6 January 2012
FIRST SUPPLEMENT TO THE BASE PROSPECTUS

FORTIS BANK NV/SA

(INCORPORATED AS A PUBLIC COMPANY WITH LIMITED LIABILITY (NAAMLOZE VENNOOTSCHAP/SOCIÉTÉ ANONYME) UNDER THE LAWS OF BELGIUM, ENTERPRISE NO. 0403.199.702, REGISTER OF LEGAL ENTITIES OF BRUSSELS)

AND

BNP PARIBAS FORTIS FUNDING

(INCORPORATED AS A SOCIÉTÉ ANONYME UNDER THE LAWS OF THE GRAND DUCHY OF LUXEMBOURG REGISTERED WITH THE LUXEMBOURG REGISTRY OF COMMERCE AND COMPANIES UNDER NO. B 24,784)

UNCONDITIONALLY AND IRREVOCABLY GUARANTEED BY FORTIS BANK NV/SA

EUR 30,000,000,000
Euro Medium Term Note Programme

This first supplement dated 6 January 2012 to the Base Prospectus (the "**Supplement**") is prepared in connection with the Euro Medium Term Note Programme referred to above (the "**Programme**") and is a supplement to the Base Prospectus dated 17 June 2011 prepared by FORTIS BANK NV/SA ("**Fortis Bank**") and BNP Paribas Fortis Funding ("**BP2F**") (each an "**Issuer**" and together, the "**Issuers**") relating to the Programme (the "**Base Prospectus**") and under which the Notes issued by BP2F are guaranteed on a subordinated or unsubordinated basis by Fortis Bank NV/SA (the **"Guarantor"**). This Supplement is supplemental to and should be read in conjunction with the Base Prospectus issued by the Issuers. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved on the date hereof by the Luxembourg *Commission de Surveillance du Secteur Financier*, which is the Luxembourg competent authority for the purpose of the Prospectus Directive and relevant implementation measures of the Prospectus Directive into Luxembourg law. This Supplement has been prepared pursuant to article 13 of the Luxembourg Prospectus Law.

Each of the Issuers and the Guarantor will, at its registered office and at the specified offices of the Paying Agents, provide, free of charge, upon oral or written request, a copy of this Supplement. In addition, this Supplement will be available in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of Fortis Bank (www.bnpparibasfortis.be/emissions).

Unless the contrary is stated, terms defined in the Base Prospectus shall have the same meanings when used in this Supplement. In case of inconsistency between a statement contained in this Supplement and any other statement in or incorporated by reference in the Base Prospectus, the statement contained in this Supplement shall prevail. The Base Prospectus shall be amended as set out herein.

1. Long term debt ratings of Fortis Bank and of BP2F (with the Guarantee of Fortis Bank)

Paragraph 1 (General) of the section "Description of Fortis Bank NV/SA" on page 201 of the Base Prospectus is completed at the end with the following:

"On 6 January 2012, the long terms debt ratings of Fortis Bank (and of BP2F with the guarantee of Fortis Bank) were the following:

- Fitch: A (Stable Outlook)

Ratings of (individual) securities or financial obligations of a corporate issuer address relative vulnerability to default on an ordinal scale.

The relationship between issuer scale and obligation scale assumes an historical average recovery of between 30%-50% on the senior, unsecured obligations of an issuer. As a result, individual obligations of entities, such as corporations, are assigned ratings higher, lower, or the same as that entity's issuer rating (or IDR).

A: High credit quality.
'**A**' ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

The modifiers "+" or "-" (if any) may be appended to a rating to denote relative status within major rating categories.

Rating Outlooks indicate the direction a rating is likely to move over a one- to two-year period. They reflect financial or other trends that have not yet reached the level that would trigger a rating action, but which may do so if such trends continue. The majority of Outlooks are generally **Stable**, which is consistent with the historical migration experience of ratings over a one- to two-year period. Positive or Negative rating Outlooks do not imply that a rating change is inevitable and, similarly, ratings with Stable Outlooks can be raised or lowered without a prior revision to the Outlook, if circumstances warrant such an action.
Occasionally, where the fundamental trend has strong, conflicting elements of both positive and negative, the Rating Outlook may be described as Evolving.

Outlooks are currently applied on the long-term scale to issuer ratings in corporate finance (including sovereigns, industrials, utilities, financial institutions and insurance companies)..

Rating Watches indicate that there is a heightened probability of a rating change and the likely direction of such a change. These are designated as "Positive", indicating a potential upgrade, "Negative", for a potential downgrade, or "Evolving", if ratings may be raised, lowered or affirmed. However, ratings that are not on Rating Watch can be raised or lowered without being placed on Rating Watch first, if circumstances warrant such an action.

A Rating Watch is typically event-driven and, as such, it is generally resolved over a relatively short period. The event driving the Watch may be either anticipated or have already occurred, but in both cases, the exact rating implications remain undetermined. The Watch period is typically used to gather further information and/or subject the information to further analysis. Additionally, a Watch may be used where the rating implications are already clear, but where a triggering event (e.g. shareholder or regulatory approval) exists. The Watch will typically extend to cover the period until the triggering event is resolved or its outcome is predictable with a high enough degree of certainty to permit resolution of the Watch.

Rating Watches can be employed by all analytical groups and are applied to the ratings of individual entities and/or individual instruments.

Timing is informative but not critical to the choice of a Watch rather than an Outlook. A discrete event that is largely clear and the terms of which are defined, but which will not happen for more than six months – such as a lengthy regulatory approval process – would nonetheless likely see ratings placed on Watch rather than a revision to the Outlook.

An Outlook revision may, however, be deemed more appropriate where a series of potential event risks has been identified, none of which individually warrants a Watch but which cumulatively indicate heightened probability of a rating change over the following one to two years. A revision to the Outlook may also be appropriate where a specific event has been identified, but where the conditions and implications of that event are largely unclear and subject to high execution risk over an extended period.

(Sources: Definitions of Ratings and Other Forms of Opinion dated December 2011 and published on www.fitchratings.com).

<u>- Moody's: A1 (Negative outlook)</u>

Moody's long-term ratings are opinions of the relative credit risk of financial obligations with an original maturity of one year or more. They address the possibility that a financial obligation will not be honored as promised. Such ratings use Moody's Global Scale and reflect both the likelihood of default and any financial loss suffered in the event of default.

Obligations rated **A** are considered upper-medium grade and are subject to low credit risk.

Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from 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.

A Moody's rating **outlook** is an opinion regarding the likely direction of an issuer's rating over the medium term. Where assigned, rating outlooks fall into the following four categories: Positive (POS), **Negative (NEG)**, Stable (STA), and Developing (DEV - contingent upon an event). In the few instances where an issuer has multiple ratings with outlooks of differing directions, an "(m)" modifier (indicating multiple, differing outlooks) will be displayed, and Moody's written research will describe any differences and provide the rationale for these differences. An RUR (Rating(s) Under Review) designation indicates that an issuer has one or more ratings under review, and thus overrides the outlook designation. When an outlook has not been assigned to an eligible entity, NOO (No Outlook) may be displayed.

A review indicates that a rating is under consideration for a change in the near term. A rating can be placed on review for upgrade (UPG), downgrade (DNG), or more rarely with direction uncertain (UNC). A review may end with a rating being upgraded, downgraded, or confirmed without a change to the rating. Ratings on review are said to be on Moody's "Watchlist" or "On Watch".

(Sources: rating symbols and definitions dated December 2011 and published on www.moodys.com).

<u>- Standard & Poor's: AA- (Credit Watch negative)</u>

Issue credit ratings are based, in varying degrees, on Standard & Poor's analysis of the following considerations:

- Likelihood of payment—capacity and willingness of the obligor to meet its financial commitment on an obligation in accordance with the terms of the obligation;
- Nature of and provisions of the obligation;
- Protection afforded by, and relative position of, the obligation in the event of bankruptcy, reorganization, or other arrangement under the laws of bankruptcy and other laws affecting creditors' rights.

Issue ratings are an assessment of default risk, but may incorporate an assessment of relative seniority or ultimate recovery in the event of default. Junior obligations are typically rated lower than senior obligations, to reflect the lower priority in bankruptcy, as noted above. (Such differentiation may apply when an entity has both senior and subordinated obligations, secured and unsecured obligations, or operating company and holding company obligations.)

An obligation rated '**AA**' differs from the highest-rated obligations only to a small degree. The obligor's capacity to meet its financial commitment on the obligation is very strong.

The ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.

A Standard & Poor's rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). In determining a rating outlook, consideration is given to any changes in the economic and/or fundamental business conditions. An outlook is not necessarily a precursor of a rating change or future CreditWatch action.

- Positive means that a rating may be raised.
- Negative means that a rating may be lowered.
- Stable means that a rating is not likely to change.
- Developing means a rating may be raised or lowered.
- N.M. means not meaningful.

CreditWatch highlights our opinion regarding the potential direction of a short-term or long-term rating. It focuses on identifiable events and short-term trends that cause ratings to be placed under special surveillance by Standard & Poor's analytical staff. Ratings may be placed on CreditWatch under the following circumstances:

- When an event has occurred or, in our view, a deviation from an expected trend has occurred or is expected and when additional information is necessary to evaluate the current rating. Events and short-term trends may include mergers, recapitalizations, voter referendums, regulatory actions, performance deterioration of securitized assets, or anticipated operating developments.
- When we believe there has been a material change in performance of an issue or issuer, but the magnitude of the rating impact has not been fully determined, and we believe that a rating change is likely in the short-term.
- A change in criteria has been adopted that necessitates a review of an entire sector or multiple transactions and we believe that a rating change is likely in the short-term. A CreditWatch listing, however, does not mean a rating change is inevitable, and when appropriate, a range of potential alternative ratings will be shown. CreditWatch is not intended to include all ratings under review, and rating changes may occur without the ratings having first appeared on CreditWatch. The "positive" designation means that a rating may be raised; "**negative**" means a rating may be lowered; and "developing" means that a rating may be raised, lowered, or affirmed.

(Sources: Standard & Poor's Ratings Definitions published on 1 November 2011 and available on www.standardandpoors.com).

<u>- Important notice</u>

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the relevant assigning rating agency that may also changes its methodology or/and definitions from time to time.

Fitch, Moody’s as well as Standard & Poor’s are established in the European Union and are registered, as from 31 October 2011, under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (as amended by Regulation (EU) No. 513/2011 of the European Parliament and of the Council of 11 May 2011) (the ***CRA Regulation***). The latest update of the list of credit rating agencies registered under the CRA Regulation, being at the date of this Supplement 31 October 2011, is published on the website of the European Securities and Markets Authority (http://www.esma.europa.eu/page/List-registered-and-CRAs).

A change of outlook, of credit watch, or of any rating of Fortis Bank, of its securities (including but not limited to the ratings of long term notes, short term notes, senior subordinated notes, or junior subordinated notes), or of one of its debt issuance programme, from time to time, doesn’t automatically mean that, according to BP2F or/and Fortis Bank, there is a significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes to be issued by BP2F or Fortis Bank under the Programme.

The latest ratings of Fortis Bank (together with the related research update or press release published by the relevant rating agency) and of its debts (by type of instrument) can be found on the following website: www.bnpparibasfortis.com (select "Investors", "information on rating", and then "Ratings banking entities" OR "Ratings debt")."

2. Taxation in Belgium

Due to the Belgian law voted in the Belgian Senate on 23 December 2011 on miscellaneous matters, the description of the "Taxation in Belgium" under section "Taxation" on pages 225 to 227 of the Base Prospectus is replaced by the following:

"Taxation in Belgium

(i) Withholding tax:
The withholding tax treatment in Belgium of the Notes will be different depending on whether the issuer of the Notes is Fortis Bank or BP2F. Notes issued by Fortis Bank will hereafter be referred to as **"Belgian Notes"** while Notes issued by BP2F will be referred to as **"Foreign Notes"**.

Notes issued by Fortis Bank may be cleared through the X/N clearing system. The withholding tax treatment in respect of Notes cleared through the X/N system is different from that of other Notes and is set out below under the heading "*Withholding tax treatment applicable to Notes held in the X/N system"*.

(a) Withholding tax treatment of Foreign Notes and Belgian Notes that are not held in the X/N system

Withholding tax treatment applicable to individuals resident in Belgium

Interest payments made to Belgian resident individuals will be subject to a 21 per cent. Belgian withholding tax. The same applies to interest on Foreign Notes if such interest is collected through a financial intermediary established in Belgium.

If the payment is not made through a Belgian intermediary and withholding tax is not withheld, the investors must report the interest income in their annual tax return and pay tax thereon at the rate of 21 per cent.

In addition, individuals subject to Belgian Income Tax (for Belgian resident individuals) who receive investment income of more than EUR 20,000 per year (amount valid for 2012), are subject to an Additional Tax on Investment Income of 4% (hereafter the "**Additional Tax**") in respect of their investment income in excess of EUR 20,000 (amount valid for 2012).

In respect of this Additional Tax, two alternatives will be available for the taxpayer:

- either the Additional Tax of 4% is withheld at source;
- or the Additional Tax of 4% is not withheld at source and is assessed as a result of the income to be reported in the annual Income Tax return.

In case the Additional Tax has been withheld at source on their investment income, the investors are not obliged to report their investment income in their annual Income Tax return and consequently, the withholding tax and the additional tax are final taxes.

In case the Additional Tax has not been withheld at source, the investors are obliged to report their investment income in their annual Income Tax return and the withholding tax is not necessarily the final tax.

However, for the time being (as of the date of this Supplement), for operational reasons, many financial institutions are not yet able to withhold the Additional Tax at source. Therefore, from now on and until further notice (if any), the investment income must be reported in the annual Income Tax return.

Other rules may apply if the Notes are held in the course of a business activity.

Withholding tax treatment applicable to Belgian corporations

The amount of interest on Belgian Notes is subject to a Belgian withholding tax of 21 per cent.

Interest on Foreign Notes that is collected through a financial intermediary established in Belgium is in principle also subject to Belgian withholding tax, but may benefit from an exemption if the company receiving the interest delivers a specific residence certificate. This withholding tax exemption does not apply to Zero Coupon Notes.

Withholding tax treatment applicable to non-profit entities

In the case of Belgian resident investors subject to the non-profit legal entities tax (*impôt des personnes morales / rechtspersonenbelasting*), interest payments on Belgian Notes will be subject to a 21 per cent. Belgian withholding tax. The same applies to interest on Foreign Notes if the payment is made through a financial institution or other intermediary established in Belgium. If the payment is not made through a Belgian intermediary and withholding tax is not withheld, the investor is itself liable for the withholding tax of 21 per cent.

Withholding tax treatment applicable to non-Belgian residents

Interest on Belgian Notes is subject to a withholding tax of 21 per cent unless the Noteholder has the benefit of a tax treaty which provides for an exemption or reduction from withholding tax. The income of Foreign Notes held by investors who are not residents of Belgium (unless these investors have a permanent establishment in Belgium through which they hold the Notes) will not be subject to Belgian withholding tax if the payments are not collected through a Belgian financial intermediary. Interest collected through regulated financial intermediaries is exempted from Belgian withholding tax provided that the investor delivers to its financial intermediary an appropriate certificate of exemption.

(b) Withholding tax treatment applicable to Notes held in the X/N system

The holding of the Notes in the NBB clearing and settlement system permits most types of investors (the **“Eligible Investors”**, see below) to collect interest on their Notes free of withholding tax, and to trade their Notes on a gross basis.

Participants in the NBB system must keep the Notes they hold for the account of Eligible Investors on so called **“X accounts”**, and those they hold for the account of non-Eligible Investors on **“N accounts”**. Payments of interest made through X accounts are free of withholding tax; payments of interest made through N accounts are subject to a withholding tax of 21 per cent., which the NBB deducts from the payment and pays over to the tax authorities. In the case of Notes issued at a discount, the difference between the issue price and the nominal amount constitutes interest for these purposes.

Transfers of Notes between an X account and an N account give rise to certain adjustment payments on account of withholding tax:

• A transfer from an N account to an X account gives rise to the payment by the transferor non-Eligible Investor to the NBB of withholding tax on the accrued fraction of interest calculated from the last interest payment date up to the transfer date. The withholding tax is due in euro, and is calculated based on the rate of exchange published two business days earlier by the NBB.

• A transfer from an X account to an N account gives rise to the refund by the NBB to the transferee non-Eligible Investor of withholding tax on the accrued fraction of interest calculated from the last interest payment date up to the transfer date. The refund is payable in euro, and is calculated based on the rate of exchange published two business days earlier by the NBB.

• Transfers of Notes between two X accounts do not give rise to any adjustment on account of withholding tax.

These adjustment mechanics are such that parties trading the Notes on the secondary market, irrespective of whether they are Eligible or non-Eligible Investors, are in a position to quote prices on a gross basis.

The main categories of Eligible Investors are as follows:
• Belgian resident corporate investors;

• corporate investors who are non-residents of Belgium, whether they have a permanent establishment in Belgium or not;
• individuals who are non-residents of Belgium, unless their holding of the Notes is connected to a permanent establishment they have in Belgium; and

• non incorporated foreign collective investment schemes (such as *fonds communs de placement*) whose units are not publicly offered or marketed in Belgium.

The main categories of non-Eligible Investors are as follows:

• Belgian resident individuals;

• Belgian non profit organisations;

• Belgian organizations for the financing of pensions as meant in the law of 27 October 2006; and

• non incorporated Belgian collective investment schemes (*fonds communs de placement*) and similar foreign funds whose units are publicly offered or marketed in Belgium.

(The above categories summarise the detailed definitions contained in Article 4 of the royal decree of 26 May 1994, to which investors should refer for a precise description of the relevant eligibility rules.)

When opening a securities account for the holding of Notes or other securities kept in the NBB clearing and settlement system, investors are required to provide the financial institution where this account is kept with a statement as to their tax status. This statement need not be periodically reissued. No such statement is required of investors who are non-residents of Belgium and keep their Notes on a securities account through Euroclear or Clearstream, Luxembourg.

The specific terms under which the Additional Tax of 4% would be applied "at source" on payments of income made through N accounts, has, for the time being, not yet been clarified by the Belgian Tax Authorities.

(ii) Tax on stock exchange transactions:
Secondary market trades in respect of the Notes will give rise to a stock exchange tax (*Taxe sur les operation de bourse / Taks op de Beursverrichtingen*) if they are carried out in Belgium through a professional intermediary. The rate applicable for secondary sales and purchases is 0.09% (as increased by the Belgian law voted in the Belgian Senate on 23 December 2011 on miscellaneous matters). The tax is due separately from each party to any such transaction, *i.e.*, the seller (transferor) and the purchaser (transferee), both collected by the professional intermediary. The amount of the transfer tax is, however, capped at EUR 650 per transaction per party.

However, the tax referred to above will not be payable by exempt persons acting for their own account including all non-residents of Belgium, subject to the delivery of an affidavit to the financial intermediary in Belgium confirming their non-resident status and certain Belgian institutional investors, as defined in article 126/1, 2° of the Code of various duties and taxes (*Code des droits et taxes divers / Wetboek diverse rechten en taksen*)."

3. Others

3.1. The item 41 of the form of Final Terms mentioned on page 270 of the Base Prospectus is replaced by the following:

41.	[Total commission and concession:**	[ ] per cent. of the **Principal Amount [[of Tranche]**]**

3.2 The following paragraph 14 is added under section "General Information" starting on page 278 of the Base Prospectus

"14. Each of the Issuer gives its explicit consent to Fortis Bank (only) to use and distribute the Base Prospectus (as supplemented or/and amended from time to time) and the relevant Final Terms for the (re)sale of Notes (on the secondary market) for which Fortis Bank acted as Dealer or Manager under such Notes on the primary market."

3.3. The risk factor "The Notes may not be a suitable investment for all investors" on page 19 of the Base Prospectus under the section "Risk Factors" is completed at the end with the following wording:

"The purchase of Notes triggers, for the Noteholder, a credit risk on the Issuer and the Guarantor (if any) and each potential investor must determine if he's ready to be exposed to such credit risk. In particular, in case of Event of Default as foreseen under the Conditions, the Redemption Amount may be lower than the principal amount of Notes and can even be zero.
The value of the Notes may also vary on the secondary market depending among others on the evolution of the creditworthiness, financial position, solvency, capital, profits and losses, prospects, or/and activities of the Issuer and of the Guarantor (if any), or/and the perception of the market on one or more of these elements. Each potential investor must determine if he's ready to be exposed to such volatility regarding the value of the Notes, with the possibility to face an effective loss if the Noteholder decides to sell the Notes on the secondary market at a market value being below the principal amount of Notes."

4. Withdrawal right

The subscribers of the Notes not yet issued but that are still offered to the public by Fortis Bank or BP2F on the date of this Supplement have the right to withdraw their orders during two days following the publication of this Supplement on the following websites: www.bourse.lu and www.bnpparibasfortis.be/emissions

5. Summary

Summary of the Supplement
The base prospectus dated 17 June 2011 relating the EUR 30,000,000,000 Euro Medium Term Note Programme of Fortis Bank NV/SA and of BNP Paribas Fortis Funding has been supplemented by a supplement dated 6 January 2012.
Such supplement has mainly been prepared for the purpose of giving information with regard to the long term debt ratings of Fortis Bank and to update the description of the taxation regime in Belgium.
Besides, the text of the risk factor "The Notes may not be a suitable investment for all investors" has been completed to underline that the purchase of Notes triggers, for the Noteholder, a credit risk on the Issuer and the Guarantor (if any).

Each of the Issuers and the Guarantor will, at its registered office and at the specified offices of the Paying Agents, provide, free of charge, upon oral or written request, a copy of such supplement.
In addition, such supplement will be available in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of Fortis Bank (www.bnpparibasfortis.be/emissions).

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6. Responsibility Statement

Each of the Issuers and the Guarantor accepts responsibility for the information contained in this Supplement. Each of the Issuers and the Guarantor declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import. Each of the Issuers estimates that, to the best of its knowledge and save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus since its publication.

The distribution of this Supplement may be restricted by law. Persons into whose possession this Supplement or/and the Base Prospectus comes are required by the Issuers, the Guarantor and the Dealers to inform themselves about and to observe any such restrictions.

Neither this Supplement, nor the Base Prospectus nor any Final Terms constitutes an offer of, or an invitation by or on behalf of the Issuer, the Guarantor or the Dealers to subscribe for or purchase, any Notes and should not be considered as a recommendation by the Issuers, the Guarantor, the Dealers or any of them that the recipient of this Supplement, the Base Prospectus or any Final Terms should subscribe for or purchase any Notes. Each recipient of this Supplement or the Base Prospectus or any Final Terms shall be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of the Issuers and the Guarantor.

None of the Dealers nor any of its respective affiliates has authorised the whole or any part of this Supplement, nor separately verified the information contained or incorporated in this Supplement and none of them makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information (including that incorporated) in this supplements.

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