



CASINO, GUICHARD-PERRACHON

French corporation (société anonyme)
with share capital of €173,192,459.58
Head office: 1, Esplanade de France, 42000 Saint-Etienne
Registered in the Paris Trade and Companies
Register (RCS) under no. 554 501 171

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF 13 MAY 2016

(This document is a free translation of the original French version)

METHODS OF PARTICIPATING TO THE SHAREHOLDERS' MEETING

Any shareholder, regardless of the number of shares held, may attend the Shareholders' Meeting in person, by proxy or vote by post.

◆ HOW TO PARTICIPATE TO THE MEETING?

Shareholders wishing to attend the Meeting in person must be in possession of their **attendance card** (*carte d'admission*) which is required to attend and vote at the Shareholders' Meeting and can be obtained by following the instructions detailed below.

In order to facilitate the due process at the Meeting, we advise that you arrive at the meeting reception desk from 9.30 a.m. onwards and in possession of your **attendance card** and a **proof of ID** to sign the attendance register.

Voting will be carried out using an **electronic voting box** distributed after the signing of attendance register, at the entry of the Meeting room.

At the end of the Meeting, **the voting box will have to be returned to the hostesses.**

In the event of being unable to attend in person, shareholders may choose from one of the following three options:

- vote by post;
- give a proxy to the Chairman of the Meeting; or
- give a proxy to any named individual or legal entity, regardless of whether they are a shareholder.

The voting form (by post or proxy) returned to BNP Paribas Securities Services (*address hereafter*) or to the Company will be valid for any other meetings that may be convened with the same agenda.

◆ WHAT ARE THE FORMALITIES TO BE OBSERVED BEFOREHAND?

The shareholders entitled to attend the Meeting, to vote by post or by proxy are only those who will have recorded their shares in their own name or in the name of the authorised financial intermediary maintaining their share accounts should they be resident outside France,

at the latest Wednesday 11 May 2016
at zero hour (*Paris time*),

- either in the registered share accounts maintained by **BNP Paribas Securities Services** for the account of the Company,
- or in the bearer share accounts held by the authorised intermediary.

Owner of bearer shares should be aware that the record of shares in bearer share accounts held by the authorised financial intermediary (*intermédiaire financier habilité*) is evidenced by a statement of participation (*attestation de participation*) provided by this authorised intermediary, by e-mail as applicable. This statement of participation is to be attached to the voting form by post or by proxy or to the

application for an attendance card, as applicable, filled out in the name of the shareholder or on behalf of the shareholder represented by the authorised intermediary.

A statement of participation must also be issued to owners of bearer shares wishing to attend the Meeting in person and who have not received their attendance card **at the latest by Wednesday 11 May 2016.**

Shareholders may sell part or all of their shares at any time. However, if the transaction is settled before zero hour (*Paris time*) on the second business day preceding the Meeting,

i.e. before Wednesday 11 May 2016
at zero hour (*Paris time*),

the Company may subsequently void or amend, as applicable, the vote cast by post or by proxy, the attendance card or the statement of participation. To this end, the financial intermediary mentioned in Article L.211-3 of the French Monetary and Financial Code shall inform the Company or its agent of the sale and forward them the necessary information.

No transfer of ownership made after midnight (*Paris time*) on the second business day prior to the day of the Meeting, whatever the means used, shall 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 agreement to the contrary.

Any shareholder who has already requested an attendance card or statement of participation, expressed his/her vote by post or sent a proxy cannot choose another method of participation.

◆ WHAT ARE THE PROCEDURES TO BE FOLLOWED ONLINE?

Shareholders holding registered shares (*nominatif*) have the possibility to deliver their instructions for participating to the Shareholders' Meeting online on the secure VOTACCESS platform accessible from the Planetshares website (*see address below*).

Communications are encrypted to ensure that your vote remains confidential.

From this platform, you can also consult the documents and information relating to the Shareholders' Meeting.

HOW TO LOG IN?

◆ If you hold shares in direct registered form (*nominatif pur*):

You can access the Votaccess platform by logging on the website that already allows you to view your registered account: <https://planetshares.bnpparibas.com>

If you have forgotten your usual password, you will need to follow the on-screen instructions in order to generate a new one.

Shareholders having elected to be convened to the Meetings by the "*e-convening*" will receive an e-mail with a link to log on to the Planetshares website.

◆ If you hold shares in intermediary registered form (*nominatif administré*):

You can access the Votaccess platform by logging on the website: <https://planetshares.bnpparibas.com>

You will need to have in hand the voting form which shows your login username located in the top right-hand corner required to access the Planetshares website.

If you do not have your password, you will need to follow the on-screen instructions in order to generate one.

A telephone helpline is available on +33 (0)1 40 14 31 00 (*non-surcharged call from within France*), Monday to Friday, from 8:45 a.m. to 6:00 p.m.

◆ If you hold bearer shares (*au porteur*):

Owners of bearer shares cannot provide online their instructions for participating to the Shareholders' Meeting.

Owners of bearer shares must send their instructions according to the procedures to be followed using the voting form (*see below*).

WHAT ARE THE FOLLOWING STEPS?

After logging on the Planetshares website, you will be redirected to the Votaccess platform by clicking on « **Participate to the Shareholders' Meeting** » on the homepage.

Then you must follow the on-screen instructions to request your attendance card (*essential for attending to and voting at the*

Meeting), vote by post or to nominate or revoke a proxy (*the Chairman of the Meeting or any other named person*).

The Votaccess platform will remain open from Friday 22 April 2016 until the day before the Meeting, *i.e.* until **Thursday 12 May 2016 at 3 p.m. (Paris time)**.

◆ WHAT ARE THE PROCEDURES TO BE FOLLOWED WITH THE VOTING FORM?

IF YOU HOLD SHARES IN DIRECT REGISTERED FORM OR IN INTERMEDIARY REGISTERED FORM (NOMINATIF PUR OU ADMINISTRÉ):

You need to make your choice on the voting form which enable to vote by post or by proxy ("Voting Form") and return it, duly signed and dated, to **BNP Paribas Securities Services**

(address below). The Voting Form and reply envelope will be received by such shareholders together with the printed Notice of Meeting.

◆ **If you wish to attend the Meeting:**

You need to request an **attendance card**, which is **essential** for admittance to the Meeting and for voting.

To do so, you must return the Voting Form after having crossed box "A" in the top left-hand corner of the form.

◆ **If you wish to vote by post:**

You must cross the "*I vote by post*" box and, unless you indicate otherwise on your form, you will be deemed to have voted "*for*" all resolutions.

If you wish to vote on additional draft resolutions that have not been approved by the Board of Directors, you must blacken the boxes relating to your choices.

If you wish to vote "*against*" or to abstain from voting on one or more resolutions, you must blacken the box for the resolution for which you wish to cast such a vote.

Furthermore, in case of amendments to the resolutions or new resolutions submitted to vote during the Meeting, you have the ability to indicate your voting choice on the Voting Form by blackening the relevant boxes.

◆ **If you wish to be represented (appoint a Proxy):**

- If your intention is to be represented by the **Chairman of the Meeting**, you must blacken the "*I hereby give my proxy to the Chairman of the General Meeting*" box;
- If your intention is to appoint any **other representative** (any named individual or legal entity regardless of whether they are a shareholder), you must blacken

the "*I hereby appoint*" box and provide the name and details of your representative. Any representatives will need to present an ID to evidence their identity at the sign-in desk.

This proxy can be revoked by following the same procedure as required to appoint the authorised representative.

IF YOU HOLD SHARES IN BEARER FORM (AU PORTEUR):

You will first need to obtain the Voting Form:

- either from your financial intermediary maintaining your shares account;
- or from the Company's website, under the section "*Finance / Annual Shareholders' Meeting 13 May 2016*".

You then need to make your choice and complete the Voting Form as outlined in the above section entitled "*If you hold shares in direct registered form or intermediary registered form*".

Once duly completed and signed, your Voting Form must be sent to the following address, together with a statement of participation (*attestation de participation*) provided by your financial intermediary:

BNP Paribas Securities Services
CTS Assemblées Générales
Grands Moulins de Pantin, 9, Rue du Débarcadère
93761 Pantin Cedex, France

It should be noted that in accordance with the legal and statutory provisions, the voting forms must be received by **BNP Paribas Securities Services** or at the Company's head office duly completed and signed **at the latest Tuesday 10 May 2016**.

For voting form (by post or proxy) returned without any specific indication, the Chairman of the Shareholders' Meeting will vote in favour of adopting all the draft resolutions proposed or approved by the Board of Directors.