

**SECOND SUPPLEMENT DATED 12 AUGUST 2013
TO THE NOTE, WARRANT AND CERTIFICATE PROGRAMME BASE PROSPECTUS
DATED 3 JUNE 2013**



BNP PARIBAS

BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

BNP Paribas Fortis Funding

(incorporated in Luxembourg)

(as Issuer)

BNP Paribas Fortis SA/NV

(incorporated in Belgium)

(as Guarantor)

BGL BNP Paribas

(incorporated in Luxembourg)

(as Issuer)

Note, Warrant and Certificate Programme

This second supplement (the **Second Supplement**) is supplemental to, and should be read in conjunction with the base prospectus (the **Base Prospectus**) dated 3 June 2013 and with the first supplement to the Base Prospectus dated 24 July 2013 (the **First Supplement**) in relation to the Note, Warrant and Certificate Programme of BNP Paribas Arbitrage Issuance B.V. (**BNPP B.V.**), BNP Paribas (**BNPP**), BNP Paribas Fortis Funding (**BP2F**), BNP Paribas Fortis SA/NV (**BNPPF**) and BGL BNP Paribas (**BGL**) (the **Programme**).

The Base Prospectus constitutes a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC as amended by Directive 2010/73/EU (the "**Prospectus Directive**"). The *Autorité des Marchés Financiers* (the "**AMF**") granted visa no. 13-259 on 3 June 2013 in respect of the Base Prospectus and visa no. 13-416 on 24 July 2013 in respect of the First Supplement. Application has been made for approval of this Second Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France.

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

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

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

This Second Supplement has been prepared in accordance with Article 16.1 of the Prospectus Directive to the extent that such amendments have been implemented in the relevant Member State of the European Economic Area, and pursuant to Article 212-25 of the AMF's *Règlement Général*, for the purposes of giving information which is additional to the information already contained or incorporated by reference in the Base Prospectus.

This Second Supplement has been prepared for the purposes of incorporating by reference the *Actualisation du Document de Référence 2012 et rapport financier semestriel déposée auprès de l'AMF le 2 août 2013* in English (the “**Second Update to the 2012 Registration Document**”).

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Securities to the public, investors who have already agreed to purchase or subscribe for Securities before this Second Supplement is published have the right, exercisable within two working days after the publication of this Second Supplement, i.e. until 14 August 2013, to withdraw their acceptances.

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DOCUMENTS INCORPORATED BY REFERENCE

BNP Paribas (the “**Issuer**”) has filed its *Actualisation du Document de Référence 2012 et rapport financier semestriel déposée auprès de l’AMF le 2 août 2013* comprising (i) the half year management report of the Issuer and (ii) the financial information as at 30 June 2013 of the Issuer.

A copy of an English translation of the Issuer’s *Actualisation du Document de Référence 2012 et rapport financier semestriel déposée auprès de l’AMF le 2 août 2013* (the “**Second Update to the 2012 Registration Document**”) is, by virtue of this Second Supplement incorporated in, and forms part of, the Base Prospectus except the section entitled “Person Responsible for the Update to the Registration Document” and the reference to a completion letter (*lettre de fin de travaux*).

The section “Documents incorporated by reference” in the Base Prospectus is updated accordingly as follows:

(i) a paragraph (o) is added under the paragraph (n) on page 148 of the Base Prospectus as follows: “the *Actualisation du Document de Référence 2012 et rapport financier semestriel déposée auprès de l’AMF le 2 août 2013* sous le numéro D. 13-115-A02 in English (the “**Second Update to the 2012 Registration Document**”) except the section entitled “Person Responsible for the Update to the Registration Document” and the reference to a completion letter (*lettre de fin de travaux*).” .

(ii) the following table is deemed to be added on page 150 of the Base Prospectus immediately following the table entitled "2012 BNPP Registration Document":

Information incorporated by Reference	Reference
SECOND UPDATE TO THE 2012 REGISTRATION DOCUMENT	
1. HALF YEAR MANAGEMENT REPORT	PAGES 3-71
1.1 GROUP PRESENTATION	PAGE 3
1.2 2013 FIRST HALF RESULTS	PAGES 4-70
1.3 LONG TERM CREDIT RATINGS	PAGE 71
1.4 RELATED PARTIES	PAGE 71
1.5 RISK FACTORS	PAGE 71
1.6 RECENT EVENTS	PAGE 71
2. FINANCIAL INFORMATION AS AT 30 JUNE 2013	PAGES 72-151
PROFIT & LOSS ACCOUNT FOR THE FIRST HALF OF 2013	PAGE 73
STATEMENT OF NET INCOME AND CHANGES IN ASSETS AND LIABILITIES RECOGNISED DIRECTLY IN EQUITY	PAGE 74
BALANCE SHEET AT 30 JUNE 2013	PAGE 75
CASH FLOW STATEMENT FOR THE FIRST HALF OF 2013	PAGE 76
STATEMENT OF CHANGES IN SHAREHOLDERS’ EQUITY BETWEEN 1 JANUARY 2012 AND 30 JUNE 2013	PAGES 77-78
NOTES TO THE FINANCIAL STATEMENTS (prepared in accordance with IFRS as adopted by the European Union)	PAGES 79-151
STATUTORY AUDITORS’ REVIEW REPORT ON THE 2013 INTERIM FINANCIAL INFORMATION	PAGES 154-155
3. CORPORATE GOVERNANCE	PAGE 156
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4. ADDITIONAL INFORMATION	PAGES 157 - 164

4.1 OWNERSHIP STRUCTURE AT 30 JUNE 2013	PAGE 157
4.2 CHANGES IN BNP PARIBAS' CAPITAL	PAGE 157
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4.4 DOCUMENTS ON DISPLAY	PAGE 164
4.5 SIGNIFICANT CHANGES	PAGE 164
4.6 TRENDS	PAGE 164

GENERAL INFORMATION

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

(i) a paragraph (xvi) is added under the paragraph (xv) in section 4. "Documents available" on page 1009 of the Base Prospectus as follows: "the *Actualisation du Document de Référence 2012 et rapport financier semestriel déposée auprès de l'AMF le 2 août 2013* in English (the "**Second Update to the 2012 Registration Document**")".

(ii) the first sentence of the last paragraph of said section 4. "Documents available": "In the case of (iii), (ix) and (xi) above, the documents are also available via BNPP's website: www.invest.bnpparibas.com." is deleted and replaced by the following sentence: "In the case of (iii), (ix), (xi) and (xvi) above, the documents are also available via BNPP's website: www.invest.bnpparibas.com."

RESPONSIBILITY STATEMENT

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

The Statutory Auditors' report on the condensed consolidated financial statements for the six months ended 30 June 2013 presented in the Second Update to the 2012 Registration Document is given on pages 154-155 of this update and contains an emphasis of matter paragraph (*observation*). The Second Update to the 2012 Registration Document is incorporated by reference in this Second Supplement.

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Represented by

Alain Papiasse

In his capacity as Deputy Chief Operating Officer
and Head of Corporate and Investment Banking

Dated 12 August 2013



In accordance with Article L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the French *Autorité des marchés financiers* ("AMF"), in particular Articles 211-1 to 216-1, the AMF has granted to this Second Supplement the visa n°13-456 on 12 August 2013. This Second Supplement has been prepared by BNP Paribas and its signatories assume responsibility for it. This Second Supplement and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa has been granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information in it is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.