



R.C.S. Luxembourg: B 24 784

19, rue Eugène Ruppert
L-2453 Luxembourg

Annual report 2016:

Audited annual accounts
for the year ended
31 December 2016 and
report of the
réviseur d'entreprises agréé

BNP Paribas Fortis Funding

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To the Shareholders of
BNP Paribas Fortis Funding S.A.
19, rue Eugène Ruppert
L-2453 Luxembourg

REPORT OF THE REVISEUR D'ENTREPRISES AGREE

Report on the annual accounts

We have audited the accompanying annual accounts of BNP Paribas Fortis Funding S.A., which comprise the balance sheet as at December 31, 2016 and the profit and loss account for the year then ended, and a summary of significant accounting policies and other explanatory information.

Responsibility of the Board of Directors for the annual accounts

The Board of Directors is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts, and for such internal control as the Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

Responsibility of the réviseur d'entreprises agréé

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the *Commission de Surveillance du Secteur Financier*. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the *réviseur d'entreprises agréé's* judgment, including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the *réviseur d'entreprises agréé* considers internal control relevant to the entity's preparation and fair presentation of the annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors, as well as evaluating the overall presentation of the annual accounts.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the annual accounts give a true and fair view of the financial position of BNP Paribas Fortis Funding S.A. as of December 31, 2016, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the management report [annual report] and the Corporate Governance Statement but does not include the financial statements and our report of *réviseur d'entreprises agréé* thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

Other matter

The Corporate Governance Statement includes information required by Article 68bis paragraph (1) of the law of December 19, 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended.

Report on other legal and regulatory requirements

The management report is consistent with the annual accounts and has been prepared in accordance with the applicable legal requirements.

The information required by Article 68bis paragraph (1) letters c) and d) of the law of December 19, 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended and included in the Corporate Governance Statement is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

For Deloitte Audit, *Cabinet de révision agréé*



Olivier Lefèvre, *Réviseur d'entreprises agréé*
Partner

March 17, 2017

BNP Paribas Fortis Funding

Public limited company

Registered office: L-2453 Luxembourg, 19, rue Eugène Ruppert

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Report from the Board of Directors

Dear Sirs,

We are pleased to submit to you for approval, the annual accounts for the financial year ended 31 December 2016.

As at 31 December 2016, the total balance sheet amounts to EUR 4,662,647,188.60 compared to EUR 5,635,897,264.08 as at 31 December 2015.

The Company issued securities (amongst which retail offers to the public in Belgium and in the Grand Duchy in Luxembourg) which are split as follows:

	31 December 2016	31 December 2015
Subordinated notes	448,763,717.49	936,005,004.86
Fixed interest rates notes	1,393,012,977.69	1,670,117,617.75
Floating rates notes	290,231,175.25	480,572,714.27
Variable coupon notes	1,866,286,713.91	1,760,111,986.74
Variable redemption notes Credit Linked	5,734,000.00	14,652,000.00
Variable redemption notes Index Linked	321,424,335.29	206,621,033.94
Variable redemption notes Other	37,648,109.36	74,615,440.35
Commercial Papers	97,371,080.25	140,301,610.18
TOTAL	4,460,472,109.24	5,282,997,408.09

The amounts presented above represent the nominal of the issuances, to which accrued interest payable amounting to EUR 51,383,341.18 are added (31 December 2015: EUR 73,872,056.04).

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During the year 2016, the Company issued several securities and faced several redemptions and buy-back as follows (excluding the commercial papers issued):

Type of product	New Issues			Redemptions/Reductions			Foreign exchange by category	Total
	Number	Ccy	In Euro	Number	Ccy	In Euro	In Euro	In Euro
Subordinated notes				7	EUR	-450,000,000.00		
				1	JPY	-35,764,100.00		
Total				8		-485,764,100.00	-1,477,187.37	-487,241,287.37
Fixed interest rate notes	3	AUD	35,264,592.18	3	AUD	-87,761,873.74		
	2	EUR	50,951,341.60	5	EUR	-226,554,462.74		
	8	NOK	131,304,724.79	7	NOK	-214,014,404.45		
	1	NZD	4,944,568.71	1	PLN	-10,062,772.52		
	1	TRY	4,898,815.26	2	SEK	-32,633,928.57		
				2	TRY	-35,959,297.18		
Total	15		227,364,042.54	20		-606,986,739.20	102,518,056.60	-277,104,640.06
Floating rate notes	1	EUR	54,926,000.00	8	EUR	-262,290,000.00		
	1	NOK	129,176,071.15	1	NOK	-130,466,855.99		
	2	USD	28,845,642.68	2	USD	-17,753,263.62		
Total	4		212,947,713.83	11		-410,510,119.61	7,220,866.76	-190,341,539.02
Variable coupon notes	25	EUR	380,731,000.00	13	EUR	-301,688,673.16		
	5	USD	35,044,617.43	3	USD	-11,510,041.76		
Total	30		415,775,617.43	16		-313,198,714.92	3,597,824.66	106,174,727.17
Credit linked notes				1	EUR	-8,918,000.00		
Total				1		-8,918,000.00		-8,918,000.00
Index linked notes	10	EUR	137,026,000.00	3	EUR	-24,404,313.33		
	1	USD	1,518,891.21					
Total	11		138,544,891.21	3		-24,404,313.33	662,723.47	114,803,301.35
Other				1	EUR	-37,632,297.06		
Total	0		0.00	1		-37,632,297.06	664,966.07	-36,967,330.99
TOTAL GENERAL	60		994,632,265.01	60		-1,887,414,284.12	113,187,250.19	-779,594,768.92

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As at 31 December 2016, the Company shows a profit amounting to EUR 135,537.31 compared to a profit amounting to EUR 677,297.99 for the year 2015 which is summarized as below:

In EUR	31 December 2016	31 December 2015
Interests margin	1,713,241.85	2,069,811.27
Exchange result	-3,977.95	-8,293.48
Amortization fees 1) +2) +3) +4)	-160,125.71	-211,549.65
Taxes	-91,361.58	-321,738.91
Other operating expenses °	-6,309,581.71	-15,165,182.43
Other operating income °	4,987,342.41	14,314,251.19
Total	135,537.31	677,297.99

° Variation of other expenses and income between 2016 and 2015 is mainly due to higher gains on derivatives and losses on matured bonds in 2016 than in 2015 (gains on derivatives are compensated by losses on matured bonds).

The decrease in profit is mainly explained by the following elements:

- 1) Decrease of the global amortization option premium received and paid amounting to EUR -2,942,019.77 for the year ended 31 December 2016 (2015: EUR -5,444,128.84) as follows (*):

In EUR	31 December 2016	31 December 2015
Amortization premium paid	-2,942,019.77	-5,444,128.84
Total	-2,942,019.77	-5,444,128.84

The option premiums are amortized over the life of the corresponding security issuance retrospectively as from 1 January 2010.

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- 2) Increase of the expenses relating to bond issuances amounting to EUR -13,079,052.34 for the year ended 31 December 2016 (2015: EUR -12,872,476.13), which is as follows (**):

	31 December 2016	31 December 2015
Amortization of expenses related to bond issues	-130,603.22	-139,981.03
Amortization of syndication commissions	-12,948,449.12	-12,732,495.10
Subtotal	-13,079,052.34	-12,872,476.13
Total	-13,079,052.34	-12,872,476.13

The expenses are amortized over the life of the corresponding security's issuance.

- 3) Decrease of the net amortization of the upfront fees received and paid amounting to EUR 3,027,349.76 for the year ended 31 December 2016 (2015: EUR 5,566,937.28), which is as follows (*):

	31 December 2016	31 December 2015
Amortization of upfront fees paid	-7,851.00	-18,729.47
Amortization of upfront fees received	3,035,200.76	5,585,666.75
Total	3,027,349.76	5,566,937.28

The upfront fees are amortized over the life of the corresponding security's issuance. Furthermore, for the upfront fees received the residual life of the corresponding security's issuance is longer than for the upfront fees paid.

- 4) Increase of the amortization of the premiums received on borrowings amounting to EUR 12,833,596.64 for the year ended 31 December 2016 (2015: EUR 12,538,118.04), which is as follows (**):

	31 December 2016	31 December 2015
Amortization of premium received on borrowings	12,833,596.64	12,538,118.04
Total	12,833,596.64	12,538,118.04

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- 5) Decrease of the interest margin amounting to EUR 2,069,811.27 as at 31 December 2015 against EUR 1,713,241.85 as at 31 December 2016; this variation is mainly due to maturity of old issuances with a 13.5 bp margin which are replaced by issues with a 3bp margin.

- 6) Decrease of the taxes amounting to EUR -321,738.91 as at 31 December 2015 against EUR -91,361.58 as at 31 December 2016.

- 7) Increase of the netting between other operating expenses and income amounting to EUR -850,931.24 as at 31 December 2015 against EUR -1,322,239.30 as at 31 December 2016; this variation is mainly related to prescriptions reimbursed booked in profit and loss in 2015 (prescription elapsed and for which the cash balance not claimed, within the legally described time frame, by the investors are reimbursed to the Company by the paying agent) whereas booked in balance sheet as at 31 December 2016.

* Historically when concluding a derivative on an equity linked product, the Company used to receive an Upfront fee on the IRS and used to pay an Option premium on the equity component of the hedge. Point 1) above relates to the amortization of such option premium paid (for most of the case) and point 3) above relates to the amortization of such upfront fee received (for most of the case)

** Upon issuance, the client pays a premium over par (most of the time) which is used to cover the syndication / distribution costs. Point 2) above relates to the amortization of such premium (syndication commission) paid to syndication and point 4) above relates to the amortization of such premium received by BP2F (premium received on borrowings).

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The Board of Directors decides to propose to the Shareholders' General Meeting the following allocation:

	Legal reserve EUR	Other reserve* EUR	Profit brought forward EUR
Balance as at 31 December 2016	50,000.00	834,159.75	2,704,304.77
Profit for year ended 2016	-	-	135,537.31
Transfer of the 2011 special reserve to profit brought forward	-	(185,366.00)	185,366.00
Allocation to the special reserve related to the net worth tax 2017	-	105,600.00	(105,600.00)
Complement to the special reserve related to the net worth tax 2016 **	-	15,000.00	(15,000.00)
Dividends	-	-	(200,000.00)
Balance after allocation	50,000.00	769,393.75	2,704,608.08

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The profit for the year amounts to EUR 135,537.31

Following the release of an amount of EUR 185,366.00 from the reserve 2011 for the net wealth tax, the crediting of the reserve 2017 for the net wealth tax for a rounded amount of EUR 105,600.00 ((EUR 21,120.00*5) derived from the net wealth tax 2017 (EUR 21,120.00), the dividends to distribute for EUR 200,000 and the result of the year for EUR 135,537.31, an amount of EUR 303.31 representing the result is to be carried forward.

** Furthermore, in the ordinary general meeting of the shareholders dated April 20, 2016, the amount of the reserve 2016 was EUR 125,000.00 but the amount that should be constituted was EUR 140,000.00.

The complement of EUR 15,000.00 will be booked in 2017 and mentioned in the ordinary general meeting of the shareholders which will be held in April 2017.

* In order to take advantage of the provisions of paragraph 8a of the Net Wealth Tax Law, the Company has elected to get a tax credit for all or part of the net wealth tax due for that year. This tax credit is, however, limited to the amount of the corporate income tax due for the same year before any tax credit. In order to benefit from this provision, the Company commits itself to post to a special reserve (classified in the annual accounts under the caption "Other reserves") before the end of the subsequent year an amount equal to five times the net wealth tax to be credited, which has to be maintained for a period of five years.

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Reporting obligations and evolution of the legal ground

The Company fulfils its reporting obligations towards the local authorities and, with regard to the law of 11 January 2008 (as supplemented or amended from time to time) on transparency requirements for issuers of securities (the “Transparency Law”), the Company has signed on 2009 an agreement for OAM (Officially Appointed Mechanism) with BNP Paribas Securities Services, Luxembourg Branch (following the transfer on 1 April 2010 of the securities services activities of BGL BNP Paribas - Luxembourg to BNP Paribas Securities Services, Luxembourg branch).

It has to be noted that the Company doesn't provide post issuance information to the investors of its notes.

Certain obligations set out in Regulation (EU) No 648/2012 of the European Parliament and of the Council of 4 July 2012 on OTC derivatives, central counterparties and trade repositories, commonly referred to as the European Market Infrastructure Regulation (EMIR) are relevant for the Company that took actions to comply with such obligations:

- The Company is classified as a Non-Financial Counterpart (NFC) under EMIR and shall **report** (as from 2014) to a so-called trade repository the entry into, amendment of, and termination of any derivatives contract that is within the scope of EMIR. There is no exemption on this matter for intra-group derivatives contracts.
- Under EMIR, OTC derivatives shall be **cleared** (as from 2015) through a central counterparty if certain thresholds are met. Such thresholds are not expected to be exceeded by the Company (that is classified as NFC- towards its derivatives counterparts) but should it be the case, the Company intends to request to benefit from the exemption of clearing obligation for intra-group transactions.
- EMIR requires the Company to put in place risk-mitigation techniques for OTC derivatives contracts that are not cleared. It has been implemented by the Company mainly via (i) a procedure to ensure timely confirmations and portfolio reconciliation with its derivatives counterparts and (ii) amendments to the existing ISDA Master Agreements to cover the dispute resolution and to give certain representations within the framework of EMIR.

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Main inherent risks

The Board of Directors will also give a general overview, below, of the main inherent risks faced by BNP Paribas Fortis Funding and of the relevant mitigating factors. This overview is given as of the date of this report. The risks applicable to BNP Paribas Fortis Funding and the corresponding risk management methods can change from time to time.

The main inherent risks faced by BNP Paribas Fortis Funding can be broken down into the following categories:

1) Operational risk:

The operational risk is the risk of loss resulting from inadequate or failed internal processes or systems, human error, external events or changes in the competitive environment that damage the franchise or operating economics of a business.

Furthermore, in order to mitigate the risks, the Company hired in 2013 two part time employees of BNP Paribas Fortis S.A./N.V. (hereafter “**BNPPF**”).

Before deciding on the issuance of any debt securities, the Directors have to acknowledge that:

The terms of the paragraphs 1 and 2 of Article 57 of the Luxembourg Law on commercial companies dated 10 August 1915, as amended disclosing that “The Director who has an interest which is opposed to the company’s interest in a transaction submitted to the Board of Directors for authorization, is obliged to disclose such opposed interest to the Board and to procure that the existence of such opposed interest be mentioned in the minutes of the Board meeting. He cannot take part in the vote of the relevant resolutions of the Board. The existence of transactions in relation to which a Director has an opposed interest to that of the company has to be specifically reported to the first succeeding general meeting of shareholders prior to any other resolution is put to vote” are respected.

BNP Paribas Fortis Funding publishes from time to time (base) prospectuses to offer, place or/and list securities within the framework of its business activity as foreseen in its article of association.

As required by the Luxembourg law on prospectuses and the relevant regulations as the case maybe, the Company takes responsibility for the information contained in these prospectuses (with the limitations specified in these ones).

The base prospectus of the euro medium term note programme (EMTN) of the Company (as supplemented from time to time) was updated and approved by the *Commission de Surveillance du Secteur Financier* in Luxembourg on June 13, 2016 in order to comply with the amended prospectus directive and its regulations.

The EMTN programme of the Company is mainly used to launch plain vanilla and fixed income products.

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The Company also acts as issuer under the note, warrant and certificate programme enabling the issuance of warrants, certificates, and (vanilla or structured) notes, pursuant to which the base prospectus for the 2015 programme has been split in 2016 into three separate base prospectuses, one of which being a note base prospectus under which, inter alia, the Company acts as issuer, and BNPPF acts as guarantor of the notes issued by Company, and for which the current base prospectus dated June 9, 2016 (as supplemented) has been approved by the French *Autorité des marchés financiers* (the “AMF”), complying with prospectus directive 2003/71/EC (as amended).

The base prospectuses of the Company are published on its website www.bp2f.lu (the distribution of these documents being restricted by law).

2) Legal risk:

In case of any potential legal risk (e.g. license requested by a sponsor of an index, claim received from a noteholder or an investor), the Company will request advices from the legal department of its parent company and advices from an external legal advisor if it is required by an executive manager of the Company or by one member of the Board of Directors.

The Luxembourg prospectus law contains administrative sanctions in case of breach. As the Company also makes offers to the public in other jurisdictions, it may be exposed to the penal or/and administrative sanctions foreseen in the relevant local prospectus law.

Furthermore, the Company follows the compliance rules defined by its parent company in term of reputational risk and compliance with laws and regulations applicable to the Company.

3) Tax risk:

In case of any potential tax risk, the Company requests advices from the tax specialists of its parent company and advices from an external tax advisor if it is required by one member of the Board of Directors.

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4) Financial risk:

It encompasses two types of risk: credit risk and market risk as defined below:

- Credit risk is the risk that a borrower or counterparty will no longer be able to repay its debt;
- Market risk refers to the potential loss resulting from unfavourable market movements, which can arise from trading or holding positions in financial instruments.

Within the framework of the funding operations, BNP Paribas Fortis Funding hedges with BNPPF or BNP Paribas Arbitrage S.N.C. its exposures to various types of risks by using common OTC/derivatives instruments such as swaps and options from the issue date or strike date of each funding operation, for all the duration of such funding operation, and for the full amount of the related funding operation. As a general rule, the documentation of a derivative transaction of the Company shall refer to the documentation of the related funding transaction (the documentation of the related notes prevailing in case of discrepancy with the swap). Therefore the structure of each funding operation matches with the various related hedging transactions in terms of economics and in terms of documentation.

BNP Paribas Fortis Funding is currently only exposed to a counterparty risk (i) on BNPPF (as hedging counterpart and as borrower under the loans granted by the Company), and (ii) on BNP Paribas Arbitrage S.N.C. (as hedging counterpart).

To avoid exposure to a credit risk on a paying agent under its debt issuance Programmes, BNP Paribas Fortis Funding has followed the market practice and has included a wording in the documentation of its debt issuance programmes to be discharged from its payment obligations towards the noteholders as soon as the payments have been made on time to the relevant principal paying agent.

For the avoidance of any doubt, BNP Paribas Fortis Funding does not hold a trading portfolio and is then not exposed to a trading risk, i.e. in case of changes in the market price of positions held in capital market instruments.

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5) Liquidity risk:

The liquidity risk is the risk that BNP Paribas Fortis Funding, though solvent, either does not have sufficient financial resources available to meet its obligations when they fall due, or can secure or sell its assets only at excessive cost.

This risk is mitigated by the Board that follows the Liquidity Risk Policy published by the parent company of BNP Paribas Fortis Funding by applying it to the Company. Such policy explicitly mentions that the bank must maintain sufficient cash and liquid assets to meet its current and future financial obligations at all times, in normal and in stressed circumstances, for all its banking and financial activities, including special purpose vehicles and all legal entities.

6) Settlement risk:

BNP Paribas Fortis Funding is responsible for the cash management on a daily basis by monitoring the cash balances of the Company. Furthermore, the Company has implemented a payment procedure approved by the Board of Directors and agreed by BGL BNP Paribas S.A. acting as account bank of the Company. A contract and a convention for Multiline were signed in January 2015 between the Company and BGL BNP Paribas and the Company began to use this electronic payment tool from beginning of February 2015.

Information to be sent to the parent company

BNP Paribas Fortis Funding is a subsidiary of BNPPF. BNPPF is authorized and supervised by European Central Bank (ECB) and by the National Bank of Belgium, boulevard de Berlaimont 14, 1000 Brussels, and is also under the supervision on investor and consumer protection of the Financial Services and Markets Authority (FSMA), rue du Congrès 12-14, 1000 Brussels and is authorized as insurance agent under FSMA number 25789 A.

The National Bank of Belgium, BNPPF's supervisor on a consolidated basis, has granted its approval for using the most advanced approaches for calculating the own funds requirements under Basel II. This means that BNPPF applies the Advanced Internal Ratings Based Approach (AIRBA) to credit risk and the Advanced Measurement Approach (AMA) to operational risk for the majority of its portfolio.

Besides, BNPPF uses 'economic capital' as a consistent and comparable measure of risk across all risk types and geographies. It serves as an indicator of Value at Risk (VaR).

BNP Paribas Fortis Funding shall report to its parent company with the relevant information to enable BNPPF to apply these methods on a consolidated basis.

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The Board of Directors examined the annual accounts as at 31 December 2016 of BNP Paribas Fortis Funding on 17 March 2017 and authorized their publication.

The Board of Directors of BNP Paribas Fortis Funding declares that, to its knowledge, the annual accounts as at 31 December 2016 of BNP Paribas Fortis Funding established in accordance with the body of applicable accounting standards, give a faithful and honest image of the assets and liabilities, financial position and profits or losses of BNP Paribas Fortis Funding. The management report presents the evolution accurately, the results and the situation of BNP Paribas Fortis Funding and a description of the principal risks and uncertainties with which they are confronted.

No material subsequent events occurred to the Company since 31 December 2016.

Strategy related to BNP Paribas Fortis Funding

The issuances that the Company is proposing, via distributors, to different investor types and the lending of the proceeds of these transactions to its parent company is an important element of the funding policy of BNPPF.

The selling of structured notes and other types of bonds demanded by the Retail and Private Banking divisions of BGL BNP Paribas S.A. in Luxembourg or/and BNP Paribas Fortis NV/SA in Belgium is a stable element of the funding mix of BNPPF. On top of this, the Company also proposes tailor made issues (listed or not) for institutional investors.

The Company receives the request for mandates for the new issuances by e-mail and if agrees with them, one of the directors accepts the mandate by replying to the e-mail.

It is in line with the BNP Paribas group organization to maintain BNPPF, directly or via its subsidiaries, in a position of independency concerning its liquidity and funding management. The Company, with a volume of outstanding debt securities of about EUR 4.5 billion, is an element of diversification in the funding mix of BNPPF. It is a stable element as the demand for this type of investments by the investors has proved to be constant over time.

We also take into consideration that, for the structured notes, the use of the Company remains a practical solution to answer to the fact that the Belgian National Bank's clearing system cannot handle certain structured financial products.

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Corporate Governance:

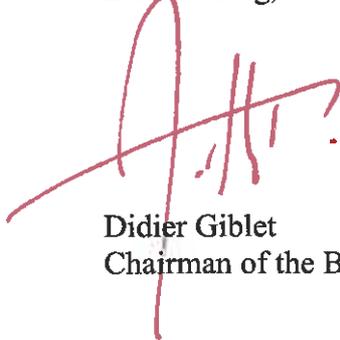
The articles of association do not provide any restriction regarding the voting rights of the shareholders and therefore said voting rights are exercised in accordance with the legal provisions in force.

Further to the articles of association, the directors shall be elected by the shareholders at a general meeting, which shall determine their number, remuneration and term of office. The term of the office of a director may not exceed six years and the directors shall hold office until their successors are elected. The directors may be re-elected for consecutive terms of office. The Company does not hold any quoted participations. The Company may, to the extent and under the terms permitted by the Law, purchase its own shares; as of today the Company does not hold any own share. As in the articles of association there is no provision regarding authorized capital, the Board of Directors is not allowed to issue new shares.

There is no specific provision in the articles of association regarding the possibility of amending the articles of association and therefore the articles of association can be amended according to the legal provision set for in article 67-1 of the amended Law dated 10 August 1915 on commercial companies.

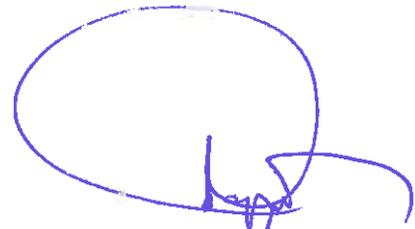
There is no specific provision in the articles of association regarding the rights of controls of the shareholders and therefore the shareholders can exercise their rights of controls to the extent and within the limits provided by the relevant Luxembourg applicable legislation.

Luxembourg, 17 March 2017



Didier Giblet
Chairman of the Board of Directors

For the Board of Directors:



Jonathan LEPAGE
Director

BNP Paribas Fortis Funding

Balance sheet as at December 31, 2016
(in EUR)

ASSETS	Notes	31.12.2016	31.12.2015
B. Formation expenses		203,089.63	260,885.12
C. Fixed assets		4,426,511,659.75	5,330,475,061.36
I. Intangible assets		84,240.00	-
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were		84,240.00	-
a) acquired for valuable consideration and need not be shown under C.I.3		84,240.00	-
II. Tangible assets		5,325.29	4,203.86
2. Plant and machinery		5,325.29	3,414.15
3. Other fixtures and fittings, tools and equipment		-	789.71
III. Financial assets		4,426,422,094.46	5,330,470,857.50
2. Loans to affiliated undertakings	3	4,426,422,094.46	5,330,470,857.50
D. Current assets		160,828,040.11	227,375,665.82
II. Debtors		153,868,092.56	220,814,392.60
2. Amounts owed by affiliated undertakings	4	153,507,240.70	220,350,481.43
a) becoming due and payable within one year		153,507,240.70	220,350,481.43
4. Other debtors		360,851.86	463,911.17
a) becoming due and payable within one year		360,851.86	463,911.17
IV. Cash at bank and in hand		6,959,947.55	6,561,273.22
E. Prepayments	5	75,104,399.11	77,785,651.78
TOTAL (ASSETS)		4,662,647,188.60	5,635,897,264.08
CAPITAL, RESERVES AND LIABILITIES			
A. Capital and reserves	6	4,224,001.83	5,588,464.52
I. Subscribed capital		500,000.00	500,000.00
IV. Reserves		884,159.75	1,723,834.75
1. Legal reserve		50,000.00	50,000.00
4. Other reserves, including the fair value reserve		834,159.75	1,673,834.75
b) other non available reserves		834,159.75	1,673,834.75
V. Profit or loss brought forward		2,704,304.77	2,687,331.78
VI. Profit or loss for the financial year		135,537.31	677,297.99
B. Provisions		54,278.06	282,466.83
2. Provisions for taxation		54,278.06	282,466.83
C. Creditors		4,519,386,114.54	5,362,751,043.72
1. Debenture loans	7	4,414,219,740.30	5,216,328,423.36
b) Non convertible loans		4,414,219,740.30	5,216,328,423.36
i) becoming due and payable within one year		752,685,671.21	1,634,464,655.25
ii) becoming due and payable after more than one year		3,661,534,069.09	3,581,863,768.11
8. Other creditors	8	105,166,374.24	146,422,620.36
a) Tax authorities		37,339.47	58,342.51
c) Other creditors		105,129,034.77	146,364,277.85
i) becoming due and payable within one year		102,128,832.25	146,364,277.85
ii) becoming due and payable after more than one year		3,000,202.52	-
D. Deferred income	5	138,982,794.17	267,275,289.01
TOTAL (CAPITAL, RESERVES AND LIABILITIES)		4,662,647,188.60	5,635,897,264.08

The notes in the annex form an integral part of the annual accounts.

BNP Paribas Fortis Funding

Profit and loss account
for the year ended 31 December 2016
(in EUR)

PROFIT AND LOSS ACCOUNT	Notes	31.12.2016	31.12.2015
5. Raw materials and consumables and other external expenses		-1,535,599.20	-1,445,900.54
b) Other external expenses		-1,535,599.20	-1,445,900.54
6. Staff costs	9	-119,208.98	-130,419.76
a) Wages and salaries		-74,932.62	-82,461.42
b) Social security costs		-44,276.36	-47,958.34
i) relating to pensions		-17,946.95	-21,208.89
ii) other social security costs		-26,329.41	-26,749.45
7. Value adjustments		-13,103,626.45	-12,875,314.13
a) in respect of formation expenses and of tangible and intangible fixed assets		-13,103,626.45	-12,875,314.13
10. Income from other investments and loans forming part of the fixed assets	10	92,606,975.73	114,658,978.06
a) derived from affiliated undertakings		92,606,975.73	114,658,978.06
11. Other interest receivable and similar income	11	481,287,152.78	339,986,639.27
a) derived from affiliated undertakings		81,318,340.03	128,030,579.82
b) other interest and similar income		399,968,812.75	211,956,059.45
13. Value adjustments in respect of financial assets and of investments held as current assets		-7,580,070.19	-19,043,142.46
14. Interest payable and similar expenses	12	-551,328,725.34	-420,151,803.54
a) concerning affiliated undertakings		-37,922,518.99	-50,250,872.19
b) other interest and similar expenses		-513,406,206.35	-369,900,931.35
15. Tax on profit or loss	14	-54,277.52	-279,256.83
16. Profit or loss after taxation		172,620.83	719,780.07
17. Other taxes not shown under items 1 to 16		-37,083.52	-42,482.08
18. Profit or loss for the financial year		135,537.31	677,297.99

The notes in the annex form an integral part of the annual accounts.

BNP Paribas Fortis Funding

Notes to the annual accounts for the year ended
31 December 2016

1 General information

BNP Paribas Fortis Funding (the “Company”) was incorporated on 24 September 1986 in Luxembourg as a limited liability company (Société Anonyme) for an unlimited period under the name GENFINANCE LUXEMBOURG S.A., which was then changed to FORTIS LUXEMBOURG FINANCE S.A. on 12 November 2001 and to BNP Paribas Fortis Funding on 22 February 2010.

The registered office of the Company is established at 19, rue Eugène Ruppert, L-2453 Luxembourg. The Company’s financial year starts on 1 January and ends on 31 December each year.

The Company’s object is to provide any direct or indirect financing, by any means, to its subsidiaries, to BNP Paribas Fortis and to companies controlled by BNP Paribas Fortis S.A./N.V. and to provide to these companies any assistance, loans, advances or guarantees and/or any services for financial or administrative assistance linked to such assistance, loans, advances, guarantees, and services.

Loans are granted under the same conditions as for borrowings, setting aside an intermediation margin.

The Company may conduct any transaction that it deems necessary to accomplish and develop its object, remaining however within the limits allowed by the Law of 10 August 1915 on corporations.

The Company is included in the consolidated accounts of BNP Paribas S.A. forming the largest body of undertakings of which the Company forms a part as a subsidiary undertaking. The consolidated accounts and the consolidated management report of BNP Paribas S.A. are available at its registered office: 16, Boulevard des Italiens, 75009 Paris, France.

In addition, the Company is also included in the consolidated accounts of BNP Paribas Fortis forming the smallest body of undertakings included in the body of undertakings referred to in the above mentioned paragraph of which the Company forms part as a subsidiary undertaking. The consolidated accounts and the consolidated management report of BNP Paribas Fortis are available at its registered office located at: 3, Montagne du Parc, B-1000 Brussels.

2 Significant accounting policies

The Company prepares its accounts in compliance with the legal requirements and generally accepted accounting principles in the Grand-Duchy of Luxembourg. The accounting principles and valuation criteria are defined and implemented by the Board of Directors, apart from those stipulated by the law. The Company applied the “Normalised accounting plan” for the purpose of these audited annual accounts.

BNP Paribas Fortis Funding

Notes to the annual accounts for the year ended
31 December 2016
(continued)

2.1 Tangible and intangible assets

Tangible and intangible fixed assets are valued at purchase price including the expenses incidental thereto or at production cost, less cumulated depreciation amounts written off and value adjustments. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply. The amortisations are calculated on a straight-line basis over the estimated useful economic life.

2.2 Premiums on options

The Company may take hedge positions through options. Premiums on options are accounted for in deferred charges and income and are amortised prorata temporis over the life of the borrowings to which they are related.

2.3 Foreign currency translation

The subscribed capital of the Company is expressed in euros (EUR) and the annual accounts are established in the same currency.

During the financial year, the transactions, income and expenses denominated in currencies other than the EUR were recorded using the exchange rate applicable on the transaction date.

At the closing date, the assets and debts expressed in currencies other than EUR are valued on the basis of the exchange rates applicable on that date. Unrealized gains and losses are booked as other financial income / charges in the profit and loss account due to the direct economic link between the transactions. Furthermore, where there is said economic link between two items within a transaction, accounted for in assets and liabilities respectively, and denominated in the same currency, the balance sheet entries are revalued at the closing exchange rate without impacting the profit and loss account.

2.4 Debtors

Debtors are valued at the lower of nominal or estimated net realisable value. A value adjustment is accounted for if, in the opinion of the Board of Directors, a permanent impairment in value has occurred, unless the loss is economically linked to an increase in the value of the loans.

2.5 Premiums on amounts receivable

Premiums on amounts receivable are amortised prorata temporis over the life of the receivable to which they are related.

2.6 Prepayments

This asset item includes expenditures incurred during the financial year but relating to a subsequent financial year.

2.7 Deferred income

This liabilities item includes income received during the financial year but relating to a subsequent financial year.

2.8 Creditors

Creditors are valued at the higher of nominal or repayment value.

BNP Paribas Fortis Funding

Notes to the annual accounts for the year ended
31 December 2016
(continued)

2.9 Premiums on borrowings

Premiums on borrowings are accounted for in deferred charges and income, independently of borrowings to which they are associated and are amortised prorata temporis over the life of the borrowings to which they are related.

2.10 Presentation of the comparative financial information

The figures for the balance sheet as at 31 December 2015 and profit and loss account for the year ended 31 December 2015 have been reclassified in order to comply with the requirements of the amended Law of 19 December 2002 and to ensure the comparability of the prior year/period financial information as follows:

- the subordinated and non-subordinated debts are now presented in a single caption, “Debenture loans – non-convertible loans”,
- the item “Income from financial current assets” from 31 December 2015 were reclassified to “other interest receivable and similar income”,
- the items “extraordinary income/expenses” from 31 December 2015 were reclassified to item “other” in note 11, respectively note 12 (part of captions “other interest receivable and similar income” and “interest payable and similar expenses” respectively).

These are presentation considerations and had no impact on the financial position or performance of the Company.

BNP Paribas Fortis Funding

Notes to the annual accounts for the year ended
31 December 2016
(continued)

3 Loans to affiliated undertakings

No value adjustment has been made on financial fixed assets, following the historical cost model.

The loan structure granted to BNP Paribas Fortis S.A./N.V., the parent company is as follows:

	31.12.2016	31.12.2015
	EUR	EUR
Amounts due within one year	749,749,573.16	1,723,242,917.92
Amounts due over 1 year		
1 to 5 years	2,298,381,625.66	2,244,749,866.80
5 years or more	<u>1,378,290,895.64</u>	<u>1,362,478,072.78</u>
	<u>3,676,672,521.30</u>	<u>3,607,227,939.58</u>
	<u>4,426,422,094.46</u>	<u>5,330,470,857.50</u>

4 Debtors - Amounts owed by affiliated undertakings becoming due and payable within one year

The item “debtors becoming due and payable within one year” is essentially made up of loans granted to BNP Paribas Fortis S.A./N.V. in the form of commercial papers issued under the “Euro Medium Term Notes” programme, interest receivable on these commercial papers, interest receivable on loans granted and interest receivable on derivatives.

5 Prepayments and deferred income

These captions under assets or under liabilities in the balance sheet primarily include the option premiums paid and received, the commissions payable or receivable during the issuance of certain borrowings and the premiums connected to the issuance of certain borrowings, less accumulated amortisation over the expected useful life of the related borrowings. Also, this caption includes the revaluation of the foreign exchange derivative financial instruments at the closing foreign exchange rate.

6 Capital and reserves

As at 31 December 2016, the issued and fully paid-up share capital of the Company amounts to EUR 500,000 consisting of 20,000 registered shares each having a nominal value of EUR 25.

BNP Paribas Fortis Funding

Notes to the annual accounts for the year ended
31 December 2016
(continued)

The movements for the year ended 31 December 2016 on the reserves and profit and loss items are as follows:

	Legal reserve	Other reserves*	Profit brought forward
	EUR	EUR	EUR
Balance as at 31 December 2015	50,000.00	1,673,834.75	2,687,331.78
Profit for year ended 2015	-	-	677,297.99
Transfer of the 2010 special reserve to profit brought forward	-	(964,675.00)	964,675.00
Allocation to the special reserve related to the net worth tax	-	125,000.00	(125,000.00)
Dividends paid	-	-	(1,500,000.00)
Balance as at 31 December 2016	<u>50,000.00</u>	<u>834,159.75</u>	<u>2,704,304.77</u>

Legal reserve

The Company is required to allocate a minimum of 5% of its annual net income to a legal reserve, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

Other reserves*

In order to take advantage of the provisions of paragraph 8a of the Net Wealth Tax Law, the Company has elected to get a tax credit for all or part of the net worth tax due for that year. This tax credit is, however, limited to the amount of the corporate income tax due for the same year before any tax credit. In order to benefit from this provision, the Company commits itself to post to a special reserve (classified in the annual accounts under the caption "Other reserves") before the end of the subsequent year an amount equal to five times the net worth tax to be credited, which has to be maintained for a period of five years.

This reserve is non-distributable during the period of five years from the year following that during which the Net Wealth Tax was reduced.

BNP Paribas Fortis Funding

Notes to the annual accounts for the year ended
31 December 2016
(continued)

7 **Debenture loans**

Amounts due and payable for the accounts shown under “Debenture loans” are as follows:

Non-convertible loans	31.12.2016 EUR	31.12.2015 EUR
Within one year	752,685,671.21	1,634,464,655.25
After one year and within five years	2,260,444,730.99	2,190,967,885.69
More than five years	1,401,089,338.10	1,390,895,882.32
	<u>4,414,219,740.30</u>	<u>5,216,328,423.26</u>

This item also includes the accrued interest payable as at 31 December 2016 that amounts to EUR 51,118,711.30 (EUR 49,015,931.98 as at 31 December 2015).

8 **Other creditors**

As at 31 December 2015, the item “Other creditors” was essentially made up of commercial papers, interest payable on commercial paper, on interest rate swap contracts and other contracts on derivative products related to certain borrowings and other fees payable; and as at 31 December 2016, some issuances for which the prescriptions elapsed and for which the cash balance not claimed (within the legally described time frame) by the investors are reimbursed to the Company by the paying agent, were added to this item.

9 **Staff costs**

As at 31 December 2016, the Company employed 5 persons on a part time basis (31 December 2015: 6 persons on a part time basis).

10 **Income from other investments and loans forming part of the fixed assets**

a) derived from affiliated undertakings

The caption is composed of the following items:

	31.12.2016 EUR	31.12.2015 EUR
Interests on loans	92,606,975.73	114,658,978.06
	<u>92,606,975.73</u>	<u>114,658,978.06</u>

BNP Paribas Fortis Funding

Notes to the annual accounts for the year ended
31 December 2016
(continued)

11 Other interest receivable and similar income

Other interest receivable and similar income are composed of the following items:

	31.12.2016	31.12.2015
	EUR	EUR
Interest on commercial papers and derivatives	78,275,463.35	116,976,193.49
Amortisation of premiums on borrowings	12,833,596.64	12,538,118.04
Interest on bank accounts	-	7,326.37
Upfront fees received	3,035,200.76	5,585,666.75
Gain on foreign exchange securities*	382,155,550.16	190,572,409.80
Commissions	1,085,829.66	2,651,231.40
Gains on derivatives (realised)	3,042,876.68	11,054,386.33
Gains on securities (realised)	830,119.29	29,050.08
Other	28,516.24	572,257.01
	<u>481,287,152.78</u>	<u>339,986,639.27</u>

*The gain on foreign exchange securities presented in note 11 is mainly unrealised and is matched by the loss on foreign exchange on securities presented in note 12.

The item "Other" above, classified in extraordinary income on previous year, was essentially made of, as at 31 December 2015, some issuances for which the prescriptions elapsed and for which the cash balance not claimed (within the legally described time frame) by the investors are reimbursed to the Company by the paying agent; and as at 31 December 2016, of a reversal of provision.

Other interest and similar income from affiliated undertakings amount to EUR 85,439,370.45 for the year ended 31 December 2016 (2015: EUR 136,274,804.34).

BNP Paribas Fortis Funding

Notes to the annual accounts for the year ended
31 December 2016
(continued)

12 Interest payable and similar expenses

Interest payable and other similar expenses are composed of the following items:

	31.12.2016	31.12.2015
	EUR	EUR
Interest on borrowings, commercial papers, interest rate swaps, equity options, equity swaps	-169,169,197.23	-229,565,360.28
Interest on bank accounts	-	-2.48
Loss on foreign exchange on securities*	-382,159,528.11	-190,580,703.28
Other	-	-5,737.50
	<u>-551,328,725.34</u>	<u>-420,151,803.54</u>

*The gain on foreign exchange securities presented in note 11 is mainly unrealised and is matched by the loss on foreign exchange on securities presented in note 12.

The item "Other" above, classified in extraordinary charges on previous year, was essentially made of some reimbursements to the clients after their requests related to some prescriptions elapsed from previous years.

Interest and other financial charges with affiliated undertakings amount to EUR -41,646,182.52 for the year ended 31 December 2016 (2015: EUR -50,250,874.67).

13 Advances and loans granted to the member of the management and supervisory bodies

The Company has not granted any advances or loans to members of administrative or supervisory bodies as at and during the years ended 31 December 2015 and 2016.

BNP Paribas Fortis Funding

Notes to the annual accounts for the year ended
31 December 2016
(continued)

14 Tax position

The Company is subject to Luxembourg tax laws.

15 Derivative financial instruments

The Company uses various derivative instruments contracted with BNP Paribas Fortis S.A./N.V. and BNP Paribas Arbitrage S.N.C. for hedging purposes as part of its bond issuing and financing activities to hedge against potential market, foreign exchange or interest rate risks.

The nominal of these derivatives financial instruments are as follows:

	31.12.2016	31.12.2015
	Nominal	Nominal
	EUR	EUR
Interest Rate Swap	1,171,737,050.75	1,663,373,767.51
Equity Swap	1,669,004,149.21	1,514,779,937.80
Cross Currency Interest Rate Swap	294,485,671.11	600,158,446.94

BNP Paribas Fortis Funding

Notes to the annual accounts for the year ended
31 December 2016
(continued)

16 Related parties transactions

During the financial year 2016, the following significant transactions were entered into with related parties:

	BNP Paribas Fortis S.A./NV(BNPPF) EUR	Other companies of the group BNP Paribas EUR
Assets		
Loans to affiliated undertakings	4,426,422,094.46	-
Amounts owed by affiliated undertakings becoming due and payable within one year	149,460,104.32	4,047,136.38
Cash at bank	-	6,959,947.55
Prepayments	3,254,829.37	-
	4,579,137,028.15	11,007,083.93
Liabilities		
Non convertible loans*	38,922,757.00	71,734,764.85
Other creditors becoming due and payable within one year	3,488,891.21	897,686.52
Deferred income	3,352,572.98	43,357.88
	45,764,221.19	72,675,809.25
Charges		
Value adjustments in respect of financial assets and of investments held as current assets	-2,949,870.77	-603,370.02
Interest payable and similar expenses**	-32,197,413.78	-9,448,768.74
	-35,147,284.55	-10,052,138.76
Income		
Income from other investments and loans forming part of the fixed assets	92,606,975.73	-
Other interest receivable and similar income ***	67,696,416.51	17,742,953.94
	160,303,392.24	17,742,953.94

* These amounts are a result of acquisitions of bonds by the respective related parties on behalf of third parties (investors) for a short period of time.

** From which EUR- 2,341,971.53 is a result of acquisitions of bonds by BNPPF on behalf of third parties (investors) for a short period of time and EUR -1,381,692.00 is a result of acquisitions of bonds by other companies of the group. Those amounts are recorded in the caption 14 b) of the profit and loss accounts.

*** From which EUR 4,121,030.42, representing up-front fees and commissions for buy backs received from BNPPF

BNP Paribas Fortis Funding

Notes to the annual accounts for the year ended
31 December 2016
(continued)

17 Auditor's fees

The total auditor's fees, V.A.T. included, are presented as follows:

	31.12.2016	31.12.2015
	EUR	EUR
Audit fees	65,108.34	65,068.24
Audit related fees	12,334.80	12,327.12
Other fees	51,710.16	33,577.83
	<u>129,153.30</u>	<u>110,973.19</u>