bn as at 31.12.15
 - +6.8% vs. 31.12.14 (+3.8% vs. 30.09.15)
 - Performance effect benefiting from the favourable trend in equity markets and interest rates during the year
 - Positive foreign exchange effect due to the euro depreciation

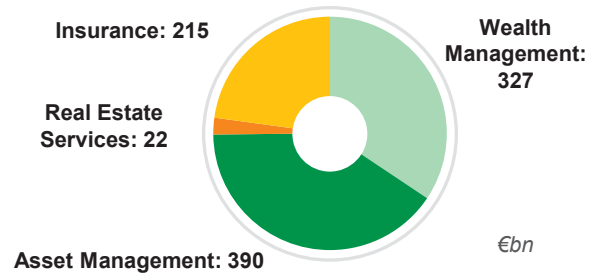
- Net asset flows: +€35.7bn in 2015
 - Wealth Management: positive asset inflows in the domestic markets and in Asia
 - Asset Management: very good asset inflows driven in particular by diversified funds
 - Insurance: good asset inflows in France, Italy and Asia

- Insurance: good business development
 - Gross written premiums: €28.0bn (+2.0% vs. 2014)
 - Technical reserves: +7.5% vs. 31.12.14

> Evolution of assets under management*



> Assets under management* as at 31.12.15



> **Good asset inflows across all the business units**

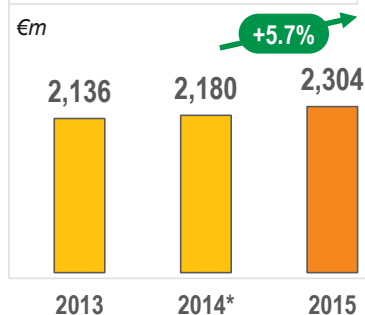
* Including distributed assets

International Financial Services Insurance and WAM - 2015

> Insurance

- Revenues: €2,304m; +5.7% vs. 2014 (+5.1% at constant scope and exchange rates)
 - Continued business growth
- Operating expenses: €1,160m; +7.3% vs. 2014 (+5.5% at constant scope and exchange rates)
 - As a result of business development
- Pre-tax income: €1,296m; +6.8% vs. 2014

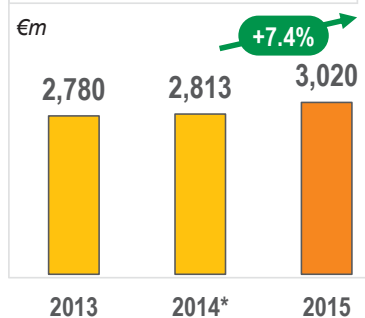
> Revenues (Insurance)



> Wealth and Asset Management**

- Revenues: €3,020m; +7.4% vs. 2014 (+4.3% at constant scope and exchange rates)
 - Good growth across all the business units: rise in Wealth Management, in particular in domestic markets and in Asia, growth in Asset Management and good business development in Real Estate Services
- Operating expenses: €2,301m; +5.8% vs. 2014 (+1.9% at constant scope and exchange rates)
 - Cost control, positive jaws effect
- Pre-tax income: €740m; +4.1% vs. 2014

> Revenues (WAM**)



Good performance across all business units

* See restatement of the year 2014, published on 24 March 2015; ** Asset Management, Wealth Management, Real Estate Services



International Financial Services 2016 Action Plan (1/2)

1. GROWTH AND DIVERSIFICATION

CLIENTS

- Optimise the client experience for all segments
- Private banking client base: continue growing it in the domestic markets, in the U.S. and in Asia
- Corporate and institutional clients: launch of new offerings
- SMEs: structure and roll-out of the offering in the international networks

INTERNATIONAL

- International banking networks: continue branch network transformation
- Asia and Latin America: continue growing in specialised businesses
- China: continue developing partnerships

PARTNERSHIPS

- Personal Finance: forge new partnership alliances and agreements in the automotive sector, as well as with distributors, banks and energy providers
- Insurance: continue strengthening partnerships by leveraging our expertise
- Develop partnerships with new actors (FinTech, InsurTech, etc.)

CROSS-SELLING

- Continue rolling out the enhanced cooperation model of Personal Finance with the Group's banking networks: Poland, U.S.
- Increase asset inflows in asset management and grow sales of insurance products in the banking networks
- Step up cross-selling with CIB

International Financial Services 2016 Action Plan (2/2)

2. DIGITALISATION, NEW TECHNOLOGIES AND NEW BUSINESS MODELS

DATA AND ANALYTICS

- Initiatives in all the business units
- Unite data labs to pool best practices



INNOVATION

- Put open innovation in general practice in all the businesses
- Capitalise on innovative approaches (Cardif Lab, PF Echangeur, Hackathon...)
- Analyse and test the roll-out of new services



BANKS AND DIGITAL OFFERINGS

- Continue the expansion of mobile and digital banking services, including in new countries
- Develop the digital solutions offering in all the businesses
- Bring innovation to the payment offering (new offerings and technologies)



3. CONTINUE INDUSTRIALISATION, TRANSFORMATION AND ADAPTATION

INDUSTRIALISATION AND ADAPTATION

- Industrialise the platforms and enhance operating efficiency
- Finalise integrations with LaSer (Personal Finance) and Bank BGZ (Poland)
- Continue adapting to regulatory changes (MiFID II, ...)

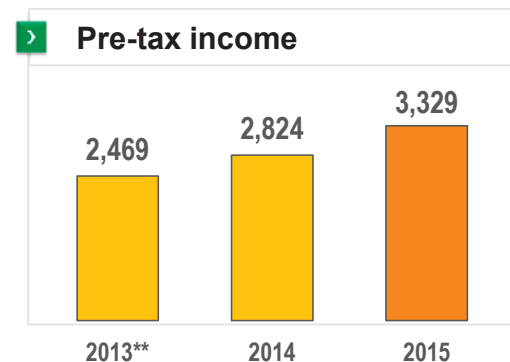
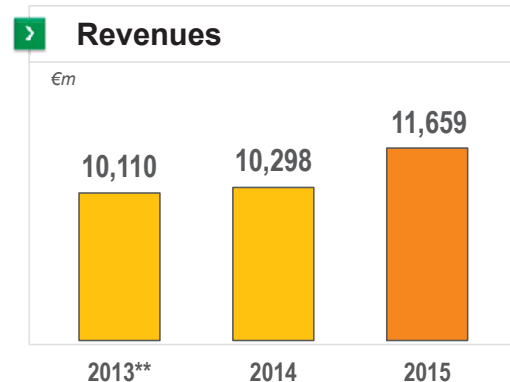


Corporate and Institutional Banking - 2015

- Revenues: €11,659m (+13.2% vs. 2014)
 - Rise across all the business units: Global Markets (+18.1%*), Securities Services (+14.1%) and Corporate Banking (+5.7%)
 - Increase in Europe, strong growth in the Americas and rise in Asia-Pacific

- Operating expenses: €8,278m (+11.5% vs. 2014)
 - Positive jaws effect: +1.7 pts; cost/income ratio: 71%
 - +3.4% at constant scope and exchange rates: impact of the appreciation of the U.S. dollar
 - Increase in regulatory costs (implementation of the IHC***, compliance, etc.) partly offset by the effects of Simple & Efficient (~€176m in savings)

- Pre-tax income: €3,329m (+17.9% vs. 2014)
 - +7.6% at constant scope and exchange rates
 - One-off capital gain on the sale of a non-strategic equity investment (€74m in 1Q15)
 - RONE****: 18.6%



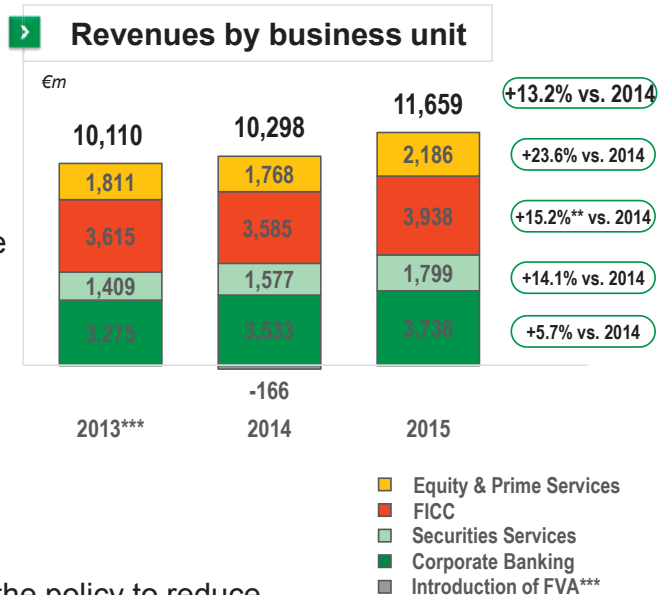
Strong income growth

* +14.4% excluding the impact of the introduction of Funding Valuation Adjustment (-€166m) in 2014; ** Including CIB and Securities Services; *** Intermediate Holding Company; **** Pre-tax Notional Return on Equity, calculated based on the current capital allocation (9%)

Corporate and Institutional Banking - 2015

Revenues by Business Unit

- Global Markets: €6,124m (+18.1%* vs. 2014)
 - Equity & Prime Services: +23.6%, sharp rise in Prime Services and equity derivatives
 - FICC: +15.2%** , good performance of forex, credit and rates businesses, more lacklustre context in the primary bond market
- Securities Services: +14.1% vs. 2014
 - Effect of the rise in the number of transactions and of assets under custody, increased contribution of new mandates
- Corporate Banking: +5.7% vs. 2014
 - +11.1% excluding the impact (-€190m vs. 2014) of the policy to reduce Energy & Commodities ("E&C") business unit conducted since 2013
 - Good increase in Europe excluding the impact of E&C, sharp growth in North America and rise in Asia-Pacific in a context of economic slowdown
 - Good performance of export financing and media telecom as well as in the advisory business in Europe



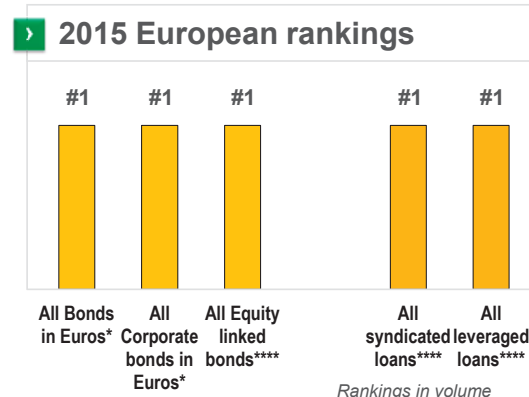
Good revenue growth in all the business units

*+14.4% excluding the introduction of FVA in 2014 (-€166m); ** +9.8% excluding the introduction of FVA in 2014; *** Including CIB and Securities Services; ****Funding Value Adjustment



Corporate and Institutional Banking - 2015 Business Activity

- **Global Markets: good commercial performances**
 - Rise in clientele volumes and gains in market share
 - Context of greater volatility in the markets
 - VaR still at a low level (slight rise to €39m)
 - Bond issues: #1 for all bonds in euros and #9 for all international bonds*
- **Securities Services: very good drive**
 - Assets under custody: +9.1% vs. 2014
 - Number of transactions: +12.6% vs. 2014
 - #1 in Europe and #5 worldwide; "European Administrator of the Year"***
- **Corporate Banking: selective strengthening of positions**
 - Growth in volumes: €124.1bn in loans (+3.2%*** vs. 2014), €95.5bn in deposits (+15.0%*** vs. 2014)
 - #1 for syndicated loans in Europe****
 - Continuing strengthening of positions in Cash Management, #4 worldwide and "Best Bank Europe for Cash & Liquidity Management"*****
 - Reduction, now largely completed, of the Energy & Commodities business, now well repositioned and right-sized



Fisk Awards 2015 Winner Currency derivatives house of the year
Equity derivatives house of the year

BNP Paribas named by RBS as the bank of reference for its Cash Management and Trade Finance clients outside the UK and Ireland: 900 new clients to date

#1 in Europe and #4 worldwide in Cash Management*****

Good business growth

* Source: Thomson Reuters 2015 in volume; ** Funds Europe 2015; *** At constant scope and exchange rates; **** Source: Dealogic 2015 in volume; ***** Euromoney Survey 2015 and TMI Award 2015

CIB 2016-2019 Transformation Plan

CIB Today: a Solid and Profitable Platform

Improving Global Positioning

- Gaining market shares from peers' retrenching context
- Success of regional initiatives launched in APAC and in the US
- Generating best in class profitability among European peers

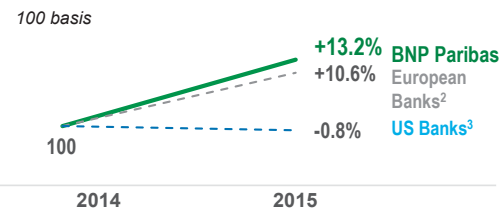
Integrated within BNP Paribas Group

- Client focused: a CIB built up organically on the Group's historic client franchises
- 2 well-balanced client franchises: Corporates and Institutionals
- Cross-selling at the heart of the business model
- Right size within the Group business mix (31% of allocated equity)

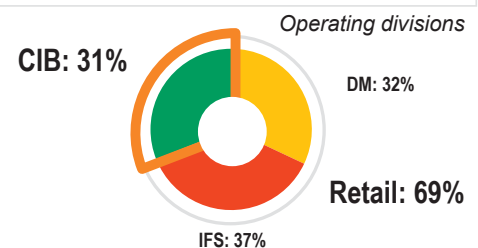
Disciplined and Agile

- Early adaptation to Basel 3 (2011-2012 deleveraging) and ongoing reduction of leverage exposure
- E&C¹ downsizing largely completed at end-2015
- New organisation implemented since the end of 2014 to speed up the evolution
- Compliance, control and conduct: reinforcement of rules and set up

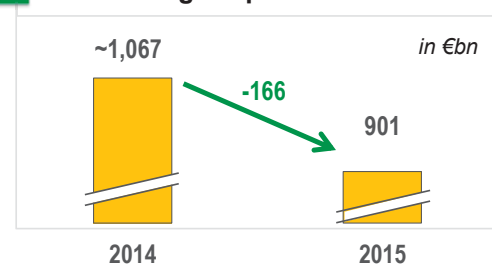
Evolution of revenues compared to peers



Group allocated equity as at 31.12.15



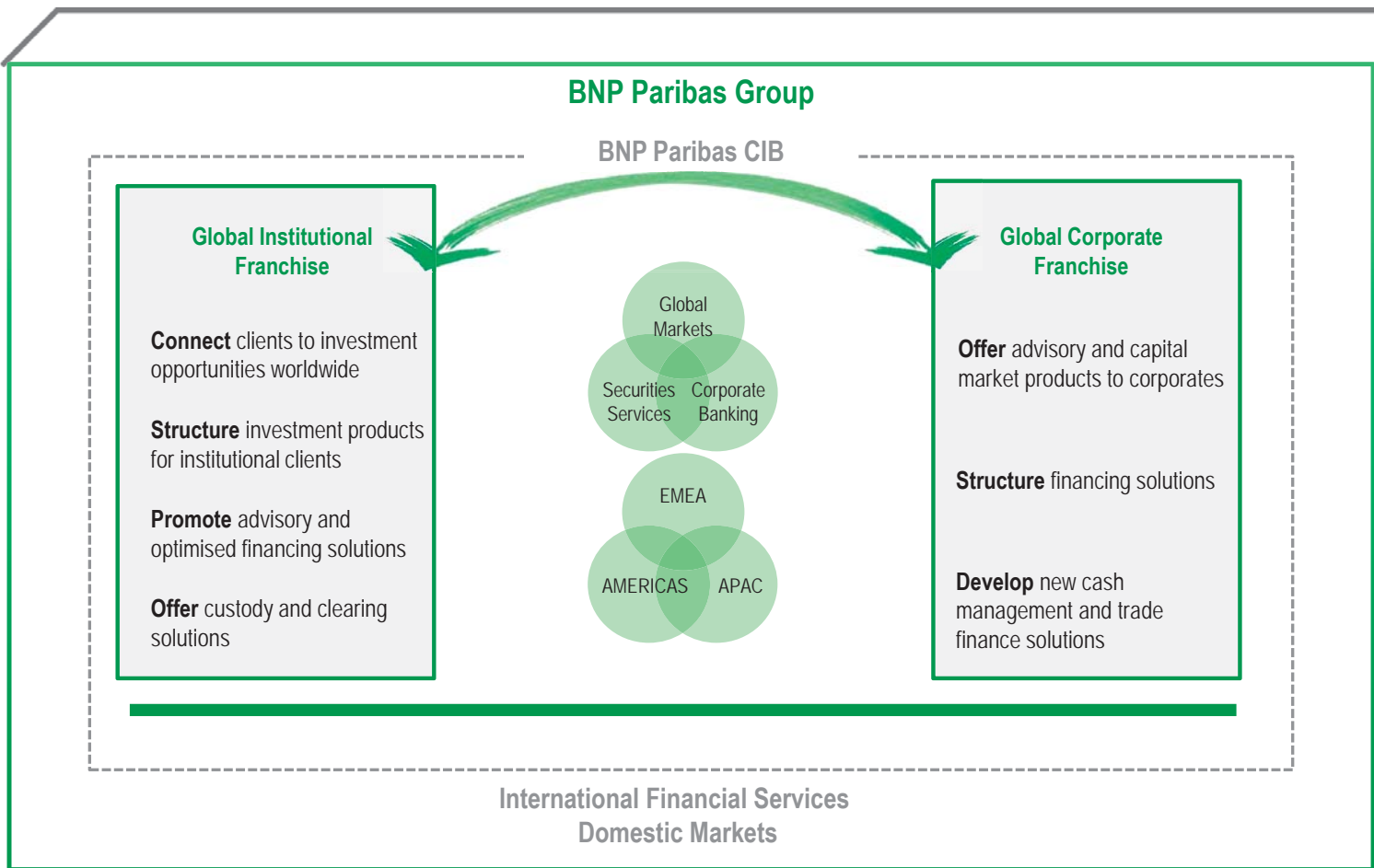
CIB leverage exposure



1. Energy & Commodity business line; 2. Published or estimated evolution in Euros for 8 European CIB; 3. Evolution in USD for 6 US CIB



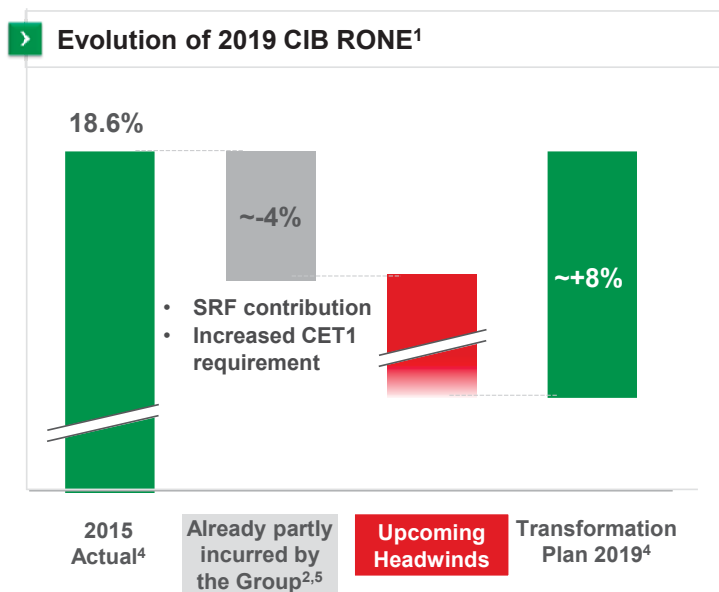
A Business Model Focused on Services to two Balanced Franchises: Corporates and Institutionals



Swift Actions Required to Absorb Headwinds

- Constraints already partly incurred by the Group and not yet allocated to businesses
 - Contribution to Single Resolution Fund (SRF)
 - Increased CET1 requirements
 - Equivalent to ~-4pts of RONE¹ as of today²

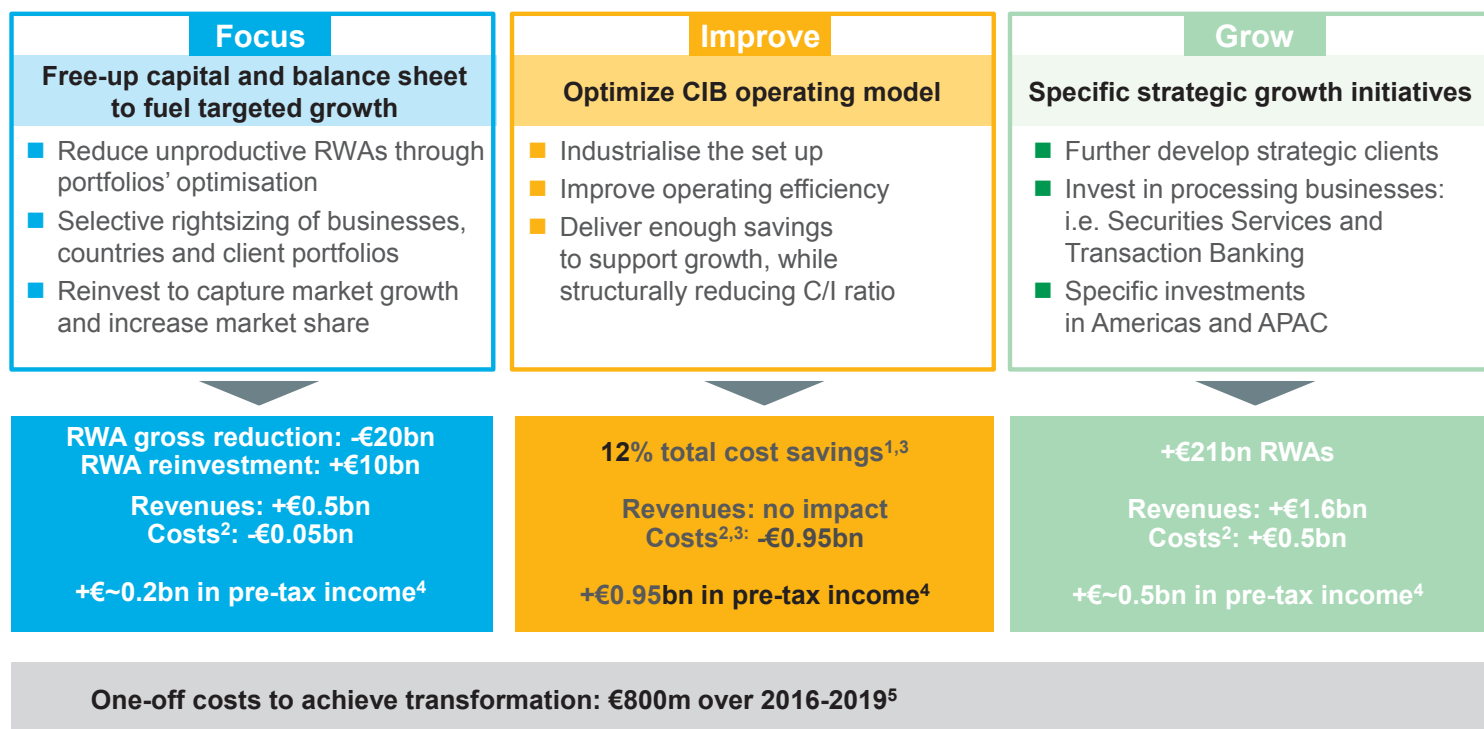
- Potential headwinds from upcoming regulatory changes
 - Reviews of RWA and models³
 - Other banking and market regulations (MiFID II, US regulation for FBOs, etc.)
 - Magnitude and timing still uncertain
 - Possible delay but “wait and see” is not an option



- Transformation plan target: +8pts additional RONE
 - To be fine tuned and extended to 2020 in the Group upcoming 2017-2020 plan

1. RONE: pre-tax Return On Notional Equity; 2. Based on the Group current CET1 ratio of 10.9%; 3. Review of credit & counterparty risk, market risk (FRTB) & equity risk, operational risk, securitization and residual Prudent Valuation Adjustment; 4. On the basis of actual 9% allocated equity; 5. Booked in Corporate Centre

CIB Transformation: Three Levers Across All Regions & Business Lines



1. Gross savings based on 2015 total CIB costs base including €50m cost savings linked to Focus initiatives; 2. Excluding regulatory costs and inflation; 3. Including ~€90m of residual S&E savings; 4. After impact of regulatory projects, inflation and variable on costs, cost of risk and non operating revenues; 5. Booked in Corporate Centre (€300m in 2016, 250m in 2017 and 2018)

Improve Cost Efficiency

- **Cost savings: >€1bn vs. 2015**

- All regions, businesses & functions contributing to the savings target
- 200 efficiency projects to improve operating efficiency

- **Industrialisation and deep changes in terms of set up**

- Optimised organisation of business lines (simplification, standardisation, etc.): -€260m
- Smart sourcing including the development of mutualised platforms in Portugal, Canada and India: -€230m
- Industrialisation of IT and operational process: -€365m
- Digital solutions, expense discipline and other initiatives: -€180m

- **Cost/income target: >-8pts by 2019²**

- Continued cost effort to offset impact on the costs of regulatory costs, inflation and growth initiatives

> Evolution of CIB cost base

In €bn, excl. variable compensation



1. Including -€90m of residual effect from S&E; 2. Excluding constraints already partly incurred by the Group and not yet allocated to the business units and potential future constraints

Focus and Grow: Improve Capital Productivity

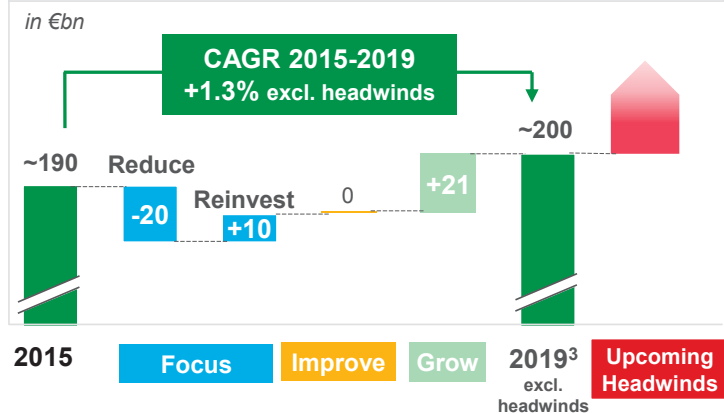
Focus initiatives

- Wind-down unproductive RWAs and residual legacy (-€12bn¹)
- Right-size low return activities and portfolios (-€8bn RWAs) and continue to develop the approach Originate to Distribute
- Adjust the set up in all regions (MEA² and Russia already under implementation)
- Contain leverage exposure
- Reinvest in existing businesses (~€10bn RWA) to capture market growth and gain market shares from competitors' retrenching

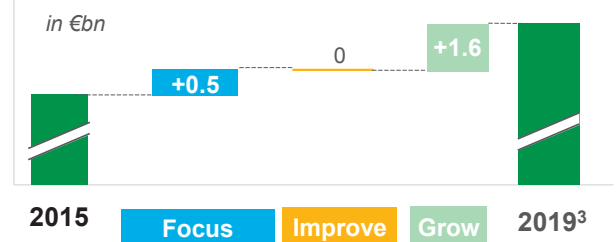
Growth initiatives

- Develop less capital-intensive and fee-driven businesses (processing or advisory content)
- Leverage competitive edge in derivatives
- Develop digital platforms in all businesses
- Selective geographic initiatives

> CIB RWAs evolution



> Estimated impact on revenues



Develop Less Capital-intensive Businesses and Advisory / Processing Activities

	Business lines	Transformation path	Trajectory 2016-2019
Corporate Banking	<ul style="list-style-type: none"> Processing Businesses Securities Services Transaction Banking 	<ul style="list-style-type: none"> Become top 4 global multi-asset servicer <ul style="list-style-type: none"> – Leveraging Group’s financial institutions franchise and Global Markets platforms Become leading multi-regional flow provider <ul style="list-style-type: none"> – Reinforce Cash management franchises – Selectively enhance trade finance capabilities 	<ul style="list-style-type: none"> Competitive positioning RWA resources
	<ul style="list-style-type: none"> Financing Businesses & Advisory Financing Solutions Advisory Primary Prime Solutions & Financing 	<ul style="list-style-type: none"> Increase shift towards fee-driven products Develop advisory, leveraging on Group’s close relationships with corporates Leverage Corporate Debt Platform to structure debt solutions and further grow corporate bonds origination Benefit from market repricing in prime services 	<ul style="list-style-type: none"> Competitive positioning RWA resources
Global Markets	<ul style="list-style-type: none"> Market Intermediation Businesses Equities Credit Forex Rates Commodity Derivatives 	<ul style="list-style-type: none"> Invest in businesses with competitive edge or supporting the Group franchises (derivatives, credit, FX,...) More efficient use of capital and balance sheet resources Shift from voice to electronically traded markets 	<ul style="list-style-type: none"> Competitive positioning RWA resources

Transformation Path Adapted to Regional Positioning

Competitive Positioning¹

EMEA
(57% of 2015 revenues)

**BNP Paribas' home market:
among European leaders**

Positioning:

- #1 Financing business and Securities Services
- Top 3 Transaction Banking and Equity Derivatives
- Top 5 Fixed Income

APAC
(22% of 2015 revenues)

**Good positioning
in selected businesses**

Positioning:

- Top 5 Equity Derivatives
- Top 9 Transaction Banking and Financing business
- >Top 10 Fixed Income

Americas
(21% of 2015 revenues)

**Opportunistic positioning,
behind firms with large US franchises**

Positioning:

- Top 10 Transaction Banking
- >Top 10 in other businesses

Strategy

- Intensify focus on strategic clients to maximize wallet share
- Grow in fee-driven businesses and Securities Services
- Global Markets: focused investments in specific segments
- Strong cost effort and resource optimization

- Capitalizing on the success of the APAC plan
- Grow Europe-APAC cross-border business for Corporates
- Grow franchise of large local clients with regional needs
- Continue to develop cross-selling with Wealth Management

- Benefit from the momentum created by the CIB US plan
- Focus on strategic clients with global needs to grow cross-selling
- Grow wallet share of cross-border flow banking businesses
- Optimise cost structure and benefit from investments on IHC²

**An even stronger
European leader**

**Taking advantage
of LT regional growth**

**Better align the platform
with the Group strategy and franchises**



CIB Transformation: 2019 Targets

A CIB...

Creating sustainable value

- Enhance operating efficiency and free-up resources to support selective growth
- Develop less capital-intensive businesses and more advisory / processing activities

Integrated within the Group

- Contribute further to the development of the Group corporate and institutional client franchises

Investing in digital transformation

- Develop fully digitalised processes and data analytics capabilities

Responsible and inspiring for staff

- Dedicated to finance the economy with the utmost ethical standards

> Key financial targets

2019 Target vs 2015	Revenues ¹ (CAGR)	Cost Income ¹
CIB	≥+4%	>-8pts



2019 pre-tax income¹: +€1.6bn vs 2015

1. Excluding constraints already partly incurred by the Group and not yet allocated to the business units and potential future constraints



Group Results

Division Results

Evolution of Regulatory Ratios

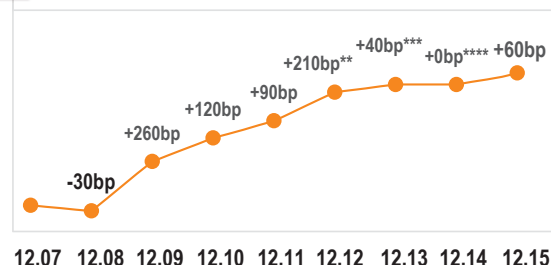
4Q15 Detailed Results

Appendix

Evolution of CET1 Ratio by 2019

- Capital requirement (CET1) following the ECB' Supervisory Review and Evaluation Process: 10.0% in 2016
 - Including G-SIB buffer of 0.5% in 2016
 - Phased-in CET1 ratio of 11.0% as at 31.12.15, well above the minimum requirement
- Anticipated level of fully loaded Basel 3 CET1 ratio requirement of 11.5% in 2019
 - Given the gradual phasing-in of the G-SIB buffer to 2% in 2019
- Target to achieve this level by mid 2017 thanks to:
 - Organic generation and active capital management policy (~35 bp per year)
 - Sale or initial public offering of First Hawaiian Bank (~40 bp*)
- Target of a fully loaded Basel 3 CET1 ratio of 12.0% as of 2018
 - Taking into account a 50 bp management buffer, coherently with the Group's strong and recurring organic capital generation throughout the cycle

Annual evolution of the CET1 ratio**

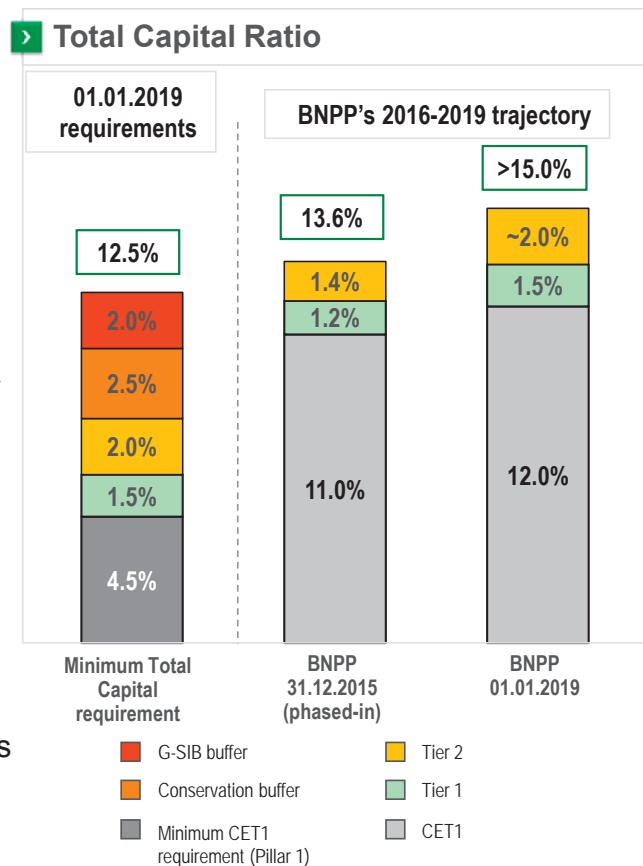


Target of a fully loaded CET1 ratio of 12%

* Subject to market conditions and regulatory authorisations; ** Basel 2 from December 2007 to December 2011, Basel 2.5 as at December 2012, then fully loaded Basel 3 for the years after; *** Including the buy-back of the Fortis shares held by the minority shareholders (~50 bp); **** +100 bp excluding costs related to the comprehensive settlement with the U.S. authorities

Evolution of the Total Capital Ratio by 2019

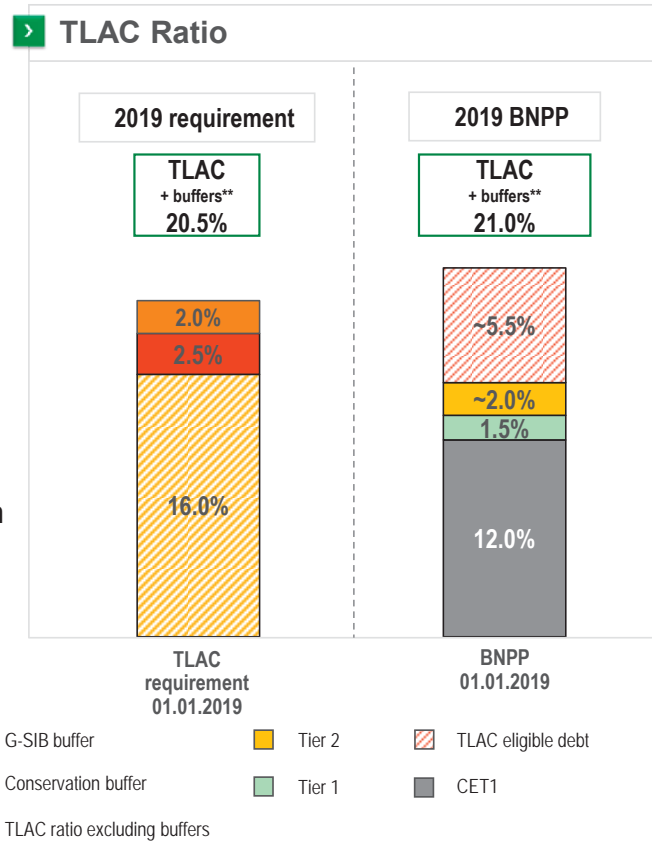
- Total Capital ratio requirement of 12.5% in 2019
 - Reminder: Pillar 2 does not apply to Tier 1 and Total Capital* ratio requirements
- Target of a Total Capital ratio above 15% in 2019
 - Target of a fully loaded CET1 ratio of 12.0%
 - Issuance of €1.5 to €2bn of Additional Tier 1 per year during 3 years to achieve 1.5% of Tier 1
 - Issuance of €2 to €3bn of Tier 2 per year during 3 years to achieve ~2.0% of Tier 2
- Resulting in a buffer of more than 2.5% above the Tier 1 and Total Capital ratio requirements as at 01.01.2019
 - Bringing the Total Capital to over €100bn
 - Giving an excellent credit quality to the debt securities issued by BNP Paribas



* Confirmed by ECB in the 2015 SREP

Evolution of the Total Loss Absorbing Capacity (TLAC) Ratio by 2019

- TLAC requirement of 20.5% in 2019
 - Including Conservation buffer and G-SIB buffer
- Target of a TLAC ratio of 21.0% in 2019
- Issue of ~€30bn of TLAC eligible senior debt by 01.01.2019*
 - Given a MREL level of 2.5% eligible for TLAC
 - Equivalent to ~€10bn per year, to be realised within the usual medium long term funding programme of about €25bn per year



* Depending on market conditions; ** Conservation buffer and G-SIB buffer

Conclusion



Solid results thanks to the integrated and diversified model serving the clientele



Good performance of the three operating divisions



**Solid organic capital generation
10.9% fully loaded Basel 3 CET1 ratio**



**Target of the 2014-2016 plan confirmed
Preparation a new 2017-2020 plan**



Group Results

Division Results

Evolution of Regulatory Ratios

4Q15 Detailed Results

Appendix

Main Exceptional Items - 4Q15

- **Revenues**

- Own credit adjustment and DVA (*Corporate Centre*)

- **Operating expenses**

- Simple & Efficient transformation costs and restructuring costs* (*Corporate Centre*)
- Contribution to the resolution process of 4 Italian banks**

- **Costs related to the comprehensive settlement with U.S. authorities** (*Corporate Centre*)

- Costs related to the remediation plan

- **Non operating items**

- Exceptional goodwill impairments*** (*Corporate Centre*)
- Sale of the stake in Klépierre-Corio (*Corporate Centre*)

>	4Q15	>	4Q14
	+€160m		-€11m
	+€160m		-€11m
	-€286m		-€254m
	-€69m		
	-€355m		-€254m
	-€100m		-€50m
	-€100m		-€50m
	-€993m		-€297m
	+€352m		
	-€641m		-€297m
	-€936m		-€612m

Total one-off items

* Restructuring costs of LaSer, Bank BGZ, DAB Bank and GE LLD; ** BNL bc (-€65m), Personal Finance (-€4m); *** Of which full goodwill impairment of BNL bc: -€917m in 4Q15 and -€297m in 4Q14



Consolidated Group - 4Q15

	> 4Q15	> 4Q14*	> 4Q15 vs. 4Q14	> 4Q15 vs. 4Q14 Operating Divisions
Revenues	€10,449m	€10,150m	+2.9%	+4.8%
Operating expenses	-€7,406m	-€6,880m	+7.6%	+7.9%
Gross Operating income	€3,043m	€3,270m	-6.9%	-1.2%
Cost of risk	-€968m	-€1,012m	-4.3%	-3.1%
Costs related to the comprehensive settlement with U.S. authorities	-€100m	-€50m	n.s.	
Non operating items	-€502m	-€188m	n.s.	+8.8%
Pre-tax income	€1,473m	€2,020m	-27.1%	-0.1%
Net income attributable to equity holders	€665m	€1,377m	-51.7%	
Net income attributable to equity holders excluding exceptional items**	€1,587m	€1,875m	-15.3%	

- Impact this quarter of non recurring charges in the operating divisions

* See restatement for the year 2014, published on 24 March 2015; ** See previous slide

BNP Paribas Group - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	10,449	10,150	+2.9%	10,345	+1.0%	42,938	39,168	+9.6%
Operating Expenses and Dep.	-7,406	-6,880	+7.6%	-6,957	+6.5%	-29,254	-26,524	+10.3%
Gross Operating Income	3,043	3,270	-6.9%	3,388	-10.2%	13,684	12,644	+8.2%
Cost of Risk	-968	-1,012	-4.3%	-882	+9.8%	-3,797	-3,705	+2.5%
Costs related to the comprehensive settlement with US authorities	-100	-50	+100.0%	0	n.s.	-100	-6,000	-98.3%
Operating Income	1,975	2,208	-10.6%	2,506	-21.2%	9,787	2,939	n.s.
Share of Earnings of Equity-Method Entities	154	80	+92.5%	134	+14.9%	589	407	+44.7%
Other Non Operating Items	-656	-268	n.s.	29	n.s.	3	-196	n.s.
Non Operating Items	-502	-188	n.s.	163	n.s.	592	211	n.s.
Pre-Tax Income	1,473	2,020	-27.1%	2,669	-44.8%	10,379	3,150	n.s.
Corporate Income Tax	-719	-566	+27.0%	-770	-6.6%	-3,335	-2,643	+26.2%
Net Income Attributable to Minority Interests	-89	-77	+15.6%	-73	+21.9%	-350	-350	+0.0%
Net Income Attributable to Equity Holders	665	1,377	-51.7%	1,826	-63.6%	6,694	157	n.s.
Cost/Income	70.9%	67.8%	+3.1 pt	67.2%	+3.7 pt	68.1%	67.7%	+0.4 pt

- Corporate income tax: average tax rate of 30.9% in 2015



Retail Banking and Services - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	7,735	7,476	+3.5%	7,634	+1.3%	30,742	28,596	+7.5%
Operating Expenses and Dep.	-5,023	-4,699	+6.9%	-4,679	+7.4%	-19,340	-17,837	+8.4%
Gross Operating Income	2,712	2,777	-2.3%	2,955	-8.2%	11,402	10,759	+6.0%
Cost of Risk	-881	-945	-6.8%	-837	+5.3%	-3,533	-3,581	-1.3%
Operating Income	1,831	1,832	-0.1%	2,118	-13.6%	7,869	7,178	+9.6%
Share of Earnings of Equity-Method Entities	134	91	+47.3%	114	+17.5%	495	356	+39.0%
Other Non Operating Items	-7	-9	-22.2%	20	n.s.	1	23	-95.7%
Pre-Tax Income	1,958	1,914	+2.3%	2,252	-13.1%	8,365	7,557	+10.7%
Cost/Income	64.9%	62.9%	+2.0 pt	61.3%	+3.6 pt	62.9%	62.4%	+0.5 pt
Allocated Equity (€bn)						40.4	37.9	+6.5%

Including 100% of Private Banking in France (excluding PEL/CEL effects), Italy, Belgium, Luxembourg, at BancWest and TEB for the Revenues to Pre-tax income line items



Domestic Markets - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	3,945	3,930	+0.4%	3,959	-0.4%	15,943	15,699	+1.6%
Operating Expenses and Dep.	-2,694	-2,531	+6.4%	-2,496	+7.9%	-10,289	-9,982	+3.1%
Gross Operating Income	1,251	1,399	-10.6%	1,463	-14.5%	5,654	5,717	-1.1%
Cost of Risk	-470	-506	-7.1%	-420	+11.9%	-1,812	-2,074	-12.6%
Operating Income	781	893	-12.5%	1,043	-25.1%	3,842	3,643	+5.5%
Share of Earnings of Equity-Method Entities	22	1	n.s.	13	+69.2%	49	-7	n.s.
Other Non Operating Items	-8	-22	-63.6%	-7	+14.3%	-34	-18	+88.9%
Pre-Tax Income	795	872	-8.8%	1,049	-24.2%	3,857	3,618	+6.6%
Income Attributable to Wealth and Asset Management	-59	-59	n.s.	-70	-15.7%	-272	-248	+9.7%
Pre-Tax Income of Domestic Markets	736	813	-9.5%	979	-24.8%	3,585	3,370	+6.4%
Cost/Income	68.3%	64.4%	+3.9 pt	63.0%	+5.3 pt	64.5%	63.6%	+0.9 pt
Allocated Equity (€bn)						18.6	18.5	+0.7%

Including 100% of Private Banking in France (excluding PEL/CEL effects), Italy, Belgium and Luxembourg for the Revenues to Pre-tax income items

- Revenues: +0.4% vs. 4Q14
 - Growth of the specialised businesses and BRB
 - Impact of persistently low interest rates
- Operating expenses: +6.4% vs. 4Q14
 - +1.1% at constant scope and exchange rates and excluding non recurrent items in BNL bc (€85m)*
- Pre-tax income: -9.5% vs. 4Q14
 - +1.0% excluding non recurrent items in BNL bc*

* Contribution to the resolution process of 4 Italian banks (€65m) and one-off restructuring costs (€20m)
92



Domestic Markets

French Retail Banking - 4Q15 (excluding PEL/CEL effects)

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	1,619	1,658	-2.4%	1,664	-2.7%	6,643	6,806	-2.4%
<i>Incl. Net Interest Income</i>	972	991	-1.9%	986	-1.4%	3,903	4,058	-3.8%
<i>Incl. Commissions</i>	647	667	-3.0%	678	-4.6%	2,740	2,748	-0.3%
Operating Expenses and Dep.	-1,184	-1,169	+1.3%	-1,150	+3.0%	-4,535	-4,511	+0.5%
Gross Operating Income	435	489	-11.0%	514	-15.4%	2,108	2,295	-8.1%
Cost of Risk	-88	-106	-17.0%	-79	+11.4%	-343	-402	-14.7%
Operating Income	347	383	-9.4%	435	-20.2%	1,765	1,893	-6.8%
Non Operating Items	2	0	n.s.	0	n.s.	4	3	+33.3%
Pre-Tax Income	349	383	-8.9%	435	-19.8%	1,769	1,896	-6.7%
Income Attributable to Wealth and Asset Management	-33	-32	+3.1%	-41	-19.5%	-159	-143	+11.2%
Pre-Tax Income of French Retail Banking	316	351	-10.0%	394	-19.8%	1,610	1,753	-8.2%
Cost/Income	73.1%	70.5%	+2.6 pt	69.1%	+4.0 pt	68.3%	66.3%	+2.0 pt
Allocated Equity (€bn)						6.8	6.7	+0.9%

Including 100% of French Private Banking for the Revenues to Pre-tax income line items (excluding PEL/CEL effects)

- Revenues: -2.4% vs. 4Q14
 - Net interest income: -1.9%, impact of persistently low interest rates (decrease in margins on deposits and on renegotiated loans)
 - Fees: -3.0%, decrease of banking fees, increase in fees on off balance sheet savings
- Operating expenses: +1.3% vs. 4Q14
 - -0.5%, excluding the effect of the rise in profit sharing as a result of the Group's income

Domestic Markets

French Retail Banking - Volumes

	Outstandings 4Q15	%Var/4Q14	%Var/3Q15	Outstandings 2015	%Var/2014
<i>Average outstandings (€bn)</i>					
LOANS	143.7	-1.1%	-0.9%	145.1	+0.3%
Individual Customers	76.6	-1.3%	-1.7%	77.5	+0.3%
Incl. Mortgages	66.7	-1.1%	-1.7%	67.6	+0.4%
Incl. Consumer Lending	9.9	-2.9%	-1.8%	10.0	-0.8%
Corporates	67.1	-0.9%	+0.0%	67.6	+0.4%
DEPOSITS AND SAVINGS	135.2	+3.8%	-0.5%	135.1	+4.2%
Current Accounts	68.1	+18.2%	+3.0%	63.9	+14.1%
Savings Accounts	58.0	-1.4%	-2.5%	59.3	-0.5%
Market Rate Deposits	9.2	-33.9%	-11.0%	12.0	-14.7%
	31.12.15	%Var/	%Var/		
<i>€bn</i>		31.12.14	30.09.15		
OFF BALANCE SHEET SAVINGS					
Life Insurance	81.4	+4.5%	+1.2%		
Mutual Funds	44.4	+2.6%	+10.0%		

- Loans: -1.1% vs. 4Q14
 - Individuals: impact of early repayments of mortgages
 - Corporates: effect of early repayments in connection with two specific transactions
- Deposits: +3.8% vs. 4Q14, strong growth in current accounts
- Off balance sheet savings: good asset inflows

Domestic Markets

BNL banca commerciale - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	776	798	-2.8%	756	+2.6%	3,125	3,219	-2.9%
Operating Expenses and Dep.	-547	-458	+19.4%	-425	+28.7%	-1,864	-1,769	+5.4%
Gross Operating Income	229	340	-32.6%	331	-30.8%	1,261	1,450	-13.0%
Cost of Risk	-300	-322	-6.8%	-309	-2.9%	-1,248	-1,398	-10.7%
Operating Income	-71	18	n.s.	22	n.s.	13	52	-75.0%
Non Operating Items	0	0	n.s.	0	n.s.	-1	0	n.s.
Pre-Tax Income	-71	18	n.s.	22	n.s.	12	52	-76.9%
Income Attributable to Wealth and Asset Management	-11	-7	+57.1%	-8	+37.5%	-40	-29	+37.9%
Pre-Tax Income of BNL bc	-82	11	n.s.	14	n.s.	-28	23	n.s.
Cost/Income	70.5%	57.4%	+13.1 pt	56.2%	+14.3 pt	59.6%	55.0%	+4.6 pt
Allocated Equity (€bn)						5.3	5.6	-5.6%

Including 100% of the Italian Private Banking for the Revenues to Pre-tax income line items

- Revenues: -2.8% vs. 4Q14
 - Net interest income: -5.2% vs. 4Q14, due to the repositioning on the better corporate clients and the low interest rate environment
 - Fees: +1.8% vs. 4Q14, due to the good performance of off balance sheet savings
- Operating expenses: +19.4% vs. 4Q14
 - +0.9% vs. 4Q14 excluding the impact of non recurring items (€85m)*
 - Continuing cost containment
- Pre-tax income: +€3m excluding the impact of non recurring items*

* Contribution to the resolution process of 4 Italian banks (€65m) and one-off restructuring costs (€20m)



Domestic Markets

BNL banca commerciale - Volumes

Average outstandings (€bn)	Outstandings	%Var/4Q14	%Var/3Q15	Outstandings	%Var/2014
	4Q15			2015	
LOANS	77.5	+0.2%	-0.4%	77.5	-0.6%
Individual Customers	39.0	+3.0%	+0.5%	38.6	+2.3%
Incl. Mortgages	25.1	+0.4%	-0.1%	25.0	-0.1%
Incl. Consumer Lending	4.1	+5.2%	+0.4%	4.0	+6.2%
Corporates	38.4	-2.5%	-1.3%	38.9	-3.3%
DEPOSITS AND SAVINGS	34.8	+6.1%	+3.0%	33.8	+1.0%
Individual Deposits	23.6	+11.1%	+2.3%	22.6	+5.7%
Incl. Current Accounts	23.2	+11.7%	+2.5%	22.2	+6.6%
Corporate Deposits	11.2	-3.0%	+4.4%	11.2	-7.2%

€bn	31.12.15	%Var/ 31.12.14	%Var/ 30.09.15
	OFF BALANCE SHEET SAVINGS		
Life Insurance	16.7	+10.6%	+1.8%
Mutual Funds	12.9	+18.1%	+4.4%

- Loans: +0.2% vs. 4Q14
 - Individuals: +3.0% vs. 4Q14, recovery in demand
 - Corporates: -2.5% vs. 4Q14, gradually lesser impact of the selective repositioning; growth in the targeted client segments
- Deposits: +6.1% vs. 4Q14
 - Rise in the deposits of individuals, in particular current accounts
- Off balance sheet savings: good asset inflows in life insurance, strong increase of mutual fund outstandings

Domestic Markets Belgian Retail Banking - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	883	875	+0.9%	880	+0.3%	3,548	3,385	+4.8%
Operating Expenses and Dep.	-584	-573	+1.9%	-573	+1.9%	-2,449	-2,434	+0.6%
Gross Operating Income	299	302	-1.0%	307	-2.6%	1,099	951	+15.6%
Cost of Risk	-52	-28	+85.7%	2	n.s.	-85	-131	-35.1%
Operating Income	247	274	-9.9%	309	-20.1%	1,014	820	+23.7%
Non Operating Items	7	-20	n.s.	-4	n.s.	-9	-10	-10.0%
Pre-Tax Income	254	254	n.s.	305	-16.7%	1,005	810	+24.1%
Income Attributable to Wealth and Asset Management	-15	-19	-21.1%	-20	-25.0%	-69	-72	-4.2%
Pre-Tax Income of Belgian Retail Banking	239	235	+1.7%	285	-16.1%	936	738	+26.8%
Cost/Income	66.1%	65.5%	+0.6 pt	65.1%	+1.0 pt	69.0%	71.9%	-2.9 pt
Allocated Equity (€bn)						3.7	3.5	+5.5%

Including 100% of Belgian Private Banking for the Revenues to Pre-tax income line items

- Revenues: +0.9% vs. 4Q14
 - Net interest income: +1.7% vs. 4Q14
 - Fees: -1.4% vs. 4Q14, impact of non recurring items this quarter; good growth excluding this effect
- Operating expenses: +1.9% vs. 4Q14
 - Impact this quarter of IT and digital projects
- Non operating items
 - Reminder: one-off depreciation of a building in 4Q14

Domestic Markets

Belgian Retail Banking - Volumes

Average outstandings (€bn)	Outstandings	%Var/4Q14	%Var/3Q15	Outstandings	%Var/2014
	4Q15			2015	
LOANS	93.3	+4.7%	+1.6%	91.7	+3.9%
Individual Customers	63.1	+6.3%	+2.4%	61.3	+4.6%
Incl. Mortgages	45.1	+8.2%	+3.0%	43.5	+6.1%
Incl. Consumer Lending	0.1	-63.9%	-42.9%	0.3	-24.2%
Incl. Small Businesses	17.9	+3.3%	+1.8%	17.5	+1.8%
Corporates and Local Governments	30.2	+1.6%	-0.1%	30.4	+2.6%
DEPOSITS AND SAVINGS	110.7	+3.7%	+0.7%	109.7	+3.8%
Current Accounts	40.6	+14.3%	+3.5%	38.7	+15.5%
Savings Accounts	65.1	+0.7%	-0.6%	65.4	+1.5%
Term Deposits	5.0	-23.7%	-4.7%	5.6	-27.8%

€bn	31.12.15	%Var/ 31.12.14	%Var/ 30.09.15
	OFF BALANCE SHEET SAVINGS		
Life Insurance	24.7	-2.7%	-0.0%
Mutual Funds	30.3	+13.8%	-0.1%

- Loans: +4.7% vs. 4Q14
 - Individuals: +6.3% vs. 4Q14, rise in mortgage loans
 - Corporates: +1.6% vs. 4Q14, growth in loans to SMEs
- Deposits: +3.7% vs. 4Q14
 - Individuals: strong growth in current accounts
 - Corporates: strong increase in current accounts

Domestic Markets Other Activities - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	667	599	+11.4%	659	+1.2%	2,627	2,289	+14.8%
Operating Expenses and Dep.	-379	-331	+14.5%	-348	+8.9%	-1,441	-1,268	+13.6%
Gross Operating Income	288	268	+7.5%	311	-7.4%	1,186	1,021	+16.2%
Cost of Risk	-30	-50	-40.0%	-34	-11.8%	-136	-143	-4.9%
Operating Income	258	218	+18.3%	277	-6.9%	1,050	878	+19.6%
Share of Earnings of Equity-Method Entities	18	-2	n.s.	10	+80.0%	35	-19	n.s.
Other Non Operating Items	-13	1	n.s.	0	n.s.	-14	1	n.s.
Pre-Tax Income	263	217	+21.2%	287	-8.4%	1,071	860	+24.5%
Income Attributable to Wealth and Asset Management	0	-1	n.s.	-1	n.s.	-4	-4	+0.0%
Pre-Tax Income of Other Domestic Markets	263	216	+21.8%	286	-8.0%	1,067	856	+24.6%
Cost/Income	56.8%	55.3%	+1.5 pt	52.8%	+4.0 pt	54.9%	55.4%	-0.5 pt
Allocated Equity (Ebn)						2.9	2.7	+7.0%

Including 100% of Private Banking in Luxembourg for the Revenues to Pre-tax income line items

- Scope effect related to the acquisition of DAB Bank in Germany* (Personal Investors) and of GE Fleet Services' businesses in Europe** (Arval)
- At constant scope and exchange rates vs. 4Q14
 - Revenues***: +0.8%, good growth of Arval and Leasing Solutions' revenues, high base for Personal Investors in 4Q14
 - Operating expenses***: stable, good cost control
 - Pre-tax income****: +9.3%, decrease in the cost of risk

* Closed on 17 December 2014; ** Closed on 2 November 2015; *** Including 100% of Private Banking in Luxembourg; **** Including 2/3 of Private Banking in Luxembourg



Domestic Markets

Luxembourg Retail Banking - Personal Investors

Luxembourg Retail Banking

Average outstandings (€bn)	4Q15	%Var/4Q14	%Var/3Q15	2015	%Var/2014
LOANS	8.4	+3.4%	+1.6%	8.3	+2.8%
Individual Customers	5.9	+2.0%	+0.1%	5.9	+2.8%
Corporates and Local Governments	2.5	+6.9%	+5.6%	2.4	+2.9%
DEPOSITS AND SAVINGS	15.1	+7.3%	+4.8%	14.3	+6.5%
Current Accounts	7.0	+18.0%	+6.9%	6.5	+21.5%
Savings Accounts	6.7	+16.8%	+7.4%	6.0	+7.5%
Term Deposits	1.4	-41.2%	-13.4%	1.8	-28.4%
€bn	31.12.15	%Var/ 31.12.14	%Var/ 30.09.15		
OFF BALANCE SHEET SAVINGS					
Life Insurance	0.9	+0.9%	+2.7%		
Mutual Funds	1.8	+6.6%	+2.5%		

- Loans vs. 4Q14: increase in corporate loans and mortgages
- Deposits vs. 4Q14: strong deposit inflows particularly in the corporate client segment, on the back of cash management development
- BGL BNPP named 2015 Bank of the Year in Luxembourg by *The Banker* magazine

Personal Investors

Average outstandings (€bn)	4Q15	%Var/4Q14	%Var/3Q15	2015	%Var/2014
LOANS	0.5	+34.4%	-10.4%	0.6	+53.5%
DEPOSITS	20.8	+58.9%	-3.0%	20.7	+67.2%
€bn	31.12.15	%Var/ 31.12.14	%Var/ 30.09.15		
ASSETS UNDER MANAGEMENT	82.2	n.s.	+3.5%		
European Customer Orders (millions)	3.7	70.0%	-5.2%		

- Reminder: acquisition of DAB Bank on 17 December 2014 (€36.4bn in assets under management, of which €5.2bn of deposits*)
- Deposits vs. 4Q14: +14.8%** , sustained by a good level of new customer acquisitions, in particular at Consorsbank! in Germany
- Assets under management vs. 4Q14: +5.7%** , good sales and marketing drive and performance effect
- Consorsbank! #1 prize for innovation in 2015 (*bankenversicherungen.de*)

* As at 31.12.14; ** At constant scope and exchange rates

Domestic Markets

Arval - Leasing Solutions

> Arval

Average outstandings (€bn)	4Q15	%Var*/4Q14	%Var*/3Q15	2015	%Var*/2014
Consolidated Outstandings	12.2	+11.9%	+3.5%	10.5	+10.7%
Financed vehicles ('000 of vehicles)	949	+8.3%	+3.2%	797	+7.5%

- Acquisition of GE Fleet Services' business in Europe closed on 2 November 2015 (+164,000 vehicles)
- Consolidated outstandings: +11.9%* vs. 4Q14, good rise driven by international business development
- Financed fleet: +8.3%* vs. 4Q14, continued strong growth

> Leasing Solutions

Average outstandings (€bn)	4Q15	%Var*/4Q14	%Var*/3Q15	2015	%Var*/2014
Consolidated Outstandings	16.3	+0.2%	+0.4%	16.2	-0.2%

- Consolidated outstandings: +0.2%* vs. 4Q14, good growth in the outstandings of the core portfolio but continued reduction of the non-core portfolio

* At constant scope and exchange rates

International Financial Services - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	3,916	3,668	+6.8%	3,810	+2.8%	15,335	13,395	+14.5%
Operating Expenses and Dep.	-2,396	-2,230	+7.4%	-2,249	+6.5%	-9,315	-8,102	+15.0%
Gross Operating Income	1,520	1,438	+5.7%	1,561	-2.6%	6,020	5,293	+13.7%
Cost of Risk	-411	-440	-6.6%	-416	-1.2%	-1,722	-1,511	+14.0%
Operating Income	1,109	998	+11.1%	1,145	-3.1%	4,298	3,782	+13.6%
Share of Earnings of Equity-Method Entities	112	90	+24.4%	101	+10.9%	447	364	+22.8%
Other Non Operating Items	1	13	-92.3%	27	-96.3%	35	41	-14.6%
Pre-Tax Income	1,222	1,101	+11.0%	1,273	-4.0%	4,780	4,187	+14.2%
Cost/Income	61.2%	60.8%	+0.4 pt	59.0%	+2.2 pt	60.7%	60.5%	+0.2 pt
Allocated Equity (€bn)						21.8	19.4	+12.1%

- At constant scope and exchange rates vs. 4Q14

- Revenues: +6.0%; growth across all the business units
- Operating expenses: +5.7%; on the back of business development
- GOI: +6.5%
- Pre-tax income: +8.0%

International Financial Services Personal Finance - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	1,184	1,154	+2.6%	1,195	-0.9%	4,744	4,103	+15.6%
Operating Expenses and Dep.	-576	-575	+0.2%	-553	+4.2%	-2,291	-1,962	+16.8%
Gross Operating Income	608	579	+5.0%	642	-5.3%	2,453	2,141	+14.6%
Cost of Risk	-309	-292	+5.8%	-287	+7.7%	-1,176	-1,095	+7.4%
Operating Income	299	287	+4.2%	355	-15.8%	1,277	1,046	+22.1%
Share of Earnings of Equity-Method Entities	20	35	-42.9%	22	-9.1%	74	83	-10.8%
Other Non Operating Items	0	-5	n.s.	0	n.s.	0	16	n.s.
Pre-Tax Income	319	317	+0.6%	377	-15.4%	1,351	1,145	+18.0%
Cost/Income	48.6%	49.8%	-1.2 pt	46.3%	+2.3 pt	48.3%	47.8%	+0.5 pt
Allocated Equity (€bn)						3.7	3.4	+10.4%

- At constant scope and exchange rates
 - Revenues: +5.3% vs. 4Q14 , revenue growth in Germany, Italy, Spain and Belgium
 - Operating expenses: +1.8% vs. 4Q14, in line with the business development
 - GOI: +8.7% vs. 4Q14
 - Pre-tax income: +4.9% vs. 4Q14

International Financial Services Personal Finance - Volumes and Risks

Average outstandings (€bn)	Outstanding	%Var/4Q14		%Var/3Q15		Outstanding	%Var/2014	
	4Q15	historical	at constant scope and exchange rates	historical	at constant scope and exchange rates	2015	historical	at constant scope and exchange rates
TOTAL CONSOLIDATED OUTSTANDINGS	60.1	+5.4%	+6.6%	+2.4%	+2.4%	58.6	+15.0%	+4.3%
TOTAL OUTSTANDINGS UNDER MANAGEMENT (1)	70.1	+5.1%	+6.5%	+1.8%	+2.2%	68.5	+4.3%	+4.6%

(1) Including 100% of outstandings of subsidiaries not fully owned as well as of all partnerships

> Cost of risk/outstandings

Annualised cost of risk/outstandings as at beginning of period	4Q14	1Q15	2Q15	3Q15	4Q15
France	1.77%	2.36%	1.76%	1.51%	1.60%
Italy	2.70%	2.26%	2.61%	2.23%	2.54%
Spain	2.01%	0.16%	1.18%	1.90%	1.96%
Other Western Europe	1.14%	1.09%	1.59%	1.94%	1.57%
Eastern Europe	2.95%	1.75%	1.73%	1.62%	2.30%
Brazil	3.90%	7.32%	6.43%	6.46%	10.70%*
Others	3.43%	1.89%	2.39%	2.31%	2.58%
Personal Finance	2.03%	2.04%	2.05%	2.00%	2.16%

* Exceptional adjustment for the whole year 2015

International Financial Services Europe-Mediterranean - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	621	622	-0.2%	611	+1.6%	2,490	2,104	+18.3%
Operating Expenses and Dep.	-444	-424	+4.7%	-404	+9.9%	-1,712	-1,467	+16.7%
Gross Operating Income	177	198	-10.6%	207	-14.5%	778	637	+22.1%
Cost of Risk	-96	-136	-29.4%	-111	-13.5%	-466	-357	+30.5%
Operating Income	81	62	+30.6%	96	-15.6%	312	280	+11.4%
Non Operating Items	47	26	+80.8%	44	+6.8%	174	106	+64.2%
Pre-Tax Income	128	88	+45.5%	140	-8.6%	486	386	+25.9%
Income Attributable to Wealth and Asset Management	0	0	n.s.	-2	n.s.	-3	-1	n.s.
Pre-Tax Income of EUROPE-MEDITERRANEAN	128	88	+45.5%	138	-7.2%	483	385	+25.5%
Cost/Income	71.5%	68.2%	+3.3 pt	66.1%	+5.4 pt	68.8%	69.7%	-0.9 pt
Allocated Equity (Ebn)						4.4	3.7	+18.3%

Including 100% of Turkish Private Banking for the Revenue to Pre-tax income line items

- Foreign exchange effect due in particular to the variation in the value of the Turkish lira
 - TRY vs. EUR*: -11.2% vs. 4Q14, -0.2% vs. 3Q15, -3.8% vs. 2014
- At constant scope and exchange rates vs. 4Q14
 - Revenues**: +7.0%, good drive on the back of volume growth
 - Operating expenses**: +11.6%, +3.8% excluding non recurring items in Poland this quarter (€31m)***
 - Pre-tax income****: +33.1%, decrease in the cost of risk compared to a high level in 4Q14
- Non-operating items: strong contribution from associated companies (very good performance in Asia)

* Average rates; ** Including 100% of Turkish Private Banking; *** One-off contribution to the deposit guarantee fund and to the support fund for borrowers in difficulty; **** Including 2/3 of Turkish Private Banking

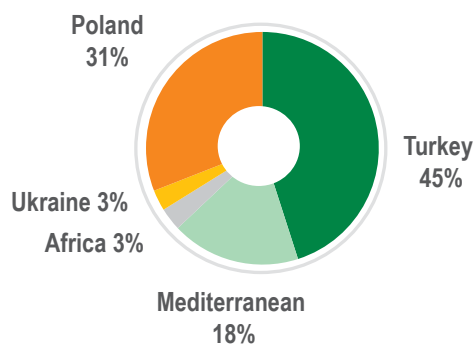
105



International Financial Services Europe-Mediterranean - Volumes and Risks

Average outstandings (€bn)	Outstanding	%Var/4Q14		%Var/3Q15		Outstanding	%Var/2014	
	4Q15	historical	at constant scope and exchange rates	historical	at constant scope and exchange rates	2015	historical	at constant scope and exchange rates
LOANS	38.6	+3.7%	+10.3%	-0.0%	+0.7%	38.8	+28.4%	+12.3%
DEPOSITS	33.7	+0.8%	+7.4%	+1.6%	+2.4%	33.7	+27.2%	+9.5%

Geographic distribution of 4Q15 outstanding loans



Cost of risk/outstandings

Annualised cost of risk/outstandings as at beginning of period	4Q14	1Q15	2Q15	3Q15	4Q15
Turkey	1.40%	1.01%	1.02%	1.30%	1.28%
Ukraine	6.48%	12.85%	4.48%	8.68%	2.51%
Poland	0.51%	0.64%	0.79%	0.37%	0.42%
Others	2.22%	2.48%	1.13%	0.75%	1.09%
Europe-Mediterranean	1.49%	1.61%	1.08%	1.12%	1.01%

International Financial Services BancWest - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	732	612	+19.6%	700	+4.6%	2,824	2,229	+26.7%
Operating Expenses and Dep.	-481	-388	+24.0%	-464	+3.7%	-1,885	-1,443	+30.6%
Gross Operating Income	251	224	+12.1%	236	+6.4%	939	786	+19.5%
Cost of Risk	5	-17	n.s.	-20	n.s.	-50	-50	n.s.
Operating Income	256	207	+23.7%	216	+18.5%	889	736	+20.8%
Non Operating Items	2	-1	n.s.	25	-92.0%	31	4	n.s.
Pre-Tax Income	258	206	+25.2%	241	+7.1%	920	740	+24.3%
Income Attributable to Wealth and Asset Management	-3	-3	n.s.	-3	n.s.	-10	-8	+25.0%
Pre-Tax Income of BANCWEST	255	203	+25.6%	238	+7.1%	910	732	+24.3%
Cost/Income	65.7%	63.4%	+2.3 pt	66.3%	-0.6 pt	66.7%	64.7%	+2.0 pt
Allocated Equity (€bn)						5.1	4.3	+18.0%

Including 100% of U.S Private Banking for the Revenues to Pre-tax income line items

- Foreign exchange effect
 - USD vs. EUR*: +14.0% vs. 4Q14, +1.5% vs. 3Q15, +19.7% vs. 2014
- Revenues: +6.0%** vs. 4Q14
 - Notably due to volume growth
- Operating expenses: +10.1%** vs. 4Q14
 - +6.5%** net of the increase in regulatory costs***
 - Strengthening of the commercial set up (private banking and consumer finance) partially offset by streamlining of the network and the organisation
- Pre-tax income: +10.3%** vs. 4Q14

* Average rates; ** At constant scope and exchange rates; *** CCAR and Intermediate Holding Company notably

107



International Financial Services BancWest - Volumes

Average outstandings (€bn)	Outstanding	%Var/4Q14		%Var/3Q15		Outstandings	%Var/2014	
	4Q15	historical	at constant scope and exchange rates	historical	at constant scope and exchange rates	2015	historical	at constant scope and exchange rates
LOANS	58.6	+22.2%	+7.2%	+4.2%	+2.6%	56.1	+27.5%	+6.7%
Individual Customers	26.5	+20.2%	+5.4%	+3.1%	+1.6%	25.5	+26.0%	+5.5%
Incl. Mortgages	10.5	+14.4%	+0.3%	+2.9%	+1.3%	10.4	+19.8%	+0.2%
Incl. Consumer Lending	15.9	+24.4%	+9.1%	+3.3%	+1.7%	15.2	+30.7%	+9.5%
Commercial Real Estate	15.7	+24.8%	+9.5%	+5.8%	+4.2%	14.8	+28.9%	+7.9%
Corporate Loans	16.4	+23.2%	+8.0%	+4.4%	+2.8%	15.7	+28.6%	+7.6%
DEPOSITS AND SAVINGS	62.3	+20.7%	+5.9%	+4.6%	+3.0%	59.7	+26.8%	+6.1%
Deposits Excl. Jumbo CDs	53.8	+22.9%	+7.8%	+4.9%	+3.3%	51.1	+27.9%	+7.1%

- Loans: +7.2%* vs. 4Q14
 - Strong increase in consumer and corporate loans
- Deposits: +5.9%* vs. 4Q14
 - Good growth in current and savings accounts

* At constant scope and exchange rates

International Financial Services Insurance and WAM* - Business

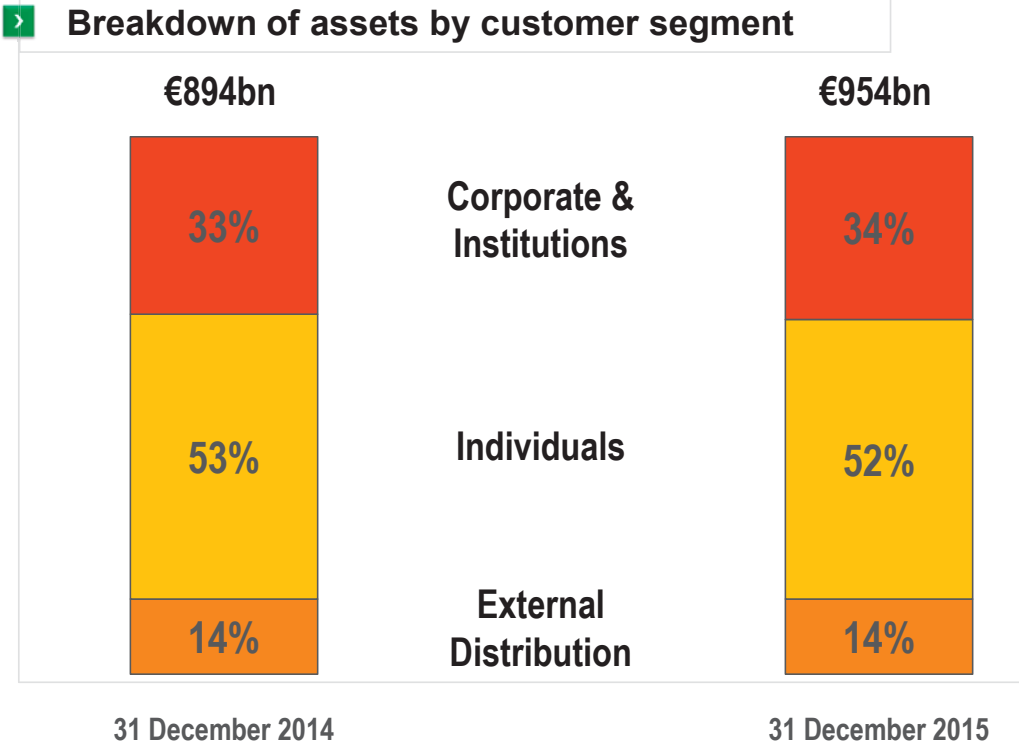
	31.12.15	31.12.14	%Var/ 31.12.14	30.09.15	%Var/ 30.09.15
Assets under management (€bn)	954	894	+6.8%	919	+3.8%
Asset Management	390	365	+6.9%	372	+4.8%
Wealth Management	327	308	+6.4%	316	+3.6%
Real Estate Services	22	19	+18.6%	21	+3.5%
Insurance	215	202	+6.2%	210	+2.4%
	4Q15	4Q14	%Var/ 4Q14	3Q15	%Var/ 3Q15
Net asset flows (€bn)	15.3	1.4	n.s.	6.6	n.s.
Asset Management	11.9	-1.9	n.s.	3.5	n.s.
Wealth Management	1.9	1.7	+8.4%	1.2	+56.3%
Real Estate Services	0.5	0.7	-21.0%	0.3	+73.4%
Insurance	0.9	0.9	+1.4%	1.5	-40.9%

- Strong asset inflows in Asset Management in 4Q15: €11.9bn

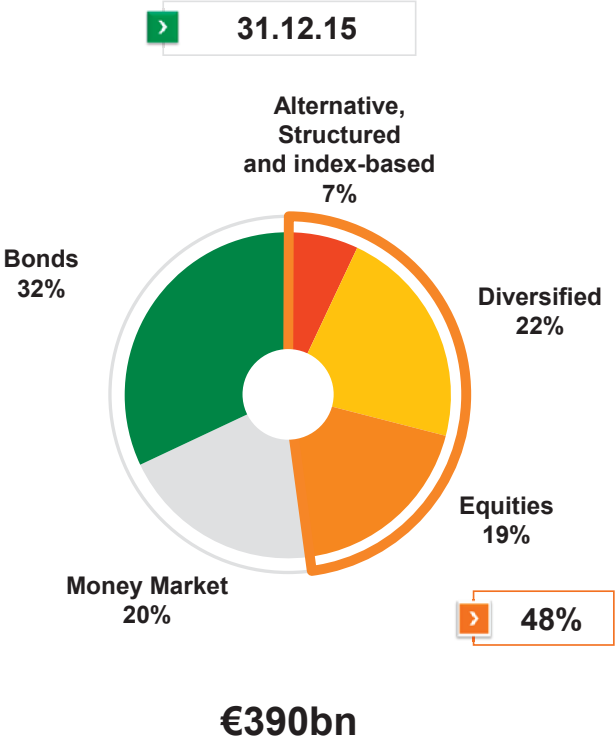
* Wealth and Asset Management

International Financial Services - Insurance & WAM

Breakdown of Assets by Customer Segment



International Financial Services Asset Management - Breakdown of Managed Assets



International Financial Services Insurance - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	601	577	+4.2%	576	+4.3%	2,304	2,180	+5.7%
Operating Expenses and Dep.	-302	-279	+8.2%	-279	+8.2%	-1,160	-1,081	+7.3%
Gross Operating Income	299	298	+0.3%	297	+0.7%	1,144	1,099	+4.1%
Cost of Risk	-4	1	n.s.	3	n.s.	-5	-6	-16.7%
Operating Income	295	299	-1.3%	300	-1.7%	1,139	1,093	+4.2%
Share of Earnings of Equity-Method Entities	36	17	n.s.	25	+44.0%	156	124	+25.8%
Other Non Operating Items	0	0	n.s.	0	n.s.	1	-3	n.s.
Pre-Tax Income	331	316	+4.7%	325	+1.8%	1,296	1,214	+6.8%
Cost/Income	50.2%	48.4%	+1.8 pt	48.4%	+1.8 pt	50.3%	49.6%	+0.7 pt
Allocated Equity (€bn)						6.8	6.3	+7.4%

- Revenues: +4.2% vs. 4Q14 (+3.0% vs. 4Q14 at constant scope and exchange rates)
 - Good business drive
- Operating expenses: +8.2% vs. 4Q14 (+7.1% vs. 4Q14 at constant scope and exchange rates)
 - Impact this quarter of costs related to the repositioning of the business in the United Kingdom
- Good performance of associated companies

International Financial Services Wealth and Asset Management - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	790	713	+10.8%	741	+6.6%	3,020	2,813	+7.4%
Operating Expenses and Dep.	-602	-571	+5.4%	-557	+8.1%	-2,301	-2,174	+5.8%
Gross Operating Income	188	142	+32.4%	184	+2.2%	719	639	+12.5%
Cost of Risk	-7	4	n.s.	-1	n.s.	-25	-3	n.s.
Operating Income	181	146	+24.0%	183	-1.1%	694	636	+9.1%
Share of Earnings of Equity-Method Entities	11	14	-21.4%	10	+10.0%	44	55	-20.0%
Other Non Operating Items	-3	17	n.s.	2	n.s.	2	20	-90.0%
Pre-Tax Income	189	177	+6.8%	195	-3.1%	740	711	+4.1%
Cost/Income	76.2%	80.1%	-3.9 pt	75.2%	+1.0 pt	76.2%	77.3%	-1.1 pt
Allocated Equity (€bn)						1.8	1.7	+4.3%

- Revenues: +10.8% vs. 4Q14 (+9.1% vs. 4Q14 at constant scope and exchange rates)
 - Good performance in Asset Management and Real Estate Services
 - Increase in Wealth Management in the domestic markets
- Operating expenses: +5.4% vs. 4Q14 (+1.9% vs. 4Q14 at constant scope and exchange rates)
 - Good cost control
 - Largely positive jaws effect
- Other non operating items
 - 2014 reminder: one-off indemnity received as a result of the restitution of rented premises

Corporate and Institutional Banking - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	2,641	2,437	+8.4%	2,624	+0.6%	11,659	10,297	+13.2%
Operating Expenses and Dep.	-1,988	-1,796	+10.7%	-1,960	+1.4%	-8,278	-7,425	+11.5%
Gross Operating Income	653	641	+1.9%	664	-1.7%	3,381	2,872	+17.7%
Cost of Risk	-63	-29	n.s.	-40	+57.5%	-213	-76	n.s.
Operating Income	590	612	-3.6%	624	-5.4%	3,168	2,796	+13.3%
Share of Earnings of Equity-Method Entities	11	16	-31.3%	2	n.s.	34	37	-8.1%
Other Non Operating Items	-27	4	n.s.	-2	n.s.	127	-9	n.s.
Pre-Tax Income	574	632	-9.2%	624	-8.0%	3,329	2,824	+17.9%
Cost/Income	75.3%	73.7%	+1.6 pt	74.7%	+0.6 pt	71.0%	72.1%	-1.1 pt
Allocated Equity (€bn)						17.9	16.0	+11.7%

- Revenues: +8.4% vs. 4Q14, strong revenue growth
 - Rise across all the business units: Global Markets (+8.9%), Securities Services (+12.4%) and Corporate Banking (+6.2%)
- Operating expenses: +10.7% vs. 4Q14
 - Impact of the appreciation of the U.S. dollar: +4.4% at constant scope and exchange rates
 - Rise in regulatory costs (set up of the IHC*, compliance, etc.)
- Pre-tax income: -9.2% vs. 4Q14
 - Reminder: cost of risk particularly low in 4Q14

* Intermediate Holding Company

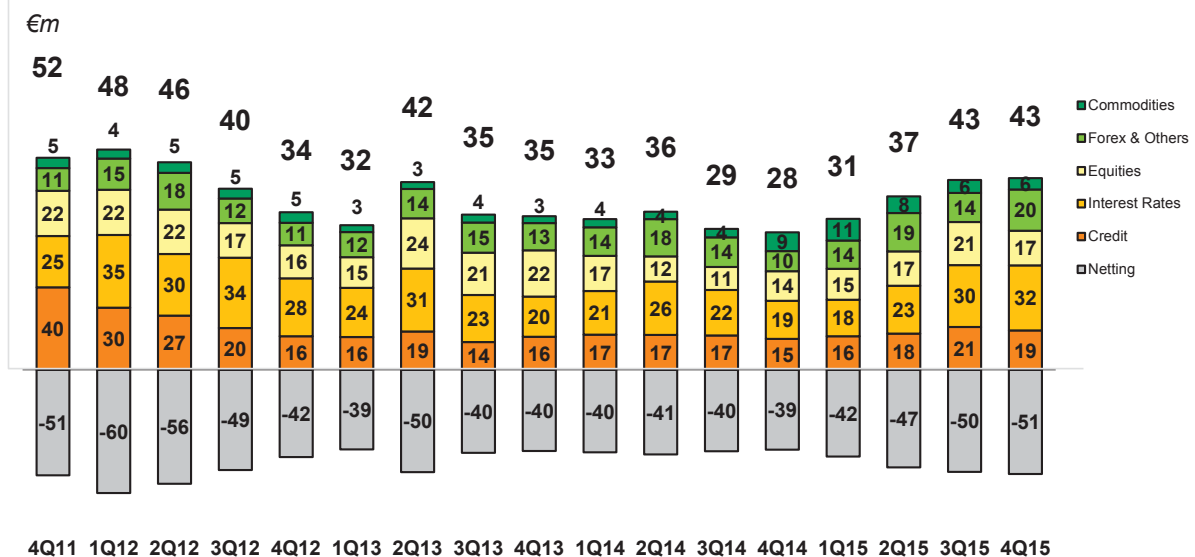
Corporate and Institutional Banking Global Markets - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	1,180	1,084	+8.9%	1,345	-12.3%	6,124	5,187	+18.1%
<i>incl. FICC</i>	800	790	+1.3%	880	-9.1%	3,938	3,419	+15.2%
<i>incl. Equity & Prime Services</i>	380	294	+29.3%	465	-18.3%	2,186	1,768	+23.6%
Operating Expenses and Dep.	-1,029	-913	+12.7%	-1,059	-2.8%	-4,552	-4,108	+10.8%
Gross Operating Income	151	171	-11.7%	286	-47.2%	1,572	1,079	+45.7%
Cost of Risk	4	-6	n.s.	12	-66.7%	-79	50	n.s.
Operating Income	155	165	-6.1%	298	-48.0%	1,493	1,129	+32.2%
Share of Earnings of Equity-Method Entities	5	9	-44.4%	5	+0.0%	16	22	-27.3%
Other Non Operating Items	-12	-5	n.s.	-3	n.s.	-16	-16	+0.0%
Pre-Tax Income	148	169	-12.4%	300	-50.7%	1,493	1,135	+31.5%
Cost/Income	87.2%	84.2%	+3.0 pt	78.7%	+8.5 pt	74.3%	79.2%	-4.9 pt
Allocated Equity (€bn)						8.5	7.7	+10.5%

- Revenues: +8.9% vs. 4Q14
 - FICC: +1.3%, good performance of forex, credit and rates businesses; weak business in bond issues in a wait-and-see context before monetary policy decisions
 - Equity & Prime Services: +29.3%, compared to a low level in 4Q14, sharp rise in derivatives, stability of Prime Services
- Operating expenses: +12.7% vs. 4Q14
 - Rise in regulatory costs and business development investments partly offset by the effects of Simple & Efficient
 - +6.6% at constant scope and exchange rates and excluding the positive effect of a reallocation of certain costs as a result of the introduction of the new CIB organisation announced in early 2015 (+€10m)
- Pre-tax income: -12.4% vs. 4Q14

Corporate and Institutional Banking Market Risks - 4Q15

Average 99% 1-day interval VaR



- Group's VaR still at a low level*
 - Stable this quarter vs. 3Q15
 - No losses greater than VaR this quarter

* VaR calculated for market limits

Corporate and Institutional Banking Securities Services - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	436	388	+12.4%	447	-2.5%	1,799	1,577	+14.1%
Operating Expenses and Dep.	-388	-346	+12.1%	-366	+6.0%	-1,468	-1,288	+14.0%
Gross Operating Income	48	42	+14.3%	81	-40.7%	331	289	+14.5%
Cost of Risk	2	3	-33.3%	-1	n.s.	5	5	n.s.
Operating Income	50	45	+11.1%	80	-37.5%	336	294	+14.3%
Non Operating Items	0	8	n.s.	0	n.s.	-1	8	n.s.
Pre-Tax Income	50	53	-5.7%	80	-37.5%	335	302	+10.9%
Cost/Income	89.0%	89.2%	-0.2 pt	81.9%	+7.1 pt	81.6%	81.7%	-0.1 pt
Allocated Equity (€bn)						0.6	0.5	+7.3%

	31.12.15	31.12.14	%Var/ 31.12.14	30.09.15	%Var/ 30.09.15
Securities Services					
Assets under custody (€bn)	8,068	7,396	+9.1%	7,912	+2.0%
Assets under administration (€bn)	1,848	1,419	+30.3%	1,708	+8.2%
	4Q15	4Q14	4Q15/4Q14	3Q15	4Q15/3Q15
Number of transactions (in millions)	18.9	16.8	+12.6%	17.9	+5.7%

- Revenues: +12.4% vs. 4Q14, due to the increase in assets under custody and the number of transactions
- Operating expenses: +12.1% vs. 4Q14, as a result of the good development of the business
- GOI: +14.3% vs. 4Q14
- Pre-tax income: -5.7% vs. 4Q14
 - Non operating items: one-off indemnity received in 4Q14 as a result of the restitution of rented premises

Corporate and Institutional Banking













Corporate Banking - 4Q15

€m	4Q15	4Q14	4Q15 / 4Q14	3Q15	4Q15/ 3Q15	2015	2014	2015 / 2014
Revenues	1,025	965	+6.2%	832	+23.2%	3,736	3,533	+5.7%
Operating Expenses and Dep.	-571	-537	+6.3%	-535	+6.7%	-2,258	-2,029	+11.3%
Gross Operating Income	454	428	+6.1%	297	+52.9%	1,478	1,504	-1.7%
Cost of Risk	-69	-26	n.s.	-51	+35.3%	-139	-131	+6.1%
Operating Income	385	402	-4.2%	246	+56.5%	1,339	1,373	-2.5%
Non Operating Items	-9	8	n.s.	-2	n.s.	162	14	n.s.
Pre-Tax Income	376	410	-8.3%	244	+54.1%	1,501	1,387	+8.2%
Cost/Income	55.7%	55.6%	+0.1 pt	64.3%	-8.6 pt	60.4%	57.4%	+3.0 pt
Allocated Equity (€bn)						8.8	7.7	+13.3%

- Revenues: +6.2% vs. 4Q14
 - Good growth despite the reduction of business in Energy & Commodities (“E&C”), now largely completed, in Europe and in the Asia-Pacific region
 - Rise in Europe* and in the Americas, slowdown in growth in Asia-Pacific in a less favourable context
- Operating expenses: +6.3% vs. 4Q14
 - Impact of regulatory costs (IHC**, compliance, etc.)
 - -0.3% at constant scope and exchange rates and excluding the negative effect of a reallocation of certain costs as a result of the introduction of the new CIB organisation announced in early 2015 (-€10m)
- Pre-tax income: -8.3% vs. 4Q14
 - Reminder: cost of risk particularly low in 4Q14

* Europe, Middle East, Africa; ** Intermediate Holding Company

Corporate and Institutional Banking Transactions - 4Q15

	<p>Belgium/UK: Financial Advisor to AB InBev for its USD117bn planned acquisition of SABMiller Agent & Bookrunner of the USD75bn bridge financing, the largest syndicated loan on record Joint Bookrunner of the USD46bn bond issue, the 2nd largest syndicated bond sale on record globally <i>October 2015 & January 2016</i></p>		<p>France/Singapore: Financial Advisor to CMA CGM for the USD2.4bn equity value proposed acquisition of Neptune Orient Lines ("NOL") Bookrunner and Coordinator of the USD1.65bn acquisition financing <i>December 2015</i></p>
	<p>France/USA: Financial Advisor to Air Liquide for its USD13.4bn planned acquisition of Airgas Co-Underwriter and Bookrunner of the USD12bn bridge financing <i>November 2015</i></p>		<p>India: IDBI Bank Limited USD350m 4.250% Green Bond due November 2020 Joint Bookrunner <i>November 2015</i></p>
	<p>Germany: Brenntag USD500m bond with EUR warrants Joint Global Coordinator and Joint Bookrunner <i>November 2015</i></p>		<p>Singapore: United Overseas Bank USD8bn Global Covered Bond Programme Joint-Arranger <i>November 2015</i></p>
	<p>Sweden: Ericsson Pan-European Cash Management mandate to serve 40 subsidiaries in 20 countries across Europe. <i>December 2015</i></p>		<p>UK: British Telecommunications plc Pan-European Cash Management mandate to serve 33 subsidiaries in 15 countries <i>December 2015</i></p>
	<p>Supranational: European Investment Bank EUR500m index linked Climate Awareness Bond due May 2029, sold to 13 French institutional clients. <i>November 2015</i></p>		<p>China : Dongfeng Motor Group EUR500 mio1.600% Notes due 2018 This was the Company's first international debt issue Joint Global Coordinator / Joint Bookrunner / Joint Lead Manager <i>October 2015</i></p>
	<p>North America / Japan: Manulife Manulife Japan mandated BNP Paribas to provide structuring solutions for new long term variable annuity products, tailor made for the needs of distributing local banks. BNP Paribas issued investment Certificates linked to custom market indices, ultimately supporting Manulife's expansion in Japan. <i>November 2015</i></p>		<p>USA: Roche Holdings, Inc. USD1bn 10-year Senior Unsecured Notes Bookrunner <i>November 2015</i></p>

Corporate and Institutional Banking Rankings and Awards - 2015

● Global Markets: global franchises

- **#1 All Bonds in EUR, #1 Corporate Bonds in EUR, #1 Financial Bonds in EUR** , #9 All International Bonds All Currencies , #3 Covered Bonds All Currencies (*Thomson Reuters, FY 2015*)
- Currency Derivatives House of the Year and Equity Derivatives House of the Year (*Risk Awards January 2016*)

● Securities Services: recognised expertise

- **European Administrator of the Year** (*Funds Europe Awards Nov 2015*)
- Insurance custodian of the Year (*Custody Risk European Awards Nov 2015*)
- Fund of Fund Administrator of the Year (*Custody Risk European Awards Nov 2015*)

● Corporate Banking: confirmed leadership in all the businesses

- **#1 Bookrunner for all EMEA Syndicated Loans and for Leveraged Loan**, #1 for European Project Finance loans and #3 for Global Export Finance (*Dealogic 2015*)
- **#1 EMEA Equity-Linked Bookrunner**, #10 EMEA ECM Bookrunner , and #8 M&A for Announced deals in Europe (*Dealogic 2015*)
- Global Project Finance Adviser of the Year 2015 (*PFI Awards 2015*)
- Best Bank Europe for Cash & Liquidity Management (*TMI Awards 2015 for Innovation & Excellence*)
- Best Liquidity Management Strategy for Heineken (Asia Pacific) (*Corporate Treasurer, Jan 2016*)



Corporate Centre - 4Q15

€m	4Q15	4Q14	3Q15	2015	2014
Revenues	68	244	89	567	332
Operating Expenses and Dep.	-395	-385	-318	-1,636	-1,262
<i>Incl. Restructuring and Transformation Costs</i>	-286	-254	-160	-793	-757
Gross Operating income	-327	-141	-229	-1,069	-930
Cost of Risk	-24	-38	-5	-51	-48
Costs related to the comprehensive settlement with US authorities	-100	-50	0	-100	-6,000
Operating Income	-451	-229	-234	-1,220	-6,978
Share of Earnings of Equity-Method Entities	9	-27	18	60	14
Other non operating items	-622	-263	11	-125	-210
Pre-Tax Income	-1,064	-519	-205	-1,285	-7,174

- Revenues
 - Own Credit Adjustment (OCA)* and own credit risk included in derivatives (DVA)*: +€160m (-€11m in 4Q14)
 - Reminder: very good contribution of BNP Paribas Principal Investments in 4Q14
- Operating expenses
 - Simple & Efficient transformation costs: -€232m (-€229m in 4Q14)
 - Restructuring costs following the acquisitions made in 2014 (LaSer, Bank BGZ, DAB Bank) and in 2015 (GE LLD): -€54m (-€25m in 4Q14)
- Costs related to the comprehensive settlement with the U.S. authorities
 - Additional exceptional provision of €100m in connection with the remediation plan to industrialise processes
- Other non operating items
 - Sale of the stake in Klépierre-Corio: +€352m
 - Goodwill impairments: -€993m (-€297m in 4Q14) of which -€917m on BNL bc (full depreciation of the goodwill)

* Fair value takes into account any change in value attributable to issuer risk relating to the BNP Paribas Group. It is the replacement value of instruments, calculated by discounting the expected liabilities' profile, stemming from derivatives or securities issued by the Bank, using a discount rate corresponding to that of a similar instrument that could be issued by the BNP Paribas Group at the closing date



Corporate Centre - 2015

● Revenues

- Own Credit Adjustment (OCA)* and own credit risk included in derivatives (DVA)*: +€314m (-€459m in 2014)
- Good contribution of BNP Paribas Principal Investments
- 2014 reminder: net capital gains from exceptional equity investment sales (+€301m)

● Operating expenses

- Simple & Efficient transformation costs: -€622m (-€717m in 2014)
- Restructuring costs (LaSer, Bank BGZ, DAB Bank and GE LLD): -€171m (-€40m in 2014)
- First contribution to the Single Resolution Fund (net of the reduction of the French systemic tax): -€181m

● Other non operating items

- Sale of the stake in Klépierre-Corio: +€716m
- Dilution capital gain due to the merger between Klépierre and Corio: +€123m
- Capital gain from the sale of a non-core investment: +€20m (€74m in CIB-Corporate Banking)
- Goodwill impairments: -€993m (-€297m in 2014), of which -€917m regarding BNL bc (-€297m in 2014)

* Fair value takes into account any change in value attributable to issuer risk relating to the BNP Paribas Group. It is the replacement value of instruments, calculated by discounting the expected liabilities' profile, stemming from derivatives or securities issued by the Bank, using a discount rate corresponding to that of a similar instrument that could be issued by the BNP Paribas Group at the closing date



Group Results

Division Results

Evolution of Regulatory Ratios

4Q15 Detailed Results

Appendix

Number of Shares, Earnings and Book Value per Share

Number of Shares and Book Value per Share

<i>in millions</i>	31-Dec-15	31-Dec-14*
Number of Shares (end of period)	1,246	1,246
Number of Shares excluding Treasury Shares (end of period)	1,245	1,243
Average number of Shares outstanding excluding Treasury Shares	1,243	1,242
Book value per share (a)	70.9	66.6
<i>of which net assets non revaluated per share (a)</i>	65.5	61.7

(a) Excluding undated super subordinated notes

Earning per Share

<i>in euros</i>	2015	2014*	
Net Earnings Per Share (EPS)	5.14	-0.07	4.70 (a)

(a) Calculated with a result where the costs relative to the comprehensive settlement with U.S. authorities have been restated

Equity

<i>€bn</i>	31-Dec-15	31-Dec-14	
Shareholders' equity Group share, not revaluated (a)	78.7	74.8	
Valuation Reserve	6.7	6.1	
Return on Equity	8.3%	-0.1%	7.7% (b)
Return on Tangible Equity	10.1%	-0.1%	9.3% (b)
Total Capital Ratio	13.6% (c)	12.6% (c)	
Common equity Tier 1 ratio	11.0% (c)	10.5% (c)	

(a) Excluding undated super subordinated notes and after estimated distribution.

(b) Restated from costs relative to the comprehensive settlement with U.S. authorities.

(c) Basel 3 (CRD4), taking into consideration CRR transitory provisions (but with full deduction of goodwill), on risk-weighted assets of €614 bn as at 31.12.14 and of €630 bn as at 31.12.15. Subject to the provisions of article 26.2 of (EU) regulation n° 575/2013. As at 31.12.15, the capital surplus of the financial conglomerate was estimated at €35bn.

(d) CRD4 as at 2019 calculated according to the delegated act of the European Commission dated 10.10.2014 and calculated on total Tier1 capital (including, as at 31.12.14 the forthcoming replacement of Tier 1 instruments that have become ineligible with equivalent eligible instruments) and using value date for securities transactions.

* Figures restated following application of IFRIC 21 interpretation

A Solid Financial Structure

> Doubtful loans/gross outstandings

	31-Dec-15	31-Dec-14*
Doubtful loans (a) / Loans (b)	4.0%	4.2%
(a) Doubtful loans to customers and credit institutions excluding repos, netted of guarantees		
(b) Gross outstanding loans to customers and credit institutions excluding repos		

> Coverage ratio

€bn	31-Dec-15	31-Dec-14*
Doubtful loans (a)	30.7	31.5
Allowance for loan losses (b)	26.9	27.2
Coverage ratio	88%	87%
(a) Gross doubtful loans, balance sheet and off-balance sheet, netted of guarantees and collaterals		
(b) Specific and on a portfolio basis		

> Immediately available liquidity reserve

€bn	31-Dec-15	31-Dec-14
Immediately available liquidity reserve (a)	266	260
(a) Liquid market assets or eligible to central banks (counterbalancing capacity) taking into account prudential standards, notably US standards, minus intraday payment systems needs.		

* Figures restated following application of IFRIC 21 interpretation

Common Equity Tier 1 Ratio

> Basel 3 fully loaded common equity Tier 1 ratio* (Accounting capital to prudential capital reconciliation)

€bn	31-Dec-15	30-Sep-15	31-Dec-14
Consolidated Equity	100.1	98.9	93.6
Undated super subordinated notes	-7.9	-7.8	-6.6
Project of dividend distribution	-2.9**	-2.6	-1.9
Regulatory adjustments on equity***	-2.8	-2.8	-2.8
Regulatory adjustments on minority interests	-2.1	-2.7	-2.8
Goodwill and intangible assets	-13.5	-14.0	-13.8
Deferred tax assets related to tax loss carryforwards	-1.0	-1.1	-1.2
Other regulatory adjustments	-1.0	-1.0	-0.8
Common Equity Tier One capital	68.9	66.9	63.7
Risk-weighted assets	634	627	620
Common Equity Tier 1 Ratio	10.9%	10.7%	10.3%

* CRD4, taking into account all the rules of the CRD4 with no transitory provisions. Subject to the provisions of article 26.2 of (EU) regulation n°575/2013;
** Subject to the approval of AGM on 26 May 2016; *** Including Prudent Valuation Adjustment

126

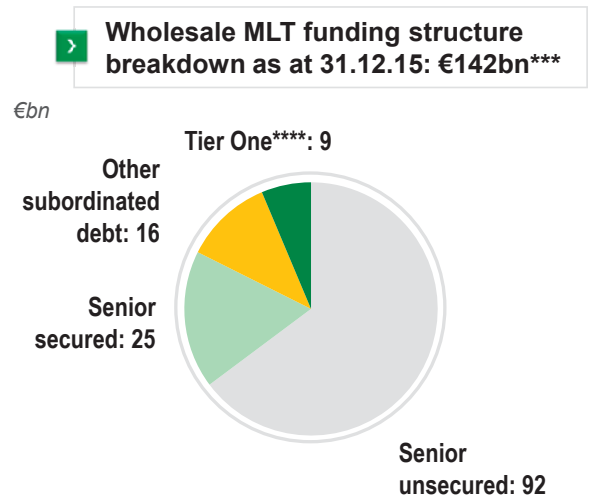


Wholesale Medium/Long-Term Funding

- 2015 MLT funding programme completed: €24.1bn
 - Senior debt : €19bn issued (average maturity of 4.3 years, mid-swap +24 bp)
 - Additional Tier 1: €2.1bn issued (mid-swap + 497 bp)
 - Tier 2: €3.1bn issued (average maturity of 9.4 years, mid-swap +165 bp)
 - Reminder: €14bn TLTRO taken at the end of December 2014

- 2016 MLT funding programme: €25bn
 - Of which Additional Tier 1: €1 to €2bn*
 - Of which Tier 2: €2 to €3bn*
 - Of which TLAC eligible senior debt: ~€10bn*

- Public issuances already made under the 2016 programme**:
 - Tier 2: €750m issued on 19.11.2015, 10 years, mid-swap +195 bp
 - Senior debt: €1.25bn issued on 08.01.2016, 8 years, mid-swap +67 bp
 - Covered Bond: €750m issued on 22.01.2016, 5.5 years, mid-swap +6 bp



* Depending on opportunities and market conditions; ** As at 28 January 2016; *** Excluding TLTRO; **** Debt qualified prudentially as Tier 1 booked as subordinated debt or as equity

Buffers to Maximum Distributable Amount Restrictions

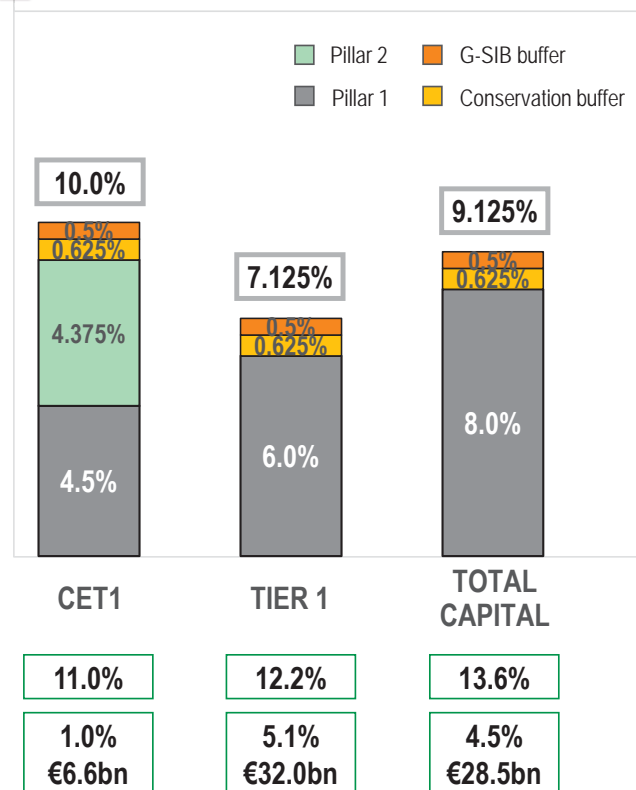
- Reminder: Pillar 2 limited to the CET1 ratio
 - Pillar 2 not applicable to Tier 1 and Total Capital* ratio requirements
- 2016 CET1 requirement: 10.0%
- 2016 Tier 1 requirement: 7.125%
- 2016 Total Capital requirement: 9.125%
- Buffers as at 01.01.16 to Maximum Distributable Amount (MDA**) restrictions
 - CET1: 1.0% or €6.6bn***
 - Tier1: 5.1% or €32.0bn***
 - Total Capital: 4.5% or €28.5bn***

➔ Management buffer largely above regulatory requirements

BNP Paribas phased-in ratios as at 01.01.2016

Buffers as at 01.01.2016 to MDA** restrictions

Capital requirements as at 01.01.2016



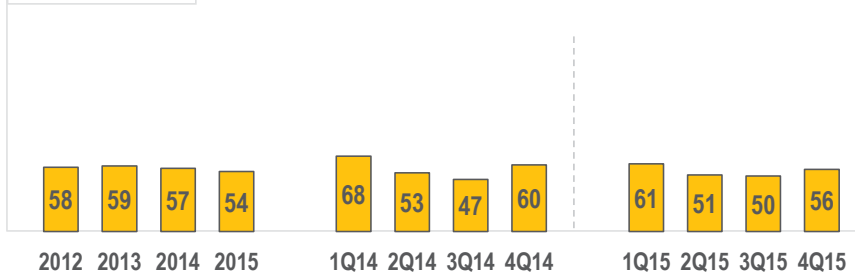
* Confirmed by the ECB as part of the 2015 SREP; ** As defined in Art. 141 of CRD4; *** Calculated based on €630bn of risk-weighted assets (phased-in)

128

Variation in the Cost of Risk by Business Unit (1/3)

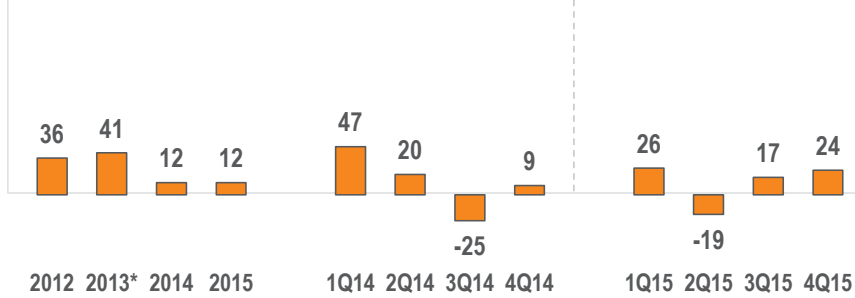
Net provisions/Customer loans (in annualised bp)

> Group



- Cost of risk: €968m
 - +€86m vs. 3Q15
 - -€44m vs. 4Q14
- Cost of risk still at a moderate level
- Reminder: cost of risk particularly low at BRB in 3Q15

> CIB - Corporate Banking

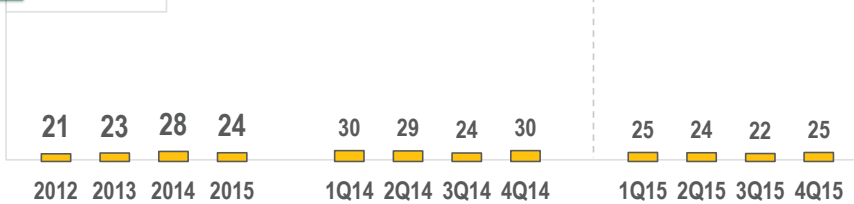


- Cost of risk: €69m
 - +€18m vs. 3Q15
 - +€43m vs. 4Q14
- Cost of risk still low

Variation in the Cost of Risk by Business Unit (2/3)

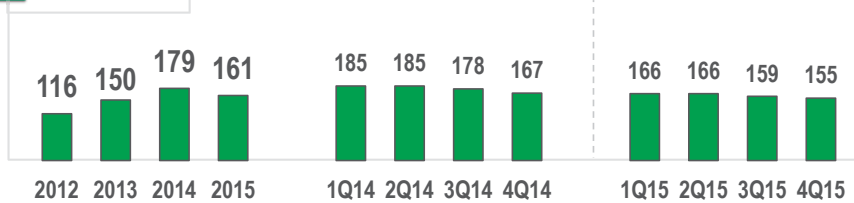
Net provisions/Customer loans (in annualised bp)

FRB



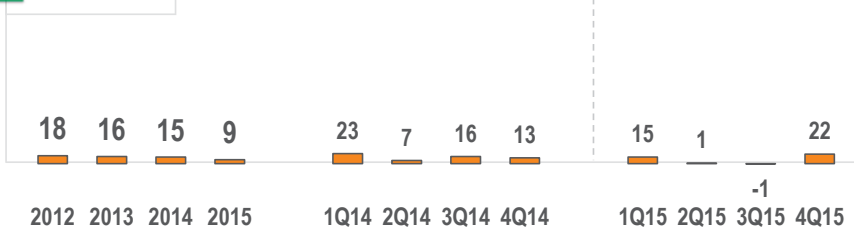
- Cost of risk: €88m
 - +€9m vs. 3Q15
 - -€18m vs. 4Q14
- Cost of risk still low

BNL bc



- Cost of risk: €300m
 - -€9m vs. 3Q15
 - -€22m vs. 4Q14
- Decline in the cost of risk
- Significant decrease in doubtful loan inflows

BRB

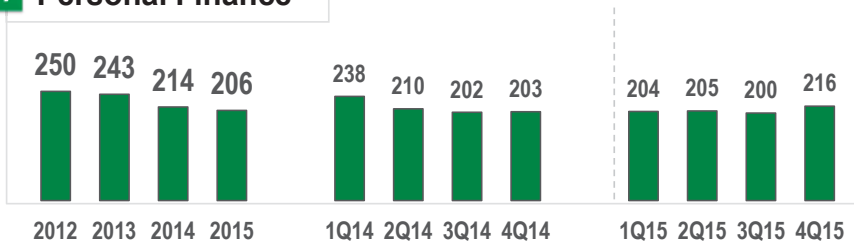


- Cost of risk: €52m
 - +€54m vs. 3Q15
 - +€24m vs. 4Q14
- Cost of risk still low
- Reminder: provisions offset by write-backs in 3Q15

Variation in the Cost of Risk by Business Unit (3/3)

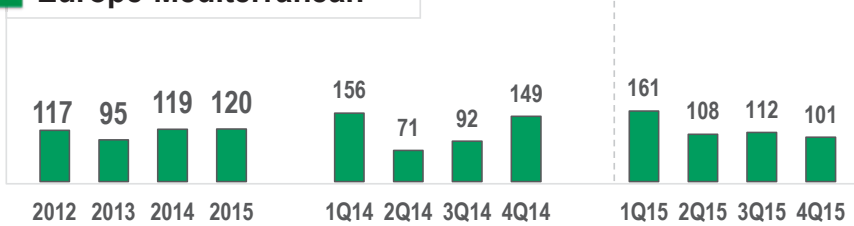
Net provisions/Customer loans (in annualised bp)

Personal Finance



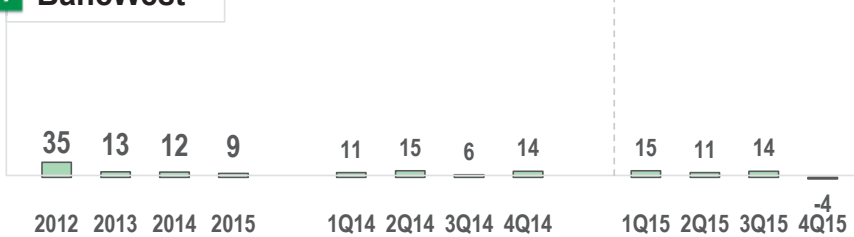
- Cost of risk: €309m
 - +€22m vs. 3Q15
 - +€17m vs. 4Q14
- Rise in the cost of risk this quarter

Europe-Mediterranean



- Cost of risk: €96m
 - -€15m vs. 3Q15
 - -€40m vs. 4Q14
- Moderate cost of risk

BancWest



- Cost of risk: -€5m
 - -€25m vs. 3Q15
 - -€22m vs. 4Q14
- Provisions more than offset by write-backs this quarter

Cost of Risk on Outstandings (1/2)

➤ Cost of risk *Net provisions/Customer loans (in annualised bp)*

	2012	2013	1Q14	2Q14	3Q14	4Q14	2014	1Q15	2Q15	3Q15	4Q15	2015
Domestic Markets*												
Loan outstandings as of the beg. of the quarter (€bn)	348.9	340.5	336.1	334.8	336.2	333.7	335.2	338.4	338.3	341.5	338.4	339.2
Cost of risk (€m)	1,573	1,848	569	506	493	506	2,074	490	432	420	470	1,812
Cost of risk (in annualised bp)	45	54	68	60	59	61	62	58	51	49	56	53
FRB*												
Loan outstandings as of the beg. of the quarter (€bn)	151.1	147.1	143.5	143.0	144.3	142.7	143.4	145.3	144.9	145.9	142.0	144.5
Cost of risk (€m)	315	343	108	103	85	106	402	89	87	79	88	343
Cost of risk (in annualised bp)	21	23	30	29	24	30	28	25	24	22	25	24
BNL bc*												
Loan outstandings as of the beg. of the quarter (€bn)	82.7	80.1	78.6	78.5	78.2	77.2	78.1	77.5	76.8	77.6	77.6	77.4
Cost of risk (€m)	961	1,205	364	364	348	322	1,398	321	318	309	300	1,248
Cost of risk (in annualised bp)	116	150	185	185	178	167	179	166	166	159	155	161
BRB*												
Loan outstandings as of the beg. of the quarter (€bn)	85.4	87.7	88.7	87.9	88.4	88.6	88.4	90.1	90.8	92.0	93.0	91.5
Cost of risk (€m)	157	142	52	15	36	28	131	33	2	-2	52	85
Cost of risk (in annualised bp)	18	16	23	7	16	13	15	15	1	-1	22	9

*With Private Banking at 100%

Cost of Risk on Outstandings (2/2)

> Cost of risk *Net provisions/Customer loans (in annualised bp)*

	2012	2013	1Q14	2Q14	3Q14	4Q14	2014	1Q15	2Q15	3Q15	4Q15	2015
BancWest*												
Loan outstandings as of the beg. of the quarter (€bn)	41.0	41.8	41.5	42.0	42.8	47.1	43.3	50.5	57.1	55.7	56.8	55.0
Cost of risk (€m)	145	54	11	16	6	17	50	19	16	20	-5	50
Cost of risk (in annualised bp)	35	13	11	15	6	14	12	15	11	14	-4	9
Europe-Mediterranean*												
Loan outstandings as of the beg. of the quarter (€bn)	24.7	28.5	27.3	27.7	28.6	36.5	30.0	37.6	40.0	39.6	38.0	38.8
Cost of risk (€m)	290	272	106	49	66	136	357	151	108	111	96	466
Cost of risk (in annualised bp)	117	95	156	71	92	149	119	161	108	112	101	120
Personal Finance												
Loan outstandings as of the beg. of the quarter (€bn)	45.8	45.2	46.8	47.4	47.3	57.4	51.3	56.9	56.5	57.4	57.1	57.0
Cost of risk (€m)	1,147	1,098	278	249	239	292	1,095	291	289	287	309	1,176
Cost of risk (in annualised bp)	250	243	238	210	202***	203	214	204	205	200	216	206
CIB - Corporate Banking												
Loan outstandings as of the beg. of the quarter (€bn)	121.2	106.0	103.0	100.2	107.5	110.3	105.3	113.6	118.8	118.7	114.9	116.5
Cost of risk (€m)	432	437	122	51	-68	26	131	74	-55	51	69	139
Cost of risk (in annualised bp)	36	41	47	20	-25	9	12	26	-19	17	24	12
Group**												
Loan outstandings as of the beg. of the quarter (€bn)	679.9	644.5	636.1	640.4	643.2	669.2	647.2	682.0	709.9	710.9	692.7	698.9
Cost of risk (€m)	3,941	3,801	1,084	855	754	1,012	3,705	1,044	903	882	968	3,797
Cost of risk (in annualised bp)	58	59	68	53	47	60	57	61	51	50	56	54

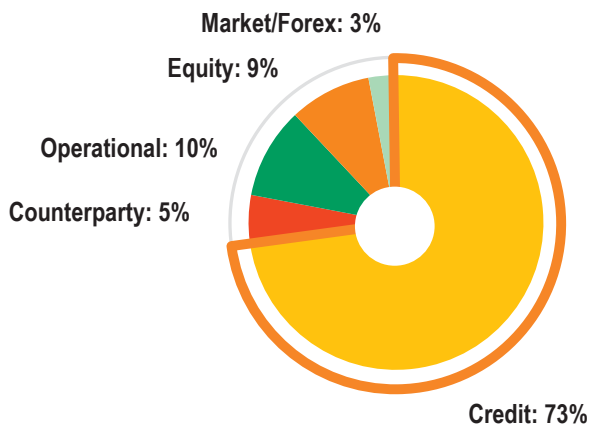
* With Private Banking at 100%; ** Including cost of risk of market activities, Investment Solutions (until end 2014), International Financial Services and Corporate Centre;

*** Excluding LaSer

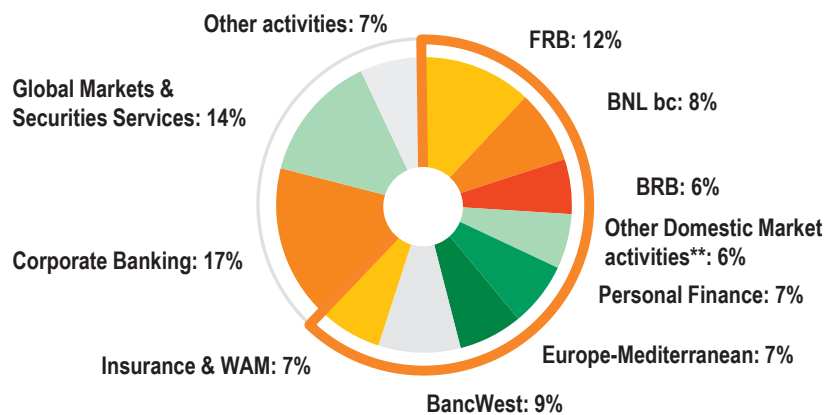
Basel 3* Risk-Weighted Assets

- Basel 3* risk-weighted assets: €634bn (€620bn as at 31.12.14)
 - Increase in risk-weighted assets mainly due to foreign exchange effect. ~stable excluding this effect

➤ **Basel 3* risk-weighted assets by type of risk as at 31.12.2015**

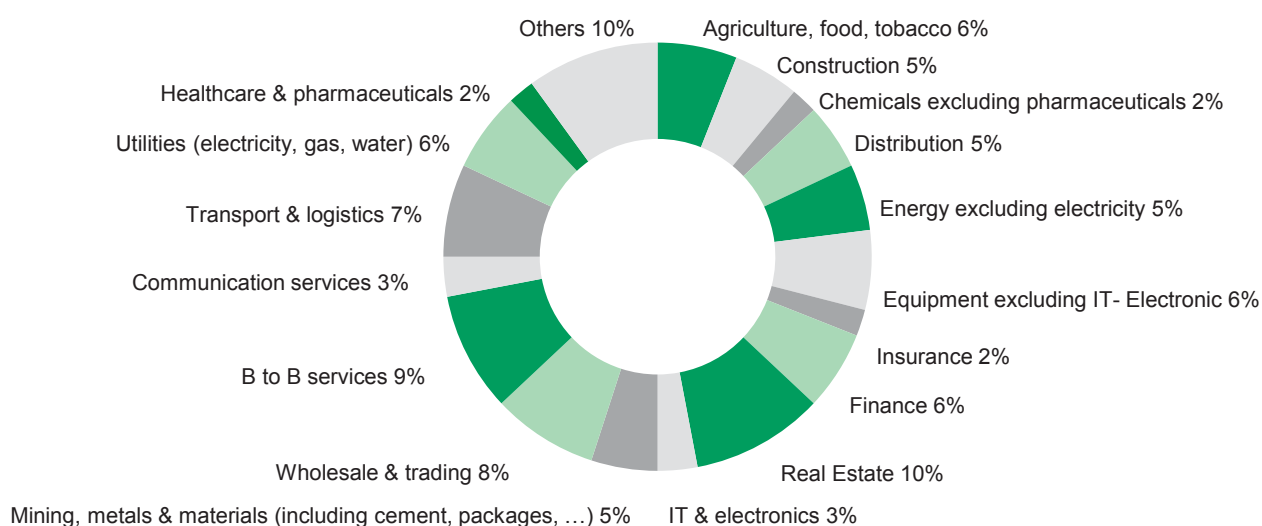


➤ **Basel 3* risk-weighted assets by business as at 31.12.2015**



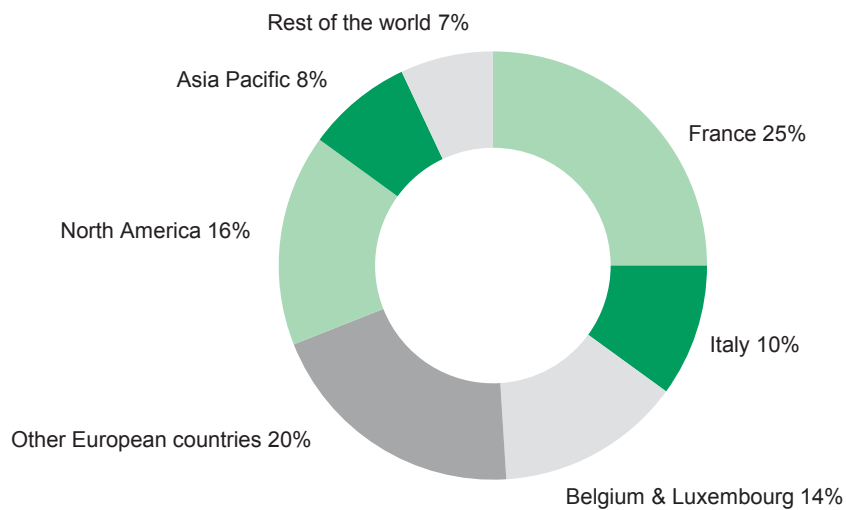
➤ **Retail Banking and Services: 62%**

Breakdown of Commitments by Industry (Corporate Asset Class)



**Total gross commitments on and off-balance sheet, unweighted
(corporate asset class) = €601bn as at 31.12.2015**

Breakdown of Commitments by Region



Total gross commitments on and off balance sheet, unweighted = €1,399bn as at 31.12.2015

Specific Review of Industries Affected by Oil and Commodities Prices

- Review of industries affected by the decrease of oil and commodities prices

- Exposure to Oil & Gas and Metals & Mining: respectively 2.45% and 0.98% of the Group's gross commitments on and off-balance sheet
- Strong reduction of the Energy & Commodities business since 2013
- Positive impact of the decrease of prices on a large number of industries: transport, chemicals, food & beverage, automotive

- Oil & Gas: €25.6bn net exposure*

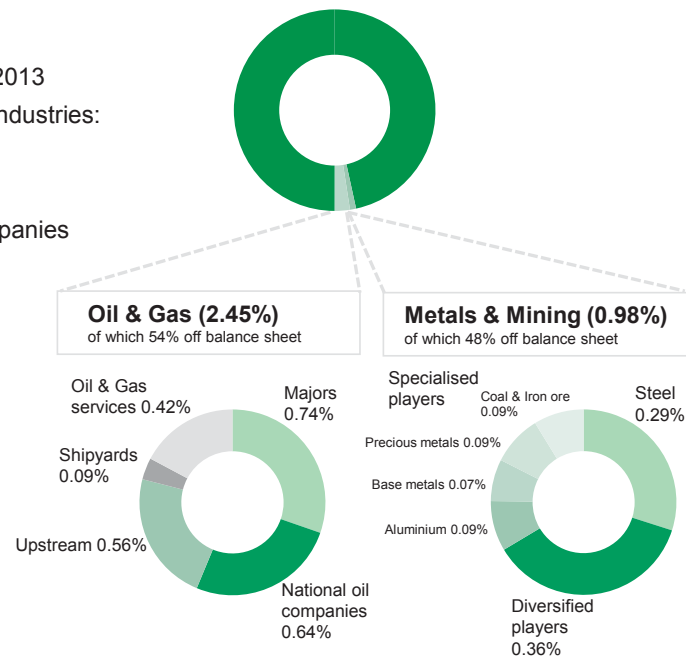
- Close to 60% of gross exposure on Majors and national oil companies
- 75% of investment grade** exposure
- Good coverage with collaterals for non investment grade** exposure
- Short average maturity: less than 2 years
- Only 1% of doubtful exposure
- Reminder: sale of the Reserve Based Lending business in the US in 2012

- Metals & Mining: €8.4bn net exposure*

- 60% of investment grade** exposure
- Short average maturity: less than 2 years
- Diversified portfolio with different sectorial dynamics
- Only 3% of doubtful exposure

➤ **Total gross commitments of the Group**

Total gross commitments on and off balance sheet, unweighted of €1,399bn as at 31.12.2015



➤ **Well-diversified quality portfolios**

* Net of guarantees and provisions; ** External rating or BNP Paribas' equivalent rating

AMENDMENTS TO IMPORTANT INFORMATION RELATING TO NON-EXEMPT OFFERS OF SECURITIES

In relation to the amendments to the "Important Information Relating to Non-exempt Offers of Securities" set out in this section, text which, by virtue of this Sixth Supplement, is added to this section is shown underlined.

- (a) Sub-paragraph (ii) under "*Common Conditions to Consent*" on page 14 of the Base Prospectus is amended as follows:
- (ii) **only extends to the use of this Base Prospectus to make Non-exempt Offers of the relevant Tranche of Securities in Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Luxembourg, Norway, Portugal, Spain, Sweden, the Czech Republic and the United Kingdom as specified in the applicable Final Terms.**
- (b) The last paragraph under "*Common Conditions to Consent*" on page 14 of the Base Prospectus is amended as follows:

The only relevant Member States which may, in respect of any Tranche of Securities, be specified in the applicable Final Terms (if any relevant Member States are so specified) as indicated in (ii) above, will be Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Luxembourg, Norway, Portugal, Spain, Sweden, the Czech Republic and the United Kingdom, and accordingly each Tranche of Securities may only be offered to Investors as part of a Non-exempt Offer in Austria, Belgium, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Luxembourg, Norway, Portugal, Spain, Sweden, the Czech Republic and the United Kingdom, as specified in the applicable Final Terms, or otherwise in circumstances in which no obligation arises for BNPP B.V., BNPP, BP2F or BGL to publish or supplement a prospectus for such offer.

**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 17 to 67 of the Base Prospectus is amended as follows:

(a) In Element B.2, the first paragraph in respect of BNPP B.V. is deleted in its entirety and replaced with the following:

"BNPP B.V. was incorporated in the Netherlands as a private company with limited liability under Dutch law having its registered office at Herengracht 595, 1017 CE Amsterdam, the Netherlands;"

(b) In Element B.4b, the paragraphs under the heading "*In respect of BNPP:*" and immediately above the heading entitled "*In respect of BP2F:*" is deleted in its entirety and replaced with the following:

B.4b	Trend information	<p><i>Macroeconomic environment</i></p> <p>Macroeconomic and market conditions affect BNPP’s results. The nature of BNPP’s business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.</p> <p>In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity¹ but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.</p> <p>In that context, two risks can be identified:</p> <p><i>Financial instability due to the vulnerability of emerging countries</i></p> <p>While the exposure of the BNP Paribas Group in emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group and potentially alter its results.</p> <p>In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first move by the Federal Reserve in December 2015), as well as bouts of high financial volatility linked to the growth prospects of emerging countries, have contributed to the</p>
-------------	-------------------	---

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

		<p>stiffening of external financial conditions, a decrease in capital flows, further currency depreciations in numerous emerging countries and an increase in risks for banks, possibly leading to the downgrading of sovereign ratings.</p> <p>Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit offering, and chaotic de-leveraging) that would affect all banking institutions.</p> <p><i>Systemic risks related to economic conditions and market liquidity</i></p> <p>The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.</p> <p>Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.</p> <p>Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.</p> <p><i>Laws and regulations applicable to financial institutions</i></p> <p>Recent and future changes in the laws and regulations applicable to financial institutions may have a significant impact on BNPP. Measures that were recently adopted or which are (or whose application measures are) still in draft format, that have or are likely to have an impact on BNPP notably include:</p> <ul style="list-style-type: none"> - the structural reforms comprising the French banking law of 26 July 2013 requiring that banks create subsidiaries for or segregate “speculative” proprietary operations from their traditional retail banking activities, the "Volcker rule" in the US which restricts proprietary transactions, sponsorship and investment in private equity funds and hedge funds by US and foreign banks, and expected potential changes in Europe; - regulations governing capital: CRD IV/CRR, the international standard for total-loss absorbing capacity (TLAC) and BNPP's designation as a financial institution that is of systemic importance by the Financial Stability Board; - the European Single Supervisory Mechanism and the ordinance of 6 November 2014; - the Directive of 16 April 2014 related to deposit guarantee systems and its delegation and implementing decrees, the Directive of 15 May 2014 establishing a Bank Recovery and Resolution framework, the Single Resolution
--	--	--

		<p>Mechanism establishing the Single Resolution Council and the Single Resolution Fund;</p> <ul style="list-style-type: none"> - the Final Rule by the US Federal Reserve imposing tighter prudential rules on the US transactions of large foreign banks, notably the obligation to create a separate intermediary holding company in the US (capitalised and subject to regulation) to house their US subsidiaries; - the new rules for the regulation of over-the-counter derivative activities pursuant to Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act, notably margin requirements for uncleared derivative products and the derivatives of securities traded by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants, and the rules of the US Securities and Exchange Commission which require the registration of banks and major swap participants active on derivatives markets and transparency and reporting on derivative transactions; - the new MiFID and MiFIR, and European regulations governing the clearing of certain over-the-counter derivative products by centralised counterparties and the disclosure of securities financing transactions to centralised bodies. <p>Cyber risk</p> <p>In recent years, financial institutions have been impacted by a number of cyber incidents, notably involving large-scale alterations of data which compromise the quality of financial information. This risk remains today and BNPP, like other banks, has taken measures to implement systems to deal with cyber attacks that could destroy or damage data and critical systems and hamper the smooth running of its operations. Moreover, the regulatory and supervisory authorities are taking initiatives to promote the exchange of information on cyber security and cyber criminality in order to improve the security of technological infrastructures and establish effective recovery plans after a cyber incident.</p>
--	--	---

(c) In Element B.4b, the paragraphs under the heading "*In respect of BP2F:*" and immediately above the heading entitled "*In respect of BGL:*" is deleted in its entirety and replaced with the following:

"Macroeconomic environment

Macroeconomic and market conditions affect BP2F's results. The nature of BP2F's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.

In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery

of global economic activity² but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.

BP2F is dependent upon BNPPF. BP2F is 99.995% owned by BNPPF and is specifically involved in the issuance of securities such as Notes, Warrants or Certificates or other obligations which are developed, set up and sold to investors via intermediaries, including BNPPF. BP2F enters into hedging transactions with BNPPF and with other entities of the BNP Paribas Group. As a consequence, the Trend Information with respect to BNPPF shall also apply to BP2F. BP2F may also enter into hedging transactions with third parties not belonging to the BNP Paribas Group."

- (d) Element B.9 is deleted in its entirety and replaced with the following:

B.9	Profit forecast or estimate	The BNP Paribas Group generated 6,694 million euros in net income attributable to equity holders for the year ending 31 December 2015.
------------	-----------------------------	--

- (e) In Element B.12, the table under the heading "**In relation to BNPP:**" and immediately above the heading entitled "**Comparative Interim Financial Data for the six-month period ending 30 June 2015 – In millions of EUR**" (which was added to the Base Prospectus by virtue of the First Supplement) is deleted and replaced with the following:

Comparative Annual Financial Data – In millions of EUR		
	31/12/2015 (unaudited)	31/12/2014*
Revenues	42,938	39,168
Cost of risk	(3,797)	(3,705)
Net income, Group share	6,694	157
	31/12/2015	31/12/2014*
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.9%	10.3%
	31/12/2015 (unaudited)	31/12/2014*
Total consolidated balance sheet	1,994,193	2,077,758
Consolidated loans and receivables due from customers	682,497	657,403
Consolidated items due to customers	700,309	641,549
Shareholders' equity (Group share)	96,269	89,458
<i>* Restated according to the IFRIC 21 interpretation.</i>		

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

² See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

B.13	Events impacting the Issuer's solvency	Not applicable, as at 10 September 2015 (in the case of BNPP B.V. and BP2F), 8 October 2015 (in the case of BGL) and 29 February 2016 (in the case of BNPP) 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 30 June 2015.
-------------	--	---

(g) In Element B.17, the second paragraph is deleted and replaced with the following:

"BNPP's long-term credit ratings are A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS), A1 with a stable outlook (Moody's Investors Service Ltd.), A+ with a stable outlook (Fitch France S.A.S.) and AA (low) with a stable outlook (DBRS Limited) and BNPP's short-term credit ratings are A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's Investors Service Ltd.), F1 (Fitch France S.A.S.) and R-1 (middle) (DBRS Limited)."

(h) Element B.19/B.4b is deleted in its entirety and replaced with the following:

B.19/ B.4b	Trend information	<p><i>Macroeconomic environment.</i></p> <p>Macroeconomic and market conditions affect BNPPF's results. The nature of BNPPF's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.</p> <p>In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity¹ but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.</p> <p>While the exposure of the BNP Paribas Group in emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group (including BNPP) and potentially alter its results.</p> <p>In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first move by the Federal Reserve in December 2015), as well as bouts of high financial volatility linked to the growth prospects of emerging countries, have contributed to the stiffening of external financial</p>
-----------------------	-------------------	---

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

conditions, a decrease in capital flows, further currency depreciations in numerous emerging countries and an increase in risks for banks, possibly leading to the downgrading of sovereign ratings.

Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit offering, and chaotic de-leveraging) that would affect all banking institutions.

The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.

Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.

Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.

Laws and Regulations Applicable to Financial Institutions.

Laws and regulations applicable to financial institutions that have an impact on BNPPF have significantly evolved in the wake of the global financial crisis. The measures that have been proposed and/or adopted in recent years include more stringent capital and liquidity requirements (particularly for large global banking groups such as the BNP Paribas Group), taxes on financial transactions, restrictions and taxes on employee compensation, limits on the types of activities that commercial banks can undertake and ring-fencing or even prohibition of certain activities considered as speculative within separate subsidiaries, restrictions on certain types of financial products, increased internal control and reporting requirements, more stringent conduct of business rules, mandatory clearing and reporting of derivative transactions, requirements to mitigate risks in relation to over-the-counter derivative transactions and the creation of new and strengthened regulatory bodies.

The measures that were recently adopted, or in some cases proposed and still under discussion, that have or are likely to affect BNPPF, include in particular the EU Directive and Regulation on prudential requirements "CRD IV" dated 26 June 2013 and many of whose provisions have been applicable since 1 January 2014; the proposals of technical regulatory and execution rules relating to the Directive and Regulation CRD IV published by the EBA; the Belgian Banking Law dated 25 April 2014 replacing the previous law of 1993 and

		<p>introducing important changes; the Belgian Royal Decree dated 22 February 2015 determining the entry into force of the Belgian Banking Law provisions relating to resolution (including the establishment of a Belgian Resolution Authority) and creating two preferential rights on the bank's movables; the Belgian Royal Decree dated 18 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions and the Royal Decree of 26 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions relating to the resolution and recovery of group failures; the public consultation for the reform of the structure of the EU banking sector of 2013 and the European Commission's proposed regulation on structural measures designed to improve the strength of EU credit institutions of 29 January 2014; the proposal for a regulation on indices used as benchmarks in financial instruments and financial contracts; the European Single Supervisory Mechanism; the European Single Resolution Mechanism dated 15 July 2014 and the European Directive on Bank Recovery and Resolution dated 15 May 2014; the European Directive on Revised Deposit Guarantee Schemes dated 16 April 2014; the final rule for the regulation of foreign banks imposing certain liquidity, capital and other prudential requirements adopted by the U.S. Federal Reserve; the proposal of the U.S. Federal Reserve relating to liquidity ratios of large banks; and the "Volcker" Rule imposing certain restrictions on investments in or sponsorship of hedge funds and private equity funds and proprietary trading activities (of U.S. banks and to some extent non-U.S. banks) that was recently adopted by the U.S. regulatory authorities. More generally, regulators and legislators in any country may, at any time, implement new or different measures that could have a significant impact on the financial system in general or BNPPF in particular.</p>
--	--	--

(i) Element B.19/B.9 is deleted in its entirety and replaced with the following:

B.19/B.9	Profit forecast or estimate	The BNP Paribas Group generated 6,694 million euros in net income attributable to equity holders for the year ending 31 December 2015.
-----------------	-----------------------------	--

(j) In Element C.5, the paragraph is deleted and replaced with the following:

"The Securities will be freely transferable, subject to the offering and selling restrictions in the United States, the European Economic Area, Austria, Belgium, the Czech Republic, Denmark, Finland, France, Germany, Hungary, Ireland, Italy, Luxembourg, Norway, Portugal, Spain, Sweden, the United Kingdom, Japan and Australia and under the Prospectus Directive and the laws of any jurisdiction in which the relevant Securities are offered or sold."

(k) In Element D.2, the paragraphs relating to BNPP are deleted and replaced with the following:

D.2	Key risks regarding the Issuers and the Guarantors	<i>Issuers</i> BNPP
------------	--	-------------------------------

		<p>There are certain factors that may affect the Issuer's ability to fulfil its obligations under the Securities issued under the Programme and, if applicable, the Guarantor's obligations under the Guarantees.</p> <p>Eleven main categories of risk are inherent in BNPP's activities:</p> <ul style="list-style-type: none"> (a) Credit Risk; (b) Counterparty Credit Risk; (c) Securitisation; (d) Market Risk; (e) Operational Risk; (f) Compliance and Reputation Risk; (g) Concentration Risk; (h) Banking Book Interest Rate Risk; (i) Strategic and Business Risks; (j) Liquidity Risk; and (k) Insurance subscription Risk. <p>Difficult market and economic conditions have had and may continue to have a material adverse effect on the operating environment for financial institutions and hence on BNPP's financial condition, results of operations and cost of risk.</p> <p>Due to the geographic scope of its activities, BNPP may be vulnerable to country or regional-specific political, macroeconomic and financial environments or circumstances.</p> <p>BNPP's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in credit spreads or other factors.</p> <p>Significant interest rate changes could adversely affect BNPP's revenues or profitability.</p> <p>The prolonged low interest rate environment carries inherent systemic risks.</p> <p>The soundness and conduct of other financial institutions and market participants could adversely affect BNPP.</p> <p>BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility.</p> <p>BNPP may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.</p>
--	--	--

		<p>Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.</p> <p>Laws and regulations adopted in response to the global financial crisis may materially impact BNPP and the financial and economic environment in which it operates.</p> <p>BNPP is subject to extensive and evolving regulatory regimes in the jurisdictions in which it operates.</p> <p>BNPP may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations.</p> <p>There are risks related to the implementation of BNPP's strategic plan.</p> <p>BNPP may experience difficulties integrating acquired companies and may be unable to realize the benefits expected from its acquisitions.</p> <p>Intense competition by banking and non-banking operators could adversely affect BNPP's revenues and profitability.</p> <p>A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPP's results of operations and financial condition.</p> <p>BNPP's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses.</p> <p>BNPP's hedging strategies may not prevent losses.</p> <p>Adjustments to the carrying value of BNPP's securities and derivatives portfolios and BNPP's own debt could have an impact on its net income and shareholders' equity.</p> <p>The expected changes in accounting principles relating to financial instruments may have an impact on BNPP's balance sheet and regulatory capital ratios and result in additional costs.</p> <p>BNPP's competitive position could be harmed if its reputation is damaged.</p> <p>An interruption in or a breach of BNPP's information systems may result in material losses of client or customer information, damage to BNPP's reputation and lead to financial losses.</p> <p>Unforeseen external events may disrupt BNPP's operations and cause substantial losses and additional costs.</p>
--	--	--

(l) In Element D.2, the paragraphs relating to BNPPF are deleted and replaced with the following:

		<p>BNPPF</p> <p>The following is a summary of some of the investment considerations</p>
--	--	--

relating to the business of BNPPF:

- (a) Difficult market and economic conditions including, without limitation, concerns regarding the ability of certain countries in the eurozone to refinance their debt obligations, could in the future have a material adverse effect on the operating environment for financial institutions and hence on BNPPF's financial condition, results of operations and cost of risk.
- (b) Legislative action and regulatory measures taken in response to the global financial crisis may materially impact BNPPF and the financial and economic environment in which it operates.
- (c) BNPPF's access to and cost of funding could be adversely affected by a further deterioration of the Euro-zone sovereign debt crisis, worsening economic conditions, a ratings downgrade, increases in credit spreads or other factors.
- (d) The prolonged low interest rate environment carries inherent systemic risks.
- (e) The soundness and conduct of other financial institutions and market participants could adversely affect BNPPF.
- (f) BNPPF may incur significant losses on its trading and investment activities due to market fluctuations and volatility.
- (g) A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPPF's results of operations and financial condition.
- (h) BNPPF may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.
- (i) BNPPF's hedging strategies may not prevent losses.
- (j) Significant interest rate changes could adversely affect BNPPF's revenues or profitability.
- (k) Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.
- (l) BNPPF is subject to extensive and evolving regulatory regimes in the countries and regions in which it operates.
- (m) Notwithstanding BNPPF's risk management policies, procedures and methods, it could still be exposed to unidentified or unanticipated risks, which could lead to material losses.
- (n) While each of BNPPF's businesses manages its operational risks, these risks remain an inherent part of all of BNPPF's businesses.

		<p>(o) BNPPF has significant counterparty risk exposure and exposure to systemic risks.</p> <p>(p) BNPPF's competitive position could be harmed if its reputation is damaged.</p> <p>(q) An interruption in or a breach of BNPPF's information systems may result in material losses of client or customer information, damage to BNPPF's reputation and lead to financial losses.</p> <p>(r) Litigation or other proceedings or actions may adversely affect BNPPF's business, financial condition and results of operations.</p> <p>(s) Uncertainty linked to fair value accounting and use of estimates.</p> <p>(t) A deterioration of the credit rating of BNP Paribas of its debt quality could adversely affect BNPPF</p> <p>(u) Unforeseen external events can interrupt BNPPF's operations and cause substantial losses and additional costs.</p> <p>(v) BNPPF may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties.</p> <p>(w) Intense competition in the financial services industry could adversely affect BNPPF revenues and profitability.</p> <p>(x) Adjustments to the carrying value of BNPPF's securities and derivatives portfolios and BNPPF's own debt could have an impact on its net income and shareholders' equity.</p> <p>(y) The expected changes in accounting principles relating to financial instruments may have an impact on BNPPF's balance sheet and regulatory capital ratios and result in additional costs.</p> <p>(z) Risks related to the implementation of BNPP Group's strategic plans.</p>
--	--	--

(m) In Element E.3, the first paragraph is deleted and replaced with the following:

"Under the programme, the Securities may be offered to the public in a Non-Exempt Offer in Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Luxembourg, Norway, Portugal, Spain, Sweden, The Czech Republic and The United Kingdom."

2. The "Pro Forma Issue Specific Summary in relation to this Base Prospectus" on pages 68 to 124 of the Base Prospectus is amended as follows:

(a) In Element B.2, the paragraph under the heading "[Insert where BNPP B.V. is the Issuer:" is deleted in its entirety and replaced with the following:

"The Issuer was incorporated in the Netherlands as a private company with limited liability under Dutch law having its registered office at Herengracht 595, 1017 CE Amsterdam, the Netherlands.]"

- (b) In Element B.4b, the paragraphs under the heading "[Insert where BNPP is the Issuer:" and immediately above the heading "[Insert where BP2F is the Issuer:" are deleted and replaced with the following:

<p>B.4b</p>	<p>Trend information</p>	<p><i>Macroeconomic environment</i></p> <p>Macroeconomic and market conditions affect BNPP’s results. The nature of BNPP’s business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.</p> <p>In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity¹ but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.</p> <p>In that context, two risks can be identified:</p> <p><i>Financial instability due to the vulnerability of emerging countries</i></p> <p>While the exposure of the BNP Paribas Group in emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group and potentially alter its results.</p> <p>In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first move by the Federal Reserve in December 2015), as well as bouts of high financial volatility linked to the growth prospects of emerging countries, have contributed to the stiffening of external financial conditions, a decrease in capital flows, further currency depreciations in numerous emerging countries and an increase in risks for banks, possibly leading to the downgrading of sovereign ratings.</p> <p>Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit</p>
--------------------	--------------------------	---

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

		<p>offering, and chaotic de-leveraging) that would affect all banking institutions.</p> <p><i>Systemic risks related to economic conditions and market liquidity</i></p> <p>The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.</p> <p>Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.</p> <p>Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.</p> <p><i>Laws and regulations applicable to financial institutions</i></p> <p>Recent and future changes in the laws and regulations applicable to financial institutions may have a significant impact on BNPP. Measures that were recently adopted or which are (or whose application measures are) still in draft format, that have or are likely to have an impact on BNPP notably include:</p> <ul style="list-style-type: none"> - the structural reforms comprising the French banking law of 26 July 2013 requiring that banks create subsidiaries for or segregate "speculative" proprietary operations from their traditional retail banking activities, the "Volcker rule" in the US which restricts proprietary transactions, sponsorship and investment in private equity funds and hedge funds by US and foreign banks, and expected potential changes in Europe; - regulations governing capital: CRD IV/CRR, the international standard for total-loss absorbing capacity (TLAC) and BNPP's designation as a financial institution that is of systemic importance by the Financial Stability Board; - the European Single Supervisory Mechanism and the ordinance of 6 November 2014; - the Directive of 16 April 2014 related to deposit guarantee systems and its delegation and implementing decrees, the Directive of 15 May 2014 establishing a Bank Recovery and Resolution framework, the Single Resolution Mechanism establishing the Single Resolution Council and the Single Resolution Fund; - the Final Rule by the US Federal Reserve imposing tighter prudential rules on the US transactions of large foreign banks, notably the obligation to create a separate intermediary holding company in the US (capitalised and subject to regulation) to house their US subsidiaries; - the new rules for the regulation of over-the-counter derivative activities pursuant to Title VII of the Dodd-Frank
--	--	--

		<p>Wall Street Reform and Consumer Protection Act, notably margin requirements for uncleared derivative products and the derivatives of securities traded by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants, and the rules of the US Securities and Exchange Commission which require the registration of banks and major swap participants active on derivatives markets and transparency and reporting on derivative transactions;</p> <ul style="list-style-type: none"> - the new MiFID and MiFIR, and European regulations governing the clearing of certain over-the-counter derivative products by centralised counterparties and the disclosure of securities financing transactions to centralised bodies. <p>Cyber risk</p> <p>In recent years, financial institutions have been impacted by a number of cyber incidents, notably involving large-scale alterations of data which compromise the quality of financial information. This risk remains today and BNPP, like other banks, has taken measures to implement systems to deal with cyber attacks that could destroy or damage data and critical systems and hamper the smooth running of its operations. Moreover, the regulatory and supervisory authorities are taking initiatives to promote the exchange of information on cyber security and cyber criminality in order to improve the security of technological infrastructures and establish effective recovery plans after a cyber incident.</p>
--	--	--

- (c) In Element B.4b, the paragraphs under the heading "[Insert where BP2F is the Issuer:" and immediately above the heading "[Insert where BGL is the Issuer:" are deleted and replaced with the following:

"Macroeconomic environment

Macroeconomic and market conditions affect BP2F's results. The nature of BP2F's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.

In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity¹ but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.

BP2F is dependent upon BNPPF. BP2F is 99.995% owned by BNPPF and is specifically involved in the issuance of securities such as Notes, Warrants or Certificates or other obligations which are developed, set up and sold to investors via intermediaries, including BNPPF. BP2F enters into hedging transactions with BNPPF and with other entities of the BNP Paribas Group. As a

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

consequence, the Trend Information with respect to BNPPF shall also apply to BP2F. BP2F may also enter into hedging transactions with third parties not belonging to the BNP Paribas Group.]"

- (d) Element B.9 is deleted in its entirety and replaced with the following:

B.9	Profit forecast or estimate	The BNP Paribas Group generated 6,694 million euros in net income attributable to equity holders for the year ending 31 December 2015.
------------	-----------------------------	--

- (e) In Element B.12, the table in relation to BNPP under the heading "[Insert where BNPP is the Issuer:" and above the heading entitled "**Comparative Interim Financial Data for the six month period ending 30 June 2015 – in millions of EUR**" (which was added to the Base Prospectus by virtue of the First Supplement) is deleted and replaced with the following:

Comparative Annual Financial Data – In millions of EUR		
	31/12/2015 (unaudited)	31/12/2014*
Revenues	42,938	39,168
Cost of risk	(3,797)	(3,705)
Net income, Group share	6,694	157
	31/12/2015	31/12/2014*
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.9%	10.3%
	31/12/2015 (unaudited)	31/12/2014*
Total consolidated balance sheet	1,994,193	2,077,758
Consolidated loans and receivables due from customers	682,497	657,403
Consolidated items due to customers	700,309	641,549
Shareholders' equity (Group share)	96,269	89,458
<i>* Restated according to the IFRIC 21 interpretation.</i>		

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

B.13	Events impacting the Issuer's solvency	[Not applicable, as at [insert in the case of BNPP B.V. and BP2F: 10 September 2015]/[insert in the case of BGL: 8 October 2015]/[insert in the case of BNPP: 29 February 2016] 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 30 June 2015.] [Specify any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency.]
-------------	--	--

- (g) In Element B.17, the second paragraph is deleted and replaced with the following:

"[Insert where BNPP is the Issuer: BNPP's long-term credit ratings are [A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS)], [A1 with a stable outlook (Moody's Investors Service Ltd.)], [A+ with a stable outlook (Fitch France S.A.S.)] and [AA (low) with a stable outlook (DBRS Limited)] and BNPP's short-term credit ratings are [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's Investors Service Ltd.)], [F1 (Fitch France S.A.S.)] and [R-1 (middle) (DBRS Limited)]."

- (h) In Element B.19/B.4b, the paragraphs under the heading "[Insert where BNPP is the Guarantor:]" are deleted in their entirety and replaced with the following:

"Macroeconomic environment

Macroeconomic and market conditions affect BNPP's results. The nature of BNPP's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.

In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity¹ but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.

In that context, two risks can be identified:

Financial instability due to the vulnerability of emerging countries

While the exposure of the BNP Paribas Group in emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group and potentially alter its results.

In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first move by the Federal Reserve in December 2015), as well as bouts of high financial volatility linked to the growth prospects of emerging countries, have contributed to the stiffening of external financial conditions, a decrease in capital flows, further currency depreciations in numerous emerging countries and an increase in risks for banks, possibly leading to the downgrading of sovereign ratings.

Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit offering, and chaotic de-leveraging) that would affect all banking institutions.

Systemic risks related to economic conditions and market liquidity

The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.

Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.

Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.

Laws and regulations applicable to financial institutions

Recent and future changes in the laws and regulations applicable to financial institutions may have a significant impact on BNPP. Measures that were recently adopted or which are (or whose application measures are) still in draft format, that have or are likely to have an impact on BNPP notably include:

- the structural reforms comprising the French banking law of 26 July 2013 requiring that banks create subsidiaries for or segregate "speculative" proprietary operations from their traditional retail banking activities, the "Volcker rule" in the US which restricts proprietary transactions, sponsorship and investment in private equity funds and hedge funds by US and foreign banks, and expected potential changes in Europe;
- regulations governing capital: CRD IV/CRR, the international standard for total-loss absorbing capacity (TLAC) and BNPP's designation as a financial institution that is of systemic importance by the Financial Stability Board;
- the European Single Supervisory Mechanism and the ordinance of 6 November 2014;
- the Directive of 16 April 2014 related to deposit guarantee systems and its delegation and implementing decrees, the Directive of 15 May 2014 establishing a Bank Recovery and Resolution framework, the Single Resolution Mechanism establishing the Single Resolution Council and the Single Resolution Fund;
- the Final Rule by the US Federal Reserve imposing tighter prudential rules on the US transactions of large foreign banks, notably the obligation to create a separate intermediary holding company in the US (capitalised and subject to regulation) to house their US subsidiaries;
- the new rules for the regulation of over-the-counter derivative activities pursuant to Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act, notably margin requirements for uncleared derivative products and the derivatives of securities traded by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants, and the rules of the US Securities and Exchange Commission which require the registration of banks and major swap participants active on derivatives markets and transparency and reporting on derivative transactions;
- the new MiFID and MiFIR, and European regulations governing the clearing of certain over-the-counter derivative products by centralised counterparties and the disclosure of securities financing transactions to centralised bodies.

Cyber risk

In recent years, financial institutions have been impacted by a number of cyber incidents, notably involving large-scale alterations of data which compromise the quality of financial information. This risk remains today and BNPP, like other banks, has taken measures to implement systems to deal with cyber attacks that could destroy or damage data and critical systems and hamper the smooth running of its operations. Moreover, the regulatory and supervisory authorities are taking initiatives to promote the exchange of information on cyber security and cyber criminality in order to improve the security of technological infrastructures and establish effective recovery plans after a cyber incident.]"

- (i) In Element B.19/B.4b, the paragraphs under the heading "[Insert where BNPPF is the Guarantor:]" are deleted in their entirety and replaced with the following:

"Macroeconomic environment.

Macroeconomic and market conditions affect BNPPF's results. The nature of BNPPF's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.

In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity¹ but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.

While the exposure of the BNP Paribas Group in emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group (including BNPP) and potentially alter its results.

In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first move by the Federal Reserve in December 2015), as well as bouts of high financial volatility linked to the growth prospects of emerging countries, have contributed to the stiffening of external financial conditions, a decrease in capital flows, further currency depreciations in numerous emerging countries and an increase in risks for banks, possibly leading to the downgrading of sovereign ratings.

Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit offering, and chaotic de-leveraging) that would affect all banking institutions.

The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.

Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.

Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.

Laws and Regulations Applicable to Financial Institutions.

Laws and regulations applicable to financial institutions that have an impact on BNPPF have significantly evolved in the wake of the global financial crisis. The measures that have been proposed and/or adopted in recent years include more stringent capital and liquidity requirements (particularly for large global banking groups such as the BNP Paribas Group), taxes on financial transactions, restrictions and taxes on employee compensation, limits on the types of activities that commercial banks can undertake and ring-fencing or even prohibition of certain activities considered as speculative within separate subsidiaries, restrictions on certain types of financial products,

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

increased internal control and reporting requirements, more stringent conduct of business rules, mandatory clearing and reporting of derivative transactions, requirements to mitigate risks in relation to over-the-counter derivative transactions and the creation of new and strengthened regulatory bodies.

The measures that were recently adopted, or in some cases proposed and still under discussion, that have or are likely to affect BNPPF, include in particular the EU Directive and Regulation on prudential requirements "CRD IV" dated 26 June 2013 and many of whose provisions have been applicable since 1 January 2014; the proposals of technical regulatory and execution rules relating to the Directive and Regulation CRD IV published by the EBA; the Belgian Banking Law dated 25 April 2014 replacing the previous law of 1993 and introducing important changes; the Belgian Royal Decree dated 22 February 2015 determining the entry into force of the Belgian Banking Law provisions relating to resolution (including the establishment of a Belgian Resolution Authority) and creating two preferential rights on the bank's movables; the Belgian Royal Decree dated 18 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions and the Royal Decree of 26 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions relating to the resolution and recovery of group failures; the public consultation for the reform of the structure of the EU banking sector of 2013 and the European Commission's proposed regulation on structural measures designed to improve the strength of EU credit institutions of 29 January 2014; the proposal for a regulation on indices used as benchmarks in financial instruments and financial contracts; the European Single Supervisory Mechanism; the European Single Resolution Mechanism dated 15 July 2014 and the European Directive on Bank Recovery and Resolution dated 15 May 2014; the European Directive on Revised Deposit Guarantee Schemes dated 16 April 2014; the final rule for the regulation of foreign banks imposing certain liquidity, capital and other prudential requirements adopted by the U.S. Federal Reserve; the proposal of the U.S. Federal Reserve relating to liquidity ratios of large banks; and the "Volcker" Rule imposing certain restrictions on investments in or sponsorship of hedge funds and private equity funds and proprietary trading activities (of U.S. banks and to some extent non-U.S. banks) that was recently adopted by the U.S. regulatory authorities. More generally, regulators and legislators in any country may, at any time, implement new or different measures that could have a significant impact on the financial system in general or BNPPF in particular.]"

- (j) Element B.19/B.9 is deleted in its entirety and replaced with the following:

B.19/B.9	Profit forecast or estimate	The BNP Paribas Group generated 6,694 million euros in net income attributable to equity holders for the year ending 31 December 2015.
-----------------	-----------------------------	--

- (k) In Element B.19/B12, the table in relation to BNPP under the heading "[Insert where BNPP is the Guarantor:" and above the heading entitled "**Comparative Interim Financial Data for the six-month period ending 30 June 2015 – In millions of EUR**" (which was added to the Base Prospectus by virtue of the First Supplement) is deleted and replaced with the following:

Comparative Annual Financial Data – In millions of EUR		
	31/12/2015 (unaudited)	31/12/2014*
Revenues	42,938	39,168
Cost of risk	(3,797)	(3,705)
Net income, Group share	6,694	157

	31/12/2015	31/12/2014*
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.9%	10.3%
	31/12/2015 (unaudited)	31/12/2014*
Total consolidated balance sheet	1,994,193	2,077,758
Consolidated loans and receivables due from customers	682,497	657,403
Consolidated items due to customers	700,309	641,549
Shareholders' equity (Group share)	96,269	89,458
* Restated according to the IFRIC 21 interpretation.]		

- (l) Element B.19/B.13 is deleted and replaced with the following:

B.19/B.13	Events impacting the Guarantor's solvency	<p>[As at [Insert where BNPPF is the Guarantor: 10 September 2015][Insert where BNPP is the Guarantor: 29 February 2016] and to the best of the Guarantor's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency since 30 June 2015.]</p> <p>[Specify any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency].</p>
------------------	---	---

- (m) In Element B.19/B.17, the first paragraph is deleted and replaced with the following:

"[Insert where BNPP is the Guarantor: BNPP's long-term credit ratings are [A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS)], [A1 with a stable outlook (Moody's Investors Service Ltd.)], [A+ with a stable outlook (Fitch France S.A.S.)] and [AA (low) with a stable outlook (DBRS Limited)] and BNPP's short-term credit ratings are [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's Investors Service Ltd.)], [F1 (Fitch France S.A.S.)] and [R-1 (middle) (DBRS Limited)]."

- (n) In Element C.5, the paragraph is deleted and replaced with the following:

"The Securities will be freely transferable, subject to the offering and selling restrictions in the United States, the European Economic Area, Austria, Belgium, the Czech Republic, Denmark, Finland, France, Germany, Hungary, Ireland, Italy, Luxembourg, Norway, Portugal, Spain, Sweden, the United Kingdom, Japan and Australia and under the Prospectus Directive and the laws of any jurisdiction in which the relevant Securities are offered or sold."

- (o) In Element D.2, the paragraphs relating to BNPP are deleted and replaced with the following:

D.2	Key risks regarding the Issuer [and the Guarantor]	[There are certain factors that may affect the Issuer's ability to fulfil its obligations under the Securities issued under the Programme [and the Guarantor's obligations under the Guarantee]].
------------	--	---

[Insert where BNPP is the Issuer or Guarantor: Eleven main categories of risk are inherent in BNPP's activities:

- (a) Credit Risk;
- (b) Counterparty Credit Risk;
- (c) Securitisation;
- (d) Market Risk;
- (e) Operational Risk;
- (f) Compliance and Reputation Risk;
- (g) Concentration Risk;
- (h) Banking Book Interest Rate Risk;
- (i) Strategic and Business Risks;
- (j) Liquidity Risk; and
- (k) Insurance subscription Risk.

Difficult market and economic conditions have had and may continue to have a material adverse effect on the operating environment for financial institutions and hence on BNPP's financial condition, results of operations and cost of risk.

Due to the geographic scope of its activities, BNPP may be vulnerable to country or regional-specific political, macroeconomic and financial environments or circumstances.

BNPP's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in credit spreads or other factors.

Significant interest rate changes could adversely affect BNPP's revenues or profitability.

The prolonged low interest rate environment carries inherent systemic risks.

The soundness and conduct of other financial institutions and market participants could adversely affect BNPP.

BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility.

BNPP may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.

Protracted market declines can reduce liquidity in the markets,

		<p>making it harder to sell assets and possibly leading to material losses.</p> <p>Laws and regulations adopted in response to the global financial crisis may materially impact BNPP and the financial and economic environment in which it operates.</p> <p>BNPP is subject to extensive and evolving regulatory regimes in the jurisdictions in which it operates.</p> <p>BNPP may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations.</p> <p>There are risks related to the implementation of BNPP's strategic plan.</p> <p>BNPP may experience difficulties integrating acquired companies and may be unable to realize the benefits expected from its acquisitions.</p> <p>Intense competition by banking and non-banking operators could adversely affect BNPP's revenues and profitability.</p> <p>A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPP's results of operations and financial condition.</p> <p>BNPP's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses.</p> <p>BNPP's hedging strategies may not prevent losses.</p> <p>Adjustments to the carrying value of BNPP's securities and derivatives portfolios and BNPP's own debt could have an impact on its net income and shareholders' equity.</p> <p>The expected changes in accounting principles relating to financial instruments may have an impact on BNPP's balance sheet and regulatory capital ratios and result in additional costs.</p> <p>BNPP's competitive position could be harmed if its reputation is damaged.</p> <p>An interruption in or a breach of BNPP's information systems may result in material losses of client or customer information, damage to BNPP's reputation and lead to financial losses.</p> <p>Unforeseen external events may disrupt BNPP's operations and cause substantial losses and additional costs.]</p>
--	--	---

(p) In Element D.2, the paragraphs relating to BNPPF are deleted and replaced with the following:

		<p><i>[Insert where BNPPF is the Guarantor:</i></p>
--	--	---

The following is a summary of some of the investment considerations relating to the business of BNPPF:

- (a) Difficult market and economic conditions including, without limitation, concerns regarding the ability of certain countries in the eurozone to refinance their debt obligations, could in the future have a material adverse effect on the operating environment for financial institutions and hence on BNPPF's financial condition, results of operations and cost of risk.
- (b) Legislative action and regulatory measures taken in response to the global financial crisis may materially impact BNPPF and the financial and economic environment in which it operates.
- (c) BNPPF's access to and cost of funding could be adversely affected by a further deterioration of the Euro-zone sovereign debt crisis, worsening economic conditions, a ratings downgrade, increases in credit spreads or other factors.
- (d) The prolonged low interest rate environment carries inherent systemic risks.
- (e) The soundness and conduct of other financial institutions and market participants could adversely affect BNPPF.
- (f) BNPPF may incur significant losses on its trading and investment activities due to market fluctuations and volatility.
- (g) A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPPF's results of operations and financial condition.
- (h) BNPPF may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.
- (i) BNPPF's hedging strategies may not prevent losses.
- (j) Significant interest rate changes could adversely affect BNPPF's revenues or profitability.
- (k) Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.
- (l) BNPPF is subject to extensive and evolving regulatory regimes in the countries and regions in which it operates.

		<ul style="list-style-type: none"> (m) Notwithstanding BNPPF's risk management policies, procedures and methods, it could still be exposed to unidentified or unanticipated risks, which could lead to material losses. (n) While each of BNPPF's businesses manages its operational risks, these risks remain an inherent part of all of BNPPF's businesses. (o) BNPPF has significant counterparty risk exposure and exposure to systemic risks. (p) BNPPF's competitive position could be harmed if its reputation is damaged. (q) An interruption in or a breach of BNPPF's information systems may result in material losses of client or customer information, damage to BNPPF's reputation and lead to financial losses. (r) Litigation or other proceedings or actions may adversely affect BNPPF's business, financial condition and results of operations. (s) Uncertainty linked to fair value accounting and use of estimates. (t) A deterioration of the credit rating of BNP Paribas of its debt quality could adversely affect BNPPF. (u) Unforeseen external events can interrupt BNPPF's operations and cause substantial losses and additional costs. (v) BNPPF may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties. (w) Intense competition in the financial services industry could adversely affect BNPPF revenues and profitability. (x) Adjustments to the carrying value of BNPPF's securities and derivatives portfolios and BNPPF's own debt could have an impact on its net income and shareholders' equity. (y) The expected changes in accounting principles relating to financial instruments may have an impact on BNPPF's balance sheet and regulatory capital ratios and result in additional costs. (z) Risks related to the implementation of BNPP Group's
--	--	--

strategic plans.]

AMENDMENTS TO THE RISK FACTORS

The "Risk Factors" section on pages 125 to 196 of the Base Prospectus is amended as follows:

1. The risk factor entitled "*Risks Relating to BNPP and its Industry*" in the "Risk Factors" section of the Base Prospectus is deleted in its entirety and replaced with the following:

"Risks Relating to BNPP and its Industry"

See Chapter 5 ("Risks and Capital Adequacy", except pages 249-255) of the BNPP 2014 Registration Document (as defined below) which is incorporated by reference in this document.

Risks related to the macroeconomic and market environment

Difficult market and economic conditions have had and may continue to have a material adverse effect on the operating environment for financial institutions and hence on BNPP's financial condition, results of operations and cost of risk

BNPP's businesses are highly sensitive to changes in financial markets and economic conditions globally and especially in Europe. In recent years, BNPP has been, and may again in the future be, confronted with a significant deterioration of market and economic conditions resulting, among other things, from crises affecting sovereign debt, the capital markets, credit or liquidity, regional or global recessions, sharp fluctuations in commodity prices, currency exchange rates or interest rates, volatility in prices of financial derivatives, inflation or deflation, restructurings or defaults, corporate or sovereign debt rating downgrades or adverse political and geopolitical events (such as natural disasters, pandemics, societal unrest, geopolitical tensions, acts of terrorism and military conflicts). Such disruptions, which may develop quickly and hence not be fully hedged, could affect the operating environment for financial institutions for short or extended periods and have a material adverse effect on BNPP's financial condition, results of operations or cost of risk. In 2016, the macroeconomic environment could be subject to various specific risks, including geopolitical tensions, financial market volatility, slowdowns in China and emerging markets, weak growth in the Euro-zone, decreasing prices of commodities and the gradual unwinding of exceptionally accommodating monetary policies in the United States. Measures taken or that may be taken by central banks to stimulate growth and prevent deflation, including the "quantitative easing" measures announced by the European Central Bank (the "ECB") in January and December 2015, may prove to be insufficient or could have negative effects on the banking industry possibly bringing margin pressure but not necessarily lending volume growth.

Moreover, a resurgence of a sovereign debt crisis cannot be ruled out. In particular, European markets have experienced significant disruptions in recent years as a result of concerns regarding the ability of certain countries or institutions in the Euro-zone to refinance their debt obligations. At several points in recent years these disruptions caused tightened credit markets, increased volatility in the exchange rate of the euro against other major currencies, affected the levels of stock market indices and created uncertainty regarding the economic prospects of certain countries in the European Union as well as the quality of bank loans to sovereign debtors in the European Union. BNPP holds and in the future may hold substantial portfolios of sovereign debt and has and may in the future have substantial amounts of loans outstanding to sovereign borrowers; a new sovereign debt crisis could cause it to incur impairment charges or losses on sales. BNPP also participates in the interbank financial market and as a result, is indirectly exposed to risks relating to financial institutions with which it does business. More generally, the sovereign debt crisis had, and could again in the future have, an indirect impact on financial markets and, increasingly, economies, in Europe and worldwide, and more generally on the environment in which BNPP operates.

If economic conditions generally or in Europe in particular were to deteriorate due among other things to concerns over the European economy (in turn triggered by the heightened risk of or even the occurrence of a sovereign default, the failure of a significant financial institution or the exit of a country from the Euro-zone), a continued decline in oil and commodity prices, a continued or increased slowdown of economic growth in emerging countries and China in particular, terrorist attacks or political instability, the resulting

market disruptions could have a significant adverse impact on the credit quality of BNPP's customers and financial institution counterparties, on market parameters such as interest rates, foreign exchange rates and stock market indices, and on BNPP's results of operations, liquidity, ability to raise financing on acceptable terms and financial condition.

Due to the geographic scope of its activities, BNPP may be vulnerable to country or regional-specific political, macroeconomic and financial environments or circumstances

BNPP is exposed to country risk, meaning the risk that economic, financial, political or social conditions of a foreign country, especially a country in which it operates, will affect its financial interests. BNPP monitors country risk and takes it into account in the fair value adjustments and cost of risk recorded in its financial statements. However, a significant change in political or macroeconomic environments may require it to record additional charges or to incur losses beyond the amounts previously written down in its financial statements. Moreover, factors specific to a particular country or region in which BNPP operates could create difficult operating conditions, leading to operating losses or asset impairments.

BNPP's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in credit spreads or other factors

The financial crisis, the Euro-zone sovereign debt crisis as well as the general macroeconomic environment have at times adversely affected the availability and cost of funding for European banks during the past few years. This was due to several factors, including a sharp increase in the perception of bank credit risk due to their exposure to sovereign debt in particular, credit rating downgrades of sovereigns and of banks, and debt market speculation. Many European banks, including BNPP, at various points experienced restricted access to wholesale debt markets and to the interbank market, as well as a general increase in their cost of funding. Accordingly, reliance on direct borrowing from the ECB at times increased substantially. If such adverse credit market conditions were to reappear in the event of prolonged stagnation of growth, deflation, resurgence of the financial crisis, the sovereign debt crisis or new forms of financial crises, factors relating to the financial industry in general or to BNPP in particular, the effect on the liquidity of the European financial sector in general and BNPP in particular could be materially adverse and have a negative impact on BNPP's results of operations and financial condition.

BNPP's cost of funding may also be influenced by the credit rating of France or the credit rating of BNPP's long-term debt, both of which have been subject to downgrades in recent years. Further downgrades in BNPP's or France's credit ratings may increase BNPP's borrowing cost.

BNPP's cost of obtaining long-term unsecured funding from market investors is also directly related to its credit spreads, which in turn depend to a certain extent on its credit ratings. Increases in credit spreads can significantly increase BNPP's cost of funding. Changes in credit spreads are continuous, market-driven, and subject at times to unpredictable and highly volatile movements. Credit spreads are also influenced by market perceptions of creditworthiness of BNPP.

Significant interest rate changes could adversely affect BNPP's revenues or profitability

The amount of net interest income earned by BNPP during any given period significantly affects its overall revenues and profitability for that period. Interest rates are affected by many factors beyond BNPP's control, such as the level of inflation and the monetary policies of states, and government decisions relating to regulated savings rates (for example in France the Savings Account A ("*Livret A*") or Housing Savings Plan ("*Plan d'Épargne Logement*"). Changes in market interest rates could affect the interest rates charged on interest-earning assets differently than the interest rates paid on interest-bearing liabilities. Any adverse change in the yield curve could cause a decline in BNPP's net interest income from its lending activities. In addition, maturity mismatches and interest rates rises relating to BNPP's short-term financing may adversely affect BNPP's profitability.

The prolonged low interest rate environment carries inherent systemic risks

The prolonged period of low interest rates since the 2008/2009 financial crisis may have contributed to, and may continue to contribute to, excessive risk-taking by financial market participants such as lengthening

maturities of financings and assets held, more lenient lending standards and increased leveraged lending. Certain of the market participants that may have taken or may take additional or excessive risk are of systemic importance, and any unwinding of their positions during periods of market turbulence or stress (and hence reduced liquidity) could have a destabilizing effect on markets and could lead BNPP to record operating losses or asset impairments.

The soundness and conduct of other financial institutions and market participants could adversely affect BNPP

BNPP's ability to engage in financing, investment and derivative transactions could be adversely affected by the soundness of other financial institutions or market participants. Financial institutions are interrelated as a result of trading, clearing, counterparty, funding or other relationships. As a result, defaults, or even rumours or questions about, one or more financial services institutions, or the financial services industry generally, may lead to market-wide liquidity problems and could lead to further losses or defaults. BNPP has exposure to many counterparties in the financial industry, directly and indirectly, including clearing houses, brokers and dealers, commercial banks, investment banks, mutual and alternative investment funds, and other institutional clients with which it regularly executes transactions. BNPP can also be exposed to the risks related to the increasing involvement in the financial sector of players subject to little or no regulations (unregulated funds, trading venues or crowdfunding platforms). BNPP is exposed to credit and counterparty risk in the event of default or financial distress of BNPP's counterparties or clients. This risk could be exacerbated if the collateral held by BNPP cannot be realised upon or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to BNPP or in case of a failure of a significant financial market participant such as a central counterparty. It is worth noting in this respect that regulatory changes requiring mandatory clearing of standardized over-the-counter (OTC) derivatives through central counterparties have resulted in an increase of the exposure of financial market participants to such central counterparties.

In addition, fraud or misconduct by financial market participants can have a material adverse effect on financial institutions due in particular to the interrelated nature of the financial markets. An example is the fraud perpetrated by Bernard Madoff that came to light in 2008, as a result of which numerous financial institutions globally, including BNPP, announced losses or exposure to losses in substantial amounts. Potentially significant additional potential exposure is also possible in the form of litigation and claims in the context of the bankruptcy proceedings of Bernard L. Madoff Investment Services (BLMIS) (a number of which are pending against BNPP), and other potential claims relating to counterparty or client investments made, directly or indirectly, in BLMIS or other entities controlled by Bernard Madoff, or to the receipt of investment proceeds from BLMIS.

There can be no assurance that any losses resulting from the risks summarised above will not materially and adversely affect BNPP's results of operations.

BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility

BNPP maintains trading and investment positions in the debt, currency, commodity and equity markets and in unlisted securities, real estate and other asset classes, including through derivative contracts. These positions could be adversely affected by extreme volatility in these markets, i.e., the degree to which prices fluctuate over a particular period in a particular market, regardless of market levels. Moreover, volatility trends that prove substantially different from BNPP's expectations may lead to losses relating to a broad range of other products that BNPP uses, including swaps, forward and future contracts, options and structured products.

To the extent that BNPP owns assets, or has net long positions, in any of those markets, a market downturn could result in losses from a decline in the value of its positions. Conversely, to the extent that BNPP has sold assets that it does not own, or has net short positions in any of those markets, a market upturn could, in spite of the existing limitation of risks and control systems, expose it to potentially substantial losses as it attempts to cover its net short positions by acquiring assets in a rising market. BNPP may from time to time hold a long position in one asset and a short position in another, in order to hedge transactions with clients

and/or from which it expects to gain based on changes in the relative value of the two assets. If, however, the relative value of the two assets changes in a direction or manner that BNPP did not anticipate or against which it is not hedged, BNPP might realise a loss on those paired positions. Such losses, if significant, could adversely affect BNPP's results and financial condition.

BNPP may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns

Financial and economic conditions affect the number and size of transactions for which BNPP provides securities underwriting, financial advisory and other investment banking services. BNPP's revenues, which include fees from these services, are directly related to the number and size of the transactions in which it participates and can thus be significantly affected by economic or financial changes that are unfavourable to its Investment Banking business and clients. In addition, because the fees that BNPP charges for managing its clients' portfolios are in many cases based on the value or performance of those portfolios, a market downturn that reduces the value of its clients' portfolios or increases the amount of withdrawals would reduce the revenues BNPP receives from its asset management, equity derivatives and private banking businesses. Independently of market changes, below-market performance by BNPP's mutual funds may result in increased withdrawals and reduced inflows, which would reduce the revenues BNPP receives from its asset management business. BNPP experienced some or all of these effects during the sharp market downturns of recent years and could experience them again in future market downturns, which may occur periodically and unexpectedly.

Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses

In some of BNPP's businesses, protracted market movements, particularly asset price declines, can reduce the level of activity in the market or reduce market liquidity. These developments can lead to material losses if BNPP cannot close out deteriorating positions in a timely way. This is particularly true for assets that are intrinsically illiquid. Assets that are not traded on stock exchanges or other public trading markets, such as certain derivative contracts between financial institutions, may have values that BNPP calculates using models rather than publicly-quoted prices. Monitoring the deterioration of prices of assets like these is difficult and could lead to significant losses that BNPP did not anticipate.

Regulatory Risks

Laws and regulations adopted in response to the global financial crisis may materially impact BNPP and the financial and economic environment in which it operates

In the past few years, laws and regulations have been enacted, adopted or recently proposed, in particular in France, Europe and the United States, in particular, with a view to introducing a number of changes, some permanent, in the financial environment. The impact of the new measures has changed substantially the environment in which BNPP and other financial institutions operate. The new measures that have been or may be proposed and adopted include more stringent capital and liquidity requirements (particularly for large global banking groups such as BNPP), taxes on financial transactions, restrictions and increased taxes on employee compensation over specified levels, restrictions on certain types of activities considered as speculative undertaken by commercial banks that will be prohibited or need to be ring-fenced in subsidiaries (particularly proprietary trading), restrictions or prohibitions on certain types of financial products or activities, enhanced recovery and resolution regimes, revised risk-weighting methodologies, increased internal control and reporting requirements with respect to certain activities, more stringent governance and conduct of business rules, more extensive market abuse regulations, measures to improve the transparency and efficiency of financial markets and in particular to regulate high frequency trading, increased regulation of certain types of financial products including mandatory reporting of derivative and securities financing transactions, requirements either to mandatorily clear, or otherwise mitigate risks in relation to, over-the-counter derivative transactions (including through posting of collateral in respect of non-centrally cleared derivatives), and the creation of new and strengthened regulatory bodies. Many of these measures have been adopted and are already applicable to BNPP. The principal such measures are summarized below.

In 2013 and 2014, France made significant changes to its legal and regulatory framework applicable to banking institutions. The French banking law of 26 July 2013 on the separation and regulation of banking activities and the related implementing decrees and orders specified the required separation between financing operations activities and so-called "speculative" operations that must henceforth (as from 1 July 2015) be conducted by ring-fenced subsidiaries subject to specific capital and liquidity requirements on a stand-alone basis. This banking law also introduced a mechanism for preventing and resolving banking crises, which is supervised by the French banking regulator ("*Autorité de Contrôle Prudentiel et de Résolution*", "**ACPR**") with expanded powers. In the event of a failure, the law provides for mechanisms such as the power to require banks to adopt structural changes, issue new securities, cancel outstanding equity or subordinated debt securities and convert subordinated debt into equity, and to require the intervention of the French Deposit Guarantee and Resolution Fund ("*Fonds de Garantie des Dépôts et de Résolution*"). The Ordinance of 20 February 2014 provided in particular for the strengthening of the governance rules within banking institutions, a reinforced and harmonised at the EU level sanctions regime, an extended scope of prudential surveillance with in particular additional prudential requirements, a harmonisation of the rules relating to the approval of credit institutions within the European Union, and an update of the rules relating to the consolidated surveillance and the exchange of information.

At the European level, many of the provisions of the EU Directive and Regulation on prudential requirements "CRD 4/CRR" dated 26 June 2013, implementing the Basel III capital requirements, took effect as of 1 January 2014 and many delegated and implementing acts provided for in the Directive and Regulation CRD 4/CRR were adopted in 2014. The prudential ratio requirements and the designation of BNPP as a systemically important financial institution increased BNPP's prudential requirements and may limit its ability to extend credit or to hold certain assets, particularly those with longer maturities. In 2011-2012, BNPP implemented an adaptation plan in anticipation of these requirements, including reducing its balance sheet and bolstering its capital. In addition, the Financial Stability Board published on 9 November 2015 the final principles and term sheet regarding TLAC (or "**total loss absorbing capacity**"), which will require "Global Systemically Important Banks" (including BNPP) to maintain a significant amount of liabilities and instruments readily available for bail-in, in addition to the Basel III capital requirements, in order to enable authorities to implement an orderly resolution that minimises impacts on financial stability, maintains the continuity of critical functions, and avoids exposing public funds to loss. Given the timing and manner of their adoption, the full impact of TLAC requirements on BNPP cannot be accurately predicted and could cause its financing costs to increase.

Regarding the European "Banking Union", the European Union adopted, in October 2013, a Single Supervisory Mechanism ("**SSM**") under the supervision of the ECB; as a consequence, since November 2014, BNPP, along with all institutions qualified as important in the Euro-zone, are now under the direct supervision of the ECB, with respect to prudential regulation matters entrusted to the ECB by Council Regulation dated 15 October 2013. Within the SSM, the ECB is, in particular, tasked with carrying out an annual supervisory review and evaluation process ("**SREP**") and stress tests, in connection with which it has powers to require banks to hold capital requirements in excess of minimum capital requirements in order to address specific risks (so-called "Pillar 2" requirements), and more generally to impose additional liquidity requirements and possibly other regulatory measures. Such measures could have an adverse impact on BNPP's results of operations and financial condition.

In addition to the SSM, the EU Bank Recovery and Resolution Directive of 15 May 2014 ("**BRRD**"), implemented in France by the Ordinance of 20 August 2015 strengthens the tools to prevent and resolve banking crises, in particular, in order to ensure that any losses are borne in priority by banks' creditors and shareholders and to minimize taxpayers' exposure to losses and provides for the implementation of resolution funds at the national levels. Under the BRRD and the Ordinance of 20 August 2015, the ACPR or the Single Resolution Board (the "**SRB**"), which was established by Regulation of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism ("**SRM**") and a Single Resolution Fund ("**SRF**"), may commence resolution proceedings in respect of a banking institution, such as BNPP, with a view to ensure the continuity of critical functions, to avoid the risks of contagion and to recapitalize or restore the viability of the institution. Resolution tools are to be implemented so that, subject to certain exceptions, losses are borne first by shareholders, then by holders of

capital instruments (such as subordinated bonds) qualifying as additional tier 1 and tier 2 instruments, and finally by creditors in accordance with the order of their claims in normal insolvency proceedings. Certain powers, including the power to write-down capital instruments (including subordinated bonds), can also be exercised as a precautionary measure, outside of resolution proceedings. The implementation of these tools and powers may result in significant structural changes to the relevant financial institutions (including as a result of asset or business sales or the creation of bridge institutions) and in a partial or total write-down of claims of their shareholders and creditors (including subordinated and senior creditors).

Pursuant to the SRM, on 19 December 2014, the Council adopted the proposal for a Council implementing act to calculate the contributions of banks to the SRF, which replaces national resolution funds as from 1 January 2016 and provides for annual contributions to the SRF to be made by banks calculated on the basis of their liabilities, excluding own funds and covered deposits and adjusted for risks. Moreover, the Regulation of the European Commission dated 21 October 2014, adopted pursuant to the BRRD provides for an obligation for banks to have adequate financial resources to ensure the effective application of the resolution tools and powers by the relevant resolution authority. In this context, the resolution authorities, such as the ACPR or the SRB, shall determine the annual contributions to be paid to resolution financing arrangements by each banking institution in proportion to its risk profile. As a consequence, contributions to the SRF and to resolution financing arrangements will be significant for BNPP, will result in an increase in fees and will, as a consequence, weigh on BNPP's results of operations.

Moreover, the Directive of 16 April 2014 on deposit guarantee schemes, transposed into French law by the Ordinance of 20 August 2015 created national deposit guarantee schemes. Other proposals for legislative and regulatory reforms could also have an impact if they were enacted into law. Thus, a draft European Parliament Regulation dated 24 November 2015 completed such Directive of 16 April 2014 through a step plan to create a European deposit insurance scheme that will progressively cover all or part of participating national deposit guarantee schemes.

Furthermore, a proposal for a Regulation of the European Parliament and of the Council of 29 January 2014 on structural measures improving the resilience of EU credit institutions, as amended on 19 June 2015, would prohibit certain proprietary trading activities by European credit institutions that meet certain criteria (particularly as to size) and require them to conduct certain high-risk trading activities only through subsidiaries.

Finally, new regulations designed to enhance the transparency and soundness of financial markets, such as the so-called "EMIR" Regulation of 4 July 2012 on OTC derivatives, central counterparties and trade repositories and the measures adopted or to be adopted thereunder (including in relation to collateral requirements for non-centrally cleared derivatives), Regulation of 25 November 2015 on transparency of securities financing transactions and Directive and Regulation of 15 May 2014 on markets in financial instruments ("**MiFID 2**") may be a source of additional uncertainty and compliance risk and, more generally, the costs incurred due to the implementation of such regulations may have a negative impact on the profitability of certain activities currently conducted by BNPP and weigh on BNPP's results of operations and financial condition.

Bank regulation in the United States has been substantially changed and expanded in the wake of the financial crisis, including most recently as follows. The U.S. Federal Reserve's final rule imposing enhanced prudential standards on the U.S. operations of large foreign banks will require BNPP to create a new intermediate holding company ("**IHC**") for its U.S. subsidiaries by 1 July 2016, which will be required to comply with risk-based and leverage capital requirements, liquidity requirements, supervisory stress testing and capital planning requirements as well as other prudential requirements on a stand-alone basis. Under proposals that remain under consideration, the IHC and the combined U.S. operations of BNPP may become subject to limits on credit exposures to any single counterparty, and the combined U.S. operations of BNPP may also become subject to an early remediation regime which could be triggered by risk-based capital, leverage, stress tests, liquidity, risk management and market indicators. The Federal Reserve has also indicated that it is considering future rulemakings that could apply the U.S. rules implementing the Basel III liquidity coverage ratio to the U.S. operations of certain large foreign banking organizations. On 30 November 2015, the U.S. Federal Reserve published proposed rules that would implement in the United

States the Financial Stability Board's standards for a TLAC framework. The proposed rules would require, among other things, BNPP's intermediate U.S. holding company to maintain minimum amounts of "internal" TLAC, which would include minimum levels of tier 1 capital and long-term debt satisfying certain eligibility criteria and a related TLAC buffer commencing 1 January 2019. BNPP's intermediate U.S. holding company would be required to issue all such TLAC instruments to a foreign parent entity (a non-U.S. entity that controls the intermediate holding company). The proposed rules would also impose limitations on the types of financial transactions that BNPP's intermediate holding company could engage in. Finally, the "Volcker Rule", adopted by the U.S. regulatory authorities in December 2013, places certain restrictions on the ability of U.S. and non-U.S. banking entities, including BNPP and its affiliates, to engage in proprietary trading and to sponsor or invest in private equity and hedge funds. BNPP was generally required to come into compliance with the Volcker Rule by July 2015, although the U.S. Federal Reserve has indicated that the conformance deadline for pre-2014 "legacy" investments in and relationships with private equity funds and hedge funds will be extended until 21 July 2017. The Volcker Rule's implementing regulations are highly complex and may be subject to further regulatory interpretation and guidance, and its full impact will not be known with certainty for some time. U.S. regulators have also recently adopted or proposed new rules regulating OTC derivatives activities under Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act. In late 2015, the U.S. Federal Reserve and other U.S. banking regulators finalized margin requirements applicable to uncleared swaps and security-based swaps entered into by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants that are regulated by one of the U.S. banking regulators, including BNPP. These margin requirements, which are scheduled to come into effect in phases beginning in September 2016, will require BNPP to post and collect additional, high-quality collateral for certain transactions, which will increase the costs of uncleared swaps and security-based swaps offered by BNPP to its customers who are "U.S. persons" as defined under the rules which apply globally. The U.S. Securities and Exchange Commission also finalized rules in 2015 requiring the registration of security-based swap dealers and major security-based swap participants as well as obligations relating to transparency and mandatory reporting of security-based swap transactions. Further rules and regulations are expected in 2016 to complete this regulatory framework. The scope and timing for the implementation of these requirements, and therefore their impact on BNPP's swap business, is difficult to predict at this stage.

In sum, extensive legislative and regulatory reform in respect of financial institutions has been enacted in recent years and some remains in progress. It is impossible to accurately predict which additional measures will be adopted or to determine the exact content of such measures and, given the complexity and uncertainty of a number of these measures, their ultimate impact on BNPP. The overall effect of these measures, whether already adopted or in the process of being adopted, may be to restrict BNPP's ability to allocate and apply capital and funding resources, limit its ability to diversify risk, reduce the availability of certain funding and liquidity resources, increase its funding costs, increase the cost for or reduce the demand for the products and services it offers, result in the obligation to carry out internal reorganizations, structural changes or divestitures, affect its ability to conduct (or impose limitations on) certain types of business as currently conducted, limit its ability to attract and retain talent, and, more generally, affect its competitiveness and profitability, which would in turn have an adverse effect on its business, financial condition, and results of operations.

BNPP is subject to extensive and evolving regulatory regimes in the jurisdictions in which it operates

BNPP faces the risk of changes in legislation or regulation in all of the countries in which it operates, including, but not limited to, the following:

- monetary, liquidity, interest rate and other policies of central banks and regulatory authorities;
- changes in government or regulatory policy that may significantly influence investor decisions, in particular in the markets in which the Group operates;
- changes in regulatory requirements applicable to the financial industry, such as rules relating to applicable governance, remunerations, capital adequacy and liquidity frameworks, restrictions on activities considered as speculative and recovery and resolution frameworks;
- changes in securities regulations as well as in financial reporting, disclosure and market abuse regulations;

- changes in the regulation of certain types of transactions and investments, such as derivatives and securities financing transactions and money market funds;
- changes in the regulation of market infrastructures, such as trading venues, central counterparties, central securities depositories, and payment and settlement systems;
- changes in tax legislation or the application thereof;
- changes in accounting norms;
- changes in rules and procedures relating to internal controls, risk management and compliance;
- expropriation, nationalisation, price controls, exchange controls, confiscation of assets and changes in legislation relating to foreign ownership;

These changes, the scope and implications of which are highly unpredictable, could substantially affect BNPP and have an adverse effect on its business, financial condition and results of operations. Some reforms not aimed specifically at financial institutions, such as measures relating to the funds industry or promoting technological innovation (such as open data projects), could facilitate the entry of new players in the financial services sector or otherwise affect BNPP's business model, competitiveness and profitability, which could in turn affect its financial condition and results of operations.

BNPP may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties

BNPP is exposed to regulatory compliance risk, i.e. the failure to comply fully with the laws, regulations, codes of conduct, professional norms or recommendations applicable to the financial services industry. This risk is exacerbated by the adoption by different countries of multiple and occasionally diverging and even conflicting legal or regulatory requirements. Besides damage to BNPP's reputation and private rights of action (including class actions introduced into French law in 2014), non-compliance could lead to material legal proceedings, fines and expenses (including fines and expenses in excess of recorded provisions), public reprimand, enforced suspension of operations or, in extreme cases, withdrawal by the authorities of operating licenses. This risk is further exacerbated by continuously increasing regulatory scrutiny of financial institutions. Moreover, litigation by private parties against financial institutions has substantially increased in recent years. Accordingly, BNPP faces significant legal risk in its business, and the volume and amount of damages claimed in litigation, regulatory proceedings and other adversarial proceedings against financial services firms have substantially increased in recent years and may increase further.

In this respect, on 30 June 2014 BNPP entered into a series of agreements with, and was the subject of several orders issued by, U.S. federal and New York state government agencies and regulatory authorities including the U.S. Department of Justice, the New York County District Attorney's Office, the U.S. Attorney's Office for the Southern District of New York, the Board of Governors of the Federal Reserve System, the Office of Foreign Assets Control of the U.S. Department of the Treasury and the New York State Department of Financial Services, in settlement of investigations into violations of U.S. laws and regulations regarding economic sanctions. The fines and penalties imposed on BNPP as part of this settlement included, among other things, the payment of monetary penalties amounting in the aggregate to \$8.97 billion (€6.6 billion), guilty pleas by BNP Paribas S.A., the parent company of the BNP Paribas group, to charges of having violated U.S. federal criminal law (conspiracy to violate the Trading with the Enemy Act and the International Emergency Economic Powers Act) and New York State criminal law (conspiracy and falsifying business records), and the suspension of the New York branch of BNP Paribas for (a) a one-year period (2015) of USD direct clearing focused mainly on the Oil & Gas Energy and Commodity Finance business line in certain locations and (b) a two-year period of U.S. dollar clearing as a correspondent bank for unaffiliated third party banks in New York and London. Following this settlement, BNPP remains subject to increased scrutiny by regulatory authorities (including via the presence within BNPP of an independent consultant) who are monitoring its compliance with a remediation plan agreed with them.

BNPP is currently involved in various litigations and investigations as summarized in Note 8.b "Contingent liabilities: legal proceedings and arbitration" to its 2015 consolidated financial statements. It may become involved in further such matters at any point. No assurance can be given that an adverse outcome in one or more of such matters would not have a material adverse effect on BNPP's operating results for any particular period.

Risks related to BNPP, its Strategy, Management and Operations

Risks related to the implementation of BNPP's strategic plans

BNPP has announced a certain number of strategic objectives, in particular in a strategic plan for the 2014-2016 period presented in March 2014 and a transformation plan for CIB for the 2016-2019 period presented in February 2016. These plans contemplate a number of initiatives, including simplifying BNPP's organisation and operations, continuing to improve operating efficiency, adapting certain businesses to their economic, regulatory and technological environment and implementing various business development initiatives.

The plans include a number of financial targets and objectives relating to net banking income, operating costs, net income, capital adequacy ratios and return on equity, among other things. These financial targets and objectives were established primarily for purposes of internal planning and allocation of resources, and are based on a number of assumptions with regard to business and economic conditions. On 5 February 2015 and 5 February 2016, BNPP provided updates regarding the implementation of the 2014-2016 strategic plan and presented the transformation plan of CIB 2016-2019 on 5 February 2016.

BNPP's actual results could vary significantly from these targets and objectives for a number of reasons, including the occurrence of one or more of the risk factors described elsewhere in this section.

BNPP may experience difficulties integrating acquired companies and may be unable to realise the benefits expected from its acquisitions

BNPP makes acquisitions on a regular basis. Integrating acquired businesses is a long and complex process. Successful integration and the realisation of synergies require, among other things, proper coordination of business development and marketing efforts, retention of key members of management, policies for effective recruitment and training as well as the ability to adapt information and computer systems. Any difficulties encountered in combining operations could result in higher integration costs and lower savings or revenues than expected. There will accordingly be uncertainty as to the extent to which anticipated synergies will be achieved and the timing of their realisation. Moreover, the integration of BNPP's existing operations with those of the acquired operations could interfere with the respective businesses and divert management's attention from other aspects of BNPP's business, which could have a negative impact on the business and results of BNPP. In some cases, moreover, disputes relating to acquisitions may have an adverse impact on the integration process or have other adverse consequences, including financial ones.

Although BNPP undertakes an in-depth analysis of the companies it plans to acquire, such analyses often cannot be complete or exhaustive. As a result, BNPP may increase its exposure to doubtful or troubled assets and incur greater risks as a result of its acquisitions, particularly in cases in which it was unable to conduct comprehensive due diligence prior to the acquisition.

Intense competition by banking and non-banking operators could adversely affect BNPP's revenues and profitability

Competition is intense in all of BNPP's primary business areas in France and the other countries in which it conducts a substantial portion of its business, including other European countries and the United States. Competition in the banking industry could intensify as a result of consolidation in the financial services area or as a result of the presence of new players in the payment and the financing services area or the development of crowdfunding. In particular, competitors subject to less extensive regulatory requirements or to less strict capital requirements (e.g., debt funds, shadow banks), or benefiting from economies of scale, data synergies or technological innovation (e.g., internet and mobile operators, fintechs), could be more competitive. If BNPP is unable to respond to the competitive environment in France or in its other major markets by offering attractive and profitable product and service solutions, it may lose market share in key areas of its business or incur losses on some or all of its activities. In addition, downturns in the economies of its principal markets could add to the competitive pressure, through, for example, increased price pressure and lower business volumes for BNPP and its competitors. It is also possible that the presence in the global marketplace of State-owned financial institutions, or financial institutions benefiting from State guarantees or

other similar advantages, or the imposition of more stringent requirements (particularly capital requirements and business restrictions) on large or systemically significant financial institutions, could lead to distortions in competition in a manner adverse to large private-sector institutions such as BNPP.

A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPP's results of operations and financial condition

In connection with its lending activities, BNPP regularly establishes provisions for loan losses, which are recorded in its profit and loss account under "cost of risk". BNPP's overall level of provisions is based on its assessment of prior loss experience, the volume and type of lending being conducted, industry standards, past due loans, economic conditions and other factors related to the recoverability of various loans. Although BNPP seeks to establish an appropriate level of provisions, its lending businesses may have to increase their provisions for loan losses substantially in the future as a result of deteriorating economic conditions or other causes. Any significant increase in provisions for loan losses or a significant change in BNPP's estimate of the risk of loss inherent in its portfolio of non-impaired loans, as well as the occurrence of loan losses in excess of the related provisions, could have a material adverse effect on BNPP's results of operations and financial condition.

BNPP also establishes provisions for contingencies and charges including in particular provisions for litigations. Any loss arising from a risk that has not already been provisioned or that is greater than the amount of the provision would have a negative impact on BNPP's results of operation and, potentially, its financial condition.

BNPP's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses

BNPP has devoted significant resources to developing its risk management policies, procedures and assessment methods and intends to continue to do so in the future. Nonetheless, BNPP's risk management techniques and strategies may not be fully effective in mitigating its risk exposure in all economic and market environments or against all types of risk, particularly risks that BNPP may have failed to identify or anticipate. BNPP's ability to assess the creditworthiness of its customers or to estimate the values of its assets may be impaired if, as a result of market turmoil such as that experienced in recent years, the models and approaches it uses become less predictive of future behaviour, valuations, assumptions or estimates. Some of BNPP's qualitative tools and metrics for managing risk are based on its use of observed historical market behaviour. BNPP applies statistical and other tools to these observations to arrive at quantifications of its risk exposures. The process BNPP uses to estimate losses inherent in its credit exposure or estimate the value of certain assets requires difficult, subjective, and complex judgments, including forecasts of economic conditions and how these economic predictions might impair the ability of its borrowers to repay their loans or impact the value of assets, which may, during periods of market disruption, be incapable of accurate estimation and, in turn, impact the reliability of the process. These tools and metrics may fail to predict future risk exposures, e.g., if BNPP does not anticipate or correctly evaluate certain factors in its statistical models, or upon the occurrence of an event deemed extremely unlikely by the tools and metrics. This would limit BNPP's ability to manage its risks. BNPP's losses could therefore be significantly greater than the historical measures indicate. In addition, BNPP's quantified modelling does not take all risks into account. Its more qualitative approach to managing certain risks could prove insufficient, exposing it to material unanticipated losses.

BNPP's hedging strategies may not prevent losses

If any of the variety of instruments and strategies that BNPP uses to hedge its exposure to various types of risk in its businesses is not effective, BNPP may incur losses. Many of its strategies are based on historical trading patterns and correlations. For example, if BNPP holds a long position in an asset, it may hedge that position by taking a short position in another asset where the short position has historically moved in a direction that would offset a change in the value of the long position. However, the hedge may only be partial, or the strategies used may not protect against all future risks or may not be fully effective in mitigating BNPP's risk exposure in all market environments or against all types of risk in the future. Unexpected market developments may also reduce the effectiveness of BNPP's hedging strategies. In

addition, the manner in which gains and losses resulting from certain ineffective hedges are recorded may result in additional volatility in BNPP's reported earnings.

Adjustments to the carrying value of BNPP's securities and derivatives portfolios and BNPP's own debt could have an impact on its net income and shareholders' equity

The carrying value of BNPP's securities and derivatives portfolios and certain other assets, as well as its own debt, in its balance sheet is adjusted as of each financial statement date. Most of the adjustments are made on the basis of changes in fair value of its assets or its debt during an accounting period, with the changes recorded either in the income statement or directly in shareholders' equity. Changes that are recorded in the income statement, to the extent not offset by opposite changes in the value of other assets, affect its consolidated revenues and, as a result, its net income. All fair value adjustments affect shareholders' equity and, as a result, its capital adequacy ratios. The fact that fair value adjustments are recorded in one accounting period does not mean that further adjustments will not be needed in subsequent periods.

The expected changes in accounting principles relating to financial instruments may have an impact on BNPP's balance sheet and regulatory capital ratios and result in additional costs

In July 2014, the International Accounting Standards Board published International Financial Reporting Standard 9 ("**IFRS 9**") "Financial Instruments", which is set to replace IAS 39 as from 1 January 2018 after its adoption by the European Union. The standard amends and complements the rules on the classification and measurement of financial instruments. It includes a new impairment model based on expected credit losses ("**ECL**"), while the current model is based on provisions for incurred losses, and new rules on general hedge accounting. The new approach based on ECL could result in substantial additional impairment charges for BNPP and add volatility to its regulatory capital ratios, and the costs incurred by BNPP relating to the implementation of such norms may have a negative impact on its results of operations.

BNPP's competitive position could be harmed if its reputation is damaged

Considering the highly competitive environment in the financial services industry, a reputation for financial strength and integrity is critical to BNPP's ability to attract and retain customers. BNPP's reputation could be harmed if it fails to adequately promote and market its products and services. BNPP's reputation could also be damaged if, as it increases its client base and the scale of its businesses, BNPP's comprehensive procedures and controls dealing with conflicts of interest fail, or appear to fail, to address conflicts of interest properly. At the same time, BNPP's reputation could be damaged by employee misconduct, fraud or misconduct by market participants to which BNPP is exposed, a decline in, a restatement of, or corrections to its financial results, as well as any adverse legal or regulatory action such as the settlement BNPP entered into in with the U.S. authorities for violations of U.S. laws and regulations regarding economic sanctions. Such risks to reputation have recently increased as a result of the growing use of social networks within the economic sphere. The loss of business that could result from damage to BNPP's reputation could have an adverse effect on its results of operations and financial position.

An interruption in or a breach of BNPP's information systems may result in material losses of client or customer information, damage to BNPP's reputation and lead to financial losses

As with most other banks, BNPP relies heavily on communications and information systems to conduct its business. This dependency has increased with the spread of mobile and online banking services (as illustrated by the launch of Hello bank! in 2014), and the development of cloud computing. Any failure or interruption or breach in security of these systems could result in failures or interruptions in BNPP's customer relationship management, general ledger, deposit, servicing and/or loan organisation systems. BNPP cannot provide assurances that such failures or interruptions will not occur or, if they do occur, that they will be adequately addressed. An increasing number of companies (including financial institutions) have in recent years experienced intrusion attempts or even breaches of their information technology security, some of which have involved sophisticated and highly targeted attacks on their computer networks. Because the techniques used to obtain unauthorised access, disable or degrade service, steal confidential data or sabotage information systems have become more sophisticated, change frequently and often are not recognised until launched against a target, BNPP may be unable to anticipate these techniques or to implement in a timely manner effective and efficient countermeasures. Any failures of or interruptions in BNPP's information

systems and any subsequent disclosure of confidential information related to any client, counterpart or employee of BNPP (or any other person) or any intrusion or attack against BNPP's communication system could have an adverse effect on BNPP's reputation, financial condition and results of operations.

Unforeseen external events may disrupt BNPP's operations and cause substantial losses and additional costs

Unforeseen events such as an adverse change in the political, military or diplomatic environments, political and social unrest, severe natural disasters, a pandemic, terrorist attacks, military conflicts or other states of emergency could affect the demand for the products and services offered by BNPP, or lead to an abrupt interruption of BNPP's operations, in France or abroad, and could cause substantial losses that may not necessarily be covered by an insurance policy. Such losses can relate to property, financial assets, trading positions and key employees. Such unforeseen events could also lead to temporary or longer-term business interruption, additional costs (such as relocation of employees affected) and increase BNPP's costs (particularly insurance premiums)."

2. The risk factor entitled "*Risks Relating to BNPPF*" in the "Risk Factors" section of the Base Prospectus is deleted in its entirety and replaced with the following:

"Difficult market and economic conditions could in the future have a material adverse effect on the operating environment for financial institutions and hence on BNPPF's financial condition, results of operations and cost of risk.

As part of a global financial institution, the BNPPF's businesses can be highly sensitive to changes in the financial markets and economic conditions generally in Europe (especially in Belgium and Luxembourg). In recent years, BNPPF has been, and may again in the future be confronted with a significant deterioration of market and economic conditions resulting, among other things, from crises affecting sovereign debt, the capital markets, credit or liquidity markets, regional or global recessions, sharp fluctuations in commodity prices (including oil), currency exchange rates or interest rates, volatility in prices of financial derivatives, inflation or deflation, corporate or sovereign debt rating downgrades, restructurings or defaults, or adverse political and geopolitical events (such as natural disasters, pandemics, societal unrest, geopolitical tensions, acts of terrorism and military conflicts). Such disruptions, which may develop quickly and hence not be fully hedged, could affect the operating environment for financial institutions for short or extended periods and have a material adverse effect on BNPPF's financial condition, results of operations or cost of risk. In 2016, the macroeconomic environment could be subject to various specific risks, including geopolitical tensions, financial market volatility, slowdowns in China and emerging markets, weak growth in the Euro-zone, decreasing prices of commodities and the gradual unwinding of exceptionally accommodating monetary policies in the United States. Measures taken or that may be taken by central banks to stimulate growth and prevent deflation, including the "quantitative easing" measures announced by the European Central Bank (the "ECB") in January and December 2015, may prove to be insufficient or could have negative effects on the banking industry possibly bringing margin pressure but not necessarily lending volume growth.

Moreover, a resurgence of a sovereign debt crisis cannot be ruled out. In particular, European markets have experienced significant disruptions in recent years as a result of concerns regarding the ability of certain countries in the Euro-zone to refinance their debt obligations. At several points in recent years these disruptions caused tightened credit markets, increased volatility in the exchange rate of the euro against other major currencies, affected the levels of stock market indices and created uncertainty regarding the economic prospects of certain countries in the European Union as well as the quality of bank loans to sovereign debtors in the European Union. BNPPF holds and in the future may hold substantial portfolios of sovereign debt and has and may in the future have substantial amounts of loans outstanding to sovereign borrowers; a new sovereign debt crisis could cause it to incur impairment charges or losses on sales. BNPPF is also active in the interbank financial market and as a result, is indirectly exposed to risks relating to financial institutions with which it does business. More generally, the sovereign debt crisis has had, and may could again in the future have, an indirect impact on financial markets and, increasingly, economies, in Europe and worldwide, and more generally on the environment in which BNPPF operates.

If economic conditions in Europe or in other parts of the world were to deteriorate due among other things to concerns over the European economy (in turn triggered by the heightened risk of or even the occurrence of a sovereign default, the failure of a significant financial institution or the exit of a country from the Euro-zone), a continued decline in oil and commodity prices, a continued or increased slowdown of economic growth in emerging countries and China in particular, terrorist attacks or political instability, the resulting market and political disruptions could have a significant adverse impact on the credit quality of BNPPF's customers and financial institution counterparties, on market parameters such as interest rates, foreign exchange rates and stock market indices, and on BNPPF's results of operations, liquidity, ability to raise financing on acceptable terms and financial condition.

Legislative action and regulatory measures taken in response to the global financial crisis may materially impact BNPPF and the financial and economic environment in which it operates

In the past few years, laws and regulations recently have been enacted, adopted or proposed in particular in Europe and the United States, with a view to introduce a number of changes, some permanent, in the financial environment. The impact of the new measures has changed substantially the environment in which BNPPF and other financial institutions operate. The new measures that have been or may be proposed and adopted include more stringent capital and liquidity requirements (particularly for large global banking groups such as BNP Paribas Group), taxes on financial transactions, restrictions and increased taxes on employee compensation over specified levels, restrictions on certain types of activities considered as speculative undertaken by commercial banks that will be prohibited or need to be ring-fenced in subsidiaries (particularly proprietary trading), restrictions or prohibitions on certain types of financial products or activities, enhanced recovery and resolution regimes, revised risk-weighting methodologies, increased internal control and reporting requirements with respect to certain activities, more stringent governance and conduct of business rules, more extensive market abuse regulations, measures to improve the transparency and efficiency of financial markets and in particular to regulate high frequency trading, increased regulation of certain types of financial products including mandatory reporting of derivative and securities financing transactions, requirements either to mandatorily clear, or otherwise mitigate risks in relation to, over-the-counter derivative transactions (including through posting of collateral in respect of non-centrally cleared derivatives), and the creation of new and strengthened regulatory bodies. Many of these measures have been adopted and are already applicable to BNPPF. The principal such measures are summarized below.

At the European level, many of the provisions of the EU Directive and Regulation on prudential requirements "CRD 4/CRR" dated 26 June 2013, implementing the Basel III capital requirements, took effect as of 1 January 2014 and many delegated and implementing acts provided for in the Directive and Regulation CRD 4/CRR were adopted in 2014. The prudential ratio requirements and the designation of BNPPF as a systemically important financial institution increased BNPPF's prudential requirements and may limit its ability to extend credit or to hold certain assets, particularly those with longer maturities. In 2011-2012, BNPPF implemented an adaptation plan in anticipation of these requirements, including reducing its balance sheet and bolstering its capital. In addition, the Financial Stability Board published on 9 November 2015 the final principles and term sheet regarding TLAC (or "total loss absorbing capacity"), which will require "Global Systemically Important Banks" (including BNPPF) to maintain a significant amount of liabilities and instruments readily available for bail-in, in addition to the Basel III capital requirements, in order to enable authorities to implement an orderly resolution that minimises impacts on financial stability, maintains the continuity of critical functions, and avoids exposing public funds to loss. Given the timing and manner of their adoption, the full impact of TLAC requirements on BNPPF cannot be accurately predicted and could cause its financing costs to increase.

Regarding the European "Banking Union", the European Union adopted, in October 2013, a Single Supervisory Mechanism ("SSM") under the supervision of the ECB; as a consequence, since November 2014, BNPPF, along with all institutions qualified as important in the Euro-zone, are now under the direct supervision of the ECB, with respect to prudential regulation matters entrusted to the ECB by Council Regulation dated 15 October 2013. Within the SSM, the ECB is, in particular, tasked with carrying out an annual supervisory review and evaluation process ("SREP") and stress tests, in connection with which it has powers to require banks to hold capital requirements in excess of minimum capital requirements in order to

address specific risks (so-called "Pillar 2" requirements), and more generally to impose additional liquidity requirements and possibly other regulatory measures. Such measures could have an adverse impact on BNPPF's results of operations and financial condition.

In addition to the SSM, the EU Bank Recovery and Resolution Directive of 15 May 2014 ("**BRRD**"), implemented in Belgium by the Belgian Banking Law of 25 April 2014, the Royal Decree of 18 December 2015 and the Royal Decree of 26 December 2015 amending the law of 25 April 2014, strengthens the tools to prevent and resolve banking crises, in particular, in order to ensure that any losses are borne in priority by banks' creditors and shareholders and to minimize taxpayers' exposure to losses and provides for the implementation of resolution funds at the national levels. Under the BRRD and the Law of 25 April 2014, the ACPR or the Single Resolution Board (the "**SRB**"), which was established by Regulation of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism ("**SRM**") and a Single Resolution Fund ("**SRF**"), may commence resolution proceedings in respect of a banking institution, such as BNPPF, with a view to ensure the continuity of critical functions, to avoid the risks of contagion and to recapitalize or restore the viability of the institution. Resolution tools are to be implemented so that, subject to certain exceptions, losses are borne first by shareholders, then by holders of capital instruments (such as subordinated bonds) qualifying as additional tier 1 and tier 2 instruments, and finally by creditors in accordance with the order of their claims in normal insolvency proceedings. Certain powers, including the power to write-down capital instruments (including subordinated bonds), can also be exercised as a precautionary measure, outside of resolution proceedings. The implementation of these tools and powers may result in significant structural changes to the relevant financial institutions (including as a result of asset or business sales or the creation of bridge institutions) and in a partial or total write-down of claims of their shareholders and creditors (including subordinated and senior creditors).

Pursuant to the SRM, on 19 December 2014, the Council adopted the proposal for a Council implementing act to calculate the contributions of banks to the SRF, which replaces national resolution funds as from 1 January 2016 and provides for annual contributions to the SRF to be made by banks calculated on the basis of their liabilities, excluding own funds and covered deposits and adjusted for risks. Moreover, the Regulation of the European Commission dated 21 October 2014, adopted pursuant to the BRRD provides for an obligation for banks to have adequate financial resources to ensure the effective application of the resolution tools and powers by the relevant resolution authority. In this context, the resolution authorities, such as the ACPR or the SRB, shall determine the annual contributions to be paid to resolution financing arrangements by each banking institution in proportion to its risk profile. As a consequence, contributions to the SRF and to resolution financing arrangements will be significant for BNPPF, will result in an increase in fees and will, as a consequence, weigh on BNPPF's results of operations.

Moreover, the Directive of 16 April 2014 on deposit guarantee schemes, transposed into Belgian law by the Law of 25 April 2014 created national deposit guarantee schemes. Other proposals for legislative and regulatory reforms could also have an impact if they were enacted into law. Thus, a draft European Parliament Regulation dated 24 November 2015 completed such Directive of 16 April 2014 through a step plan to create a European deposit insurance scheme that will progressively cover all or part of participating national deposit guarantee schemes.

Furthermore, a proposal for a Regulation of the European Parliament and of the Council of 29 January 2014 on structural measures improving the resilience of EU credit institutions, as amended on 19 June 2015, would prohibit certain proprietary trading activities by European credit institutions that meet certain criteria (particularly as to size) and require them to conduct certain high-risk trading activities only through subsidiaries.

Finally, new regulations designed to enhance the transparency and soundness of financial markets, such as the so-called "EMIR" Regulation of 4 July 2012 on OTC derivatives, central counterparties and trade repositories and the measures adopted or to be adopted thereunder (including in relation to collateral requirements for non-centrally cleared derivatives), Regulation of 25 November 2015 on transparency of

securities financing transactions and Directive and Regulation of 15 May 2014 on markets in financial instruments ("**MiFID 2**") may be a source of additional uncertainty and compliance risk and, more generally, the costs incurred due to the implementation of such regulations may have a negative impact on the profitability of certain activities currently conducted by BNPPF and weigh on BNPPF's results of operations and financial condition.

Bank regulation in the United States has been substantially changed and expanded in the wake of the financial crisis, including most recently as follows. The U.S. Federal Reserve's final rule imposing enhanced prudential standards on the U.S. operations of large foreign banks will require BNPP, the parent company of BNPPF, to create a new intermediate holding company ("**IHC**") for its U.S. subsidiaries by 1 July 2016, which will be required to comply with risk-based and leverage capital requirements, liquidity requirements, supervisory stress testing and capital planning requirements as well as other prudential requirements on a stand-alone basis. Under proposals that remain under consideration, the IHC and the combined U.S. operations of BNPP may become subject to limits on credit exposures to any single counterparty, and the combined U.S. operations of BNPP may also become subject to an early remediation regime which could be triggered by risk-based capital, leverage, stress tests, liquidity, risk management and market indicators. The Federal Reserve has also indicated that it is considering future rulemakings that could apply the U.S. rules implementing the Basel III liquidity coverage ratio to the U.S. operations of certain large foreign banking organizations. On 30 November 2015, the U.S. Federal Reserve published proposed rules that would implement in the United States the Financial Stability Board's standards for a TLAC framework. The proposed rules would require, among other things, BNPP's intermediate U.S. holding company to maintain minimum amounts of "internal" TLAC, which would include minimum levels of tier 1 capital and long-term debt satisfying certain eligibility criteria and a related TLAC buffer commencing 1 January 2019. BNPP's intermediate U.S. holding company would be required to issue all such TLAC instruments to a foreign parent entity (a non-U.S. entity that controls the intermediate holding company). The proposed rules would also impose limitations on the types of financial transactions that BNPP's intermediate holding company could engage in. Finally, the "Volcker Rule", adopted by the U.S. regulatory authorities in December 2013, places certain restrictions on the ability of U.S. and non-U.S. banking entities, including BNPP and its affiliates, to engage in proprietary trading and to sponsor or invest in private equity and hedge funds. BNPP was generally required to come into compliance with the Volcker Rule by July 2015, although the U.S. Federal Reserve has indicated that the conformance deadline for pre-2014 "legacy" investments in and relationships with private equity funds and hedge funds will be extended until 21 July 2017. The Volcker Rule's implementing regulations are highly complex and may be subject to further regulatory interpretation and guidance, and its full impact will not be known with certainty for some time. U.S. regulators have also recently adopted or proposed new rules regulating OTC derivatives activities under Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act. In late 2015, the U.S. Federal Reserve and other U.S. banking regulators finalized margin requirements applicable to uncleared swaps and security-based swaps entered into by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants that are regulated by one of the U.S. banking regulators, including BNPP. These margin requirements, which are scheduled to come into effect in phases beginning in September 2016, will require BNPP to post and collect additional, high-quality collateral for certain transactions, which will increase the costs of uncleared swaps and security-based swaps offered by BNPP to its customers who are "U.S. persons" as defined under the rules which apply globally. The U.S. Securities and Exchange Commission also finalized rules in 2015 requiring the registration of security-based swap dealers and major security-based swap participants as well as obligations relating to transparency and mandatory reporting of security-based swap transactions. Further rules and regulations are expected in 2016 to complete this regulatory framework. The scope and timing for the implementation of these requirements, and therefore their impact on BNPP's swap business, is difficult to predict at this stage.

In sum, extensive legislative and regulatory reform in respect of financial institutions has been enacted in recent years and some remains in progress. It is impossible to accurately predict which additional measures will be adopted or to determine the exact content of such measures and, given the complexity and uncertainty of a number of these measures, their ultimate impact on BNPPF. The overall effect of these measures, whether already adopted or in the process of being adopted, may be to restrict BNPPF's ability to allocate

and apply capital and funding resources, limit its ability to diversify risk, reduce the availability of certain funding and liquidity resources, increase its funding costs, increase the cost for or reduce the demand for the products and services it offers, result in the obligation to carry out internal reorganizations, structural changes or divestitures, affect its ability to conduct (or impose limitations on) certain types of business as currently conducted, limit its ability to attract and retain talent, and, more generally, affect its competitiveness and profitability, which would in turn have an adverse effect on its business, financial condition, and results of operations..

BNPPF's access to and cost of funding could be adversely affected by a deterioration of the Euro-zone sovereign debt crisis, worsening economic conditions, a ratings downgrade, increases in credit spreads or other factors.

The financial crisis, the Euro-zone sovereign debt crisis as well as the general macroeconomic environment adversely affected the availability and cost of funding for European banks during the past few years. This was due to several factors, including a sharp increase in the perception of bank credit risk due to their exposure to sovereign debt in particular, credit rating downgrades of sovereigns and of banks, and debt market speculation. Many European banks, including BNPPF, experienced restricted access to wholesale debt markets and to the interbank market, as well as a general increase in their cost of funding. Accordingly, reliance on direct borrowing from the European Central Bank increased substantially. Were such adverse credit market conditions to persist for an extended period or worsen due to factors relating to the economy or the financial industry in general or to BNPPF in particular (such as ratings downgrades), the effect on the liquidity of the European financial sector in general and BNPPF in particular could be materially adverse . and have a negative impact on BNPPF's results of operations and financial condition.

BNPPF's cost of funding may also be influenced by the credit rating on its long-term debt. Any downgrade in the credit ratings by any of the three principal rating agencies may increase BNPPF borrowing costs.

BNPPF's cost of obtaining long-term unsecured funding from market investors is also directly related to its credit spreads, which in turn depend to a certain extent on its credit ratings. Increases in credit spreads can significantly increase BNPPF's cost of funding. Changes in credit spreads are continuous, market-driven, and subject at times to unpredictable and highly volatile movements. Credit spreads are also influenced by market perceptions of creditworthiness of BNPPF.

A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPPF's results of operations and financial condition.

In connection with its lending activities, BNPPF regularly establishes provisions for loan losses. BNPPF's overall level of provisions is based on its assessment of prior loss experience, the volume and type of lending being conducted, industry standards, past due loans, economic conditions and other factors related to the recoverability of various loans. Although BNPPF uses its best efforts to establish an appropriate level of provisions, its lending businesses may have to increase their provisions for loan losses substantially in the future as a result of increases in non-performing assets or for other reasons, as was the case in the second half of 2008 and throughout 2009. Any significant increase in provisions for loan losses or a significant change in BNPPF's estimate of the risk of loss inherent in its portfolio of non-impaired loans, as well as the occurrence of loan losses in excess of the related provisions, could have a material adverse effect on BNPPF's results of operations and financial condition.

BNPPF may incur significant losses on its trading and investment activities due to market fluctuations and volatility.

BNPPF maintains trading and investment positions in the debt and currency markets, and in private equity, property and other assets, including through derivative contracts. These positions could be adversely affected by volatility in financial and other markets, i.e. the degree to which prices fluctuate over a particular period in a particular market, regardless of market levels. The capital and credit markets have been experiencing unprecedented volatility and disruption since mid-2007 and particularly since the bankruptcy filing of

Lehman Brothers in mid-September 2008. As a result BNPPF incurred significant losses on its trading and investment activities. There can be no assurance that this extreme volatility and market disruption will not re-occur in the future but BNPPF has taken action, where possible, to decrease the trading exposure and to decrease the size of the potential losses on its trading activities as a result. Volatility trends (or other trends in parameters that are sensitive to market fluctuations such as correlations) that prove substantially different from BNPPF's expectations may lead to losses relating to a broad range of other trading and hedging products BNPPF uses, including swaps, forwards and futures, options and structured products.

To the extent that BNPPF owns assets, or has net long positions, in any of those markets, a market downturn could result in losses from a decline in the value of its ALM positions. Conversely, to the extent that BNPPF has sold assets that it does not own or has net short positions in any of those markets, a market upturn could, in spite of the existing limitation of risks and control systems, expose it to potentially substantial losses as it attempts to cover its net short positions by acquiring assets in a rising market. BNPPF may from time to time hold a long position in one asset and a short position in another, in order to hedge transactions with clients and/or from which it expects to gain based on changes in the relative value of the two assets. If, however, the relative value of the two assets changes in a direction or manner that BNPPF did not anticipate or against which it is not hedged, BNPPF might realise a loss on those paired positions. Such losses, if significant, could adversely affect BNPPF's results and financial condition.

BNPPF may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.

Financial and economic conditions affect the number and size of transactions for which BNPPF provides securities underwriting, financial advisory and other investment banking services. BNPPF's revenues, which include fees from these services, are directly related to the number and size of the transactions in which it participates and can thus be significantly affected by economic or financial changes that are unfavourable to its Investment Banking business and clients. In addition, because the fees that BNPPF charges for managing its clients' portfolios are in many cases based on the value or on the performance of those portfolios, a market downturn that reduces the value of its clients' portfolios or increases the amount of withdrawals would reduce the revenues BNPPF receives from its asset management, equity derivatives and private banking businesses. Even in the absence of a market downturn, below-market performance by BNPPF's mutual funds may result in increased withdrawals and reduced inflows, which would reduce the revenues BNPPF receives from its asset management business.

During recent market downturns in the last couple of years, BNPPF experienced all of these effects and a corresponding decrease in revenues in the relevant business lines. There can be no assurance that BNPPF will not experience similar trends in future market downturns, which may occur periodically and unexpectedly.

Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.

In some of BNPPF's businesses, protracted market movements, particularly asset price declines, can reduce the level of activity in the market or reduce market liquidity. These developments can lead to material losses if BNPPF cannot close out deteriorating positions in a timely way. This is particularly true for assets that are intrinsically illiquid. Assets that are not traded on stock exchanges or other public trading markets, such as certain derivative contracts between financial institutions, may have values that BNPPF calculates using models rather than publicly-quoted prices. Monitoring the deterioration of prices of assets like these is difficult and could lead to unanticipated losses.

Significant interest rate changes could adversely affect BNPPF's revenues or profitability.

The amount of net interest income earned by BNPPF during any given period significantly affects its overall net banking income and profitability for that period. Interest rates are sensitive to many factors beyond BNPPF's control, such as the level of inflation and the monetary policies of states, and government decisions

relating to regulated savings rates. Changes in market interest rates could affect the interest rates charged on interest-earning assets differently than the interest rates paid on interest-bearing liabilities. Any adverse change in the yield curve could cause a decline in BNPPF's net interest income from its lending activities. In addition, maturity mismatches and increases in the interest rates relating to BNPPF's short-term financing may adversely affect BNPPF's profitability.

The prolonged low interest rate environment carries inherent systemic risks

The prolonged period of low interest rates since the 2008/2009 financial crisis may have contributed to, and may continue to contribute to, excessive risk-taking by financial market participants such as lengthening maturities of financings and assets held, more lenient lending standards and increased leveraged lending. Certain of the market participants that may have taken or may take additional or excessive risk are of systemic importance, and any unwinding of their positions during periods of market turbulence or stress (and hence reduced liquidity) could have a destabilizing effect on markets and could lead BNPPF to record operating losses or asset impairments.

The soundness and conduct of other financial institutions and market participants could adversely affect BNPPF.

BNPPF's ability to engage in funding, investment and derivative transactions could be adversely affected by the soundness of other financial institutions or market participants. Financial services institutions are interrelated as a result of trading, clearing, counterparty, funding or other relationships. As a result, defaults, or even rumours or questions about, one or more financial services institutions, or the financial services industry generally, may lead to market-wide liquidity problems and could lead to further losses or defaults. BNPPF has exposure to many counterparties in the financial industry, directly and indirectly, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients, with which it regularly executes transactions. BNPPF can also be exposed to the risks related to the increasing involvement in the financial sector of players subject to little or no regulations (unregulated funds, trading venues or crowdfunding platforms). BNPPF is exposed to credit and counterparty risk in the event of default or financial distress of BNPPF's counterparties or clients. In addition, BNPPF's credit risk may be exacerbated when the collateral held by it cannot be realised upon or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to BNPPF or in case of a failure of a significant financial market participant such as a central counterparty. It is worth noting in this respect that regulatory changes requiring mandatory clearing of standardized over-the-counter (OTC) derivatives through central counterparties have resulted in an increase of the exposure of financial market participants to such central counterparties.

In addition, fraud or misconduct by financial market participants can have a material adverse effect on financial institutions due to the interrelated nature of the financial markets. An example is the fraud perpetrated by Bernard Madoff, as a result of which numerous financial institutions globally have announced losses or exposure to losses in substantial amounts.

There can be no assurance that any losses resulting from the risks summarised above will not materially and adversely affect BNPPF's results of operations.

BNPPF's competitive position could be harmed if its reputation is damaged.

In the highly competitive environment arising from globalisation and convergence in the financial services industry, a reputation for financial strength and integrity is critical to BNPPF's ability to attract and retain customers. BNPPF's reputation could be harmed if it fails to adequately promote and market its products and services. BNPPF's reputation could also be damaged if, as it increases its client base and the scale of its businesses, BNPPF's comprehensive procedures and controls dealing with conflicts of interest fail, or appear to fail, to address conflicts of interest properly. At the same time, BNPPF's reputation could be damaged also by other compliance risks, including but not limited to, employee misconduct, misconduct or fraud by market participants or funds to which BNPPF is exposed, a decline in, a restatement of, or corrections to its

financial results, as well as any adverse legal or regulatory action. Such risks to reputation have recently increased as a result of the growing use of social networks within the economic sphere. The loss of business that could result from damage to BNPPF's reputation could have an adverse effect on its results of operations and financial position.

An interruption in or a breach of BNPPF's information systems may result in material losses of client or customer information, damage to BNPPF's reputation and lead to financial losses.

As with most other banks, BNPPF relies heavily on communications and information systems to conduct its business. This dependency has increased with the spread of mobile and online banking services (as illustrated by the launch of Hello bank! in 2014), and the development of cloud computing. Any failure or interruption or breach in security of these systems could result in failures or interruptions in BNPPF's customer relationship management, general ledger, deposit, servicing and/or loan organisation systems. BNPPF cannot provide assurances that such failures or interruptions will not occur or, if they do occur, that they will be adequately addressed. An increasing number of companies (including financial institutions) have in recent years experienced intrusion attempts or even breaches of their information technology security, some of which have involved sophisticated and highly targeted attacks on their computer networks. Because the techniques used to obtain unauthorised access, disable or degrade service, steal confidential data or sabotage information systems have become more sophisticated, change frequently and often are not recognised until launched against a target, BNPPF may be unable to anticipate these techniques or to implement in a timely manner effective and efficient countermeasures. The occurrence of any failures or interruptions in BNPPF's information systems and any subsequent disclosure of confidential information related to any client, counterpart or employee of BNPPF (or any other person) or any intrusion or attack against BNPPF's communication system could have an adverse effect on BNPPF's reputation, financial condition and results of operations.

Unforeseen external events can interrupt BNPPF's operations and cause substantial losses and additional costs.

Unforeseen events such as an adverse change in the political, military or diplomatic environments, political and social unrest, severe natural disasters, terrorist attacks, military conflicts or other states of emergency could affect the demand for the products and services offered by BNPPF, or lead to an abrupt interruption of BNPPF's operations and, to the extent not covered by insurance, could cause substantial losses that may not necessarily be covered by an insurance policy. Such losses can relate to property, financial assets, trading positions and key employees. Such unforeseen events could also lead to temporary or longer-term business interruption, additional costs (such as relocation of employees affected) and increase BNPPF's costs (particularly insurance premiums).

BNPPF may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties. BNPPF is exposed to regulatory compliance risk, such as the inability to comply fully with the laws, regulations, codes of conduct, professional norms or recommendations applicable to the financial services industry. This risk is exacerbated by the adoption by different countries of multiple and occasionally diverging and even conflicting legal or regulatory requirements. Besides damage to BNPPF's reputation and private rights of action, non-compliance could lead to significant legal proceedings, fines and expenses, public reprimand, enforced suspension of operations or, in extreme cases, withdrawal of operating licenses. This risk is further exacerbated by continuously increasing regulatory oversight. This is the case in particular with respect to money laundering, the financing of terrorist activities or transactions with countries that are subject to economic sanctions.

BNPPF is subject to extensive and evolving regulatory regimes in the countries and regions in which it operates.

BNPPF is exposed to the risk of legislative or regulatory changes in all of the countries in which it operates, including, but not limited to, the following:

- monetary, liquidity, interest rate and other policies of central banks and regulatory authorities;
- general changes in government or regulatory policy that may significantly influence investor decisions, in particular in the markets in which BNPPF operates;
- general changes in regulatory requirements applicable to the financial industry, such as rules relating to applicable capital adequacy and liquidity frameworks;
- general changes in securities regulations, including financial reporting and market abuse regulations;
- general changes in the regulation of market infrastructures, such as trading venues, central counterparties, central securities depositories, and payment and settlement systems;
- changes in tax legislation or the application thereof;
- changes in accounting norms;
- changes in rules and procedures relating to internal controls; and
- expropriation, nationalisation, confiscation of assets and changes in legislation relating to foreign ownership.

These changes, the scope and implications of which are highly unpredictable, could substantially affect BNPPF, and have an adverse effect on its business, financial condition and results of operations. Some reforms not aimed specifically at financial institutions, such as measures relating to the funds industry or promoting technological innovation (such as open data projects), could facilitate the entry of new players in the financial services sector or otherwise affect BNPPF's business model, competitiveness and profitability, which could in turn affect its financial condition and results of operations.

Notwithstanding BNPPF risk management policies, procedures and methods, it could still be exposed to unidentified or unanticipated risks, which could lead to material losses.

BNPPF has devoted significant resources to developing its risk management policies, procedures and assessment methods and intends to continue to do so in the future. Nonetheless, BNPPF's risk management techniques and strategies may not be fully effective in mitigating its risk exposure in all economic and market environments or against all types of risk, particularly risks that BNPPF may have failed to identify or anticipate. BNPPF's ability to assess the creditworthiness of its customers or to estimate the values of its assets may be impaired if, as a result of market turmoil such as that experienced in recent years, the models and approaches it uses become less predictive of future behaviour, valuations, assumptions or estimates. Some of BNPPF's qualitative tools and metrics for managing risk are based on its use of observed historical market behaviour. BNPPF applies statistical and other tools to these observations to arrive at quantifications of its risk exposures. The process used to estimate losses inherent in its credit exposure or estimate the value of certain assets requires difficult, subjective, and complex judgments, including forecasts of economic conditions and how these economic predictions might impair the ability of its borrowers to repay their loans or impact the value of assets, which may, during periods of market disruption, be incapable of accurate estimation and, in turn, impact the reliability of the process. These tools and metrics may fail to predict future risk exposures, e.g. if BNPPF does not anticipate or correctly evaluate certain factors in its statistical models, or upon the occurrence of an event deemed extremely unlikely by the tools and metrics. This would limit BNPPF's ability to manage its risks. BNPPF's losses could therefore be significantly greater than the historical measures indicate. In addition, BNPPF's quantified modelling does not take all risks into account. Its more qualitative approach to managing certain risks could prove insufficient, exposing it to material unanticipated losses.

BNPPF's hedging strategies may not prevent losses.

If any of the variety of instruments and strategies that BNPPF uses to hedge its exposure to various types of risk in its businesses is not effective, BNPPF may incur losses. Many of its strategies are based on historical trading patterns and correlations. For example, if BNPPF holds a long position in an asset, it may hedge that position by taking a short position in another asset where the short position has historically moved in a direction that would offset a change in the value of the long position. However, the hedging strategies may not protect against all future risks or may not be fully effective in mitigating BNPPF's risk exposure in all market environments or against all types of risk in the future. Unexpected market developments may also reduce the effectiveness of BNPPF's hedging strategies. In addition, the manner in which gains and losses resulting from certain ineffective hedges are recorded may result in additional volatility in BNPPF's reported earnings.

Intense competition in the financial services industry could adversely affect BNPPF revenues and profitability.

There is substantial competition in Belgium, Luxembourg and the other regions in which BNPPF carries on business for the types of banking, asset management and insurance, and other products and services BNPPF provides.

Such competition is most pronounced in the core Benelux markets of BNPPF where BNPPF faces competition from companies such as KBC Bank, ING Group, Belfius and BIL. As a result, BNPPF's strategy is to maintain customer loyalty and retention, which can be influenced by a number of factors, including service levels, the prices and attributes of products and services, financial strength and actions taken by competitors. If BNPPF is unable to compete with attractive product and service offerings that are profitable, BNPPF may lose market share or incur losses on some or all of BNPPF's activities.

Competitive pressures could result in increased pricing pressures on a number of BNPPF's products and services, particularly as competitors seek to win market share, and may harm BNPPF's ability to maintain or increase profitability.

In addition, competition in the banking industry could intensify as a result of consolidation in the financial services area or as a result of the presence of new players in the payment and the financing services area or the development of crowdfunding. In particular, competitors subject to less extensive regulatory requirements or to less strict capital requirements (e.g., debt funds, shadow banks), or benefiting from economies of scale, data synergies or technological innovation (e.g., internet and mobile operators, fintechs), could be more competitive. If BNPPF is unable to respond to the competitive environment in Benelux by offering attractive and profitable product and service solutions, it may lose market share in key areas of its business or incur losses on some or all of its activities. In addition, downturns in the economies of its principal markets could add to the competitive pressure, through, for example, increased price pressure and lower business volumes for BNPPF and its competitors. It is also possible that the increased presence in the global marketplace of nationalised financial institutions, or financial institutions benefiting from State guarantees or other similar advantages, following the recent financial crisis or the imposition of more stringent requirements (particularly capital requirements and activity restrictions) on larger or systematically significant financial institutions could lead to distortions in competition in a manner adverse to large private-sector institutions such as BNPPF.

Litigation or other proceedings or actions may adversely affect BNPPF's business, financial condition and results of operations.

In its normal course of business, BNPPF is subject to the risk of litigation by customers, employees or others through private actions, class actions, administrative proceedings, regulatory actions or other litigation. The outcome of litigation or similar proceedings or actions is difficult to assess or quantify. Plaintiffs in these types of actions may seek recovery of large or indeterminate amounts or other remedies that may affect BNPPF's ability to conduct business, and the magnitude of the potential loss relating to such actions may remain unknown for substantial periods of time. The cost to defend future actions may be significant. There may also be adverse publicity associated with litigation that could decrease customer acceptance of BNPPF's

services, regardless of whether the allegations are valid or whether BNPPF is ultimately found liable. As a result, the possibility cannot be ruled out that the outcome of such litigations or investigations may adversely affect BNPPF's business, financial condition and results of operations.

Furthermore, several (previous) shareholders and entities representing shareholders of Ageas SA/NV (previously Fortis SA/NV and Fortis N.V.) have initiated proceedings in Belgium and in The Netherlands against, amongst others, BNPPF in connection with events and developments in respect of the former Fortis group between May 2007 and October 2008, amongst others in connection with the rights issue of Ageas SA/NV in October 2007. In February 2013 the public prosecutor in Brussels has requested the court ("*raadkamer/chambre du conseil*") to refer certain individuals for trial before the Criminal court of Brussels in respect of certain of these events and developments. Investigation is still ongoing. Moreover, other litigations or investigations are pending in relation to the restructuring of the former Fortis group. It cannot be ruled out that the outcome of such litigations and/or investigations might also have an impact on BNPPF.

More information on these litigations and investigations can be found under Note 8.m (*Contingent assets and liabilities*) on pages 213 to 215 in the 2014 annual report of BNP Paribas Fortis for the year ended December 2014.

A deterioration of the credit rating of BNP Paribas of its debt quality could adversely affect BNPPF

As part of the BNP Paribas Group, BNPPF can be highly sensitive to a downgrade by rating agencies of the rating of the parent company of the BNP Paribas Group or a deterioration of its debt quality. BNP Paribas took control of BNPPF on 12 May 2009 (formerly Fortis Bank NV/SA) and subsequently increased its stake in BNPPF to 74.93 per cent. BNP Paribas is now the major shareholder of BNPPF.

While each of BNPPF's businesses manages its operational risks, these risks remain an inherent part of all of BNPPF's businesses

BNPPF is subject to operational risk because of the uncertainty inherent in all business undertakings and decisions. This risk can be broken down into business risk and event risk.

Business risk is the risk of 'being in business', which affects any enterprise, financial or non-financial. It is the risk of loss due to changes in the competitive environment that damage the business's franchise or operating economics. Typically, the fluctuation originates with variations in volume, pricing or margins against a fixed cost base. Business risk is thus mostly externally driven (by regulatory, fiscal, market and or competition changes, as well as strategic, reputation risks and other related risks).

Event risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. This definition includes legal and compliance risk. Event risk is often internally driven (internal and external fraud involving employees, clients, products and business practices, as well as technological and infrastructure failures and other related malfunctions) and can be limited through management processes and controls.

BNPPF attempts to keep these risks at appropriate levels by maintaining a sound and well controlled environment in light of the characteristics of its business, the markets and the regulatory environments in which BNPPF operates. While these control measures mitigate operational risks they do not eliminate them.

BNPPF has significant counterparty risk exposure and exposure to systemic risks

BNPPF's business is subject to general credit risks, including credit risks of borrowers and other counterparties. Third parties that owe BNPPF money, securities or other assets may not pay or perform under their obligations. These parties include borrowers under loans made, the issuers whose securities BNPPF holds, customers, trading counterparties, counterparties under swaps and credit and other derivative contracts, clearing agents, exchanges, clearing houses and other financial intermediaries. These parties may

default on their obligations to BNPPF due to bankruptcy, lack of liquidity, downturns in the economy or real estate values, operational failure or other reasons.

In addition, in the past, the general credit environment has been adversely affected by significant instances of fraud. Concerns about, or a default by, one institution could lead to significant liquidity problems, losses or defaults by other institutions because the commercial soundness of many financial institutions may be closely related as a result of their credit, trading, clearing or other relationships. This risk is sometimes referred to as "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges with whom BNPPF interacts on a daily basis, and could have an adverse effect on BNPPF's business.

Uncertainty linked to fair value accounting and use of estimates

According to BNPPF's valuation rules financial assets can be carried at fair value through profit or loss. Concerned assets include financial assets held for trading, including non-cash flow hedging derivatives, and financial assets that BNPPF has irrevocably designated to be held at fair value through profit or loss ('fair value option'). The fair value of a financial instrument is determined based on quoted prices in active markets. When quoted prices in active markets are not available, valuation techniques are used. Valuation techniques make maximum use of market inputs but are affected by the assumptions used, including discount rates and estimates of future cash flows, and take into consideration, where applicable, model risks. Such techniques include market prices of comparable investments, discounted cash flows, option pricing models and market multiples valuation methods. In the rare case where it is not possible to determine the fair value of a financial instrument, it is accounted for at cost. The effect of changing the assumptions for those financial instruments for which the fair values are measured using valuation techniques that are determined in full or in part on assumptions that are not supported by observable inputs may have a material adverse effect on BNPPF's earnings.

The preparation of financial statements in conformity with IFRS requires the use of certain accounting estimates and assumptions. It also requires management to exercise its judgment in the process of applying these accounting policies. Actual results may differ from those estimates and judgmental decisions.

Financial institutions may use different accounting categorisations for the same or similar financial assets due to their different intentions regarding those assets. In determining fair value of financial instruments, different financial institutions may use different valuation techniques, assumptions, judgments and estimates which may result in lower or higher fair values for such financial instruments.

Risks related to the implementation of BNP Paribas Group's strategic plans

BNP Paribas Group has announced a certain number of strategic objectives, in particular in a strategic plan for the 2014-2016 period presented in March 2014 and a transformation plan for CIB for the 2016-2019 period presented in February 2016. These plans contemplate a number of initiatives, including simplifying BNP Paribas Group's organisation and operations, continuing to improve operating efficiency, adapting certain businesses to their economic, regulatory and technological environment and implementing various business development initiatives.

The plans include a number of financial targets and objectives relating to net banking income, operating costs, net income, capital adequacy ratios and return on equity, among other things. These financial targets and objectives were established primarily for purposes of internal planning and allocation of resources, and are based on a number of assumptions with regard to business and economic conditions. On 5 February 2015 and 5 February 2016, BNPP provided updates regarding the implementation of the 2014-2016 strategic plan and presented the transformation plan of CIB 2016-2019 on 5 February 2016.

A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPPF's results of operations and financial condition

In connection with its lending activities, BNPPF regularly establishes provisions for loan losses, which are recorded in its profit and loss account under "cost of risk". BNPPF's overall level of provisions is based on its assessment of prior loss experience, the volume and type of lending being conducted, industry standards, past due loans, economic conditions and other factors related to the recoverability of various loans. Although BNPPF seeks to establish an appropriate level of provisions, its lending businesses may have to increase their provisions for loan losses substantially in the future as a result of deteriorating economic conditions or other causes. Any significant increase in provisions for loan losses or a significant change in BNPPF's estimate of the risk of loss inherent in its portfolio of non-impaired loans, as well as the occurrence of loan losses in excess of the related provisions, could have a material adverse effect on BNPPF's results of operations and financial condition.

BNPPF also establishes provisions for contingencies and charges including in particular provisions for litigations. Any loss arising from a risk that has not already been provisioned or that is greater than the amount of the provision would have a negative impact on BNPPF's results of operation and, potentially, its financial condition.

Adjustments to the carrying value of BNPPF's securities and derivatives portfolios and BNPPF's own debt could have an impact on its net income and shareholders' equity

The carrying value of BNPPF's securities and derivatives portfolios and certain other assets, as well as its own debt, in its balance sheet is adjusted as of each financial statement date. Most of the adjustments are made on the basis of changes in fair value of its assets or its debt during an accounting period, with the changes recorded either in the income statement or directly in shareholders' equity. Changes that are recorded in the income statement, to the extent not offset by opposite changes in the value of other assets, affect its consolidated revenues and, as a result, its net income. All fair value adjustments affect shareholders' equity and, as a result, its capital adequacy ratios. The fact that fair value adjustments are recorded in one accounting period does not mean that further adjustments will not be needed in subsequent periods.

The expected changes in accounting principles relating to financial instruments may have an impact on BNPPF's balance sheet and regulatory capital ratios and result in additional costs

In July 2014, the International Accounting Standards Board published International Financial Reporting Standard 9 ("**IFRS 9**") "Financial Instruments", which is set to replace IAS 39 as from 1 January 2018 after its adoption by the European Union. The standard amends and complements the rules on the classification and measurement of financial instruments. It includes a new impairment model based on expected credit losses ("**ECL**"), while the current model is based on provisions for incurred losses, and new rules on general hedge accounting. The new approach based on ECL could result in substantial additional impairment charges for BNPPF and add volatility to its regulatory capital ratios, and the costs incurred by BNPPF relating to the implementation of such norms may have a negative impact on its results of operations.

BNPPF's actual results could vary significantly from these targets and objectives for a number of reasons, including the occurrence of one or more of the risk factors described elsewhere in this section."

3. The risk factor entitled "*EU Resolution and Recovery Directive*" in the "Risk Factors" section of the Base Prospectus is amended as follows:

(a) The second and third paragraphs are deleted and replaced with the following:

"The BRRD contains four resolution tools and powers which may be used alone or in combination where the relevant resolution authority considers that (a) an institution is failing or likely to fail, (b) there is no reasonable prospect that any alternative private sector measures would prevent the failure of such institution within a reasonable timeframe, and (c) a resolution action is in the public interest: (i) sale of business – enables resolution authorities to direct the sale of the firm or the whole or part of its business on commercial terms without requiring the consent of the shareholders or complying with the procedural requirements that

would otherwise apply; (ii) bridge institution – which enables resolution authorities to transfer all or part of the business of the firm to a "bridge bank" (a public controlled entity holding such business or part of a business with a view to reselling it); (iii) asset separation – which enables resolution authorities to transfer impaired or problem assets to one or more publicly owned asset management vehicles to allow them to be managed with a view to maximising their value through eventual sale or orderly wind-down (this can be used together with another resolution tool only); and (iv) bail-in – which gives resolution authorities the power to write down certain claims of unsecured creditors of a failing institution and to convert certain unsecured debt claims including Securities to equity (the "**general bail-in tool**"), which equity could also be subject to any future application of the general bail-in tool."

(b) The sixth and seventh paragraphs are deleted and replaced with the following:

"The powers set out in the BRRD impact how credit institutions and investment firms are managed as well as, in certain circumstances, the rights of creditors. The impact of the BRRD and its implementing provisions on credit institutions, is currently unclear but its current and future implementation and application to any relevant Issuer or Guarantor or the taking of any action under it could materially affect the activity and financial condition of any relevant Issuer or Guarantor and the value of any Securities.

As a result of the implementation of BRRD, holders of Securities may be subject to write-down or conversion into equity on any application of the general bail-in tool, which may result in such holders losing some or all of their investment. The exercise of any power under the BRRD or any suggestion of such exercise could, therefore, materially adversely affect the rights of holders of Securities, the price or value of their investment in any Securities and/or the ability of the relevant Issuer and/or the Guarantor to satisfy its obligations under any Securities and/or the Guarantee."

(c) The paragraph under the sub-heading "*Implementation of BRRD in France*" is deleted and replaced with the following:

"The implementation of the BRRD in France was made by two main texts of legislative nature. First, the banking law dated 26 July 2013 regarding the separation and the regulation of banking activities (*Loi de séparation et de régulation des activités bancaires*) (as modified by the *ordonnance* dated 20 February 2014 (*Ordonnance portant diverses dispositions d'adaptation de la législation au droit de l'Union européenne en matière financière*)) (the "**Banking Law**") had anticipated the implementation of the BRRD. Secondly, Ordinance no. 2015-1024 dated 20 August 2015 (*Ordonnance no 2015-1024 du 20 août 2015 portant diverses dispositions d'adaptation de la législation au droit de l'Union européenne en matière financière*) (the "**Ordinance**") published in the Official Journal on 21 August 2015 has introduced various provisions amending and supplementing the Banking Law to adapt French law to European Union legislation regarding financial matters. Many of the provisions contained in the BRRD were already similar in effect to provisions contained in the Banking Law. Decree no. 2015-1160 dated 17 September 2015 and three orders dated 11 September 2015 (*décret et arrêtés*) implementing provisions of the Ordinance regarding (i) recovery planning, (ii) resolution planning and (iii) criteria to assess the resolvability of an institution or group, have been published on 20 September 2015 to mostly implement the BRRD in France. The precise changes which will be made by future decree(s) and order(s) remain unknown at this stage.

The impact of the BRRD and its implementing provisions on credit institutions, including BNPP, is currently unclear but its current and future implementation and application to BNPP or the taking of any action under it could materially affect the activity and financial condition of BNPP and the value of any Securities.

The French *Code monétaire et financier*, as amended by the Ordinance also provides that in exceptional circumstances, where the general bail-in tool is applied, the relevant resolution authority may exclude or partially exclude certain liabilities from the application of the write-down or conversion powers, in particular where: (a) it is not possible to bail-in that liability within a reasonable time; (b) the exclusion is strictly necessary and is proportionate to achieve the continuity of critical functions and core business lines of the

institution under resolution; (c) the exclusion is strictly necessary and proportionate to avoid giving rise to widespread contagion, which would severely disrupt the functioning of financial markets, including of financial market infrastructures, in a manner that could cause a serious disturbance to the economy of a Member State of the European Union or of the European Union; or (d) the application of the general bail-in tool to those liabilities would cause a destruction in value such that the losses borne by other creditors would be higher than if those liabilities were excluded from bail-in. Consequently, where the relevant resolution authority decides to exclude or partially exclude an eligible liability or class of eligible liabilities, the level of write down or conversion applied to other eligible liabilities – due to Holders as the case may be - when not excluded, may be increased to take account of such exclusions. Subsequently, if the losses that would have been borne by those liabilities have not been passed on fully to other creditors, the French "Resolution and Deposits Guarantee Fund" (*Fonds de garantie des dépôts et de résolution*) or any other equivalent arrangement from a Member State, may make a contribution to the institution under resolution, under certain limits, including the requirement that such contribution does not exceed 5% of the global liabilities of such institution to (i) cover any losses which have not been absorbed by eligible liabilities and restore the net asset value of the institution under resolution to zero and/or (ii) purchase shares or other instruments of ownership or capital instruments in the institution under resolution, in order to recapitalise the institution. The last step - if there are losses left - would be an extraordinary public financial support through additional financial stabilisation tools. Any such extraordinary financial support must be provided in accordance with the EU state aid framework. An institution will be considered as failing or likely to fail when: it is, or is likely in the near future to be, in breach of its requirements for continuing authorisation; its assets are, or are likely in the near future to be, less than its liabilities; it is, or is likely in the near future to be, unable to pay its debts as they fall due; or it requires extraordinary public financial support (except in limited circumstances).

The powers set out in the BRRD will impact how credit institutions, including BNPP, and investment firms are managed as well as, in certain circumstances, the rights of creditors. In particular, Holders may be subject to write-down (including to zero) or conversion into equity on any application of the general bail-in tool (including amendment of the terms of the Securities such as a variation of their maturity), which may result in such holders losing some or all of their investment. The exercise of any power under the BRRD as applied to BNPP or any suggestion of such exercise could, therefore, materially adversely affect the rights of Holders, the price or value of their investment in any Securities and/or the ability of BNPP, acting as Issuer or Guarantor, as the case may be, to satisfy its obligations under any Securities.

The powers currently set out in the BRRD and its implementation in the French *Code monétaire et financier* are expected to impact how credit institutions, including BNPP, and large investment firms (those which are required to hold initial capital of € 730,000 by the fourth Capital Requirements Directive (CRD)) are managed as well as, in certain circumstances, the rights of creditors. For Member States (including France) participating in the Banking Union, the Single Resolution Mechanism (the "SRM") fully harmonises the range of available tools but Member States are authorized to introduce additional tools at a national level to deal with crises, as long as they are compatible with the resolution objectives and principles set out in the BRRD.

The Single Resolution Board works in close cooperation with the ACPR, in particular in relation to the elaboration of resolution planning, and assumes full resolution powers since 1 January 2016. It is not yet possible to assess the full impact of the BRRD and the French law provisions implementing the BRRD on BNPP and there can be no assurance that its implementation or the taking of any actions currently contemplated in it will not adversely affect the rights of Holders, the price or value of their investment in the Securities and/or the ability of BNPP to satisfy its obligations under the Securities.

Since November 2014, the European Central Bank ("ECB") has taken over the prudential supervision of significant credit institutions in the member states of the Eurozone under the SSM. In addition, a SRM has been put in place to ensure that the resolution of banks across the Eurozone is harmonised. As mentioned

above, the SRM is managed by the SRB. Under Article 5(1) of the SRM Regulation, the SRM has been granted those responsibilities and powers granted to the member states' resolution authorities under the BRRD for those banks subject to direct supervision by the ECB. The ability of the SRB to exercise these powers came into force at the start of 2016.

BNPP has been designated as a significant supervised entity for the purposes of Article 49(1) of the SSM Regulations and is consequently subject to the direct supervision of the ECB in the context of the SSM. This means that BNPP is also subject to the SRM which came into force in 2015. The SRM Regulation mirrors the BRRD and, to a large part, refers to the BRRD so that the SRB is able to apply the same powers that would otherwise be available to the relevant national resolution authority."

- (d) The paragraph under the sub-heading "*Implementation of BRRD in the Netherlands*" is deleted and replaced with the following:

"The BRRD was adopted by the European Council on 6 May 2014. Member States should have implemented the BRRD by 1 January 2015 (except for the bail-in tool which may be implemented by 1 January 2016). On 26 November 2015, the BRRD was implemented in the Netherlands. As an exempt group finance company, BNPP B.V. is not subject to the Dutch implementing rules of the BRRD, nor is BNPP."

- (e) The paragraphs under the sub-heading "*Implementation of BRRD in Belgium*" is amended as follows:

"The implementation of the BRRD into Belgian law has been made by three texts of legislative nature. The first text is the Belgian Law of 25 April 2014 on the status and supervision of credit institutions (the "**Belgian Banking Law**") which implemented partially the BRRD in anticipation.

This law has been amended by the Royal Decree of 18 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions (the "**Royal Decree of 18 December 2015**") and the Royal Decree of 26 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions relating to the resolution and recovery of group failures (the "**Royal Decree of 26 December 2015**") which introduced various provisions amending and supplementing the Banking Law to adapt Belgian law to the BRRD.

These royal decrees entered into force on 1 January 2016 and are hence currently in full effect.

The Belgian Banking Law includes a number of measures transposing the BRRD. It grants the power to the supervisor to impose certain recovery measures, including the power to impose in certain circumstances a suspension of activities. Any suspension of activities can, to the extent determined by the competent supervisor, result in the partial or complete suspension of the performance of agreements entered into by the relevant financial institution. The new Belgian Banking Law also grants the power to a resolution authority to take a number of resolution measures, including (i) a forced sale of the credit institution, (ii) the establishment of a bridge bank or (iii) the forced transfer of all or part of the assets, rights or obligations of the credit institution.

The Royal Decree of 18 December 2015 organises the bail-in tool provided for in the BRRD. It provides that the resolution authority may proceed (i) to write-down (reducing the amount outstanding, including to zero), (ii) to the conversion of these debts into equity (ordinary shares or other instruments of ownership) under certain conditions and for the pursuit of certain goals, or (iii) to the variation of the terms (e.g. the variation of maturity of a debt instrument). Financial public support may only be used as a last resort after having assessed and exploited to the maximum extent practicable, the resolution tools, including the bail-in tool. This may result in such holders losing some or all their investment. The exercise of any power under the BRRD and its implementing provisions or any suggestion of such exercise could materially adversely affect the rights of the Holders, the price or value of their investment in any Securities and/or the ability of the Issuer or the Guarantor, as the case may be, to satisfy its obligations under any Securities.

The Royal Decree of 26 December 2015 introduces the principle following which, in the context of groups, recovery and resolution plans must be established at group level only, unless otherwise provided.

In addition, it provides that the resolution authority may decide to apply the minimum requirement for own funds and eligible liabilities to credit institutions.

In addition, Regulation (EU) no. 806/2014 of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund has been established as a single resolution mechanism. A centralised power of resolution is entrusted to the Single Resolution Board, while the national resolution authorities (for Belgium, *le Collège de résolution/het Afwikkelingscollege*) will remain responsible for certain tasks within the Single Resolution Mechanism.

These measures may have an impact on the performance by BNPPF of its obligations under the Securities and execution of the transaction documents to which BNPPF is a party.

The specific resolution rules set aside the traditional bankruptcy rules allowing the avoidance of transactions entered into during the so called "suspect period" (i.e. claw back); these rules do not apply to the acts of disposal adopted in the context of resolution measures. Moreover, the Belgian Royal Decree dated 22 February 2015 creates two new preferential rights on a bank's movables for depositors and for the guarantee fund."

(f) The paragraph under the sub-heading "*Implementation of BRRD in Luxembourg*" is deleted in its entirety and replaced with the following:

"The BRRD was implemented by the Luxembourg act dated 18 December 2015 which was officially published on 24 December 2015 in the Luxembourg Memorial A (n° 246) of the Official Journal of the Grand-Duchy of Luxembourg (page 6000) (the "**BRR Act 2015**"). Under the BRR Act 2015, the competent authority is the *Commission de surveillance du secteur financier* (the "**CSSF**") and the resolution authority is the CSSF acting as Resolution Council (*le Conseil de résolution*).

The BRR Act 2015 provides for certain resolution measures, including the power to impose in certain circumstances a suspension of activities. Any suspension of activities can, to the extent determined by the CSSF, result in the partial or complete suspension of the performance of agreements entered into by BGL and/or BP2F. The BRR Act 2015 also grants the power to the Resolution Council to take a number of resolution measures which may apply to BGL and/or BP2F, including (i) a forced sale of the credit institution (sale of business), (ii) the establishment of a bridge institution bank or, (iii) the forced transfer of all or part of the assets, rights or obligations of the credit institution (asset separation) and (iv) the application of the general bail-in tool.

The powers set out in the BRR Act 2015 will impact how credit institutions (such as BGL), investment firms and any financial institution that is established in Luxembourg and is a subsidiary of a credit institution, or an investment firm, and is covered by the supervision of the parent undertaking on a consolidated basis in accordance with the Regulation (EU) No 575/2013 (such as BP2F), are managed as well as, in certain circumstances, the rights of creditors.

If the debt bail-in tool and the statutory write-down and conversion power become applicable to BGL and/or BP2F, the Securities may be subject to write-down or conversion into equity on any application of the bail-in tool, which may result in such holders losing some or all of their investment. Subject to certain conditions, the terms of the obligations owed by BGL and/or BP2F may also be varied by the resolution authority (e.g. as to maturity, interest and interest payment dates). The exercise of any power under the BRR Act 2015 or any suggestion of such exercise could materially adversely affect the rights of Holders, the price or value of their investment in any Securities and/or the ability of BGL and/or BP2F to satisfy its obligations under any Securities.

Regulation (EU) no. 806/2014 of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund has established as single resolution mechanism. A centralised power of resolution is entrusted to the Single Resolution Board and the national resolution authorities (for Luxembourg, the CSSF through the Resolution Council) will work in close cooperation with it."

AMENDMENTS TO TERMS AND CONDITIONS OF THE NOTES

In relation to the amendments to "Terms and Conditions of the Notes" set out in this section: (i) text which, by virtue of this Sixth Supplement, is deleted in "Terms and Conditions of the Notes" is shown with a line drawn through the middle of the relevant deleted text, and (ii) text which by virtue of this Sixth Supplement, is added to "Terms and Conditions of the Notes", is shown underlined.

The Terms and Conditions of the Notes on pages 368 to 454 of the Base Prospectus are amended as follows:

The fourth paragraph of Condition 1.1 on page 371 of the Base Prospectus is amended as follows:

The Issuer has appointed the Registrar at its office specified below to act as registrar of the Registered Notes. The Issuer shall cause to be kept at the specified office of the Registrar for the time being at ~~33 rue de Gasperich, Howald – Hesperange~~60 avenue J.F. Kennedy, L-20851855 Luxembourg, a register (the "Register") on which shall be entered, inter alia, the name and address of the holder of the Registered Notes and particulars of all transfers of title to the Registered Notes.

AMENDMENTS TO ANNEX 1 - ADDITIONAL TERMS AND CONDITIONS FOR PAYOUTS

In relation to the amendments to Payout Condition 1.5 and Payout Condition 1.7 in "Annex 1 – Additional Terms and Conditions for Payouts" set out in this section: (i) text which, by virtue of this Sixth Supplement, is deleted from Payout Condition 1.5 and Payout Condition 1.7 in "Annex 1 – Additional Terms and Conditions for Payouts" is shown with a line drawn through the middle of the relevant deleted text, and (ii) text which by virtue of this Sixth Supplement, is added to Payout Condition 1.5 and Payout Condition 1.7 in "Annex 1 – Additional Terms and Conditions for Payouts", is shown underlined.

Annex 1 – Additional Terms and Conditions for Payouts on pages 599 to 696 of the Base Prospectus is amended as follows:

- (a) the definition of "**Daily Leverage**" in Payout Condition 1.5 is amended as follows:

"Daily Leverage" means the positive number, ~~amount or percentage (which may be positive or negative)~~ specified as such in the applicable Final Terms;

- (b) the definition of "**Parity**" in Payout Condition 1.7 is amended as follows:

"Parity" means an amount calculated by the Calculation Agent and rounded to three decimal places (with 0.0005 being rounded upwards) equal to:

$$\frac{P_{SD}}{[\text{Issue Price}]}$$

where "**P_{SD}**" means an amount determined by the Calculation Agent in good faith and in a commercially reasonable manner equal to the offer price (expressed as the Premium per Option) on the Option Hedging Date that would be payable by the Issuer to enter into an "at-the-money" physically settled American Style Call option transaction relating to the Relevant Asset in respect of the W&C Securities on standard market terms (the "**Call Option**") with a counterparty with a creditworthiness of at least equal to that of the Issuer (or if the W&C Securities are guaranteed by a Guarantor, the Guarantor) ~~pursuant to a 1992 ISDA Master Agreement (Multicurrency Cross Border) (the "ISDA Form") but without any Schedule thereto except for the election of English law as the governing law, USD as the Termination Currency and "Loss" for the purposes of Section 6(e) of the ISDA Form, incorporating the definitions and provisions contained in the 2006 ISDA Fund Derivative Definitions, as published by the International Swaps and Derivatives Association, Inc.~~ and having the following terms:

- (i) ~~a fund interest~~ the relevant fund share, exchange traded fund share, exchange traded note, unit of an exchange traded commodity or other interest in an exchange traded product, as the case may be, the same as the Relevant Asset;
- (ii) an expiration date the same as the Expiration Date in respect of the W&C Securities;
- (iii) an exercise period the same as the Exercise Period in respect of the W&C Securities;
and
- (iv) an option entitlement per option equal to one Relevant Asset;
- (c) a new definition of "**Greatest Underlying Reference Value (Basket)**" is inserted in Payout Condition 2.7(b) immediately above the definition of "**Greatest Worst Value**":

""**Greatest Underlying Reference Value (Basket)**" means, in respect of an Underlying Reference in the Basket and a SPS Valuation Period, the highest Underlying Reference Value for such Underlying Reference for all the SPS Valuation Dates in such SPS Valuation Period.";

- (d) the word "and" is deleted at the end of the definition of "Greatest Rainbow Value" in Payout Condition 2.7(b);
- (e) the "." is deleted at the end of the definition of "Greatest Worst Value" in Payout Condition 2.7(b) and is replaced by "; and"; and
- (f) a new definition of "**Worst Greatest Value**" is inserted in Payout Condition 2.7(b) immediately below the definition of "**Greatest Worst Value**":

""**Worst Greatest Value**" means, in respect of a SPS Valuation Period, the lowest Greatest Underlying Reference Value (Basket) for any Underlying Reference in the Basket in respect of such SPS Valuation Period.".

**AMENDMENTS TO THE INDEX OF DEFINED TERMS IN RESPECT OF THE W&C
SECURITIES**

The Index of Defined Terms in respect of the W&C Securities on pages 1055 to 1124 of the Base Prospectus is amended by the insertion of the following new definitions in alphabetical order:

""Greatest Underlying Reference Value (Basket)"" is as defined in Payout Condition 2.7(b)."

""Worst Greatest Value"" is as defined in Payout Condition 2.7(b)."

AMENDMENTS TO THE INDEX OF DEFINED TERMS IN RESPECT OF NOTES

The Index of Defined Terms in respect of Notes on pages 1125 to 1177 of the Base Prospectus is amended by the insertion of the following new definition in alphabetical order:

""Greatest Underlying Reference Value (Basket)"" is as defined in Payout Condition 2.7(b)."

""Worst Greatest Value"" is as defined in Payout Condition 2.7(b)."

AMENDMENTS TO THE DESCRIPTION OF BNPP INDICES

The section "Description of BNPP Indices" on pages 1179 to 1219 of the Base Prospectus is amended to add five new indices in three index families in order that Securities linked to such new indices may be issued in the future. The section is amended as follows:

- (a) The following rows are added to the table beginning on page 1180 of the Base Prospectus under paragraph 1 (*GURU Indices*):

Index Name	Currency	Long or Long/Short	Cash Kind	Universe	Min Exposure	Max Exposure	Volatility Target	Bloomberg Code	Calculation Agent
BNP Paribas GURU L/S Market Neutral volcap 7 ER Index	EUR	Long/Short	ER	Europe + US	0%	100%	7%	BNPILSNE	BNP Paribas

- (b) The following rows are added to the table beginning on page 1184 of the Base Prospectus under paragraph 2 (*Thematic Mutual Fund Indices*):

Index Name	Currency	Cash Kind	Thematic	Min Exposure	Max Exposure	Volatility Target	Bloomberg Code
BNP Paribas Ms – MultiStrat Fund Stars Index (EUR)	EUR	ER	Mutual Fund	0%	150%	4%	BNPIMSFT
Newcits Absolute Return Fund Index	SEK	ER	Mutual Funds	0%	150%	4%	ENHAALFA

- (c) The following rows are added to the table beginning on page 1201 of the Base Prospectus under paragraph 6 (*Millenium Indices*):

Name	Currency	Cash Kind	Min Exposure	Max Exposure	Target Volatility	Bloomberg Code
BNP Paribas Multi-Asset Diversified vol 4 EUR Global Index	EUR	ER	0%	150%	4%	BNPIMD4A
BNP Paribas Multi-Asset Diversified vol 8 EUR Global Index	EUR	ER	0%	300%	8%	BNPIMD8A

AMENDMENT TO THE DESCRIPTION OF BNPP B.V.

In relation to the amendments to paragraph 1(b) and paragraph 5.1 in the "Description of BNPP B.V." section of the Base Prospectus set out in this section, (i) text which, by virtue of this Sixth Supplement, is added to paragraph 1(b) and paragraph 5.1 in the "Description of BNPP B.V." section of the Base Prospectus is shown underlined and (ii) text which, by virtue of this Sixth Supplement, is deleted from paragraph 1(b) and paragraph 5.1 in the "Description of BNPP B.V." section of the Base Prospectus is shown with a line through the middle of the relevant deleted text.

The Description of BNPP B.V. on pages 1256 to 1259 is amended as follows:

- (a) Paragraph 1(b) is amended as follows:

BNPP B.V. is a limited liability company under Dutch law ("~~besloten~~ vennootschap met beperkte aansprakelijkheid"), having its registered office at Herengracht ~~59537~~, 1017 ~~BV-CE~~ Amsterdam, The Netherlands. BNPP B.V. is incorporated in The Netherlands and registered with the Commercial Register in The Netherlands under number 33215278 (telephone number: + 31 20 5215 645).

- (b) Paragraph 5.1 (*Management Board*) is amended as follows:

The management of BNPP B.V. is composed of a Management Board with one or several members appointed by the general meeting of shareholders.

On ~~22 February 2004~~ 31 January 2016, BNP Paribas has appointed as sole member of the Management Board BNP Paribas ~~Trust Bank BN~~.V., a company established and existing under the laws of ~~t~~The Netherlands, with its registered office at Herengracht ~~537595~~, 1017 ~~BV-CE~~ Amsterdam, the Netherlands. ~~Messrs. Selles and Sijssing, Mrs. Verstraeten, Mr. Herskovic and Mr. Sibille~~ as Directors of BNP Paribas ~~Trust Bank BN~~.V. have the power to take all necessary measures in relation to the issue of securities of BNPP B.V.

- (c) The table in paragraph 9.1 (*Names, Business Address, Functions and Principal Outside Activities*) is deleted in its entirety and replaced with the following:

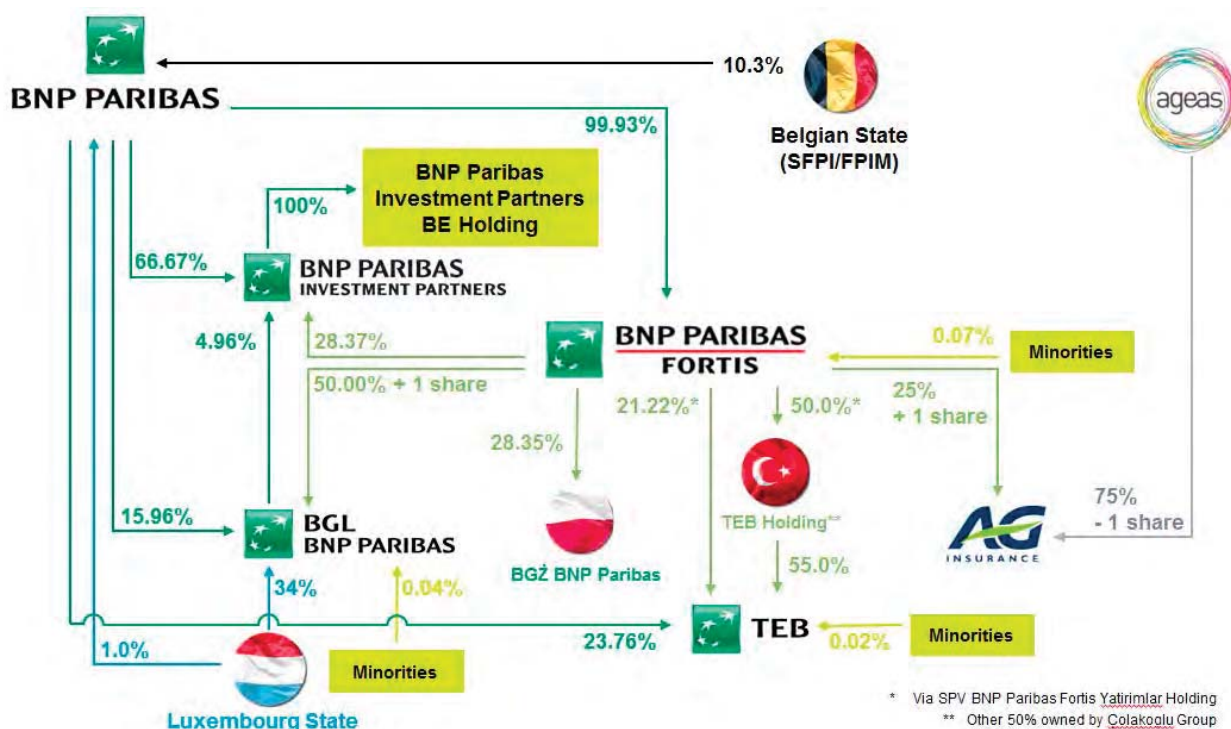
Name	Function	Principal Outside Activities
BNP Paribas Bank N.V.	Managing Director	The facilitation of primary and secondary debt transactions and trading on behalf of the BNP Paribas Group

AMENDMENTS TO THE DESCRIPTION OF BNPPF

In relation to the amendments to the "Description of BNPP B.V." section of the Base Prospectus set out in this section, (i) text which, by virtue of this Sixth Supplement, is added to the "Description of BNPP B.V." section of the Base Prospectus is shown underlined and (ii) text which, by virtue of this Sixth Supplement, is deleted from the "Description of BNPP B.V." section of the Base Prospectus is shown with a line through the middle of the relevant deleted text.

The Description of BNPPF on pages 1267 to 1281 of the Base Prospectus is amended as follows:

(a) The chart under sub-heading "3. Organisational structure" is deleted and replaced with the following:



(b) The first and second paragraphs under sub-heading "3. Organisational Structure" are amended as follows:

BNP Paribas SA has a stake of 99.93% in BNPPF. The remaining shares (0.07%) are held by the public. The SFPI/FPIM has a stake of 10.3% in BNP Paribas SA's capital, subsequent to its 2009 transfer of a 74.93% stake in BNPPF in return for BNP Paribas SA shares. BNPPF holds stakes in a range of subsidiaries (subsidiaries are those companies whose financial and operating policies BNPPF, directly or indirectly, has the power to govern so as to obtain benefits from its activities), the most important of which are:

- 50% + 1 share stake in BGL BNP Paribas SA
- ~~85.00% stake in BNP Paribas Bank Polska SA~~
- Direct ~~18.21, 22.26~~ stake in Turk Ekonomi Bankası A.S. (TEB) and a 50% share of TEB Mali Yatirimlar A.S., a joint venture with the Colacoglu Group, which holds 55% of TEB's share capital.

BNPPF holds minority interest in, among others, AG Insurance (25% + 1 share), Bank BGŻ (28.35%) and BNP Paribas Investment Partners (28.37%).

- (c) The paragraphs under the sub-heading "8. Trend information" are deleted in their entirety and replaced with the following:

"Macroeconomic environment.

Market and macroeconomic conditions affect BNPPF's results. The nature of BNPPF's business makes it particularly sensitive to market and macroeconomic conditions in Europe, which have been difficult and volatile in recent years.

In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.

While the exposure of the BNP Paribas Group in emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group (including BNPP) and potentially alter its results.

In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first move by the Federal Reserve in December 2015), as well as bouts of high financial volatility linked to the growth prospects of emerging countries, have contributed to the stiffening of external financial conditions, a decrease in capital flows, further currency depreciations in numerous emerging countries and an increase in risks for banks, possibly leading to the downgrading of sovereign ratings.

Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit offering, and chaotic de-leveraging) that would affect all banking institutions.

The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.

Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.

Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.

Laws and Regulations Applicable to Financial Institutions.

Laws and regulations applicable to financial institutions that have an impact on BNPPF have significantly evolved in the wake of the global financial crisis. The measures that have been proposed and/or adopted in recent years include more stringent capital and liquidity requirements (particularly for large global banking groups such as the BNP Paribas Group), taxes on financial transactions, restrictions and taxes on employee compensation, limits on the types of activities that commercial banks can undertake and ring-fencing or even

prohibition of certain activities considered as speculative within separate subsidiaries, restrictions on certain types of financial products, increased internal control and reporting requirements, more stringent conduct of business rules, mandatory clearing and reporting of derivative transactions, requirements to mitigate risks in relation to over-the-counter derivative transactions and the creation of new and strengthened regulatory bodies.

The measures that were recently adopted, or in some cases proposed and still under discussion, that have or are likely to affect BNPPF, include in particular the EU Directive and Regulation on prudential requirements "CRD IV" dated 26 June 2013 and many of whose provisions have been applicable since 1 January 2014; the proposals of technical regulatory and execution rules relating to the Directive and Regulation CRD IV published by the EBA; the Belgian Banking Law dated 25 April 2014 replacing the previous law of 1993 and introducing important changes; the Belgian Royal Decree dated 22 February 2015 determining the entry into force of the Belgian Banking Law provisions relating to resolution (including the establishment of a Belgian Resolution Authority) and creating two preferential rights on the bank's movables; the Belgian Royal Decree dated 18 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions and the Royal Decree of 26 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions relating to the resolution and recovery of group failures; the public consultation for the reform of the structure of the EU banking sector of 2013 and the European Commission's proposed regulation on structural measures designed to improve the strength of EU credit institutions of 29 January 2014; the proposal for a regulation on indices used as benchmarks in financial instruments and financial contracts; the European Single Supervisory Mechanism; the European Single Resolution Mechanism dated 15 July 2014 and the European Directive on Bank Recovery and Resolution dated 15 May 2014; the European Directive on Revised Deposit Guarantee Schemes dated 16 April 2014; the final rule for the regulation of foreign banks imposing certain liquidity, capital and other prudential requirements adopted by the U.S. Federal Reserve; the proposal of the U.S. Federal Reserve relating to liquidity ratios of large banks; and the "Volcker" Rule imposing certain restrictions on investments in or sponsorship of hedge funds and private equity funds and proprietary trading activities (of U.S. banks and to some extent non-U.S. banks) that was recently adopted by the U.S. regulatory authorities. More generally, regulators and legislators in any country may, at any time, implement new or different measures that could have a significant impact on the financial system in general or BNPPF in particular."

AMENDMENTS TO THE TAXATION SECTION

In relation to the amendments in the first paragraph and the paragraphs under the sub-heading "Belgian Taxation" of the "Taxation" section set out in this section, text which, by virtue of this Sixth Supplement, is added in the first paragraph and the paragraphs under the sub-heading "Belgian Taxation" of the "Taxation" section is shown underlined.

1. The paragraph on page 1296 in the section "Taxation" on pages 1296 to 1369 of the Base Prospectus is amended as follows:

The statements herein regarding taxation are based on the laws in force in the European Union, Austria, Belgium, Czech Republic, Denmark, Finland, France, Germany, Greece, Hungary, Ireland, Italy, the Grand Duchy of Luxembourg, The Netherlands, Norway, Poland, Portugal, Spain, Sweden, the United Kingdom and the United States, as applicable, as of the date of this Base Prospectus and are subject to any changes in law. The following summary does not purport to be a comprehensive description of all the tax considerations which may be relevant to a decision to purchase, own or dispose of the Securities. Each prospective holder or beneficial owner of Securities should consult its tax adviser as to each of the EU Directive on the Taxation of Savings Income, the Danish, the Dutch, the Finnish, the French, the Luxembourg, the Hungarian, the Irish, the Belgian, the Spanish, the Czech, the UK, the Italian, the German, the Greek, the Swedish, the Portuguese, the Austrian, the Polish, the Norwegian and the U.S. federal income tax consequences, as applicable, of any investment in or ownership and disposition of the Securities.

2. The section "Taxation" on pages 1296 to 1369 of the Base Prospectus is also amended by the insertion of the following new sub-section, immediately following the sub-section on page 1341 entitled "Netherlands Taxation":

"NORWEGIAN TAXATION

Taxation in Norway

The following is a summary of certain Norwegian tax considerations with respect to the holding of Notes, Certificates and/or Warrants obtained by an investor in Norway.

The summary is based on applicable Norwegian laws, rules and regulations as they exist as at 29 February 2016. Such laws, rules and regulations may be subject to changes after this date, possibly on a retroactive basis for the same tax year. The summary is of a general nature and does not purport to be a comprehensive description of all tax considerations that may be relevant to investors and does not address foreign tax laws.

This summary does not describe the tax consequences for a Holder of Notes, Certificates and/or Warrants that are redeemable in exchange for, or convertible into shares, of the exercise, settlement or redemption of such Notes, Certificates and/or Warrants and/or any tax consequences after the moment of exercise, settlement or redemption.

Each prospective Holder of Notes, Certificates and/or Warrants should consult a professional adviser with respect to the tax consequences of an investment in the Notes, Certificates and/or Warrants, taking into account the influence of each regional, local or national law.

Exchange of information between countries

Norway has adopted the EU-Savings Tax Directive, and has entered into many bilateral agreements with countries regarding exchange of tax information. This implies that tax information might be exchanged from one country to the country in which the Holder of Notes, Certificates and/or Warrants is resident, without this Holder's knowledge.

Interest received in foreign currency

For Norwegian tax purposes, if interest received is in a foreign currency, it is converted into Norwegian kroner on the date of payment. Interest accrued but not received during the year is converted into Norwegian kroner using the exchange rate at the income year end.

Taxation of interest on Notes

Norwegian residents

Both corporate and individual Holders of Notes deemed as debt for Norwegian tax purposes who are tax residents of Norway, are subject to Norwegian tax on interest. Interest is taxed as ordinary income at a flat tax rate of 25%. Interest on such notes should be declared in the tax return of the Holder.

At present there is no withholding tax on interest in respect of Notes.

Non-Norwegian residents

Payments of interest to any non-resident Holder of Notes are not subject to taxation in Norway, unless the Holder is subject to full tax liability in Norway or carry on business in Norway through a permanent establishment.

Taxation of gains and losses on disposal of Notes

Norwegian residents

Whether gain is taxable or loss deductible for ordinary debt instruments depends on whether the debt instrument has particular and close connection to the business or not. If the debt instrument has particular and close connection to the business, capital gains and losses are taxable as capital income at a flat tax rate of 25%.

Capital gains and losses on disposal of Notes deemed as multiple debt instruments (Norwegian: "mengdegjeldsbrev") to corporate or individual Holders who are tax residents of Norway, are taxable as ordinary income at a flat tax rate of 25%.

For debt instruments other than multiple debt instruments owned by corporate and individual Holders and where such debt instrument does not have particular and close connection to the business of the Holder, there is no tax liability for gains and losses are not deductible.

Non-Norwegian residents

Gains and losses to any non-resident Holder of Notes are not subject to taxation in Norway, unless the Holder is subject to full tax liability in Norway or carries on business in Norway through a permanent establishment.

Taxation of gains and losses on disposal of Certificates and/or Warrants

Certificates and/or Warrants can either be taxed separately as a financial instrument or integrated with the taxation of the underlying asset. A specific assessment must be made of whether the Certificates and/or Warrants should be taxed separately or integrated with the taxation of the underlying asset.

If taxation takes place as taxation of the underlying asset, the nature of the taxation will depend on the type of asset in question. If the underlying asset is an equity instrument, the taxation of the gain on the realization/deduction of loss depends on whether the Holder is an individual or a corporate.

For Norwegian individual Holders of shares any dividends and gains are taxable and loss deductible to the extent that it exceeds unused statutory-free allowance and increased by a factor of 1.15 in the year of the

disposal and then taxed as ordinary income at a flat tax rate of 25%. This gives an effective tax rate of the gain/loss of 28.75%.

Individual Holders of shares may be entitled to deduct a calculated allowance when calculating their taxable dividend income. The allowance is calculated on a share-by-share basis, and the allowance for each share is equal to the cost price of the share, multiplied by a risk-free interest rate based on the effective rate after tax of interest on treasury bills (*Statskasseveksler*) with three months maturity. If there is unused allowance at the time for the disposal, this shall reduce the tax on gain.

Norwegian corporate Holders of shares covered by the exemption method are exempted from taxation on capital gains, and losses are not deductible. Under the participation exemption, 3% of any dividends will generally be taxable at a rate of 25%, i.e., the dividends received will be subject to an effective tax of 0.75%.

If the underlying instrument is a debt instrument, see description above regarding taxation of Notes.

If the Certificates and/or Warrants are taxed separately as financial instruments, see below.

Norwegian residents

Gains on the realization of Certificates and/or Warrants deemed as financial instruments that are taxed separately, is taxable and loss deductible at a flat tax rate of 25%. This applies to both individual and corporate Holders of Certificates and/or Warrants.

Corporate Holders covered by the exemption method are exempted from taxation on capital gains and losses are not deductible. Tax liability is triggered by the sale, redemption or termination of the Certificates and/or Warrants.

Non-Norwegian residents

Any non-Norwegian resident Holder of Certificates and/or Warrants deemed as financial instruments that are taxed separately, with gain on the realization of the Certificates and/or Warrants, are not subject to taxation in Norway, unless the Holder is subject to full tax liability in Norway or carries on business in Norway through a permanent establishment.

Expenses related to the Notes, Certificates and/or Warrants

Taxpayers that have had costs with sufficiently close connection to the taxable income from the Notes, Certificates and/or Warrants, may claim a deduction for such costs unless the costs also have a private connection. The costs must be proportionate to the size of the portfolio, the level of activity etc.

Costs in connection with acquisition/realization of the Notes, Certificates and/or Warrants

Costs in connection with the acquisition of the Notes, Certificates and/or Warrants shall be capitalized as part of the input value.

Costs in connection with realization of the Notes, Certificates and/or Warrants shall be deducted from any gain/loss calculation in the year of realization.

Net wealth tax

Norwegian limited liability companies and certain similar entities are exempt from Norwegian net wealth tax.

Individual Holders of Notes, Certificates and/or Warrants who are tax residents of Norway are liable to Norwegian net wealth tax. The market value of the Notes, Certificates and/or Warrants will form part of the basis for the calculation of net wealth tax.

The current marginal net wealth tax rate is 0.85% of taxable values.

Non-Norwegian residents

Non-Norwegian corporate Holders of Notes, Certificates and/or Warrants are exempt from Norwegian net wealth tax.

Non-Norwegian individual Holders of Notes, Certificates and/or Warrants are not liable to pay net wealth tax in Norway on the value of the Notes, Certificates and/or Warrants unless these are effectively connected with a business that the individual Holder of Exchange Notes carries out in Norway.

Inheritance tax

Norway does not impose inheritance or gift tax. However, the heir acquires the donor's tax input value of the Notes, Certificates and/or Warrants based on principles of continuity. Thus, the heir will be taxable for any increase in value in the donor's ownership, at the time of the heir's realization. However, the principles of continuity only apply if the donor was taxable in Norway. If the recipient receives Notes, Certificates and/or Warrants as inheritance or gift from a foreign donor and the assets are included in the Norwegian tax jurisdiction, the recipient will be able to revalue the gift to market value at the time for the gift.

VAT and transfer taxes

No VAT, stamp or similar duties are currently imposed in Norway on the transfer or issuance Notes, Certificates and/or Warrants."

3. The Paragraphs under the sub-heading "Belgian Taxation" on pages 1303 to 1307 of the "Taxation" section of the Base Prospectus are amended as follows:

(a) The second and third paragraphs under sub-paragraph 1.1(i) (*Belgian resident individual investors*) are amended as follows:

Payments of interest on the Structured Securities made through a paying agent in Belgium will in principle be subject to a ~~25-27~~ per cent. withholding tax in Belgium (calculated on the interest received after deduction of any non-Belgian withholding taxes). The Belgian withholding tax constitutes the final income tax for Belgian resident individuals. This means that they do not have to declare the interest obtained on the Structured Securities in their personal income tax return, provided Belgian withholding tax was levied on these interest payments.

Nevertheless, Belgian resident individuals may elect to declare interest on the Structured Securities in their personal income tax return. Also, if the interest is paid outside Belgium without the intervention of a Belgian paying agent, the interest received (after deduction of any non-Belgian withholding tax) must be declared in the personal income tax return. Interest income which is declared this way will in principle be taxed at a flat rate of ~~25-27~~ per cent. (or at the relevant progressive personal income tax rate(s), taking into account the taxpayer's other declared income, whichever is more beneficial) and no local surcharges will be due. The Belgian withholding tax levied may be credited against the income tax liability.

(b) The second and third paragraphs under sub-paragraph 1.1(iii) (*Other Belgian legal entities*) are amended as follows:

Payments of interest on the Structured Securities made through a paying agent in Belgium will in principle be subject to a ~~25-27~~ per cent. withholding tax in Belgium and no further tax on legal entities will be due on the interest.

However, if the interest is paid outside Belgium without the intervention of a Belgian paying agent and without the deduction of Belgian withholding tax, the legal entity itself is responsible for the deduction and payment of the ~~25-27~~ per cent. withholding tax.

- (c) The third and fourth paragraphs under sub-paragraph 2(i) (*Belgian resident individual investors*) are amended as follows:

Payments of interest on the Notes made through a paying agent in Belgium will in principle be subject to a ~~25-27~~ per cent. withholding tax in Belgium (calculated on the interest received after deduction of any non-Belgian withholding taxes). The Belgian withholding tax constitutes the final income tax for Belgian resident individuals. This means that they do not have to declare the interest obtained on the Notes in their personal income tax return, provided Belgian withholding tax was levied on these interest payments.

However, if the interest is paid outside Belgium without the intervention of a Belgian paying agent, the interest received (after deduction of any non-Belgian withholding tax) must be declared in the personal income tax return and will be taxed at a flat rate of ~~25-27~~ per cent.

- (d) The second and third paragraphs under sub-paragraph 2(iii) (*Other Belgian legal entities*) are amended as follows:

Payments of interest on the Notes made through a paying agent in Belgium will in principle be subject to a ~~25-27~~ per cent. withholding tax in Belgium and no further tax on legal entities will be due on the interest.

However, if the interest is paid outside Belgium without the intervention of a Belgian paying agent and without the deduction of Belgian withholding tax, the legal entity itself is responsible for the declaration and payment of the ~~25-27~~ per cent. withholding tax.

AMENDMENTS TO THE OFFERING AND SALE SECTION

In relation to the amendments to the sub-section "European Economic Area" in the "Offering and Sale" section set out in this section, text which, by virtue of this Sixth Supplement, is added to the sub-section "European Economic Area" in the "Offering and Sale" section is shown underlined.

The section "Offering and Sale" on pages 1383 to 1398 of the Base Prospectus is amended as follows:

- (a) The first paragraph under the sub-section "European Economic Area" on pages 1385 is amended as follows:

Please note that in relation to EEA States, additional selling restrictions may apply in respect of any specific EEA State, including those set out below in relation to Austria, Belgium, the Czech Republic, Denmark, France, Germany, Hungary, Ireland, Italy, Luxembourg, Norway, The Netherlands, Poland, Portugal, Spain, Sweden and the United Kingdom.

- (b) The section "Offering and Sale" on pages 1383 to 1398 of the Base Prospectus is also amended by the insertion of the following new sub-section, immediately following the sub-section on page 1395 entitled "Netherlands":

"Norway

The Securities have not been offered or sold and may not be offered, sold or delivered directly or indirectly in Norway, unless in compliance with Chapter 7 of the Norwegian Securities Trading Act ("**Securities Trading Act**"), Chapter 7 of Regulation no. 876 of 29 June 2007 to the Securities Trading Act, and with respect to structured products, circular no 15 of 2006 issued by the Financial Supervisory Authority of Norway, all as amended from time to time."

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The section "General Information" on pages 1399 to 1408 of the Base Prospectus is amended by the insertion of a new sub-section immediately beneath the table under the sub-heading "18. Capitalization of BNPP and the BNP Paribas Group" as follows:

"19. Declaration concerning the unaudited results of BNP Paribas for the periods ending 31 December 2015

The statutory auditors have audited the financial statements of BNP Paribas for the years ended 31 December 2013 and 31 December 2014. They have also reviewed the condensed interim consolidated financial statements of BNP Paribas as of and for the six month period ended 30 June 2015. The French statutory auditors carry out their engagements in accordance with professional standards applicable in France.

In relation to the press release published by BNP Paribas on 5 February 2016 on its 2015 annual results and fourth quarter 2015 results, in application of the paragraph 8.2 of the ANNEX XI to the COMMISSION REGULATION (EC) N° 809/2004, BNPP has made the following statements:

- (a) BNP Paribas approves this information;
- (b) the statutory auditors have agreed that this information is substantially consistent with the final figures to be published in the next annual audited financial statements;
- (c) this financial information has not been audited."

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

1. Le "Résumé du Programme" figurant aux pages 1409 à 1468 du Prospectus de Base est modifié comme suit:
- (a) Dans l'Elément B.2, le premier paragraphe en relation avec BNPP B.V. est supprimé dans son intégralité et remplacé comme suit :
- "BNPP B.V. a été constitué aux Pays-Bas sous la forme d'une société non cotée en bourse à responsabilité limitée de droit néerlandais, et son siège social est situé Herengracht 595, 1017 CE Amsterdam, Pays-Bas ;" ;
- (b) Dans l'Elément B.4b, les paragraphes sous le titre "*Concernant BNPP* ." et au-dessus du titre "*Concernant BP2F* ." sont supprimés dans leur intégralité et remplacés comme suit :

B.4b	Informations sur les tendances	<p><i>Concernant BNPP :</i></p> <p>Conditions macroéconomiques</p> <p>L'environnement macroéconomique et de marché affecte les résultats de BNPP. Compte tenu de la nature de son activité, BNPP est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.</p> <p>En 2015, l'activité économique mondiale est restée languissante. Dans les pays émergents, la croissance a ralenti tandis que la reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : le ralentissement progressif de l'activité économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un durcissement progressif de la politique monétaire aux Etats-Unis dans le contexte d'une reprise résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016¹ tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents. La normalisation des conditions monétaires et financières serait profitable sur le plan macro-financier et réduirait sensiblement les risques baissiers.</p> <p>Dans ce contexte, on peut souligner les deux risques suivants :</p> <p><i>Instabilité financière liée à la vulnérabilité des pays émergents</i></p> <p>Bien que l'exposition du Groupe BNP Paribas dans les pays émergents soit limitée, la vulnérabilité de ces économies peut conduire à des perturbations du système financier mondial qui toucheraient le Groupe BNP Paribas et pourraient affecter ses résultats.</p> <p>On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés.</p>
-------------	--------------------------------	---

¹ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

		<p>Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux Etats-Unis (première action réalisée par la Réserve Fédérale en décembre 2015) ainsi que des accès de volatilité financière liés aux perspectives de croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à une baisse des flux de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques, le tout pouvant conduire à des dégradations de notations souveraines.</p> <p>Dans un contexte de possible normalisation des primes de risque, il existe un risque de perturbations sur les marchés mondiaux (hausse des primes de risque, érosion de la confiance, déclin de la croissance, report ou ralentissement de la normalisation des politiques monétaires, baisse de la liquidité des marchés, problème de valorisation des actifs, baisse de l'offre de crédit et désendettement désordonné) qui affecteraient l'ensemble des établissements bancaires.</p> <p><i>Risques systémiques liés à la conjoncture et à la liquidité de marché</i></p> <p>La prolongation d'une situation de taux exceptionnellement bas peut favoriser une prise de risque excessive chez certains acteurs du système financier : augmentation des maturités des financements et des actifs détenus, politique d'octroi de crédit moins sévère, progression des financements à effet de levier.</p> <p>Certains de ces acteurs (assureurs, fonds de pension, asset managers, etc) ont une dimension de plus en plus systémique et en cas de turbulences de marché (par exemple liées à une hausse brutale des taux et/ou un réajustement marqué des prix), ces acteurs pourraient être amenés à dénouer de larges positions dans un contexte où la liquidité de marché se révélerait relativement fragile.</p> <p>De telles tensions sur la liquidité pourraient être exacerbées par l'augmentation récente du volume des actifs sous gestion confiés à des structures investissant dans des actifs peu liquides.</p> <p><i>Législation et réglementations applicables aux institutions financières</i></p> <p>Les évolutions récentes et à venir des législations et réglementations applicables aux institutions financières peuvent avoir un impact significatif sur BNPP. Les mesures adoptées récemment ou qui sont (ou dont les mesures d'application sont) encore en projet, qui ont, ou sont susceptibles d'avoir un impact sur BNPP, comprennent notamment :</p> <ul style="list-style-type: none"> - les réformes dites structurelles comprenant la loi bancaire française du 26 juillet 2013, imposant aux banques une filialisation ou séparation des opérations dites « spéculatives » qu'elles effectuent pour compte propre de leurs activités traditionnelles de banque de détail, la « règle Volcker » aux États-Unis qui restreint la possibilité des entités bancaires américaines et étrangères de conduire des opérations pour compte propre ou de sponsoriser ou d'investir dans les fonds de capital investissement (« <i>private equity</i> ») et les hedge funds, ainsi que les évolutions possibles attendues en Europe ; - les réglementations sur les fonds propres : CRD IV/CRR, le standard international commun de capacité d'absorption des pertes (« total-loss absorbing capacity » ou « TLAC »), et la désignation de BNPP en tant qu'institution financière
--	--	---

		<p>d'importance systémique par le Conseil de stabilité financière ;</p> <ul style="list-style-type: none"> - le Mécanisme européen de Surveillance Unique ainsi que l'ordonnance du 6 novembre 2014 ; - la Directive du 16 avril 2014 relative aux systèmes de garantie des dépôts et ses actes délégués et actes d'exécution, la Directive du 15 mai 2014 établissant un cadre pour le Redressement et la Résolution des Banques, le Mécanisme de Résolution Unique instituant le Conseil de Résolution Unique et le Fonds de Résolution Unique ; - le Règlement final de la Réserve Fédérale des États-Unis imposant des règles prudentielles accrues pour les opérations américaines des banques étrangères de taille importante, notamment l'obligation de créer une société holding intermédiaire distincte située aux États-Unis (capitalisée et soumise à régulation) afin de détenir les filiales américaines de ces banques ; - Les nouvelles règles pour la régulation des activités de dérivés négociés de gré à gré au titre du Titre VII du <i>Dodd-Frank Wall Street Reform and Consumer Protection Act</i>, notamment les exigences de marge pour les produits dérivés non compensés et pour les produits dérivés sur titres conclus par les banques actives sur les marchés de dérivés (« <i>swap dealers</i> »), les principaux intervenants non bancaires sur les marchés de dérivés (« <i>major swap participants</i> »), les banques actives sur les marchés de dérivés sur titres (« <i>security-based swap dealers</i> ») et les principaux intervenants non-bancaires sur les marchés de dérivés sur titres (« <i>major security-based swap participants</i> »), ainsi que les règles de la <i>U.S. Securities and Exchange Commission</i> imposant l'enregistrement des banques actives sur les marchés de dérivés sur titres et des principaux intervenants non-bancaires sur les marchés de dérivés sur titres ainsi que les obligations de transparence et de reporting des transactions de dérivés sur titres ; - la nouvelle directive et le règlement Marché d'instruments financiers (MiFID et MiFIR), ainsi que les réglementations européennes sur la compensation de certains produits dérivés négociés de gré-à-gré par des contreparties centrales et la déclaration des opérations de financement sur titres auprès de référentiels centraux. <p>Cyber-risque</p> <p>Au cours des années passées, les institutions du secteur financier ont été touchées par nombre de cyber incidents, notamment par des altérations à grande échelle de données compromettant la qualité de l'information financière. Ce risque perdure aujourd'hui et BNPP, tout comme d'autres établissements bancaires s'est mise en ordre de marche afin de mettre en place des dispositifs permettant de faire face à des cyber attaques propres à détruire ou à endommager des données et des systèmes critiques et à gêner la bonne conduite des opérations. Par ailleurs, les autorités réglementaires et de supervision prennent des initiatives visant à promouvoir l'échange d'informations en matière de cyber sécurité et de cyber criminalité, à améliorer la sécurité des infrastructures technologiques et à mettre en place des plans efficaces de rétablissement</p>
--	--	---

		consécutifs à un cyber incident.
--	--	----------------------------------

- (c) Dans l'Elément B.4b, les paragraphes sous le titre "*Concernant BP2F* :" et immédiatement au-dessus du titre "*Concernant BGL* :" sont supprimés dans leur intégralité et remplacés comme suit :

"Conditions Macroéconomiques

L'environnement macroéconomique et de marché affecte les résultats de BP2F. Compte tenu de la nature de son activité, BP2F est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.

En 2015, l'activité économique mondiale est restée languissante. Dans les pays émergents, la croissance a ralenti tandis que la reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : le ralentissement progressif de l'activité économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un durcissement progressif de la politique monétaire aux Etats-Unis dans le contexte d'une reprise résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016² tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents. La normalisation des conditions monétaires et financières serait profitable sur le plan macro-financier et réduirait sensiblement les risques baissiers.

BP2F est dépendante de BNPPF. BP2F est détenue à 99,995% par BNPPF et est spécifiquement impliquée dans l'émission de titres tels que les Obligations, Warrants ou Certificats ou les autres titres de créances qui sont développés, mis en place et vendus auprès des investisseurs via des intermédiaires, y compris BNPPF. BP2F conclut des opérations de couverture avec BNPPF et avec d'autres entités du Groupe BNP Paribas. Dès lors, les Informations sur les Tendances relatives à BNPPF doivent également s'appliquer à BP2F. BP2F peut également conclure des opérations de couverture avec un tiers n'appartenant pas au Groupe BNP Paribas." ;

- (d) L'Elément B.9 est supprimé dans son intégralité et remplacé comme suit :

B.9	Prévision ou estimation du bénéfice	Le Groupe BNP Paribas a réalisé un résultat net (part du Groupe) de 6.694 millions d'euros en 2015.
------------	-------------------------------------	---

- (e) Dans l'Elément B.12, le tableau situé sous le titre "**En relation avec BNPP** :" et immédiatement au-dessus du titre "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – En millions d'EUR**" (qui a été ajouté au Prospectus de Base en vertu du Premier Supplément) est supprimé et remplacé comme suit :

Données Financières Annuelles Comparées - En millions d'EUR		
	31/12/2015 (non audités)	31/12/2014*
Produit Net Bancaire	42.938	39.168
Coût du Risque	(3.797)	(3.705)

² Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

Résultat Net, part du Groupe	6.694	157
	31/12/2015	31/12/2014*
Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD4)	10,9%	10,3%
	31/12/2015 (non audités)	31/12/2014*
Total du bilan consolidé	1.994.193	2.077.758
Total des prêts et créances sur la clientèle consolidé	682.497	657.403
Total des dettes envers la clientèle consolidé	700.309	641.549
Capitaux Propres (part du Groupe)	96.269	89.458
* Données retraitées par application de l'interprétation IFRIC 21.		

- (f) L'Elément B.13 est supprimé dans son intégralité et remplacé comme suit :

B.13	Evénements impactant la solvabilité de l'Emetteur	Sans objet, au 10 septembre 2015 (dans le cas de BNPP B.V. et BP2F), 8 octobre 2015 (dans le cas de BGL) et au 29 février 2016 (dans le cas de BNPP) 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 30 juin 2015.
-------------	---	--

- (g) Dans l'Elément B.17, le deuxième paragraphe est supprimé dans son intégralité et remplacé comme suit :

"Les notations de crédit à long terme de BNPP sont : A+ avec une surveillance (*CreditWatch*) négative (Standard & Poor's Credit Market Services France SAS), A1 avec une perspective stable (Moody's Investors Service Ltd.), A+ avec une perspective stable (Fitch France S.A.S.) et AA (low) avec une perspective stable (DBRS Limited) et les notations de crédit à court terme de BNPP sont : A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's Investors Service Ltd.), F1 (Fitch France S.A.S.) et R-1 (middle) (DBRS Limited)."

- (h) L'Elément B.19/B.4b est supprimé dans son intégralité et remplacé comme suit :

B.19/ B.4b	Informations sur les tendances	Conditions Macroéconomiques. L'environnement macroéconomique et de marché affecte les résultats de résultats de BNPPF. Compte tenu de la nature de son activité, BNPPF est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.
-----------------------	--------------------------------	---

	<p>En 2015, l'activité économique mondiale est restée languissante. Dans les pays émergents, la croissance a ralenti tandis que la reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : le ralentissement progressif de l'activité économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un durcissement progressif de la politique monétaire aux Etats-Unis dans le contexte d'une reprise résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016³ tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents. La normalisation des conditions monétaires et financières serait profitable sur le plan macro-financier et réduirait sensiblement les risques baissiers.</p> <p>Bien que l'exposition du Groupe BNP Paribas dans les pays émergents soit limitée, la vulnérabilité de ces économies peut conduire à des perturbations du système financier mondial qui toucheraient le Groupe BNP Paribas et pourraient affecter ses résultats.</p> <p>On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux Etats-Unis (première action réalisée par la Réserve Fédérale en décembre 2015) ainsi que des accès de volatilité financière liés aux perspectives de croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à une baisse des flux de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques, le tout pouvant conduire à des dégradations de notations souveraines.</p> <p>Dans un contexte de possible normalisation des primes de risque, il existe un risque de perturbations sur les marchés mondiaux (hausse des primes de risque, érosion de la confiance, déclin de la croissance, report ou ralentissement de la normalisation des politiques monétaires, baisse de la liquidité des marchés, problème de valorisation des actifs, baisse de l'offre de crédit et désendettement désordonné) qui affecteraient l'ensemble des établissements bancaires.</p> <p>Risques systémiques liés à la conjoncture et à la liquidité de marché</p> <p>La prolongation d'une situation de taux exceptionnellement bas peut favoriser une prise de risque excessive chez certains acteurs du système financier : augmentation des maturités des financements et des actifs détenus, politique d'octroi de crédit moins sévère, progression des financements à effet de levier.</p> <p>Certains de ces acteurs (assureurs, fonds de pension, asset managers, etc) ont une dimension de plus en plus systémique et en cas de turbulences de marché (par exemple liées à une hausse brutale des</p>
--	--

³ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

	<p>taux et/ou un réajustement marqué des prix), ces acteurs pourraient être amenés à dénouer de larges positions dans un contexte où la liquidité de marché se révélerait relativement fragile.</p> <p>De telles tensions sur la liquidité pourraient être exacerbées par l'augmentation récente du volume des actifs sous gestion confiés à des structures investissant dans des actifs peu liquides.</p> <p><i>Législation et Réglementations Applicables aux Institutions Financières.</i></p> <p>La législation et les réglementations applicables aux institutions financières qui ont un impact sur BNPPF connaissent une évolution significative dans le sillage de la crise financière globale. Les mesures qui ont été proposées et/ou adoptées au cours des dernières années comprennent des exigences plus strictes en matière de capital et de liquidité (notamment pour les grands groupes bancaires tels que le Groupe BNP Paribas), des taxes sur les transactions financières, des restrictions et des taxes sur la rémunération des salariés, des limitations des activités que les banques commerciales peuvent exercer et la séparation au sein de filiales dédiées, voire l'interdiction, de certaines activités considérées comme spéculatives, des restrictions sur certains types de produits financiers, des exigences accrues en matière de contrôle interne et de transparence, des règles de conduite des affaires plus strictes, la compensation et un <i>reporting</i> obligatoires des opérations sur instruments dérivés, des obligations de limiter les risques relatifs aux dérivés OTC et la création de nouvelles autorités réglementaires ou le renforcement des autorités réglementaires existantes.</p> <p>Les mesures adoptées récemment ou encore en projet, qui ont, ou sont susceptibles d'avoir un impact sur BNPPF, comprennent notamment la Directive et le Règlement sur les fonds propres réglementaires dits « CRD 4 », du 26 juin 2013 et dont un nombre important de dispositions sont applicables depuis le 1er janvier 2014, les projets de normes techniques de réglementation et d'exécution relatives à la Directive et au Règlement CRD 4 élaborées par l'EBA, la Loi Bancaire belge du 25 avril 2014 remplaçant la loi précédente de 1993 et introduisant d'importants changements : l'Arrêté Royal belge du 22 février 2015, fixant la date d'entrée en vigueur des dispositions de la Loi Bancaire belge relative à la résolution (y compris la mise en place du Collège de Résolution Belge) et créant deux droits préférentiels sur les actifs mobiliers de la banque ; l'Arrêté Royal belge du 18 décembre 2015 modifiant la loi du 25 avril 2014 relative au statut et au contrôle des établissements de crédit et l'Arrêté Royal belge du 26 décembre 2015 modifiant la loi relative au statut et au contrôle des établissements de crédit concernant le redressement et la résolution des défaillances de groupes ; la consultation sur la réforme structurelle du secteur bancaire de l'Union Européenne de 2013 et la proposition de la Commission Européenne de réforme structurelle du secteur bancaire européen du 29 janvier 2014 ; la proposition de Règlement concernant les indices utilisés comme indices de référence dans le cadre d'instruments et de contrats financiers ; le Mécanisme de Supervision Unique européen ;</p>
--	--

		le Mécanisme de Résolution Unique européen daté du 15 juillet 2014 et la Directive européenne sur le Redressement et la Résolution des Banques en date du 15 mai 2014 ; la Directive Européenne relative aux systèmes de garantie des dépôts (refonte) en date du 16 avril 2014 ; le règlement final concernant les banques étrangères relatif à certaines exigences en matière de liquidités, fonds propres et autres éléments prudentiels adopté par la Réserve Fédérale des États-Unis, la proposition de la Réserve Fédérale concernant les ratios de liquidité des banques de taille importante ainsi que la Règle « Volcker » sur l'encadrement des investissements dans les <i>hedge funds</i> et les fonds de capital investissement, ou de leur <i>sponsorship</i> , ainsi que des opérations de négociation pour comptes propres, récemment adoptée par les autorités de régulation américaines. Au-delà de ces mesures, l'investisseur doit être conscient qu'à tout moment les autorités réglementaires, prudentielles ou politiques de tout pays sont susceptibles de prendre de nouvelles décisions impactant les banques ou le système financier dans son ensemble et dont l'effet sur BNPPF peut être significatif.
--	--	---

- (i) L'Elément B.19/B.9 est supprimé dans son intégralité et remplacé comme suit :

B.19/B.9	Prévision ou estimation bénéficiaire	Le Groupe BNP Paribas a réalisé un résultat net (part du Groupe) de 6.694 millions d'euros en 2015.
-----------------	--------------------------------------	---

- (j) Dans l'Elément C.5, le paragraphe est supprimé dans son intégralité et remplacé comme suit :

"Les Titres seront librement négociables, sous réserve des restrictions d'offre et de vente en vigueur aux États-Unis, dans l'Espace Economique Européen, en Autriche, en Belgique, en République Tchèque, au Danemark, en Finlande, en France, en Allemagne, en Hongrie, en Irlande, en Italie, au Luxembourg, en Norvège, au Portugal, en Espagne, en Suède, au Royaume-Uni, au Japon et en Australie, et conformément à la Directive Prospectus et aux lois de toute juridiction dans laquelle les Titres concernés sont offerts ou vendus." ;

- (k) Dans l'Elément D.2, les paragraphes relatifs à BNPP sont supprimés et remplacés comme suit :

D.2	Principaux risques propres aux Emetteurs et aux Garants	<p>Emetteurs</p> <p>BNPP</p> <p>Il existe certains facteurs pouvant affecter la capacité de l'Emetteur à remplir ses engagements en vertu des Titres émis dans le cadre du Programme et, s'il y a lieu, celle du Garant à remplir ses obligations en vertu de la Garantie.</p> <p>Onze principaux risques sont inhérents aux activités de BNPP :</p> <p>(a) Risque de crédit ;</p> <p>(b) Risque de contrepartie ;</p> <p>(c) Titrisation ;</p>
------------	---	---

		<p>(d) Risque de marché ;</p> <p>(e) Risque opérationnel ;</p> <p>(f) Risque de non-conformité et de réputation ;</p> <p>(g) Risque de concentration ;</p> <p>(h) Risque de taux du portefeuille bancaire ;</p> <p>(i) Risques stratégique et risque lié à l'activité ;</p> <p>(j) Risque de liquidité ; et</p> <p>(k) Risque de souscription d'assurance.</p> <p>Des conditions macroéconomiques et de marché difficiles ont eu et pourraient continuer à avoir un effet défavorable significatif sur les conditions dans lesquelles évoluent les établissements financiers et en conséquence sur la situation financière, les résultats opérationnels et le coût du risque de la Banque.</p> <p>Du fait du périmètre géographique de ses activités, la Banque pourrait être vulnérable aux contextes ou circonstances politiques, macroéconomiques ou financiers d'une région ou d'un pays.</p> <p>L'accès de la Banque au financement et les coûts de ce financement pourraient être affectés de manière défavorable en cas de résurgence des crises financières, de détérioration des conditions économiques, de dégradation de notation, d'accroissement des spreads de crédit des États ou d'autres facteurs.</p> <p>Toute variation significative des taux d'intérêt est susceptible de peser sur les revenus ou sur la rentabilité de la Banque.</p> <p>Un environnement prolongé de taux d'intérêt bas comporte des risques systémiques inhérents.</p> <p>La solidité financière et le comportement des autres institutions financières et acteurs du marché pourraient avoir un effet défavorable sur la Banque.</p> <p>Les fluctuations de marché et la volatilité exposent la Banque au risque de pertes substantielles dans le cadre de ses activités de marché et d'investissement.</p> <p>Les revenus tirés des activités de courtage et des activités générant des commissions sont potentiellement vulnérables à une baisse des marchés.</p> <p>Une baisse prolongée des marchés peut réduire la liquidité et rendre plus difficile la cession d'actifs. Une telle situation peut engendrer des pertes significatives.</p>
--	--	---

		<p>Des mesures législatives et réglementaires prises en réponse à la crise financière mondiale pourraient affecter de manière substantielle la Banque ainsi que l'environnement financier et économique dans lequel elle opère.</p> <p>La Banque est soumise à une réglementation importante et fluctuante dans les juridictions où elle exerce ses activités.</p> <p>En cas de non-conformité avec les lois et règlements applicables, la Banque pourrait être exposée à des amendes significatives et d'autres sanctions administratives et pénales, et pourrait subir des pertes à la suite d'un contentieux privé, en lien ou non avec ces sanctions.</p> <p>Risques liés à la mise en œuvre des plans stratégiques de la Banque.</p> <p>La Banque pourrait connaître des difficultés relatives à l'intégration des sociétés acquises et pourrait ne pas réaliser les bénéfices attendus de ses acquisitions.</p> <p>Une intensification de la concurrence, par des acteurs bancaires et non bancaires, pourrait peser sur ses revenus et sa rentabilité.</p> <p>Toute augmentation substantielle des provisions ou tout engagement insuffisamment provisionné pourrait peser sur les résultats et sur la situation financière de la Banque.</p> <p>Les politiques, procédures et méthodes de gestion du risque mises en œuvre par la Banque pourraient l'exposer à des risques non identifiés ou imprévus, susceptibles d'occasionner des pertes significatives.</p> <p>Les stratégies de couverture mises en place par la Banque n'écartent pas tout risque de perte.</p> <p>Des ajustements apportés à la valeur comptable des portefeuilles de titres et d'instruments dérivés de la Banque ainsi que de la dette de la Banque pourraient avoir un effet sur son résultat net et sur ses capitaux propres.</p> <p>Le changement attendu des principes comptables relatifs aux instruments financiers pourrait avoir un impact sur le bilan de la Banque ainsi que sur les ratios réglementaires de fonds propres et entraîner des coûts supplémentaires.</p> <p>Tout préjudice porté à la réputation de la Banque pourrait nuire à sa compétitivité.</p> <p>Toute interruption ou défaillance des systèmes informatiques de la Banque, pourrait provoquer des pertes significatives d'informations relatives aux clients, nuire à la réputation de la Banque et provoquer des pertes financières.</p>
--	--	---

		Des événements externes imprévus pourraient provoquer une interruption des activités de la Banque et entraîner des pertes substantielles ainsi que des coûts supplémentaires.
--	--	---

(l) Dans l'Élément D.2, les paragraphes relatifs à BNPPF sont supprimés et remplacés comme suit :

		<p>BNPPF</p> <p>Ce qui suit est un résumé de certaines considérations d'investissement liées aux activités de BNPPF :</p> <ul style="list-style-type: none"> (a) Des conditions de marché et macro-économiques difficiles, y compris, sans caractère limitatif, les inquiétudes concernant la capacité de certains pays de la Zone Euro à refinancer leur dette, pourraient dans le futur avoir un effet défavorable significatif sur les conditions dans lesquelles évoluent les établissements financiers et sur la situation financière, les résultats et le coût du risque de BNPPF. (b) Des mesures législatives et réglementaires prises en réponse à la crise financière mondiale pourraient affecter sensiblement BNPPF ainsi que l'environnement financier et économique dans lequel elle opère. (c) L'accès au financement de BNPPF et les conditions de ce financement pourraient être affectés de manière significative en cas d'aggravation de la crise de la dette souveraine de la zone euro, de détérioration des conditions économiques, de dégradation de notations de crédit, d'accroissement des <i>spreads</i> de crédit ou d'autres facteurs. (d) Un environnement prolongé de taux d'intérêt bas comporte des risques systémiques inhérents. (e) La solidité financière et le comportement des autres institutions financières et acteurs du marché pourraient avoir un effet défavorable sur BNPPF. (f) Les fluctuations des marchés et la volatilité exposent BNPPF à des pertes substantielles sur ses activités de <i>trading</i> et d'investissement pour compte propre. (g) Toute augmentation substantielle des nouvelles provisions ou l'insuffisance des niveaux de provisions déjà constituées pourrait affecter de manière défavorable les résultats et la situation financière de BNPPF. (h) Les revenus tirés par BNPPF des activités de courtage et des activités générant des commissions et autres rémunérations sont potentiellement vulnérables à une baisse des marchés. (i) Les stratégies de couverture mises en place par BNPPF
--	--	--

		<p>n'écarter pas tout risque de perte.</p> <p>(j) Toute variation significative des taux d'intérêt est susceptible de peser sur les revenus ou la rentabilité de BNPPF.</p> <p>(k) Une baisse prolongée des marchés peut réduire la liquidité et rendre plus difficile la cession d'actifs. Une telle situation pourrait engendrer des pertes significatives.</p> <p>(l) BNPPF est soumise à une réglementation importante et fluctuante dans les pays ou régions où elle exerce ses activités.</p> <p>(m) Les politiques, procédures et méthodes de gestion du risque de BNPPF peuvent exposer l'entreprise à des risques non identifiés imprévus ou incorrectement quantifiés, susceptibles de se traduire par des pertes substantielles.</p> <p>(n) Bien que chaque métier de BNPPF assure la gestion de ses risques opérationnels, ces risques restent une part inhérente à tous les métiers de BNPPF.</p> <p>(o) BNPPF est fortement exposé au risque de contrepartie et exposé à des risques systémiques.</p> <p>(p) Tout préjudice porté à la réputation de BNPPF pourrait nuire à sa compétitivité.</p> <p>(q) Toute interruption ou défaillance des systèmes informatiques de BNPPF, pourrait provoquer des pertes significatives d'informations relatives aux clients, nuire à la réputation de BNPPF et provoquer des pertes financières.</p> <p>(r) Des litiges ou autres procédures ou actions judiciaires pourraient avoir un impact négatif sur les activités, la situation financière et les résultats d'exploitation de BNPPF.</p> <p>(s) La comptabilisation à la juste valeur et l'utilisation d'estimations sont des facteurs d'incertitude.</p> <p>(t) Toute détérioration de la notation de crédit de BNP Paribas ou de la qualité de sa dette serait de nature à affecter BNPPF de manière défavorable.</p> <p>(u) Des événements externes imprévus peuvent provoquer une interruption des activités de BNPPF et entraîner des pertes substantielles ainsi que des coûts supplémentaires.</p> <p>(v) BNPPF pourrait subir des amendes importantes et d'autres pénalités administratives ou criminelles pour non-respect des lois et réglementations applicables, et pourrait aussi subir des pertes liées (ou non) à des contentieux avec des personnes privées.</p> <p>(w) Une intensification de la concurrence dans l'industrie des</p>
--	--	---

		<p>services financiers pourrait affecter de manière défavorable les revenus et la rentabilité de BNPPF.</p> <p>(x) Des ajustements apportés à la valeur comptable des portefeuilles de titres et d'instruments dérivés de BNPPF ainsi que de la dette de BNPPF pourraient avoir un effet sur son résultat net et sur ses capitaux propres.</p> <p>(y) Le changement attendu des principes comptables relatifs aux instruments financiers pourrait avoir un impact sur le bilan de BNPPF ainsi que sur les ratios réglementaires de fonds propres et entraîner des coûts supplémentaires.</p> <p>(z) Risques liés à la mise en œuvre des plans stratégiques du Groupe BNPP.</p>
--	--	--

(m) Dans l'Élément E.3, le premier paragraphe est modifié comme suit :

"Les titres émis en vertu du Programme peuvent être offerts au public dans le cadre d'une Offre Non-exemptée en Autriche, en Belgique, au Danemark, en Finlande, en France, en Allemagne, en Grèce, en Hongrie, en Irlande, en Italie, au Luxembourg, en Norvège, au Portugal, en Espagne, en Suède, en République Tchèque et au Royaume-Uni."

2. Le "Modèle de Résumé du Programme Spécifique à l'Émission en relation avec le Prospectus de Base" figurant aux pages 1469 à 1535 du Prospectus de Base est modifié comme suit:

(a) Dans l'Élément B.2, le paragraphe sous le titre "[A indiquer si BNPP B.V. est l'Emetteur :]" est supprimé dans son intégralité et remplacé comme suit :

"L'Emetteur a été constitué aux Pays-Bas sous la forme d'une société non cotée en bourse à responsabilité limitée de droit néerlandais, et son siège social est situé Herengracht 595, 1017 CE Amsterdam, Pays-Bas.]" ;

(b) Dans l'Élément B.4b, les paragraphes sous le titre "[A indiquer si BNPP est l'Emetteur :]" et au-dessus du titre "[A indiquer si BP2F est l'Emetteur :]" sont supprimés et remplacés comme suit :

B.4b	Informations sur les tendances	<p>Conditions macroéconomiques</p> <p>L'environnement macroéconomique et de marché affecte les résultats de BNPP. Compte tenu de la nature de son activité, BNPP est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.</p> <p>En 2015, l'activité économique mondiale est restée languissante. Dans les pays émergents, la croissance a ralenti tandis que la reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : le ralentissement progressif de l'activité économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un durcissement progressif de la politique monétaire aux Etats-Unis dans le contexte d'une reprise résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016¹ tablent sur une</p>
-------------	--------------------------------	--

¹ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

	<p>reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents. La normalisation des conditions monétaires et financières serait profitable sur le plan macro-financier et réduirait sensiblement les risques baissiers.</p> <p>Dans ce contexte, on peut souligner les deux risques suivants :</p> <p><i>Instabilité financière liée à la vulnérabilité des pays émergents</i></p> <p>Bien que l'exposition du Groupe BNP Paribas dans les pays émergents soit limitée, la vulnérabilité de ces économies peut conduire à des perturbations du système financier mondial qui toucheraient le Groupe BNP Paribas et pourraient affecter ses résultats.</p> <p>On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux Etats-Unis (première action réalisée par la Réserve Fédérale en décembre 2015) ainsi que des accès de volatilité financière liés aux perspectives de croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à une baisse des flux de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques, le tout pouvant conduire à des dégradations de notations souveraines.</p> <p>Dans un contexte de possible normalisation des primes de risque, il existe un risque de perturbations sur les marchés mondiaux (hausse des primes de risque, érosion de la confiance, déclin de la croissance, report ou ralentissement de la normalisation des politiques monétaires, baisse de la liquidité des marchés, problème de valorisation des actifs, baisse de l'offre de crédit et désendettement désordonné) qui affecteraient l'ensemble des établissements bancaires.</p> <p><i>Risques systémiques liés à la conjoncture et à la liquidité de marché</i></p> <p>La prolongation d'une situation de taux exceptionnellement bas peut favoriser une prise de risque excessive chez certains acteurs du système financier : augmentation des maturités des financements et des actifs détenus, politique d'octroi de crédit moins sévère, progression des financements à effet de levier.</p> <p>Certains de ces acteurs (assureurs, fonds de pension, asset managers, etc) ont une dimension de plus en plus systémique et en cas de turbulences de marché (par exemple liées à une hausse brutale des taux et/ou un réajustement marqué des prix), ces acteurs pourraient être amenés à dénouer de larges positions dans un contexte où la liquidité de marché se révélerait relativement fragile.</p> <p>De telles tensions sur la liquidité pourraient être exacerbées par l'augmentation récente du volume des actifs sous gestion confiés à des structures investissant dans des actifs peu liquides.</p> <p><i>Législation et réglementations applicables aux institutions financières</i></p> <p>Les évolutions récentes et à venir des législations et réglementations applicables aux institutions financières peuvent avoir un impact significatif sur BNPP. Les mesures adoptées récemment ou qui sont (ou</p>
--	--

		<p>dont les mesures d'application sont) encore en projet, qui ont, ou sont susceptibles d'avoir un impact sur BNPP, comprennent notamment :</p> <ul style="list-style-type: none"> - les réformes dites structurelles comprenant la loi bancaire française du 26 juillet 2013, imposant aux banques une filialisation ou séparation des opérations dites « spéculatives » qu'elles effectuent pour compte propre de leurs activités traditionnelles de banque de détail, la « règle Volcker » aux États-Unis qui restreint la possibilité des entités bancaires américaines et étrangères de conduire des opérations pour compte propre ou de sponsoriser ou d'investir dans les fonds de capital investissement (« <i>private equity</i> ») et les <i>hedge funds</i>, ainsi que les évolutions possibles attendues en Europe ; - les réglementations sur les fonds propres : CRD IV/CRR, le standard international commun de capacité d'absorption des pertes (« <i>total-loss absorbing capacity</i> » ou « TLAC »), et la désignation de BNPP en tant qu'institution financière d'importance systémique par le Conseil de stabilité financière ; - le Mécanisme européen de Surveillance Unique ainsi que l'ordonnance du 6 novembre 2014 ; - la Directive du 16 avril 2014 relative aux systèmes de garantie des dépôts et ses actes délégués et actes d'exécution, la Directive du 15 mai 2014 établissant un cadre pour le Redressement et la Résolution des Banques, le Mécanisme de Résolution Unique instituant le Conseil de Résolution Unique et le Fonds de Résolution Unique ; - le Règlement final de la Réserve Fédérale des États-Unis imposant des règles prudentielles accrues pour les opérations américaines des banques étrangères de taille importante, notamment l'obligation de créer une société holding intermédiaire distincte située aux États-Unis (capitalisée et soumise à régulation) afin de détenir les filiales américaines de ces banques ; - Les nouvelles règles pour la régulation des activités de dérivés négociés de gré à gré au titre du Titre VII du <i>Dodd-Frank Wall Street Reform and Consumer Protection Act</i>, notamment les exigences de marge pour les produits dérivés non compensés et pour les produits dérivés sur titres conclus par les banques actives sur les marchés de dérivés (« <i>swap dealers</i> »), les principaux intervenants non bancaires sur les marchés de dérivés (« <i>major swap participants</i> »), les banques actives sur les marchés de dérivés sur titres (« <i>security-based swap dealers</i> ») et les principaux intervenants non-bancaires sur les marchés de dérivés sur titres (« <i>major security-based swap participants</i> »), ainsi que les règles de la <i>U.S. Securities and Exchange Commission</i> imposant l'enregistrement des banques actives sur les marchés de dérivés sur titres et des principaux intervenants non-bancaires sur les marchés de dérivés sur titres ainsi que les obligations de transparence et de reporting des transactions de dérivés sur titres ; - la nouvelle directive et le règlement Marché d'instruments financiers (MiFID et MiFIR), ainsi que les réglementations européennes sur la compensation de certains produits dérivés
--	--	---

		<p> négociés de gré-à-gré par des contreparties centrales et la déclaration des opérations de financement sur titres auprès de référentiels centraux.</p> <p>Cyber-risque Au cours des années passées, les institutions du secteur financier ont été touchées par nombre de cyber incidents, notamment par des altérations à grande échelle de données compromettant la qualité de l'information financière. Ce risque perdure aujourd'hui et BNPP, tout comme d'autres établissements bancaires s'est mise en ordre de marche afin de mettre en place des dispositifs permettant de faire face à des cyber attaques propres à détruire ou à endommager des données et des systèmes critiques et à gêner la bonne conduite des opérations. Par ailleurs, les autorités réglementaires et de supervision prennent des initiatives visant à promouvoir l'échange d'informations en matière de cyber sécurité et de cyber criminalité, à améliorer la sécurité des infrastructures technologiques et à mettre en place des plans efficaces de rétablissement consécutifs à un cyber incident.]</p>
--	--	---

- (c) Dans l'Elément B.4b, les paragraphes sous le titre "[A indiquer si BP2F est l'Emetteur :]" et immédiatement au-dessus du titre "[A indiquer si BGL est l'Emetteur :]" sont supprimés dans leur intégralité et remplacés comme suit :

"Conditions Macroéconomiques

L'environnement macroéconomique et de marché affecte les résultats de BP2F. Compte tenu de la nature de son activité, BP2F est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.

En 2015, l'activité économique mondiale est restée languissante. Dans les pays émergents, la croissance a ralenti tandis que la reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : le ralentissement progressif de l'activité économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un durcissement progressif de la politique monétaire aux Etats-Unis dans le contexte d'une reprise résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016² tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents. La normalisation des conditions monétaires et financières serait profitable sur le plan macro-financier et réduirait sensiblement les risques baissiers.

BP2F est dépendante de BNPPF. BP2F est détenue à 99,995% par BNPPF et est spécifiquement impliquée dans l'émission de titres tels que les Obligations, Warrants ou Certificats ou les autres titres de créances qui sont développés, mis en place et vendus auprès des investisseurs via des intermédiaires, y compris BNPPF. BP2F conclut des opérations de couverture avec BNPPF et avec d'autres entités du Groupe BNP Paribas. Dès lors, les Informations sur les Tendances relatives à BNPPF doivent également s'appliquer à BP2F. BP2F peut également conclure des opérations de couverture avec un tiers n'appartenant pas au Groupe BNP Paribas." ;

- (d) L'Elément B.9 est supprimé dans son intégralité et remplacé comme suit :

B.9	Prévision ou estimation du	Le Groupe BNP Paribas a réalisé un résultat net (part du Groupe) de 6.694 millions d'euros en 2015.
------------	----------------------------	---

² Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

	bénéfice	
--	----------	--

- (e) Dans l'Elément B.12, le tableau en relation avec BNPP sous le titre "[A insérer si BNPP est l'Emetteur :]" et au-dessus du titre nommé "**Données Financières IntermédiaIRES Comparées – En millions d'EUR**" (qui a été ajouté au Prospectus de Base en vertu du Premier Supplément) est supprimé et remplacé comme suit :

Données Financières Annuelles Comparées – En millions d'EUR		
	31/12/2015 (non audités)	31/12/2014*
Produit Net Bancaire	42.938	39.168
Coût du Risque	(3.797)	(3.705)
Résultat Net, part du Groupe	6.694	157
	31/12/2015	31/12/2014*
Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD 4)	10,9%	10,3%
	31/12/2015 (non audités)	31/12/2014*
Total du bilan consolidé	1.994.193	2.077.758
Total des prêts et créances sur la clientèle consolidé	682.497	657.403
Total des dettes envers la clientèle consolidé	700.309	641.549
Capitaux Propres (part du Groupe)	96.269	89.458
* Données retraitées par application de l'interprétation IFRIC 21.		

- (f) L'Elément B.13 est supprimé dans son intégralité et remplacé comme suit :

B.13	Evénements impactant la solvabilité de l'Emetteur	[Sans objet, au [à insérer dans le cas de BNPP B.V. ou BP2F : 10 septembre 2015]/ [à insérer dans le cas de BGL : 8 octobre 2015]/ [à insérer dans le cas de BNPP : 29 février 2016] 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 30 juin 2015.] [préciser tous événements récents présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur.]
-------------	---	--

- (g) Dans l'Elément B.17, le deuxième paragraphe est supprimé et remplacé comme suit :

"[A indiquer si BNPP est l'Emetteur: Les notations de crédit à long terme de BNPP sont : [A+ sous surveillance (CreditWatch) négative (Standard & Poor's Credit Market Services France SAS)], [A1 avec une perspective stable (Moody's Investors Service Ltd.)], [A+ avec une perspective stable

(Fitch France S.A.S.) et [AA (low) avec une perspective stable (DBRS Limited)] et les notations de crédit à court terme de BNPP sont [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's Investors Service Ltd.)], [F1 (Fitch France S.A.S.)] et [R-1 (middle) (DBRS Limited)]." ;

- (h) Dans l'Élément B.19/B.4b, les paragraphes sous le titre "[A indiquer si BNPP est le Garant :]" et au-dessus du titre "[A indiquer si BNPPF est le Garant :]" sont supprimés dans leur intégralité et remplacé comme suit :

"Conditions macroéconomiques

L'environnement macroéconomique et de marché affecte les résultats de BNPP. Compte tenu de la nature de son activité, BNPP est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.

En 2015, l'activité économique mondiale est restée languissante. Dans les pays émergents, la croissance a ralenti tandis que la reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : le ralentissement progressif de l'activité économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un durcissement progressif de la politique monétaire aux Etats-Unis dans le contexte d'une reprise résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016³ tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents. La normalisation des conditions monétaires et financières serait profitable sur le plan macro-financier et réduirait sensiblement les risques baissiers.

Dans ce contexte, on peut souligner les deux risques suivants :

Instabilité financière liée à la vulnérabilité des pays émergents

Bien que l'exposition du Groupe BNP Paribas dans les pays émergents soit limitée, la vulnérabilité de ces économies peut conduire à des perturbations du système financier mondial qui toucheraient le Groupe BNP Paribas et pourraient affecter ses résultats.

On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux Etats-Unis (première action réalisée par la Réserve Fédérale en décembre 2015) ainsi que des accès de volatilité financière liés aux perspectives de croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à une baisse des flux de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques, le tout pouvant conduire à des dégradations de notations souveraines.

Dans un contexte de possible normalisation des primes de risque, il existe un risque de perturbations sur les marchés mondiaux (hausse des primes de risque, érosion de la confiance, déclin de la croissance, report ou ralentissement de la normalisation des politiques monétaires, baisse de la liquidité des marchés, problème de valorisation des actifs, baisse de l'offre de crédit et désendettement désordonné) qui affecteraient l'ensemble des établissements bancaires.

Risques systémiques liés à la conjoncture et à la liquidité de marché

La prolongation d'une situation de taux exceptionnellement bas peut favoriser une prise de risque excessive chez certains acteurs du système financier : augmentation des maturités des financements et des actifs détenus, politique d'octroi de crédit moins sévère, progression des financements à effet de levier.

³ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

Certains de ces acteurs (assureurs, fonds de pension, asset managers, etc) ont une dimension de plus en plus systémique et en cas de turbulences de marché (par exemple liées à une hausse brutale des taux et/ou un réajustement marqué des prix), ces acteurs pourraient être amenés à dénouer de larges positions dans un contexte où la liquidité de marché se révélerait relativement fragile.

De telles tensions sur la liquidité pourraient être exacerbées par l'augmentation récente du volume des actifs sous gestion confiés à des structures investissant dans des actifs peu liquides.

Législation et réglementations applicables aux institutions financières

Les évolutions récentes et à venir des législations et réglementations applicables aux institutions financières peuvent avoir un impact significatif sur BNPP. Les mesures adoptées récemment ou qui sont (ou dont les mesures d'application sont) encore en projet, qui ont, ou sont susceptibles d'avoir un impact sur BNPP, comprennent notamment :

- les réformes dites structurelles comprenant la loi bancaire française du 26 juillet 2013, imposant aux banques une filialisation ou séparation des opérations dites « spéculatives » qu'elles effectuent pour compte propre de leurs activités traditionnelles de banque de détail, la « règle Volcker » aux États-Unis qui restreint la possibilité des entités bancaires américaines et étrangères de conduire des opérations pour compte propre ou de sponsoriser ou d'investir dans les fonds de capital investissement (« *private equity* ») et les *hedge funds*, ainsi que les évolutions possibles attendues en Europe ;
- les réglementations sur les fonds propres : CRD IV/CRR, le standard international commun de capacité d'absorption des pertes (« *total-loss absorbing capacity* » ou « TLAC »), et la désignation de BNPP en tant qu'institution financière d'importance systémique par le Conseil de stabilité financière ;
- le Mécanisme européen de Surveillance Unique ainsi que l'ordonnance du 6 novembre 2014 ;
- la Directive du 16 avril 2014 relative aux systèmes de garantie des dépôts et ses actes délégués et actes d'exécution, la Directive du 15 mai 2014 établissant un cadre pour le Redressement et la Résolution des Banques, le Mécanisme de Résolution Unique instituant le Conseil de Résolution Unique et le Fonds de Résolution Unique ;
- le Règlement final de la Réserve Fédérale des États-Unis imposant des règles prudentielles accrues pour les opérations américaines des banques étrangères de taille importante, notamment l'obligation de créer une société holding intermédiaire distincte située aux États-Unis (capitalisée et soumise à régulation) afin de détenir les filiales américaines de ces banques ;
- Les nouvelles règles pour la régulation des activités de dérivés négociés de gré à gré au titre du Titre VII du *Dodd-Frank Wall Street Reform and Consumer Protection Act*, notamment les exigences de marge pour les produits dérivés non compensés et pour les produits dérivés sur titres conclus par les banques actives sur les marchés de dérivés (« *swap dealers* »), les principaux intervenants non bancaires sur les marchés de dérivés (« *major swap participants* »), les banques actives sur les marchés de dérivés sur titres (« *security-based swap dealers* ») et les principaux intervenants non-bancaires sur les marchés de dérivés sur titres (« *major security-based swap participants* »), ainsi que les règles de la *U.S. Securities and Exchange Commission* imposant l'enregistrement des banques actives sur les marchés de dérivés sur titres et des principaux intervenants non-bancaires sur les marchés de dérivés sur titres ainsi que les obligations de transparence et de reporting des transactions de dérivés sur titres ;
- la nouvelle directive et le règlement Marché d'instruments financiers (MiFID et MiFIR), ainsi que les réglementations européennes sur la compensation de certains produits dérivés négociés de gré-à-gré par des contreparties centrales et la déclaration des opérations de financement sur titres auprès de référentiels centraux.

Cyber-risque

Au cours des années passées, les institutions du secteur financier ont été touchées par nombre de cyber incidents, notamment par des altérations à grande échelle de données compromettant la qualité

de l'information financière. Ce risque perdure aujourd'hui et BNPP, tout comme d'autres établissements bancaires s'est mise en ordre de marche afin de mettre en place des dispositifs permettant de faire face à des cyber attaques propres à détruire ou à endommager des données et des systèmes critiques et à gêner la bonne conduite des opérations. Par ailleurs, les autorités réglementaires et de supervision prennent des initiatives visant à promouvoir l'échange d'informations en matière de cyber sécurité et de cyber criminalité, à améliorer la sécurité des infrastructures technologiques et à mettre en place des plans efficaces de rétablissement consécutifs à un cyber incident.]"

- (i) Dans l'Élément B.19/B.4b, les paragraphes sous le titre "[A indiquer si BNPPF est le Garant :]" sont supprimés dans leur intégralité et remplacé comme suit :

"Conditions Macroéconomiques.

L'environnement macroéconomique et de marché affecte les résultats de BNPPF. Compte tenu de la nature de son activité, BNPPF est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.

En 2015, l'activité économique mondiale est restée languissante. Dans les pays émergents, la croissance a ralenti tandis que la reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : le ralentissement progressif de l'activité économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un durcissement progressif de la politique monétaire aux Etats-Unis dans le contexte d'une reprise résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016⁴ tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents. La normalisation des conditions monétaires et financières serait profitable sur le plan macro-financier et réduirait sensiblement les risques baissiers.

Bien que l'exposition du Groupe BNP Paribas dans les pays émergents soit limitée, la vulnérabilité de ces économies peut conduire à des perturbations du système financier mondial qui toucheraient le Groupe BNP Paribas et pourraient affecter ses résultats.

On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux Etats-Unis (première action réalisée par la Réserve Fédérale en décembre 2015) ainsi que des accès de volatilité financière liés aux perspectives de croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à une baisse des flux de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques, le tout pouvant conduire à des dégradations de notations souveraines.

Dans un contexte de possible normalisation des primes de risque, il existe un risque de perturbations sur les marchés mondiaux (hausse des primes de risque, érosion de la confiance, déclin de la croissance, report ou ralentissement de la normalisation des politiques monétaires, baisse de la liquidité des marchés, problème de valorisation des actifs, baisse de l'offre de crédit et désendettement désordonné) qui affecteraient l'ensemble des établissements bancaires.

La prolongation d'une situation de taux exceptionnellement bas peut favoriser une prise de risque excessive chez certains acteurs du système financier : augmentation des maturités des financements et des actifs détenus, politique d'octroi de crédit moins sévère, progression des financements à effet de levier.

⁴ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

Certains de ces acteurs (assureurs, fonds de pension, asset managers, etc) ont une dimension de plus en plus systémique et en cas de turbulences de marché (par exemple liées à une hausse brutale des taux et/ou un réajustement marqué des prix), ces acteurs pourraient être amenés à dénouer de larges positions dans un contexte où la liquidité de marché se révélerait relativement fragile.

De telles tensions sur la liquidité pourraient être exacerbées par l'augmentation récente du volume des actifs sous gestion confiés à des structures investissant dans des actifs peu liquides.

Législation et Réglementations Applicables aux Institutions Financières.

La législation et les réglementations applicables aux institutions financières qui ont un impact sur BNPPF connaissent une évolution significative dans le sillage de la crise financière globale. Les mesures qui ont été proposées et/ou adoptées au cours des dernières années comprennent des exigences plus strictes en matière de capital et de liquidité (notamment pour les grands groupes bancaires tels que le Groupe BNP Paribas), des taxes sur les transactions financières, des restrictions et des taxes sur la rémunération des salariés, des limitations des activités que les banques commerciales peuvent exercer et la séparation au sein de filiales dédiées, voire l'interdiction, de certaines activités considérées comme spéculatives, des restrictions sur certains types de produits financiers, des exigences accrues en matière de contrôle interne et de transparence, des règles de conduite des affaires plus strictes, la compensation et un *reporting* obligatoires des opérations sur instruments dérivés, des obligations de limiter les risques relatifs aux dérivés OTC et la création de nouvelles autorités réglementaires ou le renforcement des autorités règlementaires existantes.

Les mesures adoptées récemment ou encore en projet, qui ont, ou sont susceptibles d'avoir un impact sur BNPPF, comprennent notamment la Directive et le Règlement sur les fonds propres réglementaires dits « CRD 4 », du 26 juin 2013 et dont un nombre important de dispositions sont applicables depuis le 1er janvier 2014, les projets de normes techniques de réglementation et d'exécution relatives à la Directive et au Règlement CRD 4 élaborées par l'EBA, la Loi Bancaire belge du 25 avril 2014 remplaçant la loi précédente de 1993 et introduisant d'importants changements : l'Arrêté Royal belge du 22 février 2015, fixant la date d'entrée en vigueur des dispositions de la Loi Bancaire belge relative à la résolution (y compris la mise en place du Collège de Résolution Belge) et créant deux droits préférentiels sur les actifs mobiliers de la banque ; l'Arrêté Royal belge du 18 décembre 2015 modifiant la loi du 25 avril 2014 relative au statut et au contrôle des établissements de crédit et l'Arrêté Royal belge du 26 décembre 2015 modifiant la loi relative au statut et au contrôle des établissements de crédit concernant le redressement et la résolution des défaillances de groupes ; la consultation sur la réforme structurelle du secteur bancaire de l'Union Européenne de 2013 et la proposition de la Commission Européenne de réforme structurelle du secteur bancaire européen du 29 janvier 2014 ; la proposition de Règlement concernant les indices utilisés comme indices de référence dans le cadre d'instruments et de contrats financiers ; le Mécanisme de Supervision Unique européen ; le Mécanisme de Résolution Unique européen daté du 15 juillet 2014 et la Directive européenne sur le Redressement et la Résolution des Banques en date du 15 mai 2014 ; la Directive Européenne relative aux systèmes de garantie des dépôts (refonte) en date du 16 avril 2014 ; le règlement final concernant les banques étrangères relatif à certaines exigences en matière de liquidités, fonds propres et autres éléments prudentiels adopté par la Réserve Fédérale des États-Unis, la proposition de la Réserve Fédérale concernant les ratios de liquidité des banques de taille importante ainsi que la Règle « Volcker » sur l'encadrement des investissements dans les *hedge funds* et les fonds de capital investissement, ou de leur *sponsorship*, ainsi que des opérations de négociation pour comptes propres, récemment adoptée par les autorités de régulation américaines. Au-delà de ces mesures, l'investisseur doit être conscient qu'à tout moment les autorités règlementaires, prudentielles ou politiques de tout pays sont susceptibles de prendre de nouvelles décisions impactant les banques ou le système financier dans son ensemble et dont l'effet sur BNPPF peut être significatif." ;

- (j) L'Elément B.19/B.9 est supprimé dans son intégralité et remplacé comme suit :

B.19/B.9	Prévision ou estimation du bénéfice	Le Groupe BNP Paribas a réalisé un résultat net (part du Groupe) de 6.694 millions d'euros en 2015.
-----------------	-------------------------------------	---

- (k) Dans l'Elément B.19/B.12, le tableau en relation avec BNPP sous le titre "[A insérer si BNPP est le Garant :]" et au-dessus du titre "Données Financières IntermédiaIRES Comparées pour la période de 6 mois se terminant le 30 juin 2015 – En millions d'EUR" (qui a été ajouté au Prospectus de Base en vertu du Premier Supplément) est supprimé et remplacé comme suit :

Données Financières Annuelles Comparées – En millions d'EUR		
	31/12/2015 (non audités)	31/12/2014*
Produit Net Bancaire	42.938	39.168
Coût du Risque	(3.797)	(3.705)
Résultat Net, part du Groupe	6.694	157
	31/12/2015	31/12/2014*
Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD 4)	10,9%	10,3%
	31/12/2015 (non audités)	31/12/2014*
Total du bilan consolidé	1.994.193	2.077.758
Total des prêts et créances envers la clientèle consolidé	682.497	657.403
Total des dettes envers la clientèle consolidé	700.309	641.549
Capitaux Propres (part du Groupe)	96.269	89.458
<i>* Retraité conformément à l'interprétation de l'IFRIC 21.]</i>		

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

B.19/B.13	Evénements impactant la solvabilité du Garant	[Sans objet, au [à insérer dans le cas de BNPPF : 10 septembre 2015]/[à insérer dans le cas de BNPP : 29 février 2016] et à la connaissance du Garant, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité du Garant depuis le 30 juin 2015.] [préciser tous événements récents présentant un intérêt significatif pour l'évaluation de la solvabilité du Garant.]
------------------	---	---

- (m) Dans l'Elément B.19/B.17, le premier paragraphe est supprimé et remplacé comme suit :

"[A indiquer si BNPP est le Garant : Les notations de crédit à long terme de BNPP sont : [A+ sous surveillance (*CreditWatch*) négative (Standard & Poor's Credit Market Services France SAS)], [A1 perspective stable (Moody's Investors Service Ltd.)], [A+ perspective stable (Fitch France S.A.S.)] et [AA (low) perspective stable (DBRS Limited)] et les notations de crédit à court terme sont : [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's Investors Service Ltd.)], [F1 (Fitch France S.A.S.)] et [R-1 (middle) (DBRS Limited)]." ;

(n) Dans l'Elément C.5, le paragraphe est supprimé et remplacé comme suit :

"Les Titres seront librement négociables, sous réserve des restrictions d'offre et de vente en vigueur aux États-Unis, dans l'Espace Economique Européen, en Autriche, en Belgique, en République Tchèque, au Danemark, en Finlande, en France, en Allemagne, en Hongrie, en Irlande, en Italie, au Luxembourg, en Norvège, au Portugal, en Espagne, en Suède, au Royaume-Uni, au Japon et en Australie et conformément à la Directive Prospectus et aux lois de toutes juridiction dans lesquelles les Titres concernés sont offerts ou vendus." ;

(o) Dans l'Elément D.2, les paragraphes relatifs à BNPP sont supprimés et remplacés comme suit :

<p>D.2</p>	<p>Principaux risques propres à l'Emetteur [et au Garant]</p>	<p>[Il existe certains facteurs pouvant affecter la capacité de l'Emetteur à remplir ses engagements en vertu des Titres émis dans le cadre du Programme [et celle du Garant à remplir ses obligations en vertu de la Garantie].]</p> <p><i>[A insérer si BNPP est l'Emetteur ou le Garant:</i></p> <p>Onze principaux risques sont inhérents aux activités de BNPP :</p> <ul style="list-style-type: none"> (a) Risque de crédit ; (b) Risque de contrepartie ; (c) Titrisation ; (d) Risque de marché ; (e) Risque opérationnel ; (f) Risque de non-conformité et de réputation ; (g) Risque de concentration ; (h) Risque de taux du portefeuille bancaire ; (i) Risques stratégique et risque lié à l'activité ; (j) Risque de liquidité ; et (k) Risque de souscription d'assurance. <p>Des conditions macroéconomiques et de marché difficiles ont eu et pourraient continuer à avoir un effet défavorable significatif sur les conditions dans lesquelles évoluent les établissements financiers et en conséquence sur la situation financière, les résultats opérationnels et le coût du risque de la Banque.</p>
-------------------	---	--

	<p>Du fait du périmètre géographique de ses activités, la Banque pourrait être vulnérable aux contextes ou circonstances politiques, macroéconomiques ou financiers d'une région ou d'un pays.</p> <p>L'accès de la Banque au financement et les coûts de ce financement pourraient être affectés de manière défavorable en cas de résurgence des crises financières, de détérioration des conditions économiques, de dégradation de notation, d'accroissement des spreads de crédit des États ou d'autres facteurs.</p> <p>Toute variation significative des taux d'intérêt est susceptible de peser sur les revenus ou sur la rentabilité de la Banque.</p> <p>Un environnement prolongé de taux d'intérêt bas comporte des risques systémiques inhérents.</p> <p>La solidité financière et le comportement des autres institutions financières et acteurs du marché pourraient avoir un effet défavorable sur la Banque.</p> <p>Les fluctuations de marché et la volatilité exposent la Banque au risque de pertes substantielles dans le cadre de ses activités de marché et d'investissement.</p> <p>Les revenus tirés des activités de courtage et des activités générant des commissions sont potentiellement vulnérables à une baisse des marchés.</p> <p>Une baisse prolongée des marchés peut réduire la liquidité et rendre plus difficile la cession d'actifs. Une telle situation peut engendrer des pertes significatives.</p> <p>Des mesures législatives et réglementaires prises en réponse à la crise financière mondiale pourraient affecter de manière substantielle la Banque ainsi que l'environnement financier et économique dans lequel elle opère.</p> <p>La Banque est soumise à une réglementation importante et fluctuante dans les juridictions où elle exerce ses activités.</p> <p>En cas de non-conformité avec les lois et règlements applicables, la Banque pourrait être exposée à des amendes significatives et d'autres sanctions administratives et pénales, et pourrait subir des pertes à la suite d'un contentieux privé, en lien ou non avec ces sanctions.</p> <p>Risques liés à la mise en œuvre des plans stratégiques de la Banque.</p> <p>La Banque pourrait connaître des difficultés relatives à l'intégration des sociétés acquises et pourrait ne pas réaliser les bénéfices attendus de ses acquisitions.</p>
--	--

		<p>Une intensification de la concurrence, par des acteurs bancaires et non bancaires, pourrait peser sur ses revenus et sa rentabilité.</p> <p>Toute augmentation substantielle des provisions ou tout engagement insuffisamment provisionné pourrait peser sur les résultats et sur la situation financière de la Banque.</p> <p>Les politiques, procédures et méthodes de gestion du risque mises en œuvre par la Banque pourraient l'exposer à des risques non identifiés ou imprévus, susceptibles d'occasionner des pertes significatives.</p> <p>Les stratégies de couverture mises en place par la Banque n'écartent pas tout risque de perte.</p> <p>Des ajustements apportés à la valeur comptable des portefeuilles de titres et d'instruments dérivés de la Banque ainsi que de la dette de la Banque pourraient avoir un effet sur son résultat net et sur ses capitaux propres.</p> <p>Le changement attendu des principes comptables relatifs aux instruments financiers pourrait avoir un impact sur le bilan de la Banque ainsi que sur les ratios réglementaires de fonds propres et entraîner des coûts supplémentaires.</p> <p>Tout préjudice porté à la réputation de la Banque pourrait nuire à sa compétitivité.</p> <p>Toute interruption ou défaillance des systèmes informatiques de la Banque, pourrait provoquer des pertes significatives d'informations relatives aux clients, nuire à la réputation de la Banque et provoquer des pertes financières.</p> <p>Des événements externes imprévus pourraient provoquer une interruption des activités de la Banque et entraîner des pertes substantielles ainsi que des coûts supplémentaires.]</p>
--	--	---

(p) Dans l'Élément D.2, les paragraphes relatifs à BNPPF sont supprimés et remplacés comme suit :

		<p><i>[A insérer si BNPPF est le Garant :</i></p> <p>Ce qui suit est un résumé de certaines considérations d'investissement liées aux activités de BNPPF :</p> <p>(a) Des conditions macro-économiques et de marché difficiles, y compris, sans caractère limitatif, les inquiétudes concernant la capacité de certains pays de la Zone Euro à refinancer leur dette, pourraient dans le futur avoir un effet défavorable significatif sur les conditions dans lesquelles évoluent les établissements financiers et sur la situation financière, les résultats et le coût du risque de BNPPF.</p> <p>(b) Des mesures législatives et réglementaires prises en réponse</p>
--	--	---

		<p>à la crise financière mondiale pourraient affecter sensiblement BNPPF ainsi que l'environnement financier et économique dans lequel elle opère.</p> <p>(c) L'accès au financement de BNPPF et les conditions de ce financement pourraient être affectés de manière significative en cas d'aggravation de la crise de la dette souveraine de la zone euro, de détérioration des conditions économiques, de dégradation de notations de crédit, d'accroissement des <i>spreads</i> de crédit ou d'autres facteurs.</p> <p>(d) Un environnement prolongé de taux d'intérêt bas comporte des risques systémiques inhérents.</p> <p>(e) La solidité financière et le comportement des autres institutions financières et acteurs du marché pourraient avoir un effet défavorable sur BNPPF.</p> <p>(f) Les fluctuations des marchés et la volatilité exposent BNPPF à des pertes substantielles sur ses activités de trading et d'investissement pour compte propre.</p> <p>(g) Toute augmentation substantielle des nouvelles provisions ou l'insuffisance des niveaux de provisions déjà constituées pourrait affecter de manière défavorable les résultats et la situation financière de BNPPF.</p> <p>(h) Les revenus tirés par BNPPF des activités de courtage et des activités générant des commissions et autres rémunérations sont potentiellement vulnérables à une baisse des marchés.</p> <p>(i) Les stratégies de couverture mises en place par BNPPF n'écartent pas tout risque de perte.</p> <p>(j) Toute variation significative des taux d'intérêt est susceptible de peser sur les revenus ou la rentabilité de BNPPF.</p> <p>(k) Une baisse prolongée des marchés peut réduire la liquidité des marchés et rendre plus difficile la cession d'actifs. Une telle situation pourrait engendrer des pertes significatives.</p> <p>(l) BNPPF est soumise à une réglementation importante et fluctuante dans les pays ou régions où elle exerce ses activités.</p> <p>(m) Les politiques, procédures et méthodes de gestion du risque de BNPPF peuvent exposer l'entreprise à des risques non identifiés imprévus ou incorrectement quantifiés, susceptibles de se traduire par des pertes substantielles.</p> <p>(n) Bien que chaque métier de BNPPF assure la gestion de ses risques opérationnels, ces risques restent une part inhérente à tous les métiers de BNPPF.</p>
--	--	--

		<ul style="list-style-type: none"> (o) BNPPF est fortement exposé au risque de contrepartie et exposé à des risques systémiques. (p) Tout préjudice porté à la réputation de BNPPF pourrait nuire à sa compétitivité. (q) Toute interruption ou défaillance des systèmes informatiques de BNPPF, pourrait provoquer des pertes significatives d'informations relatives aux clients, nuire à la réputation de BNPPF et provoquer des pertes financières. (r) Des litiges ou autres procédures ou actions judiciaires pourraient avoir un impact négatif sur les activités, la situation financière et les résultats d'exploitation de BNPPF. (s) La comptabilisation à la juste valeur et l'utilisation d'estimations sont des facteurs d'incertitude. (t) Toute détérioration de la notation de crédit de BNP Paribas ou de la qualité de sa dette serait de nature à affecter BNPPF de manière défavorable. (u) Des événements externes imprévus peuvent provoquer une interruption des activités de BNPPF et entraîner des pertes substantielles ainsi que des coûts supplémentaires. (v) BNPPF pourrait subir des amendes importantes et d'autres pénalités administratives ou criminelles pour non-respect des lois et réglementations applicables, et pourrait aussi subir des pertes liées (ou non) à des contentieux avec des personnes privées. (w) Une intensification de la concurrence dans l'industrie des services financiers pourrait affecter de manière défavorable les revenus et la rentabilité de BNPPF. (x) Des ajustements apportés à la valeur comptable des portefeuilles de titres et d'instruments dérivés de BNPPF ainsi que de la dette de BNPPF pourraient avoir un effet sur son résultat net et sur ses capitaux propres. (y) Le changement attendu des principes comptables relatifs aux instruments financiers pourrait avoir un impact sur le bilan de BNPPF ainsi que sur ses ratios réglementaires de fonds propres et entraîner des coûts supplémentaires. (z) Risques liés à la mise en œuvre des plans stratégiques du Groupe BNPP.]
--	--	--

AMENDMENTS TO THE BACK PAGE

The address of BNP Paribas Securities Services, Luxembourg Branch on page 1538 of the Base Prospectus is deleted and replaced with the following:

"60, avenue J.F. Kennedy
L-1855 Luxembourg"

RESPONSIBILITY STATEMENT

I hereby certify on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL, having taken all reasonable care to ensure that such is the case that, to the best of my knowledge, the information contained in this Sixth 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 Lars Machenil
In his capacity as Chief Financial Officer

Dated 29 February 2016

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 Sixth Supplement the visa n° 16-065 on 29 February 2016. This Sixth Supplement has been prepared by BNPP, BNPP B.V., BP2F, BNPPF and BGL and BNPP's signatories assume responsibility for it on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL, provided that (i) BNPP B.V., BP2F, BNPPF and BGL accept no responsibility for the information contained in the press release and related presentation dated 5 February 2016 issued by BNPP or the updated disclosure regarding BNPP, (ii) BP2F, BNPPF and BGL accept no responsibility for the disclosure regarding the change of directorship of BNPP B.V., (iii) BNPP, BNPP B.V. and BGL accept no responsibility for the updated disclosure regarding BP2F, and (iv) BNPP, BNPP B.V., BP2F and BGL accept no responsibility for the updated disclosure regarding BNPPF. This Sixth 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.

Seventh Supplement dated 30 March 2016

to the Note, Warrant and Certificate Programme Base Prospectus dated 9 June 2015



BNP PARIBAS

BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

BNP Paribas Fortis Funding

(incorporated in Luxembourg)

(as Issuer)

BNP Paribas Fortis SA/NV

(incorporated in Belgium)

(as Guarantor)

BGL BNP Paribas

(incorporated in Luxembourg)

(as Issuer)

Note, Warrant and Certificate Programme

This seventh supplement (the "**Seventh Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 9 June 2015 (the "**Base Prospectus**"), the first supplement to the Base Prospectus dated 6 August 2015 (the "**First Supplement**"), the second supplement to the Base Prospectus dated 10 September 2015 (the "**Second Supplement**"), the third supplement to the Base Prospectus dated 8 October 2015 (the "**Third Supplement**"), the fourth supplement to the Base Prospectus dated 10 November 2015 (the "**Fourth Supplement**"), the fifth supplement to the Base Prospectus dated 7 January 2016 (the "**Fifth Supplement**") and the sixth supplement to the Base Prospectus dated 29 February 2016 (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 relation to the Note, Warrant and Certificate Programme (the "**Programme**") of BNP Paribas Arbitrage Issuance B.V. ("**BNPP B.V.**"), BNP Paribas ("**BNPP**"), BNP Paribas Fortis Funding ("**BP2F**"), BNP Paribas Fortis SA/NV ("**BNPPF**") and BGL BNP Paribas ("**BGL**").

The 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. 15-262 on 9 June 2015 in respect of the Base Prospectus, visa no. 15-443 on 6 August 2015 in respect of the First Supplement, visa no. 15-478 on 10 September 2015 in respect of the Second Supplement, visa no.15-520 on 8 October 2015 in respect of the Third Supplement, visa no.15-568

on 10 November 2015 in respect of the Fourth Supplement, visa no.16-012 on 7 January 2016 in respect of the Fifth Supplement and visa no.16-065 on 29 February 2016 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), BNPPF (in respect of itself and BP2F) and BGL (in respect of itself) accept responsibility for the information contained in this Seventh Supplement, save that BNPP B.V., BP2F, BNPPF and BGL accept no responsibility for the BNPP 2015 Registration Document. To the best of the knowledge of BNPP, BNPP B.V., BP2F, BNPPF and BGL (who have taken all reasonable care to ensure that such is the case), the information contained herein is, subject as provided in the preceding sentence, in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless the context otherwise requires, terms defined in the Base Prospectus, as amended by the Previous Supplements, shall have the same meanings when used in this Seventh Supplement.

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

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

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

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

This Seventh Supplement has been prepared for the purposes of:

- (A) incorporating by reference BNPP's *document de référence et rapport financier annuel* in English for 2015;
- (B) amending the cover pages of the Base Prospectus;
- (C) 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";
- (D) amending the "Risk Factors" section;
- (E) amending the "Form of Final Terms for Notes";
- (F) amending the "Description of BNPP B.V.";
- (G) amending the "Description of BNPP";
- (H) amending the "Description of BNPPF";

- (I) amending the "Description of BGL";
- (J) amending the "General Information" section; and
- (K) 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)".

The amendments referred to in (A) above have been made to update the BNPP disclosure. The amendments referred to in (D), (G) (J) and (K) above have been made to reflect the updated the disclosure referred to in (A) above. The amendments referred to in (B), (C), (E) and (K) above have been made to reflect: (a) the change to the long term credit ratings assigned to BNPP, BNPP B.V., BGL and BNPPF by Standard & Poor's; and (b) the change to the senior unsecured credit rating assigned to BP2F by Standard & Poor's. The amendments referred to in (C), (F), and (K) above have been made to update the BNPP B.V. disclosure. The amendments referred to in (C), (H), and (K) above have been made to update the BNPPF disclosure. The amendments referred to in (C), (I), and (K) above have been made to update the BGL disclosure.

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 4 April 2016.

TABLE OF CONTENTS

	Page
Amendments to the Cover Pages.....	5
Presentation of Financial Information.....	6
Programme Summary in relation to this Base Prospectus and the Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus.....	7
Amendments to the Risk Factors.....	22
Documents Incorporated by Reference.....	23
Amendments to the Form of Final Terms for Notes.....	28
Amendments to the Description of BNPP B.V.....	29
Amendments to the Description of BNPP.....	30
Amendments to the Description of BNPPF.....	31
Amendments to the Description of BGL.....	32
Amendments to the General Information Section.....	35
Amendments to the Programme Summary in relation to the Base Prospectus (In French) and the Pro Forma Issue Specific Summary of the Programme in relation to the Base Prospectus (In French).....	37
Responsibility Statement.....	53

AMENDMENTS TO THE COVER PAGES

In relation to the amendments to the cover pages set out in this section, (i) text which, by virtue of this Seventh Supplement, is added to the cover pages is shown underlined and (ii) text which, by virtue of this Seventh Supplement, is deleted from the cover pages of the Base Prospectus is shown with a line through the middle of the relevant deleted text.

The long-term credit ratings assigned to BNPP, BNPP B.V., BNPPF and BGL by Standard & Poor's were lowered on 11 March 2016 to A with a stable outlook (from A+ CreditWatch negative).

The senior unsecured credit rating assigned to BP2F by Standard & Poor's was lowered on 11 March 2016 to A (from A+).

The paragraph immediately above the heading "IMPORTANT NOTICES" on page 3 of the Base Prospectus (which was added to the Base Prospectus by virtue of the Sixth Supplement), is deleted in its entirety and replaced by the following:

BNPP's long-term credit ratings are A ~~with a stable outlook+under CreditWatch negative~~ (Standard & Poor's Credit Market Services France SAS ("**Standard & Poor's**")), A1 with a stable outlook (Moody's Investors Service Ltd. ("**Moody's**")), A+ with a stable outlook (Fitch France S.A.S. ("**Fitch France**")) and AA (low) with a stable outlook (DBRS Limited ("**DBRS**")) and BNPP's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's), F1 (Fitch France) and R-1 (middle) (DBRS). BNPP B.V.'s long-term credit ratings are A ~~with a stable outlook+under CreditWatch negative~~ (Standard & Poor's) and BNPP B.V.'s short-term credit ratings are A-1 (Standard & Poor's). BP2F's senior unsecured credit ratings are A ~~with a stable outlook+~~ (Standard & Poor's), A2 with a stable outlook (Moody's France SAS ("**Moody's France**")) and A+ with a stable outlook (Fitch Ratings Limited ("**Fitch**")) and BP2F's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch). BNPPF's long-term credit ratings are A ~~with a stable outlook+under CreditWatch negative~~ (Standard & Poor's), A2 with a stable outlook (Moody's France) and A+ with a stable outlook (Fitch) and BNPPF's long-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch). BGL's long-term credit ratings are A ~~with a stable outlook+under CreditWatch negative~~ (Standard & Poor's), A1 (with a stable outlook) (Moody's France) and A+ (with a stable outlook) (Fitch France) and BGL's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch France). Each of Standard & Poor's, Moody's, Fitch France, Moody's France, Fitch and DBRS is established in the European Union and is registered under the Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such each of Standard & Poor's, Moody's, Fitch France, Moody's France, Fitch and DBRS is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation. Securities issued under the Programme may be rated or unrated. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension reduction or withdrawal at any time by the assigning rating agency. Please also refer to "Credit Ratings may not Reflect all Risks" in the Risk Factors section of this Base Prospectus.

PRESENTATION OF FINANCIAL INFORMATION

The second paragraph under the heading "**PRESENTATION OF FINANCIAL INFORMATION**" on page 16 of the Base Prospectus is deleted and replaced with the following:

"The audited consolidated financial statements of BNPP, BGL and BNPPF for the years ended 31 December 2013, 31 December 2014 and, in the case of BNPP, 31 December 2015, have been prepared in accordance with international financial reporting standards ("**IFRS**") as adopted by the European Union. IFRS differs in certain significant respects from generally accepted accounting principles in the United States ("**U.S. GAAP**"). The Group has made no attempt to quantify the impact of those differences. In making an investment decision, investors must rely upon their own examination of the BNP Paribas Group, the terms of an offering and the financial information. Potential investors should consult their own professional advisors for an understanding of the differences between IFRS and U.S. GAAP, and how those differences might affect the information herein. The Group's fiscal year ends on 31 December and references in the BNPP 2013 Registration Document, the BNPP 2014 Registration Document (in each case, as defined in "*Documents Incorporated by Reference*" below) and the BNPP 2015 Registration Document and any update to the BNPP 2015 Registration Document (in each case, incorporated by reference herein) to any specific fiscal year are to the 12-month period ended 31 December of such year."

**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 17 to 67 of the Base Prospectus is amended as follows:
- (a) In Element B.4b, the paragraphs under the heading "*In respect of BNPP:*" and immediately above the heading entitled "*In respect of BP2F:*" are amended as follows:

- (i) By the deletion of the second paragraph under the heading "***Macroeconomic Environment***" and its replacement with the following:

"In 2015, the global economic activity remained sluggish. Activity slowed down in emerging countries, while a modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the slowing economic growth in China, the fall in prices of energy and other commodities, and an initial tightening of US monetary policy in a context of resilient internal recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF¹ is forecasting the progressive recovery of global economic activity but with low growth prospects on the medium term in developed and emerging countries."

- (ii) By the deletion of the second paragraph under the sub-heading "*Financial instability due to the vulnerability of emerging countries*" and its replacement with the following:

"In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first rate increase decided by the Federal Reserve in December 2015), as well as tightened financial volatility linked to the concerns regarding growth in emerging countries, have contributed to the stiffening of external financial conditions, capital outflows, further currency depreciations in numerous emerging countries and an increase in risks for banks. This could lead to the downgrading of sovereign ratings."

- (b) In Element B.4b, the second paragraph under the heading "*In respect of BP2F:*" and above the heading entitled "*In respect of BGL:*" is deleted in its entirety and replaced with the following:

"In 2015, the global economic activity remained sluggish. Activity slowed down in emerging countries, while a modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the slowing economic growth in China, the fall in prices of energy and other commodities, and an initial tightening of US monetary policy in a context of resilient internal recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF² is forecasting the progressive recovery of global economic activity but with low growth prospects on the medium term in developed and emerging countries."

- (c) In Element B.4b, the paragraphs under the heading "*In respect of BGL:*" and above the heading "*In respect of BNPP B.V.:*" are deleted in their entirety and replaced with the following:

Macroeconomic environment

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

² See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

Macroeconomic and market conditions affect BGL's results. The nature of BGL's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.

In 2015, the global economic activity remained sluggish. Activity slowed down in emerging countries, while a modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the slowing economic growth in China, the fall in prices of energy and other commodities, and an initial tightening of US monetary policy in a context of resilient internal recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF¹ is forecasting the progressive recovery of global economic activity but with low growth prospects on the medium term in developed and emerging countries.

In that context, two risks can be identified:

Financial instability due to the vulnerability of emerging countries

While the exposure of the BNP Paribas Group to emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group and potentially alter its results.

In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first rate increase decided by the Federal Reserve in December 2015), as well as tightened financial volatility linked to the concerns regarding growth in emerging countries, have contributed to the stiffening of external financial conditions, capital outflows, further currency depreciations in numerous emerging countries and an increase in risks for banks. This could lead to the downgrading of sovereign ratings.

Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit offering, and chaotic de-leveraging) that would affect all banking institutions.

Systemic risks related to economic conditions and market liquidity

The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.

Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.

Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.

Laws and regulations applicable to financial institutions

Recent and future changes in the laws and regulations applicable to financial institutions may have a significant impact on BGL. Measures that were recently adopted or which are (or whose application measures are) still in draft format, that have or are likely to have an impact on BGL notably include:

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

- the structural reforms comprising the French banking law of 26 July 2013 requiring that banks create subsidiaries for or segregate "speculative" proprietary operations from their traditional retail banking activities, the "Volcker rule" in the US which restricts proprietary transactions, sponsorship and investment in private equity funds and hedge funds by US and foreign banks, and expected potential changes in Europe;
- regulations governing capital: CRD IV/CRR, the international standard for total loss-absorbing capacity (TLAC) and BGL's designation as a financial institution that is of systemic importance by the Financial Stability Board;
- the European Single Supervisory Mechanism and the ordinance of 6 November 2014;
- the Directive of 16 April 2014 related to deposit guarantee systems and its delegation and implementing decrees, the Directive of 15 May 2014 establishing a Bank Recovery and Resolution framework, the Single Resolution Mechanism establishing the Single Resolution Council and the Single Resolution Fund;
- the Final Rule by the US Federal Reserve imposing tighter prudential rules on the US transactions of large foreign banks, notably the obligation to create a separate intermediary holding company in the US (capitalised and subject to regulation) to house their US subsidiaries;
- the new rules for the regulation of over-the-counter derivative activities pursuant to Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act, notably margin requirements for uncleared derivative products and the derivatives of securities traded by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants, and the rules of the US Securities and Exchange Commission which require the registration of banks and major swap participants active on derivatives markets and transparency and reporting on derivative transactions;
- the new MiFID and MiFIR, and European regulations governing the clearing of certain over-the-counter derivative products by centralised counterparties and the disclosure of securities financing transactions to centralised bodies.

Cyber risk

In recent years, financial institutions have been impacted by a number of cyber incidents, notably involving large-scale alterations of data which compromise the quality of financial information. This risk remains today and BGL, like other banks, has taken measures to implement systems to deal with cyber attacks that could destroy or damage data and critical systems and hamper the smooth running of its operations. Moreover, the regulatory and supervisory authorities are taking initiatives to promote the exchange of information on cyber security and cyber criminality in order to improve the security of technological infrastructures and establish effective recovery plans after a cyber incident."

- (d) Element B.5 is amended as follows:
- (i) by deleting the words "almost 188,000" in the second sentence and replacing it with the words "more than 189,000";
 - (ii) by deleting the word "over" in the second sentence and replacing it with the words "close to"; and
 - (iii) by inserting the word "together" after the opening parenthesis in the third sentence.
- (e) Element B.9 is deleted in its entirety and replaced with the following:

B.9	Profit forecast or estimate	Not applicable, as there are no profit forecasts or estimates made in respect of the Issuer in the Base Prospectus to which this Summary relates.
------------	-----------------------------	---

- (f) Element B.12, the information under the heading "**In relation to BNPP:**" and above the heading "**In relation to BGL:**" is amended as follows:
- (i) the information under the heading "**In relation to BNPP:**" and immediately above the heading entitled "**Comparative Interim Financial Data for the six-month period ending 30 June 2015 – In millions of EUR**" is deleted and replaced with the following:

Comparative Annual Financial Data – In millions of EUR		
	31/12/2015 (audited)	31/12/2014* (audited)
Revenues	42,938	39,168
Cost of Risk	(3,797)	(3,705)
Net Income, Group Share	6,694	157
	31/12/2015	31/12/2014*
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.9%	10.3%
	31/12/2015 (audited)	31/12/2014* (audited)
Total consolidated balance sheet	1,994,193	2,077,758
Consolidated loans and receivables due from customers	682,497	657,403
Consolidated items due to customers	700,309	641,549
Shareholders' equity (Group share)	96,269	89,458
<i>* Restated according to the IFRIC 21 interpretation.</i>		

- (ii) By the deletion of the heading "**Comparative Interim Financial Data for the six-month period ended 30 June 2015 – In millions of EUR**" and the information under such heading and above the heading "**Comparative Interim Financial Data for the nine-month period ended 30 September 2015 – In millions of EUR**";
- (iii) by the deletion of the heading "**Comparative Interim Financial Data for the nine-month period ended 30 September 2015 – In millions of EUR**" and the information under such heading and above the heading "**In relation to BGL:**";
- (g) Element B.12 is amended by the deletion of the first paragraph under the heading "**Statements of no significant or material adverse change**" and replacing it with the following:

"There has been no significant change in the financial or trading position of the BNPP Group since 31 December 2015 (being the end of the last financial period for which audited financial statements

have been published). There has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published)."

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

B.13	Events impacting the Issuer's solvency	Not applicable, as at 10 September 2015 (in the case of BNPP B.V. and BP2F), 8 October 2015 (in the case of BGL) and 30 March 2016 (in the case of BNPP) 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 30 June 2015 (in the case of BNPP B.V., BP2F and BGL) or 31 December 2015 (in the case of BNPP).
-------------	--	---

(i) In Element B.16, the first bullet point is deleted and replaced with the following:

"None of the existing shareholders controls, either directly or indirectly, BNPP. As at 31 December 2015, the main shareholders are Société Fédérale de Participations et d'Investissement ("**SFPI**") a public-interest *société anonyme* (public limited company) acting on behalf of the Belgian government holding 10.2 % of the share capital, BlackRock Inc. holding 5.1% of the share capital and Grand Duchy of Luxembourg holding 1.0% of the share capital. To BNPP's knowledge, no shareholder other than SFPI and BlackRock Inc. owns more than 5% of its capital or voting rights."

(j) Element B.17 is deleted in its entirety and replaced with the following:

B.17	Solicited credit ratings	<p>BNPP B.V.'s long term credit ratings are A with a stable outlook (Standard & Poor's Credit Market Services France SAS) and BNPP B.V.'s short term credit ratings are A-1 (Standard & Poor's Credit Market Services France SAS).</p> <p>BNPP's long term credit ratings are A with a stable outlook (Standard & Poor's Credit Market Services France SAS), A1 with a stable outlook (Moody's Investors Service Ltd.), A+ with a stable outlook (Fitch France S.A.S.) and AA (low) with a stable outlook (DBRS Limited) and BNPP's short-term credit ratings are A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's Investors Service Ltd.), F1 (Fitch France S.A.S.) and R-1 (middle) (DBRS Limited).</p> <p>BP2F's senior unsecured credit ratings are A with a stable outlook (Standard & Poor's Credit Market Services France SAS), A2 with a stable outlook (Moody's France SAS) and A+ with a stable outlook (Fitch Ratings Limited) and BP2F's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France SAS) and F1 (Fitch Ratings Limited).</p> <p>BGL's long-term credit ratings are A (with a stable outlook) (Standard & Poor's Credit Market Services France SAS), A1 (with a stable outlook) (Moody's France SAS) and A+ (with a stable outlook) (Fitch France S.A.S.) and BGL's short-term credit ratings are A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's France SAS) and F1 (Fitch France S.A.S.).</p> <p>Securities issued under the Programme may be rated or unrated.</p>
-------------	--------------------------	---

		A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.
--	--	---

(k) Element B.19/B.4b is amended as follows:

- (i) By the deletion of the second paragraph under the heading "*Macroeconomic Environment*" its replacement with the following:

"In 2015, the global economic activity remained sluggish. Activity slowed down in emerging countries, while a modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the slowing economic growth in China, the fall in prices of energy and other commodities, and an initial tightening of US monetary policy in a context of resilient internal recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF¹ is forecasting the progressive recovery of global economic activity but with low growth prospects on the medium term in developed and emerging countries."

- (ii) By the deletion of the fourth paragraph under the heading "*Macroeconomic Environment*" and its replacement with the following:

"In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first rate increase decided by the Federal Reserve in December 2015), as well as tightened financial volatility linked to the concerns regarding growth in emerging countries, have contributed to the stiffening of external financial conditions, capital outflows, further currency depreciations in numerous emerging countries and an increase in risks for banks. This could lead to the downgrading of sovereign ratings."

(l) Element B.19/B.9 is deleted in its entirety and replaced with the following:

B.19/B.9	Profit forecast or estimate	Not applicable, as there are no profit forecasts or estimates made in respect of the Guarantor in the Base Prospectus to which this Summary relates.
-----------------	-----------------------------	--

(m) Element B.19/B.17 is deleted in its entirety and replaced with the following:

B.19/B.17	Solicited credit ratings	<p>BNPPF's long-term credit ratings are A with a stable outlook (Standard & Poor's Credit Market Services France SAS), A2 with a stable outlook (Moody's France SAS) and A+ with a stable outlook (Fitch Ratings Limited) and BNPPF's short-term credit ratings are A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's France SAS) and F1 (Fitch Ratings Limited).</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>
------------------	--------------------------	--

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

2. The "Pro Forma Issue Specific Summary in relation to this Base Prospectus" on pages 68 to 124 of the Base Prospectus is amended as follows:

(a) In Element B.4b, the paragraphs under the heading "[Insert where BNPP is the Issuer:" and immediately above the heading entitled "[Insert where BP2F is the Issuer:" are amended as follows:

(i) By the deletion of the second paragraph under the heading "**Macroeconomic Environment**" and its replacement with the following:

"In 2015, the global economic activity remained sluggish. Activity slowed down in emerging countries, while a modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the slowing economic growth in China, the fall in prices of energy and other commodities, and an initial tightening of US monetary policy in a context of resilient internal recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF¹ is forecasting the progressive recovery of global economic activity but with low growth prospects on the medium term in developed and emerging countries."

(ii) By the deletion of the second paragraph under the sub-heading "*Financial instability due to the vulnerability of emerging countries*" and its replacement with the following:

"In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first rate increase decided by the Federal Reserve in December 2015), as well as tightened financial volatility linked to the concerns regarding growth in emerging countries, have contributed to the stiffening of external financial conditions, capital outflows, further currency depreciations in numerous emerging countries and an increase in risks for banks. This could lead to the downgrading of sovereign ratings."

(b) In Element B.4b, the second paragraph under the heading "[Insert where BP2F is the Issuer:" and above the heading entitled "[Insert where BGL is the Issuer:" is deleted in its entirety and replaced with the following:

"In 2015, the global economic activity remained sluggish. Activity slowed down in emerging countries, while a modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the slowing economic growth in China, the fall in prices of energy and other commodities, and an initial tightening of US monetary policy in a context of resilient internal recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF² is forecasting the progressive recovery of global economic activity but with low growth prospects on the medium term in developed and emerging countries."

(c) In Element B.4b, the paragraphs under the heading "[Insert where BGL is the Issuer:" and above the heading entitled "[Insert where BNPP B.V. is the Issuer:" are deleted in their entirety and replaced with the following:

Macroeconomic environment

Macroeconomic and market conditions affect BGL's results. The nature of BGL's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

² See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

In 2015, the global economic activity remained sluggish. Activity slowed down in emerging countries, while a modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the slowing economic growth in China, the fall in prices of energy and other commodities, and an initial tightening of US monetary policy in a context of resilient internal recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF¹ is forecasting the progressive recovery of global economic activity but with low growth prospects on the medium term in developed and emerging countries.

In that context, two risks can be identified:

Financial instability due to the vulnerability of emerging countries

While the exposure of the BNP Paribas Group in emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group and potentially alter its results.

In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first rate increase decided by the Federal Reserve in December 2015), as well as tightened financial volatility linked to the concerns regarding growth in emerging countries, have contributed to the stiffening of external financial conditions, capital outflows, further currency depreciations in numerous emerging countries and an increase in risks for banks. This could lead to the downgrading of sovereign ratings.

Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit offering, and chaotic de-leveraging) that would affect all banking institutions.

Systemic risks related to economic conditions and market liquidity

The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.

Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.

Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.

Laws and regulations applicable to financial institutions

Recent and future changes in the laws and regulations applicable to financial institutions may have a significant impact on BGL. Measures that were recently adopted or which are (or whose application measures are) still in draft format, that have or are likely to have an impact on BGL notably include:

- the structural reforms comprising the French banking law of 26 July 2013 requiring that banks create subsidiaries for or segregate "speculative" proprietary operations from their traditional retail banking activities, the "Volcker rule" in the US which restricts proprietary

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

transactions, sponsorship and investment in private equity funds and hedge funds by US and foreign banks, and expected potential changes in Europe;

- regulations governing capital: CRD IV/CRR, the international standard for total loss-absorbing capacity (TLAC) and BGL's designation as a financial institution that is of systemic importance by the Financial Stability Board;
- the European Single Supervisory Mechanism and the ordinance of 6 November 2014;
- the Directive of 16 April 2014 related to deposit guarantee systems and its delegation and implementing decrees, the Directive of 15 May 2014 establishing a Bank Recovery and Resolution framework, the Single Resolution Mechanism establishing the Single Resolution Council and the Single Resolution Fund;
- the Final Rule by the US Federal Reserve imposing tighter prudential rules on the US transactions of large foreign banks, notably the obligation to create a separate intermediary holding company in the US (capitalised and subject to regulation) to house their US subsidiaries;
- the new rules for the regulation of over-the-counter derivative activities pursuant to Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act, notably margin requirements for uncleared derivative products and the derivatives of securities traded by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants, and the rules of the US Securities and Exchange Commission which require the registration of banks and major swap participants active on derivatives markets and transparency and reporting on derivative transactions;
- the new MiFID and MiFIR, and European regulations governing the clearing of certain over-the-counter derivative products by centralised counterparties and the disclosure of securities financing transactions to centralised bodies.

Cyber risk

In recent years, financial institutions have been impacted by a number of cyber incidents, notably involving large-scale alterations of data which compromise the quality of financial information. This risk remains today and BGL, like other banks, has taken measures to implement systems to deal with cyber attacks that could destroy or damage data and critical systems and hamper the smooth running of its operations. Moreover, the regulatory and supervisory authorities are taking initiatives to promote the exchange of information on cyber security and cyber criminality in order to improve the security of technological infrastructures and establish effective recovery plans after a cyber incident."

- (d) In Element B.5, the second paragraph is amended as follows:
 - (i) by deleting the words "almost 188,000" in the second sentence and replacing it with the words "more than 189,000";
 - (ii) by deleting the word "over" in the second sentence and replacing it with the words "close to"; and
 - (iii) by inserting the word "together" immediately after the opening parenthesis in the third sentence.
- (e) Element B.9 is deleted in its entirety and replaced with the following:

B.9	Profit forecast or estimate	Not applicable, as there are no profit forecasts or estimates made in respect of the Issuer in the Base Prospectus to which this Summary relates.
------------	-----------------------------	---

- (f) In Element B.12, the information under the heading "[Insert where BNPP is the Issuer:]" and above the heading "[Insert where BGL is the Issuer:]" is amended as follows:
- (i) the information under the heading "[Insert where BNPP is the Issuer:]" and immediately above the heading entitled "**Comparative Interim Financial Data for the six-month period ending 30 June 2015 – In millions of EUR**" is deleted and replaced with the following:

Comparative Annual Financial Data – In millions of EUR		
	31/12/2015 (audited)	31/12/2014* (audited)
Revenues	42,938	39,168
Cost of Risk	(3,797)	(3,705)
Net Income, Group Share	6,694	157
	31/12/2015	31/12/2014*
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.9%	10.3%
	31/12/2015 (audited)	31/12/2014* (audited)
Total consolidated balance sheet	1,994,193	2,077,758
Consolidated loans and receivables due from customers	682,497	657,403
Consolidated items due to customers	700,309	641,549
Shareholders' equity (Group share)	96,269	89,458
* Restated according to the IFRIC 21 interpretation.		

- (ii) by the deletion of the heading "**Comparative Interim Financial Data for the six-month period ended 30 June 2015 – In millions of EUR**" and the information under such heading and above the heading "**Comparative Interim Financial Data for the nine-month period ended 30 September 2015 – In millions of EUR**";
- (iii) by the deletion of the heading "**Comparative Interim Financial Data for the nine-month period ended 30 September 2015 – In millions of EUR**" and the information under such heading and above the heading "[Insert where BGL is the Issuer:>";
- (g) Element B.12 is amended by the deletion of the first paragraph under the heading "**Statements of no significant or material adverse change**" and replacing it with the following:

"There has been no significant change in the financial or trading position of the BNPP Group since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published). There has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published)."

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

B.13	Events impacting the Issuer's solvency	[Not applicable, as at <i>[insert in the case of BNPP B.V. and BP2F: 10 September 2015]</i> / <i>[insert in the case of BGL: 8 October 2015]</i> / <i>[insert in the case of BNPP: 30 March 2016]</i> 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 <i>[insert in the case of BNPP B.V., BP2F and BGL: 30 June 2015]</i> / <i>[insert in the case of BNPP: 31 December 2015]</i> .] <i>[Specify any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency.]</i>
-------------	--	--

(i) In Element B.16, the second paragraph is deleted and replaced with the following:

"*[Insert where BNPP is the Issuer: None of the existing shareholders controls, either directly or indirectly, BNPP. As at 31 December 2015, the main shareholders are Société Fédérale de Participations et d'Investissement ("SFPI") a public-interest société anonyme (public limited company) acting on behalf of the Belgian government holding 10.2 % of the share capital, BlackRock Inc. holding 5.1% of the share capital and Grand Duchy of Luxembourg holding 1.0% of the share capital. To BNPP's knowledge, no shareholder other than SFPI and BlackRock Inc. owns more than 5% of its capital or voting rights.]*"

(j) Element B.17 is deleted in its entirety and replaced with the following:

B.17	Solicited credit ratings	<p><i>[Insert where BNPP B.V. is the Issuer: BNPP B.V.'s long-term credit ratings are A with a stable outlook (Standard & Poor's Credit Market Services France SAS) and BNPP B.V.'s short-term credit ratings are A-1 (Standard & Poor's Credit Market Services France SAS).]</i></p> <p><i>[Insert where BNPP is the Issuer: BNPP's long-term credit ratings are [A with a stable outlook (Standard & Poor's Credit Market Services France SAS)], [A1 with a stable outlook (Moody's Investors Service Ltd.)], [A+ with a stable outlook (Fitch France S.A.S.)] and [AA (low) with a stable outlook (DBRS Limited)] and BNPP's short-term credit ratings are [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's Investors Service Ltd.)], [F1 (Fitch France S.A.S.)] and [R-1 (middle) (DBRS Limited)].]</i></p> <p><i>[Insert where BP2F is the Issuer: BP2F's senior unsecured credit ratings are [A with a stable outlook (Standard & Poor's Credit Market Services France SAS)], [A2 with a stable outlook (Moody's France SAS)] and [A+ with a stable outlook (Fitch Ratings Limited)] and BP2F's short-term credit ratings are [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's France SAS)] and [F1 (Fitch Ratings Limited)].]</i></p>
-------------	--------------------------	--

		<p>[Insert where BGL is the Issuer: BGL's long-term credit ratings are [A with a stable outlook (Standard & Poor's Credit Market Services France SAS)], [A1 (with a stable outlook) (Moody's France SAS)] and [A+ (with a stable outlook) (Fitch France S.A.S)] and BGL's short-term credit ratings are [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's France SAS)] and [F1 (Fitch France S.A.S)].]</p> <p>[The Securities [have [not] been/are expected to be] rated [[●] by [●]]. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.]</p>
--	--	--

(k) In Element B.19/B.4b, the paragraphs under the heading "[Insert where BNPP is the Guarantor:]" and above the heading "[Insert where BNPPF is the Guarantor:]" are amended as follows:

(i) By the deletion of the second paragraph under the heading "**Macroeconomic Environment**" its replacement with the following:

"In 2015, the global economic activity remained sluggish. Activity slowed down in emerging countries, while a modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the slowing economic growth in China, the fall in prices of energy and other commodities, and an initial tightening of US monetary policy in a context of resilient internal recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF¹ is forecasting the progressive recovery of global economic activity but with low growth prospects on the medium term in developed and emerging countries."

(ii) By the deletion of the second paragraph under the sub-heading "*Financial instability due to the vulnerability of emerging countries*" and its replacement with the following:

"In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first rate increase decided by the Federal Reserve in December 2015), as well as tightened financial volatility linked to the concerns regarding growth in emerging countries, have contributed to the stiffening of external financial conditions, capital outflows, further currency depreciations in numerous emerging countries and an increase in risks for banks. This could lead to the downgrading of sovereign ratings."

(l) In Element B.19/B.4b, the paragraphs under the heading "[Insert where BNPPF is the Guarantor:]" are amended as follows:

(i) By the deletion of the second paragraph under the heading "**Macroeconomic Environment**" its replacement with the following:

"In 2015, the global economic activity remained sluggish. Activity slowed down in emerging countries, while a modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the slowing economic growth in China, the fall in prices of energy and other commodities, and an initial tightening of US monetary policy in a context of resilient internal recovery, while the central banks of several major developed

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

countries are continuing to ease their monetary policies. For 2016, the IMF¹ is forecasting the progressive recovery of global economic activity but with low growth prospects on the medium term in developed and emerging countries."

- (ii) By the deletion of the fourth paragraph under the heading "**Macroeconomic Environment**" and its replacement with the following:

"In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first rate increase decided by the Federal Reserve in December 2015), as well as tightened financial volatility linked to the concerns regarding growth in emerging countries, have contributed to the stiffening of external financial conditions, capital outflows, further currency depreciations in numerous emerging countries and an increase in risks for banks. This could lead to the downgrading of sovereign ratings."

- (m) In Element B.19/B.5, the first paragraph is amended as follows:

- (i) by deleting the words "almost 188,000" in the second sentence and replacing it with the words "more than 189,000";
- (ii) by deleting the word "over" in the second sentence and replacing it with the words "close to"; and
- (iii) by inserting the word "together" immediately after the opening parenthesis in the third sentence.

- (n) Element B.19/B.9 is deleted in its entirety and replaced with the following:

B.19/B.9	Profit forecast or estimate	Not applicable, as there are no profit forecasts or estimates made in respect of the Guarantor in the Base Prospectus to which this Summary relates.
-----------------	-----------------------------	--

- (o) In Element B.19/B.12, the information under the heading "[Insert where BNPP is the Guarantor:]" and above the heading "[Insert where BNPPF is the Guarantor:]" is amended as follows:

- (i) The information under the heading "[Insert where BNPP is the Guarantor:]" and immediately above the heading entitled "**Comparative Interim Financial Data for the six-month period ending 30 June 2015 – In millions of EUR**" is deleted and replaced with the following:

Comparative Annual Financial Data – In millions of EUR		
	31/12/2015 (audited)	31/12/2014* (audited)
Revenues	42,938	39,168
Cost of Risk	(3,797)	(3,705)
Net Income, Group Share	6,694	157

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

	31/12/2015	31/12/2014*
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	10.9%	10.3%
	31/12/2015 (audited)	31/12/2014* (audited)
Total consolidated balance sheet	1,994,193	2,077,758
Consolidated loans and receivables due from customers	682,497	657,403
Consolidated items due to customers	700,309	641,549
Shareholders' equity (Group share)	96,269	89,458
* Restated according to the IFRIC 21 interpretation.		

(ii) by the deletion of the heading "**Comparative Interim Financial Data for the six-month period ended 30 June 2015 – In millions of EUR**" and the information under such heading and above the heading "**Comparative Interim Financial Data for the nine-month period ended 30 September 2015 – In millions of EUR**";

(iii) by the deletion of the heading "**Comparative Interim Financial Data for the nine-month period ended 30 September 2015 – In millions of EUR**" and the information under such heading and above the heading "[Insert where BNPPF is the Guarantor:>";

(p) Element B.19/B.12 is amended by the deletion of the information under the heading "[Insert where BNPP is the Guarantor:" and above the heading "[Insert where BNPPF is the Guarantor:" in the section entitled "**Statements of no significant or material adverse change**" and its replacement with the following:

"There has been no material adverse change in the prospects of BNPP since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published).]"

(q) 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	[As at [Insert where BNPPF is the Guarantor: 10 September 2015]/[Insert where BNPP is the Guarantor: 30 March 2016] 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 [Insert where BNPPF is the Guarantor: 30 June 2015]/[Insert where BNPP is the Guarantor: 31 December 2015].] [Specify any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency.]
------------------	---	--

(r) In Element B.19/B.16, the first paragraph is deleted and replaced with the following:

"[Insert where BNPP is the Guarantor: None of the existing shareholders controls, either directly or indirectly, BNPP. As at 31 December 2015, the main shareholders are Société Fédérale de Participations et d'Investissement ("**SFPI**") a public-interest *société anonyme* (public limited

company) acting on behalf of the Belgian government holding 10.2 % of the share capital, BlackRock Inc. holding 5.1% of the share capital and Grand Duchy of Luxembourg holding 1.0% of the share capital. To BNPP's knowledge, no shareholder other than SFPI and BlackRock Inc. owns more than 5% of its capital or voting rights.]"

(s) Element B.19/B.17 is deleted in its entirety and replaced with the following:

B.19/ B.17	Solicited ratings	credit	<p><i>[Insert where BNPP is the Guarantor:</i> BNPP's long-term credit ratings are [A with a stable outlook (Standard & Poor's Credit Market Services France SAS)], [A1 with a stable outlook (Moody's Investors Service Ltd.)], [A+ with a stable outlook (Fitch France S.A.S.)] and [AA (low) with a stable outlook (DBRS Limited)] and BNPP's short-term credit ratings are [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's Investors Service Ltd.)], [F1 (Fitch France S.A.S.)] and [R-1 (middle) (DBRS Limited)].</p> <p><i>[Insert where BNPPF is the Guarantor:</i> BNPPF's long-term credit ratings are [A with a stable outlook (Standard & Poor's Credit Market Services France SAS)], [A2 with a stable outlook (Moody's France SAS)] and [A+ with a stable outlook (Fitch Ratings Limited)] and BNPPF's short-term credit ratings are [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's France SAS)] and [F1 (Fitch Ratings Limited)].</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.]</p>
-------------------	-------------------	--------	--

AMENDMENTS TO THE RISK FACTORS

The "Risk Factors" section on pages 125 to 196 of the Base Prospectus is amended as follows:

The first paragraph under the heading "**Risks Relating to the Bank and its Industry**" (which was added to the Base Prospectus by virtue of the Sixth Supplement) is deleted in its entirety and replaced with the following:

"See Chapter 5 ("Risks and Capital Adequacy", except pages 249 to 269) of the BNPP 2015 Registration Document (as defined below), which is incorporated by reference in this document."

DOCUMENTS INCORPORATED BY REFERENCE

On 9 March 2016, BNPP filed with the AMF the *Document de référence 2015 et rapport financier annuel déposée auprès de l'AMF le 9 mars 2016* in French including the audited financial information of BNPP as at 31 December 2015 and the audit report thereon and, by virtue of this Seventh Supplement, is incorporated in, and forms part of, the Base Prospectus.

The section "**DOCUMENTS INCORPORATED BY REFERENCE**" in the Base Prospectus is updated as follows:

- (a) the text "and" (which was added to the Base Prospectus by virtue of the Fifth Supplement) at the end of paragraph (v) is deleted;
- (b) the "." at the end of paragraph (w) (which was added to the Base Prospectus by virtue of the Fifth Supplement) is deleted and replaced with "; and";
- (c) the following new paragraph (x) is added under paragraph (w) (which was added to the Base Prospectus by virtue of the Fifth Supplement):

"(x) BNPP's *Document de référence et rapport financier annuel* in English for 2015 including the consolidated financial statements for the year ended 31 December 2015 and the statutory auditors' report thereon other than Chapter 7 (A Responsible Bank: Information on BNP Paribas' Economic, Social, Civic and Environmental Responsibility), the sections entitled "*Person responsible for the registration document*", the "*Table of concordance*" and any reference to the "*Lettre de fin de travaux*" therein (the "**BNPP 2015 Registration Document**")."; and

- (d) the following table is inserted immediately following the table entitled "*Fourth Update to the BNPP 2014 Registration Document*" (which was added to the Base Prospectus by virtue of the Fifth Supplement):

BNPP 2015 REGISTRATION DOCUMENT	
<i>Extracts of Annex XI of the European Regulation 809/2004/EC of 29 April 2004</i>	
3. Risk Factors	
3.1. Prominent disclosure of risk factors that may affect the Issuer's ability to fulfil its obligations under the securities to investors in a section headed "Risk Factors".	Pages 233 to 398 of the BNPP 2015 Registration Document
4. Information about the Issuer	
4.1. History and development of the Issuer	Pages 5 and 6 of the BNPP 2015 Registration Document
4.1.1. The legal and commercial name of the Issuer	Page 519 of the BNPP 2015 Registration Document
4.1.2. The place of registration of the Issuer and its registration number;	Pages 519 and 538 (back cover) of the BNPP 2015 Registration Document
4.1.3. The date of incorporation and the length of life of the Issuer, except where indefinite;	Page 519 of the BNPP 2015 Registration Document

4.1.4. - the domicile and legal form of the Issuer, - the legislation under which the Issuer operates, - its country of incorporation, and - the address and telephone number of its registered office (or principal place of business if different from its registered office).	Pages 519 and 538 (back cover) of the BNPP 2015 Registration Document
4.1.5. Any recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.	Page 125 of the BNPP 2015 Registration Document
5. Business Overview	
5.1.1. A brief description of - the Issuer's principal activities stating, - the main categories of products sold and/or services performed.	Pages 6 to 15, 159 to 171 and 512 to 518 of the BNPP 2015 Registration Document
5.1.2. An indication of any significant new products and/or activities.	Pages 6 to 15, 159 to 171 and 512 to 518 of the BNPP 2015 Registration Document
5.1.3. A brief description of the principal markets in which the Issuer competes.	Pages 6 to 15, 159 to 171 and 512 to 518 of the BNPP 2015 Registration Document
5.1.4. The basis for any statements in the registration document made by the Issuer regarding its competitive position.	Pages 6 to 15 and 106 to 115 of the BNPP 2015 Registration Document
6. Organisational Structure	
6.1. If the Issuer is part of a group, a brief description of the group and of the Issuer's position within it.	Page 4 of the BNPP 2015 Registration Document
6.2. If the Issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.	Pages 221 to 229, 433 to 435, 510 and 512 to 517 of the BNPP 2015 Registration Document
7. Trend Information	
7.2 Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects for at least the current financial year.	Pages 126 to 127 of the BNPP 2015 Registration Document
8. Profit Forecasts or Estimates	
8.1. A statement setting out the principal assumptions	N/A

<p>upon which the Issuer has based its forecast, or estimate.</p> <p>There must be a clear distinction between assumptions about factors which the members of the administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the administrative, management or supervisory bodies; be readily understandable by investors; be specific and precise; and not relate to the general accuracy of the estimates underlying the forecast.</p>	
<p>8.2. A report prepared by independent accountants or auditors stating that in the opinion of the independent accountants or auditors the forecast or estimate has been properly compiled on the basis stated, and that the basis of accounting used for the profit forecast or estimate is consistent with the accounting policies of the Issuer.</p> <p>Where financial information relates to the previous financial year and only contains non-misleading figures substantially consistent with the final figures to be published in the next annual audited financial statements for the previous financial year, and the explanatory information necessary to assess the figures, a report shall not be required provided that the prospectus includes all of the following statements:</p> <p>(a) the person responsible for this financial information, if different from the one which is responsible for the prospectus in general, approves that information;</p> <p>(b) independent accountants or auditors have agreed that this information is substantially consistent with the final figures to be published in the next annual audited financial statements;</p> <p>(c) this financial information has not been audited.</p>	N/A
<p>8.3. The profit forecast or estimate must be prepared on a basis comparable with the historical financial information.</p>	N/A
<p>9. Administrative, Management, and Supervisory Bodies</p>	
<p>9.1. Names, business addresses and functions in the Issuer of the members of the administrative, management or supervisory bodies, and an indication</p>	Pages 30 to 45 and 101 of the BNPP 2015 Registration Document

<p>of the principal activities performed by them outside the Issuer where these are significant with respect to that Issuer:</p> <p>(a) members of the administrative, management or supervisory bodies;</p> <p>(b) partners with unlimited liability, in the case of a limited partnership with a share capital.</p>	
<p>9.2. Administrative, Management, and Supervisory bodies conflicts of interests.</p> <p>Potential conflicts of interests between any duties to the issuing entity of the persons referred to in item 9.1 and their private interests and or other duties must be clearly stated.</p> <p>In the event that there are no such conflicts, make a statement to that effect.</p>	<p>Pages 46 to 68 and 72 to 74 of the BNPP 2015 Registration Document</p>
<p>10. Major Shareholders</p>	
<p>10.1. To the extent known to the Issuer, state whether the Issuer is directly or indirectly owned or controlled and by whom, and describe the nature of such control, and describe the measures in place to ensure that such control is not abused.</p>	<p>Pages 16 and 17 of the BNPP 2015 Registration Document</p>
<p>10.2. A description of any arrangements, known to the Issuer, the operation of which may at a subsequent date result in a change in control of the Issuer.</p>	<p>Page 17 of the BNPP 2015 Registration Document</p>
<p>2015 FINANCIAL STATEMENTS</p>	
<p>Profit and loss account for the year ended 31 December 2015</p>	<p>Page 132 of the BNPP 2015 Registration Document</p>
<p>Statement of net income and changes in assets and liabilities recognised directly in equity</p>	<p>Page 133 of the BNPP 2015 Registration Document</p>
<p>Balance sheet at 31 December 2015</p>	<p>Page 134 of the BNPP 2015 Registration Document</p>
<p>Cash flow statement for the year ended 31 December 2015</p>	<p>Page 135 of the BNPP 2015 Registration Document</p>
<p>Statement of changes in shareholders' equity between 1 January 2015 and 31 December 2015</p>	<p>Pages 136 and 137 of the BNPP 2015 Registration Document</p>
<p>Notes to the financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union</p>	<p>Pages 138 to 230 of the BNPP 2015 Registration Document</p>
<p>Statutory Auditors' report on the Consolidated Financial Statements of BNP Paribas for the year ended 31 December 2015</p>	<p>Pages 231 and 232 of the BNPP 2015 Registration Document</p>

- (e) In the penultimate paragraph, the penultimate 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 Guarantor to which such document relates."

AMENDMENTS TO THE FORM OF FINAL TERMS FOR NOTES

The "Form of Final Terms for Notes" on pages 219 to 281 of the Base Prospectus is amended as follows:

The first six paragraphs in item "2. Ratings" of "PART B – OTHER INFORMATION" are deleted and replaced with the following:

"[The Notes to be issued [have been]/[are expected to be] rated [*insert details*] by [*insert the legal name of the relevant credit rating agency entity(ies)*].

[The Notes have not been rated.]

[*Need to include a brief explanation of the meaning of the ratings if this has previously been published by the rating provider:*

[●]"

AMENDMENTS TO THE DESCRIPTION OF BNPP B.V.

The Description of BNPP B.V. on pages 1256 to 1259 of the Base Prospectus is amended as follows:

The paragraph under the sub-heading "**3. Trend Information**" is deleted in its entirety and replaced with the following:

"Due to BNPP B.V.'s dependence upon BNPP its trend information is the same as that for BNPP set out on pages 126 and 127 of the BNPP 2015 Registration Document .".

AMENDMENTS TO THE DESCRIPTION OF BNPP

The description of BNPP on page 1260 of the Base Prospectus is amended by the deletion of the paragraph under the heading "**Description of BNPP**" and its replacement with the following:

"A description of BNPP can be found on pages 6 to 15 of the BNPP 2015 Registration Document which is incorporated by reference herein."

AMENDMENTS TO THE DESCRIPTION OF BNPPF

The Description of BNPPF on pages 1267 to 1281 of the Base Prospectus is amended as follows:

- (a) The fourth paragraph under the sub-heading "**2. Business overview**" is amended as follows:
 - (i) by the deletion of the number "188,000" in the third line and its replacement with the number "189,000"; and
 - (ii) by the deletion of the word "over" in the third line and its replacement with the word "close to".
- (b) The second paragraph (which was added to the Base Prospectus by virtue of the Sixth Supplement) under the sub-heading "**8. Trend information**" is deleted in its entirety and replaced with the following:

"In 2015, the global economic activity remained sluggish. Activity slowed down in emerging countries, while a modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the slowing economic growth in China, the fall in prices of energy and other commodities, and an initial tightening of US monetary policy in a context of resilient internal recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF¹ is forecasting the progressive recovery of global economic activity but with low growth prospects on the medium term in developed and emerging countries."

- (c) The fourth paragraph (which was added to the Base Prospectus by virtue of the Sixth Supplement) under the sub-heading "**8. Trend information**" is deleted in its entirety and replaced with the following:

"In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first rate increase decided by the Federal Reserve in December 2015), as well as tightened financial volatility linked to the concerns regarding growth in emerging countries, have contributed to the stiffening of external financial conditions, capital outflows, further currency depreciations in numerous emerging countries and an increase in risks for banks. This could lead to the downgrading of sovereign ratings."

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

AMENDMENTS TO THE DESCRIPTION OF BGL

The Description of BGL on pages 1282 to 1289 of the Base Prospectus is amended as follows:

1. The fourth paragraph under the sub-heading "**2. Business Overview**" is amended as follows:
 - (a) by the deletion of the number "188,000" in the first sentence and its replacement with the number "189,000"; and
 - (b) by the deletion of the words "more than" in the first sentence and their replacement with the words "close to".
2. The paragraphs under the sub-heading "**4. Trend information**" are deleted and replaced with the following:

"Macroeconomic environment

Macroeconomic and market conditions affect BGL's results. The nature of BGL's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.

In 2015, the global economic activity remained sluggish. Activity slowed down in emerging countries, while a modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the slowing economic growth in China, the fall in prices of energy and other commodities, and an initial tightening of US monetary policy in a context of resilient internal recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF¹ is forecasting the progressive recovery of global economic activity but with low growth prospects on the medium term in developed and emerging countries.

In that context, two risks can be identified:

Financial instability due to the vulnerability of emerging countries

While the exposure of the BNP Paribas Group to emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group and potentially alter its results.

In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first rate increase decided by the Federal Reserve in December 2015), as well as tightened financial volatility linked to the concerns regarding growth in emerging countries, have contributed to the stiffening of external financial conditions, capital outflows, further currency depreciations in numerous emerging countries and an increase in risks for banks. This could lead to the downgrading of sovereign ratings.

Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit offering, and chaotic de-leveraging) that would affect all banking institutions.

Systemic risks related to economic conditions and market liquidity

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.

Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.

Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.

Laws and regulations applicable to financial institutions

Recent and future changes in the laws and regulations applicable to financial institutions may have a significant impact on BGL. Measures that were recently adopted or which are (or whose application measures are) still in draft format, that have or are likely to have an impact on BGL notably include:

- the structural reforms comprising the French banking law of 26 July 2013 requiring that banks create subsidiaries for or segregate "speculative" proprietary operations from their traditional retail banking activities, the "Volcker rule" in the US which restricts proprietary transactions, sponsorship and investment in private equity funds and hedge funds by US and foreign banks, and expected potential changes in Europe;
- regulations governing capital: CRD IV/CRR, the international standard for total loss-absorbing capacity (TLAC) and BGL's designation as a financial institution that is of systemic importance by the Financial Stability Board;
- the European Single Supervisory Mechanism and the ordinance of 6 November 2014;
- the Directive of 16 April 2014 related to deposit guarantee systems and its delegation and implementing decrees, the Directive of 15 May 2014 establishing a Bank Recovery and Resolution framework, the Single Resolution Mechanism establishing the Single Resolution Council and the Single Resolution Fund;
- the Final Rule by the US Federal Reserve imposing tighter prudential rules on the US transactions of large foreign banks, notably the obligation to create a separate intermediary holding company in the US (capitalised and subject to regulation) to house their US subsidiaries;
- the new rules for the regulation of over-the-counter derivative activities pursuant to Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act, notably margin requirements for uncleared derivative products and the derivatives of securities traded by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants, and the rules of the US Securities and Exchange Commission which require the registration of banks and major swap participants active on derivatives markets and transparency and reporting on derivative transactions;
- the new MiFID and MiFIR, and European regulations governing the clearing of certain over-the-counter derivative products by centralised counterparties and the disclosure of securities financing transactions to centralised bodies.

Cyber risk

In recent years, financial institutions have been impacted by a number of cyber incidents, notably involving large-scale alterations of data which compromise the quality of financial information. This risk remains today and BGL, like other banks, has taken measures to implement systems to deal with cyber attacks that could destroy or damage data and critical systems and hamper the smooth running of its operations. Moreover, the regulatory and supervisory authorities are taking initiatives to promote the exchange of information on cyber security and cyber criminality in order to improve the security of technological infrastructures and establish effective recovery plans after a cyber incident.

More generally, regulators and legislators in any country may, at any time, implement new or different measures that could have a significant impact on the financial system in general or BGL in particular.

Save as set out above, there are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on BGL BNP Paribas' prospects for the current financial year."

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The section "General Information" on pages 1399 to 1408 of the Base Prospectus is amended as follows:

- (a) The paragraphs under the heading "**4. Documents Available**" on pages 1399 to 1400 of the Base Prospectus are amended as follows:
- (i) by the deletion of the word "and" from the end of sub-paragraph (xxv) (which was added to the Base Prospectus by virtue of the Fifth Supplement);
 - (ii) by the deletion of the "." at the end of sub-paragraph (xxvi) (which was added to the Base Prospectus by virtue of the Fifth Supplement) and its replacement with "; and";
 - (iii) by the insertion of the following new sub-paragraph (xxvii):
"(xxvii) the BNPP 2015 Registration Document in French.";
 - (iv) the deletion of the penultimate paragraph and its replacement with the following:
"In the case of (iii), (ix), (xv), (xvi), (xvii), (xviii), (xxv), (xxvi) and (xxvii) above, the documents are also available via BNPP's website: "www.invest.bnpparibas.com". In addition, copies of this Base Prospectus and any documents incorporated by reference in this Base Prospectus are available via BNPP's website: (<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>)."
- (b) The first paragraph under the heading "**5. Material Adverse Change**" on page 1401 of the Base Prospectus is deleted in its entirety and replaced with the following:
"There has been no material adverse change in the prospects of BNPP or the Group since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published);" and
- (c) The first paragraph under the heading "**6. Legal and Arbitration Proceedings**" on page 1401 of the Base Prospectus is deleted in its entirety and replaced with the following:
"Save as disclosed on pages 158, 211, 212 and 411 of the BNPP 2015 Registration Document, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer 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's and/or the Group's financial position or profitability."
- (d) The first paragraph under the heading "**7. Significant Change**" on page 1401 of the Base Prospectus is deleted in its entirety and replaced with the following:
"There has been no significant change in the financial or trading position of BNPP or the Group since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published).";
- (e) The first paragraph under the heading "**10. Board of Directors**" on page 1402 of the Base Prospectus is deleted in its entirety and replaced with the following:
"The members of the Board of Directors of BNPP are displayed on pages 30 to 42 of the BNPP 2015 Registration Document relating to BNPP which is incorporated by reference herein."; and

- (f) The table under the heading "**18. Capitalization of BNPP and the BNPP Group**" on page 1408 of the Base Prospectus is deleted and replaced with the following:

TABLE OF CAPITALIZATION AND MEDIUM-TO-LONG TERM INDEBTEDNESS		
Millions of Euros	BNP PARIBAS GROUP	BNP PARIBAS GROUP
	December 31, 2014	December 31, 2015
Medium-and Long Term Debt of which unexpired term to maturity is more than one year		
Debt securities at fair value through profit or lost	38,876	34,889
Other debt securities	74,322	65,756
Subordinated debt	10,746	12,070
Total Medium and Long-Term Debt.....	123,944	112,715
Shareholders' Equity and Equivalents		
Issued Capital	2,492	2,493
Additional paid-in capital.....	24,479	24,404
Preferred shares and equivalent instruments.....	6,589	7,855
Retained earnings	47,895	51,906
Unrealized or deferred gains and losses attributable to shareholders	6,091	6,736
Undated participating subordinated notes	222	222
Undated Subordinated FRNs.....	1,849	1,811
Total Shareholders' Equity and Equivalents	89,617	95,427
Minority Interest.....	4,141	3,719
Total Capitalization and Medium-to-Long Term Indebtedness	217,702	211,861

- (g) The heading "**19. Declaration concerning the unaudited results of BNP Paribas for the periods ending 31 December 2015**" and the information under such heading (which was added to the Base Prospectus by virtue of the Sixth Supplement) is deleted in its entirety.

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

1. Le "Résumé du Programme" figurant aux pages 1410 à 1468 du Prospectus de Base est modifié comme suit :
- (a) Dans l'Elément B.4b, les paragraphes figurant sous le titre "*Concernant BNPP*:" et immédiatement au-dessus du titre "*Concernant BP2F*:" sont modifiés comme suit :

- (i) Le deuxième paragraphe sous le titre "**Conditions Macroéconomiques**" est supprimé et remplacé comme suit :

"En 2015, l'activité économique mondiale est restée modérée. Dans les pays émergents, l'activité a ralenti tandis qu'une reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : la diminution de la croissance économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un premier durcissement de la politique monétaire aux États-Unis dans le contexte d'une reprise interne résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016¹ tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents."

- (ii) Le deuxième paragraphe du sous-titre "*Instabilité financière liée à la vulnérabilité des pays émergents*" est supprimé et remplacé comme suit :

"On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux États-Unis (première hausse décidée par la Réserve Fédérale en décembre 2015) ainsi qu'une volatilité financière accrue liée aux inquiétudes autour de la croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à des sorties de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques. Ce qui précède pourrait conduire à des dégradations de notations souveraines. "

- (b) Dans l'Elément B.4b, le deuxième paragraphe figurant sous le titre "*Concernant BP2F*:" et au-dessus du titre "*Concernant BGL*:" est supprimé et remplacé comme suit :

"En 2015, l'activité économique mondiale est restée modérée. Dans les pays émergents, l'activité a ralenti tandis qu'une reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : la diminution de la croissance économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un premier durcissement de la politique monétaire aux États-Unis dans le contexte d'une reprise interne résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016 tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents."

¹ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

- (c) Dans l'Élément B.4b, les paragraphes figurant sous le titre "*Concernant BGL* ." et au-dessus du titre "*Concernant BNPP B.V.*" sont supprimés et remplacés comme suit :

"Conditions macroéconomiques

L'environnement macroéconomique et de marché affecte les résultats de BGL. Compte tenu de la nature de son activité, BGL est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.

En 2015, l'activité économique mondiale est restée modérée. Dans les pays émergents, l'activité a ralenti tandis qu'une reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : la diminution de la croissance économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un premier durcissement de la politique monétaire aux États-Unis dans le contexte d'une reprise interne résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016¹ tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents.

Dans ce contexte, on peut souligner les deux risques suivants :

Instabilité financière liée à la vulnérabilité des pays émergents

Bien que l'exposition du Groupe BNP Paribas dans les pays émergents soit limitée, la vulnérabilité de ces économies peut conduire à des perturbations du système financier mondial qui toucheraient le Groupe BNP Paribas et pourraient affecter ses résultats.

On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux États-Unis (première hausse décidée par la Réserve Fédérale en décembre 2015) ainsi qu'une volatilité financière accrue liée aux inquiétudes autour de la croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à des sorties de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques. Ce qui précède pourrait conduire à des dégradations de notations souveraines.

Dans un contexte de possible normalisation des primes de risque, il existe un risque de perturbations sur les marchés mondiaux (hausse des primes de risque, érosion de la confiance, déclin de la croissance, report ou ralentissement de la normalisation des politiques monétaires, baisse de la liquidité des marchés, problème de valorisation des actifs, baisse de l'offre de crédit et désendettement désordonné) qui affecteraient l'ensemble des établissements bancaires.

Risques systémiques liés à la conjoncture et à la liquidité de marché

La prolongation d'une situation de taux exceptionnellement bas peut favoriser une prise de risque excessive chez certains acteurs du système financier : augmentation des maturités des financements et des actifs détenus, politique d'octroi de crédit moins sévère, progression des financements à effet de levier.

Certains de ces acteurs (assureurs, fonds de pension, gestionnaires d'actifs, etc.) ont une dimension de plus en plus systémique et en cas de turbulences de marché (par exemple liés à une hausse brutale

¹ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

des taux et/ou un réajustement marqué des prix), ces acteurs pourraient être amenés à dénouer de larges positions dans un contexte où la liquidité de marché se révélerait relativement fragile.

De telles tensions sur la liquidité pourraient être exacerbées par l'augmentation récente du volume des actifs sous gestion confiés à des structures investissant dans des actifs peu liquides.

Législations et réglementations applicables aux institutions financières

Les évolutions récentes et à venir des législations et réglementations applicables aux institutions financières peuvent avoir un impact significatif sur BGL. Les mesures adoptées récemment ou qui sont (ou dont les mesures d'application sont) encore en projet, qui ont, ou sont susceptibles d'avoir un impact sur BGL, comprennent notamment :

- les réformes dites structurelles comprenant la Loi bancaire française du 26 juillet 2013, imposant aux banques une filialisation ou séparation des opérations dites « spéculatives » qu'elles effectuent pour compte propre de leurs activités traditionnelles de banque de détail, la « règle Volcker » aux États-Unis qui restreint la possibilité des entités bancaires américaines et étrangères de conduire des opérations pour compte propre ou de sponsoriser ou d'investir dans les fonds de capital investissement (« *private equity* ») et les hedge funds, ainsi que les évolutions possibles attendues en Europe ;
- les réglementations sur les fonds propres : CRD IV/CRR, le standard international commun de capacité d'absorption des pertes (« *Total Loss Absorbing Capacity* » ou « TLAC »), et la désignation de BGL en tant qu'institution financière d'importance systémique par le Conseil de stabilité financière ;
- le Mécanisme européen de Surveillance Unique ainsi que l'ordonnance du 6 novembre 2014 ;
- la Directive du 16 avril 2014 relative aux systèmes de garantie des dépôts et ses actes délégués et actes d'exécution, la Directive du 15 mai 2014 établissant un cadre pour le Redressement et la Résolution des Banques, le Mécanisme de Résolution Unique instituant le Conseil de Résolution Unique et le Fonds de Résolution Unique ;
- le Règlement final de la Réserve Fédérale des États-Unis imposant des règles prudentielles accrues pour les opérations américaines des banques étrangères de taille importante, notamment l'obligation de créer une société holding intermédiaire distincte située aux États-Unis (capitalisée et soumise à régulation) afin de détenir les filiales américaines de ces banques ;
- Les nouvelles règles pour la régulation des activités de dérivés négociés de gré à gré au titre du Titre VII du *Dodd-Frank Wall Street Reform and Consumer Protection Act* (notamment les exigences de marge pour les produits dérivés non compensés et pour les produits dérivés sur titres conclus par les banques actives sur les marchés de dérivés (« *swap dealers* »), les principaux intervenants non bancaires sur les marchés de dérivés (« *major swap participants* »), les banques actives sur les marchés de dérivés sur titres (« *security-based swap dealers* ») et les principaux intervenants non-bancaires sur les marchés de dérivés sur titres (« *major security-based swap participants* »), ainsi que les règles de la *U.S. Securities and Exchange Commission* imposant l'enregistrement des banques actives sur les marchés de dérivés sur titres et des principaux intervenants non-bancaires sur les marchés de dérivés sur titres ainsi que les obligations de transparence et de *reporting* des transactions de dérivés sur titres ;
- la nouvelle directive et le règlement Marché d'instruments financiers (MiFID et MiFIR), ainsi que les réglementations européennes sur la compensation de certains produits dérivés

négociés de gré-à-gré par des contreparties centrales et la déclaration des opérations de financement sur titres auprès de référentiels centraux.

Cyber-risque

Au cours des années passées, les institutions du secteur financier ont été touchées par nombre de cyber incidents, notamment par des altérations à grande échelle de données compromettant la qualité de l'information financière. Ce risque perdure aujourd'hui et BGL, tout comme d'autres établissements bancaires s'est mise en ordre de marche afin de mettre en place des dispositifs permettant de faire face à des cyber attaques propres à détruire ou à endommager des données et des systèmes critiques et à gêner la bonne conduite des opérations. Par ailleurs, les autorités réglementaires et de supervision prennent des initiatives visant à promouvoir l'échange d'informations en matière de cyber sécurité et de cyber criminalité, à améliorer la sécurité des infrastructures technologiques et à mettre en place des plans efficaces de rétablissement consécutifs à un cyber incident."

(d) L'Elément B.5 est modifié comme suit :

- (i) Les mots "près de 188.000" dans la deuxième phrase sont supprimés et remplacés par les mots "plus de 189.000";
- (ii) Le mot "dont plus" de la deuxième phrase est supprimé et remplacé par le mot "dont près"; et
- (iii) Le mot "ensemble" est inséré immédiatement après l'ouverture de la parenthèse de la dernière phrase.

(e) L'Elément B.9 est supprimé et remplacé par ce qui suit :

B.9	Prévision ou estimation du bénéfice	Sans objet, en l'absence de prévision ou estimation du bénéfice concernant l'Emetteur au sein du Prospectus de Base sur lequel ce Résumé porte.
------------	-------------------------------------	---

(f) Dans l'Elément B.12, l'information figurant sous le titre "*Concernant BNPP:*" et immédiatement au-dessus du titre "*Concernant BGL :*" est modifiée comme suit :

- (i) Les informations situées sous le titre "*Concernant BNPP:*" et au-dessus du titre "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – En millions d'EUR**" sont supprimées et remplacées comme suit :

Données Financières Annuelles Comparées – En millions d'EUR		
	31/12/2015 (audités)	31/12/2014* (audités)
Produit Net Bancaire	42.938	39.168
Coût du Risque	(3.797)	(3.705)
Résultat Net, Part du Groupe	6.694	157
	31/12/2015	31/12/2014*
Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD4)	10,9%	10,3%
	31/12/2015 (audités)	31/12/2014* (audités)

Total du bilan consolidé	1.994.193	2.077.758
Total consolidé des prêts et créances sur la clientèle	682.497	657.403
Total consolidé des dettes envers la clientèle	700.309	641.549
Capitaux propres (Part du Groupe)	96.269	89.458
<i>* Données retraitées par application de l'interprétation IFRIC 21.</i>		

- (ii) Par la suppression du titre "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – en millions d'EUR**" et des informations situées sous ce titre et immédiatement au-dessus du titre "**Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2015 – En millions d'EUR**"; et
- (iii) Par la suppression du titre "**Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2015 – En millions d'EUR**" et des informations situées sous ce titre et immédiatement au-dessus du titre "**Concernant BGL**".
- (g) L'Elément B.12 est modifié par la suppression du premier paragraphe sous le titre "**Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif**" et remplacé comme suit :

"Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale du Groupe BNPP depuis le 31 décembre 2015 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés). Il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP ou du Groupe BNPP depuis le 31 décembre 2015 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés)."

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

B.13	Evénements impactant la solvabilité de l'Emetteur	Non applicable, au 10 septembre 2015 (en relation avec BNPP B.V. et BP2F), 8 Octobre 2015 (en relation avec BGL) et au 30 mars 2016 (en relation avec BNPP) 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 30 juin 2015 (en relation avec BNPP B.V., BP2F et BGL) ou le 31 décembre 2015 (en relation avec BNPP).
-------------	---	--

- (i) Dans L'Elément B.16, le premier point est supprimé et remplacé par ce qui suit :

"Aucun des actionnaires existants ne contrôle BNPP, que ce soit directement ou indirectement. Au 31 décembre 2015, 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 10,2% du capital social, BlackRock Inc. qui détient 5,1% du capital social et le Grand-Duché de Luxembourg, qui détient 1,0% du capital social. A la connaissance de BNPP, aucun actionnaire autre que SFPI et Blackrock Inc. ne détient plus de 5% de son capital ou de ses droits de vote."

- (j) L'Elément B.17 est supprimé et remplacé comme suit :

<p>B.17</p>	<p>Notations de crédit sollicitées</p>	<p>Les notations à long terme de BNPP B.V. sont: A avec une perspective stable (Standard & Poor's Credit Market Services France SAS) et les notations à court terme de BNPP B.V. sont : A-1 (Standard & Poor's Credit Market Services France SAS).</p> <p>Les notations de crédit à long terme de BNPP sont : A avec une perspective stable (Standard & Poor's Credit Market Services France SAS), A1 avec une perspective stable (Moody's Investors Service Ltd.), A+ avec une perspective stable (Fitch France S.A.S.) et AA (low) avec une perspective stable (DBRS Limited) et les notations de crédit à court terme de BNPP sont : A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's Investors Service Ltd.), F1 (Fitch France S.A.S.) et R-1 (middle) (DBRS Limited).</p> <p>Les titres d'emprunt senior non assortis de sûretés de BP2F sont notés A avec une perspective stable (Standard & Poor's Credit Market Services France SAS), A2 avec perspective stable (Moody's France SAS) et A+ avec une perspective stable (Fitch Ratings Limited) et les notations à court terme de BP2F sont : A-1 (Standard & Poor's), P-1 (Moody's France SAS) et F1 (Fitch Ratings Limited).</p> <p>Les notations à long terme de BGL sont : A avec une perspective stable (Standard & Poor's Credit Market Services France SAS), A1 (avec une perspective stable) (Moody's France SAS) et A+ (avec une perspective stable) (Fitch France S.A.S.) et les notations à court terme de BGL sont : A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's France SAS) et F1 (Fitch France SAS).</p> <p>Les Titres émis dans le cadre du Programme pourront ou non faire l'objet d'une notation.</p> <p>Une notation n'est pas une recommandation d'achat, de vente ou de détention des titres concernés et peut être suspendue, réduite ou révoquée à tout moment par l'agence de notation qui l'a attribuée.</p>
--------------------	--	---

(k) L'Elément B.19/B.4b est modifié comme suit :

(i) Le deuxième paragraphe sous le titre "**Conditions Macroéconomiques**" est supprimé et remplacé comme suit :

"En 2015, l'activité économique mondiale est restée modérée. Dans les pays émergents, l'activité a ralenti tandis qu'une reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : la diminution de la croissance économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un premier durcissement de la politique monétaire aux États-Unis dans le contexte d'une reprise interne résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016¹ tablent sur une reprise progressive de l'activité

¹ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents."

- (ii) Le deuxième paragraphe du sous-titre "*Instabilité financière liée à la vulnérabilité des pays émergents*" est supprimé et remplacé comme suit :

"On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux États-Unis (première hausse décidée par la Réserve Fédérale en décembre 2015) ainsi qu'une volatilité financière accrue liée aux inquiétudes autour de la croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à des sorties de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques. Ce qui précède pourrait conduire à des dégradations de notations souveraines."

- (l) L'Elément B.19/B.9 est supprimé et remplacé par ce qui suit :

B.19/ B.9	Prévision ou estimation du bénéfice	Sans objet, en l'absence de prévision ou estimation du bénéfice concernant le Garant au sein du Prospectus de Base sur lequel ce Résumé porte.
----------------------	-------------------------------------	--

- (m) L'Elément B.19/B.17 est supprimé et entièrement remplacé par ce qui suit :

B.19/ B.17	Notations de crédit sollicitées	<p>Les notations à long terme de BNPPF sont: A avec une perspective stable (Standard & Poor's Credit Market Services France SAS), A2 avec une perspective stable (Moody's France SAS) et A+ avec une perspective stable (Fitch Ratings Limited) et les notations à court terme de BNPPF sont : A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's France SAS) et F1 (Fitch Ratings Limited).</p> <p>Une notation n'est pas une recommandation d'achat, de vente ou de détention des titres concernés et peut être suspendue, réduite ou révoquée à tout moment par l'agence de notation qui l'a attribuée.</p>
-----------------------	---------------------------------	---

2. Le "Modèle de Résumé du Programme Spécifique à l'Émission en relation avec le Prospectus de Base" figurant aux pages 1469 à 1535 du Prospectus de Base est modifié comme suit:

- (a) Dans l'Elément B.4b, les paragraphes figurant sous le titre "[A indiquer si BNPP est l'Émetteur:]" et immédiatement au-dessus du titre "[A indiquer si BP2F est l'Émetteur:]" sont modifiés comme suit :

- (i) Le deuxième paragraphe sous le titre "**Conditions Macroéconomiques**" est supprimé et remplacé comme suit :

"En 2015, l'activité économique mondiale est restée modérée. Dans les pays émergents, l'activité a ralenti tandis qu'une reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : la diminution de la croissance économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un premier durcissement de la politique monétaire aux États-Unis dans le contexte d'une reprise interne résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions

économiques du FMI pour l'année 2016¹ tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents."

- (ii) Le deuxième paragraphe du sous-titre "*Instabilité financière liée à la vulnérabilité des pays émergents*" est supprimé et remplacé comme suit :

"On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux États-Unis (première hausse décidée par la Réserve Fédérale en décembre 2015) ainsi qu'une volatilité financière accrue liée aux inquiétudes autour de la croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à des sorties de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques. Ce qui précède pourrait conduire à des dégradations de notations souveraines."

- (b) Dans l'Élément B.4b, le deuxième paragraphe figurant sous le titre "[A indiquer si BP2F est l'Emetteur:]" et immédiatement au-dessus du titre "[A indiquer si BGL est l'Emetteur:]" est supprimé et remplacé comme suit :

"En 2015, l'activité économique mondiale est restée modérée. Dans les pays émergents, l'activité a ralenti tandis qu'une reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : la diminution de la croissance économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un premier durcissement de la politique monétaire aux États-Unis dans le contexte d'une reprise interne résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016² tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents."

- (c) Dans l'Élément B.4b, les paragraphes figurant sous le titre "[A indiquer si BGL est l'Emetteur:]" et au-dessus du titre "[A indiquer si BNPP B.V. est l'Emetteur:]" sont supprimés et remplacés comme suit :

"Conditions macroéconomiques

L'environnement macroéconomique et de marché affecte les résultats de BGL. Compte tenu de la nature de son activité, BGL est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.

En 2015, l'activité économique mondiale est restée modérée. Dans les pays émergents, l'activité a ralenti tandis qu'une reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : la diminution de la croissance économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un premier durcissement de la politique monétaire aux États-Unis dans le contexte d'une reprise interne résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016³ tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents.

¹ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

² Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

³ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

Dans ce contexte, on peut souligner les deux risques suivants :

Instabilité financière liée à la vulnérabilité des pays émergents

Bien que l'exposition du Groupe BNP Paribas dans les pays émergents soit limitée, la vulnérabilité de ces économies peut conduire à des perturbations du système financier mondial qui toucheraient le Groupe BNP Paribas et pourraient affecter ses résultats.

On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux États-Unis (première hausse décidée par la Réserve Fédérale en décembre 2015) ainsi qu'une volatilité financière accrue liée aux inquiétudes autour de la croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à des sorties de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques. Ce qui précède pourrait conduire à des dégradations de notations souveraines.

Dans un contexte de possible normalisation des primes de risque, il existe un risque de perturbations sur les marchés mondiaux (hausse des primes de risque, érosion de la confiance, déclin de la croissance, report ou ralentissement de la normalisation des politiques monétaires, baisse de la liquidité des marchés, problème de valorisation des actifs, baisse de l'offre de crédit et désendettement désordonné) qui affecteraient l'ensemble des établissements bancaires.

Risques systémiques liés à la conjoncture et à la liquidité de marché

La prolongation d'une situation de taux exceptionnellement bas peut favoriser une prise de risque excessive chez certains acteurs du système financier : augmentation des maturités des financements et des actifs détenus, politique d'octroi de crédit moins sévère, progression des financements à effet de levier.

Certains de ces acteurs (assureurs, fonds de pension, gestionnaires d'actifs, etc.) ont une dimension de plus en plus systémique et en cas de turbulences de marché (par exemple liés à une hausse brutale des taux et/ou un réajustement marqué des prix), ces acteurs pourraient être amenés à dénouer de larges positions dans un contexte où la liquidité de marché se révélerait relativement fragile.

De telles tensions sur la liquidité pourraient être exacerbées par l'augmentation récente du volume des actifs sous gestion confiés à des structures investissant dans des actifs peu liquides.

Législations et réglementations applicables aux institutions financières

Les évolutions récentes et à venir des législations et réglementations applicables aux institutions financières peuvent avoir un impact significatif sur BGL. Les mesures adoptées récemment ou qui sont (ou dont les mesures d'application sont) encore en projet, qui ont, ou sont susceptibles d'avoir un impact sur BGL, comprennent notamment :

- les réformes dites structurelles comprenant la Loi bancaire française du 26 juillet 2013, imposant aux banques une filialisation ou séparation des opérations dites « spéculatives » qu'elles effectuent pour compte propre de leurs activités traditionnelles de banque de détail, la « règle Volcker » aux États-Unis qui restreint la possibilité des entités bancaires américaines et étrangères de conduire des opérations pour compte propre ou de sponsoriser ou d'investir dans les fonds de capital investissement (« *private equity* ») et les hedge funds, ainsi que les évolutions possibles attendues en Europe ;

- les réglementations sur les fonds propres : CRD IV/CRR, le standard international commun de capacité d'absorption des pertes (« *Total Loss Absorbing Capacity* » ou « TLAC »), et la désignation de BGL en tant qu'institution financière d'importance systémique par le Conseil de stabilité financière ;
- le Mécanisme européen de Surveillance Unique ainsi que l'ordonnance du 6 novembre 2014 ;
- la Directive du 16 avril 2014 relative aux systèmes de garantie des dépôts et ses actes délégués et actes d'exécution, la Directive du 15 mai 2014 établissant un cadre pour le Redressement et la Résolution des Banques, le Mécanisme de Résolution Unique instituant le Conseil de Résolution Unique et le Fonds de Résolution Unique ;
- le Règlement final de la Réserve Fédérale des États-Unis imposant des règles prudentielles accrues pour les opérations américaines des banques étrangères de taille importante, notamment l'obligation de créer une société holding intermédiaire distincte située aux États-Unis (capitalisée et soumise à régulation) afin de détenir les filiales américaines de ces banques ;
- Les nouvelles règles pour la régulation des activités de dérivés négociés de gré à gré au titre du Titre VII du *Dodd-Frank Wall Street Reform and Consumer Protection Act* (notamment les exigences de marge pour les produits dérivés non compensés et pour les produits dérivés sur titres conclus par les banques actives sur les marchés de dérivés (« *swap dealers* »), les principaux intervenants non bancaires sur les marchés de dérivés (« *major swap participants* »), les banques actives sur les marchés de dérivés sur titres (« *security-based swap dealers* ») et les principaux intervenants non-bancaires sur les marchés de dérivés sur titres (« *major security-based swap participants* »), ainsi que les règles de la *U.S. Securities and Exchange Commission* imposant l'enregistrement des banques actives sur les marchés de dérivés sur titres et des principaux intervenants non-bancaires sur les marchés de dérivés sur titres ainsi que les obligations de transparence et de *reporting* des transactions de dérivés sur titres ;
- la nouvelle directive et le règlement Marché d'instruments financiers (MiFID et MiFIR), ainsi que les réglementations européennes sur la compensation de certains produits dérivés négociés de gré-à-gré par des contreparties centrales et la déclaration des opérations de financement sur titres auprès de référentiels centraux.

Cyber-risque

Au cours des années passées, les institutions du secteur financier ont été touchées par nombre de cyber incidents, notamment par des altérations à grande échelle de données compromettant la qualité de l'information financière. Ce risque perdure aujourd'hui et BGL, tout comme d'autres établissements bancaires s'est mise en ordre de marche afin de mettre en place des dispositifs permettant de faire face à des cyber attaques propres à détruire ou à endommager des données et des systèmes critiques et à gêner la bonne conduite des opérations. Par ailleurs, les autorités réglementaires et de supervision prennent des initiatives visant à promouvoir l'échange d'informations en matière de cyber sécurité et de cyber criminalité, à améliorer la sécurité des infrastructures technologiques et à mettre en place des plans efficaces de rétablissement consécutifs à un cyber incident."

- (d) Dans l'Elément B.5 le deuxième paragraphe est modifié comme suit :
- (i) Les mots "près de 188.000" dans la deuxième phrase sont supprimés et remplacés par les mots "plus de 189.000";

- (ii) Le mot "dont plus" de la deuxième phrase est supprimé et remplacé par le mot "dont près"; et
 - (iii) Le mot "ensemble" est inséré immédiatement après l'ouverture de la parenthèse de la dernière phrase.
- (e) L'Elément B.9 est supprimé et remplacé par ce qui suit :

B.9	Prévision ou estimation du bénéfice	Sans objet, en l'absence de prévision ou estimation du bénéfice concernant l'Emetteur au sein du Prospectus de Base sur lequel ce Résumé porte.
------------	-------------------------------------	---

- (f) Dans l'Elément B.12, l'information figurant sous le titre "*[A insérer si BNPP est l'Emetteur :]*" et immédiatement au-dessus du titre "*[A insérer si BGL est l'Emetteur :]*" est modifiée comme suit :
- (i) Les informations situées sous le titre "*[A insérer si BNPP est l'Emetteur :]*" et au-dessus du titre "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – En millions d'EUR**" sont supprimées et remplacées comme suit :

Données Financières Annuelles Comparées – En millions d'EUR		
	31/12/2015 (audités)	31/12/2014* (audités)
Produit Net Bancaire	42.938	39.168
Coût du Risque	(3.797)	(3.705)
Résultat Net, Part du Groupe	6.694	157
	31/12/2015	31/12/2014*
Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD4)	10,9%	10,3%
	31/12/2015 (audités)	31/12/2014* (audités)
Total du bilan consolidé	1.994.193	2.077.758
Total consolidé des prêts et créances sur la clientèle	682.497	657.403
Total consolidé des dettes envers la clientèle	700.309	641.549
Capitaux propres (Part du Groupe)	96.269	89.458
<i>* Données retraitées par application de l'interprétation IFRIC 21.</i>		

- (ii) Par la suppression du titre "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – en millions d'EUR**" et des informations situées sous ce titre et immédiatement au-dessus du titre "**Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2015 – En millions d'EUR**"; et
- (iii) Par la suppression du titre "**Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2015 – En millions d'EUR**" et des

informations situées sous ce titre et immédiatement au-dessus du titre "*[A insérer si BGL est l'Emetteur : "*

- (g) L'Elément B.12 est modifié par la suppression du premier paragraphe sous le titre "**Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif**" et remplacé comme suit :

"Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale du Groupe BNPP depuis le 31 décembre 2015 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés). Il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP ou du Groupe BNPP depuis le 31 décembre 2015 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés)."

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

B.13	Evénements impactant la solvabilité de l'Emetteur	[Sans objet, au [à insérer dans le cas de BNPP B.V. et BP2F : 10 septembre 2015]/ [à insérer dans le cas de BGL : 8 octobre 2015]/ [à insérer dans le cas de BNPP : 30 mars 2016] 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 [à insérer dans le cas de BNPP B.V., BP2F et BGL : 30 juin 2015]/ [à insérer dans le cas de BNPP : 31 décembre 2015].] [préciser tous événements récents présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur.]
-------------	---	--

- (i) Dans L'Elément B.16, le deuxième paragraphe est supprimé et remplacé par ce qui suit :

"[A indiquer si BNPP est l'Emetteur : Aucun des actionnaires existants ne contrôle BNPP, que ce soit directement ou indirectement. Au 31 décembre 2015, 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 10,2% du capital social, BlackRock Inc. qui détient 5,1% du capital social et le Grand-Duché de Luxembourg, qui détient 1,0% du capital social. A la connaissance de BNPP, aucun actionnaire autre que SFPI et Blackrock Inc. ne détient plus de 5% de son capital ou de ses droits de vote.]"

- (j) L'Elément B.17 est supprimé et remplacé comme suit :

B.17	Notations de crédit sollicitées	[A indiquer si BNPP B.V. est l'Emetteur : Les notations à long terme de BNPP B.V. sont: A avec une perspective stable (Standard & Poor's Credit Market Services France SAS) et les notations à court terme de BNPP B.V. sont : A-1 (Standard & Poor's Credit Market Services France SAS).] [A indiquer si BNPP est l'Emetteur : Les notations de crédit à long terme de BNPP sont : [A avec une perspective stable (Standard & Poor's Credit Market Services France SAS)], [A1 avec une perspective stable (Moody's Investors Service Ltd.)], [A+ avec une perspective stable (Fitch France S.A.S.)] et [AA (low) avec une perspective stable (DBRS Limited)] et les notations de crédit à court terme de BNPP sont [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1
-------------	---------------------------------	--

		<p>(Moody's Investors Service Ltd.), [F1 (Fitch France S.A.S.)] et [R-1 (<i>middle</i>) (DBRS Limited)].</p> <p>[A indiquer si BP2F est l'Emetteur : Les titres d'emprunt senior non assortis de sûretés de BP2F sont notés [A avec une perspective stable (Standard & Poor's Credit Market Services France SAS)], [A2 avec perspective stable (Moody's France SAS)] et [A+ avec une perspective stable (Fitch Ratings Limited)] et les notations à court terme de BP2F sont : [A-1 (Standard & Poor's)], [P-1 (Moody's France SAS)] et [F1 (Fitch Ratings Limited)].]</p> <p>[Indiquer si BGL est l'Emetteur : Les notations à long terme de BGL sont : [A avec une perspective stable (Standard & Poor's Credit Market Services France SAS)], [A1 (avec une perspective stable) (Moody's France SAS)] et [A+ (avec une perspective stable) (Fitch France S.A.S)] et les notations à court terme de BGL sont : [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's France SAS)] et [F1 (Fitch France S.A.S)].]</p> <p>[Les Titres [ont été / n'ont pas été] / [il est prévu que les Titres soient] notés [[●] par [●]]. Une notation n'est pas une recommandation d'achat, de vente ou de détention des titres concernés et peut être suspendue, réduite ou révoquée à tout moment par l'agence de notation qui l'a attribuée.]</p>
--	--	---

(k) Dans l'Élément B.19/B.4b les paragraphes figurant sous le titre "[A indiquer si BNPP est le Garant:" et immédiatement au-dessus du titre "[A indiquer si BNPPF est le Garant:" sont supprimés et remplacés comme suit :

(i) Le deuxième paragraphe sous le titre "**Conditions Macroéconomiques**" est supprimé et remplacé comme suit :

"En 2015, l'activité économique mondiale est restée modérée. Dans les pays émergents, l'activité a ralenti tandis qu'une reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : la diminution de la croissance économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un premier durcissement de la politique monétaire aux États-Unis dans le contexte d'une reprise interne résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016¹ tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents."

(ii) Le deuxième paragraphe du sous-titre "*Instabilité financière liée à la vulnérabilité des pays émergents*" est supprimé et remplacé comme suit :

"On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif

¹ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

des taux directeurs aux États-Unis (première hausse décidée par la Réserve Fédérale en décembre 2015) ainsi qu'une volatilité financière accrue liée aux inquiétudes autour de la croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à des sorties de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques. Ce qui précède pourrait conduire à des dégradations de notations souveraines. "

(l) Dans l'Elément B.19/B.4b les paragraphes figurant sous le titre "[A indiquer si BNPPF est le Garant:]" sont supprimés et remplacés comme suit :

(i) Le deuxième paragraphe sous le titre "**Conditions Macroéconomiques**" est supprimé et remplacé comme suit :

"En 2015, l'activité économique mondiale est restée modérée. Dans les pays émergents, l'activité a ralenti tandis qu'une reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : la diminution de la croissance économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un premier durcissement de la politique monétaire aux États-Unis dans le contexte d'une reprise interne résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016¹ tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents."

(ii) Le quatrième paragraphe du titre "**Conditions Macroéconomiques**" est supprimé et remplacé comme suit :

"On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux États-Unis (première hausse décidée par la Réserve Fédérale en décembre 2015) ainsi qu'une volatilité financière accrue liée aux inquiétudes autour de la croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à des sorties de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques. Ce qui précède pourrait conduire à des dégradations de notations souveraines. "

(m) Dans l'Elément B.19/B.5 le premier paragraphe est modifié comme suit :

(i) Les mots "près de 188.000" dans la deuxième phrase sont supprimés et remplacés par les mots "plus de 189.000";

(ii) Le mot "dont plus" de la deuxième phrase est supprimé et remplacé par le mot "dont près"; et

(iii) Le mot "ensemble" est inséré immédiatement après l'ouverture de la parenthèse de la dernière phrase.

(n) L'Elément B.19/B.9 est supprimé et remplacé par ce qui suit :

¹ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

B.19/ B.9	Prévision ou estimation du bénéfice	Sans objet, en l'absence de prévision ou estimation du bénéfice concernant le Garant au sein du Prospectus de Base sur lequel ce Résumé porte.
----------------------	-------------------------------------	--

(o) Dans l'Elément B.19/B.12, l'information figurant sous le titre "[A insérer si BNPP est le Garant :]" et immédiatement au-dessus du titre "[A insérer si BNPPF est le Garant :]" est modifiée comme suit :

(i) Les informations situées sous le titre "[A insérer si BNPP est le Garant:]" et au-dessus du titre "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – En millions d'EUR**" sont supprimées et remplacées comme suit :

Données Financières Annuelles Comparées – En millions d'EUR		
	31/12/2015 (audités)	31/12/2014* (audités)
Produit Net Bancaire	42.938	39.168
Coût du Risque	(3.797)	(3.705)
Résultat Net, Part du Groupe	6.694	157
	31/12/2015	31/12/2014*
Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD4)	10,9%	10,3%
	31/12/2015 (audités)	31/12/2014* (audités)
Total du bilan consolidé	1.994.193	2.077.758
Total consolidé des prêts et créances sur la clientèle	682.497	657.403
Total consolidé des dettes envers la clientèle	700.309	641.549
Capitaux propres (Part du Groupe)	96.269	89.458
<i>* Données retraitées par application de l'interprétation IFRIC 21.</i>		

(ii) Par la suppression du titre "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – en millions d'EUR**" et des informations situées sous ce titre et immédiatement au-dessus du titre "**Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2015 – En millions d'EUR**"; et

(iii) Par la suppression du titre "**Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2015 – En millions d'EUR**" et des informations situées sous ce titre et immédiatement au-dessus du titre "[A insérer si BNPPF est le Garant :]".

(p) L'Elément B.19/B.12 est modifié par la suppression de l'information sous le titre "[A insérer si BNPPF est le Garant :]" et immédiatement au-dessus du titre "[A insérer si BNPPF est le Garant :]" dans la section "Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif" et remplacé comme suit :

"Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale du Groupe BNPP depuis le 31 décembre 2015 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés)."

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

B.19/B.13	Evénements impactant la solvabilité du Garant	<p>[Au [Insérer si BNPPF est le Garant : 10 septembre 2015]/[Insérer si BNPP est le Garant : 30 mars 2016] 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 [Insérer si BNPPF est le Garant : 31 décembre 2014.]/[Insérer si BNPP est le Garant : 31 décembre 2015.]</p> <p>[Indiquer les évènements récents qui présentent un intérêt significatif pour l'évaluation de la solvabilité du Garant.]</p>
------------------	---	--

- (r) Dans L'Elément B.19/B.16, le premier paragraphe est supprimé et remplacé par ce qui suit :

"[A indiquer si BNPP est le Garant: Aucun des actionnaires existants ne contrôle BNPP, que ce soit directement ou indirectement. Au 31 décembre 2015, 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 10,2% du capital social, BlackRock Inc. qui détient 5,1% du capital social et le Grand-Duché de Luxembourg, qui détient 1,0% du capital social. A la connaissance de BNPP, aucun actionnaire autre que SFPI et Blackrock Inc. ne détient plus de 5% de son capital ou de ses droits de vote."

- (s) L'Elément B.19/B.17 est supprimé et entièrement remplacé par ce qui suit :

B.19/ B.17	Notations de crédit sollicitées	<p>[A indiquer si BNPP est le Garant : Les notations de crédit à long terme de BNPP sont : [A avec une perspective stable (Standard & Poor's Credit Market Services France SAS)], [A1 perspective stable (Moody's Investors Service Ltd.)], [A+ perspective stable (Fitch France S.A.S.)] et [AA (low) perspective stable (DBRS Limited)] et les notations de crédit à court terme sont : [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's Investors Service Ltd.)], [F1 (Fitch France S.A.S.)] et [R-1 (middle) (DBRS Limited)].</p> <p>[A indiquer si BNPPF est le Garant : Les titres d'emprunt senior non assortis de sûretés de BNPPF sont notés [A avec une perspective stable (Standard & Poor's Credit Market Services France SAS)], [A2 avec perspective stable (Moody's France SAS)] et [A+ avec une perspective stable (Fitch Ratings Limited)] et les notations à court terme de BNPPF sont : [A-1 (Standard & Poor's)], [P-1 (Moody's France SAS)] et [F1 (Fitch Ratings Limited)].</p> <p>Une notation n'est pas une recommandation d'achat, de vente ou de détention des titres concernés et peut être suspendue, réduite ou révoquée à tout moment par l'agence de notation qui l'a attribuée.]</p>
-----------------------	---------------------------------	---

RESPONSIBILITY STATEMENT

I hereby certify on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL, 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.

The consolidated financial statements as of and for the year ended 31 December 2014 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in this Base Prospectus. This report contains an emphasis of matter paragraph (*paragraphe d'observations*) referring to note 3.g to the consolidated financial statements which outlines the costs related to the comprehensive settlement with US authorities.

The consolidated financial statements as of and for the year ended 31 December 2015 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in this Base Prospectus. This report contains an emphasis of matter paragraph.

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Represented by Michel Konczaty

In his capacity as Deputy Chief Operating Officer

Dated 30 March 2016

In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the French *Autorité des marchés financiers* ("AMF"), in particular Articles 211-1 to 216-1, the AMF has granted to this Seventh Supplement the visa n° 16-111 on 30 March 2016. This Seventh Supplement has been prepared by BNPP, BNPP B.V., BP2F, BNPPF and BGL and BNPP's signatories assume responsibility for it on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL, provided that BNPP B.V., BP2F, BNPPF and BGL accept no responsibility for the BNPP 2015 Registration Document . This Seventh 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.

Eighth Supplement dated 11 May 2016

to the Note, Warrant and Certificate Programme Base Prospectus dated 9 June 2015



BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

BNP Paribas Fortis Funding

(incorporated in Luxembourg)

(as Issuer)

BNP Paribas Fortis SA/NV

(incorporated in Belgium)

(as Guarantor)

BGL BNP Paribas

(incorporated in Luxembourg)

(as Issuer)

Note, Warrant and Certificate Programme

This eighth supplement (the "**Eighth Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 9 June 2015 (the "**Base Prospectus**"), the first supplement to the Base Prospectus dated 6 August 2015 (the "**First Supplement**"), the second supplement to the Base Prospectus dated 10 September 2015 (the "**Second Supplement**"), the third supplement to the Base Prospectus dated 8 October 2015 (the "**Third Supplement**"), the fourth supplement to the Base Prospectus dated 10 November 2015 (the "**Fourth Supplement**"), the fifth supplement to the Base Prospectus dated 7 January 2016 (the "**Fifth Supplement**"), the sixth supplement to the Base Prospectus dated 29 February 2016 (the "**Sixth Supplement**") and the seventh supplement to the Base Prospectus dated 30 March 2016 (the "**Seventh Supplement**" and, together with the First Supplement, the Second Supplement, the Third Supplement, the Fourth Supplement, the Fifth Supplement and the Sixth Supplement, the "**Previous Supplements**"), in each case, in relation to the Note, Warrant and Certificate Programme (the "**Programme**") of BNP Paribas Arbitrage Issuance B.V. ("**BNPP B.V.**"), BNP Paribas ("**BNPP**"), BNP Paribas Fortis Funding ("**BP2F**"), BNP Paribas Fortis SA/NV ("**BNPPF**") and BGL BNP Paribas ("**BGL**"). The 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. 15-262 on 9 June 2015 in respect of the Base Prospectus, visa no. 15-443 on 6 August 2015 in respect of the First Supplement, visa no. 15-478 on 10 September 2015 in respect of the Second Supplement, visa no.15-520 on 8 October 2015 in respect of the Third Supplement, visa no.15-568 on 10 November 2015 in respect

of the Fourth Supplement, visa no.16-012 on 7 January 2016 in respect of the Fifth Supplement, visa no.16-065 on 29 February 2016 in respect of the Sixth Supplement and visa no. 16-111 on 30 March 2016 in respect of the Seventh Supplement. Application has been made to the AMF for approval of this Eighth 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), BNPPF (in respect of itself and BP2F) and BGL (in respect of itself) accept responsibility for the information contained in this Eighth Supplement, save that: (a) BNPP B.V., BP2F, BNPPF and BGL accept no responsibility for the First Update to the BNPP 2015 Registration Document; (b) BP2F, BNPPF and BGL accept no responsibility for the 2015 BNPP B.V. Annual Report; (c) BNPP, BNPP B.V., BP2F and BGL accept no responsibility for the 2015 BNPPF Annual Report; and (d) BNPP, BNPP B.V., BNPPF and BGL accept no responsibility for the 2015 BP2F Annual Audited Accounts.

To the best of the knowledge of BNPP, BNPP B.V., BP2F, BNPPF and BGL (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 Eighth Supplement.

To the extent that there is any inconsistency between (i) any statement in this Eighth 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 Eighth Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the Previous Supplements. References in this Eighth 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 Eighth Supplement may be obtained free of charge at the specified offices of BNP Paribas Securities Services, Luxembourg Branch and BNP Paribas Arbitrage S.N.C. and will be available on the website of BNP Paribas (<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>) and on the website of the AMF (www.amf-france.org).

This Eighth 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 Eighth 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) incorporating by reference:
 - (i) the English translation of BNPP's *Actualisation du Document de référence déposée auprès de l'AMF le 3 mai 2016 (in English)* (the "**First Update to the BNPP 2015 Registration Document**");
 - (ii) the Annual Report of BNPP B.V. for the year ended 31 December 2015;
 - (iii) the Annual Report of BNPPF for the year ended 31 December 2015; and
 - (iv) the Annual Audited Accounts of BP2F for the year ended 31 December 2015;

- (C) amending the "Description of BNPP B.V.";
- (D) amending the General Information Section; and
- (E) amending the "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus (in French)".

The amendments referred to in (B) above have been made to update the BNPP, BNPP B.V., BP2F and BNPPF disclosure. The amendments referred to in (A), (C), (D) and (E) above have been made to reflect the updated disclosure referred to in (B) 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 Eighth 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 Eighth 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 Eighth Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 16 May 2016.

TABLE OF CONTENTS

Page

Presentation of Financial Information	5
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	6
Documents Incorporated by Reference	14
Description of BNPP B.V.....	18
Amendments to the General Information Section	20
Amendments to the Programme Summary in relation to the Base Prospectus (in French) and the Pro Forma Issue Specific Summary of the Programme in relation to the Base Prospectus (in French)	22
Responsibility Statement.....	30

PRESENTATION OF FINANCIAL INFORMATION

The second paragraph under the heading "**PRESENTATION OF FINANCIAL INFORMATION**" on page 16 of the Base Prospectus is deleted and replaced with the following:

"The audited consolidated financial statements of BNPP, BGL and BNPPF for the years ended 31 December 2013, 31 December 2014 and, in the case of BNPP and BNPPF, 31 December 2015, have been prepared in accordance with international financial reporting standards ("**IFRS**") as adopted by the European Union. IFRS differs in certain significant respects from generally accepted accounting principles in the United States ("**U.S. GAAP**"). The Group has made no attempt to quantify the impact of those differences. In making an investment decision, investors must rely upon their own examination of the BNP Paribas Group, the terms of an offering and the financial information. Potential investors should consult their own professional advisors for an understanding of the differences between IFRS and U.S. GAAP, and how those differences might affect the information herein. The Group's fiscal year ends on 31 December and references in the BNPP 2013 Registration Document, the BNPP 2014 Registration Document (in each case, as defined in "*Documents Incorporated by Reference*" below) and the BNPP 2015 Registration Document and any update to the BNPP 2015 Registration Document (in each case, incorporated by reference herein) to any specific fiscal year are to the 12-month period ended 31 December of such year."

**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 17 to 67 of the Base Prospectus is amended as follows:
- (a) In relation to BNPP B.V., in Element B.12, the information under the heading "**In relation to BNPP B.V.:**" and above the heading "**In relation to BNPP:**" is deleted in its entirety and replaced with the following:

Comparative Annual Financial Data – In EUR		
	31/12/2015	31/12/2014
Revenues	315,558	432,263
Net income, Group share	19,786	29,043
Total balance sheet	43,042,575,328	64,804,833,465
Shareholders' equity (Group share)	464,992	445,206

- (b) In relation to BNPP, in Element B.12, the following table in relation to BNPP is added immediately above the heading "**In relation to BGL:**"

Comparative Interim Financial Data – In millions of EUR		
	1Q16 (unaudited)	1Q15 (unaudited)
Revenues	10,844	11,065
Cost of risk	(757)	(1,044)
Net income, Group share	1,814	1,648
	31/03/2016 (unaudited)	31/12/2015 (unaudited)
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	11.0%	10.9%
	31/03/2016 (unaudited)	31/12/2015 (audited)
Total consolidated balance sheet	2,121,021	1,994,193
Consolidated loans and receivables due from customers	691,620	682,497
Consolidated items due to customers	710,173	700,309

Shareholders' equity (Group share)	98,549	96,269
------------------------------------	--------	--------

- (c) In relation to BP2F, in Element B.12, the information under the heading "**In relation to BP2F:**" and immediately above the heading "**Statements of no significant or material adverse change**" is deleted and replaced with the following:

Comparative Annual Financial Data:		
	31/12/2015	31/12/2014
	EUR	EUR
Selected items of the Balance Sheet		
Assets		
Financial fixed assets (amounts owed by affiliated undertakings)	5,330,470,858	5,470,070,451
Current assets (Debtors - Amounts owed by affiliated undertakings becoming due and payable within one year)	220,350,482	415,475,284
Total assets	5,635,897,265	5,977,141,866
Liabilities		
Capital and reserves	5,588,465	6,691,167
Subordinated debts	960,621,698	1,233,153,404
Non-subordinated debts		
Non-convertible loans		
- becoming due and payable within one year	1,134,209,104	358,648,783
- becoming due and payable after more than one year	3,121,497,621	3,808,557,061
Charges & Income: selected items		
Income from financial fixed assets derived from affiliated undertakings	114,658,978	128,272,799
Total income	454,645,617	431,761,255
Interest and other financial charges	420,146,066	401,166,435

Profit for the financial year	677,298	844,457
-------------------------------	---------	---------

- (d) In Element B.12, the final paragraph is deleted and replaced with the following:

"There has been no significant change in the financial or trading position of BNPP B.V. or BP2F since 31 December 2015 and there has been no material adverse change in the prospects of BNPP B.V. or BP2F since 31 December 2015. There has been no significant change in the financial or trading position of BGL since 30 June 2015 and there has been no material adverse change in the prospects of BGL since 31 December 2014."

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

B.13	Events impacting the Issuer's solvency	Not applicable, as at 8 October 2015 (in the case of BGL) and 11 May 2016 (in the case of BNPP, BNPP B.V. and BP2F) 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 30 June 2015 (in the case of BGL) or 31 December 2015 (in the case of BNPP, BNPP B.V. and BP2F).
-------------	--	--

- (f) Element B.19/B.12 is deleted in its entirety and replaced with the following:

B.19/ B.12	Selected historical key financial information:		
	<i>In relation to BNPPF:</i>		
	Comparative Annual Financial Data – In millions of EUR		
		31/12/2015	31/12/2014*
	Revenues	7,235	7,011
	Cost of risk	(431)	(283)
	Net Income	2,016	1,663
	Net Income attributable to shareholders	1,575	1,246
	Total Consolidated Balance Sheet	273,683	275,206
	Shareholders' equity	18,754	20,255
	Consolidated loans and receivables due from customers	176,640	166,851
	Consolidated items due to customers	176,161	167,800
Tier 1 Capital	18,401	18,840	

Tier 1 Ratio	14.4%	14.7%
Total Capital	21,215	21,349
Total Capital Ratio	16.6%	16.6%
* Figures of 2014 have been restated according to IFRIC 21.		

Statements of no significant or material adverse change

See Element B.12 above in the case of the BNPP Group.

There has been no significant change in the financial or trading position of BNPPF and no material adverse change in the prospects of BNPPF since 31 December 2015.

- (g) 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	Not applicable, as at 11 May 2016 and to the best of BNPPF's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of BNPPF's solvency since 31 December 2015.
------------------	---	---

- (h) In Element B.19/B.16, the references to "31 December 2014" in the second sentence thereof are deleted and replaced with the words "31 December 2015".

2. The "Pro Forma Issue Specific Summary of the Programme" on pages 68 to 124 of the Base Prospectus is amended as follows:

- (a) In Element B.12, the heading "[Insert where BNPP B.V. is the Issuer:]" and the information under such heading and above the heading "[Insert where BNPP is the Issuer:]" is deleted and replaced with the following:

<i>[Insert where BNPP B.V. is the Issuer:]</i>		
Comparative Annual Financial Data – In EUR		
	31/12/2015	31/12/2014
Revenues	315,558	432,263
Net income, Group share	19,786	29,043
Total balance sheet	43,042,575,328	64,804,833,465
Shareholders' equity (Group share)	464,992	445,206

- (b) In Element B.12, the following new table in relation to BNPP is inserted immediately above the heading "[Insert where BGL is the Issuer:]":

Comparative Interim Financial Data – In millions of EUR		
	1Q16	1Q15

	(unaudited)	(unaudited)
Revenues	10,844	11,065
Cost of risk	(757)	(1,044)
Net income, Group share	1,814	1,648
	31/03/2016 (unaudited)	31/12/2015 (unaudited)
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	11.0%	10.9%
	31/03/2016 (unaudited)	31/12/2015 (audited)
Total consolidated balance sheet	2,121,021	1,994,193
Consolidated loans and receivables due from customers	691,620	682,497
Consolidated items due to customers	710,173	700,309
Shareholders' equity (Group share)	98,549	96,269

- (c) In Element B.12, the heading "[Insert where BP2F in the Issuer:" and the information under such heading and above the heading "**Statements of no significant or material adverse change**" is deleted and replaced with the following:

<i>[Insert where BP2F is the Issuer:</i>		
Comparative Annual Financial Data:		
	31/12/2015	31/12/2014
	EUR	EUR
Selected items of the Balance Sheet		
Assets		
Financial fixed assets (amounts owed by affiliated undertakings)	5,330,470,858	5,470,070,451
Current assets (Debtors - Amounts owed by affiliated undertakings becoming due and payable within one year)	220,350,482	415,475,284
Total assets	5,635,897,265	5,977,141,866
Liabilities		

Capital and reserves	5,588,465	6,691,167
Subordinated debts	960,621,698	1,233,153,404
Non-subordinated debts		
Non-convertible loans		
- becoming due and payable within one year	1,134,209,104	358,648,783
- becoming due and payable after more than one year	3,121,497,621	3,808,557,061
Charges & Income: selected items		
Income from financial fixed assets derived from affiliated undertakings	114,658,978	128,272,799
Total income	454,645,617	431,761,255
Interest and other financial charges	420,146,066	401,166,435
Profit for the financial year	677,298	844,457

- (d) In Element B.12, the final paragraph is deleted in its entirety and replaced with the following:

"[There has been no significant change in the financial or trading position of [[BNPP B.V.][BP2F] since 31 December 2015]]/[BGL since 30 June 2015] and there has been no material adverse change in the prospects of [BNPP B.V.][BP2F] since 31 December 2015]]/[BGL since 31 December 2014].]"

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

B.13	Events impacting the Issuer's solvency	[Not applicable, as at [<i>insert in the case of BNPP, BNPP B.V. and BP2F</i> : 11 May 2016]]/[<i>insert in the case of BGL</i> : 8 October 2015] 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 [<i>insert in the case of BNPP, BNPP B.V. and BP2F</i> : 31 December 2015]]/[<i>insert in the case of BGL</i> : 30 June 2015].] [<i>Specify any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency.</i>]
-------------	--	--

- (f) In Element B.19/B12, the following new table in relation to BNPP is added immediately above the heading "[*Insert where BNPPF is the Guarantor*:"

Comparative Interim Financial Data – In millions of EUR		
	1Q16 (unaudited)	1Q15 (unaudited)

Revenues	10,844	11,065
Cost of risk	(757)	(1,044)
Net income, Group share	1,814	1,648
	31/03/2016 (unaudited)	31/12/2015 (unaudited)
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	11.0%	10.9%
	31/03/2016 (unaudited)	31/12/2015 (audited)
Total consolidated balance sheet	2,121,021	1,994,193
Consolidated loans and receivables due from customers	691,620	682,497
Consolidated items due to customers	710,173	700,309
Shareholders' equity (Group share)	98,549	96,269

- (g) In Element B.19/B.12 the heading "[Insert where BNPPF is the Guarantor:" and the information under such heading and above the heading "**Statements of no significant or material adverse change**" is deleted in its entirety and replaced with the following:

<i>[Insert where BNPPF is the Guarantor:</i>		
Comparative Annual Financial Data – In millions of EUR		
	31/12/2015	31/12/2014*
Revenues	7,235	7,011
Cost of risk	(431)	(283)
Net Income	2,016	1,663
Net Income attributable to shareholders	1,575	1,246
Total Consolidated Balance Sheet	273,683	275,206
Shareholders' equity	18,754	20,255
Consolidated loans and receivables due from customers	176,640	166,851
Consolidated items due to customers	176,161	167,800

Tier 1 Capital	18,401	18,840
Tier 1 Ratio	14.4%	14.7%
Total Capital	21,215	21,349
Total Capital Ratio	16.6%	16.6%
<i>* Figures of 2014 have been restated according to IFRIC 21.]</i>		

- (h) In Element B.19/B.12, the heading "*Insert where BNPPF is the Guarantor:*" and the information under such heading in the "**Statements of no significant or material adverse change**" section of Element B.19/B.12 is deleted and replaced with the following:

"[Insert where BNPPF is the Guarantor:

There has been no significant change in the financial or trading position of BNPPF since 31 December 2015 and no material adverse change in the prospects of BNPPF since 31 December 2015.]".

- (i) 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 11 May 2016 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 2015.]</p> <p><i>[Specify any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency.]</i></p>
------------------	---	---

DOCUMENTS INCORPORATED BY REFERENCE

The following documents have been filed with the AMF on 3 May 2016 (in the case of the First Update to the BNPP 2015 Registration Document), on 9 May 2016 (in the case of the 2015 BNPPF Annual Report), on 10 May 2016 (in the case of the 2015 BP2F Audited Annual Accounts) and on 4 May 2016 (in the case of the 2015 BNPP B.V. Annual Report) for the purposes of the Prospectus Directive and by virtue of this Eighth Supplement, are incorporated in, and form part of the Base Prospectus, as amended by the Previous Supplements:

- (a) BNPP B.V.'s 2015 Annual Report (including the audited financial statements for the year ended 31 December 2015 and the independent auditor's report of Mazars Paaredekooper Hoffman Accountants N.V. represented by w.s. J.C. van Oldenbeek MSc RA));
- (b) An English translation of BNPP's *Actualisation du Document de référence déposée auprès de l'AMF le 3 Mai 2016* (the "**First Update to the BNPP 2015 Registration Document**");
- (c) BNPPF's 2015 Annual Report for the year ended 31 December 2015 (including the audited financial statements for the year ended 31 December 2015 and the statutory auditor's report of PWC Reviseurs d'Enterprises scrl / Bedrijfsrevisoren bcvba (represented by D. Walgrave) and Deloitte ovv cvba/Reviseurs d'Enterprises sc sous forme d'une scrl / Bedrijfsrevisoren by ovv cvba (represented by Y. Dehonge and B. DeMeulemeester)); and
- (d) BP2F's 2015 Annual Report for the year ended 31 December 2015 (including the audited financial statements for the year ended 31 December 2015 and the statutory auditor's report of Deloitte Audit, Cabinet de révision agréé (represented by Olivier Lefèvre)).

The section "**DOCUMENTS INCORPORATED BY REFERENCE**" in the Base Prospectus, as amended by the Previous Supplements, is updated as follows:

- (a) the "," at the end of paragraph (w) (which was added to the Base Prospectus by virtue of the Seventh Supplement) is deleted and replaced with ";";
- (b) the following new paragraphs (y) to (bb) are added under paragraph (x) (which was added to the Base Prospectus by virtue of the Seventh Supplement):
 - "(y) the statutory annual report for 2015 ("**2015 BNPP B.V. Annual Report**") which include the audited annual non-consolidated financial statements for BNPP B.V. as at, and for the year ended 31 December 2015 (the "**BNPP B.V. 2015 Financial Statements**");
 - (z) BNPP's *Actualisation du Document de référence déposée auprès de l'AMF le 3 Mai 2016 (in English)* (the "**First Update to the BNPP 2015 Registration Document**");
 - (aa) the 2015 annual report of BNPPF (the "**2015 BNPPF Annual Report**") including in particular the audited financial statements of BNPPF (including the unqualified statutory auditor's report of the joint statutory auditors on the consolidated financial statements for the year ended 31 December 2015 (including their opinion with explanatory paragraphs)); and
 - (bb) the 2015 annual report of BP2F (the "**2015 BP2F Audited Annual Accounts**") including in particular the financial statements of BP2F for the year ended 31 December 2015,"
- (c) the following table is inserted immediately following the table entitled "**BNPP 2015 Registration Document**" (which was added to the Base Prospectus by virtue of the Seventh Supplement):

<i>First Update to the BNPP 2015 Registration Document</i>	
Person responsible	Page 90 of the First Update to the BNPP 2015 Registration Document
Quarterly Financial Information	Pages 4 to 64 of the First Update to the BNPP 2015 Registration Document
Risk factors	Pages 65, 66 to 71 of the First Update to the BNPP 2015 Registration Document
Remuneration and benefits	Pages 72 to 86 of the First Update to the BNPP 2015 Registration Document
Legal and arbitration proceedings	Page 87 of the First Update to the BNPP 2015 Registration Document
Documents on display	Page 88 of the First Update to the BNPP 2015 Registration Document
Significant change in the issuer's financial or trading position	Page 88 of the First Update to the BNPP 2015 Registration Document
Additional Information	Page 65 of the First Update to the BNPP 2015 Registration Document
Statutory Auditors	Page 89 of the First Update to the BNPP 2015 Registration Document

- (d) the following table is inserted immediately following the table entitled "*BNPP B.V. Interim Financial Statements*":

<i>2015 BNPP B.V. Annual Report</i>	
Managing Director's Report	Pages 3 to 4 of the 2015 BNPP B.V. Annual Report
Balance Sheet at 31 December 2015	Page 5 of the 2015 BNPP B.V. Annual Report
Profit & Loss Account for the year ended 31 December 2015	Page 6 of the 2015 BNPP B.V. Annual Report
Cashflow statement for the year ended 31 December 2015	Page 7 of the 2015 BNPP B.V. Annual Report
Shareholder's equity	Page 8 of the 2015 BNPP B.V. Annual Report
Notes/Other Information	Pages 9 to 17 of the 2015 BNPP B.V. Annual Report
Auditor's Report of the Financial Statements of BNPP B.V. for the year ended 31 December 2015	Pages 18 to 21 of the 2015 BNPP B.V. Annual Report

- (e) the following table is deemed to be added immediately following the table entitled "*BNPPF Interim Financial Statements*":

2015 BNPPF Annual Report	
The Consolidated Annual Report 2015	Pages 9 to 42 of the 2015 BNPPF Annual Report
The Consolidated Financial Statements 2015	Pages 43 to 48 of the 2015 BNPPF Annual Report
Notes to the consolidated financial statements 2015	Pages 49 to 154 of the 2015 BNPPF Annual Report
Risk factors	Pages 155 to 204 of the 2015 BNPPF Annual Report
The report of the accredited statutory auditors	Pages 205 to 208 of the 2015 BNPPF Annual Report
Report from the Board of Directors	Pages 210 to 216 of the 2015 BNPPF Annual Report
The Annual Report 2015 (non-consolidated)	Pages 209 to 216 of the 2015 BNPPF Annual Report
Balance sheet	Page 218 of the 2015 BNPPF Annual Report
The Financial Statements 2015 (non-consolidated)	Pages 217 to 278 of the 2015 BNPPF Annual Report
The Report of the accredited statutory auditors	Pages 279 to 282 of the 2015 BNPPF Annual Report
Other information	Pages 283 to 291 of the 2015 BNPPF Annual Report

- (f) the following table is deemed to be added immediately following the table entitled "**2014 Audited Annual Accounts**":

2015 BP2F Audited Annual Accounts	
Report from the Board of Directors	Pages 1 and 2 of the 2015 Audited Annual Accounts
The unqualified auditor's report to the audited annual accounts for the financial year ended 31 December 2015	Pages 3 to 15 of the 2015 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 16 to 18 of the 2015 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 2015	Pages 19 to 28 of the 2015 Audited Annual Accounts (following the Report from the Board of Directors and the table of contents)

(g) In the penultimate paragraph, the penultimate sentence is deleted and replaced with the following:

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

DESCRIPTION OF BNPP B.V.

The "Description of BNPP B.V." on pages 1256 to 1259 of the Base Prospectus is amended as follows:

The information under the heading "**11. Historical Financial Information Concerning BNPP B.V.'s Assets and Liabilities, Financial Position and Profits and Losses**" is deleted in its entirety and replaced with the following:

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

	31.12.2015 (audited)	31.12.2014 (audited)
	EUR	EUR
Financial fixed assets	30,238,524,334	48,545,871,603
Current assets	12,804,050,994	16,258,961,862
TOTAL ASSETS	43,042,575,328	64,804,833,465
Shareholder's equity	464,992	445,206
Long term liabilities	30,238,524,334	48,545,871,603
Current liabilities	12,803,586,002	16,258,516,656
TOTAL EQUITY AND LIABILITIES	43,042,575,328	64,804,833,465

PROFIT AND LOSS ACCOUNT in summary

	2015 (audited)	2014 (audited)
	EUR	EUR
Income including interest received	315,670	432,323
Costs, including interest paid and the tax charge	295,884	403,280
Profit after taxation	19,786	29,043

CASH FLOW STATEMENT in summary

2015	2014
-------------	-------------

	(audited)	(audited)
	EUR	EUR
Cash flow from operating activities	(576,441)	623,505
Cash flow from financing activities	0	0
Increase/Decrease cash at banks	(576,441)	623,505
Cash at bank at December 31	76,012	652,453"

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The section "General Information" on pages 1399 to 1408 of the Base Prospectus is amended as follows:

- (a) The paragraphs under the heading "4. Documents Available" on page 1399 to 1400 of the Base Prospectus is amended as follows:
- (i) by the deletion of the word "and" from the end of sub-paragraph (xxvi) (which was added to the Base Prospectus by virtue of the Seventh Supplement);
 - (ii) the "." at the end of sub-paragraph (xxvii) (which was added to the Base Prospectus by virtue of the Seventh Supplement) is deleted and replaced with ";";
 - (iii) the following new sub-paragraphs (xxviii) to (xxxi) are added:
 - "(xxviii) the First Update to the BNPP 2015 Registration Document;
 - (xxix) the Annual Report of BNPP B.V. for the year ended 31 December 2015;
 - (xxx) the Annual Report of BNPPF for the year ended 31 December 2015; and
 - (xxxi) the Audited Annual Accounts of BP2F for the year ended 31 December 2015."
 - (iv) the last two paragraphs under the heading "4. Documents Available" on page 1399 to 1400 (as amended by virtue of the Seventh Supplement) is deleted and replaced with the following:

"In the case of (iii), (ix), (xv), (xvi), (xvii), (xviii), (xxv), (xxvi), (xxvii), (xxviii) and (xxxi) above, the documents are also available via BNPP's website: "www.invest.bnpparibas.com". In addition, copies of this Base Prospectus and any documents incorporated by reference in this Base Prospectus are available via BNPP's website: (<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>).

In addition, the constitutional documents of BP2F, the Note Agency Agreement, the Agency Agreement, the BNPPF Guarantees and the documents listed at (v), (vi), (vii), (xx) and (xxxi) above are available at the registered office of BP2F, the constitutional documents of BNPPF, the Note Agency Agreement, the Agency Agreement, the BNPPF Guarantees and the documents listed at (v), (xxi), (xxii) and (xxx) above are available at the registered office of BNPPF and the constitutional documents of BGL, the Note Agency Agreement, the Agency Agreement and the documents listed at (viii), (xxiii) and (xxiv) above are available at the registered office of BGL. The Swedish Agency Agreement and the BNPP English Law W&C Guarantee will be available for inspection at the office of the Swedish Security Agency. The Finnish Agency Agreement and the BNPP English Law W&C Guarantee will be available for inspection at the office of the Finnish Security Agency specified in the applicable Final Terms. The Danish Agency Agreement and the BNPP English Law W&C Guarantee will be available for inspection at the office of the Danish Security Agency specified in the applicable Final Terms. Copies of the Euroclear Agreement and the BNPP English Law W&C Guarantee will be available from the specified office of the Euroclear Registrar."
- (b) the paragraphs under the heading "5. Material Adverse Change" on page 1401 of the Base Prospectus are deleted and replaced with the following:

"There has been no material adverse change in the prospects of BNPP or the Group since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published).

There has been no material adverse change in the prospects of BNPP B.V. since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published).

There has been no material adverse change in the prospects of BP2F since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published).

There has been no material adverse change in the prospects of BNPPF since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published).

There has been no material adverse change in the prospects of BGL since 31 December 2014 (being the end of the last financial period for which audited financial statements have been published)."

- (c) the second paragraph under the heading "7. Significant Change" on page 1401 of the Base Prospectus is deleted and replaced with the following:

"There has been no significant change in the financial or trading position of BNPP B. V. since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published)."

- (d) The third paragraph under the heading "7. Significant Change" on page 1402 of the Base Prospectus is deleted and replaced with the following:

"There has been no significant change in the financial or trading position of BP2F since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published)."

- (e) The fourth paragraph under the heading "7. Significant Change" on page 1402 of the Base Prospectus is deleted and replaced with the following:

"There has been no significant change in the financial or trading position of BNPPF since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published)."

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

1. Le "Résumé du Programme en relation avec le Prospectus de Base" figurant aux pages 1410 à 1468 du Prospectus de Base est modifié comme suit:
- (a) Concernant BNPP B.V, dans l'Elément B.12, l'information figurant sous le titre "**En relation avec BNPP B.V. :**" et au-dessus du titre "**En relation avec BNPP :**" est supprimée et remplacée comme suit :

Données Financières Annuelles Comparées – En EUR		
	31/12/2015	31/12/2014
Produit Net Bancaire	315.558	432.263
Résultat Net, Part du Groupe	19.786	29.043
Total du bilan	43.042.575.328	64.804.833.465
Capitaux propres (Part du Groupe)	464.992	445.206

- (b) Concernant BNPP, dans l'Elément B.12, le tableau suivant concernant BNPP est ajouté immédiatement au-dessus du titre "**En relation avec BGL**" :

Données Financières Intermédiaires Comparées – En millions d'EUR		
	1Q2016	1Q2015
Produit Net Bancaire	10.844	11.065
Coût du Risque	(757)	(1.044)
Résultat Net, Part du Groupe	1.814	1.648
	31/03/2016	31/12/2015
Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD4)	11,0%	10,9%
	31/03/2016	31/12/2015 (audités)
Total du bilan consolidé	2.121.021	1.994.193
Total des prêts et créances sur la clientèle consolidé	691.620	682.497
Total des dettes envers la clientèle	710.173	700.309

consolidé		
Capitaux Propres (Part du Groupe)	98.549	96.269

- (c) Concernant BP2F, dans l'Elément B.12, l'information figurant sous le titre "**En relation avec BP2F**" et immédiatement au-dessus du titre "**Déclarations relatives à l'absence de changement défavorable significatif ou de changement défavorable significatif**" est supprimée et remplacée comme suit :

Données Financières Annuelles Comparées:		
	31/12/2015	31/12/2014
	EUR	EUR
Postes sélectionnés du Bilan		
<i>Actif</i>		
Actifs immobilisés financiers (Montants détenus par des entreprises affiliées)	5.330.470.858	5.470.070.451
Actifs courants (Montants dus par des entreprises affiliées venant à échéance à moins d'un an)	220.350.482	415.475.284
Total de l'actif	5.635.897.265	5.977.141.866
<i>Passif</i>		
Capital et réserves	5.588.465	6.691.167
Dettes subordonnées	960.621.698	1.233.153.404
Dettes non-subordonnées		
Prêts non-convertibles		
- à moins d'un an	1.134.209.104	358.648.783
- à plus d'un an	3.121.497.621	3.808.557.061
Compte de Résultat : postes sélectionnés		
Produits d'immobilisations financières générés par des entreprises affiliées	114.658.978	128.272.799
Résultat	454.645.617	431.761.255
Intérêts et autres charges financières	42.146.066	401.166.435

Bénéfice pour la période comptable	677.298	844.457
------------------------------------	---------	---------

(d) Dans l'Elément B.12, le dernier paragraphe est supprimé et remplacé comme suit :

"Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPP B.V. ou BP2F depuis le 31 décembre 2015 et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP B.V ou BP2F depuis le 31 décembre 2015. Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BGL depuis le 30 juin 2015 et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BGL depuis le 31 décembre 2014."

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

B.13	Evénements impactant la solvabilité de l'Emetteur	Sans objet, au 8 octobre 2015 (en relation avec BGL) et au 11 mai 2016 (en relation avec BNPP, BNPP B.V. et BP2F) 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 30 juin 2015 (en relation avec BGL) ou le 31 décembre 2015 (en relation avec BNPP, BNPP B.V. et BP2F).
-------------	---	--

(f) L'Elément B.19/B.12 est supprimé et remplacé comme suit :

B.19/B.12	Informations financières historiques clés: En relation avec BNPPF:		
	Données Financières Annuelles Comparées – En millions d'EUR		
		31/12/2015	31/12/2014*
	Produit Net Bancaire	7.235	7.011
	Coût du Risque	(431)	(283)
	Bénéfice net	2.016	1.663
	Bénéfice Net attribuable aux actionnaires	1.575	1.246
	Total du bilan consolidé	273.683	275.206
	Capitaux Propres	18.754	20.255
	Total des prêts et créances sur la clientèle consolidé	176.640	166.851
Total des dettes envers la clientèle consolidé	176.161	167.800	

Capitaux Tier 1	18.401	18.840
Ratio Tier 1	14,4%	14,7%
Total des Capitaux	21.215	21.349
Ratio d'Adéquation des Fonds Propres	16,6%	16,6%
* Les données pour 2014 ont été retraitées conformément aux normes IFRIC 21.		

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

Voir Elément B.12 ci-dessus dans le cas du groupe BNPP.

Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPPF et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPPF depuis le 31 décembre 2015.

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

B.19/B.13	Evénements impactant la solvabilité du Garant	Sans objet, au 11 mai 2016 et à la connaissance de BNPPF, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité de BNPPF depuis le 31 décembre 2015.
------------------	---	--

- (h) Dans l'Elément B.19/B.16, les références au "31 décembre 2014" dans la seconde phrase sont supprimées et remplacées par "31 décembre 2015".

2. Le "Modèle de Résumé du Programme Spécifique à l'Emission" figurant aux pages 1470 à 1535 du Prospectus de Base est modifié comme suit :

- (a) Dans l'Elément B.12, le titre "[A insérer si BNPP B.V. est l'Emetteur :]" et l'information figurant sous ce titre et au-dessus du titre "[A insérer si BNPP est l'Emetteur :]" sont supprimés et remplacés par ce qui suit :

<i>[A insérer si BNPP B.V. est l'Emetteur:]</i>		
Données Financières Annuelles Comparées – En EUR		
	31/12/2015	31/12/2014
Produit Net Bancaire	315.558	432.263
Résultat Net, Part du Groupe	19.786	29.043
Total du bilan	43.042.575.328	64.804.833.465
Capitaux Propres (Part du Groupe)	464.992	445.206

- (b) Dans l'Elément B.12, le nouveau tableau suivant concernant BNPP est inséré immédiatement au-dessus du titre "[A insérer si BGL est l'Emetteur.]" :

Données Financières Intermédiaires Comparées – En millions d'EUR		
	1Q2016	1Q2015
Produit Net Bancaire	10.844	11.065
Coût du Risque	(757)	(1.044)
Résultat Net, Part du Groupe	1.814	1.648
	31/03/2016	31/12/2015
Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD4)	11,0%	10,9%
	31/03/2016	31/12/2015 (audités)
Total du bilan consolidé	2.121.021	1.994.193
Total des prêts et créances sur la clientèle consolidé	691.620	682.497
Total des dettes envers la clientèle consolidé	710.173	700.309
Capitaux Propres (Part du Groupe)	98.549	96.269]

- (c) Dans l'Elément B.12, le titre "[A insérer si BP2F est l'Emetteur.]" et l'information sous ce titre et au-dessus du titre "**Déclarations relatives à l'absence de changement défavorable significatif ou de changement défavorable significatif**" sont supprimés et remplacés par ce qui suit :

<i>[A insérer si BP2F est l'Emetteur:]</i>		
Données Financières Annuelles Comparées:		
	31/12/2015	31/12/2014
	EUR	EUR
Postes sélectionnés du Bilan		
<i>Actif</i>		
Actifs immobilisés financiers (Montants détenus par des entreprises affiliées)	5.330.470.858	5.470.070.451
Actifs courants (Montants dus par des entreprises affiliées venant à échéance à moins d'un an)	220.350.482	415.475.284

Total de l'actif	5.635.897.265	5.977.141.866
<i>Passif</i>		
Capital et réserves	5.588.465	6.691.167
Dettes subordonnées	960.621.698	1.233.153.404
Dettes non-subordonnées		
Prêts non-convertibles		
- à moins d'un an	1.134.209.104	358.648.783
- à plus d'un an	3.121.497.621	3.808.557.061
Compte de Résultat : postes sélectionnés		
Produits d'immobilisations financières générés par des entreprises affiliées	114.658.978	128.272.799
Résultat	454.645.617	431.761.255
Intérêts et autres charges financières	420.146.066	401.166.435
Bénéfice pour la période comptable	677.298	844.457]

(d) Dans l'Elément B.12, le dernier paragraphe est supprimé et remplacé par ce qui suit :

"[Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de [BNPP B.V.][BP2F] depuis le 31 décembre 2015]/[BGL depuis le 30 juin 2015] et il ne s'est produit aucun changement défavorable significatif dans les perspectives de [BNPP B.V.][BP2F] depuis le 31 décembre 2015]/[BGL depuis le 31 décembre 2014].]"

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

B.13	Evénements impactant la solvabilité de l'Emetteur	[Sans objet, au [à insérer dans le cas de BNPP, BNPP B.V. et BP2F: 11 mai 2016]/[à insérer dans le cas de BGL: 8 octobre 2015] 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 [à insérer dans le cas de BNPP, BNPP B.V. et BP2F : 31 décembre 2015]/[à insérer dans le cas de BGL: 30 juin 2015].] [Préciser tout événement récent présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur.]
-------------	---	--

(f) Dans l'Elément B.19/B.12, le nouveau tableau suivant concernant BNPP est ajouté immédiatement au-dessus du titre "[A insérer si BNPPF est le Garant :]" :

Données Financières Intermédiaires Comparées – En millions d’EUR		
	1Q2016	1Q2015
Produit Net Bancaire	10.844	11.065
Coût du Risque	(757)	(1.044)
Résultat Net, Part du Groupe	1.814	1.648
	31/03/2016	31/12/2015
Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD4)	11,0%	10,9%
	31/03/2016	31/12/2015 (audités)
Total du bilan consolidé	2.121.021	1.994.193
Total des prêts et créances sur la clientèle consolidé	691.620	682.497
Total des dettes envers la clientèle consolidé	710.173	700.309
Capitaux Propres (Part du Groupe)	98.549	96.269

- (g) Dans l’Elément B.19/B.12 le titre "[A insérer si BNPPF est le Garant :]" et l’information sous ce titre et au-dessus du titre "**Déclarations relatives à l’absence de changement défavorable significatif ou de changement défavorable significatif**" sont supprimés et remplacés par ce qui suit :

<i>[A insérer si BNPPF est le Garant :</i>		
Données Financières Annuelles Comparées – En millions d’EUR		
	31/12/2015	31/12/2014*
Produit Net Bancaire	7,235	7,011
Coût du Risque	(431)	(283)
Bénéfice net	2,016	1,663
Bénéfice Net attribuable aux actionnaires	1,575	1,246
Total du bilan consolidé	273,683	275,206
Capitaux Propres	18,754	20,255
Total des prêts et créances sur la	176,640	166,851

clientèle consolidé		
Total des dettes envers la clientèle consolidé	176,161	167,800
Capitaux Tier 1	18,401	18,840
Ratio Tier 1	14.4%	14.7%
Total des Capitaux	21,215	21,349
Ratio d'Adéquation des Fonds Propres	16.6%	16.6%
* Les données pour 2014 ont été retraitées conformément aux normes IFRIC 21.]		

- (h) Dans l'Élément B.19/B.12, le titre "*A insérer quand BNPPF est le Garant :*" et l'information sous ce titre dans la section "***Déclarations relatives à l'absence de changement défavorable significatif ou de changement défavorable significatif***" de l'Élément B.19/B.12 sont supprimés et remplacés par ce qui suit :

"*[A insérer quand BNPPF est le Garant :*

Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPPF depuis le 31 décembre 2015 il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPPF depuis le 31 décembre 2015.]"

- (i) L'Élément B.19/B.13 est supprimé et remplacé par ce qui suit:

B.19/B.13	Événements impactant la solvabilité du Garant	[Au 11 mai 2016 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 2015.] [Préciser tout événement récent présentant un intérêt significatif pour l'évaluation de la solvabilité du Garant.]
------------------	---	--

RESPONSIBILITY STATEMENT

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

The consolidated financial statements as of and for the year ended 31 December 2014 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in the Base Prospectus, as amended by the Previous Supplements. This report contains an emphasis of matter paragraph (*paragraphe d'observations*) which can be found on page 241 of the BNPP 2014 Registration Document referring to note 3.g to the consolidated financial statements which outlines the costs related to the comprehensive settlement with US authorities.

The consolidated financial statements as of and for the year ended 31 December 2015 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in the Base Prospectus, as amended by the Previous Supplements. This report contains an emphasis of matter paragraph which can be found on page 231 of the BNPP 2015 Registration Document.

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Michel Konczaty
In his capacity as Deputy Chief Operating Officer

Dated 11 May 2016



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 Eighth Supplement the visa n° 16-167 on 11 May 2016. This Eighth Supplement has been prepared by BNPP, BNPP B.V., BP2F, BNPPF and BGL and BNPP's signatories assume responsibility for it on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL, provided that (a) BNPP B.V., BP2F, BNPPF and BGL accept no responsibility for the First Update to the BNPP 2015 Registration Document; (b) BP2F, BNPPF and BGL accept no responsibility for the 2015 BNPP B.V. Annual Report; (c) BNPP, BNPP B.V., BP2F and BGL accept no responsibility for the 2015 BNPPF Annual Report; and (d) BNPP, BNPP B.V., BNPPF and BGL accept no responsibility for the 2015 BP2F Annual Audited Accounts. This Eighth Supplement and the Base Prospectus, as amended by the Previous Supplements, may only be used for the purposes of a financial transaction if completed by Final Terms. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the *visa* has been granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information in it is coherent". 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.