

Third Supplement dated 9 November 2016
to the Base Prospectus for the issue of Certificates dated 9 June 2016



BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

Note, Warrant and Certificate Programme

This third supplement (the "**Third Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 9 June 2016 (the "**Base Prospectus**"), the first supplement to the Base Prospectus dated 4 August 2016 (the "**First Supplement**") and the second supplement to the Base Prospectus dated 12 October 2016 (the "**Second Supplement**" and, together with the First Supplement, the "**Previous Supplements**"), in each case in respect of Certificates issued under the Note, Warrant and Certificate Programme (the "**Programme**") of BNP Paribas Arbitrage Issuance B.V. ("**BNPP B.V.**"), BNP Paribas ("**BNPP**") and BNP Paribas Fortis Funding.

The Base Prospectus and the Previous Supplements together constitute a base prospectus for the purposes of Article 5.4 of the Prospectus Directive. The "**Prospectus Directive**" means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU) and includes any relevant implementing measure in a relevant Member State of the European Economic Area. The *Autorité des marchés financiers* (the "**AMF**") granted visa no. 16-238 on 9 June 2016 in respect of the Base Prospectus, visa no. 16-385 on 4 August 2016 in respect of the First Supplement and visa no. 16-479 on 12 October in respect of the Second Supplement. Application has been made to the AMF for approval of this Third Supplement in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France.

BNPP (in respect of itself and BNPP B.V.) and BNPP B.V. (in respect of itself) accept responsibility for the information contained in this Third Supplement, save that BNPP B.V. accepts no responsibility for the information contained in the Third Update to the BNPP 2015 Registration Document. To the best of the knowledge of BNPP and BNPP B.V. (who have taken all reasonable care to ensure that such is the case), the information contained herein is, subject as provided in the preceding sentence, in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meanings when used in this Third Supplement.

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

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

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

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

This Third Supplement has been prepared for the purposes of:

- (A) incorporating by reference the BNPP *Troisième actualisation du Document de référence 2015 déposée auprès de l'AMF le 28 octobre 2016* (in English);
- (B) amending the "Programme Summary in relation to this Base Prospectus" and the "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus";
- (C) amending the "Programme Summary in relation to this Base Prospectus (in French)" and the "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus (in French)";
- (D) amending "Annex 1 – Additional Terms and Conditions for Payouts";
- (E) amending "Annex 13 – Additional Terms and Conditions for Secured Securities"; and
- (F) amending the "General Information" section.

The incorporation by reference referred to in (A) above has been made to update the BNPP disclosure. The amendments referred to in (B), (C) and (F) above have been made to reflect the updated disclosure in respect of BNPP referred to in (A) above. The amendments referred to in (B) and (C) above have also been made to correct the description of the status of the BNPP Guarantee and the Status of Securities issued by the relevant Issuer. The amendment referred to in (D) above has been made to correct typographical errors in respect of ETS Final Payout 1300 in the Base Prospectus. The amendments referred to in (E) above have been made to correct typographical errors in Part D of Annex 13.

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Securities to the public, investors who, before this Third Supplement is published, have already agreed to purchase or subscribe for Securities issued under the Programme which are affected by the amendments made in this Third Supplement, have the right, exercisable before the end of the period of two working days beginning with the working day after the date of publication of this Third Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 15 November 2016.

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AMENDMENTS TO THE PROGRAMME SUMMARY IN RELATION TO THIS BASE PROSPECTUS AND THE PRO FORMA ISSUE SPECIFIC SUMMARY OF THE PROGRAMME IN RELATION TO THIS BASE PROSPECTUS

In relation to the amendments to B.18 and C.8 in "the Programme Summary in relation to this Base Prospectus" and "the Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus" set out in this section: (i) text which, by virtue of this Third Supplement, is deleted therefrom is shown with a line drawn through the middle of the relevant deleted text; and (ii) text which, by virtue of this Third Supplement, is added thereto is shown underlined.

1. The "Programme Summary in relation to this Base Prospectus" on pages 10 to 56 of the Base Prospectus is amended as follows:
 - (a) In Element B.12, the following new table in relation to BNPP is inserted immediately below the table in relation to BNPP entitled "**Comparative Interim Financial Data for the six-month period ended 30 June 2016– in millions of EUR**" and immediately above the heading "*Statements of no significant or material adverse change*":

Comparative Interim Financial Data for the nine-month period ended 30 September 2016 – In millions of EUR		
	9M16 (unaudited)	9M15 (unaudited)
Revenues	32,755	32,489
Cost of risk	(2,312)	(2,829)
Net Income, Group Share	6,260	6,029
	30/09/2016	31/12/2015
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	11.4%	10.9%
	30/09/2016 (unaudited)	31/12/2015 (audited)
Total consolidated balance sheet	2,173,877	1,994,193
Consolidated loans and receivables due from customers	690,082	682,497
Consolidated items due to customers	741,897	700,309
Shareholders' equity (Group Share)	98,711	96,269

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

B.13	Events impacting the Issuer's solvency	Not applicable, as at 12 October 2016 (in the case of BNPP B.V.) and 9 November 2016 (in the case of BNPP) and to the best of the relevant Issuer's knowledge, there have not been any recent
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		events which are to a material extent relevant to the evaluation of the relevant Issuer's solvency since 30 June 2016.
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- (c) In Element B.18, the second sentence in each of the first two paragraphs is amended as follows:

The obligations under the guarantee are ~~direct unconditional, unsecured and unsubordinated~~ and unsecured obligations of BNPP and ~~rank and will rank pari passu among themselves and at least pari passu with all its other direct, unconditional, unsecured and present and future~~ unsubordinated indebtedness of BNPP (save for statutorily preferred and unsecured obligations subject to such exceptions), ~~as may from time to time be mandatory under French law.~~

- (d) In Element B.18, the second sentence in each of the last two paragraphs is amended as follows:

The obligations under the *garantie* are ~~direct unconditional, unsecured and unsubordinated~~ and unsecured obligations of BNPP and ~~rank and will rank pari passu among themselves and at least pari passu with all its other direct, unconditional, unsecured and present and future~~ unsubordinated indebtedness of BNPP (save for statutorily preferred and unsecured obligations subject to such exceptions), ~~as may from time to time be mandatory under French law.~~

- (e) In Element C.8, the paragraph under the sub-heading "*In the case of Securities issued by BNPP B.V.:*" under the section entitled "*Status*" is amended as follows:

Securities may be issued on either a secured or unsecured basis. Securities issued on an unsecured basis and (if applicable) the relative Coupons constitute ~~direct, unconditional, unsecured and unsubordinated~~ and unsecured obligations of the Issuer and rank ~~and will rank pari passu among themselves and at least pari passu with all other direct, unconditional, unsecured and unsubordinated indebtedness of the Issuer (save for statutorily preferred exceptions).~~

- (f) In Element C.8, the paragraph under the sub-heading "*In the case of Securities issued by BNPP:*" under the section entitled "*Status*" is amended as follows:

The Securities and (if applicable) the relative Coupons constitute ~~direct, unconditional, unsecured and unsubordinated~~ and unsecured obligations of the Issuer and rank ~~and will rank pari passu among themselves and at least pari passu with all other direct, unconditional, unsecured and unsubordinated indebtedness of the Issuer (save for statutorily preferred exceptions).~~

2. The "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus" on pages 112 to 170 of the Base Prospectus is amended as follows:

- (a) In Element B.12, the "]" following the text "96,269" in the table entitled "**Comparative Interim Financial Data for the six-month period ended 30 June 2016 – In millions of EUR**" under the heading "[*Insert where BNPP is the Issuer:*" is deleted;
- (b) In Element B.12, the following table in relation to BNPP is inserted immediately below the table in relation to BNPP entitled "**Comparative Interim Financial Data for the six-month period ended 30 June 2016 – In millions of EUR**" and immediately above the heading "*Statements of no significant or material adverse change*":

Comparative Interim Financial Data for the nine-month period ended 30 September 2016 – In millions of EUR		
	9M16 (unaudited)	9M15 (unaudited)
Revenues	32,755	32,489

Cost of risk	(2,312)	(2,829)
Net Income, Group Share	6,260	6,029
	30/09/2016	31/12/2015
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	11.4%	10.9%
	30/09/2016 (unaudited)	31/12/2015 (audited)
Total consolidated balance sheet	2,173,877	1,994,193
Consolidated loans and receivables due from customers	690,082	682,497
Consolidated items due to customers	741,897	700,309
Shareholders' equity (Group Share)	98,711	96,269]

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

B.13	Events impacting the Issuer's solvency	[Not applicable, as at <i>[insert in the case of BNPP B.V.: 12 October 2016]</i> / <i>[insert in the case of BNPP: 9 November 2016]</i> and to the best of the Issuer's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency since 30 June 2016.] <i>[Specify any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency.]</i>
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- (d) In Element B.18, the text following the words "*[Insert in the case of English law unsecured Securities, English law secured Securities, French law unsecured Securities and French law secured Securities issued by BNPP B.V.:*" is amended as follows:

The obligations under the *[guarantee/garantie]* are ~~direct unconditional, unsecured and unsubordinated~~ **and unsecured** obligations of BNPP and ~~rank and will rank *pari passu* among themselves and at least *pari passu* with all *its* other~~ **direct, unconditional, unsecured and present and future** ~~unsubordinated indebtedness of BNPP (save for statutorily preferred and unsecured obligations subject to such exceptions),~~ **as may from time to time be mandatory under French law.]**

- (e) In Element B.19/B.12, the following table in relation to BNPP is inserted immediately below the table entitled "**Comparative Interim Financial Data for the six month period ended 30 June 2016 – in millions of EUR**" and immediately above the heading "*Statements of no significant or material adverse change*":

Comparative Interim Financial Data for the nine-month period ended 30 September 2016 – In
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millions of EUR		
	9M16 (unaudited)	9M15 (unaudited)
Revenues	32,755	32,489
Cost of risk	(2,312)	(2,829)
Net Income, Group Share	6,260	6,029
	30/09/2016	31/12/2015
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	11.4%	10.9%
	30/09/2016 (unaudited)	31/12/2015 (audited)
Total consolidated balance sheet	2,173,877	1,994,193
Consolidated loans and receivables due from customers	690,082	682,497
Consolidated items due to customers	741,897	700,309
Shareholders' equity (Group Share)	98,711	96,269]

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

B.19/B.13	Events impacting the Guarantor's solvency	<p>[As at 9 November 2016 and to the best of the Guarantor's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency since 30 June 2016.]</p> <p>[Specify any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency.]</p>
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- (g) In Element C.8, the paragraph under the sub-heading "[In the case of Securities issued by BNPP B.V.:" under the section entitled "**Status**" is amended as follows:

The Securities are issued on a [secured/unsecured] basis. [Insert in the case of Securities issued on an unsecured basis: Securities issued on an unsecured basis [and the relative Coupons] constitute ~~direct, unconditional, unsecured and unsubordinated~~ and unsecured obligations of the Issuer and rank ~~and will rank pari passu among themselves and at least pari passu with all other direct, unconditional, unsecured and unsubordinated indebtedness of the Issuer (save for statutorily preferred exceptions).~~]

- (h) In Element C.8, the paragraph under the sub-heading "[*In the case of Securities issued by BNPP:*]" under the section entitled "*Status*" is amended as follows:

The Securities [and the relative Coupons] constitute ~~direct, unconditional, unsecured and unsubordinated~~ and unsecured obligations of the Issuer and rank ~~and will rank *pari passu* among themselves and at least *pari passu* with all other~~ direct, unconditional, unsecured and unsubordinated indebtedness of the Issuer (save for statutorily preferred exceptions).]

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

S'agissant des modifications apportées à B.18 et C.8 dans le "Résumé du Programme" et dans le "Modèle de Résumé du Programme Spécifique à l'Emission en relation avec le Prospectus de Base" indiquées dans cette section : (i) le texte qui y est supprimé en application de ce troisième supplément correspond ici au texte barré en son milieu ; et (ii) le texte qui y est ajouté en application de ce troisième supplément correspond ici au texte surligné.

1. Le "Résumé du Programme en relation avec le Prospectus de Base" figurant aux pages 57 à 111 du Prospectus de Base est modifié comme suit:
 - (a) Dans l'Elément B.12, le tableau suivant est inséré immédiatement en-dessous du tableau intitulé "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2016 – En millions d'EUR**" et immédiatement au-dessus du titre "*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif*" :

Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2016 – En millions d'EUR		
	9M16 (non audités)	9M15 (non audités)
Produit Net Bancaire	32.755	32.489
Coût du Risque	(2.312)	(2.829)
Résultat Net, part du Groupe	6.260	6.029
	30/09/2016	31/12/2015
Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD4)	11,4%	10,9%
	30/09/2016 (non audités)	31/12/2015 (audités)
Total du bilan consolidé	2.173.877	1.994.193
Total des prêts et créances sur la clientèle	690.082	682.497
Total des dettes envers la clientèle	741.897	700.309
Capitaux Propres (part du Groupe)	98.711	96.269

- (b) L'Elément B.13 est supprimé dans son intégralité et remplacé par ce qui suit :

B.13	Evénements impactant la solvabilité de l'Emetteur	Sans objet, au 12 octobre 2016 (s'agissant de BNPP B.V.) et au 9 novembre 2016 (s'agissant de BNPP) et à la connaissance de l'Emetteur concerné, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur concerné depuis le 30 juin 2016.
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- (c) Dans l'Elément B.18, la deuxième phrase de chaque paragraphe est modifiée comme suit :

Les obligations en vertu de la garantie sont des obligations ~~directes, inconditionnelles, non subordonnées et~~ non assorties de sûretés ~~et non subordonnées de BNPP et viennent et viendront au même rang entre elles, au moins par rapport à que~~ toutes ~~lesses~~ autres ~~dettes directes, inconditionnelles, non obligations présentes et futures non subordonnées et non~~ assorties de sûretés ~~et non subordonnées de BNPP (sous réserve soumises à des exceptions relatives aux dettes privilégiées qui peuvent au cours du temps être obligatoires en vertu de la loi)-droit français.~~

- (d) Dans l'Elément C.8, le paragraphe immédiatement en-dessous du sous-titre "*Dans le cas de Titres émis par BNPP B.V. :*" sous la section intitulée "**Rang de Créance des Titres**" est modifié comme suit :

Les Titres ~~-sont~~ émis sur une base assortie de sûretés ou non assortie de sûretés. Les Titres émis sur une base non assortie de sûretés et (s'il y a lieu) les Coupons y afférents constituent des obligations ~~directes, inconditionnelles, non subordonnées et~~ non assorties de sûretés ~~et non subordonnées de l'Emetteur et viennent et viendront au même rang entre eux et au moins avec toutes les autres dettes directes, inconditionnelles, non assorties de sûretés et non subordonnées de l'Emetteur (sous réserve des exceptions relatives aux dettes privilégiées en vertu de la loi).~~

- (e) Dans l'Elément C.8, le paragraphe immédiatement en-dessous du sous-titre "*Dans le cas de Titres émis par BNPP :*" sous la section intitulée "**Rang de Créance des Titres**" est modifié comme suit :

Les Titres ~~et (s'il y a lieu) les Coupons y afférents~~ constituent des obligations ~~directes, inconditionnelles, non subordonnées et~~ non assorties de sûretés ~~et non subordonnées de l'Emetteur et viennent et viendront au même rang entre eux et au moins avec toutes les autres dettes directes, inconditionnelles, non assorties de sûretés et non subordonnées de l'Emetteur (sous réserve des exceptions relatives aux dettes privilégiées en vertu de la loi).~~

2. Le "Modèle de Résumé du Programme Spécifique à l'Emission en relation avec le Prospectus de Base" figurant aux pages 171 à 239 du Prospectus de Base est modifié comme suit :

- (a) Dans l'Elément B.12, le "J" suivant le nombre "96.269" dans le tableau intitulé "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2016 – En millions d'EUR**" est supprimé ;
- (b) Dans l'Elément B.12, le tableau suivant est inséré immédiatement en-dessous du tableau intitulé "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2016 – En millions d'EUR**" et immédiatement au-dessus du titre "*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif*" :

Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2016 – En millions d'EUR		
	9M16 (non audités)	9M15 (non audités)

Produit Net Bancaire	32.755	32.489
Coût du Risque	(2.312)	(2.829)
Résultat Net, part du Groupe	6.260	6.029
	30/09/2016	31/12/2015
Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD4)	11,4%	10,9%
	30/09/2016 (non audités)	31/12/2015 (audités)
Total du bilan consolidé	2.173.877	1.994.193
Total des prêts et créances sur la clientèle	690.082	682.497
Total des dettes envers la clientèle	741.897	700.309
Capitaux Propres (part du Groupe)	98.711	96.269]

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

B.13	Evénements impactant la solvabilité de l'Emetteur	[Sans objet, au [A insérer si BNPP B.V. est l'Emetteur : 12 octobre 2016]/[A insérer si BNPP est l'Emetteur : 9 novembre 2016] et à la connaissance de l'Emetteur, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur depuis le 30 juin 2016. [Préciser tout événement récent présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur.]
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- (d) Dans l'Elément B.18, le texte suivant les mots "[A indiquer dans le cas de Titres de droit anglais non assortis de sûretés, de Titres de droit anglais assortis de sûretés, de Titres de droit français non assortis de sûretés et de Titres de droit français assortis de sûretés émis par BNPP B.V. : " est modifié comme suit :

Les obligations en vertu de [l'acte de garantie/la garantie] sont des obligations ~~directes, inconditionnelles, non subordonnées et~~ non assorties de sûretés ~~et non subordonnées~~ de BNPP et ~~viennent et viendront au même rang entre elles, et pari passu au moins par rapport à que~~ toutes ~~lesses~~ autres ~~dettes directes, inconditionnelles, non obligations présentes et futures non subordonnées et non~~ assorties de sûretés ~~et non subordonnées de BNPP (sous réserve soumises à des exceptions relatives aux dettes privilégiées qui peuvent au cours du temps être obligatoires en vertu de la loi.)~~ du droit français.]

- (e) Dans l'Elément B.19/B.12, le tableau suivant est inséré immédiatement en-dessous du tableau intitulé "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2016 – En millions d'EUR**" et immédiatement au-dessus du

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

Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2016 – En millions d'EUR		
	9M16 (non audités)	9M15 (non audités)
Produit Net Bancaire	32.755	32.489
Coût du Risque	(2.312)	(2.829)
Résultat Net, part du Groupe	6.260	6.029
	30/09/2016	31/12/2015
Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD4)	11,4%	10,9%
	30/09/2016 (non audités)	31/12/2015 (audités)
Total du bilan consolidé	2.173.877	1.994.193
Total des prêts et créances sur la clientèle	690.082	682.497
Total des dettes envers la clientèle	741.897	700.309
Capitaux Propres (part du Groupe)	98.711	96.269]

(f) L'Elément B.19/B.13 est supprimé dans son intégralité et remplacé par ce qui suit :

B.19/ B.13	Evénements impactant la solvabilité du Garant	[Au 9 novembre 2016 et à la connaissance du Garant, il ne s'est produit aucun évènement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité du Garant depuis le 30 juin 2016.] [Préciser tout évènement récent présentant un intérêt significatif pour l'évaluation de la solvabilité du Garant.]
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(g) Dans l'Elément C.8, le paragraphe immédiatement en-dessous du sous-titre "*Dans le cas de Titres émis par BNPP B.V. :*" sous la section intitulée "**Rang de Créance des Titres**" est modifié comme suit :

[Les Titres sont émis sur une base [assortie de sûretés/non assortie de sûretés].] [*Insérer, dans le cas de Titres émis sur une base non assortie de sûretés* : les Titres émis sur une base non assortie de sûretés [et les Coupons y afférents] constituent des obligations ~~directes, inconditionnelles, non subordonnées et~~ non assorties de sûretés ~~et non subordonnées~~ de l'Emetteur et viennent ~~et viendront~~ au même rang entre eux, ~~et pari passu au moins avec toutes les autres dettes directes, inconditionnelles, non assorties de sûretés et non subordonnées de l'Emetteur (sous réserve des exceptions relatives aux dettes privilégiées en vertu de la loi).]~~]

- (h) Dans l'Élément C.8, le paragraphe immédiatement en-dessous du sous-titre "*Dans le cas de Titres émis par BNPP* :" sous la section intitulée "**Rang de Créance des Titres**" est modifié
- Les Titres [et les Coupons y afférents] constituent des obligations ~~directes, inconditionnelles non subordonnées et~~ non assorties de sûretés ~~et non subordonnées~~ de l'Emetteur et viennent ~~et viendront~~ au même rang entre eux, ~~et au moins avec toutes les autres dettes directes, inconditionnelles, non assorties de sûretés et non subordonnées de l'Emetteur (sous réserve des exceptions relatives aux dettes privilégiées en vertu de la loi).]~~]

DOCUMENTS INCORPORATED BY REFERENCE

On 28 October 2016, BNPP filed with the AMF the *Troisième actualisation du Document de référence 2015 déposée auprès de l'AMF le 28 octobre 2016* including the unaudited financial information of BNPP as at and for the nine-month period ended 30 September 2016.

A free English translation of the *Troisième actualisation du Document de référence 2015 déposée auprès de l'AMF le 28 octobre 2016* has been filed with the AMF on 28 October 2016 for the purposes of the Prospectus Directive and, by virtue of this Third Supplement and other than the sections entitled "Persons Responsible for the Update to the Registration Document", the "Table of Concordance" and any reference to a completion letter (*lettre de fin de travaux*) therein, is incorporated by reference in, and forms part of, the Base Prospectus.

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

- (a) the word "and" at the end of paragraph (h) is deleted;
- (b) the "," at the end of paragraph (i) is deleted and replaced with "; and";
- (c) the following new paragraph (j) is added under paragraph (i):

"(j) BNPP's *Troisième actualisation du Document de référence 2015 déposée auprès de l'AMF le 28 octobre 2016* (in English) (other than the sections entitled "Persons Responsible for the Update to the Registration Document", the "Table of Concordance" and any reference to a completion letter (*lettre de fin de travaux*) therein) with filing number D.16-0126-A03 (the "**Third Update to the BNPP 2015 Registration Document**"),";
- (d) the following new table is inserted immediately following the table entitled "*Second Update to the BNPP 2015 Registration Document*":

<i>Third Update to the BNPP 2015 Registration Document</i>	
Quarterly Financial Information	Pages 3 to 73 of the Third Update to the BNPP 2015 Registration Document
Group Presentation	Page 3 of the Third Update to the BNPP 2015 Registration Document
Third Quarter 2016 Results	Pages 4 to 69 of the Third Update to the BNPP 2015 Registration Document
Balance Sheet as at 30 September 2016	Page 72 of the Third Update to the BNPP 2015 Registration Document
Long term and short term credit ratings	Page 73 of the Third Update to the BNPP 2015 Registration Document
Related Parties	Page 73 of the Third Update to the BNPP 2015 Registration Document
Risk Factors	Page 73 of the Third Update to the BNPP 2015 Registration Document

Recent Events	Page 73 of the Third Update to the BNPP 2015 Registration Document
Corporate Governance	Page 74 of the Third Update to the BNPP 2015 Registration Document
Risks and Capital Adequacy (unaudited)	Pages 75 to 79 of the Third Update to the BNPP 2015 Registration Document
Additional Information	Pages 80 and 81 of the Third Update to the BNPP 2015 Registration Document
Documents on Display	Page 80 of the Third Update to the BNPP 2015 Registration Document
Contingent Liabilities	Pages 80 and 81 of the Third Update to the BNPP 2015 Registration Document
Significant Changes	Page 81 of the Third Update to the BNPP 2015 Registration Document
Trends	Page 81 of the Third Update to the BNPP 2015 Registration Document
Statutory Auditors	Page 82 of the Third Update to the BNPP 2015 Registration Document

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

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

AMENDMENTS TO ANNEX 1 – ADDITIONAL TERMS AND CONDITIONS FOR PAYOUTS

In relation to the amendments to Payout Condition 1.1(s) ("ETS Final Payout 1300") in "Annex 1 – Additional Terms and Conditions for Payouts" set out in this section text which, by virtue of this Third Supplement, is added thereto, is shown underlined.

Annex 1 – Additional Terms and Conditions for Payouts on pages 566 to 653 of the Base Prospectus is amended as follows:

- (a) the definition of "**fees factor_(t)**" in Payout Condition 1.1(s) ("**ETS Final Payout 1300**") is amended as follows:

"fees factor(t)" means Product (t0+1) to (t) (1 – fees*ACT(i,i-1)/360)

- (b) the definition of "**div reinvested factor_(t)**" in Payout Condition 1.1(s) ("**ETS Final Payout 1300**") is amended as follows:

"div reinvested factor(t)" means

- (i) if the Underlying Reference is a Share or an Index (where in the determination of the Calculation Agent dividends on the constituent share are not reinvested in the Index),

Product (t0+1) to (t) (1 + Div Percentage * Gross div(ti) / UR(ti-1)) or

- (ii) otherwise, 1;

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

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

Annex 13 – Additional Terms and Conditions for Secured Securities on pages 833 to 986 of the Base Prospectus is amended as follows:

- (a) the definition of "**RCA Issuer/Parent Obligation Acceleration Event**" in Collateral Security Condition 1 of Part D of Annex 13 is amended as follows:

~~"RCA Issuer/Parent Obligation Acceleration Event"~~ means one or more Obligations in an aggregate amount of not less than the Default Requirement have become due and payable before they would otherwise have been due and payable as a result of, or on the basis of, the occurrence of a default, event of default or other similar condition or event (however described), other than a failure to make any required payment, in respect of the RCA Reference Entity under one or more Obligations;

- (b) the definition of "**RCA Issuer/Parent Payment Default Event**" in Collateral Security Condition 1 of Part D of Annex 13 is amended as follows:

~~"RCA Issuer/Parent Payment Default Event"~~ means, after the expiration of any applicable grace period (after the satisfaction of any conditions precedent to the commencement of such grace period), the failure by a RCA Reference Entity to make, when and where due, any payments in an aggregate amount of not less than the Payment Requirement under one or more Obligations in accordance with the terms of such Obligations at the time of such failure;

~~If an occurrence that would constitute a RCA Issuer/Parent Payment Default Event (a) is a result of a redenomination that occurs as a result of action taken by a Governmental Authority which is of general application in the jurisdiction of such Governmental Authority and (b) a freely available market rate of conversion existed at the time of the redenomination, then such occurrence will be deemed not to constitute a RCA Issuer/Parent Payment Default Event unless the redenomination itself constituted a reduction in the rate or amount of interest, principal or premium payable (as determined by reference to such freely available market rate of conversion) at the time of such redenomination;~~

- (c) paragraph (a) of the definition of "**RCA Issuer/Parent Restructuring Event**" in Collateral Security Condition 1 of Part D of Annex 13 is amended as follows:

"RCA Issuer/Parent Restructuring Event" means:

- (a) that, with respect to one or more Obligations and in relation to an aggregate amount of not less than the Default Requirement, any one or more of the following events occurs in a form that binds all holders of such Obligation, is agreed between the relevant RCA Reference Entity or a Governmental Authority and a sufficient number of holders of such Obligation to bind all holders of such Obligation or is announced (or otherwise decreed) by the RCA Reference Entity or a Governmental Authority in a form that binds all holders of such Obligation (including, in each case, in respect of Bonds only, by way of an exchange), and such event is not expressly provided for under the terms of such Obligation in effect as of the later of the Event Trigger Date and the date as of which such Obligation is issued or incurred:
- (i) a reduction in the rate or amount of interest payable or the amount of scheduled interest accruals (including by way of redenomination);
 - (ii) a reduction in the amount of principal or premium payable at redemption (including by way of redenomination);
 - (iii) a postponement or other deferral of a date or dates for either (A) the payment or accrual of interest, or (B) the payment of principal or premium;
 - (iv) a change in the ranking in priority of payment of any Obligation, causing the Subordination of such Obligation to any other Obligation; or
 - (v) any change in the currency of any payment of interest, principal or premium to any currency other than the lawful currency of Canada, Japan, Switzerland, the United Kingdom and the United States of America and the euro and any successor currency to any of the aforementioned currencies (which in the case of the euro, shall mean the currency which succeeds to and replaces the euro in whole).
- (d) the first paragraph of Collateral Security Condition 5.6 of Part D of Annex 13 is amended as follows:

Where the Secured Securities are Credit Nominal Value Repack Securities, Credit Security Conditions 2(b)(~~a~~)(i), 2(b)(~~e~~)(iii), or 2(~~f~~)(g) shall not apply to the Secured Securities and instead following the occurrence of an Event Determination Date, the applicable Early Redemption Amount will be payable. Where an event occurs which would lead to an early redemption of the Secured Securities in accordance with Credit Security Conditions 2(~~e~~)(d) or 2(~~d~~)(e), an Annex Early Redemption Event shall be deemed to have occurred and the amount payable on redemption of the Securities will be the Early Redemption Amount determined in accordance with these Collateral Security Conditions and not the fair market value of the Security.

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The General Information section on pages 1216 to 1223 of the Base Prospectus is amended as follows:

- (a) the paragraphs under the heading "4. Documents Available" on pages 1216 and 1217 of the Base Prospectus are amended as follows:
- (i) the word "and" at the end of sub-paragraph (xiii) is deleted;
 - (ii) the "." at the end of sub-paragraph (xiv) is deleted and replaced with "; and";
 - (iii) the following new sub-paragraph (xv) is added under sub-paragraph (xiv):
 "(xv) the Third Update to the BNPP 2015 Registration Document."; and
 - (iv) the first sentence in the first paragraph beneath the numbered list is deleted and replaced with the following:
 "In the case of (iii), (v), (x), (xi), (xii), (xiii), (xiv) and (xv) above, the documents are also available via BNPP's website: "www.invest.bnpparibas.com"."
- (b) the table under the heading "18. Capitalization of BNPP and the BNP Paribas Group" on page 1222 of the Base Prospectus is deleted and replaced with the following:

TABLE OF CAPITALIZATION AND MEDIUM-TO-LONG TERM INDEBTEDNESS		
Millions of Euros	BNP PARIBAS GROUP 31 December 2015 (audited)	BNP PARIBAS GROUP 30 September 2016 (unaudited)
Medium - and Long-Term Debt of which unexpired term to maturity is more than one year		
Debt securities at fair value through profit or lost	34,889	35,142
Other debt securities	65,756	60,740
Subordinated debt	12,070	13,976
Total Medium- and Long-Term Debt.....	112,715	109,858
Shareholders' Equity and Equivalents		
Issued Capital	2,493	2,493
Additional paid-in capital.....	24,404	24,436
Preferred shares and equivalent instruments.....	7,855	7,740
Retained earnings	51,906	54,711
Unrealised or deferred gains and losses attributable to shareholders	6,736	6,673

Undated participating subordinated notes	222	222
Undated Subordinated FRNs.....	1,811	1,769
Total Shareholders' Equity and Equivalents	95,427	97,954
Minority Interest.....	3,719	4,385
Total Capitalization and Medium-to-Long Term Indebtedness	211,861	212,197

RESPONSIBILITY STATEMENT

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

The consolidated financial statements as of and for the year ended 31 December 2014 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in the Base Prospectus. This report contains an emphasis of matter paragraph (*paragraphe d'observations*) which can be found on page 241 of the BNPP 2014 Registration Document referring to note 3.g to the consolidated financial statements which outlines the costs related to the comprehensive settlement with US authorities.

The consolidated financial statements as of and for the year ended 31 December 2015 of BNPP were audited by statutory auditors who issued an audit report which is incorporated by reference in the Base Prospectus. This report contains an emphasis of matter paragraph which can be found on page 231 of the BNPP 2015 Registration Document.

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Represented by Alain Papiasse
in his capacity as Deputy Chief Operating Officer

Dated 9 November 2016



In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the French *Autorité des marchés financiers* ("AMF"), in particular Articles 211-1 to 216-1, the AMF has granted to this Third Supplement the visa n° 16-525 on 9 November 2016. This Third Supplement has been prepared by BNPP and BNPP B.V. and BNPP's signatories assume responsibility for it on behalf of BNPP and BNPP B.V.. This Third Supplement and the Base Prospectus (as amended by the Previous Supplements) may only be used for the purposes of a financial transaction if completed by Final Terms. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the *visa* has been granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information in it is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This *visa* has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.