SUPPLEMENT DATED 27 MAY 2016
TO THE BASE PROSPECTUS DATED 27 NOVEMBER 2015

SecurAsset, a public limited liability company (*société anonyme*) incorporated as a securitisation company under the laws of Luxembourg, having its registered office at 20, rue de la Poste, L-2346 Luxembourg, registered with the Luxembourg trade and companies register with registration number B 144385.

SecurAsset's €20,000,000,000 Secured Note, Warrant and Certificate Programme

This supplement (the "**Supplement**") constitutes a supplement for the purposes of Article 13 paragraph 1 of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005, as amended (the "**Luxembourg Law on Prospectuses for Securities**").

This Supplement is supplemental to, and should be read in conjunction with, the base prospectus dated 27 November 2015 (the "**Base Prospectus**") in relation to SecurAsset's €20,000,000,000 Secured Note, Warrant and Certificate programme (the "**Programme**") arranged by BNP Paribas Arbitrage S.N.C. for the issuance of notes, warrants and certificates by SecurAsset. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

SecurAsset as Issuer accepts responsibility for the information contained in this Supplement. SecurAsset 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 does not omit anything likely to affect the import of such information.

This Supplement has been produced for the purpose of (a) updating the financial information relating to Banca Nazionale del Lavoro as Guarantor and (b) amending the Public Offer Jurisdictions in the Base Prospectus (together, the "**Modifications**"). **The Modifications are effective from (and including) the date of this Supplement and apply only in respect of Securities issued on or after the date of this Supplement.**

In accordance with Article 13 paragraph 2 of the Luxembourg Law on Prospectuses for Securities, where the prospectus relates to an offer of securities to the public, investors who have already agreed to purchase or subscribe for the securities before this Supplement is published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the new factor, mistake or inaccuracy arose prior to the final closing of the offer to the public and the delivery of the securities. The final date of the right of withdrawal shall be 1 June 2016.

To the extent that there is any inconsistency between (a) any statement in, or incorporated by reference in, the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statements in (a) above will prevail.

Copies of this Supplement and the Base Prospectus are available at the office of BNP Paribas Securities Services, Luxembourg Branch (in its capacity as Issuing and Paying Agent), 33 rue de Gasperich, Hesperange, L-5826 Luxembourg and on the Luxembourg Stock Exchange's website: "www.bourse.lu".

Save as disclosed in this Supplement, no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus has arisen or been noted.

A. Amendments to front page of the Base Prospectus

1. The following text in the seventh paragraph on the first page of the Base Prospectus shall be deleted:

   ", in respect of Securities with a denomination (in the case of Notes), issue price (in the case of Warrants) or notional amount (in the case of Certificates) of at least €100,000 only,".

B. Amendments to Important Information Relating to Non-Exempt Offers of Securities

1. The paragraph entitled "Consent" on page seven of the Base Prospectus shall be deleted in its entirety and replaced with the following:

   "In connection with each issue of Securities and subject to the conditions set out below, the Issuer consents to the use of this Base Prospectus (as supplemented as at the relevant time, if applicable) in connection with any Non-exempt Offer of such Securities by the relevant Dealer during the relevant Offer Period and in the relevant Public Offer Jurisdiction(s) (being Belgium, France, Italy, Luxembourg, and/or Spain as is specified in the applicable Final Terms) and by any financial intermediary appointed after the date of the applicable Final Terms and whose name is published on the following website (www.securasset.lu) and identified as an Authorised Offeror in respect of the relevant Non-exempt Offer.".

C. Amendments to Summary

1. Paragraph (c) in Element A.2 on page 11 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

   "(c) the consent only extends to the use of the Base Prospectus for the purposes of the Public Offer in [Belgium] [France] [Italy] [Luxembourg] [Spain].]"

2. The following text in Element B.19/B.1 on page 13 of the Base Prospectus shall be deleted:

   "[*NB: BNL may only be a guarantor if the Securities have a denomination, issue price or notional amount of at least EUR100,000 or its equivalent in other currencies.*]"

3. The words "[*if BNP Paribas is Guarantor:*" should be added at the beginning of Element B.19/B/10 on page 15 of the Base Prospectus and the following text shall be added at the end thereof:

   "]

   [*if BNL is Guarantor*:

   Not applicable as the relevant auditors' reports with respect to the audited annual accounts for the Guarantor for the years ended 31 December 2015 and 31 December 2014 were delivered without any qualifications.]"

4. The text in Element B.19/B.12 on page 16 of the Base Prospectus following "[*Insert where BNL is the Guarantor:…*]" shall be deleted and replaced with the following:

   "

Selected financial information in millions of EUR	**31/12/2015 (audited)**	**31/12/2014 (audited)**

Net banking income	2,870	2,856
Net interest income	1,762	1,829
Total balance sheet	77,494	80,330
Shareholders' equity	5,649	5,558

Not applicable as there has been no significant change in the financial or trading position of BNL since 31 December 2015.]"

5. The text in Element B.19/B.12 on page 17 of the Base Prospectus in the section "No material adverse change statement" should be deleted in its entirety and replaced with the following:

"[*if BNP Paribas is Guarantor:*

There has been no material adverse change in the prospects of BNP Paribas or the BNPP Group since 31 December 2014 (being the end of the last financial period for which audited financial statements have been published).]

[*if BNL is Guarantor:*

There has been no material adverse change in the prospects of BNL since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published).]"

6. The words "[*if BNP Paribas is Guarantor:*" should be added at the beginning of Element B.19/B.13 on page 17 and the following text shall be added at the end thereof:

"]

[*if BNL is Guarantor*

Not applicable, as to the best of the Guarantor's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency since 31 December 2015.]"

7. The text in Element B.19/B.17 on page 18 of the Base Prospectus relating to BNL's credit rating "[BNL's long term…]" shall be deleted and replaced with the following:

"[BNL's long term credit ratings are BBB- with a stable outlook (Standard & Poor's Credit Market Services France SAS), Baa2 with a stable outlook (Moody's Italia S.r.l.) and A- with a stable outlook (Fitch Ratings Ltd).]"

8. The text in Element D.3 on pages 42-43 of the Base Prospectus following the words "[There are certain factors that may affect BNL's obligations under any BNL Guarantee. These include, but are not necessarily limited to:" should be deleted and replaced with the following:

"

- risks associated with the economic – financial crisis and the impact of current uncertainties in the macroeconomic environment;
- credit risk;
- risk connected to the deterioration of credit quality;
- operational risk;
- liquidity risk;
- market risk;
- risk of exposure to debt securities issued by sovereign states;

- risk connected to developments in the regulation of the banking sector and changes in the regulations on bank crisis resolution;
- risk related to the "EU-wide stress test" for banks;
- risks relating to legal, administrative proceedings and actions of the supervisory authorities; and
- risk related to the possible downgrading of the rating assigned to BNL.]]

Investors should be aware that they may lose the value of their entire investment [(together with, in addition to such investment, any amounts which may have accrued on such investment but which have not been paid)] or part of it, as the case may be[and/or any amounts which may have accrued on such investment but which have not been paid] as a result of the terms and conditions of the Securities.]

[If the Guarantor is unable or unwilling to meet its obligations under the Guarantee when due, an investor may lose all or part of his investment in the [Notes][Certificates].]]"

D. Amendments to Risk Factors

1. The text in section "D. Risks relating to the Guarantor where the Guarantor is BNL" on pages 54-60 of the Base Prospectus shall be deleted and replaced with the following:

"*Risks associated with the economic – financial crisis and the impact of current uncertainties in the macroeconomic environment*

The general economic scenario, both domestic and of the entire Euro area, the trend in financial markets and, especially, the economic strength and growth prospects of the geographic areas where BNL carries on its business activities, all impact BNL's performance. Factors such as investors' expectations and trust, the levels and the implied volatility of short and long-term interest rates, exchange rates, liquidity of the financial markets, the availability and cost of capital, sustainability of sovereign debt, household incomes and consumer spending, unemployment levels, inflation and housing costs, are of paramount importance and affect BNL’s earning capacity and solvency. In addition, recent and future regulatory changes applicable to financial institutions are additional elements of uncertainty in the current environment.

Accordingly, during periods of economic and financial distress, adverse changes in these elements may trigger financial losses, an increase in borrowing costs, and a decrease in value of BNL's assets, with a potential negative impact on BNL's liquidity and on its financial stability.

The macroeconomic environment is currently characterized by significant uncertainties in relation to: (a) trends in the real economy with regard to recovery and growth consolidation prospects for the national economy and the outlook of some countries that in recent years have significantly contributed to global growth; (b) future monetary policy developments, and the competitive currency devaluation policies implemented by several countries; (c) sovereign debt sustainability for some countries and the related, more or less recurrent, financial markets stresses. Therefore, there is a risk that the future evolution of the mentioned scenarios can produce negative effects on BNL’s capital and financial position and operating performance.

Credit risk

BNL is exposed to the credit risks that are typical of lending activities. Accordingly, while BNL's credit policies comply with the principles and methodologies set forth at supranational level and in European and Italian supervisory regulations on capital adequacy, they aim to efficiently select lending customers in order to reduce the risk of insolvency, diversify portfolios and monitor developments and trends in accounts and transactions, through careful monitoring and oversight of the risk profile – should customers breach contracts or be unable to honour their obligations, fail to provide or provide incorrect information on their financial and credit positions, this may trigger negative effects on BNL's economic, capital and/or financial conditions. For further information about capital ratios and credit ratios please see the tables set out in the paragraph entitled "Selected Financial Information" in the section of the Base Prospectus entitled "Description of Banca Nazionale Del Lavoro S.P.A.".

Generally speaking, counterparts might not fulfil their obligations to BNL due to a default event, lack of liquidity, operational malfunctioning or other reasons. The default of a relevant market operator or even the fears of non-fulfilment of its obligations, could cause considerable liquidity problems, losses or defaults of other institutions, which may in turn adversely affect BNL. Moreover, in certain circumstances, BNL could face the risk that receivables from third parties cannot be collected. A downgrading in the credit ratings of third parties whose securities and debt securities are held by BNL may result in a loss and/or negatively affect BNL's ability to re-use such securities and debt securities for the purpose of increasing the level of liquidity or use them in a different manner. Hence, a significant decrease in the credit ratings of BNL's counterparts could adversely impact BNL's own results. While in many cases BNL may require further guarantees from counterparts that are facing financial distress, there may be disagreements concerning the amount of guarantees BNL is entitled to obtain and the value of the assets involved in such guarantees. Counterparts' default rates, downgrades and complaints about the valuation of the guarantee significantly increase during periods of economic stress and market illiquidity.

The risk described up to this point also applies to counterparts that are "central and local governments" and "governmental agencies" – for BNL these are exclusively national – whose quantitative information is shown in the tables in the paragraph entitled " Exposure to Governments and Other Public Entities" in the section of the Base Prospectus entitled "Description of Banca Nazionale Del Lavoro S.P.A." and at page 135 and following of the BNL Annual Report 2015, to which reference is made.

Risk connected to the deterioration of credit quality

BNL is also exposed to the risk of deterioration of credit quality, which is technically a natural effect of "credit risk". Therefore, this risk is managed as part of credit risk monitoring policies.

In light of the economic context, in 2015, BNL, as well as the remainder of the banking system, saw its main risk ratios deteriorate in relation to the average values expressed by the banking system for "Large Banks", which represent 22% of the total system. Specifically, as of 31 December 2015 the gross doubtful loans/gross loans to customers ratio amounted to 12.0% (compared to 10.5% at 31 December 2014 and the system average of 9.5% at 31 December 2015) and the gross non-performing loans/gross loans (to customers) ratio came to 19.1% (compared to 17.9% at 31 December 2014 and the system average of 17.7% at 31 December 2015). BNL’s coverage ratio for these items is higher than the system average figure at 31 December 2015.

For more information on BNLs credit quality, see paragraph entitled "Selected Financial Information" in the section of the Base Prospectus entitled "Description of Banca Nazionale Del Lavoro S.P.A.".

Operational risk

BNL is exposed to operational risk in the same way as any other banking institution. Operational risk is the risk of losses a company undertakes when it attempts to conduct its business, resulting from breakdowns in internal procedures or deliberate, unintentional or natural external events which, though posted in the year they occur, by nature also produce economic effects at later times.

BNL therefore is exposed to many types of operational risk, including the risk of fraud by employees and third parties, the risk of unauthorized transactions performed by employees and the risk of operating errors, including those resulting from defects or malfunctions of computer or telecommunications systems.

BNL has adopted an operational risk management framework in order to identify, measure and mitigate operational risk; the independent unit, Operational Risk and Permanent Control Coordination (which is part of BNL Risk Management since 1 October 2015), is responsible for ensuring the supervision of the operational risk management system, by providing methodological support to the individual business functions, by monitoring the degree of implementation of risk mitigation actions and by ensuring the coordination of permanent control activities.

For more information, see the paragraph entitled "Selected Financial Information" in the section of the Base Prospectus entitled "Description of Banca Nazionale Del Lavoro S.P.A." and page 251 of the BNL Annual Report 2015.

Liquidity risk

Liquidity risk is the potential inability of BNL to meet its contractual obligations as they become due.

As BNL conducts its business operations within an international group of primary standing and has set up policies and procedures to manage liquidity risk, BNL's liquidity could be adversely affected by the inability to enter the capital markets by issuing debt securities (secured and non-secured), or to sell specific assets or to redeem its own investments, and by unexpected cash outflows or the duty to provide further guarantees.

BNL recently set up a system of policies, in line with the supervisory regulations, to prevent and manage liquidity risk, which include a Contingency Funding Plan to manage possible liquidity crises.

Specifically, with reference to liquidity indicators, the following should be noted:

- the "Loan to deposit ratio" showed a decrease, standing at 156% at 31 December 2015 compared to 166% at 31 December 2014;
- the "liquidity coverage ratio" ("LCR") at 31 December 2015 was 79% (+17 percentage points compared to 2014, fully loaded) with respect to a regulatory minimum threshold of 70% starting from 1 January 2016 expected to progressively increase to reach 100% as of 1 January 2018. To this end, BNL has set up an internal monitoring system aimed at maintaining this indicator above the regulatory minimum; and
- the "Net Stable Funding Ratio" ("**NSFR**") as at 31 December 2015 amounted to 92% (+2 percentage points compared to 2014, fully loaded) compared to a regulatory minimum of 100% as of January 2018.

For more information, please refer to page 18 and following of the BNL Annual Report 2015.

Market risk

Market risk is the risk that the value of financial instruments held by BNL will be adversely affected by changes in market factors (including, without limitation, interest rates, securities prices or exchange rates) which may result in deterioration of BNL's capital soundness.

BNL, whose activity in this respect is rather limited and which has set up specific policies and procedures aimed at reducing market risk that apply the same measurement and control model as the VaR-based internal model adopted by BNP Paribas, is thus exposed to potential changes in the value of the financial instruments (including inter alia the limited portfolio of debt securities issued by "central and local government" and "government agencies" whose quantitative information is shown in the tables in the section "Exposure to Governments and Other Public Entities", which are included in the paragraph entitled "Selected Financial Information" in the section of the Base Prospectus entitled "Description of Banca Nazionale Del Lavoro S.P.A." to which reference is made), due to the volatility of interest, exchange and currency rates, share and commodity prices and credit spreads, and/or other risk factors. Such fluctuations may arise from factors such as changes in the general economic situation, investors' appetite for investing, monetary and fiscal policies, global market liquidity, availability and cost of capital, interventions by rating agencies, local and international political events, armed conflicts and terrorist attacks.

Market risk arises in relation to the trading book which includes financial instruments held for trading and the associated derivatives. With reference to the Value-at-Risk ("**VaR**") of the trading book, throughout the year ended 31 December 2015, the average risk profile of BNL amounted to 100,000 euros, decreasing compared to the average figures at 31 December 2014 (132,000 Euro). An analysis of its various components shows the prevalence of interest rate risk (IR), while the weight of interest rate and credit spread is less relevant.

For more information, including with respect to the banking book, see paragraph entitled "Selected Financial Information" in the section of the Base Prospectus entitled "Description of Banca Nazionale Del Lavoro S.P.A." and page 222 and following of the BNL Annual Report 2015.

Risk of exposure to debt securities issued by sovereign states

A substantial investment in securities issued by sovereign states can expose BNL to significant losses of its assets value.

BNL’s exposure to sovereign states at 31 December 2015 totalled 4,634,430 thousand euros (compared to 3,588,046 thousand at 31 December 2014), accounting for 91.3% of total financial assets available for sale at 31 December 2014. The exposure is necessary to maintain an adequate liquidity level in order to meet operational and regulatory requirements.

In more detail, the exposure to the Italian State only includes Buoni del Tesoro Poliannuali ("**BTP**") issued by the Italian State, which account for 5.98% of total balance-sheet assets (77,494 million). BNL does not have exposure to securities issued by countries other than the Italian State.

Stressful conditions on the market for government bonds and their volatility could have negative effects on the operations and on the income, capital and/or financial position of BNL.

For more information, please see paragraph entitled "Selected Financial Information" in the section of the Base Prospectus entitled "Description of Banca Nazionale Del Lavoro S.P.A.".

Risk connected to developments in the regulations of the banking sector and changes in the regulations on bank crisis resolution

BNL is subject to a complex and stringent regulatory and supervisory activity, exercised by the relevant institution (specifically, the Bank of Italy and CONSOB). Both the applicable regulations and the supervisory activities respectively undergo continuous updates and practice developments.

In addition to supranational and national primary laws and regulations in the financial and banking sector, BNL is subject to specific regulations, regarding, *inter alia*, money laundering, usury and customer (consumer) protection.

The international authorities have adopted stricter rules to cope with the strong and prolonged market crisis. As of 1 January 2014, the supervisory regulations have been modified in accordance with the recommendations issued by the so-called Basel III accords, primarily aimed at strengthening the minimum capital requirements, containing the degree of leverage and introducing policies and quantitative rules for mitigating banks' liquidity risk.

More specifically, as regards the tightening of capital requirements, the existing prudential provisions provide for a transitional phase with minimum capitalization levels that gradually increase over time; when fully operational, i.e. as of 1 January 2019, these levels envisage for banks a Common Equity Tier 1 ratio of at least 7% of risk-weighted assets, a Tier 1 Capital ratio of at least 8.5% and a Total Capital ratio at least equal to 10.5% of the above risk-weighted assets (these standards include the *"Capital conservation buffer,"* i.e. an additional mandatory capitalization "buffer").

Please note that in accordance with Directive 2013/36/EU, which provides for determination of the adequacy of the consolidated level of own funds to be set for each bank as part of the Supervisory Review and Evaluation Process (SREP), on 21 December 2015, the ECB notified BNL, through the parent company BNP Paribas, that the minimum ratio to be stably maintained, the CET 1 ratio, is 9.25%. In this regard it should be noted that at 31 December 2015, BNL CET 1 was above this minimum value, standing at 11.7% (11.4% fully loaded). Given the situation, the ECB did not request BNL to take any further prudential measures. Until 2015 the minimum ratio imposed on BNL Group was 8% in terms of CET 1 ratio.

With regard to liquidity, the Basel 3 accords envisage, inter alia, the introduction of a short-term ratio (Liquidity Coverage Ratio, or "LCR"), for the purpose of establishing and maintaining a liquidity buffer to ensure the bank's survival for a time period of thirty days in the event of serious stress, and a structural liquidity ratio (Net Stable Funding Ratio, or "NSFR") with a time horizon of more than one year, introduced to guarantee a sustainable maturity structure for assets and liabilities.

In relation to these indicators, it should be noted that:

- for the LCR, a minimum value of 70% is envisaged starting from 1 January 2016, with the minimum steadily increasing to 100% as of 1 January 2018; and
-for the NSFR, a minimum threshold of 100% has to be complied with as of 1 January 2018.

In addition, the Basel III accords require banks to monitor their leverage ratio calculated as the ratio of Tier 1 capital (Tier 1) to the overall exposure of the credit institution, in accordance with art. 429 of Regulation 575/2013. This indicator is subject to reporting by banks as of 2015, but to date neither the minimum threshold nor the effective date of the ratio in question have been defined.

Amongst the new regulations are the Legislative Decrees 180 and 181 of 16 November 2015 implementing Directive 2014/59/EU of the European Parliament and of the Council, published on 16 November 2015 in the Official Gazette, establishing a framework for the recovery and resolution of credit institutions and investment firms, as part of the definition of a single resolution mechanism and single resolution fund for banks' crises.

The innovative aspects of the above legislation include the introduction of tools and powers that can be adopted by Resolution Authorities (the "**Authority**") to resolve a situation of distress or risk of distress of a bank. This is to ensure continuity of the institution's essential functions, while minimizing the impact of the distress on the economy and the financial system and the costs for taxpayers and ensuring that shareholders are first in supporting the losses, followed by creditors, provided that no creditors shall incur losses exceeding those that they would have suffered if the bank had been wound up under normal insolvency proceedings. More specifically, according to the above decrees the resolution of a crisis moves away from a system based on public resources (bail-out) towards a system where losses are transferred to shareholders, subordinated debt holders, unsubordinated, unsecured debt holders, and finally to depositors for the amount exceeding the guaranteed portion, i.e. above 100,000.00 euros (bail-in). Therefore, with the implementation of the bail-in, holders of securities could incur a reduction, with the possibility of elimination of the nominal value, and the conversion of the bonds into equity securities, even if there is no formal declaration of insolvency of BNL.

These decrees came into force on 16 November 2015, except for the above mentioned provisions relating to the *"bail-in,"* instrument, which is applicable as of 1 January 2016. Furthermore, the *bail-in* provisions will be applied to financial instruments already in circulation, although issued before that date.

It should be noted that the implementation of Directives 2014/49/EU *(Deposit Guarantee Schemes Directive)* of 16 April 2014 and 2014/59/EU *(Bank Recovery and Resolution Directive)* and the establishment of the Single Resolution Mechanism (EU Regulation no. 806/2014 of 15 July 2014), could result in a significant impact on the financial position and income of BNL as it imposes the obligation to set up specific provisions with financial resources to be provided, as of 2015, through contributions paid by banks.

Through a special Bill, the Italian government has been delegated to implement the EU Directives and the other European Union measures (2014 European Delegation Law). The mentioned bill was converted into Law no. 114 of 9 July 2015, thereby ensuring the national legislation is aligned to that of the European Community. Under this decree, the Bank of Italy, in its role as "National Resolution Authority", laid down the rules by which all Italian banks must contribute to the National Resolution Fund. BNL was requested to contribute an amount of 22 million euros in 2015.

In addition, in order to provide immediate resources to the Fund for the resolution of four Italian banks in distress (Banca delle Marche, Banca Popolare dell'Etruria e del Lazio, Cassa di Risparmio di Chieti and Cassa di Risparmio di Ferrara), the Bank of Italy called for an extraordinary payment equal to three years of ordinary contributions. BNL was requested to pay an extraordinary contribution of 65 million euros plus the ordinary contribution for the second half of 2015 of 8 million euros, concerning the Interbank Deposit Protection Fund (FITD) which implemented the new "ex-ante" financing mechanism introduced by Directive 2014/49/EU.

Given the above and in relation to the implementation into the Italian legal system of the Basel III framework, still in progress, although BNL is committed to comply with the complex system of rules and regulations, and with any regulatory changes and/or changes in the interpretation and/or application thereof by the relevant authorities, at the date hereof there is uncertainty about the impact resulting from the adjustment to the new rules, which could lead to new costs and obligations for BNL potentially affecting its operating results and capital and financial position.

Risk related to the "EU-wide stress test"

The risk related to the EU-wide stress test 2016 exercise consist in a potential tightening of the minimum capital requirement, if the stress test results show that BNL is significantly vulnerable to the hypothetical stress scenarios.

More specifically, BNL applies the credit stress tests methodology provided by the parent company BNP Paribas and the BNP Paribas Group participates in the EBA stress tests at the consolidated level on the basis of the final instructions published by EBA and of the EU-wide stress test methodology and scenarios with a three-year forecasting horizon 2016-2018, issued in February 2016. The exercise, which in addition to BNL involves the major European banks, assesses the banks' ability to cope with an adverse economic scenario, testing their resilience. The results of the stress tests are expected to be disclosed July 2016; the results will also subsequently be used to support the Supervisory Review and Evaluation Process (SREP) conducted annually by the ECB, which determines the minimum level of Common Equity Tier 1 for the parent company BNP Paribas and for BNL. During 2015 the ECB notified BNL, through the parent company BNP Paribas, that the minimum ratio to be stably maintained, the CET 1 ratio, is 9.25%. Given the situation, the ECB did not request BNL to take any further prudential measures. (See "Risk connected to developments in the regulations of the banking sector and changes in the regulations on bank crisis resolution").

Risks relating to legal, administrative proceedings and actions of the supervisory authorities

In the ordinary course of business, BNL and several of its subsidiaries are involved in various legal civil proceedings (including proceedings concerning the capitalization of interest, derivatives and bonds) and administrative proceedings, with consequent exposure to the risk of sanctions against and/or compensation due by the BNL Group.

As part of that business, some of BNL's directors, auditors and management are currently involved in administrative and legal proceedings, also concerning the administrative liability of entities pursuant to Legislative Decree 231/2001. However, these proceedings are not deemed to have significant repercussions on BNL's financial situation or profitability.

The BNL Group posts an accrued liability for litigation matters in its balance sheet when these matters present contingent losses that may arise from pending proceedings, also taking into account the evaluation by any outside counsel handling the matter. As of 31 December 2015, the accrued liability amounted to 280,879 thousand euros.

For further information please see paragraph entitled "Legal Proceedings" in the section of the Base Prospectus entitled "Description of Banca Nazionale Del Lavoro S.P.A." and to page 166 and following of the BNL Annual Report 2015

Risk related to the possible downgrading of the rating assigned to BNL

The rating is an assessment of BNL's ability to fulfil its financial obligations, including those relating to the bonds it issues Any downgrading of the BNL's rating could be a sign of a decreased ability to fulfil its financial obligations as compared to the past.

The fact that BNL belongs to the BNP Paribas Group influences the rating assigned to it. Therefore, any actual or expected downgrading of the ratings assigned to the BNP Paribas Group could result in a downgrading of BNL's rating. In addition, any downgrading of the rating assigned to the Republic of Italy could negatively influence the rating."

E. Amendments to General Description of the Programme

1. The following text in the section "Guarantor (if applicable):" on page 105 of the Base Prospectus shall be deleted:

   ", in respect of Securities with a nominal amount (in the case of Notes), issue price (in the case of Warrants) or notional amount (in the case of Certificates) of at least €100,000 only,".

F. Amendments to Documents Incorporated by Reference

1. The word "and" at the end of paragraph (q) on page 119 of the Base Prospectus shall be deleted and the full stop at the end of paragraph (r) on page 119 of the Base Prospectus shall be deleted and replaced with a semi-colon.

2. The following should be added at the end of paragraph (r) on page 119 of the Base Prospectus following the semi-colon:

"

(s) the English translation of BNL's 2015 Annual Report (the "**BNL Annual Report 2015**") (which contains the audited consolidated financial statements of BNL as at, and for the year ending 31 December 2015); and

(t) the English translation of the auditors' report on BNL's Annual Report 2015 (the "**BNL Auditors' Report 2015**")."

3. In the second to last paragraph on page 119 of the Base Prospectus the text "the BNL Annual Report 2013, the BNL Auditors' Report 2013, the BNL Annual Report 2014, and the BNL Auditors' Report 2014" shall be deleted and replaced with the following:

"the BNL Annual Report 2013, the BNL Auditors' Report 2013, the BNL Annual Report 2014, the BNL Auditors' Report 2014, the BNL Annual Report 2015, and the BNL Auditors' Report 2015".

4. After the table "Auditors' Report 2014 for BNL" on page 131 of the Base Prospectus the following table shall be inserted:

"

BNL ***Annual Report 2015 for BNL***	
Corporate governance	Pages 58 to 67 of the Annual Report 2015
Consolidated balance sheet	Pages 94 to 95 of the Annual Report 2015
Consolidated income statement	Page 96 of the Annual Report 2015
Statement of comprehensive income	Page 97 of the Annual Report 2015
Statement of changes in consolidated shareholders' equity	Pages 98 of the Annual Report 2015
Consolidated cash flow statement	Pages 99 of the Annual Report 2015
Consolidated explanatory notes	Pages 100 to 278 of the Annual Report 2015
Part A – Accounting policies	Pages 101 to 131 of the Annual Report 2015
Part B – Information on the consolidated balance sheet	Pages 132 to 173 of the Annual Report 2015
Part C – Information on the consolidated income statement	Pages 174 to 187 of the Annual Report 2015
Part D – Comprehensive Income	Pages 188 to 189 of the Annual Report 2015

Part E – Information on risks and related hedging policies	Pages 190 to 256 of the Annual Report 2014
Part F – Information on consolidated equity	Pages 257 to 265 of the Annual Report 2015
Part G – Business combinations	Pages 266 to 267 of the Annual Report 2015
Part H – Related party transactions	Pages 268 to 271 of the Annual Report 2015
Part I – Payment agreements based on equity Instruments	Pages 272 to 273 of the Annual Report 2015
Part L – Segment reporting	Pages 274 to 278 of the Annual Report 2015
Auditors' Report 2015 for BNL	
Entire document	Pages 1 to 2 of the Auditors' Report 2015

".

5. In the last paragraph on page 131 of the Base Prospectus the text "the BNL Annual Report 2013, the BNL Auditor's Report 2013, the BNL Annual Report 2014, and the BNL Auditors' Report 2014" which occurs twice is to be deleted in both cases and replaced with the following:

   "the BNL Annual Report 2013, the BNL Auditor's Report 2013, the BNL Annual Report 2014, the BNL Auditor's Report 2014, the BNL Annual Report 2015, and the BNL Auditors' Report 2015".

6. In the first paragraph on page 132 of the Base Prospectus the text "The BNL Annual Report 2014, the BNL Auditors' Report 2014, the BNL Annual Report 2013, the BNL Auditors' Report 2013" is to be deleted and replaced with the following:

   "The BNL Annual Report 2015, the BNL Auditors' Report 2015, the BNL Annual Report 2014, the BNL Auditors' Report 2014, the BNL Annual Report 2013, the BNL Auditors' Report 2013".

G. Amendments to Applicable Note Final Terms

1. The following text in paragraph 2(i) "Guaranteed Notes:" on page 188 of the Base Prospectus shall be deleted:

   "*(in respect of Notes with a denomination of at least €100,000 only)*".

2. The following text in paragraph 2(ii) "Guarantor:" on page 188 of the Base Prospectus shall be deleted:

   "*(BNL may only guarantee Notes with a denomination of at least €100,000*)".

H. Amendments to Applicable Warrant Final Terms

1. The following text in paragraph 5(i) "Guaranteed Warrants:" on page 258 of the Base Prospectus shall be deleted:

   "*(in respect of Warrants with an issue price of at least €100,000 only)*".

2. The following text in paragraph 5(ii) "Guarantor:" on page 258 of the Base Prospectus shall be deleted:

"(*BNL may only guarantee Warrants with an issue price of at least €100,000*)".

I. Amendments to Applicable Certificate Final Terms

1. The following text in paragraph 5(i) "Guaranteed Certificates:" on page 301 of the Base Prospectus shall be deleted:

   "(*in respect of Certificates with a notional amount of at least €100,000 only*)".

2. The following text in paragraph 5(ii) "Guarantor:" on page 301 of the Base Prospectus shall be deleted:

   "(*BNL may only guarantee Warrants with an issue price of at least €100,000*)".

J. Amendments to Terms and Conditions of the Notes

1. The following text in Condition 3(b) "*Guaranteed Notes*" on page 370 of the Base Prospectus shall be deleted:

   ", in respect of Notes with a denomination of at least EUR100,000 only,".

K. Amendments to Terms and Conditions of the Warrants

1. The following text in Condition 2(b) "*Guaranteed Warrants*" on page 457 of the Base Prospectus shall be deleted:

   ", in respect of Warrants with an issue price of at least €100,000 only,".

L. Amendments to Terms and Conditions of the Certificates

1. The following text in Condition 2(b) "*Guaranteed Certificates*" on page 522 of the Base Prospectus shall be deleted:

   ", in respect of Certificates with a notional amount of at least EUR100,000 only,".

M. Amendments to Form of Guarantee

1. The text in the first paragraph on page 933 of the Base Prospectus after the form of "BNPP Guarantee" shall be deleted and replaced with the following:

   " and the Guaranteed Securities have a denomination (in the case of Notes), issue price (in the case of Warrants) or notional amount (in the case of Certificates) of at least EUR100,000".

N. Amendments to Description of Banca Nazionale Del Lavoro S.P.A.

1. The text in the section entitled "\Description of Banca Nazionale Del Lavoro S.P.A." on pages 944-954 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"BNL, incorporated as BNL Progetto SpA by deed dated 1 February 2007, took on the name "Banca Nazionale del Lavoro SpA" following the contribution of the "commercial bank" business line by the grantor company "Banca Nazionale del Lavoro SpA", effective from 1 October 2007.

The latter, founded in 1913 as "Istituto di Credito per la Cooperazione", with a primary mission to finance Italian cooperative companies, was renamed as "Banca Nazionale del Lavoro" on 18 March 1929, and, on 25 July 1992, became a joint stock corporation, pursuant to the resolution of the Shareholders' meeting of 30 April 1992. On 1 October 2007, immediately following the transfer of the line of business, BNL joined the large international group BNP Paribas S.A..

It should be noted that in 2011 the planned integration of BNP Paribas Personal Finance S.p.A. ("**PF Italia**") with BNL SpA was finally completed, following the approval of a merger by incorporation of PF Italia and its residual operations into BNL.

Business Partner Italia, a new company established to provide specialised, top-level services to all companies in the BNP Paribas Group in Italy, with a view to partnership and transversal integration, started operations on 1 October 2014. The demerger of BNPP IP SGR S.p.A. is also in the process of being authorised by CONSOB and the Bank of Italy. This will bring to BNL the business line concerning the management of individual asset portfolios.

BNL's name is "Banca Nazionale del Lavoro SpA" and, in its corresponding contracted form, "BNL SpA" (as referred to in art. 1 of the Articles of Association). Its commercial name is "BNL".

BNL was established as "BNL Progetto S.p.A." with deed by Notary Liguori in Rome, on 1 February 2007, and the company name was changed to "Banca Nazionale del Lavoro S.p.A." on 1 October 2007.

Pursuant to art. 3 of the Articles of Association, the duration of BNL is set until 31 December 2050.

BNL is a joint stock corporation (società per azioni) established under the laws of the Republic of Italy. BNL operates under the laws of the Republic of Italy.

The registered office and General Administrative Office of BNL SpA are in Via V. Veneto 119, Rome, Italy, telephone number +39 06-47021.

OVERVIEW

BNL’s main businesses, pursuant to article 4 of the Articles of Association, consist in raising capital and various forms of lending, in Italy and internationally, and performing any other financial services, in compliance with the specific regulations for each service, as well as connected and instrumental activities. BNL may also issue bonds and other similar financial instruments, in compliance with current national law, and set up open-end funds pursuant to the relevant applicable law.

ORGANISATIONAL STRUCTURE

ACTIVITIES

BNL SpA, subject to the management and coordination by BNP Paribas S.A, is the holding company of the BNL Banking Group, whose main activities consist in traditional banking business (carried out by BNL SpA and Artigiancassa SpA), trading on own account and for third parties in securities and currencies, offering insurance products (carried out by BNL SpA), merchant acquiring (carried out by BNL POSitivity Srl) and consumer credit (BNL Finance S.p.A). Business Partner Italia, a new company established to provide specialised, top-level services to all companies in the BNP Paribas Group in Italy, with a view to partnership and transversal integration, started operations on 1 October 2014. On 1 October 2015 the demerger of the company BNPP IP SGR S.p.A. was also completed which brought into in BNL the business line concerning the management of individual asset portfolios.

Please find hereunder a list of the companies in the BNL Group, classified according to business segment, as of 31 December 2015:

BNL S.P.A. BANKING GROUP AS OF 31/12/2015
Banks
Artigiancassa S.p.A
Credit financing
BNL Finance S.p.A
Financial and others
BNL POSITIVITY S.r.l
VELA OBG S.r.l
Instrumental companies
EUTIMM S.r.l
Business Partner Italia SCPA
Company in liquidation
Tamleasing S.p.A

As of 1 April 2016 the Bank's Central Management organisational structure is comprised of the following:

- **Functions**, which oversee the markets and support BNL’s sales and marketing activities;
- **Divisions**, which oversee BNL’s governance processes.

The following structures operate as Business Lines:

- the **Retail and Private Division and the Corporate Division**, with the main purpose of achieving the contribution, distribution, commercial, financial and customer satisfaction targets. They are also responsible for supervising the quality and cost of the credit risk and for monitoring/reducing operational risk for their assigned customers. Each division ensures the coordination of the territorial network and the development of synergies within the entities of the BNP Paribas Group.
- the **BNPP-BNL Corporate and Institutional Banking Division** is responsible for implementing the corporate institutional banking global business model, within the main lines of business. The Division also has the goal of achieving the commercial, financial and customer satisfaction targets, supervising the quality and cost of credit risk and monitoring/reducing operational risk for its assigned customers.
- **Investment Solutions Italia** focuses on implementing the global business model of the product companies, which operate in asset management, real estate and life insurance.

The following structures operate as functions overseeing the relevant governance procedures:

- *Compliance Department;*
- *Communication Department;*
- *Financial Department;*
- *Real Estate Department;*
- *IT Department;*
- *Legal and Corporate Affairs;*
- *Operations Department;*
- *Risks Department;*

- *Human Resources Department;* and
- *Inspection Générale – Hub Italy.*

The organisational structure of the general management includes the officers below, who report directly to the Managing Director:

- **Chief Operating Officer** (COO), responsible for ensuring united governance when managing "the operating machine", by coordinating the Human Resources Department, the IT Department, the Operations Department and the Territorial Department Network Services;
- **Chief Financial Officer** (CFO), responsible for the Financial Department, the Real Estate Department and the ALM Treasury.

The Distribution Network is comprised of the departments which are set out below:

- **4 Territorial Retail and Private Departments** (North West, North East, Central, South), responsible for achieving the contribution, distribution, financial, customer satisfaction, relevant credit quality and cost of risk targets, in line with compliance requirements;
- **4 Territorial Corporate Departments** (North West, North East, Central, South), responsible for achieving the relevant contribution, commercial, financial, customer satisfaction, relevant credit quality and cost of risk targets;
- **4 Risk Territorial Departments** (North West, North East, Central, and South), responsible for overseeing the activities aimed at formulating credit opinions, monitoring and providing specialist technical support for commercial roles, where necessary.
- **1 Territorial Department Network Services**, responsible for achieving the objectives of effectiveness and efficiency in the delivery of administrative services, in order to optimize costs and to oversee the relevant operational, reputational and commercial risks.

LEGAL PROCEEDINGS

Legal civil proceedings, administrative proceedings and arbitral proceedings

In the ordinary course of business, BNL and several of its subsidiaries are involved in various legal civil proceedings (including proceedings concerning the capitalization of interest, see below, derivatives and bonds) and administrative proceedings, with consequent exposure to the risks of sanctions against and/or compensation due from the BNL Group. The BNL Group posts an accrued liability for litigation matters in its balance sheet when these matters present contingent losses that may arise from pending proceedings, also taking into account the evaluation by any outside counsel handling the matter.

As of 31 December 2015, the accrued liability amounted to 280,879 thousand euros.

Proceedings concerning the capitalisation of interests

BNL is involved in numerous legal proceedings (about 873) concerning the request for recovery of amounts paid by depositors of the Bank, due to the capitalization of interest, before 2000 (in 2000, the law introduced the capitalization of interest income in favour of depositors, at the same frequency as those of interest expense).

The Consumer Movement Association, on the basis of the new Article 120 bis of the Consolidated Banking Act, filed an appeal with the Court of Rome asking BNL to refrain from implementing any forms of capitalization of interest expense on existing current account agreements or on those that will be entered into with consumers. The application was upheld and BNL lodged a complaint against this order, which was rejected.

A resolution is however pending before the ICRC, which is in charge of establishing procedures and criteria for the calculation of interest accrued in transactions carried out in the performance of banking activities. The Bank of Italy has recently conducted a public consultation on the matter, the outcomes of which have not yet been published.

Claw-back proceedings

Claw-back actions are brought before the Courts, with respect to the 6 months or year before the customer was subject to default procedures, to order BNL to pay back the amounts credited to customers' accounts or to obtain a declaration of ineffectiveness of the acquired guarantees.

The average duration of these proceedings is estimated to be around 12 years (3-4 years for the first instance; 2-3 years for the second instance and 4-5 years for the Court of Cassation).

In the event of adverse outcomes of the proceedings, should unfavourable events occur that may result in negative forecasts or, in any event, periodically, BNL is required to allocate provisions in the amount corresponding to the expected expense.

The relevant risk provision (IAS) is equal to about 26% of the nominal value of the pending proceedings and is deemed to be appropriate with respect to the results over the last five years.

Rulings declaring the inapplicability of guarantees produce negative impacts on the expectations of recovery of loans that are accordingly written down by amounts equal to the amount deemed irrecoverable.

At 31 December 2015 there were a total of 207 claw-back proceedings of BNL SpA (250 as at 31 December 2014), with a total amount demanded of 441 million euros, of which 180 million euros jointly and severally with other 8 banks and a further 25 million euros, for other proceedings, jointly and severally with other 5 banks (314 million euros at 31 December 2014); the relevant risk provisions (IAS) amount to 115 million euros (125 million euros as at 31 December 2014).

Actions of the Supervisory Authorities

In the ordinary running of its business, the Banking Group is subject to inspections by its supervisory authorities. Although unfavourable outcomes as a consequence of these actions cannot be ruled out, based on the information available at the date of this document, no significant potential liabilities are deemed to exist that could jeopardise the fulfilment of obligations to investors deriving from the issue of the Securities.

- *Bank of Italy inspections of the Banking Group*

- Sanction proceedings brought by the Bank of Italy on anti-money laundering issues (2009):

At the outcome of inspections carried out by the Bank of Italy, alleged anti-money laundering deficiencies were identified in the organization and internal controls by the Board of Directors and in controls on the part of members of the Board of Statutory Auditors. The proceedings were completed on 20 November 2009 with the notification to the parties concerned, and to the Bank as joint obligor, of penalties totalling 182,000 euros. The bank filed an appeal against the decision before the various court instances and a decision is currently pending.

- Sanction proceedings brought by the Bank of Italy regarding reporting to the Bank of Italy (2011):

At the outcome of inspections carried out by the Bank of Italy, the Bank's statutory auditors were charged for having allegedly failed to communicate to the Bank of Italy a judicial order (subsequently revoked) for the suspension of banking activities with regard to relations entertained by one of the Bank branches with some client companies. The proceedings were completed on 4 May 2012 with the notification to the statutory auditors, and to the Bank as joint obligor, of penalties totalling 9,000 euros. The bank filed an appeal against the decision and a decision is currently pending.

- *Italian Insurance Supervisory Authority ("**IVASS**") Inspections of the Banking Group:*

- Sanction proceedings by IVASS concerning the insurance brokerage activity (2014):

At the outcome of IVASS inspections, the Bank was charged with allegedly breaching the rules on adequacy of the offered contracts and pre-contractual information and the lack of information to clients regarding the issue of life insurance connected with personal loans. The proceedings were completed on 07 March 2016 with the notification of penalties totalling 200,000.00 euros.

- Sanction proceedings by IVASS concerning the insurance brokerage activity (2014):

At the outcome of IVASS inspections, the Bank was charged for alleged non-compliance with the rules on customer relations with regard to the submission of policy quotes upon disbursement of mortgages. The proceedings were completed on 22 March 2016 with the notification of penalties totalling 40,000.00 euros.

MATERIAL CONTRACTS

BNL has not entered, outside the ordinary course of its business, any contract which is material to BNL's ability to meet its obligation to security holders in respect of the Securities which it may guarantee.

SELECTED ANNUAL FINANCIAL INFORMATION

BNL's key capital and economic ratios, calculated on the basis of the audited consolidated financial statements as of 31 December 2015 and 31 December 2014 are set out below.

Table 1: Capital ratios and own funds

				(millions of euro)	
		31/12/2015		**31/12/2014**	**% change**
(% and millions of euro)					
Capital ratios		***(phased in)***	***(fully loaded)***	***(fully loaded)***	**(fully loaded)**
CET 1 capital ratio		**11.7%**	**11.4%**	**9.7%**	
Tier 1 Capital Ratio		**11.7%**	**11.4%**	**9.7%**	
Total Capital Ratio		**13.4%**	**12.5%**	**11.7%**	
	Risk weighted assets (RWA)	*42,611*	*42,627*	*50,468*	*-15.5*
	Common Equity Tier 1 (CET1)	*4,979*	*4,848*	*4,871*	*-0.5*
	Tier 1 capital (Tier1)	*4,979*	*4,848*	*4,871*	*-0.5*
	Tier 2 capital (Tier2)	*716*	*500*	*1,050*	*-52.4*
	Own funds (regulatory capital)	*5,695*	*5,348*	*5,921*	*-9.7*
Risk-weighted assets (RWA)/ Total Assets ratio		*55.0*	*55.0*	*62.8*	
Leverage ratio		**5.9%**	**5.7%**	**5.7%**	

Table 1 shows the most significant data, compared with those for year 2014 in both the "phased in" and "Fully Loaded "versions; the former refers to a capital quantification obtained by applying the Basel 3 transitional rules, while the latter projects the same data without considering the transitional rules that postpone the impacts of the final transition from to the Basel 2 to the Basel 3 regulation.

At 31 December 2015, own funds totalled 5.695 million, compared to risk weighted assets of 42.611 billion, resulting primarily from credit and counterparty risks; in addition, the capitalization level of the BNL Group is in line with the requirements:

- The CET 1 and Tier 1 capital ratios amounted to 11.7% (11.4% "Fully Loaded", compared to the minimum CET 1 of 9.25% that the ECB has imposed on the BNL Group); and
- the total capital ratio is 13.4%.

Table 2: Principal consolidated credit risk ratios

(%)

	31/12/2015	System average data at 31/12/2015 (*)	31/12/2014	System average data at 31/12/2014 (**)
Gross doubtful loans / Gross loans to customers	12.0	9.5	10.5	8.3
Net doubtful loans / Net loans to customers	4.9	n.a.	4.4	4.5 (***)
Gross non-performing loans /Gross loans to customers	19.1	17.7	17.9	15.8
Net non-performing loans /Net loans to customers	10.4	n.a.	10.3	10.8 (***)
Coverage ratio of nonperforming loans	51.4	43.4	48.0	40.8
Coverage ratio of doubtful loans	63.3	58.6	62.0	56.9
Net doubtful loans/Shareholders' equity	52.4	n.a.	48.7	n.a.
Cost of risk: Loan adjustments/net loans to customers	1.55	n.a.	1.84	n.a.

(*) source: Bank of Italy - Financial Stability Report No. 1, April 2016 - TABLE 4.1 large banks with more than 21.5 billion euros of total assets.

(**) source: Bank of Italy - Financial Stability Report no. 1, April 2015 - TABLE 3.1 Large banks

(***) Data refer to net values which are compared to "Total system" figures taken from the Bank of Italy's 2015 Annual Report - Table a.13.14

At 31 December 2015, **total non-performing loans** (problem loans), net of value adjustments, amounted to 6.277 billion euros, decreasing by 81 million (-1.3%) compared to the same figure of the previous year. The coverage ratio stood at 51.4%.

In detail, doubtful loans stood at 8,056 million in gross values (+13.1%) and at 2,960 million euros in net values (+9.5%). The coverage ratio came to 63.3% (62% at the end of 2014) and its impact on total loans to customers increased from 4.4% to 4.9%.

The **unlikely to pay exposures,** amounting to 3,155 million net of value adjustments, were slightly down compared to the figure at 31 December 2014 (3,229 million). Their ratio to customer loans was in line with 2014 at 5.2% while the corresponding coverage ratio increased to 32.2% from 29.9%.

Past-due non-performing loans, net of value adjustments, decreased by 263 million to 162 million in 2015 (425 million at the end of 2014), with a coverage ratio of 18%.

Exposure to Governments and Other Public Entities

Table 2.1 - Exposure to sovereign debt securities

								(thousands of euro)
Type	Country	Rating	31/12/2015			31/12/2014		
			Nominal Value	Carrying amount	Fair value	Nominal Value	Carrying amount	Fair value
		S&P: BBB-						
AFS-BTP Debt securities	Italy	Moody's: Baa2	4,060,000	4,634,430	4,634,430	3,110,000	3,588,046	3,588,046
		Fitch: BBB+						
Total			4,060,000	4,634,430	4,634,430	3,110,000	3,588,046	3,588,046
Impact on total financial assets available for sale				91.3%			91.2%	

Debt securities included in the sub-item "Governments and Central Banks" exclusively comprise BTP issued by the Italian Government, amounting to 5.98% of "total assets" on the balance sheet (77,494 million euros).

Table 2.2 - Exposure to loans granted to governments and other public entities

			(thousands of euro)
Transaction type/Values		**31/12/2015**	**31/12/2014**
1.	**Debt securities**	**231,613**	**244,337**
a)	Governments	-	-
b)	Other Public Entities	231,613	244,337
2.	**Loans to:**	**1,746,928**	**2,702,199**
a)	Governments	52,466	90,194
b)	Other Public Entities	1,694,462	2,612,005
Total		**1,978,541**	**2,946,536**
Impact on total net loans to customers		3.27%	4.75%

Table 3: Main figures of the consolidated income statement:

			(millions of euro)
	FY 2015	**FY 2014**	**% change**
Net interest income	**1,762**	**1,829**	**-3.7**
Net commissions	**1,002**	**976**	**+2.7%**
Net banking income	**2,870**	**2,856**	**+0.5**
Operating expenses	(1,815)	(1,747)	+3.9
of which: reorganization costs	(52)	(75)	- 30.7
Gross operating result	**1,055**	**1,109**	**- 4.9**

Cost of risk	(1,032)	(1,211)	-14.8
Net operating result	**23**	**(102)**	**N/A**
Net income from investments and other non-current assets	10	-	N/A
Income taxes	(16)	(9)	+77.8
Profit (Loss) for the year pertaining to the parent company	**17**	**(111)**	**N/A**

Since the beginning of 2015, the Italian economy started to grow again, driven by the most recent economic indicators, such as the trend of industrial production and greater confidence of households and businesses. Loans in the private sector only picked up in the latter part of the year, which saw the level of loans increasing for the first time in about four years. In addition to the above, growth projections for 2016 point to a consolidation of the economic recovery in the euro area which, driven by an expansionary monetary policy, should gradually lead to an improvement in the credit market.

Performances for the year 2015, however, continued to be affected by the level of interest rates, the pricing of new loans to companies at historic lows, competitive pressures on spreads and policies aimed at reducing the riskiest exposures, which, from a qualitative standpoint led to a decrease in the flow of new non-performing loans and new doubtful loans compared their peak values in previous periods.

In this context, the BNL Group closed 2015 with a net profit of 17 million euros compared to a net loss of 111 million euros in 2014.

This result was affected by the aforementioned unfavourable economic factors which made it difficult to achieve revenue growth for the full year: modest credit demand, interest rates at historically low levels, heightened competition on the best customers; and some significant extraordinary charges incurred in the latter part of the year. Reference is made, mainly, to the extraordinary contribution of 65 million and the ordinary contribution of 22 million paid to the fund set up at the Bank of Italy as national Resolution Authority, to the provisions set aside for staff redundancies envisaged under the Group's reorganization plans for 33 million and to commercial and logistics reorganization costs for 19 million.

Table 4: Main consolidated balance sheet figures

(millions of euro)

	FY 2015	FY 2014	% change
Direct deposits (1)	42,981	44,944	- 4.4
Asset administration (2)	17,260	18,972	- 9.0
Total customer financial assets	60,241	63,916	- 5.7
Financial assets (3)	7,744	7,053	+ 17.4
Net interbank position (negative)	19,112	16,823	+ 13.6
Loans to customers	60,523	61,998	-2.4
Total assets	77,494	80,330	- 3.5
Shareholders’ equity	5,649	5,558	+1.6
Share capital	2,077	2,077	0

(1) This includes debts to customers, outstanding securities and financial liabilities carried at fair value (structured securities).
(2) Other third-party securities on deposit under administration and management
(3) This includes Financial assets held for trading (item 20) and Financial assets available for sale (item 40)

The **balance of interbank activity** was negative for 19,112 million against 16,823 million at the end of December 2014 and reflects the sectoral variations highlighted above: the overall reduction in borrowing through the issuance of securities, bond investments in assets available for sale and the decline in loans to customers.

(millions of euro)

	31/12/2015	31/12/2014	% change
Loans to other banks (*)	887	1,681	- 47.2
Loans to BNP Paribas	2,224	3,030	- 26.6
Total loans and receivables	***3,111***	***4,711***	***- 34.0***
Deposits from other banks (**)	(1,215)	(1,799)	- 32.5
Deposits from BNP Paribas	(21,008)	(12,335)	+ 70.3
deposits from BNP Paribas	*(13,094)*	*(7,950)*	*+ 64.7*
BNP Paribas funding - subordinated loans	*(1,914)*	*(1,914)*	*-*
BNP Paribas funding -lead institution for TLTRO	*(6,000)*	*(2,471)*	*N/A*
Amounts due to the ECB - LTRO	-	*(7,400)*	*N/A*
Total payables	***(22,223)***	***(21,534)***	***+ 3.2***
Total net interbank position	***(19,112)***	***(16,823)***	***+ 13.6***
relations with BNP Paribas	*(18,784)*	*(9,305)*	*N/A*
relations with ECB		*(7,400)*	*N/A*
relations with third parties	*(328)*	*(118)*	*N/A*
(*) of which:			
Deposits with EIB	*92*	*316*	*- 70.9*
BI - Compulsory reserves	*453*	*688*	*- 34.2*
(**) of which:			
EIB loans	*(974)*	*(1,275)*	*- 23.6*

The **Group's equity**, before deduction of the portion attributable to non-controlling shareholders (8,000 million euros) amounted to 5,649 million euros, an increase of 91 million euros from 5,558 million euros at end-December 2014.

	(millions of euro)
Shareholders' equity as at 31/12/2014	*5,558*
Net increase:	*74*
- net change in valuation reserve	*73*
- stock options	
- change in the capital of line-by-line consolidated companies	*1*
Profit (Loss) for the year pertaining to the Group	*17*
Shareholders' equity as at 31/12/2015	*5,649*

MANAGEMENT

BNL has adopted the traditional model, set forth in article 2380, paragraph 1 of the Italian Civil Code. BNL complies with the applicable corporate governance regulations of the Republic of Italy.

Board of Directors

The Board of Directors may be composed of a minimum of 5 members up to a maximum of 16 members.

The ordinary shareholders' meeting, held on 27 April 2015, appointed the Board of Directors for the fiscal years 2015-2017, which will be in office until the meeting to approve the financial statements for the fiscal year 2017.

The members of the Board of Directors, in office as of the date of 27 May 2016 and the list of the main activities performed outside BNL, which are deemed to be significant with respect to BNL's businesses, are set forth in the following table:

Name	**Function within BNL**	**Principal activities performed outside BNL, which are deemed to be significant with respect to the BNL's businesses**
ABETE, Luigi	Chairman	Chairman I.E.G. Italian Entertainment Group SpA, Civita Cultura S.r.l Vice Chairman Cinecittà Entertainment SpA Chief Executive Officer: A.BE.T.E SpA Askanews SpA
MUNARI Andrea	Managing Director and General Manager (*)	Chairman FINDOMESTIC Spa Director London Stock Exchange Vice Chairman Borsa Italiana
ABRAVANEL, Roger	Director	Director Coesia SpA, Teva Pharmaceutical Industries Ltd
CLAMON, Jean	Director	No offices
COSSA-DUMURGIER, Béatrice	Director	BNP Paribas SA – Domestic Markets et International Financial Services Chief Operating Officer Retail Banking, Head of Retail Development and Innovation
GIROTTI, Mario	Director	Chairman Ifitalia SpA, Servizio Italia SpA Senior Deputy Chairman Artigiancassa SpA
LABORDE Thierry	Director	Senior Vice President BNP Paribas SA Member of the Executive Committee BNP Paribas SA
LEMÉE, Bernard	Director	No offices

MAZZOTTO Paolo	Director	Chairman Fondazione BNL
TENTORI Roberto Hugo	Director	Chairman Grant Thornton Advisory Srl Director I.E.G. – Italian Entertainment Group SpA Massimo Zanetti Beverage Group

*On 26 November 2015, the BNL Board of Directors, which met on 26 November 2015, appointed Andrea Munari as Managing Director and General Manager of the Bank.

Updates on the composition of the Board will be publicly available, published from time to time on BNL's website.

All members of the Board of Directors fulfil the expertise, integrity and independence requirements established by the current laws, regulations and provisions of BNL's Articles of Association.

All members of the Board of Directors, for the purposes of their role, have elected domicile at BNL's registered office.

Supervisory Board

The ordinary Shareholders' meeting, held on 28 April 2016, appointed the Board of Statutory Auditors, as for the fiscal years 2016-2018, which will be in office until the Shareholders' meeting to approve the financial statements for the fiscal year 2018, composed of three Standing Auditors and two Alternate Auditors.

The members of the Board of Statutory Auditors, in office as of the date of this document and the list of the main activities performed outside BNL, which are deemed to be significant with respect to BNL's businesses, are set forth in the following table:

Name	**Function within BNL**	**Principal activities performed outside BNL which are deemed to be significant with respect to BNL 's businesses**
PICCINELLI Pier Paolo	Chairman of the Board of Statutory Auditors	Chairman of the Board of Statutory Auditors Armamenti e Aerospazio Spa in liquidation Quanta Agenzia per il Lavoro Spa
MAISTO Guglielmo	Standing Auditor	Standing Auditor Vodafone B.V.
PARDI Marco	Standing Auditor	Chairman of the Board of Statutory Auditors Life Science Capital SpA Standing Auditor De Simone & Partners SpA
NACCARATO Giovanni	Alternate Auditor	Chairman of the Board of Statutory Auditors ICQ Holding Spa; Agenzia Sviluppo Provincia di Roma Scarl
SERRENTINO Roberto	Alternate Auditor	Chairman of the Board of Statutory Auditors ASTRAL SpA;

		Standing Auditor Cinecittà Entertainment SpA

Updates on the composition of the Board of Statutory Auditors will be publicly available, published from time to time on the BNL's website.

All members of the Board of Statutory Auditors fulfil the expertise, integrity and independence requirements established by the current laws, regulations and provisions of BNL's Articles of Association.

For the purposes of their role, all the members have elected domicile at the registered office of BNL.

Conflicts of interest

Administrative, management and supervisory bodies conflicts of interests are handled in compliance with article 2391 of the Italian Civil Code, article 136 of the Legislative Decree No. 385/93 as amended, taking into account the provision in article 2497-ter of the Italian Civil Code. When specifically stated by law, these interests are considered in BNL's financial statements.

Considering the obligation of disclosure for the members of the management and Board of Statutory Auditors, as at 27 May 2016, BNL is not aware of any relevant potential conflicts of interest between the duties to BNL of the members of administrative, management and supervisory bodies listed in paragraph and their private interests or other duties.

MAJOR SHAREHOLDERS

As at 27 May 2016, BNP Paribas S.A. holds 100% of BNL's capital.

O. Amendments to General Information

1. Paragraph (h) under the heading "Availability of Documents" on page 1002 of the Base Prospectus shall be deleted and replaced with the following:

   "(h) the documents constituting the BNL Disclosure, including the audited annual consolidated financial statements of BNL for the three years ended 31 December 2013, 31 December 2014 and 31 December 2015".

2. The text following the words "For the period of 12 months following the date of this Base Prospectus, copies and, where appropriate, English translations, of the following documents will be available for inspection at the registered office of Banca Nazionale del Lavoro S.p.A., in Italian language:" on page 1003 of the Base Prospectus shall be deleted and replaced by the following:

   "(a) BNL's Articles of Incorporation;
   (b) BNL's Annual Report 2015;
   (c) BNL's Auditors' Report 2015;
   (d) BNL's Annual Report 2014;
   (e) BNL's Auditors' Report 2014;
   (f) BNL's Annual Report 2013; and
   (g) BNL's Auditors' Report 2013."

3. The text on page 1003 of the Base Prospectus under the heading "No Material Adverse Change"

   "*BNL*

There has been no material adverse change in the prospects of BNL since 31 December 2014 (being the end of the last financial period for which audited financial statements have been published)"

shall be deleted and replaced with the following:

"*BNL*

There has been no material adverse change in the prospects of BNL since 31 December 2015 (being the end of the last financial period for which audited financial statements have been published)".

4. The text on page 1003 of the Base Prospectus under the heading "No Significant Change"

"*BNL*

There has been no significant change in the financial or trading position of BNL since 31 December 2014 (being the end of the last financial period for which financial statements have been published)"

shall be deleted and replaced with the following:

"*BNL*

There has been no significant change in the financial or trading position of BNL since 31 December 2015 (being the end of the last financial period for which financial statements have been published)".