

**FOURTH SUPPLEMENT DATED 6 NOVEMBER 2013
TO THE NOTE, WARRANT AND CERTIFICATE PROGRAMME BASE PROSPECTUS
DATED 3 JUNE 2013**



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 fourth supplement (the **Fourth Supplement**) is supplemental to, and should be read in conjunction with the base prospectus (the **Base Prospectus**) dated 3 June 2013, the first supplement to the Base Prospectus dated 24 July 2013 (the **First Supplement**), the second supplement to the Base Prospectus dated 12 August 2013 (the **Second Supplement**) and the third supplement to the Base Prospectus dated 12 September 2013 (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 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 **Programme**).

The Base Prospectus constitutes a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC as amended (including by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the **Prospectus Directive**). The *Autorité des Marchés Financiers* (the **AMF**) granted visa no. 13-259 on 3 June 2013 in respect of the Base Prospectus, visa no. 13-416 on 24 July 2013 in respect of the First Supplement, visa no. 13-456 on 12 August 2013 in respect of the Second Supplement and visa no. 13-490 on 12 September 2013 in respect of the Third Supplement. Application has been made for approval of this Fourth Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France.

Unless the context otherwise requires, terms defined in the Base Prospectus, 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, the statement referred to in (i) above will prevail.

Reference in this Fourth Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the First Supplement, the Second Supplement and/or the Third Supplement, as applicable. 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 First Supplement, the Second Supplement and/or the Third Supplement.

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.

This Fourth Supplement has been prepared for the purposes of:

- (A) incorporating by reference:
 - (i) the First Update to the 2013 Registration Document and Half Year Financial Report of BP2F;
 - (ii) the First Update to the 2013 Registration Document and Half Year Financial Report of BNPPF;
 - (iii) the First Update to the 2013 Registration Document and Half Year Financial Report of BGL;
 - (iv) the First Update to the Registration Document of BNPP B.V.;
 - (v) the half year financial report of BP2F for the six month period ended 30 June 2013;
 - (vi) the half year financial report of BNPPF for the six month period ended 30 June 2013;
 - (vii) the half year financial information of BGL for the six month period ended 30 June 2013;
 - (viii) the 2012 Annual Report (in English) of BGL;
 - (ix) the interim financial statements of BNPP B.V. for the six month period ended 30 June 2013; and
 - (x) the English translation of BNPP's *Actualisation du Document de référence déposée auprès de l'AMF le 31 octobre 2013* and inserting a related cross-reference table in the "Documents Incorporated by Reference" section of the Base Prospectus.
- (B) updating the "Programme Summary in relation to the Base Prospectus" and the "Pro Forma Issue Specific Summary of the Programme in relation to the Base Prospectus";
- (C) updating sections 4, 6 and 7 of the "General Information" section of the Base Prospectus;

- (D) updating the disclosure relating to the Board of Directors of BP2F;
- (E) inserting a new statement as to BNPP's dependence upon other members of the BNPP Group;
- (F) updating the "Description of BNPP B.V., BNPP, BP2F, BNPPF and BGL"; and
- (G) updating 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)".

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Securities to the public, investors who have already agreed to purchase or subscribe for Securities issued under the Programme before this Fourth Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date of publication of this Fourth Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 12 November 2013.

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PRESENTATION OF FINANCIAL INFORMATION

The following sentence is deleted from the second paragraph under the heading "Presentation of Financial Information" on page 13 of the Base Prospectus "The Group's fiscal year ends on 31 December and references in each Registration Document and in the Information Statement incorporated by reference herein to any specific fiscal year are to the 12-month period ended 31 December of such year." and the following substituted therefor:

"The Group's fiscal year ends on 31 December and references in each Registration Document, any update to a Registration Document and in the Information Statement (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 THE BASE PROSPECTUS AND PRO FORMA
ISSUE SPECIFIC SUMMARY OF THE PROGRAMME IN RELATION TO THE BASE
PROSPECTUS**

1. The "Programme Summary in relation to this Base Prospectus" on pages 16 to 54 of the Base Prospectus is amended as follows:

(a) In Element A.1, the first bullet point is deleted and replaced with the following:

"• **This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms. In this summary, unless otherwise specified and except as used in the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP B.V., BNPP, BP2F, BNPPF and BGL dated 3 June 2013 as supplemented from time to time. In the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP B.V., BNPP, BP2F, BNPPF and BGL dated 3 June 2013.**"

(b) In Element B.4b the heading "In respect of BNPP, BP2F, BGL:" and the information in relation to BNPP, BP2F and BGL under such heading and above the heading "In respect of BNPP B.V." is deleted and replaced with the following:

"In respect of BNPP and BP2F:

Macroeconomic Conditions.

BNPP and BP2F's results of operations are affected by the macroeconomic and market environment. Given the nature of their business, BNPP and BP2F are particularly susceptible to macroeconomic and market conditions in Europe, which have experienced disruptions in recent years.

While global economic conditions generally improved over the course of 2012, growth prospects diverge for advanced and developing economies in 2013 and going forward. In the Euro-zone, sovereign spreads came down in 2012 from historically high levels, although uncertainty remains over the solvability of certain sovereigns and the extent to which E.U. member states are willing to provide additional financing.

Legislation and Regulations Applicable to Financial Institutions.

BNPP is affected by legislation and regulations applicable to global financial institutions, which are undergoing significant change in the wake of the global financial crisis. New measures that have been proposed and adopted include more stringent capital and liquidity requirements, taxes on financial transactions, restrictions and taxes on employee compensation, limits on commercial banking activities, restrictions of types of financial products, increased internal control and transparency requirements, more stringent business conduct rules, mandatory reporting and clearing of derivative transactions, requirements to mitigate risks relating to OTC derivatives and the creation of new and strengthened regulatory bodies. New or proposed measures that affect or will affect BNPP include the Basel 3 and CRD4 prudential frameworks, the related requirements announced by the EBA, the designation of BNPP as a systemically important financial institution by the FSB, the French banking law, the E.U. Liikanen proposal and the Federal Reserve's proposed framework for the regulation of foreign banks.

In respect of BGL:

The announcement in late July by the President of the European Central Bank (ECB), Mario Draghi, that he was ready to do "whatever it takes" to save the euro, followed in early September by the announcement of the programme of Outright Monetary Transactions, were undoubtedly among the key events of the past year.

Even though the ECB alone cannot solve the fundamental problems of the eurozone economies, it has given governments more time to pursue the necessary structural reforms and to return to growth.

In the United States, 2013 can be expected to bring more debate and uncertainty about spending cuts, tax increases and the adjustment of the debt ceiling. There is however some good news: there are signs of a return to growth and a stabilisation in the labour market. Moreover, we have seen the beginnings of an encouraging recovery in property prices.

In Luxembourg, even though the country continues to weather the crisis relatively well, 2012 nevertheless brought a slowdown in growth. Banks continue to prepare for the implementation of the Basel III rules and the new liquidity ratios. An important issue in 2013 will be to see what decision Europe reaches in terms of its progress towards a banking union. After the important agreement to give a central supervisory role to the ECB, attention should be focused on two other aspects: resolution mechanisms and deposit-guarantee schemes."

- (c) In Element B.12 the information in relation to BNPP B.V. under the heading "In relation to BNPP B.V.:" and above the heading "In relation to BNPP:" is deleted and replaced with the following:

Comparative Annual Financial Data - In EUR		
	31/12/2011	31/12/2012
Revenues	317,178	337,955
Net income, Group share	21,233	22,531
Total balance sheet	32,347,971,221	37,142,623,335
Shareholders' equity (Group share)	366,883	389,414
Comparative Interim Financial Data – In EUR		
	30/06/2012	30/06/2013
Revenues	180,590	149,051
Net Income, Group Share	11,989	9,831
Total Balance Sheet	35,550,297,750	39,988,616,135
Shareholder's Equity (Group share)	378,872	399,245

- (d) In Element B.12 the information in relation to BNPP under the heading "**In relation to BNPP:**" and above the heading "**In relation to BGL:**" is deleted and replaced with the following:

Comparative Annual Financial Data - In millions of EUR		
	31/12/2011	31/12/2012
Revenues	42,384	39,072
Cost of risk	(6,797)	(3,941)
Net income, Group share	6,050	6,564
Common Equity Tier 1 Ratio (Basel 2.5)	9.6%	11.8%
Tier 1 Ratio	11.6%	13.6%
Total consolidated balance sheet	1,965,283	1,907,200
Consolidated loans and receivables due from customers	665,834	630,520
Consolidated items due to customers	546,284	539,513
Shareholders' equity (Group share)	75,370	85,444
Comparative Interim Financial Data for the six month period ended 30 June 2013 - In millions of EUR		
	30/06/2012	30/06/2013
Revenues	19,984	19,972
Cost of risk	(1,798)	(2,087)
Net income, Group share	4,719	3,347
Common Equity Tier 1 Ratio (Basel 2.5)	10.9%	12.2%
Tier 1 Ratio	12.7%	13.6%

Total consolidated balance sheet	1,969,943	1,861,338
Consolidated loans and receivables due from customers	657,441	623,587
Consolidated items due to customers	535,359	554,198
Shareholders' equity (Group share)	81,721	86,136
Comparative Interim Financial Data for the three month period ended 30 September 2013 - In millions of EUR		
	30/09/2012	30/09/2013
Revenues	9,693	9,287
Cost of risk	(944)	(892)
Net income, Group share	1,326	1,358
	31/12/2012	30/09/2013
Common Equity Tier 1 Ratio (Basel 2.5)	11.8%	12.6%
Tier 1 Ratio	13.6%	13.8%
Total consolidated balance sheet	1,907,200	1,855,621
Consolidated loans and receivables due from customers	630,520	610,987
Consolidated items due to customers	539,513	552,547
Shareholders' equity (Group share)	85,444	86,644

- (e) In Element B.12 the information in relation to BGL under the heading "In relation to BGL: " and above the heading "In relation to BP2F:" is deleted and replaced with the following:

Comparative Annual Financial Data - In millions of EUR		
	31/12/2011	31/12/2012
Revenues	793.0	1,123.4
Cost of risk	(157.3)	(60.6)
Net Income, Group share	297.8	266.8
Common Equity Tier 1 Ratio	31.05%	22.84%
Tier 1 Ratio	31.05%	22.84%
Total consolidated balance sheet	32,819.0	44,441.1
Consolidated loans and receivables due from customers	13,763.2	27,292.9
Consolidated items due to customers	19,378.6	19,721.1
Shareholders equity (Group share)	5,508.6	5,592.9
Comparative Interim Financial Data - In millions of EUR		
	30/06/2012	30/06/2013
Revenues	455.7	737.2
Cost of risk	(10)	(12.6)
Net Income, Group share	109.2	211.1
Common Equity Tier 1 Ratio	19.9%	24.0%
Tier 1 Ratio	19.9%	24.0%
Total consolidated balance sheet	51,991.0	43,909.6
Consolidated loans and receivables due from customers	28,480.6	26,190.3
Consolidated items due to customers	21,450.1	20,947.5
Shareholders equity (Group share)	5,358.3	5,561.5

- (f) In Element B.12 the information in relation to BP2F under the heading "In relation to BP2F:" and above the heading "Statements of no significant or material adverse change" is deleted and replaced with the following:

Comparative Annual Financial Data:		
	31/12/2011	31/12/2012
	EUR	EUR
Selected items of the Balance Sheet		
Assets		
Fixed assets (loans to affiliated undertakings)	5,261,088,495	6,763,911,498
Current assets (Amounts owed by affiliated undertakings becoming due and payable after less than 1 year)	170,106,379	933,735,013
Total assets	5,580,765,179	7,853,435,205
Liabilities		
Capital and reserves	8,053,553	7,136,902
Subordinated creditors	2,119,719,386	1,811,125,851
Non-subordinated debts		
Non-convertible loans		
– becoming due and payable within 1 year	893,492,429	2,043,358,203
– becoming due and payable after more than 1 year	2,354,947,039	3,040,052,136
Charges & Income: selected items		
Income from financial fixed assets derived from affiliated undertakings	149,938,055	164,102,344
Total income	400,951,114	368,793,560
Interest payable and similar charges	310,422,392	291,638,574
Profit for the financial year	638,908	1,583,350
Comparative Interim Financial Data:		

	30/06/2013 in EUR	31/12/2012 in EUR
Selected items of the Balance Sheet		
<i>Assets</i>		
Fixed assets (loans to affiliated undertakings)	5,180,637,183	6,763,911,498
Current assets (Amounts owed by affiliated undertakings becoming due and payable after less than 1 year)	643,812,978	933,735,013
Total assets	5,925,798,877	7,853,435,205
<i>Liabilities</i>		
Capital and reserves	6,573,900	7,136,902
Subordinated creditors	1,683,033,022	1,811,125,851
Non-subordinated debts		
Non-convertible loans		
– becoming due and payable within 1 year	209,987,844	2,043,358,203
– becoming due and payable after more than 1 year	3,321,414,014	3,040,052,136
Charges & Income: selected items		
	30/06/2013 in EUR	30/06/2012 in EUR
Income from financial fixed assets derived from affiliated undertakings	65,133,879	85,652,535
Total income	183,385,698	191,994,214
Interest payable and similar charges	145,850,703	173,498,070
Profit for the financial period	636,998	764,780

- (g) In Element B.12 the paragraphs under the heading "Statements of no significant or material adverse change" are deleted and replaced with the following:

"There has been no significant change in the financial or trading position of the BNPP Group since 30 September 2013 and there has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2012.

There has been no significant change in the financial or trading position of BNPP B.V., BP2F or BGL since 30 June 2013 and there has been no material adverse change in the prospects of BNPP B.V., BP2F or BGL since 31 December 2012."

- (h) Element B.19/B.12 is deleted in its entirety and replaced with the following:

B.19/B.12	Selected historical key financial information:		
	In relation to BNPPF:		
	Comparative Annual Financial Data - In millions of EUR		
		31/12/2011	31/12/2012
	Revenues	5,733	5,881
	Cost of risk	(1,152)	(374)
	Net Income	271	545
	Net Income attributable to shareholders	104	307
	Total Consolidated Balance Sheet	346,179	272,254
	Shareholders' equity	16,292	19,007
	Consolidated loans and receivables due from customers	145,757	147,781
	Consolidated items due to customers	154,514	146,246
	Tier 1 Capital	19,493	19,018
	Tier 1 Ratio	16.5%	15.3%
	Total Capital	25,543	23,452
	Total Capital Ratio	21.6%	18.9%
	Comparative Interim Financial Data - In millions of EUR		
		30/06/2013	30/06/2012
	Revenues	3,344	2,900

	Cost of risk	(219)	(155)
	Net Income	819	638
	Net Income attributable to shareholders	617	545
	Total Consolidated Balance Sheet	271,738	352,345
	Shareholders' equity	18,314	17,559
	Consolidated loans and receivables due from customers	157,908	157,265
	Consolidated items due to customers	156,291	154,251
	Tier 1 Capital	18,508	19,597
	Tier 1 Ratio	14.8%	14.8%
	Total Capital	21,967	24,586
	Total Capital Ratio	17.5%	18.5%
	<p><i>Statements of no significant or material adverse change</i></p> <p>See Element B.12 above in the case of the BNPP Group.</p> <p>There has been no significant change in the financial or trading position of BNPPF since 30 June 2013 and no material adverse change in the prospects of BNPPF since 31 December 2012.</p>		

2. The "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus" on pages 55 to 94 of the Base Prospectus is amended as follows:

(a) In Element A.1, the first bullet point is deleted and replaced with the following:

- **This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms. In this summary, unless otherwise specified and except as used in the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP B.V., BNPP, BP2F, BNPPF and BGL dated 3 June 2013 as supplemented from time to time. In the first paragraph of Element D.3, "Base Prospectus" means the Base Prospectus of BNPP B.V., BNPP, BP2F, BNPPF and BGL dated 3 June 2013."**

(b) In Element B.4b the heading "[Insert where BNPP, BP2F or BGL is the Issuer:" and the information in relation to BNPP, BP2F and BGL under such heading and above the heading "[Insert where BNPP B.V, is the Issuer:" is deleted and replaced with the following:

"[Insert where BNPP or BP2F is the Issuer:

Macroeconomic Conditions.

BNPP and BP2F's results of operations are affected by the macroeconomic and market environment. Given the nature of their business, BNPP and BP2F are particularly susceptible to macroeconomic and market conditions in Europe, which have experienced disruptions in recent years.

While global economic conditions generally improved over the course of 2012, growth prospects diverge for advanced and developing economies in 2013 and going forward. In the Euro-zone, sovereign spreads came down in 2012 from historically high levels, although uncertainty remains over the solvability of certain sovereigns and the extent to which E.U. member states are willing to provide additional financing.

Legislation and Regulations Applicable to Financial Institutions.

BNPP is affected by legislation and regulations applicable to global financial institutions, which are undergoing significant change in the wake of the global financial crisis. New measures that have been proposed and adopted include more stringent capital and liquidity requirements, taxes on financial transactions, restrictions and taxes on employee compensation, limits on commercial banking activities, restrictions of types of financial products, increased internal control and transparency requirements, more stringent business conduct rules, mandatory reporting and clearing of derivative transactions, requirements to mitigate risks relating to OTC derivatives and the creation of new and strengthened regulatory bodies. New or proposed measures that affect or will affect BNPP include the Basel 3 and CRD4 prudential frameworks, the related requirements announced by the EBA, the designation of BNPP as a systemically important financial institution by the FSB, the French banking law, the E.U. Liikanen proposal and the Federal Reserve's proposed framework for the regulation of foreign banks.]

[Insert where BGL is the Issuer:

The announcement in late July by the President of the European Central Bank (ECB), Mario Draghi, that he was ready to do "whatever it takes" to save the euro, followed in early September by the announcement of the programme of Outright Monetary Transactions, were undoubtedly among the key events of the past year.

Even though the ECB alone cannot solve the fundamental problems of the eurozone economies, it has given governments more time to pursue the necessary structural reforms and to return to growth.

In the United States, 2013 can be expected to bring more debate and uncertainty about spending cuts, tax increases and the adjustment of the debt ceiling. There is however some good news: there are signs of a return to growth and a stabilisation in the labour market. Moreover, we have seen the beginnings of an encouraging recovery in property prices.

In Luxembourg, even though the country continues to weather the crisis relatively well, 2012 nevertheless brought a slowdown in growth. Banks continue to prepare for the implementation of the Basel III rules and the new liquidity ratios. An important issue in 2013 will be to see what decision Europe reaches in terms of its progress towards a banking union. After the important agreement to give a central supervisory role to the ECB, attention should be focused on two other aspects: resolution mechanisms and deposit-guarantee schemes.]"

- (c) In Element B.12 the information in relation to BNPP B.V. under the heading "[Insert where BNPP B.V. is the Issuer:" and above the heading "[Insert where BNPP is the Issuer:" is deleted and replaced with the following:

Comparative Annual Financial Data - In EUR		
	31/12/2011	31/12/2012
Revenues	317,178	337,955
Net income, Group share	21,233	22,531
Total balance sheet	32,347,971,221	37,142,623,335
Shareholders' equity (Group share)	366,883	389,414
Comparative Interim Financial Data – In EUR		
	30/06/2012	30/06/2013
Revenues	180,590	149,051
Net Income, Group Share	11,989	9,831
Total Balance Sheet	35,550,297,750	39,988,616,135
Shareholder's Equity (Group share)	378,872	399,245]

- (d) In Element B.12 the information in relation to BNPP under the heading "[Insert where BNPP is the Issuer:" and above the heading "[Insert where BGL is the Issuer:" is deleted and replaced with the following:

Comparative Annual Financial Data - In millions of EUR		
	31/12/2011	31/12/2012
Revenues	42,384	39,072
Cost of risk	(6,797)	(3,941)
Net income, Group share	6,050	6,564
Common Equity Tier 1 Ratio (Basel 2.5)	9.6%	11.8%
Tier 1 Ratio	11.6%	13.6%
Total consolidated balance sheet	1,965,283	1,907,200
Consolidated loans and receivables due from customers	665,834	630,520
Consolidated items due to customers	546,284	539,513
Shareholders'	75,370	85,444

equity (Group share)		
Comparative Interim Financial Data for the six month period ended 30 June 2013 - In millions of EUR		
	30/06/2012	30/06/2013
Revenues	19,984	19,972
Cost of risk	(1,798)	(2,087)
Net income, Group share	4,719	3,347
Common Equity Tier 1 Ratio (Basel 2.5)	10.9%	12.2%
Tier 1 Ratio	12.7%	13.6%
Total consolidated balance sheet	1,969,943	1,861,338
Consolidated loans and receivables due from customers	657,441	623,587
Consolidated items due to customers	535,359	554,198
Shareholders' equity (Group share)	81,721	86,136
Comparative Interim Financial Data for the three month period ended 30 September 2013 - In millions of EUR		
	30/09/2012	30/09/2013
Revenues	9,693	9,287
Cost of risk	(944)	(892)
Net income, Group share	1,326	1,358
	31/12/2012	30/09/2013
Common Equity Tier 1 Ratio (Basel 2.5)	11.8%	12.6%
Tier 1 Ratio	13.6%	13.8%

Total consolidated balance sheet	1,907,200	1,855,621
Consolidated loans and receivables due from customers	630,520	610,987
Consolidated items due to customers	539,513	552,547
Shareholders' equity (Group share)	85,444	86,644]

- (e) In Element B.12 the information in relation to BGL under the heading "[Insert where BGL is the Issuer:" and above the heading "[Insert where BP2F is the Issuer:" is deleted and replaced with the following:

Comparative Annual Financial Data - In millions of EUR		
	31/12/2011	31/12/2012
Revenues	793.0	1,123.4
Cost of risk	(157.3)	(60.6)
Net Income, Group share	297.8	266.8
Common Equity Tier 1 Ratio	31.05%	22.84%
Tier 1 Ratio	31.05%	22.84%
Total consolidated balance sheet	32,819.0	44,441.1
Consolidated loans and receivables due from customers	13,763.2	27,292.9
Consolidated items due to customers	19,378.6	19,721.1
Shareholders equity (Group share)	5,508.6	5,592.9
Comparative Interim Financial Data - In millions of EUR		
	30/06/2012	30/06/2013
Revenues	455.7	737.2
Cost of risk	(10)	(12,6)
Net Income, Group share	109.2	211.1
Common Equity Tier 1 Ratio	19.9%	24.0%

Tier 1 Ratio	19.9%	24.0%
Total consolidated balance sheet	51,991.0	43,909.6
Consolidated loans and receivables due from customers	28,480.6	26,190.3
Consolidated items due to customers	21,450.1	20,947.5
Shareholders equity (Group share)	5,358.3	5,561.5]

- (f) In Element B.12 the information in relation to BP2F under the heading "[Insert where BP2F is the Issuer:" and above the heading "Statements of no significant or material adverse change" is deleted and replaced with the following:

Comparative Annual Financial Data:		
	31/12/2011	31/12/2012
	EUR	EUR
Selected items of the Balance Sheet		
Assets		
Fixed assets (loans to affiliated undertakings)	5,261,088,495	6,763,911,498
Current assets (Amounts owed by affiliated undertakings becoming due and payable after less than 1 year)	170,106,379	933,735,013
Total assets	5,580,765,179	7,853,435,205
Liabilities		
Capital and reserves	8,053,553	7,136,902
Subordinated creditors	2,119,719,386	1,811,125,851
Non-subordinated debts		
Non-convertible loans		
– becoming due and payable within 1 year	893,492,429	2,043,358,203
– becoming due and payable	2,354,947,039	3,040,052,136

	after more than 1 year		
	Charges & Income: selected items		
	Income from financial fixed assets derived from affiliated undertakings	149,938,055	164,102,344
	Total income	400,951,114	368,793,560
	Interest payable and similar charges	310,422,392	291,638,574
	Profit for the financial year	638,908	1,583,350
	Comparative Interim Financial Data:		
		30/06/2013 in EUR	31/12/2012 in EUR
	Selected items of the Balance Sheet		
	<i>Assets</i>		
	Fixed assets (loans to affiliated undertakings)	5,180,637,183	6,763,911,498
	Current assets (Amounts owed by affiliated undertakings becoming due and payable after less than 1 year)	643,812,978	933,735,013
	Total assets	5,925,798,877	7,853,435,205
	<i>Liabilities</i>		
	Capital and reserves	6,573,900	7,136,902
	Subordinated creditors	1,683,033,022	1,811,125,851
	Non-subordinated debts		
	Non-convertible loans		
	– becoming due and payable within 1 year	209,987,844	2,043,358,203
	– becoming due and payable after more than 1 year	3,321,414,014	3,040,052,136
	Charges & Income: selected items		
		30/06/2013 in EUR	30/06/2012 in EUR

Income from financial fixed assets derived from affiliated undertakings	65,133,879	85,652,535
Total income	183,385,698	191,994,214
Interest payable and similar charges	145,850,703	173,498,070
Profit for the financial period	636,998	764,780]

- (g) In Element B.12 the second paragraph under the heading "Statements of no significant or material adverse change" 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 [*specify date*] and there has been no material adverse change in the prospects of [BNPP][BNPP B.V.][BP2F][BGL] since [*specify date*]."

- (h) In Element B.19/B.12, the information in relation to BNPP under the heading "[Insert where BNPP is the Guarantor:" and above the heading "[Insert where BNPPF is the Guarantor:" is deleted and replaced with the following:

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

Comparative Interim Financial Data for the six month period ended 30 June 2013 - In millions of EUR		
	30/06/2012	30/06/2013
Revenues	19,984	19,972
Cost of risk	(1,798)	(2,087)
Net income, Group share	4,719	3,347
Common Equity Tier 1 Ratio (Basel 2.5)	10.9%	12.2%
Tier 1 Ratio	12.7%	13.6%
Total consolidated balance sheet	1,969,943	1,861,338
Consolidated loans and receivables due from customers	657,441	623,587
Consolidated items due to customers	535,359	554,198
Shareholders' equity (Group share)	81,721	86,136
Comparative Interim Financial Data for the three month period ended 30 September 2013 - In millions of EUR		
	30/09/2012	30/09/2013
Revenues	9,693	9,287
Cost of risk	(944)	(892)
Net income, Group share	1,326	1,358
	31/12/2012	30/09/2013
Common Equity Tier 1 Ratio (Basel 2.5)	11.8%	12.6%
Tier 1 Ratio	13.6%	13.8%
Total consolidated	1,907,200	1,855,621

balance sheet		
Consolidated loans and receivables due from customers	630,520	610,987
Consolidated items due to customers	539,513	552,547
Shareholders' equity (Group share)	85,444	86,644]

- (i) In Element B.19/B.12 the information below the heading "[Insert where BNPPF is the Guarantor:" is deleted and replaced with the following:

Comparative Annual Financial Data – In millions of EUR		
	31/12/2011	31/12/2012
Revenues	5,733	5,881
Cost of risk	(1,152)	(374)
Net Income	271	545
Net Income attributable to shareholders	104	307
Total Consolidated Balance Sheet	346,179	272,254
Shareholders' equity	16,292	19,007
Consolidated loans and receivables due from customers	145,757	147,781
Consolidated items due to customers	154,514	146,246
Tier 1 Capital	19,493	19,018
Tier 1 Ratio	16.5%	15.3%
Total Capital	25,543	23,452
Total Capital Ratio	21.6%	18.9%
Comparative Interim Financial Data - In millions of EUR		
	30/06/2013	30/06/2012
Revenues	3,344	2,900
Cost of risk	(219)	(155)
Net Income	819	638
Net Income attributable to shareholders	617	545
Total Consolidated Balance Sheet	271,738	352,345
Shareholders' equity	18,314	17,559

Consolidated loans and receivables due from customers	157,908	157,265
Consolidated items due to customers	156,291	154,251
Tier 1 Capital	18,508	19,597
Tier 1 Ratio	14.8%	14.8%
Total Capital	21,967	24,586
Total Capital Ratio	17.5%	18.5%]

Statements of no significant or material adverse change

See Element B.12 above in the case of the BNPP Group.

[Insert where BNPP is the Guarantor:

There has been no material adverse change in the prospects of BNPP since *[specify date].]*

[Insert where BNPPF is the Guarantor:

There has been no significant change in the financial or trading position of BNPPF since *[specify date]* and no material adverse change in the prospects of BNPPF since *[specify date].]*

DOCUMENTS INCORPORATED BY REFERENCE

The following documents have been previously published or are published simultaneously with this Fourth Supplement, have been filed with the AMF for the purposes of the Prospectus Directive and, by virtue of this Fourth Supplement, are incorporated in, and form part of, the Base Prospectus:

- (a) BNPP B.V.'s unaudited interim financial statements for the six month period ending 30 June 2013 (including the review report thereon issued by Mazars Paardekooper Hoffman Accountants N.V.);
- (b) BP2F's unaudited half year financial report for the six month period ended 30 June 2013 (including the review report thereon issued by Deloitte Société à responsabilité limitée (*Réviseur d'entreprises agréé*) represented by Olivier Lefevre);
- (c) BNPPF's unaudited half year financial report for the six month period ended 30 June 2013 (including the review report thereon issued by PwC Bedrijfsrevisoren bcvba/ Reviseurs d'Entreprises scrl (represented by R. Jeanquart) and Deloitte Bedrijfsrevisoren bv ovv cvba/Reviseurs d'Entreprises sc sous forme d'une scrl (represented by Ph. Maeyaert F. Verhaegen));
- (d) BGL's unaudited interim financial information (in French) for the six month period ended 30 June 2013 (including the review report thereon issued by PricewaterhouseCoopers, société coopérative) and its Annual Report (in English) for the year ended 31 December 2012;
- (e) BNPP B.V.'s First Update to the Registration Document dated 17 October 2013 (as approved by the AMF with filing number D.13-0573);
- (f) BP2F's First Update to the 2013 Registration Document and Half Year Financial Report (registered with the AMF with filing number D.13-0574-A01 on 2 October 2013);
- (g) BNPPF's First Update to the 2013 Registration Document and Half Year Financial Report (registered with the AMF with filing number D.13-0575-A1 on 2 October 2013); and
- (h) BGL's First Update to the 2013 Registration Document and Half Year Financial Report (registered with the AMF with filing number D.13-0572 on 17 October 2013).

On 31 October 2013, BNPP filed with the AMF its *Actualisation du Document de référence déposée auprès de l'AMF le 31 octobre 2013* comprising (i) the third quarter management report of BNPP and (ii) the unaudited financial information of BNPP as at and for the nine-month period ended 30 September 2013. An English translation of BNPP's *Actualisation du Document de référence déposée auprès de l'AMF le 31 octobre 2013* (the "**Third Update to the 2012 Registration Document**") has been filed with the AMF on 31 October 2013 for the purposes of the Prospectus Directive and, by virtue of this Fourth Supplement, is incorporated in, and forms part of, the Base Prospectus.

The section "Documents incorporated by reference" in the Base Prospectus is updated accordingly as follows:

- (a) paragraph (d) on page 147 of the Base Prospectus is deleted in its entirety and replaced with the following:
 - "(d) the registration document relating to BNPP B.V. dated 30 May 2013 (as approved by the AMF with filing number R.13-025) (the "**BNPP B.V. Registration Document**"), the BNPP B.V. First Update to the Registration Document (as approved by the AMF with filing number D.13-0573 on 17 October 2013) (the "**First Update to the BNPP B.V. Registration Document**"), the registration document relating to BP2F dated 29 May 2013

(as registered with the AMF with filing number R.13-029) (the "**BP2F Registration Document**"), the First Update to the 2013 Registration Document and Half Year Financial Report of BP2F (as registered with the AMF with filing number D.13-0574-A01 on 2 October 2013) (the "**First Update to the BP2F Registration Document**"), the registration document relating to BNPPF dated 29 May 2013 (as registered with the AMF with filing number R.13-028) (the "**BNPPF Registration Document**"), the First Update to the 2013 Registration Document and Half Year Financial Report of BNPPF (as registered with the AMF with filing number D.13-0575-A1 on 2 October 2013) (the "**First Update to the BNPPF Registration Document**"), the registration document relating to BGL dated 30 May 2013 (as registered with the AMF with filing number R.13-026) (the "**BGL Registration Document**" and, together with the BNPP B.V. Registration Document, the BP2F Registration Document and the BNPPF Registration Document, the "**Registration Documents**") and the First Update to the 2013 Registration Document and Half Year Financial Report of BGL (as registered with the AMF with filing number D.13-0572 on 17 October 2013) (the "**First Update to the BGL Registration Document**");"

- (b) paragraph (m) on page 148 of the Base Prospectus is deleted in its entirety and replaced with the following:

"(m) the Annual Report of BGL for the year ended 31 December 2012 (in French) and the Annual Report of BGL for the year ended 31 December 2012 (in English);"

- (c) the following new paragraphs are added under paragraph (o) on page 148 of the Base Prospectus:

"(p) the unaudited interim financial statements for the six month period ending 30 June 2013 of BNPP B.V. (including the review report thereon issued by Mazars Paardekooper Hoffman Accountants N.V.) (the "**BNPP B.V. Interim Financial Statements**");

(q) the unaudited half year financial report for the six month period ended 30 June 2013 of BP2F (including the review report thereon issued by Deloitte Société à responsabilité limitée (*Réviseur d'entreprises agréé*) represented by Olivier Lefevre) (the "**BP2F Interim Financial Statements**");

(r) the unaudited half year financial report for the six month period ended 30 June 2013 of BNPPF (including the review report thereon issued by PwC Bedrijfsrevisoren bcva/Reviseurs d'Entreprises scrl (represented by R. Jeanquart) and Deloitte Bedrijfsrevisoren bv ovv cvba/Reviseurs d'Entreprises sc sous forme d'une scrl (represented by Ph. Maeyaert F. Verhaegen)) (the "**BNPPF Interim Financial Statements**");

(s) the unaudited interim financial information (in French) for the six month period ended 30 June 2013 of BGL (including the review report thereon issued by PricewaterhouseCoopers, société coopérative) (the "**BGL Interim Financial Statements**"); and

(t) BNPP's *Actualisation du Document de référence déposée auprès de l'AMF le 31 octobre 2013* (in English) (the "**Third Update to the 2012 Registration Document**")."

- (d) the following table is deemed to be added on page 150 of the Base Prospectus immediately following the table entitled "Second Update to the 2012 Registration Document" (which was deemed added to the Base Prospectus by virtue of the Second Supplement):

THIRD UPDATE TO THE 2012 REGISTRATION DOCUMENT	
QUARTERLY FINANCIAL INFORMATION	PAGES 3 - 64
GROUP PRESENTATION	PAGE 3
THIRD QUARTER 2013 RESULTS	PAGE 4

LONG TERM CREDIT RATINGS	PAGE 63
RELATED PARTIES	PAGE 63
RISK FACTORS	PAGE 63
RECENT EVENTS	PAGE 63
CORPORATE GOVERNANCE	PAGE 65
ADDITIONAL INFORMATION	PAGES 66 - 67
OWNERSHIP STRUCTURE AT 30 SEPTEMBER 2013	PAGE 66
CONTINGENT LIABILITIES	PAGE 66
SIGNIFICANT CHANGES	PAGE 66
DOCUMENTS ON DISPLAY	PAGE 67
STATUTORY AUDITORS	PAGE 67
PERSON RESPONSIBLE FOR THE UPDATE TO THE REGISTRATION DOCUMENT	PAGE 68
TABLE OF CONCORDANCE	PAGES 69 - 71

- (e) the following table is deemed to be added on page 150 of the Base Prospectus immediately following the table entitled "2012 BNPP B.V. Annual Report":

<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 at 30 June 2013	Page 5 of the BNPP B.V. Interim Financial Statements
Profit & Loss Account for the period ended 30 June 2013	Page 6 of the BNPP B.V. Interim Financial Statements
Cashflow Statement for the period ended 30 June 2013	Page 7 of the BNPP B.V. Interim Financial Statements
Shareholder's equity at 30 June 2013	Page 8 of the BNPP B.V. Interim Financial Statements
Notes to the Financial Statements/Other Information	Pages 9-17 of the BNPP B.V. Interim Financial Statements
Review Report	Page 18 of the BNPP B.V. Interim Financial Statements

- (f) the following table is deemed to be added on page 151 of the Base Prospectus immediately above the heading "BNP PARIBAS FORTIS FUNDING":

<i>BNPPF Interim Financial Statements</i>	
Report of the Board of Directors	Pages 6-11 of the BNPPF Interim Financial Statements
Statement of the Board of Directors	Page 12 of the BNPPF Interim Financial Statements
Composition of the Board of Directors	Pages 13-14 of the BNPPF Interim Financial Statements
BNP Paribas Fortis Consolidated Interim Financial Statements	Pages 15-22 of the BNPPF Interim Financial Statements
Notes to the Consolidated Interim Financial Statements	Pages 23-95 of the BNPPF Interim Financial Statements
Report of the accredited statutory auditors	Pages 95-96 of the BNPPF Interim Financial Statements

- (g) the following table is deemed to be added on page 151 of the Base Prospectus immediately under the table entitled "2011 Audited Annual Accounts":

<i>BP2F Interim Financial Statements</i>	
Report from the Board of Directors	Part 1 of the BP2F Interim Financial Statements, Pages 1 -10
Unqualified auditor's report on the review of the interim financial information	Part 2 of the BP2F Interim Financial Statements, Page 1
Balance Sheet and Profit and Loss Account	Part 2 of the BP2F Interim Financial Statements, Pages 2 -4
Notes to the interim financial information	Part 2 of the BP2F Interim Financial Statements, Pages 5 – 13

- (h) the text "(in French)" is added after the words "2012 Annual Report" under the heading "BGL BNP Paribas" on page 151 of the Base Prospectus.
- (i) the following table is deemed to be added on page 152 of the Base Prospectus immediately above the heading "BNPP B.V. Registration Document":

<i>BGL 2012 Annual Report (in English)</i>	
Audit Report	Page 39 of the BGL 2012 Annual Report
Consolidated Profit and Loss Account	Page 40 of the BGL 2012 Annual Report
Statement of Consolidated Net Income and Changes in Assets and Liabilities Recognised Directly in Consolidated Equity	Page 41 of the BGL 2012 Annual Report
Consolidated Balance Sheet	Page 42 of the BGL 2012 Annual Report
Statement of Changes in the Consolidated Shareholders Equity from 1 January 2011 to 31 December 2012	Pages 43 to 45 of the BGL 2012 Annual Report
Consolidated Cash Flow Statement	Pages 46 to 47 of the BGL 2012 Annual Report
Notes to the Consolidated Financial Statements	Pages 48 to 164 of the BGL 2012 Annual Report
<i>BGL Interim Financial Statements</i>	
Report ("Rapport d'examen")	Page 9 of the BGL Interim Financial Statements
Consolidated Profit and Loss Account	Page 10 of the BGL Interim Financial Statements
Statement of Consolidated Net Income and Changes in Assets and Liabilities Recognised Directly in Consolidated Equity	Page 11 of the BGL Interim Financial Statements
Consolidated Balance Sheet	Page 12 of the BGL Interim Financial Statements
Statement of Changes in the Consolidated Shareholders Equity from 1 January 2012 to 30 June 2013	Page 13 to 14 of the BGL Interim Financial Statements

Consolidated Cash Flow Statement	Page 15 to 16 of the BGL Interim Financial Statements
Notes to the Consolidated Financial Statements	Page 17 to 57 of the BGL Interim Financial Statements

- (j) the following table is deemed to be added on page 152 of the Base Prospectus immediately following the table entitled "BGL Registration Document":

<i>First Update to the BNPP B.V. Registration Document</i>	
Documents Incorporated by Reference	Page 4 of the First Update to the BNPP B.V. Registration Document
Historical Financial Information concerning BNPP B.V.'s assets and liabilities, financial position and profits and losses	Pages 5 to 6 of the First Update to the BNPP B.V. Registration Document
General Information	Page 7 of the First Update to the BNPP B.V. Registration Document

DESCRIPTION OF BNPP B.V., BNPP, BP2F, BNPPF AND BGL

The section "Description of BNPP B.V., BNPP, BP2F, BNPPF and BGL" on page 903 of the Base Prospectus is deleted in its entirety and replaced with the following:

"A description of BNPP B.V. can be found on pages 7 to 10 of the BNPP B.V. Registration Document, as amended by the First Update to the BNPP B.V. Registration Document, each of which are incorporated by reference herein.

A description of BNPP can be found on pages 76 to 91 of the Information Statement which is incorporated by reference herein.

A description of BP2F can be found on pages 7 to 15 of the BP2F Registration Document, as amended by the First Update to the BP2F Registration Document, each of which are incorporated by reference herein.

A description of BNPPF can be found on pages 17 to 31 of the BNPPF Registration Document, as amended by the First Update to the BNPPF Registration Document, each of which are incorporated by reference herein.

A description of BGL can be found on pages 16 to 23 of the BGL Registration Document, as amended by the First Update to the BGL Registration Document, each of which are incorporated by reference herein."

GENERAL INFORMATION

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

- (a) paragraph (viii) in Section 4 ("Documents available") on page 1009 of the Base Prospectus is deleted in its entirety and replaced with the following:

"(viii) the Annual Report of BGL for the year ended 31 December 2012 (in French and in English) and the Annual Report of BGL for the year ended 31 December 2011 (in French);";

- (b) the following new paragraphs are added under paragraph (xvi) in Section 4 ("Documents available") on page 1009 of the Base Prospectus:

"(xvii) the BNPP B.V. Interim Financial Statements;

(xviii) the BP2F Interim Financial Statements;

(xix) the BNPPF Interim Financial Statements; and

(xxi) the BGL Interim Financial Statements.";

- (c) the final sentence of the final paragraph of Section 4 ("Documents available") on page 1009 of the Base Prospectus 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), (xviii) and (xix) above are available at the registered office of BP2F and the constitutional documents of BNPPF, the Note Agency Agreement, the Agency Agreement, the BNPPF Guarantees and the documents listed at (v) and (xix) above are available at the registered office of BNPPF.";

- (d) the paragraph under the heading "6. Legal and Arbitration Proceedings" on page 554 of the Base Prospectus is deleted and the following is substituted therefor:

"Save as disclosed on page 92 of the Information Statement (*Legal proceedings*) and page 66 of the Third Update to the 2012 Registration Document (*Contingent liabilities*), there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which BNPP is aware), during the period covering at least the 12 months prior to the date of this Base Prospectus which may have, or have had in the recent past, significant effects on BNPP and/or the Group's financial position or profitability."

- (e) the second paragraph of Section 6 ("Legal and Arbitration Proceedings") on page 1010 of the Base Prospectus is deleted and the following is substituted therefor:

"Save as disclosed under "Risk Factors" on pages 8 to 16 and under "Description of BNP Paribas Fortis" on pages 17 - 31 in the BNPPF Registration Document and under Note 8.j (Contingent assets and liabilities) on pages 188 and 189 of the 2012 Annual Report of BNPPF (in each case incorporated by reference into this Base Prospectus) and under Note 6.g (Contingent assets and liabilities) on pages 89 to 91 of the BNPPF Interim Financial Statements, there have been no governmental, legal and arbitration proceedings which may have, or have had in the recent past, significant effects on BNPPF and/or BNP Paribas Group's financial position or profitability.";

- (f) Section 7 ("Significant Change") on page 1010 of the Base Prospectus is deleted and the following is substituted therefor:

"7. Significant Change

There has been no significant change in the financial or trading position of the Group since 30 September 2013.

There has been no significant change in the financial or trading position of BNPP B.V. since 30 June 2013.

There has been no significant change in the financial or trading position of BP2F since 30 June 2013.

There has been no significant change in the financial or trading position of BNPPF since 30 June 2013.

There has been no significant change in the financial or trading position of BGL since 30 June 2013.";

- (g) the second paragraph of Section 10 ("Board of Directors") on page 1011 of the Base Prospectus is deleted and the following is substituted therefor:

"The members of the Board of Directors of BP2F are displayed on page 8 of the BP2F Registration Document which is incorporated by reference herein except that Christian Pithsy has been replaced by Didier Giblet as Director and chairman of the board of directors of BP2F and as Director Risk ALM-Treasury of BP2F."; and

- (h) the following new section is inserted after Section 15 ("Yield"):

"16. Dependence of BNPP upon other members of the BNPP Group

Subject to the following paragraph, BNPP is not dependent upon other members of the BNPP Group.

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

BP²I is 50/50-owned by BNPP and IBM France; IBM France is responsible for daily operations, with a strong commitment of BNPP as a significant shareholder. Half of BP²I's staff are BNPP employees and BNPP owns the offices and data processing centres used by BP²I. BP²I's corporate governance system provides BNPP with a contractual right of oversight and BNPP may insource BP²I if necessary."

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

1. Le "Résumé du Programme" figurant aux pages 1119 à 1166 du Prospectus de Base est modifié comme suit :

(a) Dans l'Elément A.1, le premier paragraphe est supprimé et remplacé par le paragraphe suivant:

"• **Le présent résumé doit être lu comme une introduction au Prospectus de Base et aux Conditions Définitives applicables. Dans ce résumé, sauf précision contraire et à l'exception de l'utilisation qui en est faite au premier paragraphe de l'Elément D.3, "Prospectus de Base" signifie le Prospectus de Base de BNPP B.V., BNPP, BP2F, BNPPF et BGL, en date du 3 juin 2013 tel que modifié ou complété à tout moment par des suppléments. Au premier paragraphe de l'Elément D.3, "Prospectus de Base" signifie le Prospectus de Base de BNPP B.V., BNPP, BP2F, BNPPF et BGL en date du 3 juin 2013.**"

(b) Dans l'Elément B.4b, le titre "Concernant BNPP, BP2F, BGL:" et l'information relative à BNPP, BP2F et BGL sous ce titre et au-dessus du titre "Concernant BNPP B.V. :" sont supprimés et remplacés par ce qui suit:

"Concernant BNPP et BP2F:

Conditions Macroéconomiques.

L'environnement de marché et macroéconomique a un impact sur les résultats de BNPP et de BP2F. Compte tenu de la nature de leurs activités, BNPP et BP2F sont particulièrement sensibles aux conditions de marché et macroéconomiques en Europe, qui ont connu des perturbations au cours des dernières années.

Bien que les conditions économiques globales se soient améliorées au cours de l'année 2012, les prévisions de croissance sont divergentes pour les économies développées pour 2013 et les années à venir. Au sein de la zone Euro, les spreads des états ont diminué en 2012 par rapport à des niveaux historiquement élevés même si une incertitude persiste sur la solvabilité de certains états et sur la proportion dans laquelle les états membres de l'UE souhaitent accorder des financements complémentaires.

Législation et Réglementations Applicables aux Institutions Financières.

La législation et les réglementations applicables aux institutions financières ont un impact sur BNPP qui connaît une évolution significative dans le sillage de la crise financière globale. Les nouvelles mesures qui ont été proposées et adoptées comprennent des exigences plus strictes en matière de capital et de liquidité, des taxes sur les transactions financières, des restrictions et des taxes sur la rémunération des salariés, des limitations aux activités bancaires commerciales, des restrictions sur les types de produits financiers, des exigences accrues en matière de contrôle interne et de transparence, des règles de conduites des affaires plus strictes, un clearing et un reporting obligatoire des opérations sur instruments dérivés, des obligations de limiter les risques relatifs aux dérivés OTC et la création de nouvelles autorités réglementaires renforcées. Les nouvelles mesures adoptées ou en projet qui ont ou sont susceptibles d'avoir un impact sur BNPP comprennent les cadres prudentiels Bâle 3 et CRD4, les obligations corrélatives annoncés par l'EBA, la désignation de BNPP en tant

qu'institution financière d'importance systémique par le FSB, la loi bancaire française, la proposition européenne Liikanen et la proposition de la Réserve Fédérale pour la réglementation des banques étrangères.

Concernant BGL:

L'annonce fin juillet par le Président de la Banque Centrale Européenne (BCE), Mario Draghi, qu'il était prêt à faire « tout ce qu'il fallait » pour sauver l'euro, suivi début septembre de l'annonce du programme de rachat des dettes d'Etats (Outright Monetary Transactions) font sans doute partie des événements clés de l'année dernière.

Bien que la BCE ne puisse résoudre, seule, les problèmes économiques fondamentaux de la zone euro, elle a donné plus de temps aux gouvernements afin de poursuivre les réformes structurelles nécessaires et de revenir à la croissance.

Aux Etats-Unis, 2013 devrait amener plus de débats et d'incertitudes concernant la réduction des dépenses, l'augmentation des impôts et l'ajustement du plafond de la dette. Il y a néanmoins quelques bonnes nouvelles : il y a des signes de retour à la croissance et d'une stabilisation du marché du travail. De plus, nous avons constaté les débuts d'une relance encourageante des prix de l'immobilier.

Au Luxembourg, bien que le pays continue de résister relativement bien à la crise, l'année 2012 a néanmoins apporté un ralentissement de la croissance. Les banques continuent de se préparer à la transposition des règles de Bâle III et aux nouveaux ratios de liquidité. Un sujet important en 2013 sera de voir à quelle décision l'Europe parvient concernant son progrès à travers une union bancaire. Après l'accord important de doter la BCE d'un pouvoir de superviseur central, l'attention devrait se tourner sur deux autres aspects : les mécanismes de résolutions et les systèmes de garantie des dépôts."

- (c) Dans l'Elément B.12, l'information relative à BNPP B.V. sous le titre "En relation avec BNPP B.V.:" et au-dessus du titre "En relation avec BNPP:" est supprimée et remplacée par ce qui suit:

Données Financières Annuelles Comparées - En EUR		
	31/12/2011	31/12/2012
Produit Net Bancaire	317.178	337.955
Résultat Net, part du Groupe	21.233	22.531
Total du bilan	32.347.971.221	37.142.623.335
Capitaux Propres (part du Groupe)	366.883	389.414
Données Financières Intermédiaires Comparées – En EUR		
	30/06/2012	30/06/2013
Produit Net Bancaire	180.590	149.051
Résultat Net, part du Groupe	11.989	9.831

Total du bilan	35.550.297.750	39.988.616.135
Capitaux Propres (part du Groupe)	378.872	399.245

- (d) Dans l'Elément B.12 l'information concernant BNPP figurant sous le titre "**En relation avec BNPP:**" et au-dessus du titre "**En relation avec BGL:**" est supprimée et remplacée par ce qui suit:

Données Financières Annuelles Comparées - En millions d'EUR		
	31/12/2011	31/12/2012
Produit Net Bancaire	42.384	39.072
Coût du Risque	(6.797)	(3.941)
Résultat Net, part du Groupe	6.050	6.564
Ratio Common Equity Tier 1 (Bâle 2.5)	9,6%	11,8%
Ratio Tier 1	11,6%	13,6%
Total du bilan consolidé	1.965.283	1.907.200
Total des prêts et créances sur la clientèle	665.834	630.520
Total des dettes envers la clientèle	546.284	539.513
Capitaux Propres (part du Groupe)	75.370	85.444
Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2013 - En millions d'EUR		
	30/06/2012	30/06/2013
Produit Net Bancaire	19.984	19.972
Coût du Risque	(1.798)	(2.087)
Résultat Net, part du Groupe	4.719	3.347

Ratio Common Equity Tier 1 (Bâle 2.5)	10,9%	12,2%
Ratio Tier 1	12,7%	13,6%
Total du bilan consolidé	1.969.943	1.861.338
Total des prêts et créances sur la clientèle	657.441	623.587
Total des dettes envers la clientèle	535.359	554.198
Capitaux Propres (part du Groupe)	81.721	86.136
Données Financières Intermédiaires Comparées pour la période de 3 mois se terminant le 30 septembre 2013 - En millions d'EUR		
	30/09/2012	30/09/2013
Produit Net Bancaire	9.693	9.287
Coût du Risque	(944)	(892)
Résultat Net, part du Groupe	1.326	1.358
	31/12/2012	30/09/2013
Ratio Common Equity Tier 1 (Bâle 2.5)	11,8%	12,6%
Ratio Tier 1	13,6%	13,8%
Total du bilan consolidé	1.907.200	1.855.621
Total des prêts et créances sur la clientèle	630.520	610.987
Total des dettes envers la clientèle	539.513	552.547
Capitaux Propres (part du Groupe)	85.444	86.644

- (e) Dans l'Elément B.12, l'information relative à BGL figurant sous le titre "En relation avec BGL: " et au-dessus du titre "En relation avec BP2F:" est supprimée et remplacée par ce qui suit:

Données Financières Annuelles Comparées - En millions d'EUR		
	31/12/2011	31/12/2012
Produit net Bancaire	793,0	1.123,4
Coût du Risque	(157,3)	(60,6)
Résultat Net, part du Groupe	297,8	266,8
Ratio Common Equity Tier 1	31,05%	22,84%
Ratio Tier 1	31,05%	22,84%
Total du bilan consolidé	32.819,0	44.441,1
Total des prêts et créances sur la clientèle	13.763,2	27.292,9
Total des dettes envers la clientèle	19.378,6	19.721,1
Capitaux Propres (part du Groupe)	5.508,6	5.592,9
Données Financières Intermédiaires Comparées - En millions d'EUR		
	30/06/2012	30/06/2013
Produit Net Bancaire	455,7	737,2
Coût du Risque	(10)	(12,6)
Résultat Net, part du Groupe	109,2	211,1
Ratio Common Equity Tier 1	19,9%	24,0%
Ratio Tier 1	19,9%	24,0%
Total du bilan consolidé	51.991,0	43.909,6
Total des prêts et créances sur la clientèle	28.480,6	26.190,3
Total des dettes envers la clientèle	21.450,1	20.947,5
Capitaux Propres (part du Groupe)	5.358,3	5.561,5

- (f) Dans l'Elément B.12, l'information relative à BP2F figurant sous la titre "En relation avec BP2F:" et 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 Financières Annuelles Comparées:		
	31/12/2011 EUR	31/12/2012 EUR
Postes sélectionnés du Bilan		
<i>Actif</i>		
Actifs immobilisés (prêts à des entreprises affiliées)	5.261.088.495	6.763.911.498
Actifs courants (Montants dus par des entreprises affiliées venant à échéance à moins d'1 an)	170.106.379	933.735.013
Total de l'actif	5.580.765.179	7.853.435.205
<i>Passif</i>		
Capital et réserves	8.053.553	7.136.902
Dettes subordonnées	2.119.719.386	1.811.125.851
Dettes non subordonnées		
Prêts non-convertibles		
– à moins d'1 an	893.492.429	2.043.358.203
– à plus d'1 an	2.354.947.039	3.040.052.136
Compte de Résultat : postes sélectionnés		
Produits d'immobilisations financières générés par des entreprises affiliées	149.938.055	164.102.344
Résultat	400.951.114	368.793.560
Intérêts à payer et charges similaires	310.422.392	291.638.574
Bénéfice de l'exercice	638.908	1.583.350
Données Financières Intermédiaires Comparées:		
	30/06/2013 en EUR	31/12/2012 en EUR
Postes sélectionnés du Bilan		

Actifs		
Actifs immobilisés (prêts à des entreprises affiliées)	5.180.637.183	6.763.911.498
Actifs courants (Montants dus par des entreprises affiliées venant à échéance à moins d'1 an)	643.812.978	933.735.013
Total de l'actif	5.925.798.877	7.853.435.205
Passif		
Capital et réserves	6.573.900	7.136.902
Dettes subordonnées	1.683.033.022	1.811.125.851
Dettes non subordonnées		
Prêts non-convertibles		
– à moins d'1 an	209.987.844	2.043.358.203
– à plus d'1 an	3.321.414.014	3.040.052.136
Compte de résultat : postes sélectionnés		
	30/06/2013	30/06/2012
	en EUR	en EUR
Produits d'immobilisations financières générés par des entreprises affiliées	65.133.879	85.652.535
Résultat	183.385.698	191.994.214
Intérêts à payer et charges similaires	145.850.703	173.498.070
Bénéfice de l'exercice	636.998	764.780

- (g) Dans l'Elément B.12, les paragraphes figurant sous le titre "Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif" sont supprimés et remplacés comme suit :

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

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 2013 et il ne s'est produit aucun changement

défavorable significatif dans les perspectives de BNPP B.V., BP2F ou BGL depuis le 31 décembre 2012."

(h) L'Elément B.19/B.12 est supprimé dans son intégralité et remplacé par ce qui suit :

B.19/B.12	Informations financières historiques clés sélectionnées :		
	En relation avec BNPPF:		
	Données Financères Annuelles Comparées - En millions d'EUR		
		31/12/2011	31/12/2012
	Produit Net Bancaire	5.733	5.881
	Coût du Risque	(1.152)	(374)
	Bénéfice net	271	545
	Bénéfice Net attribuable aux actionnaires	104	307
	Total du bilan consolidé	346.179	272.254
	Capitaux Propres	16.292	19.007
	Total des prêts et créances sur la clientèle	145.757	147.781
	Total des dettes envers la clientèle	154.514	146.246
	Capitaux Tier 1	19.493	19.018
	Ratio Tier 1	16,5%	15,3%
	Total des Capitaux	25.543	23.452
	Ratio d'Adéquation des Fonds Propres	21,6%	18,9%
	Données Financières Intermédiaires Comparées - En millions d'EUR		
		30/06/2013	30/06/2012
	Produit Net Bancaire	3.344	2.900
	Coût du Risque	(219)	(155)
	Bénéfice Net	819	638
	Bénéfice Net attribuable aux actionnaires	617	545

	Total du bilan consolidé	271.738	352.345
	Capitaux Propres	18.314	17.559
	Total des prêts et créances sur la clientèle	157.908	157.265
	Total des dettes envers la clientèle	156.291	154.251
	Capitaux Tier 1	18.508	19.597
	Ratio Tier 1	14,8%	14,8%
	Total des Capitaux	21.967	24.586
	Ratio d'Adéquation des Fonds Propres	17,5%	18,5%
<p><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></p> <p>Voir Elément B.12 ci-dessus dans le cas du Groupe BNPP.</p> <p>Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPPF depuis le 30 juin 2013, et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPPF depuis le 31 décembre 2012.</p>			

2. Le "Résumé du Programme spécifique à l'émission en relation avec le Prospectus de Base" figurant aux pages 1168 à 1216 du Prospectus de Base est modifié comme suit :

(a) Dans l'Elément A.1, le premier paragraphe est supprimé et remplacé par le paragraphe suivant :

"• **Le présent résumé doit être lu comme une introduction au Prospectus de Base et aux Conditions Définitives applicables. Dans ce résumé, sauf précision contraire et à l'exception de l'utilisation qui en est faite et au premier paragraphe de l'Elément D.3, "Prospectus de Base" signifie le Prospectus de Base de BNPP B.V., BNPP, BP2F, BNPPF et BGL, en date du 3 juin 2013 tel que modifié ou complété à tout moment par des suppléments. Au premier paragraphe de l'Elément D.3, "Prospectus de Base" signifie le Prospectus de Base de BNPP B.V., BNPP, BP2F, BNPPF et BGL en date du 3 juin 2013.**"

(b) Dans l'Elément B.4b, le titre "[A indiquer si BNPP, BP2F ou BGL est l'Emetteur:" et l'information relative à BNPP, BP2F et BGL sous ce titre et au-dessus du titre "[A indiquer si BNPP B.V est l'Emetteur:" sont supprimés et remplacés par ce qui suit :

"[A indiquer si BNPP ou BP2F est l'Emetteur:

Conditions Macroéconomiques.

L'environnement de marché et macroéconomique a un impact sur les résultats de BNPP et de BP2F. Compte tenu de la nature de leurs activités, BNPP et BP2F sont particulièrement sensibles aux conditions de marché et macroéconomiques en Europe, qui ont connu des perturbations au cours des dernières années.

Bien que les conditions économiques globales se soient améliorées au cours de l'année 2012, les prévisions de croissance sont divergentes pour les économies développées pour 2013 et les années à venir. Au sein de la zone Euro, les *spreads* des états ont diminué en 2012 par rapport à des niveaux historiquement élevés même si une incertitude persiste sur la solvabilité de certains états et sur la proportion dans laquelle les états membres de l'UE souhaitent accorder des financements complémentaires.

Législation et Réglementations Applicables aux Institutions Financières.

La législation et les réglementations applicables aux institutions financières ont un impact sur BNPP qui connaît une évolution significative dans le sillage de la crise financière globale. Les nouvelles mesures qui ont été proposées et adoptées comprennent des exigences plus strictes en matière de capital et de liquidité, des taxes sur les transactions financières, des restrictions et des taxes sur la rémunération des salariés, des limitations aux activités bancaires commerciales, des restrictions sur les types de produits financiers, des exigences accrues en matière de contrôle interne et de transparence, des règles de conduites des affaires plus strictes, un clearing et un *reporting* obligatoire des opérations sur instruments dérivés, des obligations de limiter les risques relatifs aux dérivés OTC et la création de nouvelles autorités réglementaires renforcées. Les nouvelles mesures adoptées ou en projet qui ont ou sont susceptibles d'avoir un impact sur BNPP comprennent les cadres prudentiels Bâle 3 et CRD4, les obligations corrélatives annoncés par l'EBA, la désignation de BNPP en tant qu'institution financière d'importance systémique par le FSB, la loi bancaire française, la proposition européenne Liikanen et la proposition de la Réserve Fédérale pour la réglementation des banques étrangères.]

[Insérer quand BGL est l'Emetteur:

L'annonce fin juillet par le Président de la Banque Centrale Européenne (BCE), Mario Draghi, qu'il était prêt à faire « tout ce qu'il fallait » pour sauver l'euro, suivi début septembre de l'annonce du programme de rachat des dettes d'Etats (*Outright Monetary Transactions*) font sans doute partie des événements clés de l'année dernière.

Bien que la BCE ne puisse résoudre, seule, les problèmes économiques fondamentaux de la zone euro, elle a donné plus de temps aux gouvernements afin de poursuivre les réformes structurelles nécessaires et de revenir à la croissance.

Aux Etats-Unis, 2013 devrait amener plus de débats et d'incertitudes concernant la réduction des dépenses, l'augmentation des impôts et l'ajustement du plafond de la dette. Il y a néanmoins quelques bonnes nouvelles : il y a des signes de retour à la croissance et d'une stabilisation du marché du travail. De plus, nous avons constaté les débuts d'une relance encourageante des prix de l'immobilier.

Au Luxembourg, bien que le pays continue de résister relativement bien à la crise, l'année 2012 a néanmoins apporté un ralentissement de la croissance. Les banques continuent de se préparer à la transposition des règles de Bâle III et aux nouveaux ratios de liquidité. Un sujet important en 2013 sera de voir à quelle décision l'Europe parvient concernant son progrès à travers une union bancaire. Après l'accord important de doter la BCE d'un pouvoir de superviseur central, l'attention devrait se tourner sur deux autres aspects : les mécanismes de résolutions et les systèmes de garantie des dépôts.]"

- (c) Dans l'Elément B.12, l'information relative à BNPP B.V. sous le titre "[A insérer si BNPP B.V. est l'Emetteur:" et au-dessus du titre "[A insérer si BNPP est l'Emetteur:" est supprimée et remplacée par ce qui suit :

Données Financières Annuelles Comparées - En EUR		
	31/12/2011	31/12/2012
Produit Net Bancaire	317.178	337.955
Résultat Net, part du Groupe	21.233	22.531
Total du bilan	32.347.971.221	37.142.623.335
Capitaux Propres (part du Groupe)	366.883	389.414
Données Financières Intermédiaires Comparées – En EUR		
	30/06/2012	30/06/2013
Produit Net Bancaire	180.590	149.051
Résultat Net, part du Groupe	11.989	9.831
Total du Bilan	35.550.297.750	39.988.616.135
Capitaux Propres (part du Groupe)	378.872	399.245]

- (d) Dans l'Elément B.12, l'information relative à BNPP figurant sous le titre "[A insérer si BNPP est l'Emetteur:" et au-dessus du titre "[A insérer si BGL est l'Emetteur:" est supprimée et remplacée par ce qui suit :

Données Financières Annuelles Comparées - En millions d'EUR		
	31/12/2011	31/12/2012
Produit Net Bancaire	42.384	39.072
Coût du Risque	(6.797)	(3.941)
Résultat Net, part du Groupe	6.050	6.564
Ratio Common Equity Tier 1 (Bâle 2.5)	9,6%	11,8%
Ratio Tier 1	11,6%	13,6%
Total du bilan	1.965.283	1.907.200

consolidé		
Total des prêts et créances sur la clientèle	665.834	630.520
Total des dettes envers la clientèle	546.284	539.513
Capitaux Propres (part du Groupe)	75.370	85.444
Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2013		
	30/06/2012	30/06/2013
Produit Net Bancaire	19.984	19.972
Coût du Risque	(1.798)	(2.087)
Résultat Net, part du Groupe	4.719	3.347
Ratio Common Equity Tier 1 (Bâle 2.5)	10,9%	12,2%
Ratio Tier 1	12,7%	13,6%
Total du bilan consolidé	1.969.943	1.861.338
Total des prêts et créances sur la clientèle	657.441	623.587
Total des dettes envers la clientèle	535.359	554.198
Capitaux Propres (part du Groupe)	81.721	86.136
Données Financières Intermédiaires Comparées pour la période de 3 mois se terminant le 30 septembre 2013 - En millions d'EUR		
	30/09/2012	30/09/2013
Produit Net Bancaire	9.693	9.287
Coût du Risque	(944)	(892)

Résultat Net, part du Groupe	1.326	1.358
	31/12/2012	30/09/2013
Ratio Common Equity Tier 1 (Bâle 2.5)	11,8%	12,6%
Ratio Tier 1	13,6%	13,8%
Total du bilan consolidé	1.907.200	1.855.621
Total des prêts et créances sur la clientèle	630.520	610.987
Total des dettes envers la clientèle	539.513	552.547
Capitaux Propres (part du Groupe)	85.444	86.644]

- (e) Dans l'Elément B.12, l'information relative à BGL figurant sous le titre "[A insérer si BGL est l'Emetteur:]" et au-dessus du titre "[A insérer si BP2F est l'Emetteur:]" est supprimée et remplacée par ce qui suit:

Données Financières Annuelles Comparées – En millions d'EUR		
	31/12/2011	31/12/2012
Produit Net Bancaire	793,0	1.123,4
Coût du Risque	(157,3)	(60,6)
Résultat Net, part du Groupe	297,8	266,8
Ratio Common Equity Tier 1	31,05%	22,84%
Ratio Tier 1	31,05%	22,84%
Total du bilan consolidé	32.819,0	44.441,1
Total des prêts et créances sur la clientèle	13.763,2	27.292,9
Total des dettes envers la clientèle	19.378,6	19.721,1
Capitaux Propres (part du Groupe)à	5.508,6	5.592,9
Données Financières Intermédiaires Comparées - En millions d'EUR		
	30/06/2012	30/06/2013

Produit Net Bancaire	455,7	737,2
Coût du Risque	(10)	(12,6)
Résultat Net, part du Groupe	109,2	211,1
Ratio Common Equity Tier 1	19,9%	24,0%
Ratio Tier 1	19,9%	24,0%
Total du bilan consolidé	51.991,0	43.909,6
Total des prêts et créances sur la clientèle	28.480,6	26.190,3
Total des dettes envers la clientèle	21.450,1	20.947,5
Capitaux Propres (part du Groupe)	5.358,3	5.561,5]

- (f) Dans l'Elément B.12, l'information relative à BP2F figurant sous le titre "[A insérer si BP2F est l'Emetteur:" et 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 Financières Annuelles Comparées:		
	31/12/2011 EUR	31/12/2012 EUR
Postes sélectionnés du Bilan		
Actif		
Actifs immobilisés (prêts à des entreprises affiliées)	5.261.088.495	6.763.911.498
Actifs courants (Montants dus par des entreprises affiliées venant à échéance à moins d'1 an)	170.106.379	933.735.013
Total de l'actif	5.580.765.179	7.853.435.205
Passif		
Capital et réserves	8.053.553	7.136.902
Dettes subordonnées	2.119.719.386	1.811.125.851
Dettes non subordonnées		
Prêts non-convertibles		

- à moins d'1 an	893.492.429	2.043.358.203
- à plus d'1 an	2.354.947.039	3.040.052.136
Compte de Résultat : postes sélectionnés		
Produit d'immobilisations financières générés par des entreprises affiliées	149.938.055	164.102.344
Résultat	400.951.114	368.793.560
Intérêts à payer et charges similaires	310.422.392	291.638.574
Bénéfice de l'exercice	638.908	1.583.350
Données Financières Intermédiaires Comparées:		
	30/06/2013 en EUR	31/12/2012 en EUR
Postes sélectionnés du Bilan		
<i>Actifs</i>		
Actifs immobilisés (prêt à des entreprises affiliées)	5.180.637.183	6.763.911.498
Actif courants (Montant dus par des entreprises affiliées venant à échéance à moins d'1 an)	643.812.978	933.735.013
Total de l'actif	5.925.798.877	7.853.435.205
<i>Passif</i>		
Capital et réserves	6.573.900	7.136.902
Dettes subordonnées	1.683.033.022	1.811.125.851
Dettes non subordonnées		
Prêts non-convertibles		
- à moins d'1 an	209.987.844	2.043.358.203
- à plus d'1 an	3.321.414.014	3.040.052.136
Compte de Résultat : postes sélectionnés		

	30/06/2013	30/06/2012
	en EUR	en EUR
Produit d'immobilisations financières générés par des entreprises affiliées	65.133.879	85.652.535
Résultat	183.385.698	191.994.214
Intérêt à payer et charges similaires	145.850.703	173.498.070
Bénéfice de l'exercice	636.998	764.780]

- (g) Dans l'Elément B.12, le second paragraphe figurant sous le titre "Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif " 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] [BGL] depuis le [indiquer la date] et il ne s'est produit aucun changement défavorable significatif dans les perspectives de [BNPP][BNPP B.V.][BP2F][BGL] depuis le [indiquer la date]."

- (h) Dans l'Elément B.19/B.12, l'information relative à BNPP figurant sous le titre ["A insérer si BNPP est le Garant :"] et au-dessus du titre ["A insérer si BNPPF est le Garant :"] est supprimée et remplacée par ce qui suit :

Données Financières Annuelles Comparées - En millions d'EUR		
	31/12/2011	31/12/2012
Produit Net Bancaire	42.384	39.072
Coût du Risque	(6.797)	(3.941)
Résultat Net, part du Groupe	6.050	6.564
Ratio Common Equity Tier 1 (Bâle 2.5)	9,6%	11,8%
Ratio Tier 1	11,6%	13,6%
Total du bilan consolidé	1.965.283	1.907.200
Total des prêts et créances sur la clientèle	665.834	630.520
Total des dettes	546.284	539.513

envers la clientèle		
Capitaux Propres (part du Groupe)	75.370	85.444
Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2013 - En millions d'EUR		
	30/06/2012	30/06/2013
Produit Net Bancaire	19.984	19.972
Coût du Risque	(1.798)	(2.087)
Résultat Net, part du Groupe	4.719	3.347
Ratio Common Equity Tier 1 (Bâle 2.5)	10,9%	12,2%
Ratio Tier 1	12,7%	13,6%
Total du bilan consolidé	1.969.943	1.861.338
Total des prêts et créances sur la clientèle	657.441	623.587
Total des dettes envers la clientèle	535.359	554.198
Capitaux Propres (part du Groupe)	81.721	86.136
Données Financières Intermédiaires Comparées pour la période de 3 mois se terminant le 30 septembre 2013 - En millions d'EUR		
	30/09/2012	30/09/2013
Produit Net Bancaire	9.693	9.287
Coût du Risque	(944)	(892)
Résultat Net, part du Groupe	1.326	1.358
	31/12/2012	30/09/2013
Ratio Common Equity Tier 1 (Bâle	11,8%	12,6%

2.5)		
Ratio Tier 1	13,6%	13,8%
Total du bilan consolidé	1.907.200	1.855.621
Total des prêts et créances sur la clientèle	630.520	610.987
Total des dettes envers la clientèle	539.513	552.547
Capitaux Propres (part du Groupe)	85.444	86.644]

- (i) Dans l'Elément B.19/B.12, l'information figurant sous le titre "[Insérer si BNPPF est le Garant:]" est supprimée et remplacée par ce qui suit :

Données Financières Annuelles Comparées - En millions d'EUR		
	31/12/2011	31/12/2012
Produit Net Bancaire	5.733	5.881
Coût du Risque	(1.152)	(374)
Résultat Net	271	545
Résultat net attribuable aux actionnaires	104	307
Total du bilan consolidé	346.179	272.254
Capitaux Propres	16.292	19.007
Total des prêts et créances sur la clientèle	145.757	147.781
Total des dettes envers la clientèle	154.514	146.246
Capitaux Tier 1	19.493	19.018
Ratio Tier 1	16,5%	15,3%
Total des Capitaux	25.543	23.452
Ratio d'Adéquation des Fonds Propres	21,6%	18,9%
Données Financières Intermédiaires Comparées - En millions d'EUR		

		30/06/2013	30/06/2012
	Produit Net Bancaire	3.344	2.900
	Coût du Risque	(219)	(155)
	Résultat Net	819	638
	Résultat Net attribuable aux actionnaires	617	545
	Total du Bilan consolidé	271.738	352.345
	Capitaux Propres	18.314	17.559
	Total des prêts et créances sur la clientèle	157.908	157.265
	Total des dettes envers la clientèle	156.291	154.251
	Capitaux Tier 1	18.508	19.597
	Ratio Tier 1	14,8%	14,8%
	Total des Capitaux	21.967	24.586
	Ratio d'Adéquation des Fonds Propres	17,5%	18,5%]
	<p><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></p> <p>Voir Elément B.12 ci-dessus dans le cas du Groupe BNPP.</p> <p>[A insérer quand BNPP est le Garant :</p> <p>Il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP depuis le [préciser la date].]</p> <p>[A insérer quand BNPPF est le Garant:</p> <p>Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPPF depuis le [préciser la date] et il ne s'est produit aucun changement défavorable dans les perspectives de BNPPF depuis le [préciser la date].]</p>		

RESPONSIBILITY STATEMENT

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

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

The Statutory Auditors' report on the consolidated financial statements of BNPPF for the six months ended 30 June 2013 is given on pages 95 to 96 of the BNPPF Interim Financial Statements and contains an emphasis of matter paragraph (*observation*). The BNPPF Interim Financial Statements are incorporated by reference in the Base Prospectus.

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Represented by

Lars Machenil

In his capacity as Chief Financial Officer

Stéphane de Marnhac

In his capacity as Head of Investor
Relations and Financial Information

Dated 6 November 2013



In accordance with Article 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°13-589 on 6 November 2013. This Fourth Supplement has been prepared by BNP Paribas and its signatories assume responsibility for it. 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.