

9 December 2013

THIRD SUPPLEMENT TO THE BASE PROSPECTUS



BNP PARIBAS
FORTIS

BNP PARIBAS FORTIS SA/NV

(INCORPORATED AS A PUBLIC COMPANY WITH LIMITED LIABILITY (NAAMLOZE
VENNOOTSCHAP/SOCIÉTÉ ANONYME) UNDER THE LAWS OF BELGIUM, ENTERPRISE
NO. 0403.199.702, REGISTER OF LEGAL ENTITIES OF BRUSSELS)

AND



BNP PARIBAS FORTIS
FUNDING

BNP PARIBAS FORTIS FUNDING

(INCORPORATED AS A SOCIÉTÉ ANONYME UNDER THE LAWS OF THE GRAND DUCHY OF
LUXEMBOURG REGISTERED WITH THE LUXEMBOURG REGISTRY OF COMMERCE AND
COMPANIES UNDER NO. B 24,784)

UNCONDITIONALLY AND IRREVOCABLY GUARANTEED BY
BNP PARIBAS FORTIS SA/NV

Euro Medium Term Note Programme

This third supplement dated 9 December 2013 to the Base Prospectus (the "**Supplement**") is prepared in connection with the Euro Medium Term Note Programme referred to above (the "**Programme**") and is a supplement to the Base Prospectus dated 14 June 2013 as supplemented on 25 September 2013 and 22 November 2013, prepared by BNP Paribas Fortis SA/NV ("**BNPPF**") and BNP Paribas Fortis Funding ("**BP2F**") (each an "**Issuer**" and together, the "**Issuers**") relating to the Programme (the "**Base Prospectus**") and under which the Notes issued by BP2F are guaranteed on a subordinated or unsubordinated basis by BNP Paribas Fortis SA/NV (the "**Guarantor**"). This Supplement is supplemental to and should be read in conjunction with the Base Prospectus (as already supplemented) issued by the Issuers. For the avoidance of any doubt, this Supplement is only supplemental to the Base Prospectus and not to the BNPPF Registration Document and to the BP2F Registration Document, each of these 2 documents being then not supplemented when used on a standalone basis.

This Supplement has been prepared for the purposes of giving disclosure in respect of a joint press release dated 5 December 2013 issued by Rabobank Group and BNP Paribas Group.

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

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

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

1. Disclosure of the press release

Rabobank Group and BNP Paribas Group released the following joint press release dated 5 December 2013 relating to an agreement they have reached for the transfer to BNP Paribas Group of the 98.5% shareholding held by Rabobank in Bank Gospodarki Żywnościowej (Bank BGŻ):

JOINT PRESS RELEASE

OF RABOBANK GROUP AND BNP PARIBAS GROUP

BNP Paribas Group acquires Bank BGŻ in Poland from Rabobank Group

Warsaw/Utrecht/Paris, 5th December 2013: BNP Paribas Group and Rabobank Group announce that they have reached agreement for the transfer to BNP Paribas of the 98.5% stake held by Rabobank in Bank Gospodarki Żywnościowej (Bank BGŻ) by valuing Bank BGŻ at PLN 4.2 billion (approximately EUR 1 billion).

The completion of the transaction is subject to the execution of the final documentation and to the necessary regulatory approvals.

Berry Marttin, member of the executive board Rabobank: “We’re pleased that a strong and renowned bank, BNP Paribas, will be able to reinforce Bank BGŻ established position as a universal commercial bank. It was very important for Rabobank to find a respectable partner, who can further develop Bank BGŻ’s ambitions. We want to thank the management and employees of Bank BGŻ for the contribution they made to Rabobank.”

Jean-Laurent Bonnafé, CEO of BNP Paribas Group stated: "We warmly welcome all Bank BGŻ staff and clients into our Group. They will help to enhance the excellent work already being done by our teams at BNP Paribas Polska, who have been instrumental in the success of our subsidiary to date. The acquisition of Bank BGŻ constitutes a major step towards attaining a critical size in Poland. The transaction will establish the BNP Paribas Group as a reference player in Poland’s banking sector.”

Józef Wancer, CEO of Bank BGŻ said: “I am glad that BNP Paribas and Rabobank were able to agree so quickly. While the parties will be working on obtaining regulatory approvals the bank will be looking forward to capitalising upon large capabilities and opportunities as a part of a stable and leading banking group in Europe.”

Stefaan Decraene, Head of BNP Paribas International Retail Banking and a Member of the BNP Paribas Executive Committee underlined: "This transaction, bringing together two complementary entities, will strengthen the capacity of BNP Paribas to provide its Polish clients with a full range of services. We are convinced that the combination of Bank BGŻ expertise, notably in the agri & food business and in e-banking, with the existing operations of BNP Paribas Bank Polska will create a unique player among Polish banks with significant growth prospects.”

This transaction is expected to have a minor impact (around -15 basis points) on BNP Paribas Group's Basel III Common Equity Tier 1 ratio and to immediately have an accretive effect on its net income per share (2013 pro-forma).

2. Withdrawal right

The subscribers of the Notes not yet issued but that are still offered to the public by BNPPF or BP2F on the date of this Supplement have the right to withdraw their orders during two working days following the publication of this Supplement on the following websites: www.bourse.lu and www.bnpparibasfortis.be/emissions, i.e. until 11 December 2013.

3. Responsibility Statement

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

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

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

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

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