

25 SEPTEMBER 2013

**FIRST SUPPLEMENT TO THE REGISTRATION DOCUMENT OF BNP PARIBAS
FORTIS FUNDING**



**BNP PARIBAS FORTIS
FUNDING**

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

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 Funding ("**BP2F**") 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.

BP2F 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).

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 BP2F for the six month period ended 30 June 2013:

First part of the report:

- (a) report from the Board of Directors on pages 1-10;

Second part of the report:

- (a) the balance sheet and profit and loss account on pages 2-4;
- (b) the notes to the interim financial information on pages 5-13; and
- (c) the unqualified auditor's report on the review of the interim financial information on page 1.

2. There has been no significant change in the financial or trading position of BP2F since 30 June 2013.
3. It is anticipated, subject to all relevant approvals, that Mr Christian Pithsy (who will retire) will be replaced as Director and as Chairman of the board of directors of BP2F by Mr Didier Giblet as from 1 October 2013. Mr Giblet is Director Risk ALM-Treasury at BNP Paribas Fortis SA/NV.
4. 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 BP2F 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) and on the website of BNPPF (www.bnpparibasfortis.be/emissions).

BP2F accepts responsibility for the information contained in this First Supplement. BP2F 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. BP2F 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 BP2F 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 BP2F to subscribe for or purchase, any notes and should not be considered as a recommendation by BP2F 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 BP2F.

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REGISTERED OFFICE OF BNP PARIBAS FORTIS FUNDING

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