

11 October 2016  
SECOND 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 second supplement dated 11 October 2016 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 13 June 2016 as supplemented on 5 September 2016 prepared by BNP Paribas Fortis SA/NV ("**BNPPF**") and BNP Paribas Fortis Funding ("**BP2F**") (each an "**Issuer**" and together, the "**Issuers**") relating to the Programme (the "**Base Prospectus**") and under which the Notes issued by BP2F are guaranteed on a subordinated or unsubordinated basis by BNPPF (the "**Guarantor**"). This Supplement is supplemental to and should be read in conjunction with the Base Prospectus issued by the Issuers.

**This Supplement has been mainly prepared for the purposes of:**  
amending the Description of BNP Paribas Fortis SA/NV.

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](http://www.bourse.lu)) and on the websites of BNPPF ([www.bnpparibasfortis.be/emissions](http://www.bnpparibasfortis.be/emissions)) and of BP2F ([www.bp2f.lu](http://www.bp2f.lu)).

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

#### **A. AMENDMENT TO THE "DESCRIPTION OF BNP PARIBAS FORTIS SA/NV"**

The section "Description of BNP Paribas Fortis SA/NV" on pages 105 to 122 of the Base Prospectus is amended as follows:

the last bullet point under the heading "**4. The business of BNPPF (ii) Corporate & Public Banking Belgium and Corporate & Institutional Banking – Additional information**" on page 113 and immediately above the heading "5. BNPPF 2015 Financial Results" is deleted in its entirety and replaced with the following:

BNPPF has established a EUR 10,000,000,000 covered bond (*residential mortgage pandbrieven/lettres de gage*) programme dated 12 September 2016 with BNPPF and BNPP acting as arrangers and dealers. The first issuance under this programme is expected to take place before the end of 2016.

#### **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](http://www.bourse.lu), [www.bnpparibasfortis.be/emissions](http://www.bnpparibasfortis.be/emissions), and [www.bp2f.lu](http://www.bp2f.lu), i.e. until 13 October 2016.**

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

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