

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

The shareholders of Casino, Guichard-Perrachon are hereby invited to participate in the Company's Ordinary and Extraordinary Annual General Meeting to take place on Wednesday, 10 May 2023 at 10:00 am CEST, at the Maison de la Chimie, 28 bis rue Saint-Dominique, 75007 Paris, France, to deliberate upon the following 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 2022 (1st resolution);
- Approval of the consolidated financial statements for the year ended 31 December 2022 (2nd resolution);
- Allocation of profit for the financial year (3rd resolution);
- Approval of a related-party agreement in accordance with the provisions of Article L.225-42 of the French Commercial Code (4th resolution);
- Approval of a related-party agreement in accordance with the provisions of Article L.225-38 *et seq.* of the French Commercial Code (5th 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 2022 (6th resolution);
- Approval of the total compensation and benefits of any kind paid to the Chairman and Chief Executive Officer in financial year 2022 or granted to him in respect of that financial year in consideration of his positions (7th resolution);
- Approval of the compensation policy for the Chairman and Chief Executive Officer in respect of financial year 2023 in consideration of his positions (8th resolution);
- Approval of the compensation policy for non-executive Directors in respect of financial year 2023 in consideration of their position (9th resolution);
- Re-election as Directors of Christiane Féral-Schuhl, Frédéric Saint-Geours, Carpinienne de Participations, Euris, F. Marc de Lacharrière (Fimalac) and Foncière Euris (10th to 15th resolutions);
- Authorisation for the Company to buy back its own shares (16th resolution).

Resolutions of the Extraordinary General Meeting:

- Delegation of competence granted to the Board of Directors for the purpose of issuing Company shares or securities granting access to the shares of the Company or one of its subsidiaries, with preferential subscription rights for existing shareholders (17th resolution);
- Delegation of competence granted to the Board of Directors for the purpose of issuing 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 (18th resolution);
- Delegation of competence granted to the Board of Directors for the purpose of increasing the share capital by issuing Company shares and/or securities granting (i) immediate or deferred access to the Company's shares, and/or (ii) the right to the allocation of debt securities, without preferential subscription rights for existing shareholders, via an offer as referred to in paragraph 1 of Article L.411-2 of the French Monetary and Financial Code (19th resolution);
- Authorisation granted to the Board of Directors, in the event of issues without preferential subscription rights carried out via a public offering or an offering as referred to in paragraph 1 of Article L.411-2 of the French Monetary and Financial Code, for the purpose of setting the issue price pursuant to the terms and conditions determined by the Annual General Meeting (20th resolution);
- Delegation of competence granted to the Board of Directors for the purpose of increasing the number of securities to be issued in the event of a capital increase carried out with or without preferential subscription rights (21st resolution);
- Delegation of competence granted to the Board of Directors for the purpose of increasing the share capital by capitalising reserves, profits, premiums or any other sums for which capitalisation is authorised (22nd resolution);
- Delegation of competence granted to the Board of Directors for the purpose of issuing 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 (23rd resolution);

- Delegation of powers granted to the Board of Directors, within the limit of 10% of the Company's share capital, to 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 (24th resolution);
- Aggregate ceiling applicable to the financial authorisations granted to the Board of Directors (25th resolution);
- Delegation of competence granted to the Board of Directors for the purpose of increasing the share capital, without preferential subscription rights for existing shareholders, or selling the Company's own shares, for the benefit of members of a company savings plan (*plan d'épargne d'entreprise*) (26th resolution);
- Authorisation for the Board of Directors to make free allocations of existing or newly-issued shares of the Company to employees of the Company and its related companies; full waiver by shareholders of their preferential subscription rights thereto (27th resolution);
- Powers for formalities (28th resolution).

Draft resolutions

The notice of meeting containing the text of the draft resolutions of the Board of Directors submitted to the Ordinary and Extraordinary General Meeting was published in the *Bulletin des Annonces Légales Obligatoires* n°40 of 3 April 2023. The text of the resolutions is unchanged compared with the text already published.

A. Written questions

In accordance with Article 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 the fourth business day prior to the General Meeting, i.e., by midnight CEST on Wednesday 3 May 2023, 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.

In accordance with the applicable law, a single answer may be given to questions that cover the same subject matter or content. Answers to written questions shall be deemed to have been given when posted on the Company's website www.groupe-casino.fr/en in a questions and answers section.

B. 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 the intermediary registered on the shareholder's behalf pursuant to Article L.228-1 paragraph 7 of the French Commercial Code, by the second business day prior to the General Meeting, i.e. no later than 0:00 am CEST on Monday 8 May 2023:

- either in the registered share accounts held for the Company by Uptevia,
- or in the bearer share accounts held by an intermediary mentioned in Article L.211-3 of the French Monetary and Financial Code, which delivers a certificate of share ownership (*attestation de participation*) in this respect.

Pursuant to Article R.22-10-28 paragraph 2 of the French Commercial Code, a certificate of share ownership will be issued to bearer shareholders wishing to participate in the Meeting in person who have not received their admission card by 0:00 am CEST on Monday 8 May 2023. It is recommended that shareholders obtain their admission card sufficiently in advance of the Meeting.

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

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

In accordance with Article R.22-10-28, IV of the French Commercial Code, a shareholder who has already requested an admission card, voted on resolutions remotely or given a proxy may sell all or some of their shares at any time. However, if the transaction is completed before 0:00 am CEST on Monday 8 May 2023, the Company will void or amend, as the case may be, the admission card, the certificate of share ownership, the 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. If the transfer of ownership is completed after 0:00 am CEST on

Monday 8 May 2023, regardless of the method used, it shall not be notified by the intermediary mentioned in Article L.211-3 of the French Monetary and Financial Code nor taken into consideration by the Company, notwithstanding any agreement to the contrary.

C. Procedures for participating in the General Meeting

I. Online

Instructions must be given via Votaccess, which is open from the publication of this notice until Tuesday 9 May 2023, 3:00 pm CEST (*the day before the Meeting*).

Shareholders are recommended not to wait until this final deadline before connecting to the site in order to take into account any time that may be required to receive login passwords.

Registered shareholders must first log in to Planetshares: <https://planetshares.uptevia.pro.fr>

- Shareholders with direct registered shares are to connect with the login details and password which they already use to access their registered securities account.
- Shareholders with administered registered shares are to use the login details indicated on the top right of the postal or proxy voting form sent with the Notice of Meeting brochure.

Once on the Planetshares webpage, shareholders can click on "**Take part in the vote**" to access the Votaccess platform, where they can request an admission card, vote on the resolutions, give a proxy to the Chairman of the Meeting or give or revoke a third-party proxy.

In addition to the assistance available on the Planetshares webpage, there is also a dedicated helpline: +33 (0)1 40 14 31 00 (*standard rate charges*), open Monday through Friday from 8:45 am to 6:00 pm.

Shareholders with bearer shares whose account-keeping institutions have subscribed to the Votaccess platform and offer their clients the service for this General Meeting first need to log in to the web portal of their account-keeping institution by entering the access codes that they already use to view their account. They can then access the Votaccess platform where they can request an admission card, vote on the resolutions, give a proxy to the Chairman of the Meeting or give or revoke a third-party proxy.

For those bearer shareholders whose account-keeping institution has not subscribed to Votaccess, requests to give or revoke a proxy can nevertheless 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_france_CTS_mandats@uptevia.pro.fr with the following information no later than 3:00 pm CEST on Tuesday 9 May 2023: the name of the Company (*Casino, Guichard-Perrachon*); the date of the General Meeting (*10 May 2023*); 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.

No proxy notices will be accepted on the day of the Annual General Meeting.

II. By post, using the paper form

For your vote to be counted, the postal or proxy voting form must reach Uptevia – Assemblées générales – Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex, France no later than midnight CEST on Saturday 6 May 2023.

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 using the 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 it can send the form, together with the certificate of share ownership it has issued, to Uptevia.

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 the securities account;
- or on request by letter addressed to Uptevia – Assemblées générales – 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 midnight CEST on Thursday 4 May 2023.

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.

D. Provisions on securities lending

In accordance with Article L.22-10-48 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 resell or 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 0:00 am CEST on Monday 8 May 2023, if the contract providing for such transaction is still 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 resold or returned.

E. Shareholders' right to information

All documents referred to in Articles R.225-89 *et seq.* of the French Commercial Code are kept and made available to shareholders at the Company's registered office.

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 are available on the Company's website www.groupe-casino.fr/en, in the *Investors/Shareholders/Shareholders' Meeting* section.

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 and returning to Uptevia the form for requesting documents and information downloadable from the Company's website in the aforementioned section, and also available in the Notice of Meeting brochure.

The Board of Directors

The General Meeting will be broadcast live, on an audio feed, in French and in English, on the Company's website www.groupe-casino.fr/en. A rebroadcast will also be made available online.