



BNP PARIBAS

13 April 2023

BNP Paribas S.A.
Paris, France

SUPPLEMENT NO. 1

PURSUANT TO ARTICLE 23 REGULATION (EU) 2017/1129 ("**PROSPECTUS REGULATION**")
(THE "**SUPPLEMENT**")

TO THE

REGISTRATION DOCUMENT

OF 5 DECEMBER 2022

(the "**Registration Document**")

This Supplement should be read in conjunction with the Registration Document of 5 December 2022, which has been approved by the Bundesanstalt für Finanzdienstleistungsaufsicht ("**BaFin**") as competent authority.

This Supplement constitutes a supplement to the Registration Document pursuant to Article 23 of the Prospectus Regulation for the purpose of updating certain information as described in the following and contained in the Registration Document.

During the validity of this Registration Document and as long as securities issued in connection with the Registration Document are publicly offered, copies of this Supplement and the Registration Document including any supplements thereto are freely available at BNPP's head office: 16, boulevard des Italiens, 75009 Paris, France.

In addition the prospectuses and the Supplements will be published on the website:

www.derivate.bnpparibas.com/service/basisprospekte for investors in Germany, in Austria and in Luxembourg.

New factor resulting in this supplement:

Publication of the Universal Registration Document and Annual Financial Report 2022 on the homepage <https://derivate.bnpparibas.com/siteassets/finanzinformationen/bnpps.a/universal-registration-document-2022/>.

The new factor occurred:

27th March 2023 in the afternoon

1. In the Table of Contents the information after the header **13 INFORMATION INCORPORATED BY REFERENCE** shall be deleted and replaced as follows:

"13.1 BNPP 2021 Universal Registration Document (in English)

13.2 BNPP 2022 Universal Registration Document (in English)"

2. In **Chapter 1 RISK FACTORS**, the last paragraph before the header **1.1 Credit risks, counterparty risks and securitization risks in the banking book** shall be deleted and replaced as follows:

"The risks specific to the BNPP Group's business have, for the purposes of this Registration Document in accordance with the Prospectus Regulation in connection with Article 7 and Annex 6 (registration document for retail non-equity securities) and Article 8 and Annex 7 (registration document for wholesale non-equity securities) of the Prospectus Delegated Regulation and are presented below under 7 main categories pursuant to Article 16 of the Prospectus Regulation, been extracted from BNPP's 2022 Universal Registration Document (in English) including the consolidated financial statements for the year ended 31 December 2022 and the statutory auditors' report thereon (*Document de référence et rapport financier annuel*), filed on 24 March 2023 with the French *Autorité des marchés financiers* ("**AMF**")."

3. In **Chapter 1 RISK FACTORS**, the text under the header **1.1.1 Risk regarding a substantial increase in new provisions or a shortfall in the level of previously recorded provisions exposed to credit risk and counterparty risk** shall be deleted and replaced as follows:

"Credit risk and counterparty risk impact the BNPP Group's consolidated financial statements when a customer or counterparty is unable to honour its obligations and when the book value of these obligations in the BNPP Group's records is positive. The customer or counterparty may be a bank, a financial institution, an industrial or commercial enterprise, a government or a government entity, an investment fund, or a natural person. If the default rate of customers or counterparties increases, the BNPP Group may have to record increased charges or provisions in respect of irrecoverable or doubtful loans (Lifetime expected credit losses for credit-impaired or doubtful financial assets ("**Stage 3**")), or of performing loans (12-month expected credit losses ("**Stage 1**") and Lifetime expected credit losses for non-impaired assets ("**Stage 2**")) in response to a deterioration in economic conditions or other factors, which may affect BNPPs' profitability.

As a result, in connection with its lending activities, the BNPP Group regularly establishes provisions, which are recorded on its income statement in the line item Cost of Risk. . In 2022, these provisions amounted to EUR 2.965 billion compared to EUR 2.925 billion in 2021. This amount was due in particular to the exceptional impact of the "borrower assistance law" in Poland, which led to the recording of an exceptional negative impact in the third quarter of EUR 204 million. Provisions recorded on performing loans (Stages 1 and 2) amounted to 463 million euro in the year ended 31 December 2022 and related in particular to the indirect effects of the invasion of Ukraine and the rise in inflation and interest rates, partially offset by write-backs related to the health crisis and the effects of changes in methods to align with European standards for EUR 251 million in the fourth quarter of 2022. The BNPP Group's overall level of provisions is based on its assessment of prior loss experience, the volume and type of lending being conducted, industry standards, past due loans, economic conditions and other factors related to the recoverability of various loans or statistical analysis based on scenarios applicable to asset classes. The BNPP Group seeks to establish an appropriate level of provisions. Although the BNPP Group seeks to establish an appropriate level of provisions, its lending businesses may have to increase their provisions for loan losses or sound receivables substantially in the future as a result of deteriorating economic conditions or other causes. For example, provisions increased in 2020 primarily due to the early ex ante recognition of potential losses related to the

effects of the health crisis (Stages 1 and 2 provisions on performing loans in accordance with IFRS 9). Any significant increase in provisions for loan losses or a significant change in the BNPP Group's estimate of the risk of loss inherent in its portfolio of non-impaired loans, as well as the occurrence of loan losses in excess of the related provisions, could have a material adverse effect on the BNPP Group's results of operations and financial condition. For reference, at 31 December 2022, the ratio of doubtful loans to total loans outstanding was 1.7% and the coverage ratio of these doubtful commitments (net of guarantees received) by provisions was 72.5%, against 2.0% and 73.6%, respectively, as at 31 December 2021.

While the BNPP Group seeks to reduce its exposure to credit risk and counterparty risk by using risk mitigation techniques such as collateralisation, obtaining guarantees, entering into credit derivatives and entering into netting agreements, it cannot be certain that these techniques will be effective to offset losses resulting from counterparty defaults that are covered by these techniques. Moreover, the BNPP Group is also exposed to the risk of default by the party providing the credit risk coverage (such as a counterparty in a derivative or a loan insurance contract) or to the risk of loss of value of any collateral. In addition, only a portion of the BNPP Group's overall credit risk and counterparty risk is covered by these techniques. Accordingly, the BNPP Group has very significant exposure to these risks."

4. In Chapter 1 **RISK FACTORS**, the text under the header **1.1.2 Risk regarding the soundness and conduct of other financial institutions and market participants** shall be deleted and replaced as follows:

"The BNPP Group's ability to engage in financing, investment and derivative transactions could be adversely affected by the soundness of other financial institutions or market participants. Financial institutions are interrelated as a result of trading, clearing, counterparty, funding or other relationships. As a result, defaults by one or more States or financial institutions, or even rumours or questions about one or more financial institutions, or the financial services industry generally, may lead to market-wide liquidity problems and could lead to further losses or defaults. The BNPP Group has exposure to many counterparties in the financial industry, directly and indirectly, including clearing houses, brokers and dealers, commercial banks, investment banks, mutual and alternative investment funds, and other institutional clients with which it regularly executes transactions. The BNPP Group may also be exposed to risks related to the increasing involvement in the financial sector of players and the introduction of new types of transactions subject to little or no regulation (e.g. unregulated funds, trading venues or crowdfunding platforms). Credit and counterparty risks could be exacerbated if the collateral held by the BNPP Group cannot be realised, it decreases in value or it is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to the BNPP Group or in the event of the failure of a significant financial market participant such as a central counterparty.

For reference, counterparty risk exposure related to financial institutions was EUR 28 billion at 31 December 2022, or 13% of the BNPP Group's total counterparty risk exposure, and counterparty risk exposure related to clearing houses was EUR 73 billion, or 33% of the BNPP Group's total counterparty risk exposure.

In addition, fraud or misconduct by financial market participants can have a material adverse effect on financial institutions due in particular to the interrelated nature of the financial markets. An example is the fraud perpetrated by Bernard Madoff that came to light in 2008, as a result of which numerous financial institutions globally, including the BNPP Group, announced losses or exposure to losses in substantial amounts. The BNPP Group remains the subject of various claims in connection with the Madoff matter.

Losses resulting from the risks summarised above could materially and adversely affect the BNPP Group's results of operations."

5. In Chapter 1 **RISK FACTORS**, the text under the header **1.2.2 Risk regarding an interruption in or a breach of the BNPP Group's information systems** shall be deleted and replaced as follows:

"As with most other banks, the BNPP Group relies heavily on communications and information systems to conduct its business. This dependency has increased with the spread of mobile and online banking services, the development of cloud computing, and more generally the use of new technologies. Any failure or interruption or breach in security of these systems could result in failures or interruptions in the BNPP Group's customer relationship management, general ledger, deposit, servicing and/or loan organisation systems or could cause the BNPP Group to incur significant costs in recovering and verifying lost data. The BNPP Group cannot provide assurances that such failures or interruptions will not occur or, if they do occur, that they will be adequately addressed.

In addition, the BNPP Group is subject to cybersecurity risk, or risk caused by a malicious and/or fraudulent act, committed virtually, with the intention of manipulating information (confidential data, bank/insurance, technical or strategic), processes and users, in order to cause material losses to the BNPP Group's subsidiaries, employees, partners and clients and/or for the purpose of extortion (ransomware). An increasing number of companies (including financial institutions) have in recent years experienced intrusion attempts or even breaches of their information technology security, some of which have involved sophisticated and highly targeted attacks on their computer networks. Because the techniques used to obtain unauthorised access, disable or degrade service, steal confidential data or sabotage information systems have become more sophisticated, change frequently and often are not recognised until launched against a target, the BNPP Group and its third-party service providers may be unable to anticipate these techniques or to implement in a timely manner effective and efficient countermeasures. Any failures of or interruptions in the BNPP Group's information systems or those of its providers and any subsequent disclosure of confidential information related to any client, counterpart or employee of the BNPP Group (or any other person) or any intrusion or attack against its communication system could cause significant losses and have an adverse effect on the BNPP Group's reputation, financial condition and results of operations. Regulatory authorities now consider cybercriminality to be a growing systemic risk for the financial sector. They have stressed the need for financial institutions to improve their resilience to cyber-attacks by strengthening internal IT monitoring and control procedures. A successful cyber-attack could therefore expose the BNPP Group to a regulatory fine, especially should any personal data from customers be lost.

Moreover, the BNPP Group is exposed to the risk of operational failure or interruption of a clearing agent, foreign markets, clearing houses, custodian banks or any other financial intermediary or external service provider used by the BNPP Group to execute or facilitate financial transactions. Due to its increased interaction with clients, the BNPP Group is also exposed to the risk of operational malfunction of the latter's information systems. The BNPP Group's communications and data systems and those of its clients, service providers and counterparties may also be subject to malfunctions or interruptions as a result of cyber-crime or cyber-terrorism. The BNPP Group cannot guarantee that these malfunctions or interruptions in its own systems or those of other parties will not occur or that in the event of a cyber-attack, these malfunctions or interruptions will be adequately resolved. These operational malfunctions or interruptions accounted for an average of 3% of operational risk losses over the 2014-2022 period.

Any failures of or interruptions in the BNPP Group's information systems or those of its providers and any subsequent disclosure of confidential information related to any client, counterpart or employee of the BNPP Group (or any other person) or any intrusion or attack against its communication system could cause significant losses and have an adverse effect on the BNPP Group's reputation, financial condition and results of operations."

6. In Chapter 1 **RISK FACTORS**, the text under the header **1.3.1 Risks of significant losses on trading and investment activities due to market fluctuations and volatility** shall be deleted and replaced as follows:

"The BNPP Group maintains trading and investment positions in the debt, currency, commodity and equity markets, and in unlisted securities, real estate and other asset classes, including through derivative contracts. These positions could be adversely affected by extreme volatility in these markets, i.e. the degree to which prices fluctuate over a particular period in a particular market, regardless of market levels. Moreover, volatility trends that prove substantially different from the BNPP Group's expectations may lead to losses relating to a broad range of other products that the BNPP Group uses, including swaps, forward and future contracts, options and structured products.

To the extent that the BNPP Group owns assets, or has net long positions, in any of those markets, a market downturn could result in losses from a decline in the value of its positions. Conversely, to the extent that the BNPP Group has sold assets that it does not own, or has net short positions in any of those markets, a market upturn could, in spite of the existing limitation of risks and control systems, expose the BNPP Group to potentially substantial losses as it attempts to cover its net short positions by acquiring assets in a rising market. The BNPP Group may from time to time hold a long position in one asset and a short position in another, in order to hedge transactions with clients and/or in view of benefitting from changes in the relative value of the two assets. If, however, the relative value of the two assets changes in a direction or manner that the BNPP Group did not anticipate or against which its positions are not hedged, it might realise a loss on those paired positions. Such losses, if significant, could adversely affect the BNPP Group's results and financial condition. In addition, the BNPP Group's hedging strategies may not be suitable for certain market conditions.

If any of the variety of instruments and strategies that the BNPP Group uses to hedge its exposure to various types of risk in its businesses is not effective, the BNPP Group may incur losses. Many of its strategies are based on historical trading patterns and correlations. For example, if the BNPP Group holds a long position in an asset, it may hedge that position by taking a short position in another asset where the short position has historically moved in a direction that would offset a change in the value of the long position. However, the hedge may only be partial, or the strategies used may not protect against all future risks or may not be fully effective in mitigating the BNPP Group's risk exposure in all market environments or against all types of risk in the future. Unexpected market developments may also reduce the effectiveness of the BNPP Group's hedging strategies. In addition, the manner in which gains and losses resulting from certain ineffective hedges are recorded may result in additional volatility in the BNPP Group's reported earnings.

The BNPP Group uses a "Value at Risk" (VaR) model to quantify its exposure to potential losses from market risks, and also performs stress testing with a view to quantifying its potential exposure in extreme scenarios. However, these techniques rely on statistical methodologies based on historical observations, which may turn out to be unreliable predictors of future market conditions. Accordingly, the BNPP Group's exposure to market risk in extreme scenarios could be greater than the exposures predicted by its quantification techniques.

More generally, the volatility of financial markets resulting from disruptions or deteriorations in macroeconomic conditions could adversely affect the BNPP Group's trading and investment positions in the debt, currency, commodity and equity markets, as well as its positions in other investments. For reference, the revenues of Global Markets accounted for 17% of the BNPP Group's revenues in 2022. Severe market disruptions and extreme market volatility have occurred often in recent years (including in 2022) and may persist or resurface, which could result in significant losses for the BNPP Group. Such losses may extend to a broad range of trading and hedging products, including swaps, forward and future contracts, options and structured products. The volatility of financial markets makes it difficult to predict trends and implement effective trading strategies. It also weighs on the primary equity and bond markets, as in 2022, affecting the activity of Corporate & Institutional Banking

Any significant losses on trading and investment activities due to market fluctuations and volatility could have an adverse effect on its results of operations and financial position."

7. In Chapter 1 **RISK FACTORS**, the text under the header **1.3.2 Risks of generating lower revenues from commission and fee-based businesses during market downturns and declines in activity** shall be deleted and replaced as follows:

"Commissions represented 21% of the BNPP Group's total revenues in 2022. Financial and economic conditions affect the number and size of transactions for which the BNPP Group provides securities underwriting, financial advisory and other Investment Banking services. These revenues, which include fees from these services, are directly related to the number and size of the transactions in which the BNPP Group participates and can thus be significantly affected by economic or financial changes that are unfavourable to its Investment Banking business and clients. In addition, because the fees that the BNPP Group charges for managing its clients' portfolios are in many cases based on the value or performance of those portfolios, a market downturn that reduces the value of its clients' portfolios or increases the amount of withdrawals would reduce the revenues it receives from its asset management, equity derivatives and Private Banking businesses. Independently of market changes, the development of index portfolios or the below-market performance by the BNPP Group's mutual funds may lead to reduced revenues from the BNPP Group's asset management business, and increased withdrawals and reduced inflows for these vehicles. A reduced level of revenues from the abovementioned commission and fee-based businesses may have a material adverse impact on the BNPP Group's financial results."

8. In Chapter 1 **RISK FACTORS**, the text under the header **1.3.3 Risks of adjustments to the carrying value of the BNPP Group's securities and derivatives portfolios and the BNPP Group's own debt** shall be deleted and replaced as follows:

"The carrying value of the BNPP Group's securities and derivatives portfolios and certain other assets, as well as its own debt, in its balance sheet is adjusted as of each financial statement date. As at 31 December 2022, on the assets side of the BNPP Group's balance sheet, financial instruments at fair value through profit or loss, derivative financial instruments used for hedging purposes and financial assets at fair value through shareholders' equity amounted to EUR 685 billion, EUR 25 billion and EUR 38 billion respectively. In the liabilities column, financial instruments at fair value through profit or loss and derivative financial instruments used for hedging purposes amounted to EUR 704 billion and EUR 40 billion, respectively, at 31 December 2022. Most of the adjustments are made on the basis of changes in fair value of the BNPP Group's assets or debt during an accounting period, with the changes recorded either in the income statement or directly in shareholders' equity. Changes that are recorded in the income statement, to the extent not offset by opposite changes in the value of other assets, affect the BNPP Group's consolidated revenues and, as a result, its net income. A downward adjustment of the fair value of the BNPP Group's securities and derivatives portfolios may lead to reduced shareholders' equity, and to the extent not offset by opposite changes in the value of the BNPP Group's liabilities, the BNPP Group's capital adequacy ratios may also be lowered. The fact that fair value adjustments are recorded in one accounting period does not mean that further adjustments will not be needed in subsequent periods."

Any adjustments to the carrying value of the BNPP Group's securities and derivatives portfolios and the BNPP Group's own debt could have an adverse effect on its results of operations and financial position."

9. In Chapter 1 **RISK FACTORS**, the text under the header **1.4.1 Risk of less access to and higher cost of funding** shall be deleted and replaced as follows:

"The financial crisis, the eurozone sovereign debt crisis as well as the general macroeconomic environment, at times adversely affected the availability and cost of funding for European banks around ten years ago. This was due to several factors, including a sharp increase in the perception of bank credit risk due to exposure to sovereign debt in particular, credit rating downgrades of sovereigns and of banks, and debt market speculation. Many European banks, including the BNPP Group, at various points during these periods experienced restricted access to wholesale debt markets for institutional investors and to the interbank market, as well as a general increase in their cost of funding. More recently, in the context of the COVID-19 health

crisis the European Central Bank ("**ECB**") also set up refinancing facilities designed to foster BNPPs' financing of the economy (Targeted Longer-Term Refinancing Options or "**TLTRO**"), on which the BNPP Group has drawn. Such adverse credit market conditions may reappear in the event of a recession, prolonged stagnation of growth, deflation, "stagflation" (sluggish growth accompanied by inflation), a resurgence of the financial crisis, another sovereign debt crisis, new forms of financial crises, factors relating to the financial industry or the economy in general (including the economic consequences of the COVID- 19 health crisis or the invasion of Ukraine and its impact on the world economy with the worsening of inflation or the rapid rise of market interest rates in 2022) or to the BNPP Group in particular. In this case, the effect on the liquidity of the European financial sector in general or the BNPP Group in particular could be materially adverse and have a negative impact on the BNPP Group's results of operations and financial condition."

10. In Chapter 1 **RISK FACTORS**, the text under the header **1.4.2 Risks of protracted market declines** shall be deleted and replaced as follows:

"In some of the BNPP Group's businesses, particularly Global Markets (which represented 17% of the BNPP Group's revenue in 2022) and Asset/Liability Management, protracted market movements, particularly asset price declines, can reduce the level of activity in the market or reduce market liquidity. These developments can lead to material losses if the BNPP Group cannot close out deteriorating positions in a timely way. This is particularly true for assets that are intrinsically illiquid. Assets that are not traded on stock exchanges or other public trading markets, such as certain derivative contracts between financial institutions, may have values that the BNPP Group calculates using models rather than publicly-quoted prices. Monitoring the deterioration of prices of assets like these is difficult and could lead to significant unanticipated losses. The BNPP Group is exposed to the risk that the maturity, interest rate or currencies of its assets might not match those of its liabilities. The timing of payments on certain of the BNPP Group's assets is uncertain, and if the BNPP Group receives lower revenues than expected at a given time, it might require additional market funding in order to meet its obligations on its liabilities. While the BNPP Group imposes strict limits on the gaps between its assets and its liabilities as part of its risk management procedures, it cannot be certain that these limits will be fully effective to eliminate potential losses arising from asset and liability mismatches."

11. In Chapter 1 **RISK FACTORS**, the text under the header **1.4.3 Risks regarding credit ratings of the BNPP Group being downgraded** shall be deleted and replaced as follows:

"Credit ratings have a significant impact on the BNPP liquidity. On 25 April 2022, Standard & Poor's confirmed the long-term rating of BNP Paribas SA's deposits and senior preferred debt rating as A+, and its short-term rating as A-1 with a stable outlook. On 13 September 2022, Fitch maintained its long-term deposits and senior preferred debt rating for BNP Paribas SA at AA- and its short term deposits and senior at F1+ and revised its outlook to stable. On 5 July 2022, Moody's confirmed its long-term deposits and senior preferred debt rating as Aa3, and its short-term rating as P-1, with a stable outlook. On 28 June 2022, DBRS confirmed BNP Paribas SA's senior preferred debt rating as AA (low), and its short-term rating as R-1 (middle), with a stable outlook. A downgrade in the BNPP Group's credit rating could affect the liquidity and competitive position of the BNPP Group. It could also increase the BNPP Group's borrowing costs, limit access to the capital markets or trigger additional obligations under its covered bonds or under certain bilateral provisions in some trading, derivative or collateralised financing contacts.

In addition, the BNPP Group's cost of obtaining long-term unsecured funding from market investors is also directly related to its credit spreads, which in turn depend to a certain extent on its credit ratings. Increases in credit spreads can significantly increase the BNPP Group's cost of funding. Changes in credit spreads are continuous, market-driven, and subject at times to unpredictable and highly volatile movements. Credit spreads are also influenced by market perceptions of the BNPP Group's creditworthiness. Furthermore, credit spreads may be influenced by movements in the cost to purchasers of credit default swaps referenced to the BNPP Group's debt obligations, which are influenced both by the credit quality of those obligations, and by a number of market factors that are beyond the control of the BNPP Group."

12. In Chapter 1 **RISK FACTORS**, the text under the header **1.5.1 Risks of Adverse economic and financial conditions** shall be deleted and replaced as follows:

"The BNPP Group's business is sensitive to changes in the financial markets and more generally to economic conditions in France (30% of the BNPP Group's revenues at 31 December 2022), other countries in Europe (47% of the BNPP Group's revenues at 31 December 2022) and the rest of the world (23% of the BNPP Group's revenues at 31 December 2022, including 6% related to activities of Bank of the West in the United States, the sale of which was completed on 1 February 2023). A deterioration in economic conditions in the markets in the countries where the BNPP Group operates and in the economic environment could in the future have some or all of the following impacts:

- adverse economic conditions affecting the business and operations of the BNPP Group's customers, reducing credit demand and trading volume and resulting in an increased rate of default on loans and other receivables, in part as a result of the deterioration of the financial capacity of companies and households;
- a decline in market prices (or an increase in volatility) of bonds, equities and commodities affecting the businesses of the BNPP Group, including in particular trading, Investment Banking and asset management revenues;
- macroeconomic policies adopted in response to actual or anticipated economic conditions having unintended effects, and are likely to impact market parameters such as interest rates and foreign exchange rates, which in turn can affect the BNPP Group's businesses that are most exposed to market risk;
- perceived favourable economic conditions generally or in specific business sectors resulting in asset price bubbles, and the corrections when conditions become less favourable;
- a significant economic disruption (such as the global financial crisis of 2008, the European sovereign debt crisis of 2011, the recession caused, in 2020 and 2021, by the COVID-19 health crisis or high inflation and rising interest rates as well as geopolitical shocks (for example, the invasion of Ukraine in 2022)) having a substantial impact on all of the BNPP Group's activities, which would be exacerbated if the disruption is characterised by an absence of market liquidity that makes it difficult to sell certain categories of assets at their estimated market value or at all. These disruptions, could also lead to, in particular, a decline in transaction commissions and consumer loans;
- various adverse political and geopolitical events such as natural disasters, geopolitical tensions, health risks such as the COVID-19 health crisis and its aftermath, the fear or recurrence of new epidemics or pandemics, acts of terrorism, societal unrest, cyber-attacks, military conflicts or threats thereof and related risks (such as the invasion of Ukraine, related economic sanctions and the consequential impact on energy markets affecting Europe in particular), may affect the operating environment for the BNPP Group episodically or for extended periods.

A number of risk factors could particularly affect the economy and the financial markets in 2023. They are the continuation of events that occurred or trends that began in 2022. Firstly, high inflation due to a number of factors, including bottlenecks in various supply chains coming out of the COVID-19 health crisis, abundant liquidity resulting from monetary policy and public aid during the COVID-19 health crisis, and the consequences of the invasion of Ukraine, particularly on the energy market. Inflation has had, and may continue to have, the effect of increasing costs (raw materials and wages) for companies (the BNPP Group's clients and the BNPP Group itself) and the cost of living for individuals, and the risk of a decline in corporate margins and the quality of corporate and consumer credit. Secondly, a significant and rapid monetary tightening affecting the financial markets and the economy more generally and increasing the cost of financing for companies and individuals, potentially leading to a sharp decline in growth or even a global or regional recession. Indeed, the International Monetary Fund ("**IMF**") stated in January 2023 that it expected the world and eurozone's growth to be 3.4% and 3.5% in 2022 and 2.9% and 0.7% in 2023, respectively. The IMF also stated that it expected global inflation to be 8.8% in 2022, 6.6% in 2023 and 4.3% in 2024. Among the factors that could strongly influence the macroeconomic trajectory, including the existence, severity and duration of a

recession, in 2023 are the course of the situation in Ukraine and of the COVID-19 health crisis. The invasion of Ukraine and the reaction of the international community (particularly the imposition of economic sanctions) have been and may continue to be a source of instability in global markets, impacting stock market indices, increasing the price of raw materials 2022 (such as electricity, oil, gas and agricultural commodities) or causing fears of shortages, thereby aggravating the disruption of supply chains and increasing production and transportation costs, as well as inflation more generally. The impact on the global energy market, particularly in Europe, will continue to be felt in 2023 (and possibly beyond) with risks of further crises (shortages, price increases, cascading effects in the economy, including liquidity and margin pressures for companies, even leading to production stoppages). After having caused a global recession in 2020 and a major disruption to the global economy in 2021, the COVID-19 health crisis had less of a macro-economic effect in 2022; its impact in 2023 will depend on a number of factors, including the potential resurgence of regional outbreaks, the possible emergence of new strains, and above all, public policy reactions. Finally, the risk of various types of crises exists, including that of sovereign debt (high level of post-pandemic public indebtedness, rapid increase in (re)financing costs, exchange rate effects particularly for borrowers exposed to the US dollar, and political risks – for example, of gridlock in the US congress); the bursting of various financial bubbles fostered by the previous environment of abundant liquidity and very low interest rates; and geopolitical events of different types and from different sources, in a context of increased political and societal tensions in various parts of the world.

It is difficult to predict economic or market declines or other market disruptions, and which markets will be most significantly impacted. If economic or market conditions in France or elsewhere in Europe, or Global Markets more generally, continue to deteriorate or become increasingly volatile, the BNPP Group's operations could be disrupted, and its business, results of operations and financial condition could be materially and adversely affected."

13. In Chapter 1 **RISK FACTORS**, the text under the header **1.5.2 Risks of significant interest rate changes** shall be deleted and replaced as follows:

"The net interest income recorded by the BNPP Group during any given period significantly affects its overall revenues and profitability for that period. Interest rates are highly sensitive to many factors beyond the BNPP Group's control, such as the rate of inflation, country-specific monetary policies and certain decisions concerning regulatory capital. Changes in market interest rates could affect the interest rates charged on interest-earning assets differently from the interest rates paid on interest-bearing liabilities and other resources such as deposits. Increases in the interest rates at which the BNPP Group's short-term funding is available and maturity mismatches may adversely affect its profitability.

Conversely, any adverse change in the yield curve could cause a decline in net interest income generated by the BNPP Group's lending activities. After a long period of low interest rates (in France, Europe and globally) culminating during the initial phases of the COVID- 19 health crisis—due, in particular, to very accommodating central bank monetary policies—central banks, faced with the emergence of stronger and more lasting inflation than initially expected, have since the beginning of 2022 been tightening monetary policy, itself leading to a rapid and significant rise in market interest rates. For example, the US Federal Reserve raised its benchmark interest rate by 4.25% in 2022 and by 0.25% in January 2023. The ECB raised its benchmark interest rate by 2.5% in 2022 and by 0.5% in January 2023. In connection with the latest rate increases each indicated more to come. In addition, the ECB approved the creation of a new "transmission protection instrument" and announced the amendment of the conditions of its longer-term refinancing operations ("**TLTRO 3**") starting from November 2022 until the end of each operation as well as the reduction of its asset purchase programme starting in March 2023. As the BNPP Group hedges its overall interest rate position, any change in the terms and conditions affecting these instruments may lead to adjustments in this hedge. These adjustments could have an adverse impact on the results of the BNPP Group. A tightening of monetary policy, particularly after a prolonged period of low interest rates creates risks. Tightening more than expected or more quickly than expected could have a negative impact on the economy and lead to a recession. Indeed, various institutions, such as the World Bank or the IMF, stated in the second half of 2022 that they see the possibility of a global recession in 2023 and a string of financial crises in emerging markets and developing economies as a result of the general and simultaneous rise in interest rates, as well as, for the former, currency movements (and in particular substantial

appreciation of the U.S. dollar). The central scenario of the Organisation for Economic Cooperation and Development ("**OECD**"), in its November 2022 report, is for a sharp slowdown in global growth in 2023. In the eurozone, which has up until now been characterised by a unified monetary policy despite the varying risk profiles of the component countries, the widening of the spread between sovereign bonds could have an impact on the financing of countries experiencing the greatest rate increases and, in the long term, could have more serious macroeconomic (or political) consequences. The IMF announced in January 2023 that it expects growth in the eurozone to have been 3.5% in 2022 and to be 0.7% in 2023.

In addition, a general increase in benchmark interest rates could prompt holders of low-interest debt or assets to switch to higher-interest bearing assets and further reduce the value of portfolios of fixed-interest debt or assets with lower interest rates. If the BNPP Group's hedging strategies prove ineffective or provide only a partial hedge against this decline in value, the BNPP Group could incur losses. Policy decisions to increase the rate of return on regulated savings (already underway in France) should increase the positive inflow of funds into such investments and, conversely, lead to a shift away from unregulated products, which earn lower rates of return or no returns. Such a scenario, combined with the fact that regulated savings would continue to be remunerated at a higher level than the level received by the BNPP Group for these same deposits, could result in additional costs related to the amount of outstanding deposits and lead to a decrease in the funding resources of the BNPP Group. With respect to the financing granted by the BNPP Group, this could in particular test the resilience of the BNPP Group's loan and bond portfolio, and possibly lead to an increase in non-performing loans and loan defaults.

More generally, a very rapid rise in interest rates resulting in particular from central banks ending their accommodative monetary policies in light of an economic recovery or high inflation rates could adversely affect the BNPP Group's revenues and profitability by weighing, at least temporarily, on its margins. BNPP may also have difficulty (in particular due the usury rate in France) promptly reflecting higher interest rates in new mortgage or other fixed-rate consumer or corporate loans, while the cost of customer deposits and hedging costs would increase more rapidly. In addition, rising market interest rates increase the BNPP Group's funding costs and lead to higher rates on new loans due to the combined effects of a possible decline in new lending and increased competition.

More generally, the evolution of monetary policies, as currently implemented by central banks, has contributed to, and could continue to contribute to, the correction of certain markets or market sectors (for example, non-investment grade borrowers and sovereign borrowers, and equity and real estate markets and the leveraged finance market) and impact market participants who have particularly benefited from a prolonged environment of low interest rates and abundant liquidity. These corrections have, and could continue to, spread to all financial markets, particularly due to a significant increase in volatility. A return in the medium term to a low interest rate environment, or a decline in interest rates, particularly following a recession, cannot be ruled out. Such a development would be likely to weigh significantly on the profitability of banks, as was the case during the recent long period of low interest rates. The relative impact on banks depends in particular on the proportion of revenues generated by net interest income; this proportion was 46% for BNPP in 2022. The BNPP Group generates a significant portion of its revenues from its net interest margin and therefore remains exposed to interest rate fluctuations and changes in the yield curve. During periods of low interest rates, interest rate spreads tend to tighten, and the BNPP Group may be unable to lower interest rates on deposits sufficiently to offset reduced income from lending at lower interest rates. Net interest income amounted to EUR 21,209 million in 2021 and EUR 23,168 million in 2022, respectively. On an indicative basis, over one-, two- and three-year timeframes, the sensitivity of revenues at 31 December 2022 to a parallel, instantaneous and definitive increase in market rates of +50 basis points (+0.5%) across all currencies had an impact of - EUR 22 million, - EUR 20 million and +EUR 125 million, respectively, or - 0.04%, - 0.04% and +0.25% of the BNPP Group's net banking income. The negative interest rate environment in which banks are charged for cash deposited with central banks, whereas banks typically do not charge clients for deposits, weighs significantly on banks' margins. In addition, the BNPP Group has been facing and may continue to face an increase in early repayment and refinancing of mortgages and other fixed-rate consumer and corporate loans as clients take advantage of relatively low borrowing costs. This, along with the issuance of new loans at the low prevailing market interest rates, has resulted and may continue to result in a decrease in the average interest rate of the BNPP Group's portfolio of loans thereby causing a decline in its net interest income from lending activities. Moreover, an environment of persistently

low interest rates can also have the effect of flattening the yield curve in the market more generally, which could reduce the premium generated by the BNPP Group from its funding activities. A flattening yield curve can also influence financial institutions to engage in riskier activities in an effort to earn the desired level of returns, which can increase overall market risk and volatility. Low interest rates may also affect the profitability and even the solvency of the insurance activities of banks in France, including the BNPP Group, particularly due to the prevalence in the market of life insurance contracts backed by euro- denominated funds, which may not be able to generate sufficient returns to be competitive with other investment products. Low interest rates may also adversely affect commissions charged by the BNPP Group's asset management subsidiaries on money market and other fixed income products. A reduction in credit spreads and decline in Retail Banking income resulting from lower portfolio interest rates may adversely affect the profitability of the BNPP Group's Retail Banking operations."

14. In Chapter 1 **RISK FACTORS**, the text under the header **1.5.3 Risks regarding political, macroeconomic or financial changes in the countries and regions where BNPP Group operates** shall be deleted and replaced as follows:

"The BNPP Group is subject to country risk, meaning the risk that economic, financial, political, regulatory or social conditions in a given foreign country in which it operates could adversely affect BNPP Group's operations, or its results, or its financial condition, or its business. The BNPP Group monitors country risk and takes it into account in the fair value adjustments and cost of risk recorded in its financial statements. However, a significant change in political or macroeconomic environments, may require it to record additional charges or to incur losses beyond the amounts previously written down in its financial statements. In addition, factors specific to a country or region in which the BNPP Group operates could make it difficult for it to carry out its business and lead to losses or impairment of assets.

At 31 December 2022, the BNPP Group's loan portfolio consisted of receivables from borrowers located in France (33%), Belgium and Luxembourg (15%), Italy (9%), other European countries (19%), North America, including Bank of the West (13%), Asia (6%) and the rest of the world (5%). Adverse economic or regulatory conditions that particularly affect these countries and regions would have a significant impact on the BNPP Group. For example, the introduction by the Polish government in July 2022 of a law allowing borrowers under mortgage loans, generally at variable rates, to suspend their payments for eight months in the 2022-2024 period led the Group (operating in Poland through BNP Paribas Bank Polska) to record an exceptional negative impact in the third quarter of EUR 204 million. In addition, the BNPP Group has significant exposures in countries outside the OECD, which are subject to risks that include political instability, unpredictable regulation and taxation, expropriation and other risks that are less present in more developed economies.

In addition, the BNPP Group is present in Ukraine, a country invaded in February 2022, through its subsidiary UkrSibbank in which it holds a 60% stake alongside the European Bank for Reconstruction and Development (40%). At 31 December 2021, BNPP Group's total gross on- and off-balance sheet exposures to Ukraine (which are concentrated on UkrSibbank) represented less than 0.09% of the BNPP Group's gross exposures. In the context of the conflict in Ukraine, the BNPP Group reassessed the nature of the control exercised over its subsidiary UkrSibbank and concluded that it would lose exclusive control and retain significant influence over the entity. This situation led the BNPP Group to consolidate it using the equity method from 1 March 2022. The loss of control resulted in the recognition of a capital loss of -EUR 159 million and the reclassification to profit or loss of the cumulative changes in assets and liabilities related to exchange rates of -EUR 274 million, recorded in "Net gain on non-current assets" as described in note 7.c to the financial statements for the year ended 31 December 2022.

With regard to Russia, which is subject to severe economic sanctions imposed notably by the European Union, USA and UK, gross on- and off- balance sheet exposures represented less than 0.04% of the BNPP Group's gross exposures at 31 December 2022. The amount of net residual exposures, both in Russia and Ukraine, is more limited given the way in which the Bank operates in these two markets and how it secures its activities, with guarantees and collateral. In addition, various customers or counterparties of the BNPP Group, in particular financial institutions and corporates, conduct business in these countries or have exposure to borrowers in these countries or have significant suppliers in those countries and could see their financial position weakened

by the conflict and its consequences, particularly due to the cessation of their business in Ukraine and/or Russia or the reduction or termination (voluntarily, or involuntarily) of their supplies from these countries. The BNPP Group is diligently monitoring developments in the situation in conjunction with the authorities concerned and, in particular, the reactions of the international community with regard to economic sanctions."

15. In **Chapter 1 RISK FACTORS**, the text under the header **1.6.1 Risks regarding impact of laws and regulations adopted in recent years, particularly in response to the global financial crisis, as well as new legislative proposals** shall be deleted and replaced as follows:

"Laws and regulations adopted in recent years

Laws and regulations have been enacted in the past few years, in particular in France, Europe and the United States, with a view to introducing a number of changes, some permanent, in the financial environment. The impact of the measures has changed substantially the environment in which the BNPP Group and other financial institutions operate.

The measures that have been adopted include:

- strengthening the powers of supervisory bodies, such as the French Prudential Supervision and Resolution Authority (the "**ACPR**") and the creation of new authorities, including the adoption of the Single Resolution Mechanism (the "**SRM**") in October 2013, pursuant to which the BNPP Group is under the direct supervision of the ECB;
- more stringent capital and liquidity requirements (particularly for global systemically important banks such as the BNPP Group), as well as changes to the risk-weighting methodologies and the methods of using internal models that have led, could have led, or could lead to increased capital requirements;
- restrictions on certain types of activities considered as speculative undertaken by commercial banks that are prohibited or need to be ring-fenced in subsidiaries (particularly proprietary trading) and are subject to prudential requirements and autonomous funding;
- prohibitions or restrictions on fees for certain types of financial products or activities;
- enhanced recovery and resolution regimes, in particular the Bank Recovery and Resolution Directive of 15 May 2014 (the "**BRRD**"), as amended from time to time, which strengthens powers to prevent and resolve banking crises in order to ensure that losses are borne largely by the creditors and shareholders of the banks and in order to keep the costs incurred by taxpayers to a minimum;
- the establishment of the national resolution funds by the BRRD and the creation of the Single Resolution Board (the SRB) by the European Parliament and Council of the European Union in a resolution dated 15 July 2014 (the "**SRM Regulation**"), as amended from time to time, which can initiate resolution proceedings for banking institutions such as the BNPP Group, and the Single Resolution Fund (the SRF), the financing of which by the BNPP Group (up to its annual contribution) can be significant;
- the establishment of national deposit guarantee schemes and a proposed European deposit guarantee scheme or deposit insurance which will gradually cover all or part of the guarantee schemes of participating countries;
- increased internal control and reporting requirements with respect to certain activities;
- the implementation of regulatory stress tests (including in relation to climate change risk) which could lead to additional regulatory capital requirements;
- greater powers granted to the relevant authorities to combat money laundering and terrorism financing, in particular through the creation of a new European anti-money laundering authority which should be established in 2023 and commence its activities between 2024 and 2026;

- more stringent governance and conduct of business rules and restrictions and increased taxes on employee compensation over specified levels;
- measures to improve the transparency, efficiency and integrity of financial markets and in particular the regulation of high frequency trading, more extensive market abuse regulations, increased regulation of certain types of financial products including mandatory reporting of derivative and securities financing transactions, requirements either to mandatorily clear, or otherwise mitigate risks in relation to, over-the-counter derivative transactions (including through posting of collateral in respect of non-centrally cleared derivatives);
- the taxation of financial transactions;
- enhanced protection of personal data and cybersecurity requirements;
- enhanced disclosure requirements, including through the introduction of new disclosure requirements on (i) how banking groups providing asset management services such as the BNPP Group integrate sustainability risks or negative impacts, sustainable investment objectives or the promotion of environmental or social attributes when making investment decisions, and (ii) how and to what extent banking groups themselves finance or develop economic activities that can be considered environmentally sustainable as defined in the European Taxonomy; and
- strengthened transparency and disclosure requirements on CSR risk management, including physical and transitional risks related to climate change, and the introduction of new requirements for the integration of climate risk into the risk measurement and management systems of banking groups, including through the publication of proposals for banks to manage and disclose climate risk.

These measures may have a significant adverse financial impact. For example, the introduction of a required contribution to the Single Resolution Fund resulted in a substantial additional expense for the BNPP Group since its inception (the BNPP Group made a EUR 1,256 million contribution to the Single Resolution Fund in 2022).

These changes, the scope and implications of which are highly unpredictable, could substantially affect the BNPP Group and have an adverse effect on its business, financial condition and results of operations.

New legislative proposals

Measures relating to the banking sector could be further amended, expanded or strengthened. Moreover, additional measures could be adopted in other areas. It is impossible to predict what additional measures will be adopted or what their exact content will be and, given the complexity of the issues and the uncertainty surrounding them, to determine their impact on the BNPP Group. The effect of these measures, whether already adopted or that may be adopted in the future, has been and could continue to be a decrease in the BNPP Group's ability to allocate its capital and capital resources to financing, limit its ability to diversify risks, reduce the availability of certain financing and liquidity resources, increase the cost of financing, increase the cost of compliance, increase the cost or reduce the demand for the products and services offered by the BNPP Group, require the BNPP Group to proceed with internal reorganisations, structural changes or reallocations, affect the ability of the BNPP Group to carry on certain activities or to attract and/or retain talent and, more generally, affect its competitiveness and profitability, which could have an impact on its activities, financial condition and operating results. As a recent example on 27 October 2021, the European Commission presented a legislative package to finalise the implementation within the European Union of the Basel III agreement adopted by the Group of Central Governors and Heads of Supervision ("**GHOS**") on 7 December 2017. On 8 November 2022, the Council adopted its position on the Commission's proposals and is currently negotiating with the European Parliament to agree on a final version of the texts. In the impact assessment accompanying the legislative package, the European Commission estimated, on the basis of an European Banking Authority ("**EBA**") impact study dated December 2020 and of additional European Commission estimates for some EU specific adjustments, that the implementation of the final Basel III standards may result in an average increase in total minimum capital requirements ranging between 6.4% and 8.4% after full

implementation of the reform. On the basis of the EBA's updated impact analysis taking into account the combined effect of the reform and the potential consequences of the COVID- 19 health crisis, the European Commission opted to apply the new capital requirements to EU banks as from 1 January 2025, with a phase-in period during which the requirements will be gradually increased through 2030 (and 2032 for certain requirements). On this basis, the BNPP Group has indicated a potential increase of 8% in its risk-weighted assets at the date of the first application announced for 1 January 2025, which implies a potential 8% increase in total minimum capital requirements resulting from the finalisation of Basel 3 (fully loaded). This estimate is subject to change depending on potential changes in the draft text, in the BNPP Group and the macroeconomic context.

The BNPP Group is subject to extensive and evolving regulatory regimes in the jurisdictions in which it operates. The BNPP Group faces the risk of changes in legislation or regulation in all of the countries in which it operates, including, but not limited to, the following:

- monetary, liquidity, interest rate and other policies of central banks and regulatory authorities;
- changes in government or regulatory policy that may significantly influence investor decisions, in particular in the markets in which the BNPP Group operates;
- changes in regulatory requirements applicable to the financial industry, such as rules relating to applicable governance, remunerations, capital adequacy and liquidity frameworks, restrictions on activities considered as speculative and recovery and resolution frameworks;
- changes in securities regulations as well as in financial reporting, disclosure and market abuse regulations;
- changes in the regulation of certain types of transactions and investments, such as derivatives and securities financing transactions and money market funds;
- changes in the regulation of market infrastructures, such as trading venues, central counterparties, central securities depositories, and payment and settlement systems;
- changes in the regulation of payment services, crowdfunding and fintech;
- changes in the regulation of protection of personal data and cybersecurity;
- changes in tax legislation or the application thereof;
- changes in accounting norms;
- changes in rules and procedures relating to internal controls, risk management and compliance; and
- expropriation, nationalisation, price controls, exchange controls, confiscation of assets and changes in legislation relating to foreign ownership.

These changes, the scope and implications of which are highly unpredictable, could substantially affect the BNPP Group and have an adverse effect on its business, financial condition and results of operations. Certain reforms not directed specifically at financial institutions, such as measures relating to the funds industry or promoting technological innovation (such as open data projects), could facilitate the entry of new players in the financial services sector or otherwise affect the BNPP Group's business model, competitiveness and profitability, which could in turn affect its financial condition and results of operations."

16. In **Chapter 1 RISK FACTORS**, the text under the header **1.6.2 Risks regarding substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations and may litigation losses** shall be deleted and replaced as follows:

"The BNPP Group is exposed to regulatory compliance risk, i.e. the failure to comply fully with the laws, regulations, codes of conduct, professional norms or recommendations applicable to the financial services industry. This risk is exacerbated by the adoption by different countries of multiple and occasionally diverging and even conflicting legal or regulatory requirements. Besides damage to the BNPP Group's reputation and private rights of action (including class actions), non-

compliance could lead to material legal proceedings, fines and expenses (including fines and expenses in excess of recorded provisions), public reprimand, enforced suspension of operations or, in extreme cases, withdrawal by the authorities of operating licences. This risk is further exacerbated by continuously increasing regulatory scrutiny of financial institutions as well as substantial increases in the quantum of applicable fines and penalties. Moreover, litigation by private parties against financial institutions has substantially increased in recent years. Accordingly, the BNPP Group faces significant legal risk in its operations, and the volume and amount of damages claimed in litigation, regulatory proceedings and other adversarial proceedings against financial services firms have substantially increased in recent years and may increase further. The BNPP Group may record provisions in this respect.

In this respect, on 30 June 2014 the BNPP Group entered into a series of agreements with, and was the subject of several orders issued by, U.S. federal and New York state government agencies and regulatory authorities in settlement of investigations into violations of U.S. laws and regulations regarding economic sanctions. The fines and penalties imposed on the BNPP Group as part of this settlement included, among other things, the payment of monetary penalties amounting in the aggregate to USD 8.97 billion (EUR 6.6 billion) and guilty pleas by BNPP S.A., the parent company of the BNPP Group, to charges of having violated U.S. federal criminal law and New York State criminal law. Following this settlement, the BNPP Group remains subject to increased scrutiny by regulatory authorities (including via the presence of an independent consultant within the BNPP Group) who are monitoring its compliance with a remediation plan agreed with them. "

The BNPP Group is currently involved in various litigations and investigations. It may become involved in further such matters at any point. No assurance can be given that an adverse outcome in one or more of such matters would not have a material adverse effect on the BNPP Group's operating results for any particular period."

17. In **Chapter 1 RISK FACTORS**, the text under the header **1.6.3 Risks regarding a resolution proceeding** shall be deleted and replaced as follows:

"The BRRD, SRM Regulation, the ordinance of 20 August 2015 and the ordinance of 21 December 2020, as amended from time to time, confer upon the ACPR or the SRB the power to commence resolution proceedings for a banking institution, such as the BNPP Group, with a view to ensure the continuity of critical functions, to avoid the risks of contagion and to recapitalise or restore the viability of the institution. These powers are to be implemented so that, subject to certain exceptions, losses are borne first by shareholders, then by holders of additional capital instruments qualifying as Tier 1 and Tier 2 (such as subordinated bonds), then by the holders of non-preferred senior debt and finally by the holders of senior preferred debt, all in accordance with the order of their claims in normal insolvency proceedings. For reference, the BNPP Group's medium- to long-term wholesale financing at 31 December 2022 consisted of the following: EUR 12.5 billion in hybrid Tier 1 debt, EUR 22.4 billion in Tier 2 subordinated debt, EUR 72.2 billion in senior unsecured non-preferred debt, EUR 60.7 billion in senior unsecured preferred debt and EUR 12.7 billion in senior secured debt.

Resolution authorities have broad powers to implement resolution measures with respect to institutions and groups subject to resolution proceedings, which may include (without limitation): the total or partial sale of the institution's business to a third party or a bridge institution, the separation of assets, the replacement or substitution of the institution as obligor in respect of debt instruments, the full or partial write-down of capital instruments, the dilution of capital instruments through the issuance of new equity, the full or partial write-down or conversion into equity of debt instruments, modifications to the terms of debt instruments (including altering the maturity and/or the amount of interest payable and/or imposing a temporary suspension on payments), discontinuing the listing and admission to trading of financial instruments, the dismissal of managers or the appointment of a special manager (*administrateur spécial*).

Certain powers, including the full or partial write-down of capital instruments, the dilution of capital instruments through the issuance of new equity, the full or partial write-down or conversion into equity of additional capital instruments qualifying as Tier 1 and Tier 2 (such as subordinated bonds), can also be exercised as a precautionary measure, outside of resolution proceedings and/or pursuant to the European Commission's State Aid framework if the institution requires exceptional public financial support.

The implementation of these tools and powers with respect to the BNPP Group may result in significant structural changes to the BNPP Group (including as a result of asset or business sales or the creation of bridge institutions) and in a partial or total write-down, modification or variation of claims of shareholders and creditors. Such powers may also result, after any transfer of all or part of the BNPP Group's business or separation of any of its assets, in the holders of securities (even in the absence of any such write-down or conversion) being left as the creditors of the BNPP Group whose remaining business or assets are insufficient to support the claims of all or any of the creditors of the BNPP Group."

18. In **Chapter 1 RISK FACTORS**, the risk factor **1.7.1 Risks due to epidemics and pandemics, including the ongoing coronavirus (COVID-19) pandemic and their economic consequences** shall be deleted.
19. In **Chapter 1 RISK FACTORS**, the risk factor **1.7.2 Risks of failure to implement BNPP's strategic plan** shall be deleted and replaced as follows:

"1.7.1 Risks of failure to implement BNPP's strategic plan

In connection with the publication of its results for the year ended 31 December 2021, the BNPP Group announced its 2025 strategic plan. The plan includes financial and operational objectives. When it published its results for the year ended 31 December 2022, the BNPP Group raised its objectives for 2025. The BNPP Group's actual results could vary significantly from these trends for a number of reasons, including the occurrence of one or more of the risk factors described elsewhere in this section, in particular as a result of macroeconomic developments such as inflation, the invasion of Ukraine and the residual consequences of the COVID-19 health crisis which have had and could continue to have major repercussions on the economic outlook and cause financial market disruptions. If the BNPP Group's results do not follow these trends, its financial condition and the value of its securities, as well as its financing costs, could be affected. Additionally, the BNPP Group is pursuing an ambitious corporate social responsibility ("**CSR**") policy and is committed to making a positive impact on society with concrete achievements. In 2022, BNPP strengthened its commitment to a sustainable economy and accelerated decarbonation strategies, with the signing of the Net Zero Banking Alliance, the NetZero Asset Owner Alliance, and the Net Zero Asset Manager initiative. The BNPP Group is thus taking strong positions, as a founding member of the United Nations Principles for Responsible Banking, which commits it to align its strategy with the Paris Agreement and the Sustainable Development Goals ("**SDGs**"). As part of the BNPP Group's 2022-2025 strategic plan, it aims to mobilise EUR 350 billion in environmental, social and governance ("**ESG**") related loans and bond issuances (loans to companies, institutions and individuals covering environmental and social issues and annual sustainable bonds issuances) and to have EUR 300 billion in sustainable responsible investments under management by 2025 (BNP Paribas Asset Management European open funds classified articles 8 and 9 as defined by the Sustainable Finance Disclosure Regulation ("**SFDR**"). In addition, in 2019, as part of the fight against climate change, the BNPP Group made new commitments to reduce its exposure to thermal coal to zero by 2030 in the OECD and by 2040 for the rest of the world. At the end of 2022, the BNPP Group published its first climate alignment report and its targets for reducing carbon emission intensity by 2025 and is taking the necessary measures to align its credit portfolios with its carbon neutrality commitments. Finally, in January 2023, the BNPP Group strengthened its social commitment policy and is working alongside its clients as part of a global approach to the transition to a sustainable, low-carbon economy. Building on the expertise developed through the Low-Carbon Transition Group, the BNPP Group announced new objectives that will result in an acceleration in the financing of low-carbon energy production and a reduction in the financing of fossil fuel production by 2030. If the BNPP Group fails to meet these targets, which depend in part on factors beyond its control, its reputation could be affected.

These measures (and any future ones along similar lines) may in certain cases adversely affect the BNPP Group's results in the relevant sectors."

20. In **Chapter 1 RISK FACTORS**, the risk factor **1.7.3 Risks of difficulties in integrating businesses following acquisition transactions realizing the benefits expected acquisitions** shall be deleted and replaced as follows:

"1.7.2 Risks of difficulties in integrating businesses following acquisition transactions realizing the benefits expected acquisitions

The BNPP Group engages in acquisition and combination transactions on a regular basis. The BNPP Group's most recent major such transactions were the integration of Deutsche Bank's Prime Brokerage & Electronic Execution platform in 2019, the acquisition of 100% of Exane, previously 50% owned by BNPP, finalised on 13 July 2021, and the acquisition of 100% of Floa, a subsidiary of Casino and Crédit Mutuel Alliance Fédérale (via the Banque Fédérative du Crédit Mutuel ("**BFCM**")) and one of the French leaders in innovative payments, finalised on 1 February 2022. These operational integration activities resulted, in 2022, in restructuring costs of EUR 188 million. Successful integration and the realisation of synergies require, among other things, proper coordination of business development and marketing efforts, retention of key members of management, policies for effective recruitment and training as well as the ability to adapt information and computer systems. Any difficulties encountered in combining operations could result in higher integration costs and lower savings or revenues than expected. There will accordingly be uncertainty as to the extent to which anticipated synergies will be achieved and the timing of their realisation. Moreover, the integration of the BNPP Group's existing operations with those of the acquired operations could interfere with its respective businesses and divert management's attention from other aspects of the BNPP Group's business, which could have a negative impact on the BNPP Group's business and results. In some cases, moreover, disputes relating to acquisitions may have an adverse impact on the integration process or have other adverse consequences, including financial ones.

Although the BNPP Group undertakes an in-depth analysis of the companies it plans to acquire, such analyses often cannot be complete or exhaustive. In the event that BNPP Group is unable to conduct comprehensive due diligence prior to an acquisition, it may acquire doubtful or troubled assets or businesses that may be unprofitable or have certain potential risks that only materialise after the acquisition. The acquisition of an unprofitable business or a business with materialised risks may have a significant adverse effect on the BNPP Group's overall profitability and may increase its liabilities."

21. In **Chapter 1 RISK FACTORS**, the risk factor **1.7.4 Risks regarding intense competition amongst banking and non-banking operators** shall be deleted and replaced as follows:

"1.7.3 Risks regarding intense competition amongst banking and non-banking operators

Competition is intense in all of the BNPP Group's primary business areas in France and the other countries in which it conducts a substantial portion of its business, including other European countries and the United States. Competition in the banking industry could intensify as a result of consolidation in the financial services area, as a result of the presence of new players in the payment and the financing services area or the development of crowdfunding platforms, as well as the continuing evolution of consumer habits in the banking sector. While the BNPP Group has launched initiatives in these areas, such as the debut of Hello bank! and its acquisition of Nickel or Floa, competitors subject to less extensive regulatory requirements or to less strict capital requirements (e.g. debt funds, shadow banks), or benefiting from economies of scale, data synergies, technological innovation (e.g. internet and mobile operators, digital platforms, fintechs), or free access to customer financial data could be more competitive by offering lower prices and more innovative services to address the new needs of consumers. New technologies that facilitate or transform transaction processes and payment systems, such as blockchain technologies and related services or that could significantly impact the fundamental mechanisms of the banking system, such as central bank digital currencies, have been developed in recent years or could be developed in the near future. While it is difficult to predict the effects of these developments and the regulations that apply to them, the use of such technology could nevertheless reduce the market share of banks, including the BNPP Group, secure investments that otherwise would have used technology used by more established financial institutions, such as the BNPP Group or, more broadly, lead to the

emergence of a different monetary system in which the attractiveness of using established financial institutions, such as the BNPP Group, would be affected. If such developments continue to gain momentum, particularly with the support of governments and central banks, if the BNPP Group is unable to respond to the competitive environment in France or in its other major markets by offering more attractive, innovative and profitable product and service solutions than those offered by current competitors or new entrants or if some of these activities were to be carried out by institutions other than banks, it may lose market share in key areas of its business or incur losses on some or all of its activities. In addition, downturns in the economies of its principal markets could add to the competitive pressure, through, for example, increased price pressure and lower business volumes for the BNPP Group and its competitors. It is also possible that the imposition of more stringent requirements (particularly capital requirements and business restrictions) on large or systemically significant financial institutions that new players may not be subject to, could lead to distortions in competition in a manner adverse to large private-sector institutions such as the BNPP Group.

All these consequences of the intense competition amongst banking and non-banking operators may adversely affect the BNPP Group's business, operations and financial condition."

22. In **Chapter 1 RISK FACTORS**, the risk factor **1.7.5 Risk of experiencing business disruption and losses due to climate change risks such as transition risks, physical risks or liability risks** shall be deleted and replaced as follows:

"1.7.4 Risk of experiencing business disruption and losses due to climate change risks such as transition risks, physical risks or liability risks

The BNPP Group is exposed to risks related to climate change, either directly through its own operations or indirectly through its financing and investment activities. There are two main types of risks related to climate change: (i) transition risks, which result from changes in the behaviour of economic and financial actors in response to the implementation of energy policies or technological changes for a transition to a low-carbon economy; and; (ii) physical risks, which result from the direct impact of climate change on people and property through extreme weather events or long-term risks such as rising water levels or increasing temperatures. Physical risk can spread throughout the value chain of the BNPP Group's clients, which can lead to a payment default and thus generate financial losses, while the process of reducing emissions is likely to have a significant impact on all sectors of the economy by affecting the value of financial assets and corporate profits. In addition, liability risks may flow from both categories of risk. They correspond to the financial compensation that can be claimed by individuals, companies, governments or non-governmental organisations ("NGOs") that may be affected by climate change events, activities or effects and who would seek to hold actors in the financial sector accountable for financing, facilitating or otherwise contributing to such events, activities, or effects. In recent years, activism by shareholders, activist funds, NGOs and others, particularly on ESG issues, has been directed against many public companies. These initiatives include requiring companies to disclose material information about their ESG-related actions and commitments and, in some cases, seeking to force them to make strategic and business changes. In some jurisdictions, financial sector actors may also face legal action from individuals, companies, governments or NGOs, groups or private persons.

Policy and regulatory initiatives and frameworks, including at the French, European Union and international levels, concerning climate change and sustainability, as well as voluntary and joint commitments through industry alliances, create increasing legal, regulatory and reputational risks. The ESG regulatory framework is constantly changing, evolving and continuing to evolve rapidly. It includes, among other things, requirements in terms of disclosure and the integration of climate risks into risk measurement and management systems, as well as a general duty of care. These initiatives and frameworks overlap in some respects and are not always consistent in their objectives, resulting in regulatory complexity and, in some cases, a lack of clarity and difficulty in interpretation. Non-compliance by the BNPP Group in its business and disclosure with these and other regulatory requirements, as well as any other regulations concerning the transition to a lower carbon economy, climate change, sustainability or energy-related investments, could have a negative impact on its business, the value of its investments and its reputation.

BNPP is progressively integrating the assessment of these risks into its risk management system. The BNPP Group monitors these risks in the conduct of its business, in the conduct of its counterparties' business, and in its investments on its own behalf and on behalf of third parties. In this respect, the specific credit policies and the General Credit Policy have been enhanced as from 2012 and 2014, respectively, with the addition of clauses relating to social and environmental responsibility. In addition, the development of regulatory requirements in this area could lead to an increase in litigation against financial institutions in relation to climate change and other related issues. The BNPP Group could thus be held liable for transaction execution failings such as inadequate assessment of the environmental, social and governance criteria of certain financial products. In addition, sector-specific policies and policies excluding certain ESG sectors from financing have also been put in place. and the BNPP Group will have to adapt its activities and the selection of its counterparties appropriately in order to achieve its strategic objectives. Despite the actions taken by the BNPP Group to monitor risks and combat climate change, the physical, transitional or liability risks related to climate change, or any delay or failure to implement them, could have a material adverse effect on the BNPP Group's business, financial condition, or reputation."

23. In **Chapter 1 RISK FACTORS**, the risk factor **1.7.6 Risk of changes in certain holdings in credit or financial institutions** shall be deleted and replaced as follows:

"1.7.5 Risk of changes in certain holdings in credit or financial institutions

Certain classes of assets may carry a high risk-weight of 250%. They include: credit or financial institutions consolidated under the equity method within the prudential scope (excluding insurance); significant financial interest in credit or financial institutions in which the BNPP Group holds a stake of more than 10%; and deferred tax assets that rely on future profitability and arise from temporary differences.

The risk-weighted assets carrying a risk-weight of 250% amounted to EUR 20 billion at 31 December 2022, or 3% of the total risk-weighted assets of the BNPP Group. If the BNPP Group increases the amount of heavy risk-weighted assets (either by increasing the proportion of such heavy risk-weighted assets in its overall asset portfolio or due to an increase of the regulatory risk-weighting applicable to these assets), its capital adequacy ratios could decrease."

24. In **Chapter 4 Information about BNPP**, the text under the header **4.1 Introduction** shall be deleted and replaced as follows:

"BNP Paribas' organisation is based on three operating divisions: Corporate & Institutional Banking (CIB), Commercial, Personal Banking & Services (CPBS) and Investment & Protection Services (IPS):

Corporate and Institutional Banking (CIB) division, combines:

- Global Banking,
- Global Markets,
- Securities Services.

Commercial, Personal Banking & Services division, covers:

- Commercial & Personal Banking in the eurozone:
 - Commercial & Personal Banking in France (CPBF),
 - BNL banca commerciale (BNL bc), Italian Commercial & Personal Banking,
 - Commercial & Personal Banking in Belgium (CPBB),
 - Commercial & Personal Banking in Luxembourg (CPBL);

- Commercial & Personal Banking outside the eurozone, organised around:
 - Europe-Mediterranean, covering Commercial & Personal Banking outside the eurozone and the United States, in particular in Central and Eastern Europe, Türkiye and Africa,
 - BancWest in the United States;
- Specialised Businesses:
 - BNP Paribas Personal Finance
 - Arval and BNP Paribas Leasing Solutions,
 - new digital businesses (in particular Nickel, Floa, Lyf) and BNP Paribas Personal Investors;

Investment & Protection Services division combines:

- Insurance (BNP Paribas Cardif),
- Wealth and Asset Management: BNP Paribas Asset Management, BNP Paribas Real Estate, BNP Paribas Principal Investments (management of the BNPP Group's portfolio of unlisted and listed industrial and commercial investments) and BNP Paribas Wealth Management.

BNP Paribas SA is the parent company of the BNPP Group."

25. In **Chapter 4 Information about BNPP**, the information under the header **4.2 Corporate Information** shall be deleted and replaced as follows:

"The legal and commercial name of BNPP is BNP Paribas S.A.

BNPP is a public limited company ("*société anonyme*"), having its registered office address at boulevard des Italiens 16, 75009 Paris, France and is registered under number 662 042 449 RCS Paris with the Paris Trade and Company Register.

The telephone number of BNPP's registered office is +33(0)140144546.

BNPP's Legal Entity Identifier ("**LEI**") code is R0MUWSFPU8MPRO8K5P83.

According to article 3 of the articles of association, BNPP is licensed to conduct banking operations under the French Monetary and Financial Code, Book V, Section 1 (*Code Monétaire et Financier, Livre V, Titre 1er*) governing banking sector institutions.

The Company was founded pursuant to a decree dated 26 May 1966. Its legal life has been extended to 99 years with effect from 17 September 1993.

A description of BNPP's history is set out on page 6 of the BNPP 2022 Universal Registration Document (in English) which is incorporated by reference herein (please see 13 INFORMATION INCORPORATED BY REFERENCE").

Apart from the specific rules relating to its status as an establishment in the banking sector (Book V, Section 1 of the French Monetary and Financial Code (*Code Monétaire et Financier, Livre V, Titre 1er*), BNPP shall be governed by the provisions of the French Commercial Code (Code de Commerce) concerning commercial companies, as well as by the articles of association.

According to article 3 of the articles of association, the purpose of BNPP shall be to provide and carry out the following services with any individual or legal entity, in France and abroad, subject to compliance with the French laws and regulations applicable to credit institutions licensed by the Credit Institutions and Investment Firms Committee (*Comité des Établissements de Crédit et des Entreprises d'Investissement*):

- any and all investment services,
- any and all services related to investment services,
- any and all banking transactions,
- any and all services related to banking transactions,
- any and all equity investments.

as defined in the French Monetary and Financial Code Book III – Section 1 (Code Monétaire et Financier, Livre III, Titre 1er) governing banking transactions and Section II (Titre II) governing investment services and related services.

On a regular basis, BNPP may also conduct any and all other activities and any and all transactions in addition to those listed above, in particular any and all arbitrage, brokerage and commission transactions, subject to compliance with the regulations applicable to banks.

In general, BNPP may, on its own behalf, and on behalf of third parties or jointly therewith, perform any and all financial, commercial, industrial or agricultural, personal property or real estate transactions directly or indirectly related to the activities set out above or which further the accomplishment thereof.

None of the existing shareholders controls, either directly or indirectly, BNPP. As at 31 December 2022, the main shareholders were Société Fédérale de Participations et d'Investissement ("**SFPI**") a public-interest société anonyme (public limited company) acting on behalf of the Belgian government holding 7.8% of the share capital, Amundi holding 6.0% of the share capital, BlackRock Inc. holding 6.0% of the share capital and Grand Duchy of Luxembourg holding 1.0% of the share capital. To BNPP's knowledge, no shareholder other than SFPI, Amundi and BlackRock Inc. owns more than 5% of its capital or voting rights."

26. In **Chapter 4 Information about BNPP**, the information under the header **4.3 Statutory Auditors** shall be deleted and replaced as follows:

"The statutory auditors ("Commissaires aux comptes") of BNPP for the fiscal year ended 31 December 2021 and the fiscal year ended 31 December 2022 are the following:

Deloitte & Associés was re-appointed as Statutory Auditor at the Annual General Meeting of 24 May 2018 for a six-year period expiring at the close of the Annual General Meeting called in 2024 to approve the financial statements for the year ending 31 December 2023. The firm was first appointed at the Annual General Meeting of 23 May 2006.

Deloitte & Associés is represented by Laurence Dubois.

Deputy:

Société BEAS, 6, place de la Pyramide, Paris-La Défense Cedex (92), France.

PricewaterhouseCoopers Audit was re-appointed as Statutory Auditor at the Annual General Meeting of 24 May 2018 for a six-year period expiring at the close of the Annual General Meeting called in 2024 to approve the financial statements for the year ending 31 December 2023. The firm was first appointed at the Annual General Meeting of 26 May 1994.

PricewaterhouseCoopers Audit is represented by Patrice Morot.

Deputy: Jean-Baptiste Deschryver, 63, rue de Villiers, Neuilly-sur-Seine (92), France.

Mazars was re-appointed as Statutory Auditor at the Annual General Meeting of 24 May 2018 for a six-year period expiring at the close of the Annual General Meeting called in 2024 to approve the financial statements for the year ending 31 December 2023. The firm was first appointed at the Annual General Meeting of 23 May 2000.

Mazars is represented by Virginie Chauvin.

Deputy: Charles de Boisriou, 61, rue Henri Regnault, Courbevoie (92), France.

Deloitte & Associés, PricewaterhouseCoopers and Mazars are registered as Statutory Auditors with the Versailles Regional Association of Statutory Auditors, under the authority of the French National Accounting Oversight Board (Haut Conseil du Commissariat aux Comptes)."

27. In **Chapter 4 Information about BNPP**, the text under the header **4.4 Credit Rating assigned to BNPP** shall be deleted and replaced as follows:

"The BNPP Group is rated as at 15th March 2023 by four rating agencies.

The BNPP Group's long-term credit ratings, which can also be found in the table below, are A+ with a stable outlook (S&P Global Ratings Europe Limited ("**Standard & Poor's**")), Aa3 with a stable outlook (Moody's Investors Service Ltd. ("**Moody's**")), AA- with a stable outlook (Fitch France S.A.S. ("**Fitch France**")) and AA (low) with a stable outlook (DBRS Limited ("**DBRS**")) and BNPP's short-term credit ratings, which can also be found in the table below, are A-1 (Standard & Poor's), Prime-1 (Moody's), F1+ (Fitch France) and R-1 (middle) (DBRS).

Long Term /Short Term Rating	Standard & Poor's	Moody's	Fitch France	DBRS
As at 15 March 2022	A+/A-1 (stable outlook)	Aa3/Prime-1 (stable outlook)	AA-/F1+ (stable outlook)	AA (low)/R-1 (middle) (stable outlook)
As at 15 March 2023	A+/A-1 (stable outlook)	Aa3/Prime-1 (stable outlook)	AA-/F1+ (stable outlook)	AA (low)/R-1 (middle) (stable outlook)
Date of last review	25 April 2022	5 July 2022	13 September 2022	28 June 2022

Explanation of the meaning of the ratings:

Standard & Poor's

Standard & Poor's defines "A" as follows: An obligation rated "A" is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong. Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories."

S&P defines "A-1" as follows: "A short-term obligation rated "A-1" is rated in the highest category by S&P Global Ratings. The obligor's capacity to meet its financial commitments on the obligation is strong. Within this category, certain obligations are designated with a plus sign (+). This indicates that the obligor's capacity to meet its financial commitments on these obligations is extremely strong."

Moody's

Moody's defines "Aa" as follows: "Obligations rated "Aa" are judged to be of high quality and are subject to very low credit risk. Moody's appends numerical modifiers 1, 2 and 3 to each generic rating classification Aa through Caa. The modifier "1" indicates that the obligation ranks in the higher end of its generic rating category; the modifier "2" indicates a mid-range ranking; and the modifier "3" indicates a ranking in the lower end of that generic rating category."

Moody's defines "Prime-1" as follows: "Issuers (or supporting institutions) rated Prime-1 have a superior ability to repay short-term debt obligations."

Fitch France

Fitch France defines "AA-" as follows: "Very high credit quality". "AA" ratings denote expectations of very low default risk. They indicate very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events. Within rating categories, the modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories."

Fitch France defines "F1" as follows: "Highest Short-Term Credit Quality." "F1" ratings indicate the strongest intrinsic capacity for timely payment of financial commitments; may have an added "+" to denote any exceptionally strong credit feature."

DBRS

DBRS defines "AA" as follows: "Superior credit quality". The capacity for the payment of financial obligations is considered high. Credit quality differs from AAA only to a small degree. Unlikely to be significantly vulnerable to future events. All rating categories other than AAA and D also contain subcategories (high) and (low). The absence of either a (high) or (low) designation indicates that the rating is in the middle of the category."

DBRS defines "R-1 (middle)" as follows: "Superior credit quality. The capacity for the payment of short-term financial obligations as they fall due is very high. Differs from R-1 (high) by a relatively modest degree. Unlikely to be significantly vulnerable to future events."

Each of Standard & Poor's, Moody's, Fitch France and DBRS is established in the European Union and is registered under the Regulation (EC) No. 1060/2009 (as amended) (the "CRA Regulation"). As such each of Standard & Poor's, Moody's, Fitch France and DBRS is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation.

The credit ratings mentioned above have been issued by DBRS Ratings Limited London, United Kingdom, Fitch France S.A.S. Paris, France, Moody's France S.A.S., Paris, France, and Standard & Poor's Credit Market Services France S.A.S., Paris, France respectively, as indicated. Each of these credit rating agencies is established in the European Community and is registered under Regulation (EC) n° 1060/2009 of the European Parliament and of the Council of 16 September 2009 (as amended by Regulation (EU) No. 513/2011). The latest update of the list of registered

credit rating agencies is published on the following website of the European Securities and Markets Authority (ESMA): <https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>."

28. In **Chapter 4 Information about BNPP**, the text under the header **4.5 BNPP's borrowing and funding structure and financing of its activities** shall be deleted and replaced as follows:

"A description of BNPP's borrowing and funding structure and the financing of its activities is set out on pages 156 (3.7 "Financial structure") and 502 beginning with the headline "Liquidity risk management and supervision" to 519 ending before the headline "5.9 Operational Risk" of the BNPP 2022 Universal Registration Document (in English, which is incorporated by reference herein, (please see "13 INFORMATION INCORPORATED BY REFERENCE")."

29. In **Chapter 5 BUSINESS OVERVIEW**, the text in the last two paragraphs shall be deleted and replaced as follows:

"A description of BNPP's business and of the principal markets in which BNPP competes is set out on pages 7 to 19, 223 to 226 and 726 to 732 of the BNPP 2022 Universal Registration Document (in English), which is incorporated by reference herein (please see 13 INFORMATION INCORPORATED BY REFERENCE")."

An indication of any significant new products and/or activities is set out on pages 7 to 19, 223 to 226 and pages 726 to 732 of the BNPP 2022 Universal Registration Document (in English), which is incorporated by reference herein (please see 13 INFORMATION INCORPORATED BY REFERENCE")."

30. In **Chapter 6 ORGANISATIONAL STRUCTURE OF BNPP**, the text under the header shall be deleted and replaced as follows:

"BNP Paribas S.A. is the parent company of the BNPP Group. This means BNP Paribas S.A. directly or indirectly controls, jointly controls or has significant influence over the group entities.

A description of the group and of BNPP's position within it is set out on pages 4, 287 to 295, 604 to 611, 686 to 687 and 726 to 731 of the BNPP 2022 Universal Registration Document (in English) which is incorporated by reference herein (please see 13 INFORMATION INCORPORATED BY REFERENCE")."

31. In **Chapter 7 TREND INFORMATION**, the text under the header **7.1 Material Adverse Change in the Prospects of BNPP** shall be deleted and replaced as follows:

"Save as disclosed in this Registration Document there has been no material adverse change in the prospects of BNPP or the group since 31 December 2022 (being the end of the last financial period for which audited financial statements have been published)."

32. In **Chapter 7 TREND INFORMATION**, the text under the header **7.2 Significant Changes in the Financial Performance of BNPP** shall be deleted and replaced as follows:

"Save as disclosed in this Registration Document there has been no significant changes in the financial performance of BNPP or the group since 31 December 2022 (being the end of the last financial period for which audited financial statements have been published)."

33. In **Chapter 7 TREND INFORMATION**, the text under the header **7.3 Trend Information** shall be deleted and replaced as follows:

"Pages 153 to 156 (3.5 "Recent events" and 3.6 "Outlook") and page 725 (8.4 "Significant changes") of the BNPP 2022 Universal Registration Document (in English) is incorporated by reference herein (please see 13 INFORMATION INCORPORATED BY REFERENCE")."

34. In **Chapter 8 ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES OF BNPP**, the first paragraph shall be deleted and replaced as follows:

"The information about the administrative, management and supervisory bodies of BNPP set out on pages 35 to 48 and 110 of the BNPP 2022 Universal Registration Document (in English) is hereby incorporated by reference into this Registration Document (please see 13 INFORMATION INCORPORATED BY REFERENCE)."

35. In **Chapter 9. LITIGATION, REGULATORY AND SIMILAR MATTERS** the text under the header shall be deleted and replaced as follows:

"BNPP is party as a defendant in various claims, disputes and legal proceedings (including investigations by judicial or supervisory authorities) in a number of jurisdictions arising in the ordinary course of its business, including inter alia in connection with its activities as market counterparty, lender, employer, investor and taxpayer.

The related risks have been assessed by BNPP and are subject, where appropriate, to provisions disclosed in the consolidated financial statements at 31 December 2022; a provision is recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation arising from a past event and a reliable estimate can be made of the amount of the obligation.

The main contingent liabilities related to pending legal, governmental, or arbitral proceedings as of 31 December 2022 are described below.

BNPP currently considers that none of these proceedings is likely to have a material adverse effect on its financial position or profitability; however, the outcome of legal or governmental proceedings is by definition unpredictable. BNPP and certain of its subsidiaries are defendants in several actions pending before the United States Bankruptcy Court for the Southern District of New York brought by the Trustee appointed for the liquidation of Bernard L. Madoff Investment Securities LLC ("**BLMIS**").

These actions, known generally as "clawback claims", are similar to those brought by the BLMIS Trustee under the U.S. Bankruptcy Code and New York state law against numerous institutions, and seek recovery of approximately USD 1.3 billion allegedly received by BNP Paribas entities from BLMIS or indirectly through BLMIS-related "feeder funds" in which BNPP entities held interests. As a result of certain decisions of the Bankruptcy Court and the United States District Court between 2016 and 2018, the majority of the BLMIS Trustee's actions were either dismissed or substantially narrowed. However, those decisions were either reversed or effectively overruled by subsequent decisions of the United States Court of Appeals for the Second Circuit issued on 25 February 2019 and 30 August 2021. As a result, the BLMIS Trustee may seek to re-file certain claims that were previously dismissed. BNPP has substantial and credible defences to these actions and is defending against them vigorously.

Litigation was brought in Belgium by minority shareholders of the previous Fortis Group against the Société fédérale de Participations et d'Investissement, Ageas and BNPP seeking (amongst other things) damages from BNPP Group as restitution for part of the BNP Paribas Fortis shares that were contributed to BNPP Group in 2009, on the ground that the transfer of these shares was null and void. On 29 April 2016, the Brussels Commercial court decided to stay the proceedings until the resolution of the pending Fortis criminal proceeding in Belgium.

The criminal proceeding, in which the Public Prosecutor had requested a dismissal, is definitively closed, as the Council Chamber of the Brussels Court of first instance issued on 4 September 2020 a ruling (which since became final) that the charges were time-barred. Certain minority shareholders are continuing the civil proceedings against BNPP and the Société fédérale de Participations et d'Investissement before the Brussels Commercial court; BNPP continues to defend itself vigorously against the allegations of these shareholders. Like many other financial institutions in the banking, investment, mutual funds and brokerage sectors, BNPP has received or may receive requests for information from, or be subject to investigations by supervisory, governmental or self-regulatory agencies. BNPP responds to such requests, and cooperates with the relevant authorities and regulators and seeks to address and remedy any issues that may arise. On 26 February 2020, the Paris Criminal Court found BNP Paribas Personal Finance guilty

of misleading commercial practice and concealment of this practice. BNP Paribas Personal Finance was ordered to pay a fine of EUR 187,500 and damages and legal fees to the civil plaintiffs. The damages award was of immediate effect. BNP Paribas Personal Finance filed an appeal on the merits on 6 March 2020. It also sought to suspend the immediate effectiveness of the judgment, which the court rejected by decision dated 25 September 2020. BNP Paribas Personal Finance paid to the civil plaintiffs the damages awarded, without prejudice to the pending appeal before the Court of Appeal of Paris and to the civil legal proceedings that are otherwise ongoing. There are no other legal, governmental or arbitral proceedings (including any such proceedings which are pending or threatened) that could have, or during the last twelve months have had, significant effects on the Bank's financial condition or profitability."

36. In **Chapter 10 ADDITIONAL INFORMATION**, the first paragraph shall be deleted and replaced as follows:

"As at 31 December 2022, BNPP's share capital stood at EUR 2,468,663,292 divided into 1,234,331,646 shares with a par value of EUR 2 each."

37. In **Chapter 11 DOCUMENTS AVAILABLE**, the last paragraph shall be deleted and replaced as follows:

"the consolidated financial statements of BNPP Group for the financial years 2021 and 2022 (also available on the following website: [Finanzinformationen - BNP Paribas](#))."

38. In **Chapter 12 FINANCIAL INFORMATION CONCERNING BNPP'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES**, the text under the header **12.1 Historical Annual Financial Information** shall be deleted and replaced as follows:

"The consolidated financial statements for the year ended 31 December 2021 and the statutory auditors' report thereon on pages 180 to 296 of the BNPP 2021 Universal Registration Document (in English) and the consolidated financial statements for the year ended 31 December 2022 and the statutory auditors' report thereon on pages 176 to 302 of the BNPP 2022 Universal Registration Document (in English) are hereby incorporated by reference herein (please see 13 INFORMATION INCORPORATED BY REFERENCE)".

39. In **Chapter 12 FINANCIAL INFORMATION CONCERNING BNPP'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES**, the text under the header **12.2 Interim Financial Information** shall be deleted and replaced as follows:

"BNPP has not published quarterly or half year financial information since 31 December 2022, the date of its last audited financial statements."

40. In **Chapter 12 FINANCIAL INFORMATION CONCERNING BNPP'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES**, the text under the header **12.3 Significant Changes in the Financial Position of BNPP Group** shall be deleted and replaced as follows:

"There have been no significant changes in the financial position of BNPP or the BNPP Group since 31 December 2022 (being the end of the last financial period for which audited financial statements have been published)."

41. In **Chapter 13 INFORMATION INCORPORATED BY REFERENCE**, the text under the header shall be deleted and replaced as follows:

"This Base Prospectus should be read and construed in conjunction with the information as set out in the tables below regarding following documents which have been previously published or are published simultaneously with this Registration Document and that have been filed with the *Autorité des marchés financiers* ("**AMF**") for the purpose of the Prospectus Directive 2003/71/EC (as amended or superseded) and the Prospectus Regulation, and shall be incorporated in, and form part of, this Registration Document:

- BNPP's *Document d'Enregistrement Universel et rapport financier annuel* (in English), filed with the AMF for the purpose of the Prospectus Regulation with filing number D.22-0156 (the "**BNPP 2021 Universal Registration Document (in English)**"); it has been published on the website of BNPP <https://derivate.bnpparibas.com/MediaLibrary/Document/Backend/22-03-25-bnp2021-urd-en-mel.pdf>) and can be downloaded by clicking on this link.
- BNPP's *Document d'Enregistrement Universel et rapport financier annuel* (in English), filed with the AMF for the purpose of the Prospectus Regulation with filing number D.23-0143 (the "**BNPP 2022 Universal Registration Document (in English)**"); it has been published on the website of BNPP [universal-registration-document-2022 \(invest.bnpparibas\)](https://invest.bnpparibas.com/universal-registration-document-2022)) and can be downloaded by clicking on this link.

Only certain parts of the documents are incorporated by reference. The non-incorporated parts are either not relevant for the investor or covered elsewhere in the Registration Document."

13.1 BNPP 2021 Universal Registration Document (in English)

Information Incorporated by Reference	Reference	Relevant Part of this Registration Document
2021 Financial Statements		
Profit and loss account for the year ended 31 December 2021	Page 180 of the BNPP 2021 Universal Registration Document (in English)	"12.1 Historical Annual Financial Information"
Statement of net income and changes in assets and liabilities recognised directly in equity	Page 181 of the BNPP 2021 Universal Registration Document (in English)	"12.1 Historical Annual Financial Information"
Balance sheet at 31 December 2021	Page 182 of the BNPP 2021 Universal Registration Document (in English)	"12.1 Historical Annual Financial Information"
Cash flow statement for the year ended 31 December 2021	Page 183 of the BNPP 2021 Universal Registration Document (in English)	"12.1 Historical Annual Financial Information"
Statement of changes in shareholders' equity between 1 January 2021 and 31 December 2021	Pages 184 and 185 of the 2021 Universal Registration Document (in English)	"12.1 Historical Annual Financial Information"
Notes to the financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union	Pages 186 to 290 of the BNPP 2021 Universal Registration Document (in English)	"12.1 Historical Annual Financial Information"
Statutory Auditors' report on the Consolidated Financial Statements of BNP Paribas for the year ended 31 December 2021	Pages 291 to 296 of the BNPP 2021 Universal Registration Document (in English)	"12.1 Historical Annual Financial Information"

13.2. BNPP 2022 Universal Registration Document (in English)

Information Incorporated by Reference	Reference	Relevant Part of this Registration Document
Information about BNPP		
History and development of BNPP	Page 6 of the BNPP 2022 Universal Registration Document (in English)	"4.2 Corporate Information"
Business Overview		
A brief description of - BNPP's principal activities stating, - the main categories of products sold and/or services performed.	Pages 7 to 19, 223 to 226 and 726 to 732 of the BNPP 2022 Universal Registration Document (in English)	"5 Business Overview"
A brief description of the group and BNPP's position in it.	Pages 4, 287 to 295, 604 to 611, 686 to 687 and 726 to 731 of the BNPP 2022 Universal Registration Document (in English)	"6 Organisational Structure of BNPP"
An indication of any significant new products and/or activities.	Pages 7 to 19, 223 to 226 and 726 to 732 of the BNPP 2022 Universal Registration Document (in English)	"5 Business Overview"
A brief description of the principal markets in which BNPP competes.	Pages 7 to 19, 223 to 226 and 726 to 732 of the BNPP 2022 Universal Registration Document (in English)	"5 Business Overview"
Trend Informationen		
Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects for at least the current financial year.	Pages 153 to 156 (3.5 "Recent events" and 3.6 "Outlook") and page 725 (8.4 "Significant changes") of the BNPP 2022 Universal Registration Document (in English)	"7.3 Trend Information"
BNPP's borrowing and funding structure and financing of its activities		
	Pages 156 (3.7 "Financial structure") and 502 beginning with the headline "Liquidity risk management and supervision" to 519 ending before the headline "5.9 Operational Risk" of the BNPP 2022 Universal Registration Document (in English)	"4.5 BNPP's borrowing and funding structure and financing of its activities"
Administrative, Management, and Supervisory Bodies		

Names, business addresses and functions in the Issuer of the members of the administrative, management or supervisory bodies, and an indication of the principal activities performed by them outside BNPP where these are significant with respect to that Issuer: (a) members of the administrative, management or supervisory bodies; (b) partners with unlimited liability, in the case of a limited partnership with a share capital.	Pages 35 to 48 and 110 of the 2022 Universal Registration Document (in English)	"8 Administrative, Management and Supervisory Bodies of BNPP"
2022 Financial Statements		
Profit and loss account for the year ended 31 December 2022	Page 176 of the BNPP 2022 Universal Registration Document (in English)	"12.1 Historical Annual Financial Information"
Statement of net income and changes in assets and liabilities recognised directly in equity	Page 177 of the BNPP 2022 Universal Registration Document (in English)	"12.1 Historical Annual Financial Information"
Balance sheet at 31 December 2022	Page 178 of the BNPP 2022 Universal Registration Document (in English)	"12.1 Historical Annual Financial Information"
Cash flow statement for the year ended 31 December 2022	Page 179 of the BNPP 2022 Universal Registration Document (in English)	"12.1 Historical Annual Financial Information"
Statement of changes in shareholders' equity between 1 January 2022 and 31 December 2022	Pages 180 and 181 of the 2022 Universal Registration Document (in English)	"12.1 Historical Annual Financial Information"
Notes to the financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union	Pages 182 to 296 of the BNPP 2022 Universal Registration Document (in English)	"12.1 Historical Annual Financial Information"
Statutory Auditors' report on the Consolidated Financial Statements of BNP Paribas for the year ended 31 December 2022	Pages 297 to 302 of the BNPP 2022 Universal Registration Document (in English)	"12.1 Historical Annual Financial Information"

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