

Eighth Supplement dated 7 May 2014

to the Euro Medium Term Note Programme Base Prospectus dated 3 June 2013



BNP PARIBAS

(incorporated in France)

(as Issuer)

€0,000,000,000

EURO MEDIUM TERM NOTE PROGRAMME

This eighth supplement (the "**Eighth 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**"), the second supplement to the Base Prospectus dated 2 October 2013 (the "**Second Supplement**"), the third supplement to the Base Prospectus dated 5 November 2013 (the "**Third Supplement**"), the fourth supplement to the Base Prospectus dated 19 November 2013 (the "**Fourth Supplement**"), the fifth supplement to the Base Prospectus dated 6 December 2013 (the "**Fifth Supplement**"), the sixth supplement to the Base Prospectus dated 19 February 2014 (the "**Sixth Supplement**") and the seventh supplement to the Base Prospectus dated 11 April 2014 (the "**Seventh Supplement**") and, together with the First Supplement, the Second Supplement, the Third Supplement, the Fourth Supplement, the Fifth Supplement and the Sixth Supplement, the "**Previous Supplements**") in each case, in relation to the €0,000,000,000 Euro Medium Term Note Programme of BNP Paribas ("**BNPP**") (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, visa no. 13-523 on 2 October 2013 in respect of the Second Supplement, visa no. 13-587 on 5 November 2013 in respect of the Third Supplement, visa no. 13-623 on 19 November 2013 in respect of the Fourth Supplement, visa no. 13-653 on 6 December 2013 in respect of the Fifth Supplement, visa no. 14-049 on 19 February 2014 in respect of the Sixth Supplement and visa no. 14-146 on 11 April 2014 in respect of the Seventh Supplement. Application has been made for approval of this Eighth 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 Eighth Supplement.

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

Reference in this Eighth Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the Previous Supplements. References in this Eighth Supplement to page numbers in the Base

Prospectus are to the page numbers in the Base Prospectus without taking into account any amendments made in the Previous Supplements.

Copies of this Eighth Supplement may be obtained free of charge at the 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) and on the website of the AMF (www.amf-france.org).

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

This Eighth Supplement has been prepared for the purposes of:

- (A) incorporating by reference the English translation of BNPP's *Actualisation du Document de référence déposé auprès de l'AMF le 30 avril 2014*;
- (B) amending the "Presentation of Financial Information" statement;
- (C) amending the "Programme Summary" and the "Pro Forma Issue Specific Summary of the Programme";
- (D) amending the "General Information" section; and
- (E) amending the "Programme Summary (in French)" and the "Pro Forma Issue Specific Summary of the Programme (in French)".

The amendments referred to in (B), (C), (D) and (E) have been made to reflect the updated disclosure referred to in (A).

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 Eighth 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 Eighth Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 13 May 2014.

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PRESENTATION OF FINANCIAL INFORMATION

- (a) The following sentence (which was deemed to be included in the Base Prospectus by virtue of the Seventh Supplement) 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**"), the *document de référence et rapport financier annuel* in English dated 8 March 2013 (the "**2012 Registration Document**"), any update to the 2012 Registration Document incorporated by reference herein and the BNPP 2013 Registration Document incorporated by reference herein 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**"), any update to the 2012 Registration Document incorporated by reference herein, the BNPP 2013 Registration Document incorporated by reference herein (the "**BNPP 2013 Registration Document**") and any update to the BNPP 2013 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, any update to the 2012 Registration Document incorporated by reference herein, the BNPP 2013 Registration Document and any update to the BNPP 2013 Registration Document incorporated by reference herein may not add up precisely, and percentages may not reflect precisely absolute figures."

AMENDMENTS TO THE 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 B.12, the following table is added above the heading "Statements of no significant or material adverse change":

Comparative Interim Financial Data - In millions of EUR		
	31/03/2014	31/03/2013*
Revenues	9,913	9,972
Cost of risk	(1,084)	(911)
Net income, Group share	1,668	1,585
* Restated		
	31/03/2014	31/12/2013
Common equity Tier 1 ratio (Basel 3 fully loaded)	10.6%	10.3%
Total consolidated balance sheet	1,882,756	1,810,535*
Consolidated loans and receivables due from customers	618,791	612,455*
Consolidated items due to customers	566,833	553,497*
Shareholders' equity (Group share)	89,969	87,447*
* Restated following the application of accounting standards IFRS10, IFRS11 and IAS32 revised		

- (b) In Element B.12, the 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 the BNPP Group since 31 December 2013 and, save as disclosed on page 60 of the first update to the 2013 Registration Document filed with the AMF on 30 April 2014, there has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2013."

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 B.12, the following table is added above the heading "Statements of no significant or material adverse change":

Comparative Interim Financial Data - In millions of EUR		
	31/03/2014	31/03/2013*
Revenues	9,913	9,972
Cost of risk	(1,084)	(911)
Net income, Group share	1,668	1,585
* Restated		
	31/03/2014	31/12/2013
Common equity Tier 1 ratio (Basel 3 fully loaded)	10.6%	10.3%
Total consolidated balance sheet	1,882,756	1,810,535*
Consolidated loans and receivables due from customers	618,791	612,455*
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Shareholders' equity (Group share)	89,969	87,447*
* Restated following the application of accounting standards IFRS10, IFRS11 and IAS32 revised		

- (b) In Element B.12, the 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 the BNPP Group since 31 December 2013 and, save as disclosed on page 60 of the first update to the 2013 Registration Document filed with the AMF on 30 April 2014, there has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2013."

DOCUMENTS INCORPORATED BY REFERENCE

On 30 April 2014, BNP Paribas (the "**Issuer**") filed with the AMF its *Actualisation du Document de référence déposée auprès de l'AMF le 30 avril 2014* under No D.14-0123-A01 comprising (i) the first quarter management report of the Issuer and (ii) the unaudited financial information of the Issuer as at and for the three-month period ended 31 March 2014.

An English translation of the Issuer's *Actualisation du Document de référence déposée auprès de l'AMF le 30 avril 2014* (the "**First Update to the BNPP 2013 Registration Document**") has been filed with the AMF on 30 April 2014 and, by virtue of this Eighth 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 semi-colon is added at the end of paragraph (e) (which was deemed added to the Base Prospectus by virtue of the First Supplement);
- (b) the full stop at the end of paragraph (f) (which was deemed added to the Base Prospectus by virtue of the Third Supplement) is deleted and replaced with a semi-colon;
- (c) the full stop at the end of paragraph (g) (which was deemed added to the Base Prospectus by virtue of the Seventh Supplement) is deleted and replaced with "; and";
- (d) the following new paragraph is added under paragraph (g) (which was deemed added to the Base Prospectus by virtue of the Seventh Supplement):
 - "(h) the *Actualisation du Document de référence déposée auprès de l'AMF le 30 avril 2014* (in English) (the "**First Update to the BNPP 2013 Registration Document**"),";
- (e) The following table is deemed to be added on page 150 of the Base Prospectus immediately following the table entitled "BNPP 2013 Registration Document" (which was deemed added to the Base Prospectus by virtue of the Seventh Supplement):

<i>First Update to the BNPP 2013 Registration Document</i>	
Quarterly Financial Information	3 – 59 of the First Update to the BNPP 2013 Registration Document
Additional Information	60 - 70 of the First Update to the BNPP 2013 Registration Document
Statutory Auditors	71 of the First Update to the BNPP 2013 Registration Document
Person Responsible for the Update to the Registration Document	72 of the First Update to the BNPP 2013 Registration Document
Table of Concordance	73-74 of the First Update to the BNPP 2013 Registration Document

AMENDMENTS TO THE GENERAL INFORMATION SECTION

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

- (a) under the heading "4. Documents Available" on page 554 of the Base Prospectus:
 - (i) the word "and" (which was deemed added to the Base Prospectus by virtue of the Seventh Supplement) at the end of paragraph (viii) (which was deemed added to the Base Prospectus by virtue of the Third Supplement) is deleted;
 - (ii) the comma at the end of paragraph (ix) (which was deemed added to the Base Prospectus by virtue of the Seventh Supplement) is deleted and replaced with "; and"; and
 - (iii) the following new paragraph (x) is added after paragraph (ix):
 - "(x) the First Update to the BNPP 2013 Registration Document,";
- (b) the sentence beginning "In addition, (ii), (iii)," 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) - (x) are available on the Issuer's website: "www.invest.bnpparibas.com"."; and
- (c) the paragraph under the heading "5. Material Adverse Change" on page 554 of the Base Prospectus is deleted and replaced with the following:

"Save as disclosed on page 60 of the First Update to the BNPP 2013 Registration Document, there has been no material adverse change in the prospects of BNPP or the BNPP Group since 31 December 2013."

AMENDMENTS TO THE PROGRAMME SUMMARY (IN FRENCH) AND TO THE 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'élément B.12, le tableau ci-dessous est inséré au-dessus du titre « *Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif* »:

Données Financières Intermédiaires Comparées - En millions d'EUR		
	31/03/2014	31/03/2013*
Produit Net Bancaire	9.913	9.972
Coût du Risque	(1,084)	(911)
Résultat Net, part du Groupe	1.668	1.585
* Retraité		
	31/03/2014	31/12/2013
Ratio Common equity Tier 1 (Bâle 3 pleinement appliqué)	10,6%	10,3%
Total du bilan consolidé	1.882.756	1.810.535*
Total des prêts et créances sur la clientèle	618.791	612.455*
Total des dettes envers la clientèle	566.833	553.497*
Capitaux Propres (part du Groupe)	89.969	87.447*
* Retraité à la suite de l'application des normes comptables IFRS10, IFRS11 et IAS32 révisées		

- (b) l'élément B.12 est modifié par la suppression du paragraphe situé au-dessous du titre « *Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif* » et l'insertion de ce qui suit :

« Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale du Groupe BNPP depuis le 31 décembre 2013 et, à l'exception de ce qui est indiqué en page 60 de la première actualisation du Document de Référence pour 2013 déposée auprès de l'AMF le 30 avril 2014, il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP ou du Groupe BNPP depuis le 31 décembre 2013. »

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'élément B.12, le tableau ci-dessous est inséré au-dessus du titre « *Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif* »:

Données Financières Intermédiaires Comparées - En millions d'EUR		
	31/03/2014	31/03/2013*
Produit Net Bancaire	9.913	9.972
Coût du Risque	(1.084)	(911)
Résultat Net, part du Groupe	1.668	1.585
* Retraité		
	31/03/2014	31/12/2013
Ratio Common equity Tier 1 (Bâle 3 pleinement appliqué)	10,6%	10,3%
Total du bilan consolidé	1.882.756	1.810.535*
Total des prêts et créances sur la clientèle	618.791	612.455*
Total des dettes envers la clientèle	566.833	553.497*
Capitaux Propres (part du Groupe)	89.969	87.447*
* Retraité à la suite de l'application des normes comptables IFRS10, IFRS11 et IAS32 révisées		

- (b) l'élément B.12 est modifié par la suppression du paragraphe situé au-dessous du titre « *Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif* » et l'insertion de ce qui suit :

« Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale du Groupe BNPP depuis le 31 décembre 2013 et, à l'exception de ce qui est indiqué en page 60 de la première actualisation du Document de Référence pour 2013 déposée auprès de l'AMF le 30 avril 2014, il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP ou du Groupe BNPP depuis le 31 décembre 2013. »

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 Eighth Supplement is in accordance with the facts and contains no omission likely to affect its import.

The consolidated financial statements as of and for the year ended 31 December 2012 were audited by statutory auditors who issued an audit report which is incorporated by reference in the Base Prospectus. This report does not contain emphasis of matter.

The consolidated financial statements as of and for the year ended 31 December 2013 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in the Base Prospectus by virtue of the Seventh Supplement. This report contains an emphasis of matter paragraph (*paragraphe d'observations*) referring, *inter alia*, to note 3.g to the consolidated financial statements regarding the provision related to US dollar payments involving parties subject to US sanctions. The First Update to the BNPP 2013 Registration Document filed with the AMF on 30 April 2014 contains an update of note 3.g to the consolidated financial statements which can be found on page 60.

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Represented by

Georges Chodron de Courcel

In his capacity as Chief Operating Officer

Dated 7 May 2014



In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the French *Autorité des marchés financiers* ("AMF"), in particular Articles 211-1 to 216-1, the AMF has granted to this Eighth Supplement the visa n°14-187 on 7 May 2014. This Eighth Supplement has been prepared by BNP Paribas and its signatories assume responsibility for it. This Eighth 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.