

**SEVENTH SUPPLEMENT DATED 6 DECEMBER 2013
TO THE NOTE, WARRANT AND CERTIFICATE PROGRAMME BASE PROSPECTUS
DATED 3 JUNE 2013**



BNP PARIBAS

BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

BNP Paribas Fortis Funding

(incorporated in Luxembourg)

(as Issuer)

BNP Paribas Fortis SA/NV

(incorporated in Belgium)

(as Guarantor)

BGL BNP Paribas

(incorporated in Luxembourg)

(as Issuer)

Note, Warrant and Certificate Programme

This seventh supplement (the **Seventh Supplement**) is supplemental to, and should be read in conjunction with the base prospectus (the **Base Prospectus**) dated 3 June 2013, the first supplement to the Base Prospectus dated 24 July 2013 (the **First Supplement**), the second supplement to the Base Prospectus dated 12 August 2013 (the **Second Supplement**), the third supplement to the Base Prospectus dated 12 September 2013 (the **Third Supplement**), the fourth supplement to the Base Prospectus dated 6 November 2013 (the **Fourth Supplement**) the fifth supplement to the Base Prospectus dated 12 November 2013 (the **Fifth Supplement**) and the sixth supplement to the Base Prospectus dated 22 November 2013 (the **Sixth Supplement** and, together with the First Supplement, the Second Supplement, the Third Supplement, the Fourth Supplement and the Fifth Supplement, the **Previous Supplements**), in each case in relation to the Note, Warrant and Certificate Programme of BNP Paribas Arbitrage Issuance B.V. (**BNPP B.V.**), BNP Paribas (**BNPP**), BNP Paribas Fortis Funding (**BP2F**), BNP Paribas Fortis SA/NV (**BNPPF**) and BGL BNP Paribas (**BGL**) (the **Programme**).

The Base Prospectus constitutes a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC as amended (including by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the **Prospectus Directive**). The *Autorité des Marchés Financiers* (the **AMF**) granted visa no. 13-259 on 3 June 2013 in respect of the Base Prospectus, visa no. 13-416 on 24 July 2013 in respect of the First Supplement, visa no. 13-456 on 12 August 2013 in respect of the Second Supplement, visa no. 13-490 on 12 September 2013 in respect of the Third

Supplement, visa no. 13-589 on 6 November 2013 in respect of the Fourth Supplement, visa no. 13-602 on 12 November 2013 in respect of the Fifth Supplement and visa no. 13-630 on 22 November 2013 in respect of the Sixth Supplement. Application has been made for approval of this Seventh Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France.

Each of BNPP B.V. (in respect of itself), BNPP (in respect of itself and BNPP B.V.), BP2F (in respect of itself), BNPPF (in respect of itself and BP2F) and BGL (in respect of itself) accepts responsibility for the information contained in this Seventh Supplement. To the best of the knowledge of each of BNPP B.V., BNPP, BP2F, BNPPF and BGL (who have taken all reasonable care to ensure that such is the case), the information contained herein is 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 Seventh Supplement.

To the extent that there is any inconsistency between (i) any statement in this Seventh Supplement and (ii) any statement in, or incorporated by reference in, the Base Prospectus, the statement referred to in (i) above will prevail.

References in this Seventh Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the Previous Supplements. References in this Seventh 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 Seventh 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 Seventh 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.

This Seventh Supplement has been prepared for the purposes of giving disclosure in respect of a joint press release dated 5 December 2013 issued by Rabobank Group and BNP Paribas Group.

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Securities to the public, investors who have already agreed to purchase or subscribe for Securities issued under the Programme before this Seventh Supplement is published 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 Seventh Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 11 December 2013.

TABLE OF CONTENTS

	Page
PRESS RELEASE.....	4
RESPONSIBILITY STATEMENT	5

PRESS RELEASE

The Rabobank Group and BNP Paribas Group released the following joint press release dated 5 December 2013 relating to an agreement they have reached for the transfer to BNP Paribas of the 98.5% shareholding held by Rabobank in Bank Gospodarki Żywnościowej (Bank BGŻ):

JOINT PRESS RELEASE

OF RABOBANK GROUP AND BNP PARIBAS GROUP

BNP Paribas Group acquires Bank BGŻ in Poland from Rabobank Group

Warsaw/Utrecht/Paris, 5th December 2013: BNP Paribas Group and Rabobank Group announce that they have reached agreement for the transfer to BNP Paribas of the 98.5% stake held by Rabobank in Bank Gospodarki Żywnościowej (Bank BGŻ) by valuing Bank BGŻ at PLN 4.2 billion (approximately EUR 1 billion).

The completion of the transaction is subject to the execution of the final documentation and to the necessary regulatory approvals.

Berry Martin, member of the executive board Rabobank: "We're pleased that a strong and renowned bank, BNP Paribas, will be able to reinforce Bank BGŻ established position as a universal commercial bank. It was very important for Rabobank to find a respectable partner, who can further develop Bank BGŻ's ambitions. We want to thank the management and employees of Bank BGŻ for the contribution they made to Rabobank."

Jean-Laurent Bonnafé, CEO of BNP Paribas Group stated: "We warmly welcome all Bank BGŻ staff and clients into our Group. They will help to enhance the excellent work already being done by our teams at BNP Paribas Polska, who have been instrumental in the success of our subsidiary to date. The acquisition of Bank BGŻ constitutes a major step towards attaining a critical size in Poland. The transaction will establish the BNP Paribas Group as a reference player in Poland's banking sector."

Józef Wancer, CEO of Bank BGŻ said: "I am glad that BNP Paribas and Rabobank were able to agree so quickly. While the parties will be working on obtaining regulatory approvals the bank will be looking forward to capitalising upon large capabilities and opportunities as a part of a stable and leading banking group in Europe."

Stefaan Decraene, Head of BNP Paribas International Retail Banking and a Member of the BNP Paribas Executive Committee underlined: "This transaction, bringing together two complementary entities, will strengthen the capacity of BNP Paribas to provide its Polish clients with a full range of services. We are convinced that the combination of Bank BGŻ expertise, notably in the agri & food business and in e-banking, with the existing operations of BNP Paribas Bank Polska will create a unique player among Polish banks with significant growth prospects."

This transaction is expected to have a minor impact (around -15 basis points) on BNP Paribas Group's Basel III Common Equity Tier 1 ratio and to immediately have an accretive effect on its net income per share (2013 pro-forma).

RESPONSIBILITY STATEMENT

I hereby certify on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL, having taken all reasonable care to ensure that such is the case that, to the best of my knowledge, the information contained in this Seventh Supplement is in accordance with the facts and contains no omission likely to affect its import.

The Statutory Auditors' report on the condensed consolidated financial statements for the six months ended 30 June 2013 of BNPP presented in the Second Update to the 2012 Registration Document is given on pages 154 to 155 of the Second Update to the 2012 Registration Document and contains an emphasis of matter paragraph (*observation*). The Second Update to the 2012 Registration Document is incorporated by reference in the Base Prospectus.

The Statutory Auditors' report on the consolidated financial statements of BNPPF for the six months ended 30 June 2013 is given on pages 95 to 96 of the BNPPF Interim Financial Statements and contains an emphasis of matter paragraph (*observation*). The BNPPF Interim Financial Statements are incorporated by reference in the Base Prospectus.

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Represented by

Lars Machenil

In his capacity as Chief Financial Officer

Stéphane de Marnhac

In his capacity as Head of Investor
Relations and Financial Information

Dated 6 December 2013



In accordance with Article 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 211-1 to 216-1, the AMF has granted to this Seventh Supplement the visa n°13-654 on 6 December 2013. This Seventh Supplement has been prepared by BNPP, BNPP B.V., BP2F, BNPPF and BGL and BNPP's signatories assume responsibility for it on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL. This Seventh Supplement and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. 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". It does not imply that the AMF has verified the accounting and financial data set out in it. 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.