

**SUPPLEMENT DATED APRIL 11th, 2014
TO THE BASE PROSPECTUS DATED NOVEMBER 18th, 2013**



€8,000,000,000

Euro Medium Term Note Programme

This supplement dated April 11th, 2014 (the "**First Supplement**") is supplemental to, and must be read in conjunction with, the base prospectus dated November 18th, 2013 prepared in relation to the €8,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of Groupe Auchan S.A. and Banque Accord S.A. (hereinafter referred to as "**Groupe Auchan**" and "**Banque Accord**", respectively, or together as the "**Issuers**"), which were approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") on November 18th, 2013, (together, the "**Base Prospectus**") as a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC as amended (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 First 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) Update Banque Accord and Groupe Auchan rating everywhere mentioned in the Programm.
- II) Update the financial information, as incorporated by reference in the Base Prospectus in the "DOCUMENTS INCORPORATED BY REFERENCE" section, in relation to the 2013 Financial Report of Groupe Auchan and the 2013 Financial Report of Banque Accord, both containing *inter alia* the annual financial statements, the consolidated income statements, the consolidated balance sheet and the consolidated statement of net cash flows as at and for the year ended December 31st, 2013, and the statutory auditors' report on the consolidated financial statement of Groupe Auchan as at and for the year ended December 31st, 2013 (hereinafter referred to as the "**2013 Results**"); the "DOCUMENTS INCORPORATED BY REFERENCE" section can be found on pages 21 to 26 (both included) of the Base Prospectus;
- III) Update the following parts of the section entitled "DESCRIPTION AND BUSINESS OVERVIEW OF GROUPE AUCHAN AND BANQUE ACCORD" in the Base Prospectus,
- IV) Update the following parts of the section entitled "DESCRIPTION AND BUSINESS OVERVIEW OF BANQUE ACCORD" in the Base Prospectus, and
- V) Update of the "GENERAL INFORMATION" section in the Base Prospectus..

The Issuers accept responsibility for the information contained in this First Supplement. The Issuers declare that, having taken all reasonable care to ensure that such is the case, the information contained in this First 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 First Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to 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 First Supplement or any statement incorporated by reference into the Base Prospectus by this First 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 First Supplement. The First Supplement is available on (i) the website of the Issuers (<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 (ii) the website of the Luxembourg Stock Exchange (www.bourse.lu).

I. UPDATE OF BANQUE ACCORD AND GROUPE AUCHAN RATING

Everywhere mentioned in the Program, Banque Accord and Groupe Auchan rating of A with negative outlook is deleted and replaced by an A negative rating.

II. UPDATE OF THE SECTION ENTITLED "DOCUMENTS INCORPORATED BY REFERENCE" IN THE BASE PROSPECTUS

1. In Section entitled "DOCUMENTS INCORPORATED BY REFERENCE", the content of the first page appearing on page 21 is deleted and replaced by the following:

"DOCUMENTS INCORPORATED BY REFERENCE"

This Base Prospectus should be read and construed in conjunction with:

- the audited consolidated financial reports of Groupe Auchan and the audited financial reports of Banque Accord for the financial years ended on December 31st, 2013
- the 2013 half year condensed consolidated financial reports of Groupe Auchan and the 2013 half year condensed consolidated financial reports of Banque Accord
- the audited consolidated financial reports of Groupe Auchan and the audited consolidated financial reports of Banque Accord for the financial years ended on December 31st, 2012
- the audited consolidated financial reports of Groupe Auchan and the audited consolidated financial reports of Banque Accord for the financial years ended on December 31st, 2011
- the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuers dated June 20th, 2007 (which was approved by the *Commission de Surveillance du Secteur Financier* in Luxembourg) (the "**2007 Conditions**");
- the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuers dated October 10th, 2008 (which was approved by the *Commission de Surveillance du Secteur Financier* in Luxembourg) (the "**2008 Conditions**") and the additional "Terms and Conditions of the Notes" contained in the first supplement to such base prospectus dated March 27th, 2009 (which was approved by the *Commission de Surveillance du Secteur Financier* in Luxembourg) (the "**Additional 2008 Conditions**");
- the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuers dated September 23rd, 2009 (which was approved by the *Commission de Surveillance du Secteur Financier* in Luxembourg) (the "**2009 Conditions**") and the additional "Terms and Conditions of the Notes" contained in the supplement to such base prospectus dated May 7th, 2010 (which was approved by the *Commission de Surveillance du Secteur Financier* in Luxembourg) (the "**Additional 2009 Conditions**");
- the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuers dated October 12th, 2010 (which was approved by the *Commission de Surveillance du Secteur Financier* in Luxembourg) (the "**2010 Conditions**");

- the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuers dated October 28th, 2011 (which was approved by the *Commission de Surveillance du Secteur Financier* in Luxembourg) (the "**2011 Conditions**"); and
- the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuers dated December 4th, 2012 (which was approved by the *Commission de Surveillance du Secteur Financier* in Luxembourg) (the "**2012 Conditions**" and, together with the 2007 Conditions, the 2008 Conditions, the Additional 2008 Conditions, the 2009 Conditions, the Additional 2009 Conditions, the 2010 Conditions and the 2011 Conditions, the "**EMTN Previous Conditions**").

The EMTN Previous Conditions are incorporated by reference in this Base Prospectus for the purposes only of further issues of Notes to be assimilated (*assimilées* for the purpose of French law) and form a single Series with Notes already issued under the relevant EMTN Previous Conditions.

The information incorporated by reference in this Base Prospectus shall be read in connection with the cross-reference lists as set out below. The information incorporated by reference that is not included in the cross-reference lists, is considered as additional information and is not required by the relevant schedules of the Prospectus Regulation.

CROSS-REFERENCE LIST IN RESPECT OF THE EMTN PREVIOUS CONDITIONS

EMTN Previous Conditions	
2007 Conditions	Pages 20 to 47
2008 Conditions	Pages 22 to 48
Additional 2008 Conditions	Pages 3 to 5
2009 Conditions	Pages 21 to 50
Additional 2009 Conditions	Pages 12 to 15
2010 Conditions	Pages 26 to 59
2011 Conditions	Pages 26 to 58
2012 Conditions	Pages 26 to 55

**CROSS-REFERENCE LIST IN RESPECT OF THE FINANCIAL INFORMATION FOR THE YEARS
ENDED DECEMBER 31st, 2013, 2012 AND 2011 IN RESPECT OF GROUPE AUCHAN**

Regulation – Annex IX in respect of Groupe Auchan	Financial Report 2013	Financial Report 2012	Financial Report 2011	
Risk Factors	3.1. <u>Prominent disclosure of risk factors that may affect the Issuer's ability to fulfill its obligations under the securities to investors</u>	Pages 55 to 64	Pages 56 to 66 (Note 36)	Pages 56 to 65
Information about the Issuer	4.1.5. <u>Recent events particular to the Issuer</u>	Pages 3 to 4 and page 14 (Note 2)	Pages 3 to 5 and page 15 (Note 2)	Pages 2 to 3 and page 14 (Note 2)
Financial information concerning the issuer's assets and liabilities, financial position and profits and losses	<p>11.1. <u>Historical Financial Information</u></p> <p><i>Audited historical financial information for the latest two financial years</i></p> <p><i>Audit reports for the latest two financial years</i></p> <p><i>Review report for the first half 2013</i></p> <p><i>Balance sheet</i></p> <p><i>Income statement</i></p> <p><i>Cash flow statement</i></p> <p><i>Statement of changes in consolidated equity</i></p> <p><i>Accounting policies</i></p> <p><i>Explanatory notes</i></p> <p>11.2. <u>Financial Statements</u></p> <p><i>Own or consolidated financial statements (if both are prepared, at least the consolidated financial statements) for the latest two financial years</i></p> <p>11.3. <u>Auditing/reviewing of historical annual/half year financial information</u></p> <p><i>Statement indicating that the historical financial information has been audited</i></p>	<p>Pages 8 to 12 and pages 14 to 26 (Note 3)</p> <p>Page 72</p> <p>Page 8</p> <p>Page 9</p> <p>Page 11</p> <p>Page 12</p> <p>Pages 14 to 26 (Note 3)</p> <p>Pages 13 to 71</p> <p>Pages 8 to 12</p> <p>Page 72</p>	<p>Pages 9 to 13 and pages 15 to 27 (Note 3)</p> <p>Page 75</p> <p>Page 9</p> <p>Page 10</p> <p>Page 12</p> <p>Page 13</p> <p>Pages 15 to 27 (Note 3)</p> <p>Pages 14 to 74</p> <p>Pages 9 to 13</p> <p>Page 75</p>	<p>Pages 8 to 12 and pages 15 to 25 (Note 3)</p> <p>Page 75</p> <p>Page 8</p> <p>Pages 9 to 10</p> <p>Page 11</p> <p>Page 12</p> <p>Pages 15 to 25 (Note 3)</p> <p>Pages 13 to 74</p> <p>Pages 8 to 12</p> <p>Page 75</p>

Regulation – Annex IX in respect of Groupe Auchan	Financial Report 2013	Financial Report 2012	Financial Report 2011
	<i>Statement indicating that the historical financial information has been reviewed</i>		

All documents incorporated by reference in this Base Prospectus will be available on the website of the Luxembourg Stock Exchange (www.bourse.lu).

The aforementioned documents incorporated by reference in this Base Prospectus and the Base Prospectus itself are available without charge on request at the registered office of the Issuer and may be consulted on the Issuer's website (<http://www.groupe-auchan.com/nos-resultats/rapports-annuels/>).

**CROSS-REFERENCE LIST IN RESPECT OF THE FINANCIAL INFORMATION FOR THE YEARS
ENDED DECEMBER 31st, 2013, 2012 AND 2011 IN RESPECT OF BANQUE ACCORD**

Regarding the 2013 financial report and the 2012 financial report, pages' numbers mentioned below refer to the page's number of the pdf version of the document available on Banque Accord's website (<http://www.oney-banque-accord.com/index.php?id=68>). For the avoidance of doubt, pages' numbers do not refer to the numbers mentioned at the bottom of the 2013 financial report and the 2012 financial report.

Regulation – Annex XI in respect of Banque Accord		Financial Report 2013	Financial Report 2012	Financial Report 2011
3. Risk Factors	<u>3.1. Prominent disclosure of risk factors that may affect the Issuer's ability to fulfil its obligations under the securities to investors</u>	Pages 4 to 5	Pages 8 to 9 and pages 48 to 54 (Note 31)	Pages 4 to 6 and pages 46 to 50
Information about the Issuer	<u>4.1.5. Recent events particular to the Issuer</u>	Pages 45 to 49 (Note 31)	Pages 3 to 6 and pages 18 to 19 (Note 2)	Pages 2 to 4 and pages 15 to 16
Organisational Structure	<u>6.1. Description of the group of which the Issuer is part and of the issuer's position within it.</u>	P15 (Note 1)	Page 17 (Note 1)	Page 14
11. Financial information concerning the issuer's assets and liabilities, financial position and profits and losses	<u>11.1 Historical Financial Information</u>			
	<i>Audited historical financial information</i>	Pages 7 to 12	Pages 10 to 14	Pages 16 to 29
	<i>Audit reports</i>	Pages 53	Pages 56 to 59	Pages 53 to 56
	<i>Review report</i>			
	<i>Balance sheet</i>	Pages 7 to 9	Pages 10 to 11	Pages 7 to 8
	<i>Income statement</i>	Page 10	Page 12	Pages 8 to 9
	<i>Statement of changes in consolidated equity</i>	Page 12	Pages 38 to 40	Pages 37 to 38
	<i>Accounting policies</i>	Pages 17 to 30	Pages 19 to 32	Pages 16 to 29
	<i>Explanatory notes</i>	Pages 14 to 50	Pages 17 to 55	Pages 13 to 51
	<i>Cash flow statement</i>	Page 11	Page 14	Page 11
<u>11.2 Financial Statements</u>				
<i>Own or consolidated financial statements (if both are prepared, at least the consolidated financial statements) for the latest two financial years</i>	Pages 7 to 12	Pages 10 to 15	Pages 7 to 11	
<u>11.3 Auditing/reviewing of historical annual/half year financial information</u>				

Regulation – Annex XI in respect of Banque Accord		Financial Report 2013	Financial Report 2012	Financial Report 2011
	<p><i>Statement indicating that the historical financial information has been audited</i></p> <p><i>Statement indicating that the historical financial information has been reviewed</i></p>	Pages 53 to 54	Pages 57 to 60	Pages 53 to 56

All documents incorporated by reference in this Base Prospectus will be available on the website of the Luxembourg Stock Exchange (www.bourse.lu).

The aforementioned documents incorporated by reference in this Base Prospectus and the Base Prospectus itself are available without charge on request at the registered office of the Issuer and may be consulted on the Issuer's website (<http://www.oney-banque-accord.com/index.php?id=68>)".

III. UPDATE OF THE SECTION ENTITLED “DESCRIPTION AND BUSINESS OVERVIEW OF GROUPE AUCHAN AND BANQUE ACCORD” IN THE BASE PROSPECTUS

1. The paragraph 3 (“Recent events particular to Groupe Auchan”) set out on page 64 of the Base Prospectus is updated as follows:

“Recent events particular to Groupe Auchan are set out in details on pages 3 to 7 (*Significant events in 2013 and main changes in the consolidation scope*) of the 2013 Financial Report and on pages 15 (*Significant events and main changes in the consolidation scope*) of the 2012 Financial Report which are incorporated by reference in this Base Prospectus.”

2. The paragraph 4 (“Management of Groupe Accord”) set out on page 64 of the Base Prospectus is updated as follows:

Board of Directors (Conseil d’administration) of Groupe Auchan

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

Vianney MULLIEZ	Chairman (Président du Conseil d’administration)
AUSSPAR S.A.S.	Member, represented by Arnaud MULLIEZ
Jean-Louis CLAVEL	Member
Christophe DUBRULLE	Member
Bertrand LECLERCQ	Member
Didier LEROY	Member
Louis MULLIEZ	Member
Muriel VAN DER WEES	Member
Valérie VENDEVILLE	Member

With respect to Groupe Auchan, all members of the Board of Directors have their business address at Groupe Auchan’s address.

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

Audit committee

The audit committee consists of:

Christophe DUBRULLE	Member
Jean-Louis CLAVEL	Member

Executive Committee

The executive committee consists of:

Vianney MULLIEZ	Chairman
Philippe BAROUKH	Member
Xavier DELOM DE MEZERAC	Member
Jérôme GUILLEMARD	Member
Philippe GRACIA	Member
Benoît LHEUREUX	Member
Philippe SAUDO	Member

With respect to Groupe Auchan, all members of the Executive Committee have their business address at Groupe Auchan's address.

There is no known potential conflict of interests between any duties to Groupe Auchan of the members of the Executive Committee and their private interests and/or other duties.

Outside Activities

The outside activities of the members of the Board of Directors are as follows:

CLAVEL Jean-Louis	Director	AUCHANHYPERSA	FRANCE
	Director	GROUPE AUCHAN SA	FRANCE
	Director	ISMS SA	FRANCE

DUBRULLE Christophe	Director	GROUPE AUCHAN SA	FRANCE
	Director	AUCHANHYPERSA	FRANCE
	Director	EDRIVE SA	FRANCE
	Director	ISMS SA	FRANCE
	Director	GROUPE ADEO SA	FRANCE
	Chairman of the Board of Directors	GROUPE ADEO SA	FRANCE

LECLERCQ Bertrand	Chairman and Director	LEBRICO SAS	FRANCE
	Director	AUCHAN FRANCE SA	FRANCE
	Director	GROUPE AUCHAN SA	FRANCE
	Director	ISMS SA	FRANCE

	Director	AUCHANHYPER SA	FRANCE
	Director	BOLEM SAS	FRANCE
	Director	MUFIL SAS	FRANCE
	Director	FIPAR SAS	FRANCE
	Director	SURFIPAR SAS	FRANCE
	Director	SURAMAC SAS	FRANCE
	Director	SURBOLEM SAS	FRANCE
	Director	SURMUFIL SAS	FRANCE
	Director	AGAPES SA	FRANCE
	Director	SURHOLKIA SAS	FRANCE
	Director	HOLKIA SAS	FRANCE
	Manager	ACANTHE SCA	FRANCE
	Manager	CIMOFAT SCA	FRANCE
	Manager	VALOREST SCA	FRANCE
	Manager	SODEREC SC	FRANCE
	Manager	BERAF SC	FRANCE
	Manager	MELCHIOR SC	FRANCE
	Manager	GABRIEL SC	FRANCE
	Manager	BARTHY SPRL	BELGIQUE
	Member of the supervisory board	MOBILIS SAS	FRANCE
	Member of the executive committee	ENTREPRISE PROMOTION SA	FRANCE
	Chairman and Director	SURCREHOL SAS	FRANCE
	Chairman and Director	SURLEBRICO SAS	FRANCE
	Chairman and Member of the Supervisory Board	SOPARLIN B SCA	FRANCE

LEROY Didier	Director	GROUPE AUCHAN SA	FRANCE
	Chairman of the Board of Directors and Chief Executive Officer	TOYOTA MOTOR EUROPE	FRANCE

MULLIEZ Arnaud	Director	AUCHAN E-COMMERCE INTERNATIONAL SA	FRANCE
	Director	AUCHAN FRANCE SA	FRANCE
	Director	ECOPRESSE	FRANCE

	Manager	SOCIETE CIVILE LE DAMIER	FRANCE
	Manager	SOCIETE CIVILE IMMOB-ALHUMA	FRANCE
	Chairman of the Board	AUCHAN E-COMMERCE INTERNATIONAL SA	FRANCE
	Chairman of the Board	AUCHAN FRANCE SA	FRANCE
	Permanent representative of GROUPE AUCHAN, Chairman,	AUCHAN E-COMMERCE FRANCE SAS	FRANCE
	Permanent representative of AUSSPAR, Director	AUCHANHYPER SA	FRANCE
	Permanent representative of AUSSPAR, Director	GROUPE AUCHAN SA	FRANCE
	Permanent representative of AUSSPAR, Director	ISMS SA	FRANCE

MULLIEZ Louis	Director	GROUPE AUCHAN SA	FRANCE
	Director	ALCAMPO SA	ESPAGNE
	Director	ISMS SA	FRANCE
	Director	AUCHANHYPER	FRANCE
	Director	AUCHAN PORTUGAL	PORTUGAL
	Director	AUCHAN PORTUGAL HIPERMERCADOS	PORTUGAL
	Manager	SOCIETE CIVILE LOUDIE	FRANCE
	Chairman of the Board	CIMODIN SL	ESPAGNE
	Vice-Chairman	AUCHAN PORTUGAL INVESTIMENTOS	PORTUGAL

MULLIEZ Vianney	Director	AUCHANHYPER SA	FRANCE
	Director	GROUPE AUCHAN SA	FRANCE
	Director	ISMS SA	FRANCE
	Chief Executive Officer	GROUPE AUCHAN SA	FRANCE
	Manager	COFITES	FRANCE
	Manager	SOCIETE CIVILE AGAM	FRANCE
	Manager	SOCIETE CIVILE ALEXAM	FRANCE
	Manager	SOCIETE CIVILE DAMIM	FRANCE
	Manager	SOCIETE CIVILE VIMZ	FRANCE
	Liquidator	FONCIERE DU CHATEAU	FRANCE

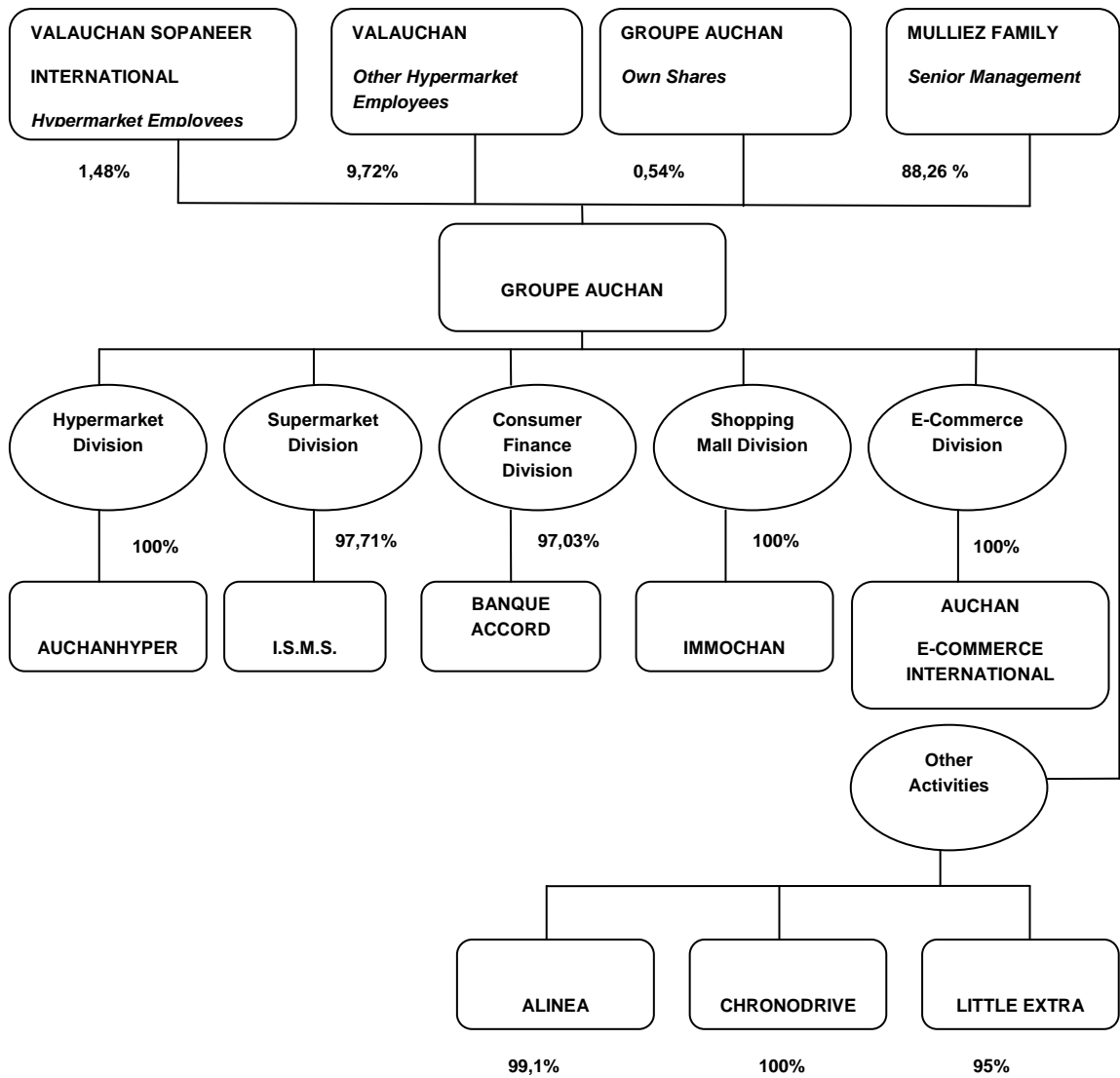
		ROUGE SCIM	
	Director	VITAMINE T	FRANCE
	Chairman of the Board	AUCHANHYPER SA	FRANCE
	Chairman of the Board	GROUPE AUCHAN SA	FRANCE
	Chairman of the Board	ISMS SA	FRANCE
	Permanent representative of GROUPE AUCHAN, Chairman,	DAI GROUPE SAS	FRANCE

VAN DER WEES Muriel	Director	GROUPE AUCHAN SA	FRANCE
	Director	ISMS SA	FRANCE
	Director	AUCHANHYPER SA	FRANCE
	Manager	FIMWESS Société Civile	FRANCE
	Manager	SCI VENT DU LARGE	FRANCE
	Manager	SCI JARDINS DE LA VILLA ALGERIENNE	FRANCE
	Manager	SCI DE L'ECUREUIL	FRANCE

VENDEVILLE Valérie	Director	AUCHANHYPER SA	FRANCE
	Director	GROUPE AUCHAN SA	FRANCE
	Director	ISMS SA	FRANCE

3. The simplified Group legal and functional structure as included on page 62 of the Base Prospectus is updated as follows:

SIMPLIFIED GROUP ORGANISATIONAL STRUCTURE AS OF APRIL 11th of 2014



4. Paragraph 5 (“Trend information”) included on page 69 of the Base Prospectus shall be updated as follows:

“There has been no material adverse change in the prospect of Groupe Auchan since December 31st, 2013.

No trends, uncertainties, demands, commitment or events Groupe Auchan is aware of as at the date of this Base Prospectus are reasonably likely to have any material effect on Groupe Auchan’s prospects for the current financial year.”

IV. UPDATE OF THE SECTION ENTITLED “DESCRIPTION AND BUSINESS OVERVIEW OF BANQUE ACCORD” IN THE BASE PROSPECTUS

1. The paragraph 1 (“General Information about Banque Accord”) set out on page 69 of the Base Prospectus is updated as follows:

“Banque Accord is a French *société anonyme à conseil d’administration* with an issued share capital €28.981.280(divided into 1.449.064 ordinary shares with a nominal value of of €20 each, all fully paid-up), registered with the *Registre du Commerce et des Sociétés* of Lille Métropole under number 546 380 197. Its registered office is located at 40 avenue de Flandre, 59170 Croix, France (telephone number: + 33.3.28.38.58.00) and its principal place of business is located at 4/6, rue Jeanne Maillotte, 59110 La Madeleine, France (telephone number: + 33 3 28 38 58 00). Banque Accord was incorporated in France on June 22nd, 1988 for a term expiring on 31 December 2100. Banque Accord is a subsidiary of Groupe Auchan which holds 97, 03% of its voting rights.

Banque Accord is a company duly licensed as a bank by the French « *Autorité de contrôle prudentiel*» pursuant to the provisions of the French *Code monétaire et financier*. It is governed in particular by the French *Code de Commerce* and *Code monétaire et financier*”

2. The paragraph 4 (“Management of Banque Accord”) set out on page 70 of the Base Prospectus is updated as follows:

Management of Banque Accord

Board of Directors (Conseil d’administration) of Banque Accord

Jérôme GUILLEMARD	Chairman and Member
Régis DEGELCKE	Member
Xavier DELOM de MEZERAC	Member
Henri MATHIAS	Member
Gérard MULLIEZ	Member
John ROCHE	Member

Chief Executive Officer

Jean-Pierre VIBOUD	Chief Executive Officer
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Outside Activities

The outside activities of the members of the Board of Directors are as follows:

DELOM de MEZERAC Xavier	Director	BANQUE ACCORD SA	France
	Cost Controller	SERVICIMMOG GIE	France
	Director	SUN ART RETAIL GROUP Ltd	Hong Kong
	Member Audit Committee	SUN ART RETAIL GROUP Ltd	Hong Kong
	Director	AUCHAN CHINA HONG KONG CO LTD	Hong Kong
	Permanent representative of Monicole company, Director	RT MART INTERNATIONAL LTD	Taiwan
	Chairman of the Board	GESARE SA	Luxembourg
	Director	GESARE SA	Luxembourg
	Permanent representative of Groupe Auchan, Chairman	SOFINEX SAS	France
	Chairman of the Board	AUCHAN COORDINATION SERVICES SA	Belgium
	Director	AUCHAN COORDINATION SERVICES SA	Belgium
	Manager	SCI DU ROY	France
	Chairman of the Board – Director	PATINVEST	Luxembourg
	Permanent Representative of Groupe Auchan, Chairman	Auchan Finances International SAS	France
	Director of the Board	Concord champion international Co LTD	China
	Manager	A-RT RETAIL HOLDING	Hong Kong
	Manager	GROUPEMENT FONCIER AGRICOLE DES TERRES DE CANON	France
	Director	RT MART HOLDINGS LTD	China
Member of the supervisory Board	OOSTERDAM B.V.	Netherlands	
	Permanent Representative of Groupe Auchan, Chairman	HAKRAYE SAS	France
	Permanent Representative of Groupe Auchan,	SODEC SAS	France

	Chairman		
Jérôme GUILLEMARD	Chairman	BANQUE ACCORD SA	France
	Director	BANQUE ACCORD SA	France
	Chairman	GEFIRUS SAS	France
	Director	GEFIRUS SAS	France
	Director	AUCHAN COORDINATIONS SERVICES	Belgium
	Director	ONEY ACCORD CONSULTING COMPANY	China
	Chairman	ONEY HOLDING LIMITED	Malta
	Director	ONEY HOLDING LIMITED	Malta
	Chairman	ONEY INSURANCE PCC LIMITED CO LTD	Malta
	Director	ONEY INSURANCE PCC LIMITED CO LTD	Malta
	Chairman	ONEY LIFE PCC LIMITED CO LTD	Malta
	Director	ONEY LIFE PCC LIMITED CO LTD	Malta
	Manager	SCI CADRISOCHA FRANCE	France
	Chairman of the supervisory Board	ONEY BANK	Russia
MATHIAS Henri	Director	BANQUE ACCORD SA	France
	Vice-Chairman	AUCHAN France SA	France
	Director	AUCHAN France SA	France
	Permanent Representative of GROUPE AUCHAN, Chairman	LITTLE EXTRA SAS	France
	Chairman of the supervisory Board	AUCHAN MAGYAR KFT	Hungary
MULLIEZ Gérard	Director	BANQUE ACCORD SA	France
	Manager	SOCIETE CIVILE PAFIL	France
	Manager	SOCIETE CIVILE FONTAINE 2003	France
	Manager	SOCIETE CIVILE IMMOBILIERE DULE 01	France

	Manager	SOCIETE CIVILE AMFIL	France
	Manager	SOCIETE CIVILE LES BOIS	France
	Manager	SOCIETE CIVILE IMMOBILIERE FONTAINE	France
	Manager	SOCIETE CIVILE LE TERRAIN DU DOME	France
	Manager	SOCIETE CIVILE ARFIL	France
	Manager	SOCIETE CIVILE IMMOBILIERE DU CHATEAU DE LA FONTAINE	France
	Manager	SOCIETE CIVIL VACQUERIE 2011	France
	Chairman	AUSSPAR SAS	France
	Manager	SOCIETE CIVILE LES ETANGS	France
	Manager	RECUEIL 2007 SCI	France
	Director	MACO PHARMA SA	France
	Member of the Supervisory Board	MACO PRODUCTIONS	France
	Permanent representative of AUSSPAR, member of the Supervisory Board	VALTAO	France
	Director	CONSOBIS	France
	Permanent representative of AUSSPAR, Director	ACADIE	France
	Member of the Supervisory Board	VALKIA	France
	Permanent representative of AUSSPAR, member of the Supervisory Board	VAL TOP OFFICE	France
ROCHE John	Director	BANQUE ACCORD SA	France
	Manager	ETIMA Société CIVILE	France
VIBOUD Jean-Pierre	Chief executive officer	BANQUE ACCORD SA	France
	Chairman of the Supervisory Board	ARMONEY GIE	France
	Permanent Representative of BANQUE ACCORD company, Director	ONEY SERVICIOS FINANCIEROS EFC S.A.U	Spain

	Director - Chairman	ONEY INSTITUICAO FINANCEIRA DE CREDITO SA	Portugal
	Director	ONEY ACCORD CONSULTING COMPANY CO LTD	China
	Chairman	NATURAL SECURITY SAS	France
	Permanent Representative of BANQUE ACCORD company, Director	NATURAL SECURITY SAS	France
	Chairman	NATURAL SEURITY ALLIANCE (association)	France
	Permanent Representative of BANQUE ACCORD company, Chairman	ONEY INVESTMENT SAS	France
	Director	GROUPE ACTICALL	Luxembourg
Régis DEGELCKE	Director	BANQUE ACCORD SA	France
	Director	BRICOMAN SA	France
	Deputy Managing Director	GROUPE ADEO SA	France
	Chief Executive Officer Président	SOCIETE DE RECHERCHES DE SYNERGIES SAS	France
	Manager	MAROBÉ (Sté CIVILE)	France
	Manager	SCI LE ROCHER	France
	Chairman of the board of directors	SIB - Società Italiana Bricolage S.p.A.	Italy
	Chairman of the board of directors	Bricoman Italia Srl	Italy
	Chairman of the board of directors	Leroy Merlin Italia Srl	Italy
	Chairman of the board of directors	Leroy Merlin Uno Spa	Italy
	Chairman of the board of directors	Leroy Merlin Real Estate Srl	Italy

3. Paragraph 5 ("Recent events particular to Banque Accord") set out on page 70 of the Base Prospectus is updated as follows:

“Recent events particular to Banque Accord are set out in details on pages 2 to 4 and pages 16 to 17, note 2 (*Key Events, changes in scope, and other information*) of the 2013 Financial report which is incorporated by reference in this Base Prospectus”.

4. Paragraph 5 (“Trend information”) included on page 74 of the Base Prospectus shall be updated as follows:

“There has been no material adverse change in the prospect of Banque Accord since December 31st, 2013.

No trends, uncertainties, demands, commitments or events Banque Accord is aware of as at the date of this Base Prospectus are reasonably likely to have any material effect on Banque Accord’s prospects for the current financial year.”

V. UPDATE OF THE “GENERAL INFORMATION” SECTION IN THE BASE PROSPECTUS

1. Subparagraph (3) of the “GENERAL INFORMATION” section as included on page 96 of the Base Prospectus is updated as follows:

“(3) There has been no significant change in the financial or trading position of the Issuers or of the Auchan Group since the last financial report dated December 31st, 2013.”

2. Subparagraph (4) of the “GENERAL INFORMATION” section as included on page 97 of the Base Prospectus is updated as follows:

“(4) There has been no material adverse change in the financial position or prospects of the Issuers or of the Auchan Group since December 31st, 2013”.

3. Subparagraph (6)(ii) of the “GENERAL INFORMATION” section as included on page 97 of the Base Prospectus is updated as follows:

“(ii) the interim financial statements ended June 30th, 2012 of the Issuers as well as the published annual report and consolidated accounts (in French and, where available, in English) of each of the Issuers financial years ended December 31st, 2011, December 31st, 2012 and December 31st, 2013”.