



## Chapter 5

# Corporate Governance Report

5.1. Corporate Governance Code.....	285
5.2. Composition of the Board of Directors.....	285
5.3. Governance structure .....	292
5.4. Information about corporate officers.....	295
5.5. Preparation and organisation of the Board of Directors' work.....	318
5.6. Information on the agreements mentioned in Article L. 225-37-4 of the French Commercial Code.....	335
5.7. Statutory Auditors .....	336

The Board of Directors' report on corporate governance ("Corporate Governance Report"), prepared pursuant to Article L. 225-37, last paragraph, of the French Commercial Code (*Code de commerce*), was reviewed and approved by the Board of Directors at its meeting of 13 March 2019.

The section of this Report on the composition of the Board of Directors, the diversity policy applicable to its members, the offices and positions held in any other company by each corporate officer during the financial year, the conditions applicable to the preparation and organisation of the Board's work, the choices for the way in which senior management authority is exercised, the limits that the Board of Directors has imposed on the powers of the Chairman and Chief Executive Officer, the corporate governance code to which the Company adheres, and on the agreements described in Article L. 225-37-4 of the French Commercial Code is set forth in this chapter (Chapter 5).

Chapter 6 of the Registration Document presents the principles and rules adopted by the Board for the determination of the compensation and benefits in kind granted to corporate officers as well as the components of compensation due or paid to the corporate executive officer during the financial year and the principles and criteria of his compensation for the following financial year, subject to binding ex post and ex ante shareholder votes at the Annual General Meeting pursuant to Articles L. 225-37-2 and L. 225-37-3 of the French Commercial Code.

The provisions of the Articles of Association relating to shareholder participation at shareholders' meetings and the information that could have an impact in the event of a public tender offer, pursuant to Article L. 225-37-5 of the French Commercial Code, are set forth in Chapter 9, on pages 417 and 419, respectively. The table showing outstanding delegations of authority granted at the Annual General

Meeting with respect to capital increases is presented in Chapter 7, page 362. For further information on the content of the Corporate Governance Report, please refer to the cross-reference table on page 443 of this Registration Document.

The Corporate Governance Report was prepared by the Secretary of the Board with input from the Group's Legal department. This Report was prepared on the basis of applicable law and regulations, the Afep-Medef Code revised in June 2018, the recommendations contained in the Code's guidelines updated in December 2018, the 2018 Activity Report of the High Commission on Corporate Governance (*Haut comité de gouvernement d'entreprise*), the recommendations of the French financial markets regulatory authority (*Autorité des marchés financiers* – AMF), and the recommendations of shareholders, voting consultants and non-financial rating agencies.

A draft of the Report was submitted to the Governance and Social Responsibility Committee and the Appointments and Compensation Committee on matters in their respective scopes of responsibility at their meetings prior to the review and approval by the Board of Directors.

The Statutory Auditors have stated in their report on the statutory accounts (pages 147 to 150) that said Report contains the information required of the report on corporate governance by Articles L. 225-37-3 and L. 225-37-4 of the French Commercial Code, that they attest to the accuracy and the fairness of the information provided pursuant to the provisions of Article L. 225-37-3 relating to compensation and benefits received by the corporate officers and any other commitments made in their favour, and that they have no comments on the information relating to matters that could have an impact in the event of a takeover bid or exchange offer.

## 5.1. CORPORATE GOVERNANCE CODE

In line with the Company's policy of implementing sound governance practices, the Board of Directors refers to the Afep-Medef Corporate Governance Code for listed companies (hereinafter the "Afep-Medef Code"), in particular when drafting the Report on Corporate Governance and the compensation and benefits granted to corporate officers (Chapters 5 and 6).

The Afep-Medef Code, revised in June 2018, is available on the Company's website (<http://www.groupe-casino.fr>), on the Medef website ([www.medef.com](http://www.medef.com)) and on the Afep website ([www.afep.com](http://www.afep.com)).

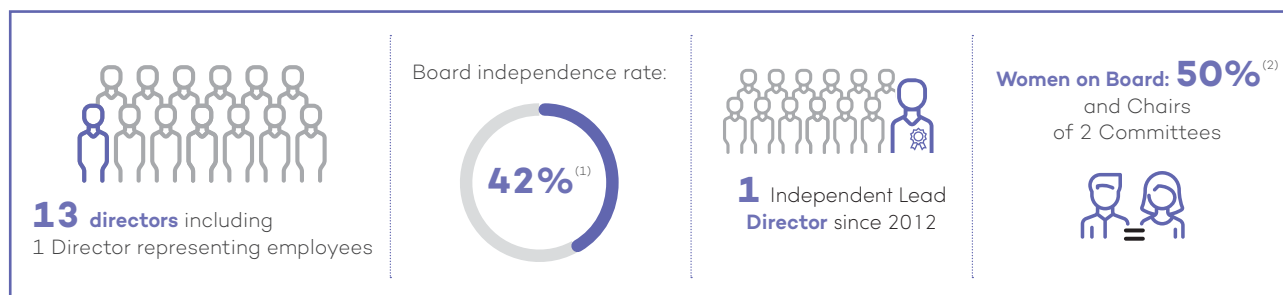
In line with this policy, the Board relies on the work of a Governance and Social Responsibility Committee whose

role with respect to social responsibility was broadened at the end of 2017. In order to protect minority shareholders of the Group's different subsidiaries and parent companies, the Board of Directors decided in 2015 to introduce a procedure for the systematic review of agreements entered into by Casino related parties, subsidiaries and parent companies, by the Audit Committee prior to their signature. The initiatives and tasks assigned in this connection to such Committees reflect the determination of the Board of Directors and Senior Management to ensure best corporate governance practices.

The Company's situation in relation to each of the recommendations of the Afep-Medef Code is presented in section 5.5.6.

## 5.2. COMPOSITION OF THE BOARD OF DIRECTORS

### 5.2.1. Composition of the Board of Directors as at 13 March 2019 (date of approval of the 2018 financial statements and adoption of the proposed resolutions)



(1) Above the one-third minimum set forth by the Afep-Medef Code. The Director representing employees is not taken into consideration for the calculation of the independence rate, in accordance with the Afep-Medef Code.

(2) Excluding the Director representing employee in accordance with Afep-Medef Code.

As at 13 March 2019, the Board of Directors seats thirteen Directors. It is comprised of twelve Directors appointed by the Annual General Meeting and one Director representing employees (appointed by the most representative union) pursuant to Article L. 225-27-1 of the French Commercial Code.

The functions of Chairman of the Board of Directors and of Chief Executive Officer are combined and Jean-Charles Naouri, the Chairman and Chief Executive Officer, is the only Director who performs executive duties.

Directors are elected for a three-year term, and memberships to the Board of Directors are renewed in part each year. The Company's Articles of Association impose a legal age limit according to which no more than one-third of the Directors may be aged over 70.

As at 13 March 2019, the members of the Board of Directors were as follows:

										Participation in Committees		
	Age/ Gender	Nationality		No. of shares	No. of directorships of listed companies <sup>(2)</sup>	Independence	First term of office	Term expires	Years on the Board	Audit	Governance and Social Responsibility	Appointments and Compensation
Executive Corporate Officer												
Jean-Charles Naouri <sup>(1)</sup> <i>Chairman and Chief Executive Officer</i>	70/H			376 <sup>(3)</sup>	-		2003	2019	16			
Directors												
Nathalie Andrieux	53/F			375	1	<input checked="" type="checkbox"/>	2015	2021	4		M	C
Diane Coliche <sup>(1)</sup> <i>Representative of Matignon Diderot, Director</i>	41/F			42,185	-		2016	2019	3			
Jacques Dumas <sup>(1)</sup> <i>Representative of Euris, Director</i>	66/H			61,368	-		2015	2020	4			
Christiane Féral-Schuhl	61/F		 	674	-	<input checked="" type="checkbox"/>	2017	2020	2		M	
Laure Hauseux	56/F			700	-	<input checked="" type="checkbox"/>	2018	2021	1	M		
Sylvia Jay	72/F			400	1	<input checked="" type="checkbox"/>	2012	2021	7			M
Didier Lévêque <sup>(1)</sup> <i>Representative of Finatis, Director</i>	57/H			275	-		2008	2019	11			
Catherine Lucet <i>Lead Director</i>	60/F			445	-	<input checked="" type="checkbox"/>	2011	2021	8	M		C
David de Rothschild	76/H			400	-		2003	2020	16			M
Frédéric Saint-Geours	68/H			350	-		2006	2020	13	C	M	
Michel Savart <sup>(1)</sup> <i>Representative of Foncière Euris, Director</i>	56/H			22,158	-		2011	2020	8			
Director representing employees												
Gilbert Delahaye <i>Director representing employees</i>	63/H			2,144	-	N/A	2017	2020	2			M

(1) Representing the controlling shareholder.

(2) Excluding Casino/Euris (Euris and its subsidiaries, and Casino, Guichard-Perrachon and its subsidiaries).

(3) The Chairman and Chief Executive Officer also exercises majority control over the Company through Euris (see Chapter 7, "Controlling Shareholder").

C: Chair

M: Member

Henri Giscard d'Estaing, Gilles Pinoncély and Gérard de Roquemaurel participate in Board Meetings in their capacity as non-voting Directors elected for a three-year term (see section 5.2.6 Non-voting Directors below).

Pursuant to the Board's Internal Rules, each Director appointed at the Annual General Meeting is required to own registered shares the value of which is equivalent to at least one year's worth of directors' fees. This requirement does not apply to the Director representing employees, as provided by law.

### 5.2.2. Board diversity policy

The Board of Directors aims to apply the principles laid down in the Afep-Medef Code with respect to its members. Assisted by its Governance and Social Responsibility Committee and its Appointments and Compensation Committee, it periodically reviews its size, structure and membership, and performs a similar review of its Committees. New candidates and re-appointments, which are submitted for approval at shareholders' meetings, take into account the findings of the review into the Board's functioning and are the subject of recommendations by the Appointments and Compensation Committee. Since June 2017, employee representation on the Board has been organised in accordance with applicable law and the provisions of the Company's Articles of Association.

The size of the Board is deemed appropriate. The Board pursues the objectives of maintaining the diversity and complementarity of the technical skills and experience, gender parity, and a proportion of independent Directors greater than the one-third threshold recommended by the Afep-Medef Code for companies having a controlling shareholder, which is the case with the Company. The Group also seeks increased representation by non-French professionals and experts in the Retail sector.

The appointment of Directors and the renewal of their terms of office are proposed to maintain or achieve such balance and ensure expertise consistent with the Group's business and growth strategy (food retail in France and Latin America,

food and non-food e-commerce and related services, commercial real property, CSR improvement programmes, multi-channel strategy and digital innovation) and the technical tasks given to the Board's Committees. Other important factors are their willingness to be part of the Group's growth, their commitment to the Group's ethical standards and social responsibility programme, in addition to their availability in light of the frequency of Board and Committee meetings.

No objective is set in terms of age, except for compliance with the statutory age limit for holding office as a Director. The Board gives priority to ensuring that its members have a wealth of experience and complementary expertise.

The renewal of terms of office and appointments proposed at shareholders' meetings, as well as changes in the Committees, are consistent with the implementation of this policy (see paragraphs 5.2.3 and 5.2.4 below).

New candidates are proposed by independent consulting firms based on the criteria, profiles and areas of expertise specified by the Board and its Committees, and are reviewed by the Appointments and Compensation Committee. The Lead Director and the Chairman and Chief Executive Officer also participate in the selection process.

The resulting diversity of skills on the Board is described in paragraph 5.2.7 below.

### 5.2.3. Changes to the composition of the Board in 2018

Annual General Meeting of 15 May 2018	Expired term	Renewed term	Appointments
	Nathalie Andrieux <sup>(1)</sup>	Nathalie Andrieux <sup>(1)</sup>	Laure Hauseux <sup>(1)</sup>
	Sylvia Jay <sup>(1)</sup>	Sylvia Jay <sup>(1)</sup>	Gérald de Roquemaurel
	Catherine Lucet <sup>(1)</sup>	Catherine Lucet <sup>(1)</sup>	(Non-Voting Director)
	Finatis (Didier Lévêque)	Finatis (Didier Lévêque)	
	Gérald de Roquemaurel <sup>(2)</sup>		

(1) Independent members.

(2) No longer qualified as independent as from the Annual General Meeting of 15 May 2018. Resignation effective on the date of the Annual General Meeting of 15 May 2018 in order to keep the Board's present size and maintain a balanced representation of independent Directors.

#### APPOINTMENT OF A NEW INDEPENDENT DIRECTOR

The Annual General Meeting of 15 May 2018 approved all proposals to elect and re-elect Directors submitted to the meeting, including the election of a new Independent Director, Laure Hauseux, who contributes to the Board her

financial expertise and experience of the retail sector. She joined the PPR group in 1997, holding the position of Group Financial Controller and then Store Manager with Fnac, before becoming CFO of Printemps and later Deputy CEO of Conforama Italy. She was Deputy General Manager of Virgin Stores from 2010 to 2013, then CEO of international audit and consulting firm GAC Group from 2014 to 2017.



The procedure for selecting candidates was conducted by the Appointments and Compensation Committee, with support from an independent consulting firm, on the basis of the following search criteria reflecting the recommendations previously made by the Governance and Social Responsibility Committee and the Board of Directors:

- exposure to the retail market;
- financial expertise necessary to sit on the Audit Committee after the Annual General Meeting;
- knowledge of the French, European and, where possible, LATAM markets.

The Board thus ensured that it has within its ranks the complementary experience and appropriate skills required for the Company's business and the Committees' work. It also ensured that Laure Hauseux met all of the independence criteria laid down in the Afep-Medef Code, that there were no conflicts of interest and that she had enough time to fulfil her duties.

## DIVERSITY AND BOARD INDEPENDANCE

During the previous year, the appointment of a new Independent Director, Christiane Féral-Schuhl, a French and Canadian citizen, a barrister and former Chair of the Paris Bar Association, with significant expertise in new technologies, IT and information systems law, and communication and intellectual property law, met the Board's diversity objectives in that it has added specialised legal expertise to the Board that is adapted to the Group's business and to the continuous improvement of its social responsibility programme.

After the close of the 2018 Annual General Meeting, 50% of Board members were women (6/12 excluding the Director representing employees, in accordance with the law) versus 42% previously, i.e., above the minimum 40% threshold set

by the Afep-Medef Code and French Law No. 2011-103 of 27 January 2011. The proportion of independent Board members was 42% (excluding the Director representing employees in accordance with the Afep-Medef Code), i.e., above the one-third threshold recommended by the Afep-Medef Code for companies with a controlling shareholder, which is the case with the Company. The Board includes one member who is a foreign national and another who has dual nationality.

The Board has expertise consistent with the Group's business and growth strategy and with the technical tasks given to the Board's Committees. The findings on Director independence and the diversity of skills within the Board are presented in paragraphs 5.2.5 and 5.2.7 below.

## APPOINTMENT OF A NEW LEAD DIRECTOR AND CHANGES IN THE COMPOSITION OF COMMITTEES OF THE BOARD IN 2018

At the close of the Annual General Meeting of 15 May 2018, having noted that Frédéric Saint-Geours no longer qualified as an Independent Director because he had served on the Board for the maximum 12-year period specified in the Afep-Medef Code, the Board designated Catherine Lucet, Independent Director and Chair of the Audit Committee since 2015, to succeed him as Lead Director and Chair of the Governance and Social Responsibility Committee (see section 5.3.1 The Chairman and Chief Executive Officer – Role of the Lead Director, below).

Membership on the Committees was changed more extensively to reflect the experience and skills needed for the Committees' work and the rules relating to representation of independent Directors recommended in the Afep-Medef Code and applied by the Company:

	Audit Committee	Governance and Social Responsibility Committee	Appointments and Compensation Committee
Prior to the Annual General Meeting of 15 May 2018	Catherine Lucet <sup>(1)</sup> (Chair) Frédéric Saint-Geours <sup>(1)</sup> Gérald de Roquemaurel <sup>(1)</sup>	Frédéric Saint-Geours <sup>(1)</sup> (Chairman and Lead Director) Sylvia Jay <sup>(1)</sup> David de Rothschild	Gérald de Roquemaurel <sup>(1)</sup> (Chairman) Nathalie Andrieux <sup>(1)</sup> Gilbert Delahaye <sup>(2)</sup> Jacques Dumas
After the Annual General Meeting of 15 May 2018	Frédéric Saint-Geours (Chairman) Laure Hauseux <sup>(1)</sup> Catherine Lucet <sup>(1)</sup>	Catherine Lucet <sup>(1)</sup> (Chair and Lead Director) Nathalie Andrieux <sup>(1)</sup> Christiane Féral-Schuhl <sup>(1)</sup> Frédéric Saint-Geours	Nathalie Andrieux <sup>(1)</sup> (Chair) Gilbert Delahaye <sup>(2)</sup> Sylvia Jay <sup>(1)</sup> David de Rothschild

(1) Independent members.

(2) Director representing employees.

Frédéric Saint-Geours was appointed Chairman of the Audit Committee for a transitional period.

## 5.2.4. Composition of the Board of Directors submitted to the Annual General Meeting of 7 May 2019

Annual General Meeting of 7 May 2019	Term expires	Renewed term	New term
	Jean-Charles Naouri Finatis (Didier Lévêque) Matignon Diderot (Diane Coliche) Gilles Pinoncély (Non-Voting Director)	Jean-Charles Naouri Finatis (Didier Lévêque) Matignon Diderot (Diane Coliche) Gilles Pinoncély (Non-Voting Director)	-

The following Directors whose terms expire at the close of the Annual General Meeting of 7 May 2019 are proposed for re-election: Jean-Charles Naouri, Chairman and Chief Executive Officer, Finatis, Director representing the controlling shareholder, currently represented by Didier Lévêque, and Matignon-Diderot, Director representing the controlling shareholder, currently represented by Diane Coliche. The directorship of Finatis was renewed for one year in 2018, to facilitate a more regular renewal of Directors, as provided in Article 16-I of the Articles of Association.

The Directors' biographical details are presented on pages 295 and following.

The functions of Chairman of the Board of Directors and Chief Executive Officer, which were combined by the Board of Directors at its meeting dated 21 March 2005, have since been exercised by Jean-Charles Naouri, controlling shareholder of the Group and the sole senior executive

corporate officer of the Company (see section 5.3.1 The Chairman and Chief Executive Officer, below).

In these conditions, subject to approval of these proposals at the Annual General Meeting, the Board would therefore remain unchanged at the close of the Meeting.

A proposal is also being submitted to the Annual General Meeting to re-elect Gilles Pinoncély, a member of the Guichard family, as a Non-Voting Director so that the Board may continue to have the benefit at its meetings of his expertise and great knowledge of the Group, its operations, and of the retail sector. Given the age limit applying to non-voting Directors, Gilles Pinoncély's term of office will expire prematurely at the Annual General Meeting called to approve the 2020 financial statements. After the Annual General Meeting, the Board would have two non-voting members, as Henri Giscard d'Estaing is not being proposed for re-election as a Non-Voting Director (see section 5.2.6. Non-voting Directors, below).

## 5.2.5. Independent Directors

In accordance with Afep-Medef Code recommendations, during the annual review of its composition, at its meeting on 13 March 2019 the Board of Directors analysed the representation of independent Directors on the basis of the proposals of the Appointments and Compensation Committee.

Relying on the definition contained in the Afep-Medef Code, the Board considered that a Director is independent when he or she has no relationship of any kind whatsoever with the Company, its Group or the management of either that could compromise the independence of his or her judgement.

The independence of each Director serving on the Board after the Annual General Meeting of 7 May 2019 (provided the proposed resolutions concerning re-elections of Directors are approved) has been assessed in relation to all of the independence criteria in the Afep-Medef Code. These criteria are as follows:

- criterion 1: not be an employee or senior executive corporate officer of the Company, or an employee, senior executive corporate officer, or Director of a company within the Company's consolidation scope, or of the Company's parent or a company within said parent's consolidation scope, and not have held any of said positions in the previous five years;

- criterion 2: not be a senior corporate officer of a company in which the Company holds a directorship, directly or indirectly, or in which an employee appointed as such or a senior executive corporate officer of the Company (currently in office or having held such office for less than five years) is a Director;
- criterion 3: not be (or be related either directly or indirectly to anyone who is) a customer, supplier, investment banker or commercial banker material to the Company or its Group, or that generate a material portion of its business with the Company or the Group;
- criterion 4: not have any close family ties to a corporate officer;
- criterion 5: not have been a Statutory Auditor of the Company during the previous five years;
- criterion 6: not have been a Director of the Company for more than 12 years (a Director no longer qualifies as independent once the 12-year threshold is reached);
- criterion 7: not to be a senior non-executive corporate officer of the Company who receives variable compensation in cash or in the form of shares or any compensation linked to the performance of the Company or the Group;
- criterion 8: not be and not control or represent a shareholder that owns, either alone or together with others, over 10% of the shares or 10% of the voting rights at Company shareholders' meetings.

The Board has carefully reviewed material business ties, as it does each year (Criterion 3). When business flows or relationships have been identified between the Company or Group and companies in which Directors who qualify as independent hold positions or directorships, a number of qualitative and/ or quantitative factors are generally taken into account by the Board to confirm their independence, including the non-materiality of the transactions for each of the parties, the fact that the Director does not hold an executive position within the company or group concerned or does not have a stake in managing the relationship and that the business relationship pre-dates his or her appointment to the Company's Board.

The Board of Directors has confirmed its analysis of the independence of Nathalie Andrieux, Christiane Féral-Schuhl, Sylvia Jay, Laure Hauseux and Catherine Lucet with regard to the Company or its Group and confirmed that none of them has any direct or indirect business ties with the Company or its Group that might compromise their freedom of judgement.

As a reminder, the assignment entrusted to Nathalie Andrieux in 2017, in respect of which the Board authorised payment of compensation that was subject to the approval procedure applicable to related-party agreements, was both exceptional and non-recurring.

With regard to Catherine Lucet, the Board has confirmed its assessment that the business ties between the Editis/Nathan group, of which she is a corporate executive officer, and the Casino Group in France are unlikely to compromise her independence with respect to matters discussed by the Board, nor are they likely to give rise to conflicts of interest. These business ties largely precede her appointment to Casino's Board. All transactions are

on arm's-length terms and no potential conflict of interest has ever been flagged. The Casino Group deals with over 30,000 approved suppliers and, moreover, these types of purchases are managed independently by a dedicated subsidiary, Achats Marchandises Casino (AMC), or by the operating subsidiaries. After reviewing the parties' respective purchase and sale volumes with each other (which are not disclosed for trade secrecy reasons) compared to their total purchases and sales, as reviewed by the Appointments and Compensation Committee, the Board of Directors found that the transaction volumes were not material for either party.

Catherine Lucet also stated that she has never, since the beginning of her directorship, been the subject of a conflict of interest and that, should any such conflict arise, she would refrain from taking part in any Board discussion or decision involving either of these companies in accordance with the Board's Internal Rules.

As in preceding years, David de Rothschild does not qualify as independent owing to the material business relationships he has with the Group and/or its executives. On the basis of length of service provided in the Afep-Medef Code, Frédéric Saint-Geours ceased to qualify as an Independent Director as from the 2018 Annual General Meeting, having at that time served for twelve years.

The number of Directors representing the controlling shareholder remains at five: Jean-Charles Naouri, Chairman and Chief Executive Officer, Jacques Dumas, Didier Lévêque, Michel Savart, and Diane Coliche, and they do not hold the majority of votes on the Board of Directors. The following table shows the extent to which each member of the Board of Directors fulfilled independence criteria after the Annual General Meeting of 7 May 2019:

Directors	Criterion 1	Criterion 2	Criterion 3	Criterion 4	Criterion 5	Criterion 6	Criterion 7	Criterion 8	Qualification
Nathalie Andrieux	yes	yes	yes	yes	yes	yes	yes	yes	Independent
Christiane Féral-Schuhl	yes	yes	yes	yes	yes	yes	yes	yes	Independent
Laure Hauseux	yes	yes	yes	yes	yes	yes	yes	yes	Independent
Sylvia Jay	yes	yes	yes	yes	yes	yes	yes	yes	Independent
Catherine Lucet	yes	yes	yes	yes	yes	yes	yes	yes	Independent
Frédéric Saint-Geours	yes	yes	yes	yes	yes	no	yes	yes	Not Independent
David de Rothschild	yes	yes	no	yes	yes	no	yes	yes	Not Independent
Jean-Charles Naouri <sup>(1)</sup>	no	yes	yes	yes	yes	no	yes	no	Not Independent
Diane Coliche, representing Matignon Diderot <sup>(1)</sup>	no	yes	yes	yes	yes	yes	yes	no	Not Independent
Jacques Dumas, representing Euris	no	yes	yes	yes	yes	yes	yes	no	Not Independent
Didier Lévêque, representing Finatis <sup>(1)</sup>	no	yes	yes	yes	yes	yes	yes	no	Not Independent
Michel Savart, representing Foncière Euris	no	yes	yes	yes	yes	yes	yes	no	Not Independent
Gilbert Delahaye, Director representing employees <sup>(2)</sup>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

<sup>(1)</sup> Director proposed for re-election at the Annual General Meeting called on 7 May 2019.

<sup>(2)</sup> Pursuant to the Afep-Medef Code, the Director representing employees is not included when calculating the independence rate.



After the Annual General Meeting of 7 May 2019, called to propose the re-election of existing Directors, five out of twelve of the Directors serving on the Board of Directors

will qualify as independent – equivalent to 42% – which exceeds the one-third proportion recommended by the Afep-Medef Code for controlled companies.

## 5.2.6. Non-voting Directors

Non-voting Directors, elected for three-year terms, attend Board meetings in an advisory capacity only. They express opinions or make observations that they deem appropriate. No more than five non-voting Directors may sit on the Board. The age limit for serving as a non-voting Director is 80.

Gérald de Roquemaurel was appointed as a non-voting Director at the Annual General Meeting of 15 May 2018 after serving as a Company Director for 12 years.

Henri Giscard d'Estaing and Gilles Pinoncély were appointed non-voting Directors at the Annual General Meeting of 13 May 2016 after serving as Company Directors for 12 and 13 years, respectively. Only Gilles Pinoncély will be

proposed for re-election at the Annual General Meeting of 7 May 2019. Given the statutory age limit, his term of office will expire at the Annual General Meeting to approve the financial statements for the financial year ending December 31, 2020.

As non-voting Directors on the Board of Directors, their expertise and extensive knowledge of the Group, its operations, and the retail sector enriches debate and discussion between the Directors. At the Audit Committee's request, Gilles Pinoncély is invited to attend Audit Committee meetings where he provides opinions or observations based on his significant expertise in the operations side of business.

## 5.2.7. Diversity of skills on the Board

The Board offers a diversity of skills, as follows:

	Commerce Retail	Digital / Technologie / Medias	Finance	Real Property / Asset management	Industry / Transportation / Tourism	Law	Social Responsibility	International experience	Experience in the general management
Nathalie Andrieux <sup>(1)</sup>	*	*	*					*	*
Diane Coliche	*			*				*	
Gilbert Delahaye <sup>(2)</sup>				*			*		
Jacques Dumas	*		*	*		*			*
Christiane Féral-Schuhl <sup>(1)</sup>		*				*	*	*	
Laure Hauseux <sup>(1)</sup>	*		*		*			*	*
Sylvia Jay <sup>(1)</sup>	*		*					*	*
Didier Lévêque			*	*					*
Catherine Lucet <sup>(1)</sup>	*	*	*					*	*
David de Rothschild			*					*	*
Michel Savart			*	*				*	*
Frédéric Saint-Geours	*		*		*			*	*
Henri Giscard d'Estaing <sup>(3)</sup>	*		*		*			*	*
Gilles Pinoncély <sup>(3)</sup>	*								*
Gérald de Roquemaurel <sup>(3)</sup>		*	*					*	*

(1) Independent member.

(2) Director representing employees.

(3) Non-voting Directors.

The directorships, other positions and expertise of the members are described in detail below in section 5.5 "Information about corporate officers".

## 5.3. GOVERNANCE STRUCTURE

### 5.3.1. The Chairman and Chief Executive Officer

Since the decision of the Board of Directors at its meeting of 21 March 2005 to combine the functions of Chairman of the Board of Directors and Chief Executive Officer and attribute them to the one person, said functions have been performed by Jean-Charles Naouri, controlling shareholder of the Group and the sole executive corporate officer of the Company.

After Jean-Charles Naouri was re-appointed as Director at the Annual General Meeting of 13 May 2016, the Board of Directors decided to maintain this combination of functions as it was considered well suited to a company with a sole controlling shareholder and to re-appoint Jean-Charles Naouri as Chairman and Chief Executive Officer.

Immediately after the Annual General Meeting of 7 May 2019, at which shareholders will be asked to re-elect Jean-Charles Naouri as a Director and provided that he is re-elected, the Board of Directors will be asked to vote on the proposal to keep the positions of Chairman and Chief Executive Officer combined and to re-appoint Jean-Charles Naouri to this dual role, in line with the unanimous recommendations of the Governance and Social Responsibility Committee and the Appointments and Compensation Committee, and with the unanimous support of the independent Directors.

The Board considers that the Group's strategic and financial challenges represent a compelling argument in favour of continuing to combine the roles of Chairman and Chief Executive Officer in a highly-competitive, fast-changing environment, as this governance structure makes decision-making processes more efficient by strengthening the link between strategic planning and implementation.

#### BALANCED GOVERNANCE

In accordance with the Chairman and Chief Executive Officer's wishes, Senior Management's powers were restricted and an Independent Lead Director was elected to ensure, in particular, that the combined duties of Chairman of the Board of Directors and Chief Executive Officer are performed in compliance with the principles of sound governance. As a result, the role of Lead Director was created as of 11 May 2012 and has been entrusted since then to an Independent Director (see sections 5.3.3 and 5.5.3 below).

The sound practices favouring balanced governance are listed in the Board's internal rules, and are mainly the following:

- the existence of specialised Committees that prepare the Board's work and the chairmanship of which must be entrusted to an Independent Director: the Audit Committee, the Appointments and Compensation Committee, and the Governance and Social Responsibility Committee whose social responsibility duties were extended at the end of 2017;
- compliance with the Afep-Medef Code's recommendations concerning the proportion of independent Directors on the Board of Directors and on the Committees;
- monitoring of significant or strategic transactions, or the study of specific matters, entrusted to the Audit Committee or *ad hoc* committees consisting of independent Directors who may seek advice from independent experts;
- holding a meeting of independent Directors at least once a year to discuss any subject. These meetings, chaired by the Lead Director, provide an opportunity to conduct an annual review of the functioning of the Board and to monitor implementation of the suggestions resulting from the review;
- the Independent Lead Director's work in preventing and managing conflicts of interest and his or her role vis à vis independent Directors;
- implementing procedures to strictly manage conflicts of interest, the ability of the Governance and Social Responsibility Committee to examine any exceptional issue that could potentially give rise to a conflict of interest and the procedure for reviewing agreements between related parties, entrusted since 2015 to the Audit Committee in addition to the review of related-party agreements and related independent expert advice issued in that respect (see section 5.5.5. Rules of Conduct – Conflicts of Interest – Protection of Minority Shareholders below);
- periodic review of the Board's internal rules and the Committees' charters, and modification of their provisions, where required.

### 5.3.2. Restrictions on the Powers of the Chief Executive Officer – Powers of the Board of Directors

Article L. 225-56 of the French Commercial Code gives the Chief Executive Officer unlimited powers to act on the Company's behalf in all circumstances. He exercises his powers within the scope of the corporate purposes and subject to those powers specifically vested by law in the shareholders at shareholders' meetings or in the Board of Directors. The Chief Executive Officer represents the Company in its dealings with third parties.

Consistent with the principles of sound corporate governance, the Chairman wished certain management transactions to be submitted to the Board for prior approval in view of the type of transaction and/or the amounts involved. Thresholds have been fixed so as to reserve the most important transactions to the Board of Directors, in accordance with law and the principles of good corporate governance.

Specifically, the Chief Executive Officer is required to obtain the Board's prior authorisation for the following:

- any transaction that could potentially affect the strategy of the Company and its controlled subsidiaries, their financial structure or scope of business, particularly entering into or terminating industrial and commercial agreements that could significantly impact the Group's future development;
- any transaction, when it exceeds €500 million and, in particular:
  - any subscription for or purchase of securities, any immediate or deferred investment in any grouping or company or business venture,
  - any contribution or exchange of assets, with or without additional compensation, concerning goods, rights, or securities,
  - any acquisition of real property or real property rights,
  - any purchase or sale of receivables, acquisitions or divestments of goodwill or other intangible assets,
  - any issue of securities by directly or indirectly controlled companies,
  - granting or obtaining loans, borrowings, credit facilities or short-term advances,
  - any settlement of or compromises to settle legal disputes,
  - any disposal of real property or real property rights,
  - any full or partial divestments of equity interests,
  - granting of any lien, security interests, sureties, and guarantees.

As an exception to the above rules, however, the Chief Executive Officer may, on an exceptional basis and after seeking the opinion of the Audit Committee, perform any transaction not exceeding 15% of consolidated equity as measured at the previous fiscal year-end. The Chief Executive Officer must report on any such transaction at the next Board of Directors' meeting.

These provisions apply to transactions performed directly by the Company and by all entities the Company directly or indirectly controls, except for intragroup transactions.

In addition, the Chief Executive Officer is also given specific authorisations each year to issue and enter into all types of guarantees and carry out financing transactions. These

authorisations are renewed each year on the recommendation of the Governance and Social Responsibility Committee, and were most recently renewed in December 2017 for 2018.

Under these authorisations, the Chief Executive Officer may issue security interests, collateral, or guarantees to third parties in the Company's name on behalf of third parties for up to €1.5 billion per year and €500 million per commitment.

The Chief Executive Officer may also negotiate, accept and/or roll over, extend or renew loans, confirmed credit lines and syndicated and non-syndicated financing facilities for up to €3.5 billion per year and €500 million per transaction.

In addition, given the seasonality of the business, the Chairman and Chief Executive Officer is authorised to negotiate, accept, roll over, extend or renew cash advances for up to €1 billion.

The Chief Executive Officer may also issue bonds or other debt securities (other than commercial paper) under the EMTN programme or otherwise for up to €3.5 billion, decide the terms and conditions of any such issues and carry out all related market transactions. He may also issue commercial paper for a maximum of €2 billion.

He is also authorised to buy back and redeem outstanding debt securities in an annual nominal amount of €1 billion and decide on the terms and conditions.

As well as these specific annual authorisations, the Chief Executive Officer may act in the Company's name to guarantee all commitments given by Casino Finance on behalf of third parties in respect of:

- the implementation of bond issues, including those under Casino Finance's EMTN programme, commercial paper issues and/or issues of other debt securities, and the signature of loan agreements for all borrowings, confirmed lines of credit, financing facilities and short term advance facility agreements within the same annual limits and limits per transaction defined above for the annual authorisations;
- foreign currency transactions and derivative transactions covered by an ISDA master agreement or an FBF agreement signed by Casino Finance, up to €100 million per bank and €1.2 billion in total.

### 5.3.3. Role of the Lead Director

In accordance with Article 13 of the Board of Directors' Internal Rules, the Lead Director is elected from among the independent members of the Governance and Social Responsibility Committee on the proposal of the Chairman and Chief Executive Officer and upon review by the Appointments and Compensation Committee. The Lead Director ensures that the Company's governance structure is balanced and that combining the roles of Chairman and Chief Executive Officer does not have an adverse impact on

the proper functioning of the Board, in terms of such matters as the information given to Directors, the inclusion of items on the agenda and organisation of Board discussions and votes. He or she also plays an essential role in preventing and managing conflicts of interest.

Catherine Lucet has served as Lead Director since 15 May 2018, replacing Frédéric Saint-Geours who no longer qualified as an Independent Director due to strict application of the 12-year service criterion of the Afep-Medef Code.

She is also Chair of the Governance and Social Responsibility Committee, which is responsible for monitoring and implementing best governance practices, and may submit to the Committee any issues that arise during the performance of her duties as Lead Director. She may attend meetings of Committees of which she is not a member and have access to all their work and to information that is made available to them.

She chairs meetings of independent Directors, which provide an opportunity to discuss any subjects they may suggest and to conduct an annual review of the functioning of the Board.

### 5.3.4. Executive Committee

Under the authority of the Chairman and Chief Executive Officer, the Executive Committee is responsible for the day-to-day management of the Group's operations. It implements the Group's strategy as defined by the Board of Directors and the Chief Executive Officer. Responsible for strategic thinking, as well as coordinating, sharing, and monitoring cross-functional projects, it ensures that action plans implemented by all its subsidiaries and operating divisions are consistent with one other and, in that respect, can take any necessary decisions. It monitors the Group's results and financial position and draws up the Group's overall business plans. The Committee meets once a month.

The Executive Committee has twelve members, including the Chairman and Chief Executive Officer, the Chief Executive Officers of the Group's main subsidiaries and Directors of the corporate functions:

- Jean-Charles Naouri, Chairman and Chief Executive Officer;
- Stéphane Brunel, Executive Director, Performance Management and Strategic Planning;
- Hervé Daudin, Executive Director, Merchandise Director and Chairman of Achats Marchandises Casino;
- Peter Paul Estermann, Chief Executive Officer of GPA (Brazil);
- Franck-Philippe Georgin, General Secretary, Executive Committee Secretary;
- Carlos Mario Giraldo Moreno, Chairman and Chief Executive Officer of the Éxito Group (Colombia);
- Julien Lagubeau, Chief Operating Officer;
- David Lubek, Chief Financial Officer;
- Jean-Paul Mochet, Chief Executive Officer of Franprix;
- Tina Schuler, Chief Executive Officer of Leader Price, Casino Supermarchés, Géant Casino and Casino Proximités;
- Régis Schultz, Chairman of Monoprix;
- Arnaud Strasser, Executive Director, Corporate Development and Holdings; Vice Chairman of GPA.

She is also a member of the Audit Committee, which she chaired between 7 July 2015 and 15 May 2018. The Audit Committee is also responsible for examining or monitoring material or strategic transactions, examining specific issues and – since 2015 – reviewing the agreements between related parties (see section 5.5.5. Rules of Conduct – Conflicts of Interest – Protection of Minority Shareholders).

The activity report of the two successive Lead Directors for 2018 is set forth on page 329 (see section 5.5.3 below).

### GENDER BALANCE ON MANAGEMENT COMMITTEES AND DIVERSITY IN THE MOST SENIOR MANAGEMENT POSITIONS

The Group's long-standing human resources development policies, covering such areas as hiring, training, support, mentoring, career management and cross-functional mobility, are designed to foster and develop diverse potentials, without discriminating against potential candidates – women in particular – in order to prepare succession plans to take over from Senior Management when the time comes.

All of the initiatives deployed each year aim notably to improve over time the gender balance on the Business Units' management committees and in the Group Executive Committee.

Senior Management tracks the main indicators concerning the women employed in the Business Units in order to ensure that gender balance and fairness are embedded in career advancement opportunities. The review is based on consolidated indicators produced as of 30 June and 31 December of each year. The indicators notably measure the change in the proportion of top management positions (corresponding to the top two levels in the management hierarchy represented by senior executives and Senior Management) held by women and the proportion of women members of the management committees in France.

As of 31 December 2018, the proportion of women was 27% for top management and 31% for the 12 management committees of the Business Units in France and the Upstream (merchandise and supply chain) functions. Currently, of the thirteen members of the Group Executive Committee only one is a woman (8%). Her responsibilities are very broad, covering five Business Units in France.

These indicators provide a basis for assessing the results of efforts to increase the proportion of women holding the top 10% of senior management positions in France as of 31 December 2018.

## 5.4. INFORMATION ABOUT CORPORATE OFFICERS

### JEAN-CHARLES NAOURI

Chairman and Chief Executive Officer  
(proposed for re-election)

#### Born

8 March 1949

Nationality: French

#### Business address

1, cours Antoine Guichard – 42000 Saint-Étienne, France

Number of Casino shares held: 376

#### Expertise and experience

A graduate of *École normale supérieure* (majoring in Science), Harvard University and *École nationale d'administration*, Jean-Charles Naouri, an *Inspecteur général des finances*, began his career at the French Treasury. He was appointed Chief of Staff for the Minister of Social Affairs and National Solidarity in 1982, then Chief of Staff for the Minister of the Economy, Finance and Budget in 1984. In 1987, he founded Euris, which became the controlling shareholder of Rallye in 1991 and then of Casino in 1998. Jean-Charles Naouri has been Chairman and Chief Executive Officer of Casino since March 2005.

#### Main executive positions

Chairman and Chief Executive Officer of Casino, Guichard-Perrachon (listed company)

Chairman of Euris

#### Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Director	4 September 2003	AGM of 7 May 2019
Chairman of the Board of Directors	4 September 2003	AGM of 7 May 2019
Chief Executive Officer	21 March 2005	AGM of 7 May 2019

#### Other directorships and positions held in 2018 and as of 13 March 2019

With the Casino Group/Euris	Outside the Casino Group/Euris
<ul style="list-style-type: none"> <li>Chairman of the Board of Directors and Director of Rallye (listed company);</li> <li>Chairman and Member of the Board of Directors of Companhia Brasileira de Distribuição (listed company – Brazil);</li> <li>Vice Chairman and Director of Fondation d'Entreprise Casino;</li> <li>Chairman of Fondation Euris.</li> </ul>	<ul style="list-style-type: none"> <li>Director and Member of the Selection, Appointments and Compensation Committee of Fimalac;</li> <li>Honorary Chairman and Director of <i>Institut de l'École normale supérieure</i>.</li> </ul>

#### Other directorships and positions held in the past five years (excluding those listed above)

<ul style="list-style-type: none"> <li>Chairman and Chief Executive Officer of Casino Finance;</li> <li>Chairman and Member of the Board of Directors of Cnova N.V. (listed company – Netherlands);</li> <li>Chairman and Member of the Board of Directors of Wilkes Participações (Brazil);</li> <li>Member of the Supervisory Board of Monoprix SA;</li> <li>Chairman of "Promotion des Talents", a non-profit organisation.</li> </ul>
---



**NATHALIE ANDRIEUX***Independent Director***Born**

27 July 1965

Nationality: French

**Business address**

171, rue de l'Université – 75007 Paris, France

**Number of Casino shares held:** 375**Expertise and experience**

Nathalie Andrieux is a graduate of *École supérieure d'informatique* (Sup'Info) and ESCP Europe. She joined La Poste Group (French Postal Service) in 1997, was appointed Chief Executive Officer of Média Poste in 2004 and Chair of the Board 2009. She became Chair of the Board of La Poste Numérique in 2012, a position she held until March 2015. Previously, she held various positions in the Banque Populaire group, Casden (1993-1997) and Bred (1990-1993). Since 2 April 2018, she has been Chief Executive Officer of Geolid, a communication and digital referencing company.

**Main executive position**

Chief Executive Officer of Geolid

**Directorships and other positions within the Company**

Position/Duties	Date of appointment	Term of office ends
Independent Director	12 May 2015	AGM to be held in 2021
Member of Appointments and Compensation Committee	7 July 2015	AGM to be held in 2021
Chair of Appointments and Compensation Committee	15 May 2018	AGM to be held in 2021
Member of Governance and Social Responsibility Committee	15 May 2018	AGM to be held in 2021

**Other directorships and positions held in 2018 and as of 13 March 2019****Outside the Casino Group**

- Member of the Supervisory Board and Member of the Audit Committee of Lagardère (listed company);
- Chair of the Board of Directors of ENSCI-Les Ateliers\*;
- Non-executive member of the Strategy Committee of Groupe Open (listed company).

**Other directorships and positions held in the past five years (excluding those listed above)**

- Chair of Mediapost Holding;
- Director of Docapost, Maileva and Mix Commerce;
- Member of the Strategy Committee of Cabestan, Matching, Mediapost, Media Prisme, Mediapost Publicité and SMP;
- Member of the Investment Committee of Xange Capital 2;
- Member of the Supervisory Board of La Banque Postale and Xange Private Equity;
- Member of the Strategy Committee of La Banque Postale and Idenum;
- Member of the National Digital Committee (French Conseil National du Numérique);
- Member of the Scientific Board of Institut Mines Telecom.

\* Term expires in 2019.

**GILBERT DELAHAYE***Director representing employees***Born**

15 September 1955

Nationality: French

**Business address**

1, cours Antoine Guichard – 42000 Saint-Étienne, France

**Number of Casino shares held:** 2,144**Expertise and experience**

Gilbert Delahaye has a university degree in technology, with a specialisation in marketing and sales and has spent his entire career with Casino. Joining the Group on 1 January 1979 as Sales Director of Proximité (convenience stores), he became Management Controller in 1982, a position he held until 1986. He was Administrative and Financial Director for supermarket franchises from 1986 to 2001. From 2001 to 2010, he was Director of Sustainable Development with Casino Services, then Director of Cross-Functional CSR Projects from 2010. He has also been Deputy Director of External Relations for Casino Services since 2014.

**Main executive position**

Director of Cross-Functional CSR projects for Casino Services

**Directorships and other positions within the Company**

Position/Duties	Date of appointment	Term of office ends
Director (representing employees)	6 May 2017 <sup>(1)</sup>	AGM to be held in 2020
Member of Appointments and Compensation Committee	15 December 2017	AGM to be held in 2020

*(1) Gilbert Delahaye was designated by the Group's most representative union to sit on the Board of Directors at its first meeting after the designation date, i.e., 13 June 2017.*

**Other directorships and positions held in 2018 and as of 13 March 2019****Outside the Casino Group**

- Chairman of FCPE Casino (corporate mutual fund);
- Permanent representative of Casino, Guichard-Perrachon on the Board of Directors of LOIRE TÉLÉ (SA).

**Other directorships and positions held in the past five years (excluding those listed above)**

None

**CHRISTIANE FÉRAL-SCHUHL***Independent Director***Born**

21 May 1957

Nationality: French and Canadian

**Business address**

24, rue Erlanger – 75016 Paris, France

**Number of Casino shares held:** 674**Expertise and experience**

Member of the Paris Bar (since 1981) and the Quebec Bar (since 2016), Christiane Féral-Schuhl holds a degree from *Université de Paris II (maîtrise en Droit des affaires – Masters in Business Law)*. She joined the international law firm Serrero, Giroux & Buhagiar before moving to Huglo-Lepage. In 1988, with Bruno Grégoire Sainte-Marie, she founded FG Associés, a firm specialising in the law relating to new technologies. In 1998, they and their team joined Salans, Hertzfeld to form the IT department (Informatics, Technologies and Communication) of the international firm's Paris office. In 2006, they decided to create a specialised firm, FÉRAL-SCHUHL/SAINTE-MARIE, ranked for more than ten consecutive years as a “go-to firm” and “leading firm” in professional reference guides and rated several times as “IT Law Firm of the Year in France”.

Christiane Féral-Schuhl holds specialisation certificates in the law relating to new technologies, computers/information systems and communication and in intellectual property law. Her particular areas of practice are IT, internet, media and telecommunications law. She also acts as mediator, arbitrator, and cyber-arbitrator.

Christiane Féral-Schuhl served as President of the 25,000-strong Paris Bar from 2012 and 2013, the second woman to be elected to that office in the history of the Paris Bar. She was a member of the *Haut Conseil à l'égalité entre les femmes et les hommes* (HCEfh) (High Commission for Gender Equality) (2013-2015), Co-Chair of the *Commission parlementaire de réflexion et de propositions ad hoc sur le droit et les libertés à l'âge du numérique* (ad hoc Parliamentary Commission to Develop Proposals on Law and Privacy in the Digital Age) (2014-2015) and member of the *Conseil supérieur des tribunaux administratifs et des cours d'appel administratives* (CSTA CAA) (Superior Council of Administrative Courts and Administrative Courts of Appeal) (2016-2017). She is currently Chair of the *Conseil National des Barreaux* (CNB – French National Bar Council)

Author of *Cyberdroit: le droit à l'épreuve de l'Internet* (Dalloz Praxis – 7<sup>th</sup> edition, 2018) (Cyberlaw: the Challenge to Law Represented by the Internet”), a reference work in all areas dealing with digital technology and the digital economy. She has also published numerous articles in the specialist press and taken part in numerous discussions and conferences on issues relating to new technologies. She has received many professional distinctions and in 2016, 2017 and 2018 was cited by The Best Lawyers® as “Lawyer of the Year” in *Nouvelles Technologies* for Paris.

**Main executive positions**

- Lawyer admitted to the Paris Bar and the Quebec Bar;
- Mediator accredited with the *Centre de Médiation et d'Arbitrage de Paris* (CMAP – Center for Mediation and Arbitration of Paris);
- Mediator accredited with the World Intellectual Property Organisation (WIPO);
- Mediator in civil, commercial and labour law accredited with the Quebec Bar;
- Referenced in the Directory of the *Conseil National de Médiation des Avocats (CNMA) du Conseil National des Barreaux (CNB)* (National Lawyers' Mediation Council of the French National Bar Council) and included on the list of *Médiateurs auprès de la Cour d'appel de Paris* (Paris Appeal Court Mediators).

## Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Independent Director	5 May 2017	AGM to be held in 2020
Member of Governance and Social Responsibility Committee	15 May 2018	AGM to be held in 2020

## Other directorships and positions held in 2018 and as of 13 March 2019

### Outside the Casino Group

- Member of the *Comité de Direction* (Management Committee) of the CARPA;
- President of the French National Bar Council (*Conseil National des Barreaux*).

## Other directorships and positions held in the past five years (excluding those listed above)

- Member of the French High Commission for Equality (*Haut Conseil de l'Égalité* – HCEfh);
- Co-Chair of the French Parliamentary Committee on Digital Affairs;
- Member of the Paris Bar Association (*Conseil de l'Ordre des Avocats de Paris*);
- Member of the Administrative Courts and Administrative Court of Appeal Council and designated by the French President as a qualified person.

**LAURE HAUSEUX***Independent Director***Born**

14 August 1962

Nationality: French

**Business address**

4, villa Schutz et Daumain – 92270 Bois-Colombes, France

**Number of Casino shares held:** 700**Expertise and experience**

Laure Hauseux holds a degree from the Franco-German Chamber of Commerce, an MBA from ESCP Europe, a post-graduate degree in Management Control from *Université Paris Dauphine* and an Executive MBA from INSEAD. Ms. Hauseux began her career as Financial Controller, the CFO with Control Data France, then joined Gérard Pasquier in 1995 as CFO. Beginning in 1997, she successively held the positions of Group Financial Controller, then Store Manager with FNAC. She then became CFO of Printemps and, in 2007, Deputy CEO of Conforama Italy, the Vice President Finance and Information Systems and Services with Inergy Automotive Systems. From 2010 to 2013, Laure Hauseux continued her career with Virgin Stores as Deputy General Manager, then, in 2014, became CEO of GAC Group, an international audit and consulting firm, a position she held until June 2017.

**Main executive position**

Independent Director of various companies

**Directorships and other positions within the Company**

Position/Duties	Date of appointment	Term of office ends
Independent Director	15 May 2018	AGM to be held in 2021
Member of Audit Committee	15 May 2018	AGM to be held in 2021

**Other directorships and positions held in 2018 and as of 13 March 2019****Outside the Casino Group**

- Member of the Supervisory Board and Member of the Audit Committee of ECG Holding SAS;
- Member of the Management Board and Chair of the Audit Committee of Obol France 1;
- Legal Manager of SCI Le Nid.

**Other directorships and positions held in the past five years (excluding those listed above)**

- Member of the Management Board and Chairman of the Audit Committee of PHM France Topco 19 and PHM France Holdco 19;
- Director of Grande Armée Conseil España (Spain) and Eidostech Consultores (Spain);
- Legal Manager of GA Conseil and Grande Armée Conseil;
- Managing Director of GAC;
- Member of the Supervisory Board, member and Chair of the Audit Committee of Zodiac Aerospace\* (listed company).

\* Directorships and positions expired in 2018.



**LADY SYLVIA JAY***Independent Director***Born**

1 November 1946

Nationality: British

**Business address**

38 Markham Street – London SW3 3NR, United Kingdom

Number of Casino shares held: 400

**Expertise and experience**

Lady Sylvia Jay, Commander of the Order of the British Empire, is a graduate of the University of Nottingham and a researcher at the London School of Economics. She held various positions as a senior civil servant in the British civil service between 1971 and 1995, being involved in particular in financial aid to developing countries. She was seconded to the French Ministry of Cooperation and the French Treasury. Later, she was Assistant Director in Jacques Attali's office at the European Bank for Reconstruction and Development. She entered the private sector in 2001, as Chief Executive Officer of the UK Food and Drink Federation until 2005. In that year, she became Vice-Chair of L'Oréal UK & Ireland and in 2011, she was appointed Chair of L'Oréal UK & Ireland, a position she held until August 2013.

**Main executive position**

Independent Director of various companies

**Directorships and other positions within the Company**

Position/Duties	Date of appointment	Term of office ends
Independent Director	11 May 2012	AGM to be held in 2021
Member of Appointments and Compensation Committee	15 May 2018	AGM to be held in 2021

**Other directorships and positions held in 2018 and as of 13 March 2019****Outside the Casino Group**

- Non-executive Director of Lazard Ltd (listed company – United States).

**Other directorships and positions held in the past five years (excluding those listed above)**

- Director of Alcatel-Lucent and Saint-Gobain (listed companies);
- Trustee of the Entente Cordiale Scholarship Scheme and the Prison Reform Trust.

**CATHERINE LUCET***Independent Director***Born**

3 February 1959

Nationality: French

**Business address**

25, avenue Pierre-de-Coubertin – 75013 Paris, France

Number of Casino shares held: 445

**Expertise and experience**

Catherine Lucet is a graduate of *École polytechnique* (1979) and *École des mines de Paris* (1984) and holds an MBA from INSEAD (1987). She began her career as an analyst at the Analysis and Forecasting Centre of the French Ministry of Foreign Affairs. She joined McKinsey in 1986 as a consultant, and was then appointed project manager. In 1991, she was appointed Chief Executive Officer of Éditions Harlequin, a subsidiary of Éditions Hachette and of Canadian publisher Torstar. In 1996, she joined the Anglo-Dutch group Reed Elsevier where she headed their French scientific and medical publishing subsidiary until 2001, when she left to join the Vivendi Group as Chief Executive Officer of Éditions Nathan. Catherine Lucet is now a member of the Executive Committee of Editis, Chief Executive Officer of its Education and Reference division which includes Éditions Nathan, Bordas, Clé, Retz, the Le Robert dictionaries, and Daesign, a serious games publisher, and Chair of Éditions Nathan and Daesign.

**Main executive position**

Chief Executive Officer of the Education and Reference division of Editis

**Directorships and other positions within the Company**

Position/Duties	Date of appointment	Term of office ends
Independent Director	28 February 2011	AGM to be held in 2021
Independent Director	15 May 2018	AGM to be held in 2021
Member of Audit Committee	19 June 2012	AGM to be held in 2021
Member of Governance and Social Responsibility Committee	15 May 2018	AGM to be held in 2021
Chair of Governance and Social Responsibility Committee	15 May 2018	AGM to be held in 2021

**Other directorships and positions held in 2018 and as of 13 March 2019****Outside the Casino Group**

Within the Editis group	Outside the Editis group
<ul style="list-style-type: none"> <li>Chair of S.e.j.e.r and Daesign;</li> <li>Chair and Chief Executive Officer of Librairie Fernand Nathan.</li> </ul>	<ul style="list-style-type: none"> <li>Member of the Supervisory Board of Brill (Netherlands).</li> </ul>

**Other directorships and positions held in the past five years (excluding those listed above)**

- Chair and Chief Executive Officer of Paraschool and S.e.j.e.r;
- Chair of Doceo TV;
- Director of the Cap Digital Competitiveness Division.

**DAVID DE ROTHSCHILD***Director***Born**

15 December 1942

Nationality: French

**Business address**

23 bis, avenue de Messine – 75008 Paris, France

**Number of Casino shares held:** 400**Expertise and experience**

David de Rothschild ran the Rothschild & Co SCA group (formerly Paris-Orléans) from 2003 to 2018. In May 2018, he was named Chairman of the Supervisory Board of Rothschild & Co SCA in connection with a succession plan whereby his son Alexandre de Rothschild succeeded him as Chairman of Rothschild & Co Gestion SAS, the Managing General Partner of Rothschild & Co SCA. He is a descendant of Mayer Amschel Rothschild, founder of the Rothschild dynasty, and of Baron James de Rothschild, who created Banque Rothschild Frères in Paris in 1812. David de Rothschild has worked in banking for over 40 years, gaining experience in the various branches of the family business. After Banque Rothschild Frères was nationalised in 1981, David de Rothschild and his cousin Eric de Rothschild were authorised to create a new Rothschild bank in France in 1986. In 2003, David and Eric de Rothschild agreed to a plan to merge the family's UK and French businesses, leading in 2008 to the creation of the family holding company Rothschild & Co Concordia SAS. David de Rothschild is a graduate of *Institut d'études politiques de Paris*.

**Main executive position**

Chairman of the Supervisory Board of Rothschild &amp; Co SCA

**Directorships and other positions within the Company**

Position/Duties	Date of appointment	Term of office ends
Director	4 September 2003	AGM to be held in 2020
Member of Appointments and Compensation Committee	15 May 2018	AGM to be held in 2020

## Other directorships and positions held in 2018 and as of 13 March 2019

### Outside the Casino Group

#### Within the Rothschild group

- Chairman of SCS Holding, Rothschild & Co Commandité, RCG Partenaires, RCI Partenaires, Cavour, Verdi, Aida, Financière Rabelais, Paris Orléans Holding Bancaire (POHB), Financière de Reux, Financière de Tournon;
- Legal Manager of Bero and RCB Partenaires;
- Member of the Supervisory Board of Banque Martin Maurel;
- Director of Rothschild & Co Concordia;
- Sole Director of GIE Sagitas;
- Chairman of Rothschild Europe BV (Netherlands);
- Member of the Board of Directors of Continuation Investments NV (Netherlands).

#### Outside the Rothschild group

- Legal Manager of Rothschild Ferrières, SCI 2 Square Tour Maubourg, Société Civile du Haras de Reux;
- Sole Director of GIE Five Arrows Messieurs de Rothschild Frères.

## Other directorships and positions held in the past five years (excluding those listed above)

- Chairman of Rothschild & Co Gestion\*, Rothschild & Co Concordia\* and Rothschild Martin Maurel Associés\*;
- Managing Partner of Rothschild & Cie\*;
- Director of Edmond de Rothschild and Compagnie Financière Martin-Maurel;
- Member of the Supervisory Board of Euris;
- Legal Manager of Rothschild Martin Maurel;
- Chairman of NM Rothschild & Sons Ltd (United Kingdom), Rothschild & Co Continuation Holdings AG (Switzerland) and Rothschild & Co North America Inc. (United States);
- Vice-Chairman of Rothschild & Co Bank AG (Switzerland);
- Member of the Board of Directors of Rothschild Asia Holdings Ltd (China), Rothschild & Co Concordia AG (Switzerland), Rothschild & Co Continuation Holdings AG (Switzerland), Rothschild & Co Holding AG (Switzerland) and Rothschild Employee Trustees Ltd (United Kingdom).

\* Directorships and positions expired in 2018.

**FRÉDÉRIC SAINT-GEOURS***Director***Born**

20 April 1950

Nationality: French

**Business address**

Campus Étoiles – 2 place aux Étoiles – 93200 La Plaine Saint-Denis, France

**Number of Casino shares held:** 350**Expertise and experience**

Frédéric Saint-Geours has a degree in Economics, is a graduate of *Institut d'études politiques de Paris* and an alumnus of *École nationale d'administration*. He joined PSA Peugeot Citroën Group in 1986 after a career at the Ministry of Finance and in the offices of the President of the National Assembly and the Secretary of State for the Budget (1975-1986). After serving as Deputy Chief Financial Officer of PSA Group from 1986 to 1988, he became Chief Financial Officer of the Group in 1988. From 1990 to 1997, he was Deputy Chief Executive Officer of Automobiles Peugeot, becoming Chief Executive Officer in early 1998. He was a member of the Management Board of PSA Peugeot Citroën from July 1998 to December 2007. In January 2008, he was appointed Advisor to the Chairman of the Management Board of PSA Peugeot Citroën and member of the Management Committee. He was Chairman of the UIMM trade federation from 20 December 2007 until 2014. As from 2009, he was successively a member of the Management Board of Peugeot SA, Chief Financial Officer and Head of Strategy for the PSA Peugeot Citroën Group, then head of the Peugeot and Citroën brands and Special Advisor to the Chairman of the Management Board of PSA Peugeot Citroën. In September 2013, he was appointed Chairman of *Groupe des Fédérations Industrielles*. In November 2014, France's Council of Ministers appointed him as Chairman of the Supervisory Board of SNCF, an appointment that was renewed in July 2015. From April 2016 to November 2017, he served as Vice-Chairman of the French Conseil National de l'Industrie (National Industry Council).

**Main executive position**

Chairman of the Supervisory Board of the SNCF

**Directorships and other positions within the Company**

Position/Duties	Date of appointment	Term of office ends
Director <sup>(1)</sup>	31 May 2006	AGM to be held in 2020
Member of Audit Committee	31 May 2006	AGM to be held in 2020
Chairman of Audit Committee	15 May 2018	AGM to be held in 2020
Member of Governance and Social Responsibility Committee	7 July 2015	AGM to be held in 2020

(1) In 2018, Frédéric Saint-Geours ceased to qualify as an Independent Director, having served on the Board for the maximum period specified in the Afep-Medef Code.

**Other directorships and positions held in 2018 and ongoing as at 13 March 2019****Outside the Casino Group**

- Director of BPIFrance Investissement and BPIFrance Participations.

**Other directorships and positions held in the past five years (excluding those listed above)**

- Vice President of the Conseil National de l'Industrie;
- Chairman of the *Union des Industries et des Métiers de la Métallurgie* and of the *Groupe des Fédérations Industrielles*.



**EURIS***Director*

Simplified joint stock company (*société par actions simplifiée*) with share capital of €164,806

**Headquarters**

83, rue du Faubourg-Saint-Honoré – 75008 Paris, France

348 847 062 Trade and Companies Registry Paris

Number of Casino shares held: 365

**Directorships and other positions within the Company**

Position/Duties	Date of appointment	Term of office ends
Director	4 September 2003	AGM to be held in 2020

**Other directorships and positions held in 2018 and as of 13 March 2019**With the Casino Group/Euris

- Director of Finatis, Foncière Euris and Rallye (listed companies)

**Other directorships and positions held in the past five years (excluding those listed above)**

None.

## JACQUES DUMAS

*Permanent Representative of Euris since 9 February 2017*

First elected 12 May 2015

### Born

15 May 1952

Nationality: French

### Business address

148, rue de l'Université, 75007 Paris, France

Number of Casino shares held: 61,368

### Expertise and experience

Holder of a Masters Degree in Law and graduate of the *Institut d'études politiques de Lyon*, Jacques Dumas began his career in the Legal department of Compagnie Française de l'Afrique Occidentale (CFAO) before becoming Administrative Director (1978-1986). He left CFAO to take up a position as Deputy Company Secretary of Rallye Group (1987) and subsequently moved to the Euris Group as Legal Affairs Director (1994). He is currently Deputy Chief Executive Officer of Euris and Advisor to the Chairman of Casino, Guichard-Perrachon.

### Main executive positions

Advisor to the Chairman of Casino, Guichard-Perrachon

Deputy Chief Executive Officer of Euris.

### Other directorships and positions held in 2018 and as of 13 March 2019

With the Casino Group/Euris	Outside the Casino Group/Euris
<ul style="list-style-type: none"> <li>Director of Rallye (listed company);</li> <li>Member of the Supervisory Board of Monoprix SAS;</li> <li>Permanent representative of Euris on the Board of Directors of Finatis (listed company) and member of the Audit Committee.</li> </ul>	<ul style="list-style-type: none"> <li>Director and Member of the Appointments and Compensation Committee of Mercialis (listed company);</li> <li>Legal Manager of Cognac-Parmentier and Longchamp-Thiers.</li> </ul>

### Other directorships and positions held in the past five years (excluding those listed above)

<ul style="list-style-type: none"> <li>Chairman of GreenYellow;</li> <li>Vice President and Member of the Supervisory Board of Monoprix SA;</li> <li>Permanent Representative of Cobivia on the Board of Directors of Casino, Guichard-Perrachon (listed company);</li> <li>Permanent Representative of Distribution Casino France on the Board of Directors of Distribution Franprix;</li> <li>Permanent Representative of Messidor SNC on the Board of Directors of Cdiscount;</li> <li>Member of the Appointments and Compensation Committee of Rallye (listed company);</li> <li>Member of the Audit, Risk and Sustainable Development Committee of Mercialis (listed company).</li> </ul>
--

**FINATIS**

*Director*

*(proposed for re-election)*

*Société anonyme* (joint stock company) with share capital of €84,852,900

**Headquarters**

83, rue du Faubourg-Saint-Honoré – 75008 Paris, France

712 039 163 Trade and Companies Registry Paris

**Number of Casino shares held:** 380

**Directorships and other positions within the Company**

Position/Duties	Date of appointment	Term of office ends
Director	15 March 2005	AGM of 7 May 2019

**Other directorships and positions held in 2018 and as of 13 March 2019****With the Casino Group/Euris**

- Director of Carpinienne de Participations, Foncière Euris and Rallye (listed companies).

**Other directorships and positions held in the past five years (excluding those listed above)**

None.

## DIDIER LÉVÊQUE

*Representative of Finatis since 9 February 2017*

First elected on 29 April 2010

### Born

20 December 1961

Nationality: French

### Business address

83, rue du Faubourg-Saint-Honoré – 75008 Paris, France

Number of Casino shares held: 275

### Expertise and experience

Didier Lévêque is a graduate of *École des hautes études commerciales*. From 1985 to 1989, he was a Research Lead for the Finance department of Roussel-Uclaf. He joined the Euris Group in 1989 as deputy Corporate Secretary. In 2008, he was appointed Corporate Secretary.

### Main executive positions

Corporate Secretary of Euris

Chairman and Chief Executive Officer of Finatis (listed company)

### Other directorships and positions held in 2018 and as of 13 March 2019

With the Casino Group/Euris	Outside the Casino Group/Euris
<ul style="list-style-type: none"> <li>Chairman and Chief Executive Officer and Director of Carpinienne de Participations (listed company);</li> <li>Chairman and Chief Executive Officer of Euris North America Corporation (ENAC), Euristates Inc. and Euris Real Estate Corporation (EREC);</li> <li>Chairman of Par-Bel 2 and Matignon Diderot;</li> <li>Director of Euris Limited (United Kingdom);</li> <li>Member of the Supervisory Board of Centrum Baltica, Centrum Development, Centrum Krakow, Centrum Poznan, Centrum Warta and Centrum Weiterstadt (Luxembourg);</li> <li>Permanent Representative of Finatis, Director of Foncière Euris (listed company);</li> <li>Permanent Representative of Foncière Euris as Director of Rallye (listed company);</li> <li>Co-Manager of Silberhorn (Luxembourg);</li> <li>Member and Treasurer of Fondation Euris;</li> <li>Member of the Audit Committee and of the Appointments and Compensation Committee of Foncière Euris (listed company);</li> <li>Member of the Audit Committee of Rallye (listed company);</li> <li>Representative of Matignon Diderot, Legal Manager of SCI Penthievre Neuilly.</li> </ul>	<ul style="list-style-type: none"> <li>Member of the Board of Directors of Wansquare.</li> </ul>

### Other directorships and positions held in the past five years (excluding those listed above)

- Chairman of the Board of Directors of Cnova NV (listed company – Netherlands);
- Chairman and Chief Executive Officer of Parande Brooklyn Corp.\* (United States);
- Vice-Chairman and Non-Executive Director of the Board of Directors of Cnova NV (listed company – Netherlands);
- Member of the Supervisory Board of Centrum Leto (Luxembourg);
- Permanent Representative of Foncière Euris on the Board of Directors of Casino, Guichard-Perrachon (listed company);
- Legal Manager of EMC Avenir 2.

\* Directorships and positions expired in 2019.

**FONCIÈRE EURIS***Director**Société anonyme* (joint stock company) with share capital of €149,158,950**Headquarters**

83, rue du Faubourg-Saint-Honoré – 75008 Paris, France – 702 023 508 Trade and Companies Registry Paris

**Number of Casino shares held:** 365**Directorships and other positions within the Company**

Position/Duties	Date of appointment	Term of office ends
Director	29 April 2010	AGM to be held in 2020

**Other directorships and positions held in 2018 and as of 13 March 2019****With the Casino Group/Euris**

- Chair of Marigny Foncière, Mat-Bel 2 and Matignon Abbeville;
- Director of Rallye (listed company).

**Other directorships and positions held in the past five years (excluding those listed above)**

Chair of Marigny Belfort.

## MICHEL SAVART

*Permanent representative of Foncière Euris since 9 February 2017*

First elected 28 February 2011.

### Born

1 April 1962

Nationality: French

### Business address

83, rue du Faubourg-Saint-Honoré – 75008 Paris, France

Number of Casino shares held: 22,158

### Expertise and experience

Michel Savart is a graduate of *École polytechnique* and *École nationale supérieure des mines de Paris*. He began his career with Havas in 1986, and joined Banque Louis Dreyfus as project manager in 1987 and Banque Arjil (Lagardère group) in 1988, where he was project manager then Advisor to the Management Board until 1994. He joined Dresdner Kleinwort Benson (DKB), where he was Managing Director in charge of Mergers and Acquisitions from 1995 until 1999. He joined the Euris-Rallye Group in October 1999 as Director-Advisor to the Chairman, in charge of private equity investments. He is currently Advisor to the Chairman of the Rallye-Casino Group. He has also been Chairman and Chief Executive Officer of Foncière Euris since August 2009.

### Main executive positions

Advisor to the Chairman of Rallye-Casino

Chairman and Chief Executive Office of Foncière Euris (listed company)

### Other directorships and positions held in 2018 and as of 13 March 2019

With the Casino Group/Euris	Outside the Casino Group/Euris
<ul style="list-style-type: none"> <li>Chairman of the Management Board of Centrum Serenada Sp. Zoo and Centrum Krokus Sp. Zoo (Poland);</li> <li>Permanent Representative of Rallye on the Supervisory Committee of Groupe Go Sport;</li> <li>Representative of Delano Holding, Co-Legal Manager of Delano Participations;</li> <li>Representative of Foncière Euris, Chairman of Marigny Foncière, Mat-Bel 2 and Matignon Abbeville;</li> <li>Representative of Immat Bel, Co-Legal Manager of Delano Holding;</li> <li>Representative of Marigny Foncière, Co-Legal Manager of Les Deux Lions and Ruban Bleu Saint-Nazaire, Legal Manager of Pont de Grenelle and Centre Commercial Porte de Châtillon;</li> <li>Representative of Mat-Bel 2, Legal Manager of Immat Bel and Matbelys;</li> <li>Co-Manager of Gutfenbergstrasse BAB5 GmbH (Germany).</li> </ul>	<ul style="list-style-type: none"> <li>Director, member of the Investment Committee and member of the Audit, Risks and Sustainable Development Committee of Mercialis (listed company);</li> <li>Chairman of Aubriot Investissements.</li> </ul>

**Other directorships and positions held in the past five years (excluding those listed above)**

- Chairman of the Management Board of Centrum Riviera Sp. Zoo and Centrum Wzgorze Sp. Zoo (Poland);
- Director of Cdiscount;
- Permanent Representative of Finatis on the Board of Directors of Casino, Guichard-Perrachon\* (listed company);
- Permanent Representative of Foncière Euris, Chairman of Marigny Belfort;
- Permanent Representative of Matignon Abbeville, Manager of Centrum Z Sarl, Centrum K Sarl and Centrum J Sarl and Manager A of Centrum NS Luxembourg Sarl;
- Representative of Marigny Foncière, Chairman of Mat-Bel 2;
- Representative of Mat-Bel 2, Legal Manager of Marigny Fenouillet;
- Representative of Fenouillet Participation, Legal Manager of Fenouillet Immobilier;
- Representative of Marigny Fenouillet as Legal Manager of Fenouillet Participation;
- Representative of Immat Bel, Legal Manager of Marigny Fenouillet;
- Permanent Representative of Rallye on the Board of Directors of Groupe Go Sport;
- Co-Manager of Einkaufszentrumam Alex GmbH and Loop 5 Shopping Centre GmbH (Germany);
- Legal Manager of Aubriot Investissements and Montmorency\*;
- Member of the Appointments and Compensation Committee of Mercialis\* (listed company).

\* Directorships and positions expired in 2018.

## MATIGNON DIDEROT

Director

(proposed for re-election)

Simplified joint stock company (*société par actions simplifiée*) with share capital of €83,038,500

### Headquarters

83, rue du Faubourg-Saint-Honoré – 75008 Paris, France – 433 586 260 Trade and Companies Registry Paris

Number of Casino shares held: 350

### Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Director	17 October 2007	AGM of 7 May 2019

### Other directorships and positions held in 2018 and as of 13 March 2019

#### With the Casino Group/Euris

- Director of Finatis and Foncière Euris (listed companies);
- Legal Manager of SCI Penthièvre Neuilly.

### Other directorships and positions held in the past five years (excluding those listed above)

Director of Rallye (listed company).



**DIANE COLICHE**

*Permanent representative of Matignon Diderot since 13 May 2016*

**Born**

23 December 1977

Nationality: French

**Business address**

14-16, rue Marcel Bloch, 92110 Clichy, France

**Number of Casino shares held:** 42,185

**Expertise and experience**

A graduate of ESSEC business school, with a Master's degree in Business Law from *Université Paris II – Panthéon Assas*, Diane Coliche was M&A and Investments Director at Casino from 2010 to 2016. Prior to joining the Casino Group, she worked in the Mergers and Acquisitions department of investment bank Morgan Stanley in Paris and London from 2000 to 2010. She has been Finance and Development Director of the Monoprix group since January 2017.

**Main executive position**

Finance and Development Director, Monoprix Group

**Other directorships and positions held in 2018 and as of 13 March 2019**With the Casino Group/Euris

- Chair of Beauty Monop' Plus and Simonop' 1 Gestion;
- Chief Executive Officer of LRMD and Monop'Station SAS;
- Legal Manager of Dailymonop'Plus.

**Other directorships and positions held in the past five years (excluding those listed above)**

- Permanent Representative of Messidor S.N.C., member of the Supervisory Board of Monoprix SA;
- Permanent representative of Messidor S.N.C., member of the Supervisory Board of Monoprix;
- Chief Executive Officer of Monop;
- Director of the Management Board and Managing Director of Quinam BV (Netherlands) and Géant Foncières BV (Netherlands);
- Chief Executive Officer of Latic LLC (USA);
- Non-Executive Director of the Board of Directors of Big C Supercenter Public Company Limited (listed company – Thailand).

## GILLES PINONCÉLY

*Non-Voting Director*

*(proposed for re-election)*

### Born

5 January 1940

Nationality: French

### Business address

1, cours Antoine Guichard – 42000 Saint-Étienne, France

**Number of Casino shares held:** 4,000 fully-owned and 21,000 as beneficial owner

### Expertise and experience

A graduate of *École supérieure d'agriculture de Purpan* in Toulouse, Gilles Pinoncély began his career with L'Épargne, which was acquired by the Casino Group in 1970. He was appointed an authorised signatory in 1976, Managing Partner of Casino in 1981, then Statutory Legal Manager in 1990. He became a member of Casino's Supervisory Board in 1994 and joined the Board of Directors in 2003.

### Main executive position

Director of various companies

### Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Non-Voting Director	13 May 2016	AGM of 7 May 2019

### Other directorships and positions held in 2018 and as of 13 March 2019

#### Outside the Casino Group

- Director of Financière Célinor (Vie & Véranda);
- Director of the Centre Long Séjour Sainte-Élisabeth, a retirement home.

### Other directorships and positions held in the past five years (excluding those listed above)

Director and Member of the Audit Committee of Casino, Guichard-Perrachon (listed company).

**GÉRALD DE ROQUEMAUREL***Non-Voting Director***Born**

27 March 1946

Nationality: French

**Business address**

64, rue de Belle Vue – Brussels 1000, Belgium

Number of Casino shares held: 400

**Expertise and experience**

Gérald de Roquemaurel holds a Law degree, is a graduate of *Institut d'études politiques de Paris* and attended *École nationale d'administration* from 1970 to 1972. A direct descendant of Louis Hachette (founder of the Hachette publishing house), he joined Filipacchi Publications in 1972 and became Director of Paris-Match in 1976. In 1981, he was appointed Vice-Chairman and Chief Executive Officer of Groupe Presse Hachette, which became Hachette Filipacchi Presse in 1992. From 1983 to 1985, he was responsible for the Group's international expansion. In 1984, he became Director and Chief Executive Officer of Publications Filipacchi (later Filipacchi Médias) and was later a member of the Executive and Strategy Committee of Lagardère SCA, a Director of Hachette SA, and Legal Manager of NMPP. On 18 June 1997, he was appointed Chairman and Chief Executive Officer of Hachette Filipacchi Médias, then in 1998, Chief Operating Officer of Lagardère Group, in charge of the media division. In April 2001, he became Chairman of FIPP (*Fédération Internationale de la Presse Périodique*) for two years. In June 2001, he was appointed Chairman of Club de la Maison de la Chasse et de la Nature. In early 2007, he became Managing Partner of HR Banque. In January 2009, he was appointed Senior Partner of Arjil. On 15 December 2012, he was appointed Legal Manager of BGR Partners, Arjil's partnering group in Belgium. In September 2015, he resigned from his position with Arjil and became Senior Advisor at Messiers-Maris.

**Main executive position**

Legal Manager of BGR Partners (Belgium)

**Directorships and other positions within the Company**

Position/Duties	Date of appointment	Term of office ends
Non-Voting Director	15 May 2018	AGM to be held in 2021

**Other directorships and positions held in 2018 and as of 13 March 2019****Outside the Casino Group**

- Director of Baron Philippe de Rothschild SA

**Other directorships and positions held in the past five years (excluding those listed above)**

- Vice President of the Presse Liberté Association;
- Member of the Supervisory Board of Baron Philippe de Rothschild SA\*;
- Director, Chairman, member of the Appointments and Compensation Committee and member of the Audit Committee of Casino, Guichard-Perrachon\*.

\* Directorships and positions expired in 2018.

## INFORMATION ABOUT HENRI GISCARD D'ESTAING WHOSE TERM AS NON-VOTING DIRECTOR EXPIRES AT THE ANNUAL GENERAL MEETING AND WHO IS NOT PROPOSED FOR RE-ELECTION

### HENRI GISCARD D'ESTAING

*Non-Voting Director*

#### Born

17 October 1956

Nationality: French

#### Business address

11, rue de Cambrai – 75019 Paris, France

Number of Casino shares held: 313

#### Expertise and experience

Henri Giscard d'Estaing is a graduate of the *Institut d'études politiques de Paris* and holds a Master's degree in Economics. He began his career in with Cofremca, where he was Associate Director specialising in the study of food-consumer behaviour patterns and their impact on marketing and strategy from 1982 to 1987. In 1987, he joined the Danone group as Head of Business Development, subsequently becoming Managing Director of UK subsidiary HP Food Lea & Perrins, then Chief Executive Officer of Évian-Badoit and lastly Director of the Mineral Waters division. In 1997, he joined Club Méditerranée where he was successively Deputy Chief Executive Officer in charge of Finance, Business Development and International Relations (1997-2001), Chief Executive Officer (2001-2002), Chairman of the Management Board (2002-2005), before being appointed Chairman and Chief Executive Officer, and subsequently Chairman when the company was transformed into a French *société par actions simplifiée* – simplified joint stock company.

#### Main executive position

Chairman of Club Med

#### Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Non-Voting Director	13 May 2016	AGM of 7 May 2019

#### Other directorships and positions held in 2018 and as of 13 March 2019

##### Outside the Casino Group

Within the Club Med Group	Outside the Club Med Group
<ul style="list-style-type: none"> <li>Chairman and Founding Director of the Club Med Corporate Foundation;</li> <li>Chairman of Club Med Invest and Club Med Holding;</li> <li>Director of Club Med Holding.</li> </ul>	<ul style="list-style-type: none"> <li>Member of the Supervisory Board and Member of the Governance &amp; Nomination Committee of Randstad, a listed company in the Netherlands;</li> <li>Vice-Chairman of the Board, Executive Director and Deputy CEO of Fosun Tourism, a listed company in Hong Kong.</li> </ul>

#### Other directorships and positions held in the past five years (excluding those listed above)

<ul style="list-style-type: none"> <li>Director and Independent Member of the Appointments and Compensation Committee of Casino, Guichard-Perrachon (listed company);</li> <li>Chief Executive Officer of Club Méditerranée;</li> <li>Member of the Strategy Committee of Randstad (listed company in the Netherlands)</li> </ul>
---

## 5.5. PREPARATION AND ORGANISATION OF THE BOARD OF DIRECTORS' WORK

### 5.5.1. Functioning of the Board of Directors

The terms and conditions of Board of Directors' organisation and operation are defined by law, the Company's Articles of Association, the provisions of the Internal Rules of the Board of Directors and the Charters of the Board's specialised Committees.

The Board of Directors meets as often as necessary in the interests of the Company and whenever it is deemed useful. A quorum of at least half the Directors is required for the Board of Directors to meet validly. Decisions are made by majority vote of the members present in person or by proxy. In the event of a tied vote, the Chairman of the meeting casts the deciding vote.

The Chairman of the Board of Directors organises and conducts Board meetings and reports to shareholders on the Board's work at the Annual General Meeting.

He calls Board meetings and is responsible for drawing up the agenda and minutes. He also ensures that the Company's corporate governance structures operate properly and, in particular, that the Directors have all that is required to perform their duties.

#### INTERNAL RULES OF THE BOARD OF DIRECTORS

The Internal Rules set forth the various rules applicable to the Board of Directors' organisation and practices by virtue of applicable legal and regulatory provisions and the Articles of Association of the Company. They also contain the corporate governance principles and provide the framework for their implementation. The Internal Rules are reviewed periodically by the Board to identify any amendments or clarifications that may be needed to comply with applicable law and regulations or to improve the efficiency and operation of the Board and its Committees.

The Internal Rules were amended on 15 December 2017 to reflect the wider scope of the Governance Committee in the area of corporate social responsibility, which gave rise to its new name (the "Governance and Social Responsibility Committee") and, in light of its broader responsibilities, its interaction with the Audit Committee with regards to compliance and management of risks in these areas. The rules were further reviewed on 13 March 2019.

The Internal Rules describe the rules of procedure, roles and responsibilities of the Board of Directors and its specialised

Committees, and establish the principle of regular formal self-assessments of the Board's practices. They also set forth the process for appointing the Lead Director and define his or her role. They also contain the restrictions on the powers of the Chief Executive Officer.

The rules of conduct and the principles of sound governance applicable to members of the Board of Directors and embedded in the Internal Rules are described below in section 5.5.5. Rules of Conduct – Conflicts of Interest – Protection of Minority Shareholders.

The Internal Rules also describe the terms and conditions for conducting Board meetings and taking decisions and, in particular, authorise Directors to take part in meetings *via* videoconference or any other means of telecommunication.

The rules are made available to shareholders in Chapter 9 of the Registration Document. The Internal Rules of the Board of Directors, the charters of its Committees and the Insider Trading Policy may be found on the Company's website at: <https://www.groupe-casino.fr/en/group/governance/>

#### INFORMATION PROVIDED TO THE BOARD OF DIRECTORS – TRAINING

The Internal Rules of the Board of Directors contain the terms and conditions under which the Directors are to receive information as provided by law and the non-disclosure obligations relating thereto.

The Chairman and Chief Executive Officer is responsible for providing Directors with all documents and information needed to perform their role and duties.

The documents and information that are required for reviewing the items to be discussed at Board of Directors' meetings are sent to Directors before the meetings take place. Thus, each Board member is provided with a briefing book containing all available information and documents relating to the items on the meeting's agenda, subject to their availability and based on the status of each respective item. Following the installation of a secure platform in 2016, the Board and its specialised Committees began using digitalised files for its meetings.

The members of the Board of Directors are informed about changes in the market, the competitive environment and the main challenges, including in the area of the Company's corporate social responsibility.

In accordance with the Board's Internal Rules, Senior Management reports to the Board of Directors at least once a quarter on the Company's business and that of its main subsidiaries, including information on sales and results, reports on debt levels and available credit lines and headcounts at the Company and its main subsidiaries.

The Group's off-balance sheet commitments are reviewed by the Board at least once every six months.

Every six months, specific meetings or seminars are organised to present the Group's strategy and budget to the members of the Board.

The Chief Financial Officer attends all meetings of the Board. Other Executive Committee members, the executives of the subsidiaries and the heads of the Corporate departments are also invited to attend depending on the items on the agenda.

Between Board meetings, the Directors receive any important information concerning the Company or any events that materially affect the Company, its operations, or information previously given to the Directors or any matters discussed by the Board during the meetings. They are invited to meetings presenting the financial results to analysts. Senior Management, the Chief Financial Officer and the Board's secretary are at the Directors' disposal to provide any relevant information or explanations.

Each Director, if he or she deems it necessary, may receive additional training on the Group's specificities, its business activities and sectors, its social responsibility and environmental challenges, as well as on accounting or financial concepts to round out their knowledge.

## WELCOMING NEW MEMBERS

When new members join the Board, they are given an information package containing all the information they need to perform their roles and duties. They may also request documents they deem would be useful.

They benefit from an induction programme that can be adapted depending on their requests and needs. Meetings are organised with the heads of the main Corporate departments and with executives of the Group's main subsidiaries. Store visits are also organised so that new members can get to know the management teams and quickly deepen their understanding of the Company's businesses, markets and specific features.

The Director representing employees designated during the second quarter of 2017 receives special training adapted to his duties, which is set at 20 hours per year. He also benefits from preparation time before each meeting that is determined by the Board of Directors on the recommendation of the Governance and Social Responsibility Committee, as

provided by law. The content of this training programme is decided by the Board of Directors on the recommendation of the Governance and Social Responsibility Committee, after prior consultation with the person involved. In the second quarter of 2017, the Director representing employees attended several training sessions with the *Institut Français des Administrateurs* (IFA – French Institute for Directors). It was also decided, with his agreement, that he will have access to the IFA's work during 2018 as a form of continuing education. At the end of 2018, the Governance and Social Responsibility Committee noted that the Director representing employees viewed this continuing education process as appropriate and adequate.

## ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

In accordance with Article L. 225-35 of the French Commercial Code, the Board of Directors determines the Company's business strategy and oversees its implementation. Except for matters expressly reserved for action at shareholders' meetings and within the limits of the scope of the Company's purposes, the Board of Directors may take up any matter related to the Company's operations and manages its affairs through its decisions.

It carries out any audits or controls it considers appropriate.

The Board of Directors also reviews and approves the annual and interim company and consolidated financial statements of the Company and the Group, as well as the management reports on the operations and results of the Company and its subsidiaries. It also approves the Company management forecasts. It reviews and approves the report on corporate governance. It also determines whether the positions of Chairman and Chief Executive Officer are to be combined or split, appoints the Chairman and Chief Executive Officer and decides on his or her compensation. It also grants stock options (options to purchase or subscribe for shares) and free shares, and implements employee share ownership plans. It also reviews the Company's gender equality policies each year. It convenes and notifies shareholders of Annual General Meetings.

As mentioned earlier in this Report, management transactions that are significant in terms of their nature and/or amount must be submitted to the Board for prior approval, in line with the limits on the powers of Senior Management.

In accordance with the principles of sound governance, the Board entrusts the Audit Committee or an *ad hoc* committee of independent Directors with the task of examining or monitoring significant transactions or any other matter.

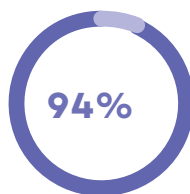
The Board may also consult its own independent legal or financial advisers where appropriate.

## Activity of the Board of Directors during 2018



**13 meetings**, one of which was held offsite at one of the Group's business locations

Average attendance rate:



**2**

meetings

of independent directors, chaired by the two successive lead directors

In 2018, the Board of Directors met thirteen times, as opposed to ten times in 2017. The average attendance rate was 94%, versus 95% in 2017. The meetings lasted an average of just over 2 hours, compared with 2 hours in 2017.

In the same way as in 2017, the Board spent more time in 2018 reviewing and considering the Group's strategy in respect of its various banners at meetings, which were attended by their operating management.

## VISITS OF COMMERCIAL LOCATIONS

Since 2017, one Board meeting per year is held onsite at one of the Group's commercial locations, to better understand the operating realities of the Group's strategic choices and to meet local teams during the visits. In 2017, the Directors visited the Toulouse-Fenouillet hypermarket, to get a better understanding of the operating realities of the strategy under way at Géant hypermarkets and the "corner" (store-in-store) concept deployed by Géant partnering with Cdiscount. In 2018, it was the turn of Cdiscount in Bordeaux to play host to the Board. The Directors visited the Cdiscount warehouses in Cestas, France's largest e-commerce logistics centre where they were given a presentation of the unique Skypod robotics solution developed by Exotec that has been chosen by Cdiscount to increase warehouse capacity and automate the order preparation process.

In 2018, the progress made in reducing the Group's debt and implementing the planned disposals of non-core assets were the main axes of the Board's activities. The main work of the Board is presented below:

## Approval of financial statements – Financial position

The Board of Directors reviewed and approved the financial statements for the year ended 31 December 2017 (annual and consolidated) and the interim financial statements for 2018 (consolidated), together with the related reports and management forecasts of Casino, Guichard-Perrachon, determined the 2017 dividend and approved the 2018 interim dividend. Accordingly, it reviewed the business performance of the Company and its subsidiaries, the business outlook and the Group's detailed financial position, and obtained the opinions of the Audit Committee and the Statutory Auditors. The Board discussed and approved the Group's draft press releases.

Each meeting also included a presentation of changes in the Group's financial position with respect to debt, financing and liquidity.

The Board reviewed and approved the Group's financial ratings, share performance and the research reports published by analysts in an environment shaped by repeated attacks on the Casino share and that of its parent, Rallye, by hedge funds seeking to artificially drive down their share prices and, in so doing, destabilise the two companies, their employees and shareholders. These attacks and criticisms were closely examined and discussed by the Board, which was also informed about and approved legal action taken by the Company in response thereto. Where appropriate, the Board sought the opinions and advice of financial and legal external advisors on these matters.

During the year, the Board reviewed all of the Group's material risk exposures, changes in the levels of risk and the action plans deployed to address them. It received half-yearly reports from the Internal Audit department and the Group Risks and Compliance department and was informed on the status of action plans to (i) detect and prevent cybercrime, (ii) strengthen anti-corruption measures in application of the Sapin II Law<sup>(1)</sup> and (iii) comply with the General Data Protection Regulation (GDPR). It received the reports of the specialised Committees of the Board.

The Board also decided to implement a share repurchase programme. It cancelled a number of acquired shares.

### Strategy – Activities of the Group

The Board of Directors reviewed and approved the Group's three-year strategy and 2018 budget and monitored the execution thereof. During the financial year, it benefited from specific presentations by the banners' Chief Operating Officers on each banner's situation, consumer trends, operations, strategic focuses (including format mix, digital and omni-channel strategies, data and the development of services), innovations and action plans. The presentations notably concerned Géant Casino, Casino supermarkets, Monoprix, Casino Proximités, and Cdiscount in France and Éxito and GPA in Latin America.

A specific presentation was organised on the development of the GreenYellow business and the Group's real estate strategy was examined in detail. The Board approved the implementation of a plan to dispose of non-core assets and asked the Audit Committee to track the plan's progress.

At each meeting during the year, the Board reviewed developments in the Group's business and progress in implementing the asset disposal plan.

Various partnership and development projects were also examined by the Board, including the Horizon purchasing cooperation project between Auchan and Casino, the partnership between Monoprix and Amazon, Monoprix's acquisition of Sarenza, development of the Casino Max application and other innovations. Lastly, the Board was also informed of developments concerning logistics partnerships designed to reduce supply chain costs.

### Governance and Social Responsibility

The Board of Directors performed its annual review of the Company's position with regard to corporate governance principles. The review covered such issues as the composition and organisation of the Board and the Committees of the Board, the situation of Directors in relation to independence criteria and the percentage of women on the

Board, particularly in light of the proposed re-election of the Directors whose terms expired at the Annual General Meeting of 15 May 2018. Pursuing its diligent application of the rules concerning the representation of independent Directors and the implementation of its diversity policy, the Board recommended that the Annual General Meeting appoint a new Independent Director and appointed a new Independent Lead Director when the previous one ceased to qualify as independent, as well as changed the composition of the Committees of the Board based on these Committees' recommendations.

It reviewed the Lead Director's annual report on the application of the principles of sound governance by the Chairman of the Board and the Chief Executive Officer in each of these roles, in addition to the functioning of the Board. The Lead Director reported to the Board on the meeting of independent Directors. The Board discussed this report and approved its conclusions.

The Board also discussed the terms of the Board of Directors' Corporate Governance Report, as well as the corporate social responsibility information, the presentation of ethical and compliance processes and of the duty of care plan prepared by Senior Management for inclusion in the management report, all included in the 2017 Registration Document, after considering the report on the work and recommendations of its specialised Committee.

The Board also examined the related-party agreements that were authorised or remained in effect in 2017 and the Audit Committee's reports on its review of agreements between related parties, to ensure that minority shareholders' interests were duly protected.

It updated the Internal Rules of the Board of Directors, the Audit Committee's Charter and the Insider Trading Policy on the recommendation of its Committees.

It discussed the training programme for the Director representing employees.

In December 2018, the Board received the Human Resources Director's presentation on the main initiatives deployed in 2018 within the Group under the gender equality policy and the principal action plans for 2019. It also received the Group CSR Director's presentation on the Group's corporate social responsibility policy; the Chair of the Governance and Social Responsibility Committee reported to the Board on the Committee's work and recommendations related thereto.

It renewed the annual authorisations granted to the Chairman and Chief Executive Officer, as presented above in section 5.3.2.

(1) French law No. 2016-169 of 9 December 2016 concerning transparency, anti-corruption measures and the modernisation of the economy.



### Compensation – Free allocation of shares – Human capital development

The Board of Directors decided on the components of the Chairman and Chief Executive Officer's compensation for 2018 submitted for approval to the shareholders at the Annual General Meeting of 15 May 2018 and set the amount of his variable compensation for 2017 based on criteria established during the preceding financial year. It decided on the terms and conditions for allocating directors' fees in respect of financial year 2018 to all the members of the Board of Directors and its specialised Committees as well as to the non-voting Directors and the Independent Lead Director.

The Board decided to introduce free performance share grants and free share grants to managers responsible for successfully implementing strategic and/or particularly complex transactions.

The Board received the Human Resources Director's presentation on the Group's succession plans and human

capital development strategy. The Board's specialised Committee presented its opinion on the continuous process to update succession plans for the members of the Business Units' management committees and the Group's Senior Management, which are regularly presented to the Committee. The Committee also presented its opinion on the human resources development initiatives which are designed to gradually improve the gender balance at the governing bodies of the organisation and which must be pursued.

### Annual General Meeting

The Board of Directors approved the agenda, reports and draft resolutions presented at the Ordinary and Extraordinary General Meetings held on 15 May 2018, including those relating to the components making up the Chairman and Chief Executive Officer's compensation and the appointment of a new Independent Director.

At each meeting the work performed and decisions taken by the Board were preceded by a presentation of all the work of its specialised Committees, as set forth below in detail.

## 5.5.2. Specialised Committees of the Board of Directors



The Board of Directors is assisted by three specialised Committees that report to the Board: the Audit Committee, the Appointments and Compensation Committee and, since 7 July 2015, the Governance Committee, renamed the Governance and Social Responsibility Committee as of 15 December 2017 after the scope of its responsibilities in the area of social responsibility was broadened.

The members of these Committees are appointed by the Board, which is also responsible for appointing their respective Chairs. The Committees' composition and organisation are reviewed each year by the Appointments and Compensation Committee, the Governance and Social Responsibility Committee and the Board of Directors. When selecting Committee members, the Board takes into account their professional background and expertise.

The specific roles, duties and functioning of each Committee are defined and are regularly reviewed by the Board of Directors. They are included in the Board of Directors' Internal Rules and in the Charter prepared for each Committee describing their respective organisation and rules of procedure.

Board meetings generally take place after a meeting of one or more Committees depending on the items on the agenda of the Board meeting in question. The Committees report to the Board on their work and observations and, where appropriate, inform the Board of their opinions, proposals or recommendations in each of their respective fields of expertise.

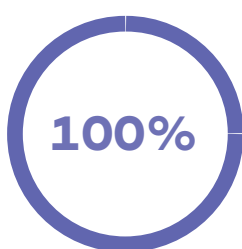
The Board may also decide at any time to set up an *ad hoc* committee of independent Directors to examine a specific issue. Pursuant to the Internal Rules of the Audit Committee and of the Governance and Social Responsibility Committee, they must consist of at least three members, at least two of whom must be independent Directors within the meaning of the criteria in the Afep-Medef Code. With respect to the Appointments and Compensation Committee, the Internal Rules impose a minimum of three members, the majority of whom must be independent.

As part of its work, each Committee may organise meetings with the Senior Management of the Company and its subsidiaries should it deem necessary and, on its own initiative, may use the services of external experts and request any information it needs to carry out its functions.

During Board meetings, the Committees present oral reports on their work and a written report is made available to the Directors.

#### ACTIVITIES OF THE BOARD'S COMMITTEES IN 2018

##### Attendance rate



##### Audit Committee

7 meetings

##### Appointments and Compensation Committee

3 meetings

##### Governance and Social Responsibility Committee

3 meetings

## AUDIT COMMITTEE

### Composition as at 13 March 2019

	Role	Independence	1 <sup>st</sup> appointment/ last renewal	Number of meetings	Attendance rate
Frédéric Saint-Geours	Chairman		15 May 2018	7	100%
	Member		5 May 2017		
Laure Hauseux	Member	●	15 May 2018		100%
Catherine Lucet	Member (*)	●	15 May 2018		100%
<b>Independence rate</b>		<b>2/3</b>			

(\*) Chair until 15 May 2018.

The proportion of independent Directors on the Committee complies with the two-thirds threshold recommended by the Afep-Medef Code. Frédéric Saint-Geours was appointed Chairman of the Committee for a transitional period. At the close of the Annual General Meeting of 15 May 2018, he ceased to qualify as an Independent Director, having served on the Board for the maximum period of 12 years specified in the Afep-Medef Code.

All members of the Audit Committee hold or have held senior executive positions and therefore have the financial or accounting skills required by Article L. 823-19 of the French Commercial Code.

### Role and Responsibilities

The Audit Committee is responsible for assisting the Board of Directors in reviewing the annual and interim financial statements and in dealing with transactions or events that could have a material impact on the position of Casino, Guichard-Perrachon or its subsidiaries in terms of commitments or risks.

The Company ensures that the Audit Committee meets to review the annual and interim financial statements at least two days before the Board meeting held to approve them.

Pursuant to Article L. 823-19 of the French Commercial Code, the Committee deals with matters relating to the preparation and control of accounting and financial information. It reviews the terms and conditions applicable to approving the financial statements, as well as the type, scope and outcome of the work undertaken by the Statutory Auditors for the Company and its subsidiaries.

Accordingly, it is tasked with tracking the effectiveness of internal control and risk management systems, the audit of the financial statements of the Company and the Group by the Statutory Auditors and the Statutory Auditors' independence.

To this end, the Statutory Auditors organise a presentation on their audit work and audit findings for the Committee. At least twice a year, the Audit Committee meets alone with the Statutory Auditors where necessary, without any Company representatives in attendance. Additional meetings with the Statutory Auditors and with the internal audit manager may be arranged at the Committee's request.

The Committee organises the Statutory Auditor selection process.

Since 15 February 2015, the Audit Committee has also reviewed, prior to their signature, all material agreements between the Company or its wholly-owned subsidiaries and related parties (defined as the other Casino Group companies, the Group's parent companies and their subsidiaries and the associated companies). The purpose of this review is to help prevent the risk of conflicts of interest and to protect minority shareholders. It informs the Senior Management and the Board of Directors of its opinion on

these agreements, for information purposes or prior to their approval, where applicable. The Audit Committee's role in this case is to establish that the transaction falls within the scope of the related party procedure and express an opinion on whether the agreement fairly balances the interests of the Company and the related party (see also paragraph 5.6.5 below on the procedure for reviewing related-party agreements and its scope).

The Audit Committee's powers and duties, notably those concerning risk analysis and the detection and prevention of management errors, are set out in a Charter. The Charter was updated on 14 December 2018 following the Committee's adoption of a revised procedure for the approval of non-audit services that may be provided by the Statutory Auditors. Its powers and duties are also described in the Board of Directors' Internal Rules.

### Activity of the Audit Committee in 2018

The Audit Committee met seven times in 2018 versus six times in 2017. In addition to meetings on the financial statements and the half-yearly reports on the work of the internal auditors and the Risks, Compliance and Internal Control department, three special meetings were held to review related-party agreements prior to their approval and to monitor progress on the asset disposal and deleveraging plan. The attendance rate was 100%, as it was in 2017.

The Chief Financial Officer, the Director of Group Consolidation, Reporting, and Standards, the Chief Accountant, the head of Internal Audit, the Group General Counsel, the deputy Director of the Risks, Compliance and Internal Control department and the Board Secretary who is also the Committees' Secretary, all generally attended and participated in these meetings. Representatives of the Statutory Auditors attend the meetings when the annual and interim financial statements, the payment of dividends, changes in accounting standards, and the work of the Internal Audit department and the Risks, Compliance and Internal Control department are reviewed or discussed.

On the basis of the items on the Agenda, other executives, including the Chief Operating Officer, the deputy Chief Financial Officer, the Director of Group Accounting Principles and Cross-Functional Projects, the Chief Financial Officer for Latin America, the Chairman of the Risk Prevention Committee and Chairman of the Group's Ethics Committee, the Director of the Risks and Compliance department and Group Ethics Officer, the Head of the Group's Information Systems Security department, the Executive Director, Merchandise, and Director and Chairman of Achats Marchandises Casino, the Executive Director, Corporate Development and Holdings, and the Chairman of Immobilière Groupe Casino also participated in Audit Committee meetings. During its review of the 2018 annual and interim financial statements, the Committee also met the Statutory Auditors without any representatives of the Company in attendance.

For the purposes of its review, the Committee referred to reports commissioned from external financial and legal advisors. It also referred to the reports of the Governance and Social Responsibility Committee when verifying that the system for the prevention and detection of bribery and corruption complied with the Sapin II Law and that the procedure for the protection of personal data complied with the General Data Protection Regulation.

The Committee's work focused on the following areas:

In connection with its review of the 2017 annual financial statements and the 2018 interim financial statements, the Audit Committee reviewed the accounts closing process and the consolidation of the accounts of the Group's various listed subsidiaries. It reviewed and discussed the note prepared by the Financial and Accounting department on off-balance sheet risks and commitments, the management reports and the Statutory Auditors' report on their audit procedures, their review of the system of internal controls over the preparation and processing of accounting and financial information and their review of all the consolidation entries and the financial statements of the Company. In this connection, the Committee reviewed the main risks to which the Group is exposed and the accounting options retained with respect to provisions, focusing in particular on reviewing once again the accounting treatment of tax risks at GPA. It obtained assurance concerning the appropriateness of the accounting methods and treatments used in the financial statements and the effective completion of the Statutory Auditors' engagement. It reviewed the draft financial press releases.

The Committee was regularly informed of changes in the Group's indebtedness and financial rating, as well as on legal proceedings or investigations in progress against the Group. In particular, it was informed about the action taken in response to speculative attacks and hostile communication campaigns based on false and misleading information that were launched in a bid to drive down the Casino and Rallye share prices.

Regular presentations were made to the Audit Committee on the asset disposal and deleveraging plan. The Committee also reviewed the proposal to pay an interim dividend in 2018 and obtained assurance that the interim dividend would be consistent with the Company's corporate interests in order to make a recommendation thereon to the Board of Directors.

In connection with its review of related-party agreements, the Committee expressed an opinion on the agreements related to the reorganisation of the activities of relevantC and 3W Régie, Cdiscount's data monetisation business, and examined the impact of the reorganisation on these companies' 2018 budgets. It also examined and issued a favourable opinion on the proposed related-party agreement between Casino and Mercialis, covering the payment by Casino of the costs incurred by Mercialis in connection with the sale of the Group's interest in its capital. In addition, it reviewed the annual report on all of the agreements between related parties, the purpose of which is to regroup all of the agreements and transactions that took place between or among these in 2017, including transactions exempted

from the scope of application of the Committee's prior systematic review.

The work performed to prepare the application of IFRS 9, IFRS 15 and IFRS 16 was presented at meetings attended by the Statutory Auditors.

The Head of the Internal Audit department presented to the Committee its six-month interim activity reports on completed audits, the results of follow-up audits to check that action plans have been launched to implement the internal auditors' recommendations, and the assignments performed in coordination with the internal auditing teams of the various Group entities. The Committee also approved the internal audit programme for 2019.

The six-month interim reports of the Risks and Compliance department and its Group Internal Control unit were also presented to the Committee by the Internal Control Director and the Director of the Risks and Compliance department and Ethics Officer. The Committee was informed in particular about the status of action plans to gradually deploy the Group internal control standards and internal control and risk-mapping process self-assessments. The Head of the Internal Control presented an updated risk map covering the Group's major risk exposures, along with a description of the mapping methodology and the action plans drawn up to address the risks.

The head of the Group's Information Systems Security department gave presentations every six months on the monitoring of action plans aimed at preventing cyber-criminality. The Committee noted the continuous efforts deployed to improve information systems security and raise the Business Units' awareness of the growing cyber risks and the need to upgrade data security in order to fully comply with the General Data Protection Regulation.

The Committee was also informed of all the work undertaken since the start of the year by the Governance and Social Responsibility Committee, in particular with regard to monitoring both the steps taken to comply with the General Data Protection Regulation and the roll-out of procedures to combat bribery and corruption pursuant to the Sapin II Law, and related action plans in progress, as well as reviewing changes to the management report relating to social and environmental data.

The Committee approved "non-audit" services provided by the Statutory Auditors pursuant to the relevant approval procedure introduced in July 2016 and took due note of the confirmation by the Statutory Auditors that there were no situations or risks that might have jeopardised their independence during 2018. The approval procedure was revised in December 2018 and included as an appendix to the Audit Committee's Charter.

The Committee reported its observations and recommendations on the work and on follow-up work performed.

The Committee's Chair reported to the Board of Directors on the work performed at each of the Audit Committee's meetings.

## APPOINTMENTS AND COMPENSATION COMMITTEE

### Composition as at 13 March 2019

	Role	Independence	1 <sup>st</sup> appointment/ last renewal	Number of meetings	Attendance rate
Nathalie Andrieux	Chair	●	15 May 2018	3	100%
	Member		7 July 2015		100%
Gilbert Delahaye	Member	N/A	15 December 2017		-
Sylvia Jay	Member	●	15 May 2018		100%
David de Rothschild	Member		15 May 2018		100%
<b>Independence rate</b>		<b>2/3</b>			

The composition of the Committee was reviewed on 15 May 2018 (see also section 5.2.3 above) based on the skills required for the Committee's work and the rules concerning the proportion of independent Directors on the Committee.

The proportion of independent Directors on the Committee complies with the Afep-Medef Code's recommendation calling for a majority of independent Directors (the Director representing employees not being counted in the calculation).

The Chairman and Chief Executive Officer participates in the work of the Appointments and Compensation Committee relating to the Committee's selection and appointment process for Directors and the Lead Director and the information on the compensation policy for key executives who are not corporate officers.

### Role and responsibilities

The role and responsibilities of the Appointments and Compensation Committee is set out in its Charter, which was amended on 13 March 2019, according to which its role of reviewing social and environmental annual information and the Company's gender parity policy was transferred to the Governance and Social Responsibility Committee in connection with the broadening of that Committee's social responsibility role. The Board of Directors' Internal Rules, also amended, describe these responsibilities.

The Appointments and Compensation Committee is notably tasked with assisting the Board in reviewing (i) candidates for Senior Management positions and in selecting future Directors in light of the criteria and standards set by the Governance and Social Responsibility Committee to ensure, among other things, the complementarity of expertise and

diversity, (ii) the human capital development and succession plan, (iii) the independence of Directors, (iv) the setting and review of corporate executive officer compensation, (v) the granting of stock options or free shares by the Company, as well as (vi) the implementation of employee shareholder plans.

### Activity of the Appointments and Compensation Committee in 2018

The Appointments and Compensation Committee met three times in 2018 after meeting five times in 2017. The attendance rate was 100% in 2018, as it was in 2017. During the year, the Committee finalised its process for selecting a new woman Director in accordance with the Board's complementarity criteria and with a view to achieving and retaining balanced representation of men and women and the desired proportion of independent Directors. It made recommendations to the Board concerning its composition and the proposed re-elections and elections of Directors to be submitted to the Annual General Meeting of 15 May 2018.

The Committee performed its annual review of the independence of Directors, taking into account all of the criteria in the Afep-Medef Code, and presented the results of the review to the Board. As part of its review, it examined whether any Directors had any relationships with Group companies that might affect their judgement or lead to conflicts of interest.

It made recommendations concerning the post-Annual General Meeting composition of the Committees and the proposal to appoint Catherine Lucet, Independent Director, as Lead Director and Chair of the Governance and Social Responsibility Committee in recognition of her personal qualities, skills and experience as a member of the Board.

It was consulted about the method of determining the Chairman and Chief Executive Officer's fixed and variable compensation for 2018 and on the variable component for 2017. For 2018, it recommended proposing more challenging vesting conditions for the non-financial quantitative CSR objective set for his annual variable compensation and, after discussions with investors, raising the minimum target growth in Total Shareholder Return (TSR) for the long-term incentive to vest. It was also informed of the compensation of other Executive Committee members and examined the overall compensation of each members of the Executive Committee. It reviewed the proposed resolutions and the Board's Reports on the vote of shareholders on the components of the Chairman and Chief Executive Officer's 2017 compensation and on the 2018 compensation policy for the Chairman and Chief Executive Officer submitted at the Annual General Meeting held in May 2018. It also reviewed the sections of the Chairman's Report, which can be found in the 2017 Registration Document, relating to matters for which he is responsible.

The Committee was also consulted about proposals to grant shares for free to managers of the Group and recommended submitting a proposal to renew the authorisation to make free grants of shares to the Annual General Meeting.

The Committee made recommendations on the directors' attendance fees to be allocated to Board members and members of the Board's Committees, as well as to the Lead Director, the Chairs of the Committees and the non-voting Directors.

The Human Resources Director presented his annual report on succession plans and the human capital development process deployed in France and internationally. The

composition of the Group management committees, more specifically in France, and of the Group Executive Committee was also reviewed during the year.

The Committee noted in particular the effectiveness of procedures to identify and manage reservoirs of talent within the Group. It also noted the long-standing human resources development policies, covering such areas as hiring, training, mentoring, career management and cross-functional mobility, which are designed to nurture and develop diverse potentials, without discriminating, in order to prepare internal candidates to take over from Senior Management when the time comes.

The Committee considered that the action taken should, in time, lead to an improved gender balance on the Business Units' management committees and the Group Executive Committee (which currently includes only one woman, whose responsibilities are very broad). It recommended that the action plans be pursued or even stepped up.

The Committee also ensured that the process of continuously updating the succession plans for the Business Units' management committees and key executives was being actively pursued, and that measures existed to deal with a situation where the Casino senior executive position unexpectedly falls vacant. These measures are regularly presented to the Committee.

The Chairman of the Committee reported on the work performed at each Committee meeting to the Board of Directors.

The Appointments and Compensation Committee used independent research and benchmarking surveys, mainly carried out by specialist firms, to assist it in some of its duties.

## GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE

### Composition as at 13 March 2019

	Role	Independence	1 <sup>st</sup> appointment/ last renewal	Number of meetings	Rate of attendance
Catherine Lucet	Chair	●	15 May 2018	3	100%
	Member	●	15 May 2018		
Nathalie Andrieux	Member	●	15 May 2018		100%
Christiane Féral-Schuhl	Member	●	15 May 2018		100%
Frédéric Saint-Geours	Member*		5 May 2017		100%
<b>Independence rate</b>		<b>3/4</b>			

\* Chair until 15 May 2018.

The composition of the Committee was modified on 15 May 2018 (see also section 5.2.3 above) to take account of its expanded responsibilities in the area of Corporate and Social Responsibility (CSR), the appointment of a new Lead Director and the rules concerning the proportion of independent Directors.

### Role and responsibilities

The purposes, organisational rules and operation of the Committee are described in a specific Charter that was amended and approved most recently by the Board of Directors on 15 December 2017. The Board of Directors' Internal Rules also set out the Committee's responsibilities.



The Committee was created in 2015 to monitor the development of governance rules, oversee their proper application and propose any appropriate adaptation and ensure they are adequate to the Group's needs. In the area of governance, in particular, it is responsible for monitoring subjects relating to rules of conduct and ethics applicable to Directors, determining the terms and conditions of, and conducting, assessments of the Board's organisation and functioning and managing conflicts of interest. It periodically reviews the Board's structure, size and composition.

The scope of the Committee's duties in the area of social responsibility was broadened from 15 December 2017, reflecting the involvement of individuals at the highest level of the organisation in the Group's social responsibility process and the alignment of said duties with those of the other two Committees. It is thus responsible for reviewing the Group's commitments and policies in the area of ethics and rules of conduct and corporate social, environmental and societal responsibility, implementing these policies and tracking their results, in line with the Group's strategy. In this respect, together with the Audit Committee, it ensures the existence of systems for identification and management of the principal risks relating to these areas and compliance with applicable law and regulations. It reviews the Group's participation in non-financial indices and the information provided annually in the management report in respect of non-financial information under applicable law and the gender parity policy, which correspond to responsibilities previously entrusted to the Appointments and Compensation Committee (see also Article 12.2.5 of the Board of Directors' Internal Rules in section 9.4 of chapter 9 of this Registration Document).

### Activity of the Governance and Social Responsibility Committee in 2018

During 2018, the Governance Committee met three times, as it did in 2017. The attendance rate was 100%, as it was in 2017.

The Committee's work mainly focused on the following matters:

The Committee reviewed the Lead Director's annual report on the functioning of the Board and the conditions under which the duties of Chairman and Chief Executive Officer were respectively performed in 2017. It also reviewed the Board of Directors' Corporate Governance Report included in the 2017 Registration Document and recommended that the Board approve the terms of the report.

The Committee reviewed the size and the membership of the Board and its Committees and was briefed on the completion of the selection process for a new woman Director based on the search criteria recommended by the Committee in light of the results of the assessment of the Board's practices.

It reviewed the report of the Insider Trading Committee, prepared after its first year of operation, and examined this Committee's proposal to update the Insider Trading Code.

In connection with its responsibilities in the area of corporate social responsibility (CSR), the Committee examined and discussed on two occasions in 2018 the Social and Environmental Responsibility policy implemented by the Company, when it was presented by the Group CSR Director. The review focused primarily on the defined strategies and priorities and the results of the policy. The Committee reviewed the selected CSR indicators, the Group's participation in CSR indices and changes in its CSR ratings, the Group's dialogue with stakeholders and the issues discussed, action plans, the identified challenges for 2018 and 2019 and their management in France and Latin America. It approved the continued implementation of the CSR strategy and encouraged the development of a communication plan to raise awareness of the strategy at corporate level and at the level of the banners. The work in progress to prepare the CSR performance statement and monitor implementation of the Senior Management vigilance plan for 2018 was presented to the Committee.

Several review points were presented to the Committee by the Director of the Risks and Compliance department and Ethics Officer and by the Internal Control Director on (i) the implementation of measures and procedures to prevent and detect bribery and corruption as required by the Sapin II Law (measures previously overseen by the Audit Committee) and (ii) the risk mapping process. The Committee noted the work completed to date and the work in progress, which will be monitored going forward. The Group's approach to complying with the General Data Protection Regulation was presented to the Committee, along with a status report on each of the priority actions. The Committee reported to the Audit Committee on its monitoring of compliance with these CSR issues and recommended that the Board approve the CSR information, the ethics and compliance process and the Senior Management duty of care plan included in the management report presented in the 2017 Registration Document.

The Human Resources Director presented the main action taken by the Group in 2018 in connection with the gender equality policy and the action plans to be implemented in 2019, to enable the Committee to prepare the Board's annual discussion of these issues.

In December 2018, the Committee also reviewed the Company's status vis-à-vis the reports issued by the AMF and the High Commission on Corporate Governance in 2018 and the recommendations of the Afep-Medef Code revised in June 2018. It reported to the Board on the results of this review.

It also reviewed the renewal of specific annual authorisations granted to the Chairman and Chief Executive Officer detailed in the Board of Directors' Internal Rules.

The Committee's Chairman reported to the Board of Directors on the work carried out at each Committee meeting.

### 5.5.3. Lead Director – 2018 report

The Internal Rules of the Board of Directors provide for the mandatory appointment of an Independent Lead Director whenever the offices of Chairman of the Board of Directors and Chief Executive Officer are held by the same person (see also section 5.3.3 above).

The position of Lead Director was created on 11 May 2012 at the suggestion of the Chairman and Chief Executive Officer. This position had previously been held by Frédéric Saint-Geours, Chairman of the Governance and Social Responsibility Committee, from 7 July 2015. The Board appointed Catherine Lucet, Independent Director, to succeed him as from May 15, 2018.

The Lead Director's powers and duties are described in Article 13 of the Board's Internal Rules. The Lead Director ensures that combining the roles of Chairman and Chief Executive Officer does not have an adverse impact on the proper functioning of the Board, on such matters as the information given to Directors, the inclusion of items on the agenda of Board meetings and the organisation of Board discussions and votes.

To this end, he or she may consult the Governance and Social Responsibility Committee at any time about any issues that could create a problem.

In 2018, either Frédéric Saint-Geours or Catherine Lucet participated in all meetings of the Board of Directors (13 meetings) and respectively chaired or participated in all meetings of the Audit Committee (7 meetings) and the Governance and Social Responsibility Committee (3 meetings).

In respect of 2018:

- Each Lead Director chaired a meeting of independent Directors in 2018 devoted to assessing the functioning of the Board and its Committees in 2017 and 2018.
- The Lead Director reported in March 2019 to the Governance and Social Responsibility Committee then to the Board that the positions of Chairman of the Board of Directors and Chief Executive Officer and the duties of the Board and the Board Committees were performed satisfactorily and that no problems had come to light or been reported to the Appointments and Compensation Committee or the Governance and Social Responsibility Committee or to the Lead Director during the financial year concerning any actual or potential conflicts of interest. The Lead Director confirmed the proper functioning of the Board with regard, in particular,

to the organisation of its discussions, the information given to Directors and the functioning of the Board Committees. The Chairman and Chief Executive Officer was informed by the Lead Director of the observations and recommendations expressed, and met individually with each of the Board members that are external to the Company.

- As Chair of the Governance and Social Responsibility Committee, the Lead Director assessed the annual review of governance practices under the Afep-Medef Code, its implementation guide and the reports of the AMF and the High Commission on Corporate Governance; the Lead Director ensured that the Directors were fully informed about changes in these practices, that governance issues were properly reviewed and that the Committee properly fulfilled its new duties in the area of CSR; the Lead Director reported to the Audit Committee and the Board on the Committee's monitoring of action to (i) comply with the General Data Protection Regulation and (ii) step up the programme to combat bribery and corruption as required by the Sapin II Law.
- Frédéric Saint-Geours participated in the selection process for the woman candidate under consideration to become a member of the Board of Directors in May 2018 and in the discussions relating to changes in the composition of the Board Committees and the selection of a woman as Independent Lead Director.
- As member of the Audit Committee, the Lead Director participated in all of the Committee's work, including its review of related-party agreements and the implementation of the non-core assets disposal plan, after recommending that the Committee monitor this plan. In an environment shaped by violent attacks against the Company, along with attempts to discredit and destabilise it, he or she ensured that the due diligence related to the proposed payment of an interim dividend enabled the Directors to fully and freely exercise their judgement and fulfil their responsibilities.
- The Lead Director held regular discussions with the Board Secretary to prepare meetings of the Board Committees and the agenda of the Board meetings.
- The Lead Director reported on his activities to the Governance and Social Responsibility Committee and the Board of Directors.

The Board of Directors' secretary was at the disposal of the Lead Director to assist him or her in the performance of their responsibilities.



### 5.5.4. Evaluation of the Board's functioning

Pursuant to the Afep-Medef Code, the Board's Internal Rules provide for an annual review and regular performance evaluations of the Board of Directors by the Governance and Social Responsibility Committee, assisted by an independent consultant if it so wishes.

For 2016, the Governance Committee engaged an external firm (SpencerStuart) to perform the sixth evaluation. It performed said evaluation in late 2016, the report of which was sent to all of the Directors. The Chairman of the Committee and Lead Director presented a summary of the findings to the Board of Directors, which reviewed and discussed them and approved the implementation of all the recommendations.

The evaluation report unequivocally testified to the efficient, professional and continuously improved functioning of the Board. The transparency and clarity of the responses to the questions, the quality of the preparation work sent to the Board and its Committees (and, generally, the quality of the services delivered by the Board's secretary) and the effective communication between the Board and its Committees contributed positively to this overall assessment.

The Directors applauded the organisation of regular meetings on strategy and budgetary issues, the development of business reviews presented by the Group's operating officers, the creation of a digital platform for the Board and the Committees, the creation of the Governance Committee, and the creation of the Lead Director position and his or her work, notably in organising meetings of independent Directors.

Various suggestions were made concerning improvements to the organisation of the Board's work. Implementation of these suggestions during 2017 was monitored during the annual meeting of independent Directors and certain clarifications were made.

The late-2016 evaluation process had not formally planned for an assessment of Directors' individual contribution, as recommended by the Afep-Medef Code. Consequently, each Director was not asked to evaluate the contribution of each of the other members on the Board. However, during the interviews, each of them was able to talk freely about the composition and the dynamic of the Board and Committee meetings, the work carried out by the Committee Chairpersons and the Lead Director, and review his or her own contributions. The process carried out and the positive findings on the Board's functioning are indicative of the level of professionalism and personal dedication of the Board's members, especially its independent Directors. Members' opinions were sought regarding the future implementation of this process recommended by the Afep-Medef Code. Based on the opinion expressed by the independent Directors, the Governance and Social Responsibility Committee recommended that the individual contribution of Directors should not be assessed during the next formal evaluation of the Board's functioning to be conducted during the second

half of 2019. Instead, preference should continue to be given to evaluating the Directors collectively, as this approach appears better aligned with the Board's structure and has proved satisfactory.

At their meeting on 30 January 2018, the independent Directors expressed their satisfaction with the action taken in 2017. The main suggestions confirmed and refined during the meeting were to continue to involve the Board in strategic discussions, business plan analyses and reviews of the competition, to develop budget monitoring processes, to hold one Board meeting at a commercial location after the successful experiment carried out in 2017 and to highlight the Group's CSR objectives and achievements both within and outside the organisation.

At their meeting in late 2018, the independent Directors applauded the action taken and unanimously recognised the quality of the day-to-day functioning of the Board and its Committees. They also expressed their appreciation of the fact that their suggestions are taken into account year after year. The following actions undertaken in 2018 were highlighted in particular:

- presentations of the strategy, budgets and budget performance, and opportunities for Board members' to talk directly with Senior Management and the Chief Executive Officers of the Business Units;
- the organisation of another Board off-site meeting in 2018, this time at the Cdiscount headquarters; the visit, which included a tour of the warehouse, enabled Board members to deepen their knowledge of this major entity and appreciate its momentum and the quality of its top management team;
- changes in the composition of the Board, with the selection of new independent members whose profiles fulfil the criteria defined by the Board;
- Board discipline and the provision of high quality information to the Directors during a period of repeated attacks against Casino and its parent company, with Directors given the means to exercise their judgement and fulfil their responsibilities.

The independent Directors suggested improving the technical quality of the telephone and videoconferencing systems used by Directors to participate in meetings from a distance, and asked that a Board meeting be held once again in a commercial location.

In connection with the proposal to re-elect the Chairman and Chief Executive Officer as a Director at the 2019 Annual General Meeting, the independent Directors unanimously agreed that continuing to combine the positions of Chairman of the Board and Chief Executive Officer was in the Group's interests. They expressed the opinion that the strategic and financial challenges facing the Group require a unified approach that can undeniably best be provided by the Chairman and Chief Executive Officer, supported by a high quality Executive Committee.

## 5.5.5. Rules of Conduct – Conflicts of Interest – Protection of Minority Shareholders

### RULES OF CONDUCT – INTERNAL RULES

The Internal Rules of the Board of Directors and, in particular, Section VI, set out the rules of conduct applicable to Board members. This section was supplemented and updated in 2016 and again in March 2017. The rules state that each Director must perform his or her duties in compliance with the rules of independence, business ethics, loyalty, and integrity. It notably includes the duty of the Directors to request information, their obligation to protect the Company's interests, avoid and manage conflicts of interest, attend meetings, keep information confidential, and contains rules relating to equity interests held by Directors designated by the Annual General Meeting. The measures associated with the prevention of insider trading have also been compiled in the Insider Trading Policy that was adopted in March 2017 and to which the Internal Rules of the Board expressly refer (see below). The Ethics Charter and the Code of Ethics and Business Conduct for the Group's affairs that define and illustrate the values of ethics and integrity of the Group are the reference documents intended for all employees as well as the executives and Directors of the Group. These documents may be viewed on the Company's website (<https://www.groupe-casino.fr/en/insider-trading-policy/> and <https://www.groupe-casino.fr/en/ethics-compliance/>).

Section VI of the Internal Rules states that before agreeing to undertake the position, each Director must read the legal and regulatory provisions associated with his or her position, the applicable codes and sound governance practices, as well as any provisions specific to the Company contained in the Articles of Association and the Internal Rules.

Directors are required to request the information they believe is necessary to perform their duties. To this end, they must ask the Chairman, where appropriate and in a timely manner, for the information they need to make useful contributions to the discussions of items on the Board meeting's agenda.

With respect to the rules applicable to the prevention and management of conflicts of interest, Directors who represent the interests of all shareholders have a duty to disclose any conflicts of interest they may have to the other Board members. The Internal Rules state that each Director is required to inform the Board of Directors of any actual or potential conflicts of interest in which they might be directly or indirectly involved and, in such a case, to abstain from taking part in discussions and votes on the matter concerned. In addition, each Director must consult the Chairman prior to committing to any business undertaking or to accepting any duties or obligations that could create an actual or even a potential conflict of interest for him or her. The Chairman may refer the matters to the Governance and Social Responsibility Committee and the Board of Directors.

Note that during the 2015 financial year, the Board of Directors, in order to better reflect the Group's strong international footprint and the presence in the Group of several listed companies (subsidiaries or parent companies) both in France and abroad, decided to strengthen and supplement existing procedures and/or governance bodies, thereby enhancing its good governance process. The Board accordingly implemented a procedure to review all agreements between related parties (see below), and to create the Governance Committee, renamed Governance and Social Responsibility Committee in December 2017, whose specific task is to examine governance, ethical and social responsibility issues.

As part of its duties, the Governance and Social Responsibility Committee may therefore examine any exceptional issue that may give rise to a conflict of interest within the Board of Directors and give an opinion or make a recommendation on the matter.

### CONFLICTS OF INTEREST – PROTECTION OF MINORITY SHAREHOLDERS

#### Conflicts of interest involving corporate officers and Senior Management

The Company conducts routine relations with all its subsidiaries in its day-to-day management of the Group. It also receives strategic advice from Euris, its overall controlling company, of which Jean-Charles Naouri is Chairman and majority shareholder. Euris provides permanent advisory services on strategy and development (by a team of 17 people), on terms that are contained in an agreement dated 5 September 2003, approved by the Annual General Meeting under the procedure applicable to related-party agreements and commitments, as were the subsequent amendments to that agreement. Pursuant to an amendment dated 14 March 2017, authorised by the Board of Directors which met on 6 March 2017 and following a review and an unanimous favourable opinion by the Audit Committee and approval at the Annual General Meeting of 5 May 2017, the term of the agreement, renewed from 2017 under the same invoicing terms and conditions, was extended by three years. A clause was added to provide for an annual review of the amount invoiced to the Company based on the changes in Euris' costs for providing strategic support and on the portion of costs allocated on the basis of the cost-sharing formula. As part of the review procedure described above, the Audit Committee expressed a unanimously favourable opinion on entering into this amendment after reviewing the reports from financial experts and after obtaining independent expert advice confirming the relevance of the cost-sharing method used and its suitability for the engagement as well

as legal opinions to the effect that renewing the agreement was in the Company's interest, as was the decision to extend its length by three years. The findings of the independent expert were brought to the attention of the shareholders at the Annual General Meeting of 5 May 2017. Under the terms of the agreement, the amount paid by the Company to Euris in 2019 for 2018 was €760,000 excluding VAT, versus €900,000 excluding VAT paid in 2018 for 2017 (see Report of the Statutory Auditors on related-party agreements).

Euris also provides permanent strategic advisory and assistance and development services to the Company's subsidiaries. The total amount billed by Euris for these services in 2018 was €2.38 million, excluding VAT. In addition, Euris and Foncière Euris provide staff and fitted-out premises to the Company and its subsidiaries (see note 14 to the consolidated financial statements).

To the Company's knowledge, with the exception of the abovementioned contracts, there are no other service contracts associating the members of the Board of Directors of the Company to the Company or any of its subsidiaries the terms of which would qualify as a grant of special benefits.

Jean-Charles Naouri, Diane Coliche, Jacques Dumas, Didier Lévêque and Michel Savart, executives, Directors or permanent representatives of companies in the Euris and Rallye groups, are members of the administrative, management and/or supervisory bodies of companies belonging to these two groups and/or to the Casino Group (see list of the positions in section 5.5) and accordingly receive compensation and/or directors' fees.

To the Company's knowledge, there are no other potential conflicts of interest between the duties performed by the members of the Board of Directors for the Company and their private interests or other obligations. There are no arrangements or agreements with shareholders, customers, suppliers or other parties by virtue of which a member of the Board of Directors has been appointed as a Director.

The responsibilities of the Audit Committee, particularly in connection with the prior review procedure for agreements between related parties, and of the Governance and Social Responsibility Committee, on both of which sit a majority of independent Directors, as well as the Lead Director, help to prevent conflicts of interest and ensure that the power of the majority shareholders is not exercised unfairly.

In addition, to the best of the Company's knowledge, no family ties exist between members of the Company's Board of Directors.

No loans or guarantees have been made or granted by the Company to members of the Company's Board of Directors who are natural persons.

### **Prior review of agreements between related parties by the Audit Committee**

Casino considered that close attention should be paid to agreements between the Company or its wholly-owned subsidiaries and other companies in the Casino Group, the Group's parent companies and their subsidiaries, as well as companies accounted for by the equity method, referred to as "related parties."

In this regard, in order to prevent conflicts of interest and protect the various minority shareholders within the Group, the Board of Directors in 2015 instituted a procedure for the systematic review of related-party agreements by the Audit Committee. The only procedure for the prior authorisation of related-party agreements, as provided for in the French Commercial Code, which consists in prior authorisation from the Board of Directors, the preparation of a Statutory Auditors' special report, and approval at the Annual General Meeting, is intended to apply mainly to agreements to which Casino is a direct party and does not cover routine agreements entered into under normal conditions, for which the latter represents the vast majority of intra-group agreements.

The Board therefore introduced a prior review procedure for the Audit Committee to examine all agreements before they are submitted for information or approval to the Board of Directors, between i) the Company or its wholly-owned subsidiaries and ii) other Group companies as well as controlling companies and companies accounted for by the equity method in the Group's consolidated financial statements where the transaction amount with the same related party during the same financial year, either individually or in total, is greater than €10 million per transaction and, above the €10 million aggregate threshold, transactions for which the total amount is €1 million. The Audit Committee is required to express an opinion as to whether the terms of such contracts fairly balance the interests of both parties. The procedure does not apply to agreements between the Company and its wholly-owned subsidiaries or among wholly-owned subsidiaries themselves that concern i) routine transactions carried out in the normal course of business, ii) tax consolidation agreements, provided they do not place one of the parties in a less favourable position than if it had elected to be taxed on a stand-alone basis, or iii) the issue of a guarantee or a payment for a guarantee, unless it is not consistent with the Group's normal practices in this regard.

Moreover, related-party agreements (as per French law) entered into by the Company are subject to this procedure regardless of their amount. At the request of Senior Management, any agreement not falling within the scope of the procedure may also nevertheless be submitted for review to the Audit Committee owing to its characteristics. At the request of the Chairman and Chief Executive Officer or the Chairman of the Audit Committee, the Board of Directors may also decide to entrust the prior review of an agreement with a specific related party to an ad hoc Committee due to the nature or significance of the planned transaction.

To perform its work in line with this procedure, the Audit Committee may use studies or reports generally produced by external specialist consultants to make an informed decision about the related-party agreements subject to its review.

A specific charter describing the procedure's organisation and functioning was drawn up and approved by the Board of Directors based on the recommendation of the Audit Committee. The Board of Directors' Internal Rules also include provisions relating to the principle of a prior review of agreements between related parties by the Audit Committee of which at least two-thirds of members are independent Directors.

The Audit Committee issued a favourable opinion on all of the transactions it reviewed in 2018 based on the reports of external experts, having concluded that their terms fairly balanced the interests of both parties. Each year, Senior Management presents a report to the Audit Committee on all related-party agreements entered into during the year and on all transactions qualifying for the above-mentioned exceptions to the related-parties procedure. The report presented to the Audit Committee during the 2018 financial year once again concluded that there was no need to widen the scope of application of the systematic review procedure introduced in 2015.

## CONVICTIONS

To the best of the Company's knowledge, no member of the Board of Directors has during the last five years:

- been convicted of fraud or of a crime and/or incurred an official public sanction or sentence imposed by a legal or regulatory authority;
- been involved in an insolvency, a receivership or a liquidation in his or her capacity as a member of a management body;
- been disqualified by a court from acting as a member of an administrative, management or supervisory body of an issuer or from acting in a managerial capacity or being involved in the conduct of the business or affairs of any issuer.

## RESTRICTIONS ACCEPTED BY MEMBERS OF THE BOARD OF DIRECTORS RELATING TO THE SALE OF THEIR SHARES

Pursuant to the terms of the Company's Articles of Association, each Director must own at least 100 Company shares. The Internal Rules also state that each Director elected at an Annual General Meeting, whether a natural person, legal entity or permanent representative, also undertakes to hold a number of Company shares the amount of which corresponds to at least one year of directors' fees, with the possibility of using said directors' fees to acquire such shares. The Articles of Association exempt Directors representing employees from complying with this requirement, as provided by law.

Subject to the foregoing, to the Company's knowledge, there are no restrictions on members of the Board of Directors relating to the sale of their equity interests in the Company other than the obligations adopted by the Group pursuant to the Insider Trading Policy or, generally, to any applicable law or regulations regarding requirements to abstain from carrying out transactions involving Company securities in connection with the prevention of insider trading.

## PREVENTION OF INSIDER TRADING

During 2017, the Company updated its internal rules and recommendations on insider trading following changes in the legal and regulatory framework applicable to the prevention of market abuse following the introduction of Regulation (EU) No. 596/2014 of 16 April 2014 on market abuse which entered into effect on 3 July 2016.

On the recommendation of the Governance and Social Responsibility Committee, the Internal Rules of the Board of Directors were modified and an Insider Trading Policy was adopted. This Insider Trading Policy includes, in particular, a description of (i) the applicable legal and regulatory provisions, (ii) the definition of inside information, (iii) the measures taken by the Company to prevent insider trading, (iv) the obligations of persons with access to this inside information, and (v) the applicable sanctions. The Policy also states that Casino's listed subsidiaries or parent companies each have their own insider trading rules with which the persons subject to said rules must also comply.

The Policy applies to members of the Board of Directors, executives and assimilated persons as well as, more generally, to employees who may have access to sensitive or inside information. It is sent to all such persons, who attest that they have read it and agree to comply with it.

The Policy provides for the creation of an Insider Trading Committee responsible, among other things, for answering any questions relating to the application of the Insider Trading Policy and management of lists of insiders and delayed disclosure of inside information.

The Insider Trading Policy, like the Board of Directors' Internal Rules, prohibits the abovementioned persons from trading in the Company's securities or financial instruments:

- during the 30 calendar days preceding the publication by the Company of a press release announcing its annual and interim financial results, including the date of said publication;
- during the 15 calendar days preceding the publication by the Company of a press release announcing its quarterly financial results, including the date of said publication;
- from and after the date of exposure to inside information to the date on which said information is no longer considered inside information, in particular after it is made public.

The start of each blackout period coincides with the sending of an email informing the persons affected by the prohibition, to which is attached a calendar of the blackout periods and a reminder of the obligations stipulated in the Insider Trading Policy.

The Policy contains rules relating to the compilation of lists of insiders and includes information about the declarations that must be made by the persons defined as persons having managerial and executive responsibilities and persons having close personal ties to such persons when they engage in transactions involving the Company's securities.

The Policy, which is the subject of a regular review, was updated on 7 March and 14 December 2018.

## ATTENDANCE AT BOARD AND COMMITTEE MEETINGS AND HOLDING MULTIPLE DIRECTORSHIPS

The Board of Directors' Internal Rules states that Directors must devote the necessary time and attention to their responsibilities. They must make every effort to attend Board of Directors' meetings and Annual General Meetings, as well as meetings of the Committees on which they serve. The Company's methods for determining and allocating directors' fees comply with the Afep-Medef Code recommendations, which notably stipulate that Directors' attendance should account for a significant weight of the variable fee and its distribution.

Checks are performed to ensure that no Director eligible for re-election at an Annual General Meeting holds multiple

directorships. The Internal Rules of the Board of Directors state that, in addition to these legal rules, Directors are required to comply with the following recommendations of the Afep-Medef Code:

- a Director also holding an executive office should not hold more than two other directorships in listed corporations, including foreign companies, not affiliated with his or her group. He or she must also seek the Board's opinion before accepting a new directorship in a listed company not affiliated with the Group;
- a Director should not hold more than four other directorships in listed companies not affiliated with the Group, including foreign companies; this recommendation applies at the time of appointment as Director or at the subsequent renewal of the position. Each Director must inform the Company of the directorship she or he holds in other French or foreign companies. She or he must inform the Company of any new directorship or professional responsibility as soon as possible.

The table below illustrates the active involvement of the Directors in the work of the Board of Directors and its Committees during 2018. Due to their professional commitments, some members were unable to participate in all of the special meetings organised at short notice on the dates when the greatest number of independent Directors were available.

	Board of Directors (13 meetings)	Audit Committee (7 meetings)	Appointments and Compensation Committee (3 meetings)	Governance and Social Responsibility Committee (3 meetings)
Jean-Charles NAOURI	100%			
Nathalie ANDRIEUX <sup>(1)</sup>	100%		100%	100%
Diane COLICHE	100%			
Gilbert DELAHAYE	100%		100%	
Jacques DUMAS <sup>(2)</sup>	100%		100%	
Christiane FÉRAL-SCHUHL <sup>(3)</sup>	77%			100%
Laure HAUSEUX <sup>(4)</sup>	100%	100%		
Sylvia JAY <sup>(5)</sup>	65%		100%	100%
Didier LÉVÊQUE	100%			
Catherine LUCET <sup>(6)</sup>	100%	100%		100%
Gérald DE ROQUEMAUREL <sup>(7)</sup>	100%	100%	100%	
David DE ROTHSCHILD <sup>(5)</sup>	70%		100%	100%
Frédéric SAINT-GEOURS	100%	100%		100%
Michel SAVART	100%			
Henri GISCARD D'ESTAING (Non-Voting Director)	50%			
Gilles PINONCÉLY (Non-Voting Director)	95%			
Gérald DE ROQUEMAUREL (Non-Voting Director) <sup>(7)</sup>	80%		100%	

(1) Chair of the Appointments and Compensation Committee and member of the Governance and Social Responsibility Committee since 15 May 2018.

(2) Member of the Appointments and Compensation Committee until 15 May 2018.

(3) Member of the Governance and Social Responsibility Committee since 15 May 2018.

(4) Elected at the Annual General Meeting of 15 May 2018 and member of the Audit Committee since 15 May 2018.

(5) Member of the Governance and Social Responsibility Committee until 15 May 2018 and member of the Appointments and Compensation Committee since 15 May 2018.

(6) Chair of the Audit Committee until 15 May 2018, member of the Audit Committee and Chair of the Governance and Social Responsibility Committee since 15 May 2018.

(7) Director and member of the Appointments and Compensation Committee until 15 May 2018, Non-Voting Director since 15 May 2018.

### 5.5.6. Implementation of the Afep-Medef Code recommendations

The Company aims to implement each of the recommendations of the Afep-Medef Code. In accordance with the “comply or explain” rule provided for in Article 27.1 of the Afep-Medef Code, the recommendation that has not been fully implemented is presented below:

Recommendation	Explanation
<p>Evaluation of individual Director contribution (paragraph 9.2 of the Afep-Medef Code relating to evaluation and appraisal of the Board of Directors)</p> <p><i>“The evaluation has three objectives: [...] to measure the actual contribution of each Director to the Board’s work”</i></p>	<p>In connection with the overall and formal evaluation of the functioning of the Board performed by an independent consultant at the end of 2016, no formal appraisal was made by each Director of the contribution of each of the other Directors to the Board of Directors’ work. However, the process and the results of the evaluation have highlighted the professionalism and personal involvement of the Board members, especially the independent Directors. For further details on the process and its results, please refer to the section entitled “Evaluation of the Board’s functioning”. Concerning the implementation of this recommendation, the independent Directors considered that, as things currently stand, it was better to continue to focus on evaluating the quality of the collective functioning of the Board and its Committees.</p>

## 5.6. INFORMATION ON THE AGREEMENTS MENTIONED IN ARTICLE L. 225-37-4 OF THE FRENCH COMMERCIAL CODE

To the knowledge of the Board of Directors, no agreements were made in 2018, directly or through an intermediary, between, on the one hand, any corporate officers or any shareholders owning or holding a number of votes greater than 10% of a company and, on the other hand, any other

company of which the first company owns or holds, either directly or indirectly, more than half the share capital, except for agreements relating to routine operations or transactions and made on arm’s-length terms and conditions.



## 5.7. STATUTORY AUDITORS

### 5.7.1. Permanent Statutory Auditors

#### ERNST & YOUNG ET AUTRES

Signing partner: Yvon Salaün (since 2015).

*Date first appointed: 20 May 1978*

Date current appointment ends: at the conclusion of the Ordinary General Meeting to be held in 2022 to approve the financial statements for the year ended 31 December 2021.

In accordance with the French Financial Security Law (*Loi de sécurité financière*) of 1 August 2003, one of the signing partners from Ernst & Young was rotated for the second time in 2015.

#### DELOITTE & ASSOCIÉS

Signing partners: Patrice Choquet (since 2017) and Frédéric Moulin (since 2016).

*Date first appointed: 29 April 2010*

Date current appointment ends: at the conclusion of the Ordinary General Meeting to be held in 2022 to approve the financial statements for the year ended 31 December 2021.

In accordance with the French Financial Security Law (*Loi de sécurité financière*) of 1 August 2003, one of the signing partners from Deloitte & Associés was rotated for the first time in 2016.

### 5.7.2. Alternate Statutory Auditors

#### AUDITEX

Alternate for Ernst & Young et Autres.

*Date first appointed: 29 April 2010*

Date current appointment ends: at the conclusion of the Ordinary General Meeting to be held in 2022 to approve the financial statements for the year ended 31 December 2021.

#### BEAS

Alternate to Deloitte & Associés.

*Date first appointed: 29 April 2010*

Date current appointment ends: at the conclusion of the Ordinary General Meeting to be held in 2022 to approve the financial statements for the year ended 31 December 2021.