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CASINO, GUICHARD-PERRACHON

French *société anonyme* (joint stock company) with a share capital of EUR 167,886,006.48
Registered headquarters: 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 General Meeting Notice

Ladies and gentlemen, shareholders of Casino, Guichard-Perrachon, you are hereby informed that you will be convened to the Ordinary and Extraordinary General Meeting to be held on Tuesday, 7 May 2019 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' and Statutory Auditors' reports.

Ordinary General Meeting Deliberations:

- Approval of the annual financial statements for the year ended 31 December 2018 (*1st resolution*)
- Approval of the consolidated financial statements for the year ended 31 December 2018 (*2nd resolution*)
- Allocation of profit for the financial year and dividend determination (*3rd resolution*)
- Related party agreement: approval of the agreement with Mercialys concerning reimbursement by the Company of the expenses borne by Mercialys in connection with the sale by Casino of Mercialys shares (*4th resolution*)
- Approval of fixed, variable and exceptional components of the total compensation and benefits of any kind paid or granted to the Chairman and Chief Executive Officer in respect of the 2018 financial year (*5th resolution*)
- Approval of the principles and criteria for determining, allocating and granting the components of the compensation of the Chairman and Chief Executive Officer in respect of the 2019 financial year (*6th resolution*)
- Re-election as directors of Jean-Charles Naouri, Finatis and Matignon Diderot (*7th to 9th resolutions*)
- Re-election as Non-Voting Director of Gilles Pinoncély (*10th resolution*)
- Authorisation for the Company to buy back its own shares (*11th resolution*)

Extraordinary General Meeting Deliberations:

- Delegation of competence granted to the Board of Directors for the purpose of issuing Company shares or securities granting access to the shares of the Company or one of its subsidiaries, with preferential subscription rights for existing shareholders (*12th resolution*)
- Delegation of competence granted to the Board of Directors for the purpose of issuing Company shares or securities granting access to the shares of the Company or one of its subsidiaries, without preferential subscription rights for existing shareholders, via a public offering (*13th resolution*)
- Delegation of competence granted to the Board of Directors for the purpose of increasing the share capital by issuing Company shares or securities granting access to the shares of the Company or one of its subsidiaries, without preferential subscription rights for existing shareholders, via a private placement described in Article L.411-2, II of the French Monetary and Financial Code (*Code monétaire et financier*) (*14th resolution*)
- Authorisation granted to the Board of Directors, in the event of issues without preferential subscription rights carried out via public offerings or private placements, for the purpose of setting the issue price in accordance with the terms and conditions determined by the Annual General Meeting (*15th resolution*)
- Delegation of competence granted to the Board of Directors for the purpose of increasing the number of securities to be issued in the event of a capital increase carried out with or without preferential subscription rights (*16th resolution*)
- Delegation of competence granted to the Board of Directors for the purpose of increasing the share capital by capitalising reserves, profits, premiums or any other sums for which capitalisation is authorised (*17th resolution*)
- Delegation of competence granted to the Board of Directors for the purpose of issuing shares or securities granting access to the share capital, without preferential subscription rights, in the event of a public exchange offer launched by the Company (*18th resolution*)
- Delegation of powers granted to the Board of Directors, within the limit of 10% of the Company's share capital, to issue shares or securities granting access to the share capital as consideration for contributions in kind granted to the Company and comprising shares or securities granting access to shares (*19th resolution*)
- Aggregate ceiling applicable to the financial authorisations granted to the Board of Directors (*20th resolution*)
- Delegation of competence granted to the Board of Directors for the purpose of increasing the share capital without preferential subscription rights for existing shareholders, or selling the Company's own shares, for the benefit of members of a company savings plan (*21st resolution*)
- Authorisation granted to the Board of Directors for the purpose of reducing the share capital via the cancellation of own shares (*22nd resolution*)
- Amendment of the Articles of Association concerning disclosure thresholds (*23rd resolution*)
- Powers for formalities (*24th resolution*).

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 Thursday, 2 May 2019, 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 - Direction Juridique Droit des Sociétés - 1, cours Antoine Guichard - 42000 Saint-Etienne, or via email at actionnaires@groupe-casino.fr.

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 Annual General 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 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 Annual General Meeting must request an attendance card by proving he or she is 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 Friday, 3 May 2019 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 Annual General Meeting in person and who have not received an attendance card by Friday, 3 May 2019 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, 3 May 2019 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, 3 May 2019 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 Annual General 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, 4 May 2019 at 0:00 (Paris time) will not be taken into account.

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C. Procedures to follow to attend the Annual General 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.

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 Annual General Meeting (7 May 2019), 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 "Annual General 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, 6 May 2019 at 3:00 p.m. (Paris time).

The Votaccess platform will be available from Wednesday, 17 April 2019 to Monday, 6 May 2019 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 their 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, 4 May 2019.

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, "*Investors/Shareholders/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 "Annual General 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, 4 May 2019 by BNP Paribas Securities Services – CTO Service Assemblées - 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 Meeting casting a vote in favour of the adoption of draft resolutions approved by the Board of Directors.

D. Shareholders' Right to Information

All the documents covered by articles R.225-89 *et seq* of the French commercial Code will be made available to shareholders at the Company's registered office.

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

The Board of Directors