



## Casino, Guichard-Perrachon

### ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETING OF 11 JUNE 2024

#### Report on the Meeting

At the Ordinary and Extraordinary Annual General Meeting held on 11 June 2024 at Maison de la Mutualité, 24 rue Saint-Victor, 75005 Paris, the number of shareholders who were present, represented by proxy or who cast a vote remotely was as follows:

- 1.886 shareholders at the Ordinary General Meeting, holding 31,818,295,354 shares (*i.e.*, 80.41% of the shares carrying voting rights) and representing 80.43% votes.
- 1.882 shareholders at the Extraordinary General Meeting, holding 31,818,271,965 shares (*i.e.*, 80.41% of the shares carrying voting rights) and representing 80.43% votes.

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

- the parent company and consolidated financial statements for the financial year ended 31 December 2023 and the allocation of profit;
- regulated related-party agreements authorised and entered into in financial year 2023;
- information relating to the compensation of corporate officers paid in or granted for financial year 2023;
- the total compensation and benefits of any kind paid to Jean-Charles Naouri in financial year 2023 or granted to him in respect of that financial year in consideration of his positions as Chairman and Chief Executive Officer;
- amendment to the compensation policy for non-executive Directors in respect of financial year 2023;
- the compensation policy for Jean-Charles Naouri in respect of financial year 2024 in consideration of his positions as Chairman and Chief Executive Officer;
- the compensation policy for non-executive Directors in respect of financial year 2024 until the date of completion of the financial restructuring;
- the ratification of the temporary appointment of Par-Bel 2 as a Director;
- the ratification of the appointments of new Directors made on the date of the financial restructuring: Philippe Palazzi, Laurent Pietraszewski, Pascal Clouzard, Branislav Miškovič, Athina Onassis and Elisabeth Sandager, for the remainder of their predecessors' terms of office;
- the re-election of two Directors: Nathalie Andrieux and Elisabeth Sandager, for a three-year term;
- the ratification of the appointments of the Non-Voting Directors made on the date of the financial restructuring: Thomas Doerane, Thomas Piquemal and Martin Plavec, for a three-year term;
- the compensation policy for the Chief Executive Officer in respect of financial year 2024 in consideration of his position;
- the compensation policy for the Chairman of the Board of Directors in respect of financial year 2024 in consideration of his positions;
- the compensation policy for Directors in respect of financial year 2024 in consideration of their position from the date of completion of the financial restructuring;
- the compensation for Non-Voting Directors;
- the appointment of KPMG S.A. as Statutory Auditor to certify sustainability information for the remainder of its appointment to audit the financial statements, *i.e.*, until the General Meeting to be called in 2028 to approve the financial statements for the year ending 31 December 2027;
- the renewal, for an 18-month period, of the authorisation granted to the Board of Directors to buy back the Company's shares within the limit of 10% of the share capital;
- the renewal of authorisations to increase the Company's share capital, with and without pre-emptive subscription rights, for a 26-month period, as well as the authorisation to allocate free shares to employees of the Company and/or executive corporate officers of the Group, for a 38-month period;
- the renewal of the authorisation to reduce the share capital via the cancellation of treasury shares, for a 26-month period;
- powers for formalities.

The results of the votes are presented below.

## Voting results by resolution

Number of shares comprising the share capital: 39,574,044,429

Number of shares carrying voting rights: 39,571,656,498

<b>Within the competence of the ordinary general meeting</b>							
Resolutions	Votes valid for majority				Votes not valid for majority (Abstain+Invalid+Not voted)	Excluded voting rights	Voting result
	For	%	Against	%			
1 Approval of the parent company financial statements for the year ended 31 December 2023	31,810,059,631	>99.99%	2,122,729	<0.01%	52,597,492	0	Carried
2 Approval of the consolidated financial statements for the year ended 31 December 2023	31,807,844,367	>99.99%	2,122,003	<0.01%	54,813,482	0	Carried
3 Allocation of profit for the financial year	31,812,603,854	>99.99%	1,156,096	<0.01%	51,019,902	0	Carried
4 Approval of a related-party agreement in accordance with the provisions of Article L. 225-38 <i>et seq.</i> of the French Commercial Code	31,811,118,188	>99.99%	2,549,727	<0.01%	51,111,937	0	Carried
5 Approval of a related-party agreement in accordance with the provisions of Article L. 225-38 <i>et seq.</i> of the French Commercial Code	31,811,901,119	>99.99%	1,800,368	<0.01%	51,078,365	0	Carried
6 Approval of related-party agreements in accordance with the provisions of Article L. 225-38 <i>et seq.</i> of the French Commercial Code	31,811,894,937	>99.99%	1,778,940	<0.01%	51,105,975	0	Carried
7 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 2023	31,810,122,794	99.98%	5,819,684	0.02%	48,837,374	0	Carried
8 Approval of the total compensation and benefits of any kind paid to Jean-Charles Naouri in financial year 2023 or granted to him in respect of that financial year in consideration of his positions as Chairman and Chief Executive Officer	31,579,253,198	99.11%	282,806,486	0.89%	2,720,168	0	Carried
9 Amendment to the compensation policy for non-executive Directors in respect of financial year 2023	31,584,100,280	99.13%	277,803,361	0.87%	2,876,211	0	Carried
10 Approval of the compensation policy for Jean-Charles Naouri in respect of financial year 2024 in consideration of his positions as Chairman and Chief Executive Officer	31,789,926,490	99.77%	72,092,817	0.23%	2,760,545	0	Carried
11 Approval of the compensation policy for non-executive Directors in respect of financial year 2024 in consideration of their positions until the date of completion of the financial restructuring	31,810,204,893	99.84%	51,785,505	0.16%	2,789,454	0	Carried
12 Ratification of the temporary appointment of Par-Bel 2 as a Director	31,802,469,847	99.97%	10,163,594	0.03%	52,146,411	0	Carried
13 Ratification of the temporary appointment of Philippe Palazzi as Director	31,814,549,961	>99.99%	1,443,046	<0.01%	48,786,845	0	Carried
14 Ratification of the temporary appointment of Laurent Pietraszewski as Director	31,812,560,831	99.99%	3,437,343	0.01%	48,781,678	0	Carried
15 Ratification of the temporary appointment of Pascal Clouzard as Director	31,812,418,149	>99.99%	1,323,675	<0.01%	51,038,028	0	Carried
16 Ratification of the temporary appointment of Branislav Mškovč as Director	31,774,002,545	99.88%	39,748,362	0.12%	51,028,945	0	Carried
17 Ratification of the temporary appointment of Athina Onassis as Director	31,812,089,135	>99.99%	1,652,782	<0.01%	51,037,935	0	Carried
18 Ratification of the temporary appointment of Elisabeth Sandager as Director	31,812,072,107	>99.99%	1,712,823	<0.01%	50,994,922	0	Carried
19 Re-election of Nathalie Andrieux as Director	31,696,063,698	99.63%	117,669,046	0.37%	51,047,108	0	Carried
20 Re-election of Elisabeth Sandager as Directors	31,811,719,919	>99.99%	2,008,648	<0.01%	51,051,285	0	Carried
21 Ratification of the temporary appointment of Thomas Doerane as Non-Voting Directors	31,454,204,841	99.19%	257,713,072	0.81%	152,861,939	0	Carried
22 Ratification of the temporary appointment of Thomas Piquemal as Non-Voting Directors	31,454,104,443	99.19%	257,784,701	0.81%	152,890,708	0	Carried
23 Ratification of the temporary appointment of Martin Plave cas Non-Voting Directors	31,454,174,817	99.19%	257,715,413	0.81%	152,889,622	0	Carried
24 Approval of the compensation policy for the Chief Executive Officer in respect of financial year 2024 in consideration of his position	31,589,559,842	99.29%	226,491,473	0.71%	48,728,537	0	Carried
25 Approval of the compensation policy for the Chairman of the Board of Directors in respect of financial year 2024 in consideration of his position	31,809,462,849	99.98%	6,578,594	0.02%	48,738,409	0	Carried
26 Approval of the compensation policy for Directors in respect of financial year 2024 in consideration of their position from the date of completion of the financial restructuring	31,808,473,168	99.98%	7,684,354	0.02%	48,622,330	0	Carried
27 Compensation for Non-Voting Directors	31,808,515,609	99.98%	7,515,086	0.02%	48,749,157	0	Carried
28 Appointment of KPMG S.A as Statutory Auditor responsible for certifying sustainability information	31,814,738,247	>99.99%	1,278,716	<0.01%	48,762,889	0	Carried
29 Authorisation for the Company to buyback its own shares	31,713,338,477	99.54%	146,636,776	0.46%	4,804,599	0	Carried
<b>Within the competence of the extraordinary general meeting</b>							
30 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 pre-emptive subscription rights for existing shareholders	31,796,828,254	99.94%	19,160,271	0.06%	48,744,681	0	Carried
31 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 pre-emptive subscription rights for existing shareholders, via a public offering	31,808,940,823	99.98%	7,060,885	0.02%	48,731,498	0	Carried
32 Delegation of competence granted to the Board of Directors for the purpose of increasing the share capital by issuing shares and/or securities granting immediate and/or deferred access to shares, without pre-emptive subscription rights for existing shareholders, via an offering as referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code	31,780,986,360	99.90%	32,749,772	0.10%	50,997,074	0	Carried
33 Authorisation granted to the Board of Directors, in the event of issues without pre-emptive 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	31,781,556,658	99.89%	34,404,499	0.11%	48,772,049	0	Carried
34 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 pre-emptive subscription rights	31,765,343,501	99.85%	48,424,532	0.15%	50,965,173	0	Carried
35 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	31,810,868,292	99.98%	5,136,316	0.02%	48,728,598	0	Carried
36 Delegation of competence granted to the Board of Directors for the purpose of issuing shares or securities granting access to the share capital without pre-emptive subscription rights, in the event of a public exchange offer launched by the Company	31,810,926,030	>99.99%	2,859,819	<0.01%	50,947,357	0	Carried
37 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	31,811,343,958	99.99%	4,698,682	0.01%	48,690,566	0	Carried
38 Aggregate ceiling applicable to the financial authorisations granted to the Board of Directors	31,804,532,499	99.96%	11,522,904	0.04%	48,677,803	0	Carried
39 Delegation of competence granted to the Board of Directors for the purpose of increasing the share capital, without pre-emptive subscription rights for existing shareholders, or selling the Company's own shares for the benefit of members of a company savings plan ( <i>plan d'épargne d'entreprise</i> )	31,808,501,310	99.98%	5,231,741	0.02%	51,000,155	0	Carried
40 Authorisation granted to the Board of Directors to make free allocations of existing or newly issued shares of the Company to employees and/or executive corporate officers of the Company and its related companies; full waiver by shareholders of their pre-emptive subscription rights thereto	31,617,701,530	99.38%	198,315,452	0.62%	48,716,224	0	Carried
41 Authorisation granted to the Board of Directors for the purpose of reducing the share capital via the cancellation of treasury shares	31,812,378,960	99.99%	3,649,494	0.01%	48,704,752	0	Carried
42 Powers for formalities	31,812,395,731	99.99%	3,590,819	0.01%	48,746,656	0	Carried

**Composition of the Board of Directors**  
**at the close of the Annual General Meeting of 11 June 2024**

The Board of Directors comprises 7 Directors elected by shareholders at the Annual General Meeting. It is made up of 5 Independent Directors (71.4%), 3 women (42.9%) and 3 Non-Voting Directors. It also includes a Director representing employees appointed by the Group's most representative trade union, in accordance with the Articles of Association.

**Laurent Pietraszewski\***  
Chairman of the Board of Directors

**Branislav Miškovič**  
Director

**Thomas Doerane**  
Non-Voting Director

**Philippe Palazzi**  
Chief Executive Officer and Director

**Athina Onassis\***  
Director

**Thomas Piquemal**  
Non-Voting Director

**Nathalie Andrieux\***  
Director

**Elisabeth Sandager\***  
Director

**Martin Plavec**  
Non-Voting Director

**Pascal Clouzard\***  
Director

**Naliny Kerner**  
Director representing employees

\* *Independent member*

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