



# Casino Guichard-Perrachon

## Strategic Committee

### Internal Rules

The Strategic Committee of Casino, Guichard-Perrachon was established by the Board of Directors at its meeting of 27 March 2024.

On 27 March 2024, the Strategic Committee adopted these Internal Rules compiling and describing its organisation and operations as well as the powers and duties assigned to it by the Board of Directors. It also includes the corporate governance principles that the Company has decided to implement.

The Strategic Committee shall be consulted by the Board of Directors before any decision is made on strategic matters concerning Casino and/or the Casino Group as a whole, it being understood that the Strategic Committee's role is purely consultative.

At the request of the Board of Directors, the Strategic Committee shall also be consulted by the Chief Executive Officer on certain transactions.

The members of the Committee are directors or non-voting directors of the Company and therefore comply with the Board of Directors' Internal Rules.

## **I. ORGANISATION AND OPERATIONS OF THE STRATEGIC COMMITTEE**

### **1.1. Membership**

The Strategic Committee is made up of at least three members who are directors or non-voting directors (including at least two directors), appointed by the Board of Directors and chosen for their knowledge and skills in the areas covered by the Committee. Members are appointed in their personal capacity and may not be represented.

The members of the Strategic Committee hold office for a term set by the Board of Directors, subject to their right to resign before the expiry of that term and the Board's right to remove them from office.

The Chairman of the Committee is also appointed by the Board of Directors.

Committee members and employees of Casino, Guichard-Perrachon or the Casino Group attending Committee meetings are bound by confidentiality obligations.

The Board of Directors reserves the right to amend the number and/or composition of the Strategic Committee at any time.

## **1.2. Meetings**

The Strategic Committee meets at least twelve times per year, either on predetermined dates or according to current events, at the initiative of its Chairman, who has the option of organising any additional meeting if circumstances or current events so require.

The Committee may also meet at any time if requested by at least half of its members, the Chairman of the Committee, the Chairman of the Board of Directors, or the Chief Executive Officer. Meetings are held at the venue specified in the notice of meeting given by any means by the Chairman or any person he or she appoints to do so on his or her behalf. Depending on the agenda, the Committee Chairman may invite other directors or any other person to attend Committee meetings without voting rights.

The Committee is chaired by the Chairman of the Committee. The Committee appoints the Committee secretary, who may be the Secretary of the Board of Directors.

The members of the Strategic Committee shall attend all meetings, it being specified that if they are unable to attend, they may participate by any means of telecommunication. The Chairman or the person delegated for this purpose draws up an agenda for each meeting, which is sent in advance to each member of the Strategic Committee.

At least half of the members of the Committee shall be present to deliberate. A member of the Committee may not be represented.

The Chairman of the Committee reports to the Board of Directors on the Committee's work, research and recommendations. The Board of Directors has absolute discretion to decide whether or not to act on such recommendations. Meeting minutes are prepared under the Chairman's authority and are sent to the Committee members.

## **1.3. Resources**

1.3.1. Together with the Chief Executive Officer, the Strategic Committee can rely on the cooperation and participation of the Company's and group subsidiaries' corporate officers. The Strategic Committee has the power to organise specific meetings with the corporate officers of the Company and its subsidiaries as and when required.

1.3.2. The Strategic Committee is granted the material and financial resources needed to carry out its duties, the costs of which are borne by the Company.

1.3.3. All members of the Strategic Committee have the right to be reimbursed for any expenses incurred while exercising their duties in accordance with the rules set by the Board of Directors.

#### **1.4. Authority and powers of the Committee**

1.4.1. The Strategic Committee may consult the Chief Executive Officer and, where appropriate, any Deputy Chief Executive Officer of the Company, and may call upon the heads of operational or functional entities to assist it in the performance of its duties. The Chairman of the Committee informs the Chief Executive Officer in advance if he is not the Company's Chief Executive Officer. In particular, the Committee has the power to invite the Company's Head of Strategy or the person delegated by the latter to attend meetings, by requesting that they be convened by the Company's Chief Executive Officer.

The Strategic Committee may conduct, or instruct the Chief Executive Officer to conduct, any investigation or study on any of the issues for which it is responsible.

1.4.2. The Strategic Committee has the authority, if deemed necessary, to call upon to the Board of Directors the advice or opinion of any outside consultant or expert.

The Strategic Committee may invite the aforementioned consultants or experts to its meetings. It may also decide, insofar as may be required, to invite any person of its choice to its meetings. However, only Committee members may take part in the voting process.

1.4.3. The authority granted to the Strategic Committee shall not have the effect of delegating to said Committee any powers vested in the Board of Directors by law or by the Articles of Association. The role of this committee is strictly advisory to the Board of Directors.

## **II. ROLE AND DUTIES OF THE STRATEGIC COMMITTEE**

In particular, the role of the Strategic Committee is to advise the Board of Directors of Casino, Guichard-Perrachon before any decision is made on strategic issues concerning Casino and/or the Casino Group as a whole, it being understood that the opinions or recommendations issued by the Strategic Committee to the Board of Directors are for advisory purposes only.

The Strategic Committee may also be responsible for issuing opinions to Senior Management on specific subjects determined in advance by the Board of Directors.

### **2.1. Duties of the Strategic Committee:**

To enable the Board of Directors to successfully manage the Company's development, the Committee carries out the following duties in particular, without this list being exhaustive:

- examining the Group's overall medium and long-term strategy, as proposed by the Company's Chief Executive Officer;

- review of all major plans relating to the development and strategic positioning of the Group, and in particular strategic partnerships plans and material external growth operations, divestment, investment or transactions of a strategic nature;
- strategy analysis of the Group's various business lines, implementation of the corporate strategy, and review of transactions of strategic importance;
- review of the competitive environment, the main challenges facing the Group, and the resulting medium- and long-term prospects for the Group;
- review of the Group's geographical presence strategy.

## **2.2. Reports of the Strategic Committee submitted to the Board of Directors**

The Strategic Committee reports in writing on its work and submits to the Board of Directors the reports, studies and investigations it has conducted and the work it has carried out.

The Strategic Committee issues any opinions or recommendations to the Board of Directors. The Board of Directors is responsible for deciding what action it intends to take in response.

The Board of Directors shall assess the operation of the Committee established on the basis of these Internal Rules and shall make any suggestions for improving its operation.

## **2.3. Opinion of the Strategic Committee to the Management:**

As part of the strategy defined by the Board of Directors, and in order to facilitate the Company's operations and enable quick decision-making, the Board of Directors has decided that the Strategic Committee shall issue opinions to the executive management on certain transactions which do not require the Prior Authorisation of the Board of Directors and which are listed in Appendix B ('Prior Opinion of the Strategic Committee') of the Board of Directors' Internal Rules.

Any decision included in Appendix B of the Internal Rules shall first be submitted to the Strategic Committee and the Chief Executive Officer undertakes to obtain the Strategic Committee's prior favourable opinion. Any opinion shall be reported at the next meeting of the Board of Directors.

The Board of Directors may amend the list of decisions set out in Appendix B of the Internal Rules at any time.

In addition, the Company's Senior Management will inform the Strategic Committee, within the limits permitted by the regulations, of the decisions of the Insider Trading Committee regarding the classification and existence of inside information, as well as any decision to postpone publication of such information.

**III. LIABILITY OF THE STRATEGIC COMMITTEE'S MEMBERS**

The Strategic Committee's members bear no additional liability with respect to their duties other than that already borne by the members of the Board of Directors.

**IV. APPROVAL OF THE STRATEGIC COMMITTEE'S INTERNAL RULES**

These Internal Rules were approved by the Board of Directors at its meeting on 24 April 2024.

The Board of Directors reserves the right to modify, supplement, or amend these Internal Rules, if necessary, at the Strategic Committee's request or on its own initiative.