

**Final Terms dated 23 November 2012**



**DANONE**

**Danone**

Euro 7,000,000,000

Euro Medium Term Note Programme

for the issue of Notes

Due from one month from the date of original issue

**SERIES NO: 103**

**TRANCHE NO: 1**

**Euro 750,000,000 1.125 per cent. Notes due November 2017**

**Issued by Danone (the "Issuer")**

**BNP PARIBAS**

**CRÉDIT AGRICOLE CIB**

**HSBC**

**SOCIETE GENERALE CORPORATE & INVESTMENT BANKING**

## 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 26 October 2012 which has received visa no. 12-521 from the *Autorité des marchés financiers* (the “AMF”) on 26 October 2012 (the “**Base Prospectus**”) which constitutes a base prospectus for the purposes of the Directive 2003/71/EC (and amendments thereto, including the Directive 2010/73/EU, to the extent implemented in the Relevant Member State) (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 the 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 is available for viewing on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)) and of Danone ([www.danone.com](http://www.danone.com)) and printed copies may be obtained from Danone at 17, boulevard Haussmann, 75009 Paris, France.

1	Issuer:	Danone
2	(i) Series Number:	103
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3	Specified Currency or Currencies:	Euro (“EUR”)
4	Aggregate Nominal Amount:	
	(i) Series:	EUR 750,000,000
	(ii) Tranche:	EUR 750,000,000
5	Issue Price:	99.749 per cent. of the Aggregate Nominal Amount
6	Specified Denomination(s):	EUR 100,000
7	(i) Issue Date:	27 November 2012
	(ii) Interest Commencement Date:	27 November 2012
8	Maturity Date:	27 November 2017
9	Interest Basis:	1.125 per cent. Fixed Rate (further particulars specified below)
10	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11	Change of Interest Basis:	Not Applicable
12	Put/Call Options:	Put Option in case of Change of Control (further particulars specified below)
13	(i) Status of the Notes:	Unsubordinated Notes
	(ii) Date of Board approval and decision for issuance of Notes obtained:	Decision of the Board of Directors of Danone 23 October 2012 and decision of Mr Franck Riboud, <i>Président Directeur Général</i> of the Issuer dated

20 November 2012.

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

14	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	1.125 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	27 November in each year commencing on 27 November 2013
	(iii) Fixed Coupon Amount:	EUR 1,125 per EUR 100,000 in nominal amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	27 November in each year.
15	<b>Floating Rate Note Provisions</b>	Not Applicable
16	<b>Zero Coupon Note Provisions</b>	Not Applicable
17	<b>Inflation Linked Notes - Provisions relating to CPI or HICP Linked Interest</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

18	<b>Call Option</b>	Not Applicable
19	<b>Make-Whole Redemption by the Issuer</b>	Not Applicable
20	<b>Put Option</b>	Not Applicable
21	<b>Change of Control Put Option</b>	Applicable
22	<b>Final Redemption Amount of each Note</b>	EUR 100,000 per Note of EUR 100,000 Specified Denomination
	Inflation Linked Notes – Provisions relating to the Final Redemption Amount:	Not Applicable
23	<b>Early Redemption Amount</b>	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(h)), for illegality (Condition 6(l)) or on event of default (Condition 9):	EUR 100,000 per Note of EUR 100,000 Specified Denomination
	(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates:	Yes
	(iii) Unmatured Coupons to become void upon early redemption	

(Materialised Bearer Notes only): Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24	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
25	Financial Centre(s) (Condition 7(h)):	Not Applicable
26	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
27	Details relating to Instalment Notes:	Not Applicable
28	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
29	Purchase in accordance with Articles L.213-1 A and D.213-1 A of the French Code <i>monétaire et financier</i> :	Applicable
30	Consolidation provisions:	Not Applicable
31	Masse (Condition 11):	Contractual <i>Masse</i> shall apply Name and address of the Representative: MASSQUOTE S.A.S.U. RCS 529 065 880 Nanterre Mailing address : 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 be entitled to a remuneration of €400 (VAT excluded) per year.

**RESPONSIBILITY**

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

Signed on behalf of the Issuer:

By: Pierre-Andre TERISSE

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 to be admitted to trading on Euronext Paris with effect from 27 November 2012.
- (ii) Estimate of total expenses related to admission to trading: EUR 9,000

### 2. RATINGS

- Ratings: The Notes to be issued have been rated  
S&P: A-  
Moody's: A3
- Each of S&P and Moody's is established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended).

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

Save as discussed 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. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: The net proceeds of the issue of the Notes will be used for the Issuer's general corporate purposes.
- (ii) Estimated total expenses: EUR 9,000

### 5. YIELD

- Indication of yield: 1.177 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6. OPERATIONAL INFORMATION

ISIN Code: FR0011361948

Common Code: 085861077

Depositories

- (i) Euroclear France to act as Central Depositary: Yes
- (ii) Common Depositary for Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme*: No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream, Banking, *société anonyme* and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

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

**7. DISTRIBUTION**

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Names of Managers: BNP Paribas  
Crédit Agricole Corporate and Investment Bank  
HSBC Bank plc  
Société Générale

(B) Stabilising Manager(s) if any: BNP Paribas

(iii) If non-syndicated, name and address of Dealer: Not Applicable

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