



Casino, Guichard-Perrachon

**ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETING
OF 10 MAY 2022**

Report on the Meeting

At the Ordinary and Extraordinary General Meeting held on 10 May 2022 at Maison de la Chimie, 28 bis, rue Saint-Dominique, 75007 Paris, the number of shareholders who were present, represented by proxy or who cast a postal vote was as follows :

- 2,692 shareholders at the Ordinary General Meeting, holding 77,665,685 shares (i.e., 71.94% of the shares carrying voting rights) and representing 114,537,168 votes;
- 2,678 shareholders at the Extraordinary General Meeting, holding 77 633 713 shares (i.e., 71.91% of the shares carrying voting rights) and representing 114,467,861 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 2021 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 2021 (*fourth resolution*), 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 (*fifth resolution*), the compensation policy for the Chairman and Chief Executive Officer in respect of financial year 2022 in consideration of his positions (*sixth resolution*). The Annual General Meeting also approved the compensation policy for non-executive Directors in respect of financial year 2022 in consideration of their position (*seventh resolution*).

In addition, the Annual General Meeting ratified the temporary appointment of the company Carpinienne de Participations as a Director for the remainder of its predecessor's term of office, expiring at the close of the Ordinary General Meeting to be held in 2023 (*eighth resolution*) and re-elected for a three-year term, Mr Jean-Charles Naouri (*ninth resolution*), the company Finatis (*tenth resolution*), the company Matignon Diderot (*eleventh resolution*).

At the close of the Annual General Meeting, the Board of Directors re-elected Jean-Charles Naouri as Chairman and Chief Executive Officer of the Company.

The Annual General Meeting elected, for a six-year term, KPMG S.A as statutory auditor to replace Ernst & Young et Autres (*twelfth resolution*) and renewed the appointment of Deloitte & Associés for a further six-year term (*thirteenth resolution*).

The Annual General Meeting also renewed the authorisation given to the Board of Directors to buy back the Company's shares (*fourteenth 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 authorised the Board of Directors, for a period of 26 months, to reduce the capital by up to 10% per 24-month period by cancelling treasury shares (*fifteenth resolution*).

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

Free translation of the original French version

Ordinary resolutions

No.	Resolution	Result	For		Against		Total of votes cast **	Abstained Votes	Quorum
			Votes	%*	Votes	%*			
1	Approval of the parent company financial statements for the financial year ended 31 December 2021	1 Adopted	113,002,571	99.74	299,385	0.26	113,301,956	142,320	71.94%
2	Approval of the consolidated financial statements for the financial year ended 31 December 2021	2 Adopted	112,993,146	99.73	308,396	0.27	113,301,542	142,992	71.94%
3	Allocation of profit for the financial year ended 31 December 2021	3 Adopted	113,216,964	99.92	86,450	0.08	113,303,414	140,532	71.94%
4	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	4 Adopted	101,448,883	99.37	639,342	0.63	102,088,225	11,356,531	71.94%
5	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	5 Adopted	101,015,118	98.85	1,174,735	1.15	102,189,853	11,251,241	71.94%
6	Approval of the compensation policy for the Chairman and Chief Executive Officer in respect of financial year 2022 in consideration of his positions	6 Adopted	99,465,332	97.18	2,890,689	2.82	102,356,021	11,087,853	71.94%
7	Approval of the compensation policy for non-executive Directors in respect of financial year 2022 in consideration of their position	7 Adopted	101,678,030	99.36	653,040	0.64	102,331,070	11,113,511	71.94%
8	Ratification of temporary appointment of Carpinienne de Participations as a Director	8 Adopted	112,693,562	99.39	692,845	0.61	113,386,407	54,490	71.94%
9	Re-election of Jean-Charles Naouri as a Director	9 Adopted	111,475,464	98.29	1,940,456	1.71	113,415,920	25,953	71.94%
10	Re-election of the company Finatis as a Director	10 Adopted	112,020,705	98.78	1,389,150	1.22	113,409,855	29,333	71.94%
11	Re-election of the company Matignon Diderot as a Director	11 Adopted	112,255,719	99.02	1,113,024	0.98	113,368,743	72,100	71.94%
12	Election of a new statutory auditor	12 Adopted	113,218,319	99.87	144,658	0.13	113,362,977	79,258	71.94%
13	Re-election of Deloitte & Associés as statutory auditor	13 Adopted	112,525,171	99.46	610,218	0.54	113,135,389	306,278	71.94%
14	Authorisation for the Company to buy back its own shares	14 Adopted	111,475,476	98.28	1,948,610	1.72	113,424,086	19,490	71.94%

* % of votes cast

** Except abstained and other votes not validly cast (non voted, invalid votes)

Extraordinary resolutions

No.	Resolution	Result	For		Against		Total of votes cast **	Abstained Votes	Quorum
			Votes	%*	Votes	%*			
15	Authorisation granted to the Board of Directors for the purpose of reducing the share capital via the cancellation of own shares	15 Adopted	113,116,154	99.79	234,069	0.21	113,350,223	18,453	71.91%
16	Powers for formalities	16 Adopted	113,250,623	99.91	103,292	0.09	113,353,915	14,589	71.91%

* % of votes cast

** Except abstained and other votes not validly cast (non voted, invalid votes)

**Composition of the Board of Directors
at the close of the Annual General Meeting of 10 May 2022**

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

Didier Lévêque
Representative of Finatis

Maud Bailly
Independent Director

Odile Muracciole
Representative of Euris

Thierry Billot
Lead Director - Independent Director

Thomas Piquemal
Representative of Fimalac

Josseline de Clausade
Representative of Carpinienne de Participations

David de Rothschild
Director

Béatrice Dumurgier
Independent Director

Frédéric Saint-Geours
Director

Christiane Féral-Schuhl
Independent Director

Michel Savart
Representative of Foncière Euris

Franck-Philippe Georgin
Representative of Matignon Diderot

**Composition of the Board Committees
at the close of the Annual General Meeting of 10 May 2022**

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

Audit Committee

Thierry Billot, *Chairman, Lead Independent Director*

Béatrice Dumurgier,
Independent Director

Frédéric Saint-Geours

Governance and Social Responsibility Committee

Nathalie Andrieux, *Chair, Independent Director*

Thierry Billot,
Independent Director

Christiane Féral-Schuhl,
Independent Director

Frédéric Saint-Geours

Appointments and Compensation Committee

Maud Bailly, *Chair, Independent Director*

Nathalie Andrieux,
Independent Director

Thomas Piquemal
