

15 September 2017
FIRST SUPPLEMENT TO THE BASE PROSPECTUS



BNP PARIBAS FORTIS SA/NV
(INCORPORATED AS A PUBLIC COMPANY WITH LIMITED LIABILITY
(NAAMLOZE VENNOOTSCHAP/SOCIÉTÉ ANONYME) UNDER THE LAWS OF
BELGIUM, ENTERPRISE NO. 0403.199.702, REGISTER OF LEGAL ENTITIES OF
BRUSSELS – LEGAL ENTITY IDENTIFIER: KGCEPHLVVKVRZYO1T647)

AND



BNP PARIBAS FORTIS
FUNDING

BNP PARIBAS FORTIS FUNDING
(INCORPORATED AS A SOCIÉTÉ ANONYME UNDER THE LAWS OF THE GRAND
DUCHY OF LUXEMBOURG REGISTERED WITH THE LUXEMBOURG REGISTRY OF
COMMERCE AND COMPANIES
UNDER NO. B 24,784 – LEGAL ENTITY IDENTIFIER: 549300J2UEC8CUFW6083)

UNCONDITIONALLY AND IRREVOCABLY GUARANTEED BY
BNP PARIBAS FORTIS SA/NV

Euro Medium Term Note Programme

This first supplement dated 15 September 2017 to the Base Prospectus (the "**Supplement**") is prepared in connection with the Euro Medium Term Note Programme referred to above (the "**Programme**") and is a supplement to the base prospectus dated 9 June 2017 prepared by BNP Paribas Fortis SA/NV ("**BNPPF**") and BNP Paribas Fortis Funding ("**BP2F**") (each an "**Issuer**" and together, the "**Issuers**") relating to the Programme (the "**Base Prospectus**") and under which the Notes issued by BP2F are guaranteed on a subordinated or unsubordinated basis by BNPPF (the "**Guarantor**"). This Supplement is supplemental to and should be read in conjunction with the Base Prospectus issued by the Issuers.

This Supplement has been mainly prepared for the purposes of:

- (A) amending the Summary in relation to the Base Prospectus;
- (B) incorporating into the Base Prospectus the following documents:
 - a. the press release dated 31 August 2017 published by BNPPF regarding its first half 2017 results; and
 - b. the half-year financial report of BNPPF for the first half-year 2017;
- (C) amending and restating the "Form of Final Terms for Non-Exempt Notes only";
and
- (D) amending and restating the "Form of Pricing Supplement for Exempt Notes only".

This Supplement has been approved on the date hereof by the Luxembourg *Commission de Surveillance du Secteur Financier*, which is the Luxembourg competent authority for the purpose of the Prospectus Directive and relevant implementation measures of the Prospectus Directive into Luxembourg law. This Supplement has been prepared pursuant to article 13 of the Luxembourg Prospectus Law.

The CSSF has neither approved nor reviewed information contained in this Supplement pertaining to the Exempt Notes.

Application has been made to the Luxembourg Stock Exchange for the approval of this Supplement with respect to Exempt Notes as a supplement to a base prospectus for the purposes of Part IV of the Prospectus Act 2005.

Application has been made to the Luxembourg Stock Exchange for Notes issued under the Programme to be admitted to listing on the official list (the "**Official List**") and to trading on the regulated market of the Luxembourg Stock Exchange (Bourse de Luxembourg) (the "**Luxembourg Regulated Market**"), under the Prospectus Directive during the twelve-month period after the date of approval of the Base Prospectus. The Luxembourg Regulated Market, is a regulated market for the purposes of Directive 2004/39/EC (or, following repeal of Directive 2004/39/EC on 3 January 2018, Directive 2014/65/EU). Application may also be made for Notes issued under the Programme to be admitted to trading on other regulated markets.

Application has also been made to the Luxembourg Stock Exchange for Notes (including Exempt Notes) issued under the Programme to be admitted to the Official List and admitted to trading on the Euro MTF during the twelve-month after the date of approval of the Base Prospectus. The Euro MTF is not a regulated market for the purposes of Directive 2004/39/EC (or, following repeal of Directive 2004/39/EC on 3 January 2018, Directive 2014/65/EU).

Each of the Issuers and the Guarantor will, at its registered office and at the specified offices of the Paying Agents and the Listing Agent in Luxembourg, provide, free of charge, upon oral or written request, a copy of this Supplement. In addition, this Supplement as well as the documents incorporated by reference into the Base Prospectus via this Supplement will be available in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the websites of BNPPF (www.bnpparibasfortis.be/emissions) and of BP2F (www.bp2f.lu).

Unless the contrary is stated, terms defined in the Base Prospectus shall have the same meaning when used in this Supplement. In case of inconsistency between a statement contained in this Supplement and any other statement in or incorporated by reference in the Base Prospectus, the statement contained in this Supplement shall prevail. The Base Prospectus shall be amended as set out herein.

A. AMENDMENTS TO THE SUMMARY IN RELATION TO THE BASE PROSPECTUS

The Summary on pages 18 to 55 of the Base Prospectus is amended as follows:

- (a) In Element B.12, the following table regarding BNPPF is inserted immediately above the heading "Selected historical key information of BP2F" on page 24:

Consolidated Comparative Semi-Annual Financial Data - in millions of EUR

	30/06/2017 (unaudited)	30/06/2016 (unaudited)
Revenues	4,172	3,631
Gross operating income	1,628	1,373
Cost of risk	(134)	(215)
Net income	1,279	1,244
Net income attributable to shareholders	1,052	1,019
	30/06/2017 (unaudited)	31/12/2016 (audited)
Total consolidated Balance Sheet	300,884	297,790
Consolidated loans and receivables due from customers	175,907	171,329
Shareholders' equity	21,872	21,120
Consolidated items due to customers	168,794	163,316
Debt securities	14,076	13,539
Subordinated debt	4,104	4,348
Common Equity Tier 1 Ratio	13.6%	13.9%

- (b) In Element B.19/B.12, the following table regarding BNPPF is inserted immediately above the heading "*Statements of no significant or material adverse change*" on page 30:

Consolidated Comparative Semi-Annual Financial Data - in millions of EUR

	30/06/2017 (unaudited)	30/06/2016 (unaudited)
Revenues	4,172	3,631
Gross operating income	1,628	1,373
Cost of risk	(134)	(215)
Net income	1,279	1,244
Net income attributable to shareholders	1,052	1,019
	30/06/2017 (unaudited)	31/12/2016 (audited)
Total consolidated Balance Sheet	300,884	297,790
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Shareholders' equity	21,872	21,120
Consolidated items due to customers	168,794	163,316
Debt securities	14,076	13,539
Subordinated debt	4,104	4,348
Common Equity Tier 1 Ratio	13.6%	13.9%

- (c) On page 25, the final paragraph in Element B.12 after the title "Statements of no significant or material adverse change" is deleted and replaced with the following:

"Not Applicable – There has been no significant change in the financial or trading position of [BNPPF since 30 June 2017] [BP2F since 31 December

2016] and there has been no material adverse change in the prospects of [BNPPF] [BP2F] since 31 December 2016."

- (d) On page 30, the final paragraph in Element B.19/B.12 after the title "Statements of no significant or material adverse change" is deleted and replaced with the following:

"Not Applicable - There has been no significant change in the financial or trading position of the Guarantor since 30 June 2017 and no material adverse change in the prospects of the Guarantor since 31 December 2016."

B. INFORMATION INCORPORATED BY REFERENCE

The following documents have been filed with the Luxembourg *Commission de Surveillance du Secteur Financier* for the purposes of the Prospectus Directive and, by virtue of this First Supplement, are incorporated by reference in, and form part of, the Base Prospectus:

- (a) the press release dated 31 August 2017 published by BNPPF regarding its first half 2017 results; and
- (b) BNPPF's unaudited half-year financial report for the first half-year 2017 (including the review report thereon issued by PwC Bedrijfsrevisoren bcvba/ Reviseurs d'Entreprises scrl (represented by Damien Walgrave) and Deloitte Bedrijfsrevisoren bv ovv cvba/Reviseurs d'Entreprises sc sous forme d'une scrl (represented by Yves Dehogne and Bernard De Meulemeester)).

The section "INFORMATION INCORPORATED BY REFERENCE IN THIS BASE PROSPECTUS" on pages 106 to 111 of the Base Prospectus is updated accordingly as follows:

the following new paragraphs (19) to (20) are added after paragraph (18) on page 111:

- (19) the entire press release dated 31 August 2017 published by BNPPF regarding its first half 2017 results (the "**BNPPF H1-2017 Press Release**") and including the following information:

<i>BNPPF H1-2017 Press Release</i>	
Overview of the main figures	Page 1 of the BNPPF H1-2017 Press Release
Analysis focusing on underlying business performance and excluding non-recurrent items	Pages 2 to 3 of the BNPPF H1-2017 Press Release
Comments from the CEO of BNPPF	Pages 4 to 5 of the BNPPF H1-2017 Press Release
Consolidated profit and loss account	Pages 6 to 7 of the BNPPF H1-2017 Press Release

; and

(20) the unaudited half-year financial report for the first half-year 2017 of BNPPF (including the review report thereon issued by PwC Bedrijfsrevisoren bcvba/Reviseurs d'Entreprises scrl (represented by Damien Walgrave) and Deloitte Bedrijfsrevisoren bv ovv cvba/Reviseurs d'Entreprises sc sous forme d'une scrl (represented by Yves Dehogne and Bernard De Meulemeester)) (the "**BNPPF Interim Financial Statements**") and including the following information:

<i>BNPPF Interim Financial Statements</i>	
Report of the Board of Directors	Pages 5 to 12 of the BNPPF Interim Financial Statements
Statement of the Board of Directors	Page 13 of the BNPPF Interim Financial Statements
Composition of the Board of Directors	Pages 14 to 15 of the BNPPF Interim Financial Statements
Consolidated Interim Financial Statements (Pages 16 to 21 of the BNPPF Interim Financial Statements)	
<ul style="list-style-type: none"> Profit and loss account for the first half of 2017 	Page 17 of the BNPPF Interim Financial Statements
<ul style="list-style-type: none"> Statement of net income and changes in assets and liabilities recognised directly in equity 	Page 18 of the BNPPF Interim Financial Statements
<ul style="list-style-type: none"> Balance sheet at 30 June 2017 	Page 19 of the BNPPF Interim Financial Statements
<ul style="list-style-type: none"> Cash flow statement for the first half of 2017 	Page 20 of the BNPPF Interim Financial Statements
<ul style="list-style-type: none"> Statement of changes in shareholders' equity between 1 January 2016 and 30 June 2017 	Page 21 of the BNPPF Interim Financial Statements
<ul style="list-style-type: none"> Minority interests between 1 January 2016 and 30 June 2017 	Page 21 of the BNPPF Interim Financial Statements
Notes to the Consolidated Interim Financial Statements	Pages 22 to 84 of the BNPPF Interim Financial Statements
Report of the accredited statutory auditors	Page 85 of the BNPPF Interim Financial Statements

C. AMENDMENT TO THE "DESCRIPTION OF BNP PARIBAS FORTIS SA/NV"

The section "Description of BNP Paribas Fortis SA/NV" on pages 113 to 129 of the Base Prospectus is amended as follows:

- a. the paragraph under the heading "**10. Significant change in BNPPF's financing or trading position**" on page 128 is deleted in its entirety and replaced with the following:

"There has been no significant change in the financial or trading position of BNPPF since 30 June 2017."

D. AMENDMENTS TO THE GENERAL INFORMATION SECTION

The section "General Information" on pages 196 to 202 of the Base Prospectus is amended as follows:

The following new paragraphs are added under the heading 8 on page 200:

- (j) the BNPPF H1-2017 Press Release, and
(k) the BNPPF Interim Financial Statements

E. AMENDMENT AND RESTATEMENT OF THE "FORM OF FINAL TERMS FOR NON-EXEMPT NOTES ONLY" SECTION

The section "Form of Final Terms for Non-Exempt Notes only" on pages 337 to 390 of the Base Prospectus shall be amended as provided in Schedule 1 to this Supplement. The amendments have been made to correct the Form of Final Terms in order to accurately reflect the options provided for under the Terms and Conditions of the Notes by adding missing line items required to be included pursuant to the Terms and Conditions of the Notes or deleting irrelevant line items. Deleted text is shown as struck through and new text is in bold and underlined.

F. AMENDMENT AND RESTATEMENT OF THE "FORM OF PRICING SUPPLEMENT FOR EXEMPT NOTES ONLY" SECTION

The section "Form of Pricing Supplement for Exempt Notes only" on pages 391 to 439 of the Base Prospectus shall be amended as provided in Schedule 2 to this Supplement. The amendments have been made to correct the Form of Pricing Supplement in order to accurately reflect the options provided for under the Terms and Conditions of the Notes by adding missing line items required to be included pursuant to the Terms and Conditions of the Notes or deleting irrelevant line items. Deleted text is shown as struck through and new text is in bold and underlined.

WITHDRAWAL RIGHT

The subscribers of the Notes not yet issued but that are still offered to the public by BNPPF or BP2F on the date of this Supplement have the right to withdraw their orders during two working days following the publication of this Supplement on the following

websites: www.bourse.lu, www.bnpparibasfortis.be/emissions, and www.bp2f.lu, *i.e.*
until 19 September 2017.

RESPONSIBILITY STATEMENT

Each of the Issuers and the Guarantor accepts responsibility for the information contained in this Supplement. Each of the Issuers and the Guarantor declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import. Each of the Issuers estimates that, to the best of its knowledge and save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus since its publication.

The distribution of this Supplement may be restricted by law. Persons into whose possession this Supplement or/and the Base Prospectus comes are required by the Issuers, the Guarantor and the Dealers to inform themselves about and to observe any such restrictions.

Neither this Supplement, nor the Base Prospectus nor any Final Terms constitutes an offer of, or an invitation by or on behalf of the Issuer, the Guarantor or the Dealers to subscribe for or purchase, any Notes and should not be considered as a recommendation by the Issuers, the Guarantor, the Dealers or any of them that the recipient of this Supplement, the Base Prospectus or any Final Terms should subscribe for or purchase any Notes. Each recipient of this Supplement or the Base Prospectus or any Final Terms shall be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of the Issuers and the Guarantor.

None of the Dealers nor any of its respective affiliates has authorized the whole or any part of this Supplement, nor separately verified the information contained or incorporated in this Supplement and none of them makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information (including that incorporated) in this Supplement.

SCHEDULE 1

AMENDED AND RESTATED FORM OF FINAL TERMS FOR NON-EXEMPT NOTES ONLY

The section "Form of Final Terms for Non-Exempt Notes only" on pages 337 to 390 of the Base Prospectus is amended as follows:

1. Footnote 2 on page 338 of the Base Prospectus shall be amended as follows:

Include where Part B item ~~8(vii)~~**8(i)** of the Final Terms specifies "Applicable".

2. Part A paragraph 2(c) on page 341 of the Base Prospectus shall be amended as follows:

(c) FX Settlement Disruption **[Not Applicable]**
Event (Condition 6.10)

(If not applicable, delete the remaining sub-paragraphs of this paragraph)

FX Settlement Disruption [USD] / [EUR]
Currency

Deduction of FX Settlement [Applicable] / [Not Applicable]
Disruption Expenses
(Condition 6.10(B)(b))

3. The line item "Early Redemption Amount" in Part A paragraphs 21(k) on page 363 of the Base Prospectus, 21(l) on page 363 of the Base Prospectus, 21(m) on pages 363-364 of the Base Prospectus, 22(m) on page 365 of the Base Prospectus, 29(j) on page 372 of the Base Prospectus, 29(l) on page 373 of the Base Prospectus, 29(m) on page 373 of the Base Prospectus, 30(f) on page 374 of the Base Prospectus, 30(o) on page 375 of the Base Prospectus, 31(j) on page 377 of the Base Prospectus and 32(c)(iv) on page 378 of the Base Prospectus shall be amended as follows:

Early Redemption Amount: [Highest Value (Structured)]/ [Highest Value (Vanilla)] / [Derivative Component Market Value] / [Market Value 1] / [Market Value 2] / [Market Value 3] / [Market Value less Costs] / [Fair Market Value] / [[●] per Calculation Amount] / [Principal Protected Amount] **[(including amounts in respect of accrued interest)]**

4. The line item "Early Redemption Amount" in Part A paragraph 22(e) on page 364 of the Base Prospectus shall be amended as follows:

Early Redemption Amount [Highest Value (Structured)]/ [Highest Value (Vanilla)] [Derivative Component Market Value] / [Market Value 1] / [Market Value 2] / [Market Value 3] / [Market Value less Costs] / [Fair Market Value] / [[●] per Calculation Amount] / [Principal Protected Amount] **[(including amounts in respect of accrued interest)] [Not Applicable]**

5. The following shall be added as items (m) and (n) at the end of Part A paragraph 23(1) on page 368 of the Base Prospectus:

(m) Optional Additional [The following Optional Additional Disruption Events: Disruption events apply to the Notes:]

(specify each of the following which applies)

[Increased Cost of Hedging] / [Hedging Disruption] / [Jurisdiction Event] / [Extended Change of Law] [Not Applicable]

(n) Consequences of an Additional Disruption Event or an Optional Disruption Event (Underlying Interest Rate-Linked Note Condition 12):

Early Redemption Amount: [Highest Value (Structured)]/ [Highest Value (Vanilla)] / [Derivative Component Market Value] / [Market Value 1] / [Market Value 2] / [Market Value 3] / [Market Value less Costs] / [Fair Market Value] / [[●] per Calculation Amount] / [Principal Protected Amount] [(including amounts in respect of accrued interest)] [Not Applicable]

Monetisation Option: [Applicable] / [Not Applicable]

Unwind Costs: [Applicable] / [Not Applicable]

6. The words "[Increased Cost of Hedging]" in Part A paragraph 29(j) on page 372 of the Base Prospectus shall be deleted.

7. Part A paragraph 32(a)(i) on page 377 of the Base Prospectus shall be amended as follows:

(i) Early Redemption Amount of each Note payable on redemption:

[Highest Value (Structured)]/ [Highest Value

(Vanilla)] [Derivative Component Market Value] / [Market Value 1] / [Market Value 2] / [Market Value 3] / [Market Value less Costs) / [Fair Market Value] / [●] per Calculation Amount] / [Principal Protected Amount] **[(including amounts in respect of accrued interest)]**

8. Part A Paragraphs 32(b)(ii) and 32(b)(iii) on pages 377 and 378 of the Base Prospectus shall be deleted.

9. Part A paragraph 32(c)(i) on page 378 of the Base Prospectus shall be amended as follows:

(i) Early Redemption Amount (Significant Alteration Event (Issuer)) [Highest Value /(Structured)] / [Highest Value (**Vanilla**)]

*[If "Monetisation Option" applies: Principal Protected Amount: [●] per cent. of its principal amount] (Vanilla)] / [Derivative Component Market Value] / [Market Value 1] / [Market Value 2] / [Market Value 3] / [Market Value less Costs) / [Fair Market Value] / [·] per Calculation Amount] / [Principal Protected Amount] **[(including amounts in respect of accrued interest)]***

10. Part A paragraph 32(c)(iii) on page 378 of the Base Prospectus shall be amended as follows:

(iii) Early Redemption Amount Force Majeure ((Issuer)) [Highest Value (Structured)]/ [Highest Value (Vanilla)] [Derivative Component Market Value] / [Market Value 1] / [Market Value 2] / [Market Value 3] / [Market Value less Costs) / [Fair Market Value] / [●] per Calculation Amount] / [Principal Protected Amount] **[(including amounts in respect of accrued interest)]**

11. Part A paragraph 32(d) on page 379 of the Base Prospectus shall be amended as follows:

(d) Early redemption following a Capital Disqualification Event (pursuant to Condition 5.10): [Applicable] / [Not Applicable]

Early Redemption Amount of each Note [payable on early redemption]: [Highest Value (Structured)]/ [Highest Value (Vanilla)] [Derivative Component Market Value] / [Market Value 1] / [Market Value 2] / [Market Value 3] / [Market Value less Costs) / [Fair Market Value] / [●] per

Calculation Amount] / [Principal Protected Amount] **[(including amounts in respect of accrued interest)]**

Monetisation Option (Capital Disqualification Event) [Applicable] / [Not Applicable]

12. Part B item 8(i) on page 386 of the Base Prospectus shall be amended as follows:

(i) [Prohibition of Sales to EEA Retail Investors: [Applicable]/[Not Applicable]

*(If the offer of the Notes is concluded prior to 1 January 2018, or on and after that date the Notes clearly do not constitute "packaged" products, **or if a key information document (KID) relating to the Notes has been prepared,** "Not Applicable" should be specified. If the offer of the Notes will be concluded on or after 1 January 2018 and the Notes may constitute "packaged" products, "Applicable" should be specified, **unless a key information document (KID) relating to the Notes has been prepared.**)*

SCHEDULE 2

AMENDED AND RESTATED FORM OF PRICING SUPPLEMENT FOR EXEMPT NOTES ONLY

The section "Form of Pricing Supplement for Exempt Notes only" on pages 391 to 439 of the Base Prospectus is amended as follows:

1. Part A paragraph 3(c) on pages 394 and 395 of the Base Prospectus shall be amended as follows:

- (c) FX Settlement Disruption **[Not Applicable]**
Event (Condition 6.10)
- (If not applicable, delete the remaining subparagraphs of this paragraph)***
- FX Settlement Disruption [USD] / [EUR]
Currency
- Deduction of FX Settlement [Applicable] / [Not Applicable]
Disruption Expenses
(Condition 6.10(B)(b))

2. The line item "Early Redemption Amount" in Part A paragraphs 22(k) on page 416 of the Base Prospectus, 22(l) on page 416 of the Base Prospectus, 22(m) on page 417 of the Base Prospectus, 23(m) on page 419 of the Base Prospectus, 30(j) on page 427 of the Base Prospectus, 30(k) on page 427 of the Base Prospectus, 30(l) on page 427 of the Base Prospectus, 31(f) on page 428 of the Base Prospectus, 31(p) on pages 429-430 of the Base Prospectus and 32(j) on page 432 of the Base Prospectus shall be amended as follows:

Early Redemption Amount: [Highest Value (Structured)]/ [Highest Value (Vanilla)] / [Derivative Component Market Value] / [Market Value 1] / [Market Value 2] / [Market Value 3] / [Market Value less Costs) / [Fair Market Value] / [[●] per Calculation Amount] / [Principal Protected Amount] **[(including amounts in respect of accrued interest)]**

3. The line item "Early Redemption Amount" in Part A paragraph 23(e) on pages 417 and 418 of the Base Prospectus shall be amended as follows:

Early Redemption Amount [Highest Value (Structured)]/ [Highest Value (Vanilla)] [Derivative Component Market Value] / [Market Value 1] / [Market Value 2] / [Market Value 3] / [Market Value less Costs) / [Fair Market Value] / [[●] per Calculation Amount] / [Principal Protected Amount] **[(including amounts in respect of accrued interest)] [Not Applicable]**

4. The following shall be added as items (l) and (m) at the end of Part A paragraph 24(k) on page 421 of the Base Prospectus:

- (l) Optional Additional [The following Optional Additional
Disruption Events: Disruption events apply to the Notes:]

(specify each of the following which applies)

[Increased Cost of Hedging] / [Hedging
Disruption] / [Jurisdiction Event] / [Extended
Change of Law] [Not Applicable]

- (m) Consequences of an
Additional Disruption Event
or an Optional Disruption
Event (Underlying Interest
Rate-Linked Note Condition
12):

Early Redemption Amount: [Highest Value (Structured)]/ [Highest Value
(Vanilla)] / [Derivative Component Market
Value] / [Market Value 1] / [Market Value 2]
/ [Market Value 3] / [Market Value less
Costs)] / [Fair Market Value] / [[●] per
Calculation Amount] / [Principal Protected
Amount] [(including amounts in respect of
accrued interest)] [Not Applicable]

Monetisation Option: [Applicable] / [Not Applicable]

Unwind Costs: [Applicable] / [Not Applicable]

5. Part A Paragraphs 33(a)(iv) and 33(a)(v) on page 432 of the Base Prospectus shall be deleted.
6. Part A paragraph 33(c) on pages 432 and 433 of the Base Prospectus shall be amended as follows:

- (c) Early redemption for
Significant Alteration Event
(Issuer) and Force Majeure
(Issuer) pursuant to
Condition 5.7):

(i) Early Redemption Amount (Significant
Alteration Event
(Issuer)) [Highest Value (Structured)] / [Highest Value
(Vanilla)] / [Derivative Component Market
Value] / [Market Value 1] / [Market Value 2]
/ [Market Value 3] / [Market Value less
Costs)] / [Fair Market Value] / [[●] per
Calculation Amount] / [Principal Protected
Amount]] **[(including amounts in respect of
accrued interest)]**

(ii) Monetisation Option [Applicable] / [Not Applicable]

	(Significant Alteration Event (Issuer))	
(iii)	Early Redemption Amount (Force Majeure (Issuer))	[Highest Value (Structured)]/ [Highest Value (Vanilla)] [Derivative Component Market Value] / [Market Value 1] / [Market Value 2] / [Market Value 3] / [Market Value less Costs] / [Fair Market Value] / [[●] per Calculation Amount] / [Principal Protected Amount] <u>[(including amounts in respect of accrued interest)]</u>
(iv)	Condition 5.7(c)	[Applicable] / [Not Applicable]
	Early Redemption Amount	[Highest Value (Structured)]/ [Highest Value (Vanilla)] [Derivative Component Market Value] / [Market Value 1] / [Market Value 2] / [Market Value 3] / [Market Value less Costs] / [Fair Market Value] / [[●] per Calculation Amount] / [Principal Protected Amount] <u>[(including amounts in respect of accrued interest)]</u>

7. Part A paragraph 33(d) on page 433 of the Base Prospectus shall be amended as follows:

(d)	Early redemption following a Capital Disqualification Event (pursuant to Condition 5.10):	[Applicable] / [Not Applicable]
	Early Redemption Amount of each Note payable on early redemption:	[Highest Value (Structured)]/ [Highest Value (Vanilla)] [Derivative Component Market Value] / [Market Value 1] / [Market Value 2] / [Market Value 3] / [Market Value less Costs] / [Fair Market Value] / [[·] per Calculation Amount] / [Principal Protected Amount] <u>[(including amounts in respect of accrued interest)]</u>
	Monetisation Option (Capital Disqualification Event)	[Applicable] / [Not Applicable]

8. Part B item 6(j) on page 438 of the Base Prospectus shall be amended as follows:

(j)	[Prohibition of Sales to EEA Retail Investors:	[Applicable]/[Not Applicable]
		<i>(If the offer of the Notes is concluded prior to 1 January 2018, or on and after that date the Notes clearly do not constitute "packaged" products, <u>or if a key information document (KID) relating to the Notes has been prepared,</u> "Not Applicable" should be specified. If the offer of the Notes will be</i>

concluded on or after 1 January 2018 and the Notes may constitute "packaged" products, "Applicable" should be specified, unless a key information document (KID) relating to the Notes has been prepared.]

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**FISCAL AGENT, REGISTRAR, PRINCIPAL PAYING AGENT, TRANSFER AGENT
AND CALCULATION AGENT**

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