

NOTICE

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, TO ANY U.S. PERSON (AS DEFINED IN REGULATIONS UNDER THE SECURITIES ACT OF 1933, AS AMENDED) OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS), ANY STATE OF THE UNITED STATES OF AMERICA OR THE DISTRICT OF COLUMBIA (COLLECTIVELY, THE “UNITED STATES”) OR IN ANY OTHER JURISDICTION IN WHICH IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT.

25 NOVEMBER 2020

AUCHAN HOLDING
(THE “COMPANY”)

ANNOUNCES THE FINAL RESULTS OF THE TENDER OFFER
TO QUALIFYING HOLDERS OF ITS OUTSTANDING

€600,000,000 1.75% NOTES DUE 23 APRIL 2021 (ISIN CODE: FR0011859396)
(THE “APRIL 2021 NOTES”)

€750,000,000 2.375% NOTES DUE 12 DECEMBER 2022 (ISIN CODE: FR0011372622)
(THE “DECEMBER 2022 NOTES”)

€700,000,000 2.25% NOTES DUE 6 APRIL 2023 (INCLUDING €500,000,000 2.25% NOTES
ISSUED ON 8 APRIL 2013 AND €200,000,000 2.25% NOTES ISSUED ON 24 JUNE 2013
ASSIMILATED AND FORMING A SINGLE SERIES THEREWITH) (ISIN CODE:
FR0011462571)
(THE “APRIL 2023 NOTES”)

€1,000,000,000 2.625% NOTES DUE 30 JANUARY 2024 (ISIN CODE: FR0013399060) WITH A
CALL DATE ON 30 OCTOBER 2023 (THE “JANUARY 2024 NOTES”)

AND

€1,000,000,000 2.375% NOTES DUE 25 APRIL 2025 (ISIN CODE: FR0013416146) WITH A
CALL DATE ON 25 JANUARY 2025
(THE “APRIL 2025 NOTES”)

AND TOGETHER WITH THE APRIL 2021 NOTES, THE DECEMBER 2022 NOTES, THE
APRIL 2023 NOTES AND THE JANUARY 2024 NOTES, THE “NOTES”)

This Notice must be read in conjunction with the tender offer memorandum dated 17 November 2020 (the “Tender Offer Memorandum”) which has been prepared in relation to the Tender Offer. Capitalised terms used in this Notice and not otherwise defined herein shall have the meanings ascribed to them in the Tender Offer Memorandum.

On 17 November 2020, the Company announced the launch of a Tender Offer to Qualifying Holders (as defined in the Tender Offer Memorandum) of the Notes. On the terms and subject to the conditions

contained in the Tender Offer Memorandum, the Company invited the Qualifying Holders of Notes (subject to the offer restrictions set out in the Tender Offer Memorandum) to tender their Notes for purchase by the Company for cash (the “**Tender Offer**”) up to a target nominal acceptance amount of €1,000,000,000, subject to the right of the Company to increase or decrease it (the “**Target Nominal Acceptance Amount**”). The Tender Offer expired at 16:00 hours CET on 24 November 2020.

Final results of the Tender Offer

The Company is pleased to announce that it will accept Notes pursuant to the Tender Offer as follows:

- Nominal amount of Notes validly tendered: €91,000,000
- Final Target Nominal Acceptance Amount: €91,000,000

Notes	Nominal Amount Validly Tendered	Series Acceptance Amount	Pro-Rating Factor	Tender Price	Accrued Interest	Interpolated Mid-Swap Rate	Remaining Outstanding Nominal Amount
April 2021 Notes	€178,900,000	€178,900,000	N/A	100.850%	1.04521%	N/A	€23,800,000
December 2022 Notes	€22,700,000	€22,700,000	N/A	105.485%	2.27766%	N/A	€76,600,000
April 2023 Notes	€145,300,000	€145,300,000	N/A	105.424%	1.44863%	N/A	€67,300,000
January 2024 Notes	€253,300,000	€253,300,000	N/A	107.550%	2.16598%	-0.510%	€46,700,000
April 2025 Notes	€90,800,000	€90,800,000	N/A	108.717%	1.40548%	-0.484%	€09,200,000

Settlement

The Settlement Date for the Tender Offer is expected to be 27 November 2020. All sales pursuant to the Tender Offer will settle through the normal procedures of Euroclear France, Euroclear and Clearstream, or any other clearing system in which the Notes are cleared and held through the relevant Participants. On the Settlement Date, the Company shall pay or procure the payment of, to each Qualifying Holder which has validly submitted an Offer to Sell by the Expiration Time that the Company has decided to purchase, an amount in cash equal to the Tender Consideration in respect of the nominal amount of Notes so tendered and delivered by such Qualifying Holder and accepted for purchase by the Company.

CONTACT INFORMATION

The Dealer Managers of the Tender Offer are:

CRÉDIT AGRICOLE CORPORATE

AND INVESTMENT BANK

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Att.: Liability Management

Email: liability.management@ca-cib.com

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Att.: Liability Management

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Att.: Liability Management Team

Email: liabilitymanagement@cic.fr

ING BANK N.V.,

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1000, Brussels
Belgium

Tel: +44 20 7767 6784

Att.: Liability Management Team

Email: liability.management@ing.com

The Tender Agent and Information Agent for the Tender Offer is:

BNP PARIBAS SECURITIES SERVICES

9 rue du Débarcadère
93500 Pantin
France

Information Agent

Tel: +33 1 57 43 10 77

Email: paris.bp2s.information.agent@bnpparibas.com

Tender Agent

Attn: Corporate Trust Services

Tel: + 33 1 55 77 61 60

Fax: + 33 1 57 43 31 38

Email: paris.bp2s.offers@bnpparibas.com

Copies of the Tender Offer Memorandum are available upon request addressed to the Tender and Information Agent.

DISCLAIMER

The Dealer Managers do not take responsibility for the contents of this Notice. This Notice must be read in conjunction with the Tender Offer Memorandum. No invitation to tender any Notes is being made

pursuant to this Notice. Any such invitation was only made in the Tender Offer Memorandum. This Notice and the Tender Offer Memorandum contain important information.

OFFER RESTRICTIONS

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by each of the Company, the Dealer Managers, the Tender Agent and the Information Agent to inform themselves about, and to observe, any such restrictions. Please also see the Tender Offer Memorandum for a fuller description of such restrictions.