



## **CASINO, GUICHARD-PERRACHON**

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### **GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE**

#### **CHARTER**

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The Governance and Social Responsibility Committee of Casino, Guichard-Perrachon was established by the Board of Directors on July 7, 2015.

The Board of Directors determined this Committee's duties to include, in particular, assisting it and its specialized committees in the implementation of governance best practices within the Group and reviewing and overseeing the Group's policies in the areas of company, social, societal, and environmental responsibility.

The Governance and Social Responsibility Committee has decided to codify and clarify its rules of organization and operation.

To this end, the Committee has established this Charter setting forth the rules applicable to its organization and operation, as well as the powers and duties assigned to it, as determined by the Board of Directors.

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## **I. ORGANIZATION AND OPERATION OF THE GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE**

### **1.1. Membership**

The Governance and Social Responsibility Committee has at least three members, two-thirds of whom are independent within the meaning of the criteria set out in the AFEP/MEDEF Code, who are appointed by the Board of Directors. Company executives may not sit on the committee. Company executives may not sit on the committee.

Members are appointed in a personal capacity and may not be represented by another person.

The Board of Directors also appoints the Chairman of the Governance and Social Responsibility Committee from among the independent members serving on the Board. Barring extraordinary circumstances, the office of Chairman of the Governance and Social Responsibility Committee may not be held for more than three consecutive years.

The Board of Directors determines the duration of the Governance and Social Responsibility Committee members' terms of office, without prejudice to said members' rights to resign before their respective terms expire or the Board of Directors' right to remove them from office. Governance and Social Responsibility Committee members' terms of office can be renewed.

The Lead Director is appointed from among the independent members of the Governance and Social Responsibility Committee, based on the proposal made by the Chairman and Chief Executive Officer and after the Appointments and Compensation Committee has rendered an opinion. The Lead Director shall perform his or her duties in compliance with Article 12 of the Board of Directors' Internal Rules.

### **1.2. Meetings**

The Committee meets at least twice per year on notice by its Chairman, who may also organize and hold any additional meetings, as required.

The Committee may also meet at any time, if requested by at least half of its members, the Chairman of the Board of Directors, or the Chief Executive Officer. Meetings are held at the venue specified in the notice of meeting given by any means by the Chairman or any person he or she appoints to do so on his or her behalf.

If a member of the Governance and Social Responsibility Committee is unable to attend a meeting in person, he or she may participate via any means of telecommunication. The Chairman, or any Committee member appointed for that purpose, draws up an agenda and sends it to each Committee member before the meeting.

The agenda is sent to the Chairman of the Board of Directors for information purposes.

The Chairman of the Committee reports to the Board of Directors on the Committee's work, studies and recommendations. The Board of Directors has absolute discretion to decide whether or not to act on such recommendations. Meeting minutes are prepared under the Chairman's authority and are sent to the Committee members.

### **1.3. Resources**

1.3.1. Together with the Chief Executive Officer, the Governance and Social Responsibility Committee can rely on collaboration with and the participation of the Secretary of the Board of Directors, the Group's Ethics Committee, and the

Group's Legal, Finance, Social Responsibility, and Human Resources Departments.

1.3.2. The Governance and Social Responsibility Committee is granted the financial and physical (equipment, human resources) means necessary to carry out its duties, the costs of which are borne by the Company.

1.3.3. All members of the Governance and Social Responsibility Committee have the right to be reimbursed for any expenses incurred while exercising their duties. Additionally, the Board of Directors can grant a specific allowance or additional attendance fees to the Governance and Social Responsibility Committee's members.

#### **1.4. Authority and Powers of the Committee**

1.4.1. The Governance and Social Responsibility Committee has the authority to obtain, from all executives and employees whom the Chief Executive Officer has ordered to cooperate, any information on the Company and its subsidiaries that the Governance and Social Responsibility Committee deems necessary in performing its duties. After informing the Chief Executive Officer, the Committee may also contact and meet with any executives of the Company and its subsidiaries.

The Governance and Social Responsibility Committee may conduct, or order the Chief Executive Officer to conduct, any investigation or study on any of the issues for which it is responsible.

1.4.2. The Governance and Social Responsibility Committee has the authority, if deemed necessary, to call upon the advice or opinion of any outside consultant or expert.

The Governance and Social Responsibility Committee may invite the aforementioned consultants or experts to its meetings. It may also decide, insofar as necessary, to invite any person of its choice to its meetings. However, only Committee members may take part in the voting process.

1.4.3. The grant of authority hereby to the Governance and Social Responsibility Committee in connection with its responsibilities shall not have the effect of delegating to said Committee any powers granted to the Board of Directors by law or in the Articles of Association, or reduce or restrict the Chief Executive Officer's powers.

1.4.4. In performing its duties, the Governance Committee can consult, if appropriate, with the other specialised committees created by the Board of Directors or with the Lead Director.

## **II. ROLE AND DUTIES OF THE GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE**

In particular, the Governance and Social Responsibility Committee is responsible for assisting the Board of Directors and the other specialised committees in implementing and applying governance rules and best practices within the Group, as well as in reviewing and monitoring the Group's policies and practices in the area of social responsibility.

## **2.1. Corporate Governance Duties**

The Governance and Social Responsibility Committee is responsible, subject to supervision by the Board of Directors, for preparing and updating the Internal Rules of the Board of Directors as well as the specialised committees' Charters, the charter on related-party agreements and any other charter in effect. As such, the Governance Committee regularly reviews the Board of Directors' Internal Rules and all of said Charters.

As such, the Governance and Social Responsibility Committee reviews changes in corporate governance guidelines (particularly within the framework of the AFEP/MEDEF Code) and identifies emerging practices or significant developments in corporate governance-related regulations and/or practices, both in France and abroad.

More specifically, it ensures compliance with the AFEP/MEDEF Code and analyses the Company's situation in terms of corporate governance with respect to the reports published by the French *Autorité des Marchés Financiers* (French financial markets regulator, or "AMF") and the High Committee in charge of Corporate Governance (*Haut Comité de Gouvernement d'Entreprise*).

It conducts internal analyses and makes recommendations to the Board of Directors on best practices in corporate governance and, where applicable, on possible courses of action.

The Committee also monitors the corporate governance-related practices implemented by the Group's subsidiaries and reviews their consistency with those in effect within the Company. The Committee makes recommendations, wherever applicable.

It prepares the necessary information to assist the Board of Directors in its review of corporate governance-related issues.

The Governance and Social Responsibility Committee can recommend consulting with the High Committee in charge of Corporate Governance regarding any issue relating to a provision or the interpretation of the AFEP/MEDEF Code. It keeps the Chairman of the Board of Directors informed of its actions.

Annually, the Governance and Social Responsibility Committee reviews the draft report relating to corporate governance and shares its observations prior to the Board of Directors' approval of said draft report.

## **2.2. Directors' Code of Conduct**

The Governance and Social Responsibility Committee is responsible for handling any issues associated with the ethical rules applicable to Directors. It shall discuss any issues that the Board of Directors or its Chairman submits for review or that it deems appropriate on its own initiative.

In that capacity, the Governance and Social Responsibility Committee ensures the implementation of a Director's Code of Conduct and updates it on a regular basis, as necessary.

The Governance and Social Responsibility Committee must ensure proper compliance with, and the correct application of, ethical rules and, in particular, those set forth in the Directors' Code of Conduct.

### **2.3. Evaluation of the Board of Directors**

In connection with corporate governance principles, the Governance and Social Responsibility Committee is responsible for setting the terms and conditions of, and performing the appraisal of, the Board of Directors' organisation and functioning.

### **2.4. Rules Applicable to the Membership of the Board of Directors**

The Governance and Social Responsibility Committee periodically reviews the structure, size and membership of the Board of Directors, and submits its recommendations to the Board regarding any potential changes.

The Governance and Social Responsibility Committee regularly reviews the membership of the Board of Directors and its Committees, as well as the male/female ratio, the nationalities, and the diversity of skills represented therein.

### **2.5. Corporate Social Responsibility (CSR) Duties**

The Governance and Corporate Responsibility Committee, in light of the Group's strategy, shall review the Group's commitments and policies in the area of ethics and social, environmental, and societal responsibility, application and implementation of such policies and the results thereof and shall express or make any opinion or recommendation to the Board of Directors.

Together with the Audit Committee it shall ensure that there are systems for identifying and managing the principal risks relating to these subjects and compliance with applicable law and regulations.

The Governance and Social Responsibility Committee shall review reporting procedures relating to non-financial information and key non-financial performance indicators used and analyse the Group's participation in non-financial indices.

The Governance and Social Responsibility Committee shall review the information annually disclosed in the Management Report in respect of non-financial information under and pursuant to applicable legal requirements and provide its comments and observations prior to approval thereof by the Board of Directors.

The Governance and Social Responsibility Committee shall also review the gender balance and professional equality policy in preparation for the annual discussion of this matter by the Board of Directors, as provided in Article L.225-37-1 of the French Commercial Code

### **2.6. Management of Conflicts of Interests**

Without prejudice to the procedures set forth in intra-group agreements and agreements with related parties, the Governance and Social Responsibility Committee may examine any exceptional issue that could potentially give rise to a conflict of interest within the Board of Directors, and submits its opinion, if any, on said issue to the Board of Directors.

### **2.7. Governance and Social Responsibility Committee Reports submitted to the Board of Directors**

The Governance and Social Responsibility Committee reports to the Board of Directors on any tasks it may undertake from time to time either at the Board's request or on its own initiative relating to its areas of responsibility, as well as on reports, studies, or other investigations it may have conducted.

Whenever applicable, the Governance and Social Responsibility Committee may express an opinion or make a recommendation to the Board of Directors for the Board to evaluate and act on as it sees fit.

**2.8. Other Responsibilities of the Governance and Social Responsibility Committee**

- 2.8.1. The Board of Directors can request that the Governance and Social Responsibility Committee carry out any other assignment in connection with its role as set forth in this Charter.
- 2.8.2. The Governance and Social Responsibility Committee regularly checks that its duties, as defined in this Charter, are carried out under satisfactory conditions. Periodically, it assesses the adequacy and relevance of this Charter relative to the Board of Directors' needs and objectives.
- 2.8.3. The Governance and Social Responsibility Committee may take up any matter within its jurisdiction brought to it by other committee of the Board of Directors or by the Lead Director. The Governance and Social Responsibility Committee may also review and consider any matter brought to it by the Lead Director for its opinion.

**III. LIABILITY OF THE OF THE GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE'S MEMBERS**

The Governance and Social Responsibility Committee's members shall incur no special legal liability in connection with their duties other than as may arise in connection with service on the Board of Directors.

**IV. APPROVAL OF THE GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE'S CHARTER**

This Charter was approved by the Board of Directors at its meeting on July 7, 2015 and subsequently amended by the Board of Directors, most recently on December 15, 2017, after review by the Governance and Social Responsibility Committee.

The Board of Directors retains the right to modify, complete, or amend this Charter, if necessary, at the Governance and Social Responsibility Committee's request or on its own initiative.

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