

Fifth Supplement dated 29 April 2024
to the Euro Medium Term Note Programme Base Prospectus dated 30 June 2023



BNP PARIBAS

(incorporated in France)

(as Issuer)

EURO MEDIUM TERM NOTE PROGRAMME

This fifth supplement (the "**Fifth Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 30 June 2023 (the "**Base Prospectus**"), the first supplement to the Base Prospectus dated 4 August 2023 (the "**First Supplement**"), the second supplement to the Base Prospectus dated 2 November 2023 (the "**Second Supplement**"), the third supplement to the Base Prospectus dated 5 February 2024 (the "**Third Supplement**") and the fourth supplement to the Base Prospectus dated 28 March 2024 (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 Euro Medium Term Note Programme (the "**Programme**") of BNP Paribas ("**BNPP**", the "**Bank**" or the "**Issuer**").

The Base Prospectus and the Previous Supplements constitute a base prospectus for the purposes of Article 8 of the Prospectus Regulation. "**Prospectus Regulation**" means Regulation (EU) 2017/1129 of 14 June 2017 as amended. The Base Prospectus received approval no. 23-268 on 30 June 2023, the First Supplement received approval no. 23-348 on 4 August 2023, the Second Supplement received approval no. 23-458 on 2 November 2023, the Third Supplement received approval no. 24-017 on 5 February 2024 and the Fourth Supplement received approval no. 24-084 on 28 March 2024 from the *Autorité des marchés financiers* (the "**AMF**"). Application has been made to the AMF for approval of this Fifth Supplement in its capacity as competent authority under the Prospectus Regulation.

BNPP accepts responsibility for the information contained in this Fifth Supplement. To the best of the knowledge of BNPP (who has 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 will be available on the website of BNP Paribas (<https://invest.bnpparibas/en/search/debt/documents>) and on the website of the AMF (www.amf-france.org).

This Fifth Supplement has been prepared in accordance with Article 23 of the Prospectus Regulation, 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) amending the table incorporating by reference BNPP's *Document d'Enregistrement Universel au 31 décembre 2023 et rapport financier annuel* (in English) (the "**BNPP 2023 Universal Registration Document (in English)**");
- (B) incorporating by reference the first *Amendment au Document d'Enregistrement Universel 2023* dated 25 April 2024 (the "**First Amendment to the BNPP 2023 Universal Registration Document (in English)**"); and
- (C) amending the "General Information" section.

The incorporation by reference of the document referred to in (B) above has been made to update the BNPP disclosure. The amendments referred to in (A) and (C) above have been made to reflect the updated disclosure referred to in (B) above. The amendments referred to in (A) above have been made to update the cross-reference table relating to BNP Paribas based on Annex 6 of the Commission Delegated Regulation (EU) 2019/980.

In accordance with Article 23(2) of the Prospectus Regulation, in the case of an offer of Notes to the public, investors who have already agreed to purchase or subscribe for Notes issued under the Programme before this Fifth Supplement is published and which are affected by the amendments made in this Fifth Supplement, have the right, exercisable before the end of the period of two (2) 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 2 May 2024. Investors can exercise their right to withdraw their acceptances by contacting the person from whom any such investor has agreed to purchase or subscribe for such Notes before the above deadline.

TABLE OF CONTENTS

Clause	Page
Documents Incorporated by Reference	4
Amendments to the General Information Section	9
Responsibility Statement	10

DOCUMENTS INCORPORATED BY REFERENCE

On 25 April 2024, BNPP filed with the AMF the first *Amendement au Document d'Enregistrement Universel 2023* in English, of which the pages appearing in the cross-reference table below are incorporated in, and forms part of, the Base Prospectus by virtue of this Fifth Supplement.

The "**DOCUMENTS INCORPORATED BY REFERENCE**" section on pages 86 to 98 of the Base Prospectus (which was amended by virtue of the Previous Supplements) is amended as follows:

- (a) the word "and" (which was added to the Base Prospectus by virtue of the Fourth Supplement) at the end of paragraph (c) is deleted;
- (b) the "," at the end of paragraph (d) is deleted and replaced with "; and";
- (c) the following paragraph (e) is added under paragraph (d):
 - "(e) the first *Amendement au Document d'Enregistrement Universel 2023* (in English) with filing number D.24-0158-A01 (the "**First Amendment to the BNPP 2023 Universal Registration Document (in English)**"),"; and
- (d) the table entitled "**BNP PARIBAS**" on pages 92 to 97 of the Base Prospectus (which was amended by virtue of the Previous Supplements) is deleted and replaced with the table on the following page:

BNP PARIBAS			
Information incorporated by reference	Page Reference		
<i>Annex 6 of the Commission Delegated Regulation (EU) 2019/980</i>	BNPP 2022 Universal Registration Document (in English) - https://invest.bnpparibas/en/document/universal-registration-document-2022	BNPP 2023 Universal Registration Document (in English) - https://invest.bnpparibas/en/document/universal-registration-document-and-annual-financial-report-2023	First Amendment to the BNPP 2023 Universal Registration Document (in English) https://invest.bnpparibas/document/1st-amendment-to-the-2023-universal-registration-document-and-annual-financial-report
1. Persons responsible, third party information, experts' reports and competent authority approval			
<i>1.1 Persons responsible for the information</i>			
<i>1.2 Declaration by the persons responsible for the registration document</i>			
<i>1.3 Statement or report by an expert or at the Issuer's request</i>			
<i>1.4 Information sourced from a third party</i>			
<i>1.5 Statement regarding the competent authority approval</i>			
2. Statutory auditors			
<i>2.1 Names and addresses of the Issuer's auditors</i>	742	786	87
<i>2.2 Resignation, removal or no re-appointment of auditors</i>			
3. Risk factors			
<i>3.1 Material risks specific to the Issuer and that may affect the Issuer's ability to fulfil its obligations under the securities</i>		311-324	
4. Information about the Issuer			
<i>4.1. History and development of the Issuer.</i>			
<i>4.1.1 Legal and commercial name of the Issuer.</i>		4	
<i>4.1.2 Place of registration of the Issuer, registration number and legal entity identifier ('LEI').</i>		770	
<i>4.1.3 Date of incorporation and length of life of the Issuer, except where the period is indefinite.</i>		6	
<i>4.1.4 Domicile, legal form, legislation, country of incorporation, address, telephone number and website of the Issuer</i>		770	

4.1.5	<i>Details of any recent events particular to the Issuer and which are to a material extent relevant to an evaluation of the issuer's solvency</i>	771	
4.1.6	<i>Credit ratings assigned to an Issuer at the request or with the cooperation of the Issuer in the rating process.</i>	5	
4.1.7	<i>Information on the material changes in the Issuer's borrowing and funding structure since the last year financial year.</i>	771	
4.1.8	<i>Description of the expected financing of the Issuer's activities.</i>	157; 498-515	
5.	Business overview		
5.1	<i>Principal activities</i>		
5.1.1	<i>Issuer's principal activities</i>	7-19; 219-222; 698-699; 772-778	
5.2	<i>Basis for any statements made by the issuer regarding its competitive position</i>	7-19; 128-144	
6.	Organisational structure		
6.1	<i>Brief description of the group and the Issuer's position within the group.</i>	4	
6.2	<i>Issuer's dependence upon other entities.</i>	770	
7.	Trend Information		
7.1	<i>(a) Description of any material adverse change in the prospects of the issuer since the date of its last published audited financial statements; (b) any significant change in the financial performance of the group since the end of the last financial period for which financial information has been published.</i>	771	85
7.2	<i>Trends, uncertainties, demands, commitments or events</i>	153-157; 771	85
8.	Profit forecasts or estimates		
8.1	<i>Profit forecast or estimate</i>		
8.2	<i>New profit forecast or estimate</i>		
8.3	<i>Statement on the profit forecast or estimate</i>		
9.	Administrative, management, and supervisory bodies		
9.1	<i>Names, business addresses and functions of members of the administrative, management or supervisory bodies</i>	35-48; 111	81-84
9.2	<i>Administrative, management, and supervisory bodies' conflicts of interests</i>	53-54; 68-69; 73-79; 85; 107	
10.	Major shareholders		
10.1	<i>Control of the Issuer</i>	20-21	
10.2	<i>Description of any arrangements</i>	21	

11. Financial information concerning the Issuer's assets and liabilities, financial position and profits and losses			
<i>11.1 Historical financial information</i>			20-21
<i>11.1.1 Audited historical information</i>	5; 24; 128-296; 574-612	5; 24; 128-296; 584-624	
<i>11.1.2 Change of accounting reference date</i>			
<i>11.1.3 Accounting Standards</i>	128-296; 182-210; 574-612	128-296; 180-205; 584-624	
<i>11.1.4 Change of accounting framework</i>	128-296; 186-188; 574-612	128-296; 203-205; 584-624	
<i>11.1.5 National accounting standards</i>	574-612	584-624	
<i>11.1.6 Consolidated financial statements</i>	176-296	174-296	
<i>11.1.7 Age of financial information</i>	178	176	
<i>11.2 Interim and other financial information</i>			
<i>11.2.1 Quarterly or half-yearly financial information</i>			4-69
<i>11.3 Auditing of historical annual financial information</i>			
<i>11.3.1 Historical annual financial information independently audited</i>	297-302; 613-618	297-302; 625-630	
<i>11.3.1 a Refusal, qualifications, modifications of opinion, disclaimers or emphasis of matter by the auditors</i>		297	
<i>11.3.2 Other information audited</i>	738-739	784-785	
<i>11.3.3 Source of not audited information</i>			
<i>11.4 Legal and arbitration proceedings</i>			
<i>11.4.1 Information on any governmental, legal or arbitration proceedings</i>		279-280	85-86
<i>11.5 Significant change in the issuer's financial position</i>			
<i>11.5.1 Description of any significant change in the financial position of the group</i>		771	85
12. Additional information			
<i>12.1 Share capital</i>		20; 274-276; 603-605; 779; 798	
<i>12.2 Memorandum of Articles of Association</i>		779-784	
13. Material contracts			
<i>13.1 Summary of each material contract</i>		770	
14. Documents available			
<i>14.1 Availability of the documents</i>		770	85

- (d) the tables entitled "**2022 FINANCIAL STATEMENTS**" and "**2023 FINANCIAL STATEMENTS**" on page 97 of the Base Prospectus (which were either in the Base Prospectus and amended by virtue of the Previous Supplements or added by virtue of the Previous Supplements) are deleted entirely.

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The "**GENERAL INFORMATION**" section on pages 851 to 856 of the Base Prospectus is amended as follows:

- (a) the paragraph under the heading "**6. Legal and Arbitration Proceedings**" on page 851 of the Base Prospectus (which was amended by virtue of the Previous Supplements) is deleted and replaced with the following:

"Save as disclosed on pages 279 and 280 of the BNPP 2023 Universal Registration Document (in English) and pages 85 and 86 of the First Amendment to the BNPP 2023 Universal Registration Document (in English), 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 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 the Issuer and/or the Group's financial position or profitability.";

- (b) the paragraph under the heading "**7. Significant Change**" on page 851 of the Base Prospectus (which was amended by virtue of the Previous Supplements) is deleted and replaced with the following:

"There has been no significant change in the financial performance or position of BNPP or the Group since 31 March 2024 (being the end of the last financial period for which financial information has been published)."; and

- (c) the paragraph under the heading "**19. Events impacting the solvency of BNPP**" on page 856 of the Base Prospectus (which was amended by virtue of the Previous Supplements) is deleted and replaced with the following:

"To the best of BNPP's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of BNPP's solvency since 31 March 2024.".

RESPONSIBILITY STATEMENT

I hereby certify that, to the best of my knowledge, the information contained in this Fifth Supplement is in accordance with the facts and makes 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 April 2024



This Fifth Supplement has been approved by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129. The AMF has approved this Fifth Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuer and on the quality of the Notes described in the Base Prospectus (as amended by the Previous Supplements and this Fifth Supplement). Investors should make their own assessment of the opportunity to invest in such Notes.

This Fifth Supplement has been approved on 29 April 2024. This Fifth Supplement obtained the following approval number: n°24-122.