

CASINO, GUICHARD-PERRACHON

A public limited company (*société anonyme*) with share capital of €165,892,131.90 and its registered office at 1, cours Antoine Guichard, 42000 Saint-Etienne, France, registered with the Saint-Etienne Trade and Companies Registry under number 554 501 171
(hereinafter the "*Company*" or "*CGP*")

Notice of meeting

In a decision handed down on 25 October 2023, the Paris Commercial Court decided to open accelerated safeguard proceedings (*procédure de sauvegarde accélérée*) for the Company and appointed:

- SELARL Thevenot Partners, represented by Maître Aurélia Perdereau, whose business address is 42, rue de Lisbonne, 75008 Paris;
- SELARL FHBX, represented by Maître Hélène Bourbouloux, whose business address is 176, avenue Charles de Gaulle, 92200 Neuilly-sur-Seine; and
- SCP Abitbol et Rousselet, represented by Maître Frédéric Abitbol, whose business address is 38, avenue Hoche, 75008 Paris,

in their capacity as court-appointed receivers of the Company (*the "Court-Appointed Receivers"*) in a supervisory role.

The Company's draft accelerated safeguard plan includes a change in the rights of the Company's shareholders and a debt restructuring plan.

In a notice published in the *Bulletin des Annonces Légales Obligatoires* ("**BALO**"), bulletin no. 130, case 2304176 on 30 October 2023, in accordance with Article R. 626-55 of the French Commercial Code (*Code de commerce*), the Court-Appointed Receivers informed the holders of claims and rights pre-dating the decision to open accelerated safeguard proceedings for the Company that they are members of a class of parties affected by the draft accelerated safeguard plan within the meaning of Article L. 626-30 of the French Commercial Code.

In a notice published in the BALO, bulletin no. 136, case 2304353 on 13 November 2023, as well as by email, pursuant to Article R. 626-58 of the French Commercial Code, the Court-Appointed Receivers notified each affected party of the criteria used to assign the parties to their respective classes, the list of classes and the methods for calculating the votes.

In accordance with Articles L. 626-30-2 and R. 626-62 of the French Commercial Code, shareholders are hereby called to a meeting of affected parties on

**Thursday 11 January 2024, 10:00 a.m. CET,
at Maison de la Mutualité, 24 rue Saint-Victor, Paris (75005), France**

to deliberate upon the following agenda:

Agenda

Approval of the Company's draft accelerated safeguard plan

Single proposed resolution

The Company's shareholders, voting in accordance with the majority conditions required by Article L. 626-30-2 of the French Commercial Code, having reviewed the draft accelerated safeguard plan for the Company, approve the said draft accelerated safeguard plan.

1) Process for assigning the affected parties to different classes, criteria used to determine the composition of the classes of affected parties and list of classes of affected parties

In accordance with Article L. 626-30, III of the French Commercial Code, the Court-Appointed Receivers used verifiable objective criteria to assign the affected parties to different classes, each representing a sufficiently large community of economic interests, as follows:

- creditors with security interests in assets belonging to the debtor are assigned to a separate class from other creditors, for their secured claims;
- the assignment of affected parties to the different classes complies with the intercreditor agreements entered into prior to the opening of the accelerated safeguard proceedings and brought to the attention of the Court-Appointed Receivers, and
- shareholders may be assigned to one or more classes.

The classes are created based on the following objective criteria:

- the nature of the claims, whether financial, employee-related or tax-related;
- the existence of liens and security interests;
- the nature of the rights and/or securities held by each of the affected parties; and
- the contractual rankings of the parties to the Intercreditor Agreement of 20 November 2019, including (i) the holders of the high-yield notes issued by Quatrim under New York State law, (ii) the lenders under the Senior Facilities Agreement dated 1 April 2021 entered into under United Kingdom law by Casino, Guichard-Perrachon and (iii) the lenders under the Revolving Facility Agreement dated 18 November 2019 governed by French law, initially entered into by CGP, Casino Finance and Monoprix as Borrowers (the "**Intercreditor Agreement**").

The list of classes of affected parties and the criteria used to assign the parties to their respective classes are shown below:

Classes of affected parties			Class members	Assignment criteria
Creditors with security interests				
<p>Class 1 and Class 2 creditors are the lenders under a Term Loan B agreement dated 1 April 2021 (the "TLB") and/or the lenders under a Revolving Facility Agreement dated 18 November 2019 (the "RFA"), in respect of CGP's guarantee securing the RFA.</p> <p>These creditors hold the following security interests:</p> <ul style="list-style-type: none"> - The TLB creditors hold a number of security interests, including: <ul style="list-style-type: none"> o pledged second and third ranking securities accounts; o pledged second ranking intragroup receivables and pledged first ranking receivables; o pledged second ranking bank accounts. - The RFA creditors hold a number of security interests in respect of CGP's guarantee securing the RFA, including: <ul style="list-style-type: none"> o pledged first, third and fourth ranking securities accounts; o pledged first and third ranking intragroup receivables; o pledged second ranking receivables; and o pledged first and third ranking bank accounts. <p>The claims of affected RFA and TLB creditors rank <i>pari passu</i> under the terms of the Intercreditor Agreement.</p>				
1	Class 1 (secured creditors)	TLB creditors and RFA creditors in respect of CGP's guarantee securing the RFA that did not give any commitment to provide new operating financing to Casino Group (the " New Casino Group Operating Financing ") prior to the opening of the accelerated safeguard proceedings.	In addition to their security interests (see above), the TLB creditors and RFA creditors in respect of CGP's guarantee securing the RFA, constitute a community of economic interests that is separate from the community represented by Class 2 creditors, because they did not give any commitment to contribute to the New Casino Group Operating Financing prior to the opening of the accelerated safeguard proceedings.	
2	Class 2 (secured creditors)	RFA creditors in respect of CGP's guarantee securing the RFA that gave a commitment to contribute to the New Casino Group Operating Financing prior to the opening of the accelerated safeguard proceedings.	In addition to their security interests (see above), the RFA creditors in respect of CGP's guarantee securing the RFA constitute a community of economic interests that is separate from the community represented by the Class 1 creditors, because they gave a commitment to contribute to the New Casino Group Operating Financing prior to the opening of the accelerated safeguard proceedings.	

Classes of affected parties			Class members	Assignment criteria
Other creditors				
3	Class 3 (unsecured creditors)	Beneficial owners of: <ul style="list-style-type: none"> – high yield notes issued by CGP on 22 December 2020, due 15 January 2026; – high yield notes issued by CGP on 13 April 2021, due 15 April 2027; – EMTNs issued by CGP on 7 March 2014, due 7 March 2024; – EMTNs issued by CGP on 8 December 2014, due 7 February 2025; – EMTNs issued by CGP on 5 August 2014, due 5 August 2026; and – commercial paper issued on 24 February 2023 under an unsecured Negotiable European Commercial Paper (NEU CP) programme. 		The beneficial owners of the high yield notes, the EMTN holders and the holder of the commercial paper have been grouped together in the same class because (i) they do not hold any security interests or personal guarantees and (ii) their instruments have a fixed maturity.
4	Class 4 (unsecured creditors)	Creditors in respect of the guarantee given by CGP to the beneficial owners of the Quatrim high yield notes (the " Quatrim HY Notes ")		<p>Creditors in respect of the guarantee for the Quatrim HY Notes do not hold any security interest granted by CGP.</p> <p>However, they are secured creditors of Quatrim and, as such, hold collateral including pledged shares in a subsidiary that holds Casino Group's property assets.</p> <p>A significant majority of the beneficial owners gave a commitment prior to the opening of the accelerated safeguard proceedings, to consent to the reinstatement of the Quatrim HY Notes with a three-year extension of their maturity (i.e., until January 2027) and the option of a further one-year extension at Quatrim's discretion.</p> <p>This distinguishes them from Class 3, 5 and 6 creditors.</p>
5	Class 5 (unsecured creditor)	GPA, in respect of the guarantee issued to it by CGP (the " GPA Guarantee ")		<p>GPA (an indirect subsidiary of CGP) has a contingent claim under the GPA Guarantee, that is not secured by collateral.</p> <p>GPA represents a separate community of economic interests from the communities represented by Class 3 to 6 creditors due to (i) the contingent nature of the claim, the amount of which is as yet undetermined, and (ii) the fact that the GPA Guarantee exists only in relation to CGP.</p>
6	Class 6 (unsecured creditors)	Holders of undated deeply subordinated notes (TSSDI)		Holders of undated deeply subordinated notes do not hold any security interests or personal guarantees; their instruments have no fixed maturity, are redeemable only in the event that the Company is liquidated, and are qualified by the applicable documentation as deeply subordinated notes that are subordinate in ranking to all of the issuer's unsecured debts for repayment purposes, within the meaning of Article L. 228-97 of the French Commercial Code. These features distinguish their holders in particular from Class 3 to 5 creditors.

Classes of affected parties		Class members	Assignment criteria
Shareholders			
7	Class 7 (Existing Shareholders)	Investors that held shares in the Company on the date of the Court decision opening accelerated safeguard proceedings, and their successive transferees (the " Existing Shareholders ")	The shareholders constitute a separate class of affected parties in accordance with Article L. 626-30 of the French Commercial Code. They consist solely of Existing Shareholders that own ordinary shares, and are therefore assigned to a single class.

On 13 November 2023, the Company's shareholders were informed by a notice published in the BALO, bulletin no. 136, case 2304353, that they are members of Class 7 of the affected parties.

2) Methods for calculating the votes exercisable by the shareholder class

In accordance with Article L. 626-30-2 of the French Commercial Code, the shareholder class requires a two-thirds (2/3) majority of the votes cast by shareholders present in person or represented by proxy.

Shareholders' voting rights are determined by the same method as for extraordinary general meetings of the Company's shareholders.

3) Procedures prior to participating in the shareholder class vote

All shareholders are members of the shareholder class, regardless of the number of shares they hold.

In accordance with Article R. 22-10-28 of the French Commercial Code, the right to participate in a shareholder class vote is evidenced by 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 date of the shareholder class meeting, i.e., **Tuesday 9 January 2024 at 0:00 a.m. CET**, 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 (*Code monétaire et financier*).

The registration of shares in the bearer share accounts held by an intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code must be evidenced by a certificate of share ownership (*attestation de participation*) delivered by the intermediary (*where applicable by email*). A certificate must also be issued by the authorised intermediary to shareholders wishing to attend the shareholder class meeting in person who have not received an admission card by the second business day prior to the date of the shareholder class meeting, i.e., Tuesday 9 January 2024 at 0:00 a.m. CET.

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 of affected parties.

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

Sale of the shares

In accordance with Article R. 22-10-28, IV of the French Commercial Code, a shareholder who has already requested an admission card or certificate share ownership, 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 a.m. CET on Tuesday 9 January 2024, 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 a.m. CET on Tuesday 9 January 2024, 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.

4) Methods of participating in the shareholder class vote

Shareholders may choose one of the following three methods of participation (*submitting instructions online or by post*):

- a. request an admission card to attend the shareholder class meeting in person (*this request should be made as soon as possible to enable you to receive the card in a timely manner*);
- b. vote on the single resolution remotely,
- c. give a proxy to a third party, whether or not a shareholder (*spouse or any other named individual or legal entity*).

5) Procedures for participating in the shareholder class vote

A. Online, using the Votaccess platform

In order to be taken into account, all instructions must be given via the Votaccess platform, which will be open from Thursday 21 December 2023 at 9:00 a.m. CET until Wednesday 10 January 2024 at 3:00 p.m. CET.

Shareholders are advised not to wait until this final deadline to submit their instructions. This will help to avoid any overloading of the Votaccess platform and make allowance for 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 letter.

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 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 a.m. to 6:00 p.m.

Shareholders with bearer shares whose account-keeping institutions have subscribed to the Votaccess platform and offer their clients the service for this shareholder class 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 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 p.m. CET on Wednesday 10 January 2024: the name of the Company (*Casino, Guichard-Perrachon*); the date of the shareholder class meeting (*11 January 2024*); 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.

In application of the above, proxies not given within the aforementioned time frames will not be accepted on the day of the shareholder class vote.

B. By post, using the paper form

To be taken into account, regardless of your method of participation, all instructions must be given on the postal or proxy voting form, which must be received by **Uptevia – Assemblées générales – 90-110, Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France, no later than **11:59 p.m. CET on Monday 8 January 2024.****

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 letter. 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 section Investors/ Financial restructuring/ Shareholder class vote on the Company's Draft Accelerated Safeguard Plan on 11 January 2024;
- from the financial intermediary that manages the securities account;
- or on request by letter addressed to Uptevia – Assemblées générales – 90-110, Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France and received no later than six calendar days before the date of the shareholder class meeting, i.e., no later than 0:00 a.m. CET on Friday 5 January 2024.

In application of the above, proxies not given within the aforementioned time frames will not be accepted on the day of the shareholder class vote.

In the event that a shareholder gives a proxy without specifying a representative, the Chair of the meeting will vote in favour of any draft resolutions presented or approved by the Court-Appointed Receivers and against any other draft resolutions. Voting forms that are returned dated and signed but without any specific indications are automatically treated as proxies given to the Chair of the meeting.

6) Requests to include items or draft resolutions on the Agenda

In accordance with Article R. 626-62 of the French Commercial Code, and notwithstanding Article R. 225-72 of said Code, requests made by shareholders to include items or draft resolutions on the agenda must be sent to the debtor's registered office at least 15 days before the date of the shareholder class meeting, i.e., by Wednesday 27 December 2023 at the latest:

- by email to projectc@thevenotpartners.eu as well as to actionnaires@groupe-casino.fr; or
- by registered letter with acknowledgement of receipt addressed to Casino, Guichard-Perrachon – Direction Juridique Droit des Sociétés – 1, cours Antoine Guichard – 42000 Saint-Étienne, France.

In accordance with Article R. 225-71, paragraphs 7 and 8 of the French Commercial Code, requests to include items on the agenda must be explained and requests to table draft resolutions must be accompanied by the text of the proposed draft resolutions and, if applicable, a brief explanatory statement.

In accordance with Article L. 626-30-2 of the French Commercial Code, shareholders called to vote as members of a class of affected parties may only request the inclusion on the agenda of items or draft resolutions relating to the adoption or rejection of the draft accelerated safeguard plan. No other resolution may be included on the agenda.

Requests must also be accompanied by a certificate attesting to the possession or representation of the required share capital in either registered share accounts or bearer share accounts at the date of the request. 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 as on the second business day prior to the date of the shareholder class meeting, i.e., 0:00 a.m. CET on Tuesday 9 January 2024 at the latest.

The text of the draft resolutions submitted by shareholders and the list of items added to the agenda at their request will be immediately posted on the Company's website www.groupe-casino.fr/en in the section Investors/ Financial restructuring/ Shareholder class vote on the Company's Draft Accelerated Safeguard Plan on 11 January 2024.

7) Written questions

Shareholders may submit written questions, which the Court-Appointed Receivers and/or the Company (*after consulting its Board of Directors*) will answer during the meeting.

These written questions, accompanied by a certificate attesting to the possession or representation of the required share capital in either registered share accounts held by the Company or bearer share accounts held by an intermediary, must be sent no later than the fourth working day prior to the date of the shareholder class meeting, i.e., by Friday 5 January 2024 at the latest:

- by email to projectc@thevenotpartners.eu as well as to actionnaires@groupe-casino.fr; or
- by registered letter with acknowledgement of receipt addressed to 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 (*section Investors/ Financial restructuring/ Shareholder class vote on the Company's Draft Accelerated Safeguard Plan on 11 January 2024*).

8) Information and documents made available to shareholders

In accordance with Article R. 626-62 of the French Commercial Code, the documents to be made available to shareholders will be available at the Company's registered office ten days prior to the date of the shareholder class meeting.

In addition, all documents and information required under Article R. 22-10-23 of the French Commercial Code are now available on the Company's website www.groupe-casino.fr/en, under the heading Investors/ Financial restructuring/ Shareholder class vote on the Company's Draft Accelerated Safeguard Plan on 11 January 2024.

9) Electronic communication with the Court-Appointed Receivers

Electronic communications should be sent by email to projectc@thevenotpartners.eu as well as to actionnaires@groupe-casino.fr.

In accordance with Article R. 626-55 of the French Commercial Code, the use of these electronic communication methods constitutes consent to electronic transmission.

The Court-Appointed Receivers:

- SELARL Thevenot Partners (*Maître Aurélia Perdereau*)
- SELARL FHBX (*Maître Hélène Bourbouloux*)
- SCP Abitbol et Rousselet (*Maître Frédéric Abitbol*)