

**Final Terms dated 18 April 2016**



## **Carrefour Banque**

Issue of €500,000,000 Floating Rate Notes due April 2021  
(the "Notes")

issued under the €1,000,000,000 Euro Medium Term Note Programme  
of Carrefour Banque

Issue Price: 100%

**BANCO BILBAO VIZCAYA ARGENTARIA, S.A.**

**BNP PARIBAS**

**HSBC**

**SANTANDER GLOBAL CORPORATE BANKING**

**SOCIÉTÉ GÉNÉRALE CORPORATE AND INVESTMENT BANKING**

Joint Bookrunners

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 12 April 2016 which constitutes a base prospectus for the purposes of Directive 2003/71/EC as amended by Directive 2010/73/EU (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the Final Terms are available for viewing at and copies may be obtained from <http://www.carrefour-banque.fr/societe> and will be available on the website of the *Autorité des Marchés Financiers* ([www.amf-france.org](http://www.amf-france.org)).

1. (i) Series Number: 1  
(ii) Tranche Number: 1  
(iii) Date on which the Notes become fungible: Not Applicable
2. Specified Currency or Currencies: Euro ("€")
3. Aggregate Nominal Amount of Notes admitted to trading:
  - (i) Series: €500,000,000
  - (ii) Tranche: €500,000,000
4. Issue Price: 100 per cent. of the Aggregate Nominal Amount
5. Specified Denomination: €100,000
6. (i) Issue Date: 20 April 2016  
(ii) Interest Commencement Date: Issue Date
7. Maturity Date: Interest Payment Date falling on or nearest to 20 April 2021
8. Interest Basis: 3 month EURIBOR + 0.68 per cent. *per annum*
9. Change of Interest Basis: Not Applicable
10. Put/Call Options: Call Option  
Redemption of Residual Outstanding Notes at the Option of the Issuer  
Put Option  
*(further particulars specified below)*
11. (i) Status of the Notes: Unsubordinated  
(ii) Date of Board approval for issuance of Notes obtained: Decision of the Board of Directors (*Conseil d'administration*) of the Issuer dated 4 March 2016

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

12. <b>Fixed Rate Note Provisions</b> (Condition 5(a))	Not Applicable
13. <b>Floating Rate Note Provisions</b> (Condition 5(b))	Applicable
(i) Interest Periods:	Quarterly  The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the First Interest Payment Date falling on or nearest to 20 July 2016 and each successive period beginning on (and including) a Specified Interest Payment Date and ending on (but excluding) the next succeeding Specified Interest Payment Date, each as adjusted, in accordance with the Business Day Convention specified in paragraph 16(iv) below
(ii) Specified Interest Payment Dates:	Interest payable quarterly in arrears on 20 July, 20 October, 20 January and 20 April in each year commencing on (and including) 20 July 2016 up to (and including) the Maturity Date, each as adjusted, in accordance with the Business Day Convention set out in (iv) below
(iii) First Interest Payment Date:	20 July 2016
(iv) Business Day Convention (Condition 5(b)):	Modified Following Business Day Convention
(v) Business Centre[s] (Condition 5(i)):	Paris and TARGET 2
(vi) Manner in which the Rate[s] of Interest is/are to be determined:	Screen Rate Determination
(vii) Interest Period Dates:	Each Specified Interest Payment Date
(viii) Party responsible for calculating the Rate[s] of Interest and Interest Amount[s] (if not the Calculation Agent):	Not Applicable
(ix) ISDA Determination:	Not Applicable
(x) FBF Determination:	Not Applicable
(xi) Screen Rate Determination:	Applicable
– Reference Rate:	EURIBOR 3 months
– Relevant Financial Centre:	Euro Zone
– Interest Determination Date:	2 TARGET Business Days prior to the first day of each Interest Period

-- Relevant Screen Page:	Reuters Page EURIBOR01
-- Relevant Screen Page Time:	11.00 a.m. (Brussels time)
-- Relevant Inter-Bank Market:	EURO-zone inter-bank market
(xii) Linear Interpolation:	Not Applicable
(xiii) Margin:	+ 0.68 per cent. <i>per annum</i>
(xiv) Minimum Rate of Interest:	zero
(xv) Maximum Rate of Interest:	Not Applicable
(xvi) Day Count Fraction (Condition 5(i)):	Actual/360

14. **Zero Coupon Note Provisions (Conditions 5(c) and 6(i))** Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

15. **Call Option (Condition 6(d))** Applicable
- |  |  |
|--|--|
| (i) Optional Redemption Dates:                   | at any time, no earlier than three (3) months before the Maturity Date |
| (ii) Optional Redemption Amount[s] of each Note: | Condition 6(b) applies   |
| (iii) If redeemable in part:                     | Not Applicable   |
| (iv) Notice period:                              | As per Condition 6(d)  |
16. **Redemption of Residual Outstanding Notes at the Option of the Issuer (Condition 6(e))** Applicable
- |                    |                   |
|--------------------|-------------------|
| (i) Notice period: | As per Conditions |
|--------------------|-------------------|
17. **Make-Whole Redemption by the Issuer (Condition 6(f))** Not Applicable
18. **Put Option (Condition 6(g))** Not Applicable
19. **Early Redemption Amount**
- |  |                        |
|--|------------------------|
| Early Redemption Amount[s] per Specified Denomination payable on redemption for taxation reasons (Condition 6(c)) or on event of default (Condition 10): | Condition 6(b) applies |
|--|------------------------|

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

20. Form of Notes: Dematerialised Notes
- |                                   |  |
|-----------------------------------|--|
| (i) Form of Dematerialised Notes: | Bearer dematerialised form ( <i>au porteur</i> ) |
|-----------------------------------|--|

- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
- (iv) Applicable TEFRA exemption: Not Applicable
21. Financial Centre[s] (Condition 7(h)): TARGET Business Day
22. Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature): Not Applicable
23. Details relating to Instalment Notes (Condition 6(a)): Not Applicable
24. Representation of holder of Notes/Masse: Paragraphs (a) to (h) of Condition 11 apply
- The Representative shall be: Association de représentation des masses de titulaires de valeurs mobilières (ARM).
- The Representative will be entitled to a remuneration of €500 per year.

Signed on behalf of the Issuer:

By: Carole CALANCA

Duly authorised



## **PART B – OTHER INFORMATION**

### **1 LISTING AND ADMISSION TO TRADING**

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes issued to be listed and admitted to trading on Euronext Paris with effect from 20 April 2016.
- (ii) Estimate of total expenses related to admission to trading: €5,500

### **2 RATINGS**

- Ratings: The Notes to be issued are expected to be rated:  
S & P: BBB+

Standard & Poor's Credit Market Services France SAS is established in the European Union and registered under Regulation (EC) No 1060/2009 as amended by Regulation (EC) No 513/2011 (the "CRA Regulation"). As such Standard & Poor's Credit Market Services France SAS is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

### **3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

"Save as discussed for any fees payable to the Managers and Dealers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business."

### **4 HISTORIC INTEREST RATES**

Details of historic EURIBOR rates can be obtained from Reuters page EURIBOR01.

### **5 OPERATIONAL INFORMATION**

- (i) ISIN: FR0013155868
- (ii) Common Code: 139779177
- (iii) Any clearing system[s] other than Euroclear France, Euroclear Bank S.A./N.V. and Clearstream Banking Société Anonyme and the relevant identification number[s]: Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Paying Agent[s] (if any): Not Applicable

**6 DISTRIBUTION**

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names and addresses of Managers and underwriting commitments: BANCO BILBAO VIZCAYA ARGENTARIA, S.A.  
BNP PARIBAS  
HSBC BANK PLC  
SANTANDER GLOBAL CORPORATE BANKING  
SOCIÉTÉ GÉNÉRALE
- (iii) Date of Subscription Agreement: 18 April 2016
- (iv) Stabilising Manager (if any): Société Générale
- (v) If non-syndicated, name and address of Dealer: Not Applicable
- (vi) Applicable TEFRA Category: TEFRA not applicable