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CASINO, GUICHARD-PERRACHON

French *société anonyme* (joint stock company) with a share capital of EUR 169,192,562.22
Registered headquarters located at: 1, Cours Antoine Guichard - 42000 Saint-Etienne, France
Registered in the Saint-Etienne Trade and Companies Registry under number 554 501 171

Ordinary and Extraordinary Shareholders' Meeting Notice

Ladies and gentlemen, shareholders of Casino, Guichard-Perrachon, you are hereby informed that you are convened to the Ordinary and Extraordinary Shareholders' Meeting to be held on Tuesday, 15 May 2018 at 10:00 at Maison de la Chimie – 28 bis rue Saint-Dominique, France (75007), in order to deliberate on the following agenda:

Board of Directors', Statutory Auditors' and Statutory Appraiser's reports.

Ordinary Shareholders' Meeting Deliberations:

- Approval of the Annual Financial Statements for the Fiscal Year ended 31 December 2017;
- Approval of the Consolidated Financial Statements for the Fiscal Year ended 31 December 2017;
- Allocation of Income for the Fiscal Year and Dividend Determination;
- Related-party Agreement: approval of exceptional compensation as defined in Article L.225-46 of the French Commercial Code for special assignment entrusted to Nathalie Andrieux;
- Approval of fixed, variable and exceptional components of the total compensation and benefits of any kind paid or granted in respect of the 2017 fiscal year to the Chairman and Chief Executive Officer;
- Approval of the principles and criteria for determining, distributing, and allocating the components of the compensation of the Chairman and Chief Executive Officer in respect of the 2018 Fiscal Year;
- Renewal of mandates of Nathalie Andrieux, Sylvia Jay, Catherine Lucet and Finatis as Directors;
- Appointment of Laure Hauseux as Director;
- Appointment of Gérald de Roquemaurel as Non-Voting Director;
- Authorisation for the Company to purchase its own shares.

Extraordinary Shareholders' Meeting Deliberations:

- Authorisation granted to the Board of Directors to make free allocations of existing or newly-issued shares of the Company to employees of the Company and its related companies; full waiver by shareholders of their preferential subscription rights thereto;
- Limitation at 2% of the share capital as of 5 May 2017 of the number of shares that may be granted under the 14th Resolution as well as under the 26th, 27th and 28th Resolutions approved at the General Shareholders' Meeting of 5 May 2017;
- Merger of Allode into the Company - Acknowledgement of completion of the capital increase resulting from the foregoing merger and amendment of Article 6 of the Articles of Association;
- Powers for formalities.

A. Written Questions

Any shareholder can submit written questions to the Board of Directors that will be answered during the Shareholders' Meeting.

These questions, together with an account registration certificate, must be sent, no later than Wednesday, 9 May 2018, to the following address, via registered mail with acknowledgement of receipt, to the attention of the Chairman of the Board of Directors at Casino, Guichard-Perrachon – 1, Cours Antoine Guichard – 42000 Saint-Etienne, or via email at actionnaires@groupe-casino.fr.

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In accordance with applicable law, a single answer can be given to several questions that share the same content. The answer to a written question will be considered given once it is uploaded to the Company's website in the section reserved for questions and answers.

B. Formalities for participation in the General Shareholders' Meeting

Any shareholder, regardless of the number of shares he or she holds, can personally attend the Meeting, assign a proxy by delegating his or her powers either to the Chairman of the Shareholders' Meeting or to any other designated natural person or legal entity, shareholder or not, or vote online or by post.

Shareholders who wish to personally attend the General Shareholders' Meeting must request an attendance card by proving he or she is an effectively a shareholder.

In accordance with the provisions of Article R.225-85 of the French Commercial Code, only those shareholders who have already registered their securities in an account in their name or, if they reside abroad, in the name of the financial intermediary registered for their account, no later than on Friday, 11 May 2018 at 0:00 (Paris time).

Registrations in bearer securities accounts are reported in a certificate of participation (*attestation de participation*) delivered by the registered intermediary managing the account, as the case may be, electronically. This certificate of participation must be attached to voting form by post or by proxy or to the application for an attendance card request filled out in the name of the shareholder or on behalf of the shareholder as represented by the registered intermediary. A certificate is also issued to shareholders who wish to attend the General Shareholders' Meeting in person and who have not received an attendance card by Friday, 11 May 2018 at 0:00 (Paris time).

Any shareholder who has already requested his or her attendance card or a certificate of participation under the conditions provided in the last sentence of Paragraph II of Article R.225-85 of the French Commercial Code, or who has already cast his or her vote online or by post, or by proxy, is authorised to sell all or part of his or her shares at any time. However, if the transaction takes place before Friday, 11 May 2018 at 0:00 (Paris time), the Company will subsequently void or amend, as applicable, the attendance card, the certificate of participation, the online or vote by post, or the proxy. To this end, the financial intermediary mentioned in Article L.211-3 of the French Monetary and Financial Code will notify the sale to the Company or its agent and forward the necessary information to them. No transfer of ownership completed after Friday, 11 May 2018 at 0:00 (Paris time), irrespective of the means used for such transfer, will be notified by the financial intermediary mentioned in Article L.211-3 of the French Monetary and Financial Code or taken into consideration by the Company, notwithstanding any conflicting agreement.

Shareholders who have already requested an attendance card or certificate of participation under the conditions provided in the last sentence of Paragraph III of Article R.225-85 of the French Commercial Code, or who have already voted by post, online, or by proxy, can no longer change their General Shareholders' Meeting participation method.

Any proxy can be revoked by following the same procedure as that required appointing the authorised representative.

Any mail-in, or proxy voting forms received by the Company or BNP Paribas Securities Services after Saturday, 12 May 2018 at 0:00 (Paris time) will not be taken into account.

C. Procedures to follow to attend the General Shareholders' Meeting.

I. Online

The shareholder can indicate his or her choice online via the secure Votaccess platform.

For those shareholders holding their shares in **direct registered form**: access the Votaccess platform by logging onto <https://planetshares.bnpparibas.com>, using the user name and password they already use to access their registered account.

For those shareholders holding their shares in **indirect registered form**: use the mail-in or proxy voting form attached to the meeting brochure on which their user name is printed, at the top right of the page, and log onto <https://planetshares.bnpparibas.com>.

Once on the Planetshares page, they must click on "**Take part in the vote**" to access the Votaccess platform.

For any questions, shareholders can call +33 1 40 14 31 00 (*standard telephone rates apply*), Monday through Friday, from 8:45 a.m. to 6:00 p.m. (Paris time).

For those shareholders holding their shares in **bearer form**: access the Votaccess platform online via the website of the member account managing institution, using the access codes they already use to access their account. Shareholders interested in this service should contact their respective account managing institutions to find out if they offer this service and, if so, whether access is subject to any specific conditions of use.

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For a bearer shareholder whose account managing institution is not connected to the Votaccess platform, proxy appointment and cancellation requests can be submitted electronically in accordance with the provisions of Article R. 225-79 of the French Commercial Code. The shareholder must send an email to paris.bp2s.france.cts.mandats@bnpparibas.com, containing the following information: name of the Company (Casino, Guichard-Perrachon), date of the General Shareholders' Meeting (15 May 2018), the first name, last name and address, as well as the bank account information of the person submitting the request, in addition to the first name, last name and address of the appointed or cancelled proxy. Next, the shareholder must request that his or her account managing institution send a confirmation notice to the "General Shareholders' Meetings" service of BNP Paribas Securities Services. In order for proxy appointments or cancellations to be valid, confirmation notices must be received no later than Monday, 14 May 2018 at 3:00 p.m. (Paris time).

The Votaccess platform will be available from the publication date of this document (ie Friday, 27 April 2018) to Monday, 14 May 2018 at 3:00 p.m. (Paris time).

II. Via the Voting Form

For those shareholders holding their shares in **direct or indirect registered form**: make selection by colouring in the right square on the mail-in or proxy voting form attached to the meeting brochure. Duly filled out and signed forms must be received by BNP Paribas Securities Services, using the envelope provided, no later than Saturday, 12 May 2018.

For those shareholders holding their shares in **bearer form**: as from the date they receive the notice of meeting, they can request a mail-in or proxy voting form:

- from their account managing institution,
- on the Company's website at www.groupe-casino.fr, in the "Investors/Shareholders/Shareholders' Meeting/2018 Shareholders' Meeting" section,
- by registered mail with acknowledgement of receipt received no later than six days prior to the date of the General Shareholders' Meeting, and sent to the "General Shareholders' Meetings" service of BNP Paribas Securities Services.

The duly filled out and signed form, together with a statement of participation issued by the account managing institution, must be received no later than Saturday, 12 May 2018 by BNP Paribas Securities Services – CTO Service Assemblées - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cedex, France.

Any mail-in or proxy voting form submitted without a clear voting selection will result in the Chairman of the Shareholders' Meeting casting a vote in favour of the adoption of draft resolutions approved by the Board of Directors.

D. Shareholders' Right to Information

All of the documents discussed in articles R.225-89 *et seq.* of the French Commercial Code are available to shareholders at the Company's registered headquarters.

All of the information and documents concerning the General Shareholders' Meeting are available on the Company's website at: www.groupe-casino.fr, in the "Investors/Shareholders/Shareholders' Meeting/2018 Shareholders' Meeting" section.

The Board of Directors