

CASINO, GUICHARD-PERRACHON

A French *société anonyme* (joint stock company) with share capital of €165,892,131.90

Registered office: 1, cours Antoine Guichard, 42000 Saint-Étienne, France

Registered in the Saint-Étienne Trade and Companies Registry

under number 554 501 171

Notice of Meeting – Ordinary and Extraordinary Annual General Meeting

The shareholders of Casino, Guichard-Perrachon are hereby informed that they will shortly be called to the Company's Ordinary and Extraordinary Annual General Meeting to take place on Tuesday 10 May 2022 at 10 am CEST, at the Maison de la Chimie, 28 bis rue Saint-Dominique, 75007 Paris, France, to deliberate upon the following agenda:

Depending on the evolving health situation associated with the Covid-19 pandemic and the possible amendments to rules for holding and taking decisions at General Meetings of shareholders, the terms and conditions for holding the Annual General Meeting of the Company referred to above may be modified accordingly.

Shareholders are encouraged to regularly check the Company's website, www.groupe-casino.fr/en, in the *Investors/Shareholders/Shareholders' Meeting* section, where all of the information concerning the methods of participating in the Meeting will be made available to them.

Agenda

Reports of the Board of Directors and the Statutory Auditors

Resolutions of the Ordinary General Meeting

- Approval of the parent company financial statements for the year ended 31 December 2021 (1st resolution);
- Approval of the consolidated financial statements for the year ended 31 December 2021 (2nd resolution);
- Allocation of profit for the financial year (3rd resolution);
- Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to the compensation of corporate officers paid in or granted for financial year 2021 (4th resolution);
- Approval of the total compensation and benefits of any kind paid to the Chairman and Chief Executive Officer in financial year 2021 or granted to him in respect of that financial year in consideration of his positions (5th resolution);
- Approval of the compensation policy for the Chairman and Chief Executive Officer in respect of financial year 2022 in consideration of his positions (6th resolution);
- Approval of the compensation policy for non-executive Directors in respect of financial year 2022 in consideration of their position (7th resolution);
- Ratification of the temporary appointment of Carpinienne de Participations as Director (8th resolution);
- Re-election as Directors of Jean-Charles Naouri, Finatis and Matignon Diderot (9th to 11th resolutions);
- Election of a new Statutory Auditor (12th resolution);
- Re-election of Deloitte & Associés as Statutory Auditor (13th resolution);
- Authorisation for the Company to buy back its own shares (14th resolution).

Resolutions of the Extraordinary General Meeting

- Authorisation granted to the Board of Directors for the purpose of reducing the share capital via the cancellation of own shares (15th resolution);
- Powers for formalities (16th resolution).

Draft resolutions presented by the Board of Directors

Resolutions of the Ordinary General Meeting

First resolution - Approval of the parent company financial statements for the year ended 31 December 2021

The Ordinary General Meeting, after reviewing the reports of the Board of Directors and of the Statutory Auditors, approves the parent company financial statements for the financial year ended 31 December 2021 as presented,

together with any and all transactions reported therein or that are mentioned in such reports, and which show a net loss of €674,929,675.33.

The General Meeting notes that the financial statements for the past financial year take into account expenses not deductible for tax purposes as set forth in sub-paragraph 4 of Article 39 of the French General Tax Code (*Code général des impôts*) amounting to €23,156 with the corresponding tax amounting to €6,578.

Second resolution - Approval of the consolidated financial statements for the year ended 31 December 2021

The Ordinary General Meeting, after reviewing the reports of the Board of Directors and of the Statutory Auditors, approves the consolidated financial statements for the financial year ended 31 December 2021 as presented, together with any and all transactions reported therein or that are mentioned in such reports, and which show a consolidated net loss of €397 million.

Third resolution - Allocation of profit for the financial year

The Ordinary General Meeting, after reviewing the reports of the Board of Directors and of the Statutory Auditors, decides to allocate profit for the financial year ended 31 December 2021 as follows, with no allocation to the legal reserve needing to be made:

2021 loss		€674,929,675.33
Retained earnings	(+)	€4,186,774,453.89
Allocation to "Retained earnings"	(=)	€3,511,844,778.56

The Annual General Meeting notes that the dividends paid in respect of the last three financial years amounted to:

Financial year	Dividend per share	Paid dividend eligible for 40% deduction	Paid dividend not eligible for 40% deduction
2018			
<i>Interim dividend (paid in 2018)</i>	€1.56	€1.56	-
<i>Final dividend (paid in 2019)</i>	€1.56	€1.56	-
Total	€3.12	€3.12	-
2019	-	-	-
2020	-	-	-

Fourth resolution - Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to the compensation of corporate officers paid in or granted for financial year 2021

The Ordinary General Meeting, pursuant to Article L. 22-10-34, I of the French Commercial Code, after reviewing the Board of Directors' report on corporate governance, which includes information relating to the compensation paid to corporate officers of the Company in 2021 or granted to them in respect of that year, in consideration of their position, appended to the management report, approves the information referred to in paragraph I of Article L. 22-10-9 of the French Commercial Code as presented to the Meeting in the abovementioned report.

Fifth resolution - Approval of the total compensation and benefits of any kind paid to the Chairman and Chief Executive Officer in financial year 2021 or granted to him in respect of that financial year in consideration of his positions

The Ordinary General Meeting, as provided in Article L. 22-10-34, II of the French Commercial Code, after reviewing the Board of Directors' report on corporate governance appended to the management report, approves the fixed, variable and exceptional components of the compensation and benefits of any kind paid to the Chairman and Chief Executive Officer in financial year 2021 or granted to him in respect of that financial year, in consideration of his positions, as detailed in such report and in the Appendix to this resolution.

Sixth resolution - Approval of the compensation policy for the Chairman and Chief Executive Officer in respect of financial year 2022 in consideration of his positions

The Ordinary General Meeting, pursuant to Article L. 22-10-8 of the French Commercial Code, after reviewing the Board of Directors' report on corporate governance setting out the compensation policy for corporate officers of the Company, appended to the management report, approves the 2022 compensation policy for the Chairman and Chief Executive Officer, in consideration of his positions, as detailed in such report.

Seventh resolution - Approval of the compensation policy for non-executive Directors in respect of financial year 2022 in consideration of their position

The Ordinary General Meeting, pursuant to Article L. 22-10-8 of the French Commercial Code, after reviewing the Board of Directors' report on corporate governance setting out the compensation policy for corporate officers of the Company,

appended to the management report, approves the 2022 compensation policy for non-executive Directors, as detailed in such report.

Eighth resolution - Ratification of the temporary appointment of Carpinienne de Participations as Director

The Ordinary General Meeting, having reviewed the Board of Directors' report, ratifies the appointment of Carpinienne de Participations, temporarily appointed by the Board of Directors at its meeting of 28 July 2021, to replace Saris for the remainder of its predecessor's term of office, expiring at the close of the Ordinary General Meeting called in 2023 to approve the financial statements for the year ended 31 December 2022.

Ninth resolution - Re-election of Jean-Charles Naouri as Director

The Ordinary General Meeting, having reviewed the Board of Directors' report and noting that Jean-Charles Naouri's term as Director will expire at the close of this Meeting, resolves to re-elect Jean-Charles Naouri for a further 3-year term expiring at the close of the Ordinary General Meeting called in 2025 to approve the financial statements for the financial year ending 31 December 2024.

Tenth resolution - Re-election of Finatis as Director

The Ordinary General Meeting, having reviewed the Board of Directors' report and noting that Finatis's term as Director will expire at the close of this Meeting, resolves to re-elect Finatis for a further 3-year term expiring at the close of the Ordinary General Meeting called in 2025 to approve the financial statements for the financial year ending 31 December 2024.

Eleventh resolution - Re-election of Matignon Diderot as Director

The Ordinary General Meeting, having reviewed the Board of Directors' report and noting that Matignon Diderot's term as Director will expire at the close of this Meeting, resolves to re-elect Matignon Diderot for a further 3-year term expiring at the close of the Ordinary General Meeting called in 2025 to approve the financial statements for the financial year ending 31 December 2024.

Twelfth resolution - Election of a new Statutory Auditor

The Ordinary General Meeting, having reviewed the Board of Directors' report and noting that the term of office of Ernst & Young et Autres as Statutory Auditor is due to expire at the close of this meeting, resolves to elect KPMG S.A as Statutory Auditor to replace Ernst & Young et Autres, for a 6-year term, expiring at the close of the Ordinary General Meeting called in 2028 to approve the financial statements for the year ending 31 December 2027.

The Ordinary General Meeting, having reviewed the Board of Directors' report, notes that the term of office of Auditex as alternate auditor expiring at the close of this Meeting, is not renewed, in accordance with the provisions of Article L.823-1, paragraph 2 of the French Commercial Code.

Thirteenth resolution - Re-election of Deloitte & Associés as Statutory Auditor

The Ordinary General Meeting, having reviewed the Board of Directors' report and noting that the term of office of Deloitte & Associés as Statutory Auditor is due to expire at the close of this meeting, resolves to re-elect Deloitte & Associés as Statutory Auditor for a further 6-year term expiring at the close of the Ordinary General Meeting called in 2028 to approve the financial statements for the year ending 31 December 2027.

The Ordinary General Meeting, having reviewed the Board of Directors' report, notes that the term of office of Beas as alternate auditor expiring at the close of this Meeting, is not renewed, in accordance with the provisions of Article L.823-1, paragraph 2 of the French Commercial Code.

Fourteenth resolution - Authorisation for the Company to buy back its own shares

The Ordinary General Meeting, after reviewing the Board of Directors' report, authorises the Board of Directors to buy back, or to order the buyback of, Company shares as provided in Articles L. 22-10-62 *et seq.* of the French Commercial Code, Articles 241-1 to 241-7 of the General Regulations of the *Autorité des Marchés Financiers* (AMF) and European Union regulations on market abuse (particularly Regulation [EU] No. 596/2014 of 16 April 2014), notably in order:

- to ensure the liquidity of and make a market for the Company's shares through an investment services provider acting independently in the name and on behalf of the Company, under the terms of a liquidity contract that complies with a Code of Conduct recognised by the AMF;
- to implement any Company stock option plan under Articles L. 22-10-56 *et seq.* of the French Commercial Code, any savings plan pursuant to Articles L. 3332-1 *et seq.* of the French Labour Code (*Code du travail*), or any grant of free shares made under Articles L. 22-10-59, L. 22-10-60 and L. 225-197-1 of the French Commercial Code, or any other share-based compensation mechanism;
- to deliver shares in connection with the exercise of rights attached to securities giving access to Company's shares by way of redemption, conversion, exchange or on presentation of a warrant or a debt security convertible or exchangeable for shares, or otherwise;
- to hold shares for later use as payment or consideration in the context of or following any external growth transactions;
- to cancel all or some of these shares in order to optimise earnings per share through a share capital reduction under

the conditions provided for by law;

- to implement any future market practice authorised by the AMF and, generally, carry out any transaction that complies with the applicable regulations.

These shares may be acquired, sold, transferred, or exchanged at any time in particular on regulated markets or over the counter, including via block trades. These methods include the use of any derivative financial instrument traded on a regulated or over the counter market and the implementation of option-based strategies under the conditions authorised by the relevant financial markets regulator, provided said methods do not cause a significant increase in the price volatility of the shares. The shares may also be loaned, pursuant to Articles L. 211-22 *et seq.* of the French Monetary and Financial Code. The share buyback price may not exceed €100 (excluding transaction costs) for each share with a par value of €1.53.

This authorisation may only be used in respect of a number of shares no greater than 10% of the Company's share capital as of the date of this Annual General Meeting. Based on the share capital as of 8 March 2022, after deducting the 473,039 own shares held by the Company, this would correspond to 10,369,584 shares and a maximum amount of €1,037 million, provided that, whenever the Company's shares are purchased in connection with a liquidity contract, the number of shares used to calculate the aforementioned 10% limit will correspond to the number of shares purchased less the number of shares sold during the authorisation period under the terms of the liquidity contract. However, the number of shares purchased by the Company and intended to be held and subsequently used as payment or consideration in the context of an external growth transaction, may not exceed 5% of the share capital. The acquisitions made by the Company shall not at any time or under any circumstance result in the Company holding more than 10% of the shares constituting its share capital.

This authorisation is granted to the Board of Directors for 18 months. It supersedes the unused portion of the authorisation previously granted by the 12th resolution of the Ordinary General Meeting of 12 May 2021.

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.

Consequently, full powers are granted to the Board of Directors, with the ability to sub-delegate, to implement this authorisation, place any and all stock market orders, enter into any and all agreements for the purpose of, in particular, keeping account of share purchases and sales, allocate or reallocate the purchased shares in support of various objectives under applicable legal and regulatory conditions, complete any and all reporting to the AMF and perform any other formalities and, generally, do all that is necessary.

Resolutions of the Extraordinary General Meeting

Fifteenth resolution - Authorisation granted to the Board of Directors for the purpose of reducing the share capital via the cancellation of own shares

The Extraordinary General Meeting, after reviewing the Board of Directors' report and the Statutory Auditors' report, authorises the Board of Directors, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code, to reduce the share capital at any time, in one or several transactions, by cancelling shares bought back by the Company under an authorisation granted by the Ordinary General Meeting, within a limit per 24-month period of 10% of the share capital, as determined as of the cancellation date (i.e., as adjusted to take account of corporate actions carried out since this resolution took effect).

The Extraordinary General Meeting grants all powers to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of completing this or these share capital reductions within the limits set above and, in particular, to acknowledge the completion of each reduction and deduct the difference between the purchase price of the shares and their par value from the reserve or the premium account of its choice, amend the Articles of Association accordingly, and complete any and all formalities.

The authorisation is granted for 26 months as from the date of this Annual General Meeting and cancels any unused portion of the previous authorisation of its type granted under the terms of the 23rd resolution of the Annual General Meeting of 12 May 2021.

Sixteenth resolution - Powers for formalities

The Annual General Meeting grants full powers to the bearers of an original, excerpt or copy of the minutes of this General Meeting to complete all filings, publications and formalities prescribed by law.

A. Shareholder requests to include items or proposed resolutions on the Agenda

Requests made by shareholders to include items or proposed resolutions on the Agenda fulfilling the conditions set out in Article R. 225-71 of the French Commercial Code (*Code de commerce*) must reach the Company no later than midnight (CEST) on Friday 15 April 2022, in accordance with Articles R. 225-73 and R. 22-10-22 of the French Commercial Code. They are to be sent by email to actionnaires@groupe-casino.fr, or by registered letter with acknowledgement of receipt

addressed to the Chairman of the Board of Directors of Casino, Guichard-Perrachon – Direction Juridique Droit des Sociétés – 1, cours Antoine Guichard – 42000 Saint-Étienne, France. Requests must be accompanied by a certificate attesting to the existence of shares (certificate of share ownership) in either registered share accounts or bearer share accounts, proving, on the date of the application, the possession or representation of the required fraction of the capital.

The request to include an item on the agenda must be justified (Article R.225-71, paragraph 7 of the French Commercial Code). Requests to table draft resolutions must be accompanied by the text of the proposed draft resolutions and, if applicable, a brief explanatory statement (Article R.225-71, paragraph 8 of the French Commercial Code).

Review of the item or of the resolution will be subject to transmission by the requester of a new certificate proving registration of the shares in the same accounts on Friday, 6 May 2022 at 0:00 a.m. CEST.

B. Written questions

In accordance with articles R.225-84 of the French Commercial Code, all shareholders have the right to submit written questions to the Company's Board of Directors prior to the General Meeting.

Questions, along with a certificate attesting to the existence of shares in either registered share accounts or bearer share accounts, must be sent no later than Wednesday 4 May 2022 at midnight CEST by email to actionnaires@groupe-casino.fr, or by registered letter with acknowledgement of receipt addressed to the Chairman of the Board of Directors of Casino, Guichard-Perrachon – Direction Juridique Droit des Sociétés – 1, cours Antoine Guichard – 42000 Saint-Étienne, France.

Pursuant to applicable law, a single answer may be given to questions that cover the same subject matter or content. The answer to a written question shall be deemed to have been given when it is posted on the Company's website in the section dedicated to questions and answers.

C. Procedures prior to participating in the General Meeting

Any shareholder, regardless of the number of shares held, may request an admission card to attend the Meeting in person, vote on resolutions remotely, give a proxy to the Chairman of the Meeting or give a proxy to a third party (a named person, an individual or a legal entity, whether or not a shareholder).

In accordance with the provisions of Article R.22-10-28 of the French Commercial Code, the right to participate in the Annual General Meeting is subject to the registration of the shares in the name of the shareholder or of the intermediary registered on the shareholder's behalf, pursuant to the 7th paragraph of Article L.228-1 of the French Commercial Code, either in the registered share accounts held for the Company by BNP Paribas Securities Services, or in the bearer share accounts held by an intermediary mentioned in Article L.211-3 of the French Monetary and Financial Code, no later than Friday, 6 May 2022 at 0:00 am CEST.

The registration of shares is acknowledged by a certificate of share ownership issued by the account-keeping institution, by e-mail if applicable, as an attachment to the form for voting by post or by proxy, or for requesting an admission card, as applicable, filled out in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A shareholder who has already requested an admission card or a certificate of share ownership in accordance with the conditions set out in Article R. 22-10-28, II of the French Commercial Code, or who has cast a postal vote or given a proxy, may sell all or part of his/her shares at any time. However, if the transaction is completed before Friday 6 May 2022 at 0:00 am CEST, the Company will void or amend, as the case may be, the admission card, the certificate of share ownership, the postal vote cast remotely or the proxy. For this purpose, the intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code will notify the sale to the Company or its agent and forward the necessary information to it. No transfer of ownership completed after Friday 6 May 2022 at 0:00 am CEST, regardless of the method used, shall be notified by the intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code or taken into consideration by the Company, notwithstanding any agreement to the contrary.

In accordance with Article R. 22-10-28, III of the French Commercial Code, a shareholder who has already requested an admission card, cast a postal vote or given a proxy may not select another method of participating in the Meeting.

A certificate of share ownership will also be issued to shareholders wishing to participate in the Meeting in person who have not received their admission card by 0:00 am CEST on Friday 6 May 2022.

Any proxy may be revoked in the same way as required for appointing a proxy.

D. Practical means for participation in the General Meeting

I. Online

Votaccess will be open from Friday 22 April to Monday 9 May 2022, 3:00 pm CEST (*day before the Meeting*).

Shareholders with registered shares (in direct or administered form) need to go to the Planetshares website: <https://planetshares.bnpparibas.com>.

- For shareholders with direct registered shares: connect with the login details and password which you already use to access your registered securities account.

- For shareholders with administered registered shares: check the postal or proxy voting form sent with the notice of meeting brochure, that states your login details in the top right-hand corner.

On the Planetshares webpage, click on "**Take part in the vote**" to access the Votaccess platform.

There is also a dedicated helpline: +33 1 40 14 31 00 (*standard rate charges*), open Monday through Friday from 8:45 am to 6:00 pm, starting on Friday 22 April 2022.

Shareholders with bearer shares can access the Votaccess platform from the website of the member account-keeping institution by entering the access codes that they already use to view their account. Only shareholders whose account-keeping institutions have subscribed to the Votaccess platform and offer their clients this service will be granted direct access to Votaccess.

For those bearer shareholders whose account-keeping institution is not connected to Votaccess, requests to give or revoke a proxy can be submitted by email (*Article R. 22-10-24 of the French Commercial Code*). The financial intermediary is required to send an email to paris.bp2s.france.cts.mandats@bnpparibas.com with the following information no later than Monday 9 May 2022 at 3:00 pm CEST: the name of the Company (Casino, Guichard-Perrachon); the date of the General Meeting (10 May 2022); the shareholder's first name, last name, address and securities account details; the first name, last name and address of the proxy; and the certificate of share ownership.

Only notices of appointments or revocations of proxies may be sent to the aforementioned email address. Any other request or notification concerning any other matter will not be taken into account or processed.

II. By post, using the paper form

For your vote to be counted, the postal or proxy voting form must reach BNP Paribas Securities Services – CTO, Service Assemblées – Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex, France no later than Friday, 6 May 2022, at midnight CEST.

Shareholders with registered shares (in direct or administered form) can indicate their choice by filling in the appropriate box on the postal or proxy voting form sent with the Notice of Meeting brochure. The completed, dated and signed form must be sent to BNP Securities Services with a return envelope.

Shareholders with bearer shares can indicate their choice by filling in the appropriate box on the postal or proxy voting form. The duly completed, dated and signed form must be transmitted to the account-keeping institution so that the latter can send the form, together with the certificate of share ownership it has issued to BNP Paribas Securities Services.

The postal or proxy voting form is available:

- on the Company's website www.groupe-casino.fr/en, in the *Investors/Shareholders/Shareholders' Meeting* section;
- from the financial intermediary that manages your securities account; or
- on request by letter addressed to BNP Paribas Securities Services – CTO, Service Assemblées – Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex, France and received no later than six calendar days before the date of the General Meeting, i.e., no later than Wednesday, May 4, 2022, at midnight CEST.

For any proxy forms that are returned without the name of the proxy, the Chairman of the Meeting will vote in favour of any resolutions presented or approved by the Board of Directors and against all other resolutions (Article L. 225-106 III, paragraph 5 of the French Commercial Code). Voting forms that are returned dated and signed but without any specific indications are automatically treated as proxies given to the Chairman of the Meeting.

E. Provisions on securities lending

In accordance with Article L. 22-6-48 of the French Commercial Code, any person holding, either alone or with other persons, as a result of one or more temporary sale transactions concerning the Company's shares or of any transaction entitling or obliging that person to sell or to return shares to the seller, a number of shares representing more than 0.5% of the voting rights must disclose to the Company (actionnaires@groupe-casino.fr) and to France's securities regulator (*Autorité des marchés financiers* – AMF) (declarationpretsemprunts@amf-france.org) the total number of shares held on a temporary basis at least two business days before the Meeting, i.e., by Friday 6 May 2022 at 0:00 am CEST, where the contract providing for such transaction remains in force at that date.

In addition to the number of shares purchased under such a transaction, the disclosure must contain the name of the seller, the date and term of the contract pertaining to the transaction and, as applicable, any voting instructions agreed upon.

The Company will publish this information under the conditions and according to the terms provided by the AMF's General Regulations.

In accordance with Article L. 22-10-48 of the French Commercial Code, if no disclosure is made to the Company and the AMF under the abovementioned conditions, the shares purchased under such a transaction will be stripped of their voting rights for the Meeting in question and for any further Meetings held until the shares have been sold or returned.

F. Shareholders' right to information

All documents referred to in Articles R. 225-89 *et seq.* of the French Commercial Code will be kept and made available to shareholders at the Company's registered office from the date of publication of the Notice of Meeting, at least 15 days before the General Meeting.

In addition, all of the information and documents relating to the General Meeting set out in Article R. 22-10-23 of the French Commercial Code will be available on the Company's website www.groupe-casino.fr/en, in the *Investors/Shareholders/Shareholders' Meeting* section, no later than 21 calendar days prior to the General Meeting, i.e., by Tuesday 19 April 2022.

It is also possible to receive these documents by email or post, under the provisions of Article R. 225-88 of the French Commercial Code, by completing the form for requesting documents and information downloadable from the Company's website in the aforementioned section, and also made available in the Notice of Meeting brochure, and returning said form to BNP Paribas Securities Services.

The Board of Directors