

SECOND SUPPLEMENT DATED JANUARY 24, 2018

TO THE BASE PROSPECTUS DATED JUNE 2nd, 2017 AS SUPPLEMENTED BY THE FIRST SUPPLEMENT DATED NOVEMBER 20th, 2017



€8,600,000,000

Euro Medium Term Note Programme

This second supplement dated January 24, 2018 (the “**Second Supplement**”) is supplemental to, and must be read in conjunction with the base prospectus dated June 2nd, 2017, prepared in relation to the €8,600,000,000 Euro Medium Term Note Programme (the “**Programme**”) of Auchan Holding and Oney Bank (hereinafter referred to as “**Auchan Holding**” and “**Oney Bank**”, respectively, or together as the “**Issuers**”), which was approved by the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) on June 2nd, 2017 and the first supplement dated November 20th, 2017 (together, the “**Base Prospectus**”) as a base prospectus for the purposes of the Directive 2003/71/EC as amended by the Directive 2010/73/EU (the “**Prospectus Directive**”) and Article 8.4 of the Luxembourg Law on prospectuses for securities dated July 10th, 2005 as amended (the “**Luxembourg Law**”).

This Second Supplement constitutes a supplement to the Base Prospectus for the purposes of article 16 of the Prospectus Directive and article 13 of the Luxembourg Law in order to:

- I) **Reflect the recent events particular to Auchan Holding, the modification of the Supervisory Board members and the Management Board members of Auchan Holding and update the outside activities of the management of Auchan Holding.**
- II) **Reflect the appointment of a new member of the Board of Directors of Oney Bank and update the outside activities of the management of Oney Bank.**
- III) **Incorporate certain legends and selling restrictions relating to Regulation (EU) No 1286/2014 (the PRIIPs (packaged retail and insurance-based investment products) Regulation), MIFID II Product Governance and Regulation (EU) N°2016/1011 (the "Benchmark Regulation").**

The Issuers accept responsibility for the information contained in this Second Supplement. The Issuers declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Second Supplement is, to the best of their knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

Save as disclosed in this Second Supplement and in the first supplement dated November 20th, 2017 (the “**First Supplement**”), there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statements in this Second

Supplement or any statement incorporated by reference into the Base Prospectus by this Second Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Second Supplement. The Second Supplement is available on (i) the website of the Issuers (<https://www.auchan-holding.com/en/our-results> in respect of Auchan Holding and <http://www.oney-banque-accord.com/index.php?id=84> in respect of Oney Bank) and (ii) the website of the Luxembourg Stock Exchange (www.bourse.lu).

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COVER PAGE

The following paragraph shall be added at the bottom of the cover page of the Base Prospectus:

*"Amounts payable under the Notes may be calculated by reference to EURIBOR, LIBOR, TEC10, EONIA, CMS, Consumer Price Index or Harmonised Index of Consumer Prices which are respectively provided by the European Money Markets Institute ("**EMMI**"), ICE Benchmark Administration Limited ("**ICE**"), Agence France Trésor ("**AFT**"), European Banking Federation ("**EBF**"), International Swaps and Derivatives Association ("**ISDA**"), Institut National de la Statistique et des Etudes Economiques ("**INSEE**") and Eurostat ("**Eurostat**"). According to Article 29(2) of the Benchmark Regulation (Regulation (EU) 2016/1011) (the "**Benchmark Regulation**"), a credit institution (such as Oney Bank) is required to state in the Base Prospectus whether, for securities issued on its basis referencing a benchmark, the administrator of the respective benchmark is registered on the register prescribed by the Benchmark Regulation. As at the date of this Base Prospectus, the EMMI, ICE, AFT, EBF, ISDA, INSEE and Eurostat do not appear on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation. As far as the Issuers are aware, the transitional provisions in Article 51 of the Benchmark Regulation apply, such that EMMI, ICE, AFT, EBF, ISDA, INSEE and Eurostat are not currently required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement or equivalence)."*

NOTICES

The following paragraph shall be added on page 2 of the Base Prospectus before the paragraph starting by "This Base Prospectus is to be read in conjunction with (...)":

"MIFID II PRODUCT GOVERNANCE / TARGET MARKET – *The Final Terms in respect of any Notes may include a legend entitled "MiFID II Product Governance" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, "**MiFID II**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.*

*A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the "**MiFID Product Governance Rules**"), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MIFID Product Governance Rules.*

PRIIPS REGULATION - PROHIBITION OF SALES TO EEA RETAIL INVESTORS – *The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the "**IMD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation."*

DESCRIPTION AND BUSINESS OVERVIEW OF AUCHAN HOLDING AND ONEY BANK

1. Management of Oney Bank

The paragraph 4 entitled “Management of Oney Bank” of the Section “III. DESCRIPTION AND BUSINESS OVERVIEW OF ONEY BANK” on pages 90 to 97 of the Base Prospectus is deleted and replaced by the following:

“Management of Oney Bank

Board of Directors (Conseil d'administration) of Oney Bank

<i>Xavier DELOM de MEZERAC</i>	<i>Chairman and Member</i>
<i>Jérôme GUILLEMARD</i>	<i>Member</i>
<i>Caroline PERON</i>	<i>Member</i>
<i>Marie TRENTESAUX-LECLERCQ</i>	<i>Member</i>
<i>Jean-Louis CLAVEL</i>	<i>Member</i>
<i>Philippe TAPIE</i>	<i>Member</i>
<i>CELAVI</i>	<i>Member, represented by Céline Lazorthes</i>
<i>AUSSPAR</i>	<i>Member, represented by Thierry Fosseux</i>

Chief Executive Officer

<i>Jean-Pierre VIBOUD</i>	<i>Chief Executive Officer</i>
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With respect to Oney Bank, all members of the Board of Directors or the Chief Executive Officer have their business address at Oney Bank's address.

Outside Activities

As of 24th January 2018, the outside activities of the members of the Board of Directors are as follows.

<i>Jean-Louis CLAVEL</i>	<i>Member of the Supervisory Board</i>	<i>AUCHAN HOLDING SA</i>	<i>France</i>
	<i>Director</i>	<i>ONEY BANK SA</i>	<i>France</i>
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<i>Xavier DELOM de MEZERAC</i>	<i>Chairman of the Board of Directors</i>	<i>ONEY BANK SA</i>	<i>France</i>
	<i>Director</i>	<i>ONEY BANK SA</i>	<i>France</i>

<i>Chairman of the Board of Directors</i>	<i>AUCHAN COORDINATION SERVICES SA</i>	<i>Belgium</i>
<i>Director</i>	<i>AUCHAN COORDINATION SERVICES SA</i>	<i>Belgium</i>
<i>Chairman of the Board</i>	<i>AUCHAN (CHINA) HONG KONG LTD</i>	<i>Hong Kong</i>
<i>Director</i>	<i>CONCORD CHAMPION INTERNATIONAL LTD</i>	<i>Cayman Islands</i>
<i>Member of the Supervisory Board</i>	<i>RT MART HOLDING LTD</i>	<i>Hong Kong</i>
<i>Director – Member of Audit Committee</i>	<i>SUN ART RETAIL GROUP LIMITED</i>	<i>Hong Kong</i>
<i>Manager</i>	<i>SCI DU ROY</i>	<i>France</i>
<i>Manager</i>	<i>GROUPEMENT FONCIER AGRICOLE DES TERRES DE CANON</i>	<i>France</i>
<i>Permanent Representative of AUCHAN RETAIL INTERNATIONAL, Chief Executive Officer</i>	<i>A-RT RETAIL HOLDINGS LIMITED</i>	<i>Hong Kong</i>
<i>Member of Supervisory Board</i>	<i>OOSTERDAM B.V.</i>	<i>Netherlands</i>
<i>Permanent Representative of MONICOLE, Director / Supervisor</i>	<i>RT-MART INTERNATIONAL</i>	<i>Taiwan</i>
<i>Member of the Management Board (Directoire)</i>	<i>AUCHAN HOLDING</i>	<i>France</i>
<i>Permanent Representative of AUCHAN HOLDING, Chairman</i>	<i>FANTASAK</i>	<i>France</i>
<i>Chairman of the Board of Directors</i>	<i>GESARE</i>	<i>Luxembourg</i>
<i>Director</i>	<i>GESARE</i>	<i>Luxembourg</i>

	<i>Permanent Representative of AUCHAN HOLDING, Chairman</i>	<i>HAKRAYE</i>	<i>France</i>
	<i>Permanent Representative of AUCHAN HOLDING, Chairman</i>	<i>SOFINEX</i>	<i>France</i>
	<i>Permanent Representative of AUCHAN HOLDING, Chairman</i>	<i>SOSEK</i>	<i>France</i>
	<i>Director</i>	<i>IMMOCHAN COORDINATION SERVICES</i>	<i>Belgium</i>
Marie TRENTESAUX-LECLERCQ	<i>Director</i>	<i>ONEY BANK SA</i>	<i>France</i>
	<i>Member of the Supervisory Board</i>	<i>FCP VAL ONEY</i>	<i>France</i>
Caroline PERON	<i>Director</i>	<i>ONEY BANK SA</i>	<i>France</i>
Philippe TAPIE	<i>Director</i>	<i>ONEY BANK</i>	<i>France</i>
	<i>Director</i>	<i>COLAM SA</i>	<i>France</i>
	<i>Director</i>	<i>FONDATION ENTREPRENDRE</i>	<i>France</i>
	<i>Chief Executive Officer</i>	<i>GROUPE MAISONS DE FAMILLE SA</i>	<i>France</i>
	<i>Permanent Representative of GROUPE MAISONS DE FAMILLE, Chairman</i>	<i>MAISONS DE FAMILLE FRANCE SASU</i>	<i>France</i>
	<i>Manager</i>	<i>SCI FONCIERE MDF</i>	<i>France</i>
	<i>Permanent Representative of GROUPE MAISONS DE FAMILLE, Director</i>	<i>LA VILLA</i>	<i>France</i>
	<i>Permanent Representative of GROUPE MAISONS DE FAMILLE, Chairman of the Board of Directors</i>	<i>PLANIGER</i>	<i>France</i>
	<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	<i>SNC MAISON DE FAMILLE BOURGOGNE</i>	<i>France</i>
	<i>Permanent Representative of MAISONS DE FAMILLE</i>	<i>SNC MAISON DE</i>	<i>France</i>

<i>FRANCE, Manager</i>	<i>FAMILLE LA CERISAIE</i>	
<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	<i>SCI LE VERGER</i>	<i>France</i>
<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Chairman</i>	<i>SASU MAISON DE FAMILLE LA CHATAIGNERAIE</i>	<i>France</i>
<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	<i>SNC MAISON DE FAMILLE MONTPELLIER</i>	<i>France</i>
<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	<i>SCI LES JARDINS D'OLYMPIE</i>	<i>France</i>
<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Chairman</i>	<i>SASU MDF HAUTS DE SEINE</i>	<i>France</i>
<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	<i>SCI MDF ILE DE FRANCE</i>	<i>France</i>
<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	<i>SCI SAINT REMY</i>	<i>France</i>
<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Chairman</i>	<i>SAS MDF CHATEAU DE CHAMBOURCY</i>	<i>France</i>
<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	<i>SNC MAISON DE FAMILLE L'OASIS</i>	<i>France</i>
<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	<i>SNC VILLA LECOURBE</i>	<i>France</i>
<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	<i>SNC MAISON DE FAMILLE LES EAUX VIVES</i>	<i>France</i>
<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	<i>SNC MAISON DE FAMILLE VILLA CONCORDE</i>	<i>France</i>
<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	<i>SCI MDF ASNIERES</i>	<i>France</i>

<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	SNC MAISON DE FAMILLE DU GENEVOIS	France
<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	SCI MDF COLLONGES	France
<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	SNC SOCIETE D'EXPLOITATION DE LA RESIDENCE ANTINEA	France
<i>Permanent Representative of GROUPE MAISONS DE FAMILLE, Chairman</i>	SAS LA REDORTE	France
<i>Permanent Representative of GROUPE MAISONS DE FAMILLE, Chairman</i>	SAS MAISON DE RETRAITE DU SOLEIL D'OR	France
<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	SCI DE LA VALLEE DU GAPEAU	France
<i>Permanent Representative of GROUPE MAISONS DE FAMILLE, Chairman</i>	SAS MAISON DE FAMILLE BASTIDE GUIRANS	France
<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	SCI DE LA BELLE GENSIERE	France
<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	SNC MAISON DE FAMILLE DE LAVE MARIA	France
<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	SCI WARDRECQUES	France
<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	SNC MAISON DE FAMILLE LES ETANGS	France
<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	SNC MAISON DE FAMILLE LES VALLEES	France
<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Chairman</i>	SASU MAISON DE FAMILLE DU PARC	France
<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	SCI DEBUSSY	France

	<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	<i>SCI MANCELLES</i>	<i>France</i>
	<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	<i>SCI LETEMPLE</i>	<i>France</i>
Jean-Pierre VIBOUD	<i>Chief executive officer</i>	<i>ONEY BANK SA</i>	<i>France</i>
	<i>Chairman of the Supervisory Board</i>	<i>ARMONEY GIE FRANCE</i>	<i>France</i>
	<i>Permanent Representative of ONEY BANK, Chairman of the Board</i>	<i>ONEY SERVICIOS FINANCIEROS EFC S.A.U</i>	<i>Spain</i>
	<i>Director</i>	<i>ONEY ACCORD BUSINESS CONSULTING COMPANY CO LTD</i>	<i>China</i>
	<i>Chairman</i>	<i>NATURAL SECURITY SAS</i>	<i>France</i>
	<i>Permanent Representative of ONEY BANK, Director</i>	<i>NATURAL SECURITY SAS</i>	<i>France</i>
	<i>Chairman and Member of the Board of Directors</i>	<i>NATURAL SECURITY ALLIANCE</i>	<i>France</i>
	<i>Permanent Representative of ONEY BANK, Chairman</i>	<i>ONEY INVESTMENT SAS</i>	<i>France</i>
	<i>Director</i>	<i>FIA NET</i>	<i>France</i>
	<i>Member of the Board</i>	<i>ONEY POLSKA</i>	<i>Poland</i>
	<i>Member of the Supervisory Board</i>	<i>ONEY UKRAINE</i>	<i>Ukraine</i>
Jérôme GUILLEMARD	<i>Director</i>	<i>AUCHAN COORDINATION SERVICES</i>	<i>Belgium</i>
	<i>Director</i>	<i>ONEY BANK</i>	<i>France</i>
	<i>Manager</i>	<i>CADRISOCHA SCI</i>	<i>France</i>
	<i>Director</i>	<i>ONEY HOLDING LIMITED</i>	<i>Malta</i>
	<i>Director</i>	<i>ONEYLIFE (PCC)</i>	<i>Malta</i>

	Director	LIMITED ONEY INSURANCE (PCC) LIMITED	Malta
	Director	ONEY BANK	Russia
Céline LAZORTHE	Permanent representative of CELAVI, Director	ONEY BANK	France
	President of the Management Board	LEETCHI	France
	President	CELAVI	France
	Director	MANGOPAY	France
	Manager	SCI VERDURA	France
	Member of the Supervisory Board	PUMPKIN	France
Thierry FOSSEUX	Permanent representative of AUSSPAR, member of the Supervisory Board	AUCHAN HOLDING SA	France
	Permanent representative of AUSSPAR, Director	ONEY BANK	France
	Manager	THIPIEDOU SCI	France

The Directors of Oney Bank act in the best interest of Oney Bank. Each is likely to preserve his independence of analyse, judgement, decision and action in all circumstance. The Directors shall inform the Board of any real or potential conflict of interest to which he may be exposed. There exists no known potential conflict of interests between any duties to Oney Bank of its Directors and their private interests and/or other duties."

2. Recent events particular to Auchan Holding

The paragraph 3 entitled "Recent events particular to Auchan Holding" of the Section "II. DESCRIPTION AND BUSINESS OVERVIEW OF AUCHAN HOLDING", on page 79 to 80, is deleted and replaced by the following ;

"Recent events particular to Auchan Holding are set out in details in the relevant sections of documents incorporated by reference in this Base Prospectus (please refer to "Documents incorporated by reference" above and in particular to the lines "Information about the Issuer" of the cross-reference lists).

Please note the following recent events particular to Auchan Holding :

- On 6th December 2017, Auchan Retail announced the implementation of a new organisation to help complete the second stage of its transformation ;
- On 20th December 2017, Auchan Retail announced the appointment of its Director of Business Concepts and Brand ;
- On 02nd January 2018, Auchan Holding announced a governance adjustment at Auchan Holding ;”

3. Management of Auchan Holding

The paragraph 4 entitled “Management of Auchan Holding” of the Section “II. DESCRIPTION AND BUSINESS OVERVIEW OF AUCHAN HOLDING” on pages 80 to 86 of the Base Prospectus is deleted and replaced by the following:

“Management of Auchan Holding

a. **Supervisory Board (Conseil de Surveillance) and Management Board (Directoire) of Auchan Holding**

Principal Occupation (and principal activities outside Auchan Holding that are significant with respect to Auchan Holding):

Supervisory Board (Conseil de Surveillance) as of 24 January 2018 :

Barthélémy GUISLAIN	Chairman (Président du Conseil de Surveillance) and Member
AUSSPAR	Member, represented by Thierry FOSSEUX
Jean-Louis CLAVEL	Member
Marion MENET BUCHSENSCHUTZ	Member
Valérie VENDEVILLE	Member
Jérôme MULLIEZ	Member

Management Board (Directoire) as of 24 January 2018:

Régis DEGELCKE	Chairman (Président du Directoire) and Member
Vianney MULLIEZ	Member
Xavier DELOM MEZERAC	Member

Audit Committee as of 24 January 2018:

Jean-Louis CLAVEL	Chairman
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Jérôme MULLIEZ	<i>Member</i>
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b. Outside Activities

As of 24th January 2018, the outside activities of the members of the Supervisory Board (Conseil de Surveillance) and Management Board (Directoire) are as follows.

Régis DEGELCKE	<i>Chairman and member of the Management Board</i>	<i>AUCHAN HOLDING SA</i>	<i>France</i>
	<i>Chairman and member of the Board of Directors</i>	<i>AUCHAN RETAIL INTERNATIONAL</i>	<i>France</i>
	<i>Director</i>	<i>IMMOCHAN</i>	<i>France</i>
	<i>Chairman</i>	<i>SOCIETE DE RECHERCHE DE SYNERGIES</i>	<i>France</i>
	<i>Co Manager</i>	<i>MAROBÉ</i>	<i>France</i>
	<i>Director</i>	<i>QUOTATIS GROUPE</i>	<i>France</i>
	<i>Chairman and member of the Board of Directors</i>	<i>BRICOLAJE BRICOMAN SLU</i>	<i>Spain</i>
	<i>Chairman and member of the Board of Directors</i>	<i>IMMOBILIARIA BRICOLAJE BRICOMAN SLU</i>	<i>Spain</i>

Thierry FOSSEUX	<i>Permanent representative of AUSSPAR, member of the Supervisory Board</i>	<i>AUCHAN HOLDING SA</i>	<i>France</i>
	<i>Permanent representative of AUSSPAR, Director</i>	<i>ONEY BANK</i>	<i>France</i>
	<i>Manager</i>	<i>THIPIEDOU SCI</i>	<i>France</i>

Vianney MULLIEZ	<i>Member of the Management Board</i>	<i>AUCHAN HOLDING SA</i>	<i>France</i>
	<i>Member and Chairman of the Board of Directors</i>	<i>IMMOCHAN</i>	<i>France</i>
	<i>Liquidator</i>	<i>FONCIERE DU CHATEAU ROUGE</i>	<i>France</i>

	<i>Chairman and Permanent Representative of Auchan Holding</i>	<i>DAI GROUPE</i>	<i>France</i>
	<i>Manager</i>	<i>AGAM</i>	<i>France</i>
	<i>Manager</i>	<i>ALEXAM</i>	<i>France</i>
	<i>Manager</i>	<i>DAMIM</i>	<i>France</i>
	<i>Manager</i>	<i>VIMZ</i>	<i>France</i>
	<i>Manager</i>	<i>SEVIAJER</i>	<i>France</i>
	<i>Director</i>	<i>MCE 5 DEVELOPMENT SA</i>	<i>France</i>
	<i>Director</i>	<i>COFITES</i>	<i>France</i>
Jérôme MULLIEZ	<i>Member of the Supervisory Board</i>	<i>AUCHAN HOLDING SA</i>	<i>France</i>
	<i>Manager</i>	<i>ACANTHE SCA</i>	<i>France</i>
	<i>Manager</i>	<i>CIMOFAT SCA</i>	<i>France</i>
	<i>Director</i>	<i>GROUPE ADEO SA</i>	<i>France</i>
	<i>Chairman</i>	<i>HOLMET SAS</i>	<i>France</i>
	<i>Manager</i>	<i>JERBLUEMOON SC</i>	<i>France</i>
	<i>Manager</i>	<i>JUBLUEMOON SC</i>	<i>France</i>
	<i>Director</i>	<i>LEROY MERLIN FRANCE SA</i>	<i>France</i>
	<i>Chairman and Permanent representative of AUSTELL FINANCIERE SA</i>	<i>SAMAUCHAN SAS</i>	<i>France</i>
	<i>Manager</i>	<i>SODEREC SC</i>	<i>France</i>
	<i>Member and Chairman of the Supervisory Board</i>	<i>SOPARTHLON B SCA</i>	<i>France</i>
	<i>Chairman</i>	<i>SURHOLYMPIADES SAS</i>	<i>France</i>

<i>General Director</i>	<i>SURSOPARFIL SAS</i>	<i>France</i>
<i>Chairman</i>	<i>TEXO SAS</i>	<i>France</i>
<i>Member and Chairman of the Supervisory Board</i>	<i>VALMA SCA</i>	<i>France</i>
<i>Manager</i>	<i>VALOREST SCA</i>	<i>France</i>
<i>Delegated General Director and Director</i>	<i>KACHGAR SA</i>	<i>France</i>
<i>Delegated Director, Member and Chairman of the Board of Directors</i>	<i>GREENLAND</i>	<i>Belgium</i>
<i>Delegated Director, Chairman Director of the Board of Directors and Member</i>	<i>SOPARCHAN</i>	<i>Belgium</i>
<i>Chairman Director of the Board of Directors and Member</i>	<i>IDCB</i>	<i>Belgium</i>
<i>Chairman Director of the Board of Directors and Member</i>	<i>BIOPARTICIPATIONS</i>	<i>Belgium</i>
<i>Director</i>	<i>BLUE LOTUS INVESTMENT</i>	<i>Belgium</i>
<i>Director</i>	<i>MUTATIS</i>	<i>Belgium</i>
<i>Chairman Director of the Board of Directors and Member</i>	<i>AUSTELL FINANCIERE SA</i>	<i>Luxembourg</i>
<i>Chairman Director of the Board of Directors and Member</i>	<i>EPERLAN PARTICIPATIONS</i>	<i>Luxembourg</i>
<i>Chairman Director of the Board of Directors and Member</i>	<i>WISTARIA SA</i>	<i>Luxembourg</i>
<i>Chairman Director of the Board of Directors and Member</i>	<i>PIDOLL SA</i>	<i>Luxembourg</i>
<i>Manager</i>	<i>KUTTER-COMMANDITE</i>	<i>Luxembourg</i>

		SARL	
	<i>Member and Chairman of the Board of Directors</i>	FILUNOR	Luxembourg
	<i>Member and Chairman of the Board of Directors</i>	AUBUSSON HOLDING SA	Luxembourg
	<i>General Director and Non-executive Director</i>	CLARIS NV	Netherlands
	<i>Non-executive Director</i>	MERVADIJN BV	Netherlands
	<i>Non-executive Director</i>	MAC MARKETING ADVERTISING CONSULTANTS BV	Netherlands
	<i>Non-executive Director</i>	WOELSEWAARD BV	Netherlands
Jean-Louis CLAVEL	<i>Member of the Supervisory Board</i>	AUCHAN HOLDING SA	France
	<i>Director</i>	ONEY BANK SA	France
Valérie VENDEVILLE	<i>Member of the Supervisory Board</i>	AUCHAN HOLDING SA	France
Barthélemy GUISLAIN	<i>Manager</i>	ACANTHE SCA	France
	<i>Manager</i>	CIMOFAT SCA	France
	<i>Chairman</i>	CLARIS France SAS	France
	<i>Chairman</i>	CONSOFOND SAS	France
	<i>Permanent representative of SAS HOLYMPIADES, Director</i>	DECATHLON SA	France
	<i>Manager</i>	DE LA PORTE DE LYON SC	France
	<i>Manager</i>	GARGANO SC	France
	<i>Member and Chairman of the Supervisory Board</i>	AUCHAN HOLDING SA	France
	<i>Manager</i>	GUISLAINVERT SC	France

	<i>Chairman and Member of the Board of Directors, General Director</i>	<i>KACHGAR SA</i>	<i>France</i>
	<i>Chairman and Member of the Board of Directors</i>	<i>KBANE SA</i>	<i>France</i>
	<i>Chairman</i>	<i>MOBILIS SAS</i>	<i>France</i>
	<i>Chairman</i>	<i>MOBILIZ'YOU SAS</i>	<i>France</i>
	<i>Manager</i>	<i>SODEREC SC</i>	<i>France</i>
	<i>Chairman</i>	<i>SURAUMARCHE SAS</i>	<i>France</i>
	<i>Chairman</i>	<i>SURCREHOL SAS</i>	<i>France</i>
	<i>Chairman</i>	<i>SURFIPAR SAS</i>	<i>France</i>
	<i>Chairman</i>	<i>SURHOLKIA SAS</i>	<i>France</i>
	<i>Chairman</i>	<i>SURSOPARFIL SAS</i>	<i>France</i>
	<i>Manager</i>	<i>T.S.2 M SARL</i>	<i>France</i>
	<i>Manager</i>	<i>VALOREST SCA</i>	<i>France</i>
	<i>Manager</i>	<i>SOCIETE CIVILE DE ROUBAIX SC</i>	<i>France</i>
	<i>Chairman</i>	<i>HOLDINEA SAS</i>	<i>France</i>
	<i>Chairman</i>	<i>NIKITA SAS</i>	<i>France</i>
	<i>Chairman of the Board of Directors and Member</i>	<i>CONSOBIS</i>	<i>Luxembourg</i>
	<i>Director</i>	<i>ACADIE</i>	<i>Belgium</i>
Xavier DELOM de MEZERAC	<i>Chairman of the Board of Directors</i>	<i>ONEY BANK SA</i>	<i>France</i>
	<i>Director</i>	<i>ONEY BANK SA</i>	<i>France</i>
	<i>Chairman of the Board of Directors</i>	<i>AUCHAN COORDINATION SERVICES SA</i>	<i>Belgium</i>

<i>Director</i>	<i>AUCHAN COORDINATION SERVICES SA</i>	<i>Belgium</i>
<i>Chairman of the Board</i>	<i>AUCHAN (CHINA) HONG KONG LTD</i>	<i>Hong Kong</i>
<i>Director</i>	<i>CONCORD CHAMPION INTERNATIONAL LTD</i>	<i>Cayman Islands</i>
<i>Member of the Supervisory Board</i>	<i>RT MART HOLDING LTD</i>	<i>Hong Kong</i>
<i>Director – Member of Audit Committee</i>	<i>SUN ART RETAIL GROUP LIMITED</i>	<i>Hong Kong</i>
<i>Manager</i>	<i>SCI DU ROY</i>	<i>France</i>
<i>Manager</i>	<i>GROUPEMENT FONCIER AGRICOLE DES TERRES DE CANON</i>	<i>France</i>
<i>Permanent Representative of AUCHAN RETAIL INTERNATIONAL, Chief Executive Officer</i>	<i>A-RT RETAIL HOLDINGS LIMITED</i>	<i>Hong Kong</i>
<i>Member of Supervisory Board</i>	<i>OOSTERDAM B.V.</i>	<i>Netherlands</i>
<i>Permanent Representative of MONICOLE, Director / Supervisor</i>	<i>RT-MART INTERNATIONAL</i>	<i>Taiwan</i>
<i>Member of the Management Board (Directoire)</i>	<i>AUCHAN HOLDING</i>	<i>France</i>
<i>Permanent Representative of AUCHAN HOLDING, Chairman</i>	<i>FANTASAK</i>	<i>France</i>
<i>Chairman of the Board of Directors</i>	<i>GESARE</i>	<i>Luxembourg</i>
<i>Director</i>	<i>GESARE</i>	<i>Luxembourg</i>
<i>Permanent Representative of</i>	<i>HAKRAYE</i>	<i>France</i>

	<i>AUCHAN HOLDING, Chairman</i>		
	<i>Permanent Representative of AUCHAN HOLDING, Chairman</i>	<i>SOFINEX</i>	<i>France</i>
	<i>Permanent Representative of AUCHAN HOLDING, Chairman</i>	<i>SOSEK</i>	<i>France</i>
	<i>Director</i>	<i>IMMOCHAN COORDINATION SERVICES</i>	<i>Belgium</i>
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Marion MENET BUCHSENSCH UTZ	<i>Member of the Supervisory Board</i>	<i>AUCHAN HOLDING</i>	<i>France</i>
	<i>Manager</i>	<i>SOCIETE CIVILE MANET</i>	<i>France</i>
	<i>Manager</i>	<i>VALOREST SCA</i>	<i>France</i>
	<i>Manager</i>	<i>ACANTHE SCA</i>	<i>France</i>
	<i>Manager</i>	<i>CIMOFAT SCA</i>	<i>France</i>
	<i>Manager</i>	<i>SODEREC SC</i>	<i>France</i>
	<i>Chairman</i>	<i>SURAMAC SAS</i>	<i>France</i>
	<i>Chairman</i>	<i>SURBOLEM SAS</i>	<i>France</i>
	<i>Director</i>	<i>FONDATION KIABI</i>	<i>France</i>
	<i>Director</i>	<i>MANET BE SA</i>	<i>Belgium</i>

There is no known potential conflict of interests between any duties to Auchan Holding of the members of the Board of Directors and their private interests and/or other duties.

SUBSCRIPTION AND SALE

The paragraphs under the heading "European Economic Area (Public Offer Selling Restrictions under the Prospectus Directive)" (and the heading itself) on pages 102 and 103 of the Base Prospectus will be deleted in their entirety and replaced with the following:

"Prohibition of Sales to EEA Retail Investors"

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by the Base Prospectus as completed by the Final Terms in relation thereto to any retail investor in the European Economic Area.

For the purposes of this provision, the expression "retail investor" means a person who is one (or more) of the following:

- (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or*
- (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the "**Insurance Mediation Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II."*

FORM OF FINAL TERMS

The following legend will be inserted at the top of page 106 of the Base Prospectus :

***"[MIFID II product governance / Professional investors and ECPS only target market** – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**") ; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels].*

***[PRIIPS REGULATION - PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of [Directive 2014/65/EU (as amended, "**MiFID II**") / MiFID II]; or (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the "**IMD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation].*