



Casino, Guichard-Perrachon

ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETING OF 17 JUNE 2020

Report on the Meeting

At the Ordinary and Extraordinary Annual General Meeting held on 17 June 2020 at 148, rue de l'Université – 75008 Paris without the physical presence of shareholders or other persons entitled to attend, the number of shareholders who cast a vote remotely or gave power to the Chairman was as follows:

- 2,234 shareholders at the Ordinary General Meeting, holding 72,843,798 shares (i.e., 67.59% of the shares carrying voting rights) and representing 114,392,341 votes;
- 2,205 at the Extraordinary General Meeting, holding 72,797,570 shares (i.e., 67.55% of the shares carrying voting rights) and representing 114,301,237 votes.

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

Ordinary General Meeting

The parent company and consolidated financial statements for the financial year ended 31 December 2019 were approved (*first and second resolutions*) as was the allocation of profit (*third resolution*).

Similarly, the Annual General Meeting approved the information referred to in Article L. 225-37-3 I of the French Commercial Code (*Code de commerce*) relating to the compensation of corporate officers for financial year 2019 (*fourth resolution*), the total compensation and benefits of any kind paid to the Chairman and Chief Executive Officer in financial year 2019 or granted to him in respect of that financial year (*fifth resolution*), and the amendment of the 2019 compensation policy for the Chairman and Chief Executive Officer (*sixth resolution*). The Annual General Meeting also approved the compensation policy for the Chairman and Chief Executive Officer in respect of financial year 2020 (*seventh resolution*) and the compensation policy for non-executive Directors in respect of financial year 2020 (*eighth resolution*).

In addition, the Annual General Meeting re-elected as Directors, for three-year terms, Euris (*ninth resolution*), Foncière Euris (*tenth resolution*), Christiane Féral-Schuhl (*eleventh resolution*), David de Rothschild (*twelfth resolution*) and Frédéric Saint-Geours (*thirteenth resolution*).

The Annual General Meeting elected two new Directors for three-year terms: Fimalac (*fourteenth resolution*) and Saris, subsidiary of the Euris group (*fifteenth resolution*).

The Annual General Meeting also renewed the authorisation given to the Board of Directors to buy back the Company's shares (*sixteenth resolution*). In the event of a public tender offer for the shares or other securities issued by the Company, the Company may only use this authorisation for the purpose of meeting securities delivery commitments, notably in the context of free share plans, or strategic transactions, initiated and announced prior to the launch of said public tender offer.

Extraordinary General Meeting

The Annual General Meeting then granted a new authorisation to make free allocations of Company shares to employees of the Group for a period of 38 months (*seventeenth resolution*).

The Annual General Meeting also approved all proposed amendments to the Articles of Association to comply with legal provisions (*eighteenth to twenty-fifth resolutions*).

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

**CASINO, GUICHARD-PERRACHON –
ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETING – 17 JUNE 2020
VOTING RESULTS**

Ordinary resolutions

No.	Resolution	Result	For		Against		Total votes cast	Abstained	Quorum
			Votes	% *	Votes	% *		Votes	
1	<i>Approval of the parent company financial statements for the financial year ended 31 December 2019</i>	1 Adopted	112,677,614	98.55	1,656,624	1.45	114,334,238	58,193	67.59
2	<i>Approval of the consolidated financial statements for the financial year ended 31 December 2019</i>	2 Adopted	112,833,139	98.64	1,551,220	1.36	114,384,359	8,072	67.59
3	<i>Allocation of profit</i>	3 Adopted	114,305,531	99.93	79,261	0.07	114,384,792	7,638	67.59
4	<i>Approval of the information referred to in Article L. 225-37-3 I of the French Commercial Code relating to the compensation of corporate officers for financial year 2019</i>	4 Adopted	113,317,726	99.15	966,989	0.85	114,284,715	107,716	67.59
5	<i>Approval of the total compensation and benefits of any kind paid to the Chairman and Chief Executive Officer in financial year 2019 or granted to him in respect of that financial year</i>	5 Adopted	106,401,999	93.02	7,980,936	6.98	114,382,935	9,496	67.59
6	<i>Amendment of the 2019 compensation policy for the Chairman and Chief Executive Officer</i>	6 Adopted	104,478,248	91.34	9,901,313	8.66	114,379,561	12,771	67.59
7	<i>Approval of the compensation policy for the Chairman and Chief Executive Officer in respect of financial year 2020</i>	7 Adopted	113,511,717	99.48	587,721	0.52	114,099,438	291,821	67.59
8	<i>Approval of the compensation policy for non-executive Directors in respect of financial year 2020</i>	8 Adopted	114,157,626	99.84	178,015	0.16	114,335,641	56,629	67.59
9	<i>Re-election of Euris as Director</i>	9 Adopted	106,705,044	93.29	7,677,964	6.71	114,383,008	9,423	67.59
10	<i>Re-election of Foncière Euris as Director</i>	10 Adopted	106,606,116	93.20	7,777,055	6.80	114,383,171	9,260	67.59
11	<i>Re-election of Christiane Féral-Schuhl as Director</i>	11 Adopted	114,149,435	99.80	231,951	0.20	114,381,386	11,045	67.59
12	<i>Re-election of David de Rothschild as Director</i>	12 Adopted	104,521,512	91.39	9,852,531	8.61	114,374,043	18,388	67.59
13	<i>Re-election of Frédéric Saint-Geours as Director</i>	13 Adopted	105,187,916	91.97	9,179,058	8.03	114,366,974	25,457	67.59
14	<i>Election of Fimalac as Director</i>	14 Adopted	106,763,920	93.35	7,611,058	6.65	114,374,978	17,453	67.59
15	<i>Election of Saris as Director</i>	15 Adopted	106,706,346	93.33	7,631,024	6.67	114,337,370	55,061	67.59
16	<i>Authorisation for the Company to buy back its own shares</i>	16 Adopted	107,827,945	94.27	6,556,552	5.73	114,384,497	7,934	67.59

*% votes cast

Résolutions Extraordinaires

No.	Resolution	Result	For		Against		Total votes cast	Abstained	Quorum
			Votes	% *	Votes	% *		Votes	
17	<i>Authorisation to make free allocations of existing or newly-issued shares of the Company to employees</i>	17 Adopted	107,683,022	94.23	6,591,708	5.77	114,274,730	26,507	67.55
18	<i>Amendment of the Articles of Association concerning the identification of shareholders (Article 11)</i>	18 Adopted	112,731,905	98.68	1,510,715	1.32	114,242,620	58,617	67.55
19	<i>Amendment of the Articles of Association concerning the appointment of Directors representing employees (Article 14)</i>	19 Adopted	112,733,474	98.68	1,508,912	1.32	114,242,386	58,851	67.55
20	<i>Amendment of the Articles of Association concerning the rules for meetings of the Board of Directors (Article 18)</i>	20 Adopted	112,727,635	98.67	1,515,140	1.33	114,242,775	58,462	67.55
21	<i>Amendment of the Articles of Association concerning the compensation paid to Directors (Articles 22 and 29)</i>	21 Adopted	112,565,498	98.53	1,673,666	1.47	114,239,164	62,073	67.55
22	<i>Amendment of the Articles of Association concerning the calculation of the majority at shareholders' meetings (Articles 29 and 30)</i>	22 Adopted	112,570,684	98.54	1,668,492	1.46	114,239,176	62,061	67.55
23	<i>Amendment of the Articles of Association concerning the appointment of Alternate Statutory Auditors (Article 24)</i>	23 Adopted	112,729,856	98.68	1,509,550	1.32	114,239,406	61,831	67.55
24	<i>Amendment of the Articles of Association concerning the powers of the Board of Directors (Article 19)</i>	24 Adopted	112,721,419	98.67	1,518,586	1.33	114,240,005	61,232	67.55
25	<i>Amendment of the Articles of Association concerning the ratification by the Annual General Meeting of the transfer of the registered office (Article 29)</i>	25 Adopted	112,720,079	98.67	1,521,841	1.33	114,241,920	59,317	67.55
26	<i>Powers for formalities</i>	26 Adopted	114,234,407	99.99	8,397	0.01	114,242,804	58,433	67.55

*% votes cast

**Composition of the Board of Directors
at the close of the Annual General Meeting of 17 June 2020**

At the close of the Annual General Meeting, the composition of the Board of Directors was as follows:

Chairman and Chief Executive Officer

Jean-Charles Naouri

Directors

Nathalie Andrieux
Independent Director

Catherine Lucet
Lead Independent Director

Josseline de Clausade
Representative of Saris

Odile Muracciole
Representative of Matignon-Diderot

Jacques Dumas
Representative of Euris

Thomas Piquemal
Representative of Fimalac

Christiane Féral-Schuhl
Independent Director

David de Rothschild

Laure Hauseux
Independent Director

Frédéric Saint-Geours

Didier Lévêque
Representative of Finatis

Michel Savart
Representative of Foncière Euris

Non-Voting Directors

Gilles Pinoncély

Gérald de Roquemaurel

**Composition of the Board Committees
at the close of the Annual General Meeting of 17 June 2020**

At the close of the Annual General Meeting, the composition of the Board Committees remains, as follows:

Audit Committee

Frédéric Saint-Geours, *Chairman*

Laure Hauseux,
Independent Director

Catherine Lucet,
Lead Independent Director

Governance and Social Responsibility Committee

Catherine Lucet, *Chair, Lead Independent Director*

Nathalie Andrieux
Independent Director

Christiane Féral-Schuhl,
Independent Director

Frédéric Saint-Geours

Appointments and Compensation Committee

Nathalie Andrieux, *Chair, Independent Director*

Laure Hauseux,
Independent Director

David de Rothschild
