

Final Terms dated 20 June 2013



**Groupe Auchan/  
Banque Accord**

**Euro 8,000,000,000 Euro Medium Term Note Programme  
for the issue of Notes**

**SERIES NO: 19**

**TRANCHE NO: 2**

**€200,000,000 2.25 per cent. Notes due 6 April 2023  
issued by Groupe Auchan (the "Issuer")**

**to be assimilated (*assimilées*) and form a single series with the existing  
€500,000,000 2.25 per cent. Notes due 6 April 2023  
issued on 8 April 2013 (the "Existing Notes")**

**Issue Price: 98.402 per cent. of the aggregate nominal amount of the Tranche, plus an amount  
corresponding to accrued interest at a rate of 0.47466 per cent. of such aggregate nominal amount for  
the period from, and including, 8 April 2013 to, but excluding, 24 June 2013 (i.e. €949,320)**

**COMMERZBANK AKTIENGESELLSCHAFT  
NATIXIS**

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 4 December 2012, in the first supplement to the Base Prospectus dated 4 February 2013 and in the second supplement to the Base Prospectus dated 4 April 2013 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC of the European Parliament and of the Council of November 4<sup>th</sup>, 2003 on the prospectus to be published when securities are offered to the public or admitted to trading as amended by the Directive 2010/73/EU of the European Parliament and of the Council of November 24<sup>th</sup>, 2010 ("**2010 PD Amending Directive**"). The expression "**Prospectus Directive**" means the Directive 2003/71/EC as amended by the 2010 PD Amending Directive and includes any relevant implementing measure in each Relevant Member State.

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus, the supplement to the Base Prospectus and the relevant Final Terms are available for viewing on the websites of (a) the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and (b) the Issuer (<http://www.groupe-auchan.com/nos-resultats/informations-aux-obligataires/>) and copies may be obtained from Groupe Auchan, 40 avenue de Flandre, 59170 Croix, France, and during normal business hours at the specified office of the Paying Agent where copies may be obtained.

1. (i) **Series Number:** 19

(ii) **Tranche Number:** 2

The Notes will be assimilated (*assimilées*) and form a single series with the Existing Notes as from the date of exchange which is expected to be on or around the date which is forty (40) days after the Issue Date (the "**Assimilation Date**")

2. **Specified Currency:** Euro ("€")

3. **Aggregate Nominal Amount of Notes:**

(i) **Series:** €700,000,000

(ii) **Tranche:** €200,000,000

4. **Issue Price:** 98.402 per cent. of the Aggregate Nominal Amount of the Tranche, plus an amount corresponding to accrued interest at a rate of 0.47466 per cent. of such Aggregate Nominal Amount for the period from, and including, the Interest Commencement Date to, but excluding, the Issue Date (i.e. €949,320)

5. **Specified Denomination:** €100,000

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6. (i) **Issue Date:** 24 June 2013
- (ii) **Interest Commencement Date:** 8 April 2013
7. **Maturity Date:** 6 April 2023
8. **Interest Basis:** 2.25 per cent. Fixed Rate
9. **Redemption/Payment Basis:** Redemption at par
10. **Change of Interest or Redemption/ Payment Basis:** Not Applicable
11. **Put/Call Options:** Not Applicable
12. (i) **Status of the Notes:** Unsubordinated Notes
- (ii) **Dates of the corporate authorisations for issuance of the Notes:** Decision of the *Conseil d'administration* of Groupe Auchan dated 18 October 2012 and decision of Mr Vianney Mulliez, *Président Directeur Général* of Groupe Auchan, dated 17 June 2013
13. **Method of distribution:** Syndicated

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions:** Applicable
- (i) **Rate of Interest:** 2.25 per cent. *per annum* payable annually in arrear, subject to paragraph 17 below
- (ii) **Interest Payment Dates:** 6 April in each year commencing on 6 April 2014 up to and including the Maturity Date
- (iii) **Fixed Coupon Amount:** €2,250 per Specified Denomination, subject to the Broken Amount referred to in sub-paragraph (iv) below
- (iv) **Broken Amount:** In respect of the first Interest Period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date, the Broken Amount will be €2,237.67 per Specified Denomination and will only be payable on the first Interest Payment Date
- (v) **Day Count Fraction:** Actual/Actual – ICMA
- (vi) **Determination Dates:** 6 April in each year
15. **Floating Rate Note Provisions:** Not Applicable
16. **Zero Coupon Note Provisions:** Not Applicable

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**17. Change of Control:** Applicable

(Condition 14)

Rate of Interest on the Rate of  
Interest Increase Event:

Rating Downgrade

Rate of Interest

*Standard & Poor's  
Credit Market Services  
France S.A.S.*

to BB+	+ 1.25 per cent. <i>per annum</i>
to BB	+ 1.5 per cent. <i>per annum</i>
to BB-	+ 1.75 per cent. <i>per annum</i>
to B+	+ 2 per cent. <i>per annum</i>
to B	+ 2.25 per cent. <i>per annum</i>
to B- or lower	+ 2.5 per cent. <i>per annum</i>

#### PROVISIONS RELATING TO REDEMPTION

**18. Call Option:** Not Applicable

**19. Put Option:** Not Applicable

**20. Final Redemption Amount of each Note:** €100,000 per Specified Denomination

**21. Optional Redemption Amount:** €100,000 per Specified Denomination

**22. Early Redemption Amount:**

Early Redemption Amount(s)  
of each Note payable on  
redemption for taxation  
reasons, for illegality, or on  
event of default or other early  
redemption:

€100,000 per Specified Denomination

Redemption for Taxation  
Reasons:

(i) Early Redemption Amount  
to be increased with any  
accrued interest to the  
date set for redemption  
(Condition 6(g)):

Yes

- (ii) Redemption on a date other than an Interest Payment Date (Condition 6(g)(ii)): Yes
23. Notes purchased may be held and resold (Condition 6(h)): Yes
- GENERAL PROVISIONS APPLICABLE TO THE NOTES**
24. Form of Notes: Dematerialised Notes
- (i) Form of Dematerialised Notes: Bearer form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
25. Financial Centre or other special provisions relating to Payment Dates: Not Applicable
26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
27. Details relating to Instalment Notes: Not Applicable
28. Masse: Condition 11 shall apply
- (i) Representative: Stéphanie Besse  
47, quai d'Austerlitz  
75013 Paris  
France
- (ii) Alternate Representative: Marc Gueguen  
47, quai d'Austerlitz  
75013 Paris  
France
- (iii) Remuneration of the Representative: Not Applicable. The Representative will receive no remuneration.

#### DISTRIBUTION

29. (i) If syndicated, names of Managers: Commerzbank Aktiengesellschaft  
Natixis

(ii) Stabilising Manager (if any):

Not Applicable

30. If non-syndicated, name of Dealer:

Not Applicable

31. U.S. selling restrictions:

Reg. S Compliance Category 2; TEFRA rules are not applicable

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Signed on behalf of Groupe Auchan,  
Duly represented by Jean Chausse.

A handwritten signature in black ink, appearing to read 'Chausse', with a long, sweeping horizontal stroke extending to the right.

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing: The Official List of the Luxembourg Stock Exchange, with effect from 24 June 2013.
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 24 June 2013.
- The Notes will be assimilated (*assimilées*) and form a single series with the Existing Notes from the Assimilation Date.
- The Existing Notes are already listed on the Official List and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange.
- (iii) Estimate of total expenses related to listing and admission to trading: €400

### 2. RATING

- Rating: The Notes are expected to be allocated the following rating:
- Standard & Poor's Credit Market Services France S.A.S.:  
A

Standard & Poor's Credit Market Services France S.A.S is a credit rating agency established in the European Union, registered under Regulation (EC) No. 1060/2009 of the European Parliament and the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**") and included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in the "Subscription and Sale" section of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. YIELD

- Indication of yield: 2.435 per cent. *per annum*

## 5. OPERATIONAL INFORMATION

ISIN Code: FR0011523489 until the Assimilation Date and  
FR0011462571 thereafter

Common Code: 094672929 until the Assimilation Date and  
091213982 thereafter

Depositories:

(i) Euroclear France to act  
as Central Depositary: Yes

(ii) Common Depositary for  
Euroclear and  
Clearstream  
Luxembourg: No

Any clearing system other than  
Euroclear and Clearstream,  
Luxembourg and the relevant  
identification number: Not Applicable

Delivery: Delivery against payment

Name and addresses of  
additional Paying Agent (if any): Not Applicable