

Sixth Supplement dated 24 May 2019

to the Base Prospectus for the issue of unsubordinated Notes dated 5 June 2018



BNP Paribas Issuance B.V.

(formerly BNP Paribas Arbitrage Issuance B.V.)

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Guarantor)

BNP Paribas Fortis Funding

(incorporated in Luxembourg)

(as Issuer)

BNP Paribas Fortis SA/NV

(incorporated in Belgium)

(as Guarantor)

Note, Warrant and Certificate Programme

This sixth supplement (the "**Sixth Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 5 June 2018 (the "**Base Prospectus**"), the first supplement to the Base Prospectus dated 9 August 2018 (the "**First Supplement**"), the second supplement to the Base Prospectus dated 25 September 2018 (the "**Second Supplement**"), the third supplement to the Base Prospectus dated 22 November 2018 (the "**Third Supplement**"), the fourth supplement to the Base Prospectus dated 20 February 2019 (the "**Fourth Supplement**") and the fifth supplement to the Base Prospectus dated 1 April 2019 (the "**Fifth Supplement**" and, together with the First Supplement, the Second Supplement, the Third Supplement and the Fourth Supplement, the "**Previous Supplements**"), in each case in respect of Notes issued under the Note, Warrant and Certificate Programme (the "**Programme**") of BNP Paribas Issuance B.V. ("**BNPP B.V.**"), BNP Paribas ("**BNPP**"), BNP Paribas Fortis Funding ("**BP2F**") and BNP Paribas Fortis SA/NV ("**BNPPF**").

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 of 4 November 2003 (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. 18-226 on 5 June 2018 in respect of the Base Prospectus, visa no. 18-379 on 9 August 2018 in respect of the First Supplement, visa no. 18-450 on 25 September 2018 in respect of the Second Supplement, visa no. 18-530 on 22 November 2018 in respect of the Third Supplement, visa no. 19-052 on 20 February 2019 in respect of the Fourth Supplement and visa no. 19-124 on 1 April 2019 in respect of the Fifth Supplement. Application has been made to the AMF for approval of this Sixth 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.), BNPP B.V. (in respect of itself), BP2F (in respect of itself) and BNPPF (in respect of itself and BP2F) accept responsibility for the information contained in this Sixth Supplement, save that (i) BNPP B.V., BP2F and BNPPF accept no responsibility for the information contained in the First Update to the BNPP 2018 Registration Document (in English) (as defined below) and the updated disclosure in respect of BNPP, (ii) BNPP and BP2F accept no responsibility for the information contained in the 2018 BNPP B.V. Annual Report (as defined below) and the updated disclosure in respect of BNPP B.V., (iii) BNPP and BNPP B.V. accept no responsibility for the information contained in the 2018 BP2F Annual Audited Accounts and the BP2F 2018 Cash Flow Statements (each as defined below) and the updated disclosure in respect of BP2F and (iv) BNPP, BNPP B.V. and BP2F accept no responsibility for the information contained in the 2018 BNPP Annual Report (as defined below) and the updated disclosure in respect of BNPPF. To the best of the knowledge of BNPP, BNPP B.V., BP2F and BNPPF (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, as amended by the Previous Supplements, shall have the same meanings when used in this Sixth Supplement.

To the extent that there is any inconsistency between (i) any statement in this Sixth 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 Sixth Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the Previous Supplements. References in this Sixth 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 Sixth Supplement may be obtained free of charge at the specified offices of BNP Paribas Securities Services, Luxembourg Branch, BP2F and BNPPF and will be available on the website of BNP Paribas (<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>), on the website of BNPPF (<https://www.bnpparibasfortis.be>), on the website of BP2F (<https://www.bp2f.lu>) and on the website of the AMF (www.amf-france.org).

This Sixth 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, as amended by the Previous Supplements.

This Sixth Supplement has been prepared for the purposes of:

- (A) amending the cover pages of the Base Prospectus;
- (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 the "Risks" section;
- (E) incorporating by reference:
 - (i) the English translation of BNPP's *Actualisation du Document de référence déposée auprès de l'AMF le 2 mai 2019* (the "**First Update to the BNPP 2018 Registration Document (in English)**");

- (ii) the Annual Report of BNPP B.V. for the year ended 31 December 2018 (the "**2018 BNPP B.V. Annual Report**");
 - (iii) the Audited Annual Accounts of BP2F for the year ended 31 December 2018 (the "**2018 BP2F Annual Audited Accounts**");
 - (iv) the cash flow statements of BP2F for the year ended 31 December 2018 and the audit report thereon (the "**BP2F 2018 Cash Flow Statements**"); and
 - (v) the Annual Report of BNPPF for the year ended 31 December 2018 (the "**2018 BNPPF Annual Report**");
- (F) amending the "Description of BNPP B.V.";
 - (G) amending the "Description of BP2F";
 - (H) amending the "Description of BNPPF"; and
 - (I) amending the "General Information" section.

The amendments referred to in (A) above have been made to reflect the upgrade to the long-term credit ratings of BNPP, BNPP B.V. and BNPPF by S&P Global Ratings Europe Limited on 5 April 2019 from A with a positive outlook to A+ with a stable outlook. The incorporation by reference referred to in (E) above has been made to update the BNPP, BNPP B.V., BP2F and BNPPF disclosure. The amendments referred to in (B), (C), (D), (F), (G) (H) and (I) above have been made to reflect the updated disclosure in respect of BNPP, BNPP B.V., BP2F and BNPPF referred to in (E) above.

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 Sixth 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 Sixth 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 Sixth Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 28 May 2019.

TABLE OF CONTENTS

Page

Amendments to the Cover Pages of the Base Prospectus.....	5
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.....	6
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 this Base Prospectus (in French).....	18
Amendments to the Risks section.....	32
Documents Incorporated by Reference	33
Amendments to the Description of BNPP B.V.	37
Amendments to the Description of BP2F.....	39
Amendments to the Description of BNPPF.....	41
Amendments to the General Information section.....	42
Responsibility Statement	46

AMENDMENTS TO THE COVER PAGES OF THE BASE PROSPECTUS

In relation to the amendments to the last paragraph on page 4 of the Base Prospectus set out in this section: (i) text which, by virtue of this Sixth Supplement is deleted therefrom is shown with a line drawn through the middle of the deleted text, and (ii) text which, by virtue of this Sixth Supplement is added thereto is shown underlined.

The long-term credit ratings of BNPP and BNPP B.V. by S&P Global Ratings Europe Limited were upgraded on 5 April 2019.

The last paragraph starting on page 5 of the Base Prospectus is amended as follows:

"BNPP's long-term credit ratings are A₊ with a positive stable outlook (S&P Global Ratings Europe Limited ("**Standard & Poor's**")), Aa3 with a stable outlook (Moody's Investors Service Ltd. ("**Moody's**")), A+ with a stable outlook (Fitch France S.A.S. ("**Fitch France**")) and AA (low) with a stable outlook (DBRS Limited ("**DBRS**")) and BNPP's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's), F1 (Fitch France) and R-1 (middle) (DBRS). BNPP B.V.'s long-term credit ratings are A₊ with a positive stable outlook (Standard & Poor's) and BNPP B.V.'s short term credit ratings are A-1 (Standard & Poor's). BP2F's senior unsecured credit ratings with a stable outlook (Standard & Poor's), A2 with a stable outlook (Moody's France SAS ("**Moody's France**")) and A+ with a stable outlook (Fitch Ratings Limited ("**Fitch**")) and BP2F's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch). BNPPF's long-term credit ratings are A₊ with a positive stable outlook (Standard & Poor's), A2 with a stable outlook (Moody's France) and A+ with a stable outlook (Fitch) and BNPPF's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch). Each of Standard & Poor's, Moody's, Fitch France, Moody's France, Fitch and DBRS is established in the European Union and is registered under the Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such each of Standard & Poor's, Moody's, Fitch France, Moody's France, Fitch and DBRS is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation. Securities issued under the Programme may be rated or unrated. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. Please also refer to "Credit Ratings may not Reflect all Risks" in the Risks section of this Base Prospectus."

**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**

1. The "Programme Summary in relation to this Base Prospectus" on pages 8 to 71 of the Base Prospectus is amended as follows:

(a) In Element B.12:

(i) the tables entitled "**Comparative Annual Financial Data – In EUR**" and "**Comparative Interim Financial Data for the six-month period ended 30 June 2018 – In EUR**" (which was added to the Base Prospectus by virtue of the Second Supplement) under the heading "**In relation to BNPP B.V.:**" and immediately above the heading "**In relation to BP2F:**" are deleted and replaced with the following:

B.12	Selected historical key financial information:		
	In relation to BNPP B.V.:		
	Comparative Annual Financial Data - In EUR		
		31/12/2018 (audited)	31/12/2017 (audited)
	Revenues	439,645	431,472
	Net income, Group share	27,415	26,940
Total balance sheet	56,232,644,939	50,839,146,900	
Shareholders' equity (Group share)	542,654	515,239	

(ii) the table entitled "**Comparative Annual Financial Data**" under the heading "**In relation to BP2F:**" is deleted and replaced with the following:

B.12	Selected historical key financial information:		
	In relation to BP2F:		
	Comparative Annual Financial Data:		
		31/12/2018 (audited)	31/12/2017 (audited)
		EUR	EUR
	Selected items of the Balance Sheet		
Assets			
Financial fixed assets	3,118,539,413.47	3,845,158,426.14	

Current assets (Amounts owed by affiliated undertakings becoming due and payable within one year)	23,312,334.31	42,240,306.68
Total assets	3,235,180,718.17	3,991,551,995.45
Liabilities		
Capital and reserves	4,764,652.04	4,494,998.60
Non-convertible loans		
- becoming due and payable within one year	347,825,124.49	572,204,465.24
- becoming due and payable after more than one year	2,795,737,607.40	3,255,727,220.40
Charges & Income: selected items		
Income from other investments and loans forming part of the fixed assets	48,387,952.49	63,937,668.66
Other interest receivable and similar income	289,995,307.83	256,115,719.57
Interest payable and similar expenses	-309,133,146.22	-294,491,611.18
Profit for the financial year	819,653.45	470,996.77

(iii) the second paragraph under the heading "*Statements of no significant or material adverse change*" is deleted and replaced with the following:

B.12	<p><i>Statements of no significant or material adverse change</i></p> <p>There has been no significant change in the financial or trading position of BNPP B.V. or BP2F since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published) and there has been no material adverse change in the prospects of BNPP B.V. BP2F since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published).</p>
-------------	---

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

B.13	Events impacting the Issuer's solvency	Not applicable, to the best of the relevant Issuer's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the relevant Issuer's solvency since 31 December 2018.
-------------	--	---

- (c) In Element B.14, the second, third, fourth and fifth paragraphs are deleted and replaced with the following:

B.14	Dependence upon other group entities	<p>In April 2004, BNP Paribas SA began outsourcing IT Infrastructure Management Services to the BNP Paribas Partners for Innovation ("BP²I") joint venture set up with IBM France at the end of 2003. BP²I provides IT Infrastructure Management Services for BNP Paribas SA and several BNP Paribas subsidiaries in France (including BNP Paribas Personal Finance, BP2S, and BNP Paribas Cardif), Switzerland and Italy. The contractual arrangement with IBM France was successively extended from year to year until the end of 2021, and then extended for a period of 5 years (i.e. to the end of 2026) in particular to integrate the IBM cloud services.</p> <p>BP²I is under the operational control of IBM France. BNP Paribas has a strong influence over this entity, which is 50/50 owned with IBM France. The BNP Paribas staff made available to BP²I make up half of that entity's permanent staff. Its buildings and processing centres are the property of the BNPP Group, and the governance in place provides BNP Paribas with the contractual right to monitor the entity and bring it back into the BNPP Group if necessary.</p> <p>IBM Luxembourg is responsible for infrastructure and data production services for some of the BNP Paribas Luxembourg entities.</p> <p>BancWest's data processing operations are outsourced to Fidelity Information Services. Cofinoga France's data processing operation is outsourced to IBM Services.</p>
-------------	--------------------------------------	---

- (d) The first paragraph of Element B.17 is deleted and replaced with the following:

B.17	Solicited credit ratings	BNPP B.V.'s long term credit rating is A+ with a stable outlook (S&P Global Ratings Europe Limited) and BNPP B.V.'s short term credit rating is A-1 (S&P Global Ratings Europe Limited).
-------------	--------------------------	--

- (e) In Element B.19/B.12:

- (i) the following new table is inserted immediately after the table entitled "**Comparative Annual Financial Data – In millions of EUR**" (which was added to the Base Prospectus by virtue of the Fifth Supplement) under the heading "**In relation to BNPP:**" and immediately above the heading entitled "**In relation to BNPPF:**":

B.19/B.12	Selected historical key financial information:
------------------	--

In relation to BNPP:		
Comparative Interim Financial Data for the three-month period ended 31 March 2019 – In millions of EUR		
	1Q19* (unaudited)	1Q18 (unaudited)
Revenues	11,144	10,798
Cost of risk	(769)	(615)
Net income, Group share	1,918	1,567
	31/03/2019*	31/12/2018
Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	11.7%	11.8%
	31/03/2019* (unaudited)	31/12/2018 (audited)
Total consolidated balance sheet	2,284,496	2,040,836
Consolidated loans and receivables due from customers	783,273	765,871
Consolidated items due to customers	826,100	796,548
Shareholders' equity (Group share)	105,339	101,467
* The figures as at 31 March 2019 are based on the new IFRS 16 accounting standard. The impact as at 1 January 2019 of the first application of the new accounting standard IFRS 16 (" <i>Leasing</i> ") was ~-10 bp on the Basel 3 common equity Tier 1 ratio.		

- (ii) the tables entitled "**Consolidated Comparative Annual Financial Data – In millions of EUR**" and "**Comparative Interim Financial Data for the six month period ended 30 June 2018 – In millions of EUR**" (which was added to the Base Prospectus by virtue of the Second Supplement) under the heading "**In relation to BNPPF:**" and immediately above the heading "*Statements of no significant or material adverse change*" are deleted and replaced with the following:

B.19/B.1 2	Selected historical key financial information:	
	In relation to BNPPF:	
	Consolidated Comparative Annual Financial Data - In millions of EUR	
	31/12/2018 (audited)	31/12/2017 (audited)
Revenues	8,057	8,119

Cost of risk	(395)	(338)
Net income	2,345	2,373
Net income attributable to shareholders	1,932	1,897
Total consolidated balance sheet	291,320	277,646
Shareholders' equity	22,274	22,764
Consolidated loans and receivables due from customers	179,267	175,425
Consolidated items due to customers	174,389	166,927
Tier 1 Capital	19,685	21,818
Tier 1 Ratio	14.2%	15.6%
Total Capital	22,472	23,658
Total Capital Ratio	16.3%	16.9%

(iii) the third paragraph under the heading "*Statements of no significant or material adverse change*" is deleted and replaced with the following:

B.19/B.12	<p><i>Statements of no significant or material adverse change</i></p> <p>There has been no significant change in the financial or trading position of BNPPF since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published) and no material adverse change in the prospects of BNPPF since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published).</p>
------------------	---

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

B.19/ B.13	Events impacting the Guarantor's solvency	Not applicable, to the best of the relevant Guarantor's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the relevant Guarantor's solvency since 31 December 2018.
-------------------	---	---

- (g) The first two paragraphs of Element B.19/B.17 are deleted and replaced with the following:

B.19/B.17	Solicited credit ratings	<p>BNPP's long term credit ratings are A+ with a stable outlook (S&P Global Ratings Europe Limited), Aa3 with a stable outlook (Moody's Investors Service Ltd.), A+ with a stable outlook (Fitch France S.A.S.) and AA (low) with a stable outlook (DBRS Limited) and BNPP's short-term credit ratings are A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1 (Fitch France S.A.S.) and R-1 (middle) (DBRS Limited).</p> <p>BNPPF's long-term credit ratings are A+ with a stable outlook (S&P Global Ratings Europe Limited), A2 with a stable outlook (Moody's France SAS) and A+ with a stable outlook (Fitch Ratings Limited) and BNPPF's short-term credit ratings are A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's France SAS) and F1 (Fitch Ratings Limited).</p>
------------------	--------------------------	--

- (h) Element B.22 is deleted and replaced with the following:

B.22	Statement regarding non-commencement of operations and no financial statements	Not applicable as BNPP B.V. has already commenced activities and has published audited financial accounts for the years ended 31 December 2017 and 31 December 2018.
-------------	--	--

- (i) Element B.24 is deleted and replaced with the following:

B.24	Description of any material adverse change since the date of the Issuer's last published audited financial statements	Not applicable as there has been no material adverse change in the financial position or prospects of BNPP B.V. since 31 December 2018.
-------------	---	---

- (j) The paragraph under the sub-heading "Credit Risk" under the heading "BNPP B.V." in Element D.2 is deleted and replaced with the following:

D.2	Key risks regarding the Issuers and the Guarantor	<p>BNPP B.V. has significant concentration of credit risks as all OTC contracts are acquired from its parent company and other BNPP Group entities. Taking into consideration the objective and activities of BNPP B.V. and the fact that its parent company is under supervision of the European Central Bank and the <i>Autorité de Contrôle Prudentiel et de Résolution</i> management considers these risks as acceptable. The long term senior debt of BNP Paribas is rated (A+) by Standard & Poor's and (Aa3) by Moody's.</p>
------------	---	--

2. The "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus" on pages 143 to 211 of the Base Prospectus is amended as follows:

(a) In Element B.12:

- (i) the tables entitled "**Comparative Annual Financial Data – In EUR**" and "**Comparative Interim Financial Data for the six-month period ended 30 June 2018 – In EUR**" (which was added to the Base Prospectus by virtue of the Second Supplement) under the heading "[Insert where BNPP B.V. is the Issuer:" and immediately above the heading "[Insert where BP2F is the Issuer:" are deleted and replaced with the following:

B.12	Selected historical key financial information:		
	<i>[Insert where BNPP B.V. is the Issuer:</i>		
	Comparative Annual Financial Data - In EUR		
		31/12/2018 (audited)	31/12/2017 (audited)
	Revenues	439,645	431,472
	Net income, Group share	27,415	26,940
Total balance sheet	56,232,644,939	50,839,146,900	
Shareholders' equity (Group share)	542,654	515,239]	

- (ii) the table entitled "**Comparative Annual Financial Data – In EUR**" under the heading "[Insert where BP2F is the Issuer:" is deleted and replaced with the following:

B.12	Selected historical key financial information:		
	<i>[Insert where BP2F is the Issuer:</i>		
	Comparative Annual Financial Data:		
		31/12/2018 (audited)	31/12/2017 (audited)
		EUR	EUR
	Selected items of the Balance Sheet		
	Assets		
	Financial fixed assets	3,118,539,413.47	3,845,158,426.14
	Current assets (Amounts owed by affiliated undertakings becoming due and payable within one year)	23,312,334.31	42,240,306.68
	Total assets	3,235,180,718.17	3,991,551,995.45
Liabilities			

Capital and reserves	4,764,652.04	4,494,998.60
Non-convertible loans		
- becoming due and payable within one year	347,825,124.49	572,204,465.24
- becoming due and payable after more than one year	2,795,737,607.40	3,255,727,220.40
Charges & Income: selected items		
Income from other investments and loans forming part of the fixed assets	48,387,952.49	63,937,668.66
Other interest receivable and similar income	289,995,307.83	256,115,719.57
Interest payable and similar expenses	-309,133,146.22	-294,491,611.18
Profit for the financial year	819,653.45	470,996.77]

- (iii) the second paragraph under the heading "*Statements of no significant or material adverse change*" is deleted and replaced with the following:

B.12	<p><i>Statements of no significant or material adverse change</i></p> <p>[Insert in the case of BNPP B.V.: There has been no significant change in the financial or trading position of BNPP B.V. since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published) and there has been no material adverse change in the prospects of BNPP B.V. since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published).] [Insert in the case of BP2F: There has been no significant change in the financial or trading position of BP2F since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published) and there has been no material adverse change in the prospects of BP2F since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published).]</p>
-------------	---

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

B.13	<p>Events impacting the Issuer's solvency</p> <p>[Not applicable, 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 31 December 2018].]</p> <p>[Specify any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency.]</p>
-------------	--

- (c) The first paragraph of Element B.17 is deleted and replaced with the following:

B.17	Solicited credit ratings	[Insert where BNPP B.V. is the Issuer: BNPP B.V.'s long term credit rating is A+ with a stable outlook (S&P Global Ratings Europe Limited) and BNPP B.V.'s short term credit rating is A-1 (S&P Global Ratings Europe Limited).]
-------------	--------------------------	--

- (d) In Element B.19/B.12:

- (i) by the insertion of the following new table immediately after the table entitled "**Comparative Annual Financial Data – In millions of EUR**" (which was added to the Base Prospectus by virtue of the Fifth Supplement) under the heading "[Insert where BNPP is the Guarantor:]" and immediately above the heading "[Insert where BNPPF is the Guarantor:]":

B.19/B.12	Selected historical key financial information:		
	[Insert where BNPP is the Guarantor:		
	Comparative Interim Financial Data for the three-month period ended 31 March 2019 – In millions of EUR		
		1Q19*	1Q18
		(unaudited)	(unaudited)
	Revenues	11,144	10,798
	Cost of risk	(769)	(615)
	Net income, Group share	1,918	1,567
		31/03/2019*	31/12/2018
	Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4)	11.7%	11.8%
		31/03/2019*	31/12/2018
		(unaudited)	(audited)
	Total consolidated balance sheet	2,284,496	2,040,836
	Consolidated loans and receivables due from customers	783,273	765,871
Consolidated items due to customers	826,100	796,548	
Shareholders' equity (Group share)	105,339	101,467	
* The figures as at 31 March 2019 are based on the new IFRS 16 accounting standard. The impact as at 1 January 2019 of the first application of the new accounting standard IFRS 16 (" <i>Leasing</i> ") was ~-10 bp on the Basel 3 common equity Tier 1 ratio.]			

- (ii) the tables entitled "**Consolidated Comparative Annual Financial Data – In millions of EUR**" and "**Comparative Interim Financial Data for the six month period ended 30 June 2018 – In millions of EUR**" (which was added to the Base Prospectus by virtue of the Second Supplement) under the heading "*Insert where BNPPF is the Guarantor*" and immediately above the heading "**Statements of no significant or material adverse change**" are deleted and replaced with the following:

B.19/B.1 2	Selected historical key financial information:		
	<i>[Insert where BNPPF is the Guarantor:</i>		
	Consolidated Comparative Annual Financial Data - In millions of EUR		
		31/12/2018	31/12/2017
		(audited)	(audited)
	Revenues	8,057	8,119
	Cost of risk	(395)	(338)
	Net income	2,345	2,373
	Net income attributable to shareholders	1,932	1,897
	Total consolidated balance sheet	291,320	277,646
	Shareholders' equity	22,274	22,764
	Consolidated loans and receivables due from customers	179,267	175,425
	Consolidated items due to customers	174,389	166,927
	Tier 1 Capital	19,685	21,818
Tier 1 Ratio	14.2%	15.6%	
Total Capital	22,472	23,658	
Total Capital Ratio	16.3%	16.9%]	

- (iii) the third paragraph under the heading "**Statements of no significant or material adverse change**" is deleted and replaced with the following:

B.19/B.12	<i>[Insert where BNPPF is the Guarantor:</i>
------------------	--

There has been no significant change in the financial or trading position of BNPPF since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published) and no material adverse change in the prospects of BNPPF since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published).]

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

B.19/B.13	Events impacting the Guarantor's solvency	<p>[Not applicable, 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 31 December 2018.]</p> <p><i>[Specify any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency.]</i></p>
------------------	---	---

(f) In Element B.19/B.14, the second, third, fourth and fifth paragraphs are deleted and replaced with the following:

B.19/B.14	Dependence upon other group entities	<p>In April 2004, BNP Paribas SA began outsourcing IT Infrastructure Management Services to the BNP Paribas Partners for Innovation ("BP²I") joint venture set up with IBM France at the end of 2003. BP²I provides IT Infrastructure Management Services for BNP Paribas SA and several BNP Paribas subsidiaries in France (including BNP Paribas Personal Finance, BP2S, and BNP Paribas Cardif), Switzerland and Italy. The contractual arrangement with IBM France was successively extended from year to year until the end of 2021, and then extended for a period of 5 years (i.e. to the end of 2026) in particular to integrate the IBM cloud services.</p> <p>BP²I is under the operational control of IBM France. BNP Paribas has a strong influence over this entity, which is 50/50 owned with IBM France. The BNP Paribas staff made available to BP²I make up half of that entity's permanent staff. Its buildings and processing centres are the property of the BNPP Group, and the governance in place provides BNP Paribas with the contractual right to monitor the entity and bring it back into the BNPP Group if necessary.</p> <p>IBM Luxembourg is responsible for infrastructure and data production services for some of the BNP Paribas Luxembourg entities.</p> <p>BancWest's data processing operations are outsourced to Fidelity Information Services. Cofinoga France's data processing operation is outsourced to IBM Services.]</p>
------------------	--------------------------------------	---

(g) In Element B.19/B.17, the first two paragraphs are deleted and replaced with the following:

B.19/B.17	Solicited credit ratings	<p><i>[Insert where BNPP is the Guarantor: BNPP's long-term credit ratings are [A+ with a stable outlook (S&P Global Ratings Europe Limited)], [Aa3 with a stable outlook (Moody's Investors Service Ltd.)], [A+ with a stable outlook (Fitch France S.A.S.)] and [AA</i></p>
------------------	--------------------------	---

		<p>(low) with a stable outlook (DBRS Limited)] and BNPP's short-term credit ratings are [A-1 (S&P Global Ratings Europe Limited)], [P-1 (Moody's Investors Service Ltd.)], [F1 (Fitch France S.A.S.)] and [R-1 (middle) (DBRS Limited)].</p> <p><i>[Insert where BNPPF is the Guarantor: BNPPF's long-term credit ratings are [A+ with a stable outlook (S&P Global Ratings Europe Limited)], [A2 with a stable outlook (Moody's France SAS)] and [A+ with a stable outlook (Fitch Ratings Limited)] and BNPPF's short-term credit ratings are [A-1 (S&P Global Ratings Europe Limited)], [P-1 (Moody's France SAS)] and [F1 (Fitch Ratings Limited)].]</i></p>
--	--	---

- (h) Element B.22 is deleted and replaced with the following:

[B.22]	Statement regarding non-commencement of operations and no financial statements	Not applicable as BNPP B.V. has already commenced activities and has published audited financial accounts for the years ended 31 December 2017 and 31 December 2018.] <i>[Insert where Securities are Nominal Value Repack Securities]</i>
---------------	--	--

- (i) Element B.24 is deleted and replaced with the following:

[B.24]	Description of any material adverse change since the date of the Issuer's last published audited financial statements	Not applicable as there has been no material adverse change in the financial position or prospects of BNPP B.V. since 31 December 2018.] <i>[Insert where Securities are Nominal Value Repack Securities]</i>
---------------	---	---

- (j) The paragraph under the sub-heading "Credit Risk" under the heading "[Insert where BNPP B.V. is the Issuer:" in Element D.2 is deleted and replaced with the following:

D.2	Key risks regarding the Issuers and the Guarantor	BNPP B.V. has significant concentration of credit risks as all OTC contracts are acquired from its parent company and other BNPP Group entities. Taking into consideration the objective and activities of BNPP B.V. and the fact that its parent company is under supervision of the European Central Bank and the <i>Autorité de Contrôle Prudentiel et de Résolution</i> management considers these risks as acceptable. The long term senior debt of BNP Paribas is rated (A+) by Standard & Poor's and (Aa3) by Moody's.
------------	---	---

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 THIS BASE PROSPECTUS (IN FRENCH)

1. Le "Résumé du Programme en relation avec le Prospectus de Base" figurant aux pages 72 à 142 du Prospectus de Base est modifié comme suit :
- (a) Dans l'Elément B.12 :
- (i) les tableaux intitulés "**Données Financières Annuelles Comparées – En EUR**" et "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2018 – En EUR**" (ajouté au Prospectus de Base en vertu du Second Supplément) sous l'intitulé "**En relation avec BNPP B.V. :**" et immédiatement au-dessus de l'intitulé "**En relation avec BP2F :**" sont supprimés et remplacés par ce qui suit :

B.12	Informations financières historiques clés sélectionnées :		
	En relation avec BNPP B.V. :		
	Données Financières Annuelles Comparées - En EUR		
		31/12/2018 (auditées)	31/12/2017 (auditées)
	Produit Net Bancaire	439.645	431.472
	Résultat Net, part du Groupe	27.415	26.940
Total du bilan	56.232.644.939	50.839.146.900	
Capitaux propres (part du Groupe)	542.654	515.239	

- (ii) le tableau intitulé "**Données Financières Annuelles Comparées :**" en-dessous de l'intitulé "**En relation avec BP2F :**" est supprimé et remplacé par ce qui suit :

B.12	Informations financières historiques clés sélectionnées :		
	En relation avec BP2F :		
	Données Financières Annuelles Comparées :		
		31/12/2018 (auditées)	31/12/2017 (auditées)
	EUR	EUR	
Postes sélectionnés du Bilan			

<i>Actif</i>		
Actifs immobilisés financiers	3.118.539.413,47	3.845.158.426,14
Actifs courants (Montants dus par des entreprises affiliées venant à échéance à moins d'un an)	23.312.334,31	42.240.306,68
Total de l'actif	3.235.180.718,17	3.991.551.995,45
<i>Passif</i>		
Capital et réserves	4.764.652,04	4.494.998,60
Prêts non-convertibles		
- à moins d'un an	347.825.124,49	572.204.465,24
- à plus d'un an	2.795.737.607,40	3.255.727.220,40
Compte de Résultat : postes sélectionnés		
Produits d'autres investissements et prêts constituant une partie des actifs immobilisés	48.387.952,49	63.937.668,66
Autres produits d'intérêts et revenus similaires	289.995.307,83	256.115.719,57
Intérêts dus et autres charges financières	-309.133.146,22	-296.491.611,18
Bénéfice de l'exercice	819.653,45	470.996,77

- (iii) le second paragraphe sous l'intitulé "*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif*" est supprimé et remplacé par ce qui suit :

B.12	<p><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></p> <p>Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPP B.V. ou BP2F depuis le 31 décembre 2018 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés) et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP B.V ou BP2F depuis le 31 décembre 2018 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés).</p>
-------------	---

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

B.13	Evénements impactant la solvabilité de l'Emetteur	Sans objet, 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 31 décembre 2018.
-------------	---	--

(c) Dans l'Elément B.14, les deuxième, troisième quatrième, cinquième et sixième paragraphes sont supprimés et remplacés par ce qui suit :

B.14	Dépendance à l'égard d'autres entités du groupe	<p>En avril 2004 est entrée en fonctionnement la co-entreprise « BNP Paribas Partners for Innovation » (BP²I) qui, constituée avec IBM France fin 2003, délivre des services d'infrastructure de production informatique pour BNP Paribas SA et plusieurs de ses filiales françaises (BNP Paribas Personal Finance, BP2S, BNP Paribas Cardif...) ou européennes (Suisse, Italie). Le dispositif contractuel avec IBM France a été successivement prorogé d'année en année jusqu'à fin 2021, puis prorogé sur une durée de 5 ans soit fin 2026, notamment pour y intégrer les services Cloud d'IBM.</p> <p>BP²I est placée sous le contrôle opérationnel d'IBM France ; BNP Paribas exerce une forte influence sur cette entité qu'elle détient à parts égales avec IBM France : les personnels de BNP Paribas mis à disposition de BP²I composent la moitié de son effectif permanent, les bâtiments et centres de traitement sont la propriété du Groupe, la gouvernance mise en œuvre garantit contractuellement à BNP Paribas une surveillance du dispositif et sa réintégration au sein du Groupe si nécessaire.</p> <p>IBM Luxembourg assure les services d'infrastructures et de production informatique pour une partie des entités de BNP Paribas Luxembourg.</p> <p>La production informatique de BancWest est assurée par un fournisseur externe : Fidelity Information Services. La production informatique de Cofinoga est assurée par IBM Services.</p>
-------------	---	---

(d) Le premier paragraphe de l'Elément B.17 est supprimé et remplacé par ce qui suit :

B.17	Notations de crédit sollicitées	La notation de crédit à long terme de BNPP B.V. est : A+ avec une perspective stable (S&P Global Ratings Europe Limited) et la notation de crédit à court terme de BNPP B.V. est A-1 (S&P Global Ratings Europe Limited).
-------------	---------------------------------	---

(e) Dans l'Elément B.19/12 :

(i) le nouveau tableau suivant est inséré immédiatement après le tableau intitulé "**Données Financières Annuelles Comparées – En EUR**" (ajouté au Prospectus de Base en vertu du Cinquième Supplément) sous l'intitulé "**En relation avec BNPP :**" et immédiatement au-dessus de l'intitulé "**En relation avec BNPPF :**"

B.19/ B.12	Informations financières historiques clés sélectionnées :		
	En relation avec BNPP :		
	Données Financières Intermédiaires Comparées pour la période de trois mois se terminant le 31 mars 2019 – En millions d'EUR		
		1T19*	1T18
		(non auditées)	(non auditées)
	Produit Net Bancaire	11.144	10.798
	Coût du Risque	(769)	(615)
	Résultat Net, part du Groupe	1.918	1.567
		31/03/2019*	31/12/2018
	Ratio Common equity Tier 1 (Bâle 3 pleinement applicable, CRD4)	11,7%	11,8%
		31/03/2019*	31/12/2018
		(non auditées)	(auditées)
	Total du bilan consolidé	2.284.496	2.040.836
	Total des prêts et créances sur la clientèle consolidé	783.273	765.871
Total des dettes envers la clientèle consolidé	826.100	796.548	
Capitaux Propres (part du Groupe)	105.339	101.467	
* Les chiffres au 31 mars 2019 intègrent les dispositions de la nouvelle norme comptable IFRS 16. L'impact de la première application de la nouvelle norme comptable IFRS 16 (« Leasing ») au 1 ^{er} janvier 2019 était d'environ -10 pb sur le ratio Common Equity Tier 1 Bâle 3.			

- (ii) les tableaux intitulés "**Données Financières Annuelles Comparées – En millions d'EUR**" et "**Données Financière Intermédiaire Comparées pour la période de six mois se terminant le 30 juin 2018 – En EUR**" (ajouté au Prospectus de Base en vertu du Second Supplément) sous l'intitulé "**En relation avec BNPPF :**" et immédiatement au-dessus de l'intitulé "**Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif**" sont supprimés et remplacés par ce qui suit :

B.19/ B.12	Informations financières historiques clés sélectionnées :		
	En relation avec BNPPF :		
	Données Financières Annuelles Comparées Consolidées – En millions d'EUR		
		31/12/2018	31/12/2017
		(auditées)	(auditées)
	Produit Net Bancaire	8.057	8.119
	Coût du Risque	(395)	(338)
	Résultat net	2.345	2.373
	Résultat Net attribuable aux actionnaires	1.932	1.897
	Total du bilan consolidé	291.320	277.646
	Capitaux Propres	22.274	22.764
	Total des prêts et créances sur la clientèle consolidé	179.267	175.425
	Total des dettes envers la clientèle consolidé	174.389	166.927
	Fonds propres Tier 1	19.685	21.818
Coefficient de solvabilité Tier 1	14,2%	15,6%	
Fonds propres totaux	22.472	23.658	
Coefficient de solvabilité total	16,3%	16,9%	

- (iii) le troisième paragraphe sous l'intitulé "**Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif**" est supprimé et remplacé par ce qui suit :

B.19/B.12	<p><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></p> <p>Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPPF depuis le 31 décembre 2018 (date de clôture de la dernière période comptable pour laquelle des états financiers ont été publiés) et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPPF depuis le 31 décembre 2018 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés).</p>
------------------	---

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

B.19/B.13	Evénements impactant la solvabilité de l'Emetteur	Sans objet, à la connaissance du Garant concerné, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité du Garant concerné depuis le 31 décembre 2018.
------------------	---	--

(g) Les deux premiers paragraphes de l'Elément B.19/B.17 sont supprimés et remplacés par ce qui suit :

B.19/B.17	Notations de crédit sollicitées	<p>Les notations de crédit à long terme de BNPP sont : A+ avec une perspective stable (S&P Global Ratings Europe Limited), Aa3 avec une perspective stable (Moody's Investors Service Ltd.), A+ avec une perspective stable (Fitch France S.A.S.) et AA (<i>low</i>) avec une perspective stable (DBRS Limited) et les notations de crédit à court terme de BNPP sont : A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's Investors Service Ltd.), F1 (Fitch France S.A.S.) et R-1 (<i>middle</i>) (DBRS Limited).</p> <p>Les notations de crédit à long terme de BNPPF sont : A+ avec une perspective stable (S&P Global Ratings Europe Limited), A2 avec une perspective stable (Moody's France SAS) et A+ avec une perspective stable (Fitch Ratings Limited) et les notations de crédit à court terme de BNPPF sont : A-1 (S&P Global Ratings Europe Limited), P-1 (Moody's France SAS) et F1 (Fitch Ratings Limited).</p>
------------------	---------------------------------	--

(h) L'Elément B.22 est supprimé et remplacé par ce qui suit :

B.22	Déclaration concernant l'absence d'entrée en activité et d'élaboration des états financiers	Sans objet, dans la mesure où BNPP B.V. a déjà commencé ses activités et a publié les états financiers audités pour les années clôturées le 31 décembre 2017 et le 31 décembre 2018.
-------------	---	--

- (i) L'Elément B.24 est supprimé et remplacé par ce qui suit :

B.24	Description de toute détérioration significative des perspectives de l'Emetteur depuis la date de ses derniers états financiers vérifiés et publiés	Sans objet dans la mesure où aucune détérioration significative n'est intervenue dans la situation financière de l'Emetteur ou ses perspectives depuis le 31 décembre 2018.
-------------	---	---

- (j) Le paragraphe sous le sous-titre "*Risque de Crédit*" sous l'intitulé "**BNPP B.V.**" de l'Elément D.2 est supprimé et remplacé par ce qui suit :

D.2	Principaux risques propres aux Emetteurs et aux Garants	BNPP B.V. est exposé à une concentration de risque de crédit significative étant donné que tous les contrats financiers de gré à gré sont conclus avec sa maison-mère et d'autres entités du Groupe BNPP. Prenant en compte l'objectif et les activités de BNPP B.V. et le fait que sa maison-mère soit sous la supervision de la Banque Centrale Européenne et de l'Autorité de contrôle prudentiel et de résolution, la direction considère ces risques comme acceptables. La dette senior à long terme de BNP Paribas est notée (A+) par Standard & Poor's et (Aa3) par Moody's.
------------	---	---

2. Le "Modèle de Résumé du Programme Spécifique à l'Emission en relation avec le Prospectus de Base" figurant aux pages 212 à 290 du Prospectus de Base est modifié comme suit:

- (a) Dans l'Elément B.12 :

- (i) les tableaux intitulés "**Données Financières Annuelles Comparées – En EUR**" et "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2018 – En EUR**" (ajouté au Prospectus de Base en vertu du Second Supplément) sous l'intitulé "[A insérer si BNPP B.V. est l'Emetteur :]" et immédiatement au-dessus de l'intitulé "[A insérer si BP2F est l'Emetteur :]" sont supprimés et remplacés par ce qui suit :

B.12	Informations financières historiques clés sélectionnées :		
	[A insérer si BNPP B.V. est l'Emetteur :		
	Données Financières Annuelles Comparées - En EUR		
		31/12/2018 (auditées)	31/12/2017 (auditées)
	Produit Net Bancaire	439.645	431.472
	Résultat Net, part du Groupe	27.415	26.940

	Total du bilan	56.232.644.939	50.839.146.900
	Capitaux propres (part du Groupe)	542.654	515.239]

- (ii) le tableau intitulé "**Données Financières Annuelles Comparées:**" en-dessous de l'intitulé "[A insérer si BP2F est l'Emetteur :]" est supprimé et remplacé par ce qui suit :

B.12	Informations financières historiques clés sélectionnées :		
	[A insérer si BP2F est l'Emetteur :		
	Données Financières Annuelles Comparées – En EUR		
		31/12/2018 (auditées)	31/12/2017 (auditées)
		EUR	EUR
	Postes sélectionnés du Bilan		
	<i>Actif</i>		
	Actifs immobilisés financiers	3.118.539.413,47	3.845.158.426,14
	Actifs courants (Montants dus par des entreprises affiliées venant à échéance à moins d'un an)	23.312.334,31	42.240.306,68
	Total de l'actif	3.235.180.718,17	3.991.551.995,45
	<i>Passif</i>		
	Capital et réserves	4.764.652,04	4.494.998,60
	Prêts non-convertibles		
	- à moins d'un an	347.825.124,49	572.204.465,24
- à plus d'un an	2.795.737.607,40	3.255.727.220,40	
Compte de Résultat : postes sélectionnés			

Produits d'autres investissements et prêts constituant une partie des actifs immobilisés	48.387.952,49	63.937.668,66
Autres produits d'intérêts et revenus similaires	289.995.307,83	256.115.719,57
Intérêts dus et autres charges financières	-309.133.146,22	-296.491.611,18
Bénéfice de l'exercice	819.653,45	470.996,77]

- (iii) le deuxième paragraphe sous l'intitulé "*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif*" est supprimé et remplacé par ce qui suit :

B.12	<p><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></p> <p>[A insérer si BNPP B.V. est l'Emetteur : Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPP B.V. depuis le 31 décembre 2018 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés) et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPP B.V. depuis le 31 décembre 2018 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés).]</p> <p>[A insérer si BP2F est l'Emetteur : Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BP2F depuis le 31 décembre 2018 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés) et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BP2F depuis le 31 décembre 2018 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés).]</p>
-------------	--

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

B.13	<p>Evénements impactant la solvabilité de l'Emetteur</p> <p>[Sans objet, 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 31 décembre 2018.]][Préciser tout événement récent présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur.]</p>
-------------	--

(c) Le premier paragraphe de l'Elément B.17 est supprimé et remplacé par ce qui suit :

B.17	Notations de crédit sollicitées	[Insérer si BNPP B.V. est l'Emetteur : La notation de crédit à long terme de BNPP B.V. est : A+ avec une perspective stable (S&P Global Ratings Europe Limited) et la notation de crédit à court terme de BNPP B.V. est : A-1 (S&P Global Ratings Europe Limited).]
-------------	---------------------------------	---

(d) Dans l'Elément B.19/12:

(i) le nouveau tableau suivant est inséré immédiatement après le tableau intitulé "**Données Financières Annuelles Comparées – En EUR**" (ajouté au Prospectus de Base en vertu du Cinquième Supplément) sous l'intitulé "[A insérer si BNPP est le Garant :]" et immédiatement au-dessus de l'intitulé "[A insérer si BNPPF est le Garant :]"

B.19/ B.12	Informations financières historiques clés sélectionnées :		
	[A insérer si BNPP est le Garant :		
	Données Financières Intermédiaires Comparées pour la période de trois mois se terminant le 31 mars 2019 – En millions d'EUR		
		1T19*	1T18 (non auditées)
		(non auditées)	
	Produit Net Bancaire	11.144	10.798
	Coût du Risque	(769)	(615)
	Résultat Net, part du Groupe	1.918	1.567
		31/03/2019*	31/12/2018
	Ratio Common equity Tier 1 (Bâle 3 pleinement applicable, CRD4)	11,7%	11,8%
		31/03/2019*	31/12/2018
		(non auditées)	(auditées)
	Total du bilan consolidé	2.284.496	2.040.836
	Total des prêts et créances sur la clientèle consolidé	783.273	765.871
	Total des dettes envers la clientèle consolidé	826.100	796.548
Capitaux Propres (part du Groupe)	105.339	101.467	
* Les chiffres au 31 mars 2019 intègrent les dispositions de la nouvelle norme comptable IFRS 16. L'impact de la première application de la nouvelle norme comptable IFRS 16 (« Leasing ») au 1 ^{er} janvier 2019 était d'environ -10 pb sur le ratio Common Equity Tier 1 Bâle 3.]			

(ii) les tableaux intitulés "**Données Financières Annuelles Comparées - En millions d'EUR**" et "**Données Financière Intermédiaires Comparées pour la période de six mois se**

terminant le 30 juin 2018 – En EUR" (ajouté au Prospectus de Base en vertu du Second Supplément) sous l'intitulé "A insérer si BNPPF est le Garant :" et immédiatement au-dessus de l'intitulé "**Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif**" sont supprimés et remplacés par ce qui suit :

B.19/ B.12	Informations financières historiques clés sélectionnées :		
	[A insérer si BNPPF est le Garant :		
	Données Financières Annuelles Comparées Consolidées – En millions d'EUR		
		31/12/2018	31/12/2017
		(auditées)	(auditées)
	Produit Net Bancaire	8.057	8.119
	Coût du Risque	(395)	(338)
	Résultat net	2.345	2.373
	Résultat Net attribuable aux actionnaires	1.932	1.897
	Total du bilan consolidé	291.320	277.646
	Capitaux Propres	22.274	22.764
	Total des prêts et créances sur la clientèle consolidé	179.267	175.425
	Total des dettes envers la clientèle consolidé	174.389	166.927
	Fonds propres Tier 1	19.685	21.818
Coefficient de solvabilité Tier 1	14,2%	15,6%	
Fonds propres totaux	22.472	23.658	
Coefficient de solvabilité total	16,3%	16,9%]	

- (iii) le troisième paragraphe sous l'intitulé "**Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif**" est supprimé et remplacé par ce qui suit :

B.19/B.12	<p>[A insérer si BNPPF est le Garant :</p> <p>Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale de BNPPF depuis le 31 décembre 2018 (date de clôture de la dernière période comptable pour laquelle des états financiers ont été publiés) et il ne s'est produit aucun changement défavorable significatif dans les perspectives de BNPPF depuis le 31 décembre 2018 (date de clôture de la dernière période comptable pour laquelle des états financiers audités ont été publiés).]</p>
------------------	--

(e) L'Elément B.19/B.13 est entièrement supprimé et remplacé par ce qui suit :

B.19/B.13	Evénements impactant la solvabilité de l'Emetteur	<p>[Sans objet à la connaissance du Garant, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité du Garant depuis le 31 décembre 2018.]</p> <p><i>[Préciser tout événement récent présentant un intérêt significatif pour l'évaluation de la solvabilité du Garant.]</i></p>
------------------	---	---

(f) Dans l'Elément B.14, les deuxième, troisième, quatrième, cinquième et sixième paragraphes sont supprimés et remplacés par ce qui suit :

B.19/B.14	Dépendance à l'égard d'autres entités du groupe	<p>En avril 2004 est entrée en fonctionnement la co-entreprise « BNP Paribas Partners for Innovation » (BP²I) qui, constituée avec IBM France fin 2003, délivre des services d'infrastructure de production informatique pour BNP Paribas SA et plusieurs de ses filiales françaises (BNP Paribas Personal Finance, BP2S, BNP Paribas Cardif...) ou européennes (Suisse, Italie). Le dispositif contractuel avec IBM France a été successivement prorogé d'année en année jusqu'à fin 2021, puis prorogé sur une durée de 5 ans soit fin 2026, notamment pour y intégrer les services Cloud d'IBM.</p> <p>BP²I est placée sous le contrôle opérationnel d'IBM France ; BNP Paribas exerce une forte influence sur cette entité qu'elle détient à parts égales avec IBM France : les personnels de BNP Paribas mis à disposition de BP²I composent la moitié de son effectif permanent, les bâtiments et centres de traitement sont la propriété du Groupe, la gouvernance mise en œuvre garantit contractuellement à BNP Paribas une surveillance du dispositif et sa réintégration au sein du Groupe si nécessaire.</p> <p>IBM Luxembourg assure les services d'infrastructures et de production informatique pour une partie des entités de BNP Paribas Luxembourg.</p> <p>La production informatique de BancWest est assurée par un fournisseur externe : Fidelity Information Services. La production informatique de Cofinoga est assurée par IBM Services.]</p>
------------------	---	--

- (g) Les deux premiers paragraphes de l'Elément B.19/B.17 sont supprimés et remplacés par ce qui suit :

B.19/B.17	Notations de crédit sollicitées	<p>[Insérer si BNPP est le Garant : Les notations de crédit à long terme de BNPP sont : [A+ avec une perspective stable (S&P Global Ratings Europe Limited)], [Aa3 avec une perspective stable (Moody's Investors Service Ltd.)], [A+ avec une perspective stable (Fitch France S.A.S.)] et [AA (<i>low</i>) avec une perspective stable (DBRS Limited)] et les notations de crédit à court terme de BNPP sont : [A-1 (S&P Global Ratings Europe Limited)], [P-1 (Moody's Investors Service Ltd.)], [F1 (Fitch France S.A.S.)] et [R-1 (<i>middle</i>) (DBRS Limited)].]</p> <p>[Insérer si BNPPF est le Garant : Les notations de crédit à long terme de BNPPF sont : [A+ avec une perspective stable (S&P Global Ratings Europe Limited)], [A2 avec une perspective stable (Moody's France SAS)] et [A+ avec une perspective stable (Fitch Ratings Limited)] et les notations de crédit à court terme de BNPPF sont : [A-1 (S&P Global Ratings Europe Limited)], [P-1 (Moody's France SAS)] et [F1 (Fitch Ratings Limited)].]</p>
------------------	---------------------------------	---

- (h) L'Elément B.22 est supprimé et remplacé par ce qui suit :

[B.22	Déclaration concernant l'absence d'entrée en activité et d'élaboration des états financiers	Sans objet, dans la mesure où BNPP B.V. a déjà commencé ses activités et a publié les états financiers audités pour les années clôturées le 31 décembre 2017 et le 31 décembre 2018.] [A insérer lorsque les Titres sont des Titres Reconditionnés de Valeur Nominale]
--------------	---	--

- (i) L'Elément B.24 est supprimé et remplacé par ce qui suit :

[B.24	Description de toute détérioration significative des perspectives de l'Emetteur depuis la date de ses derniers états financiers vérifiés et publiés	Sans objet dans la mesure où aucune détérioration significative n'est intervenue dans la situation financière de BNPP B.V. ou ses perspectives depuis le 31 décembre 2018.] [A insérer lorsque les Titres sont des Titres Reconditionnés de Valeur Nominale]
--------------	---	--

- (j) Le paragraphe sous le sous-titre "*Risque de Crédit*" sous l'intitulé "[A insérer lorsque BNPP B.V. est l'Emetteur :]" de l'Elément D.2 est supprimé et remplacé par ce qui suit :

D.2	Principaux risques propres aux Emetteurs et aux Garants	BNPP B.V. est exposé à une concentration de risque de crédit significative étant donné que tous les contrats financiers de gré à gré sont conclus avec sa maison-mère et d'autres entités du Groupe BNPP. Prenant en compte l'objectif et les activités de BNPP B.V. et le fait que sa maison-mère soit sous la supervision de la Banque Centrale Européenne et de l'Autorité de contrôle prudentiel et de résolution, la direction considère ces risques comme acceptables. La dette senior à long terme de BNP Paribas est notée (A+) par Standard & Poor's et (Aa3) par Moody's.
------------	---	---

AMENDMENTS TO THE RISKS SECTION

The "Risks" section on pages 291 to 395 of the Base Prospectus is amended as follows:

- (a) the first paragraph under the heading "**Risks Relating to BNPP and its Industry**" on page 291 of the Base Prospectus (as amended by virtue of the Fifth Supplement) is deleted and replaced with the following:

"See "Risk Factors" under Chapter 5 on pages 287 to 295 of the BNPP 2018 Registration Document (in English) and pages 73 and 77 of the First Update to the BNPP 2018 Registration Document (in English) (each, as defined below), each of which is incorporated by reference in this document."; and

- (b) the paragraph under the sub-heading "*Credit risk*" under the heading "**Risk Factors Relating to BNPP B.V.**" on page 305 of the Base Prospectus is deleted and replaced with the following:

"BNPP B.V. has significant concentration of credit risks as all OTC contracts are acquired from its parent company and other BNPP Group entities. Taking into consideration the objective and activities of BNPP B.V. and the fact that its parent company is under supervision of the European Central Bank and the *Autorité de Contrôle Prudentiel et de Résolution* management considers these risks as acceptable. The long term senior debt of BNP Paribas is rated (A+) by Standard & Poor's and (Aa3) by Moody's."

DOCUMENTS INCORPORATED BY REFERENCE

BNPP's *Actualisation du Document de référence* (in English) (the "**First Update to the BNPP 2018 Registration Document (in English)**") has been filed with the AMF on 2 May 2019 and, for the purposes of the Prospectus Directive and, by virtue of this Sixth Supplement, is incorporated in, and forms part of, the Base Prospectus, as amended by the Previous Supplements.

The "**DOCUMENTS INCORPORATED BY REFERENCE**" section on pages 401 to 413 of the Base Prospectus is updated as follows:

- (a) the word "and" at the end of paragraph (t) is deleted;
- (b) the "," at the end of paragraph (u) is deleted;
- (c) the following new paragraphs (v), (w), (x), (y) and (z) are added under paragraph (u) (as amended):
 - "(v) BNPP's *Actualisation du Document de référence déposée auprès de l'AMF le 2 mai 2019* (in English) with filing number D.19-0114-A01 (the "**First Update to the BNPP 2018 Registration Document (in English)**")";
 - (w) the statutory annual report for 2018 (the "**2018 BNPP B.V. Annual Report**"), which includes the audited annual non-consolidated financial statements of BNPP B.V. as at, and for, the year ended 31 December 2018 (the "**BNPP B.V. 2018 Financial Statements**");
 - (x) the 2018 audited annual accounts of BP2F (the "**2018 BP2F Audited Annual Accounts**") including in particular the financial statements of BP2F for the year ended 31 December 2018;
 - (y) the cash flow statements of BP2F for the year ended 31 December 2018 and the audit report thereon issued by Deloitte S.à.r.l. as independent auditor (*réviseur d'entreprises*) and as approved independent auditor (*réviseur d'entreprises agréé*) (the "**BP2F 2018 Cash Flow Statements**"); and
 - (z) the 2018 annual report of BNPPF including in particular the audited annual financial statements of BNPPF (including the unqualified statutory auditor's report of the joint statutory auditors on the consolidated financial statements for the year ended 31 December 2018 (including their opinion with explanatory paragraphs)) (the "**2018 BNPPF Annual Report**");";
- (d) the following table is inserted immediately following the table entitled "**BNPP 2018 REGISTRATION DOCUMENT (in English)**" (which was added to the Base Prospectus by virtue of the Fifth Supplement) and above the heading "**BNP PARIBAS ISSUANCE B.V.**":

<i>First Update to the BNPP 2018 Registration Document (in English)</i>	
Person responsible	Page 101 of the First Update to the BNPP 2018 Registration Document (in English)
Quarterly financial information	Pages 4 to 72 of the First Update to the BNPP 2018 Registration Document (in English)
Risk factors	Pages 73 and 77 of the First Update to the BNPP 2018 Registration Document (in English)

Remuneration and benefits	Pages 78 to 96 of the First Update to the BNPP 2018 Registration Document (in English)
Legal and arbitration proceedings	Pages 97 and 98 of the First Update to the BNPP 2018 Registration Document (in English)
Documents on display	Page 99 of the First Update to the BNPP 2018 Registration Document (in English)
Significant change in the Issuer's financial or trading position	Page 73 of the First Update to the BNPP 2018 Registration Document (in English)
Additional information	Pages 78 to 99 of the First Update to the BNPP 2018 Registration Document (in English)
Statutory auditors	Page 100 of the First Update to the BNPP 2018 Registration Document (in English)

- (e) the following table is inserted immediately following the table entitled "**BNPP B.V. Interim Financial Statements**" (which was added to the Base Prospectus by virtue of the Second Supplement) and above the heading "**BNP PARIBAS FORTIS SA/NV**":

2018 BNPP B.V. Annual Report	
Managing Director's Report	Pages 3 to 4 of the 2018 BNPP B.V. Annual Report
Balance Sheet at 31 December 2018	Page 5 of the 2018 BNPP B.V. Annual Report
Profit & Loss Account for the year ended 31 December 2018	Page 6 of the 2018 BNPP B.V. Annual Report
Cashflow statement for the year ended 31 December 2018	Page 7 of the 2018 BNPP B.V. Annual Report
Shareholder's equity	Page 8 of the 2018 BNPP B.V. Annual Report
Notes/Other information	Pages 9 to 19 of the 2018 BNPP B.V. Annual Report
Auditor's Report of the Financial Statements of BNPP B.V. for the year ended 31 December 2018	Pages 21 to 24 of the 2018 BNPP B.V. Annual Report

- (f) the following table is inserted immediately following the table entitled "**2017 BP2F Audited Annual Accounts**":

2018 BP2F Audited Annual Accounts	
Report from the Board of Directors	Pages 6 to 20 of the 2018 Audited Annual Accounts
The unqualified auditor's report to the audited annual accounts for the financial year ended 31 December 2018	Pages 1 to 5 of the 2018 Audited Annual Accounts (following the Report from the Board of Directors and the table of contents)
The balance sheet and profit and loss account	Pages 21 and 22 of the 2018 Audited Annual Accounts (following the Report from the Board of Directors and the table of contents)
Notes to the Annual Accounts for the year ended 31 December 2018	Pages 23 to 34 of the 2018 Audited Annual Accounts (following the Report from the Board of Directors and the table of contents)

- (g) the following table is inserted immediately following the table entitled "**BP2F 2018 Cash Flow Statements**":

BP2F 2018 Cash Flow Statements	
Report of the Réviseur d'Enterprises Agréé in accordance with International Standard on Auditing 805	Pages 1 to 2 of the BP2F 2018 Cash Flow Statements
Statement of cash flows for the year ended 31 December 2018	Page 3 of the BP2F 2018 Cash Flow Statements
Notes to the statement of cash flows	Pages 4 to 5 of the BP2F 2018 Cash Flow Statements

- (h) the following table is inserted immediately following the table entitled "**BNPPF Q4 – 2018 Press Release**":

2018 BNPPF Annual Report	
The BNPPF Consolidated Annual Report 2018	Page 9 to 42 of the 2018 BNPPF Annual Report
The audited consolidated profit and loss account of BNPPF for the financial year ended 31 December 2018	Page 45 of the 2018 BNPPF Annual Report
The statement of net income and change in assets and liabilities recognised directly in equity of BNPPF for the financial year ended 31 December 2018	Page 46 of the 2018 BNPPF Annual Report
The balance sheet of BNPPF for the financial year ended 31 December 2018	Page 47 of the 2018 BNPPF Annual Report
The cash flow statement of BNPPF for the financial year ended 31 December 2018	Page 48 of the 2018 BNPPF Annual Report
The statement of changes in shareholders' equity between 1 January 2017 and 31 December 2018	Page 49 of the 2018 BNPPF Annual Report
Notes to the Consolidated Financial Statements 2018	Pages 51 to 170 of the 2018 BNPPF Annual Report

The joint statutory auditor's report to the general shareholder's meeting on the consolidated financial statements of BNPPF as of and for the year ended 31 December 2018 (including their opinion with explanatory paragraphs)	Pages 193 to 202 of the 2018 BNPPF Annual Report
The section headed "Information related to Article 523 of the Belgian companies code" describing decisions of the Board of BNPPF of 9 March 2018	Pages 208 to 209 of the 2018 BNPPF Annual Report

- (g) in the penultimate paragraph, the second sentence is deleted and replaced with the following:
 "Each of the documents incorporated by reference in (d) to (z) above will only be made available by the relevant Issuer or the Guarantor to which such document relates."

AMENDMENTS TO THE DESCRIPTION OF BNPP B.V.

The "Description of BNPP B.V." on pages 1307 to 1310 of the Base Prospectus is amended as follows:

- (a) the second paragraph under the sub-heading "5.1 **Management Board**" under the heading "**Management**" on page 1308 of the Base Prospectus is deleted and replaced with the following:

"On 31 January 2016, BNP Paribas appointed as sole member of the Management Board BNP Paribas Finance B.V., a company established and existing under the laws of The Netherlands, with its registered office at Herengracht 595, 1017 CE Amsterdam, the Netherlands. Edwin Herskovic, Erik Stroet, Folkert van Asma and Geert Lippens as Directors of BNP Paribas Finance B.V. have the power to take all necessary measures in relation to the issue of securities of BNPP B.V."; and

- (b) the information under the heading "**11. Historical Financial Information Concerning BNPP B.V.'s Assets and Liabilities, Financial Position and Profits and Losses**" on pages 1309 and 1310 of the Base Prospectus is deleted and replaced with the following:

"BALANCE SHEET IN SUMMARY (before appropriation of the net result)

	31.12.2018	31.12.2017
	(audited)	(audited)
	EUR	EUR
Financial fixed assets	43,012,673,630	38,797,846,122
Current assets	13,219,971,309	12,041,300,778
TOTAL ASSETS	56,232,644,939	50,839,146,900
Shareholder's equity	542,654	515,239
Long term liabilities	43,012,673,629	38,797,846,122
Current liabilities	13,219,428,656	12,040,785,539
TOTAL EQUITY AND LIABILITIES	56,232,644,939	50,839,146,900

PROFIT AND LOSS ACCOUNT in summary

	2018	2017
	(audited)	(audited)
	EUR	EUR
Income including interest received	439,645	431,472
Costs, including interest paid and the tax charge	412,230	404,532

Profit after taxation	27,415	26,940
------------------------------	---------------	---------------

**CASH FLOW STATEMENT
in summary**

	2018 (audited)	2017 (audited)
	EUR	EUR
Cash flow from operating activities	(153,286)	(133,429)
Cash flow from financing activities	0	0
Increase/Decrease cash at banks	(153,286)	(133,429)
Cash at bank at December 31	65,347	218,633".

AMENDMENTS TO THE DESCRIPTION OF BP2F

The "Description of BP2F" on pages 1312 to 1316 of the Base Prospectus is amended as follows:

- (a) the paragraphs under the sub-headings "*Auditing of historical annual financial information*", "*Age of latest financial information*" and "*Interim and other financial information*" under the heading "**9. Financial information concerning BP2F assets and liabilities, financial position and profits and losses**" on pages 1314 and 1315 of the Base Prospectus is deleted and replaced as follows:

"Auditing of historical annual financial information

The annual accounts of BP2F for the year ended 31 December 2017 have been audited without qualification by Deloitte Audit S.à r.l. as approved independent auditor (*réviseur d'entreprises agréé*) whose registered office is 560, rue de Neudorf, L-2220 Luxembourg who is a member of the Institut des Réviseurs d'Entreprises.

The annual accounts of BP2F for the year ended 31 December 2018 have been audited without qualification by Deloitte Audit S.à r.l. as approved independent auditor (*réviseur d'entreprises agréé*) whose registered office is 560, rue de Neudorf, L-2220 Luxembourg, who is a member of the Institut des Réviseurs d'Entreprises.

The cash flow statements of BP2F for the years ended 31 December 2017 and 31 December 2018 have been audited by Deloitte Audit S.à r.l. as approved independent auditor (*réviseur d'entreprises agréé*) whose registered office is 560, rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg, who is a member of the *Institut des Réviseurs d'Entreprises*.

No other information in this "Description of BP2F" has been audited by the auditor.

Age of latest financial information

The latest audited financial information of BP2F incorporated by reference in this Base Prospectus is the financial information for the financial year ended 31 December 2018.

Interim and other financial information

At or about the end of September 2018, BP2F will publish unaudited interim financial information for the six month period ended 30 June 2019."; and

- (b) The information under the heading "**11. Selected financial information**" on pages 1315 and 1316 of the Base Prospectus is deleted and replaced as follows:

"Selected annual financial information

Extracted without material adjustment from the audited annual accounts of BP2F for the year ended 31 December 2018, which have been prepared in conformity with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts.

31/12/2018

31/12/2017

in EUR

in EUR

Selected items of the Balance Sheet

Assets		
Financial fixed assets	3,118,539,413.47	3,845,158,426.14
Current assets (Amounts owed by affiliated undertakings becoming due and payable within one year)	23,312,334.31	42,240,306.68
Total assets	3,235,180,718.17	3,991,551,995.45
Liabilities		
Capital and reserves	4,764,652.04	4,494,998.60
Non-convertible loans		
- becoming due and payable within one year	347,825,124.49	572,204,465.24
- becoming due and payable after more than one year	2,795,737,607.40	3,255,727,220.40
Charges & Income: selected items		
Income from other investments and loans forming part of the fixed assets	48,387,952.49	63,937,668.66
Other interest receivable and similar income	289,995,307.83	256,115,719.57
Interest payable and similar expenses	-309,133,146.22	-294,491,611.18
Profit for the financial year	819,653.45	470,996.77

The above information for the years ended 31 December 2017 and 31 December 2018 is extracted without material adjustment from, and should be read in conjunction with, the audited annual accounts (including the notes thereto) of BP2F for the year ended 31 December 2018. The audited and approved annual accounts of BP2F for the years ended 31 December 2017 and 31 December 2018 are available free of charge at the registered and principal office of BP2F and are also available on the website of BP2F (www.bp2f.lu).

AMENDMENTS TO THE DESCRIPTION OF BNPPF

The Description of BNPPF on pages 1317 to 1332 of the Base Prospectus is amended by the deletion of the paragraph under the heading "**11. Significant change in BNPPF's financing or trading position**" on page 1332 of the Base Prospectus and its replacement with the following:

"There has been no material adverse change in the prospects of BNPPF since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published).".

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The General Information section on pages 1391 to 1398 of the Base Prospectus is amended as follows:

- (a) the paragraphs under the heading "4. Documents Available" on pages 1391 and 1392 of the Base Prospectus are amended as follows:
- (i) the word "and" at the end of sub-paragraph (xxii) is deleted;
 - (ii) the "." at the end of sub-paragraph (xxiii) is deleted and replaced with ";";
 - (iii) the following new sub-paragraphs (xxiv), (xxv), (xxvi) and (xxvii) are added under sub-paragraph (xxiii):
 - "(xxiv) the First Update to the BNPP 2018 Registration Document (in English);
 - (xxv) the Annual Report of BNPP B.V. for the year ended 31 December 2018;
 - (xxvi) the Audited Annual Accounts of BP2F for the year ended 31 December 2018; and
 - (xxvii) the Annual Report of BNPPF for the year ended 31 December 2018.";
 - (iv) the first sentence in the first paragraph beneath the numbered list is deleted and replaced with the following:

"In the case of (iii), (viii), (xiii), (xiv), (xv), (xvi), (xx), (xxi), (xxii), (xxiv) and (xxv) above, the documents are also available via BNPP's website: www.invest.bnppparibas.com.";
 - (v) the first sentence in the second paragraph beneath the numbered list is deleted and replaced with the following:

"In addition, the constitutional documents of BP2F, the Note Agency Agreement, the BNPPF Guarantee and the documents listed at (v), (vi), (vii) and (xxvi) above are available at the registered office of BP2F and the constitutional documents of BNPPF, the Note Agency Agreement, the BNPPF Guarantee and the documents listed at (v), (xix), (xx), (xxiii) and (xxvii) above are available at the registered office of BNPPF.";
- (b) the second paragraph under the heading "5. Material Adverse Change" on page 1392 of the Base Prospectus is deleted and replaced as follows:
- "There has been no material adverse change in the prospects of BNPP B.V. since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published).";
- (c) the third paragraph under the heading "5. Material Adverse Change" on page 1392 of the Base Prospectus is deleted and replaced as follows:
- "There has been no material adverse change in the prospects of BP2F since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published).";
- (d) the fourth paragraph under the heading "5. Material Adverse Change" on page 1392 of the Base Prospectus is deleted and replaced as follows:

"There has been no material adverse change in the prospects of BNPPF since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published).";

- (e) the first paragraph under the heading "6. Legal and Arbitration Proceedings" on pages 1392 and 1393 of the Base Prospectus is deleted and replaced as follows:

"Save as disclosed on pages 248 and 249 of the BNPP 2018 Registration Document (in English) and pages 97 and 98 of the First Update to the BNPP 2018 Registration Document (in English), there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), during the period covering at least the twelve (12) months prior to the date of this Base Prospectus which may have, or have had in the recent past, significant effects on the Issuer and/or the Group's financial position or profitability.";

- (f) the second paragraph under the heading "7. Significant Change" on page 1393 of the Base Prospectus is deleted and replaced as follows:

"There has been no significant change in the financial or trading position of BNPP B.V. since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published).";

- (g) the third paragraph under the heading "7. Significant Change" on page 1393 of the Base Prospectus is deleted and replaced as follows:

"There has been no significant change in the financial or trading position of BP2F since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published).";

- (h) the fourth paragraph under the heading "7. Significant Change" on page 1393 of the Base Prospectus is deleted and replaced as follows:

"There has been no significant change in the financial or trading position of BNPPF since 31 December 2018 (being the end of the last financial period for which audited financial statements have been published).";

- (i) the last paragraph under the sub-heading "*BNPP B.V.*" under the heading "12. Auditors" on pages 1394 to 1396 of the Base Prospectus is deleted and replaced as follows:

"The financial statements of BNPP B.V. for the years ending 31 December 2017 and 31 December 2018 have been audited without qualification by Mazars Accountants N.V.";

- (j) the first and second paragraphs under the sub-heading "*BNPPF*" under the heading "12. Auditors" on pages 1394 to 1396 of the Base Prospectus are deleted and replaced as follows:

"The financial statements for the year ending 31 December 2017 of BNPPF have been audited by PricewaterhouseCoopers Reviseurs d'Entreprises S.C.C.R.L., represented by Damien Walgrave, Partner, Woluwedal 18, B 1932 Sint-Stevens Woluwe, Brussels, and Deloitte Reviseurs d'Entreprises SC sous forme d'une S.C.R.L., represented by Yves Dehogne and Bernard de Meulemeester, Partners, Gateway Building, Luchtavan Nationaal 1J, 1930, Zaventem, in accordance with the laws of Belgium. An unqualified opinion on the consolidated financial statements with an explanatory paragraph has been issued on 4 April 2017. All are members of the Instituut der Bedrijfsrevisoren/Institut des Reviseurs d'Enterprises.

The financial statements for the year ending 31 December 2018 of BNPPF have been audited by PricewaterhouseCoopers Reviseurs d'Entreprises S.C.C.R.L., represented by Damien Walgrave,

Partner, Woluwedal 18, B 1932 Sint-Stevens Woluwe, Brussels, and Deloitte Reviseurs d'Entreprises SC sous forme d'une S.C.R.L., represented by Yves Dehogne and Bernard de Meulemeester, Partners, Gateway Building, Luchtavan Nationaal 1J, 1930, Zaventem, in accordance with the laws of Belgium. An unqualified opinion on the consolidated financial statements with an explanatory paragraph has been issued on 3 April 2018. All are members of the Instituut der Bedrijfsrevisoren/Institut des Reviseurs d'Enterprises.";

- (k) references to "31 December 2016" and "31 December 2017" are replaced with references to "31 December 2017" and "31 December 2018", respectively, in the three paragraphs under the sub-heading "*BP2F*" under the heading "12. Auditors" on pages 1394 to 1396 of the Base Prospectus;
- (l) the last four paragraphs under the heading "16. Dependence of BNPP upon other members of the BNPP Group" on page 1397 of the Base Prospectus are deleted and replaced with the following:

"In April 2004, BNP Paribas SA began outsourcing IT Infrastructure Management Services to the BNP Paribas Partners for Innovation ("**BP²I**") joint venture set up with IBM France at the end of 2003. BP²I provides IT Infrastructure Management Services for BNP Paribas SA and several BNP Paribas subsidiaries in France (including BNP Paribas Personal Finance, BP2S, and BNP Paribas Cardif) Switzerland and Italy. The contractual arrangement with IBM France was successively extended from year to year until the end of 2021, and then extended for a period of 5 years (i.e. to the end of 2026) in particular to integrate the IBM cloud services.

BP²I is under the operational control of IBM France. BNP Paribas has a strong influence over this entity, which is 50/50 owned with IBM France. The BNP Paribas staff made available to BP²I make up half of that entity's permanent staff. Its buildings and processing centres are the property of the BNPP Group, and the governance in place provides BNP Paribas with the contractual right to monitor the entity and bring it back into the BNPP Group if necessary.

IBM Luxembourg is responsible for infrastructure and data production services for some of the BNP Paribas Luxembourg entities.

BancWest's data processing operations are outsourced to Fidelity Information Services. Cofinoga France's data processing operation is outsourced to IBM Services."; and

- (m) the table under the heading "17. Capitalization of BNPP and the BNP Paribas Group" on pages 1397 and 1398 of the Base Prospectus is deleted and replaced with the following:

The following table⁽¹⁾ sets out the consolidated capitalization and medium to long term indebtedness (of which the unexpired term to maturity is more than one year) of the Group as of 31 March 2019 using the Group's accounting method and as of 31 December 2018 using the Group's prudential scope of consolidation.

BNP Paribas consolidated capitalization and medium and long term debt indebtedness over one year		
In Millions of Euros	31 March 2019 (unaudited)	31 December 2018 (audited)
Senior preferred debt at fair value through profit or loss	41,293	37,516
Senior preferred debt at amortised cost	48,351	48,223
Total Senior Preferred Debt	89,644	85,739
Senior non preferred debt at amortised cost	32,539	23,549

Total Senior Non Preferred Debt	32,539	23,549
Redeemable subordinated debt at amortised cost	15,591	14,929
Undated subordinated notes at amortised cost	522	516
Undated participating subordinated notes at amortised cost	225	225
Redeemable subordinated debt at fair value through profit or loss	58	118
Perpetual subordinated debt at fair value through profit or loss ⁽²⁾	669	669
Preferred shares and equivalent instruments	9,565	8,240
Total Subordinated Debt	26,630	24,697
Issued Capital	2,500	2,500
Additional paid-in capital	24,524	24,537
Retained earnings	62,724	61,928
Unrealized or deferred gains and losses attributable to shareholders	1,361	503
Total Shareholders' Equity and Equivalents (net of proposed dividends)	91,109	89,468
Minority Interests (net of proposed dividends)	4,253	4,049
Total Capitalization and Medium Long Term Debt Indebtedness	244,174	227,502
<p>⁽¹⁾ The table of capitalization has been presented using the prudential scope of consolidation from 30 September 2018 (the BNPP Group had previously presented is consolidated capitalization and medium-to-long term indebtedness using the accounting scope of consolidation). As stated in Pillar 3 of the BNPP 2018 Registration Document (in English), the material differences between the prudential scope of consolidation and the accounting scope of consolidation are as follows:</p> <ul style="list-style-type: none"> - insurance companies (primarily BNP Paribas Cardif and its subsidiaries) that are fully consolidated within the accounting scope are accounted for under the equity method in the prudential scope of consolidation; - jointly controlled entities (mainly UCI Group entities and Bpost banque) are accounted for under the equity method in the accounting scope of consolidation and under the proportional consolidation method in the prudential scope of consolidation. <p>⁽²⁾ As of 31 March 2019, EUR 205 million of subordinated debt is eligible as Tier 1 capital. EUR 205 million of subordinated debt was eligible as of 30 December 2018.</p>		

RESPONSIBILITY STATEMENT

I hereby certify on behalf of BNPP, BNPP B.V., BP2F and BNPPF having taken all reasonable care to ensure that such is the case that, to the best of my knowledge, the information contained in this Sixth Supplement is in accordance with the facts and contains no omission likely to affect its import.

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Represented by Michel Konczaty
in his capacity as Deputy Chief Operating Officer

Dated 24 May 2019

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 212-31 to 212-33, the AMF has granted to this Sixth Supplement the visa n° 19-225 on 24 May 2019. This Sixth Supplement has been prepared by BNPP, BNPP B.V., BP2F and BNPPF and BNPP's signatories assume responsibility for it on behalf of BNPP, BNPP B.V., BP2F and BNPPF, provided that (i) BNPP B.V., BP2F and BNPPF accept no responsibility for the information contained in the First Update to the BNPP 2018 Registration Document (in English) and the updated disclosure in respect of BNPP, (ii) BNPP and BP2F accept no responsibility for the information contained in the 2018 BNPP B.V. Annual Report and the updated disclosure in respect of BNPP B.V., (iii) BNPP and BNPP B.V. accept no responsibility for the information contained in the 2018 BP2F Annual Audited Accounts and the updated disclosure in respect of BP2F and (iv) BNPP, BNPP B.V. and BP2F accept no responsibility for the information contained in the 2018 BNPPF Annual Report and the updated disclosure in respect of BNPPF. 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". The *visa* does not imply that the AMF has verified the accounting and financial data set out in this Sixth Supplement and it does not mean that any financial transactions that may be issued pursuant to the Base Prospectus have been granted approval by the AMF. 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.