



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

This supplement dated February 04<sup>th</sup>, 2013 (the “**First Supplement**”) is supplemental to, and must be read in conjunction with, the Base Prospectus dated December 04<sup>th</sup>, 2012 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**”). On December 04<sup>th</sup>, 2012, the *Commission de Surveillance du Secteur Financier* (the « **CSSF** ») approved the Base Prospectus as a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC (the “**Prospectus Directive**”) and Article 8.4 of the Luxembourg Law on prospectuses for securities dated July 10<sup>th</sup>, 2005 (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.

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 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](http://www.bourse.lu)).

To the extent applicable, and provided that the conditions of Article 13 paragraph 2 of the Luxembourg Law are fulfilled, investors who have already agreed to purchase or subscribe for the securities before this First Supplement is published have the right, exercisable within a time limit of minimum two working days after the publication of this First Prospectus, to withdraw their acceptances. Under this First Supplement the final date of the right of withdrawal shall be February 07<sup>th</sup> 2013.

## 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 20 is deleted and replaced by the following:

### “DOCUMENTS INCORPORATED BY REFERENCE

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

- the 2012 half year condensed consolidated financial reports of Groupe Auchan and the 2012 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 31<sup>st</sup>, 2011
- the audited consolidated financial reports of Groupe Auchan and the audited consolidated financial reports of Banque Accord for the financial years ended on December 31<sup>st</sup>, 2010
- the section “Terms and Conditions of the Notes” from the following prospectuses, as amended and supplemented from time to time, relating to the Programme: (i) Prospectus dated 10<sup>th</sup> October, 2008 (pages 22-48 inclusive); (ii) Prospectus dated 23<sup>rd</sup> September, 2009 (pages 21-50 inclusive), (iii) Prospectus dated 12<sup>th</sup> October, 2010 (pages 26-59 inclusive); and (iv) Prospectus dated 28<sup>th</sup>, October, 2011 (pages 26-58 inclusive)

which have previously been published and have been filed with the *Commission de surveillance du secteur financier* in Luxembourg and shall be incorporated by reference in, and form part of, this Base Prospectus, save that any statement contained in these documents which are incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise).

The information incorporated by reference in this Base Prospectus shall be read in connection with the cross-reference list as set out in the section “Cross-Reference List”. All information contained in the documents incorporated by reference but not mentioned in the cross-reference list are given for information purposes only.

Copies of documents incorporated by reference in this Supplement can be obtained from the Luxembourg Stock Exchange's website at [www.bourse.lu](http://www.bourse.lu) and, upon request, free of charge, from the registered office of the Issuer and the specified offices of the Paying Agent”.

The other pages of Section entitled “DOCUMENTS INCORPORATED BY REFERENCE remain unchanged.

2. In section entitled “FORM OF FINAL TERMS”, the second and third paragraphs appearing on page 83 of the Base Prospectus are deleted and replaced by the following,

*"The following alternative language applies if the first tranche of an issue which is being increased was issued under a Base Prospectus with an earlier date.*

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth under the section entitled “Terms and Conditions of the Notes” in the Base Prospectus dated [original date] [and the supplement to the Base Prospectus dated [•]] which are

incorporated by reference in the Base Prospectus dated 4 December 2012. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 the Prospectus Directive and must be read in conjunction with the Base Prospectus dated [current date] [and the supplement to the Base Prospectus dated [•]], which [together] constitute[s] a base prospectus for the purposes of the Prospectus Directive, including the Conditions incorporated by reference in the Base Prospectus. 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 Prospectuses. The Base Prospectus [and the supplement to the Base Prospectus] [is]/[are] available for viewing on the websites of (a) the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and (b) the relevant Issuer ([www.groupe-auchan.com](http://www.groupe-auchan.com) in respect of Groupe Auchan and [www.oney-banque-accord.com](http://www.oney-banque-accord.com) in respect of Banque Accord) and copies may be obtained from [Groupe Auchan, 40 avenue de Flandre, 59170 Croix, France]/[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. [In addition<sup>2</sup>, the Base Prospectus [and the supplement to the Base Prospectus] [is]/[are] available for viewing [at/on] [•]]."

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<sup>2</sup> if the Notes are admitted to trading on a Regulated Market other than the Luxembourg Stock Exchange.