

Issuer's Confirmation to Dealer and Fiscal Agent

GROUPE AUCHAN
BANQUE ACCORD

Euro 8,000,000,000
Euro Medium Term Note Programme

To: Natixis
47, quai d'Austerlitz
75013 Paris
France

Attention: Fixed Income & Credit Issues Legal Department

cc: BNP Paribas Securities Services
Les Grands Moulins de Pantin
9, rue du Débarcadère
93500 Pantin
France


Attention: Monsieur Sylvain Thomazo

Emails : sylvain.thomazo@bnpparibas.com / paris.bp2s.gct.debt@bnpparibas.com

29 March 2013

We confirm our receipt of the Trade Confirmation relating to a Tranche of Notes (the "**Notes**") relating to the above Programme contained in your letter to us dated 29 March 2013 and copied to BNP Paribas Securities Services. We confirm the accuracy of such information and authorise and instruct Natixis to prepare the Final Terms relating to the Notes and (as appropriate) BNP Paribas Securities Services to prepare the Temporary Global Certificate and to take all other action relating to the Notes contemplated by the Amended and Restated Agency Agreement.

BANQUE ACCORD

By: Jérôme  GUILLEMARD
Chairman of the Board of Directors

Final Terms dated 29 March 2013



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

SERIES NO: 18

TRANCHE NO: 1

Euro 150,000,000 Fixed Rate Notes due October 2018

Issued by: Banque Accord (the "Issuer")

Issue Price: 100 per cent.

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 4th December 2012 and the supplement to the Base Prospectus dated 4th February 2013 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC of the European Parliament, the Council of November 4th, 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 the November 24th, 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 and 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) and (b) the relevant Issuer (<http://www.groupe-auchan.com/nos-resultats/informations-aux-obligataires/> in respect of Groupe Auchan and <http://www.oney-banque-accord.com/index.php?id=84> in respect of Banque Accord) (and copies may be obtained from Banque Accord, 4/6 rue Jeanne Maillote, 59110 La Madeleine, France, and during normal business hours at the specified office of the Paying Agent(s) where copies may be obtained.

A handwritten signature or set of initials in the bottom right corner of the page.

1. (i) Series Number: 18
(ii) Tranche Number: 1
2. Specified Currency: Euro ("EUR")
3. Aggregate Nominal Amount of Notes:
 - (i) Series: EUR 150,000,000
 - (ii) Tranche: EUR 150,000,000
4. Issue Price: 100 per cent of the Aggregate Nominal Amount
5. Specified Denomination(s): EUR 100,000
6. (i) Issue Date: 2nd April 2013
(ii) Interest Commencement Date: Issue Date
7. Maturity Date: 19th October 2018
8. Interest Basis: 2 % 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 Banque Accord dated October 19th 2012
13. Method of distribution: Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions: Applicable
 - (i) Rate(s) of Interest: 2.00 per cent. per annum payable annually in arrears
 - (ii) Interest Payment Date(s): 19th October in each year (first short coupon) adjusted in accordance with the Following Business Day Convention.

- (iii) Fixed Coupon Amount[(s)]: EUR 2,000 per Specified Denomination
- (iv) Broken Amount(s): EUR 1,095.89 per Specified Denomination
- (v) Day Count Fraction: Actual/Actual – ICMA (unadjusted)
- (vi) Determination Dates: 19th October in each year

15. Floating Rate Note Provisions Not Applicable

16. Zero Coupon Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Call Option Not Applicable

18. Put Option Not Applicable

19. Final Redemption Amount of each Note Euro 100,000 per Note of Euro 100,000 Specified Denomination

20. 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: Not Applicable

21. Notes purchased may be held and resold (Condition 6(h)): Yes

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. 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

- 23. Financial Centre(s) or other special provisions relating to Payment Dates:** TARGET
- 24. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):** Not Applicable.
- 25. Details relating to Instalment Notes:** Not Applicable
- 26. Masse:** Condition 11 replaced by the full provisions of French *Code de commerce* relating to the Masse
- (i) Representative: Aziza Breteau
c/o Natixis
47, quai d'Austerlitz
75013 Paris
France
- (ii) Alternate Representative: Thomas Leocardio
c/o Natixis
47, quai d'Austerlitz
75013 Paris
France
- (iii) Remuneration of the Representative: Not Applicable

DISTRIBUTION

- 27. (i) If syndicated, names of Managers:** Not Applicable
- (ii) **Stabilising Manager(s) (if any):** Not Applicable
- 28. If non-syndicated, name of Dealer:** Natixis
- 29. U.S. selling restrictions:** Reg. S Compliance Category; TEFRA Not Applicable

Signed on behalf of Banque Accord:

Duly represented by: Mr. Jérôme GUILLEMARD



PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: **The official List of the Luxembourg Stock Exchange**
- (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 2nd April 2013
- (iii) Estimate of total expenses related to listing and admission to trading: EUR 3,865

2. RATINGS

Ratings: The Notes to be issued have not been rated

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

"So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer."

4. *Fixed Rate Notes only* – YIELD

Indication of yield: 2.00 per cent.

5. OPERATIONAL INFORMATION

ISIN Code: FR0011442136

Common Code: 090104586

Depositories:

- (i) Euroclear France to act as Central Depository: Yes
- (ii) Common Depository for Euroclear

and Clearstream Luxembourg: No

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

Delivery: Delivery against payment

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