



## Casino, Guichard-Perrachon

### ORDINARY AND EXTRAORDINARY GENERAL MEETING OF 15 MAY 2018

#### Report on the Meeting

At the Ordinary and Extraordinary General Meeting held on 15 May 2018 at Maison de la Chimie, 28 bis, rue Saint-Dominique, 75007 Paris, the number of shareholders who were present, represented by proxy or who cast a postal vote was as follows:

- 3,266 shareholders at the Ordinary General Meeting, collectively holding 82,206,763 shares (i.e., 76.1% of the shares carrying voting rights) and representing 132,695,554 votes;
- 3,248 shareholders at the Extraordinary General Meeting, collectively holding 82,159,318 shares (i.e., 76.06% of the shares carrying voting rights) and representing 132,600,786 votes.

The shareholders adopted all of the resolutions submitted for their approval.

#### Ordinary session

The parent company and consolidated financial statements for the year ended 31 December 2017 were approved (*first and second resolutions*) as well as the appropriation of profit with the payment of a dividend equal to €3.12 per share (*third resolution*). Considering the €1.56 per share dividend advance payment paid out on 11 December 2017, the dividend balance, equal to €1.56 per share, will be paid out on 22 May 2018 (with an ex-dividend date as of 18 May 2018).

Similarly, the Annual General Meeting approved the related-party agreement with Ms Nathalie Andrieux whereby the Board of Directors held on 5 May 2017 decided to ask her to review the Group's digital strategy and its use of digital tools and to report her findings and conclusions to the Board. The Board unanimously authorised the payment to Ms Nathalie Andrieux of an exceptional compensation, as defined in Article L.225-46 of the French Commercial Code, together with reimbursement for all expenses and disbursements incurred in connection with this assignment corresponding to a total amount of EUR 16,018 (*fourth resolution*).

The Annual General Meeting also approved the elements of the aggregate remuneration and benefits of all kinds paid or awarded to the Chairman and Chief Executive Officer in respect of 2017 (*fifth resolution*) and approved the principles and criteria for determining, distributing, and allocating the components of the remuneration of the Chairman and Chief Executive Officer in respect of 2018 (*sixth resolution*).

In addition, it re-elected as directors, for a three-year term, Ms Nathalie Andrieux (*seventh resolution*), Ms Sylvia Jay (*eighth resolution*) and Ms Catherine Lucet (*ninth resolution*) as well as the company Finatis for a duration of one year (*tenth resolution*). It also elected Ms Laure Hauseux as director for three years (*eleventh resolution*) and elected Mr Gérard de Roquemaurel as non-voting director for a three-year term (*twelfth resolution*).

The Annual General Meeting also renewed the authorisation given to the Board of Directors to buy back the Company's shares (*thirteenth resolution*).

### **Extraordinary session**

The Annual General Meeting then authorized to cancel the authorisation granted in the 28th resolution of the Shareholders' Meeting of 5 May 2017 and to substitute a new authorisation to make free allocations of Company shares to employees of the Group for a period reduced to 26 months (*fourteenth resolution*) and approved to continue to cap at 2% of the Company's share capital as of 5 May 2017 the total number of shares granted under the 26th, 27th and 28th resolutions from the 5 May 2017 Shareholders' Meeting and the 14th resolution from this Shareholders' Meeting (*fifteenth resolution*).

Then the Annual General Meeting approved and decided the proposed merger of the Company with Allode (*sixteenth resolution*) and the amendment of the Articles of Association related to the completion of the capital increase resulting from the merger (*seventeenth resolution*).

Lastly, the Annual General Meeting granted full powers to complete all filing, publication and other formalities prescribed by law (*eighteenth resolution*).

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## Voting results by resolution

## Ordinary resolutions

Resolutions	Subject	For		Against		Abstained	
		%	Number of votes	%	Number of votes	%	Number of votes
1	Approval of the Annual Financial Statements for the Fiscal Year ended 31 December 2017	97.29%	129,100,896	2.65%	3,517,245	0.06%	77,413
2	Approval of the Consolidated Financial Statements for the Fiscal Year ended 31 December 2017	96.85%	128,511,654	3.10%	4,110,391	0.06%	73,509
3	Allocation of Income for the Fiscal Year - Dividend Determination	99.73%	132,342,458	0.21%	278,312	0.06%	74,784
4	Approval of the related party agreement with Natahlie Andrieux	92.41%	122,618,166	7.53%	9,987,054	0.07%	89,959
5	Approval of fixed, variable and exceptional of the total compensation and benefits of any kind paid or granted to the Chairman and Chief Executive Officer in respect of the 2017 Fiscal year	96.23%	127,694,832	3.71%	4,925,474	0.06%	75,248
6	Approval of the principles and criteria for determining, distributing, and allocating the components of the compensation of the Chairman and Chief Executive Officer for 2018	99.08%	131,473,400	0.85%	1,131,758	0.07%	90,396
7	Renewal of Nathalie Andrieux's Appointment as Director	92.42%	122,640,471	7.52%	9,980,537	0.06%	74,546
8	Renewal of Sylvia Jay's Appointment as Director	97.22%	129,001,453	2.73%	3,616,753	0.06%	77,348
9	Renewal of Catherine Lucet's Appointment as Director	99.22%	131,654,486	0.72%	956,585	0.06%	84,483
10	Renewal of the Appointment of Finatis as Director	95.25%	126,391,443	4.65%	6,171,713	0.10%	132,398
11	Appointment of Laure Hauseux as Director	99.83%	132,463,391	0.11%	139,974	0.07%	92,189
12	Appointment of Gérald de Roquemaurel as non-voting Director	86.03%	114,154,086	13.91%	18,459,293	0.06%	82,175
13	Authorisation for the Company to purchase its own shares	91.77%	121,775,387	8.16%	10,832,635	0.07%	87,532

## Extraordinary resolutions

Resolutions	Subject	For		Against		Abstained	
		%	Number of votes	%	Number of votes	%	Number of votes
14	Authorization to make free allocation of Company shares	90.26%	119,689,217	9.63%	12,768,388	0.11%	143,181
15	Limitation at 2% of the share capital as of 5 May 2017 of the number of shares that may be granted under the 14 <sup>th</sup> resolution as well as under the 26 <sup>th</sup> , 27 <sup>th</sup> and 28 <sup>th</sup> resolutions approved at the General Shareholders' Meeting of 5 May 2017	99.78%	132,309,740	0.12%	153,151	0.10%	137,895
16	Merger of Allode into the Company	99.94%	132,516,611	0.01%	7,303	0.06%	76,872
17	Acknowledgement of completion of the capital increase resulting from the merger and amendment of Article 6 of the Articles of Association	99.91%	132,483,847	0.01%	10,219	0.08%	106,72
18	Powers for Formalities	99.92%	132,490,513	NS	4,836	0.08%	105,437

NS: not significant

## **Composition of the Board of Directors at the close of the Annual General Meeting of 15 May 2018**

### **Chairman and Chief Executive Officer**

**Jean-Charles Naouri**

### **Directors**

**Nathalie Andrieux**  
*Independent director*

**Diane Coliche**  
*Representative of Matignon Diderot*

**Gilbert Delahaye**  
*Employee representative*

**Jacques Dumas**  
*Representative of Euris*

**Christiane Féral-Schuhl**  
*Independent director*

**Laure Hauseux**  
*Independent director*

**Sylvia Jay**  
*Independent director*

**Didier Lévêque**  
*Representative of Finatis*

**Catherine Lucet**  
*Lead Independent director*

**David de Rothschild**

**Frédéric Saint-Geours**

**Michel Savart**  
*Representative of Foncière Euris*

### **Non-voting directors**

**Henri Giscard d'Estaing**

**Gilles Pinoncély**

**Gérald de Roquemaurel**

## **Composition of the Board Committees after the Annual General Meeting of 15 May 2018**

Following the Board of Directors' meeting held after the Annual General Meeting, the composition of the Board Committees was as follows:

### **Audit Committee**

**Frédéric Saint-Geours**, *Chairman*

**Laure Hauseux**,  
*Independent director*

**Catherine Lucet**,  
*Lead independent director*

### **Nominations and Remuneration Committee**

**Nathalie Andrieux**, *Chair*  
*Independent director*

**Gilbert Delahaye**,  
*Employee representative*

**Sylvia Jay**  
*Independent director*

**David de Rothschild**

### **Governance and Social Responsibility Committee**

**Catherine Lucet**, *Chair*  
*Lead independent director*

**Nathalie Andrieux**,  
*Independent director*

**Christiane Féral-Schuhl**,  
*Independent director*

**Frédéric Saint-Geours**

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