



## Casino, Guichard-Perrachon

### ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETING OF 10 MAY 2023

#### Report on the Meeting

At the Ordinary and Extraordinary Annual General Meeting held on 10 May 2023 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 vote remotely was as follows:

- 3,612 shareholders at the Ordinary General Meeting, holding 68,695,275 shares (i.e., 63.56% of the shares carrying voting rights) and representing 114,699,933 votes;
- 3,600 shareholders at the Extraordinary General Meeting, holding 68,635,584 shares (i.e., 63.50% of the shares carrying voting rights) and representing 114,604,708 votes.

The shareholders adopted all of the resolutions submitted for their approval, notably:

- the parent company and consolidated financial statements for the financial year ended 31 December 2022 and the allocation of profit;
- two related-party agreements entered into and implemented in financial year 2022 that also ended in that financial year;
- 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;
- the compensation policy for the Chairman and Chief Executive Officer and for the directors in respect of financial year 2023;
- the re-election of 6 Directors: Christiane Féral-Schuhl, Frédéric Saint-Geours, Euris, F. Marc de Lacharrière (Fimalac), Foncière Euris, for 3 years, and Carpinienne de Participations, for 2 years;
- the renewal, for a period of 18 months, of the authorisation granted to the Board of Directors to buy back the Company's shares up to 10% of the share capital;
- the renewal, for a period of 26 months, of the various financial authorisations granted to the Board of Directors to allow the Company to increase the share capital, with or without maintenance of the shareholders' preferential subscription rights, and , for a period of 38 months, of the authorisation granted to the Board of Directors to make free allocations of Company shares to employees of the Company and its related companies, with no executive corporate officer of the Company to receive free shares.

The results of the votes are presented below.

---

## Voting results by resolution

Number of shares comprising the share capital: 108,426,230

Number of shares carrying voting rights : 108,082,343

<b>Within the competence of the ordinary general meeting</b>								
	Resolutions	Votes cast*				Abstain	Excluded Votes	Voting result
		For	%	Against	%			
1	Approval of the parent company financial statements for the year ended 31 December 2022	110,173,368	<b>96.27%</b>	4,265,851	3.73%	103,990	0	Adopted
2	Approval of the consolidated financial statements for the year ended 31 December 2022	110,183,077	<b>96.27%</b>	4,274,944	3.73%	116,961	0	Adopted
3	Allocation of profit for the financial year	110,175,955	<b>99.72%</b>	306,643	0.28%	4,095,921	0	Adopted
4	Approval of a related-party agreement, pursuant to Article L.225-42 of the French Commercial Code	113,968,450	<b>99.57%</b>	497,143	0.43%	105,069	5,692	Adopted
5	Approval of a related-party agreement, pursuant to Articles L.225-38 et seq. of the French Commercial Code	113,116,220	<b>98.83%</b>	1,336,506	1.17%	117,943	5,692	Adopted
6	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	109,950,868	<b>96.05%</b>	4,519,069	3.95%	108,455	0	Adopted
7	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	109,676,598	<b>95.81%</b>	4,799,274	4.19%	102,328	0	Adopted
8	Approval of the compensation policy for the Chairman and Chief Executive Officer in respect of financial year 2023 in consideration of his positions	109,719,061	<b>95.91%</b>	4,684,431	4.09%	172,154	0	Adopted
9	Approval of the compensation policy for non-executive Directors in respect of financial year 2023 in consideration of their position	109,792,581	<b>95.88%</b>	4,712,435	4.12%	72,124	0	Adopted
10	Re-election of Christiane Féral-Schuhl as a Director	114,102,717	<b>99.65%</b>	396,672	0.35%	77,133	0	Adopted
11	Re-election of Frédéric Saint-Geours as a Director	108,846,919	<b>95.05%</b>	5,666,999	4.95%	60,797	0	Adopted
12	Re-election of Carpinienne de Participations as a Director	109,169,964	<b>95.33%</b>	5,349,022	4.67%	57,562	0	Adopted
13	Re-election of Euris as a Director	113,197,885	<b>98.85%</b>	1,313,593	1.15%	64,272	0	Adopted
14	Re-election of F. Marc de Lacharrière (Fimalac) as a Director	109,112,634	<b>95.29%</b>	5,398,366	4.71%	64,317	0	Adopted
15	Re-election of Foncière Euris as a Director	113,261,641	<b>98.91%</b>	1,244,390	1.09%	64,881	0	Adopted
16	Authorisation for the Company to buy back its own shares	113,404,390	<b>99.13%</b>	991,841	0.87%	157,208	0	Adopted
<b>Within the competence of the extraordinary general meeting</b>								
	Resolutions	Votes cast*				Abstain	Excluded Votes	Voting result
		For	%	Against	%			
17	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 PSRs	113,810,476	<b>99.49%</b>	581,878	0.51%	69,064	0	Adopted
18	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 PSRs, via a public offering	109,508,938	<b>95.72%</b>	4,895,085	4.28%	69,176	0	Adopted
19	Delegation of competence granted to the Board of Directors for the purpose of increasing the share capital by issuing shares and/or securities granting (i) immediate and/or deferred access to shares, and/or (ii) the right to the allocation of debt securities, without PSRs, via an offering as referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code	109,497,549	<b>95.71%</b>	4,902,395	4.29%	73,587	0	Adopted
20	Authorisation granted to the Board of Directors, in the event of issues without PSRs 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	109,448,922	<b>95.67%</b>	4,952,477	4.33%	67,976	0	Adopted
21	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 share capital increase with or without PRSs	109,396,159	<b>95.64%</b>	4,992,742	4.36%	70,521	0	Adopted
22	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	113,986,498	<b>99.63%</b>	428,219	0.37%	57,732	0	Adopted
23	Delegation of competence granted to the Board of Directors for the purpose of issuing shares or securities granting access to the share capital without PRSs, in the event of a public exchange offer launched by the Company	113,697,269	<b>99.39%</b>	701,676	0.61%	73,189	0	Adopted
24	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	113,803,322	<b>99.49%</b>	586,472	0.51%	82,466	0	Adopted
25	Aggregate ceiling applicable to the financial authorisations granted to the Board of Directors	113,962,211	<b>99.61%</b>	449,489	0.39%	60,690	0	Adopted
26	Delegation of competence granted to the Board of Directors for the purpose of increasing the share capital, without PRSs, or selling the Company's own shares for the benefit of members of a company savings plan ( <i>plan d'épargne d'entreprise</i> )	113,828,765	<b>99.49%</b>	583,572	0.51%	57,395	0	Adopted
27	Authorisation granted to 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 PSRs thereto	113,565,822	<b>99.28%</b>	827,518	0.72%	77,533	0	Adopted
28	Powers for formalities	110,066,139	<b>96.22%</b>	4,321,513	3.78%	55,635	0	Adopted

\* 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 2023**

The Board of Directors now seats 13 Directors. It is composed of 5 independent directors (38.5%) and 7 women (53.8%).

**Jean-Charles Naouri**

Chairman and Chief Executive Officer

**Nathalie Andrieux\***

**Maud Bailly\***

**Thierry Billot\***

*Lead Director*

**Josseline de Clausade**

Representative of Carpinienne de Participations

**Béatrice Dumurgier\***

**Christiane Féral-Schuhl\***

**Franck Hattab**

Representative of Foncière Euris

**Virginie Grin**

Representative of Finatis

**Odile Muracciole**

Representative of Euris

**Thomas Piquemal**

Representative of Fimalac

**Alexis Ravalais**

Representative of Matignon Diderot

**Frédéric Saint-Geours**

\* *Membre indépendant*

---