

**EU MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes taking into account the five categories referred to in item 18 of the Guidelines on EU MiFID II product governance requirements published by ESMA dated 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU on markets in financial instruments (as amended, "**EU MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 (in accordance with the FCA's policy statement entitled "*Brexit our approach to EU non-legislative materials*"), has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EUROPEAN ECONOMIC AREA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive EU MiFID II; or (ii) a customer within the meaning of Directive 2016/97/EU on insurance distribution, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**PROHIBITION OF SALES TO UNITED KINGDOM RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**Final Terms dated 5 May 2023**

**Carrefour**

Legal Entity Identifier (LEI): 549300B8P6MUJ1YWTS08

**Issue of Euro 500,000,000 3.750 per cent. Sustainability-Linked Notes due 10 October 2030**

**under the €12,000,000,000  
Euro Medium Term Note Programme**

**Series No.: 63**  
**Tranche No.: 1**

**Issue Price: 99.654 per cent.**

**Goldman Sachs Bank Europe SE**  
**HSBC**  
**Natixis**  
**Société Générale Corporate & Investment Banking**

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions set forth in the Base Prospectus dated 25 May 2022 which received approval no. 22-182 from the *Autorité des marchés financiers* ("AMF") in France on 25 May 2022, the first supplement to the Base Prospectus dated 27 September 2022 which received approval no. 22-400 from the AMF on 27 September 2022, the second supplement to the Base Prospectus dated 14 November 2022 which received approval no. 22-444 from the AMF on 14 November 2022, the third supplement to the Base Prospectus dated 22 March 2023 which received approval no. 23-080 from the AMF on 22 March 2023, the fourth supplement to the Base Prospectus dated 17 April 2023 which received approval no. 23-119 from the AMF on 17 April 2023 and the fifth supplement to the Base Prospectus dated 27 April 2023 which received approval no. 23-133 from the AMF on 27 April 2023 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (as may be amended from time to time, the "**EU Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the EU Prospectus Regulation 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 as so supplemented. The Base Prospectus, the supplements to the Base Prospectus and the Final Terms are available for viewing on the websites of (a) the AMF ([www.amf-france.org](http://www.amf-france.org)) and (b) the Issuer ([www.carrefour.com](http://www.carrefour.com)).

1.	(i)	Series Number:	63
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes become fungible:	Not Applicable
2.		Specified Currency:	Euro ("€")
3.		Aggregate Nominal Amount of Notes admitted to trading:	
	(i)	Series:	€500,000,000
	(ii)	Tranche:	€500,000,000
4.		Issue Price:	99.654 per cent. of the Aggregate Nominal Amount.
5.		Specified Denomination(s):	€100,000
6.	(i)	Issue Date:	10 May 2023
	(ii)	Interest Commencement Date:	10 May 2023
7.		Maturity Date:	10 October 2030
8.		Interest Basis:	3.750 per cent. Fixed Rate as may be adjusted from time to time in accordance with Condition 5(d) and paragraph 15 below (further particulars specified below)
9.		Change of Interest Basis:	Not Applicable
10.		Put/Call Options:	Redemption of Residual Outstanding Notes at the Option of the Issuer

		Residual Maturity Redemption at the Option of the Issuer
		Make-Whole Redemption by the Issuer
		Change of Control Put Option (further particulars specified below)
11.	(i)	Status of the Notes: Unsubordinated Notes
	(ii)	Date of the corporate authorisations for issuance of the Notes: Resolution of the Board of Directors ( <i>Conseil d'administration</i> ) of the Issuer dated 14 February 2023 and decision of Matthieu Malige, <i>Directeur Exécutif Finances et Gestion</i> of the Issuer dated 2 May 2023

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

12.	<b>Fixed Rate Note Provisions (Condition 5(a))</b>	Applicable
(i)	Rate of Interest:	3.750 per cent. <i>per annum</i> payable in arrear on each Interest Payment Date, subject as set out in Condition 5(d) and paragraph 15 below.
(ii)	Interest Payment Dates:	10 October in each year, commencing on 10 October 2023 and ending on the Maturity Date  There will be a short first coupon in respect of the first Interest Period, from and including the Interest Commencement Date up to, but excluding, 10 October 2023 (the " <b>First Short Coupon</b> ")
(iii)	Fixed Coupon Amount:	€3,750 per Specified Denomination, except for the First Short Coupon and subject to adjustment as a result of the application of Condition 5(d) and paragraph 15 below.
(iv)	Broken Amount:	€1,571.92 per Specified Denomination for the First Short Coupon.
(v)	Day Count Fraction (Condition 5(j)):	Actual/Actual-ICMA
(vi)	Determination Dates (Condition 5(j)):	10 October in each year
13.	<b>Floating Rate Note Provisions (Condition 5(b))</b>	Not Applicable
14.	<b>Zero Coupon Note Provisions (Conditions 5(e) and 6(b))</b>	Not Applicable
15.	<b>Sustainability Interest Step Up Option</b>	Applicable
(i)	Key Performance Indicator(s):	GHG KPI
(ii)	Sustainability Performance Target(s):	Reduction of Scope 1 and 2 GHG emissions by 39.5% by 31 December 2027 (using 2019 as the base year) in respect of the GHG KPI

		Reduction of Scope 3 GHG emissions from goods and services purchased by 5 megatonnes by 31 December 2027 (using 2019 as the base year) in respect of the GHG KPI
(iii)	External Verifier:	Mazars or such other independent qualified assurance provider with relevant expertise, appointed by the Issuer.
(iv)	Baseline Date(s):	2019
(v)	Target Observation Date:	31 December 2027
(vi)	Step Up:	0.25 per cent. <i>per annum</i> (i.e. €250 per Specified Denomination) payable on each Interest Step Up Payment Date specified below.
(vii)	Interest Step Up Payment Date(s):	Interest Payment Dates falling on 10 October 2028, 10 October 2029 and the Maturity Date

#### PROVISIONS RELATING TO REDEMPTION

16.	<b>Call Option (Condition 6(d))</b>	Not Applicable
17.	<b>Redemption of Residual Outstanding Notes at the Option of the Issuer (Condition 6(e))</b>	Applicable
(i)	Minimum Percentage:	75.00 per cent.
(ii)	Notice period:	As per Conditions
18.	<b>Residual Maturity Call Option (Condition 6(f))</b>	Applicable
(i)	Residual Maturity Redemption Dates:	at any time, no earlier than 3 months before the Maturity Date
(ii)	Notice period:	As per Conditions
19.	<b>Make-Whole Redemption by the Issuer (Condition 6(g))</b>	Applicable
(i)	Reference Security:	0,00 per cent. Federal Government Bund of Bundesrepublik Deutschland DBR due 15 August 2030 with ISIN: DE0001102507
(ii)	Reference Dealers:	As per Conditions
(iii)	Redemption Margin:	0.25 per cent.
(iv)	Make-Whole Calculation Agent:	As specified in the Make-Whole Call Notice
20.	<b>Put Option (Condition 6(h))</b>	Not Applicable
21	<b>Change of Control Put Option (Condition 6(i))</b>	Applicable

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. **Form of Notes:** Dematerialised Notes
- (i) Form of Dematerialised Notes: Applicable  
Bearer dematerialised form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
- (iv) Applicable TEFRA exemption: Not Applicable
23. Financial Centre (Condition 7(h)): TARGET 2
24. Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature) (Condition 7(f)): Not Applicable
25. Details relating to Instalment Notes (Condition 6(a)): Not Applicable
26. Representation of holder of Notes/Masse: Condition 11 applies.  
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
- The Representative will be entitled to a remuneration of €450 per year (VAT excluded) on each Interest Payment Date (excluding the Maturity Date) with the first payment at the Issue Date.
- The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.
27. Possibility to request identification information of the Noteholders as provided by Condition 1(a)(i): Applicable

## **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for the admission to trading on the regulated market of Euronext Paris of the Notes described herein pursuant to the Euro 12,000,000,000 Euro Medium Term Note Programme of Carrefour.

## **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: Matthieu MALIGE

*Directeur Exécutif Finances et Gestion Groupe*

Duly authorised

## PART B – OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes issued to be listed and admitted to trading on the regulated market of Euronext Paris with effect from the Issue Date
- (ii) Estimate of total expenses related to admission to trading €6,800

### 2 RATINGS

Ratings:

The Notes to be issued have been rated:

S&P Global Ratings Europe Limited (“S&P”): BBB

Pursuant to S&P definitions, an obligation rated “BBB” exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation.

S&P is established in the EEA and registered under Regulation (EU) No 1060/2009 as amended (the “**EU CRA Regulation**”). As such S&P is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the EU CRA Regulation. S&P appears on the latest update of the list of registered credit rating agencies on the ESMA website! Hyperlink reference not valid. <https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>

S&P is not established in the United Kingdom and has not applied for registration under Regulation (EC) No 1060/2009 (as amended) as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK CRA Regulation**”), but is endorsed by S&P Global Ratings UK Limited, which is established in the United Kingdom, registered under the UK CRA Regulation and included in the list of credit rating agencies registered in accordance with the list of registered and certified credit ratings agencies published on the website of the UK Financial Conduct Authority (<https://www.fca.org.uk/firms/credit-rating-agencies>).

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

Save as discussed in the section “General Information” of the Base Prospectus and for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue.

### 4 REASONS FOR THE OFFER, USE OF PROCEEDS, AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: The net proceeds of the issue of Notes will be used for the general corporate purposes of the Group.
- (ii) Estimated net proceeds: €497,020,000

## 5 YIELD

Indication of yield: 3.807 per cent. *per annum*

The yield is calculated at the Issue Date on the basis of the Issue Price and assuming that no Interest Step Up is applied. It is not an indication of future yield.

If the Step Up of 0.25 per cent. (applying on the Interest Step Up Payment Dates) is applied, the yield in respect of the Notes, being calculated at the Issue Date on the basis of the Issue Price of the Notes, would be 3.90 per cent. *per annum*. It is not an indication of future yield.

## 6 OPERATIONAL INFORMATION

(i) ISIN: FR001400HU68

(ii) Common Code: 262055841

(iii) Depositories:

Euroclear France to act as Central Depository Yes

Common Depository for Euroclear and No  
Clearstream Luxembourg

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

(v) Delivery: Delivery against payment

(vi) Names and addresses of initial Paying Agent: BNP Paribas  
(formerly BNP Paribas Securities Services)  
9 rue du Débarcadère  
93500 Pantin  
France

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

(viii) The aggregate principal amount of Notes issued has been translated into Euro at the rate of [currency] [ ] per Euro 1.00, producing a sum of: Not Applicable

9        **DISTRIBUTION**

- |       |                                    |  |
|-------|------------------------------------|--|
| (i)   | Method of distribution:            | Syndicated   |
| (ii)  | If syndicated, names of Managers:  | Goldman Sachs Bank Europe SE<br>HSBC Continental Europe<br>Natixis<br>Société Générale |
| (iii) | Date of Subscription Agreement:    | 5 May 2023   |
| (iv)  | Stabilising Manager (if any):      | Société Générale   |
| (v)   | If non-syndicated, name of Dealer: | Not Applicable   |
| (vi)  | Applicable TEFRA Category:         | TEFRA not applicable to Dematerialised Notes   |