



**Casino, Guichard-Perrachon**

**ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETING  
OF 12 MAY 2021**

**Report on the Meeting**

At the Ordinary and Extraordinary Annual General Meeting held on 12 May 2021 at 148, rue de l'Université – 75007 Paris without the physical presence of shareholders or other persons entitled to attend, the number of shareholders who cast a vote remotely or granted proxy to the Chairman was as follows:

- 2,529 shareholders at the Ordinary General Meeting, holding 74,049,453 shares (i.e., 68.62% of the shares carrying voting rights) and representing 113,436,483 votes;
- 2,499 shareholders at the Extraordinary General Meeting, holding 74,001,431 shares (i.e., 68.58% of the shares carrying voting rights) and representing 113,341,604 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 2020 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. 22-10-9 I of the French Commercial Code (*Code de commerce*) relating to the compensation of corporate officers paid in or granted for financial year 2020 (*fourth resolution*), the total compensation and benefits of any kind paid to the Chairman and Chief Executive Officer in financial year 2020 or granted to him in respect of that financial year in consideration of his position (*fifth resolution*), the compensation policy for the Chairman and Chief Executive Officer in respect of financial year 2021 in consideration of his position (*sixth resolution*). The Annual General Meeting also approved the compensation policy for non-executive Directors in respect of financial year 2021 in consideration of their position (*seventh resolution*).

In addition, the Annual General Meeting re-elected Nathalie Andrieux as a Director for a three-year term (*eighth resolution*) and elected three new Directors for three-year terms: Maud Bailly (*ninth resolution*), Thierry Billot (*tenth resolution*) and Béatrice Dumurgier (*eleventh resolution*).

The Annual General Meeting also renewed the authorisation given to the Board of Directors to buy back the Company's shares (*twelfth 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 renewed, for a period of 26 months, the various financial authorisations granted to the Board of Directors to allow the Company to increase the share capital, if necessary, to pursue its development strategy and improve its financial structure.

Thus, the Annual General Meeting has:

- Delegated to the Board of Directors its competence to issue Company shares or securities granting access to the shares of the Company or one of its subsidiaries, with preferential subscription rights for existing shareholders (*thirteenth resolution*);
- Delegated to the Board of Directors its competence to issue Company shares or securities granting access to the shares of the Company or one of its subsidiaries, without preferential subscription rights for existing shareholders, via a public offering (*fourteenth resolution*);
- Delegated to the Board of Directors its competence for the purpose of increasing the share capital by issuing Company shares and/or securities granting immediate or deferred access to the Company's shares and/or the right to the allocation of debt securities, without preferential subscription rights for existing shareholders, via an offer as referred to in Article L. 411-2 1° of the French Monetary and Financial Code (*Code monétaire et financier*) (*fifteenth resolution*);
- Authorised the Board of Directors, in the event of issues without preferential subscription rights carried out via a public offering or an offer as referred to in Article L. 411-2 1° of the French Monetary and Financial Code, to set the issue price based on the weighted average of the share price over the last ten trading days preceding the pricing date, less a potential discount of no more than 10% (*sixteenth resolution*);
- Delegated to the Board of Directors its competence to increase the initial amount of any issues in the event of excess subscription requests in the context of capital increases carried out with or without preferential subscription rights (*seventeenth resolution*);
- Delegated to the Board of Directors its competence to increase the share capital by capitalising reserves, profits, premiums or any other sums for which capitalisation is authorised (*eighteenth resolution*);
- Delegated to the Board of Directors its competence to issue shares or securities granting access to the share capital, without preferential subscription rights, in the event of a public exchange offer launched by the Company (*nineteenth resolution*);
- Delegated to the Board of Directors the power to, within the limit of 10% of the Company's share capital, issue shares or securities granting access to the share capital as consideration for contributions in kind granted to the Company and comprising shares or securities granting access to shares (*twentieth resolution*);
- The aggregate par value of share capital increases that may be carried out, immediately and/or in the future, by virtue of the above-mentioned delegations, may not exceed €59 million, the aggregate amount of share capital increases that may be carried out, immediately and/or in the future, without preferential subscription rights, may not exceed €16.5 million, and the total par value of debt security issues that may be carried out on the basis of these delegations may not exceed €2 billion or its equivalent in foreign currencies or monetary units based on a basket of currencies (*twenty-first resolution*).

The Board of Directors may not, unless previously authorised by the General Meeting, use these delegations and authorisations as from the date a third party files a tender offer for the Company's shares and until the end of the tender offer period.

*Free translation of the original French version*

The Annual General Meeting also authorised the Board of Directors, for a period of 26 months, to increase the share capital, without preferential subscription rights for existing shareholders, or sell the Company's own shares for the benefit of members of a company savings plan of the Company and its related companies, it being specified that the total number of shares that may be issued may not exceed 2% of the total number of shares comprising the Company's share capital on the date of the Annual General Meeting (*twenty-second resolution*).

The Annual General Meeting authorised the Board of Directors, for a period of 18 months, to reduce the capital by up to 10% per 24-month period by cancelling treasury shares (*twenty-third resolution*).

Lastly, the Annual General Meeting granted full powers to complete all filings, publications and formalities prescribed by law (*twenty-fourth resolution*).

## Voting results by resolution

## Ordinary resolutions

No.	Resolution	Result	For		Against		* % of votes cast	Abstained Total	Quorum
			Votes	%*	Votes	%*			
1	Approval of the parent company financial statements for the financial year ended 31 December 2020								
	1 Adopted		112,310,975	99.08	1,043,199	0.92	113,354,174	82,309	68.62
2	Approval of the consolidated financial statements for the financial year ended 31 December 2020								
	2 Adopted		112,397,590	99.16	955,483	0.84	113,353,073	83,410	68.62
3	Allocation of profit for the 2020 financial year								
	3 Adopted		113,281,338	99.93	76,584	0.07	113,357,922	78,561	68.62
4	Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to the compensation								
	4 Adopted		113,059,629	99.73	302,101	0.27	113,361,730	74,753	68.62
5	Approval of the total compensation and benefits of any kind paid to the Chairman and Chief Executive Officer in financial year 2020								
	5 Adopted		110,585,719	97.57	2,750,883	2.43	113,336,602	99,881	68.62
6	Approval of the compensation policy for the Chairman and Chief Executive Officer in respect of financial year 2021								
	6 Adopted		105,382,009	93.23	7,649,409	6.77	113,031,418	405,065	68.62
7	Approval of the compensation policy for non-executive Directors in respect of financial year 2021								
	7 Adopted		113,123,731	99.79	238,727	0.21	113,362,458	74,025	68.62
8	Re-election of Nathalie Andrieux as a Director								
	8 Adopted		108,956,673	96.18	4,322,140	3.82	113,278,813	157,670	68.62
9	Election of Maud Bailly as a Director								
	9 Adopted		110,844,028	97.78	2,517,108	2.22	113,361,136	75,347	68.62
10	Election of Thierry Billot as a Director								
	10 Adopted		113,192,951	99.85	167,841	0.15	113,360,792	75,691	68.62
11	Election of Béatrice Dumurgier as a Director								
	11 Adopted		113,307,188	99.95	53,348	0.05	113,360,536	75,947	68.62
12	Authorisation for the Company to buy back its own shares								
	12 Adopted		108,853,933	95.97	4,567,964	4.03	113,421,897	14,586	68.62

\* % of votes cast

## Extraordinary resolutions

No.	Resolution	Result	For		Against		* % of votes cast	Abstained Total	Quorum
			Votes	%*	Votes	%*			
13	Capital increase with preferential subscription rights								
	13 Adopted		110,033,468	99.73	293,051	0.27	110,326,519	3,015,085	68.58
14	Capital increase, without preferential subscription rights, through a public offer								
	14 Adopted		109,819,767	99.54	507,071	0.46	110,326,838	3,014,766	68.58
15	Capital increase, without preferential subscription rights, through a private placement								
	15 Adopted		109,758,272	99.49	566,757	0.51	110,325,029	3,016,215	68.58
16	Exceptional setting of the issue price of capital increases without preferential subscription rights								
	16 Adopted		109,861,365	99.63	409,006	0.37	110,270,371	3,071,233	68.58
17	Power to increase the amount of issues in the event of oversubscription in the context of capital increases with or without preferential subscription rights								
	17 Adopted		109,616,277	99.41	652,583	0.59	110,268,860	3,072,744	68.58
18	Share capital increase paid up by capitalising reserves, profits, premiums, or other capitalisable items								
	18 Adopted		110,224,439	99.91	102,348	0.09	110,326,787	3,014,817	68.58
19	Share capital increase in the context of a public tender offer launched by the Company								
	19 Adopted		110,035,613	99.74	290,997	0.26	110,326,610	3,014,994	68.58
20	Issue of shares and securities with rights to shares as consideration for securities contributed to the Company								
	20 Adopted		110,172,698	99.86	153,300	0.14	110,325,998	3,015,606	68.58
21	Aggregate ceiling applicable to financial authorisations								
	21 Adopted		110,087,748	99.78	239,218	0.22	110,326,966	3,014,638	68.58
22	Share capital increase reserved for members of a company savings plan ( <i>plan d'épargne d'entreprise</i> )								
	22 Adopted		109,866,043	99.58	461,899	0.42	110,327,942	3,013,662	68.58
23	Authorisation granted to the Board of Directors for the purpose of reducing the share capital via the cancellation of shares bought back by the Company								
	23 Adopted		110,149,287	99.84	171,646	0.16	110,320,933	3,020,671	68.58
24	Powers for formalities								
	24 Adopted		110,243,897	99.98	22,936	0.02	110,266,833	3,074,771	68.58

\* % of votes cast

**Composition of the Board of Directors  
at the close of the Annual General Meeting of 12 May 2021**

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*

**Maud Bailly**  
*Independent Director*

**Thierry Billot**  
*Independent Director*

**Josseline de Clausade**  
*Representative of Saris*

**Jacques Dumas**  
*Representative of Euris*

**Béatrice Dumurgier**  
*Independent Director*

**Christiane Féral-Schuhl**  
*Independent Director*

**Didier Lévêque**  
*Representative of Finatis*

**Odile Muracciole**  
*Representative of Matignon Diderot*

**Thomas Piquemal**  
*Representative of Fimalac*

**David de Rothschild**  
*Director*

**Frédéric Saint-Geours**  
*Director*

**Michel Savart**  
*Representative of Foncière Euris*

\*\*\*\*\*