



## Casino, Guichard-Perrachon

### ORDINARY AND EXTRAORDINARY GENERAL MEETING OF 13 MAY 2016

#### Report on the Meeting

At the Ordinary and Extraordinary General Meeting held on 13 May 2016 at the 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:

- 2,063 shareholders at the Ordinary General Meeting, collectively holding 83,495,532 shares (i.e., 74.39% of the shares carrying voting rights) and representing 129,354,368 votes;
- 2,038 shareholders at the Extraordinary General Meeting, collectively holding 83,449,111 shares (i.e., 74.34% of the shares carrying voting rights) and representing 129,268,958 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 2015 were approved (*first and second resolutions*) as well as the appropriation of profit (*third resolution*), resulting in the distribution of a dividend of €3.12 per share, to be paid on 19 May 2016 (with an ex-dividend date of 17 May 2016).

Likewise, the Annual General Meeting approved the amendment to the strategic advisory services agreement entered into with Euris on 5 September 2003 (*fourth resolution*).

The Annual General Meeting also issued a favourable advisory vote on the elements of the remuneration due or awarded to Jean-Charles Naouri, Chairman and Chief Executive Officer, for the year ended 31 December 2015 (*fifth resolution*).

In addition, it re-elected as directors, for a three-year term, Marc Ladreit de Lacharrière (*sixth resolution*) and Jean-Charles Naouri (*seventh resolution*) as well as Matignon Diderot, representing the controlling shareholder (*eighth resolution*).

*At the close of the Annual General Meeting, the Board of Directors re-elected Jean-Charles Naouri as Chairman and Chief Executive Officer of the Company.*

After noting that the terms as directors of Henri Giscard d'Estaing and Gilles Pinoncély had expired, the Annual General Meeting decided not to fill the vacant seats on the Board (*ninth and tenth resolutions*).

It then elected as non-voting directors, for a three-year term, Henri Giscard d'Estaing (*eleventh resolution*) and Gilles Pinoncély (*twelfth resolution*), and set the fees payable to non-voting directors (*thirteenth resolution*).

The Annual General Meeting renewed the appointment of Ernst & Young et Autres (*fourteenth resolution*) and Deloitte & Associés (*fifteenth resolution*) for a further six-year term. The appointments of Auditex (*sixteenth resolution*) and Beas (*seventeenth resolution*) as alternate auditors to Ernst & Young et Autres and to Deloitte & Associés, respectively, were also renewed.

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

### Extraordinary session

The Annual General Meeting renewed, in advance and for an 18-month period, the authorisation to make free allotments of shares of the Company (*nineteenth resolution*) to employees of the Company and of its related companies, with the exception of the Company's corporate officers who are not entitled to receive free allotments of shares, it being specified that the total number of shares that may be granted may not exceed 1% of the total number of shares representing the Company's share capital as of the date of this Meeting.

Lastly, the Annual General Meeting granted full powers to complete all filing, publication and other formalities prescribed by law (*twentieth 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 parent company financial statements for the year ended 31 December 2015	99.81%	129,108,056	0.11%	146,428	0.08%	99,884
2	Approval of consolidated financial statements for the year ended 31 December 2015	99.81%	129,107,234	0.11%	146,757	0.08%	100,377
3	Appropriation of profit and Setting of the dividend	98.75%	127,742,478	1.17%	1,514,642	0.08%	97,248
4	Approval of the amendment to the strategic advisory services agreement entered into with Euris on 5 September 2003 <sup>(1)</sup>	86.86%	112,350,282	13.08%	16,915,654	0.07%	86,967
5	Advisory vote on the components of the remuneration due or awarded to Jean-Charles Naouri, Chairman and Chief Executive Officer, for the year ended 31 December 2015	98.05%	126,833,179	1.80%	2,326,140	0.15%	195,049
6	Re-election of Marc Ladreit de Lacharrière as director	89.40%	115,642,837	10.42%	13,472,873	0.18%	238,658
7	Re-election of Jean-Charles Naouri as director	95.80%	123,917,386	4.12%	5,332,655	0.08%	104,327
8	Re-election of Matignon Diderot as director	96.63%	125,001,062	3.28%	4,246,944	0.08%	106,362

<sup>(1)</sup> The shareholders concerned, representing 1,465 votes, did not take part in the vote.

## Ordinary resolutions (continued)

Resolutions	Subject	For		Against		Abstained	
		%	Number of votes	%	Number of votes	%	Number of votes
9	Non-election of a new director	99.76%	129,043,140	0.09%	114,833	0.15%	196,395
10	Non-election of a new director	99.67%	128,933,351	0.17%	224,864	0.15%	196,153
11	Election of Henri Giscard d'Estaing as non-voting director	89.58%	115,874,153	10.35%	13,389,084	0.07%	91,131
12	Election of Gilles Pinoncely as non-voting director	87.03%	112,580,571	12.90%	16,681,274	0.07%	92,523
13	Non-voting directors' fees	90.84%	117,511,967	9.08%	11,748,250	0.07%	94,151
14	Renewal of the appointment of Ernst & Young et Autres as Statutory Auditor	95.62%	123,683,064	4.29%	5,548,468	0.09%	122,836
15	Renewal of the appointment of Deloitte & Associés as Statutory Auditor	97.33%	125,903,745	2.58%	3,343,079	0.08%	107,544
16	Renewal of the appointment of Auditex as alternate auditor to Ernst & Young et Autres	97.11%	125,620,369	2.80%	3,625,639	0.08%	108,360
17	Renewal of the appointment of BEAS as alternate auditor to Deloitte & Associés	99.65%	128,895,615	0.28%	365,361	0.07%	93,392
18	Authorisation for the Company to purchase its own shares	94.67%	122,465,506	5.25%	6,796,688	0.07%	92,174

## Extraordinary resolutions

Resolutions	Subject	For		Against		Abstained	
		%	Number of votes	%	Number of votes	%	Number of votes
19	Authorisation to grant shares of the Company to the employees of the Company and of its related companies	91.35%	118,083,863	8.58%	11,093,126	0.07%	91,969
20	Powers to carry out formalities (AGM)	99.60%	128,837,733	0.28%	364,252	0.12%	152,383

## Composition of the Board of Directors at the close of the Annual General Meeting

### Chairman and Chief Executive Officer

**Jean-Charles Naouri**

### Directors

**Nathalie Andrieux**  
*Independent director*

**Didier Lévêque**  
*Representative of Foncière Euris*

**Didier Carlier**  
*Representative of Euris*

**Catherine Lucet**  
*Independent director*

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

**Gérald de Roquemaurel**  
*Independent director*

**Jacques Dumas**  
*Representative of Cobivia*

**David de Rothschild**

**Sylvia Jay**  
*Independent director*

**Frédéric Saint-Geours**  
*Lead independent director*

**Marc Ladreit de Lacharrière**

**Michel Savart**  
*Representative of Finatis*

### Non-voting directors

**Henri Giscard d'Estaing**

**Gilles Pinoncély**

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## Composition of the Board Committees after the Annual General Meeting

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

### Audit Committee

**Catherine Lucet**, *Chairman*  
**Frédéric Saint-Geours**  
**Gérald de Roquemaurel**

### Nominations and Remuneration Committee

**Gérald de Roquemaurel**, *Chairman*  
**Nathalie Andrieux**  
**Jacques Dumas**

### Governance Committee

**Frédéric Saint-Geours**, *Chairman*  
**Sylvia Jay**  
**David de Rothschild**

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