Third Supplement dated 23 February 2024

to the Base Prospectus for the issue of unsubordinated Notes dated 31 May 2023

BNP Paribas 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 third supplement (the "**Third Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 31 May 2023 (the "**Base Prospectus**"),the first supplement to the Base Prospectus dated 23 August 2023 (the "**First Supplement**") and the second supplement to the Base Prospectus dated 30 November 2023 (the "**Second Supplement**" and, together with the First 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**") and BNP Paribas Fortis Funding ("**BP2F**").

The Base Prospectus and the Previous Supplements constitute a base prospectus for the purposes of Article 8 of the Prospectus Regulation. "**Prospectus Regulation**" means Regulation (EU) 2017/1129 of 14 June 2017, as amended. The Base Prospectus received approval no. 23-195 on 31 May 2023, the First Supplement received approval no. 23-361 on 23 August 2023 and the Second Supplement received approval no. 23-498 on 30 November 2023 from the *Autorité des marchés financiers* (the "**AMF**"). Application has been made to the AMF for approval of this Third Supplement in its capacity as competent authority under the Prospectus Regulation.

BNPP (in respect of itself and BNPP B.V.), BNPP B.V. (in respect of itself), BP2F (in respect of itself) and BNP Paribas Fortis SA/NV ("**BNPPF**") (in respect of itself and BP2F) accept responsibility for the information contained in this Third Supplement, save that BNPP B.V., BP2F and BNPPF accept no responsibility for the 2023 BNPP Unaudited Financial Statements (as defined below) and the updated disclosure in respect of BNPP. 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 Third Supplement.

To the extent that there is any inconsistency between (i) any statement in this Third 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 Third Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the Previous Supplements. References in this Third 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 Third Supplement will be available on the website of BNPP (https://rates-globalmarkets.bnpparibas.com/documents/legaldocs/resourceindex.htm), 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 Third Supplement has been prepared in accordance with Article 23 of the Prospectus Regulation 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 Third Supplement has been prepared for the purposes of:

(A) updating the legal name and registered office of BNP Paribas Financial Markets S.N.C. (formerly known as BNP Paribas Arbitrage S.N.C.) throughout the Base Prospectus;

(B) adding a new potential Non-exempt Offer Jurisdiction: Croatia;

(C) amending the "Risks" section;

(D) adding a new section entitled "Recent Developments" to incorporate recent press releases relating to the Issuer;

(E) incorporating by reference:

  (i) BNPP's unaudited consolidated financial statements (in English) for the year ended 31 December 2023 (the "**2023 BNPP Unaudited Financial Statements**"); and

  (ii) a press release dated 1 February 2024 issued by BNPP relating to the unaudited financial information of BNPP for the fourth quarter ended 31 December 2023 and the unaudited figures for the year ended 31 December 2023 (the "**1 February 2024 Press Release**");

(F) updating the "Description of BNPP B.V." section;

(G) amending the "Offering and Sale" section; and

(H) amending the "General Information" section.

The amendments referred to in (A) above have been made to update the legal name and registered office of BNP Paribas Financial Markets S.N.C. (formerly known as BNP Paribas Arbitrage S.N.C.). The amendments referred to in (B) above have been made in relation to the addition of a new potential Non-exempt Offer Jurisdiction: Croatia. The amendments referred to in (C) above have been made to update the risk factors relating to BNPP. The addition of a new section “Recent Developments” referred to in (D) above has been made to incorporate recent events in connection with BNPP. The incorporation by reference referred to in (E) above has been made to reflect the unaudited consolidated financial statements of BNPP for the year ended 31 December 2023. The amendments referred to in (F) above has been made to reflect changes in the composition of the Management Board of BNPP B.V. The amendment referred to in (G) above has been made to reflect changes in the Singapore selling restriction. The amendments referred to in (H) above have been made to (i) delete the table of Capitalization and Medium and Long Term Debt Indebtedness Over One Year of BNPP and the BNP Paribas Group and (ii) include a declaration concerning the unaudited annual results of BNPP for the year ending 31 December 2023 and the unaudited fourth quarter results of BNPP for the quarter ended 31 December 2023.

In accordance with Article 23(2) of the Prospectus Regulation, in the case of an offer of Securities to the public, investors who have already agreed to purchase or subscribe for Securities issued under the Programme before this Third Supplement is published and which are affected by the amendments made in this Third Supplement, have the right, exercisable before the end of the period of two (2) working days beginning with the working day after the date of publication of this Third Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 28 February 2024. Investors can exercise their right to withdraw their acceptances by contacting the person from whom any such investor has agreed to purchase or subscribe for such Securities before the above deadline.

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UPDATE OF THE LEGAL NAME AND REGISTERED OFFICE OF BNP PARIBAS FINANCIAL MARKETS S.N.C.

On December 2023, "BNP Paribas Arbitrage S.N.C." changed its legal name to "BNP Paribas Financial Markets S.N.C.". On the same date, BNP Paribas Arbitrage S.N.C. also changed its registered office from "1 Rue Laffite, 75009 Paris, France" to "20 Boulevard des Italiens, 75009 Paris, France". BNP Paribas Financial Markets S.N.C. is authorised as a credit and investment institution by the European Central Bank and the *Autorité de contrôle prudentiel et de résolution* and supervised by the *Autorité des marchés financiers* in France. BNP Paribas Financial Markets S.N.C. is incorporated in France as a *société en nom collectif*.

Accordingly, any reference in the Base Prospectus to "BNP Paribas Arbitrage S.N.C." shall be deemed amended and read as being to "BNP Paribas Financial Markets S.N.C.". Consequently, any reference in the Base Prospectus to BNP Paribas Financial Markets S.N.C.' registered office being at "1 Rue Laffite, 75009 Paris, France" shall be deemed amended and read as being at "20 Boulevard des Italiens, 75009 Paris, France".

ADDITION OF A NEW POTENTIAL NON-EXEMPT OFFER JURISDICTION: CROATIA

(a) The first paragraph on page 5 of the Base Prospectus (which was amended by virtue of the First Supplement) is amended as follows:

"The Issuers have requested the AMF, in accordance with Article 25(1) of the Prospectus Regulation, to provide the competent authorities in Belgium, Bulgaria, Greece, Hungary, Croatia, Ireland, Italy, Luxembourg, Poland, Portugal, Romania and Spain with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Regulation.";

(b) The paragraph entitled "**Selling Restrictions**" on page 25 of the Base Prospectus under the "**OVERVIEW OF THIS BASE PROSPECTUS**" section on pages 15 to 25 of the Base Prospectus is amended as follows:

"The Securities will be freely transferable, subject to the offering and selling restrictions in the United States, the European Economic Area, Australia, Bahrain, Belgium, Bulgaria, Croatia, Dubai International Financial Centre, France, Hong Kong, India, Ireland, Israel, Japan, the People's Republic of China, Poland, Portugal, Republic of Italy, Republic of Korea, Romania, Saudi Arabia, Singapore, Spain, Taiwan, Thailand, United Arab Emirates, the United Kingdom, Hungary and Greece and under the Prospectus Regulation and the laws of any jurisdiction in which the relevant Securities are offered or sold.";

(c) The "**OFFERING AND SALE**" section on pages 1349 to 1369 of the Base Prospectus is amended as follows:

(i) The paragraph under the heading "**Prohibition of Sales to EEA and UK Investors**" on page 1350 of the Base Prospectus is amended as follows:

"Please note that in relation to EEA states, additional selling restrictions may apply in respect of any specific EEA state, including those set out below in relation to Belgium, Bulgaria, Croatia, France, Greece, Hungary, Ireland, Republic of Italy, Poland, Portugal, Romania and Spain. Please also note that additional selling restrictions apply in respect of the United Kingdom, as set out below.";

(ii) The following paragraph entitled "**Republic of Croatia**" is inserted immediately following the paragraph entitled "**Bulgaria**" on page 1357 of the Base Prospectus:

"**Republic of Croatia**

No public offering of the securities in the Republic of Croatia is permitted, unless:

(a) the prospectus in relation to such securities has been approved and published in accordance with the Prospectus Regulation and the Capital Market Act;

(b) the prospectus in relation to the securities has been approved and published in accordance with the applicable legislation in the relevant issuer's home Member State and duly notified to the Agency in accordance with the Prospectus Regulation and the Capital Market Act and, if required in accordance with Article 7(1) of the Prospectus Regulation, the prospectus summary is translated into the Croatian language,

(c) the Public Offering of the securities is allowed pursuant to an exemption from the obligation to publish a prospectus in accordance with the Prospectus Regulation and the Article 409 of the Capital Market Act in the case of an offer of securities with a total consideration in the European Union of less than EUR 8,000,000 which shall be calculated over a period of 12 months in accordance with the Article 3(2) of the Prospectus Regulation,

(d) the Public Offering of the securities constitutes an exemption from the obligation to publish prospectus in accordance with the Article 1(3) and 1(4) of the Prospectus Regulation in cases of:

(i) an offer of securities to the public with a total consideration in the European Union of less than EUR 1,000,000, which shall be calculated over a period of 12 months;

(ii) an offer of securities addressed solely to qualified investors;

(iii) an offer of securities addressed to fewer than 150 natural or legal persons per Member State, other than qualified investors;

(iv) an offer of securities whose denomination per unit amounts to at least EUR 100,000;

(v) an offer of securities addressed to investors who acquire securities for a total consideration of at least EUR 100,000 per investor, for each separate offer;

(vi) shares issued in substitution for shares of the same class already issued, if the issuing of such new shares does not involve any increase in the issued capital;

(vii) securities offered in connection with a takeover by means of an exchange offer, provided that a document is made available to the public in accordance with the arrangements set out in Article 21(2) of the Prospectus Regulation, containing information describing the transaction and its impact on the issuer;

(viii) securities offered, allotted or to be allotted in connection with a merger or division, provided that a document is made available to the public in accordance with the arrangements set out in Article 21(2) of the Prospectus Regulation, containing information describing the transaction and its impact on the issuer;

(ix) dividends paid out to existing shareholders in the form of shares of the same class as the shares in respect of which such dividends are paid, provided that a document is made available containing information on the number and nature of the shares and the reasons for and details of the offer

(x) securities offered, allotted or to be allotted to existing or former directors or employees by their employer or by an affiliated undertaking provided that a document is made available containing information on the number and nature of the securities and the reasons for and details of the offer or allotment; or

(xi) non-equity securities issued in a continuous or repeated manner by a credit institution, where the total aggregated consideration in the European Union for the securities offered is less than EUR 75,000,000 per credit institution calculated over a period of 12 months, provided that those securities are (i) not subordinated, convertible or exchangeable and (ii) do not give a right to subscribe for or acquire other types of securities and are not linked to a derivative instrument.

All Public Offerings exempted from the obligation to publish a prospectus pursuant to item (c) above must be notified to the Agency. In respect of Public Offerings within the European Union with a total consideration between EUR 4,000,000 and EUR 8,000,000 or which are not exempted pursuant to item (d) (ii) – (xi) above, the issuer or offeror must prepare an information document in the Croatian language which must be made available to investors before the commencement of the Public Offer and no later than the commencement of the Public Offer. The information document must be available to the investors for the entire duration of the Public Offering.

The relevant issuer and any offeror of Securities in the Republic of Croatia must notify the Agency that it is relying on an exemption from (d)(ii) to (xi) above immediately after relevant corporate body of an issuer or offeror passed the resolution on the approval of a Public Offering, but no later than three working days before the commencement of the public offering in the Republic of Croatia, or before registration or allocation of the securities. The notification to the Agency must contain information on the relevant issuer and any offeror, information on the securities, the exemption which is being relied upon and a description of circumstances in relation to the exemption. Moreover, the issuer or the offeror must provide the Agency with a relevant resolution of the issuer's or offeror's shareholders assembly, or any other competent body whereby such body is approving the offer of securities or its admission to a regulated market, and, if applicable, any other document in relation to the circumstances of using the exemption.

The securities have not been and will not be offered, sold, or publicly promoted or advertised in the Republic of Croatia unless in compliance with the Prospectus Regulation and the Capital Market Act or any other laws applicable in the Republic of Croatia governing the issue, offering and sale of securities.

For the purposes of this provision:

"**Agency**" means the Croatian Financial Supervisory Agency;

"**Capital Market Act**" means the Croatian Capital Market Act (Official Gazette No. 65/18, 17/20, 83/21, 151/22 as amended from time to time);

"**Prospectus Regulation**" means Regulation (EU) 2017/1129, as amended from time to time; and

"**public offering**" means the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to purchase or subscribe for the securities in the Republic of Croatia."

(d) The paragraph entitled "***Common Conditions to Consent***" on page 1384 of the Base Prospectus under the section "**IMPORTANT INFORMATION RELATING TO NON-EXEMPT OFFERS OF SECURITIES**" on pages 1379 to 1385 is amended as follows:

"The conditions to the Issuer's consent to the use of this Base Prospectus in the context of the relevant Non-exempt Offer are (in addition to the conditions described in paragraph (b) above if Part A of the applicable Final Terms specifies "*General Consent*" as "*Applicable*") that such consent:

(a) is only valid during the Offer Period specified in the applicable Final Terms; and

(b) only extends to the use of this Base Prospectus to make Non-exempt Offers of the relevant Tranche of Securities in Belgium, Bulgaria, Croatia, France, Ireland, Italy, Luxembourg, Poland, Portugal, Romania, Hungary, Greece and Spain as specified in the applicable Final Terms.

The consent referred to above only relates to Offer Periods (if any) occurring within 12 months from the date of this Base Prospectus.

The only relevant Member States which may, in respect of any Tranche of Securities, be specified in the applicable Final Terms (if any Member State of the EEA is so specified) as indicated in (ii) above, will be Belgium, Bulgaria, Croatia, France, Ireland, Italy, Luxembourg, Poland, Portugal, Romania, Hungary, Greece and Spain and accordingly each Tranche of Securities may only be offered to Investors as part of a Non-exempt Offer in Belgium, Bulgaria, Croatia, France, Ireland, Italy, Luxembourg, Poland, Portugal, Romania, Hungary, Greece and Spain as specified in the applicable Final Terms, or otherwise in circumstances in which no obligation arises for BNPP B.V., BNPP or BP2F to publish or supplement a prospectus for such offer."

AMENDMENTS TO THE RISKS SECTION

The paragraph entitled "**Risk Factors Relating to BNPP**" on page 26 of the Base Prospectus under the "**RISKS**" section on pages 26 to 86 of the Base Prospectus (which was amended by virtue of the Previous Supplements) is deleted and replaced with the following:

"As a reminder, the financial and other information herein as at 31 December 2022 comprise, unless otherwise indicated, the results of Bank of the West based on a prudential vision. They are therefore presented excluding the effect of the application of IFRS 5 on groups of assets and liabilities held for sale.

The main categories of risk inherent in the BNP Paribas Group's business are presented below. They may be measured through risk-weighted assets or other quantitative or qualitative indicators, to the extent risk-weighted assets are not relevant (for example, for liquidity and funding risk).

	RWA	
In billions of euros	**31 December 2023**[1]	**31 December 2022**
Credit risk	**535**	**580**
Counterparty credit risk	**45**	**42**
Securitisation risk in the banking book	**17**	**16**
Operational risk	**59**	**62**
Market risk	**29**	**26**
Amounts below the thresholds for deduction (subject to 250% risk weight)	**19**	**20**
TOTAL	**704**	**745**

More generally, the risks to which the BNP Paribas Group is exposed may arise from a number of factors related, among others, to changes in its macroeconomic or regulatory environment or factors related to the implementation of its strategy and its business.

The material risks specific to the BNP Paribas Group's business, determined based on the circumstances known to the management as of the date of this document, are thus presented below under 7 main categories, in accordance with article 16 of Regulation (EU) No. 2017/1129, known as "Prospectus 3" of 14 June 2017, the provisions of which relating to risk factors came into force on 21 July 2019: credit risk, counterparty risk and securitisation risk in the banking book; operational risk; market risk; liquidity and funding risk; risks related to the macroeconomic and market environment; regulatory risks; and risks related to the BNP Paribas Group's growth in its current environment.

The Group's risk management policies have been taken into account in assessing the materiality of these risks; in particular, risk-weighted assets factor in risk mitigation elements to the extent eligible in accordance with applicable banking regulations.

1. CREDIT RISK, COUNTERPARTY RISK AND SECURITISATION RISK IN THE BANKING BOOK

At 31 December 2022, the BNP Paribas Group's credit risk exposure broke down as follows: corporates (42%), central governments and central banks (26%), retail customers (25%), credit institutions (4%), other items (2%) and equities (1%). At 31 December 2022, 33% of the BNP Paribas Group's credit exposure was

[1] Excluding BancWest activity.

comprised of exposures in France, 15% in Belgium and Luxembourg, 9% in Italy, 19% in other European countries, 13% in North America, 6% in Asia and 5% in the rest of the world. The BNP Paribas Group's risk-weighted assets subject to this type of risk amounted to EUR 535 billion at 31 December 2023, or 76% of the total risk-weighted assets of the BNP Paribas Group, and EUR 580 billion at 31 December 2022, representing 78% of the total risk-weighted assets of the BNP Paribas Group.

At 31 December 2022, BNP Paribas Group's counterparty risk is comprised of: 42% to the corporate sector, 12% to governments and central banks, 13% to credit institutions and investment firms, and 33% to clearing houses. By product, BNP Paribas Group's exposure, excluding CVA ("Credit Valuation Adjustment") risk, at 31 December 2022 is comprised of: 47% in OTC derivatives, 29% in repurchase transactions and securities lending/borrowing, 17% in listed derivatives and 7% in contributions to the clearing houses' default funds. The amount of this risk varies over time, depending on fluctuations in market parameters affecting the potential future value of the covered transactions. In addition, CVA ("Credit Valuation Adjustment") risk measures the risk of losses related to CVA volatility resulting from fluctuations in credit spreads associated with the counterparties to which the BNP Paribas Group is subject to risk. The risk-weighted assets subject to counterparty credit risk amounted to EUR 45 billion at 31 December 2023, or 6% of the total risk-weighted assets of the BNP Paribas Group, and EUR 42 billion at 30 September 2022, or 6% of the total risk-weighted assets of the BNP Paribas Group. (The bulk of the BNP Paribas Group's commitments are in the prudential banking portfolio. Securitised exposures are essentially those generated by the BNP Paribas Group). The securitisation positions held or acquired by the BNP Paribas Group may also be categorised by its role: of the positions as at 31 December 2022, BNP Paribas was originator of 43%, was sponsor of 34% and was investor of 23%. The risk-weighted assets subject to this type of risk amounted to EUR 17 billion at 31 December 2023 for the BNP Paribas Group, or 2% of the total risk-weighted assets, and EUR 16 billion at 31 December 2022 for the BNP Paribas Group, or 2% of the total risk-weighted assets.

1.1 A substantial increase in new provisions or a shortfall in the level of previously recorded provisions exposed to credit risk and counterparty risk could adversely affect the BNP Paribas Group's results of operations and financial condition

Credit risk and counterparty risk impact the BNP Paribas Group's consolidated financial statements when a customer or counterparty is unable to honour its obligations and when the book value of these obligations in the BNP Paribas Group's records is positive. The customer or counterparty may be a bank, a financial institution, an industrial or commercial enterprise, a government or a government entity, an investment fund, or a natural person. If the default rate of customers or counterparties increases, the BNP Paribas Group may have to record increased charges or provisions in respect of irrecoverable or doubtful loans (Stage 3) or of performing loans (Stages 1 and 2), in response to a deterioration in economic conditions or other factors, which may affect its profitability.

As a result, in connection with its lending activities, the BNP Paribas Group regularly establishes provisions, which are recorded on its income statement in the line item Cost of Risk. In 2023, these provisions amounted to EUR 2,907 million compared to EUR 3,003 million in 2022. This amount reflects write-backs of provisions on performing loans of EUR 517 million in 2023, and provisions on doubtful loans of EUR 1,833 million, excluding Personal Finance's cost of risk. As of 31 December 2023, the cost of risk does not include other net charges for risk on financial instruments (i.e., charges relating to risks that call into question the validity or enforceability of financial instruments). These charges amount to EUR 775 million as at 31 December 2023, and in 2023 they included the extraordinary impact of provisions for litigation relating to mortgage loans in Poland (EUR 450 million), provisions for litigation relating to Personal Finance (EUR 221 million) and provisions for credit risk (EUR 104 million).

The BNP Paribas Group's overall level of provisions is based on its assessment of prior loss experience, the volume and type of lending being conducted, industry standards, past due loans, economic conditions and other factors related to the recoverability of various loans or statistical analysis based on scenarios applicable to asset classes. The BNP Paribas Group seeks to establish an appropriate level of provisions.

Although the BNP Paribas Group seeks to establish an appropriate level of provisions, its lending businesses may have to increase their provisions for loan losses or sound receivables substantially in the future as a result of deteriorating economic conditions or other causes. For example, provisions increased in 2020 primarily due to the early ex-ante recognition of potential losses related to the effects of the health crisis (Stages 1 and 2 provisions on performing loans in accordance with IFRS 9). Any significant increase in provisions for loan losses or a significant change in the BNP Paribas Group's estimate of the risk of loss inherent in its portfolio of non-impaired loans, as well as the occurrence of loan losses in excess of the related provisions, could have a material adverse effect on the BNP Paribas Group's results of operations and financial condition.

For reference, at 31 December 2023, the ratio of doubtful loans to total loans outstanding was 1.7% and the coverage ratio of these doubtful commitments (net of guarantees received) by provisions was 71.7%, against 1.7% and 72.5%, respectively, as at 31 December 2022.

While the BNP Paribas Group seeks to reduce its exposure to credit risk and counterparty risk by using risk mitigation techniques such as collateralisation, obtaining guarantees, entering into credit derivatives and entering into netting agreements, it cannot be certain that these techniques will be effective to offset losses resulting from counterparty defaults that are covered by these techniques. Moreover, the BNP Paribas Group is also exposed to the risk of default by the party providing the credit risk coverage (such as a counterparty in a derivative or a loan insurance contract) or to the risk of loss of value of any collateral. In addition, only a portion of the BNP Paribas Group's overall credit risk and counterparty risk is covered by these techniques. Accordingly, the BNP Paribas Group has very significant exposure to these risks.

1.2 The soundness and conduct of other financial institutions and market participants could adversely affect the BNP Paribas Group

The BNP Paribas Group's ability to engage in financing, investment and derivative transactions could be adversely affected by the soundness of other financial institutions or market participants. Financial institutions are interrelated as a result of trading, clearing, counterparty, funding or other relationships. As a result, defaults by one or more States or financial institutions, or even rumours or questions about one or more financial institutions, or the financial services industry generally, may lead to market-wide liquidity problems and could lead to further losses or defaults. The BNP Paribas Group has exposure to many counterparties in the financial industry, directly and indirectly, including clearing houses, brokers and dealers, commercial banks, investment banks, mutual and alternative investment funds, and other institutional clients with which it regularly executes transactions. The BNP Paribas Group may also be exposed to risks related to the increasing involvement in the financial sector of players and the introduction of new types of transactions subject to little or no regulation (*e.g.* unregulated funds, trading venues or crowdfunding platforms). Credit and counterparty risks could be exacerbated if the collateral held by the BNP Paribas Group cannot be realised, it decreases in value or it is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to the BNP Paribas Group or in the event of the failure of a significant financial market participant such as a central counterparty.

For reference, counterparty risk exposure related to financial institutions was EUR 28 billion at 31 December 2022, or 13% of the BNP Paribas Group's total counterparty risk exposure, and counterparty risk exposure related to clearing houses was EUR 73 billion, or 33% of the BNP Paribas Group's total counterparty risk exposure.

In addition, fraud or misconduct by financial market participants can have a material adverse effect on financial institutions due in particular to the interrelated nature of the financial markets. An example is the fraud perpetrated by Bernard Madoff that came to light in 2008, as a result of which numerous financial institutions globally, including the BNP Paribas Group, announced losses or exposure to losses in substantial amounts. The BNP Paribas Group remains the subject of various claims in connection with the Madoff matter; see note 9.c *Legal proceedings and arbitration* to its consolidated financial statements for the year ended 31 December 2023.

Losses resulting from the risks summarised above could materially and adversely affect the BNP Paribas Group's results of operations.

2. OPERATIONAL RISK

The BNP Paribas Group's risk-weighted assets subject to operational risk amounted to EUR 59 billion euros at 31 December 2023, or 8% of the total risk-weighted assets of the BNP Paribas Group, and EUR 62 billion at 31 December 2022, or 8% of the total risk-weighted assets of the BNP Paribas Group. From 2014 to 2022, BNP Paribas Group's main type of incidents involving operational risk were in "Clients, products and business practices", which represents more than half of the total financial impact, largely as a result of the BNP Paribas Group's agreement with US authorities regarding its review of certain dollar transactions concluded in June 2014. Process failures, including errors in execution or processing of transactions and external fraud are respectively the second and third types of incidents with the highest financial impact. Between 2014 and 2022, other types of risk in operational risk consisted of external fraud (14%), business disruption and systems failure (3%), employment practices and workplace safety (2%), internal fraud (1%) and damage to physical assets (1%).

2.1 The BNP Paribas Group's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses

The BNP Paribas Group devotes significant resources to developing its risk management policies, procedures and assessment methods and intends to continue to do so in the future. Nonetheless, the BNP Paribas Group's risk management techniques and strategies may not be fully effective in mitigating its risk exposure in all economic and market environments or against all types of risk, particularly risks that the BNP Paribas Group may have failed to identify or anticipate. The BNP Paribas Group's ability to assess the creditworthiness of its customers, or risk parameters, such as the value of its assets and the effectiveness of its hedges, or to measure risks adequately if, as a result of market turmoil or in certain market environments such as those experienced in recent years, the models and approaches it uses become less predictive of future behaviour, valuations, assumptions or estimates. Some of the BNP Paribas Group's qualitative tools and metrics for managing risk are based on its use of observed historical market behaviour. The BNP Paribas Group applies statistical and other tools to these observations to arrive at quantifications of its risk exposures. The process the BNP Paribas Group uses to estimate losses inherent in its credit exposure or estimate the value of certain assets requires difficult, subjective, and complex judgments, including forecasts of economic conditions and how these economic predictions might impair the ability of its borrowers to repay their loans or impact the value of assets, which may, during periods of market disruption or substantial uncertainty, be incapable of accurate estimation and, in turn, impact the reliability of the process. These tools and metrics may fail to predict future risk exposures, *e.g.* if the BNP Paribas Group does not anticipate or correctly evaluate certain factors in its statistical models, or upon the occurrence of an event deemed extremely unlikely by the tools and metrics. This would limit the BNP Paribas Group's ability to manage its risks. The BNP Paribas Group's losses could therefore be significantly greater than the historical measures indicate. In addition, the BNP Paribas Group's quantified modelling does not take all risks into account. Its more qualitative approach to managing certain risks could prove insufficient, exposing it to material unanticipated losses.

2.2 An interruption in or a breach of the BNP Paribas Group's information systems may cause substantial losses of client or customer information, damage to the BNP Paribas Group's reputation and result in financial losses

As with most other banks, the BNP Paribas Group relies heavily on communications and information systems to conduct its business. This dependency has increased with the spread of mobile and online banking services, the development of cloud computing, and more generally the use of new technologies. Any failure or interruption or breach in security of these systems could result in failures or interruptions in the BNP Paribas Group's customer relationship management, general ledger, deposit, servicing and/or loan organisation systems or could cause the BNP Paribas Group to incur significant costs in recovering and verifying lost data. The BNP Paribas Group cannot provide assurances that such failures or interruptions will not occur or, if they do occur, that they will be adequately addressed.

In addition, the BNP Paribas Group is subject to cybersecurity risk, or risk caused by a malicious and/or fraudulent act, committed virtually, with the intention of manipulating information (confidential data, bank/insurance, technical or strategic), processes and users, in order to cause material losses to the BNP Paribas

Group's subsidiaries, employees, partners and clients and/or for the purpose of extortion (ransomware). An increasing number of companies (including financial institutions) have in recent years experienced intrusion attempts or even breaches of their information technology security, some of which have involved sophisticated and highly targeted attacks on their computer networks. Because the techniques used to obtain unauthorised access, disable or degrade service, steal confidential data or sabotage information systems have become more sophisticated, change frequently and often are not recognised until launched against a target, the BNP Paribas Group and its third-party service providers may be unable to anticipate these techniques or to implement in a timely manner effective and efficient countermeasures. Any failures of or interruptions in the BNP Paribas Group's information systems or those of its providers and any subsequent disclosure of confidential information related to any client, counterpart or employee of the BNP Paribas Group (or any other person) or any intrusion or attack against its communication system could cause significant losses and have an adverse effect on the BNP Paribas Group's reputation, financial condition and results of operations. Regulatory authorities now consider cybercriminality to be a growing systemic risk for the financial sector. They have stressed the need for financial institutions to improve their resilience to cyber-attacks by strengthening internal IT monitoring and control procedures. A successful cyber-attack could therefore expose the Group to a regulatory fine, especially should any personal data from customers be lost.

Moreover, the BNP Paribas Group is exposed to the risk of operational failure or interruption of a clearing agent, foreign markets, clearing houses, custodian banks or any other financial intermediary or external service provider used by the BNP Paribas Group to execute or facilitate financial transactions. Due to its increased interaction with clients, the BNP Paribas Group is also exposed to the risk of operational malfunction of the latter's information systems. The BNP Paribas Group's communications and data systems and those of its clients, service providers and counterparties may also be subject to malfunctions or interruptions as a result of cyber-crime or cyber-terrorism. The BNP Paribas Group cannot guarantee that these malfunctions or interruptions in its own systems or those of other parties will not occur or that in the event of a cyber-attack, these malfunctions or interruptions will be adequately resolved.

2.3 Reputational risk could weigh on the BNP Paribas Group's financial strength and diminish the confidence of clients and counterparties in it

Considering the highly competitive environment in the financial services industry, a reputation for financial strength and integrity is critical to the BNP Paribas Group's ability to attract and retain customers. The BNP Paribas Group's reputation could be harmed if the means it uses to market and promote its products and services were to be deemed inconsistent with client interests. The BNP Paribas Group's reputation could also be damaged if, as it increases its client base and the scale of its businesses, its overall procedures and controls dealing with conflicts of interest fail, or appear to fail, to address them properly. Moreover, the BNP Paribas Group's reputation could be damaged by employee misconduct, fraud or misconduct by financial industry participants to which the BNP Paribas Group is exposed, a restatement of, a decline in, or corrections to its results, as well as any adverse legal or regulatory action, such as the settlement the BNP Paribas Group entered into with the US authorities in 2014 for violations of US laws and regulations regarding economic sanctions. The loss of business that could result from damage to the BNP Paribas Group's reputation could have an adverse effect on its results of operations and financial position.

3. MARKET RISK

BNP Paribas Group is exposed to market risk mainly through trading activities carried out by the business lines of its Corporate & Institutional Banking (CIB) operating division, primarily in Global Markets, which represented 17% of the BNP Paribas Group's revenue in 2023. BNP Paribas Group's trading activities are directly linked to economic relations with clients of these business lines, or indirectly as part of its market making activity. In addition, the market risk relating to the BNP Paribas Group's banking activities covers its interest rate and foreign exchange rate risks in connection with its activities as a banking intermediary. The "operating" foreign exchange risk exposure relates to net earnings generated by activities conducted in currencies other than the functional currency of the entity concerned. The "structural" foreign exchange risk position of an entity relates to investments in currencies other than the functional currency. In measuring interest rate risk, the BNP Paribas Group defines the concepts of standard rate risk and structural rate risk as the following: the standard rate risk corresponds to the general case, namely when it is possible to define the most appropriate hedging strategy for a given transaction, and the structural rate risk is the interest rate risk for equity and non-interest-bearing current accounts. If the BNP Paribas Group's hedging strategies prove ineffective or provide only a partial hedge, the BNP Paribas Group could incur losses which could have a negative impact on its operating results as well as its financial condition. BNP Paribas' market risk based on its activities is measured by "Value at Risk" (VaR), and various other market indicators (stressed VaR, Incremental Risk Charge, Comprehensive Risk Measure for credit correlation portfolio) as well as by stress tests and sensitivity analysis compared with market limits.

The risk-weighted assets subject to this type of risk amounted to EUR 29 billion at 31 December 2023, or almost 4% of the BNP Paribas Group's total risk-weighted assets, and EUR 26 billion at 31 December 2022, or 3% of the total risk-weighted assets of the BNP Paribas Group.

3.1 The BNP Paribas Group may incur significant losses on its trading and investment activities due to market fluctuations and volatility

The BNP Paribas Group maintains trading and investment positions in the debt, currency, commodity and equity markets, and in unlisted securities, real estate and other asset classes, including through derivative contracts. These positions could be adversely affected by extreme volatility in these markets, *i.e.* the degree to which prices fluctuate over a particular period in a particular market, regardless of market levels. Moreover, volatility trends that prove substantially different from the BNP Paribas Group's expectations may lead to losses relating to a broad range of other products that the BNP Paribas Group uses, including swaps, forward and future contracts, options and structured products.

To the extent that the BNP Paribas Group owns assets, or has net long positions, in any of those markets, a market downturn could result in losses from a decline in the value of its positions. Conversely, to the extent that the BNP Paribas Group has sold assets that it does not own, or has net short positions in any of those markets, a market upturn could, in spite of the existing limitation of risks and control systems, expose the BNP Paribas Group to potentially substantial losses as it attempts to cover its net short positions by acquiring assets in a rising market. The BNP Paribas Group may from time to time hold a long position in one asset and a short position in another, in order to hedge transactions with clients and/or in view of benefitting from changes in the relative value of the two assets. If, however, the relative value of the two assets changes in a direction or manner that the BNP Paribas Group did not anticipate or against which its positions are not hedged, it might realise a loss on those paired positions. Such losses, if significant, could adversely affect the BNP Paribas Group's results and financial condition. In addition, the BNP Paribas Group's hedging strategies may not be suitable for certain market conditions.

If any of the variety of instruments and strategies that the BNP Paribas Group uses to hedge its exposure to various types of risk in its businesses is not effective, the Group may incur losses. Many of its strategies are based on historical trading patterns and correlations. For example, if the BNP Paribas Group holds a long position in an asset, it may hedge that position by taking a short position in another asset where the short position has historically moved in a direction that would offset a change in the value of the long position. However, the hedge may only be partial, or the strategies used may not protect against all future risks or may not be fully effective in mitigating the BNP Paribas Group's risk exposure in all market environments or against all types of risk in the future. Unexpected market developments may also reduce the effectiveness of the BNP Paribas Group's hedging strategies. In addition, the manner in which gains and losses resulting from certain ineffective hedges are recorded may result in additional volatility in the BNP Paribas Group's reported earnings.

The BNP Paribas Group uses a "Value at Risk" (VaR) model to quantify its exposure to potential losses from market risks, and also performs stress testing with a view to quantifying its potential exposure in extreme scenarios (see *Market Risk Stress Testing Framework* in section 5.7 *Market risk of BNP Paribas' Universal Registration Document at 31 December 2022*). However, these techniques rely on statistical methodologies based on historical observations, which may turn out to be unreliable predictors of future market conditions. Accordingly, the BNP Paribas Group's exposure to market risk in extreme scenarios could be greater than the exposures predicted by its quantification techniques.

More generally, the volatility of financial markets resulting from disruptions or deteriorations in macroeconomic conditions could adversely affect the BNP Paribas Group's trading and investment positions in the debt, currency, commodity and equity markets, as well as its positions in other investments such as real estate. For reference, the revenues of Global Markets accounted for 17% of the BNP Paribas Group's revenues in 2023. Severe market disruptions and extreme market volatility have occurred often in recent years (including in 2023) and may persist or resurface, which could result in significant losses for the BNP Paribas Group. Such losses may extend to a broad range of trading and hedging products, including swaps, forward and future contracts, options and structured products. The volatility of financial markets makes it difficult to predict trends and implement effective trading strategies. It also weighs on the primary equity and bond markets, as in 2022 and 2023, affecting the activity of Corporate & Institutional Banking.

3.2 The BNP Paribas Group may generate lower revenues from commission and fee-based businesses during market downturns and declines in activity

Commissions represented 21% of the BNP Paribas Group's total revenues in 2023. Financial and economic conditions affect the number and size of transactions for which the BNP Paribas Group provides securities underwriting, financial advisory and other Investment Banking services. These revenues, which include fees from these services, are directly related to the number and size of the transactions in which the BNP Paribas Group participates and can thus be significantly affected by economic or financial changes that are unfavourable to its Investment Banking business and clients. In addition, because the fees that the BNP Paribas Group charges for managing its clients' portfolios are in many cases based on the value or performance of those portfolios, a market downturn that reduces the value of its clients' portfolios or increases the amount of withdrawals would reduce the revenues it receives from its asset management, equity derivatives and Private Banking businesses. Independently of market changes, the development of index portfolios or the below-market performance by the BNP Paribas Group's mutual funds may lead to reduced revenues from the BNP Paribas Group's asset management business, and increased withdrawals and reduced inflows for these vehicles. A reduced level of revenues from the abovementioned commission and fee-based businesses may have a material adverse impact on the BNP Paribas Group's financial results.

3.3 Adjustments to the carrying value of the BNP Paribas Group's securities and derivatives portfolios and the BNP Paribas Group's own debt could have an adverse effect on its net income and shareholders' equity

The carrying value of the BNP Paribas Group's securities and derivatives portfolios and certain other assets, as well as its own debt, in its balance sheet is adjusted as of each financial statement date. As of 31 December 2023, applying IFRS 5, on the assets side of the BNP Paribas Group's balance sheet, financial instruments at fair value through profit or loss, derivative financial instruments used for hedging purposes and financial assets at fair value through shareholders' equity amounted to EUR 731 billion, EUR 22 billion and EUR 53 billion respectively. In the liabilities column, financial instruments at fair value through profit or loss and derivative financial instruments used for hedging purposes amounted to EUR 741 billion and EUR 38 billion, respectively, at 31 December 2023. Most of the adjustments are made on the basis of changes in fair value of the BNP Paribas Group's assets or debt during an accounting period, with the changes recorded either in the income statement or directly in shareholders' equity. Changes that are recorded in the income statement, to the extent not offset by opposite changes in the value of other assets, affect the BNP Paribas Group's consolidated revenues and, as a result, its net income. A downward adjustment of the fair value of the BNP Paribas Group's securities and derivatives portfolios may lead to reduced shareholders' equity and, to the extent not offset by opposite changes in the value of the BNP Paribas Group's liabilities, the BNP Paribas Group's capital adequacy ratios may also be lowered. The fact that fair value adjustments are recorded in one accounting period does not mean that further adjustments will not be needed in subsequent periods.

4. LIQUIDITY AND FUNDING RISK

The liquidity risk of the BNP Paribas Group can be assessed through its short-term liquidity ratio (Liquidity Coverage Ratio – LCR") which analyses the coverage of net cash outflows at 30 days in a stress scenario. The Group's period end LCR was 148% at the end of 2023. The liquidity reserve was EUR 474 billion at the end of 2023.

4.1 The BNP Paribas Group's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in sovereign credit spreads or other factors

The financial crisis, the eurozone sovereign debt crisis as well as the general macroeconomic environment, at times during a period around fifteen years ago adversely affected the availability and cost of funding for European banks. This was due to several factors, including a sharp increase in the perception of bank credit risk due to exposure to sovereign debt in particular, credit rating downgrades of sovereigns and of banks, and debt market speculation. Many European banks, including the BNP Paribas Group, at various points during these periods experienced restricted access to wholesale debt markets for institutional investors and to the interbank market, as well as a general increase in their cost of funding. More recently, in the context of the health crisis, the European Central Bank ("ECB") also set up refinancing facilities designed to foster the banks' financing of the economy (Targeted Longer-Term Refinancing Options or "TLTRO"), on which the BNP Paribas Group has drawn. Such adverse credit market conditions may reappear in the event of a change in monetary policy (as seen, for example, with the worsening inflation and rapid rise of interest rates, as well as the end of "quantitative easing" and the changes to the TLTRO terms and conditions, in 2022 and 2023), a recession, prolonged stagnation of growth, deflation, "stagflation" (sluggish growth accompanied by inflation), another sovereign debt crisis, new forms of financial crises, factors relating to the financial industry or the economy in general (including the economic consequences of the invasion of Ukraine or the conflict in the Middle-East) or to the BNP Paribas Group in particular. In such a case, the effect on the liquidity, balance sheet strength and cost of funding of European financial institutions in general or the BNP Paribas Group in particular could be materially adverse and have a negative impact on the BNP Paribas Group's results of operations and financial condition.

4.2 Protracted market declines can reduce the BNP Paribas Group's liquidity, making it harder to sell assets and possibly leading to material losses. Accordingly, the BNP Paribas Group must ensure that its assets and liabilities properly match in order to avoid exposure to losses

In some of the BNP Paribas Group's businesses, particularly Global Markets (which represented 17% of the BNP Paribas Group's revenue in 2023) and Asset/Liability Management, protracted market movements, particularly asset price declines, can reduce the level of activity in the market or reduce market liquidity. These developments can lead to material losses if the BNP Paribas Group cannot close out deteriorating positions in a timely way. This is particularly true for assets that are intrinsically illiquid. Assets that are not traded on stock exchanges or other public trading markets, such as certain derivative contracts between financial institutions, may have values that the BNP Paribas Group calculates using models rather than publicly-quoted prices. Monitoring the deterioration of prices of assets like these is difficult and could lead to significant unanticipated losses (see section 5.8 *Liquidity risk*, paragraph *Stress tests and liquidity reserve of BNP Paribas' Universal Registration Document at 31 December 2022*).

The BNP Paribas Group is exposed to the risk that the maturity, interest rate or currencies of its assets might not match those of its liabilities. The timing of payments on certain of the BNP Paribas Group's assets is uncertain and, if the BNP Paribas Group receives lower revenues than expected at a given time, it might require additional market funding in order to meet its obligations on its liabilities. While the BNP Paribas Group imposes strict limits on the gaps between its assets and its liabilities as part of its risk management procedures, it cannot be certain that these limits will be fully effective to eliminate potential negative effects arising from asset and liability mismatches.

4.3 Any downgrade of the Group's credit ratings could weigh heavily on the profitability of the Group

Credit ratings have a significant impact on the BNP Paribas Group's liquidity. The BNP Paribas Group is rated by four ratings agencies: Standard & Poor's, Moody's, Fitch and DRBS. On 24 April 2023, Standard & Poor's confirmed the long-term rating of BNP Paribas SA's deposits and senior preferred debt rating as A+, and its short- term rating as A-1 with a stable outlook. On 3 July 2023, Fitch maintained its long-term deposits and senior preferred debt rating for BNP Paribas SA at AA- and its short term deposits and senior preferred debt rating for BNP Paribas SA at F1+ and revised its outlook to stable. On 5 July 2022, Moody's confirmed its long-term deposits and senior preferred debt rating as Aa3, and its short-term rating as P-1, with a stable outlook. On 21 June 2023, DBRS confirmed BNP Paribas SA's senior preferred debt rating as AA(low), and its short-term rating as R-1(middle), with a stable outlook. A downgrade in the BNP Paribas Group's credit rating could affect the liquidity and competitive position of the Group. It could also increase the BNP Paribas Group's borrowing costs, limit access to the capital markets or trigger additional obligations under its covered bonds or under certain bilateral provisions in some trading, derivative or collateralised financing contacts.

In addition, the BNP Paribas Group's cost of obtaining long-term unsecured funding from market investors is also directly related to its credit spreads, which in turn depend to a certain extent on its credit ratings. Increases in credit spreads can significantly increase the BNP Paribas Group's cost of funding. Changes in credit spreads are continuous, market-driven, and subject at times to unpredictable and highly volatile movements. Credit spreads are also influenced by market perceptions of the BNP Paribas Group's creditworthiness. Furthermore, credit spreads may be influenced by movements in the cost to purchasers of credit default swaps referenced to the BNP Paribas Group's debt obligations, which are influenced both by the credit quality of those obligations, and by a number of market factors that are beyond the control of the BNP Paribas Group.

5. RISKS RELATED TO THE MACROECONOMIC AND MARKET ENVIRONMENT

5.1 Adverse economic and financial conditions have in the past had and may in the future have an impact on the BNP Paribas Group and the markets in which it operates

The BNP Paribas Group's business is affected by changes in the financial markets and more generally by economic conditions in France (30% of the Group's revenues at 31 December 2022), other countries in Europe (47% of the Group's revenues at 31 December 2022) and the rest of the world (23% of the Group's revenues at 31 December 2022). A deterioration in the markets and the economic environment in the countries where the BNP Paribas Group operates has had in the past, and could again have in the future, one or many of the following impacts:

- adverse economic conditions affecting the business and operations of the BNP Paribas Group's customers, reducing credit demand and trading volume and resulting in an increased rate of default on loans and other receivables, in part as a result of the deterioration of the financial capacity of companies and households;
- a decline in market prices (or an increase in volatility) of bonds, equities and commodities affecting the businesses of the BNP Paribas Group, including in particular trading, Investment Banking and asset management revenues;
- the effects (intended or not) of macroeconomic or monetary policies adopted in response to actual or anticipated economic conditions generally and specifically on market parameters such as interest rates and foreign exchange rates, which in turn can affect the BNP Paribas Group's businesses that are most exposed to market risk;
- asset price bubbles that may form when the economy is strong or based on favourable conditions in specific sectors and market corrections when conditions change;
- significant one-off economic disruptions related to, or adverse economic consequences resulting from, various specific adverse political or geopolitical events (such as the global financial crisis of 2008, the European sovereign debt crisis of 2011, the recession caused, in 2020 and 2021, by the Covid-19 pandemic or high inflation and rising interest rates as well as geopolitical shocks (for example, the invasion of Ukraine in 2022 and the emergence of conflict in the Middle-East in 2023) having a substantial impact on all of the BNP Paribas Group's businesses, in particular by increasing the volatility and costs of funding sources, deteriorating asset quality and financial market corrections, potentially exacerbated by a reduction in market liquidity and hence the ability to sell certain categories of assets at fair market value or at all. These disruptions could also entail, in particular, a decline in transaction commissions and consumer loans; and
- various adverse political and geopolitical events such as natural disasters, geopolitical tensions, health risks such as the Covid-19 pandemic and its aftermath, the fear or recurrence of new epidemics or

pandemics, acts of terrorism, societal unrest, cyber-attacks, military conflicts or threats thereof and related risks, that may affect the operating environment for the BNP Paribas Group temporarily or over an extended period.

The global economy is likely to be characterised in 2024 by slow or weak growth in various regions of the world and a risk of recession in certain regions (including the eurozone) as a result of the increase in interest rates in 2022 and 2023 as well as specific effects (e.g., the real estate crash in China). In this respect, in its "Global Economic Prospects" report published in January 2024, the World Bank forecasts growth globally, in the eurozone, in the United States and in China of 2.4%, 0.7%, 1.6% and 4.5% in 2024. Economic conditions globally and in the eurozone specifically will remain particularly sensitive to trends in inflation and (consequently) interest rate levels. The 2022/2023 monetary tightening will continue to affect financing costs for companies and individuals and the risk of corrections in asset markets having especially benefitted from the long period of low interest rates will persist (see section 5.2 *Significant interest rate changes, and in particular the rise in interest rates in 2022 and 2023 following a prolonged period of low interest rates, could adversely affect the BNP Paribas Group's results of operations and financial condition*).

The macroeconomic trajectory in 2024 will be particularly subject to geopolitical factors in a context of heightened political and societal tensions and conflicts in various parts of the world. While the occurrence of adverse geopolitical events is by definition unpredictable, in 2024 they could for example include the worsening or extension of the conflicts in Ukraine and in the Middle East, which could in particular affect the energy market and supply chains generally, the occurrence of a sovereign debt crisis (high level of public debt post-pandemic, rapid increase in (re)financing costs, aggravating exchange rate effects, particularly for borrowers exposed to the US dollar) and the materialisation of various political risks such as, for example, a deadlock in the US Congress or uncertainty linked to elections (2024 being a busy election year), which could affect, either temporarily or over an extended period, the economic conditions in which the BNP Paribas Group operates.

It is difficult to predict economic or market declines or other market disruptions, and which markets will be most significantly impacted. If economic or market conditions in France or elsewhere in Europe, or Global Markets more generally, continue to deteriorate or become increasingly volatile, the BNP Paribas Group's operations could be disrupted, and its business, results of operations and financial condition could be materially and adversely affected.

5.2 Significant interest rate changes, and in particular the interest rate increases in 2022 and 2023 following a prolonged period of low interest rates, could adversely affect the BNP Paribas Group's results of operations and financial condition

Interest rates rose significantly in 2022 and 2023 after many years of low interest rates. In this context, the BNP Paribas Group's results have been and could continue to be significantly affected in a number of ways. The increase in interest rates increases the cost of funding for the Group through higher interest rates on liabilities such as short-term deposits, commercial paper and bonds, as well as the risk of arbitrage by customers between non-interest-bearing deposits and interest-bearing deposits (compounded in France by policy decisions to increase rates on regulated savings, including to levels above the return received by banks on the same deposits). This can create an imbalance and a reduction in net interest margin as a result of the Group holding a significant portfolio of loans originated in a low interest rate environment. The Group may also have difficulty (in particular due to the usury rate in France) promptly reflecting higher interest rates in new mortgage or other fixed-rate consumer or corporate loans, while the cost of customer deposits and hedging costs would increase more rapidly. In addition, the ECB modified in 2022 and 2023 the instruments it used previously to implement "quantitative easing" and enhance bank liquidity (e.g. the creation of a "transmission protection instrument" and the amendment of the conditions of its longer-term refinancing operations (TLTRO 3)); as the Group hedges its overall interest rate position, any change in the terms and conditions affecting these instruments may lead to adjustments in this hedge, which has had and could have an adverse impact on the results of the BNP Paribas Group.

Moreover, a portfolio comprising significant amounts of lower-interest loans and fixed-income assets as a result of an extended period of low interest rates would (in a rapidly rising market interest-rate environment) be expected to decline in value. If the Group's hedging strategies are ineffective or provide only a partial hedge against such a change in value, it could incur significant losses.

Higher interest rates increase financial expense for borrowers and may strain their ability to meet their debt obligations. Moreover, any rate increase that is sharper or more rapid than expected could threaten economic growth in the European Union, the United States and elsewhere. These effects could test the resilience of the BNP Paribas Group's loan and bond portfolios, which could lead to an increase in doubtful loans and defaults. More generally, the end of accommodating monetary policies, in particular by the US Federal Reserve and the ECB, has led, and could continue to lead, to sharp corrections in certain markets or assets (e.g., non-investment grade corporate and sovereign borrowers, certain sectors of equities and real estate, particularly commercial, and leveraged finance) that particularly benefitted from the prolonged period of low interest rates and high liquidity and adversely affect market participants. Such corrections could potentially be contagious to financial markets generally, including through substantially increased volatility. The BNP Paribas Group's operations could as a result be significantly disrupted with a consequential material adverse effect on its business, results of operations and financial condition.

5.3 Given the global scope of its activities, the BNP Paribas Group is exposed to country risk and to changes in the political, macroeconomic or financial contexts of a region or country

The BNP Paribas Group monitors country risk and takes it into account in the fair value adjustments and cost of risk recorded in its financial statements. However, a significant change in political or macroeconomic environments may require it to record additional charges or to incur losses beyond the amounts previously written down in its financial statements. In addition, factors specific to a country or region in which the BNP Paribas Group operates could make it difficult for it to carry out its business and lead to losses or impairment of assets.

At 31 December 2022, the BNP Paribas Group's loan portfolio consisted of receivables from borrowers located in France (33%), Belgium and Luxembourg (15%), Italy (9%), other European countries (19%), North America, including Bank of the West, (13%), Asia (6%) and the rest of the world (5%). Adverse economic or regulatory conditions that particularly affect these countries and regions would have a significant impact on the BNP Paribas Group. For example, the introduction by the Polish government in July 2022 of a law allowing borrowers under mortgage loans, generally at variable rates, to suspend payments for eight months in the 2022-2024 period led the Group (operating in Poland through BNP Paribas Bank Polska) to record an exceptional negative impact of EUR 204 million in the third quarter of 2022. As another example, hyperinflation in Turkey negatively affected the 2023 results of the BNP Paribas Group. Moreover, the BNP Paribas Group has significant exposures in countries outside the OECD, which are subject to risks that include political instability, unpredictable regulation and taxation, expropriation and other risks that are less present in more developed economies.

In addition, the BNP Paribas Group is present in Ukraine, which was invaded in February 2022, through its subsidiary UkrSibbank in which it holds a 60% stake alongside the European Bank for Reconstruction and Development (40%). At 30 September 2023, BNP Paribas Group's total gross on- and off-balance sheet exposures to Ukraine (which are concentrated on UkrSibbank) represented 0.10% of the Group's gross exposures. In the context of the conflict in Ukraine, the Group reassessed the nature of the control exercised over its subsidiary UkrSibbank and concluded that it would lose exclusive control and retain significant influence over the entity. This situation led the Group to consolidate it using the equity method as from 1 March 2022. The loss of control resulted in the recognition of a capital loss of -EUR 159 million and the reclassification to profit or loss of the cumulative changes in assets and liabilities related to exchange rates of -EUR 274 million, recorded in "Net gain on non-current assets" as described in note 7.c to the consolidated financial statements for the year ended 31 December 2022.

With regard to Russia, which is subject to extensive economic sanctions imposed in particular by the European Union, the United States and the United Kingdom, gross on- and off- balance sheet exposures represented 0.02% of the BNP Paribas Group's gross exposures on- and off- balance sheet at 30 September 2023. The

Group is diligently monitoring developments in the situation in conjunction with the authorities concerned and, in particular, the reactions of the international community with regard to economic sanctions.

6. REGULATORY RISKS

6.1 Laws and regulations adopted in recent years, as well as current and future legislative and regulatory developments, may significantly impact the BNP Paribas Group and the financial and economic environment in which it operates

Laws and regulations taking effect in recent years in the jurisdictions in which the BNP Paribas Group operates (in particular in France, Europe and the United States) have substantially changed, and in the future could potentially continue to substantially change, the environment in which the BNP Paribas Group and other financial institutions operate.

The measures most recently adopted include in particular:

- more stringent "prudential" (i.e., capital solvency, liquidity) requirements, in particular for global systemically important banks, such as the BNP Paribas Group, and under the 26 June 2013 Regulation of the European Parliament (as amended from time to time, the "**CRR**"), as well as changes to the risk-weighting methodologies and methods of using internal models that have led and could lead to increased capital requirements.
- In respect of minimum capital requirements, at the end of 2022, the Council adopted its position on the European Commission's proposals regarding a legislative package to finalise the implementation within the European Union of the Basel III agreement adopted by the Group of Central Governors and Heads of Supervision (GHOS). In the impact assessment accompanying the legislative package, the European Commission estimated, on the basis of an EBA impact study dated December 2020 and of additional European Commission estimates for some EU specific adjustments, that the implementation of the final Basel III standards may result in an average increase in total minimum capital requirements ranging between 6.4% and 8.4% after full implementation of the reform. On the basis of the EBA's updated impact analysis taking into account the combined effect of the reform and the potential consequences of the health crisis, the European Commission opted to apply the new capital requirements to EU banks as from 1 January 2025, with a phase-in period during which the requirements will be gradually increased through 2030 (and 2032 for certain requirements). On this basis, the Group has indicated a potential increase of 7% in its risk-weighted assets at the date of the first application announced for 1 January 2025, which implies a potential 7% increase in total minimum capital requirements resulting from the finalisation of Basel 3 (fully loaded). This estimate is subject to change depending on potential changes in the draft text, in the Group and the macroeconomic context. In March 2023, the Council commenced negotiations with the European Parliament to agree on final versions of the texts. In June 2023, negotiations resulted in a provisional agreement between the Council and the European Parliament. This provisional agreement was ratified by the Council and the European Parliament in December 2023, and should be formally adopted by the European Parliament in the second quarter of 2024.
- strengthening of the powers of existing supervisory bodies, such as the French *Autorité de Contrôle Prudentiel et de Résolution* (the "**ACPR**") and the creation of new supervisory authorities, for example the Single Resolution Mechanism (the "**SRM**") placing the BNP Paribas Group under the direct supervision of the ECB.
- enhancement of recovery and resolution regimes, in particular the adoption of the Bank Recovery and Resolution Directive of 15 May 2014, as amended from time to time (the "**BRRD**"), in order to ensure that losses are borne largely by creditors and shareholders of banks and to thus minimize losses borne by taxpayers.
- establishment of national resolution funds by the BRRD and the creation of the Single Resolution Board (the "**SRB**") by the European Parliament and Council of the European Union in a resolution dated 15 July 2014, (as amended from time to time, the "**SRM Regulation**"), which is authorized to initiate resolution proceedings for banking institutions such as the BNP Paribas Group, and the Single Resolution Fund (the "**SRF**"), funded via annual contributions from financial institutions. In 2023, the BNP Paribas Group's contribution was EUR 1,002 million.

- restrictions on certain types of activities by commercial banks (in particular proprietary trading) considered as speculative and thus either prohibited or having to be ring-fenced in subsidiaries, and subject to specific capital and funding requirements.
- prohibitions or restrictions on fees for certain types of financial products or activities;
- establishment of national deposit guarantee schemes and a proposed European deposit guarantee scheme or deposit insurance which will gradually cover all or part of the guarantee schemes of participating countries.
- increased internal control, risk management and reporting requirements with respect to certain activities.
- implementation of regulatory stress tests (including in relation to climate change risk) which could lead to additional regulatory capital requirements (see *Market Risk Stress Testing Framework* in section 5.7 *Market risk of BNP Paribas' Universal Registration Document at 31 December 2022*).
- greater powers granted to the relevant authorities to combat money laundering and terrorism financing, in particular through the creation of a new European anti-money laundering authority, endorsed by the Council and the European Parliament under a provisional agreement dated December 13, 2023.
- more stringent governance and conduct of business rules and restrictions and increased taxes on employee compensation over specified levels.
- changes in securities regulation, in particular of financial instruments (including shares and other securities issued by entities of the BNP Paribas Group); measures to improve the transparency, efficiency and integrity of financial markets and in particular the regulation of high frequency trading, more extensive market abuse regulations, increased regulation of certain types of financial products including mandatory reporting of derivative and securities financing transactions, requirements either to mandatorily clear, or otherwise mitigate risks in relation to, over-the-counter derivative transactions (including through posting of collateral in respect of non-centrally cleared derivatives).
- regulations of market infrastructures such as trading platforms, clearing houses, central depositories and securities delivery and settlement systems.
- introduction of enhanced disclosure requirements, including through the introduction of new disclosure requirements (i) on how banking groups providing asset management services such as the BNP Paribas Group integrate sustainability risks or negative impacts, sustainable investment objectives or the promotion of environmental or social attributes when making investment decisions, (ii)on how and to what extent banking groups themselves finance or develop economic activities that can be considered environmentally sustainable as defined in the European Taxonomy and (iii) in terms of sustainability, certified by an independent third party, making it possible to analyze the impact of the BNP Paribas Group's business on ESG issues and the manner in which these issues affect its business, its results of operations and its financial condition, in accordance with the texts transposing the Corporate Sustainability Reporting Directive ("**CSRD**"), applicable progressively from 1 January 2024.
- strengthened transparency and disclosure requirements on CSR risk management, including physical and transitional risks related to climate change, and the introduction of new requirements for the integration of climate risk into the risk measurement and management systems of banking groups, including through the publication of proposals for banks to manage and disclose climate risk.
- multiplication of measures that are not specific to financial institutions, such as measures relating to the investment fund sector or those promoting technological innovation such as "open data" access, the development of the regulation of payment services, crowdfunding and fintechs.

Existing measures, as well as those (by definition unpredictable) which could be adopted in the future, could in particular reduce the BNP Paribas Group's ability to allocate and apply its capital and financing resources, limit its ability to diversify its risks, reduce the availability of certain financing and liquidity resources, increase the cost of financing, increase the cost of compliance, increase the cost or reduce the demand for its products and services, require it to effect internal reorganisations, structural changes or reallocations, affect its ability to conduct certain activities or to attract and/or retain talent, facilitate the entry of new players in the financial services sector or affect the business model of the BNP Paribas group and, more generally, affect its competitiveness and profitability, which could have a significant impact on its business, financial condition and results of operations.

6.2 The BNP Paribas Group may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties

The BNP Paribas Group is subject to regulatory compliance risk. This risk is exacerbated by the adoption by different countries of multiple and occasionally diverging and even conflicting legal or regulatory requirements. Besides damage to the BNP Paribas Group's reputation and private rights of action (including class actions), non-compliance could lead to material legal proceedings, fines and expenses (including fines and expenses in excess of recorded provisions), public reprimand, enforced suspension of operations or, in extreme cases, withdrawal by the authorities of operating licences. This risk is further exacerbated by continuously increasing regulatory scrutiny of financial institutions as well as substantial increases in the quantum of applicable fines and penalties. Moreover, litigation by private parties against financial institutions has substantially increased in recent years. Accordingly, the BNP Paribas Group faces significant legal risk in its operations, and the volume and amount of damages claimed in litigation, regulatory proceedings and other adversarial proceedings against financial services firms have substantially increased in recent years and may increase further. The BNP Paribas Group may record provisions in this respect as indicated in note 5.n to the consolidated financial statements for the year ending 31 December 2023 ("*Provisions for contingencies and charges*").

In this respect, on 30 June 2014 the BNP Paribas Group entered into a series of agreements with, and was the subject of several orders issued by, US federal and New York state government agencies and regulatory authorities in settlement of investigations into violations of US laws and regulations regarding economic sanctions. The fines and penalties imposed on the BNP Paribas Group as part of this settlement included, among other things, the payment of monetary penalties amounting in the aggregate to USD 8.97 billion (EUR 6.6 billion) and guilty pleas by BNP Paribas SA, the parent company of the BNP Paribas Group, to charges of having violated US federal criminal law and New York State criminal law. Following this settlement, the BNP Paribas Group remains subject to increased scrutiny by regulatory authorities (including *via* the presence of an independent consultant within the BNP Paribas Group) who are monitoring its compliance with a remediation plan agreed with them.

The BNP Paribas Group is currently involved in various litigations and investigations as summarised in note 9.c *Legal proceedings and arbitration* to the consolidated financial statements for the year ended 31 December 2023. It may become involved in further such matters at any point. No assurance can be given that an adverse outcome in one or more of such matters would not have a material adverse effect on the BNP Paribas Group's operating results for any particular period.

6.3 The BNP Paribas Group could experience an unfavourable change in circumstances, causing it to become subject to a resolution proceeding or a restructuring outside of resolution: BNP Paribas Group security holders could suffer losses as a result

The BRRD, SRM Regulation, the Ordinance of 20 August 2015 and the Ordinance of 21 December 2020, as amended from time to time, confer upon the ACPR or the SRB the power to commence resolution proceedings for a banking institution, such as the BNP Paribas Group, with a view to ensure the continuity of critical functions, to avoid the risks of contagion and to recapitalise or restore the viability of the institution. These powers must be implemented so as to ensure that losses, subject to certain exceptions, are borne first by shareholders, then by holders of additional capital instruments qualifying as Tier 1 and Tier 2 (such as subordinated bonds), then by the holders of senior non-preferred debt and finally by the holders of senior preferred debt, all in accordance with the order of their claims in normal insolvency proceedings. For reference, the BNP Paribas Group's medium- to long-term wholesale financing at 31 December 2022 consisted of the following: EUR 12.5 billion in hybrid Tier 1 debt, EUR 22.4 billion in Tier 2 subordinated debt, EUR 72.2 billion in senior unsecured non-preferred debt, EUR 60.7 billion in senior unsecured preferred debt and EUR 12.7 billion in senior secured debt.

Resolution authorities have broad powers to implement resolution measures with respect to institutions and groups subject to resolution proceedings, which may include (without limitation): the total or partial sale of the institution's business to a third party or a bridge institution, the separation of assets, the replacement or substitution of the institution as obligor in respect of debt instruments, the full or partial write-down of capital instruments, the dilution of capital instruments through the issuance of new equity, the full or partial write-down or conversion into equity of debt instruments, modifications to the terms of debt instruments (including altering the maturity and/or the amount of interest payable and/or imposing a temporary suspension on payments), discontinuing the listing and admission to trading of financial instruments, the dismissal of managers or the appointment of a special manager (*administrateur spécial*).

Certain powers, including the full or partial write-down of capital instruments, the dilution of capital instruments through the issuance of new equity, the full or partial write-down or conversion into equity of additional capital instruments qualifying as Tier 1 and Tier 2 (such as subordinated bonds), can also be exercised outside of resolution proceedings and/or pursuant to the European Commission's State Aid framework if the institution requires exceptional public financial support.

The implementation of these tools and powers with respect to the BNP Paribas Group may result in significant structural changes to the BNP Paribas Group (including as a result of asset or business sales or the creation of bridge institutions) and in a partial or total write-down, modification or variation of claims of shareholders and creditors. Such powers may also result, after any transfer of all or part of the BNP Paribas Group's business or separation of any of its assets, in the holders of securities (even in the absence of any such write-down or conversion) being left as the creditors of the BNP Paribas Group whose remaining business or assets are insufficient to support the claims of all or any of the creditors of the Group.

7. RISKS RELATED TO THE BNP PARIBAS GROUP'S GROWTH IN ITS CURRENT ENVIRONMENT

7.1 Should the BNP Paribas Group fail to implement its strategic objectives or to achieve its published financial objectives, or should its results not follow stated expected trends, the trading price of its securities could be adversely affected

In connection with the publication of its results for the year ended 31 December 2021, the BNP Paribas Group announced its 2025 strategic plan. The plan includes financial and operational objectives. In connection with the publication of its 2023 results the Group revised its objectives for 2025 to take into account the deterioration of the macroeconomic environment, particularly in Europe, the negative effect of European public policy decisions and the trajectory of certain business lines particularly affected by the current cycle. The BNP Paribas Group's actual results could vary significantly from these trends for a number of reasons, including the materialisation of one or more of the risks described in this section. If the BNP Paribas Group's results do not follow these trends, its financial condition and the price of its securities, as well as its financing costs, could be affected.

Additionally, the Group is pursuing an ambitious corporate social responsibility (CSR) policy and is committed to making a positive impact on society with concrete achievements. In 2022, BNP Paribas strengthened its commitment to a sustainable economy and accelerated decarbonation strategies, with the signing of the Net-Zero Banking Alliance, the Net-Zero Asset Owner Alliance, and the Net-Zero Asset Manager initiative. The Group is thus taking strong positions, as a founding member of the United Nations Principles for Responsible Banking, which commits it to align its strategy with the Paris Agreement and the Sustainable Development Goals (SDGs). As part of the Group's 2022-2025 strategic plan, it aims to mobilise EUR 350 billion in ESG-related loans and bond issuances (loans to companies, institutions and individuals covering environmental and social issues and annual sustainable bonds issuances) and to have EUR 300 billion in sustainable responsible investments under management by 2025 (BNP Paribas Asset Management European open funds classified articles 8 and 9 as defined by SFDR). In addition, in 2019, as part of the fight against climate change, the BNP Paribas Group made new commitments to reduce its exposure to thermal coal to zero by 2030 in the OECD and by 2040 for the rest of the world. At the end of 2022, the BNP Paribas Group published its first climate alignment report and its targets for reducing carbon emission intensity by 2025 and is taking the necessary measures to align its credit portfolios with its carbon neutrality commitments. Finally, in

January 2023, the Group strengthened its social commitment policy and is working alongside its clients as part of a global approach to the transition to a sustainable, low-carbon economy. Building on the expertise developed through the Low-Carbon Transition Group, the Group announced new objectives that will result in an acceleration in the financing of low-carbon energy production and a reduction in the financing of fossil fuel production by 2030. If the Group fails to meet these targets, which depend in part on factors beyond its control, its reputation could be affected.

7.2 The BNP Paribas Group may experience difficulties integrating businesses following acquisition transactions and may be unable to realise the benefits expected from such transactions

The BNP Paribas Group regularly undertakes merger and acquisition transactions. It has in particular announced its intention to allocate part of the proceeds from the sale of Bank of the West to acquisitions.

The BNP Paribas Group's most recent major such transactions were the integration of Deutsche Bank's *Prime Brokerage & Electronic Execution* platform in 2019, the acquisition of 100% of Exane, previously 50% owned by BNP Paribas, in 2021, the acquisition of 100% of Floa in 2022 and the acquisition of Kantox in 2023. Successful integration and the realisation of synergies require, among other things, proper coordination of business development and marketing efforts, retention of key members of management, policies for effective recruitment and training as well as the ability to adapt information and computer systems. Any difficulties encountered in combining operations could result in higher integration costs and lower savings or revenues than expected. There will accordingly be uncertainty as to the extent to which anticipated synergies will be achieved and the timing of their realisation. Moreover, the integration of the BNP Paribas Group's existing operations with those of the acquired operations could interfere with its respective businesses and divert management's attention from other aspects of the BNP Paribas Group's business, which could have a negative impact on the BNP Paribas Group's business and results. In some cases, moreover, disputes relating to acquisitions may have an adverse impact on the integration process or have other adverse consequences, including financial ones.
Although the BNP Paribas Group undertakes an in-depth analysis of the companies it plans to acquire, such analyses often cannot be complete or exhaustive. In the event that the BNP Paribas Group is unable to conduct comprehensive due diligence prior to an acquisition, it may acquire doubtful or troubled assets or businesses that may be unprofitable or have certain potential risks that only materialise after the acquisition, The acquisition of an unprofitable business or a business with materialised risks may have a significant adverse effect on the BNP Paribas Group's overall profitability and may increase its liabilities.

7.3 The BNP Paribas Group's current environment may be affected by the intense competition amongst banking and non-banking operators, which could adversely affect the BNP Paribas Group's revenues and profitability

Competition is intense in all of the BNP Paribas Group's primary business areas in France and the other countries in which it conducts a substantial portion of its business, including other European countries and the United States. Competition in the banking industry could intensify as a result of consolidation in the financial services area, as a result of the presence of new players in the payment and the financing services area or the development of crowdfunding platforms, as well as the continuing evolution of consumer habits in the banking sector. While the BNP Paribas Group has launched initiatives in these areas, such as the debut of Hello bank! and its acquisition of Nickel or Floa, competitors subject to less extensive regulatory requirements or to less strict capital requirements (*e.g.* debt funds, shadow banks), or benefiting from economies of scale, data synergies, technological innovation (*e.g.* internet and mobile operators, digital platforms, fintechs), or free access to customer financial data could be more competitive by offering lower prices and more innovative services to address the new needs of consumers. New technologies that facilitate or transform transaction processes and payment systems, such as blockchain technologies and related services, or that could significantly impact the fundamental mechanisms of the banking system, such as central bank digital currencies, have been developed in recent years or could be developed in the near future. While it is difficult to predict the effects of these developments and the regulations that apply to them, the use of such technology could nevertheless reduce the market share of banks, including the BNP Paribas Group, secure investments that otherwise would have used technology used by more established financial institutions, such as the

BNP Paribas Group or, more broadly, lead to the emergence of a different monetary system in which the attractiveness of using established financial institutions such as the BNP Paribas Group would be affected. If such developments continue to gain momentum, particularly with the support of governments and central banks, if the BNP Paribas Group is unable to respond to the competitive environment in France or in its other major markets by offering more attractive, innovative and profitable product and service solutions than those offered by current competitors or new entrants or if some of these activities were to be carried out by institutions other than banks, it may lose market share in key areas of its business or incur losses on some or all of its activities. In addition, downturns in the economies of its principal markets could add to the competitive pressure, through, for example, increased price pressure and lower business volumes for the BNP Paribas Group and its competitors. It is also possible that the imposition of more stringent requirements (particularly capital requirements and business restrictions) on large or systemically significant financial institutions that new players may not be subject to could lead to distortions in competition in a manner adverse to large private-sector institutions such as the BNP Paribas Group.

7.4 The BNP Paribas Group could experience business disruption and losses due to risks related to environmental, social and governance ("ESG") issues, particularly relating to climate change, such as transition risks, physical risks or liability risks

The BNP Paribas Group is exposed to risks related to climate change, either directly through its own operations or indirectly through its financing and investment activities. There are two main types of risks related to climate change: (i) transition risks, which result from changes in the behaviour of economic and financial actors in response to the implementation of energy policies or technological changes for a transition to a low-carbon economy; and (ii) physical risks, which result from the direct impact of climate change on people and property through extreme weather events or long-term risks such as rising water levels or increasing temperatures. Physical risk can spread throughout the value chain of the BNP Paribas Group's clients, which can lead to a payment default and thus generate financial losses, while the process of reducing emissions is likely to have a significant impact on all sectors of the economy by affecting the value of financial assets and corporate profits.

In addition, liability risks may flow from both categories of risk. They correspond to the financial compensation that can be claimed by individuals, companies, governments or non-governmental organisations (NGOs) that may affected by climate change events, activities or effects and who would seek to hold actors in the financial sector accountable for financing, facilitating or otherwise contributing to such events, activities, or effects. In recent years, activism by shareholders, activist funds, NGOs and others, particularly on ESG issues, has been directed against many public companies. These initiatives include requiring companies to disclose material information about their ESG-related actions and commitments and, in some cases, seeking to force them to make strategic and business changes. In some jurisdictions, financial sector actors may also face legal action from individuals, companies, governments or NGOs, groups or private persons.

Policy and regulatory initiatives and frameworks, including at the French, European Union and international levels, concerning climate change and sustainability, as well as voluntary and joint commitments through industry alliances, create increasing legal, regulatory and reputational risks. The ESG regulatory framework is constantly changing, evolving and continuing to evolve rapidly. It includes, among other things, requirements in terms of disclosure and the integration of climate risks into risk measurement and management systems, as well as a general duty of care (see section 6.1 *Laws and regulations adopted in recent years, as well as current and future legislative and regulatory developments, may significantly impact the BNP Paribas Group and the financial and economic environment in which it operates*). These initiatives and frameworks overlap in some respects and are not always consistent in their objectives, resulting in regulatory complexity and, in some cases, a lack of clarity and difficulty in interpretation. Non-compliance by the Group in its business and disclosure with these and other regulatory requirements, as well as any other regulations concerning the transition to a lower carbon economy, climate change, sustainability or energy-related investments, could have a negative impact on its business, the value of its investments and its reputation.

BNP Paribas does not consider ESG risks as a stand-alone risk category, but rather as factors affecting various risk categories such as credit, market and operational risks. Accordingly, BNP Paribas is progressively integrating the assessment of these risks into its risk management system. As explained in detail in section 7 of *BNP Paribas' Universal Registration Document at 31 December 2022,* ESG risk factors, including the subset of climate and environmental risk factors, are among the risk factors taken into account by contributors to the Group's risk identification process and to which they apply a risk assessment based on short to medium-term (three or four years) as well as longer-term scenarios. In 2022, the Group identified several major risk factors that are directly or indirectly linked to climate change, including possible changes in the insurance and reinsurance markets; customer expectations and the impact of consumerism; investors' financial expectations; climate change and the energy transition; threats to health and the environment; and the focus on banks' role in ESG matters generally. The Group monitors these risks in the conduct of its business, in the conduct of its counterparties' business, and in its investments on its own behalf and on behalf of third parties. In this respect, the specific credit policies and the General Credit Policy have been enhanced as from 2012 and 2014, respectively, with the addition of clauses relating to social and environmental responsibility. In addition, the development of regulatory requirements in this area could lead to an increase in litigation against financial institutions in relation to climate change and other related issues. The Group could thus be held liable for transaction execution failings such as inadequate assessment of the environmental, social and governance criteria of certain financial products.

In addition, sector-specific policies including to rule out financing certain sectors defined by ESG criteria have also been implemented and the BNP Paribas Group will have to adapt its business and in particular its counterparty screening accordingly in order to achieve its strategic objectives (see section 7.1 *Should the BNP Paribas Group fail to implement its strategic objectives or to achieve its published financial objectives, or should its results not follow stated expected trends, the trading price of its securities could be adversely affected*). For example, the results of the Group's ESG analysis may lead it to withdraw from a client relationship (unsatisfactory results), place a client relationship under review and regular monitoring (intermediate results), or enter into a new (or continue an existing) client relationship (satisfactory results). Similarly, the Group's assessment of the effectiveness of ESG risk management at the investee entity may lead it to divest from existing investments or affect its decision whether to make new investments. Notwithstanding its efforts to combat climate change and monitor the related risks, the physical, transitional or liability risks related to climate change, or any delay or failure to implement ESG risk management, could have a material adverse effect on the Group's business, financial condition or reputation.

7.5 Changes in certain holdings in credit or financial institutions could have an impact on the BNP Paribas Group's financial position

Certain classes of assets may carry a high risk-weight of 250%. They include: credit or financial institutions consolidated under the equity method within the prudential scope (excluding insurance); significant financial interest in credit or financial institutions in which the BNP Paribas Group holds a stake of more than 10%; and deferred tax assets that rely on future profitability and arise from temporary differences.

The risk-weighted assets carrying a risk-weight of 250% amounted to EUR 19 billion as of 31 December 2023, or 3% of the total risk-weighted assets of the BNP Paribas Group. They amounted to EUR 20 billion at 31 December 2022, or 3% of the Group's total risk-weighted assets. If the BNP Paribas Group increases the amount of high risk-weighted assets (either by increasing the proportion of such high risk-weighted assets in its overall asset portfolio or due to an increase of the regulatory risk-weighting applicable to these assets), its capital adequacy ratios may be lowered."

DOCUMENTS INCORPORATED BY REFERENCE

On 1 February 2024, BNPP filed with the AMF its unaudited consolidated financial statements (in English) for the year ended 31 December 2023, which, by virtue of this Third Supplement, is incorporated in, and forms part of, the Base Prospectus.

On 1 February 2024, BNPP published a press release relating to the unaudited financial information of BNPP for the fourth quarter ended 31 December 2023 and the unaudited figures for the year ended 31 December 2023, which, by virtue of this Third Supplement, is incorporated in, and forms part of, the Base Prospectus.

The "**DOCUMENTS INCORPORATED BY REFERENCE**" section on pages 110 to 126 of the Base Prospectus (which was amended by virtue of the Previous Supplements) is amended as follows:

(a) the paragraphs (s), (t), (u) and (w) (which were added to the Base Prospectus by virtue of the Previous Supplements) are deleted in their entirety;

(b) the following paragraphs (w) and (x) are added under paragraph (v) (which was added by virtue of the Second Supplement):

"(w) BNPP's unaudited consolidated financial statements (in English) for the year ended 31 December 2023 (the "**2023 BNPP Unaudited Financial Statements**"); and

(x) the press release dated 1 February 2024 relating to the unaudited financial information of BNPP for the fourth quarter ended 31 December 2023 and the unaudited figures for the year ended 31 December 2023 (the "**1 February 2024 Press Release**"),";

(c) the table entitled "**BNP PARIBAS**" on pages 118 to 122 of the Base Prospectus (which was amended by virtue of the Previous Supplements) is deleted and replaced with the following table:

BNP PARIBAS						
Information incorporated by reference *Headings as listed by Annex 1 of the Commission Delegated Regulation (EU) 2019/980*	**Page Reference**					
	BNPP 2022 Universal Registration Document (in English) – https://invest.bnpparibas/en/document/universal-registration-document-2022	**First Amendment to the BNPP 2022 Universal Registration Document (in English) –** https://invest.bnpparibas/en/document/1st-amendment-to-the-2022-universal-registration-document	**Second Amendment to the BNPP 2022 Universal Registration Document (in English) –** https://invest.bnpparibas/en/document/2nd-amendment-to-the-2022-universal-registration-document	**Third Amendment to the BNPP 2022 Universal Registration Document (in English) –** https://invest.bnpparibas/en/document/3rd-amendment-to-the-2022-universal-registration-document	**Fourth Amendment to the BNPP 2022 Universal Registration Document (in English) -** https://invest.bnpparibas/en/document/4th-amendment-to-the-2022-universal-registration-document	**2023 BNPP Unaudited Financial Statements and 1 February 2024 Press Release (in English) -** https://invest.bnpparibas/en/document/4q23-cfsu and https://invest.bnpparibas/en/document/4q23-pr
2. Statutory auditors	742	109	237	215	122	N/A
3. Risk factors	315-330	N/A	N/A	N/A	96-117	N/A
4. Information about the Issuer	4-6; 751-753	N/A	N/A	N/A	N/A	N/A
5. Business overview						
5.1 Principal activities	7-19; 223-226; 726-732	N/A	248	N/A	132	N/A
5.2 Principal markets	7-19; 223-226; 726-732	N/A	N/A	N/A	N/A	N/A
5.3 History and development of the issuer	6	N/A	N/A	N/A	N/A	N/A
5.4 Strategy and objectives	153-156; 626-627; 686-687; 703	N/A	N/A	N/A	N/A	N/A
5.5 Possible dependency	724	N/A	N/A	N/A	N/A	N/A

5.6	*Basis for any statements made by the issuer regarding its competitive position*	7-19; 128-144	N/A	N/A	N/A	N/A	N/A
5.7	*Investments*	274-275; 612; 672-673; 725	N/A	N/A	N/A	N/A	N/A
6.	**Organisational structure**						
6.1	*Brief description*	4; 686-687	N/A	248	N/A	132	N/A
6.2	*List of significant subsidiaries*	287-295; 604-611; 726-731	N/A	192-214	115-136	N/A	N/A
7.	**Operating and financial review**						
7.1	*Financial situation*	156; 176; 178; 574-575	3-71	3-75	N/A	3-83	N/A
7.2	*Operating results*	128-144; 151-152; 159-165; 176; 224; 574	59-71	61-75	N/A	65-83	N/A
8.	**Capital resources**						
8.1	*Issuer's capital resources*	180-181; 599	50-52; 56-58; 75-82	55-57; 85; 87-88; 180-183	103-106	59-60; 64; 86-89	N/A
8.2	*Sources and amounts of cash flows*	179	N/A	86	N/A	N/A	N/A
8.3	*Borrowing requirements and funding structure*	156; 502-519	16	N/A	N/A	N/A	N/A

9.	**Regulatory environment**	305; 313-314; 325-328	N/A	N/A	N/A	N/A	N/A
10.	**Trend information**						
10.1	*Main recent trends*	153-156; 725	84	N/A	N/A	N/A	N/A
10.2	*Trends likely to have a material impact on the Issuer's outlook*	153-156; 725	84	N/A	N/A	N/A	N/A
11.	**Profit forecasts or estimates**	N/A	N/A	N/A	N/A	N/A	N/A
12.	**Administrative, management, and supervisory bodies, and senior management**						
12.1	*Administrative and management bodies*	35-48; 110	N/A	233-235	N/A	118-119	N/A
12.2	*Administrative and management bodies' conflicts of interest*	53-54; 67-68; 78-106	N/A	N/A	N/A	N/A	N/A
13.	**Remuneration and benefits**						
13.1	*Total amounts set aside or accrued by the Issuer or its subsidiaries to provide pension,*	78-106; 262-270; 283-284	86-108	N/A	N/A	N/A	N/A

	retirement or similar benefits						
13.2	*Amount of remuneration paid and benefits in kind granted*	78-106; 262-270; 283-284	86-108	N/A	N/A	N/A	N/A
14.	**Board practices**						
14.1	*Date of expiry of the current terms of office*	35-47	N/A	234	N/A	N/A	N/A
14.2	*Information about members of the administrative bodies' service contracts with the Issuer*	N/A	N/A	N/A	N/A	N/A	N/A
14.3	*Information about the audit committee and remuneration committee*	56-63	N/A	N/A	N/A	N/A	N/A
14.4	*Corporate governance regime in force in the Issuer's country of incorporation*	49-56	N/A	N/A	N/A	N/A	N/A
14.5	*Potential material impacts on the corporate governance*	35-47	N/A	N/A	N/A	N/A	N/A

15.	**Employees**						
15.1	*Number of employees*	4; 653-654; 686	N/A	N/A	N/A	N/A	N/A
15.2	*Shareholdings and stock options*	78-106; 208-209; 660-661	N/A	N/A	N/A	N/A	N/A
15.3	*Information about members of the administrative bodies' service contracts with the Issuer*	N/A	N/A	N/A	N/A	N/A	N/A
16.	**Major shareholders**						
16.1	*Shareholders owning more than 5% of the Issuer's capital or voting rights*	20-21	N/A	233	N/A	133	N/A
16.2	*Existence of different voting rights*	20	N/A	N/A	N/A	N/A	N/A
16.3	*Control of the Issuer*	20-21	N/A	N/A	N/A	N/A	N/A
16.4	*Description of any arrangements, known to the Issuer, the operation of which may at a subsequent date result in a change of*	21	N/A	N/A	N/A	N/A	N/A

	control of the Issuer						
17.	**Related party transactions**	78-106; 284-285; 738-739	N/A	N/A	N/A	N/A	N/A
18.	**Financial information concerning the Issuer's assets and liabilities, financial position, and profits and losses**						
18.1	*Historical financial information*	5; 24; 128-296; 574-612	59-71	3-75; 80-214	4-136	3-83	N/A
18.2	*Interim and other financial information*	N/A	59-71	3-75; 80-214	4-136	3-83	1 to 130 of the 2023 BNPP Unaudited Financial Statements 1 to 43 of the 1 February 2024 Press Release
18.3	*Auditing of historical annual financial information*	297-302; 613-618	N/A	N/A	137-138	N/A	N/A
18.4	*Pro forma financial information*	N/A	N/A	N/A	N/A	N/A	N/A
18.5	*Dividend policy*	24; 27-28; 156; 602	N/A	20; 26; 37	N/A	N/A	N/A
18.6	*Legal and arbitration proceedings*	273-274	84-85	186-187	109-110	120	127 to 128 of the 2023 BNPP Unaudited Financial Statements

18.7	*Significant change in the Issuer's financial or trading position*	725	84	236	214	121	N/A
19.	**Additional information**						
19.1	*Share capital*	20; 271-273; 593-595; 733; 760	N/A	180	103	1	N/A
19.2	*Memorandum and articles of association*	733-738	N/A	N/A	N/A	N/A	N/A
20.	**Material contracts**	724	N/A	N/A	N/A	N/A	N/A
21.	**Documents on display**	724	84	236	214	121	N/A

(d) the following table is inserted immediately following the table entitled "**2022 FINANCIAL STATEMENTS**" on pages 122 and 123 of the Base Prospectus (which was amended by virtue of the Previous Supplements):

2023 BNPP Unaudited Financial Statements	
https://invest.bnpparibas/en/document/4q23-cfsu	
Consolidated Financial Statements	Pages 4 to 9 of the 2023 BNPP Unaudited Financial Statements
Notes to the Financial Statements	Pages 10 to 130 of the 2023 BNPP Unaudited Financial Statements
1 February 2024 Press Release	
https://invest.bnpparibas/en/document/4q23-pr	
Press release relating to the unaudited financial information of BNPP for the fourth quarter ended 31 December 2023 and the unaudited figures for the year ended 31 December 2023	Pages 1 to 43 of the 1 February 2024 Press Release.

(e) in the last paragraph on page 126 of the Base Prospectus, the second sentence (which was amended by virtue of the Previous Supplements) is deleted and replaced as follows:

"Each of the documents incorporated by reference in (c) to (x) above will only be made available by the relevant Issuer or the relevant Guarantor to which such document relates.".

DESCRIPTION OF BNPP B.V.

On 20 December 2023, the former sole member of the Management Board of BNPP B.V., *i.e.* BNP Paribas Finance B.V., has been liquidated. Accordingly, the "**DESCRIPTION OF BNPP B.V.**" section on pages 1257 to 1261 of the Base Prospectus is amended as follows:

(a) Limb (a) under the heading "**2. Business Overview**" on pages 1257 and 1258 of the Base Prospectus is deleted and replaced with the following:

"(a) BNPP B.V.'s objects (as set out in Article 3 of its Articles of Association) are:

(i) to incorporate, to participate in any way whatsoever in, to manage, to supervise businesses and companies;

(ii) to finance businesses and companies;

(iii) to borrow, to lend and to raise funds, including the issue of bonds, promissory notes or other securities or evidence of indebtedness, including, among other things, option certificates and other securities or debt securities, both with and without indexation based on, inter alia, stocks, baskets of stocks, stock market indices, currencies, commodities and terms of goods as well as to enter into agreements in connection with aforementioned activities, including, among other things, swaps and derivatives transactions and to grant security rights in connection therewith;

(iv) to render advice and services to businesses and companies with which BNPP B.V. forms a group and to third parties;

(v) to grant guarantees, to bind BNPP B.V. and to pledge its assets for obligations of businesses and companies with which it forms a group and on behalf of third parties;

(vi) to acquire, alienate, manage and exploit registered property and items of property in general;

(vii) to trade in currencies, securities and items of property in general;

(viii) to develop and trade in patents, trade marks, licenses, know-how, copyrights, data base rights and other intellectual property rights;

(ix) to perform any and all activities of an industrial, financial or commercial nature,

and to do all that is connected therewith or may be conducive thereto, all to be interpreted in the broadest sense.";

(b) The second paragraph under the heading "**5.1 Management Board**" on page 1258 of the Base Prospectus is deleted and replaced with the following:

"On 20 December 2023, BNP Paribas appointed the following persons as members of the Management Board: Edwin Herskovic, Cyril Le Merrer, Folkert van Asma, Geert Lippens and Matthew Yandle, whose professional address is Herengracht 595,1017 CE Amsterdam in the Netherlands. The appointed board members have the power to take all necessary measures in relation to the issue of securities of BNPP B.V.";

(c) The paragraph under the heading "9.1 **Names, Business Addresses, Functions and Principal Outside Activities**" on page 1259 of the Base Prospectus is deleted and the sentence is replaced as follows:

"The names, functions and principal activities performed by the managing directors outside BNPP B.V. which are significant with respect to the managing directors are: None.";

(d) The paragraph under the heading "9.2 **Administrative, Management, and Supervisory Bodies Conflicts of Interests**" on page 1259 of the Base Prospectus is deleted and the sentence is replaced as follows:

"The above-mentioned members of the Management Board of BNPP B.V. do not have potential conflicts of interests, material to the issue of the Securities, between any duties to BNPP B.V. and their interests or other duties.".

OFFERING AND SALE

The "**OFFERING AND SALE**" section on pages 1349 to 1369 of the Base Prospectus is amended as follows:

The Singapore selling restriction on page 1367 of the Base Prospectus is deleted and replaced with the following:

"**Singapore**

This Base Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Base Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Securities may not be circulated or distributed, nor may the Securities be offered or sold or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the "**SFA**")) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA."

RECENT DEVELOPMENTS

A new section entitled "**RECENT DEVELOPMENTS**" is hereby added on page 1370 of the Base Prospectus after the section "OFFERING AND SALE" and before the section "GENERAL INFORMATION" as:

"On 28 July 2023, BNPP announced that the European Banking Authority ("**EBA**") had published the results of the EU-wide Stress Test carried out jointly with the European Central Bank ("**ECB**"). This exercise covered the 70 largest banks in the European Union (versus 50 in 2021). The exercise is conducted every two years, with the exception of the 2020 exercise stopped due to the health crisis. The stress test results demonstrate BNPP's capacity to withstand a scenario of major stress based on extremely severe assumptions of economic and market conditions evolutions. The results of this thorough exercise conducted by the EBA, and the ECB confirm the Group's balance sheet strength and the quality of its risk policy.

BNPP's press release in this respect is available on its website at: "https://group.bnpparibas/en/all-news/press-release".

On 27 November 2023, BNPP announced that it had received the notification by the *Autorité de Contrôle Prudentiel et de Résolution* (ACPR), dated 27 November 2023, that the Group had been designated on the 2023 list of Global Systemically Important Banks ("**G-SIBs**") in the bucket 2 corresponding to its score based on end-2022 data. Consequently, the requirement of the G-SIB buffer applicable for the group remains at 1.5% of the total risk-weighted assets beginning 1 January 2024, unchanged compared to the level applicable in 2023.

BNPP's press release in this respect is available on its website at: "https://group.bnpparibas/en/all-news/press-release".

On 1st December 2023, BNPP announced that it had received the notification by the European Central Bank of the outcome of the 2023 Supervisory Review and Evaluation Process ("**SREP**"), which states capital requirements and leverage ratio on a consolidated basis in force for the Group. The Common Equity Tier 1 ("**CET1**") requirement that the Group has to respect as from 1 January 2024 on a consolidated basis is 10.02% (excluding the Pillar 2 guidance). It includes 1.50% for the G-SIB buffer, 2.50% for the Conservation buffer, 1.11% for the Pillar 2 requirement[2] and 0.41% of countercyclical buffer[3]. The requirement for the Tier 1 Capital is 11.81% (of which 1.40% for the Pillar 2 requirement). The requirement for the Total Capital is 14.18% (of which 1.77% for the Pillar 2 requirement). The leverage ratio requirement that the Group has to respect as from 1 January 2024 on a consolidated basis is 3.85% (excluding Pillar 2 guidance).

BNPP's press release in this respect is available on its website at: "https://group.bnpparibas/en/all-news/press-release".

On 21 December 2023, BNPP announced that it will no longer include the following subordinated instruments (the "**Instruments**") in its Tier 2 regulatory capital and as such will no longer consider them in the computation of its regulatory ratios as of 31 December 2023:

Participating Notes ("*Titres Participatifs*"):

- EUR27 million issued on 30 July 1984 (ISIN: FR0000047664)
- EUR192 million issued on 30 July 1984 (ISIN: FR0000140063)
- EUR4.4 million issued on 28 January 1985 (ISIN: FR0000047839)
- EUR2 million issued on 20 May 1985 (ISIN: FR0000047797)

Undated Subordinated Floating Rate Notes:

- EUR254 million issued on 7 October 1985 (ISIN: FR0000572646)
- USD274 million issued on 22 September 1986 (ISIN: FR0008131403)

[2] CET1 requirement related to Pillar 2 requirement now includes 100% of the add-on related to non-performing exposures on aged loans granted before 26 April 2019.

[3] Computation based on RWA as at 30 September 2023, excluding the 0.18% impact of the increase in France's countercyclical buffer as from 2 January 2024.

As of 30 June 2023, the amount of the Instruments recognized in the Tier 2 regulatory capital of BNPP was approximately EUR726 million.

In view of the above, BNPP announced its intention to call the USD274 million Undated Subordinated Floating Rate Notes issued on 22 September 1986 (ISIN: FR0008131403) on the next call date, subject to the prior permission of the ECB.

BNPP's press release in this respect is available on its website at: "https://group.bnpparibas/en/all-news/press-release"."

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The "**GENERAL INFORMATION**" section on pages 1370 to 1377 of the Base Prospectus is amended as follows:

(a) the first paragraph under the heading "7. Significant Change" on page 1371 of the Base Prospectus (which was amended by virtue of the Previous Supplements) is deleted and replaced with the following:

"There has been no significant change in the financial performance or position of BNPP or the Group since 31 December 2023 (being the end of the last financial period for which financial information has been published).";

(b) the paragraph, the table and the footnotes thereto under the heading "17. Capitalization and Medium and Long Term Debt Indebtedness over one year of BNPP and the BNP Paribas Group" on pages 1375 to 1377 of the Base Prospectus (which were amended by virtue of the Previous Supplements) are deleted in their entirety;

(c) the paragraph under the heading "18. Events impacting the solvency of BNPP" on page 1377 of the Base Prospectus (which was amended by virtue of the Previous Supplements) is deleted and replaced with the following:

"To the best of BNPP's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of BNPP's solvency since 31 December 2023."; and

(d) by the insertion of the following sub-section immediately beneath the sub-section "18. Events impacting the solvency of BNPP" on page 1377 of the Base Prospectus:

"19. Declaration concerning the unaudited results of BNPP for the periods ending 31 December 2023

The statutory auditors have audited the financial statements of BNPP for the years ended 31 December 2021 and 31 December 2022. They have also reviewed the condensed interim consolidated financial statements of BNPP as of and for the six-month period ended 30 June 2023. The French statutory auditors carry out their engagements in accordance with professional standards applicable in France.

The board of directors examined the Group’s results for the fourth quarter of 2023 and endorsed the 2023 financial statements, in relation to the 2023 BNPP Unaudited Financial Statements published on 1 February 2024. This financial information has not been audited yet.".

RESPONSIBILITY STATEMENT

I hereby certify on behalf of BNPP, BNPP B.V., BP2F and BNPPF that, to the best of my knowledge, the information contained in this Third Supplement is in accordance with the facts and makes no omission likely to affect its import.

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Represented by Lars MACHENIL
in his capacity as Chief Financial Officer of BNP Paribas

Dated 23 February 2024

This Third Supplement has been approved by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129. The AMF has approved this Third Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuers (or the Guarantors) or on the quality of the Securities described in the Base Prospectus (as amended by the Previous Supplements and this Third Supplement). Investors should make their own assessment of the opportunity to invest in such Securities.

This Third Supplement has been approved on 23 February 2024. This Third Supplement obtained the following approval number: n°24-040.