

SUPPLEMENT DATED AUGUST 18th, 2016

TO THE BASE PROSPECTUS DATED APRIL 7th, 2016



€8,600,000,000

Euro Medium Term Note Programme

This supplement dated August 18th, 2016 (the “**First Supplement**”) is supplemental to, and must be read in conjunction with, the base prospectus dated April 7th, 2016, prepared in relation to the €8,600,000,000 Euro Medium Term Note Programme (the “**Programme**”) of Auchan Holding and Oney Bank (formerly known as Banque Accord) (hereinafter referred to as “**Auchan Holding**” and “**Oney Bank**”, respectively, or together as the “**Issuers**”), which were approved by the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) on April 7th, 2016, (together, the “**Base Prospectus**”) as a base prospectus for the purposes of the Directive 2003/71/EC as amended by the Directive 2010/73/EU (the “**Prospectus Directive**”) and Article 8.4 of the Luxembourg Law on prospectuses for securities dated July 10th, 2005 as amended (the “**Luxembourg Law**”).

This 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 name of the Issuer formerly known as Banque Accord ;
- II) Update the financial information, as incorporated by reference in the Base Prospectus in the “DOCUMENTS INCORPORATED BY REFERENCE” section, in relation to the 2015 Financial Report of Oney Bank, 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, 2015, and the statutory auditors’ report on the consolidated financial statement as at and for the year ended December 31st, 2015 (hereinafter referred to as the “**2015 Results**”); the “DOCUMENTS INCORPORATED BY REFERENCE” section can be found on pages 26 to 31 (both included) of the Base Prospectus ;
- III) Update the following parts of the section entitled “DESCRIPTION AND BUSINESS OVERVIEW OF AUCHAN HOLDING AND BANQUE ACCORD” in the Base Prospectus ; and
- IV) 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 Auchan Holding and <http://www.oney-banque-accord.com/resultats-financiers-doc-programmes.html?id=84> in respect of Oney Bank) and (ii) the website of the Luxembourg Stock Exchange (www.bourse.lu).

I. UPDATE THE NAME OF THE ISSUER FORMERLY KNOWN AS BANQUE ACCORD IN THE BASE PROSPECTUS

On 18th December 2015, the Combined General Meeting (*Assemblée Générale Mixte*) of Banque Accord approved a change in the company's name to Oney Bank. This change of company's name shall take effect on 30th June 2016.

All reference to "Banque Accord" in the Base Prospectus is replaced by "Oney Bank".

II. 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 26 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 audited consolidated financial reports of Auchan Holding and the audited consolidated financial reports of Banque Accord (renamed Oney Bank) for the financial year ended on 31 December 2015;*
- *the 2015 half-year condensed consolidated financial reports of Banque Accord (renamed Oney Bank);*
- *the audited consolidated financial reports of Groupe Auchan (renamed Auchan Holding) and the audited consolidated financial reports of Banque Accord (renamed Oney Bank) for the financial year ended on 31 December 2014;*
- *the audited consolidated financial reports of Banque Accord (renamed Oney Bank) for the financial year ended on 31 December 2013;*
- *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**”); and
- 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, together with the 2009 Conditions, the Additional 2009 Conditions, the 2010 Conditions, the 2011 Conditions, the 2012 Conditions and the 2013 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

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2. In Section entitled “DOCUMENTS INCORPORATED BY REFERENCE”, contents appearing on pages 30 and 31 are deleted and replaced by the following:

“CROSS-REFERENCE LIST IN RESPECT OF THE FINANCIAL INFORMATION FOR THE YEARS ENDED 31 DECEMBER 2015 AND 31 DECEMBER 2014 IN RESPECT OF ONEY BANK

Regarding the 2015 financial report and the 2014 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 2015 financial report and the 2014 financial report.

Regulation – Annex XI in respect of Oney Bank		Financial report 2015	Half-yearly financial report 2015	Financial Report 2014
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>	Page 5 and pages 51 to 56 (Note 31)	Page 5 and pages 34 to 38 (Note 26)	Pages 4 to 5 and pages 50 to 55 (Note 31)
Information about the Issuer	4.1.5. <u>Recent events particular to the Issuer</u>	Pages 3 to 5 and page 17 (Note 2)	Page 15 (Note 2)	Pages 2 to 3 and page 16 (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 16 (Note 1)	Page 15 (Note 1)	Page 15 (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> <i>Audit reports</i>	Pages 8 to 13 Pages 58 to 60 (the audit report is in French in the English	Pages 7 to 12 N/A	Pages 7 to 12 Pages 58 to 60 (the audit report is in French in the English

Regulation – Annex XI in respect of Oney Bank		Financial report 2015	Half-yearly financial report 2015	Financial Report 2014
		version of the 2015 financial report)		version of the 2014 financial report)
	<i>Balance sheet</i>	Page 8 to 9	Pages 7 to 8	Pages 7 to 8
	<i>Income statement</i>	Page 10	Page 9	Page 9
	<i>Statement of changes in consolidated equity</i>	Page 13	N/A	Page 12 (the relevant table is in French in the English version of the 2014 financial report)
	<i>Accounting policies</i>	Pages 17 to 33 (note 3)	Pages 15 to 19 (Note 3)	Pages 16 to 32 (note 3)
	<i>Explanatory notes</i>	Pages 14 to 57	Pages 13 to 40	Pages 14 to 57
	<i>Cash flow statement</i>	Page 12	Page 11	Page 11
	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>	Pages 8 to 13	Pages 7 to 9	Pages 7 to 12

Regulation – Annex XI in respect of Oney Bank		Financial report 2015	Half-yearly financial report 2015	Financial Report 2014
11.3.	<u>Auditing of historical annual financial information</u> <i>Statement indicating that the historical financial information has been audited</i>	Pages 58 to 60	N/A	Pages 58 to 60 (French version)
11.5.	<u>Interim and other financial information</u> <i>Half-year financial information</i>	N/A	Pages 7 to 12	N/A
	<i>Review report</i>	N/A	N/A	N/A

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).

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

- 1. The paragraph “History and Development of the Issuers” sets out on page 75 of the Base Prospectus is updated as follows :**

“Overview of the Auchan Holding Group

The Auchan Holding Group is the eleventh largest food retailer in the world operating through hypermarkets and supermarkets in 16 countries and employed 337,800 people at 31 December 2015.

The Auchan Holding Group has a strong market position in the Central and Eastern European food retail markets and significant international market positions in the other countries. In particular, the Auchan Holding Group is world's eleventh largest food retailer. The Auchan Holding Group has developed specific activities to support its core business, such as shopping centre management, through Immochan, financial services, through Oney Bank as well as certain less significant activities such as home furnishing and appliances, cybermarket on website and distance shopping.

Overview of Oney Bank

Oney Bank is specialised in consumer credit, electronic payments, and payment card management and has a portfolio of 8.1 million customers Oney Bank is a subsidiary of Auchan Holding which holds 96.50% of its voting rights.

As of 31 December 2015, Oney Bank operated in 11 countries (France, Spain, Italy, Portugal, Poland, Hungary, Romania, Ukraine, Russia, mainland China and Malta).”

- 2. The paragraphs 1 and 2 set out on pages 76 and 77 of the Base Prospectus are updated as follows :**

“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 € 633,088,320 (divided into 31,654,416 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 2 December 2015, 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 the parent company of the Auchan Holding Group, the activity of which is divided into three core businesses: retail, retail property management and banking.

a) Retail Division (Auchan Retail)

➤ Hypermarket

The Auchan Holding's primary strength and experience lies in its ability to manage large hypermarkets which sales area are up to 20,000m² with a broad range of products.

The hypermarket activity brought together 953 hypermarkets under the banners in 12 countries.

The Auchan Holding's hypermarkets are located in major shopping centers where international and national powerful specialized retailers are located, with the view to attracting customers' flows.

All hypermarkets are usually operated under the trade-name Auchan except in countries where a local well established trade-name has been either acquired or created. This is the case for the Alcampo hypermarkets in Spain, the Jumbo hypermarkets in Portugal or the RT Mart hypermarkets in Taiwan and China.

➤ Convenience stores

A further strength and experience of Auchan Holding lies in its ability to manage convenience stores, which are located in urban trade centres or in small cities for neighbourhood retail activities.

Convenience stores bring together 2,883 convenience stores under the banners in 10 countries.

➤ E-Commerce

As of year 2015, there were 162 drives outlets (Chronodrive and Drive).

b) Retail property management division (Immochan)

The retail property management division is responsible for the management and development of the Auchan Holding Group's shopping centres and retail properties. The Auchan Holding Group's world-wide strategy is to build major shopping centres, with a view to increase the customers' flow in hypermarkets. Currently 379 shopping centres with shopping malls and retail parks are managed by Immochan and its subsidiaries in 12 countries and regions, of which 246 fully-owned, 81 leased and 52 under management contracts.

c) Banking division (Oney Bank)

The banking division of the Auchan Holding Group is described below (see hereafter "Principal activities of Oney Bank").

d) Drive and other activities

Drive and other activities of Auchan Holding include furnitures and home decoration (Alinea and Little Extra). As of year 2015, there was 26 Alinéa and 19 Little Extra stores."

3. The paragraph 4 sets out on pages 78 to 83 of the Base Prospectus are updated as follows:

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):

Vianney MULLIEZ	Chairman (<i>Président du Conseil de Surveillance</i>) and Member
AUSSPAR S.A.S.	Member, represented by Christophe DUBRULLE
Jean-Louis CLAVEL	Member
Marion BUCHSENSCHUTZ MENET	Member
Valérie VENDEVILLE	Member
Barthélémy GUISLAIN	Member

Management Board (Directoire):

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

MEZERAC

With respect to Auchan Holding, all members of the Supervisory Board and Management Board have their business address at Auchan Holding's address.

The Audit Committee and the Executive Committee are currently being reorganized and the members of the Audit Committee and the Executive Committee will be appointed in the coming months.

b) Outside Activities

As of 30th June 2016, the outside activities of the members of the Supervisory Board (Conseil de Surveillance) and Management Board (Directoire) are as follows.

Vianney MULLIEZ	Chairman of the Supervisory Board	AUCHAN HOLDING SA	France
	Director	AUCHAN HOLDING SA	France
	Chairman of the Board of Directors	IMMOCHAN	France
	Director	IMMOCHAN	France
	Director	COFITES	France
	Chairman of the Board of Directors	AUCHAN RETAIL INTERNATIONAL SA	France
	Director	AUCHAN RETAIL INTERNATIONAL SA	France
	Liquidator	FONCIERE DU CHATEAU ROUGE SCIM	France
	Permanent representative of AUCHAN HOLDING, Chairman	DAI GROUPE SAS	France
	Manager	SOCIETE CIVILE DAMIM	France
	Manager	SOCIETE CIVILE AGAM	France
	Manager	SOCIETE CIVILE VIMZ	France
	Manager	SOCIETE CIVILE ALEXAM	France
Christophe DUBRULLE	Permanent representative of AUSSPAR	AUCHAN HOLDING SA	France

	Permanent representative of AUSSPAR	AUCHAN RETAIL INTERNATIONAL SA	France
Jean-Louis CLAVEL	Member of the Supervisory Board	AUCHAN HOLDING SA	France
	Director	ONEY BANK SA	France
	Director	AUCHAN RETAIL INTERNATIONAL SA	France
Marion BUCHSENSCHUTZ MENET	Director	FONDATION D'ENTREPRISE KIABI	France
	Director	RESEAU ENTREPRENDRE NORD	France
	Manager	SOCIETE CIVILE MANET	France
	Manager	VALOREST SCA	France
	Manager	ACANTHE SCA	France
	Manager	CIMOFAT SCA	France
	Manager	SODEREC SC	France
	Director	MANET BE SA	Belgium
	Director	HOLMET SAS	France
	Chairman and Director	SURAMAC SAS	France
	Chairman and Director	SURBOLEM SAS	France
	Director	SURHOLYMPIADES SAS	France
	Director	TEXO SAS	France
	Member of the Supervisory Board	AUCHAN HOLDING	France
Valérie VENDEVILLE	Member of the Supervisory Board	AUCHAN HOLDING SA	France
	Director	AUCHAN RETAIL INTERNATIONAL SA	France
Barthélémy GUISLAIN	Manager	ACANTHE SCA	France

	Director	AUCHAN RETAIL INTERNATIONAL SA	France
	Manager	CIMOFAT SCA	France
	Chairman	CLABIS SAS	France
	Chairman	CLARIS France SAS	France
	Chairman	CONSOFOND SAS	France
	Permanent representative of SAS HOLYMPIADES and Director	DECATHLON SA	France
	Manager	DE LA PORTE DE LYON SC	France
	Manager	GARGANO SC	France
	Member of the Supervisory Board	AUCHAN HOLDING SA	France
	Manager	GUISLAINVERT SC	France
	Chairman of the board and Member	KBANE SA	France
	Chairman	MOBILIS SAS	France
	Manager	SODEREC SC	France
	Chairman	SURAUMARCHE SAS	France
	Chairman	SURCREHOL SAS	France
	Chairman	SURFIPAR SAS	France
	Chairman	SURHOLKIA SAS	France
	Chairman	SURMUFIL SAS	France
	Chairman	SURSOPARFIL SAS	France
	Manager	T.S.2 M SARL	France
	Manager	VALOREST SCA	France
Wilhelm HUBNER	General Director	AUCHAN RETAIL INTERNATIONAL	France
	Chairman of the Management Board and	AUCHAN HOLDING	France

	Member of the Management Board		
	Director	IMMO TLT	France
	Director	IMMOCHAN RUSSIA	Russia
	Chairman	ARSOFI	France
	Member of the Remuneration Committee	SUN ART RETAIL GROUP LIMITED	Hong Kong
	Member of the Nomination Committee		
	Vice Chairman of the Board		
	Non Executive Director		
	Board Member	RT MART INTERNATIONAL LTD	Taiwan
	Board Member	A-RT RETAIL HOLDINGS LTD	Hong Kong
	Board Member	AUCHAN CHINA HONG-KONG	Hong Kong
Jean-Pierre VIBOUD	Chief executive officer	ONEY BANK SA	France
	Member of the Management Board (Directoire)	AUCHAN HOLDING SA	France
	Chairman of the Supervisory Board	ARMONEY GIE FRANCE	France
	Permanent Representative of ONEY BANK company, Director	ONEY SERVICIOS FINANCIEROS EFC S.A.U	Spain
	Director and Chairman of the Board	ONEY INSTITUICAO FINANCEIRA DE CREDITO SA	Portugal
	Director	ONEY ACCORD CONSULTING COMPANY CO LTD	China
	Chairman	NATURAL SECURITY SAS	France
	Permanent Representative of ONEY BANK company,	NATURAL SECURITY SAS	France

	Director		
	Chairman	NATURAL SECURITY ALLIANCE	France
	Permanent Representative of ONEY BANK company, Chairman	ONEY INVESTMENT SAS	France
Benoit LHEUREUX	Member of the Management Board	AUCHAN HOLDING	France
	Member of the Board of Directors	LLC AUCHAN	Russia
	Permanent Representative of Immochan	SOFINANCE	France
	General Director	IMMOCHAN	France
Xavier DELOM de MEZERAC	Director and Chairman of the Board	ONEY BANK SA	France
	Director and Chairman of the Board	AUCHAN COORDINATION SERVICES SA	Belgium
	Chairman of the Board	AUCHAN (CHINA) HONG KONG LTD	Hong Kong
	Director of the Board	CONCORD CHAMPION INTERNATIONAL LTD	Cayman Islands
	Chairman of the Board	RT MART HOLDING LTD	Hong Kong
	Chairman of the Board – Member of Audit Committee	SUN ART RETAIL GROUP LIMITED	Hong Kong
	Manager	SCI DU ROY	France
	Manager	GFA des Terres de canons	France
	Managing Director – Permanent representative of Auchan Retail International	A-RT Retail Holdings Limited	Hong Kong
	Member of Supervisory Board	OOSTERDAM B.V.	Netherlands
	Supervisor, Permanent representative of Monicole	RT-Mart International Limited	Taiwan
	Permanent representative of Auchan Holding – Chairman	AUCHAN FINANCES INTERNATIONAL	France

Member of the Management Board (<i>Directoire</i>)	AUCHAN HOLDING	France
Member of the Executive Committee	AUCHAN HOLDING	France

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

4. The paragraph 1 sets out on page 83 of the Base Prospectus is updated as follows :

“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 €50,786,190 (divided into 1,451,034 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 96.50% 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.”

5. The paragraph 3 sets out on page 84 of the Base Prospectus is updated as follows :

“3. Recent events particular to Oney Bank

Recent events particular to Oney Bank are set out in details on pages 2 to 4 and page 18 of the 2015 Financial report which is incorporated by reference in this Base Prospectus.

On 18th December 2015, the Combined General Meeting (*Assemblée Générale Mixte*) of Banque Accord approved a change in the company’s name to Oney Bank. This change of company’s name shall take effect on 30th June 2016. “

6. The paragraph 4 sets out on pages 86 to 90 of the Base Prospectus are updated as follows

1. 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 TRENTESAUX-LECLERCQ	Member

Jean-Louis CLAVEL	Member
Philippe TAPIE	Member

Chief Executive Officer

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

Outside Activities

As of 30th June 2016, 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
	Director	AUCHAN RETAIL INTERNATIONAL SA	France

Xavier DELOM de MEZERAC	Director and Chairman of the Board	ONEY BANK SA	France
	Director and Chairman of the Board	AUCHAN COORDINATION SERVICES SA	Belgium
	Chairman of the Board	AUCHAN (CHINA) HONG KONG LTD	Hong Kong
	Director of the Board	CONCORD CHAMPION INTERNATIONAL LTD	Cayman Islands
	Chairman of the Board	RT MART HOLDING LTD	Hong Kong
	Chairman of the Board – Member of Audit Committee	SUN ART RETAIL GROUP LIMITED	Hong Kong
	Manager	SCI DU ROY	France
	Manager	GFA des Terres de canons	France
	Managing Director – Permanent representative of Auchan Retail International	A-RT Retail Holdings Limited	Hong Kong

Member of Supervisory Board	OOSTERDAM B.V.	Netherlands
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	Supervisor, Permanent representative of Monicole	RT-Mart International Limited	Taiwan
	Permanent representative of Auchan Holding - Chairman	AUCHAN FINANCES INTERNATIONAL	France
	Member of the Management Board (<i>Directoire</i>)	AUCHAN HOLDING	France
	Member of the Executive Committee	AUCHAN HOLDING	France
Jérôme GUILLEMARD	Director	ONEY BANK SA	France
	Manager	CADRISOCHA	France
	Director	ONEY BANK	Russia
	Director	AUCHAN COORDINATIONS SERVICES	Belgium
	Director	ONEY HOLDING LIMITED	Malta
	Director	ONEY INSURANCE PCC LIMITED CO LTD	Malta
	Director	ONEY LIFE PCC LIMITED CO LTD	Malta
Marie TRENTESAUX-LECLERCQ	Director	ONEY BANK SA	France
	Member of the Supervisory Board	FCP VALACCORD	France
Gérard MULLIEZ	Director	ONEY BANK SA	France
	Manager	SOCIETE CIVILE PAFIL	France
	Chairman	AUSSMAN SAS	France
	Manager	SCI ARREAL 1	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 CIVILE VACQUERIE 2011	France
	Chairman of the Board	FONDS DE DOTATION FONTAINE	France
	Permanent Representative of AUSSPAR	BURGODAM	France
	Manager	RECUEIL 2007 SCI	France
	Director	MACO PHARMA SA	France
	Member of the Supervisory Board	MACO PRODUCTIONS	France
	Director	CONSOBIS	France
	Manager	SCI SAINT BONNAVENTURE	France
	Member of the Supervisory Board	VALKIA	France
Caroline PERON	Director	ONEY BANK SA	France

Philippe TAPIE	Director	ONEY BANK SA	France
	Chairman of the Board and Director	MOBILIS GESTION SA	France
	Chairman of the Board and Director	CAVA OBLIG SICAV	France
	Director	COLAM SA	France
	Chairman	MAISONS DE FAMILLE SAS	France
	Permanent representative of the Chairman, MAISONS DE FAMILLE SAS	MAISONS DE FAMILLE SASU	France
	Manager	SCI FONCIERE MDF	France
	Member	LA VILLA	Italy
	Director	PLANIGER	Spain
	Permanent representative of the Manager, MAISONS DE FAMILLE SAS	MAISON DE FAMILLE DE BOURGOGNE SNC	France
	Permanent representative of the Manager, MAISONS DE FAMILLE SAS	MAISON DE FAMILLE LA CERISAIE SNC	France
	Permanent representative of the Manager, SCI FONCIERE MDF	LE VERGER SCI	France
	Permanent representative of the Chairman, MAISONS DE FAMILLE France	MAISON DE FAMILLE LA CHATAIGNERAIE SASU	France
	Permanent representative of the Manager, MAISONS DE FAMILLE France	MAISON DE FAMILLE MONTPELLIER SNC	France
	Permanent representative of the Manager, SCI FONCIERE MDF	LES JARDINS D'OLYMPIE SCI	France
	Permanent representative of the Chairman, MAISONS DE FAMILLE France	SAS MDF HAUTS DE SEINE SASU	France

Permanent representative of the Manager, SCI FONCIERE MDF	SAS MDF ILE DE FRANCE SCI	France
Permanent representative of the Manager, SCI FONCIERE MDF	SCI SAINT REMY	France
Permanent representative of the Chairman, MAISONS DE FAMILLE France	SAS MDF CHATEAU DE CHAMBOURCY	France
Permanent representative of the Manager, MAISONS DE FAMILLE France	MAISON DE FAMILLE L'OASIS SNC	France
Permanent representative of the Manger, MAISONS DE FAMILLE France	SNC VILLA LECOURBE	France
Permanent representative of the Manager, MAISONS DE FAMILLE France	MAISON DE FAMILLE LES EAUX VIVES SNC	France
Permanent representative of the Manager, MAISONS DE FAMILLE France	MAISON DE FAMILLE VILLA CONCORDE SNC	France
Permanent representative of the manager, SCI FONCIERE MDF	SCI MDF ASNIERES	France
Permanent representative of the Manager, MAISONS DE FAMILLE France	MAISON DE FAMILLE DU GENEVOIS SNC	France
Permanent representative of the Manager, SCI FONCIERE MDF	SCI MDF COLLONGES	France
Permanent representative of the Manager, MAISONS DE FAMILLE France	SOCIETE D'EXPLOITATION DE LA RESIDENCE ANTINEA SNC	France
Permanent representative of the Chairman, MAISONS DE FAMILLE SAS	LA REDORTE SAS	France
Permanent representative of the Manager, MAISONS	MAISON DE RETRAITE SOLEIL	France

DE FAMILLE France	D'OR SNC	
Permanent representative of the Manager, SCI FONCIERE MDF	SCI DE LA VALLEE DU GAPEAU	France
Permanent representative of the Manager, MAISONS DE FAMILLE France	MAISON DE FAMILLE BASTIDE GUIRANS SNC	France
Permanent representative of the Manager, SCI FONCIERE MDF	DE LA BELLE GENSIERE SCI	France
Permanent representative of the Manager, MAISONS DE FAMILLE France	MAISON DE FAMILLE DE L'AVE MARIA SNC	France
Permanent representative of the Manager, SCI FONCIERE MDF	SCI WADRECQUES	France
Permanent representative of the Manager, MAISONS DE FAMILLE France	MAISON DE FAMILLE LES ETANGS SNC	France
Permanent representative of the Manager, MAISONS DE FAMILLE France	MAISON DE FAMILLE LES VALLEES SNC	France
Permanent representative of the Chairman, MAISONS DE FAMILLE France	MAISON DE FAMILLE DU PARC SASU	France
Permanent representative of the Manager, SCI FONCIERE MDF	SCI DEBUSSY	France
Permanent representative of the Manager, SCI FONCIERE MDF	SCI MANCELLES	France

Jean-Pierre VIBOUD	Chief executive officer	ONEY BANK SA	France
	Member of the Management Board (Directoire)	AUCHAN HOLDING SA	France
	Chairman of the	ARMONEY GIE	France

Supervisory Board	FRANCE	
Permanent Representative of ONEY BANK company, Director	ONEY SERVICIOS FINANCIEROS EFC S.A.U	Spain
Director and Chairman of the Board	ONEY INSTITUICAO FINANCEIRA DE CREDITO SA	Portugal
Director	ONEY ACCORD CONSULTING COMPANY CO LTD	China
Chairman	NATURAL SECURITY SAS	France
Permanent Representative of ONEY BANK company, Director	NATURAL SECURITY SAS	France
Chairman	NATURAL SECURITY ALLIANCE	France
Permanent Representative of ONEY BANK company, Chairman	ONEY INVESTMENT SAS	France

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

7. The paragraph 5 sets out on page 90 and 91 of the Base Prospectus is updated as follows :

“5. Trend information

There has been no material adverse change in the prospect of Oney Bank since 31 December 2015.

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.”

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

- 1. Subparagraph (3) of the “GENERAL INFORMATION” section as included on page 119 of the Base Prospectus is updated as follows:**

“(3) There has been no significant change in the financial or trading position of Oney Bank or of the Auchan Holding Group since the last financial report dated 31 December 2015 and there has been no significant change in the financial or trading position of Auchan Holding since 31 December 2015.”

- 2. Subparagraph (4) of the “GENERAL INFORMATION” section as included on page 120 of the Base Prospectus is updated as follows:**

“(3) There has been no material adverse change in the financial position or prospects of Oney Bank and Auchan Holding since 31 December 2015.”

- 3. Subparagraph (9) of the “GENERAL INFORMATION” section as included on pages and 121 121 of the Base Prospectus is updated as follows:**

“(9) In respect of Auchan Holding,

(a) KPMG SA, Département KPMG Audit, at 1 cours Valmy, 92923 Paris La Défense Cedex and PricewaterhouseCoopers Audit at 63 rue de Villiers, 92208 Neuilly-sur-Seine Cedex, 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 Groupe Auchan (renamed Auchan Holding) for the year ended 31 December 2014 prepared in accordance with IFRS as adopted by the European Union.

(b) KPMG SA, Département KPMG Audit, at Tour Eqho, 2 avenue Gambetta, 92066 Paris La Défense Cedex 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 year ended 31 December 2015 prepared in accordance with IFRS as adopted by the European Union.”

- 4. Subparagraph (10) of the “GENERAL INFORMATION” section as included on page 121 of the Base Prospectus is updated as follows:**

“(10) In respect of Oney Bank:

(a) PRICEWATERHOUSECOOPERS AUDIT, 63 rue de Villiers, 92200 Neuilly Sur Seine Cedex and KPMG S.A., Département KPMG Audit, Le Belvédère, 1, cours Valmy, CS 50034, 92923 Paris La Défense Cedex, 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 Banque Accord (renamed Oney Bank) for the year ended 31 December 2014 prepared in accordance with IFRS as adopted by the European Union.

(b) PRICEWATERHOUSECOOPERS AUDIT, 63 rue de Villiers, 92200 Neuilly Sur Seine and KPMG S.A., Département KPMG Audit, Tour Eqho, 2, Avenue Gambetta, 92066 Paris La Défense Cedex, 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 Banque Accord (renamed Oney Bank) for the year ended 31 December 2015 prepared in accordance with IFRS as adopted by the European Union.

(c) PRICEWATERHOUSECOOPERS AUDIT, 63 rue de Villiers, 92208 Neuilly Sur Seine Cedex and KPMG S.A., Département KPMG Audit, Tour Eqho, 2, Avenue Gambetta, 92066 Paris La Défense Cedex, 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 Banque Accord (renamed Oney Bank) for the six(6)-month period ended 30 June 2015 prepared in accordance with IFRS as adopted by the European Union.

5. Auditors to the Issuers as included on page 123 of the Base Prospectus is updated as follows:

Auditors to Auchan Holding

PRICEWATERHOUSECOOPERS AUDIT

Represented by : Mr. Christian PERRIER

63 rue de Villiers

92208 Neuilly Sur Seine

And

KPMG S.A.

Département KPMG Audit,

Represented by : Mr. Bertrand DESBARRIERES

Tour Eqho,

2, Avenue Gambetta,

92066 PARIS LA DEFENSE

Auditors to Oney Bank

PRICEWATERHOUSECOOPERS AUDIT

Represented by : Mr. Alexandre DECRAND

63 rue de Villiers

92208 Neuilly Sur Seine

And

KPMG S.A.

Département KPMG Audit,

Represented by : Mr. Christophe COQUELIN

Tour Eqho,

2, Avenue Gambetta,

92066 PARIS LA DEFENSE