



CASINO, GUICHARD-PERRACHON

GOVERNANCE AND SOCIAL RESPONSIBILITY

COMMITTEE CHARTER

The Governance and Social Responsibility Committee of Casino, Guichard-Perrachon was established by the Board of Directors at its meeting on 7 July 2015.

The Board of Directors has defined the role and responsibilities of the Governance and Social Responsibility Committee. It is responsible, in particular, for assisting the Board and its specialised Committees in the implementation and application of governance rules and best practices within the Group and with reviewing and overseeing the Group's policies in the areas of corporate social, societal, and environmental responsibility.

The Governance and Social Responsibility Committee has decided to consolidate and clarify its rules of organisation and operation.

To this end, the Committee has drawn up this Charter setting forth the rules applicable to its organisation and operations, as well as the powers and duties assigned to it by the Board of Directors.

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I. ORGANISATION AND OPERATIONS OF THE GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE

1.1. Membership

The Governance and Social Responsibility Committee has at least three members, two-thirds of whom are independent within the meaning of the criteria set out in the Afep-Medef Code. The Committee's members are appointed by the Board of Directors from among its members. Company executives may not be members of the Committee.

Members are appointed on an entirely personal basis and may not be represented by proxy.

The Chairman of the Committee is also appointed by the Board of Directors from among the independent members serving on the Board. Barring extraordinary circumstances, the office of Chairman of the Governance and Social Responsibility Committee may not be held for more than three consecutive years.

The Board of Directors determines the terms of office of the Governance and Social Responsibility Committee members, without prejudice to said members' right to resign before their respective terms expire or the Board of Directors' right to remove them from office. Governance and Social Responsibility Committee members' terms of office may be renewed.

The Lead Director is appointed from among the independent members of the Governance and Social Responsibility Committee, based on the proposal made by the Chairman and Chief Executive Officer and after the Appointments and Compensation Committee has expressed an opinion. The Lead Director performs his or her duties in compliance with Article 13 of the Board of Directors' Internal Rules.

1.2. Meetings

The Committee meets at least three times per year at the initiative of its Chairman, who may also arrange any additional meetings, as required.

The Committee may also meet at any time if requested by at least half of its members, the Chairman of the Board of Directors, or the Chief Executive Officer. Meetings are held at the venue specified in the notice of meeting given by any means by the Chairman or any person he or she appoints to do so on his or her behalf.

If a member of the Governance and Social Responsibility Committee is unable to attend a meeting in person, he/she may participate via any means of telecommunication. The Chairman, or any Committee member to whom authority has been delegated for that purpose, draws up an agenda and sends it to each Committee member before the meeting.

The agenda is sent to the Chairman of the Board of Directors for information purposes.

The Chairman of the Committee reports to the Board of Directors on the Committee's work, research and recommendations. The Board of Directors has absolute discretion to decide whether or not to act on such recommendations. Meeting minutes are prepared under the Chairman's authority and are sent to the Committee members.

1.3. Resources

1.3.1. Together with the Chief Executive Officer, the Governance and Social Responsibility Committee can rely on the cooperation and participation of the Secretary of the Board of Directors, the Group's Ethics Committee, and the Group's Legal, Finance, Social Responsibility, and Human Resources departments.

- 1.3.2. The Governance and Social Responsibility Committee is granted the financial and physical resources needed to carry out its duties, the costs of which are borne by the Company.
- 1.3.3. All members of the Governance and Social Responsibility Committee have the right to be reimbursed for any expenses incurred while exercising their duties. Additionally, the Board of Directors may grant a specific allowance or additional attendance fees to the Governance and Social Responsibility Committee's members.

1.4. Authority and powers of the Committee

- 1.4.1. The Governance and Social Responsibility Committee has the authority to obtain, from all executives and employees whom the Chief Executive Officer has instructed to cooperate, any information on the Company and its subsidiaries that it deems necessary to perform its duties. After informing the Chief Executive Officer, the Committee may also contact and meet with any executives of the Company and its subsidiaries.

The Governance and Social Responsibility Committee may conduct, or instruct the Chief Executive Officer to conduct, any investigation or study on any of the issues for which it is responsible.

- 1.4.2. The Governance and Social Responsibility Committee has the authority, if deemed necessary, to call upon the advice or opinion of any outside consultant or expert.

The Governance and Social Responsibility Committee may invite the aforementioned consultants or experts to its meetings. It may also decide, insofar as may be required, to invite any person of its choice to its meetings. However, only Committee members can take part in the voting process.

- 1.4.3. The authority granted to the Governance and Social Responsibility Committee must not have the effect of delegating to said Committee any powers vested in the Board of Directors by law or in the Articles of Association, or reducing or restricting the Chief Executive Officer's powers.

- 1.4.4. In performing its duties, the Governance and Social Responsibility Committee may consult, if appropriate, with the other specialised Committees set up within the Board of Directors or with the Lead Director.

II. ROLE AND DUTIES OF THE GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE

In particular, the Governance and Social Responsibility Committee is responsible for assisting the Board of Directors and the other specialised Committees in implementing and applying corporate governance rules and best practices within the Group, as well as in reviewing and monitoring the Group's corporate social responsibility policies and practices.

2.1. Corporate governance duties

The Governance and Social Responsibility Committee is responsible for preparing and updating the Internal Rules of the Board of Directors and the charters of its specialised Committees, the charter on related-party agreements and any other charter in effect, for submission to the Board of Directors. In this respect, the Governance and Social Responsibility Committee regularly reviews the Board of Directors' Internal Rules and all of said Charters.

As such, the Governance and Social Responsibility Committee reviews changes in corporate governance guidelines (particularly within the framework of the Afep-Medef Code) and identifies emerging practices or significant developments in corporate governance-related regulations and/or practices, both in France and abroad.

More specifically, it ensures compliance with the Afep-Medef Code and analyses the Company's situation in terms of corporate governance with respect to the reports published by the French financial markets regulatory authority (*Autorité des marchés financiers – AMF*) and the High Committee on Corporate Governance (*Haut Comité de Gouvernement d'Entreprise*).

It conducts internal analyses and makes recommendations to the Board of Directors on best practices in the area of corporate governance and, where applicable, on actions to be taken.

The Committee also monitors the corporate governance-related practices implemented by the Group's subsidiaries and reviews their consistency with those in effect within the Company. The Committee makes recommendations, where applicable.

It prepares the necessary information to assist the Board of Directors in its review of corporate governance-related issues.

The Governance and Social Responsibility Committee may recommend consulting with the High Committee on Corporate Governance regarding any issue relating to a provision or the interpretation of the Afep-Medef Code. It keeps the Chairman of the Board of Directors informed of its actions.

The Governance and Social Responsibility Committee performs an annual review of the draft report on corporate governance and submits its observations prior to the Board of Directors' approval of said draft report.

2.2. Directors' conduct

The Governance and Social Responsibility Committee is responsible for handling any ethical issues relating to the Directors. It discusses ethical issues that the Board of Directors or its Chairman may submit for review or that it independently chooses to discuss.

In this respect, the Governance and Social Responsibility Committee ensures the implementation of a Directors' Code of Conduct and updates it on a regular basis, as necessary.

The Governance and Social Responsibility Committee ensures compliance with and the proper application of ethical rules, particularly those contained in the Directors' Code of Conduct.

2.3. Assessment of the Board of Directors

Within the framework of corporate governance principles, the Governance and Social Responsibility Committee is responsible for determining the terms and conditions of and conducting the assessment of the Board of Directors' organisation and operations.

2.4. Membership of the Board of Directors

The Governance and Social Responsibility Committee periodically reviews the structure, size and membership of the Board of Directors, and informs the Board of its recommendations regarding any proposed changes.

The Governance and Social Responsibility Committee regularly reviews the membership of the Board of Directors and its Committees, as well as the gender balance, the nationalities, and the diversity of skills represented therein.

2.5. Corporate Social Responsibility (CSR)

The Governance and Social Responsibility Committee, in light of the Group's strategy, reviews the Group's commitments and policies in the area of ethics and corporate social, environmental, and societal responsibility, the application and implementation of such policies and the results thereof, and expresses or makes any opinion or recommendation to the Board of Directors.

Together with the Audit Committee, it ensures that there are systems for identifying and managing the principal risks relating to such subjects and for ensuring compliance with applicable laws and regulations (particularly the prevention and detection of corruption and influence peddling).

The Governance and Social Responsibility Committee reviews reporting procedures relating to non-financial information and key non-financial performance indicators used and analyses the Group's participation in non-financial indices.

The Governance and Social Responsibility Committee reviews the information disclosed annually in the management report in respect of non-financial information pursuant to applicable legal requirements and provides its observations prior to approval thereof by the Board of Directors.

The Governance and Social Responsibility Committee reviews the gender balance and professional equality policy in preparation for the annual discussion of this matter by the Board of Directors, as provided in Article L. 225-37-1 of the French Commercial Code (*Code de commerce*).

It also reviews the objectives proposed by Senior Management concerning gender diversity in management bodies. It reviews the procedures for implementing these objectives, along with the accompanying action plan and time frame. Every year, it also reviews the results obtained, presented to it by Senior Management.

2.6. Management of conflicts of interest

Without prejudice to the procedures for intra-group and related-party agreements, the Governance and Social Responsibility Committee may examine any exceptional issue that could give rise to a conflict of interest within the Board of Directors, and submits its opinion, if any, on said issue to the Board of Directors.

2.7. Governance and Social Responsibility Committee reports submitted to the Board of Directors

The Governance and Social Responsibility Committee reports to the Board of Directors on any tasks it may undertake from time to time either at the Board's request or on its own initiative relating to its areas of responsibility, as well as submitting any reports, studies, or other investigations it may have conducted.

Whenever applicable, the Governance and Social Responsibility Committee may express an opinion or make a recommendation to the Board of Directors for the Board to evaluate and act on as it sees fit.

2.8. Other responsibilities of the Governance and Social Responsibility Committee

- 2.8.1. The Board of Directors may request that the Governance and Social Responsibility Committee carry out any other assignment in connection with its role as set forth in this Charter.
- 2.8.2. The Governance and Social Responsibility Committee regularly checks that its duties, as defined in this Charter, are carried out under satisfactory conditions. Periodically, it assesses the adequacy and relevance of this Charter relative to the Board of Directors' needs and objectives.
- 2.8.3. The Governance and Social Responsibility Committee may take up any matter within its jurisdiction brought to it by any other of the Board of Directors' specialised Committees or by the Lead Director. The Governance and Social Responsibility Committee may also review and consider any matter brought to it by the Lead Director for its opinion.

III. LIABILITY OF THE MEMBERS OF THE GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE

The Governance and Social Responsibility Committee's members bear no additional liability with respect to their duties other than that already borne by the members of the Board of Directors.

IV. APPROVAL OF THE GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE CHARTER

This Charter was approved by the Board of Directors at its meeting on 7 July 2015 and subsequently amended by the Board of Directors, most recently on 25 March 2020, after review by the Governance and Social Responsibility Committee.

The Board of Directors reserves the right to modify, supplement, or amend this Charter, if necessary, at the Governance and Social Responsibility Committee's request or on its own initiative.
