

## **CASINO, GUICHARD-PERRACHON**

A French *société anonyme* (joint stock company) with share capital of €395,740,444.29

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 informed that they will shortly be called to the Company's Ordinary and Extraordinary Annual General Meeting to take place on Tuesday 11 June 2024 at 10:00 am CEST, at the Maison de la Mutualité, 24 rue Saint-Victor, 75005 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 2023 (1<sup>st</sup> resolution);
- Approval of the consolidated financial statements for the year ended 31 December 2023 (2<sup>nd</sup> resolution);
- Allocation of profit for the financial year (3<sup>rd</sup> resolution);
- Approval of a related-party agreement in accordance with the provisions of Article L. 225-38 *et seq.* of the French Commercial Code (4<sup>th</sup> resolution);
- Approval of a related-party agreement in accordance with the provisions of Article L. 225-38 *et seq.* of the French Commercial Code (5<sup>th</sup> resolution);
- Approval of related-party agreements in accordance with the provisions of Article L. 225-38 *et seq.* of the French Commercial Code (6<sup>th</sup> 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 2023 (7<sup>th</sup> resolution);
- 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 (8<sup>th</sup> resolution);
- Amendment to the compensation policy for non-executive Directors in respect of financial year 2023 (9<sup>th</sup> resolution);
- 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 (10<sup>th</sup> resolution);
- 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 (11<sup>th</sup> resolution);
- Ratification of the temporary appointment of Par-Bel 2 as a Director (12<sup>th</sup> resolution);
- Ratification of the temporary appointment of Philippe Palazzi, Laurent Pietraszewski, Pascal Clouzard, Branislav Miškovič, Athina Onassis and Elisabeth Sandager as Directors (13<sup>th</sup> to 18<sup>th</sup> resolutions);
- Re-election of Nathalie Andrieux and Elisabeth Sandager as Directors (19<sup>th</sup> and 20<sup>th</sup> resolutions);
- Ratification of the temporary appointment of Thomas Doerane, Thomas Piquemal and Martin Plavec as Non-Voting Directors (21<sup>st</sup> to 23<sup>rd</sup> resolutions);
- Approval of the compensation policy for the Chief Executive Officer in respect of financial year 2024 in consideration of his position (24<sup>th</sup> resolution);
- Approval of the compensation policy for the Chairman of the Board of Directors in respect of financial year 2024 in consideration of his position (25<sup>th</sup> resolution);
- 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 (26<sup>th</sup> resolution);
- Compensation for Non-Voting Directors (27<sup>th</sup> resolution);
- Appointment of KPMG SA as Statutory Auditor responsible for certifying sustainability information (28<sup>th</sup> resolution);
- Authorisation for the Company to buy back its own shares (29<sup>th</sup> 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 pre-emptive subscription rights for existing shareholders (30<sup>th</sup> 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 pre-emptive subscription rights for existing shareholders, via a public offering (31<sup>st</sup> resolution);

- 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 (32<sup>nd</sup> resolution);
- 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 (33<sup>rd</sup> 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 pre-emptive subscription rights (34<sup>th</sup> 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 (35<sup>th</sup> 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 pre-emptive subscription rights, in the event of a public exchange offer launched by the Company (36<sup>th</sup> 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 (37<sup>th</sup> resolution);
- Aggregate ceiling applicable to the financial authorisations granted to the Board of Directors (38<sup>th</sup> resolution);
- 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 (*plan d'épargne d'entreprise*) (39<sup>th</sup> resolution);
- 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 (40<sup>th</sup> resolution);
- Authorisation granted to the Board of Directors for the purpose of reducing the share capital via the cancellation of treasury shares (41<sup>st</sup> resolution);
- Powers for formalities (42<sup>nd</sup> resolution).

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## 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°54 of 3 May 2024. The text of the resolutions is unchanged compared with the text already published.

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## 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 5 June 2024, by email to [actionnaires@groupe-casino.fr](mailto: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](http://www.groupe-casino.fr/en) in a questions and answers section.

## B. Procedures prior to participating in the General Meeting

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 Friday 7 June 2024:

- 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 (by electronic means where applicable).

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 spouse or any other named individual or a legal entity, whether or not a shareholder). The shareholder's instructions must be transmitted

before the Meeting (Article R. 225-77 of the French Commercial Code). Proxies not given within the prescribed time limits will not be accepted on the day of the Meeting.

Pursuant to Article R. 22-10-28, II 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 Friday 7 June 2024. Admission card requests should be made as soon as possible to ensure that you receive your card in good time.

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 Friday 7 June 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 am CEST on Friday 7 June 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.

## C. Procedures for participating in the General Meeting

### I. Online

In order to be taken into account, all instructions must be given via the Votaccess platform, which is open from publication of this notice **until Monday 10 June 2024, 3:00 p.m. CEST** (*the day before the Meeting*).

Shareholders are advised not to wait until this final deadline to submit their instructions. This will help to avoid excess traffic on 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 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 Monday 10 June 2024: the name of the Company (*Casino, Guichard-Perrachon*); the date of the General Meeting (*11 June 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 frame will not be accepted on the day of the Meeting.**

## II. By post, using the paper form

To be taken into account, all instructions must be given on the postal or proxy voting form, which must reach **Uptevia – Assemblées générales – 90-110, esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France, no later than midnight CEST on Friday 7 June 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 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](http://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 – 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 Meeting, i.e., no later than midnight CEST on Wednesday 5 June 2024.

**In application of the above, proxies not given within the aforementioned time frame will not be accepted on the day of the Meeting.**

Note that 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](mailto:actionnaires@groupe-casino.fr)) and to France's securities regulator (*Autorité des marchés financiers – AMF*) ([declarationpretsemprunts@amf-france.org](mailto:declarationpretsemprunts@amf-france.org)) the total number of shares held on a temporary basis no later than the second business day preceding the Meeting, i.e., by 0:00 am CEST on Friday 7 June 2024, 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](http://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 the Company's website [www.groupe-casino.fr/en](http://www.groupe-casino.fr/en). A rebroadcast will also be made available online.