

25 SEPTEMBER 2013

**FIRST SUPPLEMENT TO THE REGISTRATION DOCUMENT OF BNP PARIBAS  
FORTIS SA/NV**



**BNP PARIBAS FORTIS SA/NV**

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

This first supplement dated 25 September 2013 (the "**First Supplement**") has been prepared for the purpose of amending and supplementing the registration document of BNP Paribas Fortis SA/NV ("**BNPPF**") dated 29 May 2013 and approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**Registration Document**").

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

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

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

1. This First Supplement incorporates by reference the half year financial report of BNPPF dated 29 August 2013, including, the report of the accredited statutory auditors:
  - (a) the report of the Board of Directors on pages 6-11;
  - (b) the statement of the Board of Directors on page 12;
  - (c) the composition of the Board of Directors on pages 13-14;
  - (d) BNP Paribas Fortis Consolidated Interim Financial Statements on pages 15-22; and
  - (e) notes to the Consolidated Interim Financial Statements on pages 23-96.
2. There has been no significant change in the financial position of BNPPF and its consolidated subsidiaries since 30 June 2013.

Save as disclosed under "Risk Factors" and under "Description of BNP Paribas Fortis" of the Registration Document, and under Note 8.j (Contingent assets and liabilities) on pages 188 and 189 of the 2012 Annual Report of BNP Paribas Fortis (incorporated by reference into the Registration Document) and under Note 6.g (Contingent assets and liabilities) of the half year financial report of BNP Paribas Fortis on pages 89 to 91 dated 29 August 2013, there have been no governmental, legal and arbitration proceedings which may have, or have had in the recent past, significant effects on BNP Paribas Fortis' and/or BNP Paribas Group's financial position or profitability.

3. In accordance with Article 13 paragraph 2 of the Luxembourg law, investors who have already agreed to purchase or subscribe for the notes before this First Supplement is published have the right, exercisable within a time limit of minimum two working days after the publication of this First Supplement, to withdraw their acceptances, *i.e.* until 27 September 2013.

The half year financial report of BNPPF incorporated by reference into the Registration Document by virtue of this First Supplement will be available in electronic form on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

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

*The distribution of this First Supplement may be restricted by law. Persons into whose possession this First Supplement or/and the Registration Document comes are required by BNPPF to inform themselves about and to observe any such restrictions.*

*Neither this First Supplement, nor the Registration Document nor any final terms constitutes an offer of, or an invitation by or on behalf of BNPPF to subscribe for or purchase, any notes and should not be considered as a recommendation by BNPPF that the recipient of this First Supplement, the Registration Document or any final terms should subscribe for or purchase any notes. Each recipient of this First Supplement or the Registration Document or any final terms shall be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of BNPPF.*

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

**REGISTERED OFFICE OF BNP PARIBAS FORTIS SA/NV**

Montagne du Parc 3  
B-1000 Brussels  
Belgium