

Second Supplement dated 14 August 2026
to the Base Prospectus for the issue of Certificates dated 21 May 2026



BNP PARIBAS

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 second supplement (the "**Second Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 21 May 2026 (the "**Base Prospectus**") and the first supplement to the Base Prospectus dated 27 July 2026 (the "**First Supplement**"), 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 First Supplement constitute a base prospectus for the purposes of Article 8 of the Prospectus Regulation. "**Prospectus Regulation**" means Regulation (EU) 2017/1129 of 14 June 2017, as amended. The Base Prospectus received approval no. 26-153 on 21 May 2026 and the First Supplement received approval no. 26-297 on 27 July 2026 from the *Autorité des marchés financiers* (the "**AMF**"). Application has been made to the AMF for approval of this Second Supplement in its capacity as competent authority under the Prospectus Regulation.

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 Second Supplement, save that BNPP B.V. accepts no responsibility for the information contained in the Second Amendment to the BNPP 2025 Universal Registration Document (in English) (as defined below) and the updated disclosure in respect of BNPP. 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 First Supplement, shall have the same meanings when used in this Second Supplement.

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

References in this Second Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the First Supplement. References in this Second 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 First Supplement.

Copies of this Second Supplement will be available on the website of BNPP (<https://rates-globalmarkets.bnpparibas.com/documents/legaldocs/resourceindex.htm>) and on the website of the AMF (www.amf-france.org).

This Second Supplement has been prepared in accordance with Article 23 of the Prospectus Regulation for the purposes of giving information, which amends or is additional to the information already contained in the Base Prospectus, as amended by the First Supplement.

This Second Supplement has been prepared for the purposes of:

- (A) amending the "Risks" section;
- (B) incorporating by reference the second *Amendement au Document d'Enregistrement Universel 2025* (in English) dated 5 August 2026 (the "**Second Amendment to the BNPP 2025 Universal Registration Document (in English)**");
- (C) adding a clarification to the "Form of Final Terms for Certificates";
- (D) including clarification to the "ANNEX 12 - Additional Terms and Conditions for Credit Securities" section; and
- (E) amending the "General Information" section.

The incorporation by reference of the document referred to in (B) above has been made to update the BNPP disclosure. The amendments referred to in (A) and (E) above have been made to reflect the updated BNPP disclosure referred to in (B) above. The amendments referred to in (C) and (D) above have been made for clarification purposes, to correct a formal inaccuracy resulting from a lack of precision in the initial drafting.

In accordance with Article 23(2) of the Prospectus Regulation, in the case of an offer of Securities to the public, investors who have already agreed to purchase or subscribe for Securities issued under the Programme before this Second Supplement is published and which are affected by the amendments made in this Second Supplement, have the right, exercisable before the end of the period of three (3) working days beginning with the working day after the date of publication of this Second Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 19 August 2026. Investors can exercise their right to withdraw their acceptances by contacting the person from whom any such investor has agreed to purchase or subscribe for such Securities before the above deadline.

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AMENDMENTS TO THE RISKS SECTION

The "**RISKS**" section on pages 31 to 86 of the Base Prospectus is amended as follows:

The paragraph entitled "**Risk Factors Relating to BNPP**" on page 31 of the Base Prospectus is amended as follows:

"Risk Factors relating to BNPP are set out in "Risk Factors" under Chapter 5 on pages 353 to 367 of the BNPP 2025 Universal Registration Document (in English) and pages 289 to 301 of the **Second Amendment to the BNPP 2025 Universal Registration Document (in English)** (each as defined below), which are incorporated by reference in this document. See section entitled "*Documents Incorporated by Reference*" of this Base Prospectus.

The following risk factors are identified as the main risk factors specific to BNPP:

1. A substantial increase in new provisions or a shortfall in the level of previously recorded provisions exposed to credit risk and counterparty risk could adversely affect the BNP Paribas Group's results of operations and financial condition.
2. The BNP Paribas Group's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses.
3. The BNP Paribas Group may incur significant losses on its trading and investment activities due to market fluctuations and volatility.
4. The BNP Paribas Group's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in sovereign credit spreads or other factors.
5. Adverse economic and financial conditions have in the past and may in the future significantly affect the BNP Paribas Group and the markets in which it operates.
6. Laws and regulations in force, as well as current and future legislative and regulatory developments, may significantly impact the BNP Paribas Group and the financial and economic environment in which it operates.
7. Should the BNP Paribas Group fail to implement its strategic objectives or to achieve its published financial objectives, or should its results not follow stated expected trends, the trading price of its securities could be adversely affected."

DOCUMENTS INCORPORATED BY REFERENCE

On 5 August 2026, BNPP filed with the AMF the second *Amendement au Document d'Enregistrement Universel 2025* (in English) including (i) the half year management report of BNPP and (ii) the unaudited financial information of BNPP as at and for the six-month period ended 30 June 2026 and the review report thereon, which is incorporated by reference in, and forms part of, the Base Prospectus by virtue of this Second Supplement.

The "**DOCUMENTS INCORPORATED BY REFERENCE**" section on pages 113 to 128 of the Base Prospectus is amended as follows:

- (a) the following paragraph (g) is added under paragraph (f):
 - "(g) the second *Amendement au Document d'Enregistrement Universel 2025* (in English), with filing number D.26-0113-A02 (the "**Second Amendment to the BNPP 2025 Universal Registration Document (in English)**")."
- (b) the table entitled "**BNP PARIBAS**" on pages 123 to 127 of the Base Prospectus is deleted and replaced with the following table:

BNP PARIBAS				
Information incorporated by reference	Page Reference			
	BNPP 2024 Universal Registration Document (in English) - https://invest.bnpparibas/en/document/universal-registration-document-annual-financial-report-2024-pdf	BNPP 2025 Universal Registration Document (in English) - https://invest.bnpparibas/en/document/universal-registration-document-annual-financial-report-2025-pdf	First Amendment to the BNPP 2025 Universal Registration Document (in English) https://invest.bnpparibas/document/1st-amendment-to-the-2025-universal-registration-document-and-annual-financial-report	Second Amendment to the BNPP 2025 Universal Registration Document (in English) https://invest.bnpparibas/en/document/2nd-amendment-to-the-2025-universal-registration-document-and-annual-financial-report
<i>Annex 6 of the Commission Delegated Regulation (EU) 2019/980</i>				
1. Persons responsible, third-party information, experts' reports and competent authority approval				
<i>1.1 Persons responsible for the information</i>				
<i>1.2 Declaration by the persons responsible for the registration document</i>				
<i>1.3 Statement or report by an expert or at the Issuer's request</i>				
<i>1.4 Information sourced from a third party</i>				
<i>1.5 Statement regarding the competent authority approval</i>				
2. Statutory auditors				
<i>2.1 Names and addresses of the Issuer's auditors</i>	938	923	56	312

2.2	<i>Resignation, removal or no re-appointment of auditors</i>				
3.	Risk factors				
3.1	<i>Material risks specific to the Issuer and that may affect the Issuer's ability to fulfil its obligations under the securities</i>		353-367		289-301
4.	Information about the Issuer				
4.1.	History and development of the Issuer.				
4.1.1	<i>Legal and commercial name of the Issuer.</i>		4		
4.1.2	<i>Place of registration of the Issuer, registration number and legal entity identifier ('LEI').</i>		896		
4.1.3	<i>Date of incorporation and length of life of the Issuer, except where the period is indefinite.</i>		915		
4.1.4	<i>Domicile, legal form, legislation, country of incorporation, address, telephone number and website of the Issuer</i>		896		
4.1.5	<i>Details of any recent events particular to the Issuer and which are to a material extent relevant to an evaluation of the issuer's solvency</i>		177		
4.1.6	<i>Credit ratings assigned to an Issuer at the request or with the cooperation of the Issuer in the rating process.</i>		6		

4.1.7	<i>Information on the material changes in the Issuer's borrowing and funding structure since the last year financial year.</i>		897		
4.1.8	<i>Description of the expected financing of the Issuer's activities.</i>		563-582		
5.	Business overview				
5.1	<i>Principal activities</i>				
5.1.1	<i>Issuer's principal activities</i>		6; 9-23; 27; 152-196; 242-247; 377-380; 454; 898-914		
5.2	<i>Basis for any statements made by the issuer regarding its competitive position</i>		9-22; 152-162		
6.	Organisational structure				
6.1	<i>Brief description of the group and the Issuer's position within the group.</i>		4-8; 707		
6.2	<i>Issuer's dependence upon other entities.</i>		683-687		
7.	Trend Information				
7.1	<i>(a) Description of any material adverse change in the prospects of the issuer since the date of its last published audited financial statements; (b) any significant change in the financial performance of the group since the end of the last financial period for which financial information has been published.</i>		178-180; 897		304-305 ; 309
7.2	<i>Trends, uncertainties, demands, commitments or events</i>		178-180; 897		

8. Profit forecasts or estimates				
8.1 Profit forecast or estimate				
8.2 New profit forecast or estimate				
8.3 Statement on the profit forecast or estimate				
9. Administrative, management, and supervisory bodies				
9.1 Names, business addresses and functions of members of the administrative, management or supervisory bodies		37-53; 86-92; 102; 124; 131		306-308
9.2 Administrative, management, and supervisory bodies' conflicts of interests		58-63; 80-81; 88-89		
10. Major shareholders				
10.1 Control of the Issuer		23-24		302
10.2 Description of any arrangements		24		
11. Financial information concerning the Issuer's assets and liabilities, financial position and profits and losses				
11.1 Historical financial information				
11.1.1 Audited historical information	187-322; 394-404; 409-410; 459-478; 485; 491; 519-520; 528-534; 537; 544-545; 559-562; 635-672	197-335; 409-419; 424-426; 483-503; 512; 518-519; 548- 549; 557-563; 566-567; 575-576; 593-596; 653-688		
11.1.2 Change of accounting reference date				
11.1.3 Accounting Standards	196-197; 638-645	206-207; 656-663		
11.1.4 Change of accounting framework				
11.1.5 National accounting standards	635-672	653-688		

<i>11.1.6 Consolidated financial statements</i>	190-322	200-335		
<i>11.1.7 Age of financial information</i>	192	202		
<i>11.2 Interim and other financial information</i>				
<i>11.2.1 Quarterly or half-yearly financial information</i>			4-29	34-164
<i>11.3 Auditing of historical annual financial information</i>				
<i>11.3.1 Historical annual financial information independently audited</i>	323-329; 675-680	336-342; 692-697		
<i>11.3.1 a Refusal, qualifications, modifications of opinion, disclaimers or emphasis of matter by the auditors</i>				
<i>11.3.2 Other information audited</i>	936-937	921-922		
<i>11.3.3 Source of not audited information</i>				
<i>11.4 Legal and arbitration proceedings</i>				
<i>11.4.1 Information on any governmental, legal or arbitration proceedings</i>		305-306	53-55	309-311
<i>11.5 Significant change in the issuer's financial position</i>				
<i>11.5.1 Description of any significant change in the financial position of the group</i>			53	309
12. Additional information				
<i>12.1 Share capital</i>		23; 301-302; 680; 915		
<i>12.2 Memorandum of Articles of Association</i>		915-920		

13. Material contracts				
<i>13.1 Summary of each material contract</i>		896		
14. Documents available				
<i>14.1 Availability of the documents</i>		896	53	309

ADDING A CLARIFICATION TO THE FORM OF FINAL TERMS FOR CERTIFICATES

The "FORM OF FINAL TERMS FOR CERTIFICATES" section on pages 222 to 390 of the Base Prospectus is amended as follows:

(a) The sub-item "(xv) FX Adjustment" on pages 271 and 272 is amended as follows:

- | | | |
|------|--|---|
| (xv) | FX Adjustment | <p>[Applicable/Not applicable]</p> <p><i>(Delete below if not applicable)</i></p> <ul style="list-style-type: none"> – [The FX Adjustment shall be determined [in accordance with the following: [●]]/[as per the Credit Security Conditions]] – Initial FX Level: [●] – Reference Currency: [●] – Screen Page: [●] – Determination Time: [●] – Relevant Early Redemption Date(s): [●] |
| | <p>FX Adjustment
(Intermediate Interest)</p> | <p>[Applicable/Not applicable]</p> <p><i>(Delete below if not applicable or if already specified in the above "FX Adjustment" section)</i></p> <ul style="list-style-type: none"> – [The FX Adjustment shall be determined [in accordance with the following: [●]]/[as per the Credit Security Conditions]] – Initial FX Level: [●] – Reference Currency: [●] – Screen Page: [●] – Determination Time: [●] |

(b) The sub-item "(xvi) FX Adjustment" on pages 280 and 281 is amended as follows:

- | | | |
|-------|---------------|--|
| (xvi) | FX Adjustment | <p>[Applicable/Not applicable]</p> <p><i>(Delete below if not applicable)</i></p> <ul style="list-style-type: none"> – [The FX Adjustment shall be determined [in accordance with the following: [●]]/[as per the Credit Security Conditions]] – Initial FX Level: [●] |
|-------|---------------|--|

- Reference Currency: [●]
- Screen Page: [●]
- Determination Time: [●]
- Relevant Early Redemption Date(s): [●]

FX Adjustment [Applicable/Not applicable]
(Intermediate Interest)

- (Delete below if not applicable or if already specified in the above "FX Adjustment" section)*
- [The FX Adjustment shall be determined [in accordance with the following: [●]]/[as per the Credit Security Conditions]]
 - Initial FX Level: [●]
 - Reference Currency: [●]
 - Screen Page: [●]
 - Determination Time: [●]

CLARIFICATION TO THE ANNEX 12 - ADDITIONAL TERMS AND CONDITIONS FOR CREDIT SECURITIES

The "ANNEX 12 - ADDITIONAL TERMS AND CONDITIONS FOR CREDIT SECURITIES" section on pages 981 to 1083 of the Base Prospectus is amended as follows:

- (a) The definition of "Credit Security Redemption Date" on page 1022 of the Base Prospectus is amended as follows:

"Credit Security Redemption Date" means either:

- (a) the Scheduled Redemption Date; ~~or~~

- (b) the Relevant Early Redemption Date(s); or

~~(b)~~(c) where an Extension Notice in relation to a Reference Entity is delivered by the Calculation Agent to the Issuer at or prior to 11:00 a.m. (London time) on the date falling two London Business Days prior to the Scheduled Redemption Date, the date falling two Business Days after the latest to occur of the expiry of the Notice Delivery Period, the expiry of the Post Dismissal Additional Period or the latest date on which it would be possible for the Calculation Agent or the Issuer to deliver a Credit Event Notice under paragraph (b)(i)(B) or (b)(ii) of the definition of "Event Determination Date".

- (b) The following definition is inserted into paragraph 11 "Definitions" of Annex 12 – Additional Terms and Conditions for Credit Securities on page 1058 of the Base Prospectus, before the definition of "Relevant Valuation Date":

"Relevant Early Redemption Date(s)" means the date(s) specified as such in the applicable Final Terms which shall not be subject to adjustment in accordance with any Business Day Convention unless otherwise specified in the applicable Final Terms.

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The "GENERAL INFORMATION" section on pages 1693 to 1698 of the Base Prospectus is amended as follows:

- (a) the first paragraph under the heading "6. Legal and Arbitration Proceedings" on page 1694 of the Base Prospectus is amended as follows:

"Save as disclosed on pages 305 and 306 of the BNPP 2025 Universal Registration Document (in English) ~~and~~, pages 53 to 55 of the First Amendment to the BNPP 2025 Universal Registration Document (in English) **and pages 309 to 311 of the Second Amendment to the BNPP 2025 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 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's and/or the Group's financial position or profitability."

- (b) the first paragraph under the heading "10. Board of Directors" on page 1694 of the Base Prospectus is amended as follows:

"The members of the Board of Directors of BNPP are displayed on pages 39 to 51 of the BNPP 2025 Universal Registration Document (in English) ~~relating to BNPP, which is~~ **and pages 306 to 308 of the Second Amendment to the BNPP 2025 Universal Registration Document (in English)**, which are incorporated by reference herein."

- (c) The paragraph under the heading "11. Conflicts of Interests" on page 1695 of the Base Prospectus is reiterated as at the date of this Second Supplement:

"To the best of the Board of Directors' knowledge, the duties owed by the members of the Board of Directors of the BNPP do not give rise to any potential conflicts of interest with such members' private interests or other duties. In any case, the Suitability policy requires directors to report any situation likely to constitute a conflict of interest to the Chairman. Measures aimed at avoiding and managing conflicts of interest are established in the Internal Rules of the Board of Directors of BNPP."

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS SECOND SUPPLEMENT

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

BNP Paribas
16, boulevard des Italiens
75009 Paris
France

Duly represented by: Lars Machenil

in his capacity as Chief Financial Officer of BNP Paribas

Dated 14 August 2026



Autorité des marchés financiers

This Second Supplement has been approved on 14 August 2026 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Second Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129. The approval does not imply the verification of the accuracy of this information by the AMF.

This approval is not a favourable opinion on the Issuers (or the Guarantor, if applicable) or on the quality of the Securities described in this Second Supplement. Investors should make their own assessment of the opportunity to invest in such Securities.

This Second Supplement obtained the following approval number: n°26-319.