

SUPPLEMENT DATED NOVEMBER 20th, 2017

TO THE BASE PROSPECTUS DATED JUNE 2nd, 2017



€8,600,000,000

Euro Medium Term Note Programme

This supplement dated November 20th, 2017 (the **"First 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, (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 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 the financial information**, as incorporated by reference in the Base Prospectus in the "DOCUMENTS INCORPORATED BY REFERENCE" section, in relation to the 2017 half-year condensed consolidated financial reports of Oney Bank and Auchan Holding, containing *inter alia* the half year financial statements as at and for the half-year ended June 30th, 2017, and the statutory auditors' report on the condensed consolidated financial statements as at and for the half year ended June 30th, 2017 (hereinafter referred to as the **"2017 Half-Year Results"**); the "DOCUMENTS INCORPORATED BY REFERENCE" section can be found on pages 27 to 33 (both included) of the Base Prospectus;
- II) **Reflect the decrease of the share capital of Auchan Holding ;**
- III) **Reflect the increase of the share capital of Oney Bank ;**
- IV) **Reflect the modification of Auchan Holding's website address ;**
- V) **Update the section entitled "Description and business overview of Auchan Holding and Oney Bank" ; and**
- VI) **Update 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 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 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 (<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).

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

1. In Section entitled "DOCUMENTS INCORPORATED BY REFERENCE", contents appearing on page 27 are deleted and replaced by the following:

"DOCUMENTS INCORPORATED BY REFERENCE"

This Base Prospectus should be read and construed in conjunction with the following documents which have previously been published and have been filed with the *Commission de Surveillance du Secteur Financier* ("**CSSF**") in Luxembourg and which are incorporated by reference in, and form part of, this Base Prospectus:

- *the 2017 half-year condensed consolidated financial reports of Auchan Holding and Oney Bank (French and English);*
- *the audited consolidated financial report of Auchan Holding and the audited consolidated financial report of Banque Accord (renamed Oney Bank) for the financial year ended on 31 December 2016 (French and English);*
- *the audited consolidated financial report of Auchan Holding and the audited consolidated financial report of Banque Accord (renamed Oney Bank) for the financial year ended on 31 December 2015 (French and English);*
- *the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuers dated 23 September 2009 (which was approved by the CSSF in Luxembourg) (the "**2009 Conditions**") and the additional "Terms and Conditions of the Notes" contained in the supplement to such base prospectus dated 7 May 2010 (which was approved by the CSSF in Luxembourg) (the "**Additional 2009 Conditions**");*
- *the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuers dated 12 October 2010 (which was approved by the CSSF in Luxembourg) (the "**2010 Conditions**");*
- *the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuers dated 28 October 2011 (which was approved by the CSSF in Luxembourg) (the "**2011 Conditions**");*
- *the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuers dated 4 December 2012 (which was approved by the CSSF in Luxembourg) (the "**2012 Conditions**");*
- *the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuers dated 18 November 2013 (which was approved by the CSSF in Luxembourg) (the "**2013 Conditions**");*
- *the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuers dated 18 November 2014 (which was approved by the CSSF in Luxembourg) (the "**2014 Conditions**"); and*

- the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuers dated 7 April 2016 (which was approved by the CSSF in Luxembourg) (the "**2016 Conditions**") and, together with the 2009 Conditions, the Additional 2009 Conditions, the 2010 Conditions, the 2011 Conditions, the 2012 Conditions, the 2013 Conditions and the 2014 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. To the extent that only the EMTN Previous Conditions are specified to be incorporated by reference therein, the non-incorporated parts of the previous base prospectuses are either not relevant for investors or are covered elsewhere in the Base Prospectus.

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	
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
2013 Conditions	Pages 28 to 59
2014 Conditions	Pages 31 to 70
2016 Conditions	Pages 33 to 72

2. In Section entitled “DOCUMENTS INCORPORATED BY REFERENCE”, contents appearing on pages 30 to 33 are deleted and replaced by the following:

“CROSS-REFERENCE LISTS IN RESPECT OF THE FINANCIAL INFORMATION FOR THE FIRST HALF YEAR 2017 AND FOR THE YEARS ENDED 31 DECEMBER 2016 AND 31 DECEMBER 2015 IN RESPECT OF AUCHAN HOLDING

Regulation – Annex IX in respect of Auchan Holding		Financial Report 2016	Financial Report 2015
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 9 to 10 (Note 2.5), pages 56 to 64 (Note 10.4) and pages 73 to 76 (Note 11.3)	Pages 6 to 7, pages 44 to 49 (Note 10.4) and pages 58 to 60 (Note 11.3)
Information about the Issuer	4.1.5. <u>Recent events particular to the Issuer</u>	Pages 4 (Note 2.1), 5 (Note 2.2) and 8 (Note 2.3 and 2.4)	Pages 3, 4 and 6 and pages 15 to 16 (Note 1)
Financial information concerning the Issuer's assets and liabilities, financial position and profits and losses	11.1. <u>Historical Financial Information</u>		
	<i>Audited historical financial information for the latest two financial years</i>	Pages 14 to 19 (Note 3.1 to 3.6)	Pages 9 to 13
	<i>Audit reports for the latest two financial years</i>	Page 84	Page 66
	<i>Balance sheet</i>	Pages 14 to 15 (Note 3.1 and 3.2)	Page 9
	<i>Income statement</i>	Pages 16 to 17 (Note 3.3 and 3.4)	Pages 10 to 11
	<i>Cash flow statement</i>	Page 18 (Note 3.5)	Page 12 and page 64 (Note 13)
	<i>Statement of changes in consolidated equity</i>	Page 19 (Note 3.6)	Page 13
	<i>Accounting policies</i>	Pages 23 to 27 (Note 2)	Pages 16 to 20 (Note 2)
	<i>Explanatory notes</i>	Pages 21 to 82	Pages 14 to 64
	11.2. <u>Financial Statements</u>		
	<i>Own or consolidated financial statements (if both are prepared, at least the consolidated financial statements) for the latest two</i>	Pages 14 to 19 (Note 3.1 to 3.6)	Pages 9 to 13

	<i>financial years</i>		
	11.3. <u>Auditing of historical annual financial information</u> <i>Statement indicating that the historical financial information has been audited</i>	Page 84	Page 66

In respect of Auchan Holding		Half-year financial report 2017
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 6 to 7
Information about the Issuer	4.1.5. <u>Recent events particular to the Issuer</u>	Pages 2 to 3 Pages 14 to 16 (Note 1.2)

In respect of Auchan Holding	Half-year financial report 2017
<i>Historical financial information</i>	<i>Pages 8 to 12</i>
<i>Audit reports</i>	<i>Page 52</i>
<i>Balance sheet</i>	<i>Page 8</i>
<i>Income statement</i>	<i>Pages 9 to 10</i>
<i>Cash flow statement</i>	<i>Page 11</i>
<i>Statement of changes in consolidated equity</i>	<i>Page 12</i>
<i>Accounting policies</i>	<i>Pages 17 to 19 (Note 2)</i>
<i>Explanatory notes</i>	<i>Pages 13 to 51</i>

The English translations of the auditor's reports set out in the half year financial report 2017 (page 52), in the financial report 2015 (page 66) and in the financial report 2016 (page 84) are free translations of the original French versions and accurately reflect the corresponding statutory auditors' reports.

So long as Notes may be issued pursuant to this Base Prospectus, this Base Prospectus and the documents incorporated by reference in this Base Prospectus will be available (i) for viewing on the websites of (a) the Luxembourg Stock Exchange (www.bourse.lu) and (b) Auchan Holding (<https://www.auchan-holding.com/en/our-results>) and (ii) free of charge, during usual business hours on any weekday, for inspection at the registered office of Auchan Holding and at the specified office of the Paying Agent(s).

**CROSS-REFERENCE LIST IN RESPECT OF THE FINANCIAL INFORMATION FOR THE FIRST
HALF YEAR 2017 AND FOR THE YEARS ENDED 31 DECEMBER 2016 AND 31 DECEMBER 2015
IN RESPECT OF ONEY BANK**

Regarding the 2017 half-year financial report, the 2016 financial report and the 2015 financial report, pages' numbers mentioned below refer to the pages' number of the pdf version of the document available on Oney Bank's website (www.oney-banque-accord.com) and on the website of the Luxembourg Stock Exchange (www.bourse.lu). For the avoidance of doubt, pages' numbers do not refer to the numbers mentioned on the bottom of the pages of the 2017 half-year financial report, the 2016 financial report and the 2015 financial report.

Regulation – Annex XI in respect of Oney Bank		Half-year financial report 2017	Financial Report 2016	Financial Report 2015
Risk Factors	3.1. <u>Prominent disclosure of risk factors that may affect the Issuer's ability to fulfil its obligations under the securities to investors</u>	Pages 6 to 7 and pages 33 to 38 (Note 26)	Page 6 and pages 52 to 57 (Note 31)	Pages 6 and pages 51 to 56 (Note 31)
Information about the Issuer	4.1.5. <u>Recent events particular to the Issuer</u>	Page 4 to 5 and page 17 (Note 2)	Pages 3 to 5 and page 17 (Note 2)	Pages 3 to 5 and page 17 (Note 2)
Organisational Structure	6.1. <u>Description of the group of which the Issuer is part and of the issuer's position within it.</u>	Page 17 (Note 1)	Page 16 (Note 1)	Page 16 (Note 1)
Financial information concerning the issuer's assets and liabilities, financial position and profits and losses	11.1. <u>Historical Financial Information</u>			
	<i>Audited historical financial information</i>	N/A	Pages 8 to 13	Pages 8 to 13
	<i>Audit reports</i>	N/A	Pages 60 to 63	Pages 58 to 60 (the audit report is in French in the English version of the 2015 financial report)
	<i>Balance sheet</i>	N/A	Pages 8 to 9	Pages 8 to 9
	<i>Income statement</i>	N/A	Page 10	Pages 10
	<i>Statement of changes in consolidated equity</i>	N/A	Page 13	Page 13

Regulation – Annex XI in respect of Oney Bank		Half-year financial report 2017	Financial Report 2016	Financial Report 2015
	<i>Accounting policies</i>	N/A	Pages 18 to 34 (Note 3)	Pages 17 to 33 (Note 3)
	<i>Explanatory notes</i>	N/A	Pages 14 to 59	Pages 14 to 57
	<i>Cash flow statement</i>	N/A	Page 12	Page 12
	11.2. <u>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>	N/A	Pages 8 to 13	Pages 8 to 13
	11.3. <u>Auditing of historical annual financial information</u> <i>Statement indicating that the historical financial information has been audited</i>	N/A	Pages 60 to 63	Pages 58 to 60
	11.5. <u>Interim and other financial information</u> <i>Historical financial information</i>	Pages 9 to 14	N/A	N/A
	<i>Audit reports</i>	Pages 40 to 42	N/A	N/A
	<i>Balance sheet</i>	Pages 9 to 10	N/A	N/A
	<i>Income statement</i>	Pages 11 to 12	N/A	N/A
	<i>Statement of changes in consolidated equity</i>	Page 14	N/A	N/A
	<i>Accounting policies</i>	Pages 17 to 22 (Note 3)	N/A	N/A
	<i>Explanatory notes</i>	Pages 15 to 39	N/A	N/A
	<i>Cash flow statement</i>	Page 13	N/A	N/A

The English translations of the auditor's reports set out in the half-year financial report 2017 (page 40) and in the financial report 2016 (page 60) are free translations of the original French

versions and accurately reflect the corresponding statutory auditors' reports.

So long as Notes may be issued pursuant to this Base Prospectus, this Base Prospectus and the documents incorporated by reference in this Base Prospectus will be available (i) for viewing on the websites of (a) the Luxembourg Stock Exchange (www.bourse.lu) and (b) Oney Bank (<http://www.oney-banque-accord.com/index.php?id=68>) and (ii) free of charge, during usual business hours on any weekday, for inspection at the registered office of the Oney Bank and at the specified office of the Paying Agent(s)."

II. REFLECT THE DECREASE OF THE SHARE CAPITAL OF AUCHAN HOLDING

On 06th July 2017, the Extraordinary General Meeting of Auchan Holding decided the decrease of the share capital of Auchan Holding. As a consequence, the share capital of Auchan Holding amounts to 603.893.800 euros from 31th July 2017.

III. REFLECT THE INCREASE OF THE SHARE CAPITAL OF ONEY BANK

On 13 September 2017, the Extraordinary General Meeting of Oney Bank decided the increase of the share capital of Oney Bank. As a consequence, the share capital of Oney Bank amounts to 50,741,215 euros from that date.

IV. REFLECT THE MODIFICATION OF AUCHAN HOLDING'S WEBSITE ADDRESS

Auchan Holding's website address which was <http://www.groupe-auchan.com/> was modified to <https://www.auchan-holding.com/>.

Any reference to <http://www.groupe-auchan.com/> which appear on the Base Prospectus page 25, 31, 107 and 125 are replaced by <https://www.auchan-holding.com/en/our-results>.

V. UPDATE OF THE SECTION ENTITLED "DESCRIPTION AND BUSINESS OVERVIEW OF AUCHAN HOLDING AND ONEY BANK"

- 1. The Section entitled "HISTORY AND DEVELOPMENT OF THE ISSUERS", on pages 77 and 78, is deleted and replaced by the following :**

"Auchan Holding, Oney Bank and their respective consolidated subsidiaries and affiliates as a whole are hereafter referred to as the "Auchan Holding Group".

Overview of Auchan Holding

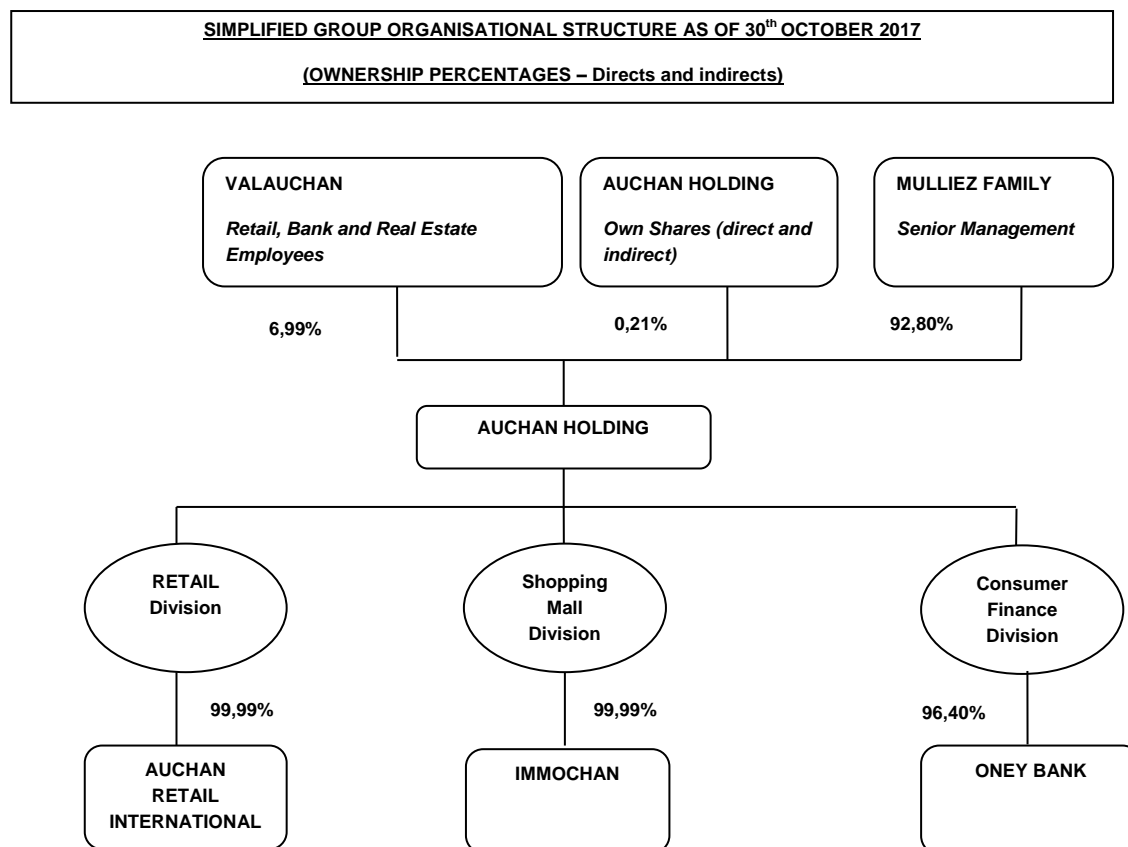
Auchan Holding is organized into three key autonomous companies: Auchan Retail, comprising all food retail formats, the retail property management arm Immochan and the bank under the brand Oney.

As of 31 December 2016, Auchan Holding had 342.709 employees worldwide, making the company the 35th biggest worldwide employer (source: Global Fortune 500) and generated consolidated net sales of € 52.8 billion.

Overview of Oney Bank

Oney Bank is specialised in consumer credit, electronic payments, and payment card management and has a portfolio of 8.9 million customers as of 31 December 2016. Oney Bank is a subsidiary of Auchan Holding which holds 96,63% of its voting rights.

As of 31 December 2016, Oney Bank operated in 11 countries (France, Spain, Italy, Portugal, Poland, Hungary, Romania, Ukraine, Russia, mainland China and Malta).



”

2. The Section entitled “II. DESCRIPTION AND BUSINESS OVERVIEW OF AUCHAN HOLDING”, on page 79 to 86, is deleted and replaced by the following :

“

1. General information about Auchan Holding

Auchan Holding is a French société anonyme à directoire et conseil de surveillance with an issued share capital of € 603.893.800 (divided into 30.194.690 shares with a nominal value of €20 each, all fully paid-up), registered with the Registre du Commerce et des Sociétés of Lille Métropole under number 476 180 625. Its registered office is located at 40, avenue de Flandre, 59170 Croix, France, (telephone number: +33.3.20.81.68.00) (hereafter “**Auchan Holding**”). Auchan Holding was incorporated in France on 15 May 1961 for a term expiring on 15 June 2060. It is governed in particular in accordance with the provisions French Code de Commerce and Code monétaire et financier.

The corporate object of Auchan Holding, as defined in clause 3 of its articles of association

dated July 31st 2017, is in particular to acquire shareholding interests in company in order to carry out the following activities in any country:

- *retail trade of all items, in particular food, household articles and clothing;*
- *wholesale trade of all items;*
- *activity as forwarding agent and purchase agent; and*
- *any commercial, industrial, financial or real estate transactions directly or indirectly relating to the main object of Auchan Holding, and easing such object.*

Auchan Holding may act either on its own behalf or on behalf of any third party as representative, broker or commission agent.

2. Principal activities of Auchan Holding

Auchan Holding is organized into three key autonomous companies in their core business.

a. Retail Division (Auchan Retail)

Operating in 17 countries, the retail division brings together the food retail formats, hypermarkets, supermarkets, convenience stores, drive outlets and e-commerce activity.

To build a successful and modern business model, Auchan Retail ensures that its customers are always central to its policies: discount prices, a varied and diversified offering, quality service, adaptation to local markets, and monitoring of multi-channel shopping trends.

b. Retail property management division (Immochan)

Immochan is now one of Europe's leading retail real estate and shopping centre companies. Immochan's mission is to support retailers and develop the best footfall in its retail and living sites. The company has based its expertise as a global operator on four major business areas: property development, marketing, operations and asset management.

It manages 394 shopping centres in 12 countries and has over 900 employees as at the 30th June 2017.

c. Banking division (Oney Bank)

Banking activity is carried out by Oney Bank, which is specialised in consumer credit, insurance brokerage, electronic payments and payment card management.

Oney has a portfolio of 9,2 million customers as at 30th June 2017.

3. Recent events particular to Auchan Holding

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 22th June 2017, Auchan Retail announced the acquisition of the retailer Karavan in Ukraine ;*

- On 06th July 2017, the Extraordinary General Meeting of Auchan Holding decided the decrease of the share capital of Auchan Holding. As a consequence, the share capital of Auchan Holding amounts to 603.893.800 euros from 31th July 2017 ;
- On 17th July 2017, Auchan Retail announced appointments to the Auchan Retail Executive Committee ;
- On 04th September 2017, Auchan Holding announced its 2017 half-year results ;
- On 08th November 2017, Thierry Fosseux has been appointed as representative of AUSSPAR in the Supervisory Board (Conseil de Surveillance) of Auchan Holding in place of Christophe Dubrulle ; and
- On 20th November 2017, Alibaba Group, Auchan Retail and Ruentex announced a strategic alliance that brings together their online and offline expertise to develop in China the leader of phygital food retail.

Press release dated 20th November 2017

Alibaba Group, Auchan Retail and Ruentex Form New Retail Strategic Alliance

Joining offline and online strengths to offer a new consumer experience in China

Hong Kong, November 20, 2017 – Alibaba Group Holding Limited (NYSE:BABA, “Alibaba”), Auchan Retail S.A. (“Auchan Retail”) and Ruentex Group (“Ruentex”) today announced a strategic alliance that brings together their online and offline expertise to explore new retail opportunities in China’s food retail sector.

As part of this strategic alliance, Alibaba Group will invest a total of HK\$22.4 billion (approximately US\$2.88 billion) to obtain an aggregate direct and indirect stake of 36.16% in Sun Art Retail Group Limited (HK stock code: 6808, “Sun Art”) by acquiring shares from Ruentex. Auchan Retail is also increasing its stake in Sun Art. The transaction will give Auchan Retail, Alibaba Group and Ruentex approximately a 36.18%, 36.16%, and 4.67% economic interest in Sun Art, respectively. Auchan Retail will continue to consolidate Sun Art in its financials following the transaction.

Sun Art is a leading multi-format offline food retailer in China. As of June 30, 2017, Sun Art operated with a total gross floor area of approximately 12 million square meters in China. Sun Art currently operates 446 hypermarkets as large as 17,000 square meters in 29 provinces, autonomous regions and municipalities across China under the “RT-Mart” (大润发) and “Auchan” (欧尚) banners. It also operates superstores and innovative unmanned stores under the “Auchan Minute” brand.

The alliance reflects Alibaba’s “New Retail” vision to leverage its internet-based approach and new technology, while working closely with retailer partners to provide a seamless online and offline experience to consumers in China. It also aligns with Auchan Retail’s Vision 2025 “Auchan changes lives”. Building on the strengths of the three partners, the alliance aims to introduce a new shopping experience to China’s 1.3 billion consumers.

“Alibaba is excited to join with our new partners to redefine traditional retail through digital transformation,” said Daniel Zhang, Chief Executive Officer of Alibaba Group. “Physical stores serve an indispensable role during the consumer journey, and should be enhanced through data-driven technology and personalized services in the digital economy. By fully integrating online and physical channels together with our partners, we look forward to delivering an original and delightful shopping experience to Chinese consumers.”

Wilhelm Hubner, Chief Executive Officer of Auchan Retail, said, "This alliance with Alibaba stems from our shared vision for the future of commerce in China. Bringing together the leaders of in-store retail and of online retail will allow us to serve hundreds of millions of Chinese consumers a fully integrated, worldclass shopping experience."

"In recent years, consumer' demands have changed tremendously with the rapid growth of the mobile internet, and Sun Art is also endeavoring to move from offline to online," said Peter Huang, Vice 2 Chairman of Ruentex Group. "Ruentex is delighted to see the win-win collaboration between Sun Art and Alibaba with high synergies in online and offline that will meet the needs of consumers for a better life with better products and services and higher efficiency."

Combining the resources of the three companies, the new alliance will enable Sun Art's activities to benefit from Alibaba's digital ecosystem. It will digitize and introduce new retail solutions at Sun Art stores, including online and offline integration together with modern fulfillment and personalized customer experience.

4. 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 8th November 2017:

Régis DEGELCKE	<i>Chairman (Président du Conseil de Surveillance) and Member</i>
AUSSPAR S.A.S.	<i>Member, represented by Thierry FOSSEUX</i>
Jean-Louis CLAVEL	<i>Member</i>
Marion BUCHSENSCHUTZ	<i>Member</i>
Valérie VENDEVILLE	<i>Member</i>
Barthélémy GUISLAIN	<i>Member</i>

Management Board (Directoire) as of 8th November 2017:

Wilhelm HUBNER	<i>Chairman (Président du Directoire) and Member</i>
Jean-Pierre VIBOUD	<i>Member</i>
Benoit LHEUREUX	<i>Member</i>
Xavier DELOM DE MEZERAC	<i>Member</i>

Audit Committee as of 8th November 2017:

Jean-Louis CLAVEL	<i>Chairman</i>
Regis DEGELCKE	<i>Member</i>

b. Outside Activities

As of 8th November 2017, 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 Supervisory 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>Chief Executive Officer</i>	<i>MOBILIS BANQUE</i>	<i>France</i>
	<i>Manager</i>	<i>THIPIEDOU SCI</i>	<i>France</i>
Jean-Louis CLAVEL	<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>
Valérie VENDEVILLE	<i>Member of the Supervisory Board</i>	<i>AUCHAN HOLDING SA</i>	<i>France</i>

<i>Barthélemy GUISLAIN</i>	<i>Manager</i>	<i>ACANTHE SCA</i>	<i>France</i>
	<i>Manager</i>	<i>CIMOFAT SCA</i>	<i>France</i>
	<i>Chairman</i>	<i>CLARIS France SAS</i>	<i>France</i>
	<i>Chairman</i>	<i>CONSOFOND SAS</i>	<i>France</i>
	<i>Permanent representative of SAS HOLYMPIADES, Director</i>	<i>DECATHLON SA</i>	<i>France</i>
	<i>Manager</i>	<i>DE LA PORTE DE LYON SC</i>	<i>France</i>
	<i>Chairman</i>	<i>DEXO SAS</i>	
	<i>Manager</i>	<i>GARGANO SC</i>	<i>France</i>
	<i>Member of the Supervisory Board</i>	<i>AUCHAN HOLDING SA</i>	<i>France</i>
	<i>Manager</i>	<i>GUISLAINVERT SC</i>	<i>France</i>
	<i>Chairman</i>	<i>HUIS SAS</i>	<i>France</i>
	<i>Chairman and Member of the Board of Directors</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>
Wilhelm HUBNER	<i>Director</i>	<i>A-RT RETAIL HOLDINGS LIMITED</i>	<i>Hong Kong</i>
	<i>Director</i>	<i>AUCHAN CHINA HONG KONG LTD</i>	<i>Hong Kong</i>
	<i>Chairman and Member of the Management Board</i>	<i>AUCHAN HOLDING SA</i>	<i>France</i>
	<i>Chief Executive Officer</i>	<i>AUCHAN RETAIL INTERNATIONAL SA</i>	<i>France</i>
	<i>Chairman and Member of the Board of Directors</i>	<i>AUCHAN RUSSIA</i>	<i>Russia</i>
	<i>Director</i>	<i>RT MART INTERNATIONAL</i>	<i>Taiwan</i>
	<i>Vice-Chairman of the Board</i>	<i>SUN ART RETAIL GROUP LIMITED</i>	<i>Hong Kong</i>
	<i>Chairman</i>	<i>ARSOFI</i>	<i>France</i>
Jean-Pierre VIBOUD	<i>Chief Executive Officer</i>	<i>ONEY BANK SA</i>	<i>France</i>
	<i>Member of the Management Board</i>	<i>AUCHAN HOLDING 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 CONSULTING</i>	<i>China</i>

		COMPANY CO LTD	
	Chairman and Permanent Representative of ONEY BANK, Director	NATURAL SECURITY SAS	France
	Chairman and Member of the Board of Directors	NATURAL SECURITY ALLIANCE	France
	Permanent Representative of ONEY BANK, Chairman	ONEY INVESTMENT SAS	France
	Director	FIA NET	France
	Member of the Board	ONEY POLSKA	Poland
	Member of the Supervisory Board	ONEY UKRAINE	Ukraine
Benoit LHEUREUX	Member of the Management Board	AUCHAN HOLDING	France
	Chief Executive Officer	IMMOCHAN	France
	Chairman and Member of the Board of Directors	IMMOCHAN FRANCE	France
	Permanent Representative of IMMOCHAN, Chairman	SOFINANCE	France
Xavier DELOM de MEZERAC	Chairman of the Board of Directors	ONEY BANK SA	France
	Director	ONEY BANK SA	France
	Chairman of the Board of Directors	AUCHAN COORDINATION SERVICES SA	Belgium
	Director	AUCHAN COORDINATION SERVICES SA	Belgium
	Chairman of the Board	AUCHAN (CHINA) HONG KONG LTD	Hong Kong
	Director	CONCORD CHAMPION	Cayman

	<i>INTERNATIONAL LTD</i>	<i>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>
Marion 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>

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.

5. Trend information

There has been no material adverse change in the prospect of Auchan Holding since 31 December 2016.

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

3. The Section entitled "III. DESCRIPTION AND BUSINESS OVERVIEW OF ONEY BANK", on page 86 to 97, is deleted and replaced by the following :

"

1. General information about Oney Bank

Oney Bank (with commercial name "Oney") is a French société anonyme à conseil d'administration with an issued share capital €50,741,215 (divided into 1,449,749 ordinary shares with a nominal value of €35 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). Oney Bank was incorporated in France on 22 June 1988 for a term expiring on 31 December 2100. Oney Bank is a subsidiary of

Auchan Holding which holds 96.40% of its share capital and 96.63% of its voting rights.

Oney Bank is a company duly licensed as a bank by the French "Autorité de contrôle prudentiel et de résolution" 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. Principal activities

As a partner of retailers, Oney supports them in all aspects of sales, helping them to redefine and optimise their customer experience by capitalising on its dual identity as a retailer/bank.

A subsidiary of the Auchan Holding, Oney occupies a privileged position in terms of observing purchasing trends. Its "retail DNA", combined with its expertise in e-cash and payment solutions, make it a unique player in the market, best placed to support retail brands.

Thanks to innovative technology, its command of all e-cash and payment solutions, its customer knowledge and its understanding of new consumption patterns, Oney enables its partners to offer their customers purchasing experiences that are easier, secure, cross-channel and innovative.

Oney is a reference in its field and supports the leading commercial players. As part of Auchan Holding, Oney has a genuine knowledge of retailing through its partners, which are all leaders in their field. Whether it concerns mass retail with Auchan, sport with Décathlon, homeware with Leroy Merlin or Alinéa, automobile equipment with Norauto, household appliances with Boulanger, luxury with Le Bon Marché Rive Gauche, travel with iDTGV.com or e-commerce with Darty.com and ShowroomPrive.com, Oney follows consumption trends alongside recognised retailers.

This proximity with the retail industry favours the development of Oney solutions for the benefit of a simple and comprehensive purchasing experience, whatever the sphere of consumption to which they are applied.

Oney's experience is based on observing the expectations and behaviour of customers, but also and, above all, retailers' requirements.

This privileged position enables Oney to offer digital solutions adapted to each distribution channel and type, in a world that is constantly changing, which makes Oney a unique and singular player in the market.

Oney solutions include:

- *management of authorisation servers*
- *management of payment terminals and automated teller machines*
- *transaction acquisition*
- *securing the purchasing experience and fraud management*
- *payment and financing solutions*
adding value through customer knowledge (ERM)

3. Recent events particular to Oney Bank

Recent events particular to Oney Bank 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 Oney Bank:

- *In April 2017, with a view to increasing the diversification of its financing sources, Oney Bank launched a term deposit account for German tax-resident individuals in collaboration*

with a German fintech company. More than €294 million had been deposited as at 30 June 2017.

- **The accelerated roll-out of FacilyPay, the online and in-store staggered payment solution**

FacilyPay is establishing itself in the payment universe and is boosting the growth of our business and that of our partners: In France, Air Austral, Air Caraïbe and French Blue have installed FacilyPay on their websites and a FacilyPay pilot was launched in June in 15 clubs in the Bouygues Telecom network, the second largest telephone operator in France. Oney has also launched the staggered payment solution on the Spanish e-commerce website of Worten (the leading electrical equipment website in Spain) and is thus developing its strategy to roll-out FacilyPay on an international scale.

- **The strengthening of our international business**

In February 2017, the Bank of Russia granted a retail banking licence to Oney Russia. This licence allows Oney to open current and savings accounts and carry out banking transactions with private individuals.

- **Innovations continue to be developed**

- Automatic, the number plate payment solution, has now been installed as a parking payment method in the La Vaguada shopping centre, a member of a large network of shopping centres in Spain.

- Following the acquisition of Fia-Net in September 2016, Oney Tech continues to grow. An agreement has recently been signed with the seloger.com group in respect of a digital profiling solution that measures the trustworthiness of individuals who place advertisements on one of its websites.

- Oney signed a three-year agreement with Auchan Retail International to supply data sharing services in respect of all Auchan countries. Oney has accordingly been engaged to perform analysis on the sales data of Auchan customers, which can then be sold by Auchan to its suppliers.

- In China, the first tests on payments by Wallet were carried out at Auchan stores with the solution developed by Oney. This innovative digital wallet allows Auchan customers to combine all their payment methods, including other digital wallets such as Wechat or Alipay. A two-fold benefit: this wallet allows Auchan to keep customer data and provides customers with a single app for all their payment methods and loyalty benefits.

- **New “core business” offerings launched with our partners**

- At the beginning of June, Oney launched two products for Auchan France that extend warranties on electrical goods: warranty protection against breakdown and warranty protection against breakages. In the same area, Oney launched a warranty product against mobile phone breakages for Electro Dépôt in France, which covers all household mobile phones in the event of breakage.

- In Romania, Oney launched the “AuShopping” payment card in partnership with Auchan and Immochan: cash back, gifts, benefits, etc. This card is a true shopping card for Immochan and Auchan customers.

- In January, Oney launched a new digital platform in Portugal with a new website and mobile app using the new brand identity, which offers customers new features and moves towards a fully digital experience.

- **A collective human project created with all Oney employees**

The first half of the year saw all Oney employees collectively devise a human project which resulted in a rewritten mission statement, new ambitions and new values for the company. It also laid the foundations of new management and organisational methods, with all employees contributing to the creation of a business that unlocks every individual's potential. A number of times have been suggested for sharing ideas and for co-construction. Several initiatives have already been put in place by employees to orient the business in the chosen direction.

- *On 13 September 2017, the Extraordinary General Meeting of Oney Bank decided the increase of the share capital of Oney Bank. As a consequence, the share capital of Oney Bank amounts to 50,741,215 euros from that date.*

- **Press release dated 4 September 2017**

By way of a press release dated 4 September 2017 (as reproduced hereafter), Oney Bank announced its financial results for the first half of 2017.

Oney: A first half of 2017 marked by acceleration and development

Oney saw continued dynamic growth with significant gains in its activities: a 7.7% increase in the number of customers, an 11% increase in loan production and a 5% increase in performing credit outstandings, driven notably by the French, Portuguese, Russian and Romanian subsidiaries. The non-lending activities, i.e. insurance, payment solutions and fraud prevention, also showed strong growth (+8.4%).

Overall net banking income reached €206.4m at 30 June 2017, representing an increase of 9.1% (excluding the impact of the sale of Visa Europe shares in 2016).

The cost/income ratio stood at 68.7%, up in relation to 2016, with expenditure on the plan to speed up the digital transformation directly impacting operating expenses. Excluding this expenditure, the cost/income ratio would be 61.4%, versus 62.4% in June 2016 (after restatement for the impact of the sale of the Visa Europe shares).

The cost of risk on loan outstandings continued to fall in relation to mid-2016, to 2.2%, thanks to good risk management across all markets.

In the end, profit for the period came to €26m at 30 June 2017, down 16.2% in relation to 30 June 2016 (excluding the impact of the sale of the Visa Europe shares in 2016), due also to expenditure on the plan to accelerate development. Excluding this expenditure, profit for the period was up 15.8%.

"We are very happy to present these performances, which reflect the success we have had in rolling out our innovative service-based strategy to provide easy and smart customer shopping paths. We are ramping up this strategy in all countries in which we operate, alongside our trading partners, by offering innovative payment, insurance, fraud prevention and data sharing solutions. Our objective is to accompany our partners across all of their markets through effective solutions that meet their trading needs today and in

the future," said Jean-Pierre Viboud, General Manager of the Oney group.

Highlights for the first half of 2017

The first half of 2017 was marked by dynamic activity growth thanks to strong sales performances and the launch of the business plan to speed up development and digital innovation.

During this period, Oney signed new partnerships in online split payment services in France and Spain, notably in new areas such as the travel sector.

In China, the first Wallet payment tests were carried out with Auchan Retail.

And in Russia, our new retail banking licence is opening up new sales prospects, notably current account, savings account and banking transaction management for individual customers. The first half of 2017 also saw the implementation of new sources of financing, including a savings product on the German market, and the launch of new products, such as three new extended warranties created for Auchan and Electro-Dépôt in France.

During these first 6 months, all of Oney's employees participated in writing the company's human project, a solid and ambitious collective plan designed to be of relevance in the years ahead.

Key figures:

39.2 million gift cards activated in 2016

5.4 billion data items processed per month

9.1 million customers, including 2 million in China

Over 250 business partners worldwide

About Oney:

Created in 1983, Oney is a subsidiary bank of Auchan Holding and currently has operations in 11 countries (China, Spain, France, Hungary, Italy, Malta, Poland, Portugal, Romania, Russia and Ukraine) and 2,900 employees worldwide, including 900 in France. As a partner to retailers, Oney helps them in all sales channels to redefine and optimise their customer paths by capitalising on its dual identity as a banker and retailer. Thanks to innovative technologies, its expertise in all electronic and traditional payment solutions, its customer knowledge and its understanding of new modes of consumption, Oney enables its partners to offer their customers more simple, secure, cross-channel and innovative shopping paths. Since 1 July 2016, in France the name Oney has replaced Banque Accord and become the single brand for the group.

For more information: www.oney.com

Twitter: @Oneyfrance

Press Contact – Oney

Mylène Engelspace
03 28 38 59 26 / mengelspace@oney.com

Press Contact – Agence Hopscotch :

Ornella Lulundakio
01 41 34 21 49 / olulundakio@hopscotch.fr

Clémence Brondel
01 58 65 00 50 / cbrondel@hopscotch.fr

4. Management of Oney Bank

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

Xavier DELOM de MEZERAC	Chairman and Member
Jérôme GUILLEMARD	Member
Gérard MULLIEZ	Member
Caroline PERON	Member
Marie TRENTSAUX-LECLERCQ	Member
Jean-Louis CLAVEL	Member
Philippe TAPIE	Member
CELAVI	Member, represented by Céline Lazorthes

Chief Executive Officer

Jean-Pierre VIBOUD	Chief Executive Officer
---------------------------	-------------------------

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 30 October 2017, the outside activities of the members of the Board of Directors are as follows.

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

<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>
Gérard MULLIEZ	<i>Director</i>	<i>ONEY BANK SA</i>	<i>France</i>
	<i>Chairman of Board of Directors</i>	<i>FONDS DE DOTATION FONTAINE</i>	<i>France</i>
	<i>Chairman</i>	<i>AUSSMAN SAS</i>	<i>France</i>
	<i>Manager</i>	<i>SCI ARREAL 1</i>	<i>France</i>
	<i>Manager</i>	<i>SCI ARREAL 2</i>	<i>France</i>
	<i>Manager</i>	<i>SCI RAMREAL 1</i>	<i>France</i>
	<i>Manager</i>	<i>SOCIETE CIVILE LES BOIS</i>	<i>France</i>
	<i>Manager</i>	<i>SOCIETE CIVILE VACQUERIE 2011</i>	<i>France</i>
	<i>Director</i>	<i>CONSOBIS</i>	<i>France</i>
	<i>Manager</i>	<i>SCI SAINT BONNAVENTURE</i>	<i>France</i>

Caroline PERON	<i>Director</i>	ONEY BANK SA	France
Philippe TAPIE	<i>Director</i>	ONEY BANK	France
	<i>Director</i>	COLAM SA	France
	<i>Director</i>	FONDATION ENTREPRENDRE	France
	<i>Chief Executive Officer</i>	GROUPE MAISONS DE FAMILLE SA	France
	<i>Permanent Representative of GROUPE MAISONS DE FAMILLE, Chairman</i>	MAISONS DE FAMILLE FRANCE SASU	France
	<i>Manager</i>	SCI FONCIERE MDF	France
	<i>Permanent Representative of GROUPE MAISONS DE FAMILLE, Director</i>	LA VILLA	France
	<i>Permanent Representative of GROUPE MAISONS DE FAMILLE, Chairman of the Board of Directors</i>	PLANIGER	France
	<i>Permanent Representative of GROUPE MAISONS DE FAMILLE, Chairman of the Board of Directors</i>	AMMA	France
	<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	SNC MAISON DE FAMILLE BOURGOGNE	France
	<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	SNC MAISON DE FAMILLE LA CERISAIE	France
	<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	SCI LE VERGER	France
	<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Chairman</i>	SASU MAISON DE FAMILLE LA CHATAIGNERAIE	France
	<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	SNC MAISON DE FAMILLE MONTPELLIER	France
	<i>Permanent Representative of SCI FONCIERE MDF,</i>	SCI LES JARDINS D'OLYMPIE	France

Manager

<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>	<i>SNC MAISON DE FAMILLE DU GENEVOIS</i>	<i>France</i>
<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	<i>SCI MDF COLLONGES</i>	<i>France</i>
<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	<i>SNC SOCIETE D'EXPLOITATION DE LA RESIDENCE ANTINEA</i>	<i>France</i>
<i>Permanent Representative of GROUPE MAISONS DE FAMILLE, Chairman</i>	<i>SAS LA REDORTE</i>	<i>France</i>

	<i>Permanent Representative of GROUPE MAISONS DE FAMILLE, Chairman</i>	<i>SAS MAISON DE RETRAITE DU SOLEIL D'OR</i>	<i>France</i>
	<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	<i>SCI DE LA VALLEE DU GAPEAU</i>	<i>France</i>
	<i>Permanent Representative of GROUPE MAISONS DE FAMILLE, Chairman</i>	<i>SAS MAISON DE FAMILLE BASTIDE GUIRANS</i>	<i>France</i>
	<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	<i>SCI DE LA BELLE GENSIERE</i>	<i>France</i>
	<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	<i>SNC MAISON DE FAMILLE DE L'AVE MARIA</i>	<i>France</i>
	<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	<i>SCI WARDRECQUES</i>	<i>France</i>
	<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	<i>SNC MAISON DE FAMILLE LES ETANGS</i>	<i>France</i>
	<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Manager</i>	<i>SNC MAISON DE FAMILLE LES VALLEES</i>	<i>France</i>
	<i>Permanent Representative of MAISONS DE FAMILLE FRANCE, Chairman</i>	<i>SASU MAISON DE FAMILLE DU PARC</i>	<i>France</i>
	<i>Permanent Representative of SCI FONCIERE MDF, Manager</i>	<i>SCI DEBUSSY</i>	<i>France</i>
	<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>Member of the Management Board</i>	<i>AUCHAN HOLDING 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) LIMITED</i>	<i>Malta</i>
	<i>Director</i>	<i>ONEY INSURANCE (PCC) LIMITED</i>	<i>Malta</i>
	<i>Director</i>	<i>ONEY BANK</i>	<i>Russia</i>
Céline LAZORTHES	<i>Permanent representative of CELAVI, Director</i>	<i>ONEY BANK</i>	<i>France</i>
	<i>President of the Management Board</i>	<i>LEETCHI</i>	<i>France</i>

<i>President</i>	<i>CELAVI</i>	<i>France</i>
<i>Director</i>	<i>MANGOPAY</i>	<i>France</i>
<i>Manager</i>	<i>SCI VERDURA</i>	<i>France</i>

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.

5. Trend information

There has been no material adverse change in the prospect of Oney Bank since 31 December 2016.

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

VI. UPDATE OF THE GENERAL INFORMATION SECTION IN THE BASE PROSPECTUS

1. Subparagraph (2) of the “GENERAL INFORMATION” section as included on page 124 of the Base Prospectus is deleted and replaced as follows:

“Each of Auchan Holding and Oney Bank has obtained all necessary corporate and other consents, approvals and authorisations in the Republic of France in connection with the update of the Programme.

Any issue of Notes by Auchan Holding under the Programme, to the extent that such Notes constitute obligations, requires the prior authorisation of (i) the Directoire of Auchan Holding, which may delegate its powers to its Président or, pursuant to the proposal of the latter, to any other member of the Directoire; or (ii) the Ordinary General Meeting of Auchan Holding's shareholders if (a) the statuts of Auchan Holding so require (at the date hereof the statuts of Auchan Holding do not require a resolution of the Ordinary General Meeting) or (b) the shareholders at an Ordinary General Meeting decide to authorise an issue of obligations, all pursuant to Article L.228-40 of the French Code de commerce. Any issue of Notes, to the extent that such Notes do not constitute obligations, will fall within the general powers of the Directoire.

For this purpose, on 25th August 2017 the Directoire of Auchan Holding has authorised issues of Notes constituting obligations up to an outstanding maximum aggregate amount of €2,500,000,000 which authority will, unless previously cancelled, expire on 24th August 2018 provided that the outstanding maximum aggregate amount of Notes under the Programme shall not exceed €6,600,000,000 and has authorised Mr. Wilhelm Hubner, Chairman of the Management Board (Président du Directoire) and, after consent of the latter, Mr. Xavier Delom de Mezerac, member of the Management Board (Membre du Directoire), to issue Notes within the limits set out by the Directoire mentioned above and by the articles of association of Auchan Holding.

Any issue of Notes by Oney Bank under the Programme, to the extent that such Notes constitute obligations, requires the prior authorisation of (i) the Conseil d'administration of Oney Bank, which may delegate its powers to its Président or to any other member of the Conseil d'administration; or (ii) the Ordinary General Meeting of Oney Bank's shareholders if (a) the statutes of Oney Bank so require (at the date hereof the statutes of Oney Bank do not require a resolution of the Ordinary General Meeting) or (b) the shareholders at an Ordinary General Meeting decide to authorise an issue of obligations, all pursuant to Article L.228-40 of the French Code de commerce. Any issue of Notes, to the extent that such Notes do not constitute obligations, will fall within the general powers of the Président of the Conseil d'administration or the Directeur général of Oney Bank.

For this purpose, on 12 October 2017, the Conseil d'administration of Oney Bank has authorised issues of Notes constituting obligations up to an outstanding maximum aggregate amount of €1,500,000,000 which authority will, unless previously cancelled, expire on 11 October 2018 provided that the outstanding maximum aggregate amount of Notes under the Programme shall not exceed €2,000,000,000, and has authorised the Directeur général, Mr. Jean-Pierre Viboud, to issue Notes within the limits set out by the Conseil d'administration mentioned above, it being specified that any issue of Notes with a maximum principal amount above €200,000,000 will be subject to the prior authorisation of the Conseil d'administration.

Accordingly, pursuant to the resolutions of the Issuers mentioned above, the outstanding maximum aggregate amount of Notes issued by the Issuers under the Programme shall not at any time exceed €8,600,000,000."

2. Subparagraph (3) of the "GENERAL INFORMATION" section as included on page 124 of the Base Prospectus is deleted and replaced as follows:

"There has been no significant change in the financial or trading position of Auchan Holding or of Oney Bank since 30th June 2017."

3. Subparagraph (6) of the "GENERAL INFORMATION" section as included on page 125 of the Base Prospectus is deleted and replaced as follows:

"So long as Notes may be issued pursuant to this Base Prospectus, copies of the following documents will be available, free of charge, during usual business hours on any weekday, for inspection at the registered office of the relevant Issuer:

(i) the statutes of the Issuers;

(ii) the interim financial statements ended 30 June 2017 of the Issuers (in French and in English, as well as the published annual report and consolidated accounts (in French and in English, except for the audit report which is in French in the English version with respect to Oney Bank) of each of the Issuers financial year ended 31 December 2015 and the published annual report and consolidated accounts (in French and in English) of the Issuers financial year ended 31 December 2016;

(iii) the Final Terms for Notes that are listed on the official list of the Luxembourg Stock Exchange and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange or any other Regulated Market in the EEA;

(iv) a copy of this Base Prospectus together with any supplement to this Base Prospectus; and

(v) all reports, letters and other documents, historical financial information, valuations and statements prepared by any expert at the relevant Issuer's request any part of which is included or referred to in this Base Prospectus."

4. Subparagraph (9) of the "GENERAL INFORMATION" section as included on page 125 of the Base Prospectus is deleted and replaced as follows:

"In respect of Auchan Holding, (a) KPMG SA, Département KPMG Audit, at Tour Eqho, 2 avenue Gambetta, 92066 Paris La Défense Cedex, France and PricewaterhouseCoopers Audit at 63 rue de Villiers, 92208 Neuilly-sur-Seine, France, respectively (both entities regulated by the Haut Conseil du Commissariat aux Comptes and duly authorised as Commissaires aux comptes), have audited and rendered audit reports on the consolidated financial statements of Auchan Holding for the years ended 31 December 2015 and 31 December 2016, prepared in accordance with IFRS as adopted by the European Union and (b) KPMG SA at Tour Eqho, 2 avenue Gambetta, 92066 Paris La Défense Cedex, France and PricewaterhouseCoopers Audit at 63 rue de Villiers, 92208 Neuilly-sur-Seine, France, respectively (both entities regulated by the Haut Conseil du Commissariat aux Comptes and duly authorised as Commissaires aux comptes), have reviewed and verified the condensed half-yearly consolidated financial statements of Auchan Holding for the six(6)- month period ended 30 June 2017 prepared in accordance with IFRS as adopted by the European Union ."

5. Subparagraph (10) of the "GENERAL INFORMATION" section as included on page 125 and 126 of the Base Prospectus is deleted and replaced as follows:

"In respect of Oney Bank, (a) KPMG SA at Tour Eqho, 2 avenue Gambetta, 92066 Paris La Défense Cedex, France and PricewaterhouseCoopers Audit at 63 rue de Villiers, 92208 Neuilly-sur-Seine, France, respectively (both entities regulated by the Haut Conseil du Commissariat aux Comptes and duly authorised as Commissaires aux comptes), have audited and rendered audit reports on the consolidated financial statements of Oney Bank for the years ended 31 December 2015 and 31 December 2016, prepared in accordance with IFRS as adopted by the European Union and (b) KPMG SA at Tour Eqho, 2 avenue Gambetta, 92066 Paris La Défense Cedex, France and PricewaterhouseCoopers Audit at 63 rue de Villiers, 92208 Neuilly-sur-Seine, France, respectively (both entities regulated by the Haut Conseil du Commissariat aux Comptes and duly authorised as Commissaires aux comptes), have reviewed and verified the condensed half-yearly consolidated financial statements of Oney Bank for the six(6)- month period ended 30 June 2017 prepared in accordance with IFRS as adopted by the European Union."