

**Third Supplement dated 5 November 2013**  
**to the Euro Medium Term Note Programme Base Prospectus dated 3 June 2013**



**BNP PARIBAS**

*(incorporated in France)*

*(as Issuer)*

**€90,000,000,000**

**EURO MEDIUM TERM NOTE PROGRAMME**

This third supplement (the "**Third Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 3 June 2013 (the "**Base Prospectus**"), the first supplement to the Base Prospectus dated 8 August 2013 (the "**First Supplement**") and the second supplement to the Base Prospectus dated 2 October 2013 (the "**Second Supplement**" and, together with the First Supplement, the "**Previous Supplements**") in each case, in relation to the €90,000,000,000 Euro Medium Term Note Programme of BNP Paribas (the "**Programme**").

The Base Prospectus constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC as amended (including by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the "**Prospectus Directive**"). The *Autorité des Marchés Financiers* (the "**AMF**") granted visa no. 13-258 on 3 June 2013 in respect of the Base Prospectus, visa no. 13-450 on 8 August 2013 in respect of the First Supplement and visa no. 13-523 on 2 October 2013 in respect of the Second Supplement. Application has been made for approval of this Third 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 Third Supplement.

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

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

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

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

This Third Supplement has been prepared for the purposes of:

- (a) incorporating by reference the English translation of BNP Paribas' *Actualisation du Document de référence déposé 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 "Presentation of Financial Information" statement;
- (c) updating the "Programme Summary" and the "Pro Forma Issue Specific Summary";
- (d) inserting a new statement as to BNPP's dependence upon other members of the Group;
- (e) updating sections 4, 6 and 7 of the "General Information" section of the Base Prospectus; and
- (f) updating the "Programme Summary (in French)" and the "Pro Forma Issue Specific Summary of the Programme (in French)".

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Notes to the public, investors who have already agreed to purchase or subscribe for Notes issued under the Programme before this Third 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 Third Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 8 November 2013.

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## PRESENTATION OF FINANCIAL INFORMATION

- (a) The following sentence is deleted from the second paragraph under the heading "Presentation of Financial Information" on page 5 of the Base Prospectus "The Group's fiscal year ends on 31 December and references in the Information Statement dated 3 June 2013 (the "**Information Statement**") and the *document de référence et rapport financier annuel* in English dated 8 March 2013 (the "**2012 Registration Document**") to any specific fiscal year are to the twelve-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 the Information Statement dated 3 June 2013 (the "**Information Statement**"), the *document de référence et rapport financier annuel* in English dated 8 March 2013 (the "**2012 Registration Document**") and any update to the 2012 Registration Document incorporated by reference herein to any specific fiscal year are to the twelve-month period ended 31 December of such year."

- (b) The third paragraph under the heading "Presentation of Financial Information" on page 5 of the Base Prospectus is deleted and replaced with the following:

"Due to rounding, the numbers presented or incorporated by reference throughout this Document, the Information Statement, the 2012 Registration Document or any update to the 2012 Registration Document incorporated by reference herein may not add up precisely, and percentages may not reflect precisely absolute figures."

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

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

(a) 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 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 dated 3 June 2013.**"

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

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

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
<b>Comparative Interim Financial Data for the three month period ended 30 September 2013 - In millions of EUR</b>		
	<b>30/09/2012</b>	<b>30/09/2013</b>
Revenues	9,693	9,287
Cost of risk	(944)	(892)
Net income, Group share	1,326	1,358
	<b>31/12/2012</b>	<b>30/09/2013</b>
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
<p><b><i>Statements of no significant or material adverse change</i></b></p> <p>There has been no significant change in the financial or trading position of the BNPP Group since 30 September 2013 and there has been no material adverse change in the prospects of the Issuer or the BNPP Group since 31 December 2012.</p>		

- (c) In Element C.8, all references to the "Agency Agreement" are deleted and replaced with "Agency Agreement (as amended or supplemented from time to time)"; and
- (d) In Element C.8, all references to the "French Law Agency Agreement" are deleted and replaced with "French Law Agency Agreement (as amended or supplemented from time to time)".

2. The "Pro Forma Issue Specific Summary of the Programme" on pages 34 to 51 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 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 dated 3 June 2013.**"
- (b) Element B.12 is deleted in its entirety and replaced with the following:

<b>B.12</b>	Selected historical key financial information:		
	<b>Comparative Annual Financial Data - In millions of EUR</b>		
		<b>31/12/2011</b>	<b>31/12/2012</b>
	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	1,965,283	1,907,200

balance sheet		
Consolidated loans and receivables due from customers	665,834	630,520
Consolidated items due to customers	546,284	539,513
Shareholders' equity (Group share)	75,370	85,444
<b>Comparative Interim Financial Data for the six month period ended 30 June 2013 - In millions of EUR</b>		
	<b>30/06/2012</b>	<b>30/06/2013</b>
Revenues	19,984	19,972
Cost of risk	(1,798)	(2,087)
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Shareholders' equity (Group share)	81,721	86,136
<b>Comparative Interim Financial Data for the three month period ended 30 September 2013 - In millions of EUR</b>		
	<b>30/09/2012</b>	<b>30/09/2013</b>
Revenues	9,693	9,287
Cost of risk	(944)	(892)
Net income, Group share	1,326	1,358



	<b>31/12/2012</b>	<b>30/09/2013</b>
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
<p><b><i>Statements of no significant or material adverse change</i></b></p> <p>There has been no significant change in the financial or trading position of the BNPP Group since [specify date] and there has been no material adverse change in the prospects of BNPP or the BNPP Group since [specify date].</p>		

## DOCUMENTS INCORPORATED BY REFERENCE

On 31 October 2013, BNP Paribas (the “**Issuer**”) 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 the Issuer and (ii) the unaudited financial information of the Issuer as at and for the nine-month period ended 30 September 2013.

An English translation of the Issuer’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 Third 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) a paragraph (f) is added under the paragraph (e) on page 80 of the Base Prospectus as follows: “the *Actualisation du Document de référence déposée auprès de l'AMF le 31 octobre 2013* (in English) (the “**Third Update to the 2012 Registration Document**”).”; and
- (b) the following table is deemed to be added on page 82 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 First Supplement):

<b>THIRD UPDATE TO THE 2012 REGISTRATION DOCUMENT</b>	
<b>QUARTERLY FINANCIAL INFORMATION</b>	<b>PAGES 3 - 64</b>
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
<b>CORPORATE GOVERNANCE</b>	<b>PAGE 65</b>
<b>ADDITIONAL INFORMATION</b>	<b>PAGES 66 - 67</b>
OWNERSHIP STRUCTURE AT 30 SEPTEMBER 2013	PAGE 66
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<b>STATUTORY AUDITORS</b>	<b>PAGE 67</b>
<b>PERSON RESPONSIBLE FOR THE UPDATE TO THE REGISTRATION DOCUMENT</b>	<b>PAGE 68</b>



## GENERAL INFORMATION

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

- (a) the following new paragraph (viii) is added under the heading "4. Documents Available" on page 554 of the Base Prospectus:

"(viii) the Third Update to the 2012 Registration Document,";

- (b) the sentence beginning "In addition" in the last paragraph under the heading "4. Documents Available" on page 554 is deleted and replaced with the following:

"In addition, (ii), (iii), (v), (vi), (vii) and (viii) are available on the Issuer's website: "www.invest.bnpparibas.com"."; and

- (c) 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 the Issuer 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 the Issuer and/or the Group's financial position or profitability."

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

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

- (e) the following new section is inserted after the paragraph headed "16. Yield" on page 556 of the Base Prospectus:

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

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

In April 2004, BNPP began outsourcing IT Infrastructure Management Services to the "BNP Paribas Partners for Innovation" (BP<sup>2</sup>I) joint venture set up with IBM France at the end of 2003. BP<sup>2</sup>I 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.

BP<sup>2</sup>I 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 BP<sup>2</sup>I's staff are BNPP employees and BNPP owns the offices and data processing centres used by BP<sup>2</sup>I. BP<sup>2</sup>I's corporate governance system provides BNPP with a contractual right of oversight and BNPP may insource BP<sup>2</sup>I if necessary."

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

1. Le "Résumé du Programme" figurant aux pages 557 à 582 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, 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 en date du 3 juin 2013.**"

(b) L'Elément B.12 est supprimé et entièrement remplacé par ce qui suit :

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

	<b>30/09/2012</b>	<b>30/09/2013</b>
Produit Net Bancaire	9.693	9.287
Coût du Risque	(944)	(892)
Résultat Net, part du Groupe	1.326	1.358
	<b>31/12/2012</b>	<b>30/09/2013</b>
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

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

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

- (c) Dans l'Elément C.8, toutes les références au "Contrat de Service Financier" sont supprimées et remplacées par "Contrat de Service Financier (tel que modifié ou complété au cours du temps)"; et
- (d) Dans l'Elément C.8, toutes les références au "Contrat de Service Financier français" sont supprimées et remplacées par "Contrat de Service Financier français (tel que modifié ou complété au cours du temps)".

2. Le "Modèle de Résumé du Programme Spécifique à l'Emission en relation avec le Prospectus de Base" figurant aux pages 583 à 605 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, 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 en date du 3 juin 2013.**"

- (b) L'Elément B.12 est supprimé et entièrement remplacé par ce qui suit :

Informations financières historiques clés sélectionnées			
<b>Données Financières Annuelles Comparées - En millions d'EUR</b>			
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Total des dettes envers la clientèle	546.284	539.513	
Capitaux Propres (part du Groupe)	75.370	85.444	
<b>Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2013 – En millions d'EUR</b>			
	<b>30/06/2012</b>	<b>30/06/2013</b>	
Produit Net Bancaire	19.984	19.972	
Coût du Risque	(1.798)	(2.087)	
Résultat Net, part du Groupe	4.719	3.347	

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Ratio Tier 1	12,7%	13,6%
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Total des dettes envers la clientèle	535.359	554.198
Capitaux Propres (part du Groupe)	81.721	86.136
<b>Données Financières Intermédiaires Comparées pour la période de 3 mois se terminant le 30 septembre 2013 – En millions d'EUR</b>		
	<b>30/09/2012</b>	<b>30/09/2013</b>
Produit Net Bancaire	9.693	9.287
Coût du Risque	(944)	(892)
Résultat Net, part du Groupe	1.326	1.358
	<b>31/12/2012</b>	<b>30/09/2013</b>
Ratio Common Equity Tier 1 (Basel 2.5)	11,8%	12,6%
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Total des dettes envers la clientèle	539.513	552.547
Capitaux Propres (part du Groupe)	85.444	86.644
<b><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></b>		
Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale du Groupe BNPP depuis [ <i>préciser la date</i> ], et il ne s'est produit aucun changement défavorable significatif dans les perspectives de l'Emetteur ou du Groupe BNPP depuis [ <i>préciser la date</i> ].		



## 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 Third 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.

BNP Paribas  
16 boulevard des Italiens  
75009 Paris  
France

Represented by

Lars Machenil

Stéphane de Marnhac

In his capacity as Chief Financial Officer

In his capacity as Head of Investor  
Relations and Financial Information

Dated 5 November 2013



In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the French *Autorité des marchés financiers* ("AMF"), in particular Articles 211-1 to 216-1, the AMF has granted to this Third Supplement the visa n°13-587 on 5 November 2013. This Third Supplement has been prepared by BNP Paribas and its signatories assume responsibility for it. This Third Supplement and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa has been granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information in it is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.