

Third Supplement dated 29 November 2019
to the Base Prospectus for the issue of Certificates dated 3 June 2019



BNP Paribas Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and 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 3 June 2019 (the "**Base Prospectus**"), the first supplement to the Base Prospectus dated 8 August 2019 (the "**First Supplement**") and the second supplement to the Base Prospectus dated 30 September 2019 (the "**Second Supplement**" and, together with the First Supplement, the "**Previous Supplements**"), in each case in respect of Certificates 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.

The Base Prospectus and the Previous Supplements together constitute a base prospectus for the purposes of Article 5.4 of the Prospectus Directive. The "**Prospectus Directive**" means Directive 2003/71/EC of 4 November 2003 (as amended) and includes any relevant implementing measure in a relevant Member State of the European Economic Area. The *Autorité des marchés financiers* (the "**AMF**") granted visa no. 19-241 on 3 June 2019 in respect of the Base Prospectus, visa no. 19-397 on 8 August 2019 in respect of the First Supplement and visa no. 19-463 on 30 September 2019 in respect of the Second Supplement. Application has been made to the AMF for approval of this Third Supplement in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France.

BNPP (in respect of itself and BNPP B.V.) and BNPP B.V. (in respect of itself) accept responsibility for the information contained in this Third Supplement, save that BNPP B.V. accepts no responsibility for the information contained in the First Amendment to the BNPP 2019 Universal Registration Document (in English) (as defined below). To the best of the knowledge of BNPP and BNPP B.V. (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 may be obtained free of charge at the specified offices of BNP Paribas Securities Services, Luxembourg Branch and BNP Paribas Arbitrage S.N.C. and will be available on the website of BNP Paribas (<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>) and on the website of the AMF (www.amf-france.org).

This Third Supplement has been prepared in accordance with Article 16.1 of the Prospectus Directive and pursuant to Article 212-25 of the AMF's *Règlement Général*, for the purposes of giving information which amends or is additional to the information already contained in the Base Prospectus, as amended by the Previous Supplements.

This Third Supplement has been prepared for the purposes of:

- (A) amending the "Important Notices" section;
- (B) amending the "Programme Summary in relation to this Base Prospectus" and the "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus";
- (C) amending the "Programme Summary in relation to this Base Prospectus (in French)" and the "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus (in French)";
- (D) amending the "Risks" section;
- (E) incorporating by reference the *Amendement au Document d'Enregistrement Universel au 30 juin 2019* (in English) (the "**First Amendment to the BNPP 2019 Universal Registration Document (in English)**");
- (F) amending the "Form of Final Terms for Certificates";
- (G) amending "Annex 12 – Additional Terms and Conditions for Credit Securities";
- (H) amending the "Offering and Sale" section; and
- (I) amending the "General Information" section.

The amendment referred to in (A) above has been made to update the disclaimer regarding sales of Securities in Bahrain. The amendment referred to in (H) above has been made to add a new selling restriction for sales of Securities in Bahrain. The incorporation by reference referred to in (E) above has been made to update the disclosure for BNPP. The amendments referred to in (B), (C), (D) and (I) above have been made to reflect the updated disclosure in respect of BNPP referred to in (E) above. The amendments referred to in (F) and (G) above have been made to reflect amendments to the 2014 ISDA Credit Derivatives Definitions made by the 2019 Narrowly Tailored Credit Event Supplement to the 2014 ISDA Credit Derivatives Definitions published by the International Swaps and Derivatives Association, Inc. ("**ISDA**").

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Securities to the public, investors who, before this Third Supplement is published, have already agreed to purchase or subscribe for Securities issued under the Programme which are affected by the amendments made in this Third Supplement, have the right, exercisable before the end of the period of two working days beginning with the working day after the date of publication of this Third Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 4 December 2019.

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AMENDMENTS TO THE IMPORTANT NOTICES SECTION

The Important Notices section on pages 6 and 7 of the Base Prospectus is amended by the addition of the following paragraph in relation to the "**Disclaimer statement for structured products (Securities)**" immediately above the heading "**Notification under Section 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the SFA)**":

"All offers of Securities to investors in the Kingdom of Bahrain will be made by way of private placement and may only be offered to accredited investors in the Kingdom of Bahrain in minimum subscriptions of U.S. \$100,000 (or equivalent in other countries).".

**AMENDMENTS TO THE PROGRAMME SUMMARY IN RELATION TO THIS BASE
PROSPECTUS AND THE PRO FORMA ISSUE SPECIFIC SUMMARY OF THE PROGRAMME
IN RELATION TO THIS BASE PROSPECTUS**

1. The "Programme Summary in relation to this Base Prospectus" on pages 11 to 61 of the Base Prospectus is amended as follows:
- (a) In Element B.12, the following table in relation to BNPP is inserted immediately above the heading "*Statements of no significant or material adverse change*" and immediately below the table in relation to BNPP entitled "**Comparative Interim Financial Data for the six-month period ended 30 June 2019 – In millions of EUR**":

B.12	Selected historical key financial information:		
	In relation to BNPP:		
	Comparative Interim Financial Data for the nine-month period ended 30 September 2019 – In millions of EUR		
		9M19* (unaudited)	9M18 (unaudited)
	Revenues	33,264	32,356
	Cost of Risk	(2,237)	(1,868)
	Net income, Group share	6,324	6,084
		30/09/2019*	31/12/2018
	Common equity Tier 1 ratio (Basel 3 fully loaded, CRD 4)	12.0%	11.8%
		30/09/2019* (unaudited)	31/12/2018 (audited)
	Total consolidated balance sheet	2,510,204	2,040,836
	Consolidated loans and receivables due from customers	797,357	765,871
	Consolidated items due to customers	850,458	796,548
	Shareholders' equity (Group share)	107,157	101,467
* The figures as at 30 September 2019 are based on the new IFRS 16 accounting standard. The impact as at 1 January 2019 of the first application of the new accounting standard IFRS 16 ("Leasing") was ~-10 bp on the Basel 3 common equity Tier 1 ratio.			

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

B.13	Events impacting the Issuer's solvency	Not applicable, to the best of the relevant Issuer's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the relevant Issuer's solvency since 30 June 2019 (in the case of BNPP B.V.) or 30 September 2019 (in the case of BNPP).
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- (c) In Element D.2, the paragraphs from and including the second paragraph under the sub-heading "BNPP" to and including the paragraph immediately above the sub-heading "BNPP B.V." under the heading "Issuers" are deleted and replaced with the following:

<p>D.2</p>	<p>Key risks regarding the Issuers and the Guarantors</p>	<p>Issuers</p> <p>BNPP</p> <p>BNPP's 2018 registration document (in English) sets out seven main categories of risk inherent in its activities:</p> <p>(1) <i>Credit risk</i> – Credit risk is the consequence resulting from the likelihood that a borrower or counterparty will fail to meet its obligations in accordance with agreed terms. The probability of default and the expected recovery on the loan or receivable in the event of default are key components of the credit quality assessment. BNPP's risk-weighted assets subject to this type of risk amounted to EUR 504 billion at 31 December 2018.</p> <p>(2) <i>Securitisation in the Banking Portfolio</i> – Securitisation means a transaction or scheme, whereby the credit risk associated with an exposure or pool of exposures is tranced, having the following characteristics:</p> <ul style="list-style-type: none"> ○ payments made in the transaction or scheme are dependent upon the performance of the exposure or pool of exposures; ○ the subordination of tranches determines the distribution of losses during the life of the risk transfer. <p>Any commitment (including derivatives and liquidity lines) granted to a securitisation operation must be treated as a securitisation exposure. Most of these commitments are held in the prudential banking portfolio. BNPP's risk-weighted assets subject to this type of risk amounted to EUR 7 billion at 31 December 2018.</p> <p>(3) <i>Counterparty credit risk</i> – Counterparty credit risk is the translation of the credit risk embedded in financial transactions, investments and/or settlement transactions between counterparties. Those transactions include bilateral contracts such as over-the-counter ("OTC") derivatives contracts as well as contracts settled through clearing houses. The amount of this risk may vary over time in line with changing market parameters which then impacts the replacement value of the relevant transactions.</p> <p>Counterparty risk lies in the event that a counterparty</p>
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defaults on its obligations to pay BNPP the full present value of the flows relating to a transaction or a portfolio for which BNPP is a net receiver. Counterparty credit risk is also linked to the replacement cost of a derivative or portfolio in the event of counterparty default. Hence, it can be seen as a market risk in case of default or a contingent risk. BNPP's risk-weighted assets subject to this type of risk amounted to EUR 27 billion at 31 December 2018.

- (4) *Market risk* – Market risk is the risk of incurring a loss of value due to adverse trends in market prices or parameters, whether directly observable or not.

Observable market parameters include, but are not limited to, exchange rates, prices of securities and commodities (whether listed or obtained by reference to a similar asset), prices of derivatives, and other parameters that can be directly inferred from them, such as interest rates, credit spreads, volatilities and implied correlations or other similar parameters.

Non-observable factors are those based on working assumptions such as parameters contained in models or based on statistical or economic analyses, non-ascertainable in the market.

In fixed income trading books, credit instruments are valued on the basis of bond yields and credit spreads, which represent market parameters in the same way as interest rates or foreign exchange rates. The credit risk arising on the issuer of the debt instrument is therefore a component of market risk known as issuer risk.

Liquidity is an important component of market risk. In times of limited or no liquidity, instruments or goods may not be tradable or may not be tradable at their estimated value. This may arise, for example, due to low transaction volumes, legal restrictions or a strong imbalance between demand and supply for certain assets.

The market risk related to banking activities encompasses the interest rate and foreign exchange risks stemming from banking intermediation activities. BNPP's risk-weighted assets subject to this type of risk amounted to EUR 20 billion at 31 December 2018.

- (5) *Liquidity Risk* – Liquidity risk is the risk that BNPP will not be able to honour its commitments or unwind or settle a position due to the market environment or idiosyncratic factors (i.e. specific to BNP Paribas), within a given timeframe and at a reasonable cost.

Liquidity risk reflects the risk of the BNPP Group being unable to fulfil current or future foreseen or unforeseen cash or collateral requirements, across all time horizons, from the short to the long term.

This risk may stem from the reduction in funding sources, draw down of funding commitments, a reduction in the liquidity of certain assets, or an increase in cash or collateral margin calls. It may be related to the bank itself (reputation risk) or to external factors (risks in some markets).

(6) *Operational risk* – Operational risk is the risk of incurring a loss due to inadequate or failed internal processes, or due to external events, whether deliberate, accidental or natural occurrences. Management of operational risk is based on an analysis of the "cause – event – effect" chain. BNPP's risk-weighted assets subject to this type of risk amounted to EUR 73 billion at 31 December 2018.

(7) *Insurance Risks* – BNP Paribas Cardif is exposed to the following risks:

- market risk, risk of a financial loss arising from adverse movements of financial markets. These adverse movements are notably reflected in prices (including, but not limited to, foreign exchange rates, bond prices, equity and commodity prices, derivatives prices, real estate prices) and derived from fluctuations in interest rates, credit spreads, volatility and correlation;
- credit risk, risk of loss resulting from fluctuations in the credit standing of issuers of securities, counterparties and any debtors to which insurance and reinsurance undertakings are exposed. Among the debtors, risks related to financial instruments (including the banks in which BNP Paribas Cardif holds deposits) and risks related to receivables generated by the underwriting activities (including, but not limited to, premium collection, reinsurance recovering) are distinguished into two categories: "Asset Credit Risk" and "Liabilities Credit Risk";
- underwriting risk is the risk of a financial loss caused by a sudden, unexpected increase in insurance claims. Depending on the type of insurance business (life, non-life), this risk may be statistical, macroeconomic or behavioural, or may be related to public health

issues or disasters; and

- operational risk is the risk of loss resulting from the inadequacy or failure of internal processes, IT failures or deliberate external events, whether accidental or natural. The external events mentioned in this definition include those of human or natural origin.

More generally, the risks to which the BNPP 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 first amendment to BNPP's 2019 universal registration document sets out seven categories of risk specific to BNPP's business, as follows:

1. Credit risk, counterparty risk and securitization risk in the banking portfolio

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 BNPP's results of operations and financial condition;
2. The soundness and conduct of other financial institutions and market participants could adversely affect BNPP.

2. Operational Risk

1. BNPP's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses;
2. An interruption in or a breach of BNPP's information systems may cause substantial losses of client or customer information, damage to BNPP's reputation and result in financial losses;
3. Reputational risk could weigh on BNPP's financial strength and diminish the confidence of clients and counterparties in it.

3. Market Risk

1. BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility;
2. BNPP may generate lower revenues from

commission and fee based businesses during market downturns;

3. Adjustments to the carrying value of BNPP's securities and derivatives portfolios and BNPP's own debt could have an adverse effect on its net income and shareholders' equity.

4. Liquidity and Funding Risk

1. BNPP'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;
2. Protracted market declines can reduce BNPP's liquidity, making it harder to sell assets and possibly leading to material losses. Accordingly, BNPP must ensure that its assets and liabilities properly match in order to avoid exposure to losses;
3. The credit ratings of BNPP may be downgraded, which would weigh on its profitability.

5. Risks related to the macroeconomic and market environment

1. Adverse economic and financial conditions have in the past had and may in the future have an impact on BNPP and the markets in which it operates;
2. Significant interest rate changes could adversely affect BNPP's revenues or profitability. The prolonged low interest rate environment carries inherent systemic risks, which could impact BNPP's income or profitability, and an exit from such environment also carries risks;
3. Given the global scope of its activities, BNPP may be vulnerable to risk in certain countries where it operates and may be vulnerable to political, macroeconomic or financial changes in the countries and regions where it operates.

6. Regulatory Risks

1. Laws and regulations adopted in recent years, particularly in response to the global financial crisis, as well as new legislative proposals, may materially impact BNPP and the financial and economic environment in which it operates;
2. BNPP may incur substantial fines and other administrative and criminal penalties for non

		<p>compliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties;</p> <p>3. BNPP could experience an unfavourable change in circumstances, causing it to become subject to a resolution proceeding: holders of securities of BNPP could suffer losses as a result.</p> <p>7. Risks related to BNPP's growth in its current environment</p> <p>1. BNPP's failure to implement its strategic plan could affect the trading price of its securities;</p> <p>2. BNPP may experience difficulties integrating acquired companies and may be unable to realize the benefits expected from its acquisitions;</p> <p>3. BNPP's current environment may be affected by the intense competition amongst banking and non banking operators, which could adversely affect BNPP's revenues and profitability;</p> <p>4. Changes in certain holdings in credit or financial institutions could have an impact on BNPP's financial position.</p>
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2. The "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus" on pages 120 to 184 of the Base Prospectus is amended as follows:

- (a) In Element B.12, the "]" at the end of the note marked with an asterisk in the table entitled "**Comparative Interim Financial Data for the six-month period ended 30 June 2019 – In millions of EUR**" under the heading "[Insert where BNPP is the Issuer:" is deleted;
- (b) In Element B.12, the following table in relation to BNPP is inserted immediately above the heading "**Statements of no significant or material adverse change**" and immediately below the table entitled "**Comparative Interim Financial Data for the six-month period ended 30 June 2019 – In millions of EUR**" under the heading "[Insert where BNPP is the Issuer:":

B.12	Selected historical key financial information:		
	[Insert where BNPP is the Issuer:		
	Comparative Interim Financial Data for the nine-month period ended 30 September 2019 – In millions of EUR		
		9M19* (unaudited)	9M18 (unaudited)
	Revenues	33,264	32,356
	Cost of Risk	(2,237)	(1,868)
Net income, Group share	6,324	6,084	
	30/09/2019*	31/12/2018	

Common equity Tier 1 ratio (Basel 3 fully loaded, CRD 4)	12.0%	11.8%
	30/09/2019* (unaudited)	31/12/2018 (audited)
Total consolidated balance sheet	2,510,204	2,040,836
Consolidated loans and receivables due from customers	797,357	765,871
Consolidated items due to customers	850,458	796,548
Shareholders' equity (Group share)	107,157	101,467
* The figures as at 30 September 2019 are based on the new IFRS 16 accounting standard. The impact as at 1 January 2019 of the first application of the new accounting standard IFRS 16 ("Leasing") was ~-10 bp on the Basel 3 common equity Tier 1 ratio.]		

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

B.13	Events impacting the Issuer's solvency	[Not applicable, to the best of the Issuer's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency since <i>[Insert where BNPP B.V. is the Issuer: 30 June 2019]</i> / <i>[Insert where BNPP is the Issuer: 30 September 2019]</i> .] <i>[Specify any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency.]</i>
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(d) In Element B.19/B.12, the following table is inserted immediately above the heading "**Statements of no significant or material adverse change**" and immediately below the table entitled "**Comparative Interim Financial Data for the six-month period ended 30 June 2019 – In millions of EUR**":

B.19/B.12	Selected historical key financial information:		
	Comparative Interim Financial Data for the nine-month period ended 30 September 2019 – In millions of EUR		
		9M19* (unaudited)	9M18 (unaudited)
	Revenues	33,264	32,356
	Cost of Risk	(2,237)	(1,868)
	Net income, Group share	6,324	6,084
		30/09/2019*	31/12/2018
	Common equity Tier 1 ratio (Basel 3 fully loaded, CRD 4)	12.0%	11.8%
	30/09/2019* (unaudited)	31/12/2018 (audited)	
Total consolidated balance sheet	2,510,204	2,040,836	

	Consolidated loans and receivables due from customers	797,357	765,871
	Consolidated items due to customers	850,458	796,548
	Shareholders' equity (Group share)	107,157	101,467
* The figures as at 30 September 2019 are based on the new IFRS 16 accounting standard. The impact as at 1 January 2019 of the first application of the new accounting standard IFRS 16 ("Leasing") was ~-10 bp on the Basel 3 common equity Tier 1 ratio.			

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

B.19/B.13	Events impacting the Guarantor's solvency	<p>[Not applicable, to the best of the Guarantor's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency since 30 September 2019.]</p> <p>[Specify any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency.]</p>
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(f) In Element D.2, the paragraphs under the heading "[Issuer]/[Guarantor]" and immediately above the heading "[Insert where BNPP B.V. is the Issuer:]" are deleted and replaced with the following:

D.2	Key risks regarding the Issuer [and the Guarantor]	<p>[Issuer]/[Guarantor]</p> <p>BNPP's 2018 registration document (in English) sets out seven main categories of risk inherent in its activities:</p> <p>(1) <i>Credit risk</i> – Credit risk is the consequence resulting from the likelihood that a borrower or counterparty will fail to meet its obligations in accordance with agreed terms. The probability of default and the expected recovery on the loan or receivable in the event of default are key components of the credit quality assessment. BNPP's risk-weighted assets subject to this type of risk amounted to EUR 504 billion at 31 December 2018.</p> <p>(2) <i>Securitisation in the Banking Portfolio</i> – Securitisation means a transaction or scheme, whereby the credit risk associated with an exposure or pool of exposures is tranching, having the following characteristics:</p> <ul style="list-style-type: none"> ○ payments made in the transaction or scheme are dependent upon the performance of the exposure or pool of exposures; ○ the subordination of tranches determines the distribution of losses during the life of the risk transfer. <p>Any commitment (including derivatives and liquidity lines) granted to a securitisation operation must be treated as a securitisation exposure. Most of these</p>
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commitments are held in the prudential banking portfolio. BNPP's risk-weighted assets subject to this type of risk amounted to EUR 7 billion at 31 December 2018.

- (3) *Counterparty credit risk* – Counterparty credit risk is the translation of the credit risk embedded in financial transactions, investments and/or settlement transactions between counterparties. Those transactions include bilateral contracts such as over-the-counter ("OTC") derivatives contracts as well as contracts settled through clearing houses. The amount of this risk may vary over time in line with changing market parameters which then impacts the replacement value of the relevant transactions.

Counterparty risk lies in the event that a counterparty defaults on its obligations to pay BNPP the full present value of the flows relating to a transaction or a portfolio for which BNPP is a net receiver. Counterparty credit risk is also linked to the replacement cost of a derivative or portfolio in the event of counterparty default. Hence, it can be seen as a market risk in case of default or a contingent risk. BNPP's risk-weighted assets subject to this type of risk amounted to EUR 27 billion at 31 December 2018.

- (4) *Market risk* – Market risk is the risk of incurring a loss of value due to adverse trends in market prices or parameters, whether directly observable or not.

Observable market parameters include, but are not limited to, exchange rates, prices of securities and commodities (whether listed or obtained by reference to a similar asset), prices of derivatives, and other parameters that can be directly inferred from them, such as interest rates, credit spreads, volatilities and implied correlations or other similar parameters.

Non-observable factors are those based on working assumptions such as parameters contained in models or based on statistical or economic analyses, non-ascertainable in the market.

In fixed income trading books, credit instruments are valued on the basis of bond yields and credit spreads, which represent market parameters in the same way as interest rates or foreign exchange rates. The credit risk arising on the issuer of the debt instrument is therefore a component of market risk known as issuer risk.

Liquidity is an important component of market risk. In times of limited or no liquidity, instruments or goods may not be tradable or may not be tradable at their estimated value. This may arise, for example, due to low

transaction volumes, legal restrictions or a strong imbalance between demand and supply for certain assets.

The market risk related to banking activities encompasses the interest rate and foreign exchange risks stemming from banking intermediation activities. BNPP's risk-weighted assets subject to this type of risk amounted to EUR 20 billion at 31 December 2018.

- (5) *Liquidity Risk* – Liquidity risk is the risk that BNPP will not be able to honour its commitments or unwind or settle a position due to the market environment or idiosyncratic factors (i.e. specific to BNP Paribas), within a given timeframe and at a reasonable cost.

Liquidity risk reflects the risk of the BNPP Group being unable to fulfil current or future foreseen or unforeseen cash or collateral requirements, across all time horizons, from the short to the long term.

This risk may stem from the reduction in funding sources, draw down of funding commitments, a reduction in the liquidity of certain assets, or an increase in cash or collateral margin calls. It may be related to the bank itself (reputation risk) or to external factors (risks in some markets).

- (6) *Operational risk* – Operational risk is the risk of incurring a loss due to inadequate or failed internal processes, or due to external events, whether deliberate, accidental or natural occurrences. Management of operational risk is based on an analysis of the "cause – event – effect" chain. BNPP's risk-weighted assets subject to this type of risk amounted to EUR 73 billion at 31 December 2018.

- (7) *Insurance Risks* – BNP Paribas Cardif is exposed to the following risks:

- market risk, risk of a financial loss arising from adverse movements of financial markets. These adverse movements are notably reflected in prices (including, but not limited to, foreign exchange rates, bond prices, equity and commodity prices, derivatives prices, real estate prices) and derived from fluctuations in interest rates, credit spreads, volatility and correlation;
- credit risk, risk of loss resulting from fluctuations in the credit standing of issuers of securities, counterparties and any debtors to which insurance and reinsurance undertakings are exposed. Among the debtors, risks related to financial instruments (including the banks in which BNP Paribas Cardif holds deposits) and

risks related to receivables generated by the underwriting activities (including, but not limited to, premium collection, reinsurance recovering) are distinguished into two categories: "Asset Credit Risk" and "Liabilities Credit Risk";

- underwriting risk is the risk of a financial loss caused by a sudden, unexpected increase in insurance claims. Depending on the type of insurance business (life, non-life), this risk may be statistical, macroeconomic or behavioural, or may be related to public health issues or disasters; and
- operational risk is the risk of loss resulting from the inadequacy or failure of internal processes, IT failures or deliberate external events, whether accidental or natural. The external events mentioned in this definition include those of human or natural origin.

More generally, the risks to which the BNPP 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 first amendment to BNPP's 2019 universal registration document sets out seven categories of risk specific to BNPP's business, as follows:

1. Credit risk, counterparty risk and securitization risk in the banking portfolio

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 BNPP's results of operations and financial condition;
2. The soundness and conduct of other financial institutions and market participants could adversely affect BNPP.

2. Operational Risk

1. BNPP's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses;
2. An interruption in or a breach of BNPP's information systems may cause substantial losses of client or customer information, damage to BNPP's reputation and result in financial losses;

3. Reputational risk could weigh on BNPP's financial strength and diminish the confidence of clients and counterparties in it.

3. Market Risk

1. BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility;
2. BNPP may generate lower revenues from commission and fee based businesses during market downturns;
3. Adjustments to the carrying value of BNPP's securities and derivatives portfolios and BNPP's own debt could have an adverse effect on its net income and shareholders' equity.

4. Liquidity and Funding Risk

1. BNPP'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;
2. Protracted market declines can reduce BNPP's liquidity, making it harder to sell assets and possibly leading to material losses. Accordingly, BNPP must ensure that its assets and liabilities properly match in order to avoid exposure to losses;
3. The credit ratings of BNPP may be downgraded, which would weigh on its profitability.

5. Risks related to the macroeconomic and market environment

1. Adverse economic and financial conditions have in the past had and may in the future have an impact on BNPP and the markets in which it operates;
2. Significant interest rate changes could adversely affect BNPP's revenues or profitability. The prolonged low interest rate environment carries inherent systemic risks, which could impact BNPP's income or profitability, and an exit from such environment also carries risks;
3. Given the global scope of its activities, BNPP may be vulnerable to risk in certain countries where it operates and may be vulnerable to political, macroeconomic or financial changes in the countries and regions where it operates.

		<p>6. Regulatory Risks</p> <ol style="list-style-type: none"> 1. Laws and regulations adopted in recent years, particularly in response to the global financial crisis, as well as new legislative proposals, may materially impact BNPP and the financial and economic environment in which it operates; 2. BNPP 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; 3. BNPP could experience an unfavourable change in circumstances, causing it to become subject to a resolution proceeding: holders of securities of BNPP could suffer losses as a result. <p>7. Risks related to BNPP's growth in its current environment</p> <ol style="list-style-type: none"> 1. BNPP's failure to implement its strategic plan could affect the trading price of its securities; 2. BNPP may experience difficulties integrating acquired companies and may be unable to realize the benefits expected from its acquisitions; 3. BNPP's current environment may be affected by the intense competition amongst banking and non banking operators, which could adversely affect BNPP's revenues and profitability; 4. Changes in certain holdings in credit or financial institutions could have an impact on BNPP's financial position.
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AMENDMENTS TO THE PROGRAMME SUMMARY IN RELATION TO THIS BASE PROSPECTUS (IN FRENCH) AND THE PRO FORMA ISSUE SPECIFIC SUMMARY OF THE PROGRAMME IN RELATION TO THIS BASE PROSPECTUS (IN FRENCH)

1. Le "Résumé du Programme en relation avec le Prospectus de Base" figurant aux pages 62 à 119 du Prospectus de Base est modifié comme suit :
- (a) Dans l'Elément B.12, le tableau suivant en relation avec BNPP est inséré immédiatement au-dessus du titre "*Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif*" et immédiatement sous le tableau intitulé "**Données Financières Intermédiaires Comparées pour la période de six mois se terminant le 30 juin 2019 – En millions d'EUR**" :

B.12	Informations financières historiques clés sélectionnées		
	En relation avec BNPP :		
	Données Financières Intermédiaires Comparées pour la période de neuf mois se terminant le 30 septembre 2019 – En millions d'EUR		
		9M 2019* (non auditées)	9M 2018 (non auditées)
	Produit Net Bancaire	33.264	32.356
	Coût du Risque	(2.237)	(1.868)
	Résultat Net, part du Groupe	6.324	6.084
		30/09/2019*	31/12/2018
	Ratio Common Equity Tier 1 (Bâle 3 plein, CRD4)	12,0%	11,8%
		30/09/2019* (non auditées)	31/12/2018 (auditées)
	Total du bilan consolidé	2.510.204	2.040.836
	Total des prêts et créances sur la clientèle consolidé	797.357	765.871
	Total des dettes envers la clientèle consolidé	850.458	796.548
	Capitaux Propres (part du Groupe)	107.157	101.467
* Les chiffres au 30 septembre 2019 intègrent les dispositions de la nouvelle norme comptable IFRS 16. L'impact au 1 ^{er} janvier 2019 de la première application de la nouvelle norme comptable IFRS 16 (« <i>Leasing</i> ») était d'environ -10 pb sur le ratio Common Equity Tier 1 Bâle 3.			

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

B.13	Evénements impactant la solvabilité de l'Emetteur	Sans objet, à la connaissance de l'Emetteur concerné, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur concerné depuis le 30 juin 2019 (dans le cas de BNPP B.V.) ou depuis le 30 septembre 2019 (dans le cas de BNPP).
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- (c) Dans l'Élément D.2, les paragraphes, à partir du deuxième paragraphe, situés sous l'intitulé "BNPP" et immédiatement au-dessus de l'intitulé "BNPP B.V." sous le titre "*Emetteurs*" sont supprimés et remplacés comme suit :

<p>D.2</p>	<p>Principaux risques propres aux Emetteurs et au Garant</p>	<p><i>Emetteurs</i></p> <p>BNPP</p> <p>Le document de référence 2018 de l'Émetteur présente sept principaux risques inhérents aux activités de BNPP :</p> <p>(1) <i>Risque de crédit</i> – Le risque de crédit est défini comme la conséquence liée à la probabilité qu'un emprunteur ou une contrepartie ne respecte pas ses obligations conformément aux conditions convenues. L'évaluation de cette probabilité de défaut et du taux de recouvrement du prêt ou de la créance en cas de défaut est un élément essentiel de l'évaluation de la qualité du crédit. Les actifs pondérés de BNPP spécifiques à ce risque s'élèvent à 504 milliards d'euros au 31 décembre 2018.</p> <p>(2) <i>Risque de titrisation</i> – La titrisation est une opération ou un montage par lequel le risque de crédit associé à une exposition ou à un ensemble d'expositions est subdivisé en tranches, ayant les caractéristiques suivantes :</p> <ul style="list-style-type: none"> • les paiements effectués dans le cadre de la transaction ou du dispositif dépendent de la performance de l'exposition ou de l'ensemble des expositions ; • la subordination des tranches détermine la répartition des pertes pendant la durée du transfert de risque. <p>Tout engagement pris dans le cadre d'une structure de titrisation (y compris les dérivés et les lignes de liquidité) est considéré comme une exposition de titrisation. L'essentiel de ces engagements est en portefeuille bancaire prudentiel. Les actifs pondérés de BNPP spécifiques à ce risque s'élèvent à 7 milliards d'euros au 31 décembre 2018.</p> <p>(3) <i>Risque de contrepartie</i> – Le risque de contrepartie est la manifestation du risque de crédit à l'occasion d'opérations de marché, d'investissements, et/ou de règlements. Ces opérations comprennent les contrats bilatéraux, c'est-à-dire de gré à gré (<i>over the counter</i> – OTC) ainsi que les contrats compensés auprès d'une chambre de compensation. Le montant de ce risque varie au cours du temps avec l'évolution des paramètres de marché affectant la valeur potentielle future des transactions concernées.</p>
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Il correspond au risque que la contrepartie ne puisse pas honorer ses obligations de verser à BNPP l'intégralité de la valeur actualisée des flux d'une transaction dans le cas où BNPP est un bénéficiaire net. Le risque de contrepartie est également lié au coût de remplacement d'un instrument dérivé en cas de défaut de la contrepartie. Il peut être considéré comme un risque de marché en cas de défaut ou comme un risque contingent. Les actifs pondérés de BNPP spécifiques à ce risque s'élèvent à EUR 27 milliards au 31 décembre 2018.

- (4) *Risque de marché* – Le risque de marché est le risque de perte de valeur provoqué par une évolution défavorable des prix ou des paramètres de marché, que ces derniers soient directement observables ou non.

Les paramètres de marché observables sont, sans que cette liste soit exhaustive, les taux de change, les cours des valeurs mobilières et des matières premières négociables (que le prix soit directement coté ou obtenu par référence à un actif similaire), le prix de dérivés sur un marché organisé ainsi que tous les paramètres qui peuvent être induits de cotations de marché comme les taux d'intérêt, les *spreads* de crédit, les volatilités ou les corrélations implicites ou d'autres paramètres similaires.

Les paramètres non observables sont ceux fondés sur des hypothèses de travail comme les paramètres contenus dans les modèles ou basés sur des analyses statistiques ou économiques qui ne sont pas vérifiables sur le marché.

Dans les portefeuilles de négoce obligataire, les instruments de crédit sont valorisés sur la base des taux obligataires et des *spreads* de crédit, lesquels sont considérés comme des paramètres de marché au même titre que les taux d'intérêt ou les taux de change. Le risque sur le crédit de l'émetteur de l'instrument est ainsi un composant du risque de marché, appelé risque émetteur.

L'absence de liquidité est un facteur important de risque de marché. En cas de restriction ou de disparition de la liquidité, un instrument ou un actif marchand peut ne pas être négociable ou ne pas l'être à sa valeur estimée, par exemple du fait d'une réduction du nombre de transactions, de contraintes juridiques ou encore d'un fort déséquilibre de l'offre et de la demande de certains actifs.

Le risque de marché lié aux activités bancaires recouvre le risque de taux et de change relatifs aux activités d'intermédiation bancaire. Les actifs pondérés de BNPP spécifiques à ce risque s'élèvent à EUR 20 milliards au 31 décembre 2018.

- (5) *Risque de liquidité* – Le risque de liquidité est le risque que BNPP ne puisse pas honorer ses engagements ou dénouer ou régler une position en raison de l’environnement de marché ou de facteurs idiosyncrasiques (spécifiques à BNP Paribas), dans un délai déterminé et à un coût raisonnable.

Le risque de liquidité traduit le risque que le Groupe ne puisse pas faire face à des flux nets sortants de trésorerie y compris liés à des besoins en collatéral, sur l’ensemble des horizons du court terme au long terme.

Ce risque peut provenir de la diminution de sources de financement, de tirages sur des engagements de financement, de la réduction de liquidité de certains actifs, de l’augmentation des appels de marge en cash ou en collatéral. Il peut être lié à l’établissement lui-même (risque de réputation) ou à des facteurs extérieurs (risques sur certains marchés).

- (6) *Risque opérationnel* – Le risque opérationnel est le risque de perte résultant de processus internes défectueux ou inadéquats ou d’événements externes, qu’ils soient de nature délibérée, accidentelle ou naturelle. Sa gestion repose sur l’analyse de l’enchaînement cause – événement – effet. Les actifs pondérés de BNPP spécifiques à ce risque s’élèvent à 73 milliards EUR au 31 décembre 2018.

- (7) *Risque d’assurance* – BNP Paribas Cardif est exposé aux risques suivants :

- le risque de marché est le risque de pertes de valeur liées aux mouvements défavorables des marchés financiers. Ces mouvements défavorables se reflètent notamment par des variations de prix (taux de change, obligations, actions et matières premières, produits dérivés, immobilier, etc.) et résultent de fluctuations des taux d’intérêt, des *spreads*, des volatilités ou des corrélations ;
- le risque de crédit est le risque de pertes ou d’évolution défavorable de la situation financière liées à la qualité de crédit des émetteurs de titres, des contreparties ou de tout autre débiteur auquel le groupe BNP Paribas Cardif est exposé. Parmi les débiteurs, les risques associés aux instruments financiers (y compris les banques dans lesquelles le groupe BNP Paribas Cardif détient des dépôts) et les risques associés à des créances liées à l’activité d’assurance (collecte des primes, soldes de réassurance, etc.) sont distingués en deux

catégories : le risque de crédit sur les actifs et le risque de crédit sur les passifs ;

- le risque de souscription est le risque de pertes de valeur liées aux fluctuations soudaines et imprévues des prestations. Selon le type d'activité (vie, non vie), il résulte d'évolutions statistiques, macroéconomiques ou comportementales ainsi que de la survenance de phénomènes liés à la santé publique ou à des catastrophes ; et
- le risque opérationnel est le risque de pertes résultant de l'inadéquation ou la défaillance des processus internes, des défaillances informatiques ou d'événements extérieurs, accidentels ou naturels. Ces événements extérieurs comprennent les événements d'origine humaine et ceux d'origine naturelle.

De manière transversale, les risques auxquels le Groupe BNP Paribas est exposé peuvent provenir d'un certain nombre de facteurs liés entre autres à l'évolution de son environnement macro-économique, réglementaire ou de facteurs liés à la mise en œuvre de sa stratégie et de son activité.

Le premier amendement au document universel d'enregistrement 2019 de l'Emetteur présente sept principaux risques propres à l'activité de l'Emetteur, tels que décrits ci-dessous :

1. Risques de crédit, de contrepartie et risques liés à la titrisation du portefeuille bancaire

1. Toute augmentation substantielle des provisions ou tout engagement insuffisamment provisionné au titre du risque de crédit et de contrepartie pourrait peser sur les résultats et sur la situation financière de BNPP ;
2. La solidité financière et le comportement des autres institutions financières et acteurs du marché pourraient avoir un effet défavorable sur BNPP.

2. Risque opérationnel

1. Les politiques, procédures et méthodes de gestion du risque mises en œuvre par BNPP pourraient l'exposer à des risques non identifiés ou imprévus, susceptibles d'occasionner des pertes significatives ;
2. Toute interruption ou défaillance des systèmes informatiques de BNPP, pourrait provoquer des pertes significatives d'informations relatives aux clients, nuire à la réputation de BNPP et provoquer des pertes financières ;

3. Le risque de réputation pourrait peser sur la solidité financière et la confiance des clients et des contreparties dans BNPP.

3. Risque de marché

1. Les fluctuations de marché et la volatilité exposent BNPP au risque de pertes substantielles dans le cadre de ses activités de marché et d'investissement ;
2. Les revenus tirés des activités de BNPP générant des commissions sont potentiellement vulnérables à une baisse des marchés ;
3. Des ajustements apportés à la valeur comptable des portefeuilles de titres et d'instruments dérivés de BNPP ainsi que de la dette de BNPP pourraient avoir un effet défavorable sur son résultat net et sur ses capitaux propres.

4. Risque de liquidité et de financement

1. L'accès de BNPP au financement et les coûts de ce financement pourraient être affectés de manière défavorable en cas de résurgence des crises financières, de détérioration des conditions économiques, de dégradation de notation, d'accroissement des spreads de crédit des États ou d'autres facteurs ;
2. Une baisse prolongée des marchés peut réduire la liquidité de BNPP et rendre plus difficile la cession d'actifs. Une telle situation peut engendrer des pertes significatives. En outre, BNPP doit assurer une Gestion Actif-Passif adéquate afin d'éviter toute exposition à des pertes ;
3. Les notations de BNPP pourraient être dégradées et sa rentabilité pourraient en être sérieusement impactées.

5. Risques liés aux contextes macro-économiques et de marchés

1. Le contexte économique et financier défavorable a eu par le passé, et pourrait avoir à l'avenir, un impact sur BNPP et les marchés dans lesquels elle opère ;
2. Toute variation significative des taux d'intérêt est susceptible de peser sur les revenus ou sur la rentabilité de BNPP. Un environnement prolongé de taux d'intérêt bas comporte des risques systémiques inhérents et des risques susceptibles de peser sur les revenus ou sur la rentabilité de BNPP. De plus, la sortie d'un tel environnement comporte également des risques ;

		<p>3. Du fait du périmètre géographique de ses activités, BNPP est exposée au risque pays et à l'évolution des contextes politiques, macroéconomiques ou financiers d'une région ou d'un pays.</p> <p>6. Risques liés à la réglementation</p> <p>1. Des mesures législatives et réglementaires prises ces dernières années, en particulier en réponse à la crise financière mondiale, ainsi que des nouvelles propositions de loi, pourraient affecter de manière substantielle BNPP ainsi que l'environnement financier et économique dans lequel elle opère ;</p> <p>2. En cas de non-conformité avec les lois et règlements applicables, BNPP pourrait être exposée à des amendes significatives et d'autres sanctions administratives et pénales, et pourrait subir des pertes à la suite d'un contentieux privé, en lien ou non avec ces sanctions ;</p> <p>3. BNPP pourrait connaître une évolution défavorable menant à sa résolution : les détenteurs de titres BNPP pourraient subir des pertes si BNPP devait faire l'objet d'une procédure de résolution.</p> <p>7. Risques liés à l'évolution de BNPP dans son environnement</p> <p>1. La non réalisation par BNPP de son plan stratégique pourrait se traduire par une moindre valeur de ses instruments financiers ;</p> <p>2. BNPP pourrait connaître des difficultés relatives à l'intégration des sociétés acquises et pourrait ne pas réaliser les bénéfices attendus de ses acquisitions ;</p> <p>3. L'environnement de BNPP pourrait évoluer du fait d'une intensification de la concurrence, par des acteurs bancaires et non bancaires, ce qui pourrait peser sur les revenus et la rentabilité ;</p> <p>4. L'évolution de certaines participations dans les établissements de crédit ou financiers pourrait peser sur la situation financière de BNPP.</p>
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2. Le "Modèle de Résumé du Programme Spécifique à l'Emission en relation avec le Prospectus de Base" figurant aux pages 185 à 259 du Prospectus de Base est modifié comme suit :
- (a) Dans l'Elément B.12, le "]" à la fin de la note marquée d'un astérisque dans le tableau intitulé "**Données Financières Intermédiaires Comparées pour la période de six mois se terminant le 30 juin 2019 – En millions d'EUR**" sous le titre "[A insérer si BNPP est l'Emetteur :]" est supprimé ;
- (b) Dans l'Elément B.12, le tableau suivant en relation avec BNPP est inséré immédiatement au-dessus du titre "**Déclarations relatives à l'absence de changement significatif ou de changement**

défavorable significatif" et immédiatement sous le tableau intitulé "**Données Financières Intermédiaires Comparées pour la période de six mois se terminant le 30 juin 2019 – En millions d'EUR**" sous le titre "[A insérer si BNPP est l'Emetteur :] :

B.12	Informations financières historiques clés sélectionnées		
	[A insérer si BNPP est l'Emetteur :		
	Données Financières Intermédiaires Comparées pour la période de neuf mois se terminant le 30 septembre 2019 – En millions d'EUR		
		9M 2019* (non auditées)	9M 2018 (non auditées)
	Produit Net Bancaire	33.264	32.356
	Coût du Risque	(2.237)	(1.868)
	Résultat Net, part du Groupe	6.324	6.084
		30/09/2019*	31/12/2018
	Ratio Common Equity Tier 1 (Bâle 3 plein, CRD4)	12,0%	11,8%
		30/09/2019* (non auditées)	31/12/2018 (auditées)
	Total du bilan consolidé	2.510.204	2.040.836
	Total des prêts et créances sur la clientèle consolidé	797.357	765.871
	Total des dettes envers la clientèle consolidé	850.458	796.548
	Capitaux Propres (part du Groupe)	107.157	101.467
* Les chiffres au 30 septembre 2019 intègrent les dispositions de la nouvelle norme comptable IFRS 16. L'impact au 1er janvier 2019 de la première application de la nouvelle norme comptable IFRS 16 (« Leasing ») était d'environ -10 pb sur le ratio Common Equity Tier 1 Bâle 3.]			

(c) L'Elément B.13 est supprimé et remplacé comme suit :

B.13	Evénements impactant la solvabilité de l'Emetteur	[Sans objet, à la connaissance de l'Emetteur, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur depuis [insérer dans le cas de BNPP B.V. : le 30 juin 2019.]/[insérer dans le cas de BNPP : le 30 septembre 2019].] [Préciser tout événement récent présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur.]
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(d) Dans l'Elément B.19/B.12, le tableau suivant est inséré immédiatement au-dessus du titre "**Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif**" et immédiatement sous le tableau intitulé "**Données Financières Intermédiaires Comparées pour la période de six mois se terminant le 30 juin 2019 – En millions d'EUR**" :

B.19/B.12	Informations financières historiques clés sélectionnées		
	Données Financières Intermédiaires Comparées pour la période de neuf mois se terminant le 30 septembre 2019 – En millions d’EUR		
		9M 2019* (non auditées)	9M 2018 (non auditées)
	Produit Net Bancaire	33.264	32.356
	Coût du Risque	(2.237)	(1.868)
	Résultat Net, part du Groupe	6.324	6.084
		30/09/2019*	31/12/2018
	Ratio Common Equity Tier 1 (Bâle 3 plein, CRD4)	12,0%	11,8%
		30/09/2019* (non auditées)	31/12/2018 (auditées)
	Total du bilan consolidé	2.510.204	2.040.836
	Total des prêts et créances sur la clientèle consolidé	797.357	765.871
	Total des dettes envers la clientèle consolidé	850.458	796.548
	Capitaux Propres (part du Groupe)	107.157	101.467
	* Les chiffres au 30 septembre 2019 intègrent les dispositions de la nouvelle norme comptable IFRS 16. L’impact au 1er janvier 2019 de la première application de la nouvelle norme comptable IFRS 16 (« <i>Leasing</i> ») était d’environ -10 pb sur le ratio Common Equity Tier 1 Bâle 3.		

(e) L’Elément B.19/B.13 est supprimé et remplacé comme suit :

B.19/B.13	Evénements impactant la solvabilité du Garant	[Sans objet, à la connaissance du Garant, il ne s’est produit aucun événement récent qui présente un intérêt significatif pour l’évaluation de la solvabilité du Garant depuis le 30 septembre 2019.] [Préciser tout événement récent présentant un intérêt significatif pour l’évaluation de la solvabilité du Garant.]
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(f) Dans l’Elément D.2, les paragraphes situés sous le titre "[*Emetteurs*]/[*Garant*]" et immédiatement au-dessus du titre "[*A insérer si BNPP B.V. est le Garant :*]" sont supprimés et remplacés comme suit :

D.2	Principaux risques propres à l’Emetteur [et au Garant]	[<i>Emetteur</i>]/[<i>Garant</i>] Le document de référence 2018 de l’Emetteur présente sept principaux risques inhérents aux activités de BNPP : (1) <i>Risque de crédit</i> – Le risque de crédit est défini comme la
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		<p>conséquence liée à la probabilité qu'un emprunteur ou une contrepartie ne respecte pas ses obligations conformément aux conditions convenues. L'évaluation de cette probabilité de défaut et du taux de recouvrement du prêt ou de la créance en cas de défaut est un élément essentiel de l'évaluation de la qualité du crédit. Les actifs pondérés de BNPP spécifiques à ce risque s'élèvent à 504 milliards d'euros au 31 décembre 2018.</p> <p>(2) <i>Risque de titrisation</i> – La titrisation est une opération ou un montage par lequel le risque de crédit associé à une exposition ou à un ensemble d'expositions est subdivisé en tranches, ayant les caractéristiques suivantes :</p> <ul style="list-style-type: none"> • les paiements effectués dans le cadre de la transaction ou du dispositif dépendent de la performance de l'exposition ou de l'ensemble des expositions ; • la subordination des tranches détermine la répartition des pertes pendant la durée du transfert de risque. <p>Tout engagement pris dans le cadre d'une structure de titrisation (y compris les dérivés et les lignes de liquidité) est considéré comme une exposition de titrisation. L'essentiel de ces engagements est en portefeuille bancaire prudentiel. Les actifs pondérés de BNPP spécifiques à ce risque s'élèvent à 7 milliards d'euros au 31 décembre 2018.</p> <p>(3) <i>Risque de contrepartie</i> – Le risque de contrepartie est la manifestation du risque de crédit à l'occasion d'opérations de marché, d'investissements, et/ou de règlements. Ces opérations comprennent les contrats bilatéraux, c'est-à-dire de gré à gré (<i>over the counter</i> – OTC) ainsi que les contrats compensés auprès d'une chambre de compensation. Le montant de ce risque varie au cours du temps avec l'évolution des paramètres de marché affectant la valeur potentielle future des transactions concernées.</p> <p>Il correspond au risque que la contrepartie ne puisse pas honorer ses obligations de verser à BNPP l'intégralité de la valeur actualisée des flux d'une transaction dans le cas où BNPP est un bénéficiaire net. Le risque de contrepartie est également lié au coût de remplacement d'un instrument dérivé en cas de défaut de la contrepartie. Il peut être considéré comme un risque de marché en cas de défaut ou comme un risque contingent. Les actifs pondérés de BNPP spécifiques à ce risque s'élèvent à EUR 27 milliards au 31 décembre 2018.</p>
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- (4) *Risque de marché* – Le risque de marché est le risque de perte de valeur provoqué par une évolution défavorable des prix ou des paramètres de marché, que ces derniers soient directement observables ou non.

Les paramètres de marché observables sont, sans que cette liste soit exhaustive, les taux de change, les cours des valeurs mobilières et des matières premières négociables (que le prix soit directement coté ou obtenu par référence à un actif similaire), le prix de dérivés sur un marché organisé ainsi que tous les paramètres qui peuvent être induits de cotations de marché comme les taux d'intérêt, les *spreads* de crédit, les volatilités ou les corrélations implicites ou d'autres paramètres similaires.

Les paramètres non observables sont ceux fondés sur des hypothèses de travail comme les paramètres contenus dans les modèles ou basés sur des analyses statistiques ou économiques qui ne sont pas vérifiables sur le marché.

Dans les portefeuilles de négoce obligataire, les instruments de crédit sont valorisés sur la base des taux obligataires et des *spreads* de crédit, lesquels sont considérés comme des paramètres de marché au même titre que les taux d'intérêt ou les taux de change. Le risque sur le crédit de l'émetteur de l'instrument est ainsi un composant du risque de marché, appelé risque émetteur.

L'absence de liquidité est un facteur important de risque de marché. En cas de restriction ou de disparition de la liquidité, un instrument ou un actif marchand peut ne pas être négociable ou ne pas l'être à sa valeur estimée, par exemple du fait d'une réduction du nombre de transactions, de contraintes juridiques ou encore d'un fort déséquilibre de l'offre et de la demande de certains actifs.

Le risque de marché lié aux activités bancaires recouvre le risque de taux et de change relatifs aux activités d'intermédiation bancaire. Les actifs pondérés de BNPP spécifiques à ce risque s'élèvent à EUR 20 milliards au 31 décembre 2018.

- (5) *Risque de liquidité* – Le risque de liquidité est le risque que BNPP ne puisse pas honorer ses engagements ou dénouer ou régler une position en raison de l'environnement de marché ou de facteurs idiosyncrasiques (spécifiques à BNP Paribas), dans un délai déterminé et à un coût raisonnable.

Le risque de liquidité traduit le risque que le Groupe ne puisse pas faire face à des flux nets sortants de trésorerie y compris liés à des besoins en collatéral, sur l'ensemble des horizons du court terme au long terme.

Ce risque peut provenir de la diminution de sources de financement, de tirages sur des engagements de financement, de la réduction de liquidité de certains actifs, de l'augmentation des appels de marge en cash ou en collatéral. Il peut être lié à l'établissement lui-même (risque de réputation) ou à des facteurs extérieurs (risques sur certains marchés).

(6) *Risque opérationnel* – Le risque opérationnel est le risque de perte résultant de processus internes défectueux ou inadéquats ou d'événements externes, qu'ils soient de nature délibérée, accidentelle ou naturelle. Sa gestion repose sur l'analyse de l'enchaînement cause – événement – effet. Les actifs pondérés de BNPP spécifiques à ce risque s'élèvent à 73 milliards EUR au 31 décembre 2018.

(7) *Risque d'assurance* – BNP Paribas Cardif est exposé aux risques suivants :

- le risque de marché est le risque de pertes de valeur liées aux mouvements défavorables des marchés financiers. Ces mouvements défavorables se reflètent notamment par des variations de prix (taux de change, obligations, actions et matières premières, produits dérivés, immobilier, etc.) et résultent de fluctuations des taux d'intérêt, des *spreads*, des volatilités ou des corrélations ;
- le risque de crédit est le risque de pertes ou d'évolution défavorable de la situation financière liées à la qualité de crédit des émetteurs de titres, des contreparties ou de tout autre débiteur auquel le groupe BNP Paribas Cardif est exposé. Parmi les débiteurs, les risques associés aux instruments financiers (y compris les banques dans lesquelles le groupe BNP Paribas Cardif détient des dépôts) et les risques associés à des créances liées à l'activité d'assurance (collecte des primes, soldes de réassurance, etc.) sont distingués en deux catégories : le risque de crédit sur les actifs et le risque de crédit sur les passifs ;
- le risque de souscription est le risque de pertes de valeur liées aux fluctuations soudaines et imprévues des prestations. Selon le type d'activité (vie, non vie), il résulte d'évolutions statistiques, macroéconomiques ou comportementales ainsi que de la survenance de phénomènes liés à la santé publique ou à des catastrophes ; et

- le risque opérationnel est le risque de pertes résultant de l'inadéquation ou la défaillance des processus internes, des défaillances informatiques ou d'événements extérieurs, accidentels ou naturels. Ces événements extérieurs comprennent les événements d'origine humaine et ceux d'origine naturelle.

De manière transversale, les risques auxquels le Groupe BNP Paribas est exposé peuvent provenir d'un certain nombre de facteurs liés entre autres à l'évolution de son environnement macro-économique, réglementaire ou de facteurs liés à la mise en œuvre de sa stratégie et de son activité.

Le premier amendement au document universel d'enregistrement 2019 de l'Emetteur présente sept principaux risques propres à l'activité de l'Emetteur, tels que décrits ci-dessous :

1. Risques de crédit, de contrepartie et risques liés à la titrisation du portefeuille bancaire

1. Toute augmentation substantielle des provisions ou tout engagement insuffisamment provisionné au titre du risque de crédit et de contrepartie pourrait peser sur les résultats et sur la situation financière de BNPP ;
2. La solidité financière et le comportement des autres institutions financières et acteurs du marché pourraient avoir un effet défavorable sur BNPP.

2. Risque opérationnel

1. Les politiques, procédures et méthodes de gestion du risque mises en œuvre par BNPP pourraient l'exposer à des risques non identifiés ou imprévus, susceptibles d'occasionner des pertes significatives ;
2. Toute interruption ou défaillance des systèmes informatiques de BNPP, pourrait provoquer des pertes significatives d'informations relatives aux clients, nuire à la réputation de BNPP et provoquer des pertes financières ;
3. Le risque de réputation pourrait peser sur la solidité financière et la confiance des clients et des contreparties dans BNPP.

3. Risque de marché

1. Les fluctuations de marché et la volatilité exposent BNPP au risque de pertes substantielles dans le cadre de ses activités de marché et d'investissement ;
2. Les revenus tirés des activités de BNPP générant des

commissions sont potentiellement vulnérables à une baisse des marchés ;

3. Des ajustements apportés à la valeur comptable des portefeuilles de titres et d'instruments dérivés de BNPP ainsi que de la dette de BNPP pourraient avoir un effet défavorable sur son résultat net et sur ses capitaux propres.

4. Risque de liquidité et de financement

1. L'accès de BNPP au financement et les coûts de ce financement pourraient être affectés de manière défavorable en cas de résurgence des crises financières, de détérioration des conditions économiques, de dégradation de notation, d'accroissement des spreads de crédit des États ou d'autres facteurs ;
2. Une baisse prolongée des marchés peut réduire la liquidité de BNPP et rendre plus difficile la cession d'actifs. Une telle situation peut engendrer des pertes significatives. En outre, BNPP doit assurer une Gestion Actif-Passif adéquate afin d'éviter toute exposition à des pertes ;
3. Les notations de BNPP pourraient être dégradées et sa rentabilité pourraient en être sérieusement impactées.

5. Risques liés aux contextes macro-économiques et de marchés

1. Le contexte économique et financier défavorable a eu par le passé, et pourrait avoir à l'avenir, un impact sur BNPP et les marchés dans lesquels elle opère ;
2. Toute variation significative des taux d'intérêt est susceptible de peser sur les revenus ou sur la rentabilité de BNPP. Un environnement prolongé de taux d'intérêt bas comporte des risques systémiques inhérents et des risques susceptibles de peser sur les revenus ou sur la rentabilité de BNPP. De plus, la sortie d'un tel environnement comporte également des risques ;
3. Du fait du périmètre géographique de ses activités, BNPP est exposée au risque pays et à l'évolution des contextes politiques, macroéconomiques ou financiers d'une région ou d'un pays.

6. Risques liés à la réglementation

1. Des mesures législatives et réglementaires prises ces dernières années, en particulier en réponse à la crise financière mondiale, ainsi que des nouvelles propositions de loi, pourraient affecter de manière substantielle BNPP ainsi que l'environnement financier et économique dans

		<p>lequel elle opère ;</p> <ol style="list-style-type: none"> 2. En cas de non-conformité avec les lois et règlements applicables, BNPP pourrait être exposée à des amendes significatives et d'autres sanctions administratives et pénales, et pourrait subir des pertes à la suite d'un contentieux privé, en lien ou non avec ces sanctions ; 3. BNPP pourrait connaître une évolution défavorable menant à sa résolution : les détenteurs de titres BNPP pourraient subir des pertes si BNPP devait faire l'objet d'une procédure de résolution. <p>7. Risques liés à l'évolution de BNPP dans son environnement</p> <ol style="list-style-type: none"> 1. La non réalisation par BNPP de son plan stratégique pourrait se traduire par une moindre valeur de ses instruments financiers ; 2. BNPP pourrait connaître des difficultés relatives à l'intégration des sociétés acquises et pourrait ne pas réaliser les bénéfices attendus de ses acquisitions ; 3. L'environnement de BNPP pourrait évoluer du fait d'une intensification de la concurrence, par des acteurs bancaires et non bancaires, ce qui pourrait peser sur les revenus et la rentabilité ; 4. L'évolution de certaines participations dans les établissements de crédit ou financiers pourrait peser sur la situation financière de BNPP.
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AMENDMENTS TO THE RISKS SECTION

In relation to the amendments to the "Risks" section of the Base Prospectus under the heading "Risks Relating to BNPP and its Industry" set out in this section text which, by virtue of this Third Supplement, is (i) added thereto is shown underlined and (ii) deleted therefrom is shown with a line drawn through the middle of the deleted text.

The Risks section on pages 260 to 351 of the Base Prospectus is amended as follows:

- (a) the paragraph under the heading "**Risks Relating to BNPP and its Industry**" (which was amended by virtue of the First Supplement) on page 260 of the Base Prospectus is amended as follows:

"See "Risk Factors" under Chapter 5 on pages ~~287 to 295~~277 to 464 of the BNPP 2018 Registration Document (in English), pages 73 and 77 of the First Update to the BNPP 2018 Registration Document (in English) ~~and~~, pages 74 and 201 to 210 of the Universal Registration Document as at 30 June 2019 (in English) and pages 79 and 85 to 103 of the First Amendment to the BNPP 2019 Universal Registration Document (in English) (each as defined below), each of which is incorporated by reference in this document.";

- (b) the first sentence of the first paragraph under the heading "**Risk Factors**" (which was added by virtue of the First Supplement) on page 260 of the Base Prospectus is deleted and replaced with the following:

"The principal risks to which the BNPP Group is exposed, as further described in the BNPP 2018 Registration Document (in English), the First Update to the BNPP 2018 Registration Document (in English) and the Universal Registration Document as at 30 June 2019 (in English) are presented below.";

- (c) the penultimate paragraph under the heading "**Risk Factors**" (which was added by virtue of the First Supplement) is deleted;

- (d) the following paragraphs are inserted immediately above the last paragraph under the heading "**Risk Factors**" (which were added by virtue of the First Supplement):

"The main categories of risk inherent in BNPP's business as further described in the First Amendment to the BNPP 2019 Universal Registration Document (in English) are presented below. They may be measured through risk-weighted assets or other quantitative or qualitative indicia, to the extent risk-weighted assets are not relevant (for example, for liquidity and funding risk).

<i>Risk-weighted assets in billions of euros</i>	31.12.2018	31.12.2017
Credit risk	504	513
Counterparty risk	27	27
Securitization risk in the banking book	7	3
Operational risk	73	66
Market risk	20	17
Other risks*	17	16
Total risk-weighted assets under Basel 3	647	642

* Risks related to deferred taxes and certain investments in credit or financial institutions.

More generally, the risks to which BNPP 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 risks specific to BNPP's business are presented below under 7 main categories: credit risk, counterparty risk and securitization risk in the banking portfolio; operational risk; market risk; liquidity and funding risk; risks related to the macroeconomic and market environment; regulatory risks; and risks related to BNPP's growth in its current environment.

BNPP'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."; and

- (e) the paragraphs under the headings "**Risks Related To The Macroeconomic Environment**", "**Risks Related to the Market Environment**", "**Regulatory Risks**", "**Risks Related to the Implementation of BNPP's Strategy**", "**Risks Related to the Management of BNPP's Business**" and "**Risks Related to BNPP's Operations**" on pages 260 to 271 of the Base Prospectus are deleted and replaced with the following:

"1. Credit risk, counterparty risk and securitization risk in the banking portfolio

BNPP's **credit risk** is defined as the probability of a borrower or counterparty defaulting on its obligations to BNPP. Probability of default along with the recovery rate of the loan or debt in the event of default are essential elements in assessing credit quality. In accordance with European Banking Authority recommendations, this category of risk also includes risks on equity investments, as well as those related to insurance activities. As of 31 December 2018, BNPP's credit risk exposure broke down as follows: corporates (42%), retail customers (29%), central governments and central banks (21%), credit institutions (5%), other risky assets (2%) and equities (1%). As of 31 December 2018, 32% of BNPP's credit exposure was comprised of exposures in France, 14% in Belgium and Luxembourg, 10% in Italy, 19% in other European countries, 13% in North America, 6% in Asia and 6% in the rest of the world. BNPP's risk-weighted assets subject to this type of risk amounted to €504 billion at 31 December 2018, or 78% of the total risk-weighted assets of BNPP.

BNPP's **counterparty risk** arises from its credit risk in the specific context of market transactions, investments, and/or settlements. BNPP's exposure to counterparty risk, excluding CVA (Credit Valuation Adjustment) risk as of 31 December 2018, was comprised of: 40% in the corporate sector, 17% in governments and the central banks, 15% in credit institutions and investment firms, and 28% in clearing houses. By product, BNPP's exposure, excluding CVA risk, as of 31 December 2018 was comprised of: 56% in over-the-counter ("**OTC**") derivatives, 24% in repurchase transactions and securities lending/borrowing, 18% in listed derivatives and 2% 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 risk measures the risk of losses related to CVA volatility resulting from fluctuations in credit spreads associated with the counterparties in respect of which BNPP is subject to risk. The risk-weighted assets subject to this type of risk amounted to €27 billion at 31 December 2018, representing 4% of the BNP Paribas Group's total risk-weighted assets, including €3 billion in respect of CVA risk.

Securitization risk in the banking portfolio: Securitization is a transaction or arrangement by which the credit risk associated with a liability or set of liabilities is subdivided into tranches. Any commitment made by BNPP under a securitization structure (including derivatives and liquidity lines) is considered to be a securitization. The bulk of BNPP's commitments are in the prudential banking portfolio. Securitized exposures are essentially those generated by BNPP. The securitization positions held or acquired by BNPP may also be categorized by its role: of the positions as at 31 December 2018, BNPP generated 43%, was sponsor of 44% and was investor of 13%. The risk-

weighted assets subject to this type of risk amounted to €7 billion at 31 December 2018 for BNPP, or 1% of the total risk-weighted assets of BNPP.

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 BNPP's results of operations and financial condition.*

Credit risk and counterparty risk impact BNPP's consolidated financial statements when a customer or counterparty is unable to honour its obligations and when the book value of these obligations in BNPP'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 level of customer or counterparty defaults increases compared to recent historically low levels, BNPP may have to record significant charges and provisions for possible unrecoverable or doubtful debts, affecting its profitability.

As a result, in connection with its lending activities, BNPP regularly establishes provisions for loan losses, which are recorded on its income statement in the line item Cost of Risk. These provisions amounted to €2.764 billion at 31 December 2018, representing 35 basis points of outstanding customer loans (compared with 39 basis points at 31 December 2017).

BNPP'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.

Although BNPP seeks to establish an appropriate level of provisions, its lending businesses may have to increase their provisions for loan losses substantially in the future as a result of deteriorating economic conditions or other causes. Any significant increase in provisions for loan losses or a significant change in BNPP'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 BNPP's results of operations and financial condition.

As at 31 December 2018, the ratio of doubtful loans to total loans outstanding was 2.6% and the coverage ratio of these loans (net of guarantees received) by provisions was 76.2%.

While BNPP seeks to reduce its exposure to credit risk and counterparty risk by using risk mitigation techniques such as collateralization, 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, BNPP 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 BNPP's overall credit risk and counterparty risk is covered by these techniques. Accordingly, BNPP has very significant exposure to these risks.

1.2 *The soundness and conduct of other financial institutions and market participants could adversely affect BNPP.*

BNPP'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, or even rumours or questions about, one or more financial services institutions, or the financial services industry generally, may lead to

market wide liquidity problems and could lead to further losses or defaults. BNPP 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. BNPP 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 BNPP cannot be realized or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to BNPP or in case of a failure of a significant financial market participant such as a central counterparty. It is worth noting in this respect that regulatory changes requiring mandatory clearing of standardized OTC derivatives through central counterparties have resulted in an increase of the exposure of financial market participants to such central counterparties.

For reference, counterparty risk exposure related to financial institutions was €22 billion at 31 December 2018, or 15% of BNPP's total counterparty risk exposure, and counterparty risk exposure related to clearing houses was €40 billion, or 28% of BNPP'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 BNPP, announced losses or exposure to losses in substantial amounts. BNPP remains the subject of various claims in connection with the Madoff matter; see Note 8.b (Contingent liabilities: legal proceedings and arbitration) to its consolidated financial statements as of and for the period ended 31 December 2018, set out in the BNPP 2018 Registration Document (in English).

Losses resulting from the risks summarized above could materially and adversely affect BNPP's results of operations.

2. Operational Risk

BNPP's operational risk is the risk of loss resulting from failed or inadequate internal processes (particularly those involving personnel and information systems) or external events, whether deliberate, accidental or natural (floods, fires, earthquakes, terrorist attacks, etc.). BNPP's operational risks cover fraud, human resources risks, legal and reputational risks, non-compliance risks, tax risks, information systems risks, risk of providing inadequate financial services (conduct risk), risk of failure of operational processes including credit processes, or from the use of a model (model risk), as well as potential financial consequences related to reputation risk management. From 2010-2018, BNPP's main type of incidents involving operational risk were in "Clients, products and business practices", which represents 63% of the total financial impact, largely as a result of BNPP's agreement with US authorities regarding its review of certain dollar transactions concluded in June 2014. The next largest category of incident for BNPP in operational risk was in "Execution, delivery and process management", accounting for 18% of the financial impact. Other types of risk in operational risk consist of external fraud (13%), business disruption and systems failure (3%), internal fraud (1%), damage to physical assets (1%) and employment practices and workplace safety (1%).

The risk-weighted assets subject to this type of risk amounted to €73 billion at 31 December 2018, or 11% of the total risk-weighted assets of BNPP.

2.1 *BNPP's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses.*

BNPP has devoted significant resources to developing its risk management policies, procedures and assessment methods and intends to continue to do so in the future. Nonetheless, BNPP'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 BNPP may have failed to identify or anticipate. BNPP's ability to assess the creditworthiness of its customers or to estimate the values of its assets may be impaired if, as a result of market turmoil such as that experienced in recent years, the models and approaches it uses become less predictive of future behaviour, valuations, assumptions or estimates. Some of BNPP's qualitative tools and metrics for managing risk are based on its use of observed historical market behaviour. BNPP applies statistical and other tools to these observations to arrive at quantifications of its risk exposures. The process BNPP 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, 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 BNPP 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 BNPP's ability to manage its risks. BNPP's losses could therefore be significantly greater than the historical measures indicate. In addition, BNPP'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 BNPP's information systems may cause substantial losses of client or customer information, damage to BNPP's reputation and result in financial losses.*

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

In addition, BNPP 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 BNPP's subsidiaries, employees, partners and clients. 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 unauthorized access, disable or degrade service, steal confidential data or sabotage information systems have become more sophisticated, change frequently and often are not recognized until launched against a target, BNPP 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 BNPP's information systems or those of its providers and any subsequent disclosure of confidential information related to any client, counterparty or employee of BNPP (or any other person) or any intrusion or attack against the its communication system could cause significant losses and have an adverse effect on BNPP's reputation, financial condition and results of operations.

Moreover, BNPP 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 BNPP to execute or facilitate financial transactions. Due to its increased interaction with clients, BNPP is also exposed to the risk of operational malfunction of the latter's information systems. BNPP'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. BNPP 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 cyberattack, these malfunctions or interruptions will be adequately resolved. These operational malfunctions or interruptions accounted for an average of 3% of operational risk losses over the 2010-2018 period.

2.3 *Reputational risk could weigh on BNPP'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 BNPP's ability to attract and retain customers. BNPP's reputation could be harmed if it cannot adequately promote and market its products and services. BNPP's reputation could also be damaged if, as it increases its client base and the scale of its businesses, BNPP's comprehensive procedures and controls dealing with conflicts of interest fail, or appear to fail, to address them properly. At the same time, BNPP's reputation could be damaged by employee misconduct, fraud or misconduct by financial industry participants to which BNPP is exposed, a decline in, a restatement of, or corrections to, its financial results, as well as any adverse legal or regulatory action, such as the settlement BNPP entered into with the U.S. authorities in 2014 for violations of U.S. laws and regulations regarding economic sanctions. The loss of business that could result from damage to BNPP's reputation could have an adverse effect on its results of operations and financial position.

3. Market risk

BNPP's market risk is the risk of loss of value caused by an unfavourable trend in prices or market parameters. The parameters affecting BNPP's market risk include, but are not limited to, exchange rates, prices of securities and commodities (whether the price is directly quoted or obtained by reference to a comparable asset), the price of derivatives on an established market and all benchmarks that can be derived from market quotations such as interest rates, credit spreads, volatility or implicit correlations or other similar parameters.

BNPP 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 11% of BNPP's revenue in 2018. BNPP's trading activities are directly linked to economic relations with clients of these business lines, or indirectly as part of its market making activity. The proprietary trading activities of BNPP's subsidiary Opera Trading Capital, which began in mid-2015, were discontinued at the beginning of 2019.

In addition, the market risk relating to BNPP's banking activities covers its interest rate and foreign exchange rate risk 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, BNPP 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.

BNP Paribas' market risk based on its activities is measured by Value at Risk ("VaR"), or the maximum potential loss over one year, at a 99.9% confidence level to calculate regulatory capital requirements, 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 €20 billion at 31 December 2018, or 3% of the total risk-weighted assets of BNPP.

3.1 *BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility.*

BNPP 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 BNPP's expectations may lead to losses relating to a broad range of other products that BNPP uses, including swaps, forward and future contracts, options and structured products.

To the extent that BNPP 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 BNPP 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 BNPP to potentially substantial losses as it attempts to cover its net short positions by acquiring assets in a rising market. BNPP 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 from which it expects to gain based on 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 BNPP did not anticipate or against which it is not hedged, it might realize a loss on those paired positions. Such losses, if significant, could adversely affect BNPP's results and financial condition. In addition, BNPP's hedging strategies may not be suitable for certain market conditions.

If any of the variety of instruments and strategies that BNPP 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 BNPP 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 BNPP'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 BNPP's hedging strategies, as occurred for example in late 2018 with BNPP's index derivatives hedging in the United States. In addition, the manner in which gains and losses resulting from certain ineffective hedges are recorded may result in additional volatility in BNPP's reported earnings.

BNPP uses a 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. However, these techniques rely on statistical methodologies based on historical observations, which may turn out to be unreliable predictors of future market conditions. Accordingly, BNPP's exposure to market risk in extreme scenarios could be greater than the exposures predicted by its quantification techniques.

The Global Markets business line in particular had €18 billion in risk-weighted assets subject to market risk at 31 December 2018, or 2.7% of the total risk-weighted assets of BNPP.

3.2 *BNPP may generate lower revenues from commission and fee based businesses during market downturns.*

BNPP's commissions represented 22% of total revenues in 2018. Financial and economic conditions affect the number and size of transactions for which BNPP 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 BNPP 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 BNPP 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, below market performance by BNPP's mutual funds may result in increased withdrawals and reduced inflows, which would reduce the revenues BNPP receives from its asset management business.

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

The carrying value of BNPP'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 at 31 December 2018, on the assets side of BNPP'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 €538.6 billion, €9.8 billion and €60 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 €560 billion and €11.7 billion, respectively, at 31 December 2018. Most of the adjustments are made on the basis of changes in fair value of BNPP'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 BNPP's consolidated revenues and, as a result, its net income. All fair value adjustments affect shareholders' equity and, as a result, BNPP's capital adequacy ratios. 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

Liquidity risk is the risk that BNPP will not be able to honour its commitments or unwind or offset a position due to market conditions or specific factors within a specified period of time and at a reasonable cost. It reflects the risk of not being able to cope with net cash outflows, including collateral requirements, over short-term to long-term horizons. The Group's specific risk can be assessed through its short-term liquidity ratio ("**Liquidity Coverage Ratio**" or "**LCR**"), which analyses the hedging of net cash outflows during a thirty-day stress period. The monthly average in 2018 of the Group's LCR was 117%, representing a liquidity surplus of €41 billion compared to regulatory requirements. The liquidity reserve was €308.1 billion at the end of 2018.

4.1 *BNPP'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 euro zone sovereign debt crisis as well as the general macroeconomic environment have at times adversely affected the availability and cost of funding for European banks in recent years. 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 BNPP, at various points experienced restricted access to wholesale debt markets and to the interbank market, as well as a general increase in their cost of funding. Accordingly, reliance on direct borrowing from the European Central Bank ("ECB") at times increased substantially. If such adverse credit market conditions were to reappear in the event of prolonged stagnation of growth, deflation, resurgence of the financial crisis, the sovereign debt crisis or new forms of financial crises, factors relating to the financial industry in general or to BNPP in particular, the effect on the liquidity of the European financial sector in general and BNPP in particular could be materially adverse and have a negative impact on BNPP's results of operations and financial condition.

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

In some of BNPP's businesses, particularly Global Markets (which represented 11% of BNPP's revenue in 2018) 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 BNPP 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 BNPP 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.

BNPP 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 BNPP's assets is uncertain, and if BNPP 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 BNPP 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 losses arising from asset and liability mismatches.

- 4.3 *The credit ratings of BNPP may be downgraded, which would weigh on its profitability.*

Credit ratings have a significant impact on BNPP's liquidity. On 5 April 2019, Standard & Poor's revised the long-term rating of BNPP's deposits and senior preferred debt from A to A+, and confirmed its short-term rating as A-1, with a stable outlook. On 6 June 2019, Fitch France revised its long-term deposits and senior preferred debt rating for BNPP from A+ to AA-, and raised its short-term rating from F1 to F1+, with a stable outlook. On 27 September 2017, Moody's revised its long-term deposits and senior preferred debt rating from A1 to Aa3, and confirmed its short-term rating as P-1, with a stable outlook. On 12 July 2019, DBRS confirmed BNPP's senior preferred debt rating as AA (low), as well as its short-term rating as R-1(middle) with a stable outlook. A downgrade in BNPP's credit rating could affect its liquidity and competitive position. It could also increase BNPP'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 collateralized financing contacts. See also "*Credit Ratings may not Reflect all Risks*" below.

In addition, BNPP'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 BNPP'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 BNPP's creditworthiness. Furthermore, credit spreads may be influenced by movements in the cost to purchasers of credit default swaps referenced to BNPP'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 BNPP.

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 BNPP and the markets in which it operates.*

BNPP's business is sensitive to changes in the financial markets and more generally to economic conditions in France (32% of BNPP's revenues), other countries in Europe (43% of BNPP's revenues) and the rest of the world (25% of BNPP's revenues). A deterioration in economic conditions in the markets where BNPP operates could have some or all of the following impacts:

- Adverse economic conditions could affect the business and operations of BNPP's customers, reducing credit demand and trading volume and resulting in an increased rate of default on loans and other receivables;
- A decline in market prices of bonds, equities and commodities could impact many of the businesses of BNPP, including in particular trading, investment banking and asset management revenues;
- Macroeconomic policies adopted in response to actual or anticipated economic conditions could have unintended effects, and are likely to impact market parameters such as interest rates and foreign exchange rates, which in turn could affect BNPP's businesses that are most exposed to market risk;
- Perceived favourable economic conditions generally or in specific business sectors could result in asset price bubbles, which could in turn exacerbate the impact of corrections when conditions become less favourable;
- A significant economic disruption (such as the global financial crisis of 2008 or the European sovereign debt crisis of 2011) could have a severe impact on all of BNPP's activities, particularly if the disruption is characterized by an absence of market liquidity that makes it difficult to sell certain categories of assets at their estimated market value or at all;
- A significant deterioration of market and economic conditions resulting from, among other things, adverse political and geopolitical events such as natural disasters, societal unrest, geopolitical tensions (in particular protectionist measures), acts of terrorism, cyber attacks, military conflicts or threats thereof and related risks could affect the operating environment for BNPP episodically or for extended periods.

European markets may be affected by a number of factors in 2019 and into 2020, including continuing uncertainty resulting from the decision of the United Kingdom to leave the European Union (possibly through a "no-deal" exit), evolving monetary policy in Europe and the United States and uncertain political and economic conditions in certain large European countries. Markets in the United States may be affected by factors, such as trade

policy or a tendency towards political stalemate, which has affected currency markets globally. Asian markets could be impacted by factors such as slower than expected economic growth rates in certain countries in the region.

Share prices have recently experienced significant volatility, which may occur again. Credit markets and the value of fixed income assets could be adversely affected if interest rates were to rise as central banks continue to scale back the extraordinary support measures put in place in response to recent adverse economic conditions. Conversely, a continued or renewed loosening of monetary policy would weigh on banks' profitability. The price of oil has been particularly volatile in recent months, and could be impacted by unpredictable geopolitical factors in regions such as the Middle East and Russia.

More generally, increased volatility of financial markets could adversely affect BNPP's trading and investment positions in the debt, currency, commodity and equity markets, as well as its positions in other investments. For reference, Global Markets accounted for 11% of BNPP's revenues in 2018. Severe market disruptions and extreme market volatility have occurred in recent years and may occur again in the future, which could result in significant losses for BNPP. 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 is difficult to predict when economic or market downturns will occur, and which markets will be most significantly impacted. If economic or market conditions in France or elsewhere in Europe, or global markets more generally, were to deteriorate or become more volatile, BNPP's operations could be disrupted, and its business, results of operations and financial condition could be adversely affected.

5.2 *Significant interest rate changes could adversely affect BNPP's revenues or profitability. The prolonged low interest rate environment carries inherent systemic risks, which could impact BNPP's income or profitability, and an exit from such environment also carries risks.*

The amount of net interest income earned by BNPP during any given period significantly affects its overall revenues and profitability for that period. Interest rates are highly sensitive to many factors beyond BNPP's control, such as the rate of inflation, country-specific monetary policies and certain decisions concerning regulatory capital. Changes in market interest rates could affect the interest rates charged on interest-earning assets differently than the interest rates paid on interest-bearing liabilities. Any adverse change in the yield curve could cause a decline in net interest income from BNPP's lending activities. In addition, increases in the interest rates at which BNPP's short-term funding is available and maturity mismatches may adversely affect its profitability.

Since the 2008-2009 financial crisis, global markets have been characterized by an extended period of low interest rates. If the low interest rate environment continues, as a result of continued monetary loosening, low growth or other factors, BNPP's profitability may be affected, given that BNPP's net interest income represented 50% of total revenues in 2018 (see Note 2.a (Net interest income) to BNPP's consolidated financial statements as of and for the year ended 31 December 2018, set out in the BNPP 2018 Registration Document (in English)). In this respect, after announcing in December 2018 the end of its quantitative easing policy, the ECB announced in March 2019 – in the face of slower than anticipated growth – a status quo on its benchmark lending rates until at least the end of 2019 (extended in June 2019 to at least the first half of 2020) as well as new targeted longer-term financing operations ("TLTRO") bearing, under certain conditions, negative rates. During periods of low interest rates, interest rate spreads tend to tighten, and BNPP may be unable to lower interest rates on deposits sufficiently to offset reduced income from lending at lower interest

rates. On an indicative basis, over one-, two- and three-year timeframes, the sensitivity of revenues at 31 December 2018 to a parallel, instantaneous and definitive increase in market rates of +50 basis points (+0.5%) across all currencies had a positive impact of +€185 million, +€510 million and +€698 million, respectively, or 0.4%, 1.2% and 1.6% of BNPP's net banking income. In addition, BNPP has been facing and may continue to face an increase in early repayment and refinancing of mortgages and other fixed rate consumer and corporate loans as clients take advantage of lower borrowing costs. This, along with the issuance of new loans at the low prevailing market interest rates, has resulted and may continue to result in a decrease in the average interest rate of BNPP's portfolio of loans thereby causing a decline in its net interest income from lending activities. Moreover, an environment of persistently low interest rates can also have the effect of flattening the yield curve in the market more generally, which could reduce the premium generated by BNPP from its funding activities. A flattening yield curve can also influence financial institutions to engage in riskier activities in an effort to earn the desired level of returns, which can increase overall market risk and volatility. Low interest rates may also negatively affect the profitability of BNPP's insurance activities, which may not be able to generate sufficient returns to be competitive with other investment products. Low interest rates may also adversely affect commissions charged by BNPP's asset management subsidiaries on money market and other fixed income products. A reduction in credit spreads and decline in retail banking income resulting from lower portfolio interest rates may adversely affect the profitability of BNPP's retail banking operations.

However, the end of a period of prolonged low interest rates, in particular due to tightening monetary policy, also carries risks. In this respect, the U.S. Federal Reserve tightened its monetary policy in 2017 and 2018, before lowering its key interest rate as from July 2019. If market interest rates were to rise, a portfolio featuring significant amounts of lower interest loans and fixed income assets would be expected to decline in value. If BNPP's hedging strategies are ineffective or provide only a partial hedge against such a change in value, BNPP could incur losses. Any sharper or more rapid than expected tightening could have a negative impact on the economic recovery. On the lending side, it could in particular cause stress in loan and bond portfolios, possibly leading to an increase in non performing exposures and defaults. More generally, the ending of accommodative monetary policies (including liquidity infusions from central bank asset purchases) may lead to severe corrections in certain markets or asset classes (e.g., non investment grade corporate and sovereign borrowers, certain sectors of equities and real estate) that particularly benefitted (including from very low risk premia as compared to historical averages) from the prolonged low interest rate and high liquidity environment, and such corrections could potentially be contagious to financial markets generally, including through substantially increased volatility.

5.3 *Given the global scope of its activities, BNPP may be vulnerable to risk in certain countries where it operates and may be vulnerable to political, macroeconomic or financial changes in the countries and regions where it operates.*

BNPP is subject to country risk, meaning the risk that economic, financial, political or social conditions in a given foreign country in which it operates could affect its business and results. BNPP 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 BNPP operates could make it difficult for it to carry out its business and lead to losses or impairment of assets.

At 31 December 2018, BNPP's loan portfolio consisted of receivables from borrowers located in France (32%), Belgium and Luxembourg (14%), Italy (10%), other European

countries (19%), North America (13%), Asia (6%) and the rest of the world (6%). Adverse conditions that particularly affect these countries and regions would have a particularly significant impact on BNPP. In addition, BNPP 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.

6. Regulatory Risks

6.1 *Laws and regulations adopted in recent years, particularly in response to the global financial crisis, as well as new legislative proposals, may materially impact BNPP and the financial and economic environment in which it operates.*

Laws and regulations have been enacted in the past few years, in particular in France, Europe and the United States, with a view to introducing a number of changes, some permanent, in the financial environment. The impact of the measures has changed substantially the environment in which BNPP and other financial institutions operate.

The measures that have been adopted include:

- more stringent capital and liquidity requirements (particularly for global systemically important banks such as BNPP), as well as changes to the risk-weighting methodologies and the methods of using internal models that could lead to increased capital requirements;
- restrictions on certain types of activities considered as speculative undertaken by commercial banks that are prohibited or need to be ring fenced in subsidiaries (particularly proprietary trading) and are subject to prudential requirements and autonomous funding;
- prohibitions or restrictions on certain types of financial products or activities;
- enhanced recovery and resolution regimes, in particular the Bank Recovery and Resolution Directive of 15 May 2014 (the "**BRRD**"), which strengthens powers to prevent and resolve banking crises in order to ensure that losses are borne largely by the creditors and shareholders of the banks and in order to keep the costs incurred by taxpayers to a minimum;
- the establishment of the 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, which can initiate resolution proceedings for banking institutions such as BNPP, and the Single Resolution Fund (the "**SRF**"), the financing of which by BNPP (up to its annual contribution) can be significant;
- the 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 and reporting requirements with respect to certain activities;
- more stringent governance and conduct of business rules and restrictions and increased taxes on employee compensation over specified levels;

- 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, OTC derivative transactions (including through posting of collateral in respect of non centrally cleared derivatives);
- the taxation of financial transactions;
- enhanced protection of personal data and cybersecurity requirements;
- enhanced disclosure requirements, for instance in the area of sustainable finance; and
- strengthening the powers of supervisory bodies, such as the French Prudential Supervision and Resolution Authority (the "ACPR") and the creation of new authorities, including the adoption of the Single Resolution Mechanism (the "SRM") in October 2013, which placed BNPP under the direct supervision of the ECB as of November 2014.

These measures may have a significant impact. For example, the introduction of a required contribution to the Single Resolution Fund resulted in a substantial additional expense for BNPP (BNPP made a €0.6 billion contribution to the SRF in 2018).

These measures could be further amended, expanded or strengthened. Moreover, additional measures could be adopted in other areas. It is impossible to predict what additional measures will be adopted and, given the complexity and continuing uncertainty of a certain number of these measures, to determine their impact on BNPP. The cumulative effect of these measures, whether already adopted or that may be adopted in the future, has been and could continue to be a decrease in BNPP's ability to allocate its capital and capital resources to financing, limit its ability to diversify risks, reduce the availability of certain financing and liquidity resources, increase the cost of financing, increase the cost or reduce the demand for the products and services offered by BNPP, require BNPP to proceed with internal reorganizations, structural changes or reallocations, affect the ability of BNPP to carry on certain activities or to attract and/or retain talent and, more generally, affect its competitiveness and profitability, which could have an impact on its profitability, financial condition and operating results.

BNPP is subject to extensive and evolving regulatory regimes in the jurisdictions in which it operates. BNPP faces the risk of changes in legislation or regulation in all of the countries in which it operates, including, but not limited to, the following:

- monetary, liquidity, interest rate and other policies of central banks and regulatory authorities;
- changes in government or regulatory policy that may significantly influence investor decisions, in particular in the markets in which BNPP operates;
- changes in regulatory requirements applicable to the financial industry, such as rules relating to applicable governance, remunerations, capital adequacy and liquidity frameworks, restrictions on activities considered as speculative and recovery and resolution frameworks;
- changes in securities regulations as well as in financial reporting, disclosure and market abuse regulations;

- changes in the regulation of certain types of transactions and investments, such as derivatives and securities financing transactions and money market funds;
- changes in the regulation of market infrastructures, such as trading venues, central counterparties, central securities depositories, and payment and settlement systems;
- changes in the regulation of payment services, crowdfunding and fintech;
- changes in the regulation of protection of personal data and cybersecurity;
- changes in tax legislation or the application thereof;
- changes in accounting norms;
- changes in rules and procedures relating to internal controls, risk management and compliance; and
- expropriation, nationalization, price controls, exchange controls, confiscation of assets and changes in legislation relating to foreign ownership.

These changes, the scope and implications of which are highly unpredictable, could substantially affect BNPP and have an adverse effect on its business, financial condition and results of operations. Some reforms not aimed specifically at financial institutions, such as measures relating to the funds industry or promoting technological innovation (such as open data projects), could facilitate the entry of new players in the financial services sector or otherwise affect BNPP's business model, competitiveness and profitability, which could in turn affect its financial condition and results of operations.

6.2 *BNPP 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.*

BNPP is exposed to regulatory compliance risk, i.e. the failure to comply fully with the laws, regulations, codes of conduct, professional norms or recommendations applicable to the financial services industry. 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 BNPP'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 licenses. 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, BNPP 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. BNPP may record provisions in this respect as indicated in Note 5.p to the financial statements (Provisions for contingencies and charges) as of and for the period ended 31 December 2018, set out in the BNPP 2018 Registration Document (in English).

In this respect, on 30 June 2014 BNPP entered into a series of agreements with, and was the subject of several orders issued by, U.S. federal and New York state government agencies and regulatory authorities in settlement of investigations into violations of U.S. laws and regulations regarding economic sanctions. The fines and penalties imposed on BNPP as part of this settlement included, among other things, the payment of monetary penalties

amounting in the aggregate to \$8.97 billion (€6.6 billion) and guilty pleas by BNP Paribas S.A., the parent company of BNPP, to charges of having violated U.S. federal criminal law and New York State criminal law. Following this settlement, BNPP remains subject to increased scrutiny by regulatory authorities (including via the presence of an independent consultant within BNPP) who are monitoring its compliance with a remediation plan agreed with them.

BNPP is currently involved in various litigations and investigations as summarized in Note 8.b (Contingent liabilities: legal proceedings and arbitration) to its consolidated financial statements as of and for the period ended 31 December 2018, set out in the BNPP 2018 Registration Document (in English). 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 BNPP's operating results for any particular period.

6.3 *BNPP could experience an unfavourable change in circumstances, causing it to become subject to a resolution proceeding: holders of securities of BNPP could suffer losses as a result.*

The BRRD and the Ordinance of 20 August 2015 confer upon the ACPR or the SRB the power to commence resolution proceedings for a banking institution, such as BNPP, with a view to ensuring the continuity of critical functions, avoiding the risks of contagion and recapitalizing or restoring the viability of the institution. These powers are to be implemented so that, subject to certain exceptions, losses 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 non-preferred senior 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, BNPP's medium- to long-term wholesale financing at 31 December 2018 consisted of the following: €9 billion of hybrid Tier 1 debt, €16.1 billion of Tier 2 subordinated debt, €23.4 billion of senior unsecured non-preferred debt, €80.5 billion of senior unsecured preferred debt and €29.7 billion of 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 as a precautionary measure, 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 BNPP may result in significant structural changes to BNPP (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

BNPP'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 creditors of BNPP in circumstances where BNPP's remaining business or assets are insufficient to support the claims of all or any of the creditors of BNPP.

7. Risks related to BNPP's growth in its current environment

7.1 BNPP's failure to implement its strategic plan could affect the trading price of its securities.

BNPP announced a strategic plan for the 2017-2020 period on 7 February 2017. This plan contemplates a number of initiatives, including the implementation of new customer pathways, BNPP's digital transformation, continuing to improve operating efficiency and various business development initiatives. BNPP closely monitors these initiatives and provided an update on its 2020 targets on 6 February 2019 (including anticipated growth in revenues over the 2016-2020 period at 1.5% per year compared to 2.5% per year in the initial plan, and a target of recurring cost savings in 2020 of €3.3 billion compared to €2.7 billion in the initial plan). These financial targets and objectives were established primarily for purposes of internal planning and allocation of resources, and are based on a number of assumptions with regard to business and economic conditions.

BNPP's actual results could vary significantly from these targets and objectives for a number of reasons, including the occurrence of one or more of the risk factors described elsewhere in this section. If BNPP does not achieve its objectives, its financial position and the trading price of its securities could be affected, as well as its financing costs.

Additionally, as part of BNPP's commitment to environmental responsibility within its CSR policy, it has announced a number of initiatives to support the energy transition towards a low carbon economy, including a reduction in financing for energies with the most negative environmental impact. In 2018, BNPP accordingly ceased financing for companies whose main business is fracking of gas/shale oil, oil from oil sands or oil/gas production in the Arctic as well as financing for tobacco companies. These measures (and any future ones along similar lines) may in certain cases adversely affect BNPP's results in the relevant sectors.

7.2 BNPP may experience difficulties integrating acquired companies and may be unable to realize the benefits expected from its acquisitions.

BNPP makes acquisitions on a regular basis. For example, BNPP's most recent major acquisition was of substantially all of the activities of Raiffeisen Bank Polska in Poland, which was completed on 31 October 2018; such activities were subsequently merged with BGZ BNP Paribas. Integrating acquired businesses is a long and complex process, and may entail restructuring costs; in 2018, BNPP incurred €129 million in restructuring costs related mainly to the integration of LaSer, DAB Bank, GE LLD, ABN Amro Luxembourg and Raiffeisen Bank Polska. Successful integration and the realization 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 realization. Moreover, the integration of BNPP's existing operations with those of the acquired operations could interfere with its respective businesses and divert management's attention from other aspects of BNPP's business, which could have a negative impact on BNPP'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 BNPP undertakes an in depth analysis of the companies it plans to acquire, such analyses often cannot be complete or exhaustive. As a result, BNPP may increase its exposure to doubtful or troubled assets and incur greater risks as a result of its acquisitions, particularly in cases in which it was unable to conduct comprehensive due diligence prior to the acquisition.

7.3 *BNPP's current environment may be affected by the intense competition amongst banking and non banking operators, which could adversely affect BNPP's revenues and profitability.*

Competition is intense in all of BNPP'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 or as a result of the presence of new players in the payment and the financing services area or the development of crowdfunding platforms. While BNPP has launched initiatives in these areas, such as the debut of Hello Bank! and its acquisition of Nickel, 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 or technological innovation (e.g., internet and mobile operators, digital platforms, fintechs), could be more competitive by offering lower prices or more innovative services. In addition, new payment systems and cryptocurrencies, such as Bitcoin, and new technologies that facilitate transaction processes, such as blockchain, have developed in recent years. While it is difficult to predict the effects of these emerging technologies as well as any applicable regulations, their use could nevertheless reduce BNPP's market share or secure investments that otherwise would have used technology used by more established financial institutions, such as BNPP. If BNPP is unable to respond to the competitive environment in France or in its other major markets by offering attractive, innovative and profitable product and service solutions, 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 BNPP and its competitors (the results of BNPP's various business lines in 2018 are described on pages 116 to 127 of the BNPP 2018 Registration Document (in English)). It is also possible that the imposition of more stringent requirements (particularly capital requirements and business restrictions) on large or systemically significant financial institutions, could lead to distortions in competition in a manner adverse to large private sector institutions such as BNPP.

7.4 *Changes in certain holdings in credit or financial institutions could have an impact on BNPP's financial position.*

Amounts below the thresholds for prudential capital deduction are assets subject to a risk-weight of 250% in accordance with Article 48 of Regulation (EU) No. 575/2013. These assets include: credit or financial institutions consolidated under the equity method within the prudential scope, which are weighted using the simple weighting method; significant financial interest in credit or financial institutions in which BNPP 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 subject to this type of risk amounted to €17 billion at 31 December 2018, or 2.6% of the total risk-weighted assets of BNPP."; and

- (f) the risk factors under the sub-heading "*Additional Risk Factors for Credit Securities*" on pages 307 to 315 of the Base Prospectus under the heading "**Product Specific Risk Factors**" are amended by the addition of the following risk factor immediately above the sub-heading "*The Calculation Agent may modify the terms of the Securities*" on page 315 of the Base Prospectus:

"Credit Deterioration Requirement

Unless NTCE Provisions and Credit Deterioration Requirement are specified as not applicable in the applicable Final Terms, investors should note that a deterioration in the creditworthiness or financial condition of a Reference Entity will be required for the purposes of determining the occurrence of a Failure to Pay Credit Event in respect of such Reference Entity."

DOCUMENTS INCORPORATED BY REFERENCE

On 31 October 2019, BNPP filed with the AMF the *Amendement au Document d'Enregistrement Universel au 30 juin 2019* including the unaudited financial information of BNPP as at and for the nine-month period ended 30 September 2019.

A free English translation of BNPP's *Amendement au Document d'Enregistrement Universel au 30 juin 2019* has been filed with the AMF on 31 October 2019 for the purposes of the Prospectus Directive and, by virtue of this Third Supplement (other than the sections entitled "Person Responsible for the Universal Registration Document", the "Table of Concordance" and any reference to a completion letter (*lettre de fin de travaux*) therein), is incorporated in, and forms part of, the Base Prospectus.

The "**DOCUMENTS INCORPORATED BY REFERENCE**" section on pages 357 to 370 of the Base Prospectus is amended as follows:

- (a) the word "and" at the end of paragraph (h) is deleted;
- (b) the "," at the end of paragraph (i) is deleted and replaced with "; and";
- (c) the following paragraph (j) is added under paragraph (i):
 - "(j) BNPP's *Amendement au Document d'Enregistrement Universel au 30 juin 2019* (in English) (other than the sections entitled "Person Responsible for the Universal Registration Document", the "Table of Concordance" and any reference to a completion letter (*lettre de fin de travaux*) therein) with filing number D.19-0731-A01 (the "**First Amendment to the BNPP 2019 Universal Registration Document (in English)**"),";
- (d) the following table is inserted immediately following the table entitled "*Universal Registration Document as at 30 June 2019 (in English)*":

<i>First Amendment to the BNPP 2019 Universal Registration Document (in English)</i>	
Quarterly Financial Information	Pages 3 to 79 of the First Amendment to the BNPP 2019 Universal Registration Document (in English)
Group presentation	Page 3 of the First Amendment to the BNPP 2019 Universal Registration Document (in English)
Third Quarter 2019 results	Pages 4 to 75 of the First Amendment to the BNPP 2019 Universal Registration Document (in English)
Balance sheet as at 30 September 2019	Page 78 of the First Amendment to the BNPP 2019 Universal Registration Document (in English)
Long term and short term credit ratings	Page 79 of the First Amendment to the BNPP 2019 Universal Registration Document (in English)
Risk factors	Page 79, 85 to 103 of the First Amendment to the BNPP 2019 Universal Registration Document (in English)
Recent events	Page 79 of the First Amendment to the BNPP 2019 Universal Registration Document (in English)

	English)
Risk and Capital Adequacy (unaudited)	Pages 80 to 103 of the First Amendment to the BNPP 2019 Universal Registration Document (in English)
Additional information	Pages 104 to 106 of the First Amendment to the BNPP 2019 Universal Registration Document (in English)
Documents on Display	Page 104 of the First Amendment to the BNPP 2019 Universal Registration Document (in English)
Contingent Liabilities	Pages 104 to 105 of the First Amendment to the BNPP 2019 Universal Registration Document (in English)
Significant changes	Page 106 of the First Amendment to the BNPP 2019 Universal Registration Document (in English)
Statutory Auditors	Page 107 of the First Amendment to the BNPP 2019 Universal Registration Document (in English)

(e) the second sentence in the penultimate paragraph is deleted and replaced with the following:

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

AMENDMENTS TO THE FORM OF FINAL TERMS FOR CERTIFICATES

In relation to the amendments to Item 34 (Credit Security Provisions) of Part A – Contractual Terms in the Form of Final Terms for Certificates set out in this section, text which, by virtue of this Third Supplement is added thereto is shown underlined.

The first prompt under Item 34 (*Credit Security Provisions*) of Part A – Contractual Terms in the Form of Final Terms for Certificates on page 456 of the Base Prospectus is amended as follows:

"34. Credit Security Provisions:

[Applicable/Not applicable]

(Only include prompts below if NTCE Provisions amendments are to be disapplied)

[NTCE Provisions: Not applicable]

[Fallback Discounting: Not applicable]

[Credit Deterioration Requirement: Not applicable]".

AMENDMENTS TO ANNEX 12 – ADDITIONAL TERMS AND CONDITIONS FOR CREDIT SECURITIES

Annex 12 – Additional Terms and Conditions for Credit Securities on pages 923 to 1002 of the Base Prospectus is amended by the insertion of the following Credit Security Condition 12 immediately following the definition of "**Writedown Amount**" in Credit Security Condition 11 on page 993 of the Base Prospectus:

"12. 2019 Narrowly Tailored Credit Event Provisions

Unless "NTCE Provisions" is specified as not applicable in the applicable Final Terms, the following provisions shall apply for the purpose of the Credit Securities.

(a) Outstanding Principal Balance

The definition of "Outstanding Principal Balance" in Credit Security Condition 11 shall be deleted and replaced with the following:

"The "**Outstanding Principal Balance**" of an obligation will be calculated as follows:

- (i) first, by determining, in respect of the obligation, the amount of the Reference Entity's principal payment obligations and, where applicable in accordance with Credit Security Condition 6(h) (*Accrued Interest*), the Reference Entity's accrued but unpaid interest payment obligations (which, in the case of a Guarantee will be the lower of (A) the Outstanding Principal Balance (including accrued but unpaid interest, where applicable) of the Underlying Obligation (determined as if references to the Reference Entity were references to the Underlying Obligor) and (B) the amount of the Fixed Cap, if any);
- (ii) second, by subtracting all or any portion of such amount which, pursuant to the terms of the obligation, (A) is subject to any Prohibited Action, or (B) may otherwise be reduced as a result of the effluxion of time or the occurrence or non-occurrence of an event or circumstance (other than by way of (I) payment or (II) a Permitted Contingency) (the amount determined in paragraph (i) less any amounts subtracted in accordance with this paragraph (ii), the "**Non-Contingent Amount**"); and
- (iii) third, by determining the Quantum of the Claim, which shall then constitute the Outstanding Principal Balance,

in each case, determined:

- (A) unless otherwise specified, in accordance with the terms of the obligation in effect on either (I) the NOPS Effective Date (or if the terms of the obligation are amended after such date but on or prior to the Delivery Date, the Delivery Date), or (II) the Relevant Valuation Date; and
- (B) with respect to the Quantum of the Claim only, in accordance with any applicable laws (insofar as such laws reduce or discount the size of the claim to reflect the original issue price or accrued value of the obligation).

For the purposes of paragraph (B) above, "**applicable laws**" shall include any bankruptcy or insolvency law or other law affecting creditors' rights to which the relevant obligation is, or may become, subject.

Unless "Fallback Discounting" is specified as not applicable in the applicable Final Terms, then notwithstanding the above, if (i) the Outstanding Principal Balance of an obligation is not reduced or discounted under paragraph (B) above, (ii) that obligation is either a Bond that has an issue price less than ninety-five per cent. of the principal redemption amount or a Loan where the amount advanced is less than ninety-five per cent. of the principal repayment

amount, and (iii) such Bond or Loan does not include provisions relating to the accretion over time of the amount which would be payable on an early redemption or repayment of such Bond or Loan that are customary for the applicable type of Bond or Loan as the case may be, then the Outstanding Principal Balance of such Bond or Loan shall be the lesser of (a) the Non-Contingent Amount; and (b) an amount determined by straight line interpolation between the issue price of the Bond or the amount advanced under the Loan and the principal redemption amount or principal repayment amount, as applicable.

For the purposes of determining whether the issue price of a Bond or the amount advanced under a Loan is less than ninety-five per cent. of the principal redemption amount or principal repayment amount (as applicable) or, where applicable, for applying straight line interpolation:

- (x) where such Bond or Loan was issued as a result of an exchange offer, the issue price or amount advanced of the new Bond or Loan resulting from the exchange shall be deemed to be equal to the aggregate Outstanding Principal Balance of the original obligation(s) that were tendered or exchanged (the "**Original Obligation(s)**") at the time of such exchange (determined without regard to market or trading value of the Original Obligation(s)); and
- (y) in the case of a Bond or Loan that is fungible with a prior debt obligation previously issued by the Reference Entity, such Bond or Loan shall be treated as having the same issue price or amount advanced as the prior debt obligation.

In circumstances where a holder would have received more than one obligation in exchange for the Original Obligation(s), the Calculation Agent will determine the allocation of the aggregate Outstanding Principal Balance of the Original Obligation(s) amongst each of the resulting obligations for the purpose of determining the issue price or amount advanced of the relevant Bond or Loan. Such allocation will take into account the interest rate, maturity, level of subordination and other terms of the obligations that resulted from the exchange and shall be made by the Calculation Agent in accordance with the methodology (if any) determined by the relevant Credit Derivatives Determinations Committee or, if none, as determined by the Calculation Agent in such manner and by reference to such source(s) as it determines appropriate."

(b) Failure to Pay

The definition of "Failure to Pay" in Credit Security Condition 11 shall be deleted and replaced with the following:

"Failure to Pay" means, after the expiration of any applicable Grace Period (after the satisfaction of any conditions precedent to the commencement of such Grace Period), the failure by the Reference Entity to make, when and where due, any payments in an aggregate amount of not less than the Payment Requirement under one or more Obligations, in accordance with the terms of such Obligations at the time of such failure.

If an occurrence that would constitute a Failure to Pay (a) is a result of a redenomination that occurs as a result of action taken by a Governmental Authority which is of general application in the jurisdiction of such Governmental Authority and (b) a freely available market rate of conversion existed at the time of the redenomination, then such occurrence will be deemed not to constitute a Failure to Pay unless the redenomination itself constituted a reduction in the rate or amount of interest, principal or premium payable (as determined by reference to such freely available market rate of conversion) at the time of such redenomination.

Unless "Credit Deterioration Requirement" is specified as not applicable in the applicable Final Terms, then, notwithstanding the foregoing, it shall not constitute a Failure to Pay if such failure does not directly or indirectly either result from, or result in, a deterioration in

the creditworthiness or financial condition of the Reference Entity, as determined by the Calculation Agent acting in good faith and in a commercially reasonable manner. In making such determination, the Calculation Agent may take into account the guidance note set out in paragraph 3 (Interpretive Guidance) of the ISDA 2019 Narrowly Tailored Credit Event Supplement to the 2014 ISDA Credit Derivatives Definitions (published on July 15, 2019).".".

AMENDMENTS TO THE OFFERING AND SALE SECTION

The Offering and Sale section on pages 1527 to 1544 of the Base Prospectus is amended by the addition of the following selling restriction immediately above the selling restriction for "**Belgium**" on page 1531 of the Base Prospectus:

"Bahrain

The Securities have not been offered or sold, and will not be offered or sold except on a private placement basis to persons in Bahrain who are "accredited investors". For this purpose, an accredited investor means:

- (a) an individual holding financial assets (either singly or jointly with a spouse) of U.S.\$1,000,000 or more excluding that person's principal place of residence;
- (b) a company, partnership, trust or other commercial undertaking which has financial assets available for investment of not less than U.S.\$1,000,000; or
- (c) a government, supranational organisation, central bank or other national monetary authority or a state organisation whose main activity is to invest in financial instruments (such as a state pension fund)."

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The General Information section on pages 1545 to 1553 of the Base Prospectus is amended as follows:

(a) the paragraphs under the heading "4. Documents Available" on pages 1545 and 1546 of the Base Prospectus are amended as follows:

(i) the word "and" at the end of sub-paragraph (xiii) is deleted;

(ii) the "." at the end of sub-paragraph (xiv) is deleted and replaced with "; and";

(iii) the following sub-paragraph (xv) is added under sub-paragraph (xiv):

"(xv) the First Amendment to the BNPP 2019 Universal Registration Document (in English)."; and

(iv) the first sentence in the first paragraph below the numbered list is deleted and replaced with the following:

"In the case of (iii), (v), (x), (xi), (xii), (xiii) and (xv) above, the documents are also available via BNPP's website: www.invest.bnpparibas.com.";

(b) the first paragraph under the heading "6. Legal and Arbitration Proceedings" on page 1546 of the Base Prospectus is deleted and replaced with the following:

"Save as disclosed on pages 248 and 249 of the BNPP 2018 Registration Document (in English), pages 97 and 98 of the First Update to the BNPP 2018 Registration Document (in English), pages 165 and 166 of the Universal Registration Document as at 30 June 2019 (in English) and pages 104 and 105 of the First Amendment to the BNPP 2019 Universal Registration Document (in English), there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which BNPP is aware), during the period covering at least the twelve (12) months prior to the date of this Base Prospectus which may have, or have had in the recent past, significant effects on BNPP and/or the Group's financial position or profitability.";

(c) the table under the heading "18. Capitalization of BNPP and the BNP Paribas Group" on pages 1551 to 1553 of the Base Prospectus is deleted and replaced with the following:

"The following table⁽¹⁾ sets out the consolidated capitalization and medium to long term indebtedness (i.e. of which the unexpired term to maturity is more than one year) of the Group as of 30 September 2019 using the Group's prudential scope of consolidation.

The "prudential scope of consolidation", as defined in Regulation (EU) 575/2013 on capital requirements for credit institutions and investment firms, is used by the Group in the preparation of its "Pillar 3" disclosure set out in Chapter 5 of the BNPP 2018 Registration Document (in English). It differs from the "accounting scope of consolidation" used by the Group in the preparation of its consolidated financial statements under IFRS, as adopted by the European Union. The principal differences between the two scopes of consolidation are summarised in Note 1 to the table below.

Except as set forth in this section, there has been no material change in the capitalization of the Group since 30 September 2019.

For the avoidance of doubt, the figures in the table below are derived from the Group's unaudited consolidated financial statements as of and for the nine months ended 30 September 2019 and the Group's audited consolidated financial statements as of and for the year ended 31 December 2018 (which do not include prudential deductions), and are used for the purposes of the Group's prudential capital calculations.

	<u>As of</u> <u>30 September</u> <u>2019</u>	<u>As of</u> <u>31 December</u> <u>2018</u>
<i>(in millions of euros)</i>		
Medium- and Long-Term Debt (of which the unexpired term to maturity is more than one year)²		
<i>Senior preferred debt at fair value through profit or loss</i>	42,044	37,516
<i>Senior preferred debt at amortised cost</i>	47,017	48,223
Total Senior Preferred Debt	89,060	85,739
<i>Senior non preferred debt at fair value through profit or loss</i>	644	0
<i>Senior non preferred debt at amortised cost</i>	37,831	23,549
Total Senior Non Preferred Debt	38,475	23,549
<i>Redeemable subordinated debt at amortised cost</i>	17,526	14,929
<i>Undated subordinated notes at amortised cost³</i>	535	516
<i>Undated participating subordinated notes at amortised cost⁴</i>	225	225
<i>Redeemable subordinated debt at fair value through profit or loss</i>	54	118
<i>Perpetual subordinated notes at fair value through profit or loss^{5,6}</i>	660	669
<i>Preferred shares and equivalent instruments⁷</i>	9,753	8,240
Total Subordinated Debt	28,752	24,697
<i>Issued capital⁸</i>	2,500	2,500
<i>Additional paid-in capital</i>	24,564	24,537
<i>Retained earnings</i>	64,830	61,928
<i>Unrealised or deferred gains and losses attributable to Shareholders</i>	2,519	503
Total Shareholders' Equity and Equivalents (net of proposed dividends)	94,413	89,468
<i>Minority interests (net of proposed dividends)</i>	4,094	4,049
Total Capitalization and Medium-to-Long Term Indebtedness	254,795	227,502

(1) Prior to 30 September 2018, the Group presented its consolidated capitalization and medium-to-long term indebtedness using the accounting scope of consolidation. Since then, the Group presents its capitalization table using the prudential scope of consolidation. As stated in Section 5.2 of the BNPP 2018 Registration Document, the material differences between the prudential scope of consolidation and the accounting scope of consolidation are the following:

- insurance companies (primarily BNP Paribas Cardif and its subsidiaries) that are fully consolidated under the accounting scope of consolidation are accounted for under the equity method in the prudential scope of consolidation;
- jointly controlled entities (mainly UCI Group entities and Bpost banque) are accounted for under the equity method in the accounting scope of consolidation and under the proportional consolidation scope in the prudential scope of consolidation.

(2) All medium- and long-term senior preferred debt of the Issuer ranks equally with deposits and senior to the new category of senior non preferred debt first issued by the Issuer in January 2017. The subordinated debt of the Issuer is subordinated to all of its senior debt (including both senior preferred and senior non preferred debt). The Issuer and its subsidiaries issue medium- to long-term debt on a continuous basis, particularly through private placements in France and abroad.

Euro against foreign currency as at 31 December 2017, CAD = 1.506, GBP = 0.889, CHF = 1.171, HKD = 9.387, JPY = 135.303, USD = 1.201.

Euro against foreign currency as at 31 December 2018, CAD = 1.563, GBP = 0.898, CHF = 1.126, HKD = 8.972, JPY = 125.594, USD = 1.146.

Euro against foreign currency as at 30 September 2019, CAD = 1.443, GBP = 0.886, CHF = 1.088, HKD = 8.549, JPY = 117.818, USD = 1.090.

(3) At 30 September 2019, the remaining subordinated debt included €505 million of undated floating-rate subordinated notes ("**TSDIs**").

(4) Undated participating subordinated notes issued by BNP SA in July 1984 for a total amount of €337 million are redeemable only in the event of the liquidation of the Issuer, but may be redeemed in accordance with the terms specified in the French law of 3 January 1983. The number of notes outstanding as at 30 September 2019 was 1,434,092 amounting to approximately €215 million. Payment of interest is obligatory, but the Board of Directors may postpone interest payments if the Ordinary General Meeting of shareholders held to approve the financial statements notes that there is no income available for distribution. Additionally, as at 30 September 2019, there were 28,698 undated participating subordinated notes issued by Fortis Banque France (amounting to approximately €4 million) and 6,773 undated participating subordinated notes issued by Banque de Bretagne (amounting to approximately €2 million) outstanding; both entities have since been merged into BNPP.

(5) Subordinated debt corresponds to an issue of Convertible And Subordinated Hybrid Equity-linked Securities ("**CASHES**") made by Fortis Bank SA/NV (now acting in Belgium under the commercial name BNP Paribas Fortis) in December 2007, for an initial nominal amount of €3 billion, which has now been reduced to an outstanding nominal amount of €948 million corresponding to a market value of €660 million at 30 September 2019. They bear interest at a floating rate equal to three-month EURIBOR plus a margin equal to 2% paid quarterly in arrears. The CASHES are undated but may be exchanged for Ageas (previously Fortis SA/NV) shares at the holder's sole discretion at a price per Ageas share of €239.40. However, as of 19 December 2014, the CASHES are subject to automatic exchange into Ageas shares if the price of Ageas shares is equal to or higher than €359.10 for twenty consecutive trading days. The principal amount will never be redeemed in cash. The rights of CASHES holders are limited to the Ageas shares held by BNP Paribas Fortis and pledged to them.

Ageas and BNP Paribas Fortis have entered into a Relative Performance Note ("**RPN**") contract, the value of which varies contractually so as to offset the impact on BNP Paribas Fortis of the relative difference between changes in the value of the CASHES and changes in the value of the Ageas shares.

On 7 May 2015, BNPP and Ageas reached an agreement which allows BNPP to purchase outstanding CASHES subject to the condition that these are converted into Ageas shares, leading to a proportional settlement of the RPN. The agreement between Ageas and BNPP expired on 31 December 2016 and has not been renewed.

On 24 July 2015, BNPP obtained a prior agreement from the European Central Bank permitting it to purchase outstanding CASHES up to a nominal amount of €200 million. In 2016, BNPP used such agreement to purchase €164 million outstanding CASHES, converted into Ageas shares.

On 8 July 2016, BNPP obtained a new agreement from the European Central Bank which superseded the prior agreement permitting it to purchase outstanding CASHES up to a nominal amount of €200 million. BNPP requested the cancellation of this agreement from the European Central Bank and the European Central Bank approved such cancellation in August 2017.

As at 30 September 2019, the subordinated liability is eligible to Tier 1 capital for €205 million (considering both the transitional period and the cancellation of the aforementioned agreement).

(6) Carrying amount of the CASHES, of which the amount eligible in prudential own funds was €205 million as of 31 December 2018 and €205 million as of 30 September 2019.

(7) Consists of numerous issuances by BNPP in various currencies (i) over the 2005-2009 period, of undated deeply subordinated non cumulative notes and (ii) since 2015, of perpetual fixed rate resettable additional tier 1 notes. The details of the debt instruments recognized as capital, as well as their characteristics, as required by Implementing Regulation No. 1423/2013, are available in the BNP Paribas Debt section of the Issuer's investor relations website at www.invest.bnpparibas.com.

(8) At 30 September 2019, the Issuer's share capital stood at €2,499,597,122 divided into 1,249,798,561 shares with a par value of €2 each."; and

- (d) the paragraph under the heading "19. Events impacting the solvency of BNPP" on page 1553 of the Base Prospectus is amended by the deletion of the words "30 June 2019" (which were added to the Base Prospectus by virtue of the First Supplement) and their replacement with the words "30 September 2019".

RESPONSIBILITY STATEMENT

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

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

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

Dated 29 November 2019



In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the French *Autorité des marchés financiers* ("AMF"), in particular Articles 212-31 to 212-33, the AMF has granted to this Third Supplement the visa n° 19-553 on 29 November 2019. This Third Supplement has been prepared by BNPP and BNPP B.V. and BNPP's signatories assume responsibility for it on behalf of BNPP and BNPP B.V., provided that BNPP B.V. accepts no responsibility for the information contained in the First Amendment to the BNPP 2019 Universal Registration Document (in English). In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the *visa* has been granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information in it is coherent". The *visa* does not imply that the AMF has verified the accounting and financial data set out in this Third Supplement and it does not mean that any financial transactions that may be issued pursuant to the Base Prospectus (as amended by the Previous Supplements and this Third Supplement) have been granted approval by the AMF. This *visa* has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.