

Final Terms dated 3 May 2013



Casino Guichard-Perrachon

Euro 9,000,000,000
Euro Medium Term Note Programme
for the issue of Notes
Due from one month from the date of original issue

SERIES NO: 30
TRANCHE NO: 2
Issue of €250,000,000 3.311 per cent. Notes due January 2023
to be assimilated (*assimilées*) and form a single series with the existing
€750,000,000 3.311 per cent. Notes due January 2023

Joint Lead Managers
BNP PARIBAS
BOFA MERRILL LYNCH
CRÉDIT AGRICOLE CIB
DEUTSCHE BANK
J.P. MORGAN

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 30 November 2012 and the supplements to the Base Prospectus dated 17 January 2013, 22 February 2013, 7 March 2013 and 22 April 2013 which together constitute a prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”) as amended (which includes the amendments made by Directive 2010/73/EU (the “**2010 PD Amending Prospectus Directive**”) to the extent that such amendments have been implemented in a Member State of the European Economic Area). 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 as so supplemented. 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 supplements to the Base Prospectus are available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the websites of (a) the Luxembourg Stock Exchange (www.bourse.lu) and (b) the Issuer (<http://www.groupe-casino.fr/fr/Obligations.html>) and copies may be obtained from Casino Guichard-Perrachon, 1, Esplanade de France, 42000 Saint-Etienne, France.

1. (i) Series Number: 30
- (ii) Tranche Number: 2
- (iii) Date on which the Notes become fungible: The Notes will be assimilated (*assimilées*) and form a single series with the existing €750,000,000 3.311 per cent. Notes due January 2023 issued by the Issuer on 25 January 2013 (the “**Existing Notes**”) as from the date of assimilation which is expected to be on or about forty (40) calendar days after the Issue Date (*i.e.* 17 June 2013) (the “**Assimilation Date**”)
2. Specified Currency or Currencies: Euro (“**EUR**”)
3. Aggregate Nominal Amount:
 - (i) Series: EUR 1,000,000,000
 - (ii) Tranche: EUR 250,000,000
4. Issue Price: 104.391 per cent. of the Aggregate Nominal Amount of the Tranche plus accrued interest at a rate of 0.925 per cent. of such Aggregate Nominal Amount for the period from, and including, 25 January 2013 to, but excluding, the Issue Date
5. Specified Denomination(s): EUR 100,000
6. (i) Issue Date: 7 May 2013
- (ii) Interest Commencement Date: 25 January 2013
7. Maturity Date: 25 January 2023
8. Interest Basis: 3.311 per cent. per annum Fixed Rate, subject to “Adjustment of Interest Rate” as described below
9. Change of Interest Basis: Not Applicable
10. Put/Call Options: Change of Control Put Option
11. Dates of the corporate authorisations for issuance of Notes

obtained: Decision of the *Conseil d'administration* of the Issuer dated 20 February 2013 and decision of the *Président-Directeur Général* dated 29 April 2013

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

12. Fixed Rate Note Provisions	Applicable
(i) Rate of Interest:	3.311 per cent. per annum payable in arrear on each Interest Payment Date, subject to "Adjustment of Interest Rate" as described below
(ii) Interest Payment Date(s):	25 January in each year from and including the 25 January 2014 to and including the Maturity Date
(iii) Fixed Coupon Amount:	EUR 3,311 per EUR 100,000 in Specified Denomination, subject to "Adjustment of Interest Rate" as described below
(iv) Broken Amount(s):	Not Applicable
(v) Adjustment of Interest Rate:	Applicable
(vi) Margin Adjustment:	Applicable 1.25 per cent. per annum
(vii) Day Count Fraction:	Actual/Actual - ICMA
(viii) Determination Dates:	25 January in each year
13. Floating Rate Note Provisions	Not Applicable
14. Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

15. Call Option (Condition 6(b)(i))	Not Applicable
16. Make-Whole Redemption (Condition 6(b)(ii))	Not Applicable
17. Put Option (Condition 6(c))	Not Applicable
18. Change of Control Put Option (Condition 6(i))	Applicable
19. Final Redemption Amount of each Note	EUR 100,000 per Note of EUR 100,000 Specified Denomination
20. Early Redemption Amount	
(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(e)), for illegality (Condition 6(h)) or on event of default (Condition 9) or other early redemption:	EUR 100,000 per Note of EUR 100,000 Specified Denomination
(ii) Redemption for taxation reasons permitted on days	Yes

- others than Interest Payment Dates (Condition 6(e))
- (iii) Unmatured Coupons to become void upon early redemption (Materialised Notes only) (Condition 7(f)) Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 21.** Form of Notes: Bearer Dematerialised Notes
- (i) Registration Agent: Not Applicable
- (ii) Temporary Global Certificate: Not Applicable
- (iii) Applicable TEFRA exemption: Not Applicable
- 22.** Financial Centre(s): Not Applicable
- 23.** Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
- 24.** Redenomination, renominatisation and reconventioning provisions: Not Applicable
- 25.** Consolidation provisions: Not Applicable
- 26.** Masse: Contractual *Masse* shall apply
- Name and address of the Representative:
 MASSQUOTE S.A.S.U.
 RCS 529 065 880 Nanterre
 33, rue Anna Jacquin
 92100 Boulogne Billancourt
 France
- Represented by its Chairman
- Name and address of the alternate Representative:
 Gilbert Labachotte
 8 Boulevard Jourdan
 75014 Paris
- The Representative will receive a one-off upfront fee of EUR 4,000 (VAT excluded).

DISTRIBUTION

- 27.** (i) If syndicated, names of Dealers: **Joint Lead Managers**
 BNP Paribas
 Crédit Agricole Corporate and Investment Bank
 Deutsche Bank AG, London Branch
 J.P. Morgan Securities plc
 Merrill Lynch International
- (ii) Stabilising Manager(s) (if any): Merrill Lynch International

28. If non-syndicated, name and address
of any relevant Dealer: Not Applicable

29. U.S. Selling Restrictions
(Categories of potential investors to
which the Notes are offered): Reg. S Compliance Category 2; TEFRA not applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the Regulated Market of the Luxembourg Stock Exchange of the Notes described herein pursuant to the Euro 9,000,000,000 Euro Medium Term Note Programme of the Issuer.

Signed on behalf of Casino Guichard-Perrachon:

Duly represented by:

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Listing: Official list of the Luxembourg Stock Exchange
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 7 May 2013.
- The Existing Notes are already admitted to trading on the Regulated Market of the Luxembourg Stock Exchange.

2 RATINGS

- Ratings: The Notes to be issued have been rated:
- S & P: BBB-
Fitch: BBB-
- Each of S & P and Fitch is established in the European Union, is registered under Regulation (EC) No 1060/2009 as amended (the “**CRA Regulation**”) and is included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority’s website (www.esma.europa.eu/page/List-registered-and-certified-CRAs).

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as disclosed in “Subscription and Sale” so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4 TOTAL EXPENSES

Estimated total expenses relating to the admission to trading: EUR 400

5 YIELD

Indication of yield: 2.788 per cent. per annum

6 OPERATIONAL INFORMATION

ISIN Code: FR0011486646 until the Assimilation Date and thereafter
FR0011400571

Common Code: 092701310 until the Assimilation Date and thereafter
087920003

Depositaries:

- (i) Euroclear France to act
as Central Depositary: Yes
- (ii) Common Depositary for
Euroclear and
Clearstream
Luxembourg: No

Any clearing system(s) other than
Euroclear and Clearstream,
Luxembourg and the relevant
identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional
Paying Agent(s) (if any): Not Applicable

The aggregate principal amount of
Notes issued has been translated
into Euro at the rate of [•]
producing a sum of: Not Applicable