

**FIFTH SUPPLEMENT DATED 3 APRIL 2013
TO THE WARRANT AND CERTIFICATE PROGRAMME BASE PROSPECTUS
DATED 1 JUNE 2012**



BNP PARIBAS

BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

WARRANT AND CERTIFICATE PROGRAMME

This fifth supplement (the **Supplement**) constitutes a supplement within the meaning of Article 16 of Directive 2003/71/EC.

This Supplement is supplemental to, and should be read in conjunction with the base prospectus of the Warrant and Certificate Programme dated 1 June 2012 (the **Base Prospectus**) as approved by the *Autoriteit Financiële Markten* (Authority for the Financial Market-AFM), the first supplement dated 9 August 2012 (the **First Supplement**), the second supplement dated 12 September 2012 (the **Second Supplement**), the third supplement dated 23 November 2012 (the **Third Supplement**) and the fourth supplement dated 21 February 2013 (the **Fourth Supplement**), in relation to the programme for the issuance of Warrants and Certificates of BNP Paribas Arbitrage Issuance B.V. (**BNPP B.V.**) and BNP Paribas (**BNPP**) (the **Programme**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Each of BNPP B.V. (in respect of itself) and BNPP accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of BNPP B.V. and BNPP (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.

This Supplement has been produced for the purposes of incorporating by reference the audited Consolidated Financial Statements of BNP Paribas as at and for the year ended 31 December 2012, and the Statutory Auditors' report thereon, as contained in BNP Paribas' *document de reference et rapport financier annuel 2012* in English for 2012 (the "**2012 Registration Document**") and inserting the below table in the section "Documents incorporated by reference" beginning on page 72 of the Base Prospectus

Information incorporated by Reference	Reference
BNP PARIBAS 2012 Registration Document	
Consolidated Financial Statements of BNP Paribas for the year ended 31 December 2012	Pages 101 to 215
Profit and loss account for the year ended 31 December 2012	Page 104
Statement of net income and changes in assets and liabilities recognised directly in equity	Page 105
Balance sheet at 31 December 2012	Page 106
Cash flow statement for the year ended 31 December 2012	Page 107
Statement of changes in shareholders' equity between 1 January 2011 and 31 December 2012	Pages 108 and 109
Notes to the financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union	Pages 110 to 213
Statutory Auditors' report on the consolidated financial statements	Pages 214 to 215

Further modifications to the Base Prospectus

5. Material Adverse Change

The following sentence appearing in paragraph 5. Material Adverse Change in section entitled "GENERAL INFORMATION" on page 597 of the Base Prospectus

There has been no material adverse change in the prospects of BNPP or the Group since 31 December 2011."

is deleted in its entirety and replaced by the following sentence:

There has been no material adverse change in the prospects of BNPP or the Group since 31 December 2012."

7. Significant Change

The following sentence appearing in paragraph 7. Significant Change in section entitled "GENERAL INFORMATION" on page 597 of the Base Prospectus:

"There has been no significant change in the financial or trading position of the Group since 31 December 2011 (being the end of the last financial period for which audited financial statements have been published)"

is deleted in its entirety and replaced by the following sentence:

“There has been no significant change in the financial or trading position of the Group since 31 December 2012 (being the end of the last financial period for which audited financial statements have been published)”

Investors who have already agreed to purchase or subscribe Warrants or Certificates pursuant to the Programme before this Supplement is published have the right, exercisable within at least two working days after the publication of this Supplement, to withdraw their acceptances.

Copies of this Supplement, the First Supplement, the Second Supplement, the Third Supplement, the Fourth Supplement and the Base Prospectus and the documents incorporated by reference thereto are available

- (i) at the office of BNP Paribas Securities Services, Luxembourg Branch, 33 rue de Gasperich, Howald-Hesperange, L-2085 Luxembourg and BNP Paribas Arbitrage S.N.C. 160-162 boulevard MacDonald, 75019 Paris, France and
- (ii) for viewing on the website of BNPP

(<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>).